

**Seventeenth Annual Report  
2008 - 2009**

**RGN SECURITIES AND HOLDINGS LIMITED**

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2008 - 2009**

**RGN SECURITIES AND HOLDINGS LIMITED**

**BOARD OF DIRECTORS**

M.R.G. Naghesen - Director  
Dr. P. I. Peter - Director  
Mrs. S. Kala - Director

**Statutory Auditors :**

Sri & Co.,  
Chartered Accountants  
27, Ramakrishna Street,  
T.Nagar, Chennai - 600 017.

**Bankers :**

State Bank of India

**Registered Office :**

85, First Main Road, Gandhi Nagar, Adyar, Chennai - 600 020.

**RGN SECURITIES AND HOLDINGS LIMITED**  
Registered Office: 85, I Main Road, Gandhi Nagar, Adyar,  
Chennai-600020

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**NOTICE TO THE MEMBERS**

Notice is hereby given that the Seventeenth Annual General Meeting of the Shareholders of the Company will be held on Wednesday 30<sup>th</sup> September 2009 at 11.00 A.M. at, 85, First Main Road, Gandhi Nagar, Adyar, Chennai-600 020 to transact the following business.

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Directors' Report, the profit and loss Account for the year ended 31<sup>st</sup> March 2009, the Balance Sheet as at the date and the Auditors' Report there on.
2. To elect a director in place of Mrs. S. Kala who retires by rotation and being eligible offers herself for reappointment.
3. To appoint Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration. M/s. Sri & Co., Chartered Accountants, the retiring auditors is eligible for re-appointment.

Chennai  
23<sup>rd</sup> August 2009

By order of the Board

-sd-  
Dr. P.I. Peter  
Director

Registered Office  
85, I Main Road, Gandhi Nagar, Adyar,  
Chennai-600 020

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY SHOULD BE LODGED WITH THE COMPANY AT LEAST FORTY EIGHT HOURS BEFORE THE SCHEDULED COMMENCEMENT OF THE MEETING.**

**Revenue Stamp for 15 paise should be affixed on the Proxy Form. Forms which are not stamped or inadequately stamped are liable to be considered invalid. Further, for identification purposes etc., it is advisable that the proxy holder's signature may also be furnished in the Proxy Form.**

2. The Registrar of members and Share Transfer Books of the Company will remain closed from Wednesday 23<sup>rd</sup> September 2009 to Wednesday 30<sup>th</sup> September 2009 (both days are inclusive)
3. Members are requested to notify immediately any change in their address to the company.
4. No gifts/refreshments will be provided at the venue of the meeting.

## DIRECTORS' REPORT

Your Directors are pleased to present the 17<sup>th</sup> Annual Report together with the Audited Accounts of Your Company for the year ended 31 March 2009.

Financial Results of Your Company are as follows:

|                                   | Year ended<br>31.03.2009<br>(Rs.) | Year ended<br>31.03.2008<br>(Rs.) |
|-----------------------------------|-----------------------------------|-----------------------------------|
| Total Income                      | -                                 | -                                 |
| Total Expenditure                 | 52057                             | 582751.00                         |
| Profit/(loss) before depreciation | (52,057)                          | (582751.00)                       |
| Less: Depreciation                | (13079.19)                        | 20158.24                          |
| Profit/(Loss) after Tax           | (65136.19)                        | (602909.24)                       |

### DIVIDEND

In view of Loss, Your Directors do not recommend any dividend for the financial year ended 31<sup>st</sup> Mach 2009.

### OPERATIONS

The Company is not doing any business due to diverse reasons.

The For-ex industry has seen many changes and revisions over the past few years and specifically so in the past one year. Foreign exchange quotas for travel abroad have been relaxed. The industry however still requires government support and streamlining. The recent developments in the Stock markets would appear to have slightly dampened the earlier buoyancy and optimism in the economy.

### OUTLOOK

Your company has found a new avenue for expansion of other segments. The need of the hour is to leverage technology to cover the entire length and breadth of the existing market by offering a delightful service to the customers. Your Company has to differentiate its service with the help of technology and human capital. Against this backdrop, your company has been marching ahead to face the competition and improve its market share.

## **DIRECTORS**

**Mrs. S. Kala is retiring by rotation and being eligible offers themselves for re-appointment.**

## **SECRETARIAL COMPLIANCE REPORT**

**In accordance with Section 383A of the Companies Act, 1956 as amended by the companies (Amendment) Act, 2000, your company is required to obtain a Secretarial Compliance Certificate by a Company Secretary in whole time practice. Accordingly, a secretarial Compliance Certificate is attached hereto.**

## **PUBLIC DEPOSITS**

**During the year under review, the Company has neither invited nor received any deposits from the public.**

## **AUDITORS**

**M/s. Sri & Co., Chartered Accountants, retires at the ensuing annual general meeting and is eligible for re-appointment.**

## **DIRECTORS' RESPONSIBILITY STATEMENT**

**Pursuant to Section 217 (2AA) of the Companies Act, 1956, the Directors, to the best of their knowledge and belief, confirm that:**

- i. that in the preparation of the annual accounts, the applicable accounting standards have been followed and there has been no material departure.**
- ii. that the selected accounting policies were applied consistently and the directors made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2009 and of the loss of the Company for the year ended on that date;**
- iii. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;**
- iv. that the annual accounts have been prepared on a going concern basis.**

## **AUDITORS' REPORT**

The Report of the Auditors being self-explanatory needs no further comments.

## **FOREIGN EXCHANGE EARNINGS AND OUTGO**

Foreign Exchange Earnings Rs. Nil  
(Previous Year Rs. Nil)

Foreign Exchange outgo Rs. Nil  
(Previous Year Rs. Nil)

## **INFORMATION AS PER SECTION 217 (1) (E) OF THE COMPANIES ACT, 1956.**

The Company has no activity relating to conservation of energy or technology absorption.

## **PARTICULARS OF EMPLOYEES**

There are no employees drawing remuneration in excess of monetary ceiling prescribed under Section 217 (2A) of the Companies Act, 1956 read with the Companies (particulars of Employees) Rules, 1975 during the financial year 2008-2009.

