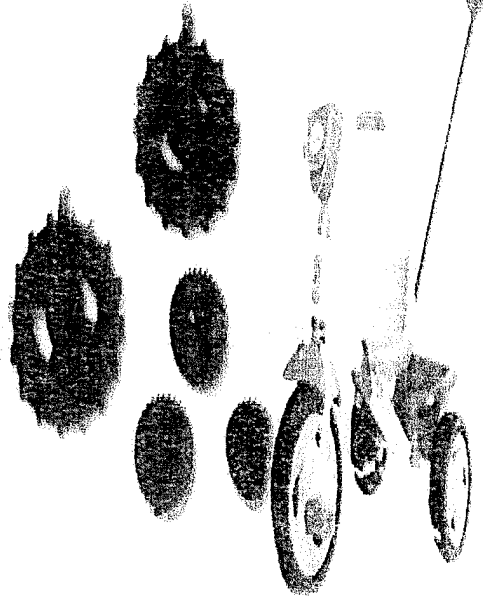
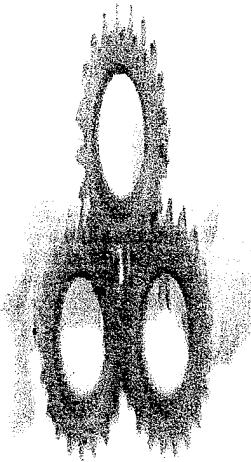


Tobu Enterprises Limited



46th Annual Report
2011-2012

NOTICE OF ANNUAL GENERAL MEETING

To
The Members

Notice is hereby given that the 46th Annual General Meeting of the members of **Tobu Enterprises Limited** will be held at its Registered Office situated at Flat No. 133, C4E, Pocket No 11, Janakpuri, New Delhi 110058, on Saturday, 29th September 2012 at 12.30 P.M., to transact the following business:

Ordinary Business

1. To receive, consider, and adopt the Audited Profit & Loss Account for the year ended 31st March 2012 and the Balance Sheet as on that date together with the Auditors Report and Directors Report of the Company for the financial year ending 31st March, 2012.
2. To appoint a Director in place of Mr. Ajay Mathur, who retires by rotation and being eligible offers himself for re-appointment.
3. To consider and if thought fit, pass with or without modification(s), the following resolution as Ordinary Resolution, for the appointment and fixation of remuneration of M/s BNPSY & Associates, Chartered Accountants as statutory auditors of the company for the financial year 2012-13.

"RESOLVED THAT pursuant to the provisions of Section 224 of the Companies Act, 1956, M/s BNPSY & Associates, Chartered Accountants, being eligible for appointment, be and are hereby appointed as statutory auditors of the company for audit of accounts for financial year ending 31st March 2013 and to hold office from the conclusion of this annual general meeting till the conclusion of the next annual general meeting of the company on such remuneration as may be decided by the board of directors of the company."

Special Business

4. To consider and if thought fit, pass with or without modification(s), the following resolution as Ordinary Resolution:

"RESOLVED THAT Mr. Harish Agarwal who was appointed as an Additional director of the company pursuant to Section 260 of the Companies Act, 1956 and holds office up to the date of this Annual General Meeting, and in respect of whom the company has received a notice under Section 257 of the Companies Act, 1956, in writing proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, subject to retirement by rotation under the Articles of Association of the Company ."

5. To consider and if thought fit, pass with or without modification(s), the following resolution as Ordinary Resolution:

Certified True Copy
For Tobu Enterprises Limited 2


Director

"RESOLVED THAT Mr. Tulsi Bansal, who was appointed as an Additional director of the company pursuant to Section 260 of the Companies Act, 1956 and holds office upto the date of this Annual General Meeting, and in respect of whom the company has received a notice under Section 257 of the Companies Act, 1956, in writing proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, subject to retirement by rotation under the Articles of Association of the Company ."

By order of the Board of Directors
For TOBU ENTERPRISES Limited



Ajay Mathur
Chairman

DIN: 01609016

Date: September 01, 2012

Place: New Delhi

NOTES:-

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN HIS PLACE AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE MEETING. THE PROXY FORM IS ENCLOSED WITH THIS REPORT.**
2. The relevant Explanatory Statement pursuant to Section 173(2) of the Companies Act 1956, in respect of Special Business, as set out above is annexure hereto.
3. Pursuant to Clause 49 of the Listing Agreement, profiles of the directors proposed to be appointed/re-appointed have been provided in the explanatory statement.
4. The register of members and the share transfer books of the company will be closed from September 26, 2012 to September 29, 2012 both days inclusive.
5. All documents referred to in the notice are open for inspection by the members at the registered office of the company during business hours on all working days up to the date of annual general meeting.
6. The Members are requested to :-
 - a. Intimate changes, if any, in their address to the Company or to the Registrar and Share Transfer Agent of the Company.
 - b. Quote Folio number in all their correspondence with the Company.

- c. Bring their copies of annual report including attendance slip at the venue for the AGM.
7. You are requested to write at least 07 days prior to the date of annual general meeting, any information that you may desire for including in the annual accounts of the company, to enable the management to keep the information ready.
8. Members holding shares in physical form are requested to lodge share transfer, transmission quoting their folio number(s) to company's share transfer agent.
9. The communication address of our Registrar and Share Transfer Agent (RTA) is **MCS Ltd** F-65, Okhla Industrial Area, Phase 1, New Delhi - 10020.
10. Appointment of Auditors,

M/s Padam Bahl & Co, Chartered Accountants, the retiring Auditors expressed their unwillingness to continue as auditors of the Company.

A consent letter has been received from M/s BNPSY & Associates, Chartered Accountants, for its appointment as statutory auditors of the company for the financial year 2012-2013. A written certificate, to the effect that the reappointment, if made, will be in accordance with the limits specified in sub-section (1B) of Section 224, has also been obtained by the company from the statutory auditors

11. The Register of Directors' shareholding maintained under Section 307 of the Companies Act, 1956, will be available for inspection by the members at the AGM.
12. Members/Proxies should bring duly filled attendance slips attached herewith for attending the meeting.
13. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the meeting.

**By order of the Board of Directors
For TOBU ENTERPRISES Limited**


Ajay Mathur
Chairman
DIN: 01609016

Date: September 01, 2012
Place: New Delhi

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 OF THE COMPANIES ACT, 1956

Item No. 4:

The board of Directors of the Company appointed Mr. Harish Agarwal as the Additional Director of the company on February 22, 2012. He holds the office up to the date of the forthcoming Annual General Meeting and keeping in view of his valuable services to the company, the board recommends his appointment before members of the company. A notice to the effect has been received under Section 257 of the Companies Act, 1956.

