



MULLER & PHIPPS (INDIA) LIMITED

**NINETY FOURTH ANNUAL REPORT
2010-2011**

MULLER & PHIPPS (INDIA) LIMITED
NINETY FOURTH ANNUAL REPORT 2010-2011

DIRECTORS :

U.K. Dhupelia
M.B. Dalal
R. Simkins
Christopher Beale

REGISTERED OFFICE :

16, Unique Industrial Estate
Off Veer Savarkar Marg
Prabhadevi
Mumbai 400 025

ADVOCATES & SOLICITORS :

Crawford Bayley & Co.

AUDITORS :

Ford, Rhodes, Parks & Co.

BANKERS :

State Bank of India
Syndicate Bank

R&T AGENTS :

Link Intime India Pvt Ltd
C-13, Pannalal Silk Mills Compound
LBS Marg, Bhandup (W)
Mumbai 400 078

REGIONAL OFFICES/DEPOTS :

Mumbai, Ahmedabad, Indore, Raipur
Delhi, Ghaziabad, Lucknow, Jaipur, Chandigarh
Calcutta, Cuttack, Patna,
Chennai, Kochi, Hyderabad



NOTICE

Notice is hereby given that the **NINETY FOURTH ANNUAL GENERAL MEETING OF MULLER & PHIPPS (INDIA) LIMITED** will be held at ORCHID, 1st Floor, MVIRDC World Trade Centre, Centre 1, Cuffe Parade, Mumbai 400 005 on Wednesday September 28, 2011 at 10.00 a.m. to transact the following business:

1. To receive and adopt the Directors' Report and the audited Balance Sheet and Profit & Loss Account for the year ended March 31, 2011 and the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Christophere Beale who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. Ford, Rhodes, Parks & Co. as Auditors to hold office from the conclusion of this Meeting to the conclusion of the next Annual General Meeting and to fix their remuneration.

Registered office
16, Unique Industrial Estate
Off Veer Savarkar Marg
Prabhadevi
Mumbai 400 025

By Order of the Board

**U.K. DHUPELIA
DIRECTOR**

Dated at Mumbai
Date: 02nd September 2011

NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and such proxy need not be a member of the Company. Proxies, in order to be effective must be received by the Company not less than 48 hours before the Meeting.
2. The Register of Members and Share Transfer Books of the Company will remain closed from September 21, 2011 to September 28, 2011 (both days inclusive)
3. A Member or his proxy is requested to produce at the entrance of the meeting hall Admission Slip forwarded to the Member, duly completed and signed in accordance with the specimen signature registered with the Company.
4. A Member or his proxy is requested to bring the Annual Report sent to the Member, as extra copy will not be supplied due to high cost of paper and printing.
5. Details of Directors retiring by rotation and seeking reappointment as Director at this Annual General Meeting. (Item Sr. No. 2 of the Notice)

Name	Mr. Christophere Beale
Date of Birth & Age	28.04.1940 (72 years)
Appointment	29.12.2008
Qualification	Honorary Life Fellow, Institute of Directors
Expertise/Experience	He held various important position with British empire and Vast Experience in Companies Laws & Finance
Directorship in Other Public Companies	Nil
Shareholding	Nil

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By Order of the Board

**U.K. DHUPELIA
DIRECTOR**

Dated at Mumbai
Date: 02nd September 2011

DIRECTORS' REPORT TO MEMBERS

The Directors have pleasure in presenting this Ninety Fourth Annual Report together with the Audited Accounts for the year ended March 31, 2011.

	2010-2011	(₹ in Lacs) 2009-2010
Gross Sales	1220.11	1396.69
Profit / (Loss) after Interest & Finance charges	(183.70)	(442.84)
Provision for Depreciation	4.25	5.78
Profit / (Loss) before tax & prior period items	(187.95)	(448.62)
Profit on Perpetual Assignment of Brand	-	506.73
Compensation received for surrender of Tenancy Rights	200.00	-
Prior period Interest Income reversed	-	2.48
Provision for Taxation	-	-
Prior period Tax adjustments – debit / (credit)	(0.36)	1.03
Profit / (Loss) for the year	12.41	54.60
Add: Profit / (Loss) balance brought forward from previous year	(603.87)	(658.47)
Balance available for appropriation	(591.46)	(603.87)

OPERATIONS : During the year sales were Rs 1220 lacs against 1397 lacs in the previous year. Our efforts in lining up alternate products did not succeed to our expectation mainly because of the worsening market conditions for consumer products and ever increasing input cost on inhouse brands. In view of the carried forward losses directors do not recommend any dividend for the year under review.

FUTURE PROSPECTS : We are happy to advice during the current year we have finalized marketing services arrangements with M/s Seth Brothers for handling their Kayamchurna brand of Kayamchurna powder & pain balm and the services have commenced in the Northern Region from May 2011. This brand has existing turnover in this area and we hope to improve upon the same with vigorous distribution efforts. Renewed efforts are being made to revamp our inhouse products portfolio and sales are improving. It is hoped that with these additional business and cost reduction, we will be in a position to break-even in the operation.

SUBSIDIARY COMPANIES:

The accounts of the Subsidiary Companies - Muller & Phipps Agencies Ltd. and Muller & Phipps (Industrial Services) Ltd. drawn up to March 31, 2011 are annexed to this report.

FIXED DEPOSITS:

There are no fixed deposits outstanding as on March 31, 2011.

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

As required under Section 217(1) (e) of the Companies Act, 1956 read with Rule 2 of the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules 1988, the particulars relating to conservation of energy, technology absorption and foreign exchange earnings and outgo are annexed.

PARTICULARS OF EMPLOYEES :

Information as per sub-section (2A) of Section 217 of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 and forming part of the Directors' Report for the year ended March 31, 2011 has not been given as no employee is covered under the said Section.

PERSONNEL :

The relationship with employees was cordial and the Directors would like to thank the executives, members of the staff and workers at various levels in the Company.



DIRECTORS' RESPONSIBILITY STATEMENT :

As required under Section 217(2AA) of the Companies Act, 1956 your Directors confirm that

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

DIRECTORS:

Mr. Christophere Beale is due to retire at the ensuing Annual General Meeting and being eligible offers himself for re- appointment.

SECRETARIAL COMPLIANCE:

The Secretarial Compliance Report required as per provisions of section 383A of The Companies Act 1956, has been obtained from Mr. Sanjay Soman of Sanjay Soman & Associates, a practicing Company Secretary for the financial year ended on 31.3.2011.

AUDITORS :

The Auditors, M/s. Ford, Rhodes, Parks & Co., retire at the end of the Annual General Meeting and they have given their consent for re-appointment.

AUDITORS REPORT:

- i) In respect of the remark of the Auditors in Clause 5 of Auditors Report- Regarding balance payment of ₹ 1,28,88,328/- due from foreign group entity, the Directors are of the opinion that the amount is fully recoverable and will be received in due course, hence no provision has been made in the accounts.
- ii) As regards Clause 1 of Annexure referred to in Clause 4 of the Auditors Report, the Company is in the process of updating the fixed assets records and the physical verification of assets is being conducted in a phased manner.
- iii) As regards Clause 7 of Annexure referred to in Clause 4 of the Auditors Report, the Company is in process of commencing the Internal Audit system commensurate with the size of the Company and nature of its business.

On behalf of the Board of Directors

U.K. DHUPELIA
DIRECTOR

MUMBAI

Dated: 2nd September 2011.

ANNEXURE TO THE DIRECTORS REPORT :

Information as per Section 217(1) (e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 and forming part of the Directors Report for the year ended March 31, 2011.

1. CONSUMPTION OF ENERGY :

The actual energy consumption for the previous year ended March 31, 2010 were 9196 (KWH) units and for the current year ending March 31, 2011 were 1882 (KWH) units. The consumption being insignificant billing was based on 40% of the contract demand, the value of which was ₹ 1,43,610/- and ₹ 45,893/- respectively.

The energy consumption being insignificant the question of any alternate source of energy did not arise, now the operations have been terminated.

2. TECHNOLOGY ABSORPTION:

The Company has its own laboratory where Research and Development activities are carried out for up gradation of its existing products and introduction of new products, now the operations have been terminated.

3. FOREIGN EXCHANGE EARNINGS & OUTGOINGS :

The details relating to the foreign exchange earnings and outgoings are available in Notes No. 14 & 15 of the Notes forming part of the Accounts for the year ended March 31, 2011.



SECRETARIAL COMPLIANCE CERTIFICATE

To,
The Members,
Muller & Phipps India Limited,

We have examined the registers, records, books and papers of Muller & Phipps India Limited, 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, 2011. 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 under the Companies Act 1956, as per the provisions and the rules made thereunder and all entries therein have been duly recorded. The list is attached as *Annx A* to this report.
2. the company has duly filed the forms and returns as stated below, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made thereunder. As per *Annx B*, attached to this report.
3. the company is listed limited company and has the minimum prescribed paid-up capital. The Company has *not invited or accepted* any fresh deposits from persons attracting the provisions of Section 58A of the Companies Act, 1956. The Board of Directors duly met seven (7) times on 1.04.10, 28.4.10, 31.7.10, 27.8.10, 29.10.10, 21.12.10 and 14.2.11 in the financial year 2010-2011 in respect of which meetings; proper notices were given and the proceedings were properly recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose.
4. the company closed its Register of Members, and/or Debenture holders on *to 22.09.10 till 29.09.10* and necessary compliance of section 154 of the Act has been made.
5. the annual general meeting for the financial year ended on 31st March 2010 was held on *29.09.2010* 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 meeting was held during the financial year.*
8. the company has not advanced loans to its directors but the advances have been given to the persons or firms or companies referred in the section 295 of the Act.
9. the company has duly complied with the provisions of section 297 of the Act in respect of contracts specified in that section. *-the disclosure wherever necessary has been taken by Board.*
10. the company has made necessary entries in the register maintained under section 301 of the Act. *-relevant records have been updated from time to time.*
11. the company has obtained necessary approvals from the Board of Directors, members and previous approval of the Central Government pursuant to section 314 of the Act wherever applicable. *-not applicable*
12. the Board of Directors or duly constituted Committee of Directors has approved the issue of duplicate share certificates. *-The securities related transactions have been carried out by R & T Agents Intime Spectrum Registry Ltd from time to time under the POA*
13. the Company has: through its R & T Agents,
 - (i) delivered all the certificates on allotment of securities and on lodgement thereof for transfer/transmission or any other purpose in accordance with the provisions of the Act;
 - (ii) deposited the amount of dividend declared including interim dividend in a separate Bank Account on _____ which is within five days from the date of declaration of such dividend. *-Not applicable for the period under review*
 - (iii) paid/posted warrants for dividends to all the members within a period of 30 (Thirty) days from the date of declaration and that all unclaimed/unpaid dividend has been transferred to Unpaid Dividend Account of the Company with _____ Bank on _____. *-Not applicable for the period under review*

(iv) transferred the amounts in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund.

-Not applicable for the period under review

(v) 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 directors, additional directors, alternate directors and directors to fill casual vacancies have been duly made.

15. the appointment of Managing Director/ Whole-time Director/Manager has been made in compliance with the provisions of section 269 read with Schedule XIII to the Act and approval of the Central Government has been obtained in respect of appointment of _____ not being in terms of Schedule XIII.

-Not applicable for the period under review

16. there is *no* appointment of sole-selling agent, attracting the provisions of the Act.

17. the company has obtained all necessary approvals of the Central Government, Company Law Board, Regional Director, Registrar or such other authorities as may be prescribed under the various provisions of the Act.

18. the directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.

-the disclosures have been received from the directors s per provisions u/s 299 of the Companies Act 1956 and recorded.

19. the company has *not issued* shares/debentures/other securities during the financial year and complied with the provisions of the Act.

20. the company *has not* bought back any shares during the financial year.

21. the company *has not* redeemed *any* preference shares/debentures during the year.

22. the company wherever necessary has kept in abeyance rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act.

-as may be necessary as per instruction from the appropriate authorities.

23. the company *does not attract the compliance* with the provisions of sections 58A and 58AA read with Companies (Acceptance of Deposit) Rules, 1975/ the applicable directions issued by the Reserve Bank of India/ any other authority in respect of deposits accepted including unsecured loans taken.

24. the amount borrowed by the Company from directors, members, public, financial institutions, banks and others during the financial year *ending 31.3.2011* is/are within the borrowing limits of the company and that necessary resolutions as per section 293(1)(d) of the Act have been passed in duly convened annual/extraordinary general meeting.

-As per the Resolution passed in the Extra Ordinary General Meeting dated 31.5.94 for the maximum limit of `10 crores (for other than usual bank OD and c/c limits)

25. the company has made loans and investments, or given guarantees or provided securities to other bodies corporate in compliance with the provisions of the Act and

--the company has taken the necessary entries in the register kept for the purpose.

26. the company has altered the provisions of the memorandum with respect to situation of the company's registered office from one state to another during the year under scrutiny after complying with the provisions of the Act.

-Not applicable for the period under review

27. the company has altered the provisions of the memorandum with respect to the objects of the company during the year under scrutiny and complied with provisions of the Act.

-Not applicable for the period under review

28. the company has altered the provisions of the memorandum with respect to name of the company during the year under scrutiny and complied with the provisions of the Act.

-Not applicable for the period under review



29. the company has altered the provisions of the memorandum with respect to share capital of the company during the year under scrutiny and complied with the provisions of the Act.

-Not applicable for the period under review

30. the company has altered its articles of association after obtaining approval of members in the general meeting and the amendments to the articles of association have been duly registered with the Registrar of Companies.

-Not applicable for the period under review

31. a list of prosecution initiated against or show cause notices received by the company for alleged offences under the Act and also the fines and penalties or any other punishment imposed on the company in such cases is attached.

-Not applicable for the period under review.

32. the company has received _____ as security from its employees during the year under certification and the same has been deposited as per provisions of section 417(1) of the Act.

-Not applicable for the period under review

33. the company has deposited both employee's and employer's contribution to Provident Fund with prescribed authorities pursuant to section 418 of the Act.

-All payments have been made upto date.

Note: The Qualification, reservation or adverse remarks, if any, have been stated at the relevant places *in Italics*.

For Sanjay Soman & Associates :

Place: Mumbai
Date : 02.09.11

Sd/-
Sanjay Soman. (C. P. No. : 817)

Annx A The Company has maintained the following Registers of Records :

- a. Register of Members u/s 150
- b. Alpha Index u/s 151
- c. Register of Contracts u/s 301
- d. Register of Directors u/s 303
- e. Register of General Interest u/s 299
- f. Register of Investments & loans u/s 372A
- g. Minutes Book and Attendance Book for Board and General Meetings of members.

Annx B

Forms and Returns as filed by the Company with the MCA, Central Government or other authorities during the Financial Year ending on 31st March, 2011, till date. (Form/SRN No/Date/Filing Purpose)

1	FORM 66	P54074414	09.10.2010	Compl Cert.
2	FORM 23 AC & 23 ACA	P54105853	16.10.2010	BS and PL
3	FORM 20 B	P61362752	26.11.2010	Share List

AUDITORS' REPORT TO THE MEMBERS OF MULLER & PHIPPS (INDIA) LIMITED

1. We have audited the attached Balance Sheet of Muller & Phipps (India) Limited as at March 31, 2011 and also the Profit and Loss Account of the Company for the year ended on that date annexed thereto and the Cash Flow Statement for the year ended on that date. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. The financial statements have been prepared on a going concern basis, although the net worth of the Company has been completely eroded, for reasons stated in Note no. 24 of the Notes to Accounts.
4. As required by the Companies (Auditor's Report) Order, 2003, issued by the Central Government in terms of Section 227 (4A) of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order
5. *No confirmation has been received from a foreign group entity for the net amount of ₹ 2,37,43,810 due from it and outstanding for more than one year which is shown as good and fully recoverable in the financial statements. An amount of ₹ 1,08,55,482 has been received subsequent to the year-end. In the absence of confirmation, we are unable to express an opinion on the recoverability of the balance amount of ₹ 1,28,88,328.*
6. Further to our comments in paragraph 3 above and also those contained in the Annexure referred to in paragraph 4 above and subject to the matter referred to in paragraph 5 above, we report that:
 - a) 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;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of the books;
 - c) The Balance Sheet and the Profit and Loss Account dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the Balance Sheet and the Profit and Loss Account dealt with by this report are in compliance with the accounting standards referred to in Section 211 (3C) of the Companies Act, 1956;
 - e) On the basis of the written representations received from the directors and from the public companies in which these directors are directors, which are taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2011, from being appointed as a director in terms of Section 274 (1)(g) of the Companies Act, 1956;
 - f) In our opinion and to the best of our information and according to the explanations given to us, the accounts read with the notes thereon, give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - i) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2011;
 - ii) in the case of the Profit and Loss Account, of the profit for the year ended on that date; and
 - iii) in the case of Cash Flow Statement, of the cash flows for the year ended on that date.