## **INDUSTRIAL RELATIONS**

Industrial relations continued to be cordial

## **LISTING**

The securities of the Company are listed on the Bombay Stock Exchange Limited and Madras Stock Exchange Limited. The Company has duly paid the listing fees to all the aforesaid Stock Exchanges for the year 2008-2009.

Whereas trading in the securities of the Company has been suspended and the company is taking necessary steps in this regard to comply with necessary formalities.



## **CORPORATE GOVERNANCE**

The Company has complied with the mandatory provisions of Corporate Governance as prescribed under the Listing Agreement of the Stock Exchanges, with which the Company's shares have been enlisted. A separate Report on Corporate Governance is enclosed as a part of this Annual Report. A certificate as to Compliance of the conditions of Corporate Governance as stipulated under Clause-49 of the Listing Agreement is annexed to the Report on Corporate Governance.

## **COMPLIANCE CERTIFICATE**

A certificate from the auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement is attached to this report.

## **CASH FLOW STATEMENT**

In conformity with the provisions of Clause 32 of the listing agreement with Stock Exchanges, the cash flow statement for the year 2008-2009 is annexed hereto.

## **ACKNOWLEDGEMENTS**

The Board placed on record its appreciation for the assistance and co-operation received from the Banks and Government Authorities.

The Board also places on record its gratitude to the employees at all levels for their commitment and dedicated efforts. The Directors are also thankful to the shareholders for their continued support to the Company.

**For and on Behalf of the Board of Directors**

**-SD-**

Place : Chennai  
Date : 23. 08.2009

**S. KALA      Dr. P.I. Peter**  
**Director**

## **SECRETARIAL COMPLIANCE CERTIFICATE**

**Registration No. of the Company – 18 – 023697**

**Nominal Capital – Rs.60000000**

**Paid-up Capital – Rs.32000000**

To

The Members

RGN Securities and Holdings Limited

85, First Main Road, Gandhi Nagar,

Adyar, Chennai – 600020.

I have examined the registers, records, books and papers of M/s. RGN SECURITIES AND HOLDINGS LIMITED (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended 31<sup>st</sup> March, 2009 (financial year from 01.04.2008 to 31.03.2009). In my opinion and to the best of the information and according to the examinations carried out by me and explanations furnished to me by the Company, and its officers, I certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions of the Act and the rules made there under and all entries therein have been duly recorded.
2. The Company has filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies/Regional Director / Central Government / Company Law Board or other authorities within the time prescribed under the Act and the rules made there under.
3. The Company, being a public limited company, comment is not required.
4. The Board of Directors duly met 5 (FIVE) times respectively on 30.04.2008, 30.07.2008, 14.08.2008, 29.10.2008 and 28.01.2009 in respect

of which meetings proper notices were given and the proceedings were properly recorded and maintained for the purpose.

5. The Company has closed its Registrar of Members during the financial year.

6. The Annual General Meeting for the financial year ended 31<sup>st</sup> March, 2008 was held on 29<sup>th</sup> September, 2008 after giving due notice to the Members of the Company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.

7. No extra-ordinary general meeting was held during the financial year.

8. The Company has not advanced any loans attracting the provisions of Section 295 of the Companies Act, 1956 relating to loan to directors, etc.

9. The Company has not entered into any contracts falling within the purview of Section 297 of the Act during the year under review.

10. The Company was not required to make any entries in the register maintained under Section 301 of the Act.

11. As there were no instances falling within the purview of Section 314 of the Act, the Company has not obtained any approvals from the Board of Directors, Members or Central Government.

12. The Company has not issued any duplicate Share Certificates during the financial year.

13. The Company confirms that:

(i) There was no allotment of securities during the financial year under review.

(ii) delivered all the certificates on lodgement thereof for transfer and transmission during the financial year.

(iii) It was not required to deposit the amount of dividend in a separate Bank Account as no dividend was declared during the financial year.

(iv) It was not required to post warrants to any members of the company as no dividend was declared during the financial year.

(v) It has not declared any dividend, issued any shares or debentures and has not accepted any deposits. Hence, the question of transfer of dividend in the unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon, which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund does not arise.

(vi) It has complied with the requirements of Section 217 of the Act.

14. The Board of Directors of the Company is duly constituted. There was no appointment of additional directors or directors to fill up any casual vacancy for the year ended 31<sup>st</sup> March 2009.

15. The Company has not appointed any Managing Director/Whole Time Director/Manager during the financial year.

16. The Company has not appointed any sole selling agents during the financial year.

17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar and / or such authorities prescribed under the various provisions of the Act during the financial year.

18. The directors have disclosed their interest in other firms / companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under, wherever applicable.

19. The Company has not issued any shares or other securities during the financial year.

20. The Company has not bought back any shares during the financial year.

21. The Company has not issued any preference shares / debentures and hence the question of redemption of preference shares / debentures does not arise during the year under review.
22. There were no transactions necessitating the company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares during the year under review.
23. The Company has not invited / accepted any deposits including any unsecured loans falling within the purview of Section 58A during the financial year.
24. The Company has not made any borrowings during the financial year ended 31.03.2009
25. The Company has not made any loans or advances or given guarantees or provided securities to other bodies corporate during the year under review.
26. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's registered office from one State to another during the year under scrutiny.
27. The company has not altered the provisions of the Memorandum with respect to the objects of the Company during the year under scrutiny.
28. The Company has not altered the provisions of the Memorandum with respect to name of the Company during the year under scrutiny.
29. The Company has not altered the provisions of the Memorandum with respect to share capital of the Company during the year under scrutiny.
30. The Company has not altered its Articles of Association during the year.
31. There was / were no prosecution initiated against or show cause notices received by the Company and no fine or penalties or any other punishment was imposed on the company during the financial year for offences under the Act,

32. The Company has not received any money as security from its employees during the financial year.

33. The Section 418 of the Act regarding 'Deposit of Contributions to Provident Fund with prescribed authorities' is not applicable as the Company has not constituted its own Fund.

