

KUWER INDUSTRIES LIMITED

19TH Annual Report

2011-12

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19 th Annual General Meeting	
Date	29 th September, 2012
Day	Saturday
Time	10.00 A.M.
Place	339, Kishan Garh, Vasant Kunj, New Delhi 110070

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Jai Bhagwan Aggarwal	Managing Director
Mr. Tarun Aggarwal	Whole Time Director
Mr. Shailesh Gupta	Non Executive Director
Mr. Yashpal Sharma	Independent Director
Mr. Pankaj Gupta	Independent Director
Mr. Dinesh Kumar Dwivedi	Independent Director

REGISTERED OFFICE

D-1004, First Floor,
New Friends Colony,
New Delhi 110065.
Tel. 011 2684 8636

CORRESPONDENCE OFFICE

A-71/72, Sector- 58, Noida,
Uttar Pradesh 201301
Tel :91-120-2580088, 2580937
Fax: 91-120-2580514

AUDITORS

PVSP & Co.
(Formerly known as Bhatia Praveen & Co.)
Chartered Accountants
5 Pusa Road
New Delhi 110005
Tel. No.+91-11-47177000

REGISTRAR AND SHARE TRANSFER AGENTS

M/s Skyline Financial Services Private Limited
1st Floor, D-153A,
Okhla Industrial Area, Phase I,
New Delhi 110 020
Tel No. +91-11-26842682

ADVISORS

RSJ CapitalVentures Private Limited,
2/11 B, Basement, Jangpura Block – A,
New Delhi 110014
Tel. No.+91-11-24377292

LISTED AT

BSE Limited
Delhi Stock Exchange Limited

BANKERS OF THE COMPANY

State Bank of Bikaner & Jaipur
HDFC Bank

Mr. Tarun Aggarwal

EMAIL AND WEBSITE

For Company & Investor grievances -investor.kuwer@gmail.com
For Compliance Officer- info@kuwer.com, tarun@kuwer.com
Website- www.kuwer.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 19th Annual General Meeting of the members of the Company will be held on Saturday, the 29th September, 2012 at 10.00 A.M. at the 339, Kishan Garh, Vasant Kunj, New Delhi 110070 to transact the following business:

ORDINARY BUSINESS:-

1. To receive, consider and adopt the accounts, balance sheet of the company and the reports of the Directors and Auditors thereon for the year ended 31st March, 2012.
2. To appoint M/s PVSP & Co. (Formerly known as Bhatia Praveen & Co.), Chartered Accountant as Statutory Auditors of the Company having Registration No. 08940N to hold office from the conclusion of this Annual General Meeting until the conclusion of Next Annual General Meeting and to authorise the Board to fix their remuneration.
3. To re-appoint Mr. Yashpal Sharma as director who retires by rotation and being eligible offers himself for Re-appointment.
4. To re-appoint Mr. Tarun Aggarwal as director who retires by rotation and being eligible offers himself for Re-appointment.

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANY OTHER PERSON AS HIS / HER PROXY TO ATTEND AND VOTE (IN CASE OF POLL) INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS APPENDED WITH ADMISSION SLIP.
2. Corporate members are requested to send the Company a duly certified copy of the Board Resolution, pursuant to section 187 of the Companies Act, 1956, authorizing their representative to attend and vote at the Annual General Meeting.
3. The Register of Members and share Transfer Books of the Company will remain closed from Tuesday, 25th September, 2012 to Saturday, 29th September, 2012 (both days inclusive).
4. As a measure of economy and a step toward green initiative, Members are requested to bring their copy of Annual Report to the meeting. Members/ Proxies should bring the attendance slip duly filled in and signed for attending the meeting.
5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during office hours on all working days, except Saturdays, between 11.00 a.m. and 1.00 p.m. up to and inclusive of the date of the Annual General Meeting.
7. Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 109A of the Companies Act, 1956, are requested to submit to the Registrars and Transfer Agents the details as required in Form 2B. Members holding Shares in Electronic form should send the above information to the respective Depository Participants only.
8. Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their Bank details, nominations, power of attorney, change of address/name etc. to their depository participants only and not to the company or its Registrar and Transfer Agent and Company. The said changes will automatically be reflected in Company's records.

9. Members who hold shares in dematerialized form are requested to write their client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio No. in the attendance slip for attending the meeting.
10. The Company is desirous of sending various documents in electronic form to the email addresses provided by the members and made available by the depositories. All the members of the company are requested to register their email addresses and changes therein, from time to time, with the concerned depositories.

Details of Directors seeking Re-appointment at the Annual General Meeting
(In pursuance of Clause 49 of the Listing Agreement)

Name of Director	Mr. Yashpal Sharma	Mr. Tarun Aggarwal
Date of Birth	01.01.1966	20.09.1974
Age	46 Years	37 Years
Date of Appointment	01.10.2003	16.07.2001
Qualification	M. Sc.	B.A. (Hons)
Expertise in specific functional areas	Financial Management	He has rich experience in Holographic Industry
Directorship held in Other Companies as on date	Nil	V C T Lease Invest P. Limited, Ellora Mechanical Products P. Ltd, JTV Labels P. Limited, Ellora Entertainment P. Limited, VTJ Entertainment P. Limited, Ellora Packaging P. Limited
Committee Positions* in other Public Companies	Nil	Nil
Number of Shares held	Nil	571690

* Committee positions of only Audit and Shareholders'/Investors' Grievance Committee included.

For & on behalf of the Board of directors of
KUWER INDUSTRIES LIMITED

Sd/-
Jai Bhagwan Aggarwal
Director

Sd/-
Tarun Aggarwal
Director

Date: 25.08.2012
Place: New Delhi

DIRECTOR'S REPORT

Dear Stakeholders,

Your Directors present herewith the 19th Annual Report of the company for the year ended 31st March, 2012.

FINANCIAL RESULTS

(Rupees in Lacs)

Particulars	For the Year Ended 31.03.2012	For the Year Ended 31.03.2011
Sales	2035.33	3563.24
Other Income	80.36	50.16
Total Expenditure	1912.92	3720.65
Profit/(Loss) before Interest & Depreciation	221.84	229.49
Finance Cost	122.52	136.07
Depreciation	85.31	82.61
Net Profit & (Loss)	4.82	(2.91)
Paid Up Share Capital	509.50	509.50

REVIEW OF OPERATIONS

Your Company performed satisfactorily during the year, despite challenging economic conditions, Your Directors are of the opinion that the company has the immense potential and adequate resources to achieve the rapid rate of growth in the coming years. During the year, the Company has achieved the turnover of Rs. 203,532,861 and Net Profit is Rs. 4,82,041. Your Company hopes to increase its presence in the business in whole market in the coming years, which will significantly increase the top line and also its profitability.

DIVIDEND

The Board of Directors of your company is of the opinion that during the year Company has not generated much profit and keeping in view the future fund requirements of the company, your directors do not recommended any dividend for the financial year ended March 31, 2012. The Board assures you to present a much strong financial statements in coming years.

FUTURE OUTLOOK

Your company is focusing on delivering quality products and further strengthening its Infrastructure to get the growth of the Company. Your company is going on board a new voyage.

DEPOSITORY SYSTEM

Your Company's equity shares are available for dematerialisation through National Securities Depository Limited and Central Depository Services (India) Limited. As on March 31, 2012, 37.43% of the equity shares of your Company were held in demat form. The Company was admitted its securities with only National Services Depository Limited (NSDL), Now Your Company has admitted its securities also with Central Depository Services (India) Limited (CDSL) to enable our shareowners to hold their shares in dematerialised form at both depositories. International Security Identification Number of your Company is INE430F01010

MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis, forming part of this report, as required under Clause 49(IV) (F) of the Listing Agreement with the stock exchanges is attached separately to this Annual Report. Annexure A

DIRECTORATE

In accordance with the requirements of the Companies Act, 1956 and the company's Articles of Association, Mr. Yashpal Sharma and Mr. Tarun Aggarwal, directors of the Company retires by rotation and being eligible offers themselves for Re appointment.

Brief resume of Directors proposed to be re-appointed, nature of their experience in their specific functional areas, name of the companies in which they hold directorship and membership / chairmanship of the Board Committees, shareholding and relationship between Directors inter-se as stipulated under Clause 49 of the Listing agreement with the stock exchanges forms part of the Notice.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to provisions of sub section (2AA) of section 217 of the Companies Act, 1956, the Directors confirm that:

- i. In the preparation of annual accounts for the financial year ended March 31, 2012, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- ii. 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 ended March 31st 2012 and of the profit or loss of the Company for that period.
- iii. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- iv. The Directors have prepared the annual accounts on a going concern basis.

CORPORATE GOVERNANCE

Committed to good corporate governance practices, your company fully conforms to the standards set out by the Securities and Exchange Board of India and other regulatory authorities and has implemented and complied with all of its major stipulations. The requisite Certificate issued by M/s PVSP & Co., Chartered Accountants, confirming compliance with the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement, is attached to this report.

