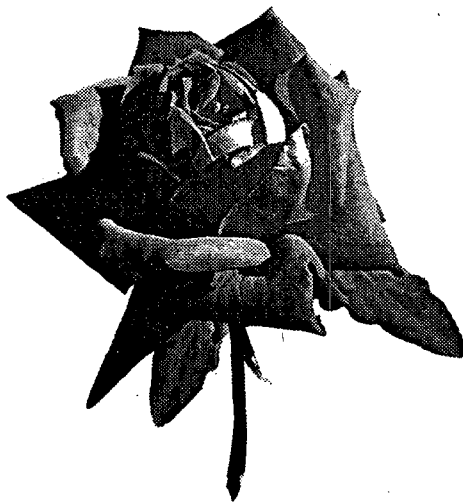


ELEGANT FLORICULTURE & AGROTECH (INDIA) LIMITED



16TH ANNUAL REPORT 2008-09

ELEGANT FLORICULTURE & AGROTECH (INDIA) LIMITED

BOARD OF DIRECTORS

SHRI RAJKUMAR AGARWAL *Director*

SHRI PAWANKUMAR AGARWAL *Director*

SHRI SURENDRA GUPTA *Director*

DR. SHEORAM AGARWAL *Director*

REGISTERED OFFICE

Village : Mouje-Kashal

Taluka : Maval, Wadgaon

Dist. : Pune

SITE

Village : Mouje-Kashal

Taluka : Maval, Wadgaon

Dist. : Pune

AUDITORS

M/S. SHIV PAWAN & COMPANY

Chartered Accountants

Navi Mumbai

BANKERS

IDBI BANK

NOTICE

Notice is hereby given that the 16th Annual General Meeting of Elegant Floriculture and Agrotech (India) Limited will be held on Thursday, 6th August, 2009 at 2.30 p.m. at Village: Mouje-Kashal, Taluka: Maual, Wadgoan, Dist.: Pune to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as on 31st March, 2009, the Profit and Loss Account for the year ended 31st March, 2009 together with report of the Directors' and Auditors' thereon.
2. **To appoint Director :** To appoint a Director in place of MR. RAJKUMAR AGARWAL who retires by rotation and being eligible offers himself for reappointment.
3. **To appoint Auditors of the Company :** To consider, and if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION.

"RESOLVED THAT the Statutory Auditors of the Company M/s. Shiv Pawan & Company, Chartered Accountants, Navi Mumbai be and hereby re-appointed as Auditors of the Company to hold office from the conclusion of this meeting till the conclusion of next Annual General Meeting of the Company at a remuneration as may be mutually decided by the Board of Directors and M/s. Shiv Pawan & Company."

For & on behalf of Board of Directors
ELEGANT FLORICULTURE & AGROTECH (INDIA) LIMITED

Place : Mumbai
Date : 26th June, 2009

Sd/-
(PAWAN KUMAR AGARWAL)
Director

NOTES :

1. 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.
2. Proxies should be lodged with the Company 48 hours before the commencement of the meeting.
3. The Register of Members and the Share Transfer Books of the Company will be closed from 03-08-2009 to 06-08-2009 (both days inclusive).
4. Member desirous of obtaining information with respect of the accounts of the Company are requested to send queries in writing to the Company at its registered office so as to reach at least seven days before the date of Meeting.
5. The members shall intimate change in their address to the Company to enable the Company to update its records.

For & on behalf of Board of Directors
ELEGANT FLORICULTURE & AGROTECH (INDIA) LIMITED

Place : Mumbai
Date : 26th June, 2009

Sd/-
(PAWAN KUMAR AGARWAL)
Director

DIRECTORS' REPORT

To The Members,

The Directors have pleasure in submitting the 16th Annual Report together with the Audited Accounts for the year ended 31st March 2009.

DIVIDEND

The Directors do not recommend payment of dividend for the year.

OPERATIONS

During the year under consideration the Company could not perform to its expectations. The Company has earned Total Income of Rs. 168.19 lacs in comparison to Rs. 55.45 lacs in the previous year. The Company has incurred net loss after tax of Rs. 7.42 lacs in comparison to net profit of Rs. 1.88 lacs in the previous year. Your directors are hopeful of better performance in the current financial year.

FIXED DEPOSITS

The Company has not accepted any deposits, within the meaning of section 58-A of the Companies Act, 1956, and the Companies (Acceptance of Deposits) Rules, 1975.

PERSONNEL

There are no employees whose particulars are to be given under Section 217(2A) of The Companies Act read with the Companies (Particulars of Employees) Rules, 1975.

DIRECTORS

Shri Rajkumar Agarwal, Director of the Company retires by rotation and being eligible offer himself for reappointment.

AUDITORS

Auditors observations referred in the Auditor's Report are self-explanatory and therefore do not call for any further comments under section 217(3) of the Companies Act, 1956.

M/s. Shiv Pawan & Company, Auditors of the Company, retires from the office at conclusion of the Annual General Meeting and being eligible offer themselves for reappointment.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

Section 217(1)(e) read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, require disclosure of the particulars regarding conservation of Energy and Technology absorption. The Company not being an industrial Company, the same is therefore not applicable to it.

FOREIGN EXCHANGE EARNINGS & OUTGO

The Company has earned an income of Rs. 149551/- in foreign exchange. The Company has not incurred any expenditure in foreign exchange during the year.

DIRECTORS RESPONSIBILITY STATEMENT PURSUANT TO SECTION 217 (2AA) OF THE COMPANIES ACT, 1956

Pursuant to section 217 (2AA) of the Companies Act, 1956, the board of Directors hereby confirms:

- i) In the preparation of the Annual accounts, the applicable Accounting Standards have been followed.
- ii) The Company has selected and applied such Accounting Policy consistently and judgements and estimates are made in a reasonable and prudent manner so as to give true and fair view of the state of affairs of the Company as at the end of financial year and profit of the Company for the period.
- iii) Proper and sufficient care has been taken for maintenance of accounting records in accordance with the provision of the Act for safeguarding the assets of the Company and for preventing/ detecting fraud and other irregularities.
- iv) The annual Accounts are prepared on a going concern basis.

ACKNOWLEDGEMENTS:

The Directors place on record their sincere appreciation of the valuable contribution made by the employees and shareholders at all levels towards the growth and performance of the Company.

The Directors would like to express their grateful appreciation for the assistance and Co-operation received from the various Departments of the Central and State Government and the Banks.

For & on behalf of the Board of Directors
ELEGANT FLORICULTURE & AGROTECH (INDIA) LIMITED

Place : Mumbai
Date : 26th June, 2009

Sd/-
(PAWAN KUMAR AGARWAL)
Director

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Your Company has incorporated a separate Section of Report on Corporate Governance in this Report in compliance with the Clause 49 of the Listing Agreement with the Stock Exchange, Mumbai thus committing it to transparency in all its dealings and places emphasis on business ethics.

Hope, by way of transparency in corporate management and reporting practices this will make a value addition.

2. BOARD OF DIRECTORS

- (i) Composition of Board, Directorships and Committees position held in other Companies as at 31st March 2009.

