

## BOARD OF DIRECTORS

**Shri Amul S. Mehta**  
(Chairman)

**Shri Sudhir Jatia** (w.e.f. 18-04-2012)  
(Managing Director)

**Dr. Shailesh J. Mehta**

**Shri Anujj Kumar Patodia** (w.e.f. 18-04-2012)

**Shri Pankajj Lath** (w.e.f. 18-04-2012)

**Shri Mulchand K. Sheth** (upto 18-04-2012)

**Shri Yugesh S. Mehta** (upto 18-04-2012)

**Dr. Jagdish N. Sheth** (upto 01-05-2012)

**Shri Niraj Goyal** (upto 31-03-2012)

**32nd ANNUAL GENERAL MEETING**  
**On Tuesday, 31st July, 2012.**  
**at 11.00 a.m.**  
**at Walchand Hirachand Hall,**  
**Indian Merchant Chambers,**  
**IMC Building, Churchgate,**  
**Mumbai 400 020**

### REGISTERED OFFICE :

**8th Floor, A Wing, THE QUBE, CTS No. 1498,**  
**A/2, M. V. Road, Behind Taj Flight Kitchen,**  
**Near International Airport,**  
**Marol, Andheri (East), Mumbai 400059**  
**E-mail: investor@siil.in**

### FACTORY :

**1701/2200, GIDC Industrial Estate,**  
**Halol 389 350**  
**Dist Panchmahal (Gujarat)**

### BANKERS :

**Central Bank of India**

### AUDITORS :

**Bansi S. Mehta & Co.**  
**Chartered Accountants**

### REGISTRAR & SHARE TRANSFER AGENT :

**Adroit Corporate Services Pvt. Ltd.**  
**19, Jafarbhoy Industrial Estate, Makwana Road,**  
**Marol Naka, Andheri (E), Mumbai - 400 059.**  
**Tel.: 91-22-2859 4060 / 6060**  
**E-mail: investorgrievances@adroitcorporate.com**

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**FINANCIAL HIGHLIGHTS**

	<b>(Rs.'000)</b>				
	2007-08	2008-09	2009-10	2010-11	<b>2011-12</b>
1 Gross Sales	689,514	659,027	655,912	767,819	<b>703,091</b>
2 Less Excise	65,022	48,461	35,800	46,932	<b>31,370</b>
3 Net Sales	624,492	610,566	620,112	720,887	<b>671,721</b>
4 Other Income	4,515	2,347	5,999	11,088	<b>3,910</b>
5 Total Income	629,007	612,913	626,111	731,975	<b>675,631</b>
6 Total Expenditure	580,247	577,896	569,013	664,837	<b>649,869</b>
7 Operating Profit	48,760	35,017	57,098	67,138	<b>25,762</b>
8 Interest	21,868	25,938	22,264	25,097	<b>28,309</b>
9 Gross Profit	26,892	9,079	34,834	42,041	<b>-2,547</b>
10 Depreciation	9,723	6,240	4,293	3,616	<b>4,002</b>
11 Deffered Revenue Exp.W/Off	1,495	1,403	5,985	0	<b>0</b>
12 Profit Before Tax	15,674	1,436	24,556	38,425	<b>-6,549</b>
13 Provision for Tax & Deff. Tax	6,344	1,300	5,253	11,963	<b>541</b>
14 Profit After Tax	9,330	136	19,303	26,462	<b>-7,090</b>
15 Dividend & Dividend Tax	0	0	6,996	8,688	<b>0</b>
16 Retained Earnings	26,392	26,529	36,905	52,034	<b>44,944</b>
17 Share Capital	29,900	29,900	29,900	29,900	<b>29,900</b>
18 Reserves & Surplus	79,750	78,596	88,405	106,761	<b>100,212</b>
19 Shareholders' Funds	109,650	108,496	118,305	136,661	<b>130,112</b>
20 Loan Funds	86,367	135,441	103,762	156,635	<b>180,148</b>
21 Total Capital Employed	196,017	243,937	222,067	293,296	<b>310,260</b>
22 Gross Block	171,898	172,403	168,206	169,209	<b>172,247</b>
23 Net Block	35,348	29,614	25,315	30,623	<b>29,659</b>
24 Net Current Assets	157,946	208,338	196,752	262,673	<b>280,601</b>
25 Miscellaneous Expenditure	2,723	5,985	0	0	<b>0</b>
26 Total Assets	196,017	243,937	222,067	293,296	<b>310,260</b>
27 Operating Profit Margin %	7.75	5.71	9.12	9.17	<b>3.81</b>
28 Gross Profit Margin %	4.28	1.48	5.56	5.74	<b>-0.38</b>
29 Dividend %	0.00	0.00	20.00	25.00	<b>0.00</b>
30 Book Value Per Share (Rs.)	35.76	34.28	39.57	45.71	<b>43.52</b>
31 Cash Earning Per Share (Rs.)	6.87	2.60	9.89	10.06	<b>-1.03</b>
32 Earning Per Share (Rs.)	3.12	0.05	6.46	8.85	<b>-2.37</b>
33 Return On Net Worth %	8.73	0.13	16.32	19.36	<b>-5.45</b>
34 Return On Capital Employed %	24.88	14.35	25.71	22.89	<b>8.30</b>
35 Assets Turnover Ratio	19.51	22.25	25.91	25.07	<b>23.71</b>
36 Inventory Turnover Ratio	4.27	4.90	5.09	4.71	<b>3.02</b>
37 Debt Equity Ratio	0.81	1.32	0.88	1.15	<b>1.38</b>
38 Current Ratio	1.85	2.30	2.21	2.23	<b>2.45</b>

## NOTICE

NOTICE is hereby given that the 32nd Annual General Meeting of the Members of Safari Industries (India) Limited will be held on Tuesday, 31st day of July, 2012, at Walchand Hirachand Hall, Indian Merchant Chambers, IMC Building, Churchgate, Mumbai 400 020 at 11.00 a.m. to transact the following business:

### ORDINARY BUSINESS :

1. To receive, consider and adopt Balance Sheet as at 31st March, 2012, statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Amul Mehta who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Statutory Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration and for the purpose, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:  
"RESOLVED THAT pursuant to the provisions of Section 224 and all other applicable provisions, if any, of the Companies Act, 1956, M/s. Bansi S. Mehta & Co, Chartered Accountants, having Registration No. 100991W, the retiring Auditors, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company and that the Board of Directors of the Company be and is hereby authorized to fix their remuneration for the said period in addition to the reimbursement of actual out of pocket expenses as may be incurred by them in the performance of their duties."

### SPECIAL BUSINESS :

4. To consider and if thought fit, to pass with or without modification, the following Resolution, as an Ordinary Resolution:  
"RESOLVED THAT Mr. Sudhir Jatia, whose term of Office as an Additional Director pursuant to Section 260 of the Companies Act, 1956 expires on the date of this Annual General Meeting and in respect of whom the Company has received a Notice under Section 257 of the Companies Act, 1956 from one of the members proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, not liable to retire by rotation."
5. To consider and if thought fit, to pass with or without modification, the following Resolution, as an Ordinary Resolution:  
"RESOLVED THAT Mr. Anujkumar Patodia whose term of Office as an Additional Director pursuant to Section 260 of the Companies Act, 1956 expires on the date of this Annual General Meeting and in respect of whom the Company has received a Notice under Section 257 of the Companies Act, 1956 from one of the members proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."
6. To consider and if thought fit, to pass with or without modification, the following Resolution, as an Ordinary Resolution:  
"RESOLVED THAT Mr. Punkajj Lath whose term of Office as an Additional Director pursuant to Section 260 of the Companies Act, 1956 expires on the date of this Annual General Meeting and in respect of whom the Company has received a Notice under Section 257 of the Companies Act, 1956 from one of the members proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."
7. To consider and if thought fit, to pass with or without modification, the following Resolution, as a Special Resolution:  
"RESOLVED THAT pursuant to the provisions of Section 198, 269 and 309, read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956, the approval of the Company be and is hereby accorded to the appointment of Mr. Sudhir Jatia as the Managing Director of the Company to exercise substantial power of management subject to supervision, control & Direction of Board of Directors of the Company for a period of 3 years with effect from 18th April 2012 to 17th April 2015 on the terms and conditions as set out in explanatory statement and in the draft Agreement

to be entered between the Company and Mr. Sudhir Jatia ,as placed before this meeting and initialed by the Chairman for the purpose of identification, which Agreement is specifically approved and sanctioned with the authority to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or Agreement so as not to exceed the limits specified in Schedule XIII of the Companies Act, 1956 or any amendment thereto, as may be agreed to between the Board of Directors and Mr. Sudhir Jatia."

"RESOLVED FURTHER THAT in the event of absence or inadequacy of profits of the Company in any financial year, during the tenure of Mr. Sudhir Jatia as Managing Director, he shall be entitled to receive remuneration as per the monetary ceiling provided under Part II of Schedule XIII to the Companies Act, 1956."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate."

8. To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:-

"RESOLVED that pursuant to the provisions of Section 16, 94 and all other applicable provisions, if any, of the Companies Act, 1956, (including any amendment thereto or re-enactment thereof) the Authorised Share Capital of the Company be increased from Rs.30,000,000 (Rupees three Crores) divided into 30,00,000 (Thirty lacs) Equity Shares of Rs.10/- each, to Rs.10,00,00,000 (Rupees Ten Cores) divided into 40,00,000 (Forty Lacs) equity shares of Rs.10/- each, and 60,00,000 (Sixty Lacs) Unclassified Shares of Rs. 10 each ranking pari pasu with existing shares; with the power to the Board to to classify and re-classify from time to time such shares into any class of shares in accordance with applicable law."

"RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V.

Clause V of Memorandum of Association of the Company

The Authorised Share Capital of the Company is Rs.100, 000,000 (Rupees Ten Crores) divided into 40, 00,000 (Forty Lacs) Equity Shares of Rs.10/- each, and 60, 00,000 (Sixty Lacs) Unclassified Shares of Rs. 10 each ranking pari pasu with existing shares; with the power to the Board to decide on the extent of variation in such rights and to classify and re-classify the shares from time to time into any class of shares and power to increase or reduce the capital of the Company and/or the nominal value of the shares and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions with or without voting rights as may be determined by or in accordance with the Articles of Association of the Company and in conformity with the provisions of the Act and to vary, modify, or abrogate any such rights, privileges or conditions and to consolidate or sub-divide the shares and issue shares of higher or lower denominations in such manner as may for the time being be provided by the Articles of Association of the Company."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate."

9. To consider and, if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 31 and all other applicable provisions, if any, of the Companies Act, 1956, the Articles of Association of the Company be and are hereby altered by substituting the existing Article No. 3 by the following new Article No.3:

The Authorised Share Capital of the Company is Rs.100, 000,000 (Rupees Ten Crores) divided into 40,00,000 (Forty Lacs) Equity Shares of Rs.10/- each, and 60,00,000 (Sixty Lacs) Unclassified Shares of Rs. 10 each ranking pari pasu with existing shares; with the power to the Board to decide on the extent of variation in such rights and to classify and re-classify the shares from time to time into any class of shares and power to increase or reduce the capital of the

Company and/or the nominal value of the shares and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions with or without voting rights as may be determined by or in accordance with the Articles of Association of the Company and in conformity with the provisions of the Act and to vary, modify, or abrogate any such rights, privileges or conditions and to consolidate or sub-divide the shares and issue shares of higher or lower denominations in such manner as may for the time being be provided by the Articles of Association of the Company."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take all such steps and actions and give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate."

10. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 293(1)(d) and all other applicable provisions, if any, of the Companies Act, 1956 and in supersession of the Resolution passed at the General Meeting held on 22.09.1993, the Board of Directors of the Company (hereinafter called the "Board" which term shall be deemed to include person(s) authorized and/or committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) be and is hereby authorized to borrow from time to time any sum or sums of money on such terms and conditions and with or without security as the Board may think fit which, together with the moneys already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business), may exceed the aggregate for the time being of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount of money/moneys so borrowed by the Board shall not at any point of time exceed the limit of Rs. 50 (Fifty) crores."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, if any required, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution."

