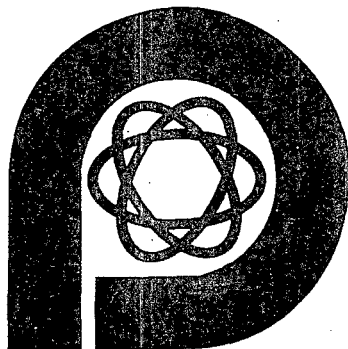


SEVENTEENTH ANNUAL REPORT

2008-2009



PROCAL ELECTRONICS INDIA LIMITED

SEVENTEENTH ANNUAL REPORT 2008-2009

BOARD OF DIRECTORS

SHRI MAHENDRA KUMAR BOTHRA

CHAIRMAN
& MANAGING DIRECTOR

SHRI DHARMENDRA SHARMA

DIRECTOR

SHRI SURESH KUMAR IYER

DIRECTOR

SHRI PRADEEP KOTHARI

DIRECTOR

BANKERS

CANARA BANK

AUDITORS

JAIN & KOTHARI
CHARTERED ACCOUNTANTS

SHARE TRANSFER AGENTS

SATELLITE CORPORATE SERVICES PVT. LTD.
B-302, SONY APPARTMENT, OPP. ST. JUDE HIGH SCHOOL,
OFF ANDHERI ROAD, JARIMARI, SAKINAKA,
MUMBAI 400 072.

REGISTERED OFFICE

SHOP NO. 12, NIDHIVAN SHOPPING CENTRE CHS LTD.,
UPPER GOVIND NAGAR,
MALAD (E), MUMBAI - 400 097.

WORKS

- 1) 44/45, PRAGATI INDUSTRIAL ESTATE,
66 KVA SUBSTATION ROAD,
AMLI, SILVASSA.
- 2) SHED No. I/200/1/3/6,
ROAD NO.2, GIDC, SACHIN,
SURAT, GUJARAT.
- 3) 23/25/27 & 28, AMLI INDUSTRIAL ESTATE,
66 KVA SUBSTATION ROAD,
AMLI, SILVASSA.



NOTICE

Notice is hereby given that the **Seventeenth Annual General Meeting** of the members of Procal Electronics India Limited will be held at its **Registered Address** (Shop No.12, Nidhivan Shopping Centre CHS Ltd., Upper Govind Nagar, Malad (E), Mumbai – 400 097) on **Wednesday, 30th September 2009, at 10.30 a.m.** to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as at March 31, 2009 and the Profit & Loss Account for the year ended on that date and Directors' and Auditors' Reports thereon.
2. To appoint a Director in place of Shri Dharmendra Sharma who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri Pradeep Kothari who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors until the conclusion of the next Annual General Meeting and to fix their remuneration.

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. Members are requested to:
 - a. intimate to the Company / their Depository Participant ("DP"), changes, if any, in their registered address at an early date;
 - b. quote their Registered Folio No. and/or DP Identity and Client Identity number in their correspondence;
 - c. bring their copy of the Annual Report and the Attendance Slip with them at the Annual General Meeting.
3. All documents referred in the Notice will be available for inspection by the members at the Registered Office of the Company on all working days upto the date of this Annual General Meeting.

By order of the Board,
MAHENDRA KUMAR BOTHRA
Chairman & Managing Director

Registered Office :

Shop No. 12, Nidhivan Shopping Center C.H.S. Ltd.,
Upper Govind Nagar, Malad (E), Mumbai 400 097.

Place : Mumbai

Date : 02/09/2009



PROCAL ELECTRONICS INDIA LIMITED

DIRECTORS' REPORT TO THE MEMBERS

Your Directors in present herewith the Sixteenth Annual Report together with the Statement of Accounts for the year ended March 31, 2009.

FINANCIAL RESULTS

(Rs. In lacs)	2008-09 (Rs. in lacs)	2007-08 (Rs. in lacs)
Sales and Other Income	1.24	2.37
Profit/(Loss) before Depreciation	(109.63)	(102.85)
Less : Depreciation	11.24	14.44
Profit/(Loss) before Tax	(120.87)	(117.29)
Less: Provision for FBT/ Earlier Tax	(0.10)	(0.01)
Profit/(Loss) after Tax	(120.97)	(117.30)
Less Exceptional Item/Prior period adjustment	NIL	NIL
Profit/(Loss) brought forward from previous year	(120.97)	(117.30)
	(686.09)	(568.79)
Balance carried to Balance Sheet	(807.06)	(686.09)

MANAGEMENT DISCUSSION AND ANALYSIS

a) Financial Performance and Operations Review:

Sales and other income for the year amounted to Rs 1.24 Lacs compared to Rs. 2.37 Lacs for the previous year. During the year under review, your Company has made a loss before tax of Rs. 120.87 Lacs against loss of Rs. 117.29 Lacs in the previous year.

During the year under report the company has not carried out any manufacturing activity. It has only carried out small activity of trading in calculators of stock of the company The company has incurred substantial cash losses during the year and in previous year.

b) Industry Structure and Threats:

During the year under review, severe competition from low priced imports and reduction in import duties for finished products coupled with financial constraints has resulted in sizable drop in sales and overall performance of the Company.

c) Outlook:

The management is still hopeful and trying for reviving the business by starting the trading & agency business.

d) Human Resources:

Your Company continued to have cordial and harmonious relations with its employees at all levels.

**Internal Control Systems:**

The Company has an adequate internal control system including suitable monitoring procedures commensurate with its size and nature of the business.

DIRECTORS

Mr. Dharmendra Sharma retires by rotation at the ensuing Annual General Meeting and, being eligible, he has offered himself for re-appointment.

Mr. Pradeep Kothari retires by rotation at the ensuing Annual General Meeting and, being eligible, he has offered himself for re-appointment.

DIRECTORS' RESPONSIBILITY STATEMENT:

Your Directors confirm that:

(i) in preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.

(ii) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of Profit or Loss of the Company for that period.

(iii) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(iv) the directors had prepared the annual accounts on going concern basis.

CORPORATE GOVERNANCE

As per the requirement of listing agreement with the Stock Exchanges, your Company has complied with the requirements of Corporate Governance in all material aspects.

A report on Corporate Governance together with a certificate of its compliance from the Statutory Auditors, forms part of this report.

FIXED DEPOSITS

The Company has no fixed deposits.

AUDITORS

M/s. Jain & Kothari, Chartered Accountants, Mumbai retire as auditors and, being eligible, offer themselves for re-appointment.

You are requested to appoint Auditors and to fix their remuneration.

AUDIT REPORT

Note to point No. 4 (f) of Auditors Report.

(i) As the management is hopeful of reviving the business by starting the trading & agency business, the accounts are prepared on going concern basis despite of closure of unit and absences of substantial business activities.