Directors	Executive / Non-Executive/ Independent	No. of outside Directorship Held	Outside As Chairman	Committees# As member
Shri Rajkumar Agarwal	Non Executive	7	None	None
Shri Pawan Kumar Agarwal	Non Executive	4	None	None
Shri Surendra Gupta	*Non Executive	1	None	None
Dr. Sheoram Agarwal	*Non Executive	2	None	None

* Also Independent

Only three Committees viz. Audit Committee, shareholders' Grievance Committee and Remuneration committee are considered for this purpose

Independent Director is defined as one who apart from receiving sitting fee as a Director, does not have any other material pecuniary relationship or transactions in his personal capacity with the Company, its promoters & management.

The Non-Executive Directors have no material pecuniary relationship or transactions in their personal capacity with the Company.

- (ii) Attendance of Directors in meetings held during the financial year 2008-2009.

Sr. No.	Nature & date of meetings	Name of Directors			
		R.K.Agarwal	P.K.Agarwal	S.S.Gupta	S.R.Agarwal
1	Board on 22.04.2008	Present	Present	Present	Present
2	Board on 21.06.2008	Present	Present	Present	Present
3	Board on 29.07.2008	Present	Present	Present	Present
4	Board on 14.10.2008	Present	Present	Present	Present
5	Board on 10.01.2009	Present	Present	Present	Present
6	Board on 27.01.2009	Present	Present	Present	Present
6	EGM on 02.06.2008	Present	Present	Absent	Absent
7	AGM on 24.09.2008	Present	Present	Absent	Present

1. AUDIT COMMITTEE

(i) Terms of Reference

The Audit Committee has been mandated with the terms of reference as specified in Clause 49 of the Listing agreement with the Stock Exchange, Mumbai & enumerated in section 292A of the Companies Act, 1956 and covers all the aspects stipulated by the SEBI Guidelines.

(ii) Composition Name of Members and Chairman

The Audit Committee is comprised of two independent Directors. During the financial year ended 31.03.2009, five Committee Meetings were held on 22nd April, 2008, 29th July, 2008, 7th August, 2008, 14th October, 2008 & 27th January, 2009. The composition of the Audit Committee and the attendance of each Director at their meetings are as follows :

Sr. No	Members	Meetings attended
1	Shri. Surendra Gupta - <i>Chairman</i>	5
2	Dr. Sheoram Agarwal	5
3	Shri. Pawan Kumar Agarwal	5

(iii) Invitee: (being entitled to attend as per relevant provisions of applicable laws/ rules and/or as and when felt necessary)

(a) The Statutory Auditors viz. M/s. Shiv Pawan & Company

(iv) The Chairman of the Audit Committee attended the Annual General Meeting held on 24th September, 2008 and provided clarifications to the members of the Company on the matters relating to Accounts and finance.

(v) The Audit Committee comprises persons with vast experience. Shri Surendra Gupta, Chairman is a practicing Chartered Accountant. Dr. Sheoram Agarwal, is a PHD holder and well known industrialist and Shri Pawan Kumar Agarwal having experience of around two and half decade of running business.

(vi) An Audit Committee meeting was held on 7th August, 2008 where the Annual Financial Statements for the year ended 31st March, 2008 were reviewed and examined by the members of the Audit Committee before recommendation of the same to the Board of Directors for their perusal and adoption.

The Audit Committee reviewed the Quarterly/Half Yearly Unaudited Financial Results on the following dates before recommending the same to the Board.

Sr. No.	Financial Reporting	Date of Approval by Audit Committee
1.	Quarter ended 31st March, 2008	22nd April 2008
2.	Quarter ended 30th June, 2008	29th July, 2008
3.	Quarter/Half Year ended 30th Sept. 2008	14th October, 2008
4.	Quarter ended 31st December, 2008	27th January 2009

4. REMUNERATION COMMITTEE

Since the Company has no Executive Director, as such constitution of Remuneration Committee is not required. The Company has not paid any remuneration to any director during the year.

5. SHAREHOLDERS COMMITTEE

(i) The Company has a 'Share Transfer Committee' to approve transfer and transmission of securities, issue of duplicate certificates and deals with other Shareholder related issues headed by Shri Rajkumar Agarwal, a Non-Executive Director of the Company. The Committee met 12 times during the year.

(ii) The Company also has a 'Shareholders/Investors Grievance Committee' headed by Shri Rajkumar Agarwal, a Non-Executive Director to specifically look into redressing of Shareholders' and Investors' complaints. It met 3 times during the year 2008-2009.

Shri Rajkumar Agarwal has also been designated by the Board as the 'Compliance Officer' of the Company for complying the requirements under the Listing Agreement with the Stock Exchange, Mumbai.

(iii) Number of Shareholders' complaints received during the year : Nil

Number not solved to the satisfaction of the Shareholders : Nil

Number of pending share Transfers : Nil

6. (i) DETAILS OF GENERAL MEETING

AGM Year	Date of the meetings	Location	Time
13th	29-09-2006	Vill: Mouje-Kashal	4.00 p.m.
14th	28-09-2007	Vill: Mouje-Kashal	4.00 p.m.
15th	24-09-2008	Vill: Mouje-Kashal	2.30 p.m.

- (ii) No Postal Ballot was put through during the last year as well as year 2008-09 and as of now there is no proposal pending for passing any resolution through Postal Ballot in the ensuing Annual General Meeting.

7. DISCLOSURES :

Disclosure on materially significant related party transactions i.e. transactions of the Company of Material nature, with its Promoters, the Directors or the Management, their subsidiaries or relatives etc. that may have potential conflict with the interest of the Company at large

There are no materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, directors or the management or relatives etc. during the year, that may have potential conflict with the interests of the Company at large.

Details of Non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchange or SEBI or any Statutory Authority or any matter related to Capital Market during last three years.

None

Secretarial Audit

A qualified practicing Company Secretary carried out a secretarial audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit confirms that the total issued/paid capital of the Company is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

8. MEANS OF COMMUNICATION :

Half yearly report sent to each household of Shareholder

No

Quarterly Results

The quarterly results as approved and taken on record by the Board of Directors of the Company within one month of the close of the relevant quarters are sent forthwith to the Stock Exchange, Mumbai and published in the proforma as prescribed in the Clause 41 of the Listing Agreement with the said Stock Exchange.

Which newspaper normally published in	The Free Press Journal (English Newspaper)
	Dainik Navshakti (Marathi newspaper)
Any website where displayed	NO
Whether it also displays official news release	N.A
Whether presentations made to institutional investors or to analyst	No request as such was received
Whether Management Discussion and Analysis Report is a part of Annual Report or not	Yes

9. **GENERAL SHAREHOLDERS INFORMATION :**

(i) Next AGM:

Date	Time	Venue
06-08-2009	2.30 p.m.	Vill.Mouje-Kashal Taluka- Maval. Wadgaon Dist.- Pune.