**ON BEHALF OF THE BOARD OF DIRECTORS  
For SAFARI INDUSTRIES (INDIA) LIMITED**

Dated : 29th May, 2012  
Place : Mumbai

**SUDHIR JATIA**  
*Managing Director*

**NOTES:**

- i. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER.
- ii. Proxies in order to be effective should be duly completed, stamped and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the meeting.
- iii. Pursuant to Section 154 of the Companies Act, 1956, the Register of Members and Share Transfer Books of the Company will remain closed from 18th July, 2012 to 31st July, 2012 (both days inclusive).
- iv. Members who hold shares in dematerialised form are requested to bring their clientID and DPID number for easy identification for attendance at the meeting.
- v. Members desirous of obtaining any information as regards Accounts and operations of the Company are requested to write to the Company at least one week before the meeting to enable the Company to make available the required information at the meeting.
- vi. Members are requested to intimate the change in their addresses, if any, immediately to the company's Registrar and Transfer Agents.
- vii. Pursuant to the Provision of Section 205A of the Companies Act, 1956, as amended, dividend for the financial year ended 31st March, 2005, and thereafter which remains unpaid or unclaimed for a period of 7 years will be transferred to Investor Education and Protection Fund of the Central Government. Shareholders who have not encashed the dividend warrant(s) so far for the financial year ended 31st March, 2005, or any subsequent financial years are requested to make their claims to the office of the Registrar & Transfer Agent M/s. Adroit Corporate Services Pvt. Ltd. It may also be noted that once the unclaimed dividend is transferred to the Central Government, as above, no claims shall lie in respect thereof.
- viii. Members are informed that in accordance with Circular Nos. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 issued by Ministry of Corporate Affairs (MCA), Government of India, recognizing the spirit of the Circular issued by the MCA, henceforth the Company is proposing to send documents like Notice of General Body Meetings, Audited Financial Statements, Directors' Reports, Auditors' Reports etc. to the Members in the electronic form by e-mail. You are therefore requested to update your email address so that the annual report and other documents reach you on your preferred mail account.  
Members holding shares in the dematerialize form are requested to register/update the e-mail address with the concerned Depository Participant. Members holding shares in physical form are requested to register/update their e-mail address with Registrar and Transfer Agent of the Company M/s. Adroit Corporate Services Pvt. Ltd. Alternatively members may intimate the e-mail address along with their respective Client ID and DP ID/Folio No. by Letter / e-mail to the Company on investor@siil.in.

**ON BEHALF OF THE BOARD OF DIRECTORS  
For SAFARI INDUSTRIES (INDIA) LIMITED**

Dated : 29th May, 2012  
Place : Mumbai

**SUDHIR JATIA**  
*Managing Director*



## **ANNEXURE TO THE NOTICE**

### **EXPLANATORY STATEMENT REQUIRED BY SECTION 173 (2) OF THE COMPANIES ACT, 1956 RELATING TO THE AFORESAID RESOLUTIONS**

#### **ITEM No. 4**

The Board of Directors of the Company, at their meeting held on 18/04/2012, had appointed Mr. Sudhir Jatia, as Additional Director of the Company with effect from 18th April 2012.

As per the provisions of Section 260 of the Companies Act, 1956, he will hold office only upto the date of this Annual General Meeting of the Company, and is eligible for appointment as Director.

The Company has received Notice under Section 257 of the Companies Act, 1956 from one of the members of the Company along with the requisite deposit amount, proposing appointment of Mr. Sudhir Jatia as Director of the Company.

Mr. Sudhir Jatia is a Commerce graduate from Mumbai University. He began his business career in 1993, as a whole time Director with Universal Luggage Ltd. manufacturer of Aristocrat Brand which was the second largest brand at that time. He was appointed as a Managing Director of Blowplast Ltd. in 2003. In the year 2007 Blowplast Ltd. and VIP Industries Ltd. were merged. Aristocrat Luggage Limited (erstwhile universal luggage limited) was merged with VIP Industries Ltd. in the year 2008 and Mr. Jatia continued to be the Managing Director of VIP Industries Ltd. from February 01, 2007 till April 30, 2010. Further, he continued to serve as a Director on the board of VIP Industries Ltd. until May 2011. He has an experience of 18 years in the luggage industry.

The Board accordingly recommends the Ordinary Resolution set out at item no.4, of the accompanying Notice for the approval of the Members.

None of the Directors of the Company except Mr. Sudhir Jatia is or is deemed to be interested in the Resolution.

#### **ITEM No. 5**

The Board of Directors of the Company, at their meeting held on 18/04/2012, had appointed Mr. Pankaj Lath, as Additional Director of the Company with effect from 18th April 2012.

As per the provisions of Section 260 of the Companies Act, 1956, he will hold office only upto the date of this Annual General Meeting of the Company, and is eligible for appointment as Director.

The Company has received Notice under Section 257 of the Companies Act, 1956 from one of the members of the Company along with the requisite deposit amount, proposing appointment of Mr. Pankaj Lath as Director of the Company.

Mr. Pankaj Lath is a Commerce graduate from Mumbai University. He started his career with a Company exporting Fashion Accessories to U.S.A. and other parts of the world and was instrumental in setting up marketing channels in various countries. In U.S.A. the Company's products were successfully introduced to the leading departmental stores.

From the year 1990, he joined his family company - EURO VISTAA (INDIA) LTD. of which he is now, the Managing Director. This company is a Trading House, recognised by the Government of India and is one of the largest exporters of textile yarn from India with a presence in more than 50 countries. The company has won many export awards from Government Export Promotion Councils.

The Board accordingly recommends the Ordinary Resolution set out at item no.5, of the accompanying Notice for the approval of the Members.

None of the Directors of the Company except Mr. Pankaj Lath is or is deemed to be interested in the Resolution.

#### **ITEM No. 6**

The Board of Directors of the Company, at their meeting held on 18/04/2012, had appointed Mr. Anuj Patodia, as Additional Director of the Company with effect from 18th April 2012.

As per the provisions of Section 260 of the Companies Act, 1956, he will hold office only upto the date of this Annual General Meeting of the Company, and is eligible for appointment as Director.

The Company has received Notice under Section 257 of the Companies Act, 1956 from one of the members of the Company along with the requisite deposit amount, proposing appointment of Mr. Anuj Patodia as Director of the Company.

Mr. Anuj Patodia has a vast experience in the sphere of Management. He has worked extensively in the textile sector with a special focus on Apparel and has been instrumental in the development of various business.

The Board accordingly recommends the Ordinary Resolution set out at item no.6, of the accompanying Notice for the approval of the Members.

None of the Directors of the Company except Mr.Anujj Patodia is or is deemed to be interested in the Resolution.

**ITEM No. 7**

The Board of Directors of the Company at its Meeting held on 18th April, 2012, appointed Mr. Sudhir Jatia, as the Managing Director of the Company for a period of 3 years with effect from 18th April 2012 upto and including 17 April, 2015, subject to the approval of the members in the Annual General Meeting. Subsequently the Board at its meeting held on 29th May 2012 approved recommendation of Remuneration Committee with respect to Draft Employment Agreement to be executed between the Company and Mr. Sudhir Jatia and remuneration payable to him as Managing Director on following terms and conditions:

1. Salary: Rs. 1,00,000/- per month.
2. In addition to salary above, the Managing Director will be allowed the following perquisites subject to a ceiling of Rs.3,00,000/- per annum.
  - i. Medical Reimbursement:  
Reimbursement of actual expenses for self and family as per rules of the Company, not exceeding one month's salary in a year.
  - ii. Leave Travel Concession:  
For self and family once in a year as per rules of the company.
  - iii. Personal Accident Insurance:  
Personal Accident Insurance of an amount, the annual premium of which shall be paid as per the Rules of the Company.
  - iv. Provident Fund  
The Company's contribution not to exceed 12% of basic salary.
  - v. Superannuation fund  
The Company's contribution not to exceed 15% of basic salary.
  - vi. Gratuity  
As per the rules of the Company.
  - vii. Earned / Privilege leave  
As per the rules of the Company.

Allowance not forming part of perquisites:

- a. Car: The Company shall provide a car for the Company's business and, if no car is provided reimbursement of the conveyance shall be made on actual basis.
- b. Telephone: Free use of telephone at his residence for official use, provided that personal long distance calls on the telephone shall be billed by the Company to the Managing Director.
- c. Reimbursement of Expenses: The Managing Director shall also be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by him in connection with the Company's business.

In case of inadequacy of profits the appointee shall be eligible to the following perquisites which shall not be included in the computation of the remuneration specified above.

- a) Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- b) Gratuity payable at a rate not exceeding half month's salary for each completed year of service.
- c) Encashment of leave at the end of the tenure.

Other salient features of terms of appointment inter alia are as under:

- i. The Managing Director shall not be liable to retire by rotation.
- ii. The Managing Director shall not be paid any sitting fees for attending any meeting of the Board/ Committee(s)/ General Meeting(s)
- iii. The terms and conditions set out for reappointment and/or Agreement may be altered and varied from time to time by the Board as it may, at its discretion, deem fit so as not to exceed the limits specified in Schedule XIII of the Companies Act, 1956, or any other amendments made hereafter in this regard.
- iv. The Agreement may be terminated by either party by giving the other party six months notice.



- v. If at any time the appointee ceases to be a Director of the company for any cause whatsoever, he shall cease to be the Managing Director in terms of the Agreement and the Agreement shall forthwith terminate.
- vi. The Managing Director will carry out such duties as may be entrusted to him subject to the supervision and control of the Board of Directors and he will also perform such other duties and services as shall from time to time be entrusted to him by the Board of Directors.

Part III, of Schedule XIII of the Companies Act, 1956, provides that the appointment and remuneration of Managing Directors and Whole-time Directors in accordance with Part I and Part II of the Schedule shall be subject to approval by resolution of the shareholders in a General Meeting.

Accordingly, the Resolution as set out in Item No. 7 is proposed for approval of the members for appointment of Mr.Sudhir Jatia, as the Managing Director as contemplated by Part III of Schedule XIII of the Companies Act, 1956, and all other applicable provisions, if any.

The Board recommends approval of the above resolution for appointment of Mr. Sudhir Jatia, as Managing Director of the Company.

None of the Directors, except Mr.Sudhir Jatia, being the appointee himself, is interested in the proposed resolution.

The Draft Agreement to be entered into with Mr. Sudhir Jatia will be open for inspection by members at the Registered Office of the Company on all working days [except Saturdays, Sundays and public holidays] between 11.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting.

This explanation together with the accompanying Notice is and should be treated as an abstract of the terms of appointment of Mr.Sudhir Jatia, as the Managing Director of the Company under Section 302 of the Companies Act, 1956.

#### **ITEM No. 8 & 9**

The Company is in the process of exploring various growth opportunities. In order to enable the Board to grab any future growth opportunities, it is deemed appropriate to increase the Authorised Share Capital of the Company from Rs. 3 crores to Rs.10 crores and for that purpose, the Memorandum of Association and the Articles of Association of the Company are proposed to be suitably altered as set out at item Nos. 8 and 9 of the accompanying Notice and the resolutions to be passed are enabling resolutions.

The provisions of the Companies Act, 1956 require the Company to seek the approval of the Members for increasing the Authorised Share Capital and for the alteration of capital clause of the Memorandum of Association and the Articles of Association of the Company.

The said resolutions are being recommended for the approval of members.

None of the directors of the Company is directly or indirectly concerned or interested in this Resolution.

#### **ITEM No. 10**

The Company is exploring various opportunities for its all round growth through rationalisation of its operations entailing outlay of funds. The increasing business operations and future growth plans would necessitate requirement for funds.

As per the provisions of Section 293(1)(d) of the Companies Act,1956, the approval of the shareholders is required for authorizing the Board of Directors to borrow money/moneys, where the amount to be borrowed together with the amount already borrowed by the company exceeds the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set aside for any specific purpose. The shareholders of the Company have already accorded their approval to the Board of Directors of the Company to borrow money/moneys upto an amount of Rs 20 Crores by passing an Ordinary Resolution at the General Meeting held on 22.09.1993. It is proposed to enhance the said borrowing limit from Rs. 20 Crores to Rs. 50 Crores.

The said Ordinary Resolution is being recommended for the approval of members.

None of the directors of the Company is directly or indirectly concerned or interested in this Resolution.

**ON BEHALF OF THE BOARD OF DIRECTORS  
For SAFARI INDUSTRIES (INDIA) LIMITED**

Dated : 29th May, 2012  
Place : Mumbai

**SUDHIR JATIA**  
*Managing Director*

## DIRECTORS' REPORT

To

The Members,

Your Directors present the 32nd Annual Report together with Audited Statement of Accounts of the company for the year ended 31st March, 2012.

### 1. FINANCIAL RESULTS

	YEAR ENDED 31.03.2012 RS. LACS	YEAR ENDED 31.03.2011 RS. LACS
Sales, Income from Operations & Other Income	6205.71	6711.10
Gross profit	257.62	671.38
Interest	283.09	250.97
Depreciation	40.02	36.16
<b>Profit/ (Loss) before Tax</b>	<b>(65.49)</b>	<b>384.25</b>
Less: Tax provisions		
Current Tax	-	(109.91)
Deferred tax	(5.41)	(5.82)
Taxes of earlier years	-	(3.90)
<b>Profit/(Loss) after Tax</b>	<b>(70.90)</b>	<b>264.62</b>
Profit brought forward from previous year	520.34	369.05
<b>Profit available for appropriation</b>	<b>449.44</b>	<b>633.67</b>

### APPROPRIATIONS:

Transfer to General Reserve	-	26.46
Proposed Dividend	-	74.75
Tax on Proposed Dividend	-	12.13
Balance Carried to B/Sheet	449.44	520.33

### 2. DIVIDEND

In view of losses for the year your directors do not recommend any dividend for the year under review.

### 3. PERFORMANCE

Sales and other income decreased by 7.52% from Rs. 6711.10 lakhs of the previous year to Rs.6205.71 lakhs. The drop in sales is mainly on account of 30% degrowth in sales of Hard Luggage due to falling demand. However, the encouraging part is that the Company has reported a growth of more than 40% in soft luggage sales over previous year.

