

***13<sup>th</sup>***  
***ANNUAL REPORT***  
***2002-2003***



**PARSOLI CORPORATION LIMITED**



# PARSOLI CORPORATION LIMITED

## 13<sup>TH</sup> ANNUAL REPORT

### BOARD OF DIRECTORS

**Yunus Sareshwala**  
Chairman

**Zafar Sareshwala**  
Managing Director

**Uves Sareshwala**  
Jt. Managing Director

**Talha Sareshwala**  
Director

**Sanjay Shah**  
Director

**Aslam Salam**  
Director

**Habibullah Akudi**  
Director

**M. I. Hawa**  
Director

### AUDITORS

**Aniket Shaishav & Associates**  
Chartered Accountants  
Ahmedabad

### BANKS

**HDFC Bank Ltd.**  
Ahmedabad

**Canara Bank**  
Ahmedabad

**Union Bank of India**  
Mumbai

Report  junction.com

### REGISTERED OFFICE

121-122, 2nd Floor,  
Ashoka Complex,  
L.T. Marg,  
Mumbai - 400 001.

### CORPORATE OFFICE

B-8, 4th Floor, Shalimar Complex,  
Mahalaxmi, Paldi,  
Ahmedabad - 380 007.  
(India)

### SHARE TRANSFER

Share Transfer Processing &  
Investors Relation Centre.

**PINNACLE SHARE REGISTRY PVT. LTD.**  
Near Ashoka Mills, Naroda Road,  
Ahmedabad - 380 025. (India)



# PARSOLI CORPORATION LIMITED

## NOTICE

NOTICE is hereby given that the Annual General Meeting of the Members of the Company will be held on Tuesday, 30th September, 2003 at 4.00 P.M. at the Registered Office of the Company at 121/122 2nd Floor, Ashoka Complex, L. T. Marg, Mumbai - 400 001., to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2003 and the Profit and Loss Account for the year ended on that date, together with the Directors' Report and the Auditors' Report thereon.
2. To appoint a Director in place of Shri Mohd. Iqbal Hawa, who retires at the ensuing Annual General Meeting and being eligible, offers himself for reappointment.
3. To appoint a Director in place of Shri Habibullah Ebrahim Akudi, who retires at the ensuing Annual General Meeting and being eligible, offers himself for reappointment.
4. To appoint Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and to fix up their remuneration.

### SPECIAL BUSINESS:

- (5) To consider and if thought fit, to pass with or without modifications, the following resolution as an ORDINARY RESOLUTION :

"RESOLVED THAT in accordance with the provisions of Section 198, 269, 309, 310, 311 and any other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII of the said Act, approval be and is hereby granted for the appointment of Shri Uves Sareshwala as a Managing Director of the Company with effect from 1st August, 2003 on the terms and condition as contained in the explanatory statement thereto."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to enhance, enlarge, alter, or vary the scope and quantum of remuneration and perquisites of Shri Uves Sareshwala which revision should be in conformity with any amendments to the relevant provisions of the Companies Act, 1956 and/or the Rules and Regulations made thereunder and/or such guidelines as may be announced by the Central Government from time to time without further reference to the Company in General Meeting."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such actions as may be necessary, to give full and final effect to the decision taken herein."

### NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF. Proxy in order to be valid must be delivered at the Registered Office of the Company not later than 48 hours before the commencement of the meeting.
2. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of Item No.5 is annexed hereto.
3. Members are requested to notify the changes, if any, in their registered address.

**PARSOLI CORPORATION LIMITED**

4. The Register of Members and Share Transfer Book of the Company shall remain closed from Thursday 25th September 2003 to Tuesday 30th September 2003 (both days inclusive) for the purpose of Annual General Meeting.
5. Members are requested to bring their copy of Annual Report to the meeting.
6. Members desiring to seek information on Annual Accounts to be explained at the meeting are requested to send their queries at least ten days before the date of the meeting so that the information can be made available at the meeting.
7. Company's shares are listed with The Stock Exchanges at Mumbai and Ahmedabad.
8. Information required to be furnished under the Listing Agreement, as required under the Listing Agreement with the Stock Exchanges, the particulars of Directors who are proposed to be appointed, are given below:

I. Name : Shri Mohd. I. Hawa

Date of Birth : 02-06-1948

Qualification : B.A., L.L.B.

Expertise : Leading and Senior Civil Advocate.

II. Name : Shri Habibullah Ebrahim Akudi

Date of Birth : 15-09-1972

Qualification : B.A. (Economics & Capital Market)

Expertise : Many Years of Experience on Operating in the International Capital Markets.

