

**17th
ANNUAL REPORT
2001-2002**



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VADILAL ENTERPRISES LTD.

www.vadilalgroup.com
www.vadilalmarkets.com

BOARD OF DIRECTORS

Chairman
Kashibhai B. Patel

Managing Director
Ramchandra R. Gandhi

Directors
Virendra R. Gandhi
Rajesh R. Gandhi
Devanshu L. Gandhi
Laxmiprasad C. Amin
Ramanlal V. Mehta
Shantilal M. Modi (upto 15-2-2002)
Jayantilal M. Shah (from 7-8-2002)

COMPANY SECRETARY

Nikhil Patel

AUDITORS

M/s. Kantilal Patel & Co.,
Chartered Accountants, Ahmedabad.
(A member of IA International, Inc.)

BANKER

Bank of India

REGISTERED OFFICE

Aditya Bldg., 5th Floor,
Opp. Sardar Patel Seva Samaj Hall,
Off C.G. Road, Nr. Mithakhali Six Roads,
Ahmedabad - 380 006.

SHARE DEPARTMENT

Vadilal House, Shrimali Society,
Nr. Navrangpura Rly. Crossing,
Navrangpura, Ahmedabad-380 009.
(Phone : 079-6564019 to 24)
(Fax : 079-6564027)

17TH ANNUAL GENERAL MEETING

Day - **Friday**
Date - **27th September, 2002**
Time - **2.00 p.m.**
Venue - **Bhaikaka Hall,
Near Law Garden,
Ellisbridge,
Ahmedabad - 380 006.**

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E-mail : vadilal@ad1.vsnl.net.in

Web : www.vadilalgroup.com
www.vadilalmarkets.com

Notes :

- Members are requested to send their all correspondence relating to Shares including transfer, transmission, demat, change of address, lost certificate, dividend, nomination etc. at the Share Department of the Company situated at Vadilal House, Shrimali Society, Near Navrangpura Railway Crossing, Navrangpura, Ahmedabad - 380 009.
- Members are requested to bring their copy of Annual Report to the meeting, as copies of Annual Report will not be distributed at the meeting.
- Members seeking any further information about the Accounts and/or Operations of the Company are requested to send their queries to the Company at its Share Department, at least TEN days before the date of the meeting.
- Members who hold Shares in dematerialised form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.

VADILAL ENTERPRISES LIMITED

SHAREHOLDER INFORMATION

1) Name of Company

Vadilal Enterprises Limited

2) Company Regn. No.

04-7995

3) Share Department & Fixed Deposit Department

The Share Department and Fixed Deposit Department of the Company are operated at the following address. Members are requested to send their all correspondence relating to Shares including transfer, transmission, demat, change of address, lost certificate, dividend, nomination etc. at the Share Department at the following address and addressed to :-

Company Secretary,
Vadilal Enterprises Limited,
Vadilal House, Shrimali Society,
Near Navrangpura Railway Crossing,
Navrangpura, Ahmedabad - 380 009.
(Phone : 079 - 6564019 to 24)
(Fax : 079 - 6564027)
(Email : vadilal@ad1.vsnl.net.in)

4) Proposed Dividend for the year ended on 31st March, 2002

Dividend of Re. 0.80 per Share (i.e. @ 8 %) has been recommended by the Board of Directors on 8,70,148 Equity Shares of Rs. 10/- each of the Company for the year ended on 31st March, 2002.

5) Book-Closure for payment of Dividend

Book-Closure from 23rd September, 2002 to 27th September, 2002 (both days inclusive) for the purpose of determining the members eligible for dividend, if declared at the meeting. Those Shareholders, who submit transfers to the Company on or after 23rd September, 2002, will not be eligible for dividend.