The company made a gross profit of Rs 257.62 lacs as against Rs.671.38 lacs in the previous year and incurred a net loss of Rs. 70.90 lacs for the current year as against profit of Rs.264.62 lacs in the previous year. The loss for the year is mainly on account of exchange loss of Rs.130.87 lacs and significant increase in raw material cost due to rising commodity prices. As on 31st March, 2012, the Reserves and Surplus of your Company are at Rs.985.04 lacs.

### 4. OUTLOOK FOR THE CURRENT YEAR

The outlook is positive as demand for Travel Goods remains strong. However, margins are likely to be under pressure due to steep depreciation of the Rupee. Barring unforeseen circumstances, the Company hopes to achieve improvement in Sales and Profitability as there is an increasing demand for soft luggage and your company is well equipped to grab huge potential in this area by maximizing its share of this growth.

### 5. FIXED DEPOSITS

Fixed Deposits from public and shareholders as on 31st March 2012, aggregated to Rs.189.90 lakhs. The Company has paid interest on all fixed deposits due and claimed.

### 6. DIRECTORS

Pursuant to execution of share purchase agreement and completion of open offer made as per SAST, 2011 Mr. Sudhir M. Jatia (Promoter) and Mrs. Neeti S. Jatia (PAC) have directly and indirectly acquired, on 18th April, 2012, 22,95,933 equity shares of the company, aggregating to 76.79% of the paid up capital of the Company.

Shri Niraj Goyal, Shri Mulchand K. Sheth, Shri Yugesh S. Mehta and Dr. Jagdish N. Sheth have resigned due to their pre-occupation.

Your Directors place on record their appreciation of valuable services rendered and guidance given by them during their tenure as Directors of the Company.

Mr. Sudhir Jatia, Mr. Anuj Patodia and Mr. Punkaj Lath were appointed as Additional Directors.

Mr. Amul S. Mehta relinquished his position as Managing Director and Mr. Sudhir Jatia has been appointed as Managing Director of the Company.

## **DIRECTORS' REPORT (contd..)**

### **7. AUDITORS**

M/s. Bansi S. Mehta & Co., Chartered Accountants, Mumbai, Auditors of the Company, hold office until the conclusion of the ensuing Annual General Meeting. The Company has received certificate from Auditors to the effect that their reappointment, if made, would be within the prescribed limit under Section 224 (1B) of the Companies Act, 1956.

### **8. COMMENT ON AUDITORS' REMARKS**

Note Nos. 24 to 39 on the accounts and referred to in the Auditors' Report are self-explanatory and do not call for further explanations and may be treated as adequate compliance of Section 217 (3) of the Companies Act, 1956.

### **9. SECRETARIAL COMPLIANCE CERTIFICATE**

Secretarial Compliance Certificate pursuant to Section 383A of the Companies Act, 1956, is attached herewith.

### **10. COST RECORDS**

The Company is in the process of maintaining the cost records prescribed under Section 209 (1) (d) of the Companies Act, 1956 read with Notification dated 3rd June, 2011 issued by Ministry of Corporate Affairs prescribing The Companies (Cost Accounting Records) Rules, 2011. Accordingly, the company will comply with the provisions of the said section and notification as applicable to it.

### **11. ACKNOWLEDGEMENT**

Your Directors would like to thank its customers for their confidence in company's products and services, employees for their dedication and teamwork, Company's bankers for their co-operation and for the trust reposed by them in the Company.

### **12. DIRECTORS' RESPONSIBILITY STATEMENT PURSUANT TO SECTION 217(2AA) OF THE COMPANIES ACT, 1956**

The Directors hereby confirm :

- a) that in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- b) that the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for that period.
- c) that the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safe guarding the assets of the company and for preventing and detecting fraud and other irregularities.
- d) that the directors have prepared the annual accounts on 'a going concern' basis.

### **13. LISTING OF SHARES**

The Equity shares of the Company are listed on the Bombay Stock Exchange, situated at Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001.

The Company has paid necessary listing fees to The Bombay Stock Exchange as prescribed as per listing agreement.

### **14. CONSERVATION OF ENERGY, ETC.**

As required by the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, the Report on Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo, etc. is given in the annexure forming part of this Report.

### **ON BEHALF OF THE BOARD OF DIRECTORS**

Mumbai  
Dated : 29th May, 2012

**A. S. MEHTA**  
*Chairman*

## DIRECTORS' REPORT (contd..)

### ANNEXURE TO THE DIRECTORS' REPORT

DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO AS REQUIRED UNDER COMPANIES (DISCLOSURE OF PARTICULARS IN THE BOARD OF DIRECTORS' REPORT) RULES, 1988.

#### (A) CONSERVATION OF ENERGY :

- (a) Energy conservation measures taken :  
Power is not a major input in the manufacturing process. Therefore, no substantial conservation of energy is possible. However, efforts have been made to install energy saving devices and greater awareness have been brought about among the employees to induce conservation of energy and in particular to avoid wastage.
- (b) Additional investments and proposals, if any, being implemented for reduction of consumption of energy. Please refer to the explanation provided in (a) above.
- (c) Impact of the measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods.  
Not applicable.
- (d) Total energy consumption and energy consumption per unit of production  
Form "A" of the annexure to the Companies (Disclosure of particulars in the Board of Directors Report) Rules, 1988 , is not applicable.

#### (B) TECHNOLOGY ABSORPTION :

##### RESEARCH AND DEVELOPMENT (R & D) :

- (a) Existing products are continuously evaluated for possible improvement in their design, etc. The process of manufacture is under constant review for improvement in methods, quality and cost reduction.

- (b) Benefits derived as a result of above R & D :

Introduction of new and better models.  
Improvement in Cycle Time, Machine Performance and reduction in down time.

- (c) Future plan of action :

Automation in Frame bending and Luggage Assembly.

- (d) Expenditure on R & D :

Expenditure on normal R & D is insignificant and hence not allocated separately.

### 2. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION :

- (a) Efforts taken for technology absorption and innovation :

Company's manufacturing process is based mainly on indigenous technology.

- (b) Benefits derived as a result of the above efforts :

Not applicable.

- (c) Information regarding technology imported during the last five years.

Not applicable.

### 3. FOREIGN EXCHANGE EARNINGS AND OUTGO :

Total foreign exchange used and earned during the year.

	(Rs. in lacs)
Used	2,019.02
Earned	Nil

#### ON BEHALF OF THE BOARD OF DIRECTORS

MUMBAI  
Dated : 29th May, 2012

**A. S. MEHTA**  
*Chairman*

## COMPLIANCE CERTIFICATE

CORPORATE IDENTIFICATION NUMBER (CIN): L25200MH1980PLC022812

PAID UP CAPITAL: RS 29,900,000/-

To,  
The Members  
SAFARI INDUSTRIES (INDIA) LIMITED  
Mumbai

I have examined the necessary registers, records, books, papers of SAFARI INDUSTRIES (INDIA) LIMITED 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 year ended on 31st March, 2012. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that in respect of 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 wherever required all entries therein have been recorded.
2. The Company has duly filed the forms and returns as stated in Annexure "B" to this certificate, with the Registrar of Companies, Mumbai, Maharashtra or such other authorities as required under the Act and the rules made there under with additional filing fees in case of delayed filing.
3. The status of the Company being Public Limited Company, comments are not required.
4. The Board of Directors duly met 7 (Seven) times for meetings held on 29.04.2011, 30.05.2011, 30.07.2011, 09.09.2011, 01.11.2011, 28.01.2012 and 09.02.2012 respectively, in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The Company closed its Register of Members and Share Transfer Register from 17.07.2011 to 30.07.2011 (both days inclusive) and necessary compliance of Section 154 of the Companies Act, 1956 has been made in respect of the same.
6. The Annual General Meeting for the financial year ended on 31st March, 2011 was held on 30.07.2011 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in the Minutes Book maintained for the purpose.
7. No Extra-Ordinary General Meeting was held during the financial year under review.
8. As explained by the management of the Company, the Company has not advanced any loan to its directors and / or persons or firms or companies referred in Section 295 of the Act, during the financial year under review.
9. As explained by the management of the Company, the Company has not entered into any contract in violation of the provisions of Section 297 of the Act in respect of contracts specified in the said Section.
10. The Company has made necessary entries in the register maintained under Section 301 of the Act.
11. There are no appointments or contracts in respect of holding an office or place of profit by Directors within the meaning of Section 314 of the Act and accordingly, the Company was not required to obtain any approval from the Board of Directors, Members and the Central Government.
12. The Board of Directors or duly constituted Committee of Directors has approved the issue of duplicate share certificates during the financial period under review.
13. During the financial year under review, the Company has :
  - (i) not issued or allotted any shares / debentures or other securities and hence, the Company was not required to deliver any certificates in respect of the same. The Company has given effect of the valid transfer / transmission of shares on lodgment there of within time provided and in accordance with the provisions of the Act.
  - (ii) deposited the amount of dividend declared in a separate Bank Account within 5 days from the date of declaration of such dividend;
  - (iii) paid / posted warrants for dividends to all the members within a period of 30 (thirty) days from the date of declaration and that all unclaimed / unpaid dividend has been transferred to Unpaid Dividend Account of the Company maintained with Standard Chartered Bank, Mumbai.
  - (iv) the Company was not required to transfer any amounts to the Investors Education and Protection Fund since there were no unpaid dividends, application money due for refund, matured deposits, matured Debentures and the interest accrued thereon, outstanding for a period of seven years;
  - (v) The Company has duly 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, alternate directors and directors to fill casual vacancies, during the financial year under review.
15. The Company has not appointed Whole-time Director / Manager during the financial year under review. The Company has reappointed Mr. Amul Mehta as Managing Director of the Company and the reappointment has been made in compliance with the provisions of Section 269 read with schedule XIII to the Act.
16. The Company has not appointed any sole-selling agents during the financial year under review.
17. Other than the Company Law Board, the Company was not required to obtain any approvals of the Central Government, Regional Director, Registrar or such other authorities as may be prescribed under the various provisions of the Act during the financial year under review. Approval of Company Law Board, Mumbai was required:
  - (i) For Condonation of delay under section 141 of the Act, with respect to filing of memorandum of complete satisfaction of charge, created in favour of M/s Central Bank of India.
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.
19. The Company has not issued / allotted any shares / securities during the financial year under review.
20. The Company has not bought back any shares during the financial year under review.
21. The Company has not issued any preference shares / debentures and consequently there is no redemption of preference shares / debentures during the year under review.
22. There were no transactions necessitating the Company to keep in abeyance the right to dividend, right shares and bonus shares pending registration of transfer of the shares during the financial year under review.
23. The Company has complied with the provisions of Sections 58A and 58AA read with Companies (Acceptance of Deposit) Rules, 1975 and directives issued by the Reserve Bank of India, wherever applicable, with regard to the deposits accepted from the public & shareholders and the Company has filed the copy of Advertisement as required with the Registrar of Companies, Mumbai Maharashtra on 01.06.2011. The Company has filed return of deposit with the Registrar of Companies on 30.06.2011.
24. The amount borrowed by the Company during the financial year ended 31st March, 2012 is within the borrowing limits of the Company.
25. As explained by the management of the Company, the Company has not made loans or advances or made investments or given guarantees or provided securities to other bodies corporate and hence no comment is invited.
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 financial year under review. The Company has changed its registered office address within local limits of city/town of the jurisdiction of the same Registrar of Companies, ("ROC") Mumbai, Maharashtra and duly intimated about the change in registered office to the ROC.
27. The Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the financial year under review.
28. The Company has not altered the provisions of the Memorandum with respect to name of the Company during the financial year under review.
29. The Company has not altered the provisions of the Memorandum with respect to share capital of the Company during the financial year under review.
30. The Company has not altered any provisions of its Articles of Association during the financial year under review.
31. As explained by the management of the Company, there was no prosecution initiated against or show cause notices received by the Company for alleged offences under the Act and no fines and penalties or any other punishment was imposed on the Company during the financial year under review.
32. As explained by the management of the Company, the Company has not received any money as security from its employees during the year under review.
33. As explained by the management of the Company, the Company has not constituted a separate Provident Fund Trust for its employees or class of its employees as contemplated under Section 418 of the Act.

