

## NOTICE

NOTICE is hereby given of the **THIRTY SECOND** ANNUAL GENERAL MEETING of PAREKH DISTRIBUTORS LIMITED will be held on Friday 17<sup>th</sup> September, 2010 at 3:00 p.m. at Ground Floor, Ceejay House, Dr. Annie Besant Road, Worli, Mumbai-400 018 to transact the following business:

### **ORDINARY BUSINESS :**

- 1) To receive, consider and adopt the Audited Balance Sheet as at and the Profit & Loss Account for the year ended 31<sup>st</sup> March, 2010 and the Reports of the Directors' and Auditors' thereon.
- 2) To appoint a Director in place of Mr. Rahul S. Dutia, who retires by rotation and being eligible, offers himself for re-appointment.
- 3) To appoint M/s Contractor Nayak & Kishnadwala, Chartered Accountants, as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to authorize the Board of Directors to fix their remuneration.

**By Order of the Board of Directors  
for PAREKH DISTRIBUTORS LIMITED**

**Place: Mumbai**  
**Dated: 10<sup>th</sup> August, 2010**

**Vivek Agnihotri**  
**Chairman**

### **NOTES :**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE 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 COMMENCEMENT OF THE MEETING.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from 10<sup>th</sup> September, 2010 to 17<sup>th</sup> September, 2010 (both days inclusive).

## DIRECTORS' REPORT

The Members of  
Parekh Distributors Limited

Your Directors have pleasure in presenting their Report for the financial year ended 31<sup>st</sup> March, 2010.

### 1. Financial Highlights:

Financial Results	Current Year (2009 – 2010)	Previous Year (2008 – 2009)
Profit for the year:		
Gross Operating Profit / (Loss)	1,29,546	1,44,222
Less: - Depreciation	-----	-----
Operating Profit/ (Loss) before Tax	1,29,546	1,44,222
Less: - Provision for Taxation		
Current tax	-----	-----
Fringe Benefit Tax	-----	250
Add: - Amount B/F from last year	(67,78,320)	(69,22,292)
<b>Total</b>	<b>(66,48,774)</b>	<b>(67,78,320)</b>

Note: - Figures in brackets indicate loss

### 2. Dividend:

In view of the unabsorbed losses of the previous financial years, your Directors regret to recommend dividend for the financial year ended 31<sup>st</sup> March, 2010.

### 3. Directors:

- (i) Mr. Rahul S. Dutia, Director of the Company, retires by rotation and being eligible, offers himself for re-appointment.
- (ii) None of the Directors of the Company is disqualified from being appointed as Director under Clause (g) of Sub-section (1) of Section 274 of the Companies Act, 1956.

### 4. Directors' Responsibility Statement:

Pursuant to Section 217 (2AA) of the Companies Act, 1956, your Directors state that:

- (i) in preparation of the Annual Accounts, the applicable accounting standards have been followed.
- (ii) they have selected such accounting policies and consistently applied the accounting policies and made judgements 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 and Loss for the period.
- (iii) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

(iv) they have prepared the annual accounts on going concern basis.(Ref. Note 1B of Schedule 11)

**5. Auditors:**

M/s Contractor, Nayak & Kishnadwala, Chartered Accountants, Mumbai, Auditors of the Company will retire at the ensuing Annual General Meeting of the Company and are eligible for re-appointment. Shareholders are requested to re-appoint the auditors and fix their remuneration.

**6. Particulars of Employees:**

Pursuant to the of sub section (2A) of Section 217 of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 as amended from time to time there are no employees covered under the remuneration limits specified under this clause.

**7. Fixed Deposits:**

The Company has not accepted any fixed deposits within the meaning of the provisions of Section 58A of the Companies Act, 1956 during the financial year ended 31<sup>st</sup> March, 2010.

**8. Particulars with respect to Conservation of Energy:**

Your Directors state that they have nothing to report in respect of matters arising out of technology, absorption and conservation of energy.

**9. Foreign Exchange Earnings and outgo:**

There were no foreign exchange earnings and outgo during the given financial year.

