

# **MONICA ELECTRONICS LIMITED**

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**Annual Report - 2012-13**



## **BOARD OF DIRECTORS**

**A.K. Dhingra  
Amarjeet Singh  
B. P. Yadav**

## **AUDITORS**

**Goel Garg & Co.,  
Chartered Accountants,  
Basement 18, National Park,  
Lajpat Nagar-IV  
New Delhi- 110 024**

## **REGD. OFFICE**

**Shop No. 21, C/o Aashiyana Residency,  
Chaudhary Dharambir Market,  
Near Sebel Cinema, Badarpur,  
New Delhi -110044**

**'Designated email id for investors' grievances'  
mel.complaints@yahoo.in**

## **REGISTRAR & SHARE TRANSFER AGENT**

**Mas Service Limited  
T-34, 2nd Floor,  
Okhla Industrial Area, Phase-II,  
New Delhi- 110 020**

## ***MONICA ELECTRONICS LIMITED***

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NOTICE is hereby given that the annual general meeting of the members of the MONICA ELECTRONICS LIMITED will be held on Friday, the 27th day of September 2013 at 10:00 A.M. at Shiv Farm House, Rama Garden, Jaitpur Road, New Delhi - 110044 to transact the following business:

### **AS ORDINARY BUSINESS**

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2013 and Profit & Loss Account for the year ended on that date along with the reports of Auditors and Directors thereon.
2. To appoint a director in place of Mr. Amar Jeet Singh who retires by rotation and being eligible, offers himself for re-appointment
3. To appoint M/s Agarwal Seth & Co., Chartered Accountants as statutory auditors to hold office from the conclusion of this meeting till the conclusion of the next annual general meeting and fix their remuneration.

**By order of the Board**

July 30, 2013  
New Delhi

**Amar Jeet Singh**  
**Director**

### **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 AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, COMPLETED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT TIME OF THE MEETING.
2. The register of members and share transfer books of the company will remain closed from September 21, 2013 to September 27, 2013 (both days inclusive).
3. It will be appreciated that queries, if any, on accounts and operations of the company are sent to the company ten days in advance of the meeting so that the answer may be made readily available.
4. Members are requested to produce the enclosed attendance slip duly signed, in accordance with specimen signatures registered with the company for admission to the meeting place.

# ***MONICA ELECTRONICS LIMITED***

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## **DIRECTORS' REPORT TO THE MEMBERS**

The directors submit their report and accounts for the financial year 2012-13.

## **OPERATIONS**

During the year ended March 31, 2013, the sales and other income were ₹. 2923/- as against ₹. 2,66,507/- in the previous year ended 31st March 2012. The loss for the period under review was ₹. 2,58,355/- as against loss of ₹. 44,150/- in the previous year.

## **DIVIDEND**

The directors do not recommend any dividend.

## **DIRECTORS' RESPONSIBILITIES STATEMENT**

- i) The financial accounts are prepared in conformity with the accounting standards issued by the Institute of Chartered Accountants of India and requirements of the Companies Act, 1956 to the extent applicable to the company.
- ii) The accounting policies used in preparation of financial statements have been consistently applied. The estimates and judgments relating to the financial statements have been made on a prudent and reasonable basis, such financial statements reflect in a true and fair manner, the state of affairs of the company at the year ended on 31.3.2013 and loss of the company for the year ended 31.3.2013.
- iii) Proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 has been taken for safe-guarding the assets of the company and preventing and detecting fraud and other irregularities, to the best of our knowledge and ability.
- iv) The annual accounts have been prepared on a going concern and on accrual basis.

## **DIRECTORS**

In accordance with the provisions of the Companies Act, 1956 and Articles of Association of the company, Mr. Amar Jeet Singh, Director retires by rotation and being eligible, offers himself for re-appointment.

## **AUDITORS' REPORT**

Auditors' observations have been explained in annexure 'B' which forms part of this report.