**FOR NINAD AWACHAT & ASSOCIATES**

*Company Secretaries*

Ninad Awachat

Proprietor

(A.C.S. No. 26995) (C. P. No : 9668)

Mumbai

Dated : 29th May, 2012



## ANNEXURE A

Sr. No.	Registers maintained by the Company	Under Section
1	Register of Charges	143
2	Register of Members	150
3	Register of Index of Members	151
4	Minutes Books of proceedings of : 1. Meetings of the Board of Directors 2. General Meetings 3. Meeting of the Committees	193
5	Register of Contracts, Companies and firms in which Directors are interested	301
6	Register of Directors, Managers and Secretary	303
7	Register of Directors Shareholding	307
8	Register of Deposit	Companies (Acceptance of Deposit) Rules, 1975
9	Register of Renewed and Duplicate Share Certificates	Companies (Issue of Share Certificate) Rules, 1960
10	Register of Share Applications and Allotments	Voluntary
11	Register of Share Transfer	Voluntary
12	Register of Directors Attendance	A/A.
13	Register of Members Attendance	A/A.
14	Register of Proxy	Voluntary

**FOR NINAD AWACHAT & ASSOCIATES**

*Company Secretaries*

Ninad Awachat

Proprietor

(A.C.S. No. 26995) (C. P. No : 9668)

Mumbai

Dated : 29th May, 2012

**ANNEXURE B**

Forms and Returns filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ending 31st March 2012

S.No	Forms No. /Return	Filed under section	For	Date of filing	Whether filed within prescribed time Yes/No	If Delay in filing whether requisite additional fee paid Yes/No
1	18	146	Notice of change of situation of registered office	04/05/2011	Yes	NA
2	62	58A	Copy of Advertisement for acceptance of Public Deposit	01/06/2011	Yes	NA
3	23	269 with 198, 209,210	Appointment, Reappointment or renewal or variation of the terms of appointment of Managing Director	17/06/2011	No	Yes
4	25C	269(2)	Return of Appointment of Managing Director or whole-time Director or Manager	17/06/2011	Yes	NA
5	62	58A	Return of Fixed Deposit	30/06/2011	Yes	NA
6	23	192	Appointment & Reappointment of Managing Director	03/09/2011	No	Yes
7	23	192	Managing Director Employment Agreement	03/09/2011	Yes	NA
8	20B	159	Annual Return	15/10/2011	No	Yes
9	66	383A	Compliance Certificate	15/10/2011	No	Yes
10	20B	159	Revised Form of Annual Return filed due to clerical error in previous form.	18/11/2011	NA	NA
11	23AC-XBRL	220	Balance Sheet	29/12/2011	Yes	NA
12	23ACA-XBRL	220	Profit and Loss Account	29/12/2011	Yes	NA
13	17	138	Satisfaction of Charges	04/08/2011	Yes	NA
14	17	138	Satisfaction of Charges	05/08/2011	*No	No
15	17	138	Satisfaction of Charges	29/09/2011	Yes	NA
16	8	125/135	Creation & Modification of Charges	15/10/2011	No	Yes
17	8	125/135	Creation & Modification of Charges	18/10/2011	Yes	NA
18	21	141	Order of Company Law Board	16/11/2011	Yes	NA

\* The delay in filling of Satisfaction of Charge with ROC was condoned by the Company Law Board, Mumbai Bench.

**FOR NINAD AWACHAT & ASSOCIATES***Company Secretaries*

Mumbai  
Dated : 29th May, 2012

Ninad Awachat  
Proprietor  
(A.C.S. No. 26995) (C. P. No : 9668)

## AUDITORS' REPORT

The Members,

SAFARI INDUSTRIES (INDIA) LIMITED.

1. We have audited the attached Balance Sheet of Safari Industries (India) Ltd., as at March 31, 2012 and the Statement of Profit & Loss and Cash Flow Statement 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.
2. 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 misstatement. An audit includes examining on a test basis, evidence supporting the amount and disclosures in the financial statements. An audit also includes assessing the accounting 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.
3. As required by the Companies` (Auditor's Report) Order, 2003, as amended, issued by the Central Government in terms of Section 227(4A) of the Companies Act, 1956, we enclose in the Annexure a Statement, on the basis of such checks as we considered appropriate and the information and explanations given to us, on the matters specified in paragraph 4 of the said Order.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:
  - i. 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.
  - ii. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of such books.
  - iii. The Balance Sheet, Statement of Profit & Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account.
  - iv. In our opinion, the Balance Sheet, Statement of Profit & Loss and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956.
  - v. On the basis of the written representation received from the Directors of the Company and taken on record by the Board of Directors, we report that none of the directors is disqualified as on March 31, 2012 from being appointed as a director in terms of clause (g) of sub section (1) of section 274 of the Companies Act, 1956.
5. In our opinion, and to the best of our information and according to the explanations given to us, the said accounts read with notes thereon, give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
  - i. In the case of the Balance Sheet of the state of affairs of the Company as at March 31, 2012,
  - ii. In the case of the Statement of Profit & Loss of the loss for the year ended on that date, and
  - iii. In the case of Cash Flow Statement, of the cash flows for the year ended on that date.

Mumbai  
Dated : 29th May, 2012

**FOR BANSI S. MEHTA & CO.**  
*Chartered Accountants*  
(Firm Regn. No. 100991W)  
H. G. Buch  
Partner  
(M. No. 33114)

**Annexure referred to in paragraph 3 of the Auditors' Report of even date to the members of SAFARI INDUSTRIES (INDIA) LIMITED on the accounts for the year ended March 31, 2012.**

- (i) (a) The Company is maintaining proper records to show full particulars, including quantitative details and situation of fixed assets.  
(b) As explained to us, the Company has a programme of physical verification of fixed assets which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with such programme, the management has physically verified fixed assets of significant value during the year and no material discrepancies were noticed on such verification. In case of fixed assets lying with third parties, confirmations have been obtained.  
(c) During the year, the Company has not disposed of any substantial part of its fixed assets.
- (ii) (a) The inventories have been physically verified by the management during the year, except material lying with third parties and at depots, in respect of which confirmations are obtained. In our opinion, the frequency of verification is reasonable.  
(b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.  
(c) The Company is maintaining proper records of inventory. The discrepancies noticed on verification between physical inventories and book records were not material in relation to the size of operations of the Company and the same have been properly dealt with in the books of account.
- (iii) (a) As per the information furnished, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956.  
(b) Accordingly, Clause (iii)(b) relating to the rate of interest and terms and conditions being prima facie prejudicial to the Company, Clause (iii)(c) relating to regularity of receipt of principal amount and interest and Clause (iii)(d) relating to steps taken for recovery of overdue principal and interest of more than rupees one lakh, are not applicable.  
(c) As per information furnished, the Company has not taken any loans, secured or unsecured from companies, firms or other parties covered in the register maintained under section 301 of the Act.  
(d) Accordingly, Clause (iii) (f) relating to the rate of interest and other terms and conditions being prima facie prejudicial to the interest of the Company and clause (iii) (g) relating to the repayment of such loans are not applicable
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the Company and the nature of its business with regard to purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal control system.
- (v) (a) Based on the audit procedures applied by us and according to the information and explanations provided to us, we are of the opinion that the particulars of contracts or arrangements referred to in Section 301 of the Act have been entered in the register required to be maintained under that Section; and  
(b) According to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements entered in the Register maintained under Section 301 of the Companies Act, 1956 and exceeding the value of rupees five lakhs in respect of each party during the year, have been made at prices which are reasonable, having regard to prevailing market prices at the relevant time, wherever applicable.
- (vi) In our opinion and according to the information and explanations given to us, the Company has complied with Section 58A, 58AA or any other relevant provisions of the Companies Act, 1956 and the rules framed thereunder and the directives issued by the Reserve Bank of India, wherever applicable, with regard to the deposits accepted from the public.
- (vii) In our opinion and according to the explanations given to us, the Company has an internal audit system commensurate with its size and nature of its business.
- (viii) We are informed that the Company is in the process of maintaining the cost records prescribed under Section 209 (1) (d) of the Companies Act, 1956 read with Notification dated 3rd June, 2011 issued by Ministry of Corporate Affairs prescribing The Companies (Cost Accounting Records) Rules, 2011. Accordingly, we are unable to comment as to whether such accounts and records have been made or maintained.

(ix) (a) According to the information and explanations given to us and the records examined by us, the Company has generally been regular in depositing with appropriate authorities undisputed statutory dues being provident fund, investor education and protection fund, excise duty, wealth tax, customs duty and other material statutory dues, wherever applicable, except in respect of employees' state insurance, income tax, sales tax, service tax, cess, wherein there have been delays. There are no undisputed arrears of above mentioned statutory dues outstanding as at March 31, 2012 for a period of more than six months from the date they became payable.

(b) The disputed amounts that have not been deposited in respect of Sales Tax and Entry Tax are as under:

<b>Name of the Statute</b>	<b>Nature of the dues</b>	<b>Amount Rs.Lacs</b>	<b>Period to which it relates</b>	<b>Forum where dispute is pending</b>
Orissa Sales Tax Act,1956	SalesTax	16.62	2002-03	Sales TaxTribunal
Orissa Entry Tax Act,1999	EntryTax	1.17	2002-03	Sales TaxTribunal
Orissa Sales Tax Act,1956	SalesTax	20.52	2003-04	Sales TaxTribunal
Orissa Entry Tax Act,1999	EntryTax	1.95	2003-04	Sales TaxTribunal
Orissa Entry Tax Act,1999	EntryTax	1.42	2004-05	Sales TaxTribunal
Orissa Sales Tax Act,1956	SalesTax	17.37	2004-05	Sales TaxTribunal

(x) There are no accumulated losses of the Company as on March 31, 2012. However the Company has incurred cash losses during the financial year covered by our audit but not in the immediately preceding financial year.

(xi) As per the information and explanations given to us, as the Company has not borrowed any amount from a financial institution or bank or debenture holders, the requirement of reporting under this clause is not applicable.

(xii) Based on our examination of the records and the information and explanations given to us, the Company has not granted any loans and / or advances on the basis of security by way of pledge of shares, debentures and other securities.

(xiii) Clause (xiii) of the Order is not applicable to the Company as it is not a chit fund or nidhi / mutual benefit fund / society.

(xiv) According to the information and explanations given to us, the Company is not dealing or trading in shares, securities, debentures and other investments and hence, the requirements of Clause 4(xiv) of the Order are not applicable to the Company.

(xv) As per the information and explanations given to us, the Company has not given any guarantee for loan taken by others from banks or financial institutions.

(xvi) As per the information and explanations given to us, the term loans have been applied for the purpose for which they were obtained.

(xvii) According to the information and explanations given to us, funds raised on short term basis of Rs.81 lakhs have been used for long term investments.

(xviii) According to the information and explanations given to us, the Company has not made any preferential allotment of shares to parties and Companies covered in the register maintained under section 301 of the Companies Act, 1956, during the year.

(xix) According to the information and explanations given to us, the Company has not issued any debentures and hence, the question of creating security or charges in respect thereof does not arise.

(xx) The Company has not raised any money by public issue during the year.

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

**FOR BANSI S. MEHTA & CO.**

*Chartered Accountants*

(Firm Regn. No. 100991W)

H. G. Buch

Partner

(M. No. 33114)

Mumbai

Dated : 29th May, 2012

**BALANCE SHEET AS AT 31ST MARCH 2012**

	NOTE NO.	RUPEES	AS AT 31.03.2012 RUPEES	AS AT 31.03.2011 RUPEES
<b>I. EQUITY AND LIABILITIES</b>				
<b>1. SHARE HOLDERS' FUNDS</b>				
(a) SHARE CAPITAL	2	<b>29,900,000</b>		29,900,000
(b) RESERVES & SURPLUS	3	<b>98,503,823</b>		105,593,793
			<b>128,403,823</b>	135,493,793
<b>2. NON-CURRENT LIABILITIES</b>				
(a) Long-term borrowings	4	<b>4,975,000</b>		2,352,000
(b) Deffered tax liabilities (net)	5	<b>1,708,747</b>		1,167,322
(c) Other Long Term Liabilites	6	<b>790,065</b>		871,740
			<b>7,473,812</b>	4,391,062
<b>3. CURRENT LIABILITIES</b>				
(a) Short-term borrowings	7	<b>161,158,004</b>		133,562,648
(b) Trade Payables	8	<b>157,226,952</b>		164,048,547
(c) Other Current Liabilites	9	<b>50,127,040</b>		52,852,104
(d) Short Term provisions	10	-		16,998,452
			<b>368,511,996</b>	367,461,751
<b>TOTAL</b>			<b>504,389,631</b>	507,346,606
<b>II. ASSETS</b>				
<b>1. NON - CURRENT ASSETS</b>				
(a) Fixed Assets	11			
(i) Tangible assets		<b>29,383,582</b>		30,622,709
(ii) Intangible assets		<b>275,498</b>		-
(b) Long term loans and advances	12	<b>9,148,004</b>		4,092,927
			<b>38,807,084</b>	34,715,636
<b>2. CURRENT ASSETS</b>				
(a) Inventories	13	<b>232,929,134</b>		163,063,242
(b) Trade Receivables	14	<b>203,124,801</b>		285,408,408
(c) Cash and Bank Balances	15	<b>17,832,986</b>		20,544,486
(d) Short-term loans and advances	16	<b>10,866,363</b>		2,199,608
(e) Other current assets	17	<b>829,263</b>		1,415,226
			<b>465,582,547</b>	472,630,970
<b>TOTAL</b>			<b>504,389,631</b>	507,346,606
Significant Accounting Policies	1			
Notes on Accounts	2 to 39			

As per our Report of even date

**FOR BANSI S. MEHTA & CO.**

Chartered Accountants

(Firm Regn. No. 100991W)

**H. G. BUCH**

Partner

(M. No. 33114)

