

21st Annual Report (2009-2010)



Zenith Fibres Limited

**BOARD OF DIRECTORS**
**Sarvashree**

|                         |                 |
|-------------------------|-----------------|
| <b>A.K. RUNGTA</b>      | <i>Chairman</i> |
| <b>AMITABHA GHOSH</b>   | <i>Director</i> |
| <b>C.I. GANDHI</b>      | <i>Director</i> |
| <b>SANJEEV RUNGTA</b>   | <i>Director</i> |
| <b>RAJEEV RUNGTA</b>    | <i>Director</i> |
| <b>ABHISHAKE RUNGTA</b> | <i>Director</i> |
| <b>MUKUND BERIWALA</b>  | <i>Director</i> |

**Dr. S.R. VENGSARKER** *Advisor*

**BANKIM PUROHIT** *Company Secretary*

**AUDITORS**

**M/s. JAIN & HINDOCHA**

**BANKERS**

**HDFC BANK LTD.**

**REGD. OFFICE**

205, Marol Bhavan, 2nd Floor,  
Marol Co-op. Industrial Estate Ltd.,  
M.V. Road, J.B. Nagar Post  
Andheri East, Mumbai - 400 059

**WORKS**

Block 460/P,  
Village Post Tundav,  
Taluka Savli,  
Dist. Vadodara-391 775.

**CONTENTS**
**Page No.**

|                                   |    |
|-----------------------------------|----|
| Notice .....                      | 1  |
| Directors' Report .....           | 3  |
| Corporate Governance Report ..... | 7  |
| Auditors' Report .....            | 13 |
| Balance Sheet .....               | 16 |
| Profit & Loss Account .....       | 17 |
| Cash Flow Statement .....         | 18 |
| Schedules .....                   | 19 |

### NOTICE FOR TWENTYFIRST ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty First Annual General Meeting of the members of Zenith Fibres Limited will be held at 11.00 a.m. on Tuesday, 28th September, 2010 at Hotel Atithi, 77 A/B Nehru Road, Ville Parle (East), Mumbai-400099, to transact the following business :

#### ORDINARY BUSINESS :

- 1) To receive, consider and adopt the audited Balance Sheet and Profit & Loss Account for the year ended on 31st March, 2010 together with Directors' Report and Auditors' Report thereon.
- 2) To declare dividend.
- 3) To appoint a Director in place of Mr. Sanjeev Rungta, who retires by rotation, but being eligible offers himself for reappointment.
- 4) To appoint a Director in place of Mr. Abhishake Rungta, who retires by rotation, but being eligible offers himself for reappointment.
- 5) To appoint Auditors and fix their remuneration.

By Order of the Board of Directors

Place : Mumbai  
Date : 26th July, 2010

**SANJEEV RUNGTA**  
CHAIRMAN

#### NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXY (IES) TO ATTEND AND VOTE INSTEAD OF HIMSELF AND PROXY OR PROX (IES) SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The Share Transfer Register and Register of Members will be kept closed from 22nd September, 2010 to 28th September, 2010 (both days inclusive).
3. As required under Clause 49 of the Listing Agreement, profile of Directors being re-appointed is mentioned in Corporate Governance Report.
4. The dividend on equity shares as recommended by the Board of Directors, if declared at the Annual General Meeting, will be paid :
  - (i) In respect of shares held in physical form to those shareholders, whose names stand on the Register of Members of the Company as on the last date of book closure i.e. 28.09.2010.
  - (ii) in respect of shares held in the dematerialized form to those members, whose name appear in the statements as furnished by the depositories for this purpose as at the end of the business hours on 21.09.2010.
5. Members desiring any information as regards accounts or operations of the Company are requested to send their queries in writing at least seven days in advance of the date of the meeting so as to enable the management to keep the information ready.
6. Members are hereby informed that the dividends which remain unclaimed/unpaid over a period of seven years, have to be transferred by the Company to the Investors' Education & Protection Fund constituted by the Central Government under Section 205(A) and 205(C) of the Companies Act, 1956.

