

SEQUEL E-ROUTERS LIMITED

ANNUAL REPORT

2011-12

NOTICE

NOTICE is hereby given that Annual General Meeting of SEQUEL E - ROUTERS LIMITED will be held on 25th July, 2012 at 3:00 p.m. at the Registered office of the Company at 1, Ashiyana Bunglow, Opp. Judges Bunglow, Bodakdev, Ahmedabad - 380015 to transact the following business.

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2012 and the Profit and Loss Account of the Company for the year ended on that date together with the reports of the Directors and auditors thereon.
2. To appoint a Director in place of Mr. Chandubhai D. Vaghela who retires by rotation and being eligible offers himself for reappointment.
3. To appoint auditors to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company and to authorize the Board of Directors to fix their remuneration.

SPECIAL BUSINESS

4. To Consider and if thought fit to pass the following resolution with or without modification(s) as an Ordinary Resolution.
RESOLVED THAT Mr. Chandubhai D. Vaghela who was appointed as additional Director of the company by the Board of Directors with effect from 10th February, 2012 and who according to section 260 of the companies Act, 1956 hold office up to the date of this Annual General Meeting and in respect of whom the company has received a notice from shareholders in writing proposing his candidature for the office of the Directors be and is hereby appointed as a Director of the company.
5. To Consider and if thought fit to pass the following resolution with or without modification(s) as an Ordinary Resolution.
RESOLVED THAT Mr. Sunilkumar Gandhi who was appointed as additional Director of the company by the Board of Directors with effect from 22nd March, 2012 and who according to section 260 of the companies Act, 1956 hold office up to the date of this Annual General Meeting and in respect of whom the company has received a notice from shareholders in writing proposing his candidature for the office of the Directors be and is hereby appointed as a Director of the company.

6. To Consider and if thought fit to pass the following resolution with or without modification(s) as an Ordinary Resolution.

RESOLVED THAT Mr. Rajubhai B. Desai who was appointed as additional Director of the company by the Board of Directors with effect from 22nd March, 2012 and who according to section 260 of the companies Act, 1956 hold office up to the date of this Annual General Meeting and in respect of whom the company has received a notice from shareholders in writing proposing his candidature for the office of the Directors be and is hereby appointed as a Director of the company.

Dated : 15th June, 2012
Place : AHMEDABAD

Sd/-
CHAIRMAN

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER. Proxy in order to be valid must be received by the company not less than forty-eight hours before the time of holding the Meeting.
2. Members/Proxies should bring the Attendance Slip, duly filled in, for attending the meeting.
3. The Register of Members and share transfer books of the Company will remain closed from 18.07.2012 to 25.07.2012 (both days inclusive)
4. Members desiring any information regarding the accounts are requested to write to the Company at least Seven Days before the meeting so as to enable the management to keep the same ready.

DIRECTOR'S REPORT

To,
The Members
Sequel E - Routers Ltd.

Your Directors have pleasure in presenting the Annual Report together with the Audited Statement of Accounts for the year ended 31st March, 2012.

FINANCIAL RESULTS:

The summarized financial results for the year ended 31st March, 2012 are as under:

Particulars	
2011-2012	2010-2011
1. Total Income	150000
2. Total Expenses	646385
3. Profit (Loss) Before Tax	(496385)
4. Provision for taxation	---
5. Profit (loss) after Tax	(1037939)

DIRECTORS :

Mr. Chandubhai D. Vaghela director of the Company retires by rotation at this annual general meeting and being eligible, offers himself for reappointment. The board of directors recommends the appointment of the directors, Mr. Chandubhai D. Vaghela, Mr. Sunilkumar M. Gandhi, Mr. Rajubhai B. Desai and Mr. Rinkesh A. Shah appointed as an additional director of the company. However Mr. Kamlesh Dave resigned from the post of director.

DIVIDEND :

Due to loss in the company, your director do not recommend dividend for the year.

FIXED DEPOSITS:

The company has not accepted the fixed deposits during the year under report.

AUDITORS :

Gaurang Vora & Associates, Auditors of the Company retires at the conclusion of this Annual General Meeting and being eligible, are recommended for reappointment.

AUDITORS REPORT:

The Auditors report is self-explanatory and so far, there is no negative remark by the Auditors.