LISTING

The securities of the Company are listed at BSE Limited and Delhi Stock Exchange Limited but the trading of the securities of the Company was suspended from BSE Limited. As the Company has complied with all the compliances required to revoke the suspension of the trading of the Company, the suspension has been successfully revoked and trading of Shares have been commenced at BSE trading platform w.e.f 13th July 2012.

PARTICULARS OF EMPLOYEES

During the period under review, the company does not have any employee who is covered under Section 217(2A) of the Companies Act 1956.

PUBLIC DEPOSIT

During the year under review, your company has not invited any deposits from the Public U/s 58 A of the Companies Act, 1956.

AUDITORS

The Auditors, PVSP & Co., (Formerly Bhatia Praveen & Co.) Chartered Accountants, having registration No. 08940N, hold office until the conclusion of the forthcoming Annual General Meeting and offer themselves for re-appointment. Auditors have confirmed that, their re-appointment, if made would be in the limits prescribed under section 224(IB) of the Companies Act, 1956 and also they are not disqualified in terms of section 226 of the Companies Act, 1956.

AUDITOR'S REPORT

The Auditor's Report dated 14.08.2012 on the financials statements of the company for the financial year 2011-2012 does not have any reservation, qualification or adverse remarks. However Auditors have emphasis on few matters which are as follows:

- i. Note No. 18 (iii) regarding non provision towards diminution in the value of investments or its realizable/recoverable value.
- ii. Note No. 18 (iv) regarding confirmation of loans given to companies which are awaited and have placed reliance on balance shown in the books of Company.
- iii. Note No. 18 (x) regarding verification of related parties disclosures as required under accounting Standard 18 has been based on the information made available from the Company.

CLAUSE 5A OF THE LISTING AGREEMENT

In view of newly inserted clause 5A to the Listing Agreement vide circular no. CIR/CFD/DIL/10/2010 dated 16th December, 2010 issued by the Securities and Exchange Board of India (SEBI) introducing uniform procedure for dealing with the unclaimed shares. We would also like to inform you that as on date there is no unclaimed share with the Company.

GREEN INITIATIVE IN THE CORPORATE GOVERNANCE

In view of the 'Green Initiative in Corporate Governance' introduced by the Ministry of Corporate Affairs vide its circular no. 17/2011 dated 21st April 2011, all members who are holding shares of the Company in physical mode, are requested to register their e-mail IDs with the Company, so as to enable the company to send all notices/ reports/documents/ intimations and other correspondences etc. through e-mails, in the electronic mode instead of receiving physical copies of the same.

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUT GO.

Information pursuant to section 217(1)(e) of the Companies Act, 1956 read with the Companies (disclosure of particulars in the Report of Board of directors) Rules 1988 are given in the enclosed ANNEXURE –B

INDUSTRIAL RELATIONS

The Industrial relations continue to be very cordial. Your Directors wish to place on record their deep appreciation for depreciation and work put in the employees at their levels.

ACKNOWLEDGMENT

Your Directors wish to place on record, their deep gratitude to our Bankers, BSE Limited and other Government Authorities for their continued support and patronage.

Your Directors wish to express their deep gratitude to all stakeholders for their continued support and patronage.

For & on behalf of the Board of directors of
KUWER INDUSTRIES LIMITED

Sd/-
Jai Bhagwan Aggarwal
Director

Sd/-
Tarun Aggarwal
Director

Date: 25.08.2012
Place: New Delhi

ANNEXURE 'A' TO THE DIRECTORS REPORT

MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT

The Board presents before you the Company's 19th Annual Report for the year 2011-12 along with the Compliance Report on Corporate Governance. The Chapter on Management Discussion and Analysis forms a part of the Compliance Report on Corporate Governance.

1. INDUSTRY STRUCTURE AND DEVELOPMENT

The hologram market in India is projected to grow for coming years as there is a huge demand of holographic features in sectors such as Identity Documents, Tobacco and Brand Protection. This holography industry comprises the key market sectors of brand protection, packaging, security print, retail and promotion and illustration, as well as equipment sales and installations related to these.

The Hologram Industry is a visual medium providing a high potential image in 3D making it instantly recognizable to the naked eye and uniquely resistant to counterfeiting. Hologram (invented in 1948) is a visual medium providing a high potential image in three dimensions (3D) making it instantly recognizable to the naked eye and uniquely resistant to counterfeiting. Holograms, with their high-quality, high-definition optical image, are very effective in combating fraud.

2. OPPORTUNITIES AND THREATS

Opportunities

- I. With industries and government waking up to piracy and counterfeits, the business of holograms has a promising future.
- II. Holograms can help in prevention of the same and assure secure and genuine products to the consumers. Majorly hologram market is contributed by liquor excise, followed by Pharmaceuticals, FMCG and Auto components. This presents an excellent business opportunity for hologram manufacturers.

Threats

Threats to be faced by our company are same as of the threats which any other company of this industry will face. Variation in standards across the industry imposes systematic risks, which can be a potential threat.

3. FINANCIAL PERFORMANCE

During the year the company has earned Profit of Rs. 1,401,485 before tax and Net Profit after tax is Rs. 4,82,041 Company is continuously looking to generate some positive vibes by exploring new projects, contracts from different sectors of industries and committed to generating profits into the company.

4. SEGMENT WISE/PRODUCT WISE REPORTING

The company is primarily engaged in the business of wide range of holographic products that are very functional for brand promotion and security authentication. Our products are available in different specifications of raw materials and manufacturing technologies.

Moreover, Company imparts a number of security features to the holograms during the designing process for making it-Highly Secure Holographic products.

Our range of products includes:

- Holograms
- Holographic Films
- Lacquered / Coated Films
- Tamper Evident Films
- Windows / Dematallized Films
- Holographic Sequin Films

5. OUTLOOK

The Company's performance during the year was just satisfactory but we are of firm view that we will be able to grow more Business in future.

6. RISKS AND CONCERNS

The Company is concern for security of its customers and evolving a Risk Management Programme covering in its scope an Adequate Risk Identification process and Risk Mitigation methodology. We are also taking the steps to reduce Raw Material Wastage, Increase Yields, and generally improving production efficiency is being taken regularly.

7. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The company has a proper and adequate system of internal controls commensurate with its size to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and the transactions are authorized, recorded and reported correctly. Proper controls and checks are exercised by the company by following the procedures prescribed in the various manuals. The Audit Committee of the Board reviews Internal Control Systems of the company on periodical basis

8. HUMAN RESOURCES

The Company has adequate human resources which is commensurate with the current volume of activity and is reviewed by the management periodically and the company would induct competent personnel on increase/ expansion of the activity.

9. CAUTIONARY STATEMENT

The Management Discussion and Analysis statement of the Annual Report has been included in adherence of the spirit enunciated in the code of Corporate Governance approved by the Securities and Exchange Board of India. Statement in the Management Discussion and Analysis describing the Company's objectives, projects, estimates, expectations may be 'forward – looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference of the Company's operation include economic conditions affecting demand.

ANNEXURE 'B' TO THE DIRECTORS REPORT

A) CONSERVATION OF ENERGY

- 1) More stress has been laid on preventive maintenance to enhance availability, reliability and efficient working of motors and machines, thereby reducing the electricity consumption.
- 2) Steam, air and water leakages have been plugged and regular check introduced to avoid any loss.
- 3) Steam pipe insulation, wherever found defectives, repaired to avoid any heat loss.

B. RESEARCH & DEVELOPMENT

Presently, Your Company has not engaged in Research and Development activity in Development of Technology in the quality of products. In today's cutthroat market where it is a primary need to work with optimum cost, your company is trying to maintain highest standard of quality.

C) TECHNOLOGY ABSORPTION

The company always tries for the development of better materials at optimum cost. The company has not made use of an imported on its products. It has always placed emphasis on development of indigenous technology.

D) FOREIGN EXCHANGE EARNING AND OUTGO:

	Year 2012 Amount in Rs.	Year 2011 Amount in Rs.
i) Foreign Exchange Earning:	914128	1,450,197
ii) Foreign Exchange Outgo:	181,827	719,554

For and on behalf of the Board of Directors of
KUWER INDUSTRIES LIMITED

Sd-
Jai Bhagwan Aggarwal
Managing Director

Sd-
Tarun Aggarwal
Director

Date: 25.08.2012
Place: New Delhi

CORPORATE GOVERNANCE

THE COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company seeks to focus on enhancement of long-term value creation for all stakeholders without compromising on integrity, social obligations and regulatory compliances. As a responsible corporate citizen, Your Company encourages and recognises employee participation in environment and social initiatives that contribute to organisational sustainability, training, learning, personal growth, conservation of energy and other scarce resources, promoting safety and health of its employees and of the neighbouring communities. Company believes that profitability must go hand in hand with a sense of responsibility towards all stakeholders.

The Company's philosophy on Corporate Governance finds its roots in the rich legacy of ethical governance practices, many of which were in place even before they were mandated. This philosophy has been sought to be strengthened through the Company Code of Conduct, and Prevention of Insider Trading which have been adopted, which inter alia form guidelines for "Leadership with Trust". The Company will continue to focus its energies and resources in creating and safeguarding of shareholders' wealth and, at the same time, protect the interests of all its stakeholders.

