

6th ANNUAL REPORT 1999



OMNI DYE-CHEM EXPORTS LIMITED

OMNI DYE-CHEM EXPORTS LIMITED



BOARD OF DIRECTORS

Shri Satish C. Brahmbhatt
Shri Navin C. Brahmbhatt
Shri Kiran C. Brahmbhatt
Dr. Bhadresh P. Purohit
Shri Rahul P. Patel

Chairman & Managing Director
Director
Whole-time Director
Director
Director

AUDITORS

R. K. Patel & Associates
Ahmedabad.

CONSULTING COMPANY SECRETARY

Hitesh D. Buch
Ahmedabad.

CORPORATE OFFICE

M-31, Adarsh Complex, 5th Floor,
Nr. Swastik Char Rasta, Navrangpura,
Ahmedabad - 380 009.

REGISTERED OFFICE & WORKS

Plot No. 94 to 96,
Sarkhej-Bavla Road,
Chacharwadi Vasna - 382 210.

BANKERS

Bank of India, Bhadra, Ahmedabad.
Bank of India, Navrangpura, Ahmedabad.

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ANNUAL REPORT 1999**NOTICE**

Notice is hereby given that the Sixth Annual General Meeting of OMNI DYE-CHEM EXPORTS LIMITED will be held on Wednesday, the 29th September, 1999, at 4.00 P.M. at Plot No. 94-96, Sarkhej-Bavla Road, Chacharwadi Vasana - 382 210. Taluka : Sanand, Dist.: Ahmedabad. to transact the following business.

ORDINARY BUSINESS :

- (1) To receive, consider and adopt the Balance Sheet as at 31st March, 1999 and Profit & Loss Account for the year ended on that date along with the reports of Directors and Auditors thereon.
- (2) To appoint a Director in place of Shri Kiran C. Brahmhatt who retires by rotation and is eligible for re-appointment.
- (3) To appoint a Director in place of Shri Rahul P. Patel who retires by rotation and is eligible for re-appointment.
- (4) To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS :

- (5) To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution.
"RESOLVED THAT Shri Navin C. Brahmhatt who was appointed as an additional director in terms of Section 260 of the Companies Act, 1956 and holds such office until this Annual General Meeting and in respect of whom, the Company has received notice in writing from a member under Section 257 of the Companies Act, 1956 signifying his intention to propose Shri Navin C. Brahmhatt for the office of the Director, be and is hereby appointed as a Director of the company liable to retire by rotation."
- (6) To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution.
"RESOLVED THAT pursuant to the provisions of Section 198, 269, 309, 314 and all other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of Central Government and/or Reserve Bank of India under the provisions of Foreign Exchange Regulation Act 1973, if required and any other approval, if any, the company hereby accords its approval to the appointment of Shri Kiran C. Brahmhatt as a Whole-time Director of the company for the period of 3 years w.e.f. 1st July, 1999 at the remuneration and on the terms and conditions as laid down in the draft agreement submitted to this meeting and initialed by the Chairman for the purpose of identification."

Dated : 27th August, 1999

Registered Office:

Plot No.94-96,
Sarkhej-Bavla Road,
Chacharwadi Vasana - 382 210.
Taluka : Sanand Dist : Ahmedabad.

By order of the Board

Satish C. Brahmhatt
(Chairman & Managing Director)

Notes :

- (a) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF ON A POLL, AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- (b) The instrument appointing a proxy should be deposited at the Company's registered office at Plot No. 94 to 96, Sarkhej-Bavla Road, Chacharwadi-Vasna-382 210 Taluka:Sanand Dist: Ahmedabad not less than 48 hours before the time of holding the aforesaid meeting.
- (c) The Share Transfer Books and Register of Members will remain closed from 24th September, 1999 to 30th September, 1999 (both days inclusive)

ANNUAL REPORT 1999**ANNEXURE TO THE NOTICE**

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

Item No. 5.

Shri. Navin C. Brahmbhatt was appointed as an additional director of the Company under the provisions of Section 260 of the Companies Act, 1956 and Article 134 of the Articles of Association of the Company on 1st March, 1999. He holds office as an additional director till the date of this Annual General Meeting. The Company has received a notice in writing alongwith requisite deposit from a member under Section 257 of the Companies Act, 1956 signifying his intention to propose Shri. Navin C. Brahmbhatt as candidate for the office of director of the Company.

None of the directors except Shri Navin C. Brahmbhatt, the appointee, and Shri Satish C. Brahmbhatt and Shri Kiran C. Brahmbhatt being his relatives is concerned or interested in the resolution.

Item No. 6.

Shri. Kiran C. Brahmbhatt was appointed as Whole-time Director of the Company at the Third Annual General Meeting held on 29th June, 1996 to hold office with effect from 1st July, 1996 for a period of three years upto 30th June, 1999. Shri. Kiran C. Brahmbhatt has an experience of more than 15 years in banking industry in India and England. The management believes that looking to the experience of Shri Kiran C. Brahmbhatt, it is in the interest of the company to reappoint him as a Whole-time Director of the company.