For Ford, Rhodes, Parks & Co.
Chartered Accountants
Firm's Registration No. 102860W

S.B. Prabhu
Partner

Mumbai : 2nd September, 2011

Membership No.35296



**ANNEXURE TO THE AUDITORS' REPORT TO THE MEMBERS OF MULLER & PHIPPS
(INDIA) LIMITED**

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

As required by the Companies (Auditor's Report) Order, 2003 (the Order), issued by the Central Government in terms of Section 227 (4A) of the Companies Act, 1956 (the Act), and on the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of the audit, we further report that: -

1. a) *The Company has not maintained proper records to show full particulars, including quantitative details and situation of fixed assets.*
 - b) *No physical verification of fixed assets has been conducted by the management during the year or in the recent past. In our opinion, the frequency of verification needs to be improved to be commensurate with the size of the Company and the nature of its business.*
 - c) *The Company has not disposed off a substantial part of fixed assets during the year so as to affect the going concern status of the Company.*
2. a) *The inventory has been physically verified by the management at reasonable intervals during the year.*
 - b) *In our opinion, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.*
 - c) *In our opinion, the Company has maintained proper records of inventory.*
 - d) *The discrepancies between the physical inventory and the book records noticed on physical verification were not material and have been properly dealt with in the books of accounts.*
3. a) *The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 301 of the Act.*
 - b) *The Company had taken unsecured loans, from a company covered in the register maintained under Section 301 of the Act. The maximum amount involved during the year was ₹ 32,00,000. The loans were fully repaid during the year.*
 - c) *In our opinion, the rate of interest and other terms and conditions on which such loans have been taken are not, prima facie, prejudicial to the interest of the Company.*
 - d) *The Company has repaid the principal amounts of such loans as stipulated and has been regular in the payment of interest.*
4. *In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory, fixed assets and for the sale of goods and services. During the course of our audit, we have neither been informed nor have we observed any continuing failure to correct major weaknesses in internal controls.*
5. a) *On the basis of our examination of the books of account and according to the information and explanations provided by the management, the particulars of contracts or arrangements referred to in section 301 of the Act have been entered in the register required to be maintained under that section.*
 - b) *In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements, and aggregating during the year to more than ₹ 5 lakhs in respect of each party, have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time and prices at which similar transactions have been made with other parties.*
6. *In our opinion and based on the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of the provisions of Sections 58A, 58AA or any other relevant provisions of the Act. No order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal.*
7. *The Company had no internal audit system in operation during the year. In our opinion, the Company needs to have an internal audit system commensurate with the size of the Company and the nature of its business.*
8. *The Central Government has not prescribed maintenance of cost records under section 209 (1) (d) of the Companies Act, 1956, for any of the products of the Company.*

9. a) According to the information and explanations given to us and on the basis of the examination of the books of account carried out by us, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Excise Duty, Cess and other statutory dues, wherever applicable with the appropriate authorities. There were no undisputed arrears of statutory dues outstanding as at 31st March, 2011 for a period of more than six months from the date they became payable.
- b) According to the information and explanations given to us by management and the records of the company examined by us, there were no disputed dues in respect of Sales Tax, Income Tax, Custom Duty, Wealth Tax, Service Tax, Excise duty and Cess which have not been deposited as on 31st March, 2011 except as stated below :

Nature of dues pending	Amount ₹	Forum where dispute is
Income Tax Demand (A.Y 2001-2002)	1,21,74,633	Commissioner of Income-tax (Appeals).
Sales Tax Demand (F.Y. 2004-2005)	285,000	Sales Tax Authorities - Lucknow.
(F.Y. 2002-2003)	229,000	Sales Tax Authorities - Lucknow.

10. The accumulated losses of the Company as at 31st March, 2011 are more than fifty percent of its net worth. It has not incurred cash losses during the financial year ended on that date although it has incurred cash losses in the immediately preceding financial year.
11. Based on our audit procedures and the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of its dues to any financial institution or bank. The Company has not issued any debentures.
12. As per the books and records of the Company examined by us, the Company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures and other securities.
13. Clause (xiii) of the Order is not applicable as the Company is not a chit fund company or nidhi / mutual benefit fund / society.
14. The Company is not dealing in or trading in shares, securities, debentures and other investments.
15. According to the information given to us and as per the records examined by us, the Company has not given any guarantee for the loans taken by others from banks or financial institutions during the year.
16. On the basis of our review of utilisation of funds pertaining to term loans on overall basis and related information and explanations as made available to us, we are of the opinion that the term loans taken by the Company have been applied for the purposes for which they were obtained.
17. According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investment.
18. The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act during the year.
19. The Company has not issued any debentures during the year.
20. The Company has not raised any money by public issue during the year.
21. According to the information and explanations given to us and on the basis of our examination of the books of account carried out in accordance with the generally accepted auditing practices in India, we have neither come across nor have we been informed of any instance of fraud on or by the Company during the year.

For Ford, Rhodes, Parks & Co.
Chartered Accountants
Firm's Registration No. 102860W

S.B. Prabhu
Partner

Mumbai : 2nd September, 2011

Membership No.35296

**BALANCE SHEET AS AT 31ST MARCH, 2011**

	Schedule No	31-03-2011 ₹	31-03-2010 ₹
SOURCES OF FUNDS:			
Shareholders' Funds:			
Share Capital	1	62,50,000	62,50,000
Reserves and Surplus	2	2,25,00,000	2,25,00,000
		<u>2,87,50,000</u>	<u>2,87,50,000</u>
Loan Funds:			
Secured Loan	3	1,76,45,099	1,67,35,322
Unsecured Loan	4	4,94,797	61,86,597
		<u>1,81,39,896</u>	<u>2,29,21,919</u>
Total		<u>4,68,89,896</u>	<u>5,16,71,919</u>
APPLICATION OF FUNDS:			
Fixed Assets	5	17,99,897	19,40,334
Investments	6	1,00,000	1,00,000
Current Assets, Loans and Advances:			
Inventories	7	15,29,082	2,20,43,644
Sundry Debtors	8	56,81,000	1,63,88,697
Cash and Bank Balances	9	55,19,374	75,60,869
Other Current Assets	10	5,45,47,097	5,46,07,941
Loans and Advances	11	1,15,59,793	1,46,43,536
		<u>7,88,36,346</u>	<u>11,52,44,687</u>
Less: Current Liabilities and Provisions:			
Current Liabilities	12	8,93,51,047	12,19,33,772
Provisions	13	36,41,660	40,66,269
		<u>9,29,92,707</u>	<u>12,60,00,041</u>
Net Current Assets		<u>(1,41,56,359)</u>	<u>(1,07,55,354)</u>
Profit and Loss Account - Debit Balance		<u>5,91,46,358</u>	<u>6,03,86,939</u>
Total		<u>4,68,89,896</u>	<u>5,16,71,919</u>
Notes to the Accounts	18		

As per our Report Attached

For Ford, Rhodes, Parks & Co.
Chartered Accountants
Firm's Registration No. 102860W

S.B. PRABHU
Partner
Membership No. 35296

Mumbai
Dated : 2nd September, 2011

U.K. DHUPELIA
MILAN DALAL

Directors

Mumbai
Dated : 2nd September, 2011

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011

	Schedule No	31-03-2011 ₹	31-03-2010 ₹
INCOME:			
Sales		12,20,10,643	13,96,68,846
Others	14	1,41,52,698	1,08,35,763
		13,61,63,341	<u>15,05,04,609</u>
EXPENDITURE:			
Materials	15	9,63,17,566	11,04,04,345
Expenses	16	5,35,74,144	7,79,20,995
Interest and Finance Charges	17	46,41,342	64,63,033
Depreciation		4,25,484	5,77,874
		15,49,58,536	<u>19,53,66,247</u>
PROFIT / (LOSS) BEFORE TAX, PRIOR PERIOD AND EXCEPTIONAL ITEMS		(1,87,95,195)	(4,48,61,638)
Profit on Perpetual Assignment of Brand		-	5,06,73,076
Compensation received for surrender of Tenacy Rights		2,00,00,000	-
PROFIT / (LOSS) BEFORE TAX AND PRIOR PERIOD ITEMS		12,04,805	58,11,438
Prior Period Interest Income reversed		-	2,48,353
Profit/(Loss) before Tax		12,04,805	55,63,085
Current Tax		-	-
Deferred Tax Adjustment - Debit / (Credit)		-	-
Prior Period Tax Adjustment - Debit / (Credit)		(35,776)	1,02,912
PROFIT / (LOSS) FOR THE YEAR		12,40,581	54,60,173
Add : (Debit) / Credit Balance brought forward from previous year		(6,03,86,939)	(6,58,47,112)
BALANCE AVAILABLE FOR APPROPRIATION		(5,91,46,358)	<u>(6,03,86,939)</u>
APPROPRIATIONS:			
Balance carried forward		(5,91,46,358)	(6,03,86,939)
		(5,91,46,358)	<u>(6,03,86,939)</u>
Earning per Share - Basic and Diluted (See Note No. 22)		1.98	8.74
Notes to the Accounts	18		
As per our Report Attached			
For Ford, Rhodes, Parks & Co. Chartered Accountants Firm's Registration No. 102860W		U.K. DHUPELIA MILAN DALAL	
		Directors	
S.B. PRABHU Partner Membership No. 35296			
Mumbai Dated : 2nd September, 2011		Mumbai Dated : 2nd September, 2011	



SCHEDULES FORMING PART OF THE ACCOUNTS

	31-03-2011 ₹	31-03-2010 ₹
SCHEDULE 1 - SHARE CAPITAL		
Authorised:		
20,00,000 Equity Shares of ₹ 10 each	<u>2,00,00,000</u>	<u>2,00,00,000</u>
Issued and Subscribed		
6,25,000 Equity Shares of ₹ 10 each fully paid (Out of the above, 3,22,680 Shares are held by the Holding Company- M/s. Development Holdings Asia Ltd.)	<u>62,50,000</u>	<u>62,50,000</u>
SCHEDULE 2 - RESERVES AND SURPLUS		
Share Premium	<u>2,25,00,000</u>	<u>2,25,00,000</u>
	<u>2,25,00,000</u>	<u>2,25,00,000</u>
SCHEDULE 3 - SECURED LOANS		
From Bank :		
Cash Credit	<u>1,71,48,867</u>	<u>1,66,60,537</u>
Vehicle Loans (Repayable within one year ₹ 91,003 Previous Year ₹ 74,785/-) (Cash Credit is secured by hypothecation of inventories, book debts, receivables, and first charge on the entire fixed assets, both present and future and also personal guarantee of a Director. Vehicle Loans are secured against the hypothecation of specific vehicles.)	<u>4,96,232</u>	<u>74,785</u>
	<u>1,76,45,099</u>	<u>1,67,35,322</u>
SCHEDULE 4 - UNSECURED LOANS		
Short Term Loans from Companies	<u>4,00,000</u>	<u>61,00,000</u>
Interest Accrued and due on above Loans	<u>94,797</u>	<u>86,597</u>
	<u>4,94,797</u>	<u>61,86,597</u>

SCHEDULE 5 - FIXED ASSETS

	Cost as at 1.4.2010 ₹	Additions during the year ₹	Deductions during the year ₹	Cost as at 31.3.2011 ₹	Total depreciation as at 31.3.2011 ₹	Impairment Provision as at 31.3.2011 ₹	Net Value as at 31.3.2011 ₹	Net Value as at 31.3.2010 ₹
Plant and Machinery	9,46,804	-	5,56,942	3,89,862	2,55,469	-	1,34,393	2,35,814
Furniture, Fixtures and Office Equipment	60,18,681	-	4,79,690	55,38,991	49,27,611	-	6,11,380	7,98,895
Technical Know-how	3,88,25,605	-	-	3,88,25,605	1,00,29,947	2,87,95,658	-	-
Computer	33,46,609	6,760	1,92,400	31,60,969	29,80,078	-	1,80,891	3,21,491
Motor Vehicles	17,18,308	7,52,597	10,80,988	13,89,917	5,16,684	-	8,73,233	5,84,134
Total	5,08,56,007	7,59,357	23,10,020	4,93,05,344	1,87,09,789	2,87,95,658	17,99,897	19,40,334
Previous Year	5,07,45,513	1,10,494	-	5,08,56,007	2,01,20,015	2,87,95,658	19,40,334	

SCHEDULES FORMING PART OF THE ACCOUNTS

	31-03-2011		31-03-2010	
	₹	₹	₹	₹
SCHEDULE 6 - INVESTMENTS				
(Unquoted, Non-trade) - At cost				
Shares in Subsidiary Companies -				
50,000 Equity Shares of ₹ 10 each fully paid up of Muller & Phipps (Agencies) Ltd.		5,00,000		5,00,000
10,000 Equity Shares of ₹ 10 each fully paid up of Muller & Phipps (Industrial Services) Ltd.		1,00,000		1,00,000
4000 14% Cumulative Redeemable Preference Shares of ₹ 100 each fully paid up of Muller & Phipps (Industrial Services) Ltd.		4,00,000		4,00,000
		<u>10,00,000</u>		<u>10,00,000</u>
Less: Provision for diminution in value of shares		9,00,000		9,00,000
		<u>1,00,000</u>		<u>1,00,000</u>
SCHEDULE 7 - INVENTORIES				
(At lower of cost and net realisable value)				
Raw Materials		-		-
Packing Materials		-		-
Finished Products		15,29,082		2,20,43,644
		<u>15,29,082</u>		<u>2,20,43,644</u>
SCHEDULE 8 - SUNDRY DEBTORS				
(Unsecured)				
Debts over six months:				
Considered good		57,801		4,04,938
Considered doubtful		28,01,722		32,62,439
		<u>28,59,523</u>		<u>36,67,377</u>
Other Debts - Considered Good		56,23,199		1,59,83,759
		<u>84,82,722</u>		<u>1,96,51,136</u>
Less: Provision for Doubtful Debts		28,01,722		32,62,439
		<u>56,81,000</u>		<u>1,63,88,697</u>
SCHEDULE 9 - CASH AND BANK BALANCES				
Cash on hand		48,459		1,20,310
Remittance in Transit		1,90,826		2,00,249
With Scheduled Banks:				
On Current Account		9,76,297		28,12,707
On Savings Account		57,221		4,04,103
On Deposit Account/Margin Money Account		42,46,571		40,23,500
		<u>55,19,374</u>		<u>75,60,869</u>
SCHEDULE 10 - OTHER CURRENT ASSETS				
(Unsecured, considered good unless otherwise specified)				
Accrued Interest		-		663
Due from Holding Company - Considered doubtful		-		1,18,264
Other Receivables		5,45,47,097		5,46,07,278
		<u>5,45,47,097</u>		<u>5,47,26,205</u>
Less: Provision for Doubtful Receivables		-		1,18,264
		<u>5,45,47,097</u>		<u>5,46,07,941</u>



SCHEDULES FORMING PART OF THE ACCOUNTS

	31-03-2011	31-03-2010
	₹	₹
SCHEDULE 11 - LOANS AND ADVANCES		
(Unsecured, considered good unless otherwise specified)		
Advances recoverable in cash or in kind or for value to be received		
Considered good	40,58,224	65,91,426
Considered doubtful	13,98,880	25,44,132
	<u>54,57,104</u>	91,35,558
Sundry Deposits	29,29,073	39,15,338
Balance with Central Excise on Current Account	20,902	20,902
Advance Tax Paid (Net of Provisions)	45,51,594	41,15,870
	<u>1,29,58,673</u>	1,71,87,668
Less: Provision for Doubtful Advances	13,98,880	25,44,132
	<u>1,15,59,793</u>	1,46,43,536
SCHEDULE 12 - CURRENT LIABILITIES		
Sundry Creditors (See Note no.16)	8,89,77,424	12,01,33,309
Interest Accrued	3,73,623	18,00,463
	<u>8,93,51,047</u>	12,19,33,772
SCHEDULE 13 - PROVISIONS		
Provision for Leave Encashment	14,35,839	16,31,600
Provision for Gratuity	22,05,821	24,34,669
	<u>36,41,660</u>	40,66,269
SCHEDULE 14 - INCOME - OTHERS		
Interest from Bank Deposits	2,49,594	2,39,685
(T.D.S ₹ 24,788/- Previous year ₹ 25,030/-)		
Interest others	96,507	3,00,000
(T.D.S ₹ Nil, Previous year ₹ Nil)	<u>346,101</u>	5,39,685
Commission Income	13,59,359	13,66,028
Warehousing Charges	3,00,000	1,80,000
Exchange Fluctuation Gain (Net)	-	8,788
Export Benefits	-	3,64,669
Credit Balances written back	71,70,408	4,08,599
Provision for expenses written back	-	2,50,008
Provision for Doubtful Advance reversed	12,67,615	40,14,784
Provision for Doubtful Debts reversed	4,60,717	35,73,635
Advance written off in earlier year recovered	31,46,586	-
Miscellaneous Income	46,195	1,29,567
Profit on Sale of Fixed Assets (Net)	55,717	-
	<u>1,41,52,698</u>	1,08,35,763

SCHEDULES FORMING PART OF THE ACCOUNTS

	31-03-2011		31-03-2010	
	₹	₹	₹	₹
SCHEDULE 15 - MATERIALS				
Opening Stock :				
Raw Materials	-		2,29,970	
Packing Materials	-		64,794	
Finished Products	<u>2,20,43,644</u>		<u>2,24,14,527</u>	
		2,20,43,644		2,27,09,291
Add : Purchases :				
Raw Materials	-		13,29,110	
Packing Materials	-		3,27,727	
Finished Products	<u>7,58,03,004</u>		<u>10,80,81,861</u>	
		7,58,03,004		10,97,38,698
		<u>9,78,46,648</u>		<u>13,24,47,989</u>
Less : Closing Stock :				
Raw Materials	-		-	
Packing Materials	-		-	
Finished Products	<u>15,29,082</u>		<u>2,20,43,644</u>	
		15,29,082		2,20,43,644
		<u>9,63,17,566</u>		<u>11,04,04,345</u>
SCHEDULE 16 - EXPENSES				
Salaries, Wages, Allowances and Bonus		1,71,72,671		1,96,88,733
Contribution to Provident and Other Funds		19,95,959		20,58,237
Staff Welfare Expenses		18,22,499		18,61,389
Rent		48,36,216		64,10,243
Rates and Taxes		9,76,908		7,73,227
Electricity		7,71,840		7,97,886
Repairs and Maintenance		4,02,600		2,05,978
Insurance		94,831		1,52,241
Freight, Packing and Forwarding		47,53,886		61,37,924
Travel and Conveyance		76,03,071		1,07,87,277
Postage, Telegram and Telephones		7,99,013		13,38,069
Advertising and Display		13,11,900		17,00,376
C & F Agents Service Charges		19,74,323		18,35,030
Discount		2,09,394		6,02,178
Guarantee Commission		7,90,000		10,62,500
Brokerage		-		3,81,124
Directors Fees		63,000		54,000
Advances Written off		9,59,321		80,61,370
Bad Debts Written off		15,67,087		35,73,635
Provision for Doubtful Debts		-		25,07,200
Provision for Doubtful Advances		4,100		2,88,308
Miscellaneous Expenses		54,65,525		76,44,070
		<u>5,35,74,144</u>		<u>7,79,20,995</u>
SCHEDULE 17 - INTEREST AND FINANCE CHARGES				
On Cash Credit		24,51,440		28,94,870
On Intercompany Loans		6,93,103		9,21,222
Discounting and Finance Charges		11,73,667		23,60,933
Others		3,23,132		2,86,008
		<u>46,41,342</u>		<u>64,63,033</u>



SCHEDULE 18 - NOTES ANNEXED TO AND FORMING PART OF ACCOUNTS FOR THE YEAR ENDED 31ST MARCH,2011.