6) Stock Exchanges where the Shares are listed

AHMEDABAD STOCK EXCHANGE
(Security Code No. 64510)
Kamdhenu Complex,
Opp. Sahajanand College,
Panjarapole, Ambawadi,
Ahmedabad - 380 015.
(Phone : 6307971 - 77)
(Fax : 079 - 6308877)

BOMBAY STOCK EXCHANGE
(Security Code No. 19152)
Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street,
Fort, Mumbai - 400 001.
(Phone : 2655581, 2655860-61)
(Fax : 91-22-2658121)

The Annual Listing Fees upto the financial year 2002-2003 have been duly paid to the above Stock Exchanges.

7) Security Code

Ahmedabad Stock Exchange - 64510
Bombay Stock Exchange - 19152
The ISIN number allotted to the Company is INE693D01018

8) Dematerialisation of Shares

The Company, consequent to introduction of Depository System (DS), entered into an agreement with NSDL and CDSL and has established an electronic connectivity with both the Depositories. Members, therefore, now have the option of holding and dealing in the shares of the Company in electronic form through NSDL and CDSL.

In view of the numerous advantages offered by DS, members are requested to avail the facility of dematerialisation of the Company's shares on the Depositories as aforesaid. If you wish to maintain

your shareholding in the electronic form by joining DS, you will have to open an account with a Depository Participant (DP), who are agents of NSDL and CDSL and lodge your share certificates with your DP for Dematerialisation. The DP will then ensure that the physical share certificates are cancelled and after verification by the Company, an equivalent number of shares will be credited to your account with the DP in the electronic form. You are also permitted under the DS to reconvert your electronic shareholding into the physical form of share certificates by a process of Rematerialisation. It may be noted that the DP would charge the investors for its services, which may vary from one DP to another.

It is reiterated that requests for Dematerialisation and Rematerialisation are to be made only to the DP with whom you have opened an account and not directly to the Company.

9) Registrar & Share Transfer Agent

The Company has appointed MCS Ltd., Ahmedabad as Depository Registrar for demat segment, i.e. for establishment of electronic connectivity with NSDL and CDSL. For physical segment, the Company has in-house Share Department which provides all shareholder related services.

10) Share Transfer system

Presently, the share transfers which are received in physical form are processed and the share certificates returned within a period of 30 days from the date of receipt, subject to the documents being valid and complete in all respects. Share Transfer Committee of the Board meets at regular intervals to approve transfers, issue of duplicate certificates, consolidation and splitting of shares etc.

As per SEBI guidelines, the Company has offered the facility of transfer-cum-demat. Under the said system, after the share transfer is effected, an option letter is sent to the transferee indicating the details of the transferred shares and requesting him in case he wishes to demat the shares, to approach a Depository Participant (DP) with the option letter. The DP, based on the option letter, generates a demat request and send the same to the Company alongwith the option letter issued by the Company. On receipt of the same, the Company dematerialise the shares.

In case the transferee does not wish to dematerialise the shares, he need not exercise the option and the Company dispatch the share certificates after 30 days from the date of such option letter.

11) Distribution of Shareholding as on 31st March, 2002

No. of Equity Shares held	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
Upto 500	2008	93.92	412191	47.37
501 to 1000	78	3.65	58358	6.71
1001 to 2000	23	1.08	34574	3.97
2001 to 3000	6	0.28	13881	1.60
3001 to 4000	7	0.33	25841	2.97
4001 to 5000	2	0.09	8810	1.01
5001 to 10000	3	0.14	19569	2.25
10001 & above	11	0.51	296924	34.12
Total	2138	100.00	870148	100.00

12) Categories of Shareholders as on 31st March, 2002

Sr. No.	Category of Shareholder	No. of Equity Shares held	% to total Shares
1.	Directors & Relatives	1,75,614	20.18 %
2.	NRIs	800	0.09 %
3.	Corporate Bodies	2,36,954	27.23 %
4.	Public	4,56,780	52.50 %
	TOTAL	8,70,148	100.00 %

13) Address of Registrar of Companies (ROC), Gujarat

The Registrar of Companies, Gujarat,
 ROC Bhavan, Opp. Rupal Park,
 Behind Ankur Bus Stand,
 Naranpura,
 Ahmedabad - 380 013.
 (Phone : 079 - 7438531, 7437597)

14) Consolidation of Folios

Some of the members might have more than one folio in their individual name or jointly with other person(s) mentioned in the same order. It is desirable to consolidate all similar holdings under one folio. Consolidation helps the members to monitor their holdings effectively. By doing so, it would also enable the Company to avoid unnecessary duplication of effort and related costs. Please write to the Company at the address of Share Dept. given above, requesting in writing, quoting the folio numbers that need to be consolidated and send the relevant Share Certificates.