Mumbai, Dated: 29th May, 2012

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

**AMUL S. MEHTA***(Chairman)***SUDHIR JATIA***(Managing Director)*

Mumbai, Dated: 29th May, 2012



**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2012**

	NOTE NO.	31.03.2012 RUPEES	31.03.2011 RUPEES
<b>I. REVENUE FROM OPERATIONS</b>			
SALES		<b>703,091,355</b>	767,818,897
LESS :			
Excise Duty		<b>31,369,515</b>	43,961,865
VAT & CST		<b>55,061,209</b>	63,485,491
<b>NET SALES</b>		<b>616,660,631</b>	660,371,541
<b>II. OTHER INCOME</b>	18	<b>3,910,256</b>	10,738,377
<b>III. TOTAL REVENUE</b>		<b>620,570,887</b>	671,109,918
<b>EXPENSES:</b>			
COST OF MATERIALS CONSUMED	19	<b>209,600,074</b>	268,563,177
PURCHASE OF STOCK-IN-TRADE		<b>246,513,054</b>	171,666,996
CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADE	20	<b>(81,497,556)</b>	(32,181,392)
EMPLOYEE BENEFIT EXPENSES	21	<b>75,561,662</b>	74,538,661
FINANCE COST	22	<b>28,309,489</b>	25,096,750
DEPRECIATION AND AMORTIZATION EXPENSE		<b>4,002,369</b>	3,615,831
OTHER EXPENSES	23	<b>144,630,340</b>	121,385,038
<b>IV. TOTAL EXPENSES</b>		<b>627,119,432</b>	632,685,061
<b>V. PROFIT/(LOSS) BEFORE TAX</b>		<b>(6,548,545)</b>	38,424,857
<b>VI. TAX EXPENSE:</b>			
(1) Current tax		-	(10,990,829)
(2) Deferred tax		<b>(541,425)</b>	(581,527)
(3) Taxes of Earlier Years		-	(390,084)
<b>VII. PROFIT/(LOSS) AFTER TAX</b>		<b>(7,089,970)</b>	26,462,417
<b>VIII. EARNING PER EQUITY SHARE:</b>			
(1) Basic		<b>(2.37)</b>	8.85
(2) Diluted		<b>(2.37)</b>	8.85
<b>SIGNIFICANT ACCOUNTING POLICIES</b>	1		
<b>NOTES ON ACCOUNTS</b>	2 to 39		

As per our Report of even date  
**FOR BANSI S. MEHTA & CO.**  
Chartered Accountants  
(Firm Regn. No. 100991W)  
**H. G. BUCH**  
Partner  
(M. No. 33114)  
Mumbai, Dated: 29th May, 2012

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS  
**AMUL S. MEHTA** (Chairman)  
**SUDHIR JATIA** (Managing Director)  
Mumbai, Dated: 29th May, 2012

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2012**

<b>A. Cash Flow from Operating Activities</b>	<b>CURRENT YEAR</b>		<b>PREVIOUS YEAR</b>	
	RUPEES	RUPEES	RUPEES	RUPEES
Net Profit before tax and extra ordinary items.		<b>(6,548,545)</b>		38,424,857
Adjustments for :				
Depreciation	<b>4,002,369</b>		3,615,831	
Interest (Net)	<b>27,509,892</b>		24,582,765	
Profit on sale of Fixed Assets	-		(460,181)	
Rent Received	<b>(828,001)</b>		(841,500)	
		<b>30,684,260</b>		26,896,915
Operating profit before working capital changes		<b>24,135,715</b>		65,321,772
Adjustments for :				
Trade & other receivables	<b>72,287,689</b>		(48,819,350)	
Inventories	<b>(69,865,892)</b>		(34,188,824)	
Trade & other Payables	<b>(3,094,536)</b>		43,695,710	
		<b>(672,739)</b>		(39,312,464)
Cash generated from operations		<b>23,462,976</b>		26,009,308
Direct taxes paid		<b>(12,206,979)</b>		(7,058,165)
Cash flow before extra ordinary items		<b>11,255,997</b>		18,951,143
Extra ordinary items		-		(8,308,649)
Net cash from operating activities		<b>11,255,997</b>		10,642,494
<b>B. Cash flow from investing activities</b>				
Purchase of fixed assets	<b>(3,038,739)</b>		(10,288,580)	
Sale of fixed assets	-		10,133,935	
Proceeds of fixed deposit with bank	-		(1,829,262)	
Interest received	<b>799,596</b>		513,985	
Rent received	<b>828,001</b>		841,500	
Net cash used in investing activities		<b>(1,411,142)</b>		(628,422)
<b>C. Cash flow from financing activities</b>				
Proceeds from Long Term borrowings	<b>(4,082,000)</b>		(13,647,200)	
Proceeds from Short Term borrowings	<b>27,138,932</b>		41,563,253	
Interest paid	<b>(28,309,489)</b>		(25,096,750)	
Dividend paid	<b>(7,303,798)</b>		(5,556,357)	
Net Cash used in financing activities		<b>(12,556,355)</b>		(2,737,054)
Net Increase/(Decrease) in cash & cash equivalents		<b>(2,711,500)</b>		7,277,018
Opening cash & cash equivalents		<b>11,494,486</b>		4,217,468
Closing cash & cash equivalents		<b>8,782,986</b>		11,494,486

As per our Report of even date

**FOR BANSI S. MEHTA & CO.**

Chartered Accountants

(Firm Regn. No. 100991W)

**H. G. BUCH**

Partner

(M. No. 33114)

Mumbai, Dated: 29th May, 2012

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

**AMUL S. MEHTA***(Chairman)***SUDHIR JATIA***(Managing Director)*

Mumbai, Dated: 29th May, 2012

## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2012

### NOTE - 1

#### Significant accounting Policies:

##### i) Basis of accounting :

The financial statements are prepared on the basis of going concern, under historical cost convention and on accrual basis of accounting. Claims raised against the company are accounted as and when the claims are finally accepted by the company after due verification.

##### ii) Classification of Assets and Liabilities :

Assets and Liabilities are classified as current/non-current, considering inter-alia, expected realization/settlement in the Company's normal operating cycle of six months or a period of twelve months from the Balance sheet date.

##### iii) Fixed Assets :

Fixed Assets are carried at the cost of acquisition or at appropriate cost of fabrication (including excise duty wherever applicable) in case of in-house fabricated assets, after reducing Cenvat credit thereon, wherever applicable, less accumulated depreciation and amortization.

Cost directly attributable to bringing the assets to their working condition for intended use, are capitalized. Such costs include appropriate cost of borrowing in respect of assets other than those which are ready for their intended use upon acquisition.

##### iv) Depreciation and Amortisation :

###### (a) Leasehold Land

Premium on leasehold land is amortised over the period of lease.

###### (b) Other Assets

Depreciation on assets acquired prior to 2nd April, 1987 is provided at the rates corresponding to the rates applicable under the Income-tax Rules in force at the time of acquisition/purchase of assets.

Depreciation on assets acquired after 2nd April, 1987 but before 16th December, 1993 is provided on straight line method as per Section 205 (2)(b) of the Companies Act, 1956 at the rates and in the manner specified in Schedule XIV of the Companies Act, 1956 prevailing at that time.

Depreciation on addition of items of assets, specified in Notification No.GSR 756 (E) dated 16th December, 1993, and Circular No.14/93 (No.1/12/92-CL.V) dated 20th December, 1993 issued by the Ministry of Law, Justice and Company Affairs, Department of Company Affairs, and acquired on or after 16th December, 1993, is being provided on straight line method as per Section 205 (2) (b) of the Companies Act, 1956 at the rates and in the manner specified in the Schedule XIV of the Companies Act, 1956, read with the Notification and Circular.

Assets costing less than Rs.5000/- each, acquired during the financial year, are being fully written off.

##### v) Inventories :

a) Raw materials, Stores and Spares and Packing materials are valued at the lower of cost and net realizable value on First In First Out basis.

b) Finished goods (manufactured) and Work-in-progress are valued at the lower of cost and net realizable value on First In First Out basis. Cost includes direct materials cost, direct labour cost, other relevant overheads, including applicable duties and levies.

c) Finished goods (traded) are valued at the lower of cost (inclusive of freight and octroi) and net realizable value on First In First Out basis.

##### vi) Sales :

a) Local sales are recognized on dispatch of goods to the customers and are reflected in accounts at the gross realizable value, i.e. inclusive of excise duty, sales-tax and other levies, wherever applicable, less returns.

b) Job work charges are recognized upon completion of relative jobs.

##### vii) Import Duty Benefits :

Goods imported for trading and eligible for refund of Special Additional Duty of Custom are accounted net of such benefit.

##### viii) Foreign Currency Transactions :

a) Foreign currency transactions during the year are accounted at the spot rate prevailing on the date of respective transaction.

b) Difference between the spot rate prevailing on the date of transaction and the exchange rate at which the liability is settled is recognized in the Profit & Loss Account. Foreign currency transactions outstanding at the close of the financial year are restated at the spot rate prevailing at the close of the financial year. Loss or gain due to such restatement are recognized in the Profit & Loss Account.

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2012 (contd..)**

- c) In case of forward exchange contracts, the difference i.e. premium or discount, between the forward rate and exchange rate on the date of the transaction is recognized as expense or income over the life of the contract.

**ix) Taxation :****Current Tax :**

Provision for Current Tax is made on the basis of taxable income for the current year in accordance with the provisions of the Income Tax Act, 1961.

**Deferred Tax :**

Income tax expense is accrued in accordance with Accounting Standard 22 - Accounting for Taxes on Income, which includes current and deferred taxes. Deferred Income Taxes reflect the impact of timing differences between taxable income & accounting income for the year and reversal/restatement of timing differences of earlier years.

Deferred tax assets and liabilities are measured using the tax rate and tax laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax assets are recognized for all reversible timing differences, carry forward of unused tax assets and unused tax losses subject to consideration of prudence. Carrying amount of deferred tax assets is reviewed at each balance sheet date on the same consideration.

**x) Employee Benefits :****a. Defined Contribution Plan**

**Provident Fund, Family Pension Fund** - Contribution as per the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 towards Provident Fund and Family Pension Fund are provided for and payments in respect thereof are made to the relevant authorities on actual basis.

**Superannuation** - The Company's Superannuation Scheme is administered by Life Insurance Corporation of India (LIC). The company has made contributions towards the said Scheme for certain employees of the Company.

**b. Defined Benefit Plan**

**Gratuity** - In accordance with applicable laws, the Company provides for gratuity, a defined benefit retirement plan ("Gratuity Plan") covering all employees. The company has an employees' gratuity fund managed by the Life Insurance Corporation of India ("LIC"). The Gratuity Plan provides a lump sum payment to vested employees, at retirement or termination of employment, an amount based on the respective employee's last drawn salary and the years of employment with the Company. Liability with regard to Gratuity Plan is accrued based on actuarial valuation at the Balance Sheet date, carried out by an independent actuary. Actuarial gain or loss is recognized immediately in the statement of profit and loss as income or expense.

**c. Compensated Absences**

The employees are entitled to accumulate leave subject to certain limits, for the future availment. Encashment of leave is given as per the management discretion.

**xi) Product Warranties :**

Product Warranty costs are provided in the year of sale based on past experience.

**xii) Voluntary Employees Separation Scheme :**

Based on the effective acceptance of the application under "Voluntary Employees Separation Scheme" (VESS), payment of ex-gratia under VESS is charged to Profit & Loss Account.

**xiii) Leases**

Payments under operating leases are recognized in the Profit and Loss Account as Rent.

**xiv) Impairment of Assets :**

If internal/external indications suggest that an asset of the company may be impaired, the recoverable amount of asset/cash generating unit is determined on the Balance Sheet date and if it is less than its carrying amount, the carrying amount of the asset/cash generating unit is reduced to the said recoverable amount. The recoverable amount is measured as the higher of net selling price and value in use of such assets/cash generating unit, which is determined by the present value of the estimated future Cash Flows.

**xv) Provisions, Contingent Liabilities and Contingent Assets :**

- a) The Company recognizes as Provisions, the liabilities being present obligations arising out of past events, the settlement of which is expected to result in an outflow of resources and which can be measured only by using a substantial degree of estimation.
- b) Contingent Liability is disclosed, unless the possibility of an outflow of resources is remote.
- c) Contingent Assets are not recognized nor disclosed.

