



ANNUAL REPORT

Year Ended March 31, 2005

Board of Directors

KANTA LABROO (Managing Director)
B.M. LABROO
LOVELEENA LABROO
SANJAY LABROO
KALYAN GANGULY
AJAY LABROO
TEJ BAHADUR SARAF
P.A. MURALI

Auditors

A. SHARMA & CO.
(Chartered Accountants)
New Delhi

Regd. Office

MALTEX HOUSE
Village Rauni, Patiala

Bankers

STATE BANK OF INDIA, The Mall, Patiala
THE JAMMU & KASHMIR BANK LTD.
G-40, Connaught Place, New Delhi.

37th Annual Report**2004 - 2005****Maltex Malsters Limited****NOTICE**

Notice is hereby given that the thirty seventh Annual General Meeting of the Members of Maltex Malsters Limited, will be held on Friday September, 30, 2005 at 12.00 noon at Maltex House, Rauni, Patiala to transact the following business.

1. To receive consider and adopt the Profit and Loss account of the Company for the year ended March, 2005 the Balance Sheet as on that date and the Reports of Directors and Auditors thereon
2. To Appoint Director in place of Mr. B.M. Labroo who retires by rotation and being eligible offer himself for re-appointment.
3. To Appoint Director in place of Mr. P.A. Murli who retires by rotation and being eligible offer himself for re-appointment.
4. To Appoint Director in place of Mr. Tej Bahadur Saraf who retires by rotation and being eligible offer himself for re-appointment.
5. To Appoint Auditor and to fix their remuneration, and to pass, with or without modification, the following resolution, which will be proposed and ordinary Resolution.

"RESOLVED that M/s A Sharma & Company, Chartered Accountants, be and are hereby appointed as Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at a remuneration to be fixed by the Board of Directors of the Company or a Committee thereof."

SPECIAL BUSINESS

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

RESOLVED that M/s Anil Jindal & Associates, Company Secretaries be and are hereby appointed to obtain the Secretarial Compliance Certificate for the year ending 31.3.2006. They will hold the office from the conclusion of Annual General Meeting until the conclusion of the next AGM of the Company at a remuneration fixed by Board of Directors of the Company or a Committee thereof.

NOTE : None of the Directors of the Company is interested in this resolution.

For and on behalf of the Board

Place: New Delhi

Dated : 22nd August, 2005

KANTA LABR
Managing Director


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NOTES :

1. The Explanatory statement pursuant to Section 173 (2) of the Companies Act, 1956 in respect of the Special Business stated above is annexed.
2. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and on a poll to vote instead to himself, Such proxy need not be a member of the Company, Proxies in order to be effective must be received by the Company not less than 48 Hours before the time for holding the meeting.
3. Members are requested to notify immediately and change in their address to the Company.
4. In all correspondence with the Company, members are requested to quote the folio numbers.
5. Consequent upon amendment in Section 205A of the Companies Act, 1956. The amount of Dividend remaining unpaid or unclaimed for a period of Seven years shall be transferred to the Investors Education and protection fund of the Central Government. Members who have not yet encashed their dividend warrant (s) for the financial year 31st March, 1998 or for any subsequent years are requested to make their claims to the Company.

EXPLANTORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

Item No. 6 : As per provisions of Section 383 A read with the Companies (Appointment & Qualification of Secretary) Rules, 1988 lays down that every Company having a paid up Share Capital of Rs.2 Crores and above shall have a whole time Secretary. The Section now provides further that where a Company is not required to have a whole time Secretary and having a paid-up Shares Capital of Rs. 10 Lacs or more shall file with the Registrar of Companies a Certificate from a secretary in whole time practice as to whether the company has complied with all the provision of the Act and a Copy of such certificate shall be attached with the Director's Report. Accordingly this resolution is placed before the members of the Company for their consent and commend passing of this resolution.

For and on behalf of the Board

Place: New Delhi

Dated : 22nd August, 2005

KANTA LABROO

Managing Director.

37th Annual Report**2004 - 2005****Maltex Malsters Limited****DIRECTOR'S REPORT**

Dear Shareholders,

Your Directors have pleasure in presenting the Thirty seventh Annual Report along with the Audited Statements of Accounts for the year ending March, 31, 2005.

FINANCIAL RESULTS

The working results of your Company for the year under review may be summarised as under.

	31.3.2005	31.3.2004
	(Rs.)	(Rs.)
Profit before depreciation	61,08,691	58,93,760
Less: Depreciation	(1,25,03,047)	(18,47,225)
Profit/(Loss)	(63,94,356)	40,46,535
Less: Provision for Income tax- (MAT)	-	(-) 3,11,000
Less: Provision for Income tax - Deferred	-	(-) 31,90,561
(Refer Note 1(g) of schedule 11- Notes of accounts).		
Less: Additional demand of Income-tax of earlier year	(-) 77	(-) 7,625
Profit/(Loss) for the year	(63,94,433)	5,37,349
Add: Provision of I. Tax of earlier year written back	-	66,422
Add: Provision of Deferred Tax written back	23,30,383	
Profit/(Loss) after tax	(40,64,050)	6,03,771
Add: Balance brought forward from previous year	15,77,909	9,74,138
Profit/(Loss) available for Appropriation	(24,86,141)	15,77,909
APPROPRIATION		
Transferred to General Reserve Fund	-	-
Balance carried to Balance Sheet	(24,86,141)	15,77,909
Total	(24,86,141)	15,77,909

DIVIDEND

In view of the losses suffered by the Company, your Directors have decided not to declare any dividend for the year under review.