The following are the details of dividend paid by the Company and their respective due dates of transfer to such fund of the Central Government, which remain unpaid :

| <b>Date of declaration of Dividend</b> | <b>Dividend for the year</b> | <b>Due date of transfer to the Govt.</b> |
|--|------------------------------|--|
| 26.09.2003                             | 2002-03                      | 25.10.2010                               |
| 28.09.2004                             | 2003-04                      | 27.10.2011                               |
| 27.09.2005                             | 2004-05                      | 26.10.2012                               |
| 27.09.2006                             | 2005-06                      | 26.10.2013                               |
| 22.09.2007                             | 2006-07                      | 21.10.2014                               |
| 29.09.2008                             | 2007-08                      | 28.10.2015                               |
| 23.09.2009                             | 2008-09                      | 22.10.2016                               |

It may be noted that no claim of the shareholders will be entitled for the unclaimed dividends which have been transferred to the credit of the Investor Education & Protection Fund of Central Government under the provisions of Section 205(B) of the Companies Act, 1956.

In view of above, the shareholders are advised to send all the unpaid dividend warrants to the Registered Office of the Company for revalidation and encash them before the due date for transfer to the Central Government.

By Order of the Board of Directors

Place : Mumbai  
Date : 26th July, 2010

**SANJEEV RUNGTA**  
CHAIRMAN

## DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the Twenty first Annual Report on the working of the Company along with the audited statement of accounts for the financial year ended 31st March, 2010.

### FINANCIAL HIGHLIGHTS

|                         | (Rupees in Lacs) |                  |
|-------------------------|------------------|------------------|
|                         | Current<br>Year  | Previous<br>Year |
| TURNOVER .....          | 3581.49          | 3689.30          |
| OPERATING PROFIT .....  | 501.30           | 534.11           |
| CASH PROFIT .....       | 485.50           | 519.26           |
| PROFIT BEFORE TAX ..... | 390.34           | 428.28           |
| PROFIT AFTER TAX .....  | 286.37           | 269.75           |

### MANAGEMENT DISCUSSION AND ANALYSIS

- (a) **Industry Structure and Development** : Despite severe global economic turbulence in all major sectors of the economy, Man-made Fibre Industry maintained consumption pattern and Polypropylene Fibre, the youngest and smallest part of this industry in our country followed the same trend. However, there is a wide gap in per capita consumption of PP Fibre as compared to developed countries. The major areas of consumption of PP Fibre in the world market viz. 'Geo-Textiles' and for hygiene applications is yet to show substantial opening. Currently in India the application in both these sectors is bare minimal but once the consumption picks up it can lead to phenomenal growth and development of PP Fibre Industry and the Company.

- (b) **Segment-wise operational performance** : Your Company operates into only one business segment - Manufacturing of Man Made Fibres.

Turnover for the year ended 31st March, 2010 amounted to Rs. 3581.49 lacs as against Rs. 3689.30 lacs last year. Operating profit stood at Rs. 501.30 lacs as against Rs. 534.11 lacs in the previous year. Cash profit was at Rs. 485.50 lacs as against Rs. 519.26 lacs in the earlier year. Profit before tax stood at Rs. 390.34 lacs as against Rs. 428.28 lacs in the earlier year and Profit after tax was higher at Rs. 286.37 lacs as against Rs. 269.75 lacs in the previous year.

Production during the year was at 3398 tons being marginally lower than in the previous year at 3502 tons. Sales of fibre including self consumption for conversion was 3471 tons as compared to 3406 tons last year. Sales of yarn was higher at 798 tons as compared to 731 tons last year. From the resources available after taxes and from balance available from earlier years Rs. 10 Cores have been transferred to General Reserve.

- (c) **Outlook** : The general outlook for the industry was fairly steady. The domestic market continued to maintain steady consumption. With special emphasis on 'Infrastructure' sector it can further augur well for the Company. Use of geo-textile in construction of new roads, rails, which is a standard norm in developed countries can lead to a phenomenal rise in demand of your Company's products.