Place : Chennai

Date : 22.08.2009

-SD-

Practising Company Secretary : K.V. SRINIVASAN  
CP No. 7998

'Annexure A'

Name of the Company : RGN SECURITIES AND HOLDINGS LIMITED

Registration No. of the Company – 18 – 023697

Nominal Capital – Rs.60000000

Paid-up Capital – Rs.32000000

Registers as maintained by the Company

| Sl. No. | Registers                                 | Under Section |
|---------|---|---------------|
| 1       | Register of Transfers                     | 108           |
| 2       | Register of Members                       | 150           |
| 3       | Board Minutes and General Meeting Minutes | 193           |
| 4       | Books of Accounts                         | 209           |
| 5       | Register of Contracts                     | 301           |
| 6       | Registers of Directors                    | 303           |
| 7       | Register of Director's Shareholdings      | 307           |
| 8       | Register of Investments                   | 372A          |
| 9       | Directors' Attendance Register            | -             |

Place : Chennai

Date : 22.08.2009

-SD-

Practising Company Secretary : K.V. SRINIVASAN  
CP No. 7998

**'Annexure B'**

**Name of the Company : RGN SECURITIES AND HOLDINGS LIMITED**

**Registration No. of the Company – 18 – 023697**

**Nominal Capital – Rs.60000000**

**Paid-up Capital – Rs.32000000**

**Forms and Returns as filed by the Company with the Registrar Of Companies,  
during the financial year ending 31<sup>st</sup> March, 2009.**

| <b>Sl. No.</b> | <b>Form No./ Return</b>  | <b>Filed under section</b> | <b>Description</b>                 | <b>Date of filing</b> | <b>Whether filed within prescribed time</b> | <b>If delay in filing, whether requisite additional fee paid</b> | <b>Remarks</b> |
|----------------|--------------------------|----------------------------|------------------------------------|-----------------------|---|--|----------------|
| 1.             | Form 23AC and Form 23ACA | 220                        | Balance Sheet as on 31.03.2008     | 04.02.2009            | No  | Yes  | Challa P3025   |
| 3              | Form 20B                 | 159                        | Annual Return made upto 29.09.2008 | 04.02.2009            | No  | Yes  | Challa P3027   |

**Forms And Returns As Filed By The Company With The Regional Director,  
Central Government Or Other Authorities During The Financial Year Ending 31<sup>st</sup>  
March, 2009 – Nil**

Place : Chennai

Date : 22.08.2009

-SD-

Practising Company Secretary : K.V. SRINIVASAN  
CP No. 7998

**REPORT ON CORPORATE GOVERNANCE**  
**COMPLIANCE WITH CLAUSE 49**  
**OF**

*THE LISTING AGREEMENT WITH THE STOCK EXCHANGES*

In terms of Clause 49 of the Listing Agreement of the Stock Exchanges, the compliance Report on Corporate Governance (in the prescribed format), alongwith the Certificate of Statutory Auditors (Attached)) is given as under:

**Philosophy on code of Governance**

RGN Securities and Holdings Limited is committed to standards of Corporate Governance in all activities.

Board composition

***1. Size of the Board and Independent Directors***

The Board, has currently three Members comprising three non-executive Directors. The present Board has three non-executive directors.

***Board Committees***

***1. The Committees of the Board***

Currently, the Board has Two Committees – the Audit Committee, the Shareholders' Committee

***a. Board of directors***

❖ **Composition and category of directors as of March 31, 2008 is as follows:**

| Category                 | No. of directors | %   |
|--------------------------|------------------|-----|
| Executive Directors      | 0                | --  |
| Non- Executive Directors | 3                | 100 |



❖ During the period ended 31.3.2009, 5 Board Meetings were held.

❖ Attendance of each director at the Board Meetings and the last AGM

| Sl. No. | Name of Director | Category * | Board Meetings |              | Attendance in last AGM on 29.9.2008 |
|---------|------------------|------------|----------------|--------------|-------------------------------------|
|         |                  |            | Held Nos       | Attended Nos |                                     |
| 1       | M.R.G. NAGHESEN  | NED        | 5              | 5            | Yes                                 |
| 2       | DR. P.I. PETER   | NED        | 5              | 5            | Yes                                 |
| 3       | S. KALA          | NED        | 5              | 5            | Yes                                 |

- NED - Non Executive Director;

#### **b. AUDIT COMMITTEE**

As per the requirement of Part II of Clause 49 of the Listing Agreement the Company has formed an Audit Committee. Mr. M.R.G. Naghesen , Chairman of the Audit Committee.

##### **❖ Brief description of terms of reference**

The Committee reviews the quarterly, half-yearly and annual financial statements before they are submitted to the Board.

Overall assessment of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.

Recommending the appointment of external auditor, fixation of audit fee and also approval for payment for any other services.

##### **Composition of committee:**

M.R.G. Naghesen -Chairman  
P.I. Peter  
S. Kala

❖ Meetings and attendance of members during the year

| Director                     | Held | Attended |
|------------------------------|------|----------|
| M R G Naghesen -<br>Chairman | 4    | 4        |
| P.I. Peter                   | 4    | 4        |
| S. Kala                      | 4    | 4        |

**REMUNERATION COMMITTEE**

Remuneration committee as contemplated under the listing agreement is presently non-mandatory and hence not constituted

**Remuneration for the year**

The Company has not paid any remuneration to its Directors during the year 2008-2009

**C. SHAREHOLDERS COMMITTEE**

A Sub-Committee of the Board of directors of the Company consisting of Mr. P.I. Peter (Chairman of the Committee)

❖ **Brief description of terms of reference**

The terms of reference of this Committee encompasses formulation of shareholders'/investors' servicing policies, looking into redressal of shareholder and investors complaints viz., transfer of shares, non receipt of balance sheet, etc., and deciding on any other matter as may be required in connection with the shareholders'/investors servicing and redressal of their grievances.

The Board has delegated the power of Share Transfer to Registrar & Share Transfer agents, who process the transfers. The Committee also looks after the performance of the Registrar and Transfer Agents of the Company.