1. SIGNIFICANT ACCOUNTING POLICIES

a) BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The Financial Statements have been prepared under historical cost convention in accordance with the normally accepted accounting principles and provisions of the Companies Act, 1956.

b) FIXED ASSETS AND DEPRECIATION

- i) Fixed assets are stated at acquisition cost less accumulated depreciation.
- ii) Depreciation is provided on written down value method at the rates and in the manner prescribed in Schedule XIV of the Companies Act, 1956.
- iii) Technical Know-how is depreciated equally over a period of 20 years starting from the month in which Technical Know-how has been put to use.
- iv) Trade Marks/Brand are depreciated equally over 10 years starting from the month in which the Trade Marks/ Brand have been acquired.
- v) Impairment in the carrying value of the fixed assets is recognised in accordance with Accounting Standard No. 28 - 'Impairment of Assets'.

c) INVENTORIES

- i) Raw material are valued at cost on FIFO basis or net realisable value whichever is lower
- ii) Process stock is valued at material cost or net realisable value whichever is lower.
- iii) Finished goods are valued at cost or net realisable value whichever is lower. Cost in respect of own manufactured goods includes material cost, direct labour and attributable production overheads.

d) INVESTMENTS

Long-term investments are valued at cost except that any permanent diminution in the value thereof is recognised in the profit and loss account.

e) REVENUE RECOGNITION

All income and expenditure items are recognised on accrual basis. Payments to employees under voluntary retirement schemes are deferred and written off equally over a period of 5 years starting from the year in which payment is made.

f) EMPLOYEE/RETIREMENT BENEFITS

The Company has made arrangements with the Life Insurance Corporation of India through Gratuity Fund and Superannuation Fund for meeting its employee retirement liability. The liability for gratuity is calculated on basis of actuarial valuation as reduced by funded amount.

Leave encashment benefit is provided for based on actuarial valuation basis.

g) FOREIGN CURRENCY TRANSLATION

Foreign currency revenue transactions are booked at the exchange rate prevailing at the date of the transaction. Exchange (loss)/gain on realisation/payment is booked to exchange fluctuation. Foreign currency assets and liabilities outstanding as at the year end, if any, are translated at the year end exchange rates.

h) TAXATION

Provision for taxes is made based on the current applicable tax rates. Adjustment for deferred tax is made based on the tax effect of timing differences resulting from the recognition of items in the financial statements and their allowance under the tax laws, subject to the consideration of prudence. The effect on deferred tax of a change in income tax rates is recognised in the period that includes the enactment date.

SCHEDULES FORMING PART OF ACCOUNTS

	Unit	31-03-2011		31-03-2010	
		Qty	Value ₹	Qty	Value ₹
2. Claims against the Company not acknowledged as debts					
a) Disputed Sales Tax demands			21,47,000		21,47,000
b) Disputed Income tax demand			1,47,38,911		1,47,38,911
3. Contingent liabilities not provided for					
a) Guarantees given by bank on behalf of the company			1,50,000		2,35,000
4. Advance recoverable in cash or in kind or for value to be received includes due from subsidiary companies. The above figure of ₹ 10,55,357/- (Previous year ₹ 10,51,256/-) due from subsidiaries represents amount due from a subsidiary whose net worth has been completely eroded due to accumulated losses.			10,55,357		10,51,256
5. Sale of finished goods produced or purchased by the Company:					
Cosmetic/Toiletary	Nos' 000	9239	7,46,80,647	4,119	6,04,55,633
Medicated preparations (in tins/tubes of different sizes)	Nos' 000	3735	3,67,95,527	2,089	4,85,74,215
Others			1,05,34,469		3,06,38,997
			<u>12,20,10,643</u>		<u>13,96,68,846</u>
(Quantity figures of turnover include stocks issued free against bonus/special discount schemes allowed to the trade)					
6. Purchase of Finished goods for resale :					
Cosmetic/Toiletary	Nos' 000	9146	5,55,24,292	3,543	4,86,81,207
Medicated preparations	Nos' 000	3581	1,54,26,281	1624	2,83,66,494
Others			48,52,431		3,10,34,160
			<u>7,58,03,004</u>		<u>10,80,81,861</u>
7. Opening stock of finished goods produced or purchased by the company:					
Cosmetic/Toiletary	Nos' 000	644	1,05,99,079	1,087	1,26,18,713
Medicated preparations	Nos' 000	312	496,364	777	32,73,966
Others			1,09,48,201		65,21,848
			<u>2,20,43,644</u>		<u>2,24,14,527</u>
8. Closing stock of Finished goods produced or purchased by the Company					
Cosmetic/Toiletary	Nos' 000	526	6,22,059	644	1,05,99,079
Medicated preparations	Nos' 000	157	3,00,571	312	4,96,364
Others			6,06,452		1,09,48,201
			<u>15,29,082</u>		<u>2,20,43,644</u>
9. Raw Materials consumed:					
Talcum Powder, Perfumes and Chemicals	Nos' 000				
	Kgs	-	-	50,807	15,59,080
					<u>15,59,080</u>
10. Consumption of Raw Materials:					
Indigenous					
		%		%	
		-	-	100%	15,59,080
					<u>15,59,080</u>



	31-03-2011		31-03-2010		
	Unit	Value		Value	
		Qty	₹	Qty	₹
11. Licensed and Installed capacities and actual production					
1. Licensed Capacity		N. A.		N. A.	
2. Installed Capacity(for single Shift) as certified by a Director					
Talcum Powder		900 M.T.		900 M.T.	
Medicated Preparations		120 M.T.		120 M.T.	
3. Actual production					
Toiletries	Nos' 000	-		378	
12. Auditors' Remuneration :					
Audit Fees		93,755		93,755	
For Tax Audit		27,575		27,575	
For Others services, certification etc.		33,090		-	
Out of Pocket Expenses		1,533		2,239	
		1,55,953		1,23,569	
13. Director's Remuneration :					
Director's fees		63,000		54,000	
		63,000		54,000	
(The above figures does not include Guarantee commission of ₹ 3,95,000/-, previous year ₹ 4,25,000/- paid to a Director)					
14. Earnings in foreign exchange :					
FOB value of Exports		34,05,736		54,66,243	
Earnings on assignment of Brand		-		5,06,73,076	
15. CIF value of Imports-Finished Goods		-		40,14,279	
16	The Company has not received any intimation from suppliers/ creditors regarding their status under The Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure if any relating to amounts unpaid as at the year end together with the interest paid/payable as required under the said Act has not been made.				
17	Deferred Tax Asset on carried forward losses and unabsorbed depreciation and other timing differences as at 31st March, 2011 has not been recognized as there is no virtual/reasonable certainty that the same can be realised in the future.				

18 SEGMENT DISCLOSURES FOR THE YEAR ENDED 31st MARCH,2011

(₹ in Lacs)

I	Primary Segment-Bussiness	Cosmetic/Toiletary		Medicated preparation		Others		Total	
		Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
a)	Sales To External Customers	746.80	604.56	367.96	485.74	105.34	306.39	1220.10	1396.69
	Total Segment Revenue	746.80	604.56	367.96	485.74	105.34	306.39	1220.10	1396.69
b)	Segment Result (PBIT)	(140.99)	(127.56)	163.63	90.68	(91.21)	(140.35)	(68.57)	(177.23)
	Less : Interest & Finance Charges	-	-	-	-	-	-	46.41	64.63
	Less : Unallocable expenditure	-	-	-	-	-	-	(72.97)	(206.76)
	net of unallocable income								
	Profit / (Loss) Before Tax and Prior	-	-	-	-	-	-	(187.95)	(448.62)
	Period and Exceptional Items								
	Profit on Assignment of Brand	-	-	-	-	-	-	-	506.73
	Compensation received for surrender of tenancy rights							200.00	-
	Prior Period Interest Income Reversed	-	-	-	-	-	-	-	(2.48)
	Profit / Loss Before Tax							12.05	55.63
	Prior Period Tax Adjustment	-	-	-	-	-	-	0.36	(1.03)
	Provision for Deferred Tax	-	-	-	-	-	-	-	-
	Profit / (Loss) After Tax	-	-	-	-	-	-	12.41	54.60
c)	Carrying amount of segment								
	Assets	51.1	183.11	9.65	37.98	22.54	65.22	83.29	286.31
	Unallocated Assets	-	-	-	-	-	-	724.07	899.63
	Total Assets	-	-	-	-	-	-	807.36	1185.94
d)	Carrying amount of segment								
	Liabilities	46.66	155.97	65.56	58.97	581.23	747.77	693.45	962.71
	Unallocated Liabilities	-	-	-	-	-	-	417.88	539.60
	Total Liabilities	-	-	-	-	-	-	1111.33	1502.31
e)	Cost incurred to acquire segment								
	Fixed assets during year	-	-	-	-	-	-	-	-
	Unallocated Assets	-	-	-	-	-	-	7.59	1.10
f)	Depreciation/ Amortization	-	-	-	-	-	-	-	-
	Unallocated Assets	-	-	-	-	-	-	4.25	5.78

Note: The Common expenses has been allocated to segment on the basis of turnover of the segment to arrive at segment result.

II Secondary segment-Geographical

The Company operating facilities are located in India

Domestic Revenues

Exports Revenue

Total

Current Year
(₹ In lacs)

Previous Year
(₹ In lacs)

1185.99

1341.94

34.11

54.75

1220.10

1396.69



19 Names of related parties and description of relationship :

a Where control exists :

Holding Company :

Development Holding Asia Ltd.

Fellow Subsidiary:

Getz Bros. Company Limited

Subsidiaries :

Muller and Phipps (Industrial Services) Ltd

Muller and Phipps Agencies Ltd

b Other parties where the company has entered in transaction during the year :

Associates :

Foods and Inns Ltd.

Western Press Pvt Ltd.

The Bombay Swadeshi Stores Ltd.

Key Managerial Personnel and their Relatives :

U K Dhupelia - Director

Mrs. Pallavi Dhupelia-wife of Director

Milan Dalal-Director

20 Related Party Disclosures :

	Type of Related Party							
	Fellow Subsidiary		Subsidiaries		Associates		Key Management Personnel and their Relatives	
	Current Year	Previous year	Current Year	Previous year	Current Year	Previous Year	Current year	Previous year
Nature of Transactions :	(In ₹)	(In ₹)	(In ₹)	(In ₹)	(In ₹)	(In ₹)	(In ₹)	(In ₹)
Purchase of Goods	-	-	-	-	33,39,948	53,07,072	-	-
Directors Fees	-	-	-	-	-	-	63,000	54,000
Guarantee Commission	-	-	-	-	-	2,12,500	790,000	850,000
Printing and Stationery	-	-	-	-	96,270	88,212	-	-
Travel Expenses	-	-	-	-	2,39,717	2,49,104	-	-
Reimbursement of Expenses paid	-	-	-	-	175,697	1,42,233	-	-
Interest Expenses	-	-	32,000	32,000	6,93,103	8,70,040	-	-
Doubtful Advances provided	-	-	4,100	20,036	-	-	-	-
Sale of Assigned Brand	-	5,06,73,076	-	-	-	-	-	-
Interest Income	-	-	-	-	-	-	-	-
Export Benefits Income	-	-	-	-	-	-	-	-
Intercompany Loans given	-	-	-	-	-	-	-	-
Intercompany Loans recovered	-	-	-	-	-	-	-	-
Intercompany Loans received	-	-	-	-	40,25,000	95,00,000	-	-
Intercompany Loans re-paid	-	-	-	-	97,25,000	70,00,000	-	-
Outstanding at year-end :	-	-	-	-	-	-	-	-
Intercompany Loans given	-	-	-	-	-	-	-	-
Intercompany Loans taken	-	-	-	-	-	57,00,000	-	-
Loans and Advances given	-	-	10,55,357	10,51,257	-	-	-	-
Other Receivables	5,24,97,811	5,24,97,811	-	-	558,972	709,579	-	-
Payables	2,87,54,001	2,87,54,001	-	-	26,735,647	3,02,34,852	12,09,700	29,50,000
Loan Payable	-	-	4,00,000	4,00,000	-	-	-	-
Interest Payable	-	-	94,797	86,597	-	15,46,320	-	-
Doubtful Advances Provision	-	-	10,55,357	10,51,257	-	-	-	-

21 Disclosure as per Accounting Standard 15 (Revised)

As per Accounting Standard 15 " Employee Benefits ", the disclosures of Employees benefits as Defined in the Accounting Standard are given below.

Defined Contribution Plans :

Contribution to Defined Contribution Plans, recognized as expenses for the year are as under:

	2010-11 Amount (₹)	2009-10 Amount (₹)
Employer's Contribution to Provident Fund	8,68,652	11,62,698
Employer's Contribution to Superannuation Fund	4,95,670	76,238

Defined Benefit Plan :

Gratuity Scheme

The employees gratuity scheme is a funded defined benefit scheme managed by the Life Insurance Corporation of India. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method.

Leave Encashment Scheme

The obligation for leave encashment which is a non funded long term employee scheme is recognized based on actuarial valuation.

The Disclosure in the respect of above Gratuity benefit Scheme as given below

I Actuarial Assumptions

	2010-11 Amount (₹)	2009-10 Amount (₹)
Discount Rate	8.05%	8%
Rate of Return	9%	9%
Salary Escalation	6%	6%

The rate of increase in compensation considered above takes into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market.