## **AUDITORS**

The auditors M/s. Goel Garg & Co., Chartered Accountants retire at the conclusion of the forthcoming annual general meeting. However, they have conveyed their intention not to be considered for re-appointment.. The Company has received a notice under section 257 of the Companies Act from a shareholder proposing the name of M/s. Agarwal Seth & Co., Chartered Accountants for statutory auditors. Their appointment as statutory auditors forms an item of the agenda of the ensuing annual general meeting.

## **PARTICULARS OF EMPLOYEES, CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EARNINGS AND OUTGO**

The company does not have any employee whose remuneration falls under the limits prescribed under section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975. The information under section 217 (1) (e) of the said act read with the Companies (Disclosure of particulars in the Report of the Board of Directors) Rules, 1988 is set out in annexure 'A' and forms part of this report.

## ***MONICA ELECTRONICS LIMITED***

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### **ACKNOWLEDGMENT**

Your directors wish to thank and deeply acknowledge the valuable assistance; co-operation and support extended by the Central and State government authorities and banks during the year under review. The Board also gratefully acknowledges the support and goodwill extended by the shareholders of the company.

**For and on behalf of the Board of Directors**

(Amar Jeet Singh)  
(Director)

(B. P. Yadav)  
(Director)

Date: July 30, 2013  
Place: New Delhi

# **MONICA ELECTRONICS LIMITED**

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## **ANNEXURE 'A' TO DIRECTORS' REPORT**

### **1. CONSERVATION OF ENERGY**

- a. Energy conservation measures taken**  
The operations of the company remained closed during the year and no energy was consumed. Hence, no measures were taken.
- b. Additional investments and proposals, if any, being implemented for reduction of energy.**  
There being no energy consumption in view of closed manufacturing operations, no additional measures and proposals implemented for reduction of energy used.
- c. Impact of (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production.**  
Not applicable.

### **2. RESEARCH AND DEVELOPMENT**

- a. Specific areas in which R&D carried out by the company.**  
The operations of the company being closed, no R&D activity was carried out.
- b. Benefits derived as a result of above R&D**  
Not Applicable
- c. Future plan of action.**  
Not Applicable
- d. Expenditure on R&D**  
Not Applicable

### **3. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION.**

- a. Efforts made towards technology absorption, adaptation and innovation.**  
The operations of the company being closed, no R&D activity was carried out.
- b. Benefits derived as a result of above efforts.**  
Not Applicable
- c. Particulars relating to improved technology.**  
Not Applicable

### **4. FOREIGN EXCHANGE EARNINGS AND OUTGO**

- a. Activities relating to exports:**  
As the manufacturing operations of the company remained closed, no initiatives for export were undertaken.
- b. Foreign Exchange Earnings and Outgo**
  - i) Earnings..... Nil
  - ii) Outgo by way of import of raw material and other expenditure ..... Nil

## ***MONICA ELECTRONICS LIMITED***

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### **ANNEXURE 'B TO DIRECTORS' REPORT**

#### **MANAGEMENT'S COMMENTS IN RESPECT OF REMARKS OF AUDITORS UNDER SECTION 217(3) OF THE COMPANIES ACT, 1956**

➤ **OBSERVATION**

Balances grouped under Advances received from customers and Advances recoverable are under reconciliation and subject to confirmation from respective parties.

• **RESPONSE**

The company has started the reconciliation and process of obtaining confirmation from the respective parties. The final adjustment, if any, shall be made on reconciliation of the same.

➤ **OBSERVATION**

Advances recoverable include a sum of ₹. 3 lacs being fixed deposits with banks held in the names of ex-employees of the company and are pledged with District Court, New Delhi.

• **RESPONSE**

Efforts are being made to realize the remaining amount. Interest accrued on above has not been provided in view of uncertainty regarding its realisation.

➤ **OBSERVATION**

The accounts have been prepared as a going concern inspite of the fact that due to labour problem the company has closed down its manufacturing operations and its entire net worth has been eroded.