- (ii) As the Company is negotiating with the bank and the liability if any shall be provided in the year settlement. Therefore no provisions has been made in the accounts for the interest liability on various Bank Loans as the loan accounts have been classified as NPA by the Company's bankers Canara Bank and accordingly stopped charging interest.
- iii) The Management has so far not taken any steps for assessment of valuation of the assets for the requirement of AS 28 – impairment of assets but in near future the management will do the necessary requirement for the same.

CONTINGENCY

The Commissioner of Central Excise & Customs has raised a demand amounting to Rs. 1,65,20,069/- towards various duties fine & penalty, due to the non-fulfilment of export obligations & the closure of unit II of Silvassa. The company has already filed an appeal against the demand with an appropriate authority.

The Auditors' Report read with the notes to the accounts referred to therein are self-explanatory and, therefore, do not call for any further comments.

EMPLOYEES

The Company does not have any employee whose particulars is required to be given pursuant to the provisions of section 217(2A) of the Companies Act, 1956 read with the Companies (particulars of employees) Rules, 1975.

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

During the year, the Company had strict control on wasteful electrical consumption. Light and power were switched off whenever not necessary.

The Company does not need any technology for its existing business.

There was no Foreign Exchange Earnings/Outgo during the financial Year.

LISTING

The Equity Shares of the Company are listed on Mumbai, Stock Exchange. The Company has paid the Annual listing fees to Stock Exchanges for the year 2008-2009.

ACKNOWLEDGMENTS

Your Directors convey their gratitude to Canara Bank for their continued assistance and support. The Directors also wish to place on record their admiration and appreciation of the hard work put in by all the staffs and workers of the Company.

**FOR AND ON BEHALF OF THE BOARD
MAHENDRA KUMAR BOTHRA
CHAIRMAN & MANAGING DIRECTOR**

Place : Mumbai
Date: 02/09/2009



DECLARATION

To,

The Members of the Procal Electronics India Ltd.

With respect to clause 49 of the listing agreement with the Stock Exchange, this is to declare that the code of conduct envisaged by the company for members of the Board and all members of the Board and Senior Management Personnel of the company have complied with Senior Management Personnel respectively.

**MAHENDRA KUMAR BOTHRA
CHAIRMAN & MANAGING DIRECTOR**

Place: Mumbai
Date: 02/09/2009



ANNEXURE

REPORT ON CORPORATE GOVERNANCE

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

A. MANDATORY REQUIREMENTS

1. Company's philosophy of Corporate Governance is to ensure:

- i) that the Board and top management of the Company are fully apprised of the affairs of the Company that is aimed at assisting them in the efficient conduct of the Company's business so as to meet Company's obligation to the shareholders.
- ii) that the Board exercises its fiduciary responsibilities towards shareholders and creditors so as to ensure high accountability.
- iii) that all disclosure of information to present and potential investors are maximized.
- iv) that the decision making process in the organization is transparent and are backed by documentary evidences.

2. Board of Directors

The present strength of the Board of Directors of the Company is 4 Directors of which 1 is promoter Managing Director and other 3 are non-executive independent directors with independent judgment in the deliberation and decisions of the Board.

Attendance of each Director at the Board Meetings and last AGM

In total 8 Board Meetings were held during the Financial Year 2008-09. The last AGM of the Company

Name of the Director	Category	No. of board mtgs attended	Attendance at last AGM
Mr. Suresh Kumar Iyer	Non Executive Director	7	Yes
Mr. Pradeep Kothari	Non-Executive Director	8	Yes
Mr. Mahendra Kumar Bothra	Managing Director	8	Yes
Mr. Dharmendra Sharma	Non-Executive Director	8	Yes

**• Number of other Companies or Committees the Director is a Director/Member**

Name of the Director	No. of other public limited Companies in which Director	No. of Committees in which Member (other than Procal)
Mr. Suresh Kumar Iyer	Nil	Nil
Mr. Pradeep Kothari	Nil	Nil
Mr. Mahendra Kumar Bothra	Nil	Nil
Mr. Dharmendra Sharma	Nil	Nil

Number of Board Meetings and their respective dates

8 Board Meetings were held during the Financial Year 2008-09. The dates on which the said meetings were held are as follows:

30th April, 2008	20th June, 2008	10th July, 2008	31st July, 2008
05th September, 2008	31st October, 2008	6th November, 2008	31st January, 2009

Notes on Directors:**Mr. Dharmendra Sharma**

Mr. Dharmendra Sharma is a Graduate in Science and having good technical knowledge. He has over 12 years of experience in the electronics industry.

Mr. Pradeep Kothari

Mr. Pradeep Kothari is a Graduate in Commerce and having over 10 years of experience in the electronics industry.

3. Audit Committee**Terms of Reference & Composition, Name of Members and Chairman:**

The Audit Committee of the Company comprises of Mr. Suresh Kumar Iyer, Chairman of the Committee & Mr. Pradeep Kothari & Mr. Dharmendra Sharma, all being independent Directors with independent judgments in the deliberation and decisions of the Board as well as Audit Committee. The Managing Director along with the Statutory Auditors is invitee to the meeting. The terms of reference to this Committee covers all the matters specified under Section 292 A of the Companies Act, 1956 and also all the matters listed under the Listing Agreement with Stock Exchange.



Audit Committee meetings and the attendance during the financial year 2008-09
There were five meetings of the Audit Committee during the Financial Year 2008-09

Name of the Director/Member	No. of Audit Commiteee mtgs attended
Mr. Suresh Kumar Iyer	5
Mr. Pradeep Kothari	5
Mr. Dharmendra Sharma	5

4. Remuneration to Directors

The Company has formed a remuneration committee comprising of Mr. Pradeep Kothari and Mr. Dharmendra Sharma independent non-executive directors to function in the matters specified in the clause 49 of the listing agreement.

The company is going in losses since the year 2001, hence the Managing Director and other directors have agreed not to take any remuneration/sitting fees from the company till it records losses. Thus, there were no meetings of the said committee during the year 2008-09

5. Shareholders / Investors Grievance Committee

Details of the Members, Compliance Officer, No. of complaints received and pending, No. of transfers pending as on close of the financial year:

This Committee functions under the Chairmanship of Mr. Dharmendra Sharma, Non-Executive Independent Director Mr. Mahendra Kumar Bothra, Managing Director and Mr. Pradeep Kothari, Non-Executive Independent Director and the other Members of the Committee. Mr. Mahendra Kumar Bothra is the Compliance Office of the Company.

During the year, the company received 2 (Two) complaints/Correspondence/Query, from the shareholders, regarding the non receipt of Demat Credit, both of which were attended to. During the year 4 transfers for 1500 shares were received, which were duly made in time.