II Change in Present Value Of Obligation

	2010-11 Amount (₹)	2009-10 Amount (₹)
Value of Obligation at the beginning of year	44,12,733	46,20,148
Interest Cost	3,02,375	3,06,351
Current Service Cost	3,32,546	4,66,939
Benefits Paid	(8,15,769)	(5,59,988)
Actuarial (gain) / loss on Obligation	(1,28,686)	(4,20,717)
Value of Obligation at the end of year	41,03,199	44,12,733

III Changes in Fair Value Of Plan Assets

	2010-11 Amount (₹)	2009-10 Amount (₹)
Fair Value of plan Assets at the beginning of year	19,78,064	23,39,769
Expected Return On Plan Assets	1,18,825	1,72,865
Contribution	5,67,707	15,181
Benefits Paid	(8,15,769)	(5,59,988)
Actuarial (gain) / loss on Plan Assets	48,551	10,237
Fair Value of plan Assets at the end of year	18,97,378	19,78,064



IV Amounts to be Recognized in the Balance sheet and Statement of Profit & Loss Account

	2010-11 Amount (₹)	2009-10 Amount (₹)
Present Value Of obligation At End of the year	41,03,199	44,12,733
Fair Value Of plan Assets at end of the year	(18,97,378)	(19,78,064)
Funded Status	(22,05,821)	(24,34,669)
Unrecognized Actuarial Gain / (Loss)	-	-
Net Asset (Liability) recognized in the Balance Sheet	(22,05,821)	(24,34,669)

V Expenses recognized in the statement of profit & Loss Account

	2010-11 Amount (₹)	2009-10 Amount (₹)
Current Service cost	3,32,546	4,66,939
Interest Cost	3,02,375	3,06,351
Expected Return On Plan Assets	(1,18,825)	(1,72,865)
Net Actuarial Gain (Loss) recognized for the year	(1,77,237)	(4,30,954)
Expenses recognized in the statement of Profit & Loss Account	3,38,859	1,69,471

VI Movement in the Liability recognized in Balance Sheet

	2010-11 Amount (₹)	2009-10 Amount (₹)
Opening Net Liability	24,34,669	22,80,379
Expenses as Above	3,38,859	1,69,471
Contribution Paid	(5,67,707)	(15,181)
Closing Net Liability	22,05,821	24,34,669

22 Earnings Per Share (EPS)

	Year Ended 31/03/2011	Year Ended 31/03/2010
A. Profit/(Loss) Attributable to Equity Shareholders (₹ In Lacs)	12,40,581	54,60,172
B. Number of Equity Shares Outstanding during the year (No's)	6,25,000	6,25,000
C. Nominal Value of Equity Shares (₹)	10	10
Basic Earning/Diluted Per Share (₹) (A/B)	1.98	8.74

23 Foreign Currency Exposures

The Company Foreign Currency exposures as on 31st March 2011, which are not hedged by any derivatives instruments or otherwise are as follows:

Particulars	Currency	Payables		Receivables	
		Current Year	Previous Year	Current Year	Previous Year
Foreign Currency amount	US\$	-	-	-	23,750
Equivalent in Indian Currency	₹	-	-	-	10,60,913

24 The financial statements have been prepared on going concern basis although the net worth of the Company has been completely eroded as the Company has made a profit in the current year and the management has plans to increase business in the future.

25 Previous year's figures have been re-grouped wherever necessary to conform to current year's classification.

As per our Report Attached

For Ford, Rhodes, Parks & Co.
Chartered Accountants
Firm's Registration No. 102860W

S.B. PRABHU
Partner
Membership No. 35296

Mumbai
Dated : 2nd September, 2011

U.K. DHUPELIA
MILAN DALAL
Directors

Mumbai
Dated : 2nd September, 2011

Balance Sheet Abstract and Company's General Business Profile :

A. Registration Details

Registration No	:	11-07897	State Code No	:	011
Balance Sheet Date	:	31.03.2011			

B. Capital raised during the year

Public Issue	:	N I L	Right Issue	:	N I L
Bonus Issue	:	N I L	Private Placement	:	N I L

C. Position of Mobilisation and Deployment of Funds (Amount in ₹ '000 s)

Total Liabilities	:	1,39,883	Total Assets	:	1,39,883
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Sources of Funds

Paid up Capital	:	6,250	Reserves and Surplus	:	22,500
Secured Loans	:	17,645	Unsecured Loans	:	495

Application of Funds

Net Fixed Assets	:	1,800	Investments	:	100
Net Current Assets	:	(14,156)	Miscellaneous Expenditure	:	N I L
Accumulated Loss	:	59,146	Deferred Tax Asset (Net)	:	N I L

D. Performance of Company (amount in ₹ 000s)

Turnover	:	1,22,011	Total Expenditure	:	1,54,958
Profit/(Loss) Before Tax	:	1,205	Profit/(Loss) After Tax	:	1,241
Earning Per Share (₹)	:	1.98	Dividend Rate (%)	:	N I L

E. Generic Names of Three Principal products/Services of the Company

(As per Monetary Terms)

Item Code No (ITC Code)	:	33049109	Product Description	:	Talcum Powder
Item Code No (ITC Code)	:	33061000	Product Description	:	Dental Cream
Item Code No (ITC Code)	:	33051002	Product Description	:	Hair Wash

**U. K. DHUPELIA
MILAN DALAL**

Directors

Mumbai

Dated: 2nd September, 2011

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2011**

	Year Ended 31.03.2011		Year Ended 31.03.2010	
	₹	₹	₹	₹
A. CASH FLOW FROM OPERATING ACTIVITIES :				
Net Profit/(Loss) Before Tax and Exceptional Items		(1,87,95,195)		(4,48,61,638)
Adjustments for :				
Depreciation	4,25,484		5,77,874	
Profit / (Loss) on Sale of Fixed Assets	(55,717)		-	
Interest and Finance Charges Expenses	46,41,342	50,11,109	64,63,033	70,40,907
Operating Profit/(Loss) before Working Capital Changes		(1,37,84,086)		(3,78,20,731)
Adjustment for :				
(Increase)/Decrease in Trade and Other Receivables		1,42,88,008		1,26,68,661
(Increase)/Decrease in Inventories		2,05,14,562		6,65,647
Increase/(Decrease) in Sundry Creditors and Other Liabilities		(3,15,80,494)		23,08,229
Cash Used in Operations		(1,05,62,010)		(2,21,78,194)
Interest Paid		(60,59,982)		(56,33,053)
Taxes Paid		(399,949)		(3,67,465)
Cash Flow before Prior Period and Exceptional items		(1,70,21,941)		(2,81,78,712)
Prior Period Interest Income reversed		-		(2,48,353)
Compensation for surrender of Tenancy Rights (Exceptional Item)		2,00,00,000		-
Net Cash from Operating Activities		29,78,059		(2,84,27,065)
B. CASH FLOW FROM INVESTING ACTIVITIES :				
Purchase of Fixed Assets		(7,59,357)		(1,10,494)
Sale Proceeds of Perpetual Assignment of Brand		-		2,88,46,154
Sale of Fixed Assets		5,30,026		-
Net Cash used in Investing Activities		(2,29,331)		2,87,35,660
C. CASH FLOW FROM FINANCING ACTIVITIES :				
Cash Credit (net)		4,88,330		(35,35,547)
Intercompany and Other Loans (net)		(52,78,553)		(10,26,263)
Net Cash used in Financing Activities		(47,90,223)		(45,61,810)
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)		(20,41,495)		(42,53,215)
Cash and Cash Equivalents as at beginning of the year		75,60,869		1,18,14,084
Cash and Cash Equivalents as at close of the year		55,19,374		75,60,869

As per our Report Attached

For Ford, Rhodes, Parks & Co.
Chartered Accountants
Firm's Registration No. 102860W

S.B. PRABHU
Partner
Membership No. 35296

Mumbai
Dated : 2nd September, 2011

U.K. DHUPELIA
MILAN DALAL

Directors

Mumbai
Dated : 2nd September, 2011

Statement Pursuant to Section 212(3) of the Companies Act 1956 Relating to Subsidiary Companies

Name of subsidiary	MULLER & PHIPPS (INDUSTRIAL SERVICES) LTD.	MULLER & PHIPPS AGENCIES LIMITED
1. The relevant financial year of the subsidiary ended	31.03.2011	31.03.2011
2. No. of shares in the subsidiary Companies held by MULLER & PHIPPS (INDIA) LIMITED as on March 31, 2011	10000 Equity Shares of ₹ 10/- each 4,000 - 14% Cumulative Redeemable Preference shares of ₹ 100 each	50000 Equity Shares of ₹ 10/- each
3. Extent of holding by MULLER & PHIPPS (INDIA) LIMITED as at the end of the financial year	100%	100%
4. The net aggregate of Profits of (Losses) of the subsidiary for the above financial year so far as they concern the members of MULLER & PHIPPS (INDIA) LIMITED		
a) Dealt with in the accounts of Muller & Phipps (India) Limited for the year ended March 31, 2011	NIL	NIL
b) Not dealt with in the accounts of Muller & Phipps (India) Limited for the year ended March 31, 2011 Loss	(25,014)	(4,138)
5. The net aggregate of the Profits or (Losses) for previous financial year of the subsidiary so far as they concern members of Muller & Phipps (India) Limited	NIL	NIL
a) Dealt with in the accounts of Muller & Phipps (India) Limited for the year ended March 31, 2010	NIL	NIL
b) Not dealt with in the accounts of Muller & Phipps (India) Limited for the year ended March 31, 2010 Profit	383	1090
6. Change of interest of MULLER & PHIPPS (INDIA) LIMITED in subsidiary between the end of financial year of subsidiary and that of MULLER & PHIPPS (INDIA) LIMITED	NOT APPLICABLE	NOT APPLICABLE
7. Material changes between the end of the financial year of the subsidiary and the end of the financial year of MULLER & PHIPPS (INDIA) LIMITED in the respect of subsidiary's Fixed Assets, Investments, Monies lent and borrowed.	NOT APPLICABLE	NOT APPLICABLE

U.K. DHUPELIA

Mumbai

M.B. DALAL

Dated : 2nd September, 2011

Directors



AUDITORS' REPORT TO THE BOARD OF DIRECTORS OF MULLER & PHIPPS (INDIA) LIMITED ON THE CONSOLIDATED FINANCIAL STATEMENTS OF MULLER & PHIPPS (INDIA) LIMITED AND ITS SUBSIDIARIES

1. We have examined the attached Consolidated Balance Sheet of Muller & Phipps (India) Limited and its subsidiaries as at 31st March, 2011 and the Consolidated Profit and Loss Account for the year then ended and the consolidated Cash Flow Statement for the year ended on that date.
2. These financial statements are the responsibility of the Muller & Phipps (India) Limited's management. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with generally accepted auditing standards in India. These standards require that we plan and perform the audit to obtain reasonable assurance whether the financial statements are prepared, in all material respects, in accordance with an identified financial reporting framework and are free of material misstatements. An audit includes, examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statements. We believe that our audit provides a reasonable basis for our opinion.
3. We did not audit the financial statements of certain subsidiaries, whose financial statements reflect total assets of ₹ 5,56,755 (excluding Profit and Loss Account debit balance) as at 31st March, 2011 and total revenues of ₹ 32,712 for the year then ended. These financial statements have been audited by other auditors whose reports have been furnished to us, and our opinion, insofar as it relates to the amounts included in respect of the subsidiaries, is based solely on the report of the other auditors.
4. We report that the consolidated financial statements have been prepared by the Company in accordance with the requirements of Accounting Standard (AS) 21, Consolidated Financial Statements, issued by the Institute of Chartered Accounts of India and on the basis of the separate audited financial statements of Muller & Phipps (India) Limited, and its subsidiaries included in the consolidated financial statements.
5. The financial statements have been prepared on a going concern basis, although the net worth of the Group has been completely eroded, for reasons stated in Note No.18 of the Notes to Accounts.
6. *No confirmation has been received from a foreign group entity for the net amount of ₹ 2,37,43,810 due from it and outstanding for more than one year which is shown as good and fully recoverable in the financial statements. An amount of ₹ 1,08,55,482 has been received subsequent to the year-end. In the absence of confirmation, we are unable to express an opinion on the recoverability of the balance amount of ₹ 1,28,88,328.*
7. On the basis of the information and explanations given to us and on the consideration of the separate audit reports on individual audited financial statements of Muller & Phipps (India) Limited and its aforesaid subsidiaries, and further to the matter referred to in paragraph 5 above and *subject to our comments in paragraph 6 above* we are of the opinion that :
 - i) the Consolidated Balance Sheet gives a true and fair view of the consolidated state of affairs of Muller & Phipps (India) Limited and its subsidiaries as at 31st March, 2011;
 - ii) the Consolidated Profit and Loss Account gives a true and fair view of the consolidated results of operations of Muller & Phipps (India) Limited and its subsidiaries for the year then endedand
 - iii) the Consolidated Cash Flow Statement gives a true and fair view of the consolidated cash flow of Muller & Phipps (India) Limited and its subsidiaries for the year ended on that date.

For **Ford, Rhodes, Parks & Co.**
Chartered Accountants
Firm's Registration No. 102860W

S.B. Prabhu
Partner

Mumbai : 2nd September, 2011

Membership No. 35296

CONSOLIDATED BALANCE SHEET OF MULLER & PHIPPS (INDIA) LIMITED AND ITS SUBSIDIARY COMPANIES AS AT 31st MARCH, 2011

	Schedule No	31-03-2011 ₹	31-03-2010 ₹
SOURCES OF FUNDS:			
Shareholders' Funds:			
Share Capital	1	62,50,000	62,50,000
Reserves and Surplus	2	2,25,00,000	2,25,00,000
		<u>2,87,50,000</u>	<u>2,87,50,000</u>
Loan Funds:			
Secured Loan	3	1,76,45,099	1,67,35,322
Unsecured Loan	4	-	57,00,000
		<u>1,76,45,099</u>	<u>2,24,35,322</u>
Total		<u><u>4,63,95,099</u></u>	<u><u>5,11,85,322</u></u>
APPLICATION OF FUNDS:			
Fixed Assets	5	18,02,482	19,43,337
Current Assets, Loans and Advances:			
Inventories	6	15,29,082	2,20,43,644
Sundry Debtors	7	56,81,000	1,63,88,697
Cash and Bank Balances	8	55,64,251	75,92,491
Other Current Assets	9	5,45,47,097	5,46,07,941
Loans and Advances	10	1,15,74,191	1,46,67,562
		<u>7,88,95,621</u>	<u>11,53,00,335</u>
Less: Current Liabilities and Provisions:			
Current Liabilities	11	8,96,81,875	12,22,28,136
Provisions	12	36,41,660	40,66,269
		<u>9,33,23,535</u>	<u>12,62,94,405</u>
Net Current Assets		<u>(1,44,27,914)</u>	<u>(1,09,94,070)</u>
Profit and Loss Account - Debit Balance		<u>5,90,20,531</u>	<u>6,02,36,054</u>
Total		<u><u>4,63,95,099</u></u>	<u><u>5,11,85,322</u></u>
Notes to the Accounts	17		
As per our Report Attached		U.K. DHUPELIA	
For Ford, Rhodes, Parks & Co.		MILAN DALAL	
Chartered Accountants		Directors	
Firm's Registration No. 102860W			
S.B. PRABHU			
Partner			
Membership No. 35296			
Mumbai		Mumbai	
Dated : 2nd September, 2011		Dated : 2nd September, 2011	



CONSOLIDATED PROFIT AND LOSS ACCOUNT OF MULLER & PHIPPS (INDIA) LIMITED AND ITS SUBSIDIARY COMPANIES AS AT 31st MARCH, 2011

	Schedule No	31-03-2011 ₹	31-03-2010 ₹
INCOME:			
Sales		12,20,10,643	13,96,68,846
Others	13	1,41,52,698	1,08,51,732
		<u>13,61,63,341</u>	<u>15,05,20,578</u>
EXPENDITURE:			
Materials	14	9,63,17,566	11,04,04,344
Expenses	15	5,36,31,496	7,79,47,501
Interest and Finance Charges	16	46,08,630	64,30,503
Depreciation		4,25,902	5,78,359
		<u>15,49,83,594</u>	<u>19,53,60,707</u>
PROFIT / (LOSS) BEFORE TAX, PRIOR PERIOD AND EXCEPTIONAL ITEMS		(1,88,20,253)	(4,48,40,129)
Profit on Perpetual Assignment of Brand		-	5,06,73,076
Compensation received for surrender of Tenancy Rights		2,00,00,000	-
PROFIT / (LOSS) BEFORE TAX AND PRIOR PERIOD ITEMS		11,79,747	58,32,947
Prior Period Interest Income reversed		-	2,48,353
PROFIT / (LOSS) BEFORE TAX		11,79,747	55,84,594
Current Tax		-	-
Deferred Tax Adjustment - Debit / (Credit)		-	-
Prior Period Tax Adjustment - Debit / (Credit)		(35,776)	1,02,912
PROFIT / (LOSS) FOR THE YEAR		12,15,523	54,81,682
Add : (Debit) / Credit Balance brought forward from previous year		(6,02,36,054)	(6,57,17,736)
BALANCE AVAILABLE FOR APPROPRIATION		(5,90,20,531)	(6,02,36,054)
APPROPRIATIONS:			
Balance carried forward		(5,90,20,531)	(6,02,36,054)
		<u>(5,90,20,531)</u>	<u>(6,02,36,054)</u>
Earning per Share - Basic and Diluted (See Note No. 15)		₹ 1.94	₹ 8.77
Notes to the Accounts	17		
As per our Report Attached			
For Ford, Rhodes, Parks & Co. Chartered Accountants Firm's Registration No. 102860W		U.K. DHUPELIA MILAN DALAL Directors	
S.B. PRABHU Partner Membership No. 35296			
Mumbai Dated : 2nd September, 2011		Mumbai Dated : 2nd September, 2011	

