

TOBU ENTERPRISES LIMITED

REGD. OFFICE: FLAT NO. 133, C4E, POCKET NO.11, JANAKPURI,
NEW DELHI-110058

NOTICE

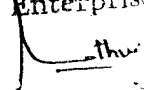
NOTICE is hereby given that the Forty Fifth Annual General Meeting of the Members of **TOBU ENTERPRISES LIMITED** will be held on Friday 30th day of September, 2011 at 11.00 A.M. at FLAT No. 133, C4E, Pocket No.11, Janakpuri, New Delhi-110058 to transact the following business:

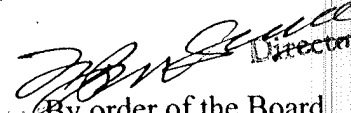
ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2011 and Profit & Loss account for the year ended on that date and the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Pawan Kumar who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and fix remuneration thereof, the following resolution as an ordinary resolution:

“RESOLVED THAT M/s Padam Bahl & Co., Chartered Accountants, New Delhi be and are appointed as the Auditors of the Company, in to hold the office of Auditors from the date of this meeting to the conclusion of the next Annual General Meeting of the Company on such remuneration and out of pocket expenses as may be decided by the Board.

Place: New Delhi
Date: 29.08.2011

~~For Tobu Enterprises Limited~~ ~~For Tobu Enterprises Limited~~

 By Order of the Board **Director**
 AJAY MATHUR
 (Managing Director)


 By order of the Board.
 HEMANT RASTOGI
 (Director)

NOTES:

- I) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS HIS PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED AND IF INTENDED TO BE USED, IT SHOULD BE RETURNED DULY COMPLETED TO THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING.
- II) The Register of Members and Shares Transfer Books of the Company will remain closed from the 28th September, 2011 to 30th September, 2011 (both days inclusive).
- III) Members who are holding shares in identical order of names in more than one Folio are requested to write to the Company enclosing their share certificate enable the Company to consolidate their holding in one Folio.
- IV) Members/Proxies should bring the attendance slip duly filled for attending the Annual General Meeting. No extra Attendance slip will be provided at the venue of the Annual general Meeting.
- V) No gift shall be distributed at Annual General Meeting.
- VI) (a) Members are requested to notify immediately any change of address:
 - (i) to their Depository Participants (DPs) in respect of their electronic share accounts; and
 - (ii) to the Company to its Share Transfer Agents in respect of their physical share folios, if any.(b) In case the mailing address on this Annual Report is without the PINCODE, Members are requested to kindly inform their PINCODE immediately.
- VII) Non-resident Indian Shareholders are requested to inform Share Transfer Agents immediately:
 - (a) the change in the residential status on return to India for permanent Settlement.
 - (b) the particulars of NRE Account with Bank in India, if not furnished earlier.
- VIII) All documents referred to in the accompanying notice are open for inspection at the Registered office of the Company on all working days, except Saturdays between 11.00 a.m. to 1.00 p.m.

- IX) Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the Meeting so that the information required may be made available at the Meeting.
- X) The Company has connectivity from the CDSL & NSDL and equity shares of the Company may also be held in the electronic form with any Depository Participant (DP) with whom the members/investors are having their depository account. In case of any query/difficulty in any matter relating thereto may be addressed to the Share Transfer Agent.
- XI) As per the provisions of the Companies Act, 1956, facility for making nominations is now available to INDIVIDUALS holding shares in the Company. The Nomination Form-2B prescribed by the Government can be obtained from the Share Transfer Agent or may be downloaded from the website of the Department of Corporate Affairs.
- XII) Pursuant to the Clause No. 49 of the Listing Agreement, profile of the directors proposed for appointment/re-appointment being given in a statement containing details of the concerned directors is attached hereto.
- XIII) An Explanatory Statement under section 173(2) of the Companies Act, 1956 is annexed hereto.

Place: New Delhi
Date: 29/08/2011

By order of the Board of Directors
FOR TOBU ENTERPRISES LTD


(Director)

TOBU ENTERPRISES LIMITED
REGD. OFFICE: FLAT NO. 133, C4E, POCKET NO. 11, JANAKPURI,
NEW DELHI- 110058

Directors' Report

To
The Members,
TOBU ENTERPRISES LIMITED

Your Directors take pleasure in presenting the Forty Fifth Annual Report together with Audited Statements of Accounts for the year ended 31ST March 2011

Amount in (Rs.)

FINANCIAL RESULTS	Current Year	Previous Year
Turnover /other Income	682,062	92,635
Gross Profit/(Loss)	(162,712)	(274,769)
Depreciation	0.00	0.00
Income tax paid for earlier year		
Profit/(Loss) brought toward	(71,058,897)	(70,784,128)
Transferred from General reserve		
Profit/Loss available for appropriation		
APPROPRIATIONS		
Balance Carried to Balance Sheet	(71,221,609)	(71,058,897)

Corporate Overview:

With the growing competition and aggressive pricing policies, the Company with a not so good liquidity position has not been able to maintain its performance.

During the year under review the turnover of your Company increased to Rs.589,427. The losses for the company has decreased to Rs.112057.

(iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and

(iv) That the Directors have prepared the Annual Accounts on a going concern basis

Particulars of Employees and Disclosure of Information

There were no employees drawing remuneration more than the limit prescribed under Section 217(2A) of the companies Act, 1956 read with the companies (Particulars of Employees) Rules, 1975

Status of Listing

The Company's shares are listed at The Delhi Stock Exchange Ltd ;The Stock Exchange, Mumbai.

Auditors

Members are requested to re-appoint M/s Padam Bahl & Co., Chartered Accountants, as Auditors of the Company for the current year and to fix their remuneration

Auditors Report

Auditors Report of the company contain the qualifications given by the Auditor

The Company has adequate internal control procedures commensurate with its size and nature of business. The Board of Directors periodically reviews the audit plans, internal audit reports adequacy of internal controls and risks management

Harmonious Industrial climate and inter personal relationship continue to prevail and will further strengthen the well established traditions and commitments to the future growth of the employees.