**10. Secretarial Compliance Certificate:**

Pursuant to the proviso to Section 383A(1) of the Companies Act, 1956 together with the Companies (Compliance Certificate) Rules, 2001 notified by the Central Government, the Secretarial Compliance Certificate certified by the Company Secretary in whole time practice is attached to this report.

**11. Acknowledgement:**

Your Directors wish to place on record their deep sense of appreciation for the services and co-operation received from the bankers, statutory authorities, etc. The Directors also thank all the shareholders and investors for reposing continued confidence in the Company.

**By order of the Board of Directors**

For Parekh Distributors Limited

Mumbai

Dated : 27<sup>th</sup> May, 2010

**Vivek Agnihotri**

Chairman

## COMPLIANCE CERTIFICATE

Regn No.: 020601

Authorised Capital : Rs. 25,00,000/-

Paid up Capital : Rs. 10,00,000/-

To,

The Members

**Parekh Distributors Limited**

3rd Floor, Jash Chambers,

Sir P. M. Road, Fort,

MUMBAI- 400001

I have examined the registers, records, books and papers of **Parekh Distributors Limited** as required to be maintained under the Companies Act, 1956, and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2010. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify in respect of the aforesaid financial year:

1. The company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions and the rules made there under and all entries therein have been recorded.
2. The company has filed the forms and returns as stated in Annexure 'B' to this certificate, 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 there under.
3. The company is a public limited company.
4. The Board of Directors duly met 7 times on 06/06/2009, 30/06/2009, 30/07/2009, 17/08/2009, 29/10/2009, 28/01/2010 and 25/03/2010 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed.
5. The company had closed its Register of Members, from 21/09/2009 to 25/09/2009 & necessary compliance of section 154 of the Act has been made.
6. The Annual general meeting for the financial year ended on 31/03/2009 was held on 25/09/2009 after giving due notice to the members of the company and the resolutions passed thereat are duly recorded in Minutes Book maintained for the purpose.
7. No Extra-Ordinary General Meeting was held during the period under consideration.
8. As explained to me and based on the information provided to me the company has not advanced any loan to its directors and/or persons or firms or companies referred in the section 295 of the Act during the year under consideration.
9. The company has duly complied with the provisions of section 297 of the Act in respect of contracts specified in that section.

10. The company has made necessary entries in the register maintained under Section 301 of the Companies Act, 1956.
11. As explained to me and based on the information provided to me no approvals were required from the Board of Directors, Members and the Central Government pursuant to section 314 of the Act during the period under consideration.
12. The company has not issued any duplicate share certificates during the financial year ended on 31.03.2010
13.
  - (i) There was no allotment/transfer/transmission of securities of the Company during the year under review.
  - (ii) The company has not declared any dividend during the period under consideration.
  - (iii) Since the company has not declared any dividend during the period under consideration the company was not required to pay warrants for dividends to all the members within a period of 30 days from the date of declaration. There was no unpaid/unclaimed dividend that was required to be transferred to Unpaid Dividend Account.
  - (iv) As explained to me and based on the information given to me no provisions as to transferring 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 are not applicable.
  - (v) The Company has duly complied with the requirements of section 217 of the Act.
14. The Board of Directors of the Company is duly constituted.
15. No Managing Director/ Whole-time Director/Manager has been appointed during the period under consideration.
16. No sole-selling agents were appointed by the Company for the period under scrutiny.
17. 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 have been taken during the financial year under review.
18. The directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The company has not issued shares during the year under consideration.
20. The company has not bought back any share during the financial year ending 31/03/2010.
21. There being no redemption of preference shares/debentures the provisions as to redemption of preference shares/debentures is not applicable.

