



Samrat Pharmachem Limited

**8th Annual Report
1999-2000**

REGISTERED OFFICE AND FACTORY

Plot no. A2/3445,
GIDC Phase IV,
Ankleshwar - 393 002,
Gujarat.

CORPORATE OFFICE

A/7 Sai Prasad, 2nd Floor,
Teli Gali Cross Lane, Andheri (East),
Mumbai - 400 069.

BOARD OF DIRECTORS

Shri Lalit Mehta	<i>Managing Director</i>
Shri Champak Parekh	<i>Joint Managing Director</i>
Shri Rajesh Mehta	<i>Executive Director (Finance)</i>
Shri Hitesh Parekh	<i>Executive Director (Technical)</i>
Shri Suman Lad	<i>Director</i>
Shri Joseph Vedamuthu	<i>Director</i>
Shri Jaswantraai Mehta	<i>Director</i>

AUDITORS

Nalin S. Parekh & Co.
Chartered Accountants
302 Madhav Apts., Jawahar Road,
Opposite Ghatkopar Station [East],
Mumbai - 400 077.

BANKERS

The Saraswat Co-op Bank Ltd.
Raja Shopping Centre,
New Nagardas Road, Andheri (East),
Mumbai - 400 069.

Dena Bank
GIDC Industrial Estate,
Ankleshwar - 393 002,
Gujarat.

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NOTICE

NOTICE is hereby given that the EIGHTH ANNUAL GENERAL MEETING of the Members of the Company will be held on **Thursday, the 28th September, 2000** at **1.00 p.m.** at the Registered Office of the company at **Plot No. A2/3445, GIDC Phase IV, Ankleshwar - 393002, Gujarat** to transact the following business :

ORDINARY BUSINESS

1. To consider and adopt the Audited Balance Sheet as at 31st March, 2000 and the Profit and Loss Account of the company for the year ended as on that date, together with Directors' and Auditors' Reports thereon.
2. To appoint a Director in place of Shri Hitesh Parekh who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors' and fix their remuneration.

SPECIAL BUSINESS

4. To consider and if thought fit to pass with or without modification(s) following as a Special Resolution :

DEMATERIALISATION OF COMPANY'S EQUITY SHARES

"RESOLVED THAT subject to all applicable provisions of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof for the time being in force and as may be enacted from time to time) and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permission and sanctions and which may be agreed to or accepted by the Board of Directors to join the depository system and to deal its Equity Shares in DEMAT form on such terms and conditions as may be prescribed by law from time to time and that the Board of Directors be and is hereby authorised to do all such acts, things and deeds as may be necessary or proper to implement this resolution."

5. To consider and if thought fit to pass with or without modification(s) following as a Special Resolution :

"RESOLVED THAT pursuant to Section 31 and other applicable provisions, if any, of the Companies Act, 1956 and provisions of other statutes as applicable and subject to such approvals, consents, provisions and sanctions as may be necessary from appropriate authorities or bodies, the Articles of Association of the Company be and are hereby altered as follows.

- i. In Article 2 after existing sub-clause XXVI, the following new sub clauses may be inserted viz.
 - a. "Beneficial Owner" shall mean beneficial owner as defined in Clause (a) of Sub-Section (i) of Section 2 of the Depositories Act, 1996.
 - b. "Depositories Act" means the Depositories Act, 1996 and includes Statutory modification(s) or re-enactment thereof for the time being in force.
 - c. "Depository" shall mean a Depository as defined Under Clause (e) of Sub-Section (i) of Section 2 of the Depositories Act, 1996.
- ii. After the existing Article 24 the following new Article 24A shall be inserted :

Beneficial owner of shares will be absolute owner.

24A. Save herein otherwise provided, the Company shall be entitled to treat the person whose name appears as the beneficial owner of the Shares in the record of the Depository as the absolute owner thereof as regards receipt of dividends or bonus or service of notices and all or any other matters connected with the Company and accordingly the Company shall not (except as ordered by Court of Competent Jurisdiction or as by law required) be bound to recognise any benami, trust or equity or equitable, contingent, or other claim to or interest in such share(s) on the part of any other person(s) whether or not it shall have express or implied notice thereof.