(ii) Financial Calendar (tentative) for year 2009-10 :

Financial Reporting	Date of submission to stock exchange	
For the quarter ending	30th June, 2009	4th week of July 2009
For the quarter/half year ending	30th Sept. 2009	4th week of Oct. 2009
For the quarter ending	31st Dec. 2009	4th week of Jan. 2010
For the year ending	31st March, 2010	4th week of April 2010

(iii) Next Dates of Book Closure

3rd August 2009 to 6th August 2009
(both days inclusive)

(iv) **Code of Conduct for Prevention of Insider Trading:**

Pursuant to the requirements of SEBI (Prohibitions of insider Trading) Regulations, 1992, as amended, the Company has adopted a "Code of Conduct for Dealing in Securities". The said Code of Conduct will be updated from time to time in line with the requirements of SEBI guidelines.

Code of Conduct for Senior Management:

The Company has adopted a Code of Conduct for Directors and Senior Management. It is the responsibility of the Board Members and Senior Management to familiarize themselves with the Code and comply with the same. The said Code of Conduct is made effective from 01-07-2007.

(v)	Dividend Payment Date	Not Applicable
(vi)	Listing on Stock Exchanges	The Shares of the Company are listed at Bombay Stock Exchange Limited, Mumbai - 400 001.
(vii)	Stock Code	526473
(viii)	ISIN No. for the Company's Equity Share in Demat Form	INE 152E01013
(ix)	Depository Connectivity	National Securities Depository Ltd (NSDL) and Central Depository Services (India) Ltd (CDSL)

(x) Stock Market Data

Month		High	Low
April,	2008	4.50	3.75
May,	2008	5.48	4.10
June,	2008	5.00	3.42
July,	2008	6.00	2.88
August,	2008	5.37	3.54
September,	2008	4.10	2.58
October,	2008	3.45	1.62
November,	2008	2.58	1.71
December,	2008	2.70	1.76
January,	2009	2.15	1.65
February,	2009	2.70	2.19
March,	2009	2.29	1.61

- (xi) **Registrar & Transfer Agents:** The Company has appointed Sharex Dynamic (India) Pvt. Ltd as a common agency for share registry work (both physical & electronic) for all matters connected with transfers and transmission of shares and also dematerialization of shares and other related functions.
- (xii) **Share Transfer System:** With a view to expedite the process of share transfers, the Board of Directors has delegated the power of share transfer to Share Transfer Committee of the Board, which meets almost once in every month. The shares for transfer received in physical mode by the Company, are transferred expeditiously and thereafter, option letter is sent to the transferee(s) for dematerialization, Confirmation in respect of the request for dematerialization of shares is sent to the respective depositories, i.e. National Security Depository Limited (NSDL) and Central Depository Services (India) Limited within 7 days.

(xiii) Registrar and Transfer Agent

SHAREX DYNAMIC (INDIA) PVT. LTD.

17/B, Dena Bank Building, 2nd Floor,
Horniman Circle, Fort,

Mumbai-400 001.

(xiv) DISTRIBUTION OF SHAREHOLDING AS ON 31st MARCH, 2009 :

(a) According to Category holdings :

Category	No. of Shareholders	% of Shareholders	No. of Shares	% of shares
Promoters	14	0.24	459628	7.66
FI(s) Bank & Mutual Fund	3	0.05	38700	0.65
Individual	5590	97.64	4754456	79.24
Corporate Bodies	113	1.98	743416	12.39
NRI/OCB	3	0.05	3200	0.05
Clearing Members	2	0.04	600	0.01
Total	5725	100.00	6000000	100.00

(b) According to Number of Equity Shares :

No. of Equity Shares held	No. of Shareholders	% of Shareholders	No. of Shares	% of shares
1-100	1341	23.42	127274	2.12
101-200	877	15.32	174159	2.90
201-500	1916	33.47	862295	14.37
501-1000	899	15.70	802913	13.38
1001-5000	555	9.70	1324118	22.07
5001-10000	68	1.19	514220	8.57
10001-100000	67	1.17	1912592	31.88
100001 & above	2	0.03	282429	4.71
Total	5725	100.00	6000000	100.00

(xv) Dematerialization of Shareholding and liquidity

66.02% Company's Equity shares are Dematerialized as on 31.03.2009

(xvi) Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, conversion date and likely impact on equity

Not applicable

(xvii) Plant Locations

Village : Mouje- Kashal, Taluka Maval, Wadgaon, Dist.- Pune

(xviii) Address for Correspondence

The shareholders may address their communications/suggestions/grievances/queries to our share transfer agent

SHAREX DYNAMIC (INDIA) PVT. LTD.

17/B, Dena Bank Building,
2nd Floor, Horniman Circle,
Fort, Mumbai - 400 001.

Chief Executive Officer and Chief Financial Officer Certificate:

The Chief Executive Officer has submitted to the Board of Directors the certification as per clause 49(V) of the Listing Agreement.

Declaration under Clause 49 of the Listing Agreement:

I, Confirm that the Company has, in respect of the period ended 31st March, 2009, received from the members of the Board and Senior Management Personnel of the Company, a declaration of compliance with the code of conduct as applicable to them.

Place : Mumbai
Date : 26-06-2009

Sd/-
Pawankumar Agarwal
CHAIRMAN

MANAGEMENT DISCUSSION AND ANALYSIS

The Company is engaged in the business of floriculture and is trying to achieve the desired growth. The Company has planned to expand its capacity to achieve the economy of the scale and thereby its topline and bottomline. To increase the capacity and to meet the working capital requirements and other corporate purposes, the Company has issued 1,00,00,000 warrants (convertible at the option of the warrant holders into equity shares) during the year. During the current financial year the Company has earned Net profit before tax of Rs. 2.25 lacs in comparison to Rs. 0.59 lacs during the previous year. However after provision for income tax and deferred tax the Company has incurred net loss of Rs. 7.42 lacs in comparison to a net profit of Rs. 1.88 lacs in the previous year. With the increase in capacity and other infrastructure facilities the management is of the view that the Company will perform well in the coming years.

AUDITORS COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To the members of
Elegant Floriculture & Agrotech (I) Limited

We have reviewed the compliance of conditions of Corporate Governance by Elegant Floriculture & Agrotech (I) Limited for the year ended 31st March, 2009 as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchange.

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 and the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance in all material respect as stipulated in the above mentioned listing agreement.

We state that there are no investor grievance(s) pending for a period exceeding one month against the company as per the report given by the Registrars of the Company and placed before the Investor Grievance Committee.

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 **SHIV PAWAN & COMPANY**
Chartered Accountants

Sd/-

S. H. GARG
(Partner)

Membership No. 85517

Place : Navi Mumbai.
Date : 26-06-2009

AUDITORS REPORT

AUDITORS REPORT TO THE MEMBERS OF ELEGANT FLORICULTURE & AGROTECH (I) LIMITED

We have audited the attached Balance Sheet of ELEGANT FLORICULTURE & AGROTECH (I) LIMITED, MUMBAI, as at 31st March, 2009, and the Profit and Loss Account of the Company for the year ended on that date, both annexed thereto. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.