### Composition of Committee

The Members of the Company's Shareholders' Committee are:

P.I. Peter - Chairman  
S. Kala  
M.R.G. Naghesen

❖ Name and designation of compliance officer

Mr. M.R.G. NAGHESEN

❖ Number of shareholders complaints received, number not solved to the satisfaction of the shareholder and number of pending transfers – No Complaints has been received during the year under

- Representatives of your company are continuously in touch with Trident Investment and Portfolio Services Private Limited, Share Transfer Agents of the Company, and review periodically the outstanding complaints.

c. **General Meetings:**

❖ **Location and time for the last three Annual General Meetings**

| Year      | Date       | Time       | Venue   |
|-----------|------------|------------|---|
| 2005-2006 | 30.09.2006 | 11.00 A.M. | Noni Penthouse,<br>7/32, Dev<br>Apartments,<br>I Main Road,<br>Kasturibai Nagar,<br>Chennai – 600020. |
| 2006-2007 | 28.09.2007 | 10.30 A.M. | Noni Penthouse,<br>7/32, Dev<br>Apartments,<br>I Main Road,<br>Kasturibai Nagar,<br>Chennai – 600020. |
| 2007-2008 | 29.09.2009 | 11.00 A.M  | 85, First Main Road,<br>Gandhi Nagar,<br>Adyar, Chennai-600<br>020                                    |

❖ **POSTAL BALLOT**

None of the subjects placed before the shareholders in the last annual general meeting required approval by a postal ballot.

**d. Disclosures**

- ❖ Disclosures on materially significant Related Party Transactions that may have potential conflict with the interest of the company at large.
- ❖ During the year, the Company has not entered into any transaction of material nature with the directors, their relatives or management which were in conflict with the interest of the Company.
- ❖ Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years. **-NIL**

**e. Means of communication**

- a) The un-audited Financial Results on quarterly basis subject to Limited Review by the Auditors of the Company, are taken on record by the Board of Directors at its meeting within one month of the close of every quarter/half year respectively and the same are furnished to all the Stock Exchanges where the Company's Shares are listed. Results of the Company were published in the newspapers viz., Trinity Mirror and the Tamil version of the financial results in a Tamil daily viz., Makkal Kural.
- b) Management's Discussions & Analysis forms part of this Annual Report, which is also being posted to all the shareholders of the Company.

## **COMPLIANCE WITH CLAUSE 49**

### **Mandatory Requirements**

The Company has complied with all the applicable mandatory requirements of the revised Clause 49.

### **Non-Mandatory Requirements**

- The Company has not adopted other non-mandatory requirements.

### **Shareholder Information**

A separate Section has been included in the Annual Report furnishing various details, viz., time and venue of Annual General Meeting, share price movements, financial calendar, BSE Index, etc.

**For and on behalf of the Board**

**-SD-**

**Chennai**  
**Date: 23<sup>rd</sup> August 2009**

**Dr. P.I. Peter**  
**Director**

## **AUDITOR'S CERTIFICATE**

**To**

**The Members of RGN SECURITIES AND HOLDINGS LIMITED**

We have examined the compliance of conditions of Corporate Governance by RGN SECURITIES AND HOLDINGS LIMITED for the year ended 31.03.2009 , as stipulated in clause 49 of the Listing Agreement of the said Company with Stock Exchange(s).

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 broadly complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing.

We state that no investor grievance(s) against the Company is/are pending exceeding one month as per records maintained by the shareholders' 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 Sri & Co.,  
Chartered Accountant**

**-SD-**

**M.B. Srinivasan  
Partner**

**Dated 23<sup>rd</sup> August 2009**

**Place: Chennai**

## CHIEF EXECUTIVE OFFICER (CEO)/ CERTIFICATION

I, P.I. PETER, Director of R.G.N. SECURITIES AND HOLDINGS LIMITED, to the best of our knowledge and belief hereby certify that:

(a) I have reviewed financial statements and the cash flow statement for the year and that to the best of my knowledge and belief:

(i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

(b) There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

(c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps we have taken or propose to take to rectify these deficiencies.

(d) I have indicated to the auditors and the Audit Committee:

(i) Significant changes in internal control over financial reporting during the year;

(ii) Significant changes in accounting policies during the year and that the same have been disclosed

in the notes to the financial statements; and

(iii) Instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**For and on behalf of the Board**

**-SD-**

**Chennai**

**Date: 23<sup>rd</sup> August 2009**

**P.I. PETER  
DIRECTOR**

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The Management of RGN Securities and Holdings Limited presents the Industry Overview, Opportunities and Threats, Initiatives by the Company and overall strategy of RGN Securities and Holdings Limited for the year 2008-2009 and its outlook for the future. This outlook is based on assessment on the current business environment; it may vary due to future economic and other developments.

This Management Discussion and Analysis statement of the Annual Report has been included in adherence to the spirit enunciated in the code of Corporate Governance approved by the Securities and Exchange Board of India.

### **Macro-Economic and Industry Development**

India's GDP grew by 6.7% in 2008-09, the growth rate is lower than the 9% in the preceding fiscal but is far better than growth rates of USA, European Countries and other Asian countries which have slipped into recession. The growth rate makes India the fastest growing economy after China. The current GDP growth rate is commendable in face of such severe downturn. The per capita income, a measure of average income of a citizen, went up 12.2% to Rs. 37,490 per annum during 2008-09 from Rs. 33,283 per annum in 2007-08. Though to sustain the momentum of growth in 2008-09 in face of such severe economic downturn, Government of India (GOI) had to intervene and announce stimulus package which has resulted in ballooning of the fiscal deficit to 6.2% of the GDP in 2008-09 from 3.1% in 2007-08.

### **Industry Structure and Developments**

The Forex industry has seen many changes and revisions over the past few years and specifically so in the past one year. Foreign exchange quotas for travel abroad have been relaxed. The industry however still requires government support and streamlining. The recent developments in the Stock markets would appear to have slightly dampened the earlier buoyancy and optimism in the economy.