- iii. After the existing Article 55 the following new Article 55A shall be inserted viz.

Dematerialisation of Shares.

55A. Notwithstanding anything contained in these Articles the Company shall be entitled in accordance with the Provision of the Depositories Act, 1996 to dematerialise any or all its shares or debentures and other marketable securities and offer the same for subscription in dematerialised form and on the same being done, the Company shall further be entitled to maintain a Register of Members with the details of

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members holding shares both in material and dematerialised forms in any media as permitted by law including any form of electronic media, either in respect of existing shares or any future issue.

- iv. Following shall be inserted as a new Article 71A and 71B after existing Article 70 viz.

Article 56, 59, 60 and 61 shall not apply in respect of Shares entered in the record of depositories.

71A. Nothing contained in Article 56, 59, 60 & 61 shall apply to the transfer of Shares, Debentures or other marketable securities effected by transferor and the transferee both of whom are entered as beneficial owners in the records of Depository.

Applicability of Depositories Act.

In the case of transfer of shares, debentures or other marketable securities where the Company has not issued any certificate and where the shares and securities are being held in electronic and fungible form, the provision of the Depositories Act shall apply.

Provided that in respect of shares, debentures or other marketable securities held by the depository on behalf of the beneficial owner as defined in Depositories Act, Sections 153, 153A, 187B, 187C and 372 of the Companies Act, 1956 shall not apply.

5. Members are requested to kindly notify to The Share & Secretarial Department, Samrat Pharmachem Limited, A/7 Sai Prasad, 2nd Floor, Teli Gali Cross Lane, Andheri [East], Mumbai - 400 069, immediately of any change in their addresses.
6. Members are requested to quote their Folio Numbers in all their correspondence.
7. Members desirous of having any information regarding accounts are requested to write to the Company at least 7 days in advance of the date of Annual General Meeting so as to enable the Management to keep the information ready.
8. Members are requested to bring their copies of the Annual Report to the Meeting.
9. Members are requested to bring with them the attendance slip and hand it over at the entrance duly signed by them.

By Order of the Board of Directors

Lalit Mehta
Managing Director

Champak Parekh
Jt Managing Director

Place : Mumbai
Dated : 17th July, 2000

NOTES :

1. 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 AND THE PROXY OR PROXIES SO APPOINTED NEED NOT BE A MEMBER OR MEMBERS, AS THE CASE MAY BE, OF THE COMPANY.
2. Proxies, if any, in order to be effective, must be received at the Registered Office of the Company at Plot No. A2/3445, GIDC Phase IV, Ankleshwar - 393 002, Gujarat, not less than 48 hours before the commencement of the meeting. Proxies shall not have any right to speak at the meeting.
3. The Register of Members and the Share Transfer Books of the Company will remain closed for a period of 11 days from 18th September, 2000 to 28th September, 2000 (both days inclusive).
4. The necessary explanatory statement as required Under Section 173(2) of the Companies Act, 1956 in respect of Item Nos. 4 & 5 is annexed hereto.

Samrat Pharmachem Limited**8th Annual Report (1999-2000)****ANNEXURE TO THE NOTICE****EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956****Item no. 4 :**

Consequent upon the passing of the Depositories Act, 1996 the Company is in process of making an application with appropriate authorities in respect of facilitating the functioning of the Depository System pertaining to issue, holding and dealing in Scriptless Shares in electronic mode. In the resolution as set out in Item no. 4 of the Notice, it has been proposed that the Board of Directors of the Company be hereby duly authorised to proceed to comply with the relevant provisions of the Companies Act, 1956 and other statutes as applicable and subject to such approvals, consents, provisions and sanctions as may be necessary from appropriate authorities or bodies in respect of Dematerialisation of Equity Shares. In view of this the shareholder will have an option of opening an Account with any of the Depository Participants. On completion of the registration formalities the Company will communicate salient features of this arrangement to the members.

