



**21st
Annual
Report
2004-2005**

**MEFCOM
AGRO INDUSTRIES LIMITED**

Mefcom Agro Industries Limited



21st Annual Report 2004-2005

BOARD OF DIRECTORS : Mr. Vijay Mehta *Chairman*
Mr. H.K. Mehta
Mr. R.L. Toshniwal
Mr. R.K. Pandey
Mr. Atul Singh Tyagi

AUDITORS : MEHRA GOEL & CO.
Chartered Accountants
505, Chiranjiv Tower,
Nehru Place,
New Delhi - 110 019

BANKERS : Oriental Bank of Commerce

REGISTERED OFFICE : 12/3, Asaf Ali Road,
New Delhi - 110 002

**REGISTRAR & SHARE
TRANSFER AGENTS** : Intime Spectrum Registry Ltd.
A-31, 3rd Floor,
Naraina Industrial Area, Phase-I
Near PVR Cinema
New Delhi - 110 028

Mefcom Agro Industries Limited



NOTICE

Notice is hereby given that the 21st Annual General Meeting of the Company will be held at 10.30 A.M. at E-15 Ansal Villas, Village Satbari, New Delhi -110030, on Friday, the 30th September, 2005 to transact the following business.

ORDINARY BUSINESS:-

1. To consider and adopt the audited balance sheet, profit and loss account for the year ended 31st March 2005 along with the Directors' and Auditors' reports thereon.
2. To appoint a Director in place of Mr. Atul Singh Tyagi, who retires by rotation at the conclusion of this Annual General Meeting and being eligible for re-appointment.
3. To appoint a Director in place of Mr. R. L. Toshniwal, who retires by rotation at the conclusion of this Annual General Meeting and being eligible for re-appointment.
4. To appoint Auditors and fix their remuneration.

Regd. Office:

12/3 Asaf Ali Road
New Delhi - 110 002

By order of the Board
for Mefcom Agro Industries Ltd.

Report Junction.com

(Vijay Mehta)
Chairman

Place: New Delhi

Dated: Sept. 2, 2005

Mefcom Agro Industries Limited



NOTES

- a. A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. Proxies in order to be effective must be received at the Registered Office of the Company not less than forty-eight hours before this Annual general Meeting.
- b. Register of Members and the share transfer books of the Company will remain closed w.e.f. Thursday the 29th September 2005 to Friday the 30th September 2005 (both days inclusive).
- c. M/s Intime Spectrum Registry Ltd. A-31, 3rd Floor, Naraina Industrial Area, Phase - 1, Near PVR Cinema, New Delhi - 110028, is Registrar and share transfer agent of the Company for electronic mode and transfer of shares physically. Pursuant to the directions of Securities Exchange Board of India (SEBI), trading of the shares of the Company is in compulsory in de-materialized form for all investors. The ISIN No. of the Company is **INE188C01011**.
- d. Members are requested to intimate to M/s Intime Spectrum Registry Ltd., A-31, 3rd Floor, Naraina Industrial Area, Phase - 1, Near PVR Cinema, New Delhi - 110028, regarding change, if any, in their address for mailing purposes.
- e. As per the amended provisions of the Companies Act 1956, the facility for making nomination is now available to the Members in respect of the Shares held by them. Nomination Form can be obtained from the Company's Registrar - M/s Intime Spectrum Registry Ltd.
- f. Members desiring information / clarification on the accounts are requested to write to the Company at its Registered Office at least seven days before the date of the Annual general Meeting so that the same may be responded well in advance.
- g. As a measure of economy, copies of Annual Reports will not be distributed at the Annual General Meeting. Members are requested to bring their copy of Annual Report at the meeting.

INFORMATION PURSUANT TO CLAUSE 49 VIA OF THE LISTING AGREEMENT

At the ensuing Annual General Meeting, Mr. Atul Singh Tyagi & Mr. R. L. Toshniwal, retire by rotation and being eligible, offers themselves for reappointment. The information/details pertaining to these Directors to be provided in terms of Clause 49 of the Listing Agreement with the Stock Exchanges are furnished in the statement on Corporate Governance published in this Annual Report.

Regd. Office:
12/3 Asaf Ali Road
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*By order of the Board
for Mefcom Agro Industries Ltd.*

(Vijay Mehta)
Chairman

Place: New Delhi
Dated: Sept. 2, 2005

Mefcom Agro Industries Limited



DIRECTORS' REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the 21st Annual Report together with the Audited Accounts of the company for the year ended 31st March 2005.