- (d) **Threats and concerns** : Your Company continues to maintain constant guard from possible imports and to ward off this threat the pricing of the finished goods is done accordingly so as to match the international prices. The non utilization of geo-textiles as a standard in large projects by the Government is of concern to the Company, whereby the requirement of PP Fibre should be highest as per international standards. The Company continues to maintain close vigil on supplies in the domestic market from the new players and is constantly taking necessary measures to ward off any un-warranted threat from the recent entrants. Overall global economic environment is of concern to the management.

- (e) **Internal control systems and their adequacy** : Adequate internal control systems are in place to maintain quality of product, proper accounting as per norms laid, asset maintenance and its proper use. All assets are adequately covered by comprehensive insurance. Independent Internal Auditor reviews accounts periodically and 'Audit Committee' of the Board overviews same and ensures compliance.

- (f) **Human Resources and Industrial Relations** : The Company has adequate and qualified human resources and enjoys cordial relations with all its employees at all levels. Number of employees are 96 as on 31st March 2010. The Board of Directors wish to place on record its highest appreciation for the contribution made by all the employees during the year.

## **DIVIDEND**

Your Directors recommend for your approval a dividend of 15% for the financial year 2009-10. There will be no tax deduction at source on dividend payment and your Company will pay dividend distribution tax on this dividend along with surcharge thereon and education cess. The dividend received at shareholders end will be free of tax. The total outgo to the Company on this score shall be about Rs. 78 lacs.

## **DIRECTORS**

To comply with the requirement of the Companies Act, 1956 and Articles of Association of the Company, Shri Sanjeev Rungta and Shri Abhishake Rungta, retire from the Board by rotation and being eligible offer themselves for re-appointment.

As required under Clause 49 of the Listing Agreement, the details concerning the Directors seeking appointment/re-appointment are included in the Corporate Governance Report.

## **DIRECTORS' RESPONSIBILITY STATEMENT**

To the best of their knowledge and belief and according to the information and explanations provided to them, your Directors make the following statement, pursuant to Section 217(2AA) of the Companies Act, 1956 that :

1. in preparation of the annual accounts, the applicable accounting standards have been followed and there has been no material departure.
2. appropriate accounting policies have been selected and applied consistently, and judgments and estimates that are reasonable and prudent made so as to give a true and fair view of affairs of the Company as at March 31, 2010 and of the profit of the Company for the year ended on March 31, 2010.
3. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
4. the annual accounts having been prepared on a going concern basis.

## **CORPORATE GOVERNANCE**

As per clause 49 of the Listing Agreement with the Stock Exchange, a separate section on Corporate Governance together with a certificate from the Company's Auditors confirming compliance is set out in the Annexure forming part of this report.

## **ENERGY, TECHNOLOGY & FOREIGN EXCHANGE**

Information pertaining to conservation of energy, technology absorption and foreign exchange earnings and outgo pursuant to section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the Report of the Board of Directors) Rules, 1988 is annexed hereto and forms part of this report.

## **AUDITORS**

Members are requested to appoint Auditors for the period from the conclusion of the ensuing Annual General Meeting till the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.

## **EMPLOYEES**

Since none of the employee was in receipt of a remuneration exceeding Rs. 2,00,000/- per month or Rs. 24,00,000/- per annum during the year under review, provisions of Section 217(2A) along with relevant rules do not apply to the Company.

## **ACKNOWLEDGEMENT**

Your Directors are thankful to all who contributed and assisted to achieve these results. They wish to place on record their appreciation for the support extended by the bankers, valuable customers, suppliers and the 'Share holders'.