DIRECTORS RESPONSIBILITY STATEMENT :

Pursuant to the requirement under section 217 (2AA) of the Companies Amendment Act, 2000 with respect to Director Responsibility Statement it is hereby confirmed:

1. That in the preparation of the annual accounts for the financial year ended 31st March, 2012 the applicable accounting standards had been followed along with proper explanation relating to material departures.
2. That the directors had selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.
3. That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. That the directors had prepared the accounts for the financial year ended 31st March, 2012 on a going concern basis.

CORPORATE GOVERNANCE :

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

LISTING:

The shares of the Company are listed on Ahmedabad and Bombay Stock Exchange Limited.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. Overall Review

The Growth of the company is downward due to heavy losses of previous years and unfavorable-market situation.

2. Financial Review

During the year the company has loss of Rs. 1037939.

3. Risk and Concern

Bullish trend in Equity Markets, Commodities and Real estate will effect volume and profitability of Government Securities business. Changes in rate of interest will effect Company's Situation.

4. Internal Control System and their adequacy

The internal control system is looked after by Directors themselves, who also looked after the day to day affairs to ensure compliance of guide lines and policies, adhere to the management instructions and policies to ensure improvements in the system. The Internal Audit reports are regularly reviewed by the management.

5. Environmental Issues

As the company is not in the field of manufacture, the matter relating to produce any harmful gases and the liquid effluents are not applicable.

6. Financial Performance with Respect to Operation Performance

The Company has all the plans for tight budgetary control on key operational performance indication with judicious deployment of funds without resorting to any kind borrowing where ever possible.

7. Cautionary Statement

Statement in this report on Management Discussion and Analysis may be forward looking statements within the meaning of applicable security laws or regulations. These statements are based on certain assumptions and expectations of future events. Actual results could however, differ materially, from those expressed or implied. Important factors that could make a difference to the company's operations include global and domestic demand supply conditions, finished goods prices, raw material cost and availability and changes in government regulation and tax structure, economic development within India and the countries with which the company has business contacts and other factors such as litigation and industrial relations. The Company assumes no responsibility in respect of forward - looking statements, which may be amended or modified in future on the basis of subsequent developments, information or events.

REPORT ON CORPORATE GOVERNANCE

The company pursuant to the code on Corporate Governance introduced by the Securities and Exchange Board of India (SEBI) furnishes its report as under :

Company's Philosophy on Code of Governance

The Company's philosophy on corporate governance envisages the attainment of the highest level of transparency, accountability and equity, in all facets of its operations, and in all its interactions with its stakeholders, including shareholders, employees, the government and lenders.

BOARD OF DIRECTORS

a) Size and Composition of the Board:

The Company has a proper blend of Executive and Independent Directors to maintain the independence of the Board. As of the year ended 31st March, 2012, the Board of Directors had 6 members comprising of 1 Executive Directors and 5 Non-Executive Directors. All the Non-Executive Directors are Independent Directors.

The details in regard to the attendance of Directors at Board Meetings/Shareholders Meetings held during the year as also the number of Directorships held by them in other Companies and the position of membership of Committee/s are given below:

Name of Director	Category of Director	No. of Board Meetings attended	Attendance at the last AGM	Directorships in other Indian Public Companies* as at 31 st March 2012	Chairman as at 31 st March 2012	Other Mandatory Committee** membership as at 31 st March 2012	Member
Mr. Sunilkumar M. Gandhi	Executive Director	2	N.A.	No	No	No	No
Mr. Chandubhai D. Vaghela	Non Executive Director	4	N.A.	No	No	No	No
Mr. Rajubhai B. Desai	Non Executive Director	2	N.A.	Yes	Yes	Yes	Yes
Mr. Sunil Kumar	Non Executive Director	11	Yes	No	No	No	No
Mr. Rinkesh A. Shah	Non Executive Director	5	N.A.	No	No	No	No
Mrs. Jitumati V. Shah	Non Executive Director	11	Yes	No	No	No	No

*Excludes Directorships in private/foreign companies and companies incorporated under Section 25 of the Companies Act, 1956.

**Represents Membership/Chairmanship of the Audit Committee, Shareholders/ Investors Grievance Committee and Remuneration Committee of other companies.

CMD-Chairman & Managing Director, WTD- Whole Time Director, NE- Non Executive.