22. The provisions as to keeping in abeyance rights to dividend, rights shares and bonus shares pending registration of transfer of share are not applicable.
23. The company has not accepted deposits within the meaning of section 58 A of the Companies Act, 1956 during the period under consideration.
24. The Company has obtained approval of the members in the general meeting for increasing the borrowing limit under Section 293 (1) (d) during the financial year ending 31.03.2010.
25. The company has not made loans and investments or has not given guarantees or securities to other bodies corporate therefore no entries required to be made in the register maintained for that purpose.
26. The company has not altered the provisions of the memorandum with respect to situation of the company's registered office from one state to another during the year under scrutiny.
27. The company has not altered the provisions of the memorandum with respect to the objects of the company during the year under scrutiny.
28. The company has not altered the provisions of the memorandum with respect to name of the company during the year under scrutiny.
29. The company has not altered the provisions of the memorandum with respect to share capital of the company during the year under scrutiny.
30. The company has not altered its Articles of Association of the Company during the period under scrutiny.
31. No Prosecution was initiated against or show cause notices received by the company for alleged offences under the Act and also no fines and penalties or any other punishment were imposed on the company.
32. The company has not received security from its employees during the year under certification and therefore the provisions of section 417(1) of the Companies Act, 1956 are not applicable.
33. The provisions as to depositing both employee's and employer's contribution to Provident Fund with prescribed authorities are not applicable.

Place: Mumbai

Signature:

Date: 27/05/2010

**Annexure A**

Registers as maintained by the Company

1. Register of Charges-u/s 143
2. Register of Members -u/s 150
3. Minutes Book for Board and General Meetings – u/s 193
4. Books of Accounts- u/s 209
5. Register of particulars of contract in which the Directors are interested u/s – 301
6. Register of Directors and Managing Director, Manager and Secretary u/s – 303
7. Register of Directors' shareholdings u/s 307
8. Register of Loans and Investments
9. Register of Share Transfer

**Annexure B**

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ending on 31st March, 2010.

<b>Sr. No.</b>	<b>Particulars</b>	<b>Date of Document</b>	<b>Date of Filing</b>
1	Form 32 for the appointment of Rahul Dutia as an Additional Director	06/06/2009	25/06/2009
2	Form 32 for the appointment of Vivek Agnihotri as an Additional Director	30/07/2009	13/08/2009
3	Form 32 for regularizing the appointment of Vivek Agnihotri & Rahul Dutia as Directors	25/09/2009	16/10/2009
4	Form 23 for approval of increasing borrowing limits u/s 293(1)(d) and approval of undertaking new business/(es) specified in Other Objects.	25/09/2009	16/10/2009
5	Form 20A as to declaration of Compliance with section 149(2A)	25/09/2009	23/10/2009
6	Form 66 along with the Compliance Certificate	31/03/2009	22/10/2009
7	Form 23 AC along with the Balance Sheet	31/03/2009	22/10/2009
8	Form 23 ACA along with the Profit & Loss a/c	31/03/2009	22/10/2009
9	Form 20B along with the Annual Return	25/09/2009	24/11/2009
10	Form 18 for shifting of Registered Office of the Company within the Municipal Limits	28/01/2010	25/02/2010

## AUDITORS' REPORT

The Members of  
PAREKH DISTRIBUTORS LIMITED

We have audited the attached Balance Sheet of PAREKH DISTRIBUTORS LIMITED as at 31st March 2010, the related Profit and Loss Account and cash flow of the company for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

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 misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in 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.

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, 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 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 of the Company;
- c) The Balance Sheet and Profit and Loss Account and cash flow statement dealt with by the report are in agreement with the books of account of the Company;
- d) *That the accounts have been prepared on a going concern basis inspite of erosion of the entire net worth of the Company (Also refer Note 1(B). of Schedule `11`).*
- f) *Subject to our remark in para d above, in our opinion, the Balance Sheet and Profit and Loss Account comply with the mandatory Accounting Standards referred to in Section 211 (3C) of the Companies Act, 1956.*
- g) On the basis of written representations received from the directors of the Company as on 31st March 2010, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March 2010, from being appointed as a director in terms of Section 274(1)(g) of the Companies Act, 1956.