- 1 We conducted our audit in accordance with auditing standards generally accepted in India. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. 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 statement presentation. We believe that our audit provides a reasonable basis for our opinion.
- 2 As required by Companies (Auditor's 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 enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said order to the Company.
- 3 Further to our comments in the Annexure referred to in paragraph 2 above, we report that :
 - (a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of the books;
 - (c) The Balance Sheet and Profit and Loss Account dealt with by this report are in agreement with the above books of accounts;
 - (d) In our opinion, the Profit and Loss Account and Balance Sheet dealt with by this report comply with the Accounting Standards referred to in sub-section (3c) of Section 211 of the Companies Act, 1956.
 - (e) On the basis of written presentations received from directors as on 31st March, 2009 and taken on records by the Boards of Directors, we report that none of the Directors are disqualified as on 31st March, 2009 from being appointed as a director in terms of clause (g) of sub-section (i) of section 274 of the Companies Act, 1956 on the accounts for the year ended on 31st March, 2009.

(f) In our opinion and to the best of our information and according to the explanations given to us, the said Balance Sheet and the Profit and Loss account read together with the 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) insofar as it relates to the Balance Sheet, of the state of affairs of the company as at 31st March, 2009, and
- ii) insofar as it relates to the Profit & Loss account, of the Loss of the company for the year ended on that date.
- iii) in the case of Cash Flow Statement, of the cash flows for the year ended on that date.

For SHIV PAWAN & COMPANY
Chartered Accountants

Place : Navi Mumbai
Date : 26th June, 2009

Sd/-
(S.H.GARG)
Partner

ANNEXURE TO THE AUDITOR'S REPORT OF EVEN DATE
(Referred to in paragraph 3 thereof)

- i) In respect of fixed assets :
 - a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b) The fixed assets have been physically verified by the management during the year. We are informed that no material discrepancies were noticed by the management on such verification.
 - c) A substantial part of fixed assets have not been disposed of during the year into consideration.
- ii) In respect of Inventories:
 - a) The physical verification of inventory has been conducted at regular intervals by the management.
 - b) The procedure of physical verification of inventory followed by the management is reasonable and adequate in relation to the size of the company and the nature of its business.
 - c) The company has been maintaining proper records of the inventory and no material discrepancies were noticed.
- iii) In respect of loans secured or unsecured, granted or taken by the company, to or from companies, firms or other parties covered in the register maintained under section 301 of the Act according to the information and explanation given to us.
 - a) The company has granted loans to companies, firms or other parties covered in the register mentioned in Section 301 of the Act as per point 6 of Schedule N of the Balance Sheet.
 - b) The terms and conditions of the loans granted and the rate of interest are not prima facie prejudicial to the interest of the company.
 - c) According to the information provided to us, the payment schedule for the loans appears to be reasonably regular.
 - d) According to the information provided to us, in cases where the amounts involved are more than Rs. 1 lac, reasonable steps are being taken for the recovery of the principal and interest.

- iv) In our opinion and according to the information and explanation given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods.
- v) In respect of transactions that need to be entered in the register maintained in pursuance of Section 301 of the Act in our opinion and according to the explanations given to us:
 - a) The company has entered in to transactions with parties mentioned in the register maintained in pursuance of Section 301. The company has maintained the necessary records for the same.
 - b) According to the information provided to us, the company has entered in the transaction which are reasonable and at prevailing market prices.
- vi) In our opinion and according to the information and explanation given to us, the Company has not accepted any deposits covered under section 58A of the Act during the year. Hence, the question of compliance with the provisions of Section 58A of the Act does not arise.
- vii) The Company has an internal audit system commensurate with its size and nature of the business.
- viii) The Central Government has not prescribed maintenance of cost records for the Company under section 209(1)(d) of the Act.
- ix) According to the information and explanation given to us in respect of statutory and other dues :
 - a) The Company is generally regular in depositing undisputed statutory dues including, Income-tax, Sales-tax, Customs Duty and other statutory dues with appropriate authorities when applicable. According to information and explanations given to us, provision of the statutes relating to ESIC and Provident Fund are not applicable to the company.
 - b) There are no disputed statutory dues.
- x) According to the information and explanation given to us in respect of Loss :
 - a) Since, the company has been registered for a period of more than five years, and it has accumulated losses of Rs. 1,60,859/- at the end of the financial year which are less than fifty percent of its net worth.
 - b) The company has not incurred the cash losses during the financial year into consideration.
 - c) The company has not incurred the cash losses during the financial year immediately preceding the financial year into consideration.

- xi) The Company has not defaulted on repayment of dues to any bank or financial institution. The company has not issued any debentures.
- xii) According to the information and explanations given to us, the Company has not granted loans and advances on basis of security by way of pledge of shares, debenture and other securities.
- xiii) As per information and explanations given to us, the nature of the Company's activities during the year under review is such that the provisions of any special statute applicable to chit fund are not applicable to the Company.
- xiv) As per information and explanations given to us, the Company has not dealt in shares, debentures and other securities.
- xv) As per information and explanations given to us, the company has not given any guarantee for loans taken by others from bank or financial institutions.
- xvi) As per information and explanations given to us, the company has not obtained any term loans during the year.
- xvii) According to the information and explanations given to us, no funds has been raised on short-term basis.
- xviii) The Company has made preferential allotment of convertible shares warrant during the year as mentioned in Point no. 11 of 'Schedule M' of the Balance Sheet.
- xix) No debentures have been issued by the Company during the year.
- xx) During the year, the Company has not raised any money by way of public issue.
- xxi) According to the information and explanations given to us, no fraud on or by the Company have been noticed or reported during the financial year under review.

For SHIV PAWAN & COMPANY
Chartered Accountants

Sd/-
(S.H.GARG)
Partner

Place : Navi Mumbai
Date : 26th June, 2009

BALANCE SHEET AS AT 31ST MARCH 2009

PARTICULARS	Schedule No.	Current Year ended 31-03-2009	Previous Year ended 31-03-2008
SOURCES OF FUND :			
1. SHAREHOLDERS' FUNDS			
a) Share Capital	A	69,671,500	59,671,500
b) Capital Reserves		695,179	695,179
c) Profit & Loss Account		-	581,150
		<u>70,366,679</u>	<u>60,947,829</u>
2. SECURED LOANS	B	4,356,363	5,074,292
3. DEFERRED TAX LIABILITY	C	2,068,284	1,109,575
TOTAL (1+2+3)		<u><u>76,791,326</u></u>	<u><u>67,131,696</u></u>
APPLICATION OF FUNDS :			
4. FIXED ASSETS			
a) Net Block	D	<u>34,775,643</u>	<u>37,538,422</u>
5. CURRENT ASSETS, LOANS & ADVANCES			
a) Sundry Debtors	E	11,131,718	835,531
b) Cash & Bank Balances	F	364,369	1,482,424
c) Loans & Advances	G	<u>35,856,209</u>	<u>27,153,210</u>
		47,352,296	29,471,165
Less : Current Liabilities & Provisions	H	<u>8,213,465</u>	<u>2,076,594</u>
		<u>39,138,831</u>	<u>27,394,571</u>
6. MISCELLANEOUS EXPENDITURE			
Miscellaneous Expenditure to the extent w/off or adjusted	I	2,715,993	2,198,703
7. PROFIT & LOSS ACCOUNT		<u>160,859</u>	-
TOTAL (4+5+6+7)		<u><u>76,791,326</u></u>	<u><u>67,131,696</u></u>

Notes to Accounts

M

The Schedules & Notes referred to above form an integral part of the Accounts.

