

SRP INDUSTRIES LIMITED

report  junction.com

19TH

ANNUAL REPORT
2003-2004

SRP INDUSTRIES LIMITED

Regd. Office : Village Gangehara, P.O. Bharchha Distt. Varanasi U.P. 232 101

NOTICE

Notice is hereby given that the 19th Annual General Meeting of the members of the Company will be held on Wednesday the 30th day of June, 2004 at 10.00 A.M. at its Regd. Office at Village Gangehara, P.O. Bharchha Distt. Varanasi (U.P.) 232 101 to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Accounts of the Company and the Report of Directors and Auditors thereon for the Nine months ended on 31st December 2003.
2. To appoint a Director in place of Sh. S.L. Maloo, who retires from office by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration for the year 2004-2005.



for & on behalf of Board
SRP INDUSTRIES LIMITED

Sd/-

Place ; Gangehara

S.L. MALOO

Dated : 01.06.2004

CHAIRMAN

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/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE TIME APPOINTED FOR THE MEETING.
2. The Register of members and shares transfer book will remain closed from 29th June, 2004 to 30th June, 2004 (both days inclusive).
3. Members are requested to notify immediately any change in their addresses to the Company
4. Members are requested to bring their copies of Annual Reports to the meetings.

SRP INDUSTRIES LIMITED

Regd. Office : Village Gangehara, P.O. Bharchha Distt. Varanasi U.P. 232 101

DIRECTORS' REPORT

To,
The Members,
SRP INDUSTRIES LIMITED,

Your Directors present the 19th Annual Report together with the Audited Statement of Accounts of the Company for the Nine months ended on 31st December, 2004.

FINANCIAL RESULTS

	(Rs. In Lacs) Nine months Ended 31.12.2003	(Rs. In Lacs) Year Ended 31.03.2003
Net Profit/(Loss) before Income Tax	(310.62)	(600.96)
Provision for taxation	---	---
Net Profit/(Loss) after Tax	(310.62)	(600.96)
Add : Profit brought forward from The previous year	(3989.14)	(3388.18)
Profit & Loss Appropriation Account	---	---
Balance carried over the Balance Sheet	(4299.76)	(3989.14)

OPERATIONS

The company has achieved the turnover of Rs. 47.45 Lacs during the year compared to Rs. 80.21 Lacs in the previous year. After charging the interest on loans which has been taken for Silica project of Rs. 294.52 Lacs, there were total losses of Rs. 310.62 Lacs during the current year compared to losses of Rs. 600.96 lacs last year.

SILICA PLANT

The implementation of Spray Dried Silica Plant of the Company could not be implemented during the previous year also due to non-availability of the requisite funds and no expense was spent for the project during the year.

MANAGEMENT DISCUSSION & ANALYSIS INDUSTRY STRUCTURE AND DEVELOPMENTS

The Company is manufacturing Water Tank. This industry is mainly controlled by small scale sector.

SRP INDUSTRIES LIMITED

Regd. Office : Village Gangehara, P.O. Bharchha Distt. Varanasi U.P. 232 101

NOTICE

Notice is hereby given that the 19th Annual General Meeting of the members of the Company will be held on Wednesday the 30th day of June, 2004 at 10.00 A.M. at its Regd. Office at Village Gangehara, P.O. Bharchha Distt. Varanasi (U.P.) 232 101 to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Accounts of the Company and the Report of Directors and Auditors thereon for the Nine months ended on 31st December 2003.
2. To appoint a Director in place of Sh. S.L. Maloo, who retires from office by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration for the year 2004-2005.

 for & on behalf of Board
SRP INDUSTRIES LIMITED

Sd/-

Place ; Gangehara

S.L. MALOO

Dated : 01.06.2004

CHAIRMAN

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/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE TIME APPOINTED FOR THE MEETING.
2. The Register of members and shares transfer book will remain closed from 29th June, 2004 to 30th June, 2004 (both days inclusive).
3. Members are requested to notify immediately any change in their addresses to the Company
4. Members are requested to bring their copies of Annual Reports to the meetings.