The Registrar and Share Transfer Agent of the company is M/s. Satellite Corporate Services Pvt. Ltd., Mumbai.

6. General Body Meetings

Details of the location where the last 3 AGMs were held and the details of the resolution passed or proposed to be passed by Postal Ballot.

AGM for the financial year ended	Date & time of AGM	Address
31st March, 2008	Tuesday, 30th September 2008 at 10.30 am	Navyojana Sadan, Nr. Diana Talkies, Tardeo, Mumbai – 400 034
31st March, 2007	Monday, 31st December 2007 at 10.30 am	Navyojana Sadan, Nr. Diana Talkies, Tardeo, Mumbai – 400 034.
31st March, 2006	Saturday, 30th September 2006 at 10.30 am	Navyojana Sadan, Nr. Diana Talkies, Tardeo, Mumbai – 400 034.

All the resolutions, set out in the respective notices calling the AGM were passed by the shareholders. No postal ballot were used for voting at these meetings. At the forthcoming AGM, there is no agenda that needs approval by postal ballot



. Disclosures

. Disclosure on materially significant related party transactions that may have potential conflict with the interest of the company at large.

None

The Register of Contracts containing the transactions in which Directors are interested is placed before the Board regularly for its approval.

The transactions with the related parties are disclosed in the Notes to the Accounts forming part of the annual report.

. Details of non-compliance by the Company, penalties, strictures imposed on the Company by SEBI, ROC, Stock exchanges or any other statutory authorities on any matter related to capital market during the last 3 financial years.

None.

. Means of Communication

Half-yearly unaudited financial result sent to each household of shareholders

No. The results of the Company are published in the Newspapers.

Quarterly Results

The results of the Company are published in the Newspapers.

Website, where displayed

The Company does not have its website

Whether website also displays official news releases.

N.A.

Newspapers in which results are generally published

The Free Press Journal and Dainik Nav Shakti

Whether MD&A is part of Annual Report or not

MD&A forms a part of this Annual Report.

. Shareholders Information

AGM : Date, Time and Venue

30th September, 2009 at 10.30 a.m. at Shop No.12, Nidhivan Shopping Centre CHS Ltd., Upper Govind Nagar, Malad – East, Mumbai – 97.

Financial calendar

April – March

First quarter results

Last week of July

Second quarter results

Last week of October

Third quarter results

Last week of January

Annual results

Last week of August

Date of Book closure

25th September, 2009 to 30th September, 2009



Dividend Payment dates(s)

The Company has not declared any dividend for the financial year 2008-09.

Listing on Stock Exchanges

Mumbai

BSE Company Code

3840

Stock code - Physical

526009

ISIN Number for NSDL & CDSL

INE 700B01015

Share Transfer and other communications may be addressed to

Satellite Corporate Services Pvt. Ltd.
B-302, Sony Apartment,
Opp. St. Jude High School,
Jarimari – Sakinaka
Andheri – Mumbai – 400 072

Investors complaint may be addressed to

Mr. Mahendra Kumar Bothra – Managing Director
M/s. Procal Electronics India Limited
Flat No.5, Agarsen Nagar, Upper Govind Nagar, Opp. Upvan
Tower, Malad (E), Mumbai – 400 097.
E-mail: procalelectronics@gmail.com

Market price data : High, Low during each month in last financial year

Please see Annexure 'A'

Registrar and Share Transfer Agent

Satellite Corporate Services Pvt. Ltd.
B-302, Sony Apartment, Opp. St. Jude High School,
Jarimari – Sakinaka, Andheri – Mumbai – 400 072
TEL NO 022-28520461/62
FAX NO 022-28511809
EMAIL : service@satellitecorporate.com

All share transfers, subject to correctness and completion of all documents, would normally be registered and returned within 2 weeks from the date of receipt.

Distribution of Shareholding/Shareholding Pattern as on 31.03.2009

Please see Annexure 'B'

Dematerialization of Shares

71.56 % of the paid-up share capital has been dematerialized as on 31st March, 2009

Outstanding GDRs/ADRs/warrants/ convertible instruments etc

Not applicable since none of the said instruments are ever issued.

Plant Location

Given in the 1st page of this Annual Report.

Address for correspondence

Registered Office given in the 1st page of this Annual Report.



Annexure A

High/Low of Market price of the Company's shares traded on The Stock Exchange; Mumbai during the financial year 2008-09 is furnished below:

Year	Month	Highest (Rs.)	Lowest (Rs.)	
2008	April	2.15	1.68	
	May	2.17	1.86	
	June	2.16	1.72	
	July	3.57	1.90	
	August	3.24	1.97	
	September	1.88	1.53	
	October	1.46	1.46	
	November	1.40	1.40	
	December	1.35	1.35	
	2009	January	1.35	1.35
		February	1.42	1.30
		March	1.49	1.36

Annexure B

The distribution of shareholding as on 31st March 2009 is as follows:

No. of equity shares held	No. of shareholders	%	No. of shares	%
Upto 250	3,040	67.286	414938	11.85
251 to 500	777	17.198	321452	9.18
501 to 1000	396	8.765	353015	10.09
1001 to 2000	138	3.054	211572	6.04
2001 to 3000	60	1.328	152795	4.37
3001 to 4000	20	0.443	71408	2.04
4001 to 5000	29	0.642	138811	3.97
5001 to 10000	28	0.620	200137	5.72
10001 & above	30	0.664	1635872	46.74
Grand Total	4,518	100.000	35,00,000	100.00
No. in Physical Mode			995210	28.44
No. in Electronic Mode			2504790	71.56

Shareholding pattern as on 31st March 2009 is as follows:

Category	No. of Shareholders	No. of Shares	% holding
Indian Promoters	21	1233764	35.25
Banks and Insurance Companies	-	-	-
UTI and Mutual Funds	-	-	-
FII's and NRI's	38	111100	3.17
Domestic Companies	74	162966	4.66
Resident Individuals	4364	1966256	56.18
Hindu Undivided Family	21	25914	0.74
Total	4518	3500000	100.00



AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of **PROCAL ELECTRONICS INDIA LIMITED.**

We have examined the compliance of conditions of corporate governance by PROCAL ELECTRONICS INDIA LIMITED for the year ended 31st March 2009, as stipulated in clause 49 of the Listing Agreement of the said Company with Stock Exchanges in India.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

We state that in respect of investor grievances received during the year ended 31st March, 2009 no investor grievances are pending exceeding one month against the Company as on 31st March, 2009 as per the records maintained by the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

FOR JAIN & KOTHARI
Chartered Accountants

(B. L. JAIN)
PARTNER
M.No.15568

Place: Mumbai
Date: 02/ 09/2009



JAIN & KOTHARI
Chartered Accountants

43, Onlooker Building,
Sir P. M. Road, Fort,
Mumbai :- 400 001.
Tel : 2266 33 42
Fax : 2266 02 67.
Email: jainbl@hotmail.com

AUDITOR'S REPORT

Email: jainbl@hotmail.com

PROCAL ELECTRONICS INDIA LIMITED
MUMBAI
AUDITOR'S REPORT

To,
The Members of Procal Electronics India Limited.

