



# **R. J. SHAH & COMPANY LIMITED**

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## **42 ND ANNUAL REPORT**

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### **1999 - 2000**

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## **R. J. Shah & Company Limited**

### **BOARD OF DIRECTORS**

**Ms. KALINDI R. SHAH** CHAIRPERSON & MANAGING DIRECTOR

**Ms. TEJASWINI R. SHAH** JOINT MANAGING DIRECTOR

**DR. M.N. PATEL**

**MR. S.P. MASAND**

**MRS. SWATI AGARWAL**

**MR. R.A. RAICHUR**

### **AUDITORS**

**Maganlal & Company**

*Chartered Accountants*

### **BANKERS**

**BANK OF MAHARASHTRA**

**UNION BANK OF INDIA**

**STATE BANK OF INDIA**

### **SOLICITORS & ADVOCATES**

**BHAISHANKER KANGA AND GIRDHARLAL**

**KIRIT N. DAMANIA & CO.**

### **REGISTERED OFFICE**

**Mahul Road, Antop Hill,  
MUMBAI-400 037.**

## N O T I C E

NOTICE is hereby given that the 42nd ANNUAL GENERAL MEETING of the members of R. J. SHAH & COMPANY LIMITED will be held on Friday, the 29th September, 2000 at 3.00 P.M. at the Registered Office of the Company at Mahul Road, Antop Hill, Mumbai 400037 to transact the following business:-

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2000 together with the Profit and Loss Account for the year ended on that date and report of the Directors and Auditors thereon.
2. To declare Dividend.
3. To appoint a Director in place of Dr. M.N. Patel, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint auditors for the current year and to fix their remuneration.

### NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company.
2. The Dividend when declared will be payable on or before 9th November, 2000 to those shareholders whose names appear on the Register of Members as on 29th September, 2000.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, the 19th September, 2000 to Friday, the 29th September, 2000 (both days inclusive).
4. The Company has transferred unpaid dividend for the year ended 31st March, 1995 to General Revenue Account of Central Government.
5. Unpaid Dividend payable to the Shareholders in respect of the 38th dividend for the year ended 31st March, 1996 onwards shall be transferred to the concerned authorities under the amended provision of the Companies Act, 1956 on the expiry of the 7th year from the date of declaration of such dividend. No claim will lie from a member once the transfer is made to the said concerned authorities. Members who have not encashed their dividend warrants are requested to encash the same before the said transfer in their own interest.
6. Members are requested to notify immediately any change in their address to the Company.

MUMBAI

DATED: 30th June, 2000.

By Order of the Board

K.R. SHAH

REGISTERED OFFICE  
Mahul Road, Antop Hill,  
Mumbai 400 037.

Chairperson & Managing Director

**DIRECTORS' REPORT****1 9 9 9 - 2 0 0 0**

To  
The Members  
R.J.Shah & Co.Ltd.

Your Directors have pleasure in submitting their 42nd Annual Report alongwith the Audited Balance Sheet and Profit and Loss Account for the year ended 31st March, 2000.

**1. FINANCIAL RESULTS**

	Current Year Rs.	Previous Year Rs.
Profit before depreciation and provision for taxation	45,44,472	50,21,612
Less: Depreciation	22,77,334	21,23,166
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	22,67,138	28,98,446
Provision for Taxation	7,30,000	8,50,000
	-----	-----
	15,37,138	20,48,446
<b>Add:</b> Investment Allowance		
Reserve no longer required	0	9,68,980
Balance Profit brought fwd from previous year	28,00,219	17,78,115
	-----	-----
Amount available for appropriation	43,37,357	47,95,541
	-----	-----
<b>Less: Appropriations:</b>		
Income Tax of earlier years	12,058	1,84,411
Proposed Dividend	3,36,120	2,80,100
Tax on proposed dividend	73,946	30,811
Transfer to General Reserve	3,00,000	15,00,000
Balance carried to Balance Sheet	36,15,233	28,00,219
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	43,37,357	47,95,541
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**2. DIVIDEND**

Your Directors are pleased to recommend payment of Dividend @ 12% (Previous Year 10%) for the year ended 31st March, 2000.

**3. REVIEW OF OPERATIONS**

During the year under review the progress of works in hand has been satisfactory and are being executed as per the requirement of clients. For TRT - Surgeshaft & lower intake contract, there will be revised and extra quantities of works with extension of time for execution resulting in enhanced value of works. Further works are being tendered and other jobs are being executed by the Company.