Place : Mumbai  
Date : 26th July, 2010

For and on behalf of Board of Directors  
**SANJEEV RUNGTA**  
CHAIRMAN

**ANNEXURE TO THE DIRECTORS' REPORT**

Disclosure of particulars in respect of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo, required under the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988 :

**A) Conservation of Energy :**

1. By continuously maintaining power factor of 0.99 almost throughout the year, the company manages to receive applicable rebate in the monthly power bill from the electricity supplying utility firm.
2. The overall increase in the power cost by the electricity supplying utility firm has impacted the consumption per unit of production to a certain extent.
3. There is continued endeavour to maintain capacity utilization at optimum levels to ensure that overall cost per unit of production does not go up.

**B) Technology Absorption :**

With continued modifications and possible technology upgrades, we continue to produce better quality product in all the grades. We continue to receive very satisfactory feedback from almost all the customers, both domestic and foreign.

**C) Foreign Exchange Earnings and Outgo :**

(Rupees)

|  | <b>Current<br/>Year</b> | <b>Previous<br/>Year</b> |
|--|-------------------------|--------------------------|
| 1. Total Foreign Exchange used (including CIF value of raw-materials, stores, spare parts, plant & machinery, fees for technical services, commission and traveling) | <b>1,58,90,125</b>      | 1,48,34,302              |
| 2. Total Foreign Exchange earned (FOB value of exports)  | <b>9,84,79,387</b>      | 12,58,68,161             |

## FORM - A

(See Rule – 2)

Form for disclosure of particulars with respect to Conservation of Energy

|  | <b>CURRENT<br/>YEAR<br/>2009-2010</b> | <b>PREVIOUS<br/>YEAR<br/>2008-2009</b> |
|--|---------------------------------------|--|
| <b>A) POWER &amp; FUEL CONSUMPTION :</b>       |                                       |  |
| 1. Electricity                                 |                                       |  |
| a) Purchased Units                             | <b>2898606</b>                        | 3098694                                |
| Total Amount (Rs.)                             | <b>15786278</b>                       | 16642623                               |
| Rate/Unit (Rs.)                                | <b>5.45</b>                           | 5.37                                   |
| b) Own Generation                              |                                       |  |
| (i) Through Diesel Generator Units             | <b>33205</b>                          | 50380                                  |
| Total Amount (Rs.)                             | <b>512466</b>                         | <b>730940</b>                          |
| Cost per unit (Rs.)                            | <b>15.43</b>                          | 14.51                                  |
| (ii) Through Steam Turbine/Generator           | <b>N.A.</b>                           | N.A.                                   |
| 2. Coal (for steam generation)                 | <b>N.A.</b>                           | N.A.                                   |
| 3. LSHS Oil                                    | <b>N.A.</b>                           | N.A.                                   |
| 4. Others (LDO / Furnace Oil)                  | <b>N.A.</b>                           | N.A.                                   |
| <b>B) CONSUMPTION PER UNIT OF PRODUCTION :</b> |                                       |  |
| Polypropylene Staple Fibre (MT)                | <b>3398</b>                           | 3502                                   |
| Electricity Rs./kg.                            | <b>4.65</b>                           | 4.75                                   |
| Diesel & Oil Rs./kg.                           | <b>0.15</b>                           | 0.21                                   |

## FORM-B

Form for disclosure of particulars with respect to Technology Absorption.

|  |        |
|--|--------|
| <b>A) RESEARCH &amp; DEVELOPMENT :</b>   |        |
| 1. The specific areas in which Research & Development is carried out by the Company  | : NIL  |
| 2. Benefits derived as a result of the above Research & Development Work   | : NIL  |
| 3. Future Plan of Action : The Company is making strenuous efforts to add new Fibre grade in its range, reduce the cost of production and develop export market. |        |
| 4. Expenditure on Research & Development :   |        |
| (a) Capital Expenditure  | : NIL  |
| (b) Recurring Expenditure  | : NIL  |
| (c) Percentage of Expenditure of turn-over   | : NIL  |
| <b>B) TECHNOLOGY ABSORPTION, ADOPTION AND INNOVATION :</b>   |        |
| 1. Efforts made towards technology absorption, adoption and innovation   | : NIL  |
| 2. Benefits derived as a result of above efforts   | : NIL  |
| 3. Information relating to the technology imported during the last 5 years   |        |
| (a) Technology Imported  | : NIL  |
| (b) Year of Import   | : N.A. |
| (c) Has technology been fully absorbed   | : N.A. |
| 4. If not fully absorbed area where this has not taken place, reasons thereof and future plan of action  | : N.A. |