BOARD OF DIRECTORS

The Board of Directors is an optimum combination of professionalism experiencing, executive, non executive, and Independent Director formed by the shareholders, provides and evaluates the strategic directions of the Company; formulates and reviews management policies, serves and protects the overall interests of shareholders to ensure long-term value creation for stakeholders.

Composition

At present the Board of Directors are comprised of 6 Directors, Out of whom 2 are Executive Directors viz. Mr. Jai Bhagwan Aggarwal and Mr. Tarun Aggarwal and 1 is Non-Executive Director viz. Mr. Shailesh Gupta and 3 are Independent Director viz. Mr. Yashpal Sharma, Mr. Pankaj Gupta and Mr. Dinesh Kumar Dwivedi.

The composition of the Board as on 31st March, 2012:

Name	Category
Mr. Jai Bhagwan Aggarwal	Chairman and Executive Director
Mr. Tarun Aggarwal	Executive Director
Mr. Shailesh Gupta	Non Executive Director
Mr. Yashpal Sharma	Independent Director
Mr. Pankaj Gupta	Independent Director
Mr. Dinesh Kumar Dwivedi	Independent Director

Note

- None of the Directors of your Company is a member of more than 10 Committees or is the Chairman of more than five Committees across all the Public Companies in which they are Directors.
- The directorship/ committee membership is based on the disclosures received from the directors.

BOARD MEETING

During the financial year ended March 31, 2012, 7 meetings of the Board of Directors were held as against the minimum requirement of 4 times. None of the two Board Meetings have a gap of more than 120 days between them. The dates of meetings, place of meetings and the number of directors present therein are mentioned below:

Sr. No.	Date	Sr. No.	Date	Sr. No.	Date
1.	28.04.2011	4	07.11.2011	7.	31.03.2012
2.	28.07.2011	5.	14.02.2012		
3.	01.09.2011	6	24.02.2012		

Sr. No.	Name of Director	No. of Meeting attending during 2011-12		Last AGM	No. of Directorship in other Public Companies		No. of Committee positions held in other Public Companies	
		Board			Listed	Others	Chairman	Member
		Held*	Conducted					
1.	Mr. Jai Bhagwan Aggarwal	7	7	Yes	Nil	Nil	Nil	Nil
2.	Mr. Tarun Aggarwal	7	7	Yes	Nil	Nil	Nil	Nil
3.	Mr. Shailesh Gupta	7	5	Yes	Nil	Nil	Nil	Nil
4.	Mr. Yashpal Sharma	7	5	Yes	Nil	Nil	Nil	Nil
5.	Mr. Pankaj Gupta	7	6	Yes	Nil	Nil	Nil	Nil
6.	Mr. Dinesh Kumar Dwivedi	7	5	Yes	Nil	Nil	Nil	Nil

* Denotes number of meetings held during the tenure of directorship of each director.

RESUME OF DIRECTOR PROPOSED TO BE REAPPOINTED

The brief resume of Directors retiring by rotation and seeking re-appointment is appended herein above in the notice for calling Annual General Meeting

COMMITTEES OF THE BOARD

The Board has constituted the following standing Committees:

1. Audit Committee
2. Shareholders'/Investors' Grievance Committee
3. Remuneration Committee

AUDIT COMMITTEE

The purpose of the audit committee is to ensure the objectivity, credibility and correctness of the Company's financial reporting and disclosure processes, internal controls, risk management policies and processes, tax policies, compliance and legal requirements and associated matters.

- i) Terms of reference
 1. Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
 2. Recommending the appointment and removal of statutory and internal Auditors (whenever required), fixation of audit fee and also approval for payment for any other services.
 3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
 4. Reviewing with Management the quarterly / half yearly and the annual financial statements before submission to the Board, focusing primarily on:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956.
 - Any Change in accounting policies and practices.
 - Major accounting entries based on exercise of judgment by management.
 - The going concern assumption.

- Compliance with accounting standards.
 - Compliance of legal requirement concerning financial statements.
 - Any related party transactions.
5. Reviewing with the management, statutory and internal Auditors, the adequacy and compliance of internal control system.
 6. Reviewing, with the management, the quarterly financial statements before submission to the board for approval
 7. Reviewing the adequacy of internal audit function, reporting structure coverage and frequency of internal audit.
 8. Discussion on internal Auditors significant findings and follow up there on.
 9. Reviewing the findings of any internal investigations by the internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
 10. Discussion with statutory Auditors about the scope of audit as well as have post audit discussion to ascertain any area of concern.
 11. Reviewing the Company's financial and risk management policies.
 12. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.

Further the Audit Committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

ii) Composition:

The Audit Committee as on date comprises of three members, including all are Independent Directors viz. Mr. Yashpal Sharma, Mr. Pankaj Gupta and Mr. Dinesh Kumar Dwivedi is heading the Committee.

During the year under review audit committee had met five times. No two meetings have a gap of more than 120 days in between them. During the year, five Committee Meetings were held on 28.04.2011, 28.07.2011, 01.09.2011, 07.11.2011 and 14.02.2012

The attendance record of the members of the Audit Committee for the FY 2011-12 is as under:

Name of the Member Director	No. of Meetings Held*	No. of Meetings attended
Mr. Dinesh Kumar Dwivedi, Chairman	5	5
Mr. Pankaj Gupta, Member	5	5
Mr. Yashpal Sharma, Member	5	5

* Denotes number of meetings held during the tenure of directorship of each director.

INVESTORS GRIEVANCE COMMITTEE

i) Terms of reference

1. To consider and review the queries/complaints received from Share/ Debenture Holders
2. To take steps to redress queries/ complaints and ensure speedy satisfaction to shareholders/ investors.
3. To work under the control & supervision of the Board of Directors

ii) Composition:

The Shareholders'/Investors' Grievance Committee as on date comprises three Members, including one is Executive Director viz. Mr. Tarun Aggarwal and two are Non Executive Directors with one of whom being Independent Director viz. Mr. Dinesh Kumar Dwivedi and Mr. Shailesh Gupta, Chairman of the Committee.

Meeting and attendance:

The Constitution of the Committee and the attendance of each member of the Committee for the financial Year are given below:

Name of the Member Director	No. of Meetings Held	No. of Meetings attended
Mr. Shailesh Gupta, Chairman	4	4
Mr. Tarun Aggarwal, Member	4	4
Mr. Dinesh Kumar Dwivedi, Member	4	2

During the year under review, 5 complaints were received from the shareholders and all complaints have been resolved by the Company. There is no pending complaint against the company as on 31st March 2012

Role and Powers of Shareholders'/Investors' Grievance Committee:

The Investors' Grievance Committee shall have the following role, functions and responsibilities:

- (i) To look into and supervise the redressal of shareholders'/Investors' Complaints.
- (ii) To oversee the performance of the Registrars and Share Transfer Agents and recommend measures for overall improvement of the quality of investor services.
- (iii) To consider and approve transfer of shares, transmission of shares, dematerialization of shares, transposition of shares, issuance of duplicate share, deletion of names, splitting and consolidation of shares, etc.

REMUNERATION-CUM-COMPENSATION COMMITTEE

(i) Brief description of terms of reference

The terms of reference are to recommend / review the remuneration package for executive directors based on performance and keeping in view the provisions of the Companies Act, 1956.

(ii) Composition:

The Remuneration Committee as on date comprises three members, with one of whom is Non Executive directors viz. Mr. Shailesh Gupta and two are Independent Directors viz. Mr. Yashpal Sharma and Mr. Pankaj Gupta. Mr. Yashpal Sharma is the Chairman of the Committee.

Name of the Member Director	No. of Meetings Held	No. of Meetings attended
Mr. Yashpal Sharma, Chairman	4	4
Mr. Pankaj Gupta, Member	4	4
Mr. Shailesh Gupta, Member	4	4

REMUNERATION POLICY

The remuneration policy of the Company is based on the principle of attracting best available talent and is in line with the industry standards. The remuneration policy is market led so as to attract and retain the best talent and seeks to leverage performance in a significant manner.

REMUNERATION OF DIRECTORS

The Remuneration of executive directors is determined by the remuneration committee. The recommendations of the remuneration committee are considered and approved by the board of directors subject to the approval of the shareholders.

Details of remuneration of directors for the financial year ended 31st March, 2012

Director	Salary	Supplementary allowances	Perquisites and Other benefits	Commission	Total
Executive directors	5,40,000	NIL	NIL	NIL	5,40,000
Non – Executive Director	NIL	NIL	NIL	NIL	NIL

Presently the company does not have a scheme for the grant of stock options.