15) Nomination facility

The Companies (Amendment) Act, 1999 has provided for a facility of nomination in the Shares of a Company. Your Company has already offered the facility of nomination to the members. Individual Shareholders can avail of the facility of nomination and may submit to the Company the prescribed Form 2B at the Share Dept. of the Company. It is advisable to avail of this facility especially by Shareholders who currently hold Shares in single name.

The Nominee shall be the person in whom all rights of transfer and/or amount payable in respect of the Shares shall vest in the event of the death of the Shareholders. A minor can be a nominee provided the name of the guardian is given in the Nomination Form.

The facility of the nomination is not available to non-individual Shareholders such as Societies, Trusts, Bodies Corporate, Partnership Firms, Kartas of HUF and holders of Powers of Attorney.

In case of any assistance, please contact at the Share Dept. of the Company at Vadilal House, Shrimali Society, Near Navrangpura Railway Crossing, Navrangpura, Ahmedabad - 380 009. Telephone Nos. 6564019 to 24 and Fax No. 079-6564027.

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NOTICE

NOTICE is hereby given that the 17th ANNUAL GENERAL MEETING of the members of VADILAL ENTERPRISES LIMITED will be held on Friday, the 27th September, 2002, at 2.00 p.m., at Bhaikaka Hall, Near Law Garden, Ellisbridge, Ahmedabad-380 006, to transact the following business :

ORDINARY BUSINESS

- 1) To receive, consider and adopt the Balance Sheet as at 31st March, 2002 and the Profit and Loss Account for the year ended on that date and reports of the Directors and Auditors thereon.
- 2) To declare a Dividend on Equity Shares for the year ended on 31st March, 2002.
- 3) To appoint a Director in place of Shri Virendra R. Gandhi, who retires by rotation and being eligible, offers himself for re-appointment.
- 4) To appoint a Director in place of Shri Devanshu L. Gandhi, who retires by rotation and being eligible, offers himself for re-appointment.
- 5) To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to authorise the Board of Directors of the Company to fix their remuneration.
- 6) To appoint Shri Ashish C. Doshi, Company Secretary in Whole-time Practice, pursuant to Section 383A of the Companies Act, 1956 to obtain certificate regarding compliance by the Company of all the provisions of the said Act during the financial year 2002-2003 and to authorise the Board of Directors to fix his remuneration.

SPECIAL BUSINESS

- 7) To consider and if thought fit, to pass, with or without modifications, the following Resolution as an Ordinary Resolution :-

"RESOLVED THAT Shri Jayantilal M. Shah, who was appointed as an Additional Director of the Company pursuant to Section 260 of the Companies Act, 1956, and holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956, in writing, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company subject to retirement by rotation under the Articles of Association of the Company."

By Order of the Board
For VADILAL ENTERPRISES LIMITED

RAMCHANDRA R. GANDHI
Managing Director

Registered Office :
5th Floor, Aditya Building,
Opp. Sardar Patel Seva Samaj Hall,
Off C.G. Road, Nr. Mithakhali Six Roads,
Ahmedabad - 380 006.
Dated : August 7, 2002

NOTES :

- (a) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.**

THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER BE DEPOSITED AT THE SHARE DEPARTMENT OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