For and on Behalf of the Board

Place : Mumbai  
Date : 26th July 2010

**SANJEEV RUNGTA**  
CHAIRMAN



## CORPORATE GOVERNANCE REPORT

Pursuant to Clause 49 of the Listing Agreement, a Report on Corporate Governance is given below :

### A MANDATORY REQUIREMENTS

#### 1 Company's philosophy on Code of Governance

The Company believes that good Corporate Governance is essential to achieve long-term corporate goals and to enhance shareholders' value. In this pursuit, the Company is committed to conducting business in accordance with the highest legal and ethical standards, superior product quality and services to its customers. The Company has adhered to such superior product policies to fulfill its corporate responsibilities and achieve its financial objectives.

#### 2 Board of Directors

Composition, Status, Attendance at the Board Meetings & the last AGM :

| Name of Director              | Status i.e. Executive/<br>Non-Executive/Independent | No. of Board Meetings<br>Attendend | Attendance at<br>the last AGM |
|-------------------------------|---|------------------------------------|-------------------------------|
| Mr. A. K. Rungta (Promoter)   | Non-Executive                                       | 1                                  | Yes                           |
| Mr. A. Ghosh                  | Independent   | 4                                  | No                            |
| Mr. C. I. Gandhi              | Independent   | 4                                  | Yes                           |
| Mr. Sanjeev Rungta (Promoter) | Non-Executive                                       | 3                                  | Yes                           |
| Mr. Rajeev Rungta (Promoter)  | Non-Executive                                       | 3                                  | Yes                           |
| Mr. A. Rungta                 | Independent   | 1                                  | No                            |
| Mr. M. Beriwala               | Independent   | 4                                  | Yes                           |

Number of Companies or Committees in which the Director is a Director/Chairman

| Name of Director   | No. of other Companies in which Director/Chairman<br>(other than Private Limited Companies) | No. of Committees of other<br>Companies in which member / Chairman |
|--------------------|---|--|
| Mr. A. K. Rungta   | 4   | 0  |
| Mr. A. Ghosh       | 13  | Member - 10<br>Chairman - 5  |
| Mr. C. I. Gandhi   | 1   | 0  |
| Mr. Sanjeev Rungta | 1   | 0  |
| Mr. Rajeev Rungta  | 4   | 0  |
| Mr. A. Rungta      | 3   | 0  |
| Mr. M. Beriwala    | 0   | 0  |

Apart from reimbursement of expenses incurred in the discharge of their duties and receipt of sitting fees for attending Board/Committee Meetings as Non-Executive Directors none of the Directors has any other material pecuniary relationship or transactions with the Company, its Promoters, its Directors, its Senior Management or its subsidiaries and associates, which in judgment would affect their independence. Mr. A. K. Rungta is the father of Mr. Sanjeev Rungta and Mr. Rajeev Rungta and are related to each other. Except this, none of the Directors of the Company are inter-se-related to each other.

Four Board Meetings were held during the year on 25/4/09, 23/7/09, 26/10/09 & 23/1/10.

#### 3 Audit Committee

The Audit Committee comprises of Mr. C. I. Gandhi, Chairman of the Committee and Mr. M. Beriwala, both being Independent Directors and Mr. S. Rungta, Non-Executive Director. The terms of reference of this Committee are wide enough covering the matters specified for Audit Committee under the Listing Agreement and the provisions of Section 292A of the Companies Act, 1956. The meetings of the Committee were held on 25/4/09, 23/7/09, 26/10/09 & 23/1/10. While Mr. Gandhi and Mr. Beriwala attended all the meetings, Mr. Rungta was present during three of them.