**4. INSURANCE**

All the fixed assets of the Company have been adequately insured.

**5. SUBSIDIARY**

As required by the provisions of Section 212 of the Companies Act, 1956 the Balance Sheet and the Profit & Loss Account for the year ended 31st March, 2000 and the Report of the Directors and Auditors thereon of subsidiary Company, Rajendra Shipping Ltd., are annexed to this Report.

**6. DIRECTORS**

Under Article no. 45(d) of the Articles of Association, Dr. M.N. Patel retires by rotation at the ensuing Annual General Meeting and being eligible offer himself for re-appointment.

**7. PARTICULARS OF EMPLOYEES**

Information as per Section 217(2A) of the Companies Act, 1956, read with Companies (Particulars of Employees) Rules, 1975 is not applicable since none of the employees are drawing more than Rs.50,000/- per month or Rs.6,00,000/- per annum.

**8. AUDITOR'S REPORT**

Regarding the Auditor's Report Paragraph 2 the Company has secured expert legal advice on the subject and accordingly the Company is satisfied and considers this as a good debt. Regarding other comments in the Auditor's Report, the relevant notes in the accounts are self explanatory.

**9. APPOINTMENT OF AUDITORS**

M/s. Maganlal & Company, the Auditors of the Company are due to retire at this Annual General Meeting and are eligible for re-appointment.

**10. LISTING**

The Shares of the Company continue to be listed on The Stock Exchange, Mumbai and the Company has paid the necessary listing fees for the financial year 2000 - 2001.

**11. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO**

The information relating to conservation of energy, technology absorption and foreign exchange earnings and outgo is given in Annexure I forming part of this report 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.

## **12. APPRECIATION**

The Directors wish to record their sincere appreciation for the co-operation and guidance offered to the Company by the concerned contracting authorities and their officers for the execution of the works. The Directors also wish to place on record their sincere appreciation for the devoted and efficient services rendered by all workforce of the Company.

**By Order of the Board**

**K.R.SHAH**

**Chairperson & Managing Director**

**MUMBAI**

**DATED: 30th June 2000.**



## **AUDITORS' REPORT**

To  
The Members of  
**R.J. SHAH & COMPANY LIMITED.**

We have examined the attached Balance Sheet of **R. J. SHAH & COMPANY LIMITED** as at 31st March, 2000 and the Profit and Loss Account annexed hereto for the year ending on that date which are in agreement with the Company's Books of Accounts and Returns.

- 1). As required by the Manufacturing and other Companies (Auditor's Report) Order 1988 issued by the Company Law Board in terms of Section 227 (4A) of the Companies Act, 1956, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
- 2). The sum of Rs. 1,29,56,691/- included in Sundry Debtors, the company has approached the Himachal Pradesh State Electricity Board for settlement of the claim through compromise as per notes on accounts No.7 of this Balance Sheet. We are therefore unable to ascertain recoverability or otherwise of the amount.
- 3). Further to our comments in the annexure referred to in paragraph (1) and (2) above.
  - a). We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of Audit.
  - b). In our opinion books of accounts as required by law have been kept by the Company so far as appears from our examination of books.
  - c). The Balance-Sheet and Profit and Loss Account dealt with by this report are in agreement with the books of accounts.
  - d). In our opinion, the profit and loss account and the balance sheet comply with the accounting standards referred to in sub-section (3c) of section 211 of the Companies Act, 1956.
  - e). In our opinion and to the best of our information and according to the explanations given to us, the said accounts subject to and read together with notes of Schedule 19 and as per the presentation indicated therein 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 Balance Sheet of the state of affairs of the Company as at 31st March, 2000.  
and
    - ii. In the case of Profit and Loss Account of the Profit for the year ended on that date.

**FOR MAGANLAL & COMPANY**  
**CHARTERED ACCOUNTANTS**  
**(MUKESH C. BHATT)**  
**PROPRIETOR**  
**PLACE : MUMBAI**  
**DATED : 30th June, 2000.**

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**ANNEXURE TO THE AUDITOR'S REPORT**

Referred to in paragraph 1 of our report of even date on the accounts for the year ended 31st March, 2000 of the R.J.SHAH & COMPANY LIMITED.

