

# ANNUAL REPORT 2007-08

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**T O L A N I**  
Bulk Carriers Limited

# **TOLANI**

## **Bulk Carriers Limited**

### **Seventeenth Annual Report 2007-08**

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#### **BOARD OF DIRECTORS**

Dr. N.P. Tolani - Chairman Emeritus  
Mr. R. N. Tolani - Chairman  
Dr.(Mrs.) Sujata A. Naik  
Lt. Col. (Retd.) T. J. Reejhsinghani  
Mr. R. Kumar

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#### **SEVENTEENTH ANNUAL GENERAL MEETING**

Date : 16<sup>th</sup> July, 2008  
Day : Wednesday  
Time : 9.30 A.M.  
Venue : Registered Office of the Company  
10-A, Bakhtawar,  
Nariman Point,  
Mumbai - 400 021.

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#### **BANKERS**

HDFC Bank Ltd.

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#### **AUDITORS**

Messrs Chandabhoy & Jassoobhoy,  
208, Phoenix House,  
"A" Wing, 2<sup>nd</sup> Floor,  
462, Senapati Bapat Marg,  
Lower Parel, Mumbai - 400 013.

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#### **REGISTRARS AND SHARE TRANSFER AGENTS**

Sharepro Services (India) Pvt. Ltd.,  
912, Raheja Centre,  
Free Press Journal Road,  
Nariman Point,  
Mumbai - 400 021.

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#### **REGISTERED OFFICE**

10-A, Bakhtawar,  
Nariman Point,  
Mumbai - 400 021.

## CONTENTS

Board of Directors .....	1
Notice .....	3
Directors' Report .....	6
Compliance Certificate .....	8
Auditors' Report on Accounts .....	13
Balance Sheet .....	16
Profit and Loss Account .....	17
Schedules forming part of Balance Sheet .....	18
Schedules forming part of Profit and Loss Account .....	22
Significant Accounting Policies .....	23
Notes forming part of accounts .....	24
Cash Flow Statement .....	26
Balance Sheet Abstract and Company's General Business Profile .....	27
Attendance Slip, Proxy Form .....	28

## Notice

NOTICE is hereby given that the Seventeenth Annual General Meeting of the Members of Tolani Bulk Carriers Limited will be held on Wednesday, 16<sup>th</sup> July, 2008 at 9.30 A.M. at the Registered Office of the Company, 10-A, Bakhtawar, Nariman Point, Mumbai - 400 021 to transact the following business:

### Ordinary Business

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2008, Profit and Loss Account for the year ended on that date, Reports of the Directors, Auditors and Secretarial Compliance Certificate.
2. To appoint a Director in place of Lt. Col. (Retd.) Tahil J. Reejsinghani, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. R. Kumar, who retires by rotation and being eligible, offers himself for re-appointment.
4. To re-appoint Auditors and in this connection, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT M/s. Chandabhoy and Jassoobhoy, Chartered Accountants, the retiring Auditors of the Company, be and are hereby re-appointed Auditors of the Company to hold office from the conclusion of Seventeenth Annual General Meeting till the conclusion of the Eighteenth Annual General Meeting on a remuneration and reimbursement of all out of pocket expenses and other costs, taxes, etc. as may be approved by the Board of Directors of the Company.”

### Special Business

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

“RESOLVED THAT pursuant to the provisions of Section 372A and other applicable provisions, if any, of the Companies Act, 1956 and any amendments thereof, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company or any Committee thereof to make / grant loans, give guarantees or provide security and make investments in shares, securities / financial instruments, bonds, debt instruments and / or in units of mutual funds, units of Unit Trust of India through primary market or secondary market, private placements or otherwise as the Board or Committee thereof may in their absolute discretion deem fit, upto an aggregate of Rs. 200,000,000 (Rupees Two Hundred Million) notwithstanding that the same may be in excess of 60% of the Paid up Share Capital and Free Reserves of the Company or 100% of the Free Reserves of the Company whichever is higher.

RESOLVED FURTHER THAT the Board of Directors or Committee thereof be and is hereby authorised to do all such acts, deeds and things as may be deemed expedient and necessary to give effect to this Resolution.”

Mumbai, Dated: 29<sup>th</sup> May, 2008.

By Order of the Board of Directors

Registered Office:  
10-A, Bakhtawar,  
Nariman Point, Mumbai - 400 021.