The terms and conditions of the re-appointment of Whole-time Director are set out in the draft agreement placed before the meeting. The material terms of the draft agreement are as under:

- (A) Shri Kiran C. Brahmbhatt, Whole-time Director of the company shall carry out the management functions alongwith Shri Satish C. Brahmbhatt and such other functions entrusted to him by the Board of Directors from time to time.
- (B) The period of the office will be 3 years with effect from 1st July, 1999.
- (C) Salary : Rs. 15,000/- per month
- (D) Perquisites : Not exceeding 50% of the annual salary.

PART A :

- (I) Company's contribution to Provident Fund, Superannuation Fund etc.
- (II) Gratuity at the rate of one half month's salary for each completed year of service.
- (III) Encashment of leave at the end of tenure.

PART B :

- (I) Free use of company's car: The Whole-time Director is entitled to free use of car for company's business. The use of car for personal purpose shall be billed by the company to the Whole Time Director.
- (II) Free telephone facility at the residence: The Whole-time Director shall be entitled to telephone at the residence. Personal long distance calls shall be billed by the company to the Whole Time Director.

None of the directors except Shri Kiran C. Brahmbhatt, the appointee and Shri Satish C. Brahmbhatt and Shri Navin C. Brahmbhatt being his relatives is concerned or interested in the resolution.

Dated : 27th August, 1999

Registered Office:

Plot No.94-96,
Sarkhej-Bavla Road,
Chacharwadi Vasana - 382 210.
Taluka : Sanand Dist : Ahmedabad.

By order of the Board

**Satish C. Brahmbhatt
(Chairman & Managing Director)**

OMNI DYE-CHEM EXPORTS LTD.**DIRECTORS' REPORT**

Dear Shareholders,

Your Directors have pleasure in presenting the Sixth Annual Report for the year ended 31st March, 1999 alongwith Auditors' Report thereon.

Financial Highlights :

The financial performance of the company for the year ended 31st March 1999 is as under:

	31.03.99 (Rs.in Lacs)	31.03.98 (Rs.in Lacs)
Net Sales/Income from operations	258.32	350.88
Other Income	4.61	6.74
Profit/(loss) before Depreciation	(24.58)	(12.04)
Depreciation	25.86	25.98
Loss after Depreciation	50.44	38.02
Prior year adjustments	-----	(5.61)
Loss before Taxation	50.44	43.63
Loss after taxation transfered to Profit & Loss Account	50.44	43.63

Performance :

During the year, the recessionary trends which continued to grip the market coupled with tough competition in the industry left its impact on the sales realisation and the company could not achieve the expected turnover. Under the above circumstances the margins were under pressure and the same resulted into unfavourable financial performance. The company's efforts to boost up the sales with endeavour to concentrate on exports are likely to result in better performance in the current fiscal.

Dividend :

In absence of profit, your directors are unable to recommend any dividend for the year under review.

Directorate :

Shri. Kiran C. Brahmbhatt and Shri. Rahul P. Patel retire by rotation in terms of Article 154 of the Articles of Association of the company and being eligible offer themselves for reappointment.

During the year under review Shri. Navin C. Brahmbhatt was appointed as additional director of the company to hold office upto the date of the Annual General Meeting. The company has received notice under Section 257 of the Companies Act, 1956 from a member signifying was intention to appoint him as director of the company. The Board recommends his appointment as director.

Shri Kiran C. Brahmbhatt was appointed as Whole-time Director by Board of Directors in its meeting held on 30th July, 1999 on expiry of his term on the terms and conditions stated in the explanatory statement annexed to the notice convening the Annual General meeting. You are requested to approve his appointment.

Shri Sanjay C. Amin resigned from the Board during the year. Your Directors place on record appreciation for his valuable guidance and contribution during his tenure.

Auditors :

Members are requested to appoint Auditors and to fix their remuneration.

ANNUAL REPORT 1999**Deposits :**

The company has not accepted any fixed deposits.

Insurance :

All the assets of the company have been adequately insured.

Particulars of Employees :

There was no employee drawing remuneration in excess of ceiling prescribed under section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo :

A statement giving details of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo pursuant to provisions of Companies (Disclosures of Particulars in the Report of the Board of Directors) Rules, 1988 is attached as Annexure 'A'.

Y2K Compliance :

The company has taken appropriate and effective steps to achieve year 2000 Y2K readiness. All the software and hardware applications are tested to be Y2K compliant.

Acknowledgements :

Your Directors express their acknowledgements for the cooperation extended by shareholders, employees, Bankers to the Company, and other Government Authorities during the year under review.

For and on behalf of the Board

Place: Ahmedabad

Date : 27th August, 1999.

Satish C. Brahmhatt
Chairman & Managing Director

ANNEXURE 'A' TO DIRECTORS' REPORT

Information required under Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988.

A. Conservation of Energy.

The company endeavoured to improve methods of energy conservation and utilisation through continuous monitoring of fuel and energy consuming machineries.

POWER AND FUEL CONSUMPTION :

		<u>98-99</u>	<u>97-98</u>
1	Electricity		
a	Purchased		
	Units	266604	309051
	Total Cost (Rs)	942456	1274025
	Rate/Units (Rs)	3.54	4.12
b	Own Generation		
	Through Diesel Generating Set (LDO)		
	Quantity (K L)	137.800	163.400
	Total Cost (Rs)	1112160	1423932
	Average Rate/KL	8071	8714