The Brief Particulars of **Mr. Harish Agarwal** are as under:

Name	Mr. Harish Agarwal
Date of birth	05/07/1967
Qualification	Graduation
Experience	8-10 years
Expertise	Entrepreneur
Directorship in other Companies	<ul style="list-style-type: none">• KUTEER BUILDCON PRIVATE LIMITED• ANG BUILDCON PRIVATE LIMITED• TARANG INFRASTRUCTURE LIMITED• SHRINGARIKA FINANCE AND LEASING PRIVATE LIMITED• PARVATI FINLEASE LIMITED
Membership in Committees of other public companies	Not Applicable
Shareholding in the Company (own or held by/ for other persons on a beneficial basis)	Not Applicable

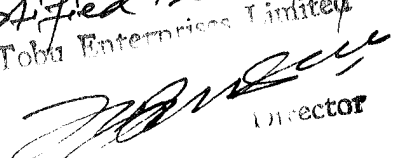
The Resolution as set out in Item No. 4 of the notice will be placed before the meeting for the approval of the members.

None of the Directors of the Company is concerned or interested in this resolution.

No inter-se relationship exists amongst the directors of the company

Item No. 5:

The board of Directors of the Company appointed Mr. Tulsi Bansal, as the Additional Director of the company on February 22, 2012. He holds the office up to the date of the forthcoming Annual General

Certified True Copy
For Tobu Enterprises Limited

Director

Meeting and keeping in view of his valuable services to the company, the board recommends his appointment before members of the company. A notice to the effect has been received under Section 257 of the Companies Act, 1956.

The Brief Particulars of **Mr. Tulsi Bansal** are as under:

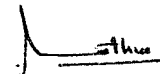
Name	Mr. Tulsi Bansal
Date of birth	27/02/1960
Qualification	LLB
Experience	8-10 years
Expertise	Legal
Directorship in other Companies	<ul style="list-style-type: none">• L S VESSELS PRIVATE LIMITED
Membership in Committees of other public companies	Not Applicable
Shareholding in the Company(own or held by/ for other persons on a beneficial basis)	Not Applicable

The Resolution as set out in Item No. 5 of the notice will be placed before the meeting for the approval of the members.

None of the Directors of the Company is concerned or interested in this resolution.

No inter-se relationship exists amongst the directors of the company.

**By order of the Board of Directors
For TOBU ENTERPRISES Limited**


Ajay Mathur
Chairman
DIN: 01609016

Date: September 01, 2012
Place: New Delhi

CORPORATE INFORMATION

Board of Directors

Mr. AJAY MATHUR

Chairman, Non-Executive & Non-independent Director

DIN-01609016

Mr. HARISH AGARWAL

Non-Executive and Independent Director

DIN- 01214253

Mr. HEMANT RASTOGI

Non- Executive & Non- independent Director

DIN- 00479470

Mr. Tulsi Bansal

Non-Executive and Independent Director

DIN- 05208842

Statutory Auditors

M/s Padam Bahl & Co.
Chartered Accountants

Registrar and Transfer Agent

MCSLIMITED

F-65, Okhla Industrial Area, Phase 1, New Delhi 110020.

011-41406149-6150

Registered Office/ Corporate Office

Flat No133, C4E, Pocket No 11, Janakpuri, New Delhi 110058

Email: tobulimited@gmail.com , Phone: +91 9212273757

DIRECTOR'S REPORT

To
The Members

Your Directors have pleasure in presenting the Annual Report of your Company together with the audited Statement of Accounts for the financial year ended on 31st March, 2012.

Financial Results

ITEM	As on 31 st March, 2012 (in Rs.)	As on 31 st March, 2011 (in Rs.)
Sales & other Income	286,559	682,062
Gross Profit /Loss	(422,134)	(162,712)
Depreciation	Nil	NIL
Income tax paid for earlier year	-	-
Profit /Loss brought forward	(71,221,611)	(71,058,899)
Transferred to General Reserve	-	-
Profit / Loss available for appropriation	-	-
Balance carried to Balance Sheet	(71,643,745)	(71,221,609)

Current Operations & Future Outlook

Due to liquidity crunch and continuous losses, the Company has not been able to carry on any business activity during the year under review. However, the management of the Company is in the process of preparing necessary business plans & strategies for initiating its operations in the field of trading in bicycles and tricycles.

Directors

During the last financial year, Mr. Harish Agarwal and Mr. Tulsi Bansal were appointed as the additional directors of the company as per Section 260 of Companies Act, 1956, in the Board meeting held on February 22, 2012. Mr. Pawan Kumar, resigned from the board on February 22, 2012.

Dividend

There being no profits, the directors regret their inability to recommend any dividend for the Financial Year beginning on 1st April 2011 and ending on 31st March 2012.

Directors Responsibility Statement

1. The annual accounts for the financial year ended 31st March, 2012 were prepared as per the applicable Accounting Standards along with proper explanations relating to material departures;
2. The Directors have selected such accounting policies & applied them consistently & made judgments & estimates that are reasonable & prudent so as to give a true & fair view of the state of affairs of the Company at the end of the financial year and of the loss of the company for that period;
3. The Directors have taken proper & 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 & detecting fraud & other irregularities;
4. The Directors have prepared the annual accounts of the Company for the Financial Year ended 31st March, 2012 on a going concern basis.

Deposits

Your Company has not accepted any deposits during the period under review within the meaning of Section 58A of the Companies Act, 1956 read with 'Companies (Acceptance of Deposit) Rules 1975'.

Particulars of Employees

During the year, there was no employee covered 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, The Stock Exchange, Mumbai, The Calcutta Stock Exchange.

Auditors

The Statutory Auditors of the Company, M/s Padam Bahl & Co., Chartered Accountants, retire at the ensuing Annual General Meeting and express their unwillingness to continue as Auditors of the Company.

A consent letter has been received from M/s BNPSY & Associates, Chartered Accountants, for its appointment as statutory auditors of the company for the financial year 2012-2013. A written certificate, to the effect that the reappointment, if made, will be in accordance with the limits specified in sub-section (1B) of Section 224, has also been obtained by the company from the statutory auditors

Your directors recommend the appointment of M/s BNPSY & Associates, Chartered Accountants as Statutory Auditors of the Company till the conclusion of next Annual General Meeting for audit of Accounts for the financial year 2012-13.

Secretarial Compliance Certificate

The Secretarial Compliance Certificate for the financial year ending on March 31, 2012 is attached hereto and forms part of this Report. The Board took note of the same.

Book Closure

The transfer books of the company will be closed from September 26, 2012, to September 29, 2012 both days inclusive for purpose of Annual General Meeting dated September 29, 2012.

Management Discussion And Analysis Report

A report on industry analysis is attached hereto and forms part of the Directors Report.

Corporate Governance

A separate section on Corporate Governance is attached hereto and forms part of this report.

Material Changes

In- Principal Approval for Revocation of Suspension in trading of Equity Shares

The shares of the Company suspended from trading from Bombay Stock Exchange have been provided In-Principal Approval vide letter dated July 23, 2012 for admission to the dealings by the Exchange subject to adherence of certain compliances and submission of requisite information.

Qualification

Auditors Report of the Company contains no Qualifications/reservation/adverse remark by the Auditors.

Internal Control

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

Particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo as per Section 217(1)(e) of Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988

Information required under the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988

Conservation of Energy

- (a) Presently there being no operations involving energy consumption, therefore measures related to conservation of energy does not apply.
- (b) The company not being operational in the previous financial year, therefore need for additional investment was not felt for reduction of consumption of energy.
- (c) The company didn't undertake any production in the last financial year.
- (d) Total energy consumption and energy consumption per unit of production as per Form A of the Annexure in respect of industries specified in the Schedule thereto – This particular is not applicable on the company, as the company is into the business of manufacturing of carpets and hence doesn't fall under the respective Schedule.