As per our report of even date
For SHIV PAWAN & COMPANY
Chartered Accountants

For ELEGANT FLORICULTURE &
AGROTECH (INDIA) LIMITED

Sd/-
(S.H.GARG)
Partner

Sd/-
(RAJ KUMAR AGARWAL)
Director

Sd/-
(PAWAN KUMAR AGARWAL)
Director

Place : Navi Mumbai
Date : 26th June, 2009

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009

PARTICULARS	Schedule No.	Current Year ended 31-03-2009	Previous Year ended 31-03-2008
INCOME :			
Sales & Other Income	J	16,818,651	5,545,290
TOTAL		<u>16,818,651</u>	<u>5,545,290</u>
EXPENDITURE :			
Purchases & Consumables	K	11,071,635	476,546
Administrative & Other Expenses	L	2,258,615	2,123,615
Interest paid		481,291	104,292
Depreciation		2,782,379	2,781,448
TOTAL		<u>16,593,920</u>	<u>5,485,901</u>
Net Profit before Income-tax/Adjustment		224,731	59,389
Less: Provision for Income-tax		-	6,117
Less: Provision for FBT		8,031	9,014
Less : Deferred Tax Liabilities/(Assets)		958,709	(143,564)
Net Profit/(Loss) After Income-tax		<u>(742,009)</u>	<u>187,822</u>
Balance Brought Forward		581,150	393,328
Balance Carried Forward to Balance Sheet		<u>(160,859)</u>	<u>581,150</u>

Notes to Accounts

M

The Schedules & Notes referred to above form an integral parts of the Accounts.

As per our report of even date
For SHIV PAWAN & COMPANY
Chartered Accountants

For ELEGANT FLORICULTURE &
AGROTECH (INDIA) LIMITED

Sd/-
(S.H.GARG)
Partner

Sd/-
(RAJ KUMAR AGARWAL)
Director

Sd/-
(PAWAN KUMAR AGARWAL)
Director

Place : Navi Mumbai
Date : 26th June, 2009

SCHEDULES

Schedules Annexed to and forming part of Balance Sheet as on 31st March, 2009

PARTICULARS	Current Year ended 31-03-2009	Previous Year ended 31-03-2008
SCHEDULE 'A':		
SHARE CAPITAL		
Authorised Capital 16,000,000 (600,00,00) Equity Shares of Rs.10/-(10/-) each	<u>160,000,000</u>	<u>60,000,000</u>
Issued, Subscribed & Paid Up Capital 600,00,00 (600,00,00) Equity Shares of Rs.10/- (10/-) each fully paid up	60,000,000	60,000,000
Less: Calls unpaid by other than Directors	<u>328,500</u>	<u>328,500</u>
	59,671,500	59,671,500
Add: Warrants Convertible into Equity Shares	<u>10,000,000</u>	-
	<u>69,671,500</u>	<u>59,671,500</u>
SCHEDULE 'B':		
SECURED LOANS		
Bank of Maharashtra (Secured against hypothecation of shed, flowers, dried irrigation set, stock of pesticide & land and personal guarantee of one of the director of company)	4,356,363	5,074,292
	<u>4,356,363</u>	<u>5,074,292</u>
SCHEDULE 'C':		
DEFERRED TAX LIABILITY		
Opening Balance b/f	1,109,575	1,253,139
Add: During the year	<u>958,709</u>	<u>(143,564)</u>
	<u>2,068,284</u>	<u>1,109,575</u>

SCHEDULE D: SCHEDULE OF FIXED ASSETS
DEPRECIATION CHART AS PER STRAIGHT LINE METHOD FOR THE YEAR ENDED ON 31ST MARCH, 2009

Amount in Rs.

PARTICULARS		GROSS BLOCK				DEPRECIATION				NET BLOCK	
NAME OF THE ASSETS	RATE %	COST AS ON 01-04-08	ADDITION DURING THE YEAR	SALES DURING THE YEAR	COST AS ON 31-03-09	DEPR. UPTO 31-03-08	WITHDAR DURING THE YEAR	DEPN DURING THE YEAR	DEPR. UPTO 31-03-09	AS ON 31-03-09	AS ON 31-03-08
LAND	0.00	430,627	-	-	430,627	-	-	-	-	430,627	430,627
BUILDING	1.63	9,659,801	-	-	9,659,801	1,153,122	-	157,455	1,310,577	8,349,224	8,506,679
PLANT & MACHINERY	4.75	44,173,151	-	-	44,173,151	21,585,463	-	2,098,225	23,683,688	20,489,463	22,587,688
PLANTING MATERIAL	4.75	7,700,905	-	-	7,700,905	3,583,202	-	365,793	3,948,995	3,751,910	4,117,703
ELECTRICAL INST.	4.75	2,843,994	19,600	-	2,863,594	1,353,298	-	136,021	1,489,319	1,374,275	1,490,696
FURNITURE & FIXTURE	6.33	67,836	-	-	67,836	11,437	-	4,294	15,731	52,105	56,399
TOOLS & EQUIPMENTS	4.75	399,271	-	-	399,271	70,389	-	18,965	89,354	309,917	328,882
Two Wheeler (Scooter)	7.07	23,000	-	-	23,000	3,252	-	1,626	4,878	18,122	19,748
TOTAL		65,298,585	19,600	-	65,318,185	27,760,163	-	2,782,379	30,542,542	34,775,643	37,538,422
PREVIOUS YEAR		54,434,365	10,864,220	-	65,298,585	24,978,715	-	2,781,448	27,760,163	37,538,422	29,455,650

SCHEDULES (Contd....)

PARTICULARS	Current Year ended 31-03-2009	Previous Year ended 31-03-2008
SCHEDULE 'E':		
SUNDRY DEBTORS (unsecured, considered good)		
Debts outstanding for a period exceeding 6 months	9,980,376	-
Other Debts	1,151,342	835,531
	<u>11,131,718</u>	<u>835,531</u>
SCHEDULE 'F':		
CASH & BANK BALANCES		
Cash in hand (Certified by Director)	308,215	255,775
Balance with Schedule Banks in Current Account	56,154	1,226,649
	<u>364,369</u>	<u>1,482,424</u>
SCHEDULE 'G':		
LOANS AND ADVANCES		
Advances recoverable in cash or kind for value to be received.	33,907,190	25,767,409
Deposits	12,500	13,200
Income Tax for the A. Y. 2006-2007	118,894	118,894
Income tax for the A. Y. 2007-2008	416,248	416,248
Income tax for the A. Y. 2008-2009	607,248	613,365
Income tax for the A. Y. 2009-2010	496,026	-
Staff Advance	271,000	214,000
F. B. T. for A. Y. 2008-09	1,080	10,094
F. B. T. for A. Y. 2009-10	6,180	-
VAT Refundable for F. Y. 2008-09	17,328	-
Advance given to creditors	2,515	-
	<u>35,856,209</u>	<u>27,153,210</u>
SCHEDULE 'H':		
CURRENT LIABILITIES & PROVISIONS		
Sundry Creditors	8,119,320	1,886,518
Profession Tax (Staff)	4,080	2,820
T.D.S. Payable on Legal & Professional Fess	1,194	41,431
T.D.S. Payable to Contractors & Sub-Contractors	3,214	-
Audit Fees Payable	33,563	34,478
Legal & Professional Fees Payable	8,400	4,000
Provision for Income Tax (A. Y. 2008-09)	-	6,117
Service Tax Payable	35,663	92,216
Provision for F. B. T. A. Y. 08-09	-	9,014
Provision for F. B. T. A. Y. 09-10	8,031	-
	<u>8,213,465</u>	<u>2,076,594</u>

SCHEDULES (Contd....)