BY ORDER OF THE BOARD  
FOR PARSOLI CORPORATION LIMITED

PLACE : AHMEDABAD  
DATE : 16-08-2003

(YUNUS SARESHWALA)  
Chairman



# PARSOLI CORPORATION LIMITED

## EXPLANATORY STATEMENT

Pursuant to Section 173(2) of the Companies Act, 1956

For Item No.5

This item relates to the appointment of Shri Uves Sareshwala as a Managing Director of the Company with effect from 1st August 2003.

The Board of Directors has considered it appropriate and advisable to appoint Shri Uves Sareshwala as a Managing Director of the Company with effect from 1st August 2003. The remuneration has been fixed with the approval of the Remuneration Committee. The terms and conditions of appointment are as under:

**(1) SALARY :**

Rs.15, 000/- (Rupees Fifteen Thousand) per month.

**(2) PERQUISITES :**

- i) **Medical Reimbursement** : Expenses incurred for self and his family subject to a ceiling of one month's salary in a year or three month's salary over a period of three years.
- iii) **Leave Travel Concession** : For self and family once in a year as per rules of the Company.
- iii) **Provident Fund & Superannuation** : Company's contribution to provident fund as per rules of Employees Provident Fund Act, 1952.
- iv) **Gratuity** : The Company shall pay gratuity as per the Company's rules.
- v) He shall be entitled to fully paid leave as per the Company's rules. Encashment of leave at the end of the tenure is permitted and shall not be included in the computation of the ceiling on perquisites.
- vi) Reimbursement of entertainment expenses actually and properly incurred in course of legitimate business of the Company.
- vii) The Company shall provide a telephone at the residence of the Managing Director.

The above may be treated as an abstract to Section 302 of the Companies Act, 1956.

Your directors recommend to pass the proposed resolution.

Shri Uves Sareshwala, himself and Shri Yunus Sareshwala, Shri Zafar Sareshwala & Shri Talha Sareshwala, being relatives are concerned or interested in the resolution.

BY ORDER OF THE BOARD  
FOR PARSOLI CORPORATION LIMITED

PLACE : AHMEDABAD  
DATE : 16-08-2003

(YUNUS SARESHWALA)  
Chairman



# PARSOLI CORPORATION LIMITED

## DIRECTORS REPORTS

To,  
The Members,

Your Directors have pleasure in presenting the Annual Report together with the Audited Statement of Accounts for the year ended 31st March 2003.

### FINANCIAL RESULTS :

The operating results of the Company for the year ended 31st March, 2003 are briefly indicated below:

(Rs. in Lacs)

	2002-2003	2001-2002
Profit before Depreciation and Taxation	16.92	16.14
Less : Depreciation	14.74	14.68
Profit Before Taxation	2.18	1.46
Less : Provision for Taxation	0.16	0.10
Profit After Taxation	2.02	1.36

### OPERATIONS :

During the year under review, your Company has earned net profit of Rs. 2,01,575/- (Previous year Rs. 1,35,524/-) after providing Depreciation of Rs.14,74,461/- (Previous year Rs. 14,68,076/-) and Provision for Tax of Rs. 16,000/- (Previous year Rs. 10,000/-).

### CORPORATE GOVERNANCE REPORT

As per Clause 49 of the Listing Agreement with Stock Exchanges, your company was required to implement the Code of Corporate Governance by March 31, 2003. Accordingly, your Company has complied with all material aspects with the features of the said code. A report on the same is given separately.

### DIVIDEND :

In order to conserve the resources, your Directors do not recommend any dividend for the year.

### DEPOSITS :

The Company has not accepted any deposit within the meaning of Section 58A of the Companies Act, 1956 during the year under review.

### DIRECTORS :

Shri Mohd. Iqbal Hawa and Shri Habibullah Ebrahim Akudi, retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

Shri Uves Sareswala has been appointed as a Managing Director of the Company w.e.f. 01-08-2003. Necessary resolution has been proposed for the approval of the members for his appointment.



# PARSOLI CORPORATION LIMITED

## DIRECTORS RESPONSIBILITY STATEMENT :

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

1. In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
2. Appropriate accounting policies have been selected and applied them consistently and judgements and estimates made that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
3. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguard the assets of the Company and for preventing and detecting fraud and other irregularities;
4. The accounts have been prepared on going concern basis.

## LISTING :

Company's securities are listed with the Stock Exchanges at Mumbai & Ahmedabad. Company has paid listing fees to both the Exchanges.

## EMPLOYEES :

As there are no employees drawing remuneration more than the limit prescribed under Section 217(2A) of the Companies Act, 1956, and the Companies (Particulars of Employees) Rules, 1975, as amended, from time to time, statement under section 217(2A) is not required.