Form of Disclosure of Particulars with respect to Absorption of Technology, Research & Development.

Research & Development

- 1. Specific areas in which R & D carried out by the company- There was no research and development activity carried out during the financial year.
- 2. Benefits derived as a result of the above R&D- No benefits were derived, as no R&D was undertaken
- 3. Future plan of action – The Management of the Company is making necessary roadmap for starting new business operations i.e. for undertaking projects in the field of rail infra.
- 4. Expenditure on R & D

No R&D activity was undertaken and hence the bifurcation is not available.

Technology Absorption, Adaptation and Innovation

No technology was absorbed, adapted or innovated during the financial year.

- 1. Efforts, in brief, made towards technology absorption, adaptation and innovation- No technology was absorbed, adapted or innovated during the last financial year.
- 2. Benefits derived as a result of the above efforts, e.g., product improvement, cost reduction, product development, import substitution, etc- Not applicable, as no such initiatives in this behalf were undertaken.
- 3. Import of Technology- No technology has been imported during the last financial year.

Foreign Exchange-Earning /Outgo

Company didn't undertake any transaction involving Foreign Exchange.

Acknowledgement

Your Directors would like to express their grateful appreciation for the assistance, co operation 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.

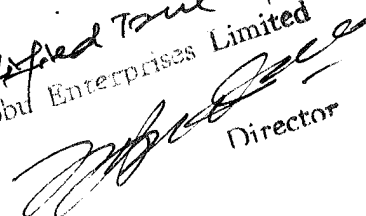
Your Directors also wish to place on record their sincere appreciation of the contribution made by the employees of the Company and are thankful to the shareholders for their continued patronage and support.

**By order of the Board of Directors
For TOBU ENTERPRISES Limited**


Ajay Mathur
Chairman
DIN: 01609016

Date: September 01, 2012

Place: New Delhi

Certified True copy
For Tobu Enterprises Limited

Director

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 constitutes of 4 Non-executive Directors and is chaired by a Non-executive director.

Name of Director	Category of Directorship	Directorship in Other companies	Membership/Chairmanship in Other Committees	Total Board Meetings Attended	Attendance in Last AGM
Mr. Ajay Mathur	Chairman, Non-Executive & Non-independent Director	Not Applicable	Not Applicable	6	Present
Mr. Hemant Rastogi	Non-Executive & Non-independent Director	Diamond Agro Industries Limited	Not Applicable	6	Present
Mr. Tulsi Bansal	Non-Executive Independent Director	L S Vessels Private Limited	*Not Applicable	1	*Not Applicable
Mr. Harish Agarwal	Non-Executive Independent Director	Kuteer Buildcon Private Limited Ang Buildcon Private Limited Tarang Infrastructure Limited Shringarika Finance And Leasing Private Limited Parvati Finlease Limited	*Not Applicable	1	*Not Applicable

* Mr. Tulsi Bansal and Mr. Harish Agarwal was appointed as Additional Directors in the Board Meeting held on February 22, 2012.

During the financial year 2011-12, 6 Board Meetings were held on April 15, 2011, July 31, 2011, September 22, 2011, October 31, 2011, February 15, 2012, March 06, 2012 respectively.

Note:

- ❖ None of the Directors of your Company is 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) was made available to the Board of Directors.
- ❖ There is no inters-se relationship amongst the board of directors of the company.

3. Audit Committee

As regards the formation of Audit committee, the company is not required to form the committee as per section 292A of Companies Act 1956, Although the company is required to constitute the committee as per Clause 49 of Listing Agreement. The constitution of the audit committee as on March 31, 2012 is as follows: -

Name of the Director	Category
Mr. Tulsi Bansal	Chairman, Non-Executive and Independent Director
Mr. Harish Agarwal	Non-Executive and Independent Director
Mr. Hemant Rastogi	Non-Executive & Non-independent Director

Brief Terms of Reference

The role of the audit committee shall include the following:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - a. 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
 - b. Changes, if any, in accounting policies and practices and reasons for the same

- c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit findings
 - e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions
 - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval
- 5A. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
6. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
7. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
8. Discussion with internal auditors any 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 before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
11. 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.
12. To review the functioning of the Whistle Blower mechanism, in case the same is existing.
- 12A. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
13. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Meetings of Audit Committee

During the year, 4 meetings of the Committee took place, held on April 15, 2011, July 31, 2011, October 31, 2011, February 15, 2012, whereby the gap between the meetings is not more than 4 months.

Attendance of Members in the Committee Meetings

Name of Director	Total Committee Meetings Attended
*Mr. Tulsi Bansal	1
*Mr. Harish Agarwal	1
Mr. Hemant Rastogi	4

*Mr. Tulsi Bansal and Mr. Harish Agarwal were appointed as Additional Directors in the Board Meeting held on February 22, 2012.

4. Remuneration Committee

None of the directors were paid any remuneration in the form of salary, commission, perquisites or in any other form. during the last financial year.

Name of Director	Basic Salary	Perquisites / Allowances	Retirement Benefits	Bonus/Incentives	Commission	Sitting Fees	Total
Mr. Hemant Rastogi	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Mr. Ajay Mathur	Nil	Nil	Nil	Nil	Nil	Nil	Nil
*Mr. Tulsi Nath Bansal	Nil	Nil	Nil	Nil	Nil	Nil	Nil
*Mr. Harish Agarwal	Nil	Nil	Nil	Nil	Nil	Nil	Nil
**Mr. Pawan Kumar	Nil	Nil	Nil	Nil	Nil	Nil	Nil

*Mr. Tulsi Bansal and Mr. Harish Agarwal were appointed as Additional Directors in the Board Meeting held on February 22, 2012.

**Mr. Pawan Kumar ceased from the Directorship of the Company with effect from February 22, 2012.

Note: None of the directors are eligible for any severance pay and none of them hold any stock options as at March 31, 2012

Since all the directors are non-executive, the Company has not entered into any service contract with any of the Director.

No transaction was undertaken between the non executive directors and the company

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.

Composition of Committee

Name of the Director	Category
Mr. Tulsi Bansal	Chairman, Non-Executive and Independent Director
Mr. Hemant Rastogi	Non-Executive & Non-independent Director
Mr. Harish Agarwal	Non-Executive and Independent Director

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

The Company has not received any shareholders complaint during the year.

6. Disclosures

Related Party Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the directors or the management, 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.

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.

10. General Shareholders Information

1) Annual General Meeting

- *Date and Time* : 29th September, 2012 at 12.30 P.M.
- *Venue* : Flat No 133, C4E, Pocket No 11, Janakpuri,
New Delhi 110058

2) Financial Accounting

i) *Financial Calender* : 01st April 2011 to 31st March 2012
ii) *Quarterly Results* : Normally after one month from the end of quarter
iii) *Half Yearly Limited Review:* : Company has submitted to Stock Exchange half yearly limited review by statutory Auditor for the half year ended 31.03.2012.