### **Overview of the Business of the Company**

The Company is not doing any business due to various diverse reasons.

Your company has found a new avenue for expansion of other segments. The need of the hour is to leverage technology to cover the entire length and breadth of the existing market by offering a delightful service to the customers.



## **Opportunities and Threats**

### **Opportunities**

Your company has found a new avenue for expansion of other segments. The need of the hour is to leverage technology to cover the entire length and breadth of the existing market by offering a delightful service to the customers. Your Company has to differentiate its service with the help of technology and human capital. Against this backdrop, your company has been marching ahead to face the competition and improve its market share.

### **Threats**

- Change in Government policy regarding forex
- Banking Sector, Big players of NBFC and MNCs, has suddenly found good potential in urban and rural pockets to sell their products.

### **Segmental Analysis**

The principal business of the company is dealing in Foreign Exchange. As the percentage of other income does not exceed 10% of the gross turnover of the Foreign Exchange business, segment reporting has not been made.

### **Internal Controls and Their Adequacy**

The company's internal controls are well established. The Company has an internal audit that assesses the internal control systems. The statutory auditor and the audit committee review these controls regularly. The Company also has an information technology system that supports the organization and ensures adequate information.

### **Human Resources**

Your Company attaches significant importance to continue upgrading of human resources for sustaining highest levels of customers' satisfaction. The Company is providing training as a continuous process to its technical people to cater the needs of various customers.

### **Future Outlook**

Your Company is aware of the risks and threats noted above and have devised its business strategy accordingly. The future is very bright for your Company as it has already initiated several steps in achieving excellence in growth.

### **Cautionary Statement**

Statements in the Management Discussion and Analysis describing the Company's objectives, projections are forward looking statements and progressive within the meaning of applicable security laws and regulations. Actual results may vary depending upon economic conditions, Government policies and other incidental/related factors.

## SHAREHOLDERS' INFORMATION

### General Shareholder Information:

1. AGM: Date and venue  
Wednesday, 30<sup>th</sup> September 2009, at 11.00 a.m.  
At 85, First Main Road, Gandhi Nagar,  
Adyar, Chennai-600 020
2. Date of Book Closure  
23<sup>rd</sup> September 2009 to 30<sup>th</sup> September 2009
3. Financial Calendar  
Financial Reporting for 2009-2010  
**First Quarter** June30, 2009 : on or before July.31,2009  
Second Quarter Sep..30, 2009 :on or before Oct31, 2009  
Third Quarter Dec. 31, 2009 :on or before Jan.31,2010  
Fourth Quarter Mar. 31, 2010 : on or before Apr.30,2010  
AGM for year ending March 2010: September 2010
4. Registrar and Transfer Agents  
*M/s. Knack Corporate Services Pvt. Ltd*  
17/9, Thiruvengadam Street, Mandaveli,,  
Chennai 600 028  
Tel: 044 – 24614424/24615006  
Fax: 044 – 42100092  
E-Mail: knackcorp@gmail.com
5. Share Capital Details  
*Authorised 60, 00,000 equity shares of Rs.10/- each*  
*Paid –Up 32, 00,000 equity shares of Rs.10/- each*
6. Listing of Company's Shares
  - i) Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai-400 001
  - ii) The Madras Stock Exchange Limited  
P.B. No. 183, No. 11, Second Line Beach  
Chennai-600 001
7. GDR/ADR/WARRANTS  
The Company has not issued any GDR/ADR and the Company does not have any outstanding warrants or other convertible instruments.

### Dematerialisation of Equity Shares

As on 31<sup>st</sup> March 2009, out of total 32,00,000 Equity Shares of the Company 23,38,100 Equity Shares representing 73.06% of total shares have been dematerialised.

## **STOCK MARKET DATA**

### **Bombay Stock Exchange Limited**

Trading in the securities of the Company has been suspended and the company is taking necessary steps in this regard to comply with necessary formalities.

### **Madras Stock Exchange Limited**

There has been no trading in the shares of the Company during the year under review.

#### **Nomination Facility**

The Companies Act, 1956 and the Rules prescribed thereunder provides for nomination of shares. The shareholders can now nominate a person with whom the shares shall vest in the event of death of the shareholders. The nomination can be made only by individuals holding shares of the company either in sole name or jointly with another (not exceeding one joint holder). The nominee shall be individual. In the case of nominee being a minor he/she may be represented by his/her natural guardian or a court appointed guardian. The transfer of shares in favour of a nominee shall be a valid discharge by the company against the legal heirs. The nomination shall stand rescinded upon transfer of shares. The nomination by a shareholder can be changed or cancelled at any time by giving due notice and upon execution of a fresh nomination form.

#### *Communication*

All share transfers should be forwarded to the Registrars & Share Transfer Agents of the Company. All communications should be forwarded to the Registered Office of the Company marked to the attention of the Managing Director.

**DISTRIBUTION OF SHAREHOLDING (AS AT THE YEAR END)**

| No. of Equity Shares held | 2008-2009            |                    |                    |                    |
|---------------------------|----------------------|--------------------|--------------------|--------------------|
|                           | No. of share-holders | % of share-holders | No. of Shares held | % of share-holding |
| <b>UPTO - 5,000</b>       | <b>531</b>           | <b>82.71</b>       | <b>794000</b>      | <b>2.48</b>        |
| <b>5,001 - 10,000</b>     | <b>45</b>            | <b>7.01</b>        | <b>405000</b>      | <b>1.27</b>        |
| <b>10,001 - 20,000</b>    | <b>14</b>            | <b>2.18</b>        | <b>206000</b>      | <b>0.64</b>        |
| <b>20,001 - 30,000</b>    | <b>9</b>             | <b>1.40</b>        | <b>221000</b>      | <b>0.69</b>        |
| <b>30,001 - 40,000</b>    | <b>5</b>             | <b>0.78</b>        | <b>170000</b>      | <b>0.53</b>        |
| <b>40,001 - 50,000</b>    | <b>0</b>             | <b>0.00</b>        | <b>000000</b>      | <b>0.00</b>        |
| <b>90,001 - 1,00,000</b>  | <b>10</b>            | <b>1.56</b>        | <b>693000</b>      | <b>2.17</b>        |
| <b>1,00,000 AND ABOVE</b> | <b>28</b>            | <b>4.36</b>        | <b>29511000</b>    | <b>92.22</b>       |
| <b>TOTAL</b>              | <b>642</b>           | <b>100.00</b>      | <b>3200000</b>     | <b>100.00</b>      |