MULLER & PHIPPS (INDIA) LIMITED AND ITS SUBSIDIARY COMPANIES SCHEDULES FORMING PART OF THE ACCOUNTS

	31-03-2011	31-03-2010
	₹	₹
SCHEDULE 1 - SHARE CAPITAL		
Authorised:		
20,00,000 Equity Shares of ₹ 10 each	<u>2,00,00,000</u>	<u>2,00,00,000</u>
Issued and Subscribed		
6,25,000 Equity Shares of ₹ 10 each fully paid (Out of the above, 3,22,680 Shares are held by the Holding Company-M/s. Development Holdings Asia Ltd.)	<u>62,50,000</u>	<u>62,50,000</u>
SCHEDULE 2 - RESERVES AND SURPLUS		
Share Premium	<u>2,25,00,000</u>	<u>2,25,00,000</u>
	<u>2,25,00,000</u>	<u>2,25,00,000</u>
SCHEDULE 3 - SECURED LOANS		
From Bank :		
Cash Credit	1,71,48,867	1,66,60,537
Vehicle Loans (Repayable within one year ₹ 91,003, Previous Year ₹ 74,785/-) (Cash Credit is secured by hypothecation of inventories, book debts, receivables, and first charge on the entire fixed assets, both present and future and also personal guarantee of a Director. Vehicle Loans are secured against the hypothecation of specific vehicles.)	4,96,232	74,785
	<u>1,76,45,099</u>	<u>1,67,35,322</u>
SCHEDULE 4 - UNSECURED LOANS		
Short Term Loans from Companies	-	57,00,000
	-	<u>57,00,000</u>

SCHEDULE 5 - FIXED ASSETS

	Cost as at 1.4.2010	Additions during the year	Deductions during the year	Cost as at 31.3.2011	Total depreciation as at 31.3.2011	Impairment Provision as at 31.3.2011	Net Value as at 31.3.2011	Net Value as at 31.3.2010
	₹	₹	₹	₹	₹	₹	₹	₹
Plant and Machinery	9,46,804	-	5,56,942	3,89,862	2,55,469	-	1,34,393	2,35,814
Furniture, Fixtures and Office Equipment	60,48,681	-	4,79,690	55,68,991	49,55,026	-	6,13,965	8,01,898
Technical Know-how	3,88,25,605	-	-	3,88,25,605	1,00,29,947	2,87,95,658	-	-
Computer	33,46,609	6,760	1,92,400	31,60,969	29,80,078	-	1,80,891	3,21,491
Motor Vehicles	17,18,308	7,52,597	10,80,988	13,89,917	5,16,684	-	8,73,233	5,84,134
Total	5,08,86,007	7,59,357	23,10,020	4,93,35,344	1,87,37,204	2,87,95,658	18,02,482	19,43,337
Previous Year	5,07,75,513	1,10,494	-	5,08,86,007	2,01,47,012	2,87,95,658	19,43,337	

**MULLER & PHIPPS (INDIA) LIMITED AND ITS SUBSIDIARY COMPANIES SCHEDULES FORMING PART OF THE ACCOUNTS**

	31-03-2011		31-03-2010	
	₹	₹	₹	₹
SCHEDULE 6 - INVENTORIES				
(At lower of cost and net realisable value)				
Raw Materials		-		-
Packing Materials		-		-
Finished Products		15,29,082		2,20,43,644
		15,29,082		2,20,43,644
SCHEDULE 7 - SUNDRY DEBTORS				
(Unsecured)				
Debts over six months:				
Considered good		57,801		4,04,938
Considered doubtful		28,01,722		32,62,439
		28,59,523		36,67,377
Other Debts - Considered Good		56,23,199		1,59,83,759
		84,82,722		1,96,51,136
Less: Provision for Doubtful Debts		28,01,722		32,62,439
		56,81,000		1,63,88,697
SCHEDULE 8 - CASH AND BANK BALANCES				
Cash on hand		52,854		1,24,705
Remittance in Transit		1,90,826		2,00,249
With Scheduled Banks:				
On Current Account		10,16,778		28,39,934
On Savings Account		57,222		4,04,103
On Deposit Account/Margin Money Account		42,46,571		40,23,500
		55,64,251		75,92,491

MULLER & PHIPPS (INDIA) LIMITED AND ITS SUBSIDIARY COMPANIES SCHEDULES FORMING PART OF THE ACCOUNTS

	31-03-2011		31-03-2010	
	₹	₹	₹	₹
SCHEDULE 9 - OTHER CURRENT ASSETS				
(Unsecured, considered good unless otherwise specified)				
Accrued Interest		-		663
Due from Holding Company - Considered doubtful		-		1,18,264
Other Receivables		<u>5,45,47,097</u>		<u>5,46,07,278</u>
		<u>5,45,47,097</u>		<u>5,47,26,205</u>
Less: Provision for Doubtful Receivables		-		1,18,264
		<u>5,45,47,097</u>		<u>5,46,07,941</u>
SCHEDULE 10 - LOANS AND ADVANCES				
(Unsecured, considered good unless otherwise specified)				
Advances recoverable in cash or in kind or for value to be received				
Considered good		<u>40,58,125</u>		65,91,327
Considered doubtful		<u>3,43,524</u>		<u>14,92,876</u>
		<u>44,01,649</u>		80,84,203
Sundry Deposits		<u>29,30,573</u>		39,16,838
Balance with Central Excise on Current Account		<u>20,902</u>		20,902
Advance Tax Paid (Net of provisions)		<u>45,64,591</u>		<u>41,38,495</u>
		<u>1,19,17,715</u>		<u>1,61,60,438</u>
Less: Provision for Doubtful Advances		<u>3,43,524</u>		14,92,876
		<u>1,15,74,191</u>		<u>1,46,67,562</u>
SCHEDULE 11 - CURRENT LIABILITIES				
Sundry Creditors (See Note no. 9)		<u>8,93,08,252</u>		12,04,27,673
Interest Accrued		<u>3,73,623</u>		<u>18,00,463</u>
		<u>8,96,81,875</u>		<u>12,22,28,136</u>
SCHEDULE 12 - PROVISIONS				
Provision for Leave Encashment		<u>14,35,839</u>		16,31,600
Provision for Gratuity		<u>22,05,821</u>		<u>24,34,669</u>
		<u>36,41,660</u>		<u>40,66,269</u>



MULLER & PHIPPS (INDIA) LIMITED AND ITS SUBSIDIARY COMPANIES SCHEDULES FORMING PART OF THE ACCOUNTS

	31-03-2011		31-03-2010	
	₹	₹	₹	₹
SCHEDULE 13 - INCOME - OTHERS				
Interest from Bank Deposits (T.D.S ₹ 24,788/- Previous year ₹ 25,030/-)	2,49,594		2,39,685	
Interest others (T.D.S ₹ NIL, Previous year ₹ NIL)	96,507		3,00,000	
Commission Income		3,46,101		5,39,685
Warehousing Charges		13,59,359		13,66,028
Exchange Fluctuation Gain (Net)		3,00,000		1,80,000
Export Benefits		-		24,758
Credit Balances written back		-		3,64,669
Provision for expenses written back		71,70,408		4,08,599
Provision for Doubtful Advances reversed		-		2,50,008
Provision for Doubtful Debts reversed		12,67,615		40,14,784
Advanced written off in earlier year recovered		4,60,717		35,73,635
Miscellaneous Income		31,46,586		-
Profit on Sale of Fixed Assets (Net)		46,195		1,29,567
		55,717		-
		<u>1,41,52,698</u>		<u>1,08,51,732</u>
SCHEDULE 14 - MATERIALS				
Opening Stock :				
Raw Materials	-		2,29,970	
Packing Materials	-		64,794	
Finished Products	2,20,43,644		2,24,14,527	
		2,20,43,644		2,27,09,291
Add : Purchases :				
Raw Materials	-		13,29,110	
Packing Materials	-		3,27,727	
Finished Products	7,58,03,004		10,80,81,861	
		7,58,03,004		10,97,38,698
		9,78,46,648		13,24,47,988
Less : Closing Stock :				
Raw Materials	-		-	
Packing Materials	-		-	
Finished Products	15,29,082		2,20,43,644	
		15,29,082		2,20,43,644
		<u>9,63,17,566</u>		<u>11,04,04,344</u>

MULLER & PHIPPS (INDIA) LIMITED AND ITS SUBSIDIARY COMPANIES SCHEDULES FORMING PART OF THE ACCOUNTS

	31-03-2011	31-03-2010
	₹	₹
SCHEDULE 15 - EXPENSES		
Salaries,Wages, Allowances and Bonus	1,71,72,671	1,96,88,733
Contribution to Provident and Other Funds	19,95,959	20,58,237
Staff Welfare Expenses	18,22,499	18,61,389
Rent	48,36,216	64,10,243
Rates and Taxes	9,76,909	7,73,227
Electricity	7,71,840	7,97,886
Repairs and Maintenance	4,02,600	2,05,978
Insurance	94,831	1,52,241
Freight, Packing and Forwarding	47,53,886	61,37,924
Travel and Conveyance	76,03,072	1,07,87,277
Postage, Telegram and Telephones	7,99,013	13,38,069
Advertising and Display	13,11,900	17,00,376
C & F Agents Service Charges	19,74,323	18,35,030
Discount	2,09,394	6,02,179
Guarantee Commission	7,90,000	10,62,500
Brokerage	-	3,81,124
Directors Fees	63,000	54,000
Advances Written off	9,59,321	80,61,370
Bad Debts Written off	15,67,087	35,73,635
Provision for Doubtful Debts.	-	25,07,200
Provision for Doubtful Advances	-	2,68,272
Exchange Fluctuation Loss (Net)	12,900	-
Miscellaneous Expenses	55,14,074	76,90,611
	5,36,31,496	7,79,47,501
SCHEDULE 16 - INTEREST AND FINANCE CHARGES		
Cash Credit	24,51,440	28,94,870
Intercompany Loans	6,61,103	8,89,222
Discounting and Finance Charges	11,72,955	23,60,403
Others	3,23,132	2,86,008
	46,08,630	64,30,503



NOTES ANNEXED TO THE CONSOLIDATED BALANCE SHEET AND THE CONSOLIDATED PROFIT AND LOSS ACCOUNT

SCHEDULE 17 - NOTES ANNEXED TO AND FORMING PART OF ACCOUNTS FOR THE YEAR ENDED 31 ST MARCH 2011.

1. 1. SIGNIFICANT ACCOUNTING POLICIES

A) Principles of Consolidation

- (i) The consolidated financial statements relate to Muller & Phipps (India) Ltd (the Company) and its wholly owned Subsidiary Companies. The consolidated financial statements have been prepared on the following basis :

The financial statements of the Company and its Subsidiary Companies have been combined on a line-by-line basis by adding together the book Value of like items of assets, liabilities, income and expenses.

The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are prepared to the extent possible, in the same manner as the Company's separate financial statements.

The Subsidiary Companies considered in the consolidated financial statements are :

Name of the Company	Country of Incorporation
Muller & Phipps (Industrial Services) Limited	India
Muller & Phipps Agencies Limited	India

B) Other Significant Accounting Policies

These are set out in the notes to financial statements under 'Significant Accounting Policies' of the financial statements of the Company, Muller & Phipps (Industrial Services) Limited & Muller & Phipps Agencies Limited.

C) FIXED ASSETS AND DEPRECIATION

- i) Fixed assets are stated at acquisition cost less accumulated depreciation.
- ii) Depreciation is provided on written down value method at the rates and in the manner prescribed in Schedule XIV to the Companies Act, 1956.
- iii) Technical Know-how is depreciated equally over a period of 20 years starting from the month in which Technical Know-how has been put to use.
- iv) Trade Marks/Brand are depreciated equally over 10 years starting from the month in which the Trade Marks/Brand have been acquired.
- v) Impairment in the carrying value of the fixed assets is recognised in accordance with Accounting Standard No. 28 - ' Impairment of Assets'.

D) INVENTORIES

- i) Raw material and packing material are valued at cost on FIFO basis or net realizable value whichever is lower
- ii) Process stock is valued at material cost or net realizable value whichever is lower.
- iii) Finished goods are valued at cost or net realizable value whichever is lower. Cost in respect of own manufactured goods includes material cost,direct labour and attributable production overheads.

E) REVENUE RECOGNITION

All income and expenditure items are recognised on accrual basis. Payments to employees under voluntary retirement schemes are deferred and written off equally over a period of 5 years starting from the year in which payment is made.

Preliminary expenses are amortized over a period of 10 years.

F) EMPLOYEE/RETIREMENT BENEFITS

The Company has made arrangements with the Life Insurance Corporation of India through Gratuity Fund and Superannuation Fund for meeting its employee retirement liability. The liability for gratuity is calculated on basis of acturial valuation as reduced by funded amount.

Leave encashment benefit is provided for based on actuarial valuation basis.

G) FOREIGN CURRENCY TRANSLATION

Foreign currency transaction are booked at the exchange rate prevailing at the date of the transaction. Exchange loss/gain on realisation/payment is booked to exchange fluctuation.

Foreign currency assets and liabilities outstanding as at the year end, if any, are translated at the year end exchange rates.

H) TAXATION

Provision for taxes is made based on the current applicable tax rates. Adjustment for deferred tax is made based on the tax effect of timing differences resulting from the recognition of items in the financial statements and their allowance under the tax laws, subject to the consideration of prudence. The effect on deferred tax of a change in income tax rates is recognised in the period that includes the enactment date.

		31-03-2011	31-03-2010
		₹	₹
2.	Claims not acknowledged as debts		
	a) Disputed Sales Tax demands	21,47,000	21,47,000
	b) Disputed Income Tax demand	1,47,38,911	1,47,38,911
3.	Contingent liabilities not provided for		
	a) Guarantee given by bank on behalf of the consolidated group	1,50,000	2,35,000
	b) Arrears of Dividend in respect of 14% Cumulative Redeemed Preference Shares of Muller & Phipps (Industrial Services) Limited.	4,11,178	3,55,178
4.	Auditors' Remuneration :		
	Audit Fees	1,15,815	1,15,815
	For Tax Audit	27,575	27,575
	For Other services	33,090	-
	Out of Pocket Expenses	1,533	2,239
		1,78,013	1,45,629
5.	Director's Remuneration :		
	Director's fees	63,000	54,000
	(The above figures does not include Guarantee commission of ₹ 3,95,000, previous year ₹ 4,25,000/- paid to a Director)	63,000	54,000
6.	Earnings in foreign exchange :		
	FOB value of Exports	34,05,736	54,66,243
	Earnings on assignment of Brand	-	5,06,73,076
7.	Expenditure in foreign exchange:		
	Difference in exchange	12,900	-
8.	CIF value of Imports- Finished Goods	-	40,14,279
9.	The Company has not received any intimation from suppliers / creditors regarding their status under The Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure if any relating to amounts unpaid as at the year end together with the interest paid/payable as required under the said Act has not been made.		
10.	Deferred Tax Asset on carried forward losses and unabsorbed depreciation and other timing difference as at 31st March, 2011 has not been recognized as there is no virtual certainty that the same can be realised in the future.		



NOTES ANNEXED TO THE CONSOLIDATED BALANCE SHEET AND THE CONSOLIDATED PROFIT AND LOSS ACCOUNT

11 SEGMENT DISCLOSURES FOR THE YEAR ENDED 31st MARCH, 2011									
(₹ In Lacs)									
1	Primary Segment-Business	Cosmetic/Toiletry		Medicated preparation		Others		Total	
		Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
a)	Sales To External Customers	746.80	604.56	367.96	485.74	105.34	306.39	1220.10	1396.69
	Total Segment Revenue	746.80	604.56	367.96	485.74	105.34	306.39	1220.10	1396.69
b)	Segment Result (PBIT)	(140.99)	(127.56)	163.63	90.68	(91.21)	(140.35)	(68.57)	(177.23)
	Less : Interest & Finance Charges	-	-	-	-	-	-	46.41	64.63
	Less : Unallocable expenditure net of unallocable income	-	-	-	-	-	-	(72.97)	(206.76)
	Profit / (Loss) Before Tax and Prior Period and Exceptional Items	-	-	-	-	-	-	(187.95)	(448.62)
	Profit on Assignment of Brand	-	-	-	-	-	-	-	506.73
	Compensation received for surrender of tenancy rights							200.00	-
	Prior Period Interest Income Reversed	-	-	-	-	-	-	-	(2.48)
	Profit / Loss Before Tax							12.05	55.63
	Prior Period Tax Adjustment	-	-	-	-	-	-	0.36	(1.03)
	Provision for Deferred Tax	-	-	-	-	-	-	-	-
	Profit / (Loss) After Tax	-	-	-	-	-	-	12.41	54.60
c)	Carrying amount of segment								
	Assets	51.1	183.11	9.65	37.98	22.54	65.22	83.29	286.31
	Unallocated Assets	-	-	-	-	-	-	724.07	899.63
	Total Assets	-	-	-	-	-	-	807.36	1,185.94
d)	Carrying amount of segment								
	Liabilities	46.66	155.97	65.56	58.97	581.23	747.77	693.45	962.71
	Unallocated Liabilities	-	-	-	-	-	-	417.88	539.60
	Total Liabilities	-	-	-	-	-	-	1,111.33	1,502.31
e)	Cost incurred to acquire segment								
	Fixed assets during year	-	-	-	-	-	-	-	-
	Unallocated Assets	-	-	-	-	-	-	7.59	1.10
f)	Depreciation/ Amortization	-	-	-	-	-	-	-	-
	Unallocated Assets	-	-	-	-	-	-	4.25	5.78

Notes: 1) The Common expenses has been allocated to segment on the basis of turnover of the segment to arrive at segment result.
2) The above figures does not include figures of the subsidiary companies as segmental results are not available for this companies. However the figures are not material.