OPPORTUNITIES AND THREATS

This industry has direct competition with concrete Thanks. However, this industry has steady growth the population growth.

SEGMENTWISE/PRODUCT WISE PERFORMANCE/OUTLOOK

The Company could not complete its Silica Project and selling Water Tank on small scale level. Due to the financial difficulties has not done much.

RISKS AND CONCERNS

The management of the Company as a routine exercise has been making assessment of any risks and concerns to be faced by the company.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has proper and adequate system of internal controls to ensure that all its activities are closely monitored, recorded and correctly reported. The Audit Committee of the Board of Director reviews the adequacy of the internal controls on regular basis. The report of the auditors also mentions that the Company is having a proper and adequate internal control system.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The Company turnover has been decreased and after providing mainly interest on term loans. there are losses to the tune of Rs. 310.02 lacs

HUMAN RESOURCES/INDUSTRIAL RELATIONS

The Company continues to have excellent Employee Relations. Your directors acknowledge and thank the employees to their continuous support.

FIXED DEPOSITS

The Company has not accepted any deposits from public since its incorporation.

DIRECTORS

In accordance with provisions of Companies Act. 1956 Sh. S.L. Maloo retires by rotation and being eligible offers himself for re-appointment. The Board recommends his re-appointment

AUDITORS

The Auditors **M/s Goel & Pandey**, Chartered Accountants, New Delhi, retire on the conclusion of the ensuing Annual General Meeting and being eligible offer themselves for re-appointment. The Board recommends their re-appointment.

STATUTORY DISCLOSURES

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

A. Conservation of Energy :

- i) A number of steps have been taken for conservation of energy specially the areas of optimizing usage of power & fuel. Efforts are continued to eliminate leaks, ensuring effective heat transfer as well as minimum transmission losses.
- ii) From 'A' for total energy consumption & energy consumption per unit of production is not applicable.

B. Technology Absorption :

No Expenditure on R & D has been done during the year.

C. Foreign exchange earning & outgo

Foreign Exchange Earning : Rs. NIL

Foreign Exchange Outgo : Rs. NIL

PARTICULARS OF THE EMPLOYEES

There is no employee covered under Section 217(2A) of the Companies Act, 1956.

DIRECTORS RESPONSIBILITY STATEMENTS

Pursuant to Section-217 (2AA) of the Companies Act, 1956 inserted by Companies (Amendment) Act, 2000, the Directors confirm that:-

- (i) in the preparation of the annual accounts, the applicable accounting standards have been followed;
- (ii) appropriate accounting policies have been selected and applied consistently, and have made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st December, 2003 and of the losses of the Company for the year ended 31st December, 2003.
- (iii) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 1956 for safeguarding the assets of the Company and preventing and detecting fraud and other irregularities;
- (iv) the annual accounts have been prepared on a going concern basis.

AUDIT COMMITTEE

The Company has an Audit Committee of its Board of Directors. The present members of the Audit Committee are Sh. M.C. Malu, Sh. K.K. Agrawal; & V.K. Maloo

CORPORATE GOVERNANCE

Your Company has taken adequate steps to comply with the provisions of corporate governance as prescribed under the listing agreements with the stock exchanges. A separate report on corporate governance alongwith the auditor's certificate on its compliance by the Company is included as a part of annual report.

APPRECIATION

The Directors place on record their appreciation for the sincere and dedicated services of all the employees and convey their thanks for the co-operation extended by all the members, bankers and all others, who are associated with the Company.

for & on behalf of Board
SRP INDUSTRIES LIMITED

Place : Gangehara
Dated : 01.06.2004

Sd/-
S.L. MALOO
CHAIRMAN

CORPORATE GOVERNANCE REPORT

To promote and raise the standard of Corporate Governance of listed companies, Securities and Exchange Board of India (SEBI) has revised Clause 49 in the Listing Agreement. The status of implementation of the key recommendation of the Securities and Exchange Board of India (SEBI) on Corporate Governance is given below.