- (b) The Explanatory Statement as required under Section 173(2) of the Companies Act, 1956 in respect of Special Business mentioned in the above Notice is annexed hereto.
- (c) The Register of Members and Share Transfer Books of the Company will remain closed from 23rd September, 2002 to 27th September, 2002 (both days inclusive) for the purpose of payment of dividend on Equity Shares for the year ended on 31st March, 2002 as recommended by the Board and if declared at the meeting.
- (d) Dividend @ 8 % on Equity Shares for the year ended on 31st March, 2002, as recommended by the Board and if declared at the meeting, will be paid :-

to those members whose names appear on the Register of Members after giving effect to all valid share transfers in physical form lodged with the Company on or before 21st September, 2002, or

in respect of shares held in electronic form, to those "Beneficial Owners" whose names appear in the Statement of Beneficial Ownership furnished by NSDL and CDSL as at the end of business hours on 21st September, 2002.

- (e) As per new provisions of Income-tax Act, 1961, tax @ 10.5 % is required to be deducted at source if the gross amount of dividend payable to a Resident Individual Shareholder during the financial year exceeds Rs. 2,500/-.

- (i) Under Section 197A(1B) of the Income-tax Act, 1961, declaration in Form 15G can be given by a resident individual only if his/her total income do not exceed Rs. 50,000/- in a financial year.

Accordingly, Shareholders are advised to estimate their total income and submit Form 15G only where the aggregate of income including the dividend from Vadilal Enterprises Limited does not exceed Rs. 50,000/-.

VADILAL ENTERPRISES LIMITED

Shareholders are requested to submit declaration in Form 15G (in duplicate) at the Share Department of the Company on or before 21st September, 2002. Please note that it would not be possible to act upon 15G declarations received thereafter.

- (ii) Shareholders other than (i) above are requested to give their Permanent Account Number (PAN) allotted to them under Section 139-A of the Income-tax Act, 1961 in the following format, as it is mandatory to quote payee's PAN in Form 16A Certificate :-

Name of the Shareholder
Folio/Client ID No.
Permanent Account No.

- (f) Members are requested to send to the Company at its Share Department his/her Bank Account details to ensure safe and prompt receipt of Dividend Warrants. This is in view of fraudulent encashment of such warrants.

- (g) Members are also requested to send their all correspondence relating to Shares including transfer, transmission, change of address etc. at the Share Department of the Company situated at Vadilal House, Shrimali Society, Near Navrangpura Railway Crossing, Navrangpura, Ahmedabad - 380 009.

- (h) Under the provisions of the Companies Act, 1956 as amended by Companies (Amendment) Act, 1999 w.e.f. 31st October, 1998, members holding shares in physical form may file Nomination Forms in respect of their shareholdings. Such members willing to avail of this facility may submit to the Company at the Share Department the prescribed Form 2B or write to or contact the Company Secretary for assistance.

- (i) Pursuant to Section 205A of the Companies Act, 1956, the Company has already transferred unclaimed dividend declared for the year ended 31st March, 1994 to the General Revenue Account of the Central Government as per Rule 4A of the Companies Unpaid Dividend (Transfer to the General Revenue Account of the Central Government) Rules, 1978. Those Shareholders who have so far not claimed or collected their dividend upto the aforesaid financial year may claim their dividend by an application in Form II of the

aforesaid Rules to the Registrar of Companies, Gujarat at ROC Bhavan, Opp. Rupal Park, Behind Ankur Bus Stand, Naranpura, Ahmedabad - 380 013.

However, pursuant to Section 205A of the Act as amended by the Companies (Amendment) Act, 1999, which came into effect from 31-10-1998, the following Dividend which remain unclaimed for a period of 7 years from the date of transfer to Unpaid Dividend Account will be transferred to the Investor Education and Protection Fund established by the Government under Section 205C(1) of the Act :-

Financial Year ended	Due for transfer on
31-3-1995	17-11-2002
31-3-1996	15-11-2003
31-3-1997 (Interim)	05-06-2004
31-3-1998	17-11-2005
31-3-1999	15-11-2006
31-3-2000	17-11-2007

Members who have not encashed their dividend warrants for the aforesaid financial years are requested to approach the Company at its Share Department for revalidation or duplicate dividend warrants. According to the provisions of the Act as amended, no claims shall lie against the said Fund or the Company for the amount of dividend so transferred to the Investor Education and Protection Fund nor shall any payment be made in respect of such claims.