However Mr. Rinkesh A. Shah, Mr. Sunil Kumar and Mrs. Jitumati V. Shah resigned from the directorship of the company on 1st June, 2012.

b) Management & Function of the Board:

The day-to-day management of the Company is conducted by the Chairman & Managing Director in consultation with four Whole Time Directors and subject to the supervision and control of the Board of Directors. The required information as enumerated in Annexure I to Clause 49 of the Listing Agreement is made available to the Board of Directors for discussions and consideration at Board Meetings. The Board also reviews the Board Minutes of its Subsidiary Company.

c) Details of Board Meetings held during the Financial Year and the number of Directors present:

Serial No.	Dates on which the Board Meeting was held	Total Strength of the Board	No. of Directors Present
1	30.04.2011	3	3
2	24.06.2011	3	3
3	31.07.2011	3	3
4	01.09.2011	3	3
5	31.10.2011	3	3
6	22.11.2011	3	3
7	31.01.2012	4	4
8	10.02.2012	5	5
9	05.03.2012	4	4
10	22.03.2012	6	6
11	31.03.2012	6	6

d) Committees of the Board

Currently the Board has three committees viz:

1) Audit Committee

Composition:

The Audit Committee has been constituted in conformity with the requirements of Section - 292A of the Companies Act, 1956 and Clause - 49 of the Listing Agreement with Stock Exchanges.

At present the Audit Committee comprises of two Non Executive & Independent Directors. Details of the composition, number of meetings held during the year and attendance thereat are as under :-

Name	Position	Attendance at Audit Committee meeting held on		
		30.04.2011	31.07.2011	31.10.2011
Mr. Chandubhai D. Vaghela	Chairman	N.A.	N.A.	N.A.
Mr. Rajubhai B. Desai	Member	N.A.	N.A.	N.A.
*Mrs. Jitumati Shah	Chairman	Yes	Yes	Yes
*Mr. Sunil Kumar	Member	Yes	Yes	Yes

*Both the director resigned from the post of directorship on 01.06.2012.

Minutes of meetings of the Audit Committee are circulated to members of the Committee and the Board is kept apprised.

Members of the Audit Committee have requisite financial and management expertise. The Statutory Auditors, Internal Auditor and the Chief Financial Officer are invited to attend and participate at meetings of the Committee.

Powers of the audit committee includes:

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

The terms of reference are broadly as under :

- Oversight 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 and removal of external auditor, fixation of audit fee and also approval for payment for any other services.
- Reviewing with management the annual financial statements before submission to the Board, focusing primarily on:
 - Matters required to be included in the Director's Report in terms of clause 2AA of Section 217 of the Companies Act, 1956
 - Any changes in accounting policies and practices.
 - Major accounting entries based on exercise of judgment by management.

- Qualifications in draft audit report.
- Significant adjustments arising out of audit.
- The going concern assumption.
- Compliance with accounting standards.
- Compliance with stock exchange and legal requirements concerning financial statements
- Any related party transactions i.e. transactions of the Company of material nature, with promoters or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of Company at large.
- d. Reviewing with the management, external and internal auditors, the adequacy of internal control systems.
- e. Reviewing the periodical financial statements with management before submission to the board for their approval.
- f. Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- g. Discussion with internal auditors any significant findings and follow up there on.
- h. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- i. Discussion with external auditors before the audit commences nature and scope of audit as well as have post-audit discussion to ascertain any area of concern.
- j. Reviewing the Company's financial and risk management policies.
- k. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.

2) Shareholders'/Investors' Relations Committee

The Shareholders'/Investors' Grievance Committee of the Company comprises of two directors. Details of the composition, number of meetings held during the year and attendance thereat as under:

Name	Category of Director	Position held	Attendance at Shareholders' Committee meeting held on				
			30.04.2011	30.07.2011	30.09.2011	31.10.2011	31.03.2012
Mr. Sunilkumar Gandhi	Executive Director	Chairman	N.A.	N.A.	N.A.	N.A.	Yes
Mr. Chandubhai D. Vaghela	Non - Executive Director	Member	N.A.	N.A.	N.A.	N.A.	Yes
**Mr. Kamlesh Dave	Executive Director	Chairman	Yes	Yes	Yes	Yes	N.A.
*Mr. Sunil Kumar	Non - Executive Director	Member	Yes	Yes	Yes	Yes	Yes

The terms of reference of the Remuneration Committee, inter alia consists of to recommend to the Board and to the shareholders with agreed terms of reference, the Company's policy on specific remuneration packages for executive directors including any compensation payment if required and shall review the same from time to time if required.