1. We have audited the attached Balance Sheet of **PROCAL ELECTRONICS INDIA LIMITED** as at 31st March, 2009, the Profit & Loss Account and also the Cash Flow statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statement based on our audit.

2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards required that we plan and perform the audit to obtain reasonable assurance about whether the financial statement are free of material mis-statements. An audit includes examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statements presentation. We believe that our audit provides reasonable basis for our opinion.

3. As required by the Companies (Auditors Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclosed in the Annexure a statements on the matters specified in paragraphs 4 and 5 of the said order.

4. Further to our comments in the Annexure referred to above, we report that :

- a. We have obtained all the information and explanations which to the best of our knowledge and belief are necessary for the purpose of our audit.
- b. In our opinion, proper books of accounts as required by law have been kept by the Company so far as appears from our examination of such books.
- c. The Balance Sheet and Profit and Loss Account and Cash Flow statement dealt with by this report are in agreement with the books of accounts.
- d. In our opinion the Balance Sheet, Profit & Loss Account and Cash Flow statement dealt with by this report



comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956, except that the company has not complied with the requirement of AS 28 "impairment of the assets", to the extent applicable to this company.

- e. On the basis of written representation received from the Directors as on 31st March, 2009, and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March, 2009 from being appointed as Director in terms of Clause (g) of Sub-section (1) of Section 274 of the Companies Act, 1956.
- f. In our opinion and to the best of our information and according to the explanations given to us, the said accounts subject to
- (i) **Note No. 3 with regard to preparation of accounts on going concern basis, despite of closure of units and absence of substantial business activities.**
 - (ii) **Note No. 4 with regard to non provision of interest on loans taken from Banks app. of Rs. 114.67 lacs by which the loss for the year is understated.**
 - iii) **Non compliance to AS 28 and the effect not being determined in the absence of any steps being taken by the company in assessing value of assets and the consequent impairment of such assets.**

and the other notes thereon give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the Accounting principles generally accepted in India.

- i) in case of the Balance Sheet of the state of affairs of the Company as at 31st March, 2009 and
- ii) in case of the Profit and Loss Account of the LOSS of the Company for the year ended on that date.
- iii) in case of the Cash Flow Statement of the cash flows for the year ended on that date.

**for JAIN & KOTHARI
Chartered Accountants**

Place : Mumbai
Dated : 02/09/2009

(B. L. JAIN)
Partner.
M.No. 15568



ANNEXURE TO THE AUDITORS REPORT:

Referred to in paragraph 3 of our report of even date.

- i. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.

(b) According to the explanations given to us, the Fixed Assets of the company have been physically verified by the management and no discrepancies were noticed on such verification.

(c) The Company has not disposed off any substantial part of fixed assets during the year.
- ii. (a) According to the explanations given to us, the inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.

(b) The procedures of physical verification of inventories followed by the management are adequate in relation to the size of the company and the nature of its business.

(c) The Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the books records were not material.
- iii) (a) The Company has not granted any loans secured or unsecured to the parties covered in the register maintained under section 301 of the companies Act, 1956.

(b) The Company has taken interest free loan from three parties covered in the register maintained under section 301 of the companies Act, 1956, the maximum amount involved during the year was Rs. 38.44 Lacs.

(c) In our opinion the other terms and conditions on which loan has been taken from the party listed in the register maintained under section 301 of the Companies Act 1956 are not prima facie, prejudicial to the interest of the company

(d) The loan taken is not repaid till date, as there is no specific repayment schedule, hence we are unable to comment upon overdue nature of loan.
- iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedure commensurate with the size of the company and the nature of its business with regard to purchase of inventory, fixed assets and with regard to the sale of goods. During the course of our audit we have not observed any continuing failure to correct major weakness in internal controls.
- v) (a) According to the information and explanations given to us, particulars of contracts or arrangements referred to in Section 301 of the Act have been entered in the register required to be maintained under that section, and

(b) We have been informed that the transactions made in pursuance of such contracts or

arrangements have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.



vi) The company has not accepted deposits from the public within the meaning under section 58 & 58AA of the Companies Act 1956, however during the year it has obtained a unsecured loan from a party listed in the register maintained u/s 301 of the Companies Act 1956.

vii) We were informed that the Central Government has not prescribed maintenance of cost records for the company under section 209(1)(d) of the Companies Act, 1956.

viii) (A) Undisputed statutory dues including provident fund, income tax, sales tax, wealth tax, Service Tax, custom duty, excise duty, cess have not generally been deposited in time, however the same is not serious.

The following statutory dues were outstanding as at 31st March, 2009 for a period of more than six months from the date they became payable.

S/N	Nature of Dues	Amount (Rs.)	Period	Due Date	Date of Payment
	Income Tax A.Y.2000-01	2,36,160/-	Y.E. 31.3.2000	19.09.2002	Not paid so far

(B) According to the information and explanations given to us there are no dues of Sales Tax, Custom Duty, Wealth Tax, Service Tax, Excise Duty which have not been deposited on account of any dispute except as stated below.

S/N	Nature of Dues	Amount (Rs.)	Period to which amount relate	Forum where disputes is pending.
1.	Duties, fine & Penalty of	1,65,20,069/-	Upto March-03	Central Excise Tribunal (CEGAT) Mumbai

ix) The accumulated losses of the company at the end of the financial year are more than 50% of it's net worth. The company has incurred cash losses during the year covered by this report and the financial year immediately preceding the year covered by this report.

x) The Company has defaulted in repayment of dues to the following Bank/ Financial institutions the details of which are given below.

S/N	Lender	Amount (Rs. In lacs)
a)	Canara Bank	204.56*
b)	GSFC	735.38

(* Excluding interest payable as not acknowledged by bank due to account classified as NPA)

xi) The Company has not granted Loans and Advances on the basis of security by way of pledge of shares, debenture and other securities.



- xii) In our opinion, the company is not a chit fund or nidhi/mutual benefit/society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditors Report) Order 2003 are not applicable to the company.
- xiii) In our opinion, the company is not dealing with or trading in shares, securities debentures and other investments. Accordingly the provisions of the clause 4(xiv) of the Companies (Auditors Report) order 2003 are not applicable to the company.
- xiv) According to the information and explanations provided to us, the Company has not given any guarantee for loan taken by others from bank or financial institutions.
- xv) As Per the records of the Company and according to the information and explanations provided to us, the Company has not taken any term loans during the year except in earlier years which were used for the purpose for which it was obtained.
- xvi) **According to the information and explanations given to us and on an overall examination of the balance sheet of the company we report that the funds raised in earlier years against working capital is being wiped out against the accumulated losses.**
- xvii) According to the explanations given to us, the company has not made any preferential allotment of shares during the year to parties and companies covered under section 301 of the Act.
- xviii) According to the information and explanations given to us, the company has not issued any debentures secured or unsecured.
- xix) The Company has not raised any money through public issue during the year.
- xx) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

for JAIN & KOTHARI
Chartered Accountants

Place : Mumbai :

(B. L. JAIN)
Partner.