3) Date of Book Closure : 26th September, 2012 to 29th September, 2012
(both days inclusive)

4) Dividend Payment Date : NA

5) Listing on Stock Exchanges : *The shares of the Company are listed on Stock Exchanges*

- *Bombay Stock Exchange Association Ltd.,*
- *Delhi Stock Exchange Limited*
- *Calcutta Stock Exchange Limited*

6) Stock Code

: Physical

1. The Bombay Stock Exchange Association Ltd. : 526679

2. The Delhi Stock Exchange Association Ltd. DSE :7699

3. The Calcutta Stock Exchange Association Ltd.



7) Market Price Data

: There has been no trading on the Stock Exchange

8) Address for correspondence

: Shareholders correspondence may be addressed to Flat No. 133, C4E, Pocket No. 11, Janak Puri, New Delhi-58

Compliance Certificate

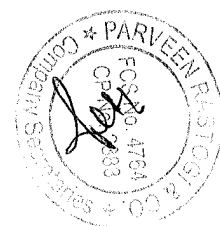
Nominal Capital: Rs. 47,312,000

CIN: U74899DL1967PLC004704

To the Members of
Tobu Enterprises Limited

We have examined the registers, records, books and papers of **Tobu Enterprises Limited** (the Company) as required to be maintained under the Companies Act, 1956 (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March 2012. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in **Annexure 'A'** to this certificate, as per the provisions and the rules made there under and all entries therein have been duly recorded.
2. The Company has filed the forms and returns as stated in **Annexure 'B'** to this certificate, with the Registrar of Companies during the period under consideration.
3. The Company has the minimum prescribed paid-up capital and its maximum number of members during the said financial year was 6966.
4. The Board of Directors duly met 06 (Six) times, during the year, on April 15, 2011, July 31, 2011, September 22, 2011, October 31, 2011, February 15, 2012, March 06, 2012 and in respect of these meetings proper notices were given and the proceedings were properly recorded in the Minutes Book maintained for this purpose.
5. The Company fixed the record date for the declaration of dividend from September 26, 2012 to September 29, 2012 during the financial year.
6. The Annual General Meeting for the financial year ended on March 31, 2011 was held on September 30, 2011 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No Extra-ordinary General Meeting of the Company was held during the year ended March 31, 2012.
8. The Company has not advanced any loan to its director and/or persons or firms or Companies referred in Section 295 of the Act thus not required to comply with the said provisions.
9. The Company has not entered into any contract falling within the purview of section 297 of the Act and not required to comply with said provisions.



PARVEEN RASTOGI & CO.
COMPANY SECRETARIES

Tel: Off: 23556168, 65365618

Mobile: 9811213445

Add: Flat No.3, Sood Building, Tel Mill Marg, Ram Nagar, New Delhi-55

10. The Company has made requisite entries in the register maintained under Section 301 of the Act for disclosure u/s 299(3) of the Act.
11. As there were no instances falling within the purview of Section 314 of the Act, the Company was not required to obtain any approvals from the Board of Directors, members or the Central Government.
12. The Company has not issued any duplicate share certificates during the financial year.
13. The Company certified that it has
 - i. delivered all the certificates on the lodgement thereof for transfer/transmission or any other purpose in accordance with the provisions of the Act.
 - ii. has not declared any dividend thus need to comply with the provisions of depositing the dividend amount in a separate bank account did not arise.
 - iii. was not required to comply with the provisions of issuing warrant as no dividend has been declared.
 - iv. has not transferred any money to the unpaid or unclaimed dividend account as no dividend has been declared.
 - v. has duly complied with the requirements of Section 217 of the Act
14. The Board of Directors of the Company is duly constituted and the appointment of Mr. Harish Agarwal, Mr. Tulsi Bansal, as additional directors have been made during the year ended March 31, 2012.
15. The Company was not required to comply with the requirements of Section 269 of the Act with regard to appointment of Managing Director/ Whole-time Director/ Manager are not applicable
16. The Company has not appointed any sole-selling agent during the financial year.
17. The Company has not obtained any approval of Registrar of Companies/ Central Government/Regional Director during the financial year.
18. The Directors have not disclosed their interest in any other firms/companies to the Board of Directors u/s 299 of the Act.
19. The Company has not issued any shares/securities during the financial year.
20. The Company has not bought back any shares during the financial year.
21. There was no preference shares issued during the financial year, so this clause is not applicable.
22. There was no transaction necessitating the company to keep in abeyance rights to dividend, rights shares and bonus shares pending registration of transfer of shares.



**PARVEEN RASTOGI & CO.
COMPANY SECRETARIES**

**Tel: Off: 23556168, 65365618
Mobile: 9811213445**

Add: Flat No.3, Sood Building, Tel Mill Marg, Ram Nagar, New Delhi-55

23. The company has not invited/ accepted any deposits including any unsecured loans falling within the purview of section 58A of the Act, during the financial year.
24. The amount borrowed by the Company from directors, members, public, financial institutions, bank and others during the financial year ended March 31, 2012 is within the permissible limits of the Company.
25. As per information given to us, the Company has not made any loans or given guarantee or provided any securities to other body corporate and thus not required to comply with the relevant provisions of the Act.
26. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's registered office from one state to another during financial year.
27. The Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the financial year.
28. The Company has not altered the provisions of the Memorandum with respect to name of the Company during the financial year.
29. The Company has not altered the provisions of the Memorandum with respect to share capital of the Company during the financial year.
30. The Company has not altered its Articles of Association during the financial year.
31. There was nothing on record to suggest that any prosecution initiated against or show cause notice received by the Company and no fines or penalties or any other punishment was imposed on the Company during the financial year, for offences under the Act.
32. The Company has not received any money as security from its employees during the year.
33. As per information and explanation given to us, provisions of Section 418 of the Act is not applicable to company.

**For Parveen Rastogi & Co.
(Company Secretaries)**



**Parveen Rastogi
M.No.: F4764
CP: 2883**

**Place: New Delhi
Date: September 1, 2012**

PARVEEN RASTOGI & CO.
COMPANY SECRETARIES

Add: Flat No.3, Sood Building, Tel Mill Marg, Ram Nagar, New Delhi-55

Tel: Off: 23556168, 65365618

Mobile: 9811213445

Annexure A

Registers as maintained by the Company: -

1. Register of Members under section 150 of the Act;
2. Minutes Book of the Board Meetings;
3. Minutes Books of the General Meetings;
4. Books of Accounts under section 209 of the Act;
5. Register of Directors, Managing Director, Manager and Secretary under section 303 of the Act;
6. Register of Directors' shareholding under section 307 of the Act;
7. Register of contracts u/s 301 of the act;



Annexure B

Forms and Returns as filed by the Company with the Registrar of Companies during the financial year ending on March 31, 2012

Sr. No.	Form no./ Return	Filed under sec.	Particulars	Date of filing	Whether filed within prescribed time
1.	Form 32	303(2)	Changes among Directors	02/03/2012	Yes
2.	Form 23AC XBRL and 23ACA XBRL (for the Financial Year 2010-11)	220	Filing Annual Return by the company	24/02/2012	No
3.	Form 66	383A	Submission of Compliance Certificate	17/03/2012	No



**PARVEEN RASTOGI & CO.
COMPANY SECRETARIES**

Add: Flat No.3, Sood Building, Tel Mill Marg, Ram Nagar, New Delhi-55

Tel: Off: 23556168, 65365618

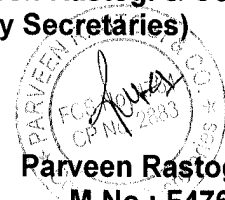
Mobile: 9811213445

CERTIFICATE ON CORPORATE GOVERNANCE

To the Members,
Tobu Enterprises Limited

1. We have examined the compliance of the conditions of Corporate Governance by Tobu Enterprises Limited for the year ended March 31, 2012 as stipulated in clause 49 of the listing Agreements of the said company with the Stock Exchanges in India.
2. 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.
3. In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement.
4. 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)**



**Parveen Rastogi
M.No.: F4764
CP: 2883**

**Place: New Delhi
Date: September 1, 2012**

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. Industry structure and developments.

