

Kemicare

PRODUCTS LIMITED

ANNUAL REPORT

Report  junction.com

1998-99

BOARD OF DIRECTORS

Mr. K. C. Barasia
Mr. Sohan Lal Kochar
Mr. Anil Satnalika
Mr. Naresh Chand Chandak
Mr. Bibhuti Bhusan Das

COMPANY SECRETARY

J. C. Bhattacharya
REGISTERED OFFICE
294/2/1, A. P. C. Road
Calcutta - 700 009
☎ : 351-0785/4717

AUDITORS

S. K. Agrarwal & Associates
BANKERS
State Bank of India
Punjab & Sind Bank
Sikkim Bank Ltd.
Centurian Bank Ltd.

**REGISTRARS & SHARES
TRANSFER AGENT**

M/s. ABC Computers (P) Ltd.
National Council of Education Bengal
Jadavpur University Campus
Jadavpur
Calcutta - 700 032
☎ : 473-1163/1292/5363

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Kemicare Products Limited**NOTICE**

TO
THE SHARE HOLDERS OF
KEMICARE PRODUCTS LTD

NOTICE is hereby given that the 7th Annual General Meeting of KEMICARE PRODUCTS LIMITED will be held at the Registered office of the Company at 294/2/1, A.P.C. Road, Calcutta-700 009 on Wednesday 29th September, 1999 at 11 A.M. to transact the following business. :

ORDINARY BUSINESS

1. To receive, consider and adopt the Profit & Loss Account for the financial year ended 31st March, 1999 and the Balance Sheet as at the date together with the report of the Directors and the Auditors thereon.
2. To appoint Director in place of Sri Neresh Chandak who retires by rotation and being illegible offers himself for reappointment.
3. To approve Resignation of Sri Sohanlal Kochar as a Director who resigned on personal ground.
4. To appoint Auditor who will hold office from the date of this AGM till the conclusion of the Next Annual General Meeting.

By Order of the Board of Directors

Dated: 5th August, 1999

Sd/-

(J. C. Bhattacharya)

NOTES:

- A. 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, Proxy Form will be received at its Registered Office 294/2/1, A. P. Road, Calcutta 700009 not less than 48 hours before the meeting.
- B. The record date for Register of members of the Company will be on Wednesday 25th September, 1999
- C. Share Holders desiring any information as regards the Accounts are requested to write to the Company at least 14 days before the meeting date so as to enable to Management to keep the information ready.

Kemicare Products Limited**DIRECTORS' REPORT**

To

The Members,
Kemicare Products Limited.

The Director, have pleasure in presenting their 7th Annual Report and Audited Statement of Accounts of the Company for the year 31st March, 1999.

FINANCIAL RESULTS :

The Financial results for the year and those of the previous year are summarised below:

| | <u>For the year ended 31-03-99</u> | <u>For the year ended 31-03-98</u> |
|----------------------------------|---|---|
| Gross Profit/(Loss) | 801347 | 616274 |
| Less: Provision for Depreciation | 752880 | 884792 |
| Profit before Tax | 48467 | (268518) |
| Less: Provision for Tax | - | - |
| Net Profit/(Less) | 48467 | (268518) |

DIVIDEND:

In view of inadequacy of Profit of the Company, your Directors do not recommend any dividend for the year.

OPERATIONS:

Your Directors have the pleasure of informing you that during the year, the sales of the Company was Rs.624.59 Lacs as compared with sales of Rs.134.43 Lacs in 1997-98, but due to fluctuations in oil market, the Company made a nominal Profit of Rs.0.48 Lacs. Due to scarcity of indigenous oil, due to crop failure of Mustered Oil, the rates increased in the first half of the financial year but in the last quarter of the year, the prices of oil fell drastically in the market adversely affected the performance. During the current year also there is uncertainties in oil market and prices are declining heavily due to imports of edible oil. However, there is an endeavour to sustain growth and Directors hope that there will be further growth of turnover during the Current year.

DEPOSITS :

The Company did not received any fixed deposit from Public any time and hence Company is not required to submit any details on the subject.

NOTES ON ACCOUNT :

The Directors are of the view that the notes to the accounts are adequate and self-explanatory in response to Auditors' Report.

DIRECTORS :

During the period under review that all the (five) Directors continued to act as Directors of the Company. One Director, namely and Sri Sohanlal Kochar resigned as Director on his personal grounds and your Board of the Directors accepted his resignation and recommend your acceptance. In pursuance of Section 256 of the Companies Act, '56, Sri Narech Chandak will be retiring from the Board and being eligible, seeks his re-appointment.

Kemicare Products Limited**AUDITORS :**

M/s. S. K. Agarwal & Associates, Chartered Accountants who retires at the Conclusion of the forth coming Annual General Meeting and have expressed their willingness to be re-appointed which is within the limits prescribed u/s. 224(1B) of the Companies Act, 1956. The Director recommended their re-appointment. The Directors further inform that there are no employee drawing over prescribed salary for which disclosure is too be made u/s 217(2A) of the Companies Act, 1956 read with Companies Rule.