2. Secondary segment-Geographical	Current Period (₹ In lacs)	Previous Period (₹ In lacs)
The Company operating facilities are located in India		
Domestic Revenues	1,185.99	1,341.94
Exports Revenue	34.11	54.75
Total	<u>1,220.10</u>	<u>1,396.69</u>

SCHEDULES FORMING PART OF ACCOUNTS

12 Names of related parties and description of relationship -

a Where control exists :

Holding Company :

Development Holding Asia Ltd.

Fellow Subsidiary:

Getz Bros. Company Limited

b Other parties where the company has entered in transaction during the year :

Associates:

Foods and Inns Ltd.

Western Press Pvt Ltd.

The Bombay Swadeshi Stores Ltd.

Key Managerial Personnel and their Relatives:

U K Dhupelia - Director

Mrs. Pallavi Dhupelia-wife of Director

Milan Dalal - Director

13 Related Party Disclosure :

	Type of Related Party					
	Fellow Subsidiary		Key Management Personnel and their Relatives		Associates	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
Nature of Transactions :	(In ₹)	(In ₹)	(In ₹)	(In ₹)	(In ₹)	(In ₹)
Purchase of Goods	-	-	-	-	33,39,948	53,07,072
Directors Fees	-	-	63,000	54,000	-	-
Guarantee Commission	-	-	7,90,000	8,50,000	-	2,12,500
Printing and Stationery	-	-	-	-	96,270	88,212
Travel Expenses	-	-	-	-	2,39,717	2,49,104
Reimbursement of Expenses paid	-	-	-	-	1,75,697	1,42,233
Interst Expenses	-	-	-	-	6,93,103	8,70,040
Sale of Assigned Brand	-	5,06,73,076	-	-	-	-
Interest Income	-	-	-	-	-	-
Export Benefit Income	-	-	-	-	-	-
Intercorporate Loans received	-	-	-	-	40,25,000	95,00,000
Intercorporate Loans re-paid	-	-	-	-	97,25,000	70,00,000
Outstanding at year-end :	-	-	-	-	-	-
Intercorporate Loans taken	-	-	-	-	-	57,00,000
Other Receivables	5,24,97,811	5,24,97,811	-	-	5,58,972	7,09,579
Interest payable	-	-	-	-	-	15,46,320
Payables	2,87,54,001	2,87,54,001	12,09,700	29,50,000	2,67,35,647	3,02,34,852



NOTES ANNEXED TO THE CONSOLIDATED BALANCE SHEET AND THE CONSOLIDATED PROFIT AND LOSS ACCOUNT

14 Disclosure as per Accounting Standard 15 (Revised)

As per Accounting Standard 15 "Employee Benefits", the disclosures of Employees benefits as Defined in the Accounting Standard are given below.

Defined Contribution Plans :

Contribution to Defined Contribution Plans, recognized as expenses for the year are as under:

	2010-11 Amount (₹)	2009-10 Amount (₹)
Employer's Contribution to Provident Fund	8,68,652	11,62,698
Employer's Contribution to Superannuation Fund	4,95,670	76,238

Defined Benefit Plan :**Gratuity Scheme**

The employees gratuity scheme is a funded defined benefit scheme managed by the Life Insurance Corporation of India. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method.

I Actuarial Assumptions

	2010-11 Amount (₹)	2009-10 Amount (₹)
Discount Rate	8.05%	8%
Rate of Return	9%	9%
Salary Escalation	6%	6%

The rate of increase in compensation considered above takes into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market.

II Change in Present Value Of Obligation

	2010-11 Amount (₹)	2009-10 Amount (₹)
Value of Obligation at the beginning of year	44,12,733	46,20,148
Interest Cost	3,02,375	3,06,351
Current Service Cost	3,32,546	4,66,939
Benefits Paid	(8,15,769)	(5,59,988)
Actuarial (gain) / loss on Obligation	(1,28,686)	(4,20,717)
Value of Obligation at the end of year	41,03,199	44,12,733

III Changes in Fair Value Of Plan Assets

	2010-11 Amount (₹)	2009-10 Amount (₹)
Fair Value of plan Assets at the beginning of year	19,78,064	23,39,769
Expected Return On Plan Assets	1,18,825	1,72,865
Contribution	5,67,707	15,181
Benefits Paid	(8,15,769)	(5,59,988)
Actuarial Gain / (Loss) on Plan Assets	48,551	10,237
Fair Value of plan Assets at the end of year	18,97,378	19,78,064

IV Amounts to be Recognized in the Balance Sheet and Statement of Profit & Loss Account

	2010-11 Amount (₹)	2009-10 Amount (₹)
Present Value Of obligation At End of the year	41,03,199	44,12,733
Fair Value Of plan Assets at end of the year	(18,97,378)	(19,78,064)
Funded Status	(22,05,821)	(24,34,669)
Unrecognized Actuarial Gain / (Loss)	-	-
Net Asset (Liability) recognized in the Balance Sheet	(22,05,821)	(24,34,669)

NOTES ANNEXED TO THE CONSOLIDATED BALANCE SHEET AND THE CONSOLIDATED PROFIT AND LOSS ACCOUNT

V Expenses recognized in the statement of Profit & Loss Account	2010-11	2009-10
	Amount (₹)	Amount (₹)
Current Service cost	3,32,546	4,66,939
Interest Cost	3,02,375	3,06,351
Expected Return On Plan Assets	(1,18,825)	(1,72,865)
Net Actuarial Gain / (Loss) recognized for the year	(1,77,237)	(4,30,954)
Expenses recognized in the statement of Profit & Loss Account	3,38,859	1,69,471
VI Movement in the Liability recognized in Balance Sheet	2010-11	2009-10
	Amount (₹)	Amount (₹)
Opening Net Liability	24,34,669	22,80,379
Expenses as Above	3,38,859	1,69,471
Contribution Paid	(5,67,707)	(15,181)
Closing Net Liability	22,05,821	24,34,669
15 Earnings Per Share (EPS)	Amount (₹)	Amount (₹)
	Year Ended	Year Ended
	31/3/2011	31/3/2010
A. Profit/(Loss) after tax as per Profit & Loss Account (₹ In lacs)	12,15,523	54,81,682
Less : Dividend Payable for the year to Preference Shareholder	-	-
Profit / (Loss) Attributable to Equity Share holder	12,15,523	54,81,682
B. Number of Equity Shares Outstanding during the year	6,25,000	6,25,000
C. Nominal Value of Equity Shares (₹)	10	10
Basic Earning/Diluted Per Share (₹) (A/B)	1.94	8.77

16 Foreign Currency Exposures

The Company Foreign Currency exposures as on 31 st March 2011, which are not hedged by any derivatives instruments or otherwise are as follows:

Particulars	Currency	Payables		Receivables	
		Current Year	Previous Year	Current Year	Previous Year
Foreign Currency amount	US\$	-	-	-	23,750
Equivalent in Indian Currency	₹	-	-	-	10,60,913

17 The consolidated financial statement have been prepared in accordance with Accounting Standard (AS-21) "Consolidated Financial Statements" issued by the Institute of Chartered Accountants of India.

18 The Consolidated financial statements have been prepared on going concern basis although the net worth of the Group has been completely eroded as the Group has made a profit in the current year and the management has plans to increase business in the future.

19 Previous year's figures have been re-grouped wherever necessary to conform to current year's classification.

As per our Report Attached

For Ford, Rhodes, Parks & Co.

Chartered Accountants

Firm's Registration No. 102860W

S.B. PRABHU

Partner

Membership No. 35296

Mumbai

Dated : 2nd, September, 2011

U.K. DHUPELIA

MILAN DALAL

Directors

Mumbai

Dated : 2nd, September, 2011



CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2011

	Year Ended 31.03.2011		Year Ended 31.03.2010	
	₹	₹	₹	₹
A. CASH FLOW FROM OPERATING ACTIVITIES :				
Net Profit/(Loss) Before Tax and Exceptional Items		(1,88,20,253)		(4,48,40,129)
Adjustments for :				
Depreciation	4,25,902		5,78,359	
Profit / (Loss) on Sale of Fixed Assets	(55,717)		-	
Interest And Finance Charges Expenses	46,08,630	49,78,815	64,30,503	70,08,862
Operating Profit/(Loss) before Working Capital Changes		(1,38,41,438)		(3,78,31,267)
Adjustments for :				
(Increase)/Decrease in Trade and Other Receivables		1,42,88,014		1,26,68,661
(Increase)/Decrease in Inventories		2,05,14,562		6,65,647
Increase/(Decrease) in Sundry Creditors and Other Liabilities		(3,15,44,033)		2,288,759
Cash Used in Operations		(1,05,82,895)		(2,22,08,200)
Interest Paid		(60,35,470)		(56,25,823)
Taxes paid		(3,90,321)		(3,67,255)
Cash flow before Prior Period and Exceptional Items		(1,70,08,686)		(2,82,01,278)
Prior Period Interest Income reversed		-		(2,48,353)
Compensation for surrender of Tenancy Rights (Exceptional Item)		2,00,00,000		-
Net Cash from Operating Activities		29,91,314		(2,84,49,631)
B. CASH FLOW FROM INVESTING ACTIVITIES :				
Purchase of Fixed Assets		(7,59,357)		(1,10,494)
Sale Proceeds of Perpetual Assignment of Brand		-		2,88,46,154
Sale of Fixed Assets		5,30,026		-
Net Cash used in Investing Activities		(2,29,331)		2,87,35,660
C. CASH FLOW FROM FINANCING ACTIVITIES :				
Cash Credit (net)		4,88,330		(35,35,547)
Intercompany and Other Loans (net)		(52,78,553)		(10,26,263)
Net Cash used in Financing Activities		(47,90,223)		(45,61,810)
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)		(20,28,240)		(42,75,781)
Cash and Cash Equivalents as at beginning of the year		75,92,491		1,18,68,272
Cash and Cash Equivalents as at close of the year		55,64,251		75,92,491

As per our Report Attached

For Ford, Rhodes, Parks & Co.
Chartered Accountants
Firm's Registration No. 102860W

S.B. PRABHU
Partner
Membership No. 35296

Mumbai
Dated : 2nd September, 2011

U.K. DHUPELIA
MILAN DALAL
Directors

Mumbai
Dated : 2nd September, 2011

MULLER & PHIPPS (AGENCIES) LIMITED

BOARD OF DIRECTORS:

P.N. Dalal
D.B. Deshmukh
P.V. Mohan

AUDITORS :

J.G. Naik & Company

BANKERS :

Canara Bank
Mumbai

REGISTERED OFFICE :

16, Unique Industrial Estate
Off Veer Savarkar Marg
Prabhadevi
Mumbai 400 025

DIRECTORS' REPORT TO THE SHAREHOLDERS

Your Directors present the Twenty Ninth Annual Report along with the Audited Statements of Accounts for the year ended March 31, 2011.

RESULTS:

The year under review the Company has incurred a loss of ₹ 4,138/-. After adding the carry forward loss there is still a deficit of ₹ 31,600/-. The Company has not commenced any activities till date.

STATUTORY REQUIREMENTS:

There are no employees drawing remuneration, which attracts the provision of Section 217 (2A) of the Companies Act, 1956.

DIRECTORS' RESPONSIBILITY STATEMENT:

As required under Section 217(2AA) of the Companies Act, 1956 your Directors confirm that

- i) that in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii) that the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year.
- iii) that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) that the Directors had prepared the annual accounts on a going concern basis.

DIRECTORS:

Mr. P. N. Dalal retires by rotation, and being eligible, offers himself for re-appointment.

FIXED DEPOSIT:

The Company has not invited any fixed deposits during the year under consideration.

AUDITORS:

The Auditors, M/s. J.G. Naik & Company, retire at the end of the Annual General Meeting and they have given their consent for re-appointment.

For and On behalf of the Board

P.N. DALAL
D.B. DESHMUKH
P.V. MOHAN
DIRECTORS

Registered Office
16, Unique Industrial Estate,
Off Veer Savarkar Marg,
Prabhadevi, Mumbai 400 025
Date: September 02, 2011

MULLER & PHIPPS (AGENCIES) LIMITED

AUDITORS' REPORT TO THE MEMBERS

MULLER & PHIPPS AGENCIES LIMITED

1. We have audited the attached Balance Sheet of **MULLER & PHIPPS AGENCIES LIMITED** as at March 31, 2011 and also the Profit & Loss Account for the year ended on that date annexed thereto. (Collectively referred to as "Financial Statements"). These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We have 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 as to whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003, as amended by the Companies (Auditor's Report) (Amendment) Order, 2004 (together the 'Order') issued by the Central Government of India in terms of sub-section (4A) of section 227 of 'The Companies Act, 1956' of India (the 'Act'), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to above, we report that :
 - i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - ii) In our opinion, proper books of account as required by law have been kept by the Company, so far as appears from our examination of those books.
 - iii) The Balance Sheet and Profit and Loss Account dealt with by this Report are in agreement with the books of account.
 - iv) In our opinion the Balance Sheet and Profit and Loss Account dealt with by this report comply with the accounting standards referred to in sub Section (3C) of Section 211 of the Companies Act, 1956.
 - v) On the basis of written representations received from the Directors, and taken on record by the Board of Directors, we report that none of the Director is disqualified as on 31st March 2011, from being appointed as director in terms of Clause (g) of Sub Section (1) of Section 274 of the Companies Act, 1956.
 - vi) In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956 in the manner so required

and give a true and fair view in conformity with the accounting principles generally accepted in India.

- a. in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2011; and
- b. in the case of the Profit and Loss Account, of the Loss for the year ended on that date.

For J.G. NAIK CO.
Chartered Accountants
ICAI Reg. No.106811W

J.G. NAIK
PROPRIETOR
Membership No. 30614

MUMBAI

DATED: 2nd September, 2011

ANNEXURE TO THE AUDITORS' REPORT

Re: MULLER & PHIPPS AGENCIES LIMITED

(REFERRED TO IN PARAGRAPH 3 OF OUR REPORT OF EVEN DATE)

1. The Company has no fixed assets at any time during the year, the clauses relating to maintenance of records, physical verification and disposal of substantial assets does not arise.
2. Since the Company has not carried on any activity involving inventory, the clauses relating to its physical verification, procedures, maintenance of records and discrepancies does not arise.
3. (a) The Company has granted an unsecured interest bearing loan to one party (holding Company) covered in the register maintained under Section 301 of the Companies Act, 1956. The maximum amount involved during the year as well as year-end balance was ` 4,00,000/-
 - (b) The rate of interest and other terms and conditions of loan given by the Company are prima facie not prejudicial to the interest of the Company.
 - (c) There is no stipulation as to repayment of the principal amounts and payment of interest in respect of loan granted by the Company.
 - (d) Since there is no stipulation for repayment of loan granted to its Holding Company, the question of any overdue amount does not arise.
 - (e) The Company has not taken any loans secured or unsecured from Companies, firm or other parties covered in the register maintained U/s. 301 of the Companies Act, 1956.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control system commensurate with the size of the Company and the nature of its business for purchases of fixed assets. The activities of the Company do not involve purchase of inventory and sale of goods and services. We have not noted any continuing failure to correct major

weakness in the internal controls during the course of the audit.

5. a) Based on the audit procedures applied by us, and according to the information and explanations provided by the management, the particulars of contracts or arrangement referred to in Section 301 of the Act have been entered in the register required to be maintained under that Section.
- b) In our opinion and according to the information and explanations given to us, transaction made in pursuance of such contracts or arrangements in respect of one party during the years have been made at prices which are reasonable having regards to prevailing Market prices at the relevant time.
6. The Company has not accepted deposits from the public and consequently, the directives issued by the Reserve Bank of India, the provisions of Section 58A and 58AA or any other relevant provisions of the Companies Act, 1956 and the rules framed there under are not applicable.
7. The Company is not listed and neither does have paid up capital and reserves exceeding ` 50 lakhs nor average annual turnover of 5 crores, consecutively for past three financial years, hence comments on Internal Audit System are not made.
8. According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Clause (d) of sub-section (1) of Section 209 of the Companies Act, 1956 in respect of services rendered by the Company.
- 9 a) (i) According to the information and explanations given to us, and on the basis of our examination of the books of account, the Company has been regular in depositing with appropriate authorities undisputed statutory dues including Income Tax and other material statutory dues applicable to it.
Further, since the Central Government has till date not prescribed the amount of cess payable under Section 441A of the Companies Act, 1956, we are not in a position to comment upon the regularity or otherwise of the Company in depositing the same.
- (ii) According to information and explanations given to us, the Company was not liable for contribution towards Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Sales Tax, Value Added Tax, Wealth Tax, Service Tax, Custom Duty and Excise Duty during the year.
- (iii) According to records of the Company there are no undisputed arrears of Statutory dues, which were outstanding as on March 31, 2011 for a period of more than six months from the date they become payable.
- b) According to the information and explanations

- given to us, there are no dues in respect of Income Tax, Sales Tax, Value Added Tax, Wealth Tax, Service Tax, Custom Duty and Excise Duty that have not been deposited with the appropriate authorities on account of any dispute.
10. The Company's accumulated losses at the end of the financial year are less than 50% of its net worth. The Company has incurred cash loss of ` 4,138/ – during the year and had not incurred any cash loss in immediately preceding financial year.
11. The Company has neither taken any loans from a financial institution or a bank nor issued any debentures.
12. The Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion and according to information and explanations given to us, the nature of activities of the Company does not attract any special statute applicable to chit fund and nidhi /mutual benefit fund / societies.
14. According to the information and explanations given to us, the Company is not dealing or trading in shares, securities debentures and other investments.
15. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
16. The Company has not obtained any term loans.
17. According to the information and explanations given to us, the Company has not raised any funds on short-term basis. All assets have been funded by shareholders' funds.
18. The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act.
19. The Company has not issued any debentures.
20. The Company has not raised any money by public issues during the year.
21. According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.