*Directors resigned from the directorship of the Company on 01.06.2012.
 ** Director resigned from the directorship of the Company on 05.03.2012.

Name	Position held	Attendance at Remuneration Committee meeting held on		
		30.04.2011	30.07.2011	30.10.2011
Mr. Rajubhai B. Desai	Chairman	N.A.	N.A.	N.A.
Mr. Chandubhai D. Vaghela	Member	N.A.	N.A.	N.A.
**Mr. Kamlesh Dave	Chairman	Yes	Yes	Yes
*Mr. Sunil Kumar	Member	Yes	Yes	Yes
*Mrs. Jitumabhen Shah	Member	Yes	Yes	Yes

The Remuneration Committee of the Company comprises of two members, all being non-executive independent directors. Details of composition, number of meetings held during the year and attendance thereat are as under:

3) Remuneration Committee:

Mr. Sunilkumar M. Gandhi, Director of the company is the Compliance Officer of the Company.

No requests for share transfers are pending except those that are disputed or sub-judice.

During the year complaints were received from SEBI or shareholders were resolved satisfactorily.

The Company addresses all complaints, suggestions and grievances expeditiously and replies have been sent / issues resolved usually within 15 days except in case of dispute over facts or other legal constraints.

*Directors resigned from the directorship of the Company on 01.06.2012.
 ** Director resigned from the directorship of the Company on 05.03.2012.

*Mrs. Jitumabhen Shah	Non - Executive Director	Member	Yes	Yes	Yes	Yes
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e) Remuneration Policy & Remuneration paid to Board of Directors:

Remuneration Policy

At present the company has decided not to pay any remuneration to any directors of the company unless and until the company will achieve good financial performance.

The Company does not have any scheme for grant of stock option to its Directors or Employees nor it pay any commission to any of its Directors.

Code of Conduct for Senior Management

The Company has adopted a Code of Conduct for Directors and Senior Management. It is the responsibility of all employees and Directors to familiarize themselves with the Code and comply with the same.

The Code includes provisions where the employees of the Company can voice their concerns on violation and potential violation of this Code in a responsible and effective manner.

All Board members and senior management personnel have confirmed compliance with the code. A declaration signed by the Managing Director is attached and forms part of the Annual Report of the company.

CEO Certification

Chief Executive Office (CEO) certification on financial statements pursuant to the provisions of Clause 49 of the listing agreement is annexed and forms part of the Annual Report of the company.

SHAREHOLDERS INFORMATION::

Location and time of Annual General Meetings held in last three years

For the Year	Location	Date & Time	Special Resolution passed Yes Or No
2010-11	302, Mahakant Complex, Nr V S Hospital, Ellisbridge, Ahmedabad - 380015	30th September, 2011 3.00 p.m.	No
2009-10	302, Mahakant Complex, Nr V S Hospital, Ellisbridge, Ahmedabad - 380015	30th September, 2010 3.00 p.m.	No
2008-09	302, Mahakant Complex, Nr V S Hospital, Ellisbridge, Ahmedabad - 380015	30th September, 2009 3.00 p.m.	No

Financial year

: 1st April 2011 to 31st March 2012

Date & Time of Annual

: 25th July, 2012 at 3.00 p.m.

General Meeting

: 1, Ashiyana Bungalow, Opp. Judges bungalow, Bodakdev, Ahmedabad - 380 015

Venue

Book closure date

: 18th July, 2012 to 25th July, 2012 (both days inclusive) for Annual General Meeting.

Dividend payment date

: N.A.

Registered office

: 1, Ashiyana Bungalow, Opp. Judges bungalow, Bodakdev, Ahmedabad - 380 015

Compliance officer

: Mr. Sunilkumar M. Gandhi, Director

Financial calendar

The Company has announced/expects to announce the unaudited quarterly results for the year 2012-13 as per the following schedule:

First quarter : on or before 30th July, 2012
 Second quarter : on or before 31st October, 2012
 Third quarter : on or before 30th January, 2013
 Fourth Quarter : on or before 30th April, 2013

Share Holding of	Share Holders		Share Amount
	Nominal Value	No. of Share Holders	
Rs.	Rs.	No.	In Rs. % to total
Up to	5000	9959	12498620 22.33
5,001 to	10000	299	2553570 4.56
10,001 to	20000	170	2660760 4.75
20,001 to	30000	62	1640000 2.93
30,001 to	40000	31	1141130 2.04
40,001 to	50000	27	1302490 2.33
50,001 to	1,00,000	56	4263810 7.62
1,00,001 & above		49	29899620 53.43
TOTAL		10653	55960000
			100

Distribution of Shareholding as on March 31, 2012

Dematerialization Information
M/s. Cameo Corporate Services Ltd. is a Registrar and Transfer Agent of the Company for handling the work of shares for transfer/demat/remat and any other specified work.