Dated : 02/09/2009

M.No. 15568



BALANCE SHEET AS AT 31ST MARCH-2009

	SCHEDULE	AS ON 31.03.2009		AS ON 31.03.2008	
		Rs.	Rs.	Rs.	Rs.
SOURCES OF FUNDS					
Shareholders Funds					
Share Capital	A	35,000,000		35,000,000	
Reserves & Surplus	B	<u>283,500</u>	35,283,500	<u>283,500</u>	35,283,500
Loan Funds					
Secured Loans	C	93,994,269		83,309,244	
Unsecured Loans		<u>2,470,279</u>		<u>3,552,035</u>	
			96,464,548		86,861,279
			<u>131,748,048</u>		<u>122,144,779</u>
APPLICATION OF FUNDS					
Fixed Assets					
Gross Block	D	47,013,465		47,013,465	
Less : Depreciation		<u>40,904,507</u>		<u>39,780,107</u>	
Net Block			6,108,958		7,233,358
Investments					
	E		21,100		21,100
Current Assets, Loans & Advances					
Inventories	F	5,892,809		6,016,041	
Sundry Debtors	G	70,132,411		71,506,608	
Cash and Bank Balances	H	204,193		179,745	
Loans and Advances	I	<u>2,723,764</u>		<u>2,789,472</u>	
			78,953,177		80,491,866
Less : Current Liabilities and Provisions					
	J				
Current Liabilities		33,805,261		33,974,043	
Provisions		<u>236,160</u>		<u>237,160</u>	
Net Current Assets			44,911,756		46,280,663
Profit & Loss Account			80,706,233		68,609,658
			<u>131,748,048</u>		<u>122,144,779</u>

Notes to the Accounts P
As per our attached report of even date

For JAIN & KOTHARI
Chartered Accountants

(B.L.JAIN)
Partner
MN 15568
PLACE MUMBAI
DATE

MAHENDRA KUMAR BOTHRA
CHAIRMAN & MANAGING DIRECTOR

DHARMENDRA SHARMA
DIRECTOR



PROFIT & LOSS A/C FOR THE YEAR ENDED 31ST MARCH 2009

PARTICULARS	Sch dule	FOR THE YEAR		FOR THE YEAR	
		ENDED 31.03.2009	ENDED 31.3.2008	ENDED 31.03.2009	ENDED 31.3.2008
		Rs.	Rs.	Rs.	RS.
1. INCOME					
Sales	K	129,600		245,000	
LESS : Sales Tax		5,184	124,416	9,800	235,200
Other Income	L		68,984		1,938
			<u>193,400</u>		<u>237,138</u>
2. EXPENDITURE					
Material Cost and Inventory Adjustment	M		123,232		218,450
Personnel Cost	N		162,382		165,382
Administrative and Selling Expenses	O		227,532		962,732
Finance Charges			10,642,773		9,175,592
Depreciation			1,124,400		1,444,133
			<u>12,280,320</u>		<u>11,966,289</u>
3. PROFIT /(LOSS) BEFORE TAXATION (1-2)			(12,086,920)		(11,729,151)
4. PROVISION FOR TAXATION					
FB.T.			-		(1,000)
Incime Tax			(9,655)		7
5. LOSS AFTER TAX			(12,096,575)		(11,730,144)
6. BALANCE BROUGHT FORWARD			(68,609,658)		(56,879,514)
7. BALANCE CARRIED FORWARD TO BALANCE SHEET			(80,706,233)		(68,609,658)
8. BASIC EARNING PER SHARE			(3.46)		(3.35)

Notes to the Accounts

P

As per our attached report of even date

For JAIN & KOTHARI
Chartered Accountants

MAHENDRA KUMAR BOTHRA
Chairman & Managing Director

(B.L.JAIN)

Partner

MN 15568

PLACE :- MUMBAI

DATE :- 02/09/2009

DHARMENDRA SHARMA
Director



**SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2009
AND THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON THAT DATE.**

	2008-2009 RUPEES	2007-2008 RUPEES
SCHEDULE "A"		
SHARE CAPITAL:		
AUTHORISED :		
35,00,000 Equity Shares of Rs.10/- each.	35,000,000	35,000,000
ISSUED, SUBSCRIBED & PAID-UP :		
35,00,000 Equity Shares of Rs.10/- each, fully paid up	35,000,000	35,000,000
	35,000,000	35,000,000
SCHEDULE "B"		
RESERVES AND SURPLUS :		
(1) CAPITAL RESERVE:		
(On Forfeiture of Shares)	283,500	283,500
	283,500	283,500
SCHEDULE "C"		
LOAN FUNDS :		
1. SECURED LOANS:		
i. From Canara Bank :		
a) Cash Credit :	10,456,154	10,456,154
(Against Hypothecation of stocks of raw materials, finished goods & Semi-finished goods of Electronic Calculators & Electrical Items and book debts and also collaterally secured by hypothecation of plant & machinery , EMT of Gala number 44 & 45 at Pragati Industrial Est. Silvassa (& residential bungalow of relatives of Directors in previous year) & land at Daman belonging to a group Company of a debtor and Corporate Guarantee by it and guarantee by Directors)		
b) Overdraft against Book Debts :	10,000,000	10,000,000
i) Against hypothecation of Book Debts of REPOL Commodities & Collateral secured & gurantee given as stated in para 1(i) (a) above)		
ii. From Gujrat State Financial Corporation :		
Term Loan :	73,538,115	62,853,090
(Against Hypothecation of Land & Build., Plant & Machinery, & other Assets situated at gala no. 23,25,27 & 28 at AmlI Industrial Estate- Silvassa & Personal guarantee of Directors)		
	93,994,269	83,309,244
2. UNSECURED LOANS :		
From Directors	1,673,229	1,399,535
From Relative of Director	797,050	2,152,500
	2,470,279	3,552,035
TOTAL (1 + 2)	96,464,548	86,861,279