- h) *Subject to our remark in para d above*, in our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the Notes to Accounts in Schedule 11 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 31st March 2010;
  - b. In the case of the Profit and Loss Account, of the profit for the year ended on that date.
  - c. In the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

For and on behalf of  
Contractor Nayak & Kishnadwala  
Chartered Accountants  
Firm Registration No. 101961W

S. S. Agaskar  
Partner  
Reg. No. 110321

Place : Mumbai  
Date : 27<sup>th</sup> May, 2010

**Statement referred to in paragraph 3 of the Auditors' Report to the Members of PAREKH DISTRIBUTORS LIMITED on the accounts for the year ended 31st March 2010.**

- i) As the Company does not have any fixed assets, clauses (ia), (ib) and (ic) of the aforesaid Order are not applicable to the Company.
- ii) As the Company did not carry on any manufacturing or trading activity during the year, clauses (iia), (iib) and (iic) of the aforesaid Order are not applicable to the Company.
- iiia) During the year under review, the Company has not granted any loans, secured or unsecured to any party listed in the register maintained under section 301 of the Companies Act, 1956. As a result provisions of clause iii (a), (b), (c), (d) is not applicable to the company.
- iiie) During the year under the review, the Company has not taken any unsecured loans from the entities listed in the register maintained under Section 301 of the Companies Act, 1956. However, the Company has taken unsecured loan in the earlier years from the parties, than listed in the register maintained under Section 301, the year end balance in respect of the said loans aggregates to Rs. 56,57,464.
- iiif) As per the information and explanations given to us, the loans taken by the Company referred to above are interest-free and without any stipulations with regard to their repayment. In our opinion, the above interest-free loans taken by the Company are not prima facie prejudicial to the interests of the Company.

- iii) In the absence of any stipulations with regard to repayment of the loans taken, we are unable to comment on regularity of the repayment of the principal amount and interest thereof.
- iv) In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the Company and the nature of its business with regard to sale of services. During the course of our audit, no major weakness has been noticed in the internal control systems and there is no continuing failure for the same.
- va) According to the information and explanations provided by the management, there are no transactions that need to be entered into the register maintained under Section 301. As a result, provisions of Clause v(a) and v(b) is not applicable to the company.
- v) The Company has not accepted any public deposits during the year within the meaning of Section 58A and 58AA of the Companies Act, 1956 and rules made thereunder. Hence, the provisions of clause (vi) of the Order is not applicable.
- vi) Since the Company does not have a Paid up Capital above Rs.25 Lakhs nor does the average annual turnover exceeding Rs.2 crores for a period of three consecutive financial years immediately preceding the financial year, the question of an internal audit system does not arise.
- vii) The Company is not a manufacturing company and as such the question of prescribing the maintenance of cost records by the Central Government under section 209(1)(d) of the Companies Act, 1956 does not arise.
- ixa) As per the information and explanations given to us, there are no undisputed amounts payable in respect of statutory dues including Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess and other statutory dues with appropriate authorities.
- ixb) As per the information and explanation given to us, there are no dues of sales tax, income tax, customs duty, wealth tax, service tax, excise duty and cess, which have not been deposited on account of any disputes.
- x) The Company's accumulated losses at the end of the financial year are more than 50% of its net worth. However, the Company has not incurred any cash losses during the financial year under review as well as in the immediately preceding financial year.
- xi) Based on our examination of the records and the information and explanations given to us, the Company does not have any dues payable to financial institutions, banks or debenture-holders.
- xii) Based on our examination of the records and the information and explanations given to us, the Company has not granted any loans and/or advances on the basis of security by way of pledge of shares, debentures and other securities.
- xiii) The Company is not a Chit fund, nidhi, mutual benefit fund or a society and therefore the provisions of clauses (xiii)(a), (xiii)(b), (xiii)(c) and (xiii)(d) of the Order are not applicable.

- xiv) According to the information and explanations given to us, the Company is not a dealer or trader in securities, debenture and other investments. As a result this provision is not applicable to it.
- xv) According to the information and explanations given to us, the Company has not given any guarantees for loans taken by others from banks or financial institutions, as a result provision of this clause are not applicable to the company.
- xvi) The Company has not taken any term loans during the year.
- xvii) 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 have been raised on short-term basis during the year & used for long term investments.
- xviii) The Company has not made any preferential allotment of shares during the year under review.
- xix) During the year covered by our audit report, the Company has not issued any secured debentures.
- xx) The Company has not raised any money from public issues during the year covered by our report.
- xxi) As per the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.