Company's shares are listed at The Delhi Stock Exchange Ltd ;The Stock Exchange, Mumbai.

In view of the nature of activities which are being carried out the Company, Rules (a) & (b) of Companies (disclosure of particulars in report of Board of Directors) Rules, 1988 concerning conservation and technology absorption respectively are not applicable to the Company.

Acknowledgement


Your Directors would like to express their grateful appreciation for the assistance, cooperation and trust reposed in your Company by the investors, Banks, Securities and Exchange Board of India, Reserve Bank of India, Stock Exchanges and other Government Authorities during the financial year under review. Your Directors wish to place on record their deep sense of appreciation for its clients and for the devoted services of the young team of professionals of the company for its success.

Your Directors also wish to place on record their sincere appreciation of the contribution made by the employees of the Company and are thankful to the shareholders for their continued patronage and support.


FOR AND ON BEHALF OF THE BOARD
TOBU ENTERPRISES LIMITED

For Tobu Enterprises Limited

For Tobu Enterprises Limited


Ajay Mathur
(Managing Director)

Director


Hemant Rastogi
(Director)

Place: New Delhi

Date: 29/08/2011

Corporate Governance Report

In compliance with Clause 49 of the Listing Agreement with Stock Exchanges, the Company submits the following report:

1. Company's Philosophy on Code of Governance

The Company is committed to good Corporate Governance and has complied in all material respects with the requirements specified in the Listing Agreement with the Stock Exchanges.

2. Board of Directors

The Board of Directors of the Company have an optimum combination of Executive and Non-Executive Directors headed by a Non-Executive Chairman as on 31.03.2011.

S. No.	Name of the Director	Category of Directorship	No. of Directorship of other Companies
1	Hemant Rastogi	Director	NIL
2	Pawan Kumar	Director	NIL
3	Ajay Mathur	Director	1

During the financial year 2011 five Board Meetings were held on 15/04/2010, 20/08/2010, 25/11/2010, 10/01/2011, 30/04/2011 respectively.

Annual General Meeting of the Company will be held on 30.9.2011.

The attendance of the Directors in the meeting was as follows:

S. No.	Name of the Director	Category of Directorship	No. of meeting held during the year	No. of meeting attended	Attendance at last Annual General Meeting
1	Hemant Rastogi	Director	5	5	Yes
2	Pawan Kumar	Director	5	5	Yes
3	Ajay Mathur	Director	5	5	Yes

None of the Directors of your Company was a member of more than 10 Committees nor was the chairman of more than five Committees across all companies in which they are Directors.

The required information (as enumerated in annexure I in clause 49 relating to Corporate Governance) was made available to the Board of Directors.

* Including Directorships held in Private Limited Companies, alternate Directorships and Directorships in bodies incorporated outside India.

ED – Executive Director, ED (P) – Executive Director, Promoter, NED (P) – Non-executive Director, Promoter, NED (I) – Non-executive Director, Independent

3. Audit Committee

As regards the formation of Audit committee, the company is not required to form the committee as per section 269 of Companies Act 1956. For implementing better corporate governance company is in the look out for the dynamic independent Directors possessing adequate financial background to insert them in the audit committee.

4. Remuneration Committee

REMUNERATION OF DIRECTORS

Name of the Director Notice Period/	Salary & PF	Perquisites	Commission	Sitting Fees	Total	Service Contract Severance Fees
Hemant Rastogi	Nil	Nil	Nil	Nil	Nil	Contractual*
Pawan Kumar	Nil	Nil	Nil	Nil	Nil	Contractual*
Ajay Mathur	Nil	Nil	Nil	Nil	Nil	Retirement by rotation

The Contract is for Five Years, which may be determined by a notice period for three months on either side

5. Share Transfer and Investor Grievance Committee

The Company has an Investors Grievance Committee under the nomenclature 'Share Transfer and Investor Grievance Committee. The Committee looks after the redressal of Shareholders and Investors Grievances and approves transfer/transmission, sub-division and issue of duplicate share certificates etc.

1. Mr. Hemant Rastogi

2. Mr. Ajay Mathur

The broad terms of reference of the Committee related to various issues in connection with Shareholders and investors services and complaints are:

Shareholders and Investor services and complaints pertaining to:

- Non-receipt of Shares after transfer
- Non-receipt of Annual Report
- Non-receipt of Dividend
- Other matters related to or arising out of shareholders/ investor services

6. Disclosures

1. Disclosure on materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interest of Company at large.

Though there are significant related party transactions but none of them were in conflict with the interest of the Company.

2. Details of non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchange or SEBI or any statutory, on any matter related to capital markets during the last three years.

During the last three years, there were no fees or penalties imposed by either SEBI or the Stock Exchanges.

7. Means of Communication

The quarterly and half-yearly results are forthwith communicated to all the Stock Exchanges with whom the Company has listing arrangements as soon as they are approved and taken on record by the board of Directors of the Company. Further the results are published in the leading Newspapers namely one in English and other in Hindi.

The Management Discussion and Analysis (MD & A) is a part of the Annual Report.

8. Information relating to Directors

Mr. Pawan Kumar, retires by rotation and being eligible offers himself for re-appointment. Brief resume of the Directors being re-appointed are as follows:-

Age	:-	35 Years
Qualification	:-	Graduate
Working Experience	:-	6 Years

9. Declaration by the Board of Directors under Clause 49 (1) (D) (ii)

Declaration by the Board of Directors of the Company under Clause 49 (1) (D) (ii) of the Listing Agreement with Stock Exchanges is given below:

"Pursuant to Clause 49 (1) (D) (ii) of the Listing Agreement with Stock Exchanges, we hereby declare that all the Board Members and Senior Management personnel of the Company have affirmed compliance with the Code of Conduct for the period ended 31st March 2011"

10. General Shareholders Information

1) Annual General Meeting

- Date and Time : 30th September, 2011 at 11:00 A.M.