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

2. Opportunities and threats.

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

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

The threat to the Company is from unorganized sector producing cheaper, low quality products. Continuous 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 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.

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

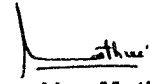
The details of the financial performance of the Company appear in the Balance Sheet, Profit & Loss Account highlights for the year 2011 are as under:

The Financial performance of the Company has been explained in the Directors Report of the Company for the year 2012 appearing separately.

DECLARATION BY CHAIRMAN CUM DIRECTOR FOR COMPLIANCE WITH CODE OF CONDUCT

I, Ajay Mathur, Chairman of the Board of Tobu Enterprises Ltd ("the company") hereby confirm that the company has adopted a Code of Conduct (Code) for its Board members and senior management personnel, as mandated under Clause 49 I (D) of Listing Agreement.

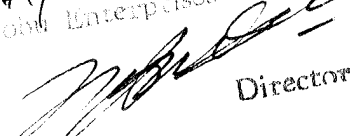
I further confirm that all Board Members and Senior Management Personnel of the Company have affirmed their compliance of the '**Code of Conduct for Members of the Board and Senior Management**' for the financial Year ended March 31st, 2012 in terms of Clause 49(I)(D)(ii) of the Listing Agreement with the Stock Exchanges.


Ajay Mathur

DIN: 01609016

Date: September 1, 2012

Place: New Delhi

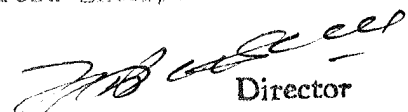
Certified True Copy
for Tobu Enterprises Limited

Director

AUDITORS' REPORT

We have audited the attached Balance Sheet of **TOBU ENTERPRISES LIMITED**, as at **31st March 2012** and the attached Profit & Loss Account and Cash Flow Statement 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 as amended by the Companies (Auditors Report) (Amendment) Order, 2004 (together the 'order') issued by the Central Govt. of India in terms of Sub Sec. 4A of Sec. 227 of 'The Companies Act, 1956' of India (the 'Act') and on the basis of such checks of the books & records of the Company as we considered appropriate and according to the information & explanations given to us, 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, Profit & Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account.
 - iv. In our opinion, the Balance Sheet, Profit & Loss Account & Cash Flow Statement comply with the Accounting Standards referred to in Sub Sec. 3C of Section 211 of the Companies Act, 1956.
 - 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 2012** from being appointed as Directors in terms of Clause (g) of Sub-sec. (1) of Section 274 of the Companies Act, 1956.

Certified True Copy
For Tobu Enterprises Limited


Director

- 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, 2012** and,
 - b). in the case of the Profit & Loss Account, of the Profit/Loss of the Company 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.

PLACE :- AMRITSAR.
DATE :- 01/09/2012

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 2012

=====

4(i)(a). As explained to us, since there are certain legal disputes with regard to the fixed assets of the company, so the Company is not maintaining any record showing any particulars including quantitative details and situation of Fixed Assets.

4(i)(b). Not Applicable, since those disputed fixed assets are not in Company's possession.

4(i)(c). Not Applicable

4(ii). As the company is not operating, therefore the provisions of clause 4(ii)(a)/(b)/(c) of the order relating to Inventory verification are not applicable to the Company.

4(iii)(a)(i). During the year under review, the Company has taken fresh loans and the aggregate amount of these loans as on 31st March, 2012 was Rs.2,22,59,824/-. As explained to us, none of the said party is covered under the provisions of Section 301.

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.10,30,286/-.
- 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.4.22 lacs and Rs.1.63 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.7,86,37,967/-. 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.

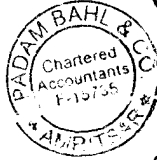
4(xxi). According to information and explanation provided to us and as per best of our knowledge & belief, no fraud on or by the Company has been noticed or reported during the year.

→

PLACE :- AMRITSAR

DATE :- 1/9/12

FOR PADAM BAHL & CO.,
CHARTERED ACCOUNTANTS,



(P.N.BAHL)

TOBU ENTERPRISES LIMITED

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

1. OVERVIEW AND SIGNIFICANT ACCOUNTING POLICIES

1.1 OVERVIEW

Tobu Enterprises Limited was incorporated in 1967 and commenced its operations as a Manufacturing of Tobu Tri- Cycles from F/Year1967-68 in combination with Steel and Plastic.

1.2 SIGNIFICANT ACCOUNTING POLICIES

a. BASIS OF ACCOUNTING

The Financial Statements are prepared under the historical cost convention and on accrual basis of accounting subject to Note 2(iii) below regarding non provision of interest on unsecured loans of Rs.175 lacs from Premier Finance & Trading Co. Ltd. and in accordance with generally accepted accounting principles in India and comply in material aspect with the measurement and recognition principles of Accounting Standards referred to in Section 211 (3C) of the Companies Act, 1956 of India (the "Act") read with Companies (Accounting Standards) Rules 2006 to the extent applicable.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule VI to the Companies Act, 1956. Based on the nature of products provided and the time between the acquisition of assets and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current-non current classification of assets and other liabilities.

b. USE OF ESTIMATES

The presentation of Financial Statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of financial statements and the reported amount of revenue and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which results are known/materialized.

c. REVENUE RECOGNITION

- i. Income from operations is recognized on Billing to customers
- ii. Interest Income on Advances and Deposits is recognized on accrual basis.

d. TANGIBLE FIXED ASSETS

Fixed Assets are stated at cost less accumulated depreciation. Cost for this purpose includes purchase price, non refundable taxes or levies and other directly attributable costs of bringing the asset to its working condition for its intended use.

e. DEPRECIATION

No Depreciation on Fixed Assets has been provided, since there was no Manufacturing activity during the year.

f. INTANGIBLE ASSETS

There are no Intangible Assets held by the Company.

g. INVENTORIES

None

h. FOREIGN CURRENCY TRANSACTIONS

None

i. EMPLOYEE BENEFITS

The Company has an obligation towards gratuity. However due provision for the same has been made in the Balance Sheet.

j. TAXES ON INCOME

i. Current tax is determined as per amount of tax payable in respect of taxable income for the year.

ii. Provisions for taxation for the period are ascertained on the basis of assessable profits computed in accordance with the provisions of the Income Tax Act, 1961.

k. Balances of Trade Payables, Trade Receivables, Loans & Advances and Banks are subject to confirmation & reconciliation.

l. In the opinion of the directors Current Assets have a value on realization in the ordinary course of business at least equal to the value at which these have been stated in foregoing Balance Sheet.

m. 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/-.

n. 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.1,63,29,858/- for the year ended 31.03.2012. In addition to this total interest of Rs.7,86,37,967/- pertaining to year 31.03.2001 to 31.03.2011 have not been provided for. Hence loss during the year is understated by Rs.1,63,29,858/- .

o. The company has written off sundry creditors amounting to Rs.2,86,559/- and the same has been taken on record by the Board of the Directors of the Company in its meeting held on July 2, 2012.

p. The company has incurred huge financial losses during the current financial year. It has neither sold nor acquired any fixed assets during the financial year 2011-12.

q. **CONTINGENT LIABILITIES**

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

S.No.	Particulars	As At 31.03.2012	As At 31.03.2011
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	55000	155000



[Handwritten Signature]

TOBU ENTERPRISES LTD.