For and on behalf of  
Contractor Nayak & Kishnadwala  
Chartered Accountants  
Firm Registration No. 101961W

S. S. Agaskar  
Partner  
Reg. No. 110321

Place : Mumbai  
Date : 27<sup>th</sup> May, 2010

## Balance Sheet as at 31st March, 2010

	Schedule No.	As at 31.03.2010 Rupees	As at 31.03.2009 Rupees
<b>I SOURCES OF FUNDS:</b>			
(1) <i>Shareholders' Funds:</i>			
(a) Share capital	1	1,000,000.00	1,000,000.00
(b) Reserves & Surplus	2	355,000.00	355,000.00
(2) <i>Loan Funds:</i>			
(a) Unsecured Loans	3	5,657,464.50	5,672,818.03
	<b>TOTAL</b>	<b>7,012,464.50</b>	<b>7,027,818.03</b>
<b>II APPLICATION OF FUNDS:</b>			
(1) <i>Current Assets, Loans &amp; Advances:</i>			
(a) Cash and Bank Balances	4	369,165.79	454,521.43
(b) Loans and Advances	5	91,671.00	93,227.00
		460,836.79	547,748.43
Less: - Current Liabilities and Provisions:			
(a) Liabilities	6	97,146.65	296,401.05
(b) Provisions	7	-	1,850.00
<i>Net Current Assets</i>		<b>363,690.14</b>	<b>249,497.38</b>
(2) Profit & loss account	8	6,648,774.36	6,778,320.65
	<b>TOTAL</b>	<b>7,012,464.50</b>	<b>7,027,818.03</b>
Significant Accounting Policies and Notes to Accounts	11		

The schedules referred to above form an integral part of the Balance Sheet

As per our attached report of even date

For and on behalf of the Board of Directors

For Contractor Nayak & Kishnadwala  
Chartered Accountants

Vivek Agnihotri  
Chairman

Rahul S. Dutia  
Director

S.S. Agaskar  
Partner  
M. No. 110321  
Mumbai, Dated : 27th May, 2010

Sanjeev P. Shah  
Director  
Mumbai, Dated : 27th May, 2010

**Profit & Loss Account for the year ended 31st March, 2010**

	Schedule No.	Year ended 31.03.2010 Rupees	Year ended 31.03.2009 Rupees
<b><u>Income</u></b>			
Other Income	9	228,648.53	450,000.00
<b>Total</b>		<b>228,648.53</b>	<b>450,000.00</b>
<b><u>Expenses</u></b>			
Administration Expenses	10	99,102.24	305,778.12
<b>Total</b>		<b>99,102.24</b>	<b>305,778.12</b>
Profit/ (Loss) before Taxes		129,546.29	144,221.88
Less : Provision for Taxation		-	-
Less : Provision for FBT		-	250.00
Profit/ (Loss) after Taxation		129,546.29	143,971.88
Balance B/F from last year		(6,778,320.65)	(6,922,292.53)
Balance carried to Balance sheet		(6,648,774.36)	(6,778,320.65)
Earnings Per Share - Basic & Diluted		1.30	1.44
Significant Accounting Policies and Notes on Accounts	11		

The schedules referred to above form an integral part of the Profit & Loss Account

As per our attached report of even date

For and on behalf of the Board of Directors

For Contractor, Nayak & Kishnadwala  
Chartered Accountants

Vivek Agnihotri  
Chairman

Rahul S. Dutia  
Director

S.S.Agaskar  
Partner  
M. No. 110321  
Mumbai, Dated : 27th May, 2010

Sanjeev P. Shah  
Director  
Mumbai, Dated : 27th May, 2010

## SCHEDULES FORMING PART OF ACCOUNTS

Schedules 1 to 11 annexed to and forming part of the Balance Sheet as at 31st March, 2010 and Profit and Loss Account for the year ended on that date