• **RESPONSE**

Though the company has closed down its existing manufacturing operations, the company's Board has not yet decided not to start the any operations yet.

➤ **OBSERVATION**

Advances recoverable include an amount of ₹. 216.19 lacs due from corporate companies for which no provision has been made. However, as per analysis of their net worth as per financial statements available, the amounts are doubtful of recovery.

• **RESPONSE**

The confirmation for the earlier years had been obtained and for the financial year 2011-12 it is being obtained. Hence no provision has been made for the advances.

# **MONICA ELECTRONICS LIMITED**

## **DIRECTORS' REPORT ON CORPORATE GOVERNANCE**

### **1. Philosophy on Code of Corporate Governance**

The Board of Directors monitors company performance, approves and reviews policies / strategies and evaluates management performance. The Board ensures legal and ethical conduct and accurate financial reporting.

### **2. Board of Directors**

#### **i) Composition & Category**

The following is the composition of the Board as on 31st March 2013:

<b>Directors</b>	<b>Category</b>
Mr. B. P. Yadav	Independent & Non-Executive Director
Mr. Amar Jeet Singh	Non-Executive Director
Mr A. K. Dhingra*	Non-Executive Director
Mr. S. K. Shukla**	Independent & Non-Executive Director

\* Appointed as Director on 28.9.2012

\*\*Ceased to be a Director w.e.f. 28.9.2012

#### **ii) Attendance of each Director at the Board Meetings and the last annual general meeting:**

<b>Name of the Directors</b>	<b>No. of Board Meetings</b>		<b>Attendance at last AGM</b>
	<b>Held during the tenure of Director</b>	<b>Attended</b>	
Mr. B. P. Yadav	5	5	Yes
Mr. Amar Jeet Singh	5	5	Yes
Mr A. K. Dhingra	3	3	N.A.
Mr. S. K. Shukla	2	0	No

#### **Note :**

- None of the directors is related to any other director.
- During the year the Board of Directors of Monica Electronics Limited met 5 times i.e. on May 28, 2012, July 30, 2012, November 6, 2012, November 7, 2012 and January 31, 2013. The maximum gap between any two meetings was less than four months.



## MONICA ELECTRONICS LIMITED

### iii) Other Directorship/Membership and Committees of the Board

Number of outside directorship of the members of Board of Directors:

Name	No. of outside directorship held	No. of membership in Committee of Directors	Chairmanship held in committee of Directors
Mr. B. P. Yadav	1	2	2
Mr. Amar Jeet Singh	Nil	Nil	Nil
Mr A. K. Dhingra	Nil	Nil	Nil
Mr. S. K. Shukla	Nil	Nil	Nil

### 2. COMMITTEES OF THE BOARD

Currently there are two committees of the Board, the Audit Committee and the Investors' Grievance Committee. The composition and the number of meetings held during the financial period and the related attendance are provided below:

#### i) Audit Committee

The Audit Committee covers the areas mentioned under clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956. The composition of the Audit Committee as on 31.3.2013 was as under:

Mr. B. P. Yadav	-	Chairman
Mr. Amar Jeet Singh	-	Member
Mr. A. K. Dhingra	-	Member

During the year Mr. S. K. Shukla ceased to be a member of the Committee and Mr. A. K. Dhingra became a member. The committee met four times i.e. on May 28, 2012, July 30, 2012, November 7, 2012 and January 31, 2013. The minutes of the Audit Committee were placed before the Board. The overall attendance of the directors was as under:

Member	Held during the tenure of Director	Meetings Attended
Mr. B. P. Yadav	4	4
Mr. Amar Jeet Singh	4	4
Mr A. K. Dhingra	2	2
Mr. S. K. Shukla	2	0