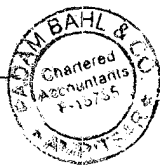
BALANCE SHEET AS AT 31 MARCH, 2012

PARTICULARS	Note No.	As at March 31, 2012 Amount (Rs.)	As at March 31, 2011 Amount (Rs.)
EQUITY AND LIABILITIES			
Shareholders funds			
Share capital	2	47,316,000	47,312,000
Reserves and surplus	3	(71,643,745)	(71,221,611)
Non-current liabilities			
Long-term borrowings	4	22,259,824	21,310,797
Deferred tax liabilities (Net)			
Other Long term liabilities	5	3,546,909	4,206,702
Long-term provisions	6	334,617	334,617
Current liabilities			
Short-term borrowings		-	-
Trade payables	7	4,120	-
Other current liabilities	8	195,831	193,331
Short-term provisions		-	-
TOTAL		2,013,556	2,135,836
ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	9	1,886,573	1,886,573
Intangible assets		-	-
Capital work-in-progress		-	-
Intangible assets under development		-	-
Non-current investments		-	-
Deferred tax assets (net)		-	-
Long-term loans and advances	10	-	18,526
Other non-current assets	11	115,000	225,000
Current assets			
Current investments		-	-
Inventories		-	-
Trade receivables		-	-
Cash and cash equivalents	12	11,983	5,737
Short-term loans and advances		-	-
Other current assets		-	-
TOTAL		2,013,556	2,135,836
Overview and Significant Accounting Policies	1		
The Notes are an integral part of the Financial Statements			

This is the statement of Profit & Loss referred to in our report of even date

FOR PADAM BAHL & CO.
Chartered Accountants

[Signature]
PADAM BAHL
Proprietor
Membership Number : F-15735



For and on behalf of the Directors

For Tobu Enterprises Limited
[Signature]
DIRECTOR
[Signature]
DIRECTOR

Place :- Amritsar.

Date :- 1/9/12

[Signature]
Certified True Copy
For Tobu Enterprises Limited

[Signature]
Director

TOBU ENTERPRISES LTD.

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDING MARCH 31, 2012

PARTICULARS	Note No.	Year ended March 31, 2012 Amount (Rs.)	Year ended March 31, 2011 Amount (Rs.)
Revenue			
Revenue from Operations		-	-
Other Incomes	13	286,559	682,062
Total Revenue		286,559	682,062
Expenses			
Purchases of Stock-in-Trade		-	-
Changes in inventories of Stock-in-Trade		-	-
Employee benefit expenses	14	100,000	504,000
Finance Costs	15	2,840	3,853
Depreciation and Amortization Expenses		-	-
Auditors Expenses	16	2,500	52,500
Establishment Expenses	17	-	60,000
Other Expenses	18	603,353	224,421
Total expenses		708,693	844,774
Profit/(Loss) before Tax		(422,134)	(162,712)
Tax Expenses			
Current Tax		-	-
Deferred Tax		-	-
Taxes for earlier years		-	-
Profit/(Loss) for the Year		(422,134)	(162,712)
Earning per equity share	19		
Basic		(0.09)	(0.03)
Diluted		(0.09)	(0.03)
Overview and significant Accounting Policies	1		
The Notes are an integral part of the Financial Statements			

This is the statement of Profit & Loss referred to in our report of even date

FOR PADAM BAHL & CO.
Chartered Accountants



PADAM BAHL
Proprietor
Membership Number : F-15735

Place :- Amritsar.
Date :- 19/12

For and on behalf of the Directors

For Tobu Enterprises Limited
[Signature]
DIRECTOR

[Signature]
DIRECTOR

Certified True copy
Tobu Enterprises Limited

[Signature]
DIRECTOR

TOBU ENTERPRISES LTD.

Cash Flow Statement for the year ended 31st March 2012

Particulars	Year ended March 31, 2012		Year ended March 31, 2011	
	Amount (Rs.)	Amount (Rs.)	Amount (Rs.)	Amount (Rs.)
A. Cash Flow from Operating Activities				
Net Profit before tax and extraordinary items		(422,134)		(162,712)
Adjustment for-				
Depreciation and Amortization Expenses	-	-	-	-
Miscellaneous Expenditure Written Off	-	-	-	-
Operating Profit before Working Capital changes		(422,134)		(162,712)
Adjustment for-				
Trade and Other Receivables	-	-	2,033,658	-
Trade and Other Payables	6,620	-	(1,457,746)	-
Changes in Inventories of Stock-in-trade	-	-	-	-
Provision for Taxation	-	6,620	-	575,912
Cash generated from Operations		(415,514)		413,200
Direct Taxes Paid		-		-
Net Cash from Operating Activities		(415,514)		413,200
B. Cash Flow from Investing Activities				
Purchase of Fixed Assets	-	-	-	-
Sale of Fixed Assets	-	-	118,779	-
Purchase of Investments	-	-	-	-
Sale of Investments	-	-	-	-
Depreciation written back	-	-	-	-
Net Cash used in Investing Activities		-		118,779
C. Cash Flow from Financing Activities				
Proceeds from issue of Share Capital	4,000	-	-	-
Repayment of Long Term Borrowings	-	-	(4,043,568)	-
Proceeds from Long Term Borrowings	289,234	-	-	-
Increase/(decrease) in Long Term Loans & Advances	128,526	-	3,385,987	-
ROC Fee Paid	-	-	-	-
Net Cash used in Financing Activities		421,760		(657,581)
Net Increase/(decrease) in Cash & Cash equivalents		6,246		(125,602)
Cash & Cash Equivalent-Opening Balance		5,737		131,339
Cash & Cash Equivalent-Closing Balance		11,983		5,737

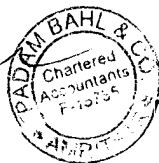
Notes:-

- The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard-3 on Cash Flow Statements, notified under sub-section (3C) of section 211 of the Companies Act, 1956.

In terms of our report of even date

FOR PADAM BAHL & CO.
Chartered Accountants

PADAM BAHL
Proprietor
Membership Number : F-15735



For and on behalf of the Directors
For Tobu Enterprises Limited

[Signature]
DIRECTOR *[Signature]*
DIRECTOR

Place :- Amritsar.