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The cardinal principles of philosophy of SRP Industries Limited on Corporate Governance remained as follows:-

- i) Commitment to excellence and customer satisfaction.
- ii) To increase productivity and thereby promote national interest
- iii) To enhance shareholders value.

In order to achieve the objectives of good corporate governance, SRP Industries Ltd followed the principles of transparency, healthy competition, promotion of health, safety and welfare of employees, production of quality products and meeting social responsibility.

2. BOARD OF DIRECTORS

i) Composition of Board

Presently there are four directors on the Board of the Company one executive and three non-executive directors, out of which one being independent.

ii) No. of Board Meetings

Eleven Board Meeting were held during the year 2003-2004 on 30th April, 2003, 31st May, 2003, 30th June, 2003, 31st July, 2003, 8th August, 2003, 30th August, 2003, 1st September, 2003, 25th September, 2003, 31st October, 2003, 29th November, 2003 and 31st December, 2003.

iii) Details about Board of Directors, other directorships and chairmanship and membership of committees of other companies :

Sl. No.	Name of Directors	No. of Board Meeting Held	No. of Board meeting attended	Last AGM Attended	No. of other Directorship and Committee Memberships/Chairmanship		
					Other Directorship	Committee Membership	Committee Chairmanship
1.	Sh. S.L. Maloo	11	11	Yes	7	2	1
2.	Sh K.K. Agrawal	11	11	Yes	2	3	1
3.	Sh. M.C. Malu	11	11	Yes	1	2	Nil
4.	Sh. V.K. Maloo	11	08	Yes	Nil	2	1

3. AUDIT COMMITTEE

i) Terms, Composition, names and chairperson

The Company had constituted an Audit Committee in the year 2000. The Committee supervises and monitors the whole gamut of production, sales, accounts and other financial activities and suggests methods of improvement. Presently there are three Directors in the Committee. Sh. K.K. Agarwal, Sh. M.C. Malu & Sh. V.K. Maloo, Sh. K.K. Agarwal independent/non-executive Director is Chairman of the Committee.

ii) No. of Audit Committee Meetings

The Audit Committee met four times during the year 2003-2004 on 28th May, 2003, 1st September, 2003 and 31st December, 2003

S.No.	Name of Director	Meeting Held	Meeting Attended
1.	Sh. K.K. Agrawal	3	3
2.	Sh. M.C. Malu	3	3
3.	Sh. V.K. Maloo	3	2

1. REMUNERATION COMMITTEE

The Remuneration Committee was constituted on 28th February, 2002 to consider, fix time to time, the remuneration payable to the Directors. The Committee comprises of two directors namely, Sh. V.K. Maloo & sh. K.K. Agrawal both being non-executive directors. This Committee is authorised to decide the remuneration of all Directors, subject to approval of shareholders and Central Government, if required. Sh. V.K. Maloo is the Chairman of this Committee.

However, no meeting of the remuneration committee was held till the year-end.

Details of remuneration paid to Directors for the period from 1st April, 2003 to 31st December, 2003.

No remuneration and sitting fees to any director has been paid keeping in view of the financial position of the Company.

2. SHARE TRANSFER AND INVESTORS GRIEVANCES COMMITTEE

The shareholders/Grievances Committee was constituted on 31st March, 2002. The Committee deals with various matters relating to the transfer/transmission of shares, issue of duplicate share certificates, approving the split and consolidation requests and other matters including Shareholders complaints and grievances. The Committee comprise of three directors namely Sh. S.L. Maloo, Sh. K.K. Agrawal and Sh. M.C. Malu, one of whom Sh. S.L. Maloo is an executive director. Sh. S.L. Maloo is Chairman of this committee.

During the year, the Company received 2 complaints from shareholders. All the complaints were attended to promptly and resolved to the satisfaction of the shareholders. The Company endeavors to reply to all complaints received from the shareholders with in a period of three days. At the year-end, no complaints are pending.