



Report  junction.com

**VINYOFLEX LIMITED**

**6TH ANNUAL REPORT**

**1998-99**

**6th ANNUAL REPORTS****1998-99****VINYOFLEX LIMITED**

**Regd. Office :** 307, Silver Chambers,  
Tagore Road,  
Rajkot - 360 002.

**Factory :** Survey No. 241, N.H. 8-B,  
Near G.E.B. Sub-station,  
Shaper (Taluka Katda Sangani)

**BOARD OF DIRECTORS**

**Shri Mansukhlal Premji Patel** (*Chairman & M. D.*)

**Shri Bhupatlal Lalji Tilva**

**Shri Vinod Khimji Tilva**

**CONSULTING COMPANY SECRETARY**

**Shri Indravadan R. Patel**  
"Chanakya" 3rd Floor,  
Near Dinesh Hall,  
AHMEDABAD - 380 009.


**AUDITORS**

**M/s. Gadhia Karachiwala & Co.**  
*Chartered Accountants*  
307, Hira-Panna, 3rd Floor,  
Dr. Yagnik Road,  
Rajkot - 360 001.

**BANKERS**

**Bank of Baroda**  
Kalawad Road,  
Rajkot - 360 001.

**State Bank of Saurashtra**  
Gymkhana,  
Rajkot - 360 001.

Report  Junction.com

**VINYOFLEX LIMITED****NOTICE**

**NOTICE**, is hereby given that the 6th Annual General Meeting of the Members of M/s. VINYOFLEX LIMITED, will be held at 307, Silver Chambers, Tagore Road, Rajkot-360 002 on Saturday, the 4th day of September, 1999 at 10.00 a.m. to transact the following business:-

**ORDINARY BUSINESS :**

1. To consider, approve and adopt the Balance Sheet as on 31st March, 1999, Profit and Loss Account for the year ended on that date and the reports of the Board of Directors' and Auditors' thereon.
2. To appoint the Auditors of the Company, who shall hold the office from the conclusion of the ensuing Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

**SPECIAL BUSINESS :**

3. To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution :

"RESOLVED THAT in accordance with the provisions of sections 198, 269, 309 and 310 read with Schedule XIII and all other applicable provisions of the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force), the consent of the company be and is hereby accorded to the re-appointment of Shri Mansukhbhai P. Patel, as the Chairman and Managing Director of the company, for a period of 5(five) years with effect from 2nd November 1999, on the terms and conditions including remuneration as are set out in the agreement to be entered into between the company and Shri Mansukhbhai P. Patel, a draft whereof is placed before this meeting which agreement is hereby specifically sanctioned with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute to exercise its powers, including the powers conferred by this resolution ) to alter and vary the terms and conditions of the said appointment and/or remuneration and/or agreement so as not to exceed the limits specified in Schedule XIII to the Companies Act, 1956 including any statutory modification or re-enactment thereof, for the time being in force or any amendments and/or modification that may hereafter be made thereto by the Central government in that behalf from time to time or any amendments thereto as may be agreed to between the Board and Shri Mansukhbhai P. Patel.

"RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board of Directors

Registered Office :  
307, Silver Chambers,  
Tagore Road,  
Rajkot - 360 002.

Sd/-  
**MANSUKHBHAI P. PATEL**  
Chairman & Managing Director

Place : Rajkot  
Dated : 28th June, 1999.

**NOTES**

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. Proxy in order to be effective must be received by the Company not less than 48 hours before the meeting.
2. All documents referred to in the accompanying Notice are open for inspection at the Regd. Office of the Company during the office hours on all working days between 11.00 a.m to 1.00 p.m upto the date of the Annual General Meeting.

**VINYOFLEX LIMITED**

3. Members are requested to intimate the change, if any, in their registered address at the earliest, quoting their folio number.
4. Members are requested to bring alongwith them their copy of Annual Report at the meeting.
5. Members are requested to quote Folio Numbers(s) in their correspondence.
6. Members are requested to send their queries, if any, atleast ten days before the date of meeting so that the information can be made available at the meeting.
7. The Register of Members and the Share Transfer Books of the Company will remain closed for four days from 1st September 1999 to 4th September, 1999.
8. Members are requested to send the share transfer forms to the Company's registered office at 307, Silver Chambers, Tagore Road, Rajkot-360 002.