SCHEDULE "D" : FIXED ASSETS									
S R N O	Description of Assets	GROSS BLOCK			DEPRECIATION			NET BLOCK	
		As on 31-03-2006	Additions During the Year	Total As on 31-03-2007	Up to 31-03-2006	For the Year	Total As on 31-03-2007	As on 31-03-2007	As on 31-03-2006
1.	Land : Freehold	457,048	-	457,048	-	-	-	457,048	457,048
2.	Factory Buildings	8,741,537	-	8,741,537	4,554,272	418,727	4,972,999	457,048	457,048
3.	Plant & Mach. (a) Plant & M/c. (b) Dies, Moulds & Tools	6,493,558 26,687,021	- -	6,493,558 26,687,021	5,206,110 22,866,314	179,084 1,146,214	5,385,194 24,012,528	1,097,101 2,674,494	1276185 3820708
4.	Other Equipment (a) Other Equip. (b) Computers	1,389,243 1,115,258	- -	1,389,243 1,115,258	929,522 1,086,042	63,947 11,686	993,469 1,097,728	407,038 17,530	470,985 29,216
5.	Furniture & Fix.	1,686,128	-	1,686,128	1,411,553	49,698	1,461,251	224,877	274,575
6.	Vehicles	443,672	-	443,672	402,021	10,784	412,805	30,867	41,651
	TOTAL	47,013,465	-	47,013,465	36,455,834	1,880,140	38,335,972	8,677,493	10,557,632
	Previous year	47,013,465	-	47,013,465	33,973,708	2,48,2124	36,455,832	10,557,632	13,039,755





SCHEDULE "E"	2008-2009	2007-08
INVESTMENTS : (AT COST)	RUPEES	RUPEES
LONG TERM INVESTMENTS IN EQUITY SHARES :		
UNQUOTED :		
1) OTHER INVESTMENTS		
Fully Paid-Up :		
(i) 7510 Equity Shares of Rs.10/- each of Twenty First Century Packaging Industries Ltd.*	75,100	75,100
(ii) 400 Shares of Rs. 25/- each of Shamrao Vithal Co-Op.Bank	10,000	10,000
(iii) 500 Shares of Rs.10/-each of New India Co-Op. Bank Ltd.	5,000	5,000
(iv) 40 Shares of Rs.25/-each of Punjab & Maharashtra Co-Op. Bank Ltd.	1,000	1,000
(v) 500 Shares of Rs. 10/- each of Sangli Urban Co-Op Bank Ltd.	5,000	5,000
(vi) 4 Shares of Rs.25/- each of The City Co-Op Bank Ltd.	100	100
	<u>96,200</u>	<u>96,200</u>
*Less:- provisions	<u>75,100</u>	<u>75,100</u>
	<u>21,100</u>	<u>21,100</u>
SCHEDULE "F"		
INVENTORIES :		
(As taken, valued & certified by the Management)		
1. Raw Materials	4,183,278	4,183,278
2. Finished Goods		
(i) Product	897,081	897,081
(ii) Traded	812,450	935,682
	<u>5,892,809</u>	<u>6,016,041</u>
SCHEDULE "G"		
SUNDRY DEBTORS :		
(Unsecured - Considered doubtful)		
Due for a period exceeding six months	70,132,411	71,506,608
Others	-	-
	<u>70,132,411</u>	<u>71,506,608</u>
SCHEDULE "H"		
CASH AND BANK BALANCES :		
Cash on hand	143,923	165,132
Bank Balance (With Scheduled Banks) :		
1. Current Account	50,271	4,613
3. Fixed Deposit Account	10,000	10,000
	<u>204,193</u>	<u>179,745</u>



SCHEDULE "I"	2008-2009	2007-08
LOANS AND ADVANCES :	RUPEES	RUPEES
(Unsecured - Considered Good)		
Loans	186,945	186,945
Advances Recoverable in Cash or in Kind or for value to be received.	1,696,968	1,721,116
Deposits (Assets)	839,851	881,411
	<u>2,723,764</u>	<u>2,789,472</u>
SCHEDULE "J"		
CURRENT LIABILITIES AND PROVISIONS :		
(I) CURRENT LIABILITIES :		
i) Sundry Creditors	31,751,389	31,920,171
ii) Advances Received From Customers (Due to Micro, Small & Medium Enterprises is Rs. NIL)	2,053,872	2,053,872
	<u>33,805,261</u>	<u>33,974,043</u>
(II) PROVISIONS :		
Provision for Taxation	236,160	237,160
	<u>34,041,421</u>	<u>34,211,203</u>
SCHEDULE "K" : SALES		
SALES:		
TRADED:		
Local	129,600	245,000
	<u>129,600</u>	<u>245,000</u>
SCHEDULE "L" : OTHER INCOME		
Dividend	-	1,938
Sundry Balances W/Back (Net)	68,984	-
	<u>68,984</u>	<u>1,938</u>
SCHEDULE "M" : MATERIAL COST AND INVENTORY ADJUSTMENTS		
1. RAW MATERIAL CONSUMED :		
Opening Stock	4,183,278	4,183,278
Add : Purchases	-	-
	<u>4,183,278</u>	<u>4,183,278</u>
Less : Closing Stock	4,183,278	4,183,278
Net Consumption	-	-
	<u>-</u>	<u>-</u>
2. TRADED PURCHASE :		
Local	-	-
	<u>-</u>	<u>-</u>
3. INVENTORY ADJUSTMENTS :		
Stock at Commencement		
Finished Goods (Product)	897,081	897,081
Finished Goods (Traded)	935,682	1,154,132
TOTAL (A)	<u>1,832,763</u>	<u>2,051,213</u>



	2008-2009	2007-2008
	RUPEES	RUPEES
Less: Stock at Close		
Finished Goods (Product)	897,081	897,081
Finished Goods (Traded)	812,450	935,682
TOTAL (B)	<u>1,709,531</u>	<u>1,832,763</u>
TOTAL (A - B)	<u>123,232</u>	<u>218,450</u>
TOTAL (1+2+3)	<u>123,232</u>	<u>218,450</u>

SCHEDULE "N" : PERSONNEL COST

Salaries, Wages, Bonus & Allow.	<u>162,382</u>	<u>165,382</u>
	<u>162,382</u>	<u>165,382</u>

SCHEDULE "O" : ADMINISTRATIVE & SELLING EXPENSES

Printing & Stationary	-	27,086
Legal & Professional Charges	49,106	147,584
Rent Rates & Taxes	116,720	71,208
Miscellaneous Expenses	40	3
Payment to Auditors		
For Audit	11,030	28,090
For Taxation	-	16,854
For Others	11,030	11,236
56,180	22,060	56,180
Postage & Courier Expenses	16,273	25,000
Deferred Revenue Expenses W/off (Software)	-	617,558
Publication Expenses	23,333	18,113
	<u>227,532</u>	<u>962,732</u>



SCHEDULE "P" : "NOTES TO THE ACCOUNTS" :

1. SIGNIFICANT ACCOUNTING POLICIES :

A) Basis of Accounting :

- (i) The financial statements have been prepared under historical cost convention in accordance with the generally accepted accounting principles & the provisions of the Companies Act 1956 as adopted consistently by the Company.
- (ii) The Company follows accrual system of accounting for all items of revenue & costs.
- (iii) The Accounts have been prepared on going concern basis.