GENERAL BODY MEETINGS

Date and venue of last three Annual General Meeting

Nature of Meeting	Date and Time	Venue	Special Resolution passed
Annual General Meeting	30 th September, 2009, 11.00 A.M.	D-1004, First Floor, New Friends Colony New Delhi – 110065	None
Annual General Meeting	30 th September, 2010, 11.00 A.M.	D-1004, First Floor, New Friends Colony New Delhi – 110065	None
Annual General Meeting	30 th September, 2011, 11.00 A.M.	D-1004, First Floor, New Friends Colony New Delhi – 110065	None

POSTAL BALLOT

No Ordinary or Special resolution was passed through Postal Ballot through during the year. Similarly no ordinary or special resolution requiring a postal ballot is being proposed at the ensuing Annual General Meeting.

DISCLOSURES

- (i) In Compliance with the clause 49 (IV) (A) of the listing Agreement, the details of the transactions with related parties or others, are placed before the Audit Committee from time to time. Materially significant related-party transactions during the year 2011-2012 have been given in Notes on Accounts Points No. 29 of the Annual Accounts.
- (ii) In the preparation of the financial statements, the Company has followed the accounting standards issued by the Institute of Chartered Accountants of India to the extent applicable.
- (iii) There were no penalties strictures imposed on the company by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets, during the last three years. However during the year under review the company has paid a sum of Rs. 4,96,350 as an advance against the re-instatement fees to BSE Limited for revocation of trading suspension of the company.

MEANS OF COMMUNICATION

- The Company communicates with the shareholders at large through its Annual Report and publication of financial results.
- The Board of Directors of the Company approves and takes on record the Un-audited financial results within one month of the close of the quarter and the results are announced to all the stock exchanges where the shares of the company are listed. Further the highlights of the quarterly results in the prescribed Performa are published in the newspapers.
- The financial results are displayed on www.kuwer.com

GENERAL SHAREHOLDER INFORMATION

a) Annual General Meeting

- Date and Time: 29th September 2012 at 11.00 A.M.
- Venue: 339, Kishan Garh, Vasant Kunj, New Delhi 110070

b) Financial Calendar

The Company follows the period of 01st April to 31st March, as the financial year.

For the Financial Year 2012-13, Financial Results will be announced as per the following tentative schedule.

1 st Quarter ending June 30, 2012	Declared on 14 th August 2012
2 nd Quarter ending September 30, 2012	By 15 th November, 2012
3 rd Quarter ending December 31, 2012	By 15 th February, 2013
4 th Quarter ending March 31, 2013	Within 60 days from March 31, 2013
Annual General Meeting for the Year 2012-2013	By September 2013

- c) Date of Book Closure/Record Date : 25th September to 29th September 2012 (Both Days inclusive)
- d) Registered Office : D-1004, First Floor, New Friends Colony, New Delhi – 110065
- e) Dividend Payment Date : Not Applicable as the Board has not recommended any dividend
- f) Listing of Equity Shares on Stock Exchanges : BSE Limited, Delhi Stock Exchange Limited
- g) Listing Fee : Annual listing fee for the financial year 2012-13 have been paid to both the Stock Exchange
- h) Stock Code :
Delhi Stock Exchange Limited : 11141
BSE Limited : 530421
- i) Registrar & Share Transfer Agents : Skyline Financial Services Pvt. Ltd.
1st Floor, D-153A,
Okhla Industrial Area, Phase I,
New Delhi 110020
Email id: admin@skylinerta.com

j) Market Price Data

Month	Value (In Rupee)		Volumes
	High	Low	
October, 11	N.A.	N.A.	N.A.
November, 11	N.A.	N.A.	N.A.
December, 11	N.A.	N.A.	N.A.
January, 12	N.A.	N.A.	N.A.
February, 12	N.A.	N.A.	N.A.
March, 12	N.A.	N.A.	N.A.

k) Liquidity

The Shares of the Company are listed on the BSE Limited and Delhi Stock Exchange Limited. As the company has been revoked from BSE Limited, hence trading of the shares of the Company is being started at BSE trading platform w.e.f 13th July 2012.

l) Dematerialization of Shares

The Shares of the Company are in compulsory demat segment and are available for trading in both depository systems, i.e. NSDL and CDSL. As on 31st March 2012, 37.43% of the Company's total Listed Capital representing 1907000 shares was held in dematerialised form and the balance shares were held in physical form.

m) Outstanding GDRs/ADRs/Warrants or any other convertible instruments

Company does not have any GDRs/ADRs/Warrants or any other Convertible Instruments.

n) Compliance Officer:

Mr. Tarun Aggarwal
A-71/72, Sector- 58,
Noida, Uttar Pradesh 201301,
Tel :91-120-2580088, 2580937,
E-mail id info@kuwer.com

o) Investor Correspondence should be addressed to

M/s Skyline Financial Services Private Limited
1st Floor, D-153A, Okhla Industrial Area, Phase I, New Delhi 110020
E-mail ID: admin@skylinerta.com, grievances@skylinerta.com

p) Shareholding Pattern

The shareholding pattern as on 31st March 2012:

	Category	No. of shares held	Percentage of Shareholding
A.	Shareholding of Promoter and Promoter Group		
(1)	Indian	3,257,290	63.93
(2)	Foreign	0	0.00
	Total	3,257,290	63.93
B.	Public Shareholding		
(1)	Institutions		
(a)	Mutual Funds/UTI	0	0.00
(b)	Financial Institutions/Banks	0	0.00
(c)	Foreign Institutional Investors	0	0.00
(d)	Any Other	0	0.00
	Sub Total	0	0.00
(2)	Non Institutions		
(a)	Bodies Corporate	11,900	0.23
(b)	Individuals	1,824,010	35.80
(c)	Any Other	1,800	0.04
	Sub Total	1,837,710	36.07
	Total (A+B)	5,095,000	100.00

q) Distribution of Shareholding as on 31.03.2012

Category (No. of Shares)	No. of Shareholder	% of Total Holders	No. of Shares	% of Total Shares
Upto 5000	1568	73.37	436420	8.57
5001 - 10,000	325	15.21	270300	5.31
10,001 - 20,000	157	7.35	239300	4.70
20,001 - 30,000	28	1.31	69700	1.37
30,001 - 40,000	9	0.42	31100	0.61
40,001 - 50,000	17	0.80	77700	1.53
50,001 - 100,000	13	0.61	106700	2.09
100,001 & Above	20	0.94	3863780	75.83
TOTAL	2137	100.00	5095000	100.00

For and on behalf of the Board of Directors of
KUWER INDUSTRIES LIMITED

Sd-
Jai Bhagwan Aggarwal
Managing Director

Sd-
Tarun Aggarwal
Director

Date: 25.08.2012
Place: New Delhi

Certificate by Managing Director on compliance with the conditions of Corporate Governance under Clause 49 of the Listing Agreement(s)

The Board of Directors
Kuwer Industries Limited

We hereby certify that for the Financial Year 2011-12:

1. We have reviewed the financial statements and the cash flow statement and that to the best of our knowledge and belief : -
 - a. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year 2011-12 which are fraudulent, illegal or violate the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee those deficiencies, of which we are aware, in the design or operation of the internal control systems and that we have taken the required steps to rectify these deficiencies.
4. We further certify that: -
 - a. there have been no significant changes in internal control during this year.
 - b. there have been no significant changes in accounting policies during this year.
 - c. there have been no instances of significant fraud of which we have become aware and the involvement therein, of management or an employee having a significant role in the Company's internal control system.

For KUWER INDUSTRIES LIMITED

Place: New Delhi
Dated: 25.08.2012

Sd/-
Jai Bhagwan Aggarwal
Managing Director

Declaration by the Managing Director under Clause 49 of the Listing Agreement

As per requirement of Clause 49 of the Listing Agreement with the Stock Exchanges, the Company has laid down a Code of Conduct for its Board of Directors and Senior Management.

I, Jai Bhagwan Aggarwal, Managing Director of the Company confirm the compliance of this code by myself and other members of the Board of Directors and Senior Management personnel as affirmed by them individually, for the year ended 31st March, 2012.

Place: New Delhi
Dated: 25.08.2012

Sd/-
Jai Bhagwan Aggarwal
Managing Director

CERTIFICATE

To
The Members of Kuwer Industries Limited

We have examined the compliance of conditions of corporate governance by M/s. Kuwer Industries Limited for the year ended on 31.03.2012 as stipulated in clause 49 of the Listing Agreement of the said Company with stock exchange(s).

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

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

We state that no grievance(s) is pending against the company as per the records maintained by the Company.

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

For PVSP & Co.
(Formerly known as Bhatia Praveen & Co.)
Chartered Accountants

Sd/-
Vinod Ralhan
Partner
M No. 091503

Place: New Delhi
Date: 14.08.2012

AUDITOR'S REPORT

To The Members of KUWER INDUSTRIES LIMITED.