FINANCIAL RESULTS

	YEARENDED 31 ST MARCH, 2005 (Rs. IN LACS)	YEARENDED 31 ST MARCH, 2004 (Rs. IN LACS)
Gross Income	3.73	5.24
Profit / (Loss) before Interest, Depreciation and Tax	(28.05)	(5.06)
Depreciation	4.19	6.15
Profit / (Loss)	(34.00)	(11.22)

OPERATIONS AND FUTURE OUTLOOK

In view of the decision of the management to discontinue manufacturing activities, the plant as well as the land and building have been sold. The funds received on sale are being prudently utilized for earning returns.

DIVIDEND

In view of the carry forward losses, your Directors regret their inability to recommend any dividend.

DIRECTORS

Mr. Atul Singh tyagi and Mr. R.L.Toshniwal Directors of the Company are liable to retire by rotation at the conclusion of this Annual General Meeting and being eligible, offer themselves for reappointment.

DIRECTORS RESPONSIBILITY STATEMENT

In accordance with Section 217 (2AA) of the Companies Act, 1956, your Directors state that:

- In the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- The Directors have adopted 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 ended 31st March, 2005 and of the loss of the Company for that period.
- 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.
- The Directors have prepared the Annual Accounts on a going concern basis.

PUBLIC DEPOSIT

The company does not have any public deposits.

Mefcom Agro Industries Limited



SUBSIDIARY COMPANIES

The Company does not have any subsidiary Company.

AUDITORS

M/s Mehra Goel & Company, Chartered Accountants, New Delhi retire at the conclusion of this Annual General Meeting, being eligible for reappointment, have expressed their willingness to be re-appointed, as statutory auditors of the Company.

PARTICULARS OF EMPLOYEES

Particulars of employee pursuant to section 217 (2A) of the Companies Act, 1956, read with companies particulars of employees rules, 1975, as amended, and forming part of this Director Report are Nil.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

Particulars as required under Section 217(1) (e) of the Companies Act 1956, read with Rule 2 of the Companies (Disclosure of Particulars in the Report of Board of Directors), Rules 1988 are annexed hereto as Annexure - 1, forming part of the report.

During the year under review, the Company did not have any foreign exchange earning or outgo.

LISTING WITH STOCK EXCHANGES

As per the requirement of Clause 49 of the Listing Agreement with Stock Exchanges, the company hereby declares that the listing for its shares continued throughout the year with "Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001.

CORPORATE GOVERNANCE

The detailed report on Corporate Governance has been included separately in Annexure - '2' and '3' of the Directors Report.

ACKNOWLEDGEMENT

Your Directors wish to place on record their appreciation of the continued support from its Bankers, Government Authorities, Business Constituents, shareholders & employees.

Regd. Office:

12/3 Asaf Ali Road
New Delhi - 110 002

*By order of the Board
for Mefcom Agro Industries Ltd.*

(Vijay Mehta)
Chairman

Place: New Delhi
Dated: Sept.2, 2005

Mefcom Agro Industries Limited



Forming Part of Director's Report

Annexure – 1

FORM-A

Conservation of Energy

	Financial year 2004-05	Financial year 2003-04
A. Power & Fuel Consumption	Nil	Nil
B. Consumption per unit of production	Nil	Nil

FORM-B

Research and Development (R&D)	Nil	Nil
Technology Absorption, Adaptation and Innovation	Nil	Nil
Foreign Exchange Earnings & Outgo	Nil	Nil

Regd. Office :

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Place : New Delhi

Dated : Sept. 02, 2005

By order of the Board
for **Mefcom Agro Industries Ltd.**

(Vijay Mehta)
Chairman

Mefcom Agro Industries Limited



Forming Part of Directors Report

Annexure - 2

CORPORATE GOVERNANCE REPORT

1.0 PHILOSOPHY

Your Company firmly believes that adhering to good corporate Governance practices in all its dealings, operations and actions, ensures enhancement of overall shareholder value and protection of interests of all its shareholders, employees, Government and the community in which it operates.

2.0 Board of Directors

2.1 Composition and Other Particulars

The Board of Directors comprises of 5 Directors. Shri Vijay Mehta and Shri H.K.Mehta are Non-Executive-Non-Independent Directors and Shri R.L.Toshniwal, Sh.Atul Singh Tyagi, and Sh.R.K.Pandey are Non-Executive-Independent Directors. The composition of the Board as on 31st March 2005 is in conformity with the Corporate Governance Code.