Date :- 1/9/12

TOBU ENTERPRISES LTD.

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

2 Share Capital

PARTICULARS	AS AT	AS AT
	MARCH 31, 2012	MARCH 31, 2011
Authorized Capital		
5400000 (March 31, 2012) equity shares of Rs.10/- each; 5400000 (March 31, 2011) equity shares of Rs.10/- each	54,000,000	54,000,000
Total	54,000,000	54,000,000
Issued, Subscribed and Paid up		
4731600 (March 31, 2012) equity shares of Rs.10/- each fully paid up; 4731600 (March 31, 2011) equity shares of Rs.10/- each fully paid up	47,316,000	47,316,000
Less:- Unpaid Calls	-	4,000
Total	47,316,000	47,312,000

2.1 Reconciliation of Number and Amount of Shares

PARTICULARS	AS AT MARCH 31, 2012		AS AT MARCH 31, 2011	
	NUMBER	AMOUNT	NUMBER	AMOUNT
		(RS.)		(RS.)
Subscribed and Fully Paid up				
Equity Shares of Rs.10/- each				
Opening	4,731,600	47,316,000	4,731,600	47,316,000
Additions	-	-	-	-
Deductions	-	-	-	-
Closing	4,731,600	47,316,000	4,731,600	47,316,000

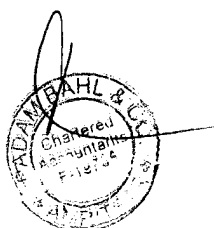
2.2 The rights, preferences and restrictions attaching to each class of Shares including restriction on the distribution of dividend and the repayment of Capital

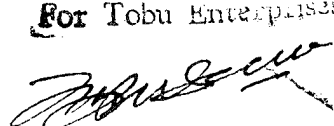
The Company has one class of Equity Shares having a par value of Rs.10/- Per Share. Each Share holder is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Director is subject to the approval of Share Holders in the ensuing Annual General Meeting except in case of interim dividend. In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive any of the remaining Assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity shares held by the Share Holders.

2.3 Details of Shares held by Share holders holding more than 5% of the aggregate Shares in the Company

Name of Share Holder	AS AT MARCH 31, 2012		AS AT MARCH 31, 2011	
	No. of Shares held	% holding	No. of Shares held	% holding
Equity Shares	NIL			

2.4 There are no Shares bought back by the Company since incorporation



For Tobu Enterprises Limited

 Director

TOBU ENTERPRISES LTD.

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

3 Reserves & Surplus

PARTICULARS	AS AT MARCH 31,2012	AS AT MARCH 31,2011
<u>Surplus</u>		
Balance as at the beginning of the year	(71,221,611)	(71,058,899)
Add :- Net Profit/(Net Loss) for the Current Year	(422,134)	(162,712)
Balance as at the end of the year	(71,643,745)	(71,221,611)

4 Long Term Borrowings

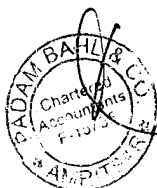
Secured Borrowings	AS AT MARCH 31,2012	AS AT MARCH 31,2011
<u>Term Loans</u>		
<u>BANKS</u>		
<u>UNSECURED BORROWINGS</u>	22,259,824	21,310,797
Total	22,259,824	21,310,797

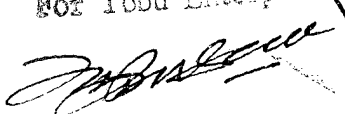
5 Other Long Term Liabilities

Particulars	AS AT MARCH 31,2012	AS AT MARCH 31,2011
Trade Payables	2,516,623	3,026,416
Statutory Payables	1,030,286	1,180,286
Total	3,546,909	4,206,702

6 Long Term Provisions

PARTICULARS	AS AT MARCH 31,2012	AS AT MARCH 31,2011
Provision for Gratuity	334,617	334,617
Total	334,617	334,617



For Tobu Enterprises Limited

 Director

TOBU ENTERPRISES LTD.

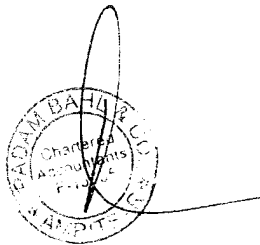
NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2012

7 Trade Payables

PARTICULARS	AS AT	AS AT
	MARCH 31, 2012	MARCH 31, 2011
Trade Payables	4,120	-
Total	4,120	-

8 Other Current Liabilities

PARTICULARS	AS AT	AS AT
	MARCH 31, 2012	MARCH 31, 2011
Expenses-Payables	195,831	193,331
Total	195,831	193,331



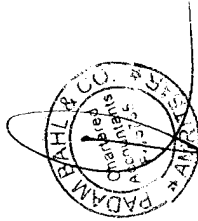
For Tobu Enterprises Limited
[Signature]
 Director

TOBU ENTERPRISES LTD.

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

9. TANGIBLE ASSETS

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK			
	COST AS ON 01.04.2011	ADDITIONS		DELETION	COST AS ON 31.03.2012	RATE	UPTO 31.03.2011	FOR THE YEAR	DEP. W/L	UPTO 31.03.2012	AS AT 31.03.2012	AS AT 31.03.2011
		BEFORE 30/09	AFTER 30/09									
Plant & Machinery including Computer Moulds & Dies	13,210,070	-	-	-	13,210,070	0	11,523,660	-	-	11,523,660	1,686,410	1,686,410
	5,602,029	-	-	-	5,602,029	0	5,401,866	-	-	5,401,866	200,163	200,163
	18,812,099	-	-	-	18,812,099	-	16,925,526	-	-	16,925,526	1,886,573	1,886,573
PREVIOUS YEAR	19,959,427	-	-	1,147,328	18,812,099	-	17,954,075	-	1,024,549	16,925,526	1,886,573	2,005,352



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TOBU ENTERPRISES LTD.

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

10 LONG TERM LOANS AND ADVANCES

PARTICULARS	AS AT	AS AT
	MARCH 31,2012	MARCH 31,2011
<u>Unsecured, considered good</u>		
TDS	-	18,526
Total	-	18,526

11 Other Non Current Assets

PARTICULARS	AS AT	AS AT
	MARCH 31,2012	MARCH 31,2011
Deposits with High Court Under Legal Case	55,000	155,000
NSC (VII Issue) (Security at Sales Tax Department)	-	10,000
FDR Security(Sales Tax Department)	60,000	60,000
Total	115,000	225,000

12 CASH & CASH EQUIVALENTS

PARTICULARS	AS AT	AS AT
	MARCH 31,2012	MARCH 31,2011
Cash in Hand	4,645	70
Bank Balance	7,338	5,667
Total	11,983	5,737



For 2012-13
[Signature]
 Director

TOBU ENTERPRISES LTD.
NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2012

13 OTHER INCOME

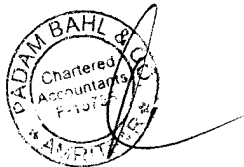
PARTICULARS	Year Ended March 31, 2012	Year Ended March 31, 2011
	Amount (Rs.)	Amount (Rs.)
Sundry Balances Written Back (Net)	286,559	682,062
TOTAL	286,559	682,062

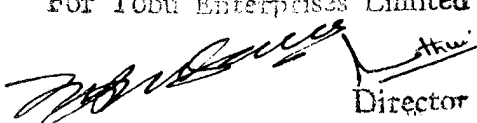
14 EMPLOYEE BENEFIT EXPENSES

PARTICULARS	Year Ended March 31, 2012	Year Ended March 31, 2011
	Amount (Rs.)	Amount (Rs.)
Director's Salary	-	504,000
Gratuity Paid	100,000	-
TOTAL	100,000	504,000

15 FINANCE COSTS

PARTICULARS	Year Ended March 31, 2012	Year Ended March 31, 2011
	Amount (Rs.)	Amount (Rs.)
Bank Charges	2,840	3,853
TOTAL	2,840	3,853



For Tobu Enterprises Limited

 Director

TOBU ENTERPRISES LTD.