1. We have audited the attached Balance Sheet of **KUWER INDUSTRIES LIMITED**, as at 31st March, 2012, and the profit & loss account for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company 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 amounts & disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion .
3. As required by the Companies (Auditors Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to above, we report that:
 - (i) We have obtained all the information and explanations which to the best of our knowledge and belief, were necessary for the purpose of our audit,
 - (ii) In our opinion, proper books of accounts as required by law have been kept by the Company so far as appear from our examinations of those books,
 - (iii) The Balance sheet and Profit & Loss Account dealt with by this report are in agreement with books of account,
 - (iv) In our opinion, the Balance Sheet and Profit & Loss Account dealt with by this report 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 representations received from the directors, as on 31st March, 2012 and taken on record by the Board of directors, we report that none of the directors is disqualified as on 31st March, 2012 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act,1956;
 - (vi) In our opinion and to the best of our information and according to the explanations given to us, the said Accounts 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 principal generally accepted in India;
 - (a) In the case of Balance sheet, of the State of Affairs of the Company as at 31st March, 2012 and
 - (b) In the case of the Profit and Loss Account, of the profit for the year ended on that date.
 - (c) In the case of Cash Flow Statement, of the Cash Flows for the year ended on that date.

**For PVSP & CO.,
CHARTERED ACCOUNTANTS**

**Place : New Delhi
Date : 14.08.2012**

**(VINOD RALHAN)
PARTNER
M.NO: 91503/ FRN 08940N**

**ANNEXURE TO THE REPORT OF KUWER INDUSTRIES LIMITED FOR THE YEAR ENDED 31ST
MARCH, 2012.**

(Referred to in paragraph (3) of our report of even date)

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) All the assets have not physically verified by the management during the year but there is a regular program of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) During the year, the company has not disposed off a major part of the plant and machinery.
- (ii) (a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- (b) The procedures of physical verification of inventories followed by the management are 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 the physical stocks and the book records were not material.
- (iii) (a) The company had taken loan from four parties covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year was Rs. 157.30 lacs and the year-end balance of loans taken from such parties was Rs. 157.30 lacs. The company has not granted any loan to companies, firm or other party covered in the register maintain under section 301 of the Companies Act, 1956.
- (b) In our opinion, the rate of interest and other terms and conditions on which loans have been taken from companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956 are not, *prima facie*, prejudicial to the interest of the company.
- (c) The company is regular in repaying the principal amounts as stipulated and has been regular in the payment of interest.
- (d) There is no overdue amount of loans taken from companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
- (v) (a) According to the information and explanations given to us, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of 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 any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- (vi) According to the information and explanations given to us, the company has not accepted public deposits as per provision of sections 58A and 58AA of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975. No order has been passed by the Company Law Board.
- (vii) In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
- (viii) As far as we are aware, the Central Government has not prescribed the maintenance of cost records by the company under section 209 (1) (d) of the Companies Act, 1956.

- (ix) (a) The company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education protection fund, employees' state insurance, wealth tax, custom duty, excise duty, cess and other material statutory dues applicable to it except income tax Rs 25.28 lacs .
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of wealth tax, sales tax, customs duty, excise duty and cess, however income tax of Rs. 26.59 lacs and sales Tax of Rs. 11.73 lacs were in arrears, as at 31st March, 2012 for a period of more than six months from the date they became payable.
- (c) According to the information and explanation given to us, there are no dues of custom duty, wealth tax and cess, which have not been deposited on account of any dispute. However following amounts are involved with under-mentioned forums, in respect of the disputed statutory dues: -
- Sales Tax (net) of Rs 25.91 lacs pending in appeal with sales tax authorities.
Excise Duty(net) of Rs 200.91 lacs pending in appeal with excise authorities and in Allahabad High court.
- (x) In our opinion, there are no accumulated losses of the company. The company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xi) As per information given and record maintain the company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xii) In our opinion, the company is not a chit fund or a nidhi mutual benefit fund/society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- (xiii) In our opinion, the company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- (xiv) In our opinion, the company has not given any guarantees for any loans taken by others from bankers or financial institutions.
- (xv) In our opinion, the term loans have been applied for the purpose for which they were raised.
- (xvi) According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that the no funds raised on short-term basis have been used for long-term investment. No long-term funds have been used to finance short-term assets except permanent working capital.
- (xvii) 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 Act.
- (xviii) According to the information and explanations given to us, during the period covered by our audit report, the company had not issued any debentures.
- (xix) According to the information and explanations given to us, the company has not raised any money by public issues during the year.
- (xx) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

**For PVSP & CO.
Chartered Accountant**

Place : New Delhi

Date : 14.08.2012

**(VINOD RALHAN)
Partner
M NO: 91503/ FRN 08940N**

M/S KUWER INDUSTRIES LIMITED

BALANCE SHEET AS AT

31-03-2012

(IN RUPEES)

S. N	PARTICULARS	NOTE NO.	FIGURES AS AT THE END OF CURRENT REPORTING PERIOD		FIGURES AS AT THE END OF PREVIOUS REPORTING PERIOD	
I	<u>Equity And Liabilities</u>					
	<u>Shareholders Funds</u>					
	(A) Share Capital	3		50,950,000		50,950,000
	(B) Reserves And Surplus	4		42,799,480		42,317,440
	Total(1)			93,749,480		93,267,440
	<u>Share Application Money Pending Allotment</u>			-		-
	<u>Non-Current Liabilities</u>					
	(A) Long Term Borrowings	5		34,086,302		38,090,168
	(B) Deferred Tax Liabilities (Net)			16,619,074		17,104,827
	(C) Long-Term Provisions	6		1,302,412		931,030
	Total(3)			52,007,788		56,126,025
	<u>Current Liabilities</u>					
	(A) Short Term Borrowings	7		50,129,484		50,330,258
	(B) Trade Payables	8		50,771,590		39,495,384
	(C) Other Current Liabilities	9		6,127,001		4,115,989
	(D) Short Term Provisions	10		1,119,152		800,503
	Total(4)			108,147,227		94,742,134
	TOTAL(1+2+3+4)			253,904,496		244,135,599
II	<u>ASSETS</u>					
	<u>Non-Current Assets</u>					
	(A) Fixed Assets					
	Tangible Assts	11		80,779,618		85,684,816
	(D) Long-Term Loans And Advances	12		6,520,168		5,868,211
	Total(1)			87,299,785		91,553,027
	<u>Current Assets</u>					
	(B) Inventories	13		81,489,997		62,890,058
	(C) Trade Receivables	14		60,216,010		73,426,542
	(D) Cash And Cash Equivalent	15		9,265,959		6,148,966
	(E) Short-Term Loans And Advances	16		15,433,969		9,939,868
	(F) Other Current Assets	17		198,776		177,138
	Total(2)			166,604,711		152,582,572
	TOTAL(1+2)			253,904,496		244,135,599

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

AUDITOR'S REPORT

SIGNED IN TERMS OF OUR SEPARATE
REPORT OF EVEN DATE.
FOR PVSP & CO.
Chartered Accountants

Sd/-
(TARUN AGGARWAL)
DIRECTOR

Sd/-
(J.B.AGGARWAL)
DIRECTOR

Sd/-
VINOD RALHAN
(M.NO 91503/FRN8940N)

PLACE: NEW DELHI
DATED: 14/08/2012

PART II - STATEMENT OF PROFIT AND LOSS
M/S KUWER INDUSTRIES LIMITED
PROFIT & LOSS STATEMENT FOR THE YEAR ENDED
31-03-2012

(RUPEES IN)

PARTICULARS	NOTE NO.	FIGURES FOR THE CURRENT REPORTING PERIOD	FIGURES FOR THE PREVIOUS REPORTING PERIOD
Revenue From Operations			
Revenue From Operations	18	184,657,679	327,614,789
Other Income	19	8,035,969	5,015,863
Total Revenue(I+Ii)		192,693,648	332,630,652
Expenses:			
Cost Of Material Consumed	20	115,216,289	269,803,418
Changes In Inventories Of Finished Goods	21	(12,897,068)	(11,805,978)
Work-In-Progress And Stock -In-Trade		-	-
Employee Benefits Expenses	22	4,810,239	4,705,028
Finance Costs	23	12,252,114	13,606,826
Depreciation And Amortization Expense	24	8,530,603	8,261,174
Other Expenses	25	63,379,986	46,979,474
Total Expenses		191,292,163	331,549,942
Profit Before Exceptional And Extraordinary Items And Tax (Iii-Iv)		1,401,485	1,080,710
Exceptional Items		-	-
Profit Before Extraordinary Items And Tax (V-Vi)		1,401,485	1,080,710
Extraordinary Items		-	-
Profit Before Tax (Vii-Viii)		1,401,485	1,080,710
Tax Expense			
Current Tax		1,119,152	800,503
Earliar Years Tax		286,045	878520
Deferred Tax		(485,753)	(307,409)
Profit(Loss) For The Period From Continuing Operations (Vii-Viii)		482,041	(290,904)
Profit(Loss) From Discontinuing Operations		-	-
Tax Expense Of Discontinuing Operations		-	-
Profit(Loss) From Discontinuing Operations (After Tax) (Xii-Xiii)		-	-
Profit (Loss) For The Period (Xi+Xiv)		482,041	(290,904)
Earning Per Equity Share			
Basic		0.09	-
Diluted		0.09	-