R.Kumar  
Director

### NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

2. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, 10-A, BAKHTAWAR, NARIMAN POINT, MUMBAI-400 021 NOT LATER THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE MEETING.
3. Members are requested to inform the changes, if any, in their address to the Company's Registrars and Share Transfer Agents, Sharepro Services (India) Pvt. Ltd., 912, Raheja Centre, Nariman Point, Mumbai-400 021.
4. Members are hereby informed that the unclaimed/unpaid dividend till the financial year ended 31<sup>st</sup> March, 2000 has been transferred to the Investor Education and Protection Fund.  
Members who have not encashed the dividend and fractional payment warrants for the financial year ended 2000-2001 and thereafter are requested to lodge their claims to the Company or to the Company's Registrars and Share Transfer Agents.
5. Members who are desirous of getting any information about the accounts and operations of the Company are requested to send their queries to the Company at the Registered Office at least seven days in advance of the Meeting so that the information required can be made readily available at the Meeting.

Mumbai, Dated: 29<sup>th</sup> May, 2008.

By Order of the Board of Directors

Registered Office:

10-A, Bakhtawar,  
Nariman Point, Mumbai - 400 021.

R.Kumar  
Director

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**Annexure to the Notice**

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956

**ITEM NO. 5**

Members of the Company at their meetings held on 21.6.1993 and 19.8.1994 respectively had passed a resolution:-

- (a) under Section 370 of the Companies Act, 1956, authorising the Board of Directors to advance loans/deposits to any body corporate, firms, individuals, etc. upto Rs. 150 million in any financial year.
- (b) under Section 372 of the Companies Act, 1956, authorising the Board of Directors to make investments upto Rs. 200 million.

Sections 370 and 372 of the Companies Act, 1956 has since been repealed and replaced by Section 372A of the Companies Act, 1956. Consequently, it is now proposed that the Members of the Company pass necessary resolution under the new Section 372A of the Companies Act, 1956 empowering the Board of Directors or Committee thereof to make investments, grant loans, give guarantee, etc. upto Rs. 200 million, notwithstanding that the same will be in excess of 60% of the Paid up Share Capital and Free Reserves of the Company or 100% of the Free Reserves of the Company whichever is higher.

It is therefore that the Resolution, which is self-explanatory, is placed before the Members to be passed as a Special Resolution.

(None of the Directors of the Company is concerned or interested in the Resolution).

Mumbai, Dated: 29<sup>th</sup> May, 2008.

By Order of the Board of Directors

Registered Office:

10-A, Bakhtawar,  
Nariman Point, Mumbai - 400 021.

R.Kumar  
Director

## Directors' Report

To

**The Members of Tolani Bulk Carriers Limited**

Your Directors have pleasure in presenting their Seventeenth Annual Report on the business and operations of the Company as well as the audited statement of accounts for the year ended 31<sup>st</sup> March, 2008.

### 1. FINANCIAL RESULTS

	2007-08	(Rs. in million) 2006-07
Profit/(Loss) before Depreciation and Taxes	0.90	(0.12)
Less: Depreciation	—	2.82
<b>Profit/(Loss) before Tax</b>	<b>0.90</b>	<b>(2.94)</b>
Less: Provision for Current Taxation	0.23	1.32
Add: Deferred Tax	—	0.38
<b>Profit/(Loss) after Tax</b>	<b>0.67</b>	<b>(3.88)</b>
Add : Income Tax of earlier years	0.11	—
Add: Balance brought forward from previous year	11.90	15.78
<b>Balance carried to Balance Sheet</b>	<b>12.68</b>	<b>11.90</b>

### 2. DIVIDEND

With a view to conserve resources, your Directors do not recommend any dividend for the financial year 2007-2008.

### 3. FINANCIAL REVIEW AND OPERATIONS

During the year under review, the Company's earnings was Rs.1.22 million, which after providing for/adjusting expenses, interest and taxes resulted in Net Profit of Rs.0.67 million against Net Loss of Rs.3.88 million in the previous year.

Your Company continues to monitor the market developments and opportunities and will decide on its future business based on its viability and suitability to the Company's operation.

### 4. FOREIGN EXCHANGE EARNINGS AND OUTGO

In view of the nature of activities carried on by the Company, information required under Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 concerning conservation of energy and technology absorption are not applicable. There were no foreign exchange earnings and outgo during the year under review.