Listing on Stock Exchange
The shares of the Company are listed on Ahmedabad and Bombay Stock Exchange Limited.

Means of communication
The quarterly and half-yearly financial results are published in newspapers.

Categories of Shareholders as on March 31, 2012

Category	No. of Shares	% of Shares
A Promoter's Holding	938600	16.77
1 Indian Promoters	938600	16.77
2 Foreign Promoters	-----	-----
Sub total	938600	16.77
B Non-Promoters	-----	-----
3 Institutional Investors	-----	-----
A Mutual Funds and UTI	-----	-----
B Banks, Financial Inst., Insurance Com.	-----	-----
(Central State Gov. Inst./Non-Gov Inst.)	-----	-----
C FIIS	-----	-----
Sub total	-----	-----
4 Non - Institutional Investors	-----	-----
A Private corporate Bodies	313310	5.60
B Indian Public	4344090	77.63
C NRIs / Clearing Member/OCBS	-----	-----
Sub total	4657400	83.23
GRAND TOTAL	5596000	100.00

Disclosures

(1) There are no materially significant related party transactions of the Company with key managerial personnel which have potential conflict with the interest of the Company at large.

(2) Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the period from 1st April 2011 to 31st March 2012 : NIL.

Unclaimed Dividends
The Company will be required to transfer dividends which have remained unpaid/unclaimed for the period of 7 years to the Investor Education & Protection Fund established by the Government. However there is no such unclaimed/unpaid dividend for which Company has to transfer the same to the Investor Education & Protection Fund in this financial year.

Address for Correspondence

Shareholders can do the correspondence at:

To,
Compliance Officer

Sequel E - Routers Limited

1, Ashiyana Bungalow,

Opp. Judges Bungalow,

Bodakdev,

Ahmedabad - 380015

DECLARATION

The Board has laid down a code of conduct for all Board Members and Senior Management of the Company. The Board members and Senior Management have affirmed compliance with the code of conduct.

For, Sequel E- Routers Limited

Sd/-

DIRECTOR

CEO CERTIFICATION

We, Mr. Sunilkumar M. Gandhi, Director certify to the Board that:

- (a) We have reviewed financial statements and the cash flow statement for the year ended on 31.03.2012 and that to the best of their 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 our 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) We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps they have taken or propose to take to rectify these deficiencies.

(d) We have indicated to the auditors and the Audit committee

(i) significant changes in internal control 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 they 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.

For Sequel E-Routers Limited

Sd/-
DIRECTOR

AUDITORS' REPORT

To,
The Members of
SEQUEL E ROUTERS LIMITED

We have audited the attached Balance Sheet of SEQUEL E ROUTERS LIMITED as at 31st March 2012 and also the annexed Profit and Loss Account of the Company for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those 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 amount and disclosures in financial principles used and significant estimates made by the management as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As per the Companies (Auditors report) order, 2003 issued by the Central Government of India in terms of Section 227 (4-A) of the Companies Act, 1956, we do hereby state that the company is exempted under the Companies (Auditors report) order, 2003, on the matter specified paragraph 4 and 5 of the said order.

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

1. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our Audit.
2. In our opinion, proper books of accounts as required by Law have been kept by the Company so far as appears from our examination of the books.
3. The Balance Sheet & Profit & Loss Account dealt with by this report is in agreement with the books of accounts and comply with the Accounting Standards referred to in Sub-Section 3(C) of section 211 of the Companies Act, 1956.

4. According to information and explanations given to us and on the basis of written representations from the directors of the Company, none of the Director is disqualified from being appointed as a director of the Company under section 274(1) (g) of the Companies Act, 1956.

5. In our opinion and to the best of our information and according to the explanation given to us, the said Balance Sheet and the Profit and Loss Account, 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: -

a) In the case of the Balance Sheet of the state of affairs of the Company as at 31st March, 2012 and

b) In the case of the Profit & Loss Account of the Loss for the year ended on that date.