**Explanatory Statement under section 173(2) of the Companies Act, 1956**

The Explanatory statement for item no. 3 of the accompanying notice set out hereinabove is as under :

The present terms of office of Shri Mansukhbhai P. Patel will be expiring on 1st November 1999. The Board of directors has re-appointed Shri Mansukhbhai P. Patel for a further period of 5 (five) years from the expiry of his term. Shri Mansukhbhai P. Patel will be paid monthly remuneration of Rs. 5000/-. The terms and conditions set out for re-appointment and payment of remuneration herein and/or in the respective Agreements may be altered and varied from time to time by the Board of Directors of the Company as it may, at its discretion deem fit so as not to exceed the limits specified in Schedule XIII to the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force) or any amendments made thereto .

The agreement may be terminated by either party (Company or the Chairman and Managing Director) by giving the other three months prior notice of termination in writing.

The draft agreements to be entered into between the company and Shri Mansukhbhai P. Patel are available for inspection at the registered office of the company on any working day excluding Saturday upto the date of 6th Annual General Meeting between 11:00 a.m. to 1:00 p.m.

Your Directors commend the resolutions set out at item no. 3 of the notice for your approval.

The above may also be treated as an abstract of the terms of contract/agreement between the company and Shri Mansukhbhai P. Patel pursuant to section 302 of the Companies Act, 1956.

None of the directors of the company except Shri Mansukhbhai P. Patel Chairman and Managing Director are, in any way, concerned or interested in the resolutions.

Shri Mansukhbhai P. Patel Chairman and Managing Director of the company be considered as interested director for this resolution as the proposed agenda item is relating to his re-appointment and payment of remuneration.

By order of the Board of Directors

Registered Office :  
307, Silver Chambers,  
Tagore Road,  
Rajkot - 360 002.

Place : Rajkot  
Dated : 28th June, 1999.

Sd/-  
**MANSUKHBHAI P. PATEL**  
Chairman & Managing Director

**DIRECTORS' REPORT**

To,  
The Members

Your Directors have pleasure in presenting the 6th Annual Report with audited statements of the Company for the year ended on 31st March, 1999.

**FINANCIAL RESULTS :**

The financial results of the Company for the year under review are summarised below:

	(Rs. in lacs)	
	Current Year 1998-99	Previous Year 1997-98
Gross profit before interest, depreciation and tax	90.04	52.37
Less : Interest	45.13	47.39
Depreciation	17.84	17.58
Profit before tax	27.07	(-12.60)
Provision for tax	1.20	---
Profit after tax	25.87	(-12.60)
Add : Bal. brought forward from previous year	(-46.66)	(-34.06)
Amount available for appropriations	(-20.79)	(-46.66)
<b>APPROPRIATIONS :</b>		
Proposed Dividend	---	---
Income tax on proposed dividend	---	---
General reserve	---	---
Balance carried to Balance sheet	(-20.79)	(-46.66)
	(-20.79)	(-46.66)

**OPERATIONS :**

The downturn in the general economic activity in the country has been experienced during the last two years, has cast a heavy burden on your company. During the year under review, though the sales of the company has been increased and company has earned net profit of Rs. 25.87 lacs but due to earlier years loss of Rs. 46.66 lacs it has generated net loss of Rs. 20.79 lacs.

**DIVIDEND :**

Though your company has virtually made profit during the year but company has to write off earlier years loss, thus, your Directors could not recommend any dividend to the Equity Shareholders of the Company for the year under consideration.

**FIXED DEPOSITS :**

The Company has accepted deposits from the public during the year under report after complying with the provisions of Section 58A of the Companies Act, 1956.

Fixed deposit from the shareholders at the end of the Financial year stood at Rs.58,00,000 which was Rs. 29,25,000 in the last year. Thus, Deposits of Rs. 28,75,000 is raised during the year. This deposit is raised to meet the Working Capital requirements. At the end of the Financial year there is no deposit matured hence the question of unclaimed unpaid deposit does not arise.

**INSURANCE :**

All the properties of the Company including building, plant and machineries and stocks have been adequately insured against fire, earthquake, strike and riot damages/risks etc.

**AUDITORS :**

M/s.Gadhia Karachiwala & Co., Chartered Accountants, Rajkot retire at the conclusion of the forthcoming Annual General Meeting and are eligible for re-appointment as the Auditors of the Company, offer themselves for re-appointment.

**PARTICULARS OF EMPLOYEES :**

Since there is no employee drawing salary as specified in section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 the particulars required to be given under the said Rules are not applicable.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO :**

Information in accordance with the provisions of Section 217(1)(e) of the Companies Act, 1956, read with Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988 regarding conservation of energy, technology absorption and foreign exchange earnings and outgo is given in the Annexure forming part of this report.

**ACKNOWLEDGMENT :**

Your Directors would like to express their grateful appreciation for the assistance and co-operation received from the Bankers, particularly Bank of Baroda and State Bank of Saurashtra and various Government organisations of Central as well as State levels during the year under review.