## INSURANCE:

Company has taken adequate insurance to cover its assets.

## AUDITORS :

The Company's auditors M/s. Aniket Shaishav & Associates., Chartered Accountants, will retire at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment. The Members are requested to appoint auditors for the current year and fix remuneration.

## CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

The Company has no activities relating to Conservation of Energy, Technology Absorption, etc. Details of foreign exchange earnings and out go are given into notes to account.

## ACKNOWLEDGEMENT :

Your directors acknowledge with deep sense of gratitude for the continued support extended by customers, business associates and bankers.

**FOR AND ON BEHALF OF BOARD  
FOR PARSOLI CORPORATION LIMITED**

PLACE : AHMEDABAD  
DATE : 16-08-2003

**(YUNUS SARESHWALA)**  
Chairman

13th Annual Report

**PARSOLI CORPORATION LIMITED****CORPORATE GOVERNANCE REPORT**

(As required by Clause 49 of the Listing Agreement of the Stock Exchanges)

This report on Corporate Governance forms the part of the Directors's Report. This section besides being in compliance with the mandatory listing agreement requirements gives an insight into the process of functioning of the Company.

**1) Company's Philosophy on Code of Corporate Governance.**

- To demonstrate to stakeholders that the Company is following right governance practices.
- To lead the Company towards high growth path of higher profits and revenue.
- To respect the laws of the land and rights of stakeholders and to get respect from all concerned.

**2) Board of Directors**

The Board of Directors consists of total 8 Directors, of these one is Managing Director and one is Joint Managing Director. The Company did not have any pecuniary relationship or transactions with the non-executive directors during the period under review.

During the year, eight Board Meetings were held on 30-04-2002, 01-05-2002, 01-06-2002, 30-07-2002, 16-08-2002, 30-08-2002, 31-10-2002 & 30-01-2003.

None of directors on the Board are members in more than ten committees and they do not act as Chairman of more than five committees across all companies in which they are directors.

The composition of Directors and their attendance at the Board Meetings during the year and at the last Annual General Meeting as also number of other directorships and committee Memberships are given as below :

Sr. No.	Name of Director	Category of Directorship	No of Board Meeting Attended	Attendance at last AGM	No. of Other Directorship	No. of other Committee Members
01.	Shri Yunus Sareshwala	Non Executive Chairman	6	Yes	1	-
02.	Shri Zafar Sareshwala	Mg. Director	-	No	4	-
03.	Shri Uves Sareshwala	Jt. Mg. Director	7	Yes	5	-
04.	Shri Rahim Aslam Salam	Non Executive	2	No	1	-
05.	Shri Talha Sareshwala	Non Executive	5	Yes	4	-
06.	Shri Mohd. Iqbal Hawa	Non Executive	5	Yes	1	-
07.	Shri Habibulla Akudi	Non Executive	-	No	-	-
08.	Shri Sanjay Shah	Non Executive	2	No	-	-

**3) Audit Committee**

Pursuant to the provisions of Clause 49 of the Listing Agreements, the Company has Audit Committee of Directors. The Audit Committee consist of 2 (Two) Independent Directors and 1 (One) Non-executive Director, Shri Mohd. I. Hawa - Independent Director, Shri Sanjay Shah - Independent Director, Shri Yunus Sareshwala - Non-Executive Chairman. During the year, 4 (four) Committee Meetings were held on 30-04-2002, 30-07-2002, 31-10-2002 and 30-01-2003.

**4) Remuneration Committee**

The Company has formed a Remuneration Committee. The Committee reviews and finalise the remuneration package of the Managing Director, recommends suitable revision to the Board in accordance with the Companies Act, 1956 which is subject to approval of the Board and shareholders at the Annual General Meeting as well as to ceilings under Schedule XIII of the Companies Act, 1956. The minutes of the Remuneration Committee are circulated to the Board, discussed and taken note of by the Board.

The Remuneration Committee comprises of three non-executive Director. Shri Yunus Sareshwala, Shri Mohd. Iqbal Hawa & Shri Habibullah Ebrahim Akudi, are the members of the Committee. The committee met on 30-01-03 during the period ended on 31st March, 2003.

**5) Details of remuneration for the year ended 31-03-2003.**

Name	Position held During the period	Salary and Allowances Rs. in lacs	Perquisites Rs. in Lacs	Total Remuneration Rs. In Lacs
Shri Uves Sareshwala	Jt. Managing Director	1.80	---	1.80

The Company has not paid sitting fees to any Directors.