Your Director's recommended the Resolution as set out in Item No. 4 of the Notice for members' approval at the meeting.

None of the Director's is interested or concerned in this Resolution.

Item no. 5 :

Trading in the dematerialised form has its own advantages. The SEBI has recently announced that it will make DEMAT compulsory for the Listed Companies over a period of time. In order to comply the likely direction of the SEBI and to reap the benefits of Dematerialisation, your Company is planning to voluntarily dematerialise its Equity Shares.

The shares registration procedures in Demat Form are different than the physical form of registration. Your Board of Directors therefore intend to alter Articles of Association of the Company to be in line with the provisions of the Depositories Act, 1996 and other statutes and provisions applicable in this regard.

Pursuant to Section 31 of the Companies Act, 1956 a special resolution is required to be passed at the forthcoming Annual General Meeting to give effect to dematerialisation and matters relating to maintenance of Register of Members in electronic/fungible form.

Your Directors recommended the Resolution as set out in Item No. 5 of the Notice for members approval at the meeting.

None of the Directors is interested or concerned in this Resolution.

By Order of the Board of Directors

Lalit Mehta
Managing Director

Champak Parekh
Jt Managing Director

Place : Mumbai
Dated : 17th July, 2000

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REPORT OF THE DIRECTORS

TO THE MEMBERS

Your Directors have pleasure in presenting the Eighth Annual Report with audited accounts for the year ended **31st March, 2000.**

FINANCIAL RESULTS

	31st March, 2000	31st March, 1999
Turnover	103,635,802.46	98,321,265.01
Profit before tax	213,545.36	229,424.32
Less: Provision for Taxation	24,126.00	25,990.00
Profit after tax	189,419.36	203,434.32
Balance brought forward	7,580,304.46	7,377,240.14
Taxation adjustment of previous year	2,179.00	(370.00)
Balance carried forward	7,771,902.82	7,580,304.46

OPERATIONS

Your company's performance during the year has been reasonable. Sales during the year was Rs. 1036.36 Lacs - up from Rs. 983.21 Lacs in the previous year. Production of 212.71 tonnes of pharmaceutical bulk drugs was achieved during the year.

DIVIDEND

In order to conserve the resources, your Directors do not recommend payment of Dividend for the year.

EXPORTS

During the year 1999-2000 your company's export division registered sales of Rs. 50,08,238. Your Company has initiated several export promotion measures to increase exports. The products of your Company has been well accepted in the international market and the Company expects better export turnover in the near future.

DEMATERIALISATION

Your Company intends to voluntarily dematerialise its Equity Shares to reap benefit of Scriptless Tradings. The necessary procedure for DEMAT is being followed by the Company. The members will be intimated about the salient features of dematerialisation through Newspaper Advertisement.

CORPORATE GOVERNANCE

Your Company has initiated steps towards the implementation of the requirements of Corporate Governance as recommended by Kumarmangalam Birla Committee appointed by Securities and Exchange Board of India, though as per SEBI directives, it will be applicable to the Company from the Financial Year 2002-03.

YEAR 2000 (Y2K) COMPLIANCE

Your Company has successfully managed Y2K transition without any disruption of its operations.

LISTING OF SHARES

The Company's shares are listed on the Bombay Stock Exchange, The Ahmedabad Stock Exchange, The Baroda Stock Exchange, Saurashtra Kutch Stock Exchange & Pune Stock Exchange. It has paid the listing fees at all the stock exchanges for the period upto 31st March, 2001. It has not been delisted on any of these exchanges for non-payment of listing fees.

PARTICULARS OF EMPLOYEES

The company does not have any employee whose particulars are required to be given under section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, as amended upto date.

DISCLOSURE OF PARTICULARS

Information as per section 217(1)(e) of the Companies Act, 1956 read with The Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 relating to conservation of energy, technology absorption, foreign exchange earnings and outgo are given in Annexure forming part of this report.

INSURANCE

The assets of the company have been adequately insured against the risk of fire & other risks.