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2012 (contd..)**

	<b>AS AT 31.03.2012 RUPEES</b>	<b>AS AT 31.03.2011 RUPEES</b>
<b>NOTE NO. 2</b>		
<b>A. SHARE CAPITAL</b>		
<b>AUTHORISED :</b>		
30,00,000 EQUITY SHARES OF RS. 10/- EACH	<u><b>30,000,000</b></u>	<u>30,000,000</u>
<b>ISSUED, SUBSCRIBED &amp; PAID UP :</b>		
29,90,000 EQUITY SHARES OF RS. 10/- EACH FULLY PAID UP	<u><b>29,900,000</b></u>	<u>29,900,000</u>
<b>B. RIGHTS,PREFERENCE AND RESTRICTION ATTACHING TO VARIOUS CLASSES OF SHARES</b>		
EACH EQUITY SHAREHOLDER IS ENTITLED TO ONE VOTE PER SHARE.		
<b>C. SHARES IN THE COMPANY HELD BY EACH SHAREHOLDER HOLDING MORE THAN 5% OF PAID UP CAPITAL</b>		
	<b>NO. &amp; % OF HOLDING</b>	<b>NO. &amp; % OF HOLDING</b>
JAGDISH N SHETH	<b>195,000 (6.52%)</b>	195,000 (6.52%)
SHAILESH J MEHTA	<b>1,85,000 (6.19%)</b>	1,85,000 (6.19%)
SAFARI INVESTMENTS PVT LTD	<b>4,54,693 (15.21%)</b>	4,54,693 (15.21%)
SCB A/C PROJECT HOLIDAY (SHARES) ESCROW*	<b>8,56,108 (28.63%)</b>	- -
LIPL SIIL OPEN OFFER ESCROW DEMAT A/C*	<b>5,08,483 (17.01%)</b>	- -
<i>(*Pursuant to share purchase agreement as referred to in the Directors' Report)</i>		
	<b>AS AT 31.03.2011 RUPEES</b>	<b>AS AT 31.03.2012 RUPEES</b>
	<b>Additions /(deductions) during the year RUPEES</b>	
<b>NOTE NO. 3</b>		
<b>RESERVES &amp; SURPLUS</b>		
<b>CAPITAL RESERVE</b>	1,117,722	<b>1,117,722</b>
<b>SHARE PREMIUM</b>	9,750,000	<b>9,750,000</b>
<b>GENERAL RESERVE</b>	42,692,569	<b>42,692,569</b>
<b>SURPLUS IN STATEMENT OF PROFIT &amp; LOSS</b>	52,033,502	<b>44,943,532</b>
<b>TOTAL</b>	<u>105,593,793</u>	<u><b>98,503,823</b></u>
<b>SURPLUS IN STATEMENT OF PROFIT &amp; LOSS</b>		
OPENING BALANCE	36,905,146	<b>52,033,502</b>
ADD/(LESS) : PROFIT/(LOSS) AFTER TAX	26,462,417	<b>(7,089,970)</b>
<b>BALANCE AVAILABLE FOR APPROPRIATION</b>	<u>63,367,563</u>	<u><b>44,943,532</b></u>
<b>LESS: APPROPRIATIONS</b>		
- PROPOSED FINAL DIVIDEND ON EQUITY SHARES	7,475,000	-
- TAX ON PROPOSED DIVIDEND	1,212,819	-
- TRANSFER TO GENERAL RESERVE	2,646,242	-
<b>TOTAL</b>	<u>52,033,502</u>	<u><b>44,943,532</b></u>

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2012 (contd..)**

	<b>AS AT 31.03.2012 RUPEES</b>	AS AT 31.03.2011 RUPEES
<b>NOTE NO. 4</b>		
<b>LONG TERM BORROWINGS</b>		
<b>FIXED DEPOSITS</b>	<b>4,975,000</b>	2,352,000
	<b>4,975,000</b>	2,352,000
<b>INTEREST RATE &amp; MATURITY PROFILE</b>		
	<b>Repayable in</b>	
<b>Interest Rate</b>	<b>2013-14</b>	<b>2014-15</b>
	<b>Rs.</b>	<b>Rs.</b>
11%	5,25,000	-
12%	32,25,000	12,25,000
<b>NOTE NO. 5</b>		
<b>DEFERRED TAX LIABILITES (NET)</b>		
DEFERRED TAX LIABILITES	<b>3,024,324</b>	3,378,691
DEFERRED TAX ASSETS	<b>1,315,577</b>	2,211,369
<b>DEFERRED TAX LIABILITES (NET)</b>	<b>1,708,747</b>	1,167,322
<b>NOTE NO. 6</b>		
<b>OTHER LONG TERM LIABILITIES</b>		
SECURITY DEPOSITS	<b>700,000</b>	700,000
INTEREST ACCRUED & DUE ON FIXED DEPOSIT	<b>90,065</b>	171,740
<b>TOTAL</b>	<b>790,065</b>	871,740
<b>NOTE NO. 7</b>		
<b>SHORT TERM BORROWINGS (SECURED)</b>		
<b>FROM CENTRAL BANK OF INDIA</b>		
CASH CREDIT	<b>124,698,319</b>	97,549,361
BOOK DEBTS	<b>36,459,685</b>	36,013,287
<b>BILLS DISCOUNTING</b>	-	-
Out standing as at 31.03.2012 of Rs. 448.30 Lacs (P.Y. Rs. 448.41 Lacs) has been adjusted from Trade Receivables (Refer note no. 14)		
<b>NOTE</b>	-	-
All the above borrowings are secured by hypothecation of stocks of raw-materials, semi-finished goods, finished goods, packing materials, stores and spares, all book debts of the Company and further secured by an equitable mortgage of immovable properties of the company situated at Mumbai and Halol ,Fixed Deposit Receipt and personal guarantee of a Director & other.		
<b>TOTAL</b>	<b>161,158,004</b>	133,562,648



**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2012 (contd..)**

	<b>AS AT 31.03.2012 RUPEES</b>	<b>AS AT 31.03.2011 RUPEES</b>
<b>NOTE NO. 8</b>		
<b>TRADE PAYABLES</b>		
ACCEPTANCES	<b>17,106,207</b>	38,823,911
CREDITORS FOR GOODS & SERVICES	<b>140,120,745</b>	125,224,636
<b>TOTAL</b>	<b>157,226,952</b>	164,048,547

<b>NOTE NO. 9</b>		
<b>OTHER CURRENT LIABILITIES</b>		
CURRENT MATURITIES OF LONG TERM DEBT - FIXED DEPOSITS	<b>13,815,000</b>	20,485,000
INTEREST ACCRUED BUT NOT DUE ON FIXED DEPOSITS	<b>145,822</b>	134,706
INTEREST ACCRUED & DUE ON FIXED DEPOSITS	<b>449,565</b>	424,065
UNPAID DIVIDENDS	<b>438,857</b>	267,655
UNCLAIMED MATURED DEPOSITS	<b>200,000</b>	235,000
CUSTOM DUTY PAYABLE	<b>4,242,795</b>	-
EXCISE DUTY PAYABLE	<b>5,469,456</b>	2,969,822
VAT/CST PAYABLE	<b>3,170,652</b>	4,578,301
GRATUITY PAYABLE	<b>4,110,897</b>	3,708,943
SUPER ANNUATION PAYABLE	<b>1,149,499</b>	-
BONUS PAYABLE	<b>3,051,214</b>	3,065,034
OTHER PAYABLES	<b>13,883,283</b>	16,983,578
<b>TOTAL</b>	<b>50,127,040</b>	52,852,104

<b>NOTE NO. 10</b>		
<b>SHORT TERM PROVISIONS</b>		
PROVISION FOR DIVIDENDS	-	7,475,000
TAX ON DIVIDEND DISTRIBUTION	-	1,212,819
PROVISION FOR INCOME TAX	-	8,310,633
<b>TOTAL</b>	-	16,998,452

**NOTE NO. 11**  
**FIXED ASSETS** (RUPEES)

PARTICULARS	GROSS BLOCK			DEPRECIATION AND AMORTISATION				NET BLOCK		
	AS AT 01.04.2011	ADDITIONS	SALE/ TRF. 31.03.2012	AS AT 01.04.2011	FOR THE YEAR	ON SALE/ TRF. 31.03.2012	AS AT 31.03.2012	AS AT 31.03.2012	AS AT 31.03.2011	
<b>A) TANGIBLE ASSETS</b>										
Leasehold Land	949,908	-	-	949,908	233,291	9,082	-	242,373	716,617	
Building	22,571,198	-	-	22,571,198	15,248,001	601,118	-	15,849,119	7,323,197	
Plant and Equipment	118,665,752	93,780	-	118,759,532	102,469,244	2,227,696	-	104,696,940	16,196,508	
Computers	6,162,772	615,659	-	6,778,431	4,826,617	407,737	-	5,234,354	1,336,155	
Jigs, Tools & Dies	3,659,846	-	-	3,659,846	3,292,700	64,809	-	3,357,509	367,146	
Furniture and Fixures	8,211,418	12,825	-	8,224,243	7,255,194	154,528	-	7,409,722	956,224	
Electrical Installations	2,735,869	68,030	-	2,803,899	2,435,568	59,438	-	2,495,006	300,301	
Office Equipment & Other Assets	3,543,568	63,400	-	3,606,968	2,386,740	110,285	-	2,497,025	1,156,828	
Vehicles	2,708,244	1,902,006	-	4,610,250	438,511	360,134	-	798,645	2,269,733	
<b>A )</b>	<b>169,208,575</b>	<b>2,755,700</b>	<b>-</b>	<b>171,964,275</b>	<b>138,585,866</b>	<b>3,994,827</b>	<b>-</b>	<b>142,580,693</b>	<b>29,383,582</b>	<b>30,622,709</b>
<b>B) INTANGIBLE ASSETS</b>										
Computer Software	-	283,040	-	283,040	-	7,542	-	7,542	275,498	-
<b>B )</b>	<b>-</b>	<b>283,040</b>	<b>-</b>	<b>283,040</b>	<b>-</b>	<b>7,542</b>	<b>-</b>	<b>7,542</b>	<b>275,498</b>	<b>-</b>
<b>Total (A+B)</b>	<b>169,208,575</b>	<b>3,038,740</b>	<b>-</b>	<b>172,247,315</b>	<b>138,585,866</b>	<b>4,002,369</b>	<b>-</b>	<b>142,588,235</b>	<b>29,659,080</b>	<b>30,622,709</b>
<b>Previous Year</b>	168,205,609	10,288,580	9,285,614	169,208,575	142,890,546	3,615,831	7,920,511	138,585,866	30,622,709	25,315,063

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2012 (contd..)**

	<b>AS AT 31.03.2012 RUPEES</b>	AS AT 31.03.2011 RUPEES
<b>NOTE NO. 12</b>		
<b>LONG TERM LOANS &amp; ADVANCES</b>		
DEPOSITS FOR PREMISES & OTHERS	<b>6,127,538</b>	3,755,991
INCOME TAX REFUND RECEIVABLE	<b>3,020,466</b>	336,936
<b>TOTAL</b>	<b><u>9,148,004</u></b>	<u>4,092,927</u>
<b>NOTE NO. 13</b>		
<b>INVENTORIES</b>		
RAW MATERIALS	<b>23,794,175</b>	34,234,714
PACKING MATERIALS	<b>2,317,503</b>	3,161,333
WORK IN PROGRESS	<b>4,424,794</b>	6,907,839
FINISHED GOODS (INCLUDING GOODS IN TRANSIT RS. 67,52,966/-)	<b>90,931,105</b>	56,360,673
STOCK IN TRADE (IN RESPECT OF GOODS ACQUIRED FOR TRADING) (INCLUDING GOODS IN TRANSIT RS. 2,92,70,810/-)	<b>107,159,812</b>	57,749,643
STORES AND SPARES	<b>4,301,745</b>	4,649,040
<b>TOTAL</b>	<b><u>232,929,134</u></b>	<u>163,063,242</u>
<b>NOTE NO. 14</b>		
<b>TRADE RECEIVABLES (UNSECURED, CONSIDERED GOOD)</b>		
OUTSTANDING FOR A PERIOD EXCEEDING SIX MONTHS FROM THE DUE DATE FOR PAYMENTS	<b>2,360,760</b>	838,264
OTHERS (REFER NOTE NO. 7)	<b>200,764,041</b>	284,570,144
<b>TOTAL</b>	<b><u>203,124,801</u></b>	<u>285,408,408</u>
<b>NOTE NO. 15</b>		
<b>CASH &amp; BANK BALANCES</b>		
<b>CASH AND CASH EQUIVALENTS</b>		
<b>BALANCE WITH BANKS</b>		
- IN CURRENT ACCOUNTS	<b>8,050,673</b>	10,772,414
- IN UNCLAIMED DIVIDEND ACCOUNTS	<b>438,857</b>	267,655
<b>CASH IN HAND</b>	<b>293,456</b>	454,417
<b>SUB TOTAL (A)</b>	<b><u>8,782,986</u></b>	<u>11,494,486</u>
<b>OTHER BALANCES</b>		
<b>FIXED DEPOSIT WITH SCHEDULED BANK</b>		
A) PLEDGED WITH THE BANK - AGAINST BANK GURANTEES	<b>125,000</b>	125,000
B) PLEDGED WITH THE BANK - AGAINST LETTER OF CREDITS	<b>4,000,000</b>	4,000,000
C) PLEDGED WITH THE BANK - AGAINST BANK FACILITIES	<b>1,800,000</b>	1,800,000
D) OTHER DEPOSITS - AS LIQUID ASSETS	<b>3,125,000</b>	3,125,000
<b>SUB TOTAL (B)</b>	<b><u>9,050,000</u></b>	<u>9,050,000</u>
<b>TOTAL (A+B)</b>	<b><u>17,832,986</u></b>	<u>20,544,486</u>