#### ii) Shareholders'/ Investors' Grievances & Share Transfer Committee

The Board of Directors of the company has constituted Shareholders/ Investors' Grievances Committee. As on date it is being headed by Mr B. P. Yadav. Mr Amar Jeet Singh and Mr A. K. Dhingra are its members. During the year Mr S. K. Shukla ceased to be a member of the Committee and Mr A. K. Dhingra became a member. The committee looks into redressal of shareholders' complaints like transfer of shares, non-receipt of balance sheet, etc. The committee also oversees the performance of the Registrar and Transfer Agents, and recommends measures for overall improvement in the quality of investor services. During the year the committee met four times i.e. on May 28, 2012, July 30, 2012, November 7, 2012 and January 31, 2013. The overall attendance of the directors was as under:

Member	Held during the tenure of Director	Meetings Attended
Mr. B. P. Yadav	4	4
Mr. Amar Jeet Singh	4	4
Mr A. K. Dhingra	2	2
Mr. S. K. Shukla	2	0

During the financial year ended March 31, 2013 the company had received three new complaint from shareholders / stock exchanges / SEBI. The company resolved two complaints including one that was pending at the start of the financial year 2012-13. As on March 31, 2013 two complaints was pending.

Mr Amar Jeet Singh, Director acts as the Compliance Officer.

## **MONICA ELECTRONICS LIMITED**

### **3. Remuneration of Directors**

Non-Executive independent directors are paid sitting fees for attending the Board meetings within the limits prescribed under the Companies Act, 1956. Mr S. K. Shukla and Mr. A.K. Dhingra had opted not to take any sitting fee for attending the meetings of the Board of Directors.

<b>Directors</b>	<b>Sitting fees</b>	<b>Salary &amp; Perquisites</b>	<b>Commission</b>	<b>Total</b>
Mr. B. P. Yadav	10,000/-	-	-	10,000/-
Mr. Amar Jeet Singh	Nil	Nil	Nil	Nil
Mr. S. K. Shukla	Nil	Nil	Nil	Nil
Mr. A.K. Dhingra	Nil	Nil	Nil	Nil

### **4. Procedures at Committee Meetings**

The guidelines relating to Board meetings are applicable to committee meetings as far as may be practicable. Minutes of the proceedings of each of the committee meeting are placed before the Board for its perusal and noting.

### **5. Shareholding of Directors as on March 31, 2013**

<b>Name</b>	<b>No. of Shares held</b>
Mr. B. P. Yadav	75
Mr. Amar Jeet Singh	10
Mr. A. K. Dhingra	-
Mr. S. K. Shukla	-

### **6. Annual General Meetings**

Location and time for the last 3 annual general meetings were as follows:

<b>Year</b>	<b>Location</b>	<b>Year</b>	<b>Time</b>
2009-10	H-4, Ansal Villa, Satbari, Chattarpur, New Delhi	September 24, 2010	9:30 A.M.
2010-11	H-4, Ansal Villa, Satbari, Chattarpur, New Delhi	September 23, 2011	9:30 A.M.
2011-12	Shiv Farm House, Rama Garden, Jaitpur Road, New Delhi - 110044	September 28, 2012	10:00 A.M.

During the financial year ended March 31, 2013 no resolution was carried through postal ballot process.

### **7. Disclosures**

- a) There are no materially significant transactions with the related party transactions viz. promoters, directors, relatives, the management, subsidiaries, etc. that may have potential conflict with the interests of the company at large.

None of the transactions of material nature with any of the related parties was in conflict with the interest of the company at large.

## ***MONICA ELECTRONICS LIMITED***

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- b) Details of non-compliance by the company, penalties, and strictures imposed on the company by Stock Exchanges or Securities and Exchange Board of India, or any statutory authority, on any matter related to capital markets, during the last three years.

The company has complied with all the requirements of regulatory authorities except payment of stock exchange fee for Mumbai, Delhi, Chennai, Ahemdabad and Calcutta stock exchanges.