### 5. PARTICULARS OF EMPLOYEES

There were no employees in the Company drawing remuneration of more than Rs.2,400,000 during the financial year ended 31<sup>st</sup> March, 2008 or more than Rs.200,000 per month during any part of the year.

**6. DIRECTORATE**

Lt. Col. (Retd.) Tahil J. Reejhsirghani and Mr. R.Kumar, Directors of the Company are due to retire by rotation at the Seventeenth Annual General Meeting and being eligible offer themselves for re-appointment.

**7. DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 217(2AA) of the Companies Act, 1956, the Directors state that:

- (i) in the preparation of the annual accounts for the year ended 31<sup>st</sup> March, 2008, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (ii) the Directors have selected such accounting policies and applied them consistently and made judgements 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 31<sup>st</sup> March, 2008, and of the profit/loss of the Company for the period 1<sup>st</sup> April, 2007 to 31<sup>st</sup> March, 2008;
- (iii) the Directors have taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) the Directors have prepared the annual accounts on a going concern basis.

**8. AUDITORS**

M/s. Chandabhoy and Jassoobhoy, Chartered Accountants, the auditors of the Company hold office until the conclusion of the Seventeenth Annual General Meeting and are eligible for re-appointment.

**9. SECRETARIAL COMPLIANCE CERTIFICATE**

Pursuant to the provisions of Section 383A of the Companies Act, 1956, as amended by the Companies Amendment Act, 2000, a Compliance Certificate from a Practicing Company Secretary is annexed to this report.

**10. APPRECIATION**

The Board places on record their sincere gratitude to the shareholders and all others for their continued support, confidence and faith in the Company.

For and on behalf of the Board

Mumbai, Dated : 29<sup>th</sup> May, 2008.

R.Kumar  
Director

Sujata A.Naik  
Director

## Compliance Certificate

(In terms of Section 383A(1) of the Companies Act, 1956)

To,  
The Members,  
**TOLANI BULK CARRIERS LIMITED**  
(Company No. 11-62375)  
(CIN No. U60300MH1991PLC062375)  
10-A, Bakhtawar,  
Nariman Point, Mumbai – 400 021.

We have examined the registers, records, books and papers of **Tolani Bulk Carriers Limited** ("the Company") as required to be maintained under the Companies Act, 1956, ("the Act") and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on **31<sup>st</sup> March, 2008**. In our opinion and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, and to the best of our knowledge and belief, we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained the registers as stated in **Annexure 'A'** to this certificate, as per the provisions of the Act and the rules made thereunder and entries therein have been recorded.
2. The Company has filed the forms and returns as stated in **Annexure 'B'** to this certificate with the Registrar of Companies, Maharashtra, Mumbai under the Act and the rules made thereunder. However, no form was required to be filed with the Regional Director, Central Government, Company Law Board or other authorities.
3. The Company is a Public Limited Company, the comments relating to Private Companies are therefore not applicable.
4. The Board of Directors met twelve times respectively on 9<sup>th</sup> May, 2007, 19<sup>th</sup> June, 2007, 11<sup>th</sup> July, 2007, 23<sup>rd</sup> July, 2007, 10<sup>th</sup> August, 2007, 17<sup>th</sup> August, 2007, 30<sup>th</sup> August, 2007, 18<sup>th</sup> September, 2007, 12<sup>th</sup> November, 2007, 18<sup>th</sup> December, 2007, 7<sup>th</sup> January, 2008 and 11<sup>th</sup> February, 2008 in respect of which meetings proper notices were given and the proceedings were recorded and signed in the Minutes Book maintained for the purpose. The Company has not passed any board resolution by circulation.
5. The Company has not closed its Register of Members during the financial year.
6. The Annual General Meeting for the financial year ended on 31<sup>st</sup> March, 2007 was held on 28<sup>th</sup> September, 2007 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in the Minutes Book maintained for the purpose.
7. No Extra-ordinary General Meeting was held during the financial year.
8. The Company has not advanced any loans to its Directors or persons or firms or companies referred to under Section 295 of the Act, during the financial year.
9. The Company has not entered into any contracts falling within the purview of Section 297 of the Act.
10. The Company has made necessary entries in the register maintained under Section 301 of the Act.
11. There were no instances falling within the purview of Section 314 of the Act.
12. The Company has not issued any duplicate share certificate during the financial year.