PARTICULARS	Current Year ended 31-03-2009	Previous Year ended 31-03-2008
SCHEDULE 'I':		
MISCELLANEOUS EXPENDITURE		
(to the extent not w/off or adjusted)		
Issue Expenses	2,198,703	2,311,863
Less: W/off during the year	<u>113,160</u>	<u>113,160</u>
	<u>2,085,543</u>	<u>2,198,703</u>
Deferred Revenue Expenditure	700,500	-
Less: W/off during the year	<u>70,050</u>	<u>-</u>
	<u>630,450</u>	<u>-</u>
	<u>2,715,993</u>	<u>2,198,703</u>
SCHEDULE 'J':		
SALES & OTHER INCOMES		
Sales	13,413,549	1,061,966
Brokerage & Commission	1,754,432	2,514,425
Interest Received	<u>1,650,670</u>	<u>1,968,899</u>
	<u>16,818,651</u>	<u>5,545,290</u>
SCHEDULE 'K':		
PURCHASES & CONSUMABLES		
Opening Stock	-	-
Add: Purchases	<u>10,332,636</u>	<u>-</u>
	<u>10,332,636</u>	<u>-</u>
Less: Closing Stock	<u>-</u>	<u>-</u>
	<u>10,332,636</u>	<u>-</u>
Consumable Stores	<u>738,999</u>	<u>476,546</u>
	<u>11,071,635</u>	<u>476,546</u>
SCHEDULE 'L':		
A) ADMINISTRATIVE & OTHER EXPENSES		
Wages & Labour	310,472	293,902
Packing Charges	54,922	41,822
Transportation & Hamali Charges	225,558	22,065
Electricity Expenses	11,711	10,834
Repair & Maintenance (Plant & Machinery)	31,383	248,392
Discount A/c	<u>14,965</u>	<u>-</u>
	<u>649,011</u>	<u>617,015</u>

SCHEDULES (Contd....)

PARTICULARS	Current Year ended 31-03-2009	Previous Year ended 31-03-2008
B) OTHER EXPENSES		
Payment to & Provisions made for employees		
i) Salaries & Leave wages	338,422	168,070
ii) Bonus	48,270	34,000
Staff Welfare	18,983	37,580
Printing & Stationery	122,200	108,976
Telephone Expenses	42,939	44,377
Postage & Stamps	21,070	30,853
Conveyance Charges	30,150	44,780
Travelling Expenses	67,484	-
Payment to Statutory Auditors		
i) as Statutory Auditors	14,150	16,500
ii) in Other Capacity	5,000	-
Tax Audit Fees	19,413	17,978
Advertisement Expenses	6,817	5,844
Legal & Professional Charges	146,975	88,136
Bank commission	2,801	51,619
Miscellaneous Expenses	26,428	79,599
Profession Tax (Company)	2,500	2,500
Vehicle Expenses	10,752	21,864
Issue Expenses w/off	113,160	113,160
Annual Fees	39,097	37,472
Annual General Meeting Expenses	17,930	16,410
Share Transfer Expenses	11,586	27,004
Fees & Fine	9,464	3,653
Service Tax Paid	197,019	268,511
Repairs & Maintenance		
i) On Building	193,566	225,713
ii) On Others	13,731	24,576
Security Charges	-	36,000
Demat Charges	-	1,405
Sales Tax Paid A/c	1,154	20
Insurance Charges	15,394	-
Rates & Taxes	3,099	-
Deferred revenue expenditure w/off	70,050	-
	<u>1,609,604</u>	<u>1,506,600</u>
Total (A+B)..	<u>2,258,615</u>	<u>2,123,615</u>

SCHEDULE 'M':

NOTES FORMING PART OF ACCOUNTS FOR THE YEAR ENDED ON 31ST MARCH, 2009

- 1 Contingent Liability not acknowledged as Debt is Rs. Nil (Nil).
- 2 In the opinion of the Board of Directors, the Current assets, loans and advances have a value which on realisation in the ordinary course of Business would be at least equal to the amount stated in the Balance Sheet.
- 3 Significant Accounting Policies :
 - (A) The Company generally follows mercantile method of accounting except the following which are accounted on cash basis.
 - i) Gratuity and incentives to employees
 - ii) Income from investment
 - iii) Claims and interest due on overdue bills.
 - (B) Depreciation on fixed assets have been provided on straight line method as per schedule XIV of the Companies Act, 1956, on Single shift basis.

4 Income Tax :

Income taxes are accounted for in accordance with Accounting Standard 22 on Accounting for Taxes on Income. Taxes comprise both current and deferred tax.

Current tax is measured at amount expected to be paid to the taxation authorities, using the applicable tax rates and tax laws.

The tax effect of the timing differences that result between taxable income and accounting income and are capable of reversal in one or more subsequent periods are recorded as a deferred tax assets or liability.

They are measured using the substantively enacted rates and tax regulations.

- 5 Pursuant to Clause 32 of the Listing Agreement, on disclosure of Loans/Advances in the nature of loans, the relevant information is provided hereunder :

Sr. No.	Particulars	Closing Balance as on 31.03.2009 (Rs.)	Maximum amount due during the year (Rs.)
1.	Loans & Advances to a Company in which key management person or his relatives have substantial interest (Note 1): Surajbhan Rajkumar Pvt. Ltd.	18,587,190	21,269,269

Note 1 :

There are no repayment schedule for the loans and advances to the companies in which key management person or his relatives have substantial interest, as mentioned above, as these are in the nature of current account and repayable on demand.

- 6 Additional information pursuant to the provision of paragraph 3(x)(f), 4C and 4D of part II of Schedule VI of the Companies Act, 1956.