-Venue : Flat no. 133, C4E, Pocket No. 11, Janakpuri,
New Delhi-110058

2) Financial Accounting

- i) Financial Calender : 1st April to 31st March
- ii) Accounts Finalisation : April
- iii) Quarterly Results : Normally after one month from the end of quarter

3) Date of Book Closure

: 28th September, 2011 to 30th September, 2011

4) Dividend Payment Date

: NA

5) Listing on Stock Exchanges

: The shares of the Company are listed on Two Stock Exchanges

- Delhi Stock Exchange Association Ltd., DSE House, 3/1 Asaf Ali Road, New Delhi-110 002.
- The Stock Exchange, Mumbai

6) Stock Code:

Physical

- 1. The Stock Exchange Mumbai 526679
- 2. The Delhi Stock Exchange Association Ltd. 7699

7) Market Price Data

: There has been no trading on the Stock Exchanges

8) Address for correspondence

: Shareholders correspondence may be addressed to:

Flat no. 133, C4E, Pocket No. 11, Janakpuri,
New Delhi-110 058.

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members,
TOBU ENTERPRISES LIMITED

We have examined the compliance of the conditions of Corporate Governance by Tobu Enterprises Limited for the year ended March 31, 2011 as stipulated in clause 49 of the listing Agreements of the said company with the Stock Exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of an 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, the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreements.

We state that in respect of investor grievances received during the year ended March 31, 2011 no investor grievance are pending against the Company as on 31.03.2011 as per the records maintained by the Company and presented to the Investors/Shareholders Grievance Committee.

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

FOR PARVEEN RASTOGI & CO.
Company Secretaries
C. P. No. 2883

Place: New Delhi
Dated: **29.08.2011**

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TOBU ENTERPRISES LIMITED

Regd. Off.: FLAT NO. 133, C4E, POCKET NO.11, JANAKPURI, NEW DELHI-110058

TO THE MEMBERS

TOBU ENTERPRISES LIMITED

Your Directors have pleasure in presenting the Annual Report of the Company for the year ended 31st March, 2011.

MANAGEMENT DISCUSSION & ANALYSIS

In this Annual Report, we have attached Management's Discussion and Analysis section that highlights the Company's Industry and Market overview, opportunities/threats, a segment wise performance, outlook, risk and concerns, adequacy of internal control systems, financial and operational performance as well as issues of human resource and development.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. Industry structure and developments.

The Company is mainly engaged in manufacturing of cycles. The Cycle Industry is growing at a steady pace.

2. Opportunities and threats

The Company is facing financially crisis and there is no growth in the company from the last few years.

Efforts are being made for to come out from this financial crisis.

The threat to the Company is from unorganized sector producing cheaper, low quality products. Continues efforts are therefore on to cut down on costs and offer products at most competitive prices.

3. Segment wise performance

As the Company's business activity falls within a single segment viz, "Cycle Manufacturing", the disclosure requirement of segment reporting is not applicable.

4. Out Look

As stated earlier, our company is a financially weak company and adopting measures to come out from financial losses. Increasing competition both in terms of more manufactures of our products and coming in of lower end products will be challenge that we will need to meet in order to stay abreast with the market growth.

5. Risk and Concerns

Your Company is facing business and financial risks. All these risks are continuously addressed in the business plans, functional strategies and management review and acted upon.

7. Discussion on financial Performance with respect to operational performance.

The details of the financial performance of the Company appear in the Balance Sheet, Profit & Loss Account highlights for the year 2011 are as under:

Particulars	Rs. in lacs
Sales	Nil
Profit After tax	(71.06)

The Financial performance of the Company has been explained in the Directors Report of the Company for the year 2011 appearing separately.

CODE OF CONDUCT

Pursuant to clause 49 of the listing agreement detailed Code of conduct for Board Members and Senior Management Personnel has been laid down. All Board members and Senior Management Personnel, to whom the said Code is applicable, have affirmed compliance of the same for the year ended 31st March, 2011.

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**Code of conduct for Board Members, Senior Management & All Employees of
Tobu Enterprises Limited**

This Code of Conduct shall be applicable to all Board Members, Senior Management Staff & all the Employees of the Company. The code shall come into force with effect from the first day of April, 2004.

A. Key Requirements of the Code

The Board Members and the Senior Management team shall act within the authority conferred upon them, keeping the best interests of the Company in view and observe the following:

1. Shall act in accordance with the highest standard of personal and professional integrity, honesty and ethical conduct in discharge of duties and responsibilities.
2. Shall act in utmost good faith and fulfill the fiduciary obligations without allowing their independence of judgment to be compromised.
3. Shall avoid and disclose actual and apparent conflicts of personal interest with the interests of the Company and to disclose all contractual interest, whether directly or indirectly, with the Company.
4. Shall not, in his official capacity, enter into business with (a) a relative or (b) a Private Limited Company in which he or his relative is a Member or a Director (c) a Public Limited Company in which he or his relative holds 2% or more paid-up share capital and (d) with a firm in which the relative is a partner, except with the prior approval of the Board unless otherwise permitted by law. Shall avoid having any personal and/or financial interest in any business dealings concerning the Company.
5. Shall avoid any dealing with a Contractor or Supplier that compromises the ability to transact business on a professional, impartial and competitive basis or that may influence discretionary decision to be made by the Board Members / Company.

6. Shall not hold any position or job or engage in outside business or other interest that is prejudicial to the interests of the Company.
 7. Shall not exploit for their own personal gain, opportunities that are discovered through use of corporate property, information or position, unless the opportunity is disclosed fully in writing to the Board of Directors of the Company and the Board declines to pursue such opportunity and allow him to avail such opportunity.
 8. Shall not accept any offer, payment or anything of value from customers, vendors, consultants etc. that is perceived as intended, directly or indirectly, to influence any business decision.
 9. Shall not make any statement which has the effect of adverse criticism of any policy or action of the Company or which is capable of embarrassing the relations between the Company and the public including all the stakeholders. Provided that nothing in this clause shall apply to any statement made or views expressed by a Board Member, which are purely factual in nature and are not considered as confidential, in his official capacity or in due performance of the duties assigned to him.
 10. Shall not commit any offence involving moral turpitude.
 11. Shall not compete, whether directly or indirectly with the Company.
 12. Shall promote professionalism in the Company.
 13. Shall maintain confidentiality of the Company's business.
 14. Shall not charge personal expenses to the Company.
 15. Shall inform the Company immediately about emergency situation that may disqualify him from Directorship.
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B. Compliance of Law

The Board members and the Senior Management personnel shall acquire appropriate knowledge of the legal requirements relating to their duties sufficient to enable them to recognize potential dangers and to know when to seek advice from the Finance and Secretarial and Legal department and shall comply with all laws, rules and regulations applicable to the business of the company.