For J.G. NAIK & CO.
Chartered Accountants
ICAI Reg. No.106811W

J.G. NAIK
PROPRIETOR
Membership No. 30614

MUMBAI

DATED: 2nd September, 2011

MULLER & PHIPPS (AGENCIES) LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2011

	SCHEDULE ANNEXED	AS AT 31ST MARCH 2011 ₹	AS AT 31ST MARCH 2010 ₹
I. SOURCES OF FUNDS :			
1) Shareholders' Funds :			
Share Capital	A	<u>5,00,000</u>	<u>5,00,000</u>
II. APPLICATION OF FUNDS :			
1) Current assets, Loans and advances	B		
a) Cash and Bank Balances	B-1	31,170	17,850
b) Loans and Advances	B-2	<u>5,07,794</u>	<u>5,09,222</u>
		5,38,964	5,27,072
Less :			
Current Liabilities and Provisions	C		
a) Liabilities	C-1	70,564	54,534
b) Provisions	C-2	<u>-</u>	<u>-</u>
		70,564	54,534
Net Current Assets		4,68,400	4,72,538
2) Miscellaneous Expenditure :			
(to the extent not written off or adjusted)			
a) Profit and Loss Account			
Deficit As Per Profit and Loss Account Attached		31,600	27,462
		<u>5,00,000</u>	<u>5,00,000</u>

This is the Balance Sheet referred to in our Report of even date

For J. G. NAIK & CO.
Chartered Accountants
ICAI Reg. No. 106811W

J. G. NAIK
PROPRIETOR
Membership No. 30614

Place : Mumbai
Dated : 2nd, September, 2011

For Notes forming part of Accounts refer Schedule 'D' Annexed

P.N. DALAL
D.B. DESHMUKH
P.V. MOHAN
DIRECTORS

Place : Mumbai
Dated : 2nd, September, 2011

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011

	2010-2011 ₹	2009-2010 ₹
INCOME :		
Interest on Loan Gross (T.D.S. ₹ 3,200/- (P. Y. ₹ 6,400/-))	32,000	32,000
Interest on Income Tax Refund	712	530
	<u>32,712</u>	<u>32,530</u>
EXPENDITURE :		
Auditors' Remuneration :		
Audit Fees	10,000	10,000
Service Tax	1,030	1,030
Legal and Professional Fees	25,000	20,000
Filing Fees	600	300
Bank Charges	220	110
TOTAL EXPENDITURE	<u>36,850</u>	<u>31,440</u>
Profit (Loss) for the year	(4,138)	1,090
Less : Provision for Taxation	-	170
Profit (Loss) after taxation	(4,138)	920
Add : Mat Credit Entitlement	-	170
	(4,138)	1,090
Less : Deficit as per last year	(27,462)	(28,552)
Deficit Carried to Balance Sheet	<u>(31,600)</u>	<u>(27,462)</u>
BASIC AND DILUTED EARNINGS PER SHARE	<u>(0.08)</u>	<u>0.02</u>

This is the Profit and Loss Account referred to in our Report of even date

For J. G. NAIK & CO.
Chartered Accountants
ICAI Reg. No. 106811W

J. G. NAIK
PROPRIETOR
Membership No. 30614

Place : Mumbai
Dated : 2nd, September, 2011

For Notes forming part of Accounts refer Schedule 'D' Annexed

P.N. DALAL
D.B. DESHMUKH
P.V. MOHAN
DIRECTORS

Place : Mumbai
Dated : 2nd, September, 2011

MULLER & PHIPPS (AGENCIES) LIMITED

SCHEDULE TO BALANCE SHEET AS AT 31ST MARCH 2011

	As at 31-03-11 ₹	As at 31-03-10 ₹
A. SHARE CAPITAL :		
Authorised :		
50,000 Equity Shares of ₹10/- each	<u>5,00,000</u>	<u>5,00,000</u>
Issued, Subscribed and paid up		
50,000 Equity shares of ₹10/- each Fully Paid up	<u>5,00,000</u>	<u>5,00,000</u>
(The entire Share Capital is held by the holding Company Muller & Phipps (India) Limited and its nominees)		
B. CURRENT ASSETS :		
B-1 Cash and Bank Balances :		
a) Cash balance on hand	-	-
b) Balance with Scheduled Bank in Current Account	<u>31,170</u>	<u>17,850</u>
	<u>31,170</u>	<u>17,850</u>
B-2 Loans and Advances (Unsecured Considered Good)		
a) Loan to holding Company	<u>4,00,000</u>	<u>4,00,000</u>
b) Interest Receivable	<u>94,797</u>	<u>86,597</u>
c) Tax Deducted at Source (Net of provision)	<u>12,827</u>	<u>22,455</u>
d) Mat Credit Entitlement	<u>170</u>	<u>170</u>
	<u>5,07,794</u>	<u>5,09,222</u>
C. CURRENT LIABILITIES AND PROVISIONS :		
C-1 Current Liabilities :		
Sundry Creditors	<u>70,564</u>	<u>54,534</u>
C-2 Provisions :		
Provision for Taxation	-	-
"D" NOTES :		
1. SIGNIFICANT ACCOUNTING POLICIES :		
a) Applicability of Accounting Standards :		
The Company is a Small and Medium Company as defined in the Companies (Accounting Standards) Rules, 2006 in respect of Accounting Standards Notified under the Companies Act, 1956. Accordingly, the Company has complied with the Accounting Standards as applicable to a Small and Medium Sized Company.		
b) Basis of Accounting :		
The financial statements have been prepared under historical cost convention in conformity in all material aspects with the generally accepted accounting principles in India.		
c) Revenue Recognition :		
The accounts are prepared on accrual basis in accordance with the requirements of the Companies Act, 1956.		

d) Employees Benefit :

The Company had no employees during the year hence the Measurement and Disclosure requirements as per AS-15 are not applicable to the Company.

e) Taxation :

- i) Provision for tax is made on the basis of the estimated taxable income as per the provisions of the Income Tax Act, 1961 and the relevant Finance Act, after taking into consideration judicial pronouncements and opinions of the Company's tax advisors.
- ii) Deferred tax is recognised, subject to the consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

f) Impairment of Assets

Where carrying amount of fixed assets exceeds the recoverable amount on the reporting date, the carrying amount is reduced to the recoverable amount. The recoverable amount is measured as the higher of the net selling price and the value in use determined by the present value of estimated future cash flow.

g) Provisions and Contingencies :

A provision is recognised when there is a present obligation as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

A disclosure for a contingent liability is made when there is a possible or present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent Assets are neither recognized nor disclosed in the financial statements.

2. Provision for taxation has not been made in view of the losses incurred by the Company.
3. The Company has not received any intimation from suppliers / creditors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure if any relating to amounts unpaid as at the year end together with the interest paid / payable as required under the said Act has not been made.
4. The Company has only one revenue segment, hence no separate segmentwise information on revenue, results and capital employed is given as per AS-17, issued by ICAI on "Segment Reporting".
5. **Related party transactions : (AS-18)**

Nature of Transactions	Holding Company Muller & Phipps (I) Limited	Common Control CIFCO Finance Ltd.
a) Transactions during the year		
1) Payment made on behalf of the Company	20,600 (300)	- (-)
2) Income by way of Interest	32,000 (32,000)	- (-)
b) Outstanding at the end of the year		
1) Share Capital	5,00,000 (5,00,000)	- (-)
2) Loans outstanding	4,00,000 (4,00,000)	- (-)
3) Interest Receivable	94,797 (86,897)	- (-)
4) Creditors and Other Payable	- (-)	18,504 (18,504)

MULLER & PHIPPS (AGENCIES) LIMITED**6. EARNINGS PER SHARE (AS-20)**

	2010-2011	2009-2010
a) Calculation of weighted average number of equity shares of ₹ 10/ – each		
Number of shares at the beginning of the year	50,000	50,000
Shares issued during the year	-	-
Number of shares outstanding at the end of the year	50,000	50,000
Weighted average number of equity shares outstanding during the year	50,000	50,000
b) Net profit (loss) after tax available for equity shareholders Rupees	(4,138)	1,090
c) Basic and diluted earning per share of ₹ 10/ – each rupees	(0.08)	(0.02)

7. DEFERRED TAXATION : ACCOUNTING FOR TAXES IN INCOME (AS-22)

There being no timing difference being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods, no deferred tax adjustment is required to be made. Deferred Tax Assets are not recognized due to uncertainty of its utilization.

8. The Company does not have any fixed assets hence Accounting Standard AS-28 Impairment of Asset is not applicable.

9. Previous year's figures have been rearranged and regrouped wherever necessary to confirm to current year's classification and are in brackets.

These are the Schedules referred in our report of even date.

Signature to Schedule 'A' to 'D' Annexed

For J. G. NAIK & CO.
Chartered Accountants
ICAI Reg. No. 106811W

P.N. DALAL
D.B. DESHMUKH
P.V. MOHAN
DIRECTORS

J. G. NAIK
PROPRIETOR
Membership No. 30614

Place : Mumbai
Dated : 2nd September 2011

Place : Mumbai
Dated : 2nd September 2011

8. BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

I. Registration Details			
Registration No.	25416	State Code	11
Balance Sheet Date	31st March, 2011		
II. Capital Raised during the year			
		(Amounts in ₹ Thousands)	
	Public Issue		Rights Issue
	Nil		Nil
	Bonus Issue		Private Placement
	Nil		Nil
III. Position of Mobilisation and Deployment of Funds			
		(Amount in ₹ Thousands)	
	Total Liabilities		Total Assets
	500		500
Sources of Funds			
	Paid Up Capital		Reserves & Surplus
	500		Nil
	Secured Loans		Unsecured Loans
	Nil		Nil
Application of Funds			
	Net Fixed Assets		Investments
	Nil		NIL
	Net Current Assets		Misc. Expenditure
	468		NIL
	Accumulated Losses		
	32		
IV. Performance of Company			
		(Amount in ₹ Thousands)	
	Turnover (Gross Revenue)		Total Expenditure
	32		36
	Profit/Loss Before Tax		Profit/Loss After Tax
	(4)		(4)
	Earnings Per Share in ₹		Dividend rate %
	(0.08)		NIL
V. Generic Name of Three Principal Products / Services of Company (as per monetary terms)			
Since the Company has not started any activity the requirement of this clause is not applicable.			
Signature to Schedule 'A' to 'D' Annexed			
For Notes forming part of Accounts refer Schedule 'D' Annexed			
P.N. DALAL			
D.B. DESHMUKH			
P.V. MOHAN			
DIRECTORS			
Place : Mumbai			
Dated : 2nd September 2011			

MULLER & PHIPPS (INDUSTRIAL SERVICES) LIMITED

TWENTY THIRD ANNUAL REPORT

BOARD OF DIRECTORS :

U.K. Dhupelia

M.B. Dalal

D.B. Deshmukh

AUDITORS :

Jagtiani & Naik

BANKERS :

Oriental Bank of Commerce

Mumbai

REGISTERED OFFICE :

16, Unique Industrial Estate

Off Veer Savarkar Marg

Prabhadevi

Mumbai 400 025

DIRECTORS' REPORT TO THE SHAREHOLDERS

Your Directors present the Twenty Third Annual Report along with the Audited Statements of Accounts for the year ended March 31, 2011.

OPERATIONS:

The year under review the Company has made a loss of ₹ 25,014/- . After adjusting the carry forward loss there is still a deficit of ₹ 17,97,827/-

STATUTORY REQUIREMENTS:

There are no employees drawing remuneration, which attracts the provision of Section 217 (2A) of the Companies Act, 1956.

DIRECTORS' RESPONSIBILITY STATEMENT:

As required under Section 217(2AA) of the Companies Act, 1956 your Directors confirm that

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

DIRECTORS :

Mr. M. B. Dalal retires by rotation, and being eligible, offers himself for re-appointment.

FIXED DEPOSITS:

The Company has not invited any Fixed Deposits during the year under consideration.

AUDITORS:

The Auditors, M/s. Jagtiani & Naik, retire at the end of the Annual General Meeting and they have given their consent for re-appointment.

AUDITORS REPORT:

In respect of the remarks of the Auditors in Clause 3 of Auditors Report – The Company with the help of financial support from holding Company is making every effort to rework its activities. Your directors are confident of commencing new business activities and hence the accounts are prepared on going concern basis.

For and On behalf of the Board

Registered Office

16, Unique Industrial Estate,
Off Veer Savarkar Marg,
Prabhadevi, Mumbai 400 025

Date : September 02, 2011

UTSAV DHUPELIA
M.B. DALAL
D.B. DESHMUKH
DIRECTORS

**AUDITORS' REPORT TO THE MEMBERS OF
MULLER & PHIPPS (INDUSTRIAL SERVICES)
LIMITED**

1. We have audited the attached Balance Sheet of **MULLER & PHIPPS (INDUSTRIAL SERVICES) LIMITED** as at March 31, 2011 and also the Profit & Loss Account for the year ended on that date annexed thereto. (Collectively referred to as "Financial Statements"). These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We have 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 as to whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. **We draw attention to Note: 1(d) of Notes to Accounts in the financial statements. The Company has not carried its any business activities over a period of time and the Company's current liabilities exceeded its current assets by ₹ 2,45,055/- and its total liabilities exceeded its total assets by ₹ 17,97,827/-. These factors, along with other matters as set forth in Note 1(d) of Notes of Accounts, raised substantial doubt that the Company will be able to continue as a going concern. The Company's management has prepared these financial statements on a going concern basis based on the financial and other support assured by the holding Company.**
4. As required by the Companies (Auditor's Report) Order, 2003, as amended by the Companies (Auditor's Report) (Amendment) Order, 2004 (together the 'Order') issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956' of India (the 'Act') and on the basis of such checks of the books and records as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
5. Further to our comments in the Annexure referred to above, we report that :
 - i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - ii) In our opinion, proper books of account as required by law have been kept by the Company, so far as appears from our examination of those books.
 - iii) The Balance Sheet and Profit and Loss Account dealt with by this Report are in agreement with the books of account.
 - iv) In our opinion the Balance Sheet and Profit and Loss Account dealt with by this report comply with the accounting standards referred to in sub Section (3C) of Section 211 of the Companies Act, 1956.
 - v) On the basis of written representations received from the Directors, and taken on record by the Board of Directors,

we report that none of the Director is disqualified as on 31st March, 2011, from being appointed as director in terms of Clause (g) of Sub Section (1) of Section 274 of the Companies Act, 1956.

- vii) **Subject to the matter referred to in Paragraph 3 above**, in our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.
 - a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2011; and
 - b) in the case of the Profit and Loss Account, of the Loss for the year ended on that date.

For JAGTIANI & NAIK
Chartered Accountants
ICAI Reg. no.103854W

J.G. NAIK
PARTNER
Membership No. 30614
MUMBAI
DATED: 2nd September, 2011

Annexure to the Auditors' Report

**Re: MULLER & PHIPPS (INDUSTRIAL SERVICES) LIMITED
(Referred to in paragraph 3 of our Report of even date)**

1.
 - a) The Company has maintained accounting records showing full particulars including quantitative details and situation of fixed assets.
 - b) Physical verification has been conducted by the management of fixed assets at reasonable intervals during the year and no discrepancies were noticed on such verification.
 - c) During the year there has not been and disposal of fixed assets.
2. Since the Company has not carried on any activity involving inventory, the clauses relating to its physical verification, procedures, maintenance of records and discrepancies does not arise.
3.
 - (i) The Company has not granted any loans secured or unsecured to companies, firm or other parties covered in the register maintained under Section 301 of the Companies Act, 1956.
 - (ii) The Company has taken an unsecured interest free loan from one party (Holding Company) covered in the register maintained under Section 301 of the Companies Act, 1956. The maximum amount involved during the year as well as year-end balance was ₹ 10,55,357/-
 - (iii) The terms and conditions of loan taken by the Company are prima facie not prejudicial to the interest of the Company. The loan taken is interest free in the nature.
 - (iv) There is no stipulation as to repayment of the principal amounts in respect of above interest free loan taken by the Company.