**Share holding pattern as on 31.03.2009**

| <b>CATEGORY</b>             | <b>NO. OF SHARES HELD</b> | <b>PERCENTAGE OF SHARE HOLDING</b> |
|-----------------------------|---------------------------|------------------------------------|
| <b>A. PROMOTERS HOLDING</b> |                           |                                    |
| <b>1. PRMOTERS</b>          |                           |                                    |
| - INDIAN PROMOTERS          | <b>1500400</b>            | <b>46.89</b>                       |
| - FOREIGN PROMOTERS         | ---                       | ---                                |
| PERSONS ACTING IN CONCERT   | ---                       | ---                                |
| <b>SUB - TOTAL</b>          | <b>1500400</b>            | <b>46.89</b>                       |

**B. NON-PROMOTERS HOLDING**

**2. INSTITUTIONAL INVESTORS**

|  |      |     |
|--|------|-----|
| <b>a. Mutual Funds and UTI</b>   | ---- | --- |
| <b>b. Bnak, FII's. Insurance Companies<br/>(Central/state Govt. Institutions/<br/>Non-Government Institutions)</b> | ---- | --- |
| <b>c. Foreign Institutional Investors</b>  | ---- | --- |
| <b>Sub-Total</b>   | ---- | --- |

**3. OTHERS**

|                                    |                |               |
|------------------------------------|----------------|---------------|
| <b>a. Private Corporate Bodies</b> | <b>221400</b>  | <b>6.92</b>   |
| <b>b. Indian Public</b>            | <b>1478200</b> | <b>46.19</b>  |
| <b>c. NRIs/OCBs</b>                | -----          | -----         |
| <b>d. Any Other</b>                | -----          | -----         |
| <b>Sub Total</b>                   | <b>1699600</b> | <b>53.11</b>  |
| <b>Grant Total</b>                 | <b>3200000</b> | <b>100.00</b> |

**RGN SECURITIES AND HOLDINGS LIMITED  
BALANCE SHEET AS AT 31st MARCH 2009**

| Particulars  | Schedule | 31.03.09             | 31.03.08             |
|--|----------|----------------------|----------------------|
| <b>Sources of Funds :</b>                          |          |                      |                      |
| Share Capital                                      | A        | 32,000,000.00        | 32,000,000.00        |
| <b>TOTAL</b>                                       |          | <b>32,000,000.00</b> | <b>32,000,000.00</b> |
| <b>Application of Funds :</b>                      |          |                      |                      |
| Fixed Assets                                       | B        | 15,910,474.51        | 15,923,553.72        |
| Investment   | C        | 3,778,855.00         | 3,778,855.00         |
| <b>Current Assests, :Loans &amp; Advance :</b>     |          |                      |                      |
| Current Assests                                    | D        | 864,598.43           | 1,815,148.41         |
| Loans & Advance                                    | E        | 3,668,246.00         | 5,105,015.00         |
|  |          | 4,532,844.43         | 6,920,163.41         |
| <b>Less: Current Liabilities &amp; Provsions :</b> |          |                      |                      |
| Current Liabilities                                | F        | 4,893,026.00         | 7,228,288.00         |
| Profit and Loss Account                            |          | 12,670,852.06        | 12,605,715.87        |
| <b>TOTAL</b>                                       |          | <b>32,000,000.00</b> | <b>32,000,000.00</b> |

On behalf of the Board

As per our Audit Report attached

Sd/-

For Sri & Co  
Chartered Accountants

Dr. P.I.Peter  
Director

Sd/-  
M.B.Srinivasan  
Partner  
M.No

Sd/-  
S. Kala  
Director

Place : Chennai  
Date : 03.09.2009

**RGN Securities and Holdings Ltd.**

**RGN SECURITIES AND HOLDINGS LIMITED  
PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31.03.2009**

| <b>INCOME</b>                    | <b>Schedule</b> | <b>31.03.2009</b> | <b>31.03.2008</b> |
|----------------------------------|-----------------|-------------------|-------------------|
| Income from Foreign Operations   |                 | -                 | -                 |
| Consultancy Charges              |                 | -                 | -                 |
|                                  |                 | -                 | -                 |
| <b>EXPENDITURE:</b>              |                 |                   |                   |
| Administrative Expenses          | G               | 52,057.00         | 582,751.00        |
|                                  |                 | <b>52,057.00</b>  | <b>582,751.00</b> |
| Profit before Depreciation       |                 | (52,057.00)       | (582,751.00)      |
| Less: Depreciation               |                 | 13,079.19         | 20,158.24         |
|                                  |                 | (65,136.19)       | (602,909.24)      |
| Add: Balance from Previous Year  |                 | (12,605,852.06)   | (12,002,806.63)   |
| Balance Carried to Balance Sheet |                 | (12,670,852.06)   | (12,605,715.87)   |

As per our Audit Report attached

For Sri & Co  
Chartered Accountants

Sd/-  
M.B.Srinivasan  
Partner

M.No

Place : Chennai  
Date : 03-09-2009

On behalf of the Board

Sd/-  
Dr. P.I.Peter  
Director

Sd/-  
S. Kala  
Director



**RGN SECURITIES AND HOLDINGS LIMITED  
SCHEDULES FORMING PART OF THE ACCOUNTS**

|  | 31.03.2009           | 31.03.2008           |
|--|----------------------|----------------------|
| <b>SCHEDULE A: SHARE CAPITAL</b>         | (Rs.)                | (Rs.)                |
| <b>Athorised :</b>                       |                      |                      |
| 60,00,000 Equity Shares of Rs.10 each    | 60,000,000.00        | 60,000,000.00        |
|  | 60,000,000.00        | 60,000,000.00        |
| <b>Issued, Subscribed &amp; Paidup :</b> |                      |                      |
| 32,00,000 Equity Shares of Rs.10 each    | 32,000,000.00        | 32,000,000.00        |
|  | <b>32,000,000.00</b> | <b>32,000,000.00</b> |