OPERATIONS

Your Company leased out the Malting operations w.e.f. 1.4.1998 for an initial period of five years to United Breweries Limited, which were renewed, further for a period of ten years as per agreement dated 29.1.2003 under which the lease rentals already fixed were subject to revision from 2005-06 onwards. Your Directors are pleased to inform that with effect from 1.4.2005 the lease



rentals have been increased and fixed at Rs. 300.00 per MT and with this arrangement, your Company's financial health is going to improve further.

FUTURE PROSPECTS.

Barring unforeseen circumstances your Directors expect the prospects of your Company for the current year to be satisfactory.

DIRECTORS

In accordance with the provisions of Section 256 of the Companies Act, 1956 read with the provisions in the Articles of Association of the Company Mr. B.M. Labroo, Mr. P.A. Murali and Mr. Tej Bahadur Saraf are due to retire by rotation and being eligible, offer themselves for re-appointment.

DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to Section 217 (2AA) of the Companies Act, 1956 the Directors confirm that:

- (i) In the preparation of the Annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any.
- (ii) The 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 for that date.
- (iii) The Directors have taken proper and sufficient care 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) The Directors have prepared the annual accounts on a going concern basis.

SECRETARIAL COMPLIANCE CERTIFICATE

Your Directors would like to inform the members that they appointed M/s Anil Jindal & Associates, Company Secretaries to obtain compliance certificate for the Financial year ended 31st March, 2005 M/s Anil Jindal & Associates submitted their certificate which is annexed with the Directors report and is self explanatory and therefore do not call for any further comments.

INDUSTRIAL RELATIONS

During the year under review, relations with the work force continued to be cordial.

AUDITORS AND AUDITOR'S REPORT

M/s A Sharma & Company, the present Auditors of the company retire at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

The Notes to the accounts, referred to the Auditor's report are self-explanatory and therefore do not call for any further comments.

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Maltex Malsters Limited



CONSERVATION OF ENERGY, RESEARCH & DEVELOPMENT, TECHNOLOGY ABSORPTION.

Since the Company has leased out malting operations to United Breweries Limited (Malt Division) and is not engaged in any manufacturing activities directly hence there are no particulars to be disclosed under these rules.

FOREIGN EXCHANGE EARNING & OUTGO.

There is no direct outgo of foreign exchange; your Company has no income in foreign exchange.

PARTICULARS OF EMPLOYEES

There are no employees who are in receipt of the Gross annual remuneration which require disclosure under Section 217 (2A) of the Company, 1956 read with the Companies (Particulars of Employees) Rules 1975 as amended.

ACKNOWLEDGEMENT

Your Directors express their gratitude to the Shareholders for the trust placed in the Company, Your Directors would like to express their appreciation for the Co-operation, guidance and support received from the Bankers and Government authorities, Your Directors also express their gratitude to the Jammu & Kashmir Bank Limited, New Delhi who sanctioned the MTL in stipulated time frame. The Board also takes this opportunity to place on record its appreciation for the contribution made by employees at all levels.

For and on behalf of the Board

Place: New Delhi

Dated : 22nd August, 2005

KANTA LABROO

Managing Director.



SECRETARIAL COMPLIANCE CERTIFICATE

(In terms of Section 383 A (1) of the Companies Act, 1956)

To the Members

**Maltex Malsters Limited,
Maltex House, Rauni,
Patiala.**

We have examined the registers, records, books and papers of MALTEX MALSTERS LIMITED (the Company) a Company registered under the Companies Act, 1956 and having its registered office at Maltex House, Rauni, Patiala as required to be maintained under the Companies Act, 1956 (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2005. In our opinion and to the best of our information and according to the examination carried out by us and explanation furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all Register as stated in Annexure 'A' to this certificate, as per the provisions and the rules made thereunder and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made thereunder.
3. The Company being public limited company has the minimum prescribed paid up capital.
4. The Board of Directors duly met six times on 6.4.2004, 11.8.2004, 23.9.2004, 1.11.2004, 16.2.2005 & 9.3.2005 in respect of which meetings proper notice were given and proceedings were properly recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose.
5. The Company has not closed its Register of Members.
6. The Thirty sixth Annual General Meeting for the financial year ended on 31.3.2004 was held on 24.9.2004 after giving due notice to the members of the Company and the resolution passed thereat were duly recorded in Minutes Books maintained for the purpose.
7. No Extra-Ordinary General Meeting was held during the financial year.
8. The Company has not advanced any loans to its Directors or persons or firms or companies referred to u/s 295 of the Act.
9. The Company has duly complied with the provisions of Section 297 of the Act in respect of contracts specified in that section.
10. The Company was not required to make any entries in the register maintained under Section 301 of the Act.
11. The Company was not required to obtain any approvals of Board of Directors and members pursuant to the provisions of Section 314 of the Act whichever applicable.
12. The Company has not issued any duplicate share certificate during the year.
13. During the year the Company has:
 - i) Not issued/allotted any fresh shares nor registered any transfer of shares and as such was not required to deliver the certificates on the allotment of securities or on lodgement thereof.