MULLER & PHIPPS (INDUSTRIAL SERVICES) LIMITED

4. In our opinion and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the Company and nature of its business for purchases fixed assets and for rendering of services. The activities of the Company do not involve purchase of inventory, sale of goods. During the course of our audit, we have neither been informed nor have we observed any continuing failure to correct major weakness in the internal controls.
5.
 - a) Based on the audit procedures applied by us and according to the information and explanations provided by the management, the particulars of contracts or arrangement referred to in Section 301 of the Act have been entered in the register required to be maintained under that Section.
 - b) In our opinion and according to the information and explanations given to us, transaction made in pursuance of such contracts or arrangements in respect of one party during the year have been made at prices which are reasonable having regards to prevailing Market prices at the relevant time.
6. The Company has not accepted deposits from the public and consequently, the directives issued by the Reserve Bank of India, the provisions of Section 58A and 58AA or any other relevant provisions of the Companies Act, 1956 and the rules framed there under are not applicable.
7. The Company is not listed and neither does have paid up capital and reserves exceeding ₹ 50 lakhs nor average annual turnover of 5 crores, consecutively for past three financial years, hence comments on Internal Audit System are not made.
8. According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Clause (d) of sub-section (1) of Section 209 of the Companies Act, 1956 in respect of services rendered by the Company.
9.
 - a)
 - (i) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has been regular in depositing with appropriate authorities undisputed statutory dues and other material statutory dues applicable to it.
Further, since the Central Government has till date not prescribed the amount of cess payable under Section 441A of the Companies Act, 1956, we are not in a position to comment upon the regularity or otherwise of the Company in depositing the same.
 - (ii) According to information and explanations given to us, the Company was not liable for contribution towards Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income Tax, Sales Tax, Value Added Tax, Wealth Tax, Service Tax, Custom Duty and Excise Duty during the year.
 - (iii) According to records of the Company there are no undisputed arrears of Statutory dues, which were outstanding as on March 31, 2011 for a period of more than six months from the date they become payable.
 - b) According to the information and explanations given to us, there are no dues in respect of Sales Tax, Value Added Tax, Income Tax, Wealth Tax, Service Tax, Custom Duty and Excise Duty that have not been deposited with the appropriate authorities on account of any dispute.
10. The Company has accumulated losses at the end of the financial year aggregating ₹ 17,97,827/- which is in excess of 50% of its net worth. The Company has incurred cash losses of ₹ 24,596/- during the current financial year. It had not incurred any cash loss in the immediately financial year.
11. The Company has neither taken any loans from a financial institution or a bank nor issued any debentures.
12. The Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion and according to information and explanations given to us, the nature of activities of the Company does not attract any special statute applicable to chit fund and nidhi / mutual benefit fund / societies.
14. According to the information and explanations given to us, the Company is not dealing or trading in shares, securities debentures and other investments.
15. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
16. The Company has not obtained any term loans.
17. According to the information and explanation given to us and on an overall examination of the Balance Sheet of the Company and having regard to the explanation that funding from the holding Company is not on short term basis, the Company did not have any short term borrowings.
18. The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act during the year.
19. The Company has not issued any debentures.
20. The Company has not raised any money by public issues during the year.
21. According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.

For JAGTIANI & NAIK

Chartered Accountants

ICAI Reg. no.103854W

J.G. NAIK

PARTNER

Membership No. 30614

MUMBAI

DATED: 2nd September, 2011

BALANCE SHEET AS AT 31ST MARCH, 2011

		AS AT 31ST MARCH		
		SCHEDULE ANNEXED	2011 ₹	2010 ₹
I. SOURCES OF FUNDS :				
1) Shareholders' Funds :				
Share Capital	A	5,00,000	5,00,000	
2) Loan Funds :				
Unsecured Loans (Due to Holding Company)		10,55,357	10,51,257	
TOTAL		<u>15,55,357</u>	<u>15,51,257</u>	
II. APPLICATION OF FUNDS :				
1) Fixed Assets :	B			
a) Gross Block		30,000	30,000	
b) Less : Depreciation		27,415	26,997	
c) Net Block		<u>2,585</u>	<u>3,003</u>	
2) Current assets, Loans and advances	C			
a) Sundry Debtors	C-1	-	-	
b) Cash and Bank Balances	C-2	13,706	13,772	
c) Other Current assets	C-3	1,500	1,500	
		<u>15,206</u>	<u>15,272</u>	
Less : Current Liabilities and Provisions :	D			
a) Liabilities	D-1	2,60,261	2,39,831	
Net Current Assets		<u>(2,45,055)</u>	<u>(2,24,559)</u>	
3) Miscellaneous Expenditure :				
(to the extent not written off or adjusted)				
Profit and Loss Account		-	-	
Deficit as per Profit and Loss Account annexed		17,97,827	17,72,813	
TOTAL		<u>15,55,357</u>	<u>15,51,257</u>	

This is the Balance Sheet referred to in our Report of even date.
For Notes forming part of Accounts refer Schedule 'F' Annexed

As per our Report Attached

For JAGTIANI & NAIK
Chartered Accountants
ICAI Reg. No. 103854W

J. G. NAIK
PARTNER
Membership No. 30614

Place : Mumbai
Dated : 2nd September, 2011

U.K. DHUPELIA
M.B. DALAL
D.B. DESHMUKH
DIRECTORS

Place : Mumbai
Dated : 2nd September, 2011

MULLER & PHIPPS (INDUSTRIAL SERVICES) LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011

	SCHEDULE ANNEXED	2010-2011 ₹	2009-2010 ₹
INCOME :			
Indenting Commission		-	-
Difference in Exchange		-	15,970
TOTAL		<u>-</u>	<u>15,970</u>
EXPENDITURE :			
Administrative and Other Expenses	E	24,596	15,102
Depreciation	B	418	485
TOTAL EXPENDITURE		<u>25,014</u>	<u>15,587</u>
Profit/(Loss) for the year		(25,014)	383
Less : Provision for Taxation		-	-
		(25,014)	383
Less : Deficit as per last year		(17,72,813)	(17,73,196)
Deficit Carried to Balance Sheet		<u>(17,97,827)</u>	<u>(17,72,813)</u>
BASIC AND DILUTED EARNINGS PER SHARE		<u>(2.50)</u>	<u>0.04</u>
This is the Profit and Loss Account referred to in our Report of even date. For Notes forming part of Accounts refer Schedule 'F' Annexed			
As per our Report Attached			
For JAGTIANI & NAIK Chartered Accountants ICAI Reg. No. 103854W		U.K. DHUPELIA M.B. DALAL D.B. DESHMUKH DIRECTORS	
J. G. NAIK PARTNER Membership No. 30614			
Place : Mumbai Dated : 2nd September, 2011		Place : Mumbai Dated : 2nd September, 2011	

SCHEDULES TO THE BALANCE SHEET AS AT 31ST MARCH, 2011

	AS AT 31ST MARCH 2011 ₹	AS AT 31ST MARCH 2010 ₹
A. SHARE CAPITAL :		
Authorised :		
10,000 Equity shares of ₹ 10/- each	1,00,000	1,00,000
4,000 14% Cumulative Redeemable Preference Shares of ₹ 100/- each	4,00,000	4,00,000
	<u>5,00,000</u>	<u>5,00,000</u>
Issued, subscribed and paid-up :		
10,000 Equity shares of ₹ 10/- each full paid-up	1,00,000	1,00,000
4,000 14% Cumulative Redeemable Preference Shares of ₹ 100/- each	4,00,000	4,00,000
	<u>5,00,000</u>	<u>5,00,000</u>
(All the above shares are held by the Holding Company Muller & Phipps (India) Limited and its nominees)		
B. FIXED ASSETS :		
Gross Block		
Office Equipment		
Cost from last Balance Sheet	30,000	30,000
Less : Depreciation		
a) Upto last year	26,997	26,512
b) For the year	418	485
Total Depreciation	<u>27,415</u>	<u>26,997</u>
Net Block	<u>2,585</u>	<u>3,003</u>
C. CURRENT ASSETS LOANS AND ADVANCES :		
C-1 Sundry Debtors :		
(Unsecured, Considered Doubtful)		
Due for period exceeding six months	2,32,118	2,32,118
Other debts	-	-
	<u>2,32,118</u>	<u>2,32,118</u>
Less : Provision for Doubtful Debts	<u>2,32,118</u>	<u>2,32,118</u>
	-	-
C-2 Cash and Bank Balances :		
Cash Balance on hand	4,395	4,395
Balance with Scheduled Bank in Current Account	9,311	9,377
	<u>13,706</u>	<u>13,772</u>
C-3 Other Current Assets :		
Deposit with Public Bodies and Others	1,500	1,500
	<u>1,500</u>	<u>1,500</u>

MULLER & PHIPPS (INDUSTRIAL SERVICES) LIMITED

	AS AT 31ST MARCH 2011 ₹	AS AT 31ST MARCH 2010 ₹
D. CURRENT LIABILITIES AND PROVISIONS :		
D-1 Liabilities :		
Sundry Creditors	2,59,881	2,39,451
Other Liabilities	<u>380</u>	<u>380</u>
	<u>2,60,261</u>	<u>2,39,831</u>
SCHEDULE TO THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011		
	2010-11 ₹	2010-2011 ₹
E. ADMINISTRATIVE AND OTHER EXPENSES :		
Auditors' Remuneration :		
Audit Fees	10,000	10,000
Service Tax	1,030	1,030
Bank Charges	66	66
Legal and Professional	-	3,500
Difference in Exchange	12,900	-
Misceallaneous Expenses	<u>600</u>	<u>506</u>
	<u>24,596</u>	<u>15,102</u>

SCHEDULE TO THE ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2011

'F' NOTES :

1. SIGNIFICANT ACCOUNTING POLICIES

a) Applicability of Accounting Standards :

The Company is a Small and Medium Company as defined in the Companies (Accounting Standards) Rules, 2006 in respect of Accounting Standards Notified under the Companies Act, 1956. Accordingly, the Company has complied with the Accounting Standards as applicable to a Small and Medium Sized Company.

b) Basis of Accounting :

The financial statements have been prepared under historical cost convention in conformity in all material aspects with the generally accepted accounting principles in India.

c) Revenue Recognition :

The accounts are prepared on accrual basis in accordance with the requirements of the Companies Act, 1956.

d) Going Concern :

The Company has not carried its any business activities over a period of time and also the accumulated losses of the Company as at 31st March, 2011 of ₹ 17,97,827/- have resulted in complete erosion of its net worth. The financial statements have been prepared on a going concern basis notwithstanding the accumulated losses as the holding company Muller & Phipps (India) Limited has undertaken to provide financial and other support as necessary to enable the Company to continue its operations and to meet its liabilities as and when they fall due. Accordingly, these financial statements do not include any adjustments relating to the recoverability and classifications of carrying amounts of assets or the amounts and classification of liabilities that may be necessary if the entity is unable to continue as a going concern.

e) Fixed Assets and Depreciation :

- i) Fixed assets are stated at acquisition cost less accumulated depreciation
- ii) Depreciation is provided on written down value method at the rates and in the manner prescribed in Schedule XIV to the Companies Act, 1956

f) Employees Benefits :

The Company had no employees during the year hence the Measurement and Disclosure requirements as per AS-15 are not applicable to the Company.

g) Taxation :

- i) Provision for tax is made on the basis of the estimated taxable income as per the provisions of the Income Tax Act, 1961 and the relevant Finance Act, after taking into consideration judicial pronouncements and opinions of the Company's tax advisors.
- ii) Deferred tax is recognised, subject to the consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

h) Foreign Currency Translation :

Foreign currency assets and liabilities, if any, are translated at year end exchange rates

i) Impairment of Assets :

Where carrying amount of fixed assets exceeds the recoverable amount on the reporting date, the carrying amount is reduced to the recoverable amount. The recoverable amount is measured as the higher of the net selling price and the value is use determined by the present value of estimated future cash flow.

j) Provisions and Contingencies :

A provision is recognised when there is a present obligation as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

MULLER & PHIPPS (INDUSTRIAL SERVICES) LIMITED

A disclosure for a contingent liability is made when there is a possible or present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent Assets are neither recognized nor disclosed in the financial statements.

2. Contingent liability :

Arrears of Dividend in respect of 14% Cumulative Redeemable Preference shares from the date of allotment 27th November, 2002 ₹ 4,11,178/- (₹ 3,55,178/-).

3. Provisions for taxation has not been made in view of losses incurred by the Company.

4. The Company has not received any information from suppliers / creditors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure if any relating to amounts unpaid as at the year end together with the interest paid / payable as required under the said Act has not been made.

5. Earning in Foreign Exchange :

Difference in Exchange ₹NIL (₹ 15,970/-)

6. Expenditure in Foreign Currency :

Difference in Exchange ₹ 12,900/- (₹ NIL)

7. The Company has only one revenue segment, hence no separate segmentwise information on revenue, results and capital employed is given as per AS-17, issued by ICAI on "Segment Reporting".

8. Related Party Transactions : (AS-18)

The Company has identified the following related parties and details are given below :

Sr.No.	Name of Transactions	Holding CompanyMuller & Phipps (I) Ltd.
a)	Transactions during the year	
	i) Expenses paid on behalf of the Company	4,100
		(20,036)
b)	Outstanding at the end of the year	
	1) Share capital	5,00,000
		(5,00,000)
	2) Creditors and Other Payable	10,55,357
		(10,51,257)

9. Earnings per share : (AS-20)

	2010-11	2009-10
a) Calculation of weighted average number of equity shares of ₹ 10/- each		
Number of shares at the beginning of the year	10,000	10,000
Shares issued during the year	-	-
Number of shares outstanding at the end of the year	10,000	10,000
Weighted average number of equity shares outstanding during the year	10,000	10,000
b) Net profit (loss) after tax available for equity shareholders rupees	(25,014)	(383)
c) Basic and diluted earning per share of ₹ 10/- (Rupees ten) each.	(2.50)	(0.04)

10. Deferred Tax :

As a matter of prudence, the Company has not created a deferred tax asset in accordance with Accounting Standard 22 issued by ICAI on "Accounting for Taxes on Income" on the provision for doubtful debts, carried forward tax losses and unabsorbed depreciation due to uncertainty of its utilisation.

11. Previous year's figures have been regrouped wherever necessary to conform to current year's classification and are in brackets.

These are the Schedule referred in our report of even date.

Signature to Schedule
"A" to "F" Annexed

For JAGTIANI & NAIK
Chartered Accountants
ICAI Reg. No. 103854W

J. G. NAIK
PARTNER
Membership No. 30614

Place : Mumbai
Dated : 2nd September, 2011

U.K. DHUPELIA
M.B. DALAL
D.B. DESHMUKH
DIRECTORS

Place : Mumbai
Dated : 2nd September, 2011

MULLER & PHIPPS (INDUSTRIAL SERVICES) LIMITED

11. Balance Sheet Abstract and Company's General Business Profile

I. Registration Details

Registration No.	47489	State Code	11
Balance Sheet Date		31st March, 2011	

II. Capital Raised during the year (Amounts in ₹ Thousands)

Public Issue	Nil	Rights Issue	Nil
Bonus Issue	Nil	Private Placement	Nil

III. Position of Mobilisation and Deployment of Funds (Amount in ₹ Thousands)

Total Liabilities	1555	Total Assets	1555
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Sources of Funds

Paid Up Capital	500	Reserves & Surplus	Nil
Secured Loans	Nil	Unsecured Loans	1055

Application of Funds

Net Fixed Assets	2	Investments	Nil
Net Current Assets	(245)	Misc. Expenditure	NIL
Accumulated Losses	1798		

IV. Performance of Company (Amount in ₹ Thousands)

Turnover (Gross Revenue)	NIL	Total Expenditure	25
Profit/Loss Before Tax	(25)	Profit/Loss After Tax	(25)
Earnings Per Share in ₹	(2.50)	Dividend rate %	NIL

V. Generic Name of the Service of Company (as per monetary terms)

Item Code No. (ITC Code)	Not Applicable
Product Description	Indenting Commission Agent

Signature to Schedule A to F Annexed

U.K. DHUPELIA
M.B. DALAL
D.B. DESHMUKH
DIRECTORS

Place : Mumbai
Dated : 2nd September, 2011

Please quote Folio no. MP

MULLER & PHIPPS (INDIA) LIMITED

Registered Office

16 Unique Industrial Estate, Off Veer Savarkar Marg, Prabhadevi, Mumbai 400 025.

PROXY

I/We

of being

Member(s) of MULLER & PHIPPS (INDIA) LIMITED hereby appoint

of or failing him

..... Or

as my / our Proxy to attend and vote from me / us and on my/our behalf at the Annual General Meeting of the Company to be held on Wednesday September 28, 2011 at 10.00 a.m. and at any adjournment thereof.

As witness my/our hand(s) this day of

Signed by the Said



NOTE : The Proxy must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the meeting. The Proxy need not be a member of the Company.

Please quote Folio no. MP

MULLER & PHIPPS (INDIA) LIMITED

Registered Office

16 Unique Industrial Estate, Off Veer Savarkar Marg, Prabhadevi, Mumbai 400 025.

ATTENDANCE SLIP

Please complete this attendance Slip and hand it over at the entrance of the Hall.

I hereby record my presence at the ANNUAL GENERAL MEETING being held on Wednesday September 28, 2011 at 10.00 a.m. at ORCHID, 1st Floor, MVIRDC World Trade Centre, Centre 1, Cuffe Parade, Mumbai 400 005.

Signature of the Shareholder or Proxy :

Name of the Shareholder :

Name of Proxy :

BOOK-POST

If undelivered please return to :

MULLER & PHIPPS (INDIA) LIMITED
16 Unique Industrial Estate,
Off Veer Savarkar Marg,
Prabhadevi, Mumbai 400 025.