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2012 (contd..)**

	<b>YEAR ENDED 31.03.2012 RUPEES</b>	<b>YEAR ENDED 31.03.2011 RUPEES</b>
<b>NOTE NO. 16</b>		
<b>SHORT TERM LOANS &amp; ADVANCES</b>		
<b>OTHER LOANS AND ADVANCES - (UNSECURED, CONSIDERED GOOD)</b>		
LOANS & ADVANCES TO STAFF MEMBERS	<b>113,350</b>	194,862
DEPOSITS FOR PREMISES	<b>795,000</b>	-
ADVANCES RECOVERABLE IN CASH OR IN KIND OR FOR VALUE TO BE RECEIVED.	<b>873,552</b>	359,206
CUSTOM DUTY & OTHER TAXES RECEIVABLE	<b>9,012,632</b>	1,450,268
BALANCE WITH CENTRAL EXCISE COLLECTORATE	<b>71,829</b>	195,272
<b>TOTAL</b>	<b><u>10,866,363</u></b>	<u>2,199,608</u>
<b>NOTE NO. 17</b>		
<b>OTHER CURRENT ASSETS</b>		
INTEREST DUE ON FDR	<b>134,696</b>	231,648
RENT RECEIVABLE	<b>127,500</b>	175,500
CLAIM RECEIVABLE	<b>567,067</b>	1,008,078
<b>TOTAL</b>	<b><u>829,263</u></b>	<u>1,415,226</u>
<b>NOTE NO. 18</b>		
<b>OTHER INCOME</b>		
INTEREST INCOME	<b>799,597</b>	513,985
RENT RECEIVED	<b>918,001</b>	933,000
NET GAIN/LOSS ON EXCHANGE FLUCTUATION	-	61,414
SALE OF SCRAP	<b>186,947</b>	208,748
<b>OTHER NON-OPERATING INCOME</b>		
PROFIT ON SALE OF FIXED ASSETS	-	8,768,830
CUSTOM DUTY REFUND	<b>1,508,082</b>	-
AMOUNTS WRITTEN BACK	<b>32,132</b>	116,398
MISCELLANEOUS INCOME	<b>465,497</b>	136,002
<b>TOTAL</b>	<b><u>3,910,256</u></b>	<u>10,738,377</u>

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2012 (contd..)**

	<b>AS AT 31.03.2012 RUPEES</b>	<b>AS AT 31.03.2011 RUPEES</b>
<b>NOTE NO. 19</b>		
<b>COST OF MATERIALS CONSUMED</b>		
<b>RAW MATERIALS &amp; COMPONENTS</b>		
OPENING STOCK	<b>34,234,714</b>	32,873,241
<b>ADD: PURCHASES</b>	<b>160,412,625</b>	218,740,725
<b>SUB -TOTAL</b>	<b>194,647,339</b>	251,613,966
LESS: SALES	<b>2,366</b>	106,375
LESS: CLOSING STOCK	<b>23,794,175</b>	34,234,714
<b>BALANCE</b>	<b>170,850,798</b>	217,272,877
ADD: PROCESSING CHARGES	<b>26,584,441</b>	37,158,930
<b>TOTAL</b>	<b>197,435,239</b>	254,431,807
LESS: COMPONENTS TRANSFERRED FOR WARRANTY CLAIMS	<b>831,666</b>	640,020
<b>NET CONSUMPTION</b>	<b>196,603,573</b>	253,791,787
<b>PACKING MATERIALS CONSUMED</b>		
<b>TOTAL</b>	<b>12,996,501</b>	14,771,390
	<b>209,600,074</b>	268,563,177

**NOTE NO. 20****CHANGES IN INVENTORIES OF FINISHED GOODS & WORK IN PROGRESS AND STOCK IN TRADE**

<b>OPENING STOCK</b>		
FINISHED GOODS	<b>56,360,673</b>	49,425,740
TRADING GOODS	<b>57,749,643</b>	34,062,040
WORK IN PROGRESS	<b>6,907,839</b>	5,348,983
<b>SUB- TOTAL</b>	<b>121,018,155</b>	88,836,763
<b>CLOSING STOCK</b>		
FINISHED GOODS	<b>90,931,105</b>	56,360,673
TRADING GOODS	<b>107,159,812</b>	57,749,643
WORK IN PROGRESS	<b>4,424,794</b>	6,907,839
<b>SUB- TOTAL</b>	<b>202,515,711</b>	121,018,155
<b>INCREASE</b>	<b>(81,497,556)</b>	(32,181,392)

**NOTE NO. 21****EMPLOYEE BENEFIT EXPENSES**

SALARIES, WAGES AND BONUS ETC.	<b>56,175,723</b>	54,484,739
CONTRIBUTION TO PROVIDENT & OTHER FUNDS	<b>6,302,795</b>	5,857,822
LABOUR CHARGES	<b>1,807,288</b>	3,888,219
WELFARE EXPENSES	<b>5,815,460</b>	5,558,316
CONTRIBUTION TO GRATUITY & SUPER ANNUATION FUNDS	<b>5,460,396</b>	4,749,565
<b>TOTAL</b>	<b>75,561,662</b>	74,538,661

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2012 (contd..)**

	<b>AS AT 31.03.2012 RUPEES</b>	<b>AS AT 31.03.2011 RUPEES</b>
<b>NOTE NO. 22</b>		
<b>FINANCE COST</b>		
INTEREST ON :		
TERM LOAN	-	95,659
CASH CREDITS	<b>12,240,733</b>	9,243,441
FIXED DEPOSITS	<b>2,353,146</b>	2,871,593
BILL DISCOUNTING & INTEREST TO OTHERS	<b>13,715,610</b>	12,886,057
<b>TOTAL</b>	<b><u>28,309,489</u></b>	<u>25,096,750</u>
<b>NOTE NO. 23</b>		
<b>OTHER EXPENSES</b>		
CONSUMPTION OF STORES AND SPARES	<b>2,142,641</b>	3,187,392
PACKING MATERIALS FOR TRADED GOODS	<b>3,416,596</b>	2,114,742
CARRIAGE INWARDS	<b>3,606,975</b>	5,765,965
EXCISE DUTY ON CLOSING STOCK	<b>5,469,456</b>	2,969,822
POWER AND FUEL	<b>7,129,547</b>	10,810,311
REPAIRS AND MAINTENANCE		
- BUILDING	<b>169,662</b>	138,487
- PLANT AND MACHINERY	<b>986,109</b>	748,097
- OTHERS	<b>1,098,433</b>	773,974
RENT	<b>12,589,402</b>	9,735,262
RATES AND TAXES	<b>1,558,703</b>	901,271
INSURANCE	<b>470,633</b>	584,489
DIRECTORS' FEES	<b>330,500</b>	317,000
POSTAGE, TELEGRAM & TELEPHONE EXPENSES	<b>1,263,097</b>	1,711,814
LEGAL AND PROFESSIONAL FEES	<b>3,309,714</b>	2,032,121
AUDITORS' REMUNERATION	<b>490,000</b>	392,500
AMOUNTS W/OFF	<b>13,919</b>	96,327
BANK CHARGES & DISCOUNT	<b>3,814,829</b>	3,931,183
FREIGHT & HANDLING	<b>61,315,658</b>	54,600,138
OCTROI AND OCTROI COMMISSION	<b>1,308,853</b>	1,347,824
TRAVELLING & CONVEYANCE	<b>7,514,132</b>	7,215,343
ADVERTISEMENT & SALES PROMOTION	<b>6,327,859</b>	4,689,401
NET LOSS ON EXCHANGE FLUCTUATION	<b>13,086,999</b>	-
WARRANTY CLAIMS	<b>835,360</b>	638,998
MISCELLANEOUS EXPENDITURE	<b>6,381,263</b>	6,682,577
<b>TOTAL</b>	<b><u>144,630,340</u></b>	<u>121,385,038</u>

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2012 (contd..)**

**24.** Estimated amount of contracts remaining to be executed on Capital Account and not provided for Rs. Nil (Previous Year Rs. Nil).

<b>25. Contingent Liabilities not provided for :</b>	<b>Current Year</b>	<b>Previous Year</b>
<b>Sr. No. Particulars</b>	<b>(Rs. in Lakhs)</b>	<b>(Rs. in Lakhs)</b>
(a) Bills discounted with Central Bank of India	<b>448.30</b>	448.41
(b) Counter Guarantees given by the Company	<b>22.73</b>	17.84
(c) Claims / demands against the Company by employees, disputed / not acknowledged as debts :	<b>amount not ascertainable</b>	amount not ascertainable
(d) Disputed Sales Tax and Income-Tax liabilities	<b>59.05</b>	162.18

**26. Segment Reporting :**

The Company's activities pertain to a single reportable segment of travel goods as per Accounting Standard - 17 on Segment Reporting.

**27. Related Party Disclosures :**

Related Party Disclosures, as required by Accounting Standard - 18 :

i) Name of the related parties & description of relationship.

Key Management Personnel :

Mr. A. S. Mehta Managing Director

Relatives of Key Management Personnel :

Mrs. Maitri C. Shah Daughter of Mr. A. S. Mehta

Miss. Rachana A. Mehta Daughter of Mr. A. S. Mehta

ii) Transactions with Related Parties :

<b>Nature of Transactions</b>	<b>Key Management Personnel (Rs. in Lakhs)</b>
Remuneration	<b>37.05</b> (33.48) P. Y.

**28. Disclosure for operating lease under Accounting Standard 19 - "Leases"**

a. The Company has entered into agreements for taking on leave and license under operating lease for office Premises/warehouses, including furniture & fittings therein, as applicable. These agreements are not non-cancelable and are for tenures between 11 months & 5 years and are renewable by mutual consent on mutually agreeable terms. The specified disclosure in respect of these agreements is given below :

<b>Lease Rent payable</b>	<b>Current Year (Rs. in Lakhs)</b>	<b>Previous Year (Rs. in Lakhs)</b>
Within 1 year	<b>73.59</b>	104.39
After 1 year but before 5 years	<b>87.84</b>	126.13
After 5 years	<b>Nil</b>	Nil
<b>TOTAL</b>	<b>161.43</b>	230.52

(i) under some of the agreements, refundable interest free deposits have been given.

(ii) Some of the agreements provide for increase in rent.

(iii) All the agreements provide for early termination by either party with a notice period which varies from 1 month to 3 months.

(iv) Some of the agreements are under renewal.

b. Details of Asset (Godown) given on Operating Lease :

<b>Particulars</b>	<b>Current Year (Rs. in lakhs)</b>	<b>Previous Year (Rs. in lakhs)</b>
Gross Block	<b>9.40</b>	9.40
Accumulated Depreciation	<b>4.69</b>	4.54
Depreciation recognised in the statement of Profit & Loss for the year	<b>0.15</b>	0.15
Lease Rent Receivable		
Within 1 year	<b>9.00</b>	9.00
After 1 year but before 5 years	<b>6.75</b>	9.00
After 5 years	<b>Nil</b>	Nil
<b>TOTAL</b>	<b>15.75</b>	18.00

The agreement provides for early termination by either party with a notice period of 3 months.



**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2012 (contd..)**

**29. Employee Benefits:**

Consequent upon adoption of Revised Accounting Standard 15 on "Employee Benefits" ("AS-15"), issued by the Institute of Chartered Accountants of India, as required by the Standard, the following disclosures are made:

**Reconciliation of opening and closing balances of the present value of the defined benefit obligation**

	<b>Current Year</b>	Gratuity (Funded)
	<b>RUPEES</b>	Previous Year
		RUPEES
Obligation at period beginning (April 1, 2011)	<b>2,17,94,537</b>	1,74,89,453
Current service cost	<b>11,17,570</b>	9,93,464
Interest cost	<b>17,98,048</b>	13,99,156
Past Service Cost	-	11,60,172
Actuarial (gain) / loss	<b>32,85,019</b>	16,10,450
Benefits paid	<b>(10,90,794)</b>	(8,58,158)
<b>Obligations at the year end (March 31, 2012)</b>	<b>2,69,04,380</b>	2,17,94,537
Plan assets at period beginning, at fair value	<b>1,79,95,863</b>	1,74,89,451
Expected return on plan assets	<b>14,84,659</b>	6,51,940
Actuarial gain / (loss)	<b>4,05,081</b>	8,02,361
Contributions	<b>37,97,069</b>	-
Benefits paid	<b>(10,90,794)</b>	(8,58,158)
<b>Plan assets at the year end, at fair value</b>	<b>2,25,91,878</b>	1,80,85,594
<b>RECONCILIATIONS OF PRESENT VALUE OF THE OBLIGATION AND THE FAIR VALUE OF PLAN ASSETS</b>		
Fair value of plan assets at the end of the year	<b>2,25,91,878</b>	1,80,85,594
Present value of the defined benefit obligations at the end of the year	<b>2,69,04,380</b>	2,17,94,537
<b>Liability/(Asset) recognized in the Balance Sheet</b>	<b>43,12,502</b>	37,08,943
<b>COST FOR THE YEAR</b>		
Current Service cost	<b>11,17,570</b>	9,93,464
Interest cost	<b>17,98,048</b>	13,99,156
Past Service Cost	-	11,60,172
Expected return on plan assets	<b>(14,84,659)</b>	(6,51,940)
Actuarial (gain)/loss	<b>28,79,938</b>	8,08,091
<b>Net Cost recognized in the Profit and Loss Account</b>	<b>43,10,897</b>	37,08,943
<b>ASSUMPTIONS USED TO DETERMINE THE BENEFIT OBLIGATIONS :</b>		
Interest rate	<b>8.50%</b>	8.00%
Estimated rate of return on plan assets	<b>8.50%</b>	8.00%
Expected rate of increase in salary	<b>4.00%</b>	4.00%
<b>Actual return on plan assets</b>	<b>18,89,740</b>	14,54,299

**30. Earning Per Share :**

Basic & Diluted Earning Per Share as per Accounting Standard AS-20 is as under.