- 1) The Company has maintained records showing full particulars of Fixed Assets except that of Furniture and Fixture and Scientific Apparatus. We are informed by the Management that these Assets are physically verified by the Management at the end of the year and as reported by the Management, no serious discrepancies were noticed on such verifications.
- 2) The Company has not revalued its Fixed Assets during the year.
- 3) As explained to us the Stocks of Raw Materials, Finished Goods, Spares, Stores and other materials have been physically verified by the Management as at the end of the financial year. In our opinion frequency of verification is reasonable.
- 4) The procedure of physical verification by the Management, in our opinion is reasonable and adequate in relation to the size of the Company and nature of its business.
- 5) The discrepancies noticed on verification between physical stocks and available records were not material having regard to the operations of the Company and the same have been properly dealt with in the Books of Accounts.
- 6) In our opinion the valuation of stock is fair and proper in accordance with the normally accepted accounting principles and the Company has changed the basis of valuation of raw material and stores consumable at cost and Non-perishable at realisable value to "At Lower of Cost or Realisable Value" to make it confirmative with Accounting Standard" (AS:2) of the Institute of Chartered Accountants of India.
- 7) The Company has accepted Fixed Deposits and Loans from Directors, Companies, Firms and other Parties listed in Register maintained under section 301 and 370(1C) of the Companies Act, 1956. In our opinion the rates of interest and terms and conditions on such loans and deposits are not prima facie prejudicial to the interest of the Company.
- 8) The Company has not granted any loans, secured or unsecured to Companies, Firms and other parties listed in the register maintained under section 301 of the Companies Act, 1956.
- 9) The Company has not given any loans or advances in the nature of loans to any parties. However, the Company has given advances to some of the employees and sub contractors who are generally regular in repayment of principal.
- 10) In our opinion and according to the information and explanations given to us, there is Internal Control procedure commensurate with the size of the Company and nature of its business with regard to the purchase of the Raw Materials, Stores, Components, Plant and Machinery, Equipment, Other Assets and sale of Goods.
- 11) The transactions of purchase of goods and materials and sale of goods, materials and services made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and aggregating during the year to Rs.



50,000/- or more in respect of each party have been made at prices which are reasonable having regard to prevailing market price of such goods or materials or services or the prices at which transaction for similar goods, materials or services have been made with other parties.

- 12) As explained to us the Company has procedure to determine unserviceable and damaged stores and provisions for loss in respect thereof has been made in accounts.
- 13) The Company has complied with the directives issued by the Reserve Bank of India and the provisions of section 58-A of the Companies Act, 1956 and the Rules framed thereunder for the deposits accepted from the public.
- 14) The Company maintains reasonable records for the sale and disposal of the scrap. The Company has no by products.
- 15) Commensurate with the size of operations of the Company, the Internal Audit carried out in our opinion is reasonable.
- 16) The Central Government has not prescribed the maintenance of cost records under section 209(1)(d) of the Companies Act, 1956 for the year under review.
- 17) According to the information and explanations given to us there are no undisputed amounts payable in respect of Income Tax, Wealth Tax, Sales Tax, Customs Duty and Excise Duty which were outstanding as at 31st March, 2000 for a period of more than six months from the date they became payable.
- 18) The Company is generally regular in depositing the Provident Fund dues with appropriate authorities. To the best of our information there were no arrears of Provident Fund.
- 19) According to the information and explanations given to us, no personal expenses of employees or directors have been charged to revenue account, other than those payable under the contractual obligations or in accordance with generally accepted business practice.
- 20) The Company is not sick Industrial Company within the meaning of clause (o) of sub-section (1) of section 3 of the Sick Industrial Companies (Special Provisions) Act, 1985 (1 of 1986).
- 21) A. The contracts undertaken by the Company may, under certain circumstances, be classified as service activities. The Company has a reasonable system of recording receipts, issues and consumption of materials and stores commensurate with its size and nature of business and it also provides for a reasonable allocation of materials consumed and man hours employed to relative jobs.  
 B. The Company has reasonable system of authorisation at proper level with necessary control on the issue of stores and allocation of stores and labours to jobs, there is also system of internal control commensurate with the size of the Company and the nature of its business.

MUMBAI:

DATED: 30th June, 2000.

For MAGANLAL & COMPANY

Chartered Accountants  
 (MUKESH C. BHATT)  
 Proprietor