The directors further inform that U/s 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988 and forming part of the Directors in the Report for the financial year ended 31st March, 1999, the total electricity was bought from CESC Ltd. for Rs. 140746 (Rs. 28859 in Head Office and Rs. 111887 at Factory).

AS regards Research & Development the Company constantly pursuing the measure to improve the quality of the materials such as by appointing technical qualified persons. Efforts are being made also in technology absorption, as per form "B" of the annex of the Rules.

The Directors are pleased to inform that the Company exported materials to Bhutan valued for 12.10 lacs and spent foreign exchange on travelling amounting to Rs. 38,741/-

STATUS OF YEAR 2000(Y2K) PREAPAIREDNESS :

In pursuance to ammended clause of listing agreement of the Stock Exchange, your Directors stated the facts as below :

I. Risk of the Company due to Y2k bug.

There is no risk due to Y2K bug, as our Registrar of Share Transfer has informed that adequate steps have been taken by them. Only work related to Company's equity shares are computerised. For accounting works, there is no impact of Y2K bug and operations shall not be affected.

II. Cost to address Company's Y2K issues.

The Company did not incur any expenses and no expenses are expected on this amount in future also.

III. Contingency Plans.

There is no such plan as our Registrar has informed that adequate measures have been already taken by them.

VOLUNTARY DE-LISTING WITH AHMEDABAD STOCK EXCHANGE :

In the 6th Annual General Meeting, Voluntary De-Listing of equities on the Ahmedabad Stock Exchange was approved as a Special Business and accordingly the company applied to Ahmedabad Stock Exchange for Voluntary De-Listing.

ACKNOWLEDGEMENT :

The Board wishes to place on record its appreciation for co-operation and support received from employees. The Board also thanks the Company's Business Associates, Bankers, Dealers, Suppliers for their continued commitment and support.

ON BEHALF OF THE BOARD OF DIRECTORS

Sd/- K. C. BARASIA
Director

Calcutta
Dated : 5th August, 1999

AUDITORS' REPORT

**TO
THE MEMBERS OF M/S KEMICARE PRODUCTS LIMITED**

We have audited the annexed Balance Sheet of M/s KEMICARE PRODUCTS LIMITED as at 31st March, 1999 and also the annexed Profit & loss Account for the year ended on that date and report that :

- 1) As required by the Manufacturing and other Companies (Auditors' Report) Order, 1988 issued by the Company Law Board in terms of Section 227(4A) 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 :

Further to our Comments in the annexure referred to in paragraph 1 above.

- a) We have obtained all the informations and explanations which to the best of our knowledge and belief were necessary for the purpose of our Audit.
- b) In our ~~opinion~~ proper books of accounts as required by law have been kept by the Company so far as appears from our examinations of the books.
- c) The Balance Sheet and Profit & Loss Accounts dealt with by the Report are in agreement with the books of accounts.
- d) In our option and to the best of our informations and according to the explanations given to us the Accounts (together with the Schedules annexed thereto) give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view :
 - I. In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 1999 and
 - II. In the case of Profit & Loss Account, of the profit for the year ended on that date.

For S. K. AGARWAL & ASSOCIATES

Sd/-
(PROPRIETOR)
CHARTERED ACCOUNTS
P-45 Khairu Place
Calcutta - 700072, Dated : 5th day of August, 1999

Kemicare Products Limited**ANNEXURE TO THE AUDITORS' REPORT**
(Referred to in paragraph 1 thereof)

As required by the Manufacturing and Other Companies (Auditors Report) order, 1988 issued by the Company Law Board in terms of Section 227(4A) of the Companies Act, 1956 on the basis of such checks as we consider appropriate, we report that :

- 1) The Company is maintaining proper records to show full particulars, including quantitative details and situation of fixed assets. All the assets have not been physically verified by the management during the year but there is a regular programme of verification which in our opinion is reasonable having regard to the size of the Company and the nature of the assets. On the basis of explanations given to us, no serious discrepancies have been noticed on verification.
- 2) None of the fixed assets has been revalued during the year.
- 3) I) The stocks of finished goods, raw and packing materials has been physically verified by the management during the year at reasonable intervals. The discrepancies noticed on such verification between the physical stocks and the book records were not material.
 II. The procedures of physical verification of stock followed by the management are, in our opinion, reasonable and adequate in relation to the size of the Company and nature of its business.
 III. In our opinion, the valuation of stocks is fair and proper in accordance with the normally accepted accounting principles and is on the same basis in the preceding year.
- 4) The Company has repaid unsecured loans taken from Companies, firms or other parties listed in the Register maintained under section 301 of the Companies Act, 1956, or to Companies under the same management as defined under section 370(1B) of the Companies Act, 1956.
- 5) The Company has not granted any loans, secured or unsecured, to Companies firms or other parties listed in the registered maintained under section 301 of the Companies Act, 1956 or to Companies under the same management as defined under section 370(1B) of the Companies Act, 1956. As explained to us there is no Company under the same management as defined u/s. 370(1B) of the Companies Act, 1956.
- 6) In respect of loans given by the Company to its employees, repayment is being made as stipulated.
- 7) In our opinion and according to the information and explanations given to us, the Company has adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchase of stores, raw-materials including components, plant and machinery, equipment and other assets and for the sales of goods.