### **8. Accounting Standards**

The company has followed all the applicable accounting standards

### **9. Means of Communication**

Half yearly report sent to each household of Shareholder	No
Newspapers in which Quarterly Results are normally published	Financial Express / Hari Bhoomi
Any Website, where displayed	No
Whether it also displays official news releases and presentations made to institutional investors/Analysts	No
Whether MD & A is a part of Annual Report	Yes
Whether shareholder information Section forms part of the Annual Report	Yes

### **10. Code of Conduct**

The company has adopted "Code of Conduct" for the directors and senior executives of the company. The declaration given by chairman of the Board of Directors of the company with respect to affirmation of compliance of code by the Board members of the company is enclosed as annexure "A"

### **11. General Shareholder Information**

#### **i) Mr. Amar Jeet Singh**

Mr. Amar Jeet Singh is retiring by rotation and being eligible offers himself for re-appointment at the ensuing annual general meeting. Mr. Amar Jeet Singh was born on September 15, 1960. He is a graduate in commerce from university of Delhi. He joined Onida Savak Limited which later merged with Mirc Electronics Limited. He has been working in its accounts department since November 1990. He has a rich experience in accounts and the Board of Directors feel that the company would benefit from his experience.

#### **ii) Annual General Meeting**

Date and Time : Friday, September 27, 2013 at 10:00 A.M.  
Venue : Shiv Farm House, Rama Garden, Jaitpur Road,  
New Delhi - 110044

## **MONICA ELECTRONICS LIMITED**

- iii) Financial Calendar**  
 Results for the quarter ending June 30, 2013 : By last week of July, 2013  
 Results for the quarter ending September 30, 2013 : By last week of October 2013  
 Results for the quarter ending December 31, 2013 : By last week of January, 2014  
 Results for the quarter ending March 31, 2014 : Last week of May, 2014  
 Annual General Meeting : September, 2014
- iv) Book Closure Date** : September 21, 2013 to  
 September 27, 2013  
 (Both days inclusive)
- v) Listing of Equity shares on Stock Exchange at** : Mumbai , Calcutta, Ahemdabad, New  
 Delhi, Chennai
- vi) Stock Code** : 523544 (BSE)
- vii) Registrar and Share Transfer Agents** : Mas Services Limited  
 T-34, II Floor,  
 Okhla Industrial Area-II (Phase-II)  
 New Delhi - 110020
- viii) Investors' queries / request for transfer, transmission, issue of duplicate share certificates etc., to be sent to Mas Services Limited at the above mentioned address**
- ix) Share Transfer System**  
 The shares of the company are in demat form. The requests for Share Transfer in physical form can be lodged with the Registrar and Transfer Agent, Mas Services Limited at their address given above. To expedite the share transfer in physical segment the Share Transfer Committee of the Board of Directors is meeting at an interval of 15 days to approve the share transfers. The share transfers which are received in physical form are registered. The share certificates are returned in physical form with 15 days of lodgment. Shares under objection are in general returned within 7 days.
- x) Stock Market Price Data**  
 During the financial year 2012-13 there was no trading of shares of the company on any stock exchange. The company' shares have been suspended from trading on BSE. Therefore, high and low prices for the period cannot be given.
- xi) ISIN** : INE568C01014
- xii) Distribution of shareholding as on March 31, 2013.**

No. of Shares Slab	No. of Shareholders		No. of Shares	
	Number	%	Total	%
Upto 5000	12950	98.67	1274875	29.65
5001-10000	95	0.72	77664	1.81
10001-20000	44	0.34	65150	1.51
20001-30000	13	0.10	33183	0.77
30001-40000	3	0.02	10050	0.23
40001-50000	4	0.03	18048	0.42
50001-100000	2	0.02	14529	0.34
100001 & above	13	0.10	2806101	65.27
<b>Total</b>	<b>13124</b>	<b>100.00</b>	<b>4299600</b>	<b>100.00</b>