C. Prevention of Insider Trading

The Board Members and the Senior Management team shall comply with the Code of Internal Procedures and conduct for prevention of Insider Trading in dealing with securities of the Company.

D. Protection of Assets

The Board Members and the Senior Management team shall protect the Company's assets including physical assets, information and intellectual rights and shall not use the same for personal gain.

E. Conduct of Business

The Board Members and the Senior Management team shall conduct the Company's business in an efficient and transparent manner and in meeting its obligations to shareholders and other stakeholders. The Board Members and the Senior Management team shall not be involved in any activity that would have any adverse effect on the objectives of the Company or against national interest. The corporate objectives to be pursued shall be to sustain the competitive edge of the company and not to indulge in any activity, which is detrimental to the society at large.

F. Reporting

The Directors and the Senior Management team shall immediately bring to the notice of the Board about any unethical behavior, actual or suspected fraud or violation of company's policies.

G. Compensation and Disclosures

The fees and compensation payable to the Board Members (both executive and non-executive) shall be fixed in accordance with the approvals as per the applicable provisions of law and the same will be fully disclosed in the Annual Report to the Members.

H. Insertion of the Code in website

As required by clause 49 of the listing agreement this code and any amendments thereto shall be posted on the website of the Company.

I. Violations of the code

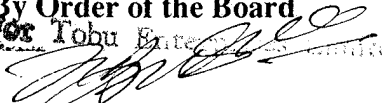
Any violations of this code shall be promptly brought to the notice of (a) the Board of Directors in case any such violation is on the part of a board member and (b) the Chairman of the company in case the violation is on part of any senior management personnel, by the Compliance officer. The Board of Directors or the Chairman of the company, as the case may be shall upon receipt of report of any violation, take such action as is deemed appropriate in the interests of the company.

J. Waivers And Amendments of the Code

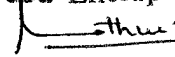
Any amendment or waiver of any provision of this code can be made only by the Board of Directors and shall promptly be disclosed on the company's website and in applicable regulatory filings pursuant to applicable laws and regulations, together with details about the nature of the amendment or waiver.

Place: New Delhi

Date: 03.09.2011

By Order of the Board
For Tobu Enterprises Limited

(HEMANT RASTOGI)
Director

Director

By order of the Board.
For Tobu Enterprises Limited

(AJAY MATHUR) Director

Director

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CERTIFICATION BY DIRECTOR OF THE COMPANY

I, Hemant Rastogi, Director of TOBU ENTERPRISES LIMITED, to the best of our knowledge and belief certify that:

1. I have reviewed the Balance sheet & Profit & Loss Account of the company for the year ended 31st March, 2011 and all its schedules and notes on accounts and that to the best of their knowledge and belief.
2. Based on our knowledge and information, these statements do not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made.
3. Based on our knowledge and information, the financial statements and other financial information included in this report fairly present in all material respects the financial condition, result of operations and Cash Flow of the company as of and for the period presented in this report and are in compliance with the existing Accounting Standards and applicable laws and regulations.
4. To the best of our knowledge and information:
 - a) these statements do not contain any materially untrue statement or omit to state a material fact or contains 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.
5. We also certify that based on our knowledge and the information provided to us, there are no transactions entered into by the Company, which are fraudulent or illegal.
6. The Company's other certifying officers and we are responsible for establishing and maintaining internal controls and procedures for the Company and have evaluated the effectiveness of the Company's internal control and procedures and confirm them to be adequate.
7. The Company's other certifying officers and we have disclosed based on our most recent evaluation of Internal Control and systems and have to state:

- a) That there were no deficiencies in the design or operation of internal controls which we are aware.
- b) That there have been adequate Internal Controls in the company.
- c) That there was no fraud, which we have become aware of and that involved management or other employees who have significant role in the Company's internal control system.

That there were no changes in accounting policies during the year.

Place: New Delhi

Date: 03.09.2011

HEMANT RASTOGI

Director

PADAM BAHL

B.Com.,LL.B.,F.C.A.,D.I.S.A.

PADAM BAHL & CO.

CHARTERED ACCOUNTANTS,

D-70, Ranjit Avenue,

AMRITSAR.

Ph: 2506558-59 (O)

AUDITORS' REPORT

We have audited the attached Balance Sheet of **Tobu Enterprises Limited**, as at **31st March 2011** and the attached Profit & Loss Account 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.

1. 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 test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimate made by Management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
2. As required by The Companies (Auditors' Report) Order, 2003 issued by the Central Govt. of India in terms of Sec. 227(4A) of the Companies Act, 1956, we enclosed in the Annexure a statement on the matters specified in Paragraph 4 and 5 of the said Order.
3. Further to our comments in the Annexure referred to in Paragraph 2 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 it appears from our examination of the books.
 - iii. The attached Balance Sheet and Profit & Loss Account dealt with by this report are in agreement with the books of account.
 - iv. In our ~~opinion~~, the Balance Sheet and Profit & Loss Account comply with the Accounting Standards referred to in Section 211(3C) of the Companies Act, 1956.

For Tobu Enterprises Limited
Certified Director Copy
[Signature]

- v. On the basis of the written representation received from the Directors and taken on record by the Board of Directors, we report that in our opinion, none of the said Directors are disqualified as on **31st March 2011** from being appointed as Directors in terms of Clause (g) of Sub-sec. (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 read with the significant accounting policies and other notes thereon, give the information required by the Companies Act, 1956, in the manner so required and presents a true and fair view in conformity with the accounting principles generally accepted in India:-
- a). in the case of Balance Sheet of the state of affairs of the Company as at **31st March, 2011** and,
 - b). in the case of the Profit & Loss Account, of the Profit/Loss of the Company for the year ended on that date.