	Amount in Rs.	Amount in Rs.
a) Amount paid / payable to auditors		
Statutory Audit fees	14,150	(16,500)
For Other Matters	5,000	(NIL)
b) Expenditure / Income in Foreign Currency		
Expenditure in Foreign Currency	NIL	(NIL)
Earnings in Foreign Currency	149,551	(NIL)
c) Quantitative details for Flowers :	Current Year 31-03-2009	Previous Year 31-03-2008
i) Licensed Capacity	Not Applicable	Not Applicable
ii) Installed Capacity	22.50 Lacs (Flowers)	22.50 Lacs (Flowers)
iii) Actual Production	12.69 Lacs (Flowers)	7.08 Lacs (Flowers)
iv) Opening Stock, Purchases, Sales & Closing Stock (Flowers)		

Particulars	Current Year (No. in Lacs)	Previous Year (No. in Lacs)	Current Year (Amt. in Lacs)	Previous Year (Amt. in Lacs)
Opening Stock	NIL	NIL	NIL	NIL
Production	12.69	7.08	N. A.	N. A.
Sales	12.69	7.08	25.08	10.62
Closing Stock	NIL	NIL	NIL	NIL

Quantitative details for Steel :

Particulars	Current Year (In Metric Tons)	Previous Year (In Metric Tons)	Current Year (Amt. in Lacs)	Previous Year (Amt. in Lacs)
Opening Stock	NIL	NIL	NIL	NIL
Purchases	248.25	NIL	103.33	NIL
Sales	248.25	NIL	109.06	NIL
Closing Stock	NIL	NIL	NIL	NIL

- 7 Pursuant to compliance of Accounting Standard (AS) 20 "Earnings per Share", the relevant information is provided here below :

Particulars	Amount (Rs.)
1 Net profit / (loss) after tax as per Profit & Loss A/c	(742,009)
2 No. of Equity shares of Rs. 10/- during the year	6,000,000
3 Earnings/(Loss) per equity share of Rs. 10/- Each Basic/Diluted (1)/(2) (EPS)	(0.12)

SCHEDULE 'M':

NOTES FORMING PART OF ACCOUNTS FOR THE YEAR ENDED ON 31ST MARCH, 2009

9 Balance Sheet Abstract and Company's General Business Profile :**i. Registration Details :**

Registration No.	11-73872
State Code	11
Balance Sheet Date	31st March, 2009

ii. Capital raised during the year : (Rs. in Lacs)

Public Issue	0.00
Rights Issue	0.00
Bonus Issue	0.00
Private Placement	100.00

iii. Position of Mobilisation and Deployment of funds :

Total Liabilities	850.05
Total Assets	850.05

Sources of Funds :

Paid up Capital	696.72
Reserves & Surplus	6.95
Secured Loans	43.56
Unsecured Loans	0.00
Deferred Tax Liability	20.68

Application of Funds :

Net Fixed Assets	347.76
Investment	0.00
Net Current Assets	391.38
Miscellaneous Expenditure	27.16
Accumulated Losses	1.61

SCHEDULE 'M':

NOTES FORMING PART OF ACCOUNTS FOR THE YEAR ENDED ON 31ST MARCH, 2009

Performance of Company	(Rs. in Lacs)
Turnover/Income	168.19
Total Expenditure	165.94
Profit before Taxation	2.25
Add : Deferred Tax Assets	9.59
Less: Provision for Tax	0.00
Less: Provision for FBT	0.08
Profit after tax	(7.42)
Earnings Per Share in (Rs.)	(0.12)
Dividend Rate	0.00

Generic Names of principal products, services of the Company .

Item Code no. :

Product Description : Growing of Cut Flowers

Signature to Schedule 'A' to 'M'

As per our report of even date
For SHIV PAWAN & COMPANY
Chartered Accountants

For ELEGANT FLORICULTURE &
AGROTECH (INDIA) LIMITED

Sd/-
(S.H.GARG)
Partner

Sd/-
(RAJ KUMAR AGARWAL)
Director

Sd/-
(PAWAN KUMAR AGARWAL)
Director

Place : Navi Mumbai
Date : 26th June, 2009

SCHEDULE 'M':

NOTES FORMING PART OF ACCOUNTS FOR THE YEAR ENDED ON 31ST MARCH, 2009

- 6 Pursuant to compliance of Accounting Standard (AS) 18 "Related Party Disclosures", provisions of section 301 of the Companies Act, 1956, as per Point (iii)(a) of the Annexure to the Companies (Auditor's Report) Order, 2003 and also the loans taken or granted by the Company which is covered under section 370(1-B) of the Companies Act, 1956, the relevant information is provided hereunder :

A) Related Parties where control exists

Sr. No.	Name of Party	Relationship
1	Rajkumar B. Agarwal	Key Management Personnel
2	Pawankumar B. Agarwal	Key Management Personnel

- B) The details of the related parties with whom transactions have taken place in the current and the preceeding year.

Name of the Party - Surajbhan Rajkumar Private Limited (A Company in which key management person or his relatives have substantial interest/significant influence)

Amount in Rs.

Sr. No.	Nature of Transaction	Current Year			Preceeding Year		
		Loan Given	Loan Taken	Closing Balance (Dr.)	Loan Given	Loan Taken	Closing Balance (Dr.)
1	Loan Transactions	32,274,939	13,687,749	18,587,190	30,138,910	11,889,641	18,249,269
2	Interest Received	1,530,670			1,406,021		

- 7 Pursuant to compliance of Accounting Standard (AS) 17 regarding "Segment Reporting" the relevant information is provided here below :

Particulars	Floriculture	Trading in Steel	Brokerage	Total
REVENUE				
Local sales	2,231,158	10,905,540	-	13,136,698
Export	276,851	-	-	276,851
Total sales	2,508,009	10,905,540	-	13,413,549
Other Income				
Interest Received	1,650,670	-	-	1,650,670
Brokerage & Commission	-	-	1,754,432	1,754,432
Total Revenue	4,158,679	10,905,540	1,754,432	16,818,651

Particulars	Floriculture	Trading in Steel	Brokerage	Total
EXPENDITURE				
Purchases	—	10,332,636	—	10,332,636
Consumable Stores	738,999	—	—	738,999
Transportation Charges	175,539	50,019	—	225,558
Service Expenses	4,521	1,546	190,952	197,019
VAT Expenses	—	—	1,154	1,154
Other Expenses	4,064,824	—	—	4,064,824
Unallocated Expenses	—	—	—	552,439
Total Expenditure	4,983,883	10,384,201	192,106	16,112,629
SEGMENT RESULT				
Operating Profit	(825,204)	521,339	1,562,326	706,022
Interest Expenses	481,138	—	153	481,291
Provision for F. B. T.	8,031	—	—	8,031
Deferred Tax Liability	958,709	—	—	958,709
Net profit	(2,273,082)	521,339	1,562,173	(742,009)
OTHER INFORMATION				
Segment assets				
Fixed Assets	34,775,643	—	—	34,775,643
Loans & Advances	34,186,885	—	—	34,186,885
Sundry Debtors	861,287	9,943,896	326,535	11,131,718
Cash in hand	308,215	—	—	308,215
Bank A/c	56,154	—	—	56,154
VAT refundable A. Y. 08-09	17,328	—	—	17,328
Profit & Loss A/c	2,273,082	—	—	2,273,082
Unallocated Profit & Loss A/c	—	—	—	552,439
Unallocated assets	—	—	—	4,367,989
Total assets	72,478,594	9,943,896	326,535	87,669,453
Segment liabilities				
Bank O/D	4,356,363	—	—	4,356,363
Sundry Creditors	111,684	8,007,636	—	8,119,320
Deferred Tax Liability	2,068,284	—	—	2,068,284
Profession Tax & T. D. S.	8,488	—	—	8,488
Service Tax	4,521	—	31,142	35,663
Provisions	49,994	—	—	49,994
Shareholders' Funds	69,671,500	—	—	69,671,500
Reserves & Surplus	—	521,339	1,562,173	2,083,512
Unallocated Reserves & Surplus	—	—	—	1,276,329
Total liabilities	76,270,834	8,528,975	1,593,315	87,669,453
Capital Expenditure	19,600	—	—	19,600
Depreciation	2,782,379	—	—	2,782,379
Amortisation	183,210	—	—	183,210