## **MONICA ELECTRONICS LIMITED**

### **xiii) Categories of Shareholding as on March 31, 2013.**

<b>S. No.</b>	<b>Category of Holder</b>	<b>No. of Shares</b>	<b>% of Equity</b>
1.	Promoters' Holdings	2564271	59.64
	Sub total	<b>2564271</b>	<b>59.64</b>
2.	Mutual Funds / UTI	178550	4.15
3.	Banks/Financial Institutions/ Insurance Companies (Central/State Govt. Institutions / Non Govt. Institutions)	94300	2.19
4.	FII's / GDR	-	-
	<b>Sub-Total</b>	<b>272850</b>	<b>6.34</b>
5.	Others		
	Private Corporate Bodies	18425	0.42
	Indian Public	1443404	33.57
	NRI's/OCB's/Foreign Company	650	0.02
	<b>Sub - Total</b>	<b>1462479</b>	<b>34.01</b>
	<b>Total</b>	<b>4299600</b>	<b>100.00</b>

### **xiv) Outstanding GDR/ADRs/Warrants/Options**

There are no outstanding GDR/ADRs/Warrants/Options or any convertible instruments.

### **xv) Details on use of public funds obtained in the last three years.**

No funds have been raised from the public during the last three years.

### **xvi) Compliance Officer and Contact Address**

Mr Amar Jeet Singh  
Director  
Monica Electronics Limited  
Shop No. 21, C/o Aashiyana Residency,  
Chaudhary Dharambir Market,  
Near Sebel Cinema, Badarpur, New Delhi -110044

### **xvii) Nomination facility**

Pursuant to Companies (Amendment) Act, 1999, the members are allowed to nominate any person to whom they desirous of making / changing a nomination in respect of their shareholding in the company, are requested to submit to Mas Services Limited in the prescribed form 2B for this purpose, which can be furnished by Mas Services Limited on request.

On behalf of the Board of Directors

(B. P. Yadav)  
Director

(Amar Jeet Singh)  
Director

Date: July 30, 2013

Place: New Delhi

# ***MONICA ELECTRONICS LIMITED***

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## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

### **Industry overview**

Television Industry has been witnessing vast technological advances. While the industry is witnessing growth the margins are squeezing due to increased competition.

### **Opportunities and Threats**

The technology for advanced televisions is available from abroad but increased competition makes the foray into the market difficult as the margins have squeezed.

### **Segment-wise or product-wise performance**

The company has closed its operations in 2002.

### **Outlook**

The company will assess the industry environment and decided the future course of action.

### **Risk and Concerns**

The company was one of the pioneers in the industry. However, declined profits due to increase completion and higher input costs forced the company to close its operations in 2002.

### **Financial performance with respect to operational performance**

There were no operations during the financial year 2012-13

### **Human Development in Human Resources/Industrial Relations**

The company has closed its operations and did not have any employee during the year under review.

### **Internal Control System and their adequacy**

There are adequate internal control systems commensurate with the size of the company and nature of its business.

### **Contingent Liabilities**

Details of the company's contingent liabilities are given in the Annual Accounts annexed.

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## **DECLARATION**

As required under clause 49 of the Listing Agreement with stock exchanges, the board members and have affirmed compliance with the Code of Conduct for the year ended March 31, 2013.

**B. P. Yadav**  
**Director**

July 30, 2013  
New Delhi

## ***MONICA ELECTRONICS LIMITED***

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### **ANNEXURE TO THE DIRECTORS' REPORT AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

#### **To the members of MONICA ELECTRONICS LIMITED**

We have examined the relevant records of Monica Electronics Limited (the company) for the year ended 31.03.2013 relating to the compliance with the requirement of Corporate Governance as stipulated in clause 49 of the listing agreement of the company with the stock exchange(s).

The compliance of the conditions of corporate governance is the responsibility of the management.

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

In our opinion and to the best of our information and according to the information given to us, we certify that the company has complied with the conditions of Corporate Governance stipulated in Clause 49 of the above mentioned Listing Agreement except that the company has not paid the listing fee to the stock exchanges.

As per data of complaints given by the management and relied upon by us we state that in respect of investor grievance received during the year ended 31st March, 2013, two complaint of shareholder was pending against the company.