	As at 31.03.2010 Rupees	As at 31.03.2009 Rupees
<b>Schedule 1 : Share Capital</b>		
<b>Authorised :</b>		
2,50,000 Equity Shares of Rs.10/- each.	2,500,000.00	2,500,000.00
<b>Issued and Subscribed:</b>		
1,00,000 Equity Shares of Rs.10/- each, fully paid up.	1,000,000.00	1,000,000.00
<b>Total</b>	<b>1,000,000.00</b>	<b>1,000,000.00</b>
<b>Schedule 2: Reserves &amp; Surplus</b>		
Capital Reserve	355,000.00	355,000.00
<b>Total</b>	<b>355,000.00</b>	<b>355,000.00</b>
<b>Schedule 3: Unsecured Loans</b>		
From Bodies Corporate	5,657,464.50	5,672,818.03
From Companies under the same management	-	-
<b>Total</b>	<b>5,657,464.50</b>	<b>5,672,818.03</b>
<b>Schedule 4: Cash &amp; Bank Balance</b>		
Balance with Schedule Bank	350,845.79	421,741.43
Cash in Hand	18,320.00	32,780.00
<b>Total</b>	<b>369,165.79</b>	<b>454,521.43</b>
<b>Schedule 5: Loans and Advances (Unsecured, considered good)</b>		
Income Tax	91,671.00	93,227.00
<b>Total</b>	<b>91,671.00</b>	<b>93,227.00</b>

**Schedule 6 : Current Liabilities**

Outstanding Expenses (Refer to point 6 of Schedule 11 )

Due to Small &amp; Medium Enterprises

Due to others

	-	-
	97,146.65	296,401.05
<b>Total</b>	<b>97,146.65</b>	<b>296,401.05</b>

**Schedule 7 : Provisions**

Provision for F.B.T.

	-	1,850.00
<b>Total</b>	<b>-</b>	<b>1,850.00</b>

**Schedule 8: Profit & Loss A/c**

Debit Balance as per last Balance Sheet

Less: Profit for the year

	6,778,320.65	6,922,292.53
	129,546.29	143,971.88
<b>Total</b>	<b>6,648,774.36</b>	<b>6,778,320.65</b>

**Schedule 9: Other Income**

Consultancy Fees

Excess Provision Written Back

Liability No Longer Payable Written Back

	-	450,000.00
	135.00	-
	228,513.53	-
<b>Total</b>	<b>228,648.53</b>	<b>450,000.00</b>

**Schedule 10: Administrative Expenses**

Depository Fees

Advertisement

**Auditors Remuneration**

As Auditors

For Certification of Cash Flow

CDSL Charges

Profession Tax

Professional Fees

Roc Filing Fees

Office Expences

Conveyances

Printing &amp; Stationary

Postage &amp; Courier Charges

Interest on Income Tax

Salary

Staff Welfare

Listing Fees

	20,000.00	20,000.00
	15,272.34	14,585.47
	16,854.00	16,854.00
	1,685.40	1,685.40
	6,618.00	4,495.00
	2,500.00	6,700.00
	18,299.50	10,857.25
	4,500.00	1,500.00
	-	5,400.00
	-	2,764.00
	1,450.00	-
	660.00	-
	233.00	-
	-	208,800.00
	-	953.00
	11,030.00	11,184.00
<b>Total</b>	<b>99,102.24</b>	<b>305,778.12</b>

**Schedule 11: - Notes forming part of the Accounts**1) Disclosure of Significant Accounting PoliciesA) Accounting Concepts:

The Company follows the Mercantile System of Accounting and recognizes Income and Expenditure on accrual basis. In spite of erosion of the entire net worth, the Directors are of the opinion that the Company will be in a position to make up the losses and continue its activities in future the accounts are prepared on historical cost basis and as a going concern. Accordingly, the financial statements are prepared in conformity with the Generally Accepted Principles in India, the applicable Accounting Standards notified by the Companies (Accounting Standards) Rules, 2006 and the other relevant provisions of the Companies Act, 1956. Accounting policies not referred to otherwise are consistent with the generally accepted accounting principles.