Details of Directorship in other Companies (excluding Private Limited Companies, Foreign Companies and section 25 Companies), Chairmanship and Committee membership held by the Directors as on 31st March, 2005, are given below:

Name of the Director	Category	Board of other Companies		Committee of Companies	
		Membership	Chairmanship	Membership	Chairmanship
Shri Vijay Mehta	Non-Exec. Non-Indep. Director	5	3	11	1
Shri H.K. Mehta	Non-Exec. Non-Indep. Director	--	--	--	--
Shri R.L. Toshniwal	Non-Exec. Independent Director	6	3	2	--
Shri R.K. Pandey	Non-Exec. Independent Director	5	--	1	--
Shri Atul Singh Tyagi	Non-Exec. Independent Director	4	--	--	--

NOTE:

The Committee membership of Mr. Vijay Mehta, includes membership other than Audit Committee, Remuneration Committee and Share Transfer and Shareholders/Investors Grievance Committee.

2.2 MEETINGS AND ATTENDANCE OF DIRECTORS

During the financial year ended 31st March 2005 five meetings of the Board of Directors of the Company were held on the following dates:

S.No.	Date of Meeting	Board Strength	No. Directors Present
1	30.04.2004	5	3
2	30.07.2004	5	4
3	28.08.2004	5	3
4	30.10.2004	5	3
5	31.01.2005	5	3

The attendance of the Directors at the Board Meetings held during the year ended March 31, 2005 and at the last Annual General Meeting (AGM) is as under:

Name of the Director	Attendance in Board Meetings	Attendance in Last AGM
Shri Vijay Mehta	5	Yes
Shri R.L.Toshniwal	2	--
Shri R.K. Pandey	4	Yes
Shri Atul Singh Tyagi	--	--
Shri H.K. Mehta	5	--

Other than the Annual General Meeting, there was no other General Meeting held during the year.

Mefcom Agro Industries Limited



2.2 REMUNERATION OF DIRECTORS

The sitting fees to the Directors was paid as under during the financial year:

1. Sh. R.K.Pandey	Rs. 2,000/-
2. Sh. R. K. Toshniwal	Rs. 1,000/-
3. Sh. H.K.Mehta	Rs. 2,500/-

The Company presently does not have any stock option scheme.

Appointment / Re-appointment / Resignation of Directors

Brief particulars of the Directors proposed to be appointed / re-appointed at the ensuing Annual General Meeting are as follows:

Shri Atul Singh Tyagi Director, of the Company retiring by rotation, and is proposed to be re-appointed at the ensuing Annual General Meeting. Shri Atul Singh Tyagi is having master degree in economics and is LL.B. and FCS. Shri Atul Singh Tyagi has joined the Board of Directors of the Company on 28.03.2003.

Shri R.L.Toshniwal, Director of the Company, retiring by rotation, is proposed to be re-appointed, at the ensuing Annual General Meeting. Shri R.L.Toshniwal, is Msc. TEXT. LEEDS is a very leading industrialist from Mumbai and is the Chairman of Banswara Group of companies.

Particulars of their other Directorship are given below:

Name of the Director	Details of other Directorships of Public Limited Companies	Committees memberships in other Companies	
Shri R. L. Toshniwal	1. Banswara Syntex Ltd. 2. Banswara Textile Mills Ltd. 3. Banswara Fabrics Ltd. 4. Jaipur Polyspin Ltd. 5. APM Industries Ltd.	1. Jaipur Polyspin Ltd. Audit Committee 2. APM Industries Ltd. Audit Committee	Member Member
Shri Atul Singh Tyagi	1. Akshita & Antruks Cold Storage Pvt. Ltd. 2. Space height construction Pvt. Ltd. 3. Times Capital Services Pvt. Ltd. 4. Antriksh Realtors Pvt. Ltd.		

3.0 Committees of Directors

To conform to the requirement of Clause 49 of the listing Agreement with the Stock Exchange, the Board has constituted the required Committees. The composition of these Committees is as under:

S.No.	Various Committees Name of Member/ Chairman	Audit Committee	Remuneration Committee	Share Transfer & Shareholders/Investors Grievance Committee
1	Sh. R.K.Pandey	Yes	Yes	Yes
2	Sh. Atul Singh Tyagi	Yes	Yes	Yes
3	Sh. H.K.Mehta	Yes	Yes	Yes

Sh. R.K.Pandey (F.C.S.) having good knowledge of accounts is the Chairman of Audit Committee and Sh. Atul Singh Tyagi is Chairman of Share Transfer & Shareholders/Investors Grievance Committee also of Remuneration Committee. Sh. Atul Singh Tyagi and Sh. H.K.Mehta are the Members of Audit Committee and Sh. R.K.Pandey and Sh. H.K.Mehta are the Members of Remuneration Committee and Share Transfer & Shareholders/Investors Grievance Committee.

3.1 AUDIT COMMITTEE

The Board of Directors set up the Audit Committee on 28th March, 2003, in accordance with the provisions of the Listing Agreement and the Companies Act 1956, consisting 2 Non-Executive Independent Directors and one Non-Executive Non-Independent Director, and the Chairman of the Committee is Non-Executive Independent Director.