B) Fixed Assets:

- (i) Fixed Assets are stated at cost of acquisition less cenvat credit availed .
- (ii) All direct expenses attributable to fixed assets and proportionate pre-operative expenses upto production are capitalised to Fixed Assets.
- (iii) Cost of borrowing for assets taking substantial time to be ready for use is capitalised for the period upto the time the asset is ready to use.

C) Depreciation:

Depreciation is provided as per rates specified in Schedule XIV of the Companies Act, 1956 at written down value method on pro-rata basis.

D) Investments:

Long term Investment are stated at cost. No provisions are made for diminution in value of investments, which are of temporary nature.

E) Inventories:

Inventories are valued at lower of cost or Net Realisable value unless otherwise Stated. The basis of determining cost of various categories of inventories is as Follows.

a) Raw Material :

Cost is arrived net of Cenvat computed on FIFO method.

b) Finished Goods:

Traded: Cost is net of vat input credit computed on FIFO method

Product: Cost is including material cost net of Cenvat, labour cost and all other Manufacturing overheads and excise duty for finished goods lying at Bonded warehouse.

F) Sales:

Sales are inclusive of sales tax(vat).



G) Taxes on Income

Current tax, if any, is determined as the account of tax payable in respect of taxable income for the period. Deferred tax is recognised, subject to the consideration of prudence in respect of deferred tax assets, on timing difference, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent period.

H) Retirement Benefit

- i. Gratuity is charged to the revenue on the basis of actual valuations made at the year-end.
- ii. Leave Encashment is provided on the basis of actual valuation made at the year-end.

2) Contingent Liabilities not provided in respect of: -

	Year ended 31.03.2009 (Rs. In lacs)	Year ended 31.03.2008 (Rs. In Lacs)
a) Bills of exchange discounted and not matured Since realised.	90.30 NIL	90.30 NIL
b) Demand of Central Excise and Custom	165.02	165.02

3) During the year under report the company has not carried out any manufacturing activity. It has only carried out small activity of trading in calculators of stock of the company The company has incurred substantial cash losses during the year and in previous year.

Despite of above, the accounts of the company are prepared on going concern basis, as the management is still hopeful of reviving the business by starting the trading & agency business.

4) No provision has been made in the accounts for the interest liability on various Bank Loans amounting to App. Rs. 114.67 Lacs as the loan accounts have been classified as NPA by the Company's bankers Canara Bank and accordingly stopped charging interest. The company is negotiating with the bank and the liability if any shall be provided in the year of settlement. In view of this the company's loss for the year is understated by Rs. 114.67 lacs.

5) In View of closure of the unit II of Silvassa & non fulfilment of export obligations the Commissioner of Central Excise & Customs has raised a demand amounting to Rs. 1,65,20,069/- vide their order dt. 18.10.2004 towards various duties, fine & penalty. The company has filed an appeal against above order before the Central Excise Tribunal (CEGAT).

6) Company's banker has issued notice to company & guarantors under the securitisation Act, one of the guarantor has appealed the said notice with DRT.

7) Sundry Debtors includes the payment effected to the Consignor by the Company on behalf of its customers in relation to Consignment Agency business in earlier years.

8) No provision has been made for interest/penalty for contravention of certain fiscal statutes/rules.



9) As per Accounting standard –22 “ Accounting for taxes on Income “ issued by ICAI, the company considering the present financial position and requirement of accounting standard regarding certainty /virtual certainty the Company has not recognised the deferred taxes Assets on account of brought forward/current year losses and depreciation differences.

10) During the year entire operations of the Company relate to only one segment viz calculators /Diaries/Organisers. As such there is no separate reportable segment under AS-17 on segment reporting.

11) Related Party disclosure as required by AS-18 issued by ICAI

Relationships

A) Directors

Shri Mahendrakumar Bothra
Shri Dharmendra Sharma
Pradip Kothari
Shri Suresh Iyer

B) Other related parties

Smt. Pushpa Devi Bothra
Shri Manakchand Bothra

Transactions with related parties

a) Balance payable for the year end of Rs. 24.70 Lacs

(Rs. in Lacs)

12) Earning per Share:

	31.03.2009	31.03.2008
i) Loss after tax as per P&LA/c	120.97	117.30
ii) Weighted average number of Equity Shares outstanding (Net)	35.00	135.00
iii) Loss per Shares (basic & diluted)	3.46	3.35

13) The Company has pledged FDR of Rs.10,000/- with it's bankers against bank guarantees given to Sales Tax Authorities.

14) In opinion of the Board of Directors all the current assets, loans & advances have value on realisation at least the value of an amount equal to the amount at which they are stated in the Balance Sheet.

15) Balances of Loans, Advances, Sundry Debtors, Sundry Creditors are subject to confirmation and reconciliation, if any.

16) Previous year's figures have been regrouped/rearranged wherever necessary.

17) Additional information pursuant to paragraphs 3,4,4A,4C and 4D of Part II & Part IV of Schedule VI of the Companies Act, 1956.



A. Licensed & Installed Capacity and Actual Production :-

- i) Licensed & Installed Capacity : Not Applicable
- ii) Actual Production :-

Item	Unit	Year Ended 31.03.2009	Year Ended 31.03.2008
Calculators	Nos.	NIL	NIL

B. Stock of each Finished Goods.

Item	Unit	(Amt. In Lacs) Year Ended 31.03.2009		(Amt. In Lacs) Year Ended 31.03.2008		(Amt. In Lacs) Year Ended 31.03.2007	
		Qty	Amount	Qty	Amount	Qty	Amount
I) Product Calculators	Nos	15819	8.97	15819	8.97	15819	8.97
Traded Calculator/ Diaries/ Organiser	Nos	1111	2.24	4490	3.47	11818	5.66
Others	Nos	119629	5.88	119629	5.88	119629	5.88
			17.09		18.32		20.51

C. Product Sales

Items	Unit	Qty.	Year Ended 31.03.2009 Amount (In Lacs)	Qty.	Year Ended 31.03.2008 Amount (In Lacs)
Calculator	Nos.	NIL	NIL	NIL	NIL

D. Sales and Purchases of Traded Goods :-

Sr. No.	Item (in lacs)	Unit	SALES				PURCHASES			
			2008-2009		2007.2008		2008-2009		2007-2008	
			Qty.	Amount (in lacs)	Qty.	Amount (in lacs)	Qty.	Amount (in lacs)	Qty.	Amount
I)	Calculators, Nos.		3379	1.30	5310	2.45	NIL	NIL	NIL	NIL
	Diaries & Organiser									
II)	Stationary Nos.		Nil	Nil	Nil	Nil	NIL	NIL	NIL	NIL
				<u>1.30</u>		<u>2.45</u>		<u>NIL</u>		<u>NIL</u>



E. Other information of the Para are not applicable.

For JAIN & KOTHARI
Chartered Accountants

(B. L. JAIN)
Partner.
M.No. 15568

Place: Mumbai
Dated: 02/09/2009

MAHENDRA KUMAR BOTHRA
MANAGING DIRECTOR

DHARMENDRA SHARMA
DIRECTOR.