PLACE :- NEW DELHI

DATE :- 29/8/11

FOR PADAM BAHL & CO.,
CHARTERED ACCOUNTANTS,



(P.N.BAHL)

ANNEXURE REFERRED TO IN PARAGRAPH "2" OF THE AUDITORS REPORT TO THE MEMBERS OF TOBU ENTERPRISES LIMITED ON THE ACCOUNTS FOR THE YEAR ENDED 31st MARCH 2011

4(i)(a). The Company is not maintaining proper record showing full particulars including quantitative details and situation of Fixed Assets.

4(i)(b). As explained to us, the fixed assets have been physically verified by the management at regular intervals and the discrepancies noticed on such verification were not material. However, no record of such physical verification has been produced before us.

4(i)(c). The Company had sold during the year 2004-05 a substantial part of its Fixed Assets. In our opinion, the same had affected the going concern status of the company. We draw attention to Note "14" in the financial statements. The company has so far not made any plans to replace the fixed assets that have been sold. These factors, alongwith other matters as set forth in Note "14" raise substantial doubt about the company's ability to continue as a going concern in the foreseeable future.

4(ii)(a). Not Applicable, since there is no Inventory.

4(ii)(b). Not Applicable, since there is no Inventory.

4(ii)(c). Not Applicable, since there is no Inventory.

4(iii)(a)(i). The Company has taken fresh loans during the year from firms or other parties in the register maintained U/s 301 of the Act. There are 6 such parties and the total of maximum balance outstanding during the year was Rs.2,13,10,797/-.

4(iii)(a)(ii). There are no Parties u/s 301 whose loan accounts have been squared up during the year.

4(iii)(b). The aforesaid loans/advances are free of interest. As explained to us, the other terms and conditions of these loans are not prima facie prejudicial to the interests of the company.

4(iii)(c). As explained to us, there are no fixed due dates of repayment of these loans and the repayments were made as and when mutually agreed to between the parties.

4(iii)(d). As explained to us, there were no overdue amounts above Rs.1 lakh in respect of above loans & advances.

4(iv). In our opinion and according to information and explanations given to us, there are adequate internal control procedures commensurate with size of the company and nature of its business for the purpose of inventory and fixed assets and for the sale of goods. Further during the course of our Audit, we have neither come across nor have we been informed of any major weakness in the internal controls.

4(v)(a). As per record provided to us, the transactions that need to be entered into a register in pursuance of section 301 of the Act have been so entered.

4(v)(b). According to information and explanations given to us, the Company has not entered into any transactions exceeding Rs.5,00,000/- with parties in pursuance of Contracts U/s 301.

4(vi). The Company has not accepted any deposits from public during the year.

4(vii). In our opinion and as per information and explanation provided to us, the Company does not have an internal audit system commensurate with its size and nature of its business.

4(viii). To the best of our knowledge and according to information and explanation given to us, the Central Government has not prescribed maintenance of cost records U/s 209(1) (d) of the Companies Act, for any products of the Company.

4(ix)(a). According to information and explanation given to us and on the basis of our examination of the books of account, the Company has been generally not regular in depositing undisputed statutory dues as applicable with appropriate authorities. According to information & explanation given to us, there are statutory liabilities outstanding for more than six months as at close of the year from the date of becoming payable amounting to Rs.8,80,483/-.

4(ix)(b). As per information and explanation provided to us, the Company is not disputing any statutory liabilities.

4(x). The Company's accumulated losses exceed 100% of its net worth. The company has incurred cash losses during the financial year amounting to Rs.1.63 lacs and Rs.2.75 lacs during the immediately preceding financial year.

4(xi). As per information and explanation provided to us, the company has defaulted in repayment to Premier Finance and Trading Co. Ltd. The amount is due for payment since F/Year 2000-01. The interest due and in default is Rs.4,00,42,005/-. The figure of principal in default for repayment has not been provided to us.

4(xii). Not applicable, since the Company has not granted any loans and advances on the basis of Security.

4(xiii). Not applicable, since the Company is not a Chit Fund, Nidhi, Mutual benefit or a Society.

4(xiv). Not applicable, since the Company is not trading in Shares, Securities, Debentures and Other Investments.

4(xv). As per information and explanation provided to us, the Company has not given any guarantee for loans taken by others from Banks or Financial Institutions, the terms and conditions whereof are prejudicial to the interests of the company.

4(xvi). In our opinion on basis of our test check and as per information and explanation provided to us, the term loans were applied for the purpose for which the loans were obtained.

4(xvii). Not applicable, since the company has not raised any funds during the year.

4(xviii). The Company has not made any preferential allotment of shares to parties and companies covered in the Register maintained U/s 301 of the Act, during the year.

4(xix). Not applicable, since the Company has not issued any Debentures.

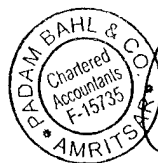
4(xx). The Company has not raised any funds by way of Public Issues.

4(xxi). According to information and explanation provided to us and as per best of our knowledge & belief, no fraud on or by the Company has been noticed or reported during the year.