B) Going Concern:

These financial statements are prepared on a going concern basis, which assumes that the Company will continue to operate as a going concern for the foreseeable future. This requires continued shareholder support, which is assumed to be forthcoming

C) Revenue Recognition:

All revenue and expenses are accounted for on accrual basis. Income does not include service tax, which is separately shown as liability, to the extent not paid.

D) Fixed Assets:

Fixed assets are accounted at historical cost as reduced by depreciation provided thereon.

E) Depreciation:

Depreciation is provided on assets on written down value method at rates prescribed by Schedule XIV to the Companies Act, 1956. In respect of addition during the year, depreciation is provided for the entire year. No provision for depreciation is made for the assets sold during the year.

F) Provision for Taxation:

Provision for current income tax is based on the taxable profits of the Company computed in accordance with the provisions of the Income Tax Act, 1961.

**Deferred Tax is recognized, subject to the consideration of prudence, on timing differences, being the difference between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods.**

2) Contingent Liabilities: Rs. Nil. (Previous Year Rs. Nil)

3) Expenditure in foreign currency: Rs. Nil. (Previous Year Rs. Nil)

4) Earnings in foreign exchange: Rs. Nil. (Previous Year Rs. Nil)



- 5) Value of imports accounted for during the year including imported items purchased locally through channelising agencies previous year C.I.F. value in Rs. Nil. (Previous Year Rs. Nil)
- 6) The company has not received any intimation from its vendors regarding the status under Micro, Small and Medium Enterprises Development Act, 2006, and hence disclosures required under the said act have not been made. In the absence of any such intimation, the company has not made provision of interest payable, if any. The same is not expected to be material. This has been relied upon by the auditors.
- 7) No provision for taxation has been made in the books of accounts in view of carried forward business losses & unabsorbed depreciation for earlier assessment years. The Company has unabsorbed depreciation & business losses which given rise to a Deferred Tax Asset (DTA). The Company has not recognized DTA in view of uncertainty as to future taxable income against which it can be realized.
- 8) The company has not provided for gratuity and provident fund during the year as the same is not applicable under the relevant provisions of the Act.
- 9) Since the Company operates only in one segment, the Segmental Reporting requirement as per AS 17 is not applicable.
- 10) Related Parties Disclosure as required under AS 18 :

<b>Related parties and relationships</b>	
<b>i. Directors</b>	Mr. Vivek Agnihotri Mr. Rahul S. Dutia Mr. Sanjeev P. Shah
<b>ii. Enterprises over which a director or shareholder, having significant influence over the company, has control</b>	
<b>iii. Details of transactions with Director</b>	
<b>i. Remuneration</b>	Nil (Previous Year Nil)
<b>iv. Details of transactions with Enterprises over which a director or shareholder having significant influence or control over the company has control</b>	Nil (Previous Year Nil)

11) Earnings Per Share (As per AS 20)- (Basic & Diluted): (in Rupees)

Particulars	2009 – 2010	2008 – 2009
a) Net profit after tax /(loss) available for Equity Shareholders	1,29,546	1,43,972
b) Number of Equity Shares	1,00,000	1,00,000
c) Earnings Per Share (EPS)	1.30	1.44

12) In the opinion of the Board, Current Assets, Loans and Advances are approximately of the value stated, if realised in the ordinary course of business. Provision for all known liabilities is adequate and not in excess of the amounts reasonably necessary.

13) The Directors have waived sitting fees for meetings attended to by them during the year

14) Previous year figures have been regrouped wherever necessary and have been shown in brackets.