For, Gaurang Vora & Associates
Chartered Accountants

Sd/-

(Gaurang Vora)

Proprietor
Firm No. 103110W
Membership : 39526

PLACE : AHMEDABAD

Date : June 15, 2012.

ANNEXURE

(Referred to in paragraph 1 of our report of even date)

- i) There is no Fixed Assets, hence Not Applicable.
- ii) (a) There is no any inventory, hence Not Applicable.

iii) (a) As informed to us, the company has not granted loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the Act. The year end Balance of Loan is RS. NIL/-

(b) In our opinion the rate of interest and other terms and conditions on which loans have been taken from/ granted to companies, firms or other parties listed in the register maintained under section 301 of the companies Act, 1956 are not, prima facie, prejudicial to the interest of the company.

(c) In respect of the aforesaid loans, the amount is received on demand, the company is receiving the principal amount as & when demanded & has not been receiving any interest.

(d) The aforesaid loan is received on demand & therefore the question of overdue amount does not arise.

(e) The company had taken loan, secured or unsecured from companies, firms or others parties covered in the register maintained under section 301 of the Act, and the year end balance of loans taken to such parties was RS.6,50,000/-

(f) In our opinion the rate of interest and other terms and conditions on which loans have been taken from companies, firms or other parties

listed in the register maintained under section 301 of the companies Act, 1956 are not, prima facie, prejudicial to the interest of the company.

(g) In respect of the aforesaid loans, the amount is payable on demand, the company is repaying the principal amount as & when demanded & has not been paying any interest.

(h) The aforesaid loan is repayable on demand & therefore the question of overdue amount does not arise.

(iv) In our opinion and according to information & explanations 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. During the course of audit, no major weakness has been noticed in these internal controls.

(v) According to the information and explanations given to us, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the companies Act, 1956 have been so entered.

(vi) In our opinion, according to the information and explanations given to us, the company has not taken any deposit from the public.

(vii) In our opinion the company has an internal audit system commensurate with its size and nature of its business.

(viii) The company has no need to maintain Cost records as prescribed by the Central Government under clause (d) of sub section (1) of section 209 of the Act.

(ix) (a) The company is generally regular in depositing with the appropriate authorities, undisputed statutory dues including Provident Fund, Income tax, Sales-tax, Excise Duty, investors education and protection fund,

wealth Tax, Custom Duty, Cess and other material Statutory dues applicable to it.

(b) According to the information and explanation given to us, there are no cases of non-deposits with the appropriate authorities of disputed dues of sales tax/excise duty/custom duty / wealth tax / cess.

(x) The company has no any accumulated losses at the end of the current financial year. The company has not incurred any cash losses in current year.

(xi) According to the information and explanations given to us, the company has not defaulted in repayment of dues of loan of taken from Banks.

(xii) According to the information and explanations given to us, the company has not granted any loans and advances on the basis of security by way of pledge of Shares, debentures and other securities.

(xiii) The company is not a chit fund or a nidhi mutual benefit fund / society. Therefore, the provision of clause 4 (xiii) of the Companies (Auditor's Report) Order 2003 is not applicable to the company.

(xiv) According to the information and explanations given to us, the company is not dealing or trading in Shares, Securities, debentures and other investments. Accordingly, the provisions of clause 4 (xiv) of the Companies (Auditor's Report) Order 2003 is not applicable to the company.

(xv) In our opinion, and explanation given to us the terms and condition on which the company has no given guarantees for loans taken by others from Bank or Financial Institutions are, prima facie, not prejudicial to the interest of the company.

(xvi) According to the information and explanations given to us company has not received any loan during the year.

(xvii) According to the information and explanations given to us and on an overall examination of the Balance Sheet of the company, we report that no funds raised on short-term basis have been used for long-term investment.

(xviii) The company has not made preferential allotment of shares to parties and companies covered in the Register maintained under section 301 of the Act.

(xix) According to the information and explanations given to us, no debentures and/or preference shares have been issued during the year.

(xx) The company has not raised any money through a public issue.

(xxi) Based upon the audit procedures performed and information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the course of our audit

For, Gaurang Vora & Associates
Chartered Accountants

Sd/-

(Gaurang Vora)

Proprietor

Firm No. 103110W

Membership : 39526

PLACE : AHMEDABAD

Date : June 15, 2012.