**SCHEDULE C: Investments :**

| Name of the Company                | No of Shares | 31.03.2009          | 31.03.2008          |
|------------------------------------|--------------|---------------------|---------------------|
| <b>QUOTED :</b>                    |              |                     |                     |
| Infully Paid Equity Shares & Bonds |              |                     |                     |
| Ashok Magnetics Ltd                | 5,000        | 52,000.00           | 52,000.00           |
| Coduras Exports Ltd                | 105,100      | 1,051,000.00        | 1,051,000.00        |
| Mangal Knits Ltd                   | 107,600      | 1,660,855.00        | 1,660,855.00        |
| Sri Krithika Holdings Ltd          | 1,500        | 15,000.00           | 15,000.00           |
| <b>UNQUOTED :</b>                  |              |                     |                     |
| Peetee Tube Ltd.,                  | 100000       | 1,000,000.00        | 1,000,000.00        |
|                                    |              | <b>3,778,855.00</b> | <b>3,778,855.00</b> |

**RGN Securities and Holdings Ltd.****SCHEDULE D: Current Assets :**

|              | 31.03.2009        | 31.03.2008          |
|--------------|-------------------|---------------------|
| Bank Balance | 61,045.00         | 1,011,595.00        |
| Cash on Hand | 802,319.41        | 802,319.41          |
| TDS a/c      | 1,234.00          | 1,234.00            |
|              | <b>864,598.41</b> | <b>1,815,148.41</b> |

**SCHEDULE E: Loans & Advances :**

(Unsecured considered goods, recoverable in cash or kind which value to be received)

**Advances :**

|                              |                     |                     |
|------------------------------|---------------------|---------------------|
| Rent Deposits                | 1,120,000.00        | 1,120,000.00        |
| RTC Pvt Ltd.,                | 1,500,000.00        | 1,500,000.00        |
| Webfund Foundation Pvt Ltd., | 1,048,246.00        | 2,485,015.00        |
|                              | <b>3,668,246.00</b> | <b>5,105,015.00</b> |

**SCHEDULE F: Current Liabilities :****Sundry Creditors :**

|                           |                     |                     |
|---------------------------|---------------------|---------------------|
| Amex - TRS                | 1,977,830.00        | 1,977,830.00        |
| Health India Laboratories | -                   | 1,157,322.00        |
| Others                    | 2,850,000.00        | 4,050,000.00        |
| Audit Fees Payable        | 62,060.00           | 40,000.00           |
| Provision for FBT         | 3,136.00            | 3,136.00            |
|                           | <b>4,893,026.00</b> | <b>7,228,288.00</b> |

**RGN Securities and Holdings Ltd.**

**SCHEDULE G: Administrative & Other Expenses**

|                       | 31.03.2009             | 31.03.2008                    |
|-----------------------|------------------------|-------------------------------|
| Advertisement         | -                      | 3,000.00                      |
| Audit Fees            | 22,060.00              | 20,000.00                     |
| Bank Charges          | 550.00                 | 550.00                        |
| Listing & Filing Fees | 23,200.00              | 23,100.00                     |
| Rent                  | -                      | 480,000.00                    |
| Consultancy Charges   | 2,247.00               | 56,101.00                     |
| Rates & Tax           | 4,000.00               | -                             |
|                       | <hr/> <b>52,057.00</b> | <hr/> <b>582,751.00</b> <hr/> |

RGN SECURITIES AND HOLDINGS LIMITED  
SCHEDULE B: FIXED ASSETS AS ON 31ST MARCH 2009

| SL. No | Particulars of Assets    | GROSS BLOCK           |                     |                       | DEPRECIATION     |          |                |                  | NET BLOCK        |                  |
|--------|--------------------------|-----------------------|---------------------|-----------------------|------------------|----------|----------------|------------------|------------------|------------------|
|        |                          | Cost As on 01.04.2008 | Additions/ Deletion | Cost As On 31.03.2009 | Up to 01.04.2008 | Deletion | For the Period | Up to 31.03.2009 | As on 31.03.2008 | As on 31.03.2009 |
| 1      | LAND & LAND DEVELOPMENTS | 15,807,500.00         | -                   | 15,807,500.00         | -                | -        | -              | -                | 15,807,500.00    | 15,807,500.00    |
| 2      | COMPUTERS                | 30,000.00             | -                   | 30,000.00             | 30,000.00        | -        | -              | 30,000.00        | -                | -                |
| 3      | FURNITURES & FITTINGS    | 152,021.00            | -                   | 152,021.00            | 152,021.00       | -        | -              | 152,021.00       | -                | -                |
| 4      | OFFICE EQUIPMENTS        | 115,913.40            | -                   | 115,913.40            | 82,087.12        | -        | 4,705.24       | 86,792.36        | 33,826.28        | 29,121.04        |
| 5      | PLANT & MACHINERY        | 189,635.00            | -                   | 189,635.00            | 111,717.32       | -        | 8,072.27       | 119,789.59       | 77,917.68        | 69,845.41        |
| 6      | CELL PHONE               | 6,950.00              | -                   | 6,950.00              | 2,640.26         | -        | 301.68         | 2,941.94         | 4,309.74         | 4,008.06         |
|        |                          | 16,302,019.40         |                     | 16,302,019.40         | 378,465.70       | -        | 13,079.19      | 391,544.89       | 15,923,553.70    | 15,910,474.51    |