SCHEDULE 'M':

NOTES FORMING PART OF ACCOUNTS FOR THE YEAR ENDED ON 31ST MARCH, 2009

- 8 As per the information given by the Company, there are no suppliers who are covered under the Micro, Small and Medium Enterprises Development Act, 2006.
- 9 Figures in brackets represent the figures of the previous year and have been regrouped / rearranged wherever necessary.
- 10 During the year the Company has created deferred tax liability of Rs. 9,37,064/-.
- 11 Warrants Convertible into Equity Shares
- a) The Warrants shall be convertible (at the sole option of the warrant holders) at any time within a period of 18 months from the date of allotment of Warrants.
 - b) Each Warrant shall be convertible into one Equity Share of nominal value of Rs. 10/- each in the Company.
 - c) The Warrant holder(s) shall, before the date of conversion of the Warrants into Equity Shares, pay the balance 90% viz., Rs. 9/- per warrant/share, of the consideration towards the subscription to each Equity Share.
 - d) The amount paid on application i. e., 10% of the total consideration per warrant viz. Re. 1/- per Warrant, shall be forfeited, if the option to acquire shares within the stipulated period as referred to in 'a' above is not exercised.
 - e) The Warrants shall be locked in for a period of 3 years from the date of their allotment in respect of the promoter group and for a period of 1 year in respect of other investors, provided that the lock-in on shares acquired by conversion of Warrants shall be reduced to the extent the warrants have already been locked-in.

AUDITORS' CERTIFICATE

We have audited the attached Cash Flow Statement of ELEGANT FLORICULTURE & AGROTECH (I) LIMITED, MUMBAI, as at 31 March, 2009. The statement is made by the Company and in accordance with the requirement of listing agreement Clause 32 with Stock Exchange and is based on and in agreement with the corresponding profit and loss account and balance sheet of the Company covered by our report dated 29th June, 2009, to the members of the Company.

For SHIV PAWAN & COMPANY
Chartered Accountants

Sd/-
(S.H.GARG)
Partner

Place : Navi Mumbai
Date : 26th June, 2009

**ANNEXURE TO CLAUSE - 32 OF THE LISTING AGREEMENT
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2009**

A. Cash Flow from Operating Activities	Rs. In Lacs
Net Profit After tax and extraordinary items	(7.42)
Add: Depreciation	27.82
Deferred Tax Liability during the year	9.59
Issue Expenses Written Off	1.13
Deferred Revenue Expenditure W/o during the year	0.70
Add: Items considered separately	
Interest Paid	4.81
Less: Items considered separately	
Interest Received	(16.51)
Operating Profit before Working Capital Changes	20.12
Changes in Working Capital	
Increase in Sundry Debtors	(102.96)
Increase in Other Current Assets	(5.62)
Increase in Sundry Creditors	62.33
Decrease in Short Term Borrowings	(7.18)
Decrease in Other Current Liabilities	(0.96)
Net Changes in Working Capital	(54.39)
Cash Flow from Operating Activities	(34.27)
Less: Taxes Paid	-
Net Cash Flow from Operating Activities	(34.27)
B. Cash Flow from Investment Activities :	
Purchase of Fixed Assets	(0.20)
Increase in Loans & Advances	(81.40)
Interest Received	16.51
Net Cash Flow from Investment Activities	(65.09)
C. Cash Flow from Financing Activities :	
Proceeds from Issue of Convertible Share Warrant	100.00
Expenses for Issue of Share Warrant	(7.01)
Interest Paid	(4.81)
Net Cash Flow from Financing Activities	88.18
Net Increase/(Decrease) in Cash & Cash Equivalents	(11.18)
Cash & Cash Equivalents as at 31st March, 2008	14.82
Cash & Cash Equivalents as at 31st March, 2009	3.64

As per our report of even date
For SHIV PAWAN & COMPANY
Chartered Accountants

For ELEGANT FLORICULTURE &
AGROTECH (INDIA) LIMITED

Sd/-
(S.H.GARG) Partner

Sd/-
(RAJ KUMAR AGARWAL)

Sd/-
(PAWAN KUMAR AGARWAL)

Place : Navi Mumbai
Date : 26th June, 2009

Director

Director

ELEGANT FLORICULTURE & AGROTECH (INDIA) LIMITED
Regd. Office: Village Mouje-Kashal, Taluka-Maval, Wadgaon, Dist. Pune.

ATTENDANCE SLIP

Annual General Meeting - 6th August, 2009

Name : _____ No. of Shares : _____
Address : _____ Jt. Holder : _____
1 _____ F/H Name : _____
2 _____

For Shares held in Physical Mode Regd. Folio No. _____ (Please note that folio No. must be provided)	For Shares held in Electronic Mode DPID No. _____ CLIENT ID No. _____ (Please note that both DPID No. and CLINT ID No. must be provided)
---	---

I certify that I am a registered Shareholder / Proxy for the registered Shareholder of the Company.

I hereby record my presence at the 16th Annual General Meeting of the Company to be held on August 6th, 2009 at 2:30 p.m. at Village Mouje-Kashal, Taluka-Maval, Wadgaon, Dist. Pune.

Member's/Proxy's name in BLOCK LETTERS _____

Member's/Proxy's Signature _____

Note : Please fill in this attendance slip and at the time of handling it over for registration at the above address

ELEGANT FLORICULTURE & AGROTECH (INDIA) LIMITED
Regd. Office: Village Mouje-Kashal, Taluka-Maval, Wadgaon, Dist. Pune.

PROXY FORM

Annual General Meeting - 6th August, 2009

For Shares held in Physical Mode Regd. Folio No. _____ (Please note that folio No. must be provided)	For Shares held in Electronic Mode DPID No. _____ CLIENT ID No. _____ (Please note that both DPID No. and CLINT ID No. must be provided)
---	---

I / We _____ of _____
in the district of _____ being a member /members of the above named Company,
hereby appoint _____ of _____ in the district of _____
or failing him _____ of _____

as my/our proxy to vote for me/us on my/our behalf, at the 16th Annual General Meeting of the Company to be held on Thursday, the 6th August, 2009 at 2.30 p.m. at Village Mouje-Kashal, Taluka-Maval, Wadgaon, Dist. Pune and at any adjournmant thereof.

Signed this _____ day of _____ 2009

Signed by proxy _____ Signature of the member _____

Affix Rs. 1-
Revenue
Stamp

NOTE : The form in order effective must be stamped, completed and signed and must be deposited at the Registered Office of the Company, not less than 48 hours before the Commenment of Meeting.

BOOK-POST
PRINTED MATTER
U.P.C

TO:

**If Undelivered, please return to :
ELEGANT FLORICULTURE &
AGROTECH (INDIA) LIMITED
Village Mouje-Kashal,
Taluka-Maval, Wadgaon,
Dist. Pune.**