PLACE :- NEW DELHI

DATE :- 29/8/11

FOR PADAM BAHL & CO.,
CHARTERED ACCOUNTANTS,



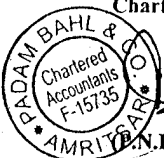
(P.N.BAHL)

TOBU ENTERPRISES LIMITED
BALANCE SHEET AS AT 31st MARCH 2011

	SCHEDULE	AS AT 31.03.2011 (Rs.)	AS AT 31.03.2010 (Rs.)
SOURCES OF FUNDS			
Shareholders' Funds:			
(a) Capital	(1)	47,312,000	47,312,000
		47,312,000	47,312,000
Loan Funds:			
(a) Secured Loans	(2)	-	-
(b) Unsecured Loans	(2)	21,310,797	20,463,497
		21,310,797	20,463,497
TOTAL		68,622,797	67,775,497
APPLICATION OF FUNDS:			
Fixed Assets:			
(a) Gross Block	(3)	1,886,573	2,005,352
(b) Less: Depreciation		-	-
NET BLOCK		1,886,573	2,005,352
Investments	(4)	10,000	10,000
CURRENT ASSETS, LOANS & ADVANCES			
(a) Inventories	(5)	-	-
(b) Sundry Debtors		-	2,033,658
(c) Cash & Bank Balances		84,263	209,866
(d) Loans & Advances		-	3,385,987
(e) Amount Deposit with Delhi High Court		155,000	155,000
		239,263	5,784,511
Less: Current Liabilities & Provisions	(6)	4,734,650	11,083,264
		(4,495,387)	(5,298,753)
Miscellaneous Expenditure To the extent not written off or adjusted. Debit balance as per attached P&L A/c			
Profit & Loss Account		71,221,609	71,058,897
Total		68,622,797	67,775,497
ACCOUNTING POLICIES AND NOTES ON ACCOUNTS			
Note: Figures in brackets refer to Schedules forming part of Balance Sheet.			
In terms of our attached report of even date.			

For Padam Bahl & Co.
Chartered Accountants

For and on behalf of the Board



(P.N. BAHL)

For Tobu Enterprises Limited

Ajay Mathur
(MANAGING DIRECTOR)

Hemant Rastogi
(DIRECTOR)

PLACE: NEW DELHI
DATED: 29/8/11

COMPANY SECRETARY

TOBU ENTERPRISES LIMITED
PROFIT & LOSS ACCOUNT FOR THE PERIOD ENDED 31st, MARCH 2011

	SCHEDULE	AS AT 31.03.2011 (Rs.)	AS AT 31.03.2010 (Rs.)
INCOME			
Sales	(7)	-	-
Other Income	(8)	682,062	92,635
Decrease/Increase in stocks	(9)	-	-
		682,062	92,635
EXPENDITURE			
Consumption of raw materials, stores, indirect materials and spare parts etc.	(10)	-	-
Expenses	(11)	844,774	367,404
Interest	(12)	-	-
Depreciation		-	-
		844,774	367,404
Balance being profit/loss for the year		(162,712)	(274,769)
Add : Loss brought forward from previous year		(71,058,897)	(70,784,128)
Debit balance carried over to Balance Sheet		(71,221,609)	(71,058,897)
ACCOUNTING POLICIES AND NOTES ON ACCOUNTS	(13)		
In terms of our attached report of even date.			

For Padam Bahl & Co.
Chartered Accountants



(P.N. BAHL)

For and on behalf of the Board

For Tobu Enterprises Limited

Ajay Mathur
(MANAGING DIRECTOR)

Hemant Rastogi
(DIRECTOR)

PLACE: NEW DELHI
DATED: 29/8/11

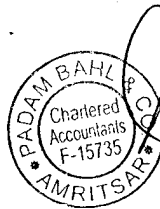
COMPANY SECRETARY

TOBU ENTERPRISES LIMITED

Schedule forming integral Part of Balance Sheet and Profit & Loss
Account As on 31-03-2011

	AS AT 31.03.2011 (Rs.)	AS AT 31.03.2010 (Rs.)
SCHEDULE - 1		
SHARE CAPITAL		
AUTHORISED		
54,00,000 Equity Shares of Rs.10/- each	54,000,000	54,000,000
10,000 Preference Shares of Rs.100/-	1,000,000	1,000,000
	<u>55,000,000</u>	<u>55,000,000</u>
ISSUED, SUBSCRIBED & PAID UP		
47,31,600 Equity Shares of Rs.10/- each	47,316,000	47,316,000
Less: Unpaid	4,000	4,000
	<u>47,312,000</u>	<u>47,312,000</u>
SCHEDULE - 2		
1) TERM LOANS		
with schedule Banks		
	-	-
OTHERS		
Cash credit, bills discounting & overdraft on bookdebts from other Bank		
	-	-
UNSECURED LOANS		
Directors		
From Body Corporates.	3,224,999	2,448,799
*Premier Finance & Trading Co.	585,798	514,698
	<u>17,500,000</u>	<u>17,500,000</u>
	<u>21,310,797</u>	<u>20,463,497</u>

NOTES:



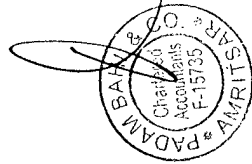
For Tobu Enterprises Limited

[Signature]
Director

TOBU ENTERPRISES LIMITED

FIXED ASSETS AS ON 31.03.,2011.

PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK			
	COST AS ON 01.04.2010	ADDITION	SALES	COST AS ON 31.03.2011.	RATE (%)	UPTO 31.03.10	FOR THE YEAR	UPTO 31.03.2011	COST AS ON 31.03.2011	COST AS ON 31.03.2010.
Plant & Machinery including Computers	13,210,070	-	-	13,210,070	10%	11,523,660	-	11,523,660	1,686,410	1,686,410
Moulds & Dies	5,602,029	-	-	5,602,029	15%	5,401,866	-	5,401,866	200,163	200,163
Furniture & Office Equipment	1,147,328	-	-	1,147,328	15%	1,028,549	-	1,028,549	118,779	118,779
TOTAL	19,959,427	-	-	19,959,427		17,954,075	-	17,954,075	2,005,352	2,005,352
PREVIOUS YEAR	20,114,523	-	155,096	19,959,427		17,954,075		17,954,075	2,005,352	2,160,448