- (j) Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.

- (k) Members are requested to intimate immediately the change in their registered address, if any, to their Depository Participants (DPs) in respect of their electronic share accounts and to the Company at its Share Department in respect of their physical share folios, if any. In case of mailing address mentioned on this Annual Report is without PINCODE, members are requested to kindly inform their PINCODE immediately.

- (l) All documents referred to in the accompanying Notice are open for inspection at the Share Department of the Company during office hours on all working days between 11.00 a.m. to 1.00 p.m. upto the date of the Annual General Meeting.

ANNEXURE TO NOTICE**EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956.**

In conformity with the provisions of Section 173(2) of the Companies Act, 1956, the following Explanatory Statement sets out all material facts relating to Special Business mentioned in the accompanying Notice and should be taken as forming part of the Notice.

ITEM NO. 6

Pursuant to Section 383A of the Companies Act, 1956 read with the Companies (Compliance Certificate) Rule, 2001, every Company, having paid-up share capital between Rs. 10 lacs and Rs. 2 Crores, is required to file with the Registrar of Companies (ROC), a Certificate from a Company Secretary in Whole-time Practice certifying that the Company has complied with all provisions of the Companies Act, 1956 and a copy of such certificate is required to be attached with the Directors' Report of the Company.

Your Company having paid-up share capital of Rs. 86.28 lacs was required to appoint Shri Ashish C. Doshi, a Secretary in Whole-time Practice to obtain from him a Certificate regarding compliance by the Company of all provisions of the Act during the financial year ended on 31st March, 2002. The said Certificate has been attached with the Directors' Report for the year ended on 31st March, 2002.

However, the Company is required to appoint Shri Ashish C. Doshi to obtain from him a Certificate for the next financial year 2002-2003 regarding compliance by the Company of all provisions of the Act during the said financial year 2002-2003.

Your Directors, therefore, recommend the resolution for your approval for appointment of Shri Ashish C. Doshi for the above purpose as per Item No. 6 of the Notice.

None of the Directors of the Company, in any way, concerned or interested in this resolution.

ITEM NO. 7

Shri Jayantilal M. Shah was appointed as an Additional Director of the Company by the Board of Directors on 7th August, 2002. Pursuant to Section 260 of the Companies Act, 1956, Shri Jayantilal M. Shah will hold office as an Additional Director upto the date of this Annual General Meeting. The Company has received a notice in writing from a member proposing the candidature of Shri Jayantilal M. Shah for the office of Director of the Company under the provisions of Section 257 of the Companies Act, 1956.

Shri Jayantilal M. Shah is having around 50 years of experience in the business of manufacturing Expanded Polystyrene (EPS) in technical collaboration with BASF, Germany. He is a Chairman & Managing Director of Cooline Manufacturers Pvt. Ltd. Keeping in view of his vast expertise and knowledge, it will be in the interest of the Company that Shri Jayantilal M. Shah is appointed as a Director of the Company.

Your Directors, therefore, recommend the resolution for your approval as per Item No. 7 of the Notice.

Save and except Shri Jayantilal M. Shah, none of the Directors are, in any way, concerned or interested in this resolution.

By Order of the Board
For VADILAL ENTERPRISES LIMITED

RAMCHANDRA R. GANDHI
Managing Director

Registered Office :
5th Floor, Aditya Building,
Opp. Sardar Patel Seva Samaj Hall,
Off C.G. Road, Nr. Mithakhali Six Roads,
Ahmedabad - 380 006.
Dated : August 7, 2002

DIRECTORS' REPORT

To,

The members,

VADILAL ENTERPRISES LIMITED

Your Directors have pleasure in presenting herewith the 17th Annual Report together with the Audited Statement of Accounts for the year ended on 31st March, 2002.