Balance Sheet Abstract and Company's General Business Profile
Additional information pursuant to part IV of Schedule VI of the Companies Act, 1956

I. Registration Details

Registration No. 66276 State Code : 11
Balance Sheet Date 31-03-2009

II. Capital Raised during the Year (Amount in Rs. Thousands) :

1 Public Issue NIL 2 Right Issue NIL
3 Bonus Issue NIL 4. Private Placement NIL

III. Position of Mobilisation & Employment of Fund :
(Amount in Rs. Thousand)

Total Liabilities	Total Assets
131748	131748
Sources of Funds	
Paid Up Capital	Reserves & Surplus
35000	284
Secured Loans	Unsecured Loans
93994	2470
Application of Funds	
Net Fixed Assets	Investments
6109	21
Net Current Assets	Misc. Expenditure
44912	NIL
Deferred Tax Assets	
NIL	
Accumulated Losses	
80706	

IV. Performance of Company (Amount in Rs.Thousands)

Turnover	Total Expenditure
193	12280
Profit/Loss(-) Before Tax	Profit/Loss (-) After Tax
(12087)	(12097)
Earning Per Share in Rs.	Dividend Rate (%)
(3.46)	NIL

V. Generic Names of Three Principal Products/Services of Company

(As per Monetary Terms)

1) Item Code No. : 84-70
(ITC Code)

Product Description: Electronics Calculators



Cash Flow Statement Annexed to the Balance Sheet for the Year ended 31st March, 2009

	(In Lacs) AMOUNT 2008-2009	(In Lacs) AMOUNT 2007-2008
A. Cash Flow from Operating Activities		
NET PROFIT/(LOSS) BEFORE TAX	(120.87)	(117.29)
Extraordinary items		
Loss/(Profit) on Sale of Fixed Assets	0.00	0.00
Loss on Sale of Investments	0.00	0.00
Diminution in value of investment	0.00	0.00
Deferred Revenue Expenses written Off	0.00	6.18
	0.00	6.18
Net Profit/(Loss) Before Tax and Extra Ordinary Items	<u>(120.87)</u>	<u>(111.11)</u>
ADJUSTMENTS FOR :		
Depreciation	11.24	14.44
Effect of Exchange Rate	0.00	0.00
Interest Paid	106.85	92.18
Interest Received	<u>(0.43)</u>	<u>(0.43)</u>
	117.66	106.19
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	<u>(3.21)</u>	<u>(4.92)</u>
ADJUSTMENTS FOR		
Taxation for earlier year Interest	0.00	0.00
Trade and Other Receivables	14.40	(10.60)
Inventories	1.23	2.18
Trade Payables	<u>(1.79)</u>	<u>13.58</u>
10.63	10.63	0.24
Interest Paid	106.85	92.18
NET CASH FROM OPERATING ACTIVITIES	<u>(96.22)</u>	<u>(91.94)</u>
B] CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	0.00	0.00
Sale of Fixed Assets	0.00	0.00
Sale of Investments	0.00	0.00
Purchase of Investments	0.00	0.00
Software Purchase	0.00	0.00
Interest Received	0.43	0.43
	0.43	0.43
NET CASH USED IN INVESTING ACTIVITIES	<u>0.43</u>	<u>0.43</u>
C] CASH FLOW FROM FINANCING ACTIVITIES		
Income Tax Refund Recd.	0.00	0.00
Proceeds from Long Term Loan	96.03	92.53
Effect of Exchange Rate	0.00	92.53



NET CASH USED IN FINANCING ACTIVITIES	<u>96.03</u>	<u>92.53</u>
NET INCREASE / (DECEREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	0.24	1.02
OPENING BALANCE CASH AND CASH EQUIVALENTS	1.80	0.78
CLOSING BALANCE OF CASH AND CASH EQUIVALENTS	2.04	1.80

As per our attached Report of even date

For Jain & Kothari
Chartered Accountants

MAHENDRA KUMAR BOTHRA
CHAIRMAN & MANAGING DIRECTOR

(B.L.Jain)
Partner
M.No. 15568

Place : Mumbai
Dated: 02/09/2009

DHARMENDRA SHARMA
DIRECTOR

PROCAL ELECTRONICS INDIA LIMITED

Registered Office: Shop No. 12, Nidhivan Shopping Centre CHS Ltd., Upper Govind Nagar,
Malad (E), Mumbai – 400 097.

ATTENDANCE SLIP

Shareholder attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand over it at the entrance of the meeting hall.

I hereby record my presence at the Seventeenth Annual General Meeting of the Company at Shop No. 12, Nidhivan Shopping Centre CHS Ltd., Upper Govind Nagar, Malad (E), Mumbai – 400 097 on 30th September 2009 at 10.30 a.m. or at any adjournment there of.

Full Name of the Shareholder
(In block capitals)

Signature

Reg. Folio No. _____

* Client ID No. _____

* DP ID No. _____

Full Name of Proxy
(In block capitals)

Signature of Proxy

* Applicable for Investors holding shares in Electronics Form.

CUT HERE

PROCAL ELECTRONICS INDIA LIMITED

Registered Office : Shop No. 12, Nidhivan Shopping Centre CHS Ltd., Upper Govind Nagar,
Malad (E), Mumbai – 400 097.

PROXY FORM

I/we _____

of _____ in the district of _____

being member of above company, hereby appoint Shri/Smt./Kum _____

of _____ in the district of _____

or failing him/her Shri/Smt./Kum _____ of _____

in the district of _____

for me/us on my/our behalf at the Seventeenth Annual General Meeting of the Company to be held on

Signed this _____ day of _____ 2009.

Reg. Folio No. _____

* Client ID No. _____

* DP ID No. _____

30 paise
Revenue
Stamp to
be Affixed

This proxy form duly completed and signed must be received at the Company's Registered Office at least 48 hours before meeting.

* Applicable for Investors holding shares in Electronics Form.

BOOK - POST

IF UNDELIVERED PLEASE RETURN TO :
PROCAL ELECTRONICS INDIA LIMITED
Shop No. 12, Nidhivan Shopping Centre CHS Ltd., Upper Govind Nagar,
Malad (E), Mumbai – 400 097.