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

AUDITOR'S REPORT

SIGNED IN TERMS OF OUR SEPARATE
REPORT OF EVEN DATE.
FOR PVSP & CO.
Chartered Accountants

Sd/-
(TARUN AGGARWAL)
DIRECTOR
PLACE: NEW DELHI
DATED: 14/08/2012

Sd/-
(J.B.AGGARWAL)
DIRECTOR

Sd/-
VINOD RALHAN
(M.NO 91503/FRN8940N)

KUWER INDUSTRIES LIMITED
CASH FLOW STATEMENT AS ON 31.03.2012

A. Cash flow from Operating Activites		
Net profit after tax and extraodrinary items		482,040
Adjustment for		
Depreciation		8,530,603
Provision for Tax		1,119,152
Provision for Gratuity		-
Taxes Paid for earlier years		286,045
Provision for Deferred Tax Assets		-485,753
Interest Paid		12,252,114
Operative loss before working capital changes		22,184,201
Adjustment for : Trade & Other Receivables		7,042,836
Inventory		-18,599,939
Trade Payable & Provisions		12,808,565
Cash Generated from Operation		23,435,664
Ineterst Paid		-12,252,114
Cash Flow Before Extraordinary Items		11,183,549
Extraordinary Items/Misc. Exp.		-
Cash Flow from Operating Activites		11,183,549
Less: Purchase of fixed Assets		-3,625,403
Add: Sales of Investment		-
Net Cash from investing Activites	A	7,558,146
Cash Flow from financing Activites		
Proceeds from Long term Borrowing	B	-4,204,640
Net increase in cash & cash equivalentents	A+B	3,353,507
Cash & Cash equivalentents as at 31/03/2011	B	6,148,966
Cash & Cash equivalentents as at 31/03/2012	A	9,265,959

FOR & ON BEHALF OF THE BOARD

Sd/-

J. B. AGGARWAL

DIRECTOR

Kuwer Industries Ltd.
Notes forming part of the financial statements

Note	Particulars
1	<u>Corporate information</u> Kuwer Industries Ltd.is engaged in Metallizing & Embosing of Polyester and BOPP films. The company has been incorporated in the year 1993. The company's registered office is in Delhi.
2	<u>Significant accounting policies.</u> The accounts of the company are prepared under the historical cost convention and in accordance with applicable accounting standards and relevant disclosure requirement of the companies Act 1956,as adopted consistently by the company.
2.1	<u>Revenue Recognition:</u> Mercantile system of accountings is followed.
2.2	<u>Foreign Currency Transaction</u> (i) Transaction in Foreign Currency are recorded at the rates prevailing at the time of the transaction. (ii) Any income and expenses on account of exchange difference either on settelment or transaction is recognized in the profit or loss account except in cases where they are adjusted to the carrying cost of such assets.
2.3	<u>Inventory Valution</u> The valuation of inventory has been done as per method of valuation prescribed under saction 145A of the income Tax Act 1961. Stock of Raw materials are stated at cost.Finished goods and Scrap are valued at cost or realizable value wichever is lower.
2.4	<u>Fixed Assets & Depreciation</u> (i)'Fixed Assets are stated at cost,net of modvat,less accoumulated depreciation.All cost including financing cost till commencement of commercial production,net charges on foreign exchange contracts and adjustment arising from exchange rate variations relating to borrowings attributable to the fixed assets are capitalized. ii) Depreciation has been calculated on staight line method at the rates given in schadule XIV of the companies act 1956..
2.5	<u>Insurance/Claims</u> The Company covers all the risk on the basis of cost for the fixed assets and inventories.The premium pertaining to the year is charged against the revenue of the year.The insurence claims lodged by the company will be adjusted as and when the final amount will be received by the company from the insurance companies.
2.6	<u>Sales</u> Sales are stated net of returns ,sales tax and excise duty.

M/S KUWER INDUSTRIES LIMITED

NOTES TO AND FORMING PART OF BALANCE SHEET AS AT

31-03-2012

(IN RUPEES)

NOTE NO.	PARTICULARS	FIGURES AS AT THE END OF CURRENT REPORTING PERIOD	FIGURES AS AT THE END OF PREVIOUS REPORTING PERIOD
3	<u>Share Capital:</u>		
	<u>(1) Authorised:</u>	60,000,000	60,000,000
	60,00,000 (Last Year 50,00,000) Equity Shares Of Rs.10/- Each	<hr/>	<hr/>
	<u>(2) Issued, Subscribed & Paid Up</u>		
	Shares At The Beginning Of The Accounting Period		
	5095000 (L.Y. 5095000) Equity Shares Of Rs.10/- Each	50,950,000	50,950,000
	Additions During The Year	-	-
	Shares At The End Of The Accounting Period		
	5095000 (L.Y. 5095000) Equity Shares Of Rs.10/- Each	<u>50,950,000</u>	<u>50,950,000</u>
	 <u>Shares In The Company Held By Each Shareholder Holding More Than 5 Per Cent</u>		
	Shares. (Equity Shares In Nos. Of Rs. 10 Each)	IN NO %	IN NO %
	Tarun Agrawal	571690 11.22	571690 11.22
	Usha Agrawal	607640 11.93	607640 11.93
	Jai Bhagwan Agarwal	1112150 21.83	1112150 21.83
	Vct Leasing Invest(P) Ltd	862300 16.92	862300 16.92
4	<u>Reserve & Surplus:</u>		
	<u>Surplus</u>		
	At The Beginning Of The Accounting Period	42,317,440	42,608,344
	Additions During The Year	482,040	(290,904)
	(Balance In Statement Of Profit & Loss A/C)		
	At The End Of The Accounting Period	<hr/> 42,799,480 <hr/>	<hr/> 42,317,440 <hr/>
	Grand Total	<u>42,799,480</u>	<u>42,317,440</u>
5	<u>Long Term Borrowings</u>	As at 31/03/2012	As at 31/03/2011
	<u>Secured Term Loans From Banks</u>		
	State Bank Of Bikaner And Jaipur	-	2,482,701
	Hdfc Bank (Vehicle Loan)	-	157,210
	<u>From Others</u>		
	Reliance Capital Limited	18,356,302	21,005,257
		<hr/> 18,356,302 <hr/>	<hr/> 23,645,168 <hr/>

Unsecured Long Term Borrowings:

Loans From Directors	8,170,000	8,170,000
Loan From Parties	7,560,000	6,275,000
	15,730,000	14,445,000
Grand Total	34,086,302	38,090,168

Deferred Tax Liabilities (Net)

Deferred Tax Liabilities	16,619,074	17,104,827
	16,619,074	17,104,827

6 Long-Term Provisions:

Provision For Gratuity	1,302,412	931,030
	1,302,412	931,030

Current Liabilities**7 Short-Term Borrowings:**

Secured Loans From Banks		
State Bank Of Bikaner And Jaipur		-
Working Capital Loan	44,840,617	44,265,586
Term Loan	2,482,702	3,051,093
Hdfc Bank (Vehicle Loan)	157,210	629,896
<u>From Other Parties</u>		
Reliance Capital Limited	2,648,955	2,383,683
	50,129,484	50,330,258

1.The working Capital & term Loan from State bank of Bikaner & Jaipur are secured by the mortgage and the first charges on all stock, debtors & other current assest of the company and first charges on all fixed assets of the company and M/s Ellora Machelical product (P) Ltd.In such from as may be required by the State Bank Of Bikaner & Jaipur.

8 Trade Payables

Sundry Creditors	48,061,121	37,803,086
Advance From Parties-Interest Free	2,710,470	1,692,298
	50,771,590	39,495,384

9 Other Current Liabilities

	As at 31/03/2012	As at 31/03/2011
Other Payable	1,757,104	713,002
Sales Tax Payable	1,171,721	5,633
Tds Payable	85,673	81,223
Provident Fund Payable	89,546	48,153
Esi Payable	24,813	14,000
Listing Fee Payable	-	40,000
Income Tax Payable	2,659,937	2,549,254

Excise & Service Tax Payable	319,306	645,823
Equity Share Capital Refund A/C	18,900	18,900
	6,127,001	4,115,989

10 Short-Term Provisions

Provision For Tax	1,119,152	800,503
	1,119,152	800,503

12 Long Term Loans And Advances:

Security Deposits (Unsecured Considered Good Unless Otherwise Stated)		
For Electricity	752,000	752,000
For Telephone	57,340	57,340
For Cylinder	2,500	2,500
Security Deposit Other	186,191	186,191
Security To Apl India P. Ltd.	10,432	10,432
Orisa Central Excise Tender	-	42,000
Income Tax Refundable And Dispute A/C	-	223,555
Fringe Benfit Refundable A/C	-	52,952
Excise Duty Deposit	1,909,892	1,909,892
Deposit With Sale Tax Department	-	73,200
Sales Tax Dispute	-	96,000
Tender Money	46,000	46,000
Advance Rent	100,000	100,000
Sales Tax Demand Against F.Y 2010-11	1,152,996	-
Paschmanchal Viduyat Vitaran	20,000	20,000
Earnest Money Deposit	-	78,000
Reliance Capital Ltd	161,733	78,898
Deposit With Commercial Tax Deptt.	123,120	123,120
Central Sales Tax Demand (06-07)	283,023	283,023
Local Sales Tax Demand (06-07)	159,449	159,449
Cst Demand 2002-03	-	18,167
Unsecured Doubtful Elite Appliances Ltd.	1,555,492	1,555,492
	6,520,168	5,868,211