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

**FOR GOEL GARG & CO.  
CHARTERED ACCOUNTANTS  
FRN :- 000397N**

**AJAY RASTOGI  
PARTNER  
Membership No. : 084897**

July 30, 2013  
New Delhi

# ***MONICA ELECTRONICS LIMITED***

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## **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF Monica Electronics Limited**

### **Report on the financial statements**

We have audited the accompanying financial statements of **Monica Electronics Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2013, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of the significant accounting policies and other explanatory information.

### **Management's responsibility for the financial statements**

The Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting standards referred to in Section 211(3C) of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatements, whether due to fraud or error.

### **Auditors' responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal controls relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion.

### **Basis for Qualified Opinion**

Reference is invited to Note 2.8(a) to the financial statements, advances recoverable includes ₹. 216.19 Lacs (previous year ₹. 216.19 Lacs) from corporate companies for which no provision has been made as the confirmation of balances from the parties are on record. However, as per analysis of their net worth, based on the financial statements available, the recovery of the amount is doubtful.

### **Qualified opinion**

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph, the aforesaid financial statements give the information required by the Act 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, 2013;
- b) in the case of the Statement of Profit and Loss, of the loss of the Company for the year ended on that date and
- c) in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.



## ***MONICA ELECTRONICS LIMITED***

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### **Emphasis of matter**

- (i) We draw attention to Note 2.8(b) to the financial statements, on other loans and advances include a sum of ₹. 3 Lacs (previous year ₹. 3 Lacs) being fixed deposits with banks held in the names of ex-employees of the company and are pledged with District Court, New Delhi. Interest accrued on above has not been provided in view of uncertainty regarding its realisation.
- (ii) We draw attention to Note 2.13 to the financial statements, on balances grouped under advances received from customers and advances recoverable are under reconciliation and subject to confirmation from respective parties. The final adjustment, if any, shall be made on reconciliation of the same. The impact, if any, on the loss for the year cannot be ascertained at this stage.
- (iii) We draw attention to Note 2.16 to the financial statements, on the accounts which have been prepared as a going concern inspite of the fact that due to labour problem, the company has closed down its manufacturing operations and its entire net worth has been eroded.

### **Report on other legal and regulatory requirements**

1. 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 Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by Section 227(3) of the Act, 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 it appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from the branches not visited by us.
  - c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account and with the returns received from the branches not visited by us.
  - d) In our opinion, the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement comply with the Accounting Standards referred to in Section 211(3C) of the Act.
  - e) On the basis of the written representations received from the directors as on 31st March, 2013 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2013 from being appointed as a director in terms of Section 274(1)(g) of the Act.
  - f) Since the Central Government has neither issued any notification as to the rate at which the cess is to be paid under Section 441A of the Act nor has it issued any Rules under the said Section prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

**FOR GOEL GARG & CO.  
CHARTERED ACCOUNTANTS  
FRN :- 000397N**

**AJAY RASTOGI  
PARTNER  
Membership No. : 084897**

Place : New Delhi  
Dated : 28th May, 2013

## ***MONICA ELECTRONICS LIMITED***

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### **Annexure to the Auditors' Report**

#### **Refereed to in paragraph 3 of our report of even date**

- (i) a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b) The company has phased programme for physical verification of fixed assets which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
- c) None of the Fixed Assets has been revalued during the year.
- (ii) The company does not have any inventory at the end of the year.
- (iii) The company has not either taken any loan or granted any loan from / to companies or firms covered in the register maintained under section 301 of the Companies Act, 1956.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size, of the company and nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods & services. Further, on the basis of our examination of the books and records of the company, and according to the information and explanations given to us, we have neither come across nor have we been informed of any continuing failure to correct major weakness in the aforesaid internal control system.
- (v) According to the information and explanations given to us, we are of the opinion that the contracts or arrangements refer to in section 301 of the Companies Act, 1956 have entered in the register required to be maintained under that section, if any;
- (vi) The company has not accepted any deposits from the public under section 58A, 58AA or any other relevant provisions of Companies Act, 1961.
- (vii) The Company is not maintaining any cost records under section 209(1)(d) of the Companies Act, 1956 as no manufacturing activities have been carried out during the year.
- (viii) a) The company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education protection fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, cess and other material statutory dues applicable to it.
- b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, service tax, sales tax, customs duty, excise duty and cess were in arrears, as at 31.3.2013 for period of more than six months from the date they became payable.
- c) According to the information and explanations given to us, there are no dues of sales tax, income tax, customs duty, wealth tax and cess which have not been deposited on account of any dispute. However, according to the records of the company and the information and explanations given to us, the following are the particulars of disputed dues on account of excise duty which has not been deposited.