	<b>2011-12</b>	2010-11
	<b>Rupees</b>	Rupees
(a) Net Profit/(Loss) available for Equity Share holders	<b>(70,89,970)</b>	2,64,62,417
(b) Weighted Average No.of Equity shares	<b>29,90,000</b>	29,90,000
(c) Basic & Diluted Earning per Share (Equity share of Rs. 10/- each)	<b>(2.37)</b>	8.85

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2012 (contd..)****31. Deferred Taxation :**

Deferred Taxes recognized/reversed in respect of items of timing differences between accounting income and taxable income in terms of Accounting Standard 22.

Item of timing difference	Balance of Assets/(Liabilities) as on 01.04.2011	(Charge)/Credit for the year including reversal	(RUPEES) Balance Assets/(Liabilities) as on 31.03.2012
1. Depreciation	(33,78,691)	3.54.367	<b>(30,24,324)</b>
2. Deferred Revenue Expenditures	22,11,369	(8,95,792)	<b>13,15,577</b>
<b>TOTAL</b>	<b>(11,67,322)</b>	<b>(5,41,425)</b>	<b>(17,08,747)</b>

**32. Provision for Warranty Claims in terms of Accounting Standard -29 :**

(RUPEES)

Balance as at 31.03.2012

Balance at 01.04.2011	Additions during the year	Amount used/paid during the year	Balance as at 31.03.2012
<b>14,240</b>	<b>8,35,360</b>	<b>8,31,666</b>	<b>17,934</b>
P.Y. (15,262)	(6,38,998)	(6,40,020)	(14,240)

**33. Micro, Small and Medium Enterprises**

Based on the information in possession with the Company no supplier has been identified as being covered under the Micro, Small and Medium Enterprises Development Act, 2006 ("the Act").

Accordingly no amount of dues outstanding as at 31st March, 2012 have been identified as relating to the Micro, Small and Medium Enterprise referred to in the said Act.

**34. Items / Adjustments relating to prior period:**

Particulars	Note No.	CURRENT YEAR (Rs. in Lakhs)	PREVIOUS YEAR (Rs.in Lakhs)
Payment to & Provisions for Employees and Others	21	<b>0.16</b>	-
Operating, Administrative, Financial & other Expenses	23	<b>0.70</b>	0.69
Depreciation		-	0.78
<b>TOTAL</b>		<b>0.86</b>	<b>1.47</b>

**35. Payments to Auditors :**

Audit Fees	<b>3.00</b>	2.50
For Taxation, Company Law etc	<b>0.08</b>	0.08
Tax Audit	<b>0.60</b>	0.60
For Certification and Others	<b>1.22</b>	0.75
<b>TOTAL</b>	<b>4.90</b>	<b>3.93</b>

**36. (a) Break-up of Managerial remuneration paid to Managing Director.**

Salary	<b>26.75</b>	24.00
Contribution to Provident Fund & Superannuation Fund	<b>7.22</b>	6.48
Monetary value of perquisites	<b>3.08</b>	3.00
<b>TOTAL</b>	<b>37.05</b>	<b>33.48</b>

(b) No commission is payable to the Managing Director in terms of provisions of Section 198 read with Section 309 (5) of the Companies Act, 1956.

**37.** Sundry Debtors', Creditors' and Advances'/Deposits' balances are subject to confirmation and subsequent reconciliation.

**38.** Financial statements for the year ended March 31, 2011 were prepared as per the applicable, pre-revised Schedule VI to the Companies Act, 1956..Consequent to the Notification of revised Schedule VI, the financial statements for the year ended March 31, 2012 are prepared in terms of revised Schedule VI. Accordingly, previous year's figures have also been re-classified, regrouped and rearranged to conform to this year's classification.

**NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2012**

**39. ADDITIONAL INFORMATION PURSUANT TO THE PROVISION OF THE PARAGRAPHS 3 (i)(a) and (ii), 4C AND 4D, OF PART II OF SCHEDULE VI TO THE COMPANIES ACT, 1956.**

<b>(a) Licenced and installed Capacity</b>	Unit	Licenced	Installed (as certified by Management)
CLASS OF GOODS			
i) Injection Moulded Plastic Articles	Tonnes	3000 (3000)	2385 (2385)
ii) Vacuum Formed Plastic Articles	Tonnes	250 (250)	250 (250)

Figures in brackets indicate corresponding figures of Previous Year

**(b) Opening and Closing Stock, Production, Turnover and Purchase for Resale of Finished Goods.**

Items	Opening Stock		Production	Purchase for Resale		Turnover*		Closing Stock	
	Quantity in Nos.	Value Rs. in Lakhs	Quantity in Nos.	Quantity in Nos	Value Rs. in Lakhs	Quantity in Nos.	Value Rs. in Lakhs	Quantity in Nos.	Value Rs. in Lakhs
Moulded Luggage	1,00,566 (1,00,950)	563.60 (494.26)	6,05,505 (7,87,882)	-	-	5,65,455 (7,88,266)	3,666.63 (5,288.51)	1,40,616 (1,00,566)	909.31 (563.60)
Purchase for Resale	73,524 (54,421)	577.49 (340.62)	-	2,88,203 (2,43,027)	2,465.13 (1,716.67)	2,40,186 (2,23,924)	3,364.28 (2,389.68)	1,21,541 (73,524)	1,071.60 (577.49)

Figures in brackets indicate corresponding figures of Previous Year.

NOTE : Though the licenced and installed capacities for Plastic Injection Moulded and Vacuum Formed goods are expressed in tonnes, Opening and closing Stock, Production and Turnover are shown in numbers as it is not practicable to show the same in Tonnes.

\*Includes pieces scrapped, issued as complimentary and for sales promotion.

	FOR THE YEAR		PREVIOUS YEAR	
	QUANTITY (In kgs)	VALUE (Rs. in lakhs)	QUANTITY (In kgs)	VALUE (Rs. in lakhs)
<b>(c) Raw Materials and Components consumed.</b>				
a) Aluminium Ingots & Sections	<b>2,64,554</b>	<b>402.47</b>	3,79,592	516.34
b) Polypropylene	<b>6,13,030</b>	<b>465.32</b>	10,50,301	922.44
c) HDPE	<b>2,30,197</b>	<b>172.02</b>	84,619	59.47
d) Processing charges		<b>196.87</b>		276.24
e) Other Raw Materials & Components		<b>729.36</b>		763.43
TOTAL		<b>1,966.04</b>		<b>2,537.92</b>
<b>(d) Value of Imports on CIF/FOB</b>				
i) Raw Materials		<b>186.93</b>		539.59
ii) Travel Goods		<b>2,465.13</b>		1,716.67
iii) Capital Goods		-		77.01
TOTAL		<b>2,652.06</b>		<b>2,333.27</b>
<b>(e) Value of Raw Materials consumed</b>	<b>(Rs. in lakhs)</b>	<b>%</b>	<b>(Rs. in lakhs)</b>	<b>%</b>
i) Imported	<b>232.74</b>	<b>11.83</b>	485.38	19.13
ii) Indigenous	<b>1,733.30</b>	<b>88.17</b>	2,052.54	80.87
TOTAL	<b>1,966.04</b>	<b>100.00</b>	<b>2,537.92</b>	<b>100.00</b>
<b>(f) Value of Stores &amp; Spares Consumed :</b>				
i) Imported	<b>0.21</b>	<b>1.00</b>	0.20	0.62
ii) Indigenous	<b>21.22</b>	<b>99.00</b>	31.67	99.38
TOTAL	<b>21.43</b>	<b>100.00</b>	<b>31.87</b>	<b>100.00</b>
<b>(g) Expenditure in Foreign Currency</b>				
i) Purchases of Travel Goods		<b>1,993.05</b>		1,133.22
ii) Foreign Bank Charges & Interest		<b>25.97</b>		13.13
iii) Capital Goods		-		67.69
TOTAL		<b>2,019.02</b>		<b>1,214.04</b>
<b>(h) Earnings in Foreign Currency</b>				
i) Exports (on FOB basis)		-		-
ii) Others		-		-
TOTAL		-		-

Signature to Notes 1 to 39

As per our Report of even date  
**FOR BANSI S. MEHTA & CO.**  
Chartered Accountants  
(Firm Regn. No. 100991W)  
**H. G. BUCH** (Partner)  
(M. No. 33114)  
Mumbai, Dated: 29th May, 2012

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

**AMUL S. MEHTA** (Chairman)  
**SUDHIR JATIA** (Managing Director)

Mumbai, Dated: 29th May, 2012

ADDITIONAL INFORMATION PURSUANT TO PART IV OF SCHEDULE VI TO THE COMPANIES ACT, 1956, IN TERMS OF NOTIFICATION NO. GSR 388(E), DATED 15TH MAY, 1995, ISSUED BY THE MINISTRY OF LAW, JUSTICE AND COMPANY AFFAIRS, DEPARTMENT OF COMPANY AFFAIRS.

**BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE**

**I. Registration Details**

Registration No. : L25200MH1980PLC022812  
 Balance Sheet Date : 31.03.2012

State Code : 11

**II. Capital raised during the year : (Amount in Rs. Thousands)**

Public Issue : nil  
 Bonus Issue : nil

Rights Issue : nil  
 Private Placement : nil

**III. Position of Mobilisation and Deployment of Funds : (Amount In Rs. Thousands)**

Total Liabilities : 504,390  
 Sources of Funds :  
 Paid-up Capital : 29,900  
 Secured Loans : 161,158  
 Def. Tax Liability : 1,709

Total Assets: 504,390  
 Reserves & Surplus: 98,504  
 Unsecured Loans: 18,990  
 Current Liabilities: 194,129

**Application of Funds :**

Net Fixed Assets : 29,659  
 Current Assets : 474,731  
 Accumulated Losses : nil

Investments : nil  
 Misc. Expenditure: nil

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

Turnover/Income : 620,571  
 Extra ordinary Item : NIL  
 Profit/(Loss) Before Tax : (6,548)  
 Earning per Share : Rs. -2.37

Total Expenditure : 627,119  
 Profit/(Loss) After Tax : (7,090)  
 Dividend rate : Nil

**V. Generic Names of Principal Products and Services of the Company**

<u>Item Code No.</u>	<u>Product Description</u>
1) 420212.0400	Plastic Moulded suitcases
2) 420212.0500	Plastic Moulded briefcases
3) 420212.9990	Soft Luggage

## SAFARI INDUSTRIES (INDIA) LTD.

Registered Office : 8th Floor, A Wing, THE QUBE, CTS No. 1498, A/2, M. V. Road, Behind Taj Flight Kitchen,  
Near International Airport, Marol, Andheri (East), Mumbai 400059.

### ATTENDANCE SLIP

32nd Annual General Meeting - 31st July, 2012

Reg. Folio/ID No. \_\_\_\_\_

Name \_\_\_\_\_

I certify that I am a registered shareholder / proxy of registered shareholder of the Company.

I hereby record my presence at the 32nd ANNUAL GENERAL MEETING of the Company to be held at Walchand Hirachand Hall of Indian Merchant Chambers, IMC Building, Churchgate, Mumbai 400 020, on Tuesday, 31st July, 2012, at 11.00 a.m.

\_\_\_\_\_

If signed by Proxy, his name  
should be written here in BLOCK letters,

\_\_\_\_\_

Member's / Proxy's Signature

NOTE : Shareholder / Proxy holders are requested to bring this Attendance Slip to the Meeting and hand over the same at the entrance duly signed.

## SAFARI INDUSTRIES (INDIA) LTD.

Registered Office : 8th Floor, A Wing, THE QUBE, CTS No. 1498, A/2, M. V. Road, Behind Taj Flight Kitchen,  
Near International Airport, Marol, Andheri (East), Mumbai 400059.

### PROXY FORM

I/We \_\_\_\_\_

of \_\_\_\_\_ being a member / members of SAFARI INDUSTRIES (INDIA) LIMITED hereby

appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him / her

\_\_\_\_\_ of \_\_\_\_\_ as my / our proxy to attend

and vote for me / us on my / our behalf at the 32nd ANNUAL GENERAL MEETING of the Company to be held on Tuesday, the 31st July, 2012

As witness my / our hand(s) this \_\_\_\_\_ day of \_\_\_\_\_ 2012.

Signed by the said \_\_\_\_\_

Affix  
One Rupee  
Revenue  
Stamp

Reg. Folio/ID No. \_\_\_\_\_

No. of shares : \_\_\_\_\_

NOTE : The proxy form must be returned so as to reach the Registered Office of the Company at 8th Floor, A Wing, THE QUBE, CTS No. 1498, A/2, M. V. Road, Behind Taj Flight Kitchen, Near International Airport, Marol, Andheri (East), Mumbai 400059., not less than FORTY-EIGHT HOURS before the time for holding the aforesaid meeting.

# BOOK POST

If undelivered please return to :

**SAFARI INDUSTRIES (INDIA) LTD.**

8th Floor, A Wing, THE QUBE, CTS No. 1498,  
A/2, M. V. Road, Behind Taj Flight Kitchen,  
Near International Airport, Marol,  
Andheri (East), Mumbai 400059