13 Inventories:

(As Taken, Valued & Certified By The
Management)

	As at 31/03/2012	As at 31/03/2011
Raw Materials;	8,169,047	4,398,907
Work In Process;	46,994,782	37,666,477
Finished Goods;	13,355,487	9,795,053
Stock In Trade(In Respect Of Goods	-	-

Acquired For Trading);		
Stores, Spares & Loose Tools;	12,932,971	11,000,240
Scrap	37,710	29,381
	81,489,997	62,890,058
14 Trade Receivables:		
(Unsecured Considered Good Unless Otherwise Stated)		
(1) Debts Outstanding For A Period Exceeding Six Months From The Date They Are Due	32,344,229	62,052,249
(2) Other Debts	27,871,781	11,374,293
	60,216,010	73,426,542
15 Cash & Cash Equivalents :		
Balance With Banks		
<u>In Fixed Deposits</u>		
Earmarked Balances With Banks	1,359,469	650,326
Held As Margin Money Against Borrowings, And Other Commitments.	3,709,616	4,442,716
Maturity With More Than 12 Months		-
Share Application Money Refund A/C	23,264	23,264
<u>In Current Accounts:</u>	-	-
<u>Hdfc Bank</u>	1,887,700	-
Cash In Hand	2,191,910	938,660
Cash With Excise Department	94,000	94,000
	9,265,959	6,148,966
16 Short Term Loans & Advances:		
(Unsecured Considered Good Unless Otherwise Stated)		
Advances Recoverable In Cash Or In Kind For The Value To Be Received		
(1) Advance To Suppliers	14,293,790	8,739,707
Excise Department	175,431	157,223
Deposit In Excise Department	500,000	200,000
Tds Deposit	400,091	218,169
Input Vat 4%	64,656	624,769
	15,433,969	9,939,868
17 Other Current Assets:		
Prepaid Expenses	198,776	177,138
	198,776	177,138

Kuwer Industries Ltd.
Notes forming part of the financial statements

Note 11 Fixed assets

A.	Tangible assets	Gross block			Depreciation block			Net Block		
		Balance as at 1 April, 2011	Additions	Disposal	Balance as at 31st March, 2012	Balance as at 1 April, 2011	Depreciation of the year	Closing accumulated depreciation	As on 31.03.2012	As on 31.03.2011
	(a) Land									
	Freehold	1,210,654.00	-	-	1,210,654.00	-	-	-	1,210,654.00	1,210,654.00
	Leasehold *	-	-	-	-	-	-	-	-	-
	(b) Buildings(3.34%)									
	Own use	8,767,337.00	-	-	8,767,337.00	3,109,212.06	292,829.05	3,402,041.11	5,365,295.89	5,658,125.00
	(c) Plant and Equipment(4.75%)									
	Owned	151,230,009.00	3,605,139.00	-	154,835,148.00	75,564,843.31	7,310,799.75	82,875,643.06	71,959,504.94	75,665,166.00
	(d) Furniture and Fixtures(6.33%)									
	Owned	308,522.00	-	-	308,522.00	263,354.44	19,529.44	282,883.88	25,638.12	45,167.00
	(e) Vehicles(9.5%)									
	Owned	7,954,515.00	-	-	7,954,515.00	5,506,345.88	755,678.93	6,262,024.81	1,692,490.20	2,448,169.00
	(f) Office equipment(4.75%)									
	Owned	2,783,213.00	9,764.00	-	2,792,977.00	2,219,783.02	132,348.51	2,352,131.53	440,845.47	563,430.00
	(h) Computer(16.21%)									
	Owned	112,507.00	10,500.00	-	123,007.00	18,401.67	19,417.16	37,818.83	85,188.17	94,105.00
	Total	172,366,757.00	3,625,403.00	-	175,992,160.00	86,681,940.38	8,530,602.83	95,212,543.21	80,779,616.79	85,684,816.00
	Previous year	167,689,304.00	4,677,452.00		172,366,756.00	78,420,767.00	8,261,174.00	86,681,940.00	85,684,816.00	89,268,538.00

31.03.2012

PARTICULARS	FIGURES FOR THE CURRENT REPORTING PERIOD	FIGURES FOR THE PREVIOUS REPORTING PERIOD
18 Revenue From Operations		
Sale Of Products	203,298,506	356,164,758
Other Operating Revenues	234,355	158,745
	<u>203,532,861</u>	<u>356,323,503</u>
Less: Excise Duty	18,875,182	28,708,714
Net Revenue From Operations	<u>184,657,679</u>	<u>327,614,789</u>
19 Other Income:		
Interest Income	389,115	339,542
Processing Charge Received	6,751,096	2,228,361
Art Work, Designing & Development	476,401	497,492
Other Non-Operating Income	419,357	1,950,468
	<u>8,035,969</u>	<u>5,015,863</u>
20 Cost Of Materials Consumed:		
Purchases Raw-Materials And Packing Materials	4,398,907	10,909,056
Add: Opening Balance Of Stock	118,986,429	263,293,269
	<u>123,385,336</u>	<u>274,202,325</u>
Less: Closing Balance Of Stock	8,169,047	4,398,907
Consumption Of Materials	<u>115,216,289</u>	<u>269,803,418</u>
21 Changes In Inventories		
<u>Finished Goods</u>		
At The Beginning Of The Accounting Period	9,795,053	9,638,241
At The End Of The Accounting Period	13,355,487	9,795,053
	<u>(3,560,434)</u>	<u>(156,812)</u>
<u>Work-In-Progress</u>		
At The Beginning Of The Accounting Period	37,666,477	26,028,513
At The End Of The Accounting Period	46,994,782	37,666,477
	<u>(9,328,305)</u>	<u>(11,637,964)</u>
<u>Scrap</u>		
At The Beginning Of The Accounting Period	29,381	18,179
At The End Of The Accounting Period	37,710	29,381
	<u>(8,329)</u>	<u>(11,202)</u>
Grand Total	<u>(12,897,068)</u>	<u>(11,805,978)</u>

	As at 31/03/2012	As at 31/03/2011
22 <u>Employee Benefits Expense</u>		
<u>Salary And Wages</u>		
Factory Salary And Wages	1,937,531	1,749,686
Office Staff Salary	1,716,073	1,871,333
Marketing Staff Salary & Incentives	-	-
Director,S Remunerations	-	-
<u>Contribution To Provident And Other Funds</u>		
Contribution To Provident Fund	334,316	319,076
Contribution To Employees State Ins.Fund	132,480	123,631
Contribution To Other Funds		-
Esi Arrear	-	-
Epf Arrear	-	-
<u>Other Expenses</u>		
Workers And Staff Welfare	80,276	124,792
Bonus	238,181	234,818
Gratutiy	371,382	281,692
	4,810,239	4,705,028
23 <u>Financial Costs:</u>		
<u>Interest Expense</u>		
Interest To Bank	7,593,070	7,920,839
Interest To Parties/Distributors(Net)	-	-
Interest On Term Loan (Others)	2,927,310	3,278,054
Interest To Bank On Vehicle Loan	51,718	119,287
Lc Commission	1,459,731	1,425,479
	-	-
Bank & Other Processing Charges	220,286	863,167
	12,252,114	13,606,826
24 <u>Depreciation And Amortzation Expense:</u>		
Depreciation	8,530,603	8,261,174
Preliminary & Pre-Operative Exp.Written Off	-	-
	8,530,603	8,261,174
25 <u>Other Expenses:</u>	As at 31/03/2012	As at 31/03/2011
<u>Manufacturing Expense :</u>		
<u>Consumtion Of Stores And Spare Parts</u>		
Opening Stock	11,000,240	9,548,925
Add:Purchases	33,076,432	10,944,338
Total	44,076,672	20,493,263
Less:Closing Stock	12,932,971	11,000,240
	31,143,701	9,493,023
Job Work Charges	3,319,670	5,798,624
Freight Inward	635,159	367,336
Power & Fuel	20,065,150	22,310,329
Repair To Machinery	1,927,905	2,812,672
	57,091,585	40,781,984

B Administrative Expense

Advertisement Exps.	215,506	131,034
Technical Fee	181,827	569,554
Travelling Expenses (Foreign)	-	150,000
Travelling And Conveyance	59,519	82,281
Printing And Stationery	114,435	98,276
Freight And Forwarding	54,160	87,937
Sales Commission	250,380	818,354
Rebate And Discount	1,234,064	205,062
Business Promotion	83,766	640,760
Donations And Contributions	-	9,600
Legal And Professional	311,298	231,462
Payments To Auditors	73,050	71,690
Rent	780,000	780,000
Repair To Buildings	122,750	129,710
Repair & Maintenance (General)	212,532	-
Insurance Expences	246,355	228,673
Listing Fee	534,371	204,015
Postage & Stamp/Courier Charges	230,895	257,320
Telephone Expenses	273,663	348,257
Vehicle Running & Maintainance	111,645	144,337
Directors Remuneration	540,000	540,000
Watch & Ward Exp	171,428	20,129
Membership & Subcption	3,100	51,131
Administration Exp On Pf	18,541	43,913
Sales Tax Paid	241,905	252,747
Service Tax & Education Cess Paid	17,540	4,527
Miscellaneous Expenses	205,671	96,721
	<hr/>	<hr/>
	6,288,401	6,197,490
Grand Total	<u>63,379,986</u>	<u>46,979,474</u>

KUWER INDUSTRIES LIMITED

Notes Forming Part of the Financial statements

26) Previous year figures :

The previous year's figures have been reworked, regrouped, rearranged and reclassified wherever considered necessary to make their classification comparable with that of the current year.