FINANCIAL RESULTS

(Rs. in Lacs)

	Year ended 31-3-2002	Year ended 31-3-2001
(a) Profit for the year before Financial Expenses and Depreciation	317.53	310.73
(b) Financial Expenses 113.38 Depreciation 184.65	130.71 168.62	
	<u>296.03</u>	<u>299.33</u>
(c) Profit before tax	19.50	11.40
(d) Prior period adjustment	0.23	(0.13)
(e) Provision for tax		
- Current (including income tax written off Rs.0.05 lacs)	1.80	1.36
- Deferred Tax (Net Charge)	7.99	-
(f) Profit after tax	<u>9.94</u>	<u>9.91</u>
(g) Balance of Profit brought forward from previous year	41.59	39.28
Amount available for appropriation.	<u>51.53</u>	<u>49.19</u>
APPROPRIATIONS		
(a) Proposed Dividend	6.90	6.90
(b) Tax on proposed Dividend	-	0.70
(c) General Reserve	-	-
(d) Balance Profit carried to Balance Sheet	<u>44.63</u>	<u>41.59</u>
	<u>51.53</u>	<u>49.19</u>

TURNOVER & PROFITS

In spite of stiff competition in the market particularly in ice-cream business during the year under review, the sales turnover of your Company has been increased by 4.52 %. Your Company has achieved the sales turnover of Rs. 7763.86 lacs as compared to sales turnover of Rs. 7427.76 lacs achieved during the previous year ended on 31st March, 2001.

Your Company has earned the Gross Profit of Rs. 317.53 lacs as compared to Rs. 310.73 lacs earned during the previous year ended on 31st March, 2001. Your Company has earned the Net Profit of Rs. 9.94 lacs (after provision for taxation including Deferred Tax) during the year under review as compared to Rs. 9.91 lacs earned during the previous year ended on 31st March, 2001.

DIVIDEND

The Directors have recommended a dividend of Rs. 0.80 per Share (i.e. @ 8 %) on 8,70,148 Equity Shares of Rs. 10/- each of the Company for the financial year ended on 31st March, 2002. This will absorb Rs. 6.90 lacs as against the previous year's dividend outgo of Rs. 6.90 lacs and Rs. 0.70 lacs towards dividend tax.

If approved, the dividend will be paid to those Shareholders whose names appear in the Register of Members of the Company as on 27th September, 2002 after deduction of tax at source, wherever applicable.

OPERATIONS - MARKETING FOCUS

For the last 1-2 years, the ice-cream market in India is growing at around 20% per annum and presently it is estimated at worth of about Rs. 1000 Crores. This growth rate is expected to continue for another 2-3 years because of the lower base. However, ice-cream industry is witnessing severe competition since around 3 years, as various competitors have adopted a low price strategy. Also there are some local unorganised players who offer cheap products and take away the lower segments of the consumers.

During the year under review, your Company has maintained its track record of growth in the sale of ice-cream and frozen desserts. Known for its quality products, "Vadilal" brand enjoys the reputation of successful innovation and development of products. Its new offerings are eagerly awaited throughout the year. The product offerings of Vadilal is one of the largest with over 200 Stock Keeping Units being offered to the consumers. The entry of multinationals offering high end products has not made much difference in the Company's market, as your Company has kept its focus on providing value for money to the consumers. "Vadilal" as a brand commands 20% share of the total organized market.

Your Company plans to increase its market share by increasing the consumption of ice-creams and frozen desserts with innovative and value added offerings and focusing on high growth markets (geographical as well as categorywise) in terms of promotions, campaigns, distribution and cold chain network. There were several successful promotional campaigns during the year through which your Company has introduced new products and remained in the consumer focus. The Company has been launching attractive consumer schemes with regularity to ensure brand loyalty and boost sales. During the year, particular attention was paid to introduction of several premium varieties of ice-creams. Further, your Company has tied-up with many well known institutions/hotels/multiplex theaters for supply of ice-creams. The packing of major products has undergone a face-lift making them attractive and