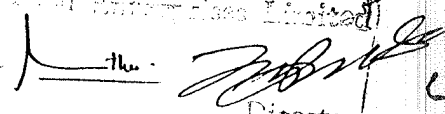


For Tobu Enterprises Limited

 Director

TOBU ENTERPRISES LIMITED

SCHEDULE	AS AT 31.03.2011 (Rs.)	AS AT 31.03.2010 (Rs.)
SCHEDULES - 4		
INVESTMENTS		
National Savings Certificate (VIII issue) (Deposited as security with sales tax authorities).	10,000	10,000
	<u>10,000</u>	<u>10,000</u>
SCHEDULE - 5		
CURRENT ASSETS		
INVENTORIES		
(As taken, valued and certified by the management)		
Stores & Spares (at cost)	-	-
Raw materials (at cost or under cost)	-	-
Work in process (At estimated cost)	-	-
Finished goods (At estimated cost)	-	-
	<u>-</u>	<u>-</u>
SUNDRY DEBTORS (UNSECURED)		
Over six month	-	2,033,658
	<u>-</u>	<u>2,033,658</u>
CLASSIFICATION OF DEBTS		
a) Considered Goods	-	-
b) Considered doubtful but not provided for	-	2,033,658
	<u>-</u>	<u>2,033,658</u>
C. CASH & BANK BALANCES		
In current account with Scheduled Bank	5,667	125,349
Cash in hand	70	5,991
In Fixed Deposits Account	60,000	60,000
TDS	18,526	18,526
	<u>84,263</u>	<u>209,866</u>
TOTAL CURRENT ASSETS	<u>84,263</u>	<u>2,243,524</u>



 Director

TOBU ENTERPRISES LIMITED

SCHEDULE	AS AT 31.03.2011 (Rs.)	AS AT 31.03.2010 (Rs.)
D. LOANS & ADVANCES (UNSECURED)		
Advances recoverable in cash or in kind or for value to be received		
Trade Advance	-	1,340,326
	-	641,000
Loans to employees	-	115,166
Sundry Deposits	-	1,170,219
Interest receivable	-	50,473
Advance tax and tax deducted at source	-	24,293
Balance with Excise authorities	-	44,510
	<u>-</u>	<u>3,385,987</u>
CLASSIFICATION OF LOANS & ADVANCES		
(a) Considered good	-	-
(b) Considered doubtful but not provided for	-	3,385,987
(c) Amount deposited with Delhi High Court	155,000	155,000
GRAND TOTAL	<u>239,263</u>	<u>5,784,511</u>
SCHEDULE - 6		
CURRENT LIABILITIES & PROVISIONS		
(A) Current Liabilities		
for Goods, Services, expenses etc.	3,026,416	7,818,284
Statutory liabilities & Expenses Payables	1,373,617	1,387,972
Security deposit from Dealers	-	240,290
Advance from customers and others	-	1,203,101
	<u>4,400,033</u>	<u>10,649,647</u>
(B) PROVISIONS		
Provision for Gratuity	334,617	433,617
	<u>4,734,650</u>	<u>11,083,264</u>



For Tobu

[Signature]

[Signature]
Director

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TOBU ENTERPRISES LIMITED

SCHEDULE	AS AT 31.03.2011 (Rs.)	AS AT 31.03.2010 (Rs.)
SCHEDULE - 7		
SALES		
Sales (excluding excise duty)	-	-
Less: Returns out of sales of previous years	-	-
Discount/Incentives etc.	-	-
	<hr/>	<hr/>
Net Sales	-	-
SCHEDULE - 8		
OTHER INCOME		
Interest	-	92,635
Rent Received	-	-
Sundry Balances Written off (Net)	682,062	-
	<hr/>	<hr/>
	682,062	92,635
SCHEDULE - 9		
INCREASE/DECREASE IN STOCKS		
Closing Stock	-	-
Finished goods	-	-
Work in process	-	-
	<hr/>	<hr/>
Opening Stock	-	-
Finished goods	-	-
Work in process	-	-
	<hr/>	<hr/>
Decrease/Increase in stocks	-	-
SCHEDULE - 10		
CONSUMPTION OF RAW MATERIAL & SPARE PARTS		
Raw materials consumption etc.	-	-
Stores spares other materials etc.	-	-
	<hr/>	<hr/>



For Tobu Enterprises Limited

[Handwritten Signature]

Director

TOBU ENTERPRISES LIMITED

SCHEDULE	AS AT 31.03.2011 (Rs.)	AS AT 31.03.2010 (Rs.)
SCHEDULE - 11		
EXPENSES		
Rent expenses	60,000	24,000
Legal & Professional Charges	96,600	226,782
Printing & Stationery	405	-
Loss on sale of fixed Assets	-	108,221
Fees & Taxes	40,000	-
Director's Remuneration	504,000	-
Audit fee	52,500	2,500
Bank Charges	3,853	1,342
Travelling & Conveyance Expenses	50,700	792
Miscellaneous Expenses	10,800	3,767
AGM Expenses	25,916	-
	844,774	367,404
SCHEDULE - 12		
INTEREST		
Interest on Loan	-	-
	-	-



18.02.2011
The

[Signature]
Director

6-

TOBU ENTERPRISES LIMITED

SCHEDULE "13"

**ACCOUNTING POLICIES AND NOTES TO THE ACCOUNTS FORMING PART OF THE
FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2011**

1. SIGNIFICANT ACCOUNTING POLICIES

i. ACCOUNTING CONCEPTS

The company follows the mercantile system of Accounting and recognizes Income & Expenditure on accrual basis, subject to Note 2(iii) below regarding non provision of interest on unsecured loans of Rs.175 lacs from Premier Finance & Trading Co. Ltd.

ii. FIXED ASSETS

Fixed Assets are stated at cost of acquisition including relative freight, duties and taxes and other acquisition related incidental expenses less accumulated depreciation thereon.

iii. ACCOUNTING CONVENTION

The financial statements have been prepared on historical cost convention, in accordance with relevant presentational requirements of the Companies Act, 1956 and applicable mandatory accounting standards.

iv. GRATUITY/RETIREMENT BENEFITS

No provision for statutory/contractual liabilities arising on retirement has been made.

v. FOREIGN EXCHANGE TRANSACTIONS

NONE

vi. INVESTMENTS

Investment in NSC's is stated at Face Value.

vii. DEPRECIATION

No Depreciation has been provided during the year. Since, there was no Manufacturing activity during the year.

viii. SALES

NONE

ix. **INVENTORIES**

NONE

x. **GRATUITY/RETIREMENT BENEFITS**

NONE

xi. **CONTINGENT LIABILITIES**

Contingent liabilities are not provided for in the accounts and are shown separately in notes.