15) Cash Flow Statement is annexed to this Schedule. (Annexure 'A')

As per our attached report of even date

For and on behalf of the Board of Directors

For Contractor, Nayak & Kishnadwala  
Chartered Accountants

Vivek Agnihotri  
Chairman

Rahul S. Dutia  
Director

S.S.Agaskar  
Partner  
M. No. 110321

Sanjeev P. Shah  
Director

Mumbai, Dated : 27th May, 2010

Mumbai, Dated : 27th May, 2010

Annexure 'A' referred to in Note No. 15 In Schedule 11 to the Accounts for the year ended 31st March, 2010

**Cash Flow Statement for the year ended 31st March, 2010**

	2009-2010 Rs.	2008-2009 Rs.
<b>A) CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before tax and extraordinary items	129,546	144,222
Adjustments for: -		
Interest & Dividend Income	-	-
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>129,546</b>	<b>144,222</b>
Adjustments for: -		
Trade and other receivables	1,556	(24,177)
Trade payable	(214,608)	22,064
<b>CASH GENERATED FROM OPERATIONS</b>	<b>(83,506)</b>	<b>142,109</b>
Income Tax Paid	1,850	-
<b>CASH FLOW BEFORE EXTRAORDINARY ITEMS</b>	<b>(85,356)</b>	<b>142,109</b>
Extraordinary items		
Excess Provision Written Back	-	-
<b>Net Cash from Operating Activities</b>	<b>(85,356)</b>	<b>142,109</b>
<b>B) CASH FLOW FROM INVESTING ACTIVITIES</b>		
Sale of Investments	-	-
Interest and Dividend Income	-	-
<b>Net Cash used in Investing Activities</b>	<b>-</b>	<b>-</b>
<b>C) CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Long Term Borrowings	-	-
Repayment of Long Term Borrowings	-	-
<b>Net Cash from/(used) in Financing Activities</b>	<b>-</b>	<b>-</b>
Net increase/(decrease) in cash and cash equivalents (A+B+C)	(85,356)	142,109
Cash and cash equivalents as at 1st April, 2009	454,522	312,413
Cash and cash equivalents as at 31st March, 2010	369,166	454,522

As per our attached report of even date

For and on behalf of the Board of Directors

For Contractor Nayak & Kishnadwala  
Chartered Accountants

Vivek Agnihotri      Rahul S. Dutia  
Chairman              Director

S.S.Agaskar  
Partner  
M. No. 110321  
Mumbai, Dated : 27th May, 2010

Sanjeev P. Shah  
Director  
  
Mumbai, Dated : 27th May, 2010

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

**I. Registration Details**

Registration number

1	1	-	0	2	0	6	0	1
---	---	---	---	---	---	---	---	---

State code

1	1
---	---

Balance sheet date

3	1	0	3	2	0	1	0
---	---	---	---	---	---	---	---

**II. Capital raised during the year (amount in Rupees)**

Public issue

					N	I	L
--	--	--	--	--	---	---	---

Right issue

					N	I	L
--	--	--	--	--	---	---	---

Bonus issue

					N	I	L
--	--	--	--	--	---	---	---

Private placement

					N	I	L
--	--	--	--	--	---	---	---

**III. Position of mobilisation and deployment of funds (amount in Rupees)**

Total Liabilities

7,012,465
-----------

Total assets

7,012,465
-----------

**Sources of funds**

Paid up capital

1,000,000
-----------

Reserves & surplus

355,000
---------

Secured loans

NIL
-----

Unsecured loans

5,657,465
-----------

**Application of funds**

Net fixed assets

NIL
-----

Investments

NIL
-----

Net current assets

363,690
---------

Miscellaneous expenditure

NIL
-----

Accumulated losses

6,648,775
-----------

**IV. Performance of the company (amount in Rupees thousands)**

Turnover

228,648
---------

Total expenditure

99,102
--------

+ (-) Profit / (loss) before tax

129,546
---------

+ (-) Profit / (loss) after tax

129,546
---------

Earning per share (Rupees)

1.30
------

Dividend Rate %

N
---

**V. Generic names of three principal product/services of the company.**

Consultancy Services

For Contractor, Nayak & Kishnadwala  
Chartered Accountants

For and on behalf of the Board of Directors

Vivek Agnihotri  
Chairman

Rahul S. Dutia  
Director

S.S.Agaskar  
Partner  
M. No. 110321  
Mumbai, Dated : 27th May, 2010

Sanjeev P. Shah  
Director  
Mumbai, Dated : 27th May, 2010