**RGN Securities and Holdings Ltd.**

**RGN SECURITIES AND HOLDINGS LIMITED  
CASH FLOW STATEMENT AS AT 31st MARCH 2009**

Rs.  
(in Lakhs)  
31-03-2009

**A : Cash Flow from Operating Activities**

|  |                |
|--|----------------|
| Net Profit / (Loss) before Tax                         | (0.52)         |
| Add : Adjustments                                      | -              |
| Depreciation   | 0.13           |
| <b>Operating Profit before Working Capital changes</b> | <u>(0.65)</u>  |
| Increase in Loans & Advances                           | (14.37)        |
| Increase in Liabilities                                | (23.35)        |
| <b>Net Cash Flow from Operations</b>                   | <u>(38.37)</u> |

**B : Cash flow from Investing Activities**

|  |          |
|--|----------|
| Purchase of Fixed Assets (Net)                 | -        |
| Sale of Investments (Net)                      | -        |
| <b>Net Cash Flow from Financing Activities</b> | <u>-</u> |

**C : Cash Flow from Financing Activities**

|   |         |
|---|---------|
| Net Increase in Cash & Cash equivalents (A+B+C) | (38.37) |
| Cash & Cash equivalents as at 31st March 2006   | 8.14    |
| Cash & Cash equivalents as at 31st March 2007   | 18.15   |
| Cash & Cash equivalents as at 31st March 2008   | 18.15   |

For and on behalf of the Board

Place : Chennai  
Date : 03.09.2008

Sd/-  
Dr. P.I.Peter  
Director

Sd/-  
S.Kala  
Director

**SCHEDULE H**

**A. Significant Accounting Policies:**

**1. Basis of Preparation of financial statements**

- The financial statements have been prepared under the historical cost convention in accordance with generally accepted Accounting Principles and the provisions of the Companies Act, 1956.
- Accounting policies not specifically referred to otherwise are consistent throughout the year under audit and in consonance with generally accepted Accounting Principles followed by the company.

**2. Fixed Assets:**

Fixed Assets are stated at cost less depreciation. Cost comprises of purchase price, import duties, levies and any directly attributable cost of bringing the assets to its working condition for its intended use.

Depreciation is provided on a pro-rata basis, from the date the assets have been installed and put to use on a straight line value method at the rates and in the manner specified under Schedule XIV to the Companies Act, 1956.

**3. Investments:**

Long Term Investments are valued at their acquisition cost and provisions are made for other than temporary loss.

**4. Revenue Recognition:**

All Income and Expenditure items having a material bearing on the statements are recognized on accrual basis.

**5. Income From operation:**

Eventhough there is no Income From operation during the period, Board of directors is confident of generating sufficient income in the coming years on the basis of on going concern concept.

**6. Segment information for the year ended 31<sup>st</sup> March, 2009**

As there is no income earned during the year, segment report does not arise.

## RGN Securities and Holdings Ltd.

|   |                |                |
|---|----------------|----------------|
| <b>7. Earning Per Share</b>   | 2008-09        | 2007-08        |
| a. Weighted averages number of Equity Shares of Rs.10/-each         |                |                |
| Weighted average number of equity Share outstanding during the year | 32,00,000      | 32,00,000      |
| a. Net Profit available for equity shareholders                     | (Rs.65,136.19) | (Rs. 6,02,909) |
| b. Basic and diluted earning per share (in Rupees)                  | (0.0204)       | (0.19)         |

### SCHEDULE I

#### Notes on Accounts:

1. In the opinion of the Board of Directors, Current Assets and Loans & Advances have a value on realization in the ordinary course of business at least equal to the amount of which they are stated.

2. Payment to auditors

|               | 31.03.2009<br>(Rs.) | 31.03.3008<br>(Rs.) |
|---------------|---------------------|---------------------|
| Audit Fees    | 10,000              | 10,000              |
| Taxation Work | 10,000              | 10,000              |
| <b>TOTAL</b>  | <b>20,000</b>       | <b>20,000</b>       |

3. For the year-ended 31.03.2009, no provision for contingent liability has been provided for.

4. No Provision for Taxation has been made in view of the carried forward losses available for set off.

5. Figures of the previous year have been regrouped wherever necessary to conform to the classification off the current year.

6. The significant Accounting Policies numbering form H (1) to H(8) and other notes on Accounts numbering from I(1) to I(7) above form an integral part of the accounts.

**For RGN SECURITES AND HOLDING LIMITED**

Place: Chennai  
Date: 03.09.2009

Sd/-  
Dr. P.I. Peter  
Director

Sd/-  
S. Kala  
Director

## RGN Securities and Holdings Ltd.

### Additional Information as required under part IV of schedule VI to the companies act 1956.

Balance sheet abstract and Company's general Business profile:

|   |   |                   |
|---|---|-------------------|
| 1. Registration Details                                     | : |                   |
| Registration Number   | : | 23697             |
| State Code  | : | 18                |
| Balance Sheet date  | : | 31-03-2009        |
| 2. Capital Raised during the year.                          |   |                   |
| Public Issue  | : | Nil               |
| Rights Issue  | : | Nil               |
| Bonus Issue   | : | Nil               |
| Private Placements  | : | Nil               |
| 3. Position of Mobilization and deployment of funds.        |   |                   |
| Total liabilities   | : | Rs.32000000.00    |
| Total Assets  | : | Rs.32000000.00    |
| Service of Funds :  |   |                   |
| Paid Up capital   | : | Rs.32000000.00    |
| Reserves and surplus  | : | Nil               |
| Secured Loans   | : | Nil               |
| Unsecured Loans   | : | Nil               |
| Application of Funds  | : |                   |
| Net Fixed assets  | : | Rs.1,59,10,474.51 |
| Investments   | : | Rs.3778855.00     |
| Net current Assets  | : | Rs. -3,60,181.57  |
| M/s Collancous expenditure                                  | : | Nil               |
| 4. Performance of Company :                                 |   |                   |
| Total Income  | : | Nil               |
| Total Expenditure   | : | Rs. 52,057        |
| Net Profit before Tax                                       | : | (Rs.65,136.19)    |
| Net Profit after Tax  | : | (Rs.65,136.19)    |
| Earning per share :   |   |                   |
| Dividenz rate   | : | Nil               |
| Generic Name of three principle Products/service of Company |   |                   |
| Item code No  | : | N.A.              |
| Product Description   | : | N.A.              |