27) Secured Loans:

i) Working capital & Term Loan from state bank of Bikaner and jaipur is secured against all current & fixed assets.

ii) The vehicle loans are secured by way of hypothecation of vehicles.

28) Provision of Income Tax:

Provision of Rs. 11,19,152/- on account of Income Tax has been made for the year.

29) Related Party Disclosures as prescribed by Accounting Standard 18 of issued by the Institute of Chartered Accountant of India. Detail are as under

Name of related parties	Relationship	Nature of transaction	Volume of transaction (ir. Rs.)
Elflora Mecanicals Pvt Ltd	Under the control of same management	Payment of Factory rent	7,80,000

30) In the opinion of the Board the Current Assets, loans & Advances have a value on realization in the ordinary course of business at least equal to the amount at which they have been stated in the balance sheet.

31) Auditors Remuneration

Auditor's Remuneration	Year Ended March 31, 2012	Year Ended March 31, 2011
Statutory Audit Fee	58450	57300
For Tax Audit Fees & Other Services	14600	14390
Out of Pocket Expenses	NIL	NIL
Total	73050	71690

32) Directors Remuneration u/s 198 and place of profit u/s 314

	Year Ended March 31, 2012	Year Ended March 31, 2011
Payment to Whole Time Director		
Salary to Mr. J.B. Agarwal	3,00,000	3,00,000
Salary to Mr. Tarun Agarwal	2,40,000	2,40,000
Total	5,40,000/-	5,40,000/-

33) Balances in accounts whether in debtors, creditors, and loans & advances are subject to verification and confirmations.

34) Contingent Liabilities:

- (a) Letter of credit of Rs.248.93 lacs given by the company's banker and counter guaranteed by the company by way of margin money of Rs.37 lacs against letter of credit.
(b) The company's bankers has issued bank guarantee of Rs. 5.88 lacs for EPCG licence margin held by the bank Rs 5.88 lacs
(c) The company's bankers has issued bank guarantee of Rs. 82500 for Sales tax and margin held by the bank Rs 82,500.

- (d) Demand raised by sales tax department and disputed by the company. Details are as under:

S.no	Financial year	Amount demanded(Rs. in lacs)	Deposit under protest(Rs in lacs)
(a)	2006-07	8.84	4.42
(b)	2008-09	22.72	1.23
(c)	2010-11	11.53	11.53

However the company has filled appeal with the sales tax department and are pending as on the date of balance sheet.

- (e) Demand raised by Excise department and disputed by the company. Details are as under:

S.no	Financial year	Amount demanded (Rs in lacs)	Deposit under protest (Rs in lacs)
(a)	2007-08	114	19.09
(b)	2011-12	111	5.00

Rs.5 lacs deposited for stay and also furnished security of companies machinery worth Rs 111 lacs.

35) Provision for Gratuity :

Provisions of Rs. 3,71,382/- has been made on account of Gratuity for the year.

- 36) Additional Information pursuant to the provisions of Paragraph 3,4C and 4D of Part -II of Schedule VI of the Companies Act, 1956.

A. Information in respect of capacity and class goods

Class of goods : Metallized Polyester & BOPP Films
Metallized Embossed Polyester & BOPP

B. Information in respect of production, sales, stock,

Particulars	Production Qty (KG)	Sales Qty (KG)	Opening Qty (KG)	Stock Value Rs.	Closing Qty (KG)	Stock Value Rs.
Metallised/Embossed plastic film (in kg)	705983	684484	71908	9209325	93406	12500950
Met Paper (in kg)	694009	692193	2034	183060	3849	384970
Hologram sticker(in sheet)	518700	483393	23159	46807	58466	118101


Hologram tap(in Meter)	4049000	4336448	384654	122562	97205	31106
Coated polyster film (in Kg)	0	71	1099	162996	1028	152144
Hologram(in no)	32300000	32032489	213107	9731	480618	168216
Hologram(in kg)	0	89	89	60572	0	0
Scrap(in kg)	29542	29391	4692	29381	4825	37710


C. Information in respect of raw material consumed.

Particulars	For the year ended 31-03-2012		For the year ended 31-03-2011	
	Qty. (Kg.)	Value (Rs.)	Qty. (Kg.)	Value (Rs.)
Polyester Film & BOPP Film	663302	70755606	1750414	262562011
Paper	649729	42545928	54862	3346564
Hot Malt Glue	500	39500	21312	1619777
Alluminium Wire	11360	1875255	14044	2275065

FOR KUWER INDUSTRIES LIMITED

As per our Report of even date attached
for and on behalf of
PVSP & CO
Chartered Accountants


TARUN AGGARWAL
(DIRECTOR)


J.B. AGGARWAL
(DIRECTOR)

VINOD RALHAN
(PARTNER)
M.No:91503/FRN: 08940N

Date: 14/08/2012

Place: New Delhi

Kuwer Industries Limited

Balance Sheet Abstract and Company's General Business Profile

I. Registration Details

Registration No. : 0 5 6 6 2 7 State Code : 5 5

Balance Sheet Date : 3 1 0 3 2 0 1 2
Date Month Year

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

Public Issue
 N I L

Right Issue
 N I L

Bonus Issue
 N I L

Private Placement
 N I L

III. Position of Mobilisation and Development of Funds (Amount Rs. in Lacs):

Total Liabilities
 2 5 3 9 . 0 4

Total Assets
 2 5 3 9 . 0 4

SOURCES OF FUNDS :

Paid up Capital
 5 0 9 . 5 0

Reserves and surplus
 4 2 7 . 9 9

Secured Loans
 1 8 3 . 5 6

Unsecured Loans
 3 4 0 . 8 6

APPLICATION OF FUNDS :

Net Fixed Assets
 8 0 7 . 8 0

Investments
 N I L

Current Assets
 1 6 6 6 . 0 4

Miscellaneous Expenditure
 N I L

Accumulated Losses
 N I L

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

Turnover (including other income)
 1 9 2 6 . 9 4

Total Expenditure
 1 9 1 2 . 9 2

Profit/(Loss) before tax
 1 4 . 0 1

Profit/(Loss) after tax
 1 4 . 0 1

Earning per share in Rs.
 N I L

Dividend Rate %
 0

For and on behalf of the Board of Directors

Place: New Delhi
Date: 14.08.2012

J. B. Aggarwal
Managing Director

Tarun Aggarwal
Director

KUWER INDUSTRIES LIMITED
D- 1004, First Floor, New Friends Colony, New Delhi - 110065

ATTENDANCE SLIP
(To be handed over at the entrance of the Meeting Hall)

NINETEENTH ANNUAL GENERAL MEETING

I/We hereby record my/our presence at the Nineteenth Annual General Meeting of the Company held on Saturday, 29th September, 2012, at 10.00 a.m. at 393, Kishan Garh, Vasant Kunj, New Delhi 110070

Full Name of the Member
(in BLOCK LETTERS)

Regd. Folio No. No. of Shares held.....
Client Id* DP Id*

Full Name of the Proxy (in BLOCK LETTERS)

Member's/Proxy's Signature

* Applicable for members having shares in electronic form.

KUWER INDUSTRIES LIMITED
D- 1004, First Floor, New Friends Colony, New Delhi - 110065

PROXY FORM

Regd. Folio No. No. of Shares held
Client Id..... DP Id*

I/We.....
of.....

.....being a member/members of Kuwer Industries Limited appoint Mr./Ms.
.....of.....or falling him

Mr./Ms.....of.....as my/our/ proxy to vote for me/us
on my behalf at the Nineteenth Annual General Meeting of the company to be held on Saturday, 29th September, 2012,
at 10.00 a.m. at 393, Kishan Garh, Vasant Kunj, New Delhi 110070 and at any adjournment thereof.

Signed this day of, 2012

Signature

Revenue Stamp of Rupee 1/-

* Applicable for members holding shares in electronic form.

Notes:

- (1) The Proxy Form should be signed across the Revenue Stamp as per specimen signature(s) registered with the Company.
- (2) The Proxy Form must be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for holding the meeting.
- (3) A Proxy need not be a member.