2. **NOTES TO THE ACCOUNTS**

S.No.	Particulars	As At 31.03.2011	As At 31.03.2010
1.	Contingent liabilities not provided for Bank Guarantees in favour of Sales Tax authorities	60000	60000
2.	Sales Tax demand in appeal	109388	109388
3.	Amount deposited with High Court, Delhi	155000	155000

- ii. Claims against the company not acknowledged as debts amounting to Rs.47,520/- (Previous Year Rs.47,520/-)
- iii. Bank balance of Bank of Madura amounting to Rs.1,10,628/- has been written off during the year.
- iv. Labour cases are pending against the company in the courts. The total approx. liability against the company is to the tune of Rs.48,43,000/-.
- v. The company has borrowed a sum of Rs.175 lacs on interest payable @ 16% on quarterly rests. Due to a dispute no interest has been provided on this loan amounting to Rs.1,39,58,831/- for the year ended 31.03.2011. In addition to this total interest of Rs6,46,79,136/- pertaining to year 31.03.2001 to 31.03.2010 have not been provided for.. Hence loss during the year is understated by Rs.1,39,58,831/- .
- vi. The company has written off certain doubt full debts, loans and advances and written back sundry creditors during the year amounting to Rs.6,82,061/- (NET). We are unable to comment on this write off.
- vii. Figures for the previous year have been regrouped/rearranged wherever considered necessary.

viii. **EARNING PER SHARE**

Net Loss	(Rs.1,62,712)
No. of Equity Shares (Face Value Rs.10 each)	4731600
Earning Per Share	(Rs.0.03)

ix. MANAGERIAL REMUNERATION

	<u>CURRENT YEAR</u>	<u>PREVIOUS YEAR</u>
Directors' Remuneration	Rs.5,04,000/-	Rs.Nil

x. PAYMENT TO AUDITORS

Statutory Auditors

	<u>Current Year</u>	<u>Previous Year</u>
As Audit Fee	Rs.52,500/-	Rs.2,500/-
For other services	Rs.Nil	Rs.Nil

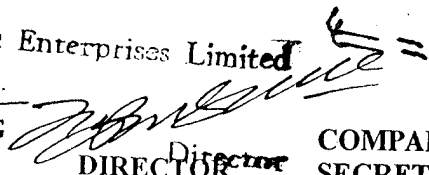
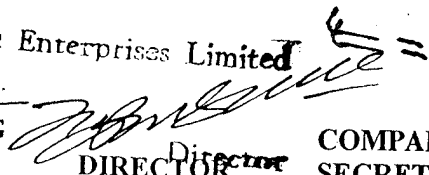
- xi. The company has incurred huge financial losses. In the opinion of the Directors, there is no chance of its revival. The company had disposed off substantial part of its fixed assets during the year, which was affected the status of the company as a going concern. However, the company is not planning to acquire any fixed assets to maintain its status as a going concern.
- xii. Break-up of employees who are in receipt of remuneration amounting in aggregate to Rs.24,00,000/- or more, if employed for full year and Rs.2,00,000/- p.m., if employed for a part of the year Rs.NIL (Previous Year Rs.NIL).
- xiii. One of the Directors Mr.Hitender Dhaka has absconded with all the Fixed Assets of the Company i.e. Machines, Dies & Moulds etc. The Company has filed a Criminal as well as a Civil Case against the above said Director in the Delhi Court.

3. INFORMATION PURSUANT TO PROVISIONS OF PARAGRAPH 3,4,4-C AND 4-D OF PART-II OF SCHEDULE VI TO THE COMPANIES ACT, 1956 IS AS UNDER:-

Not Applicable

PLACE :- NEW DELHI

DATE :- 29/8/11

(For) **Tobu Enterprises Limited**
MANAGING DIRECTOR  DIRECTOR  COMPANY SECRETARY

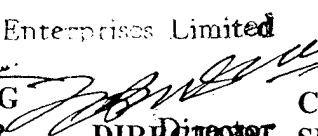

AS PER OUR AUDIT REPORT OF
EVEN DATE ANNEXED
FOR PADAM BAHL & CO.,
CHARTERED ACCOUNTANTS,




(P.N.BAHL)

STATEMENT PURSUANT TO PART IV OF SCHEDULE VI TO THE COMPANIES ACT, 1956

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

I. REGISTRATION DETAILS			
Registration Number	4704	State	55
Balance Sheet Date	31.03.2011		
II. CAPITAL RAISED DURING THE YEAR (Amount in Rs.Lacs)			
Public Issue	NIL	Right Issue	NIL
Bonus Issue	NIL	Private Placement	NIL
III. POSITION OF MOBILISATION & DEPLOYMENT OF FUNDS (Amount in Rs.Lacs)			
Total Liabilities	686.23	Total Assets	686.23
Sources of Funds		Application of Funds	
Paid up Capital	473.12	Net Fixed Assets	18.86
Secured Loans	-	Investments	0.10
Reserves & Surplus	-	Net Current Assets	(44.96)
Unsecured Loans	213.11	Misc. Expenses	712.21
IV. PERFORMANCE OF COMPANY (Amount in Rs.Lacs)			
Turnover/Other Income	6.82	Total Expenditure	8.45
Profit before Tax	1.63	Profit after Tax	1.63
Earning Per Share in Rs.	(0.03)	Dividend Rate(Proposed)	Nil
V. GENERIC NAMES OF THREE PRINCIPAL PRODUCTS/SERVICES OF COMPANY (As per monetary terms)			
Item Code	ITC	Product Description	Bicycles/Tricycles
Item Code	ITC	Product Description	Carrier & Other Plastic Molded
PLACE :- NEW DELHI DATE :-		AS PER OUR AUDIT REPORT OF EVEN DATE ANNEXED	
		FOR PADAM BAHL & CO., CHARTERED ACCOUNTANTS,	
(For) Tobu Enterprises Limited MANAGING DIRECTOR  DIRECTOR		 (P.N.BAHL) 29/8/11	
COMPANY SECRETARY		