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

16 PAYMENT TO AUDITOR

PARTICULARS	Year Ended March 31,	Year Ended March 31,
	Amount (Rs.)	Amount (Rs.)
As Auditor Audit Fee	2,500	52,500
TOTAL	2,500	52,500

17 ESTABLISHMENT EXPENSES

PARTICULARS	Year Ended March 31, 2012	Year Ended March 31, 2011
	Amount (Rs.)	Amount (Rs.)
Building Rent Paid	-	60,000
TOTAL	-	60,000

18 OTHER EXPENSES

PARTICULARS	Year Ended March 31,	Year Ended March 31,
	Amount (Rs.)	Amount (Rs.)
AGM Expenses	47,210	25,916
Conveyance Expenses	6,100	-
Fees & Taxes	35,000	40,000
Listing Fees	225,084	-
Legal & Professional Fees	282,420	96,600
Misc. Expenses	3,065	10,800
Printing & Stationery	-	405
Travelling & Conveyance Expenses	4,474	50,700
TOTAL	603,353	224,421



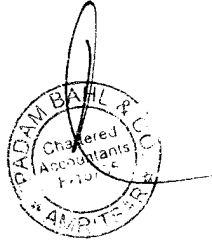
For Tobu Enterprises Limited

[Signature]
Director

TOBU ENTERPRISES LTD.

19 EARNING PER EQUITY SHARE

PARTICULARS	Year Ended March 31,	Year Ended March 31,
	Amount (Rs.)	Amount (Rs.)
Net Profit/(Loss) after Tax	(422,134)	(162,712)
Net Profit/(Loss) after tax available for equity shareholders (Rs.)	(422,134)	(162,712)
Weighted average number of equity share		
For Basic EPS	4,731,600	4,731,600
For Diluted EPS	4,731,600	4,731,600
Earning Per Share (EPS) (in Rs.)		
Basic	(0.09)	(0.03)
Diluted	(0.09)	(0.03)



TOBU Enterprises Limited
[Signature]
 Director

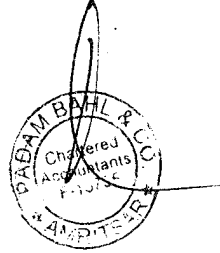
TOBU ENTERPRISES LTD.

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

26 Related Party Transactions - Information required to be disclosed as per AS-18

List of Related Parties with whom transactions have taken place and relationships

_____ N I L _____



TOBU ENTERPRISES LTD.

Lists as at 31.03.2012

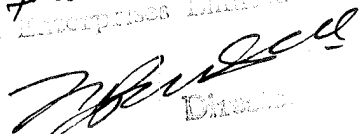
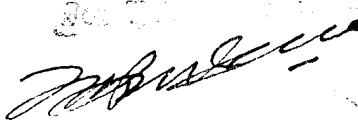
PARTICULARS	AMOUNT (Rs.)
UNSECURED BORROWINGS	
From Directors	506,947
Premier Finance & Trading Co.	17,500,000
Aspiring Equity Services Pvt. Ltd.	4,252,877
Total	22,259,824

PARTICULARS	More Than One Year	Less Than One Year
TRADE PAYABLES		
MCS Limited	-	4,120
Gee Pee Polymers	150,000	-
Tobu Kids	2,366,623	-
Total	2,516,623	4,120

PARTICULARS	AMOUNT (Rs.)
Other Current Liabilities	
Statutory Payables	
Duties & Taxes	64,410
Statutory Liabilities	965,876
Total	1,030,286

PARTICULARS	AMOUNT (Rs.)
Expenses - Payables	
Audit Fee Payable	55,000
Salary Payable	140,831
Total	195,831

PARTICULARS	AMOUNT (Rs.)
Bank Balances	
ICICI Bank Ltd. A/c	278
Bank of Maharashtra	7,060
Total	7,338

Certified True Copy
 (For and on behalf of Tobu Enterprises Limited)
 Director
 Director
 Tobu Enterprises Limited

TOBU ENTERPRISES LIMITED

Regd. Office : Flat No: 133, C4E Pocket No 11, Janakpuri, New Delhi 110058

PROXY FORM

Master Folio No.....

I/We of.....

Being a member/members of the **Tobu Enterprises LIMITED** hereby appoint.....

..... Of..... or failing him/

her Shri of..... as my/our proxy to attend and

Vote for me/us and on my/our behalf at the 46th Annual General Meeting of the Company held on Saturday 29th September, 2012 at 9:00 A.M. At Community Center, Rewla Khanpur, New Delhi - 110043 at any adjournment thereof.

Signed this day of 2012.

Affix a
Rs. 1/-
Revenue
Stamp

NOTE : This proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the registered office of the Company not less than 48 hours before the time for holding the aforesaid meeting. The proxy need not be a member of the Company.

NO GIFTS WILL BE GIVEN AT THE ANNUAL GENERAL MEETING

TOBU ENTERPRISES LIMITED

Regd. Office : Flat No: 133, C4E Pocket No 11, Janakpuri, New Delhi 110058

ATTENDANCE SLIP

PLEASE FILL ATTENDENCE SLIP AND HAND IT OVER AT THE ENTERANCE OF THE MEETING HALL.

Master Folio No.....

Name and address of the shareholder

No. Of shares held :

I hereby record my presence at the 46th Annual General Meeting of the Company held on Saturday 29th September, 2012 at 9:00 A.M. At Community Center, Rewla Khanpur, New Delhi - 110043.

.....
Name or the Shareholder or Proxy

.....
Signature of the Shareholder or Proxy

*Strike out whichever is not applicable.

Tobu Enterprises Limited

BOARD OR DIRECTORS

Mr. Ajay Mathur - Managing Director
Mr. Hemant Rastogi - Director
Mr. Pawan Kumar - Director

AUDITORS

M/S PADAM BAHL & CO

Chartered Accountants

D-70 Ranjit Avenue, Amritsar – 143001

BANKERS

ICICI Bank Ltd.

Greater Kailash – II

New Delhi – 110048

REGISTERED OFFICE

Flat No: 133, C4E

Pocket No 11, Janakpuri

New Delhi – 110058

REGISTRARS & TRANSFER AGENT

MCS LIMITED

F – 65, Okhla Indu. Area Phase – I

New Delhi – 110020

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