<b>Name of Statue</b>	<b>Nature of dues</b>	<b>Amount (Rs. in Lacs)</b>	<b>Financial year to which relates</b>	<b>Forum where pending</b>
Central Excise Laws	Excise duty - Differential Duty, Interest and Penalty	101.70 lacs	1998-99	CESTAT

## ***MONICA ELECTRONICS LIMITED***

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- (x) a) The company has incurred cash loss during the financial year covered by our audit but there was no cash loss in the immediately preceding financial year also. The accumulated losses at the end of the financial year are more than the 50% of its net worth.
- b) The Company has eroded its paid up capital and reserves. As per legal opinion taken by the company, it is not a Sick Industrial Company with in the meaning of clause (O) of Section 3(1) of the Sick Industrial Companies (Special Provisions) Act, 1985.
- (xi) In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to a financial institution and bank. The company has paid the dues of debenture holders as per scheme of arrangement.
- (xii) The company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, the company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4 (xiii) of the Companies (Auditor's Report) Order, 2003, as amended by the Companies (Auditor's Report) (Amendment) Order, 2004, are not applicable to the company.
- (xiv) In our opinion, the company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003, as amended by the Companies (Auditor's Report) (Amendment), Order 2004, are not applicable to the company.
- (xv) The company has not given guarantees for loans taken by others from banks or financial institutions.
- (xvi) The company does not have any term loan.
- (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 the company has not used funds raised on long term basis for short-term investment. The company has not raised any short-term funds.
- (xviii) According to the information and explanations given to us, the company has not made any Allotment of shares to parties and companies covered in the register maintained under section 301 of the Act.
- (xix) According to the information and explanations given to us, during the year covered by our audit report, the company has not issued any debentures.
- (xx) The Company has not raised any money by way of Public Issue during the year.
- (xxi) According to the information and explanations given to us and on the basis of examination of records, no material fraud on or by the company has been noticed or reported during the course of our audit.

**For Goel Garg & Co.,  
Chartered Accountants**

**Sumit Kumar Goyal  
(Partner)  
M. No. 515406  
FRN: 00397N  
Place: New Delhi  
Date: 28<sup>th</sup> May 2012**

# MONICA ELECTRONICS LIMITED

## BALANCE SHEET AS AT 31ST MARCH, 2013

(In Rupees)

Particulars		Refer Note No.	As at 31 March, 2013	As at 31 March, 2012
I.	<b>EQUITY AND LIABILITIES</b>			
1	<b>Shareholders' funds</b>			
(a)	Share capital	2.1	42,966,687	42,966,687
(b)	Reserves and surplus	2.2	(182,629,039)	(182,370,684)
2	<b>Current liabilities</b>			
(a)	Other current liabilities	2.3	163,208,462	163,173,545
(b)	Short-term provisions	2.4	97,671	97,671
	<b>TOTAL</b>		<b>23,643,781</b>	<b>23,867,219</b>
II.	<b>ASSETS</b>			
(a)	Fixed assets	2.5		
i)	Tangible assets		97,506	97,506
(b)	Non-current investments	2.6	-	-
2	<b>Current assets</b>			
(a)	Cash and cash equivalents	2.7	43,404	390,245
(b)	Short-term loans and advances	2.8	23,362,471	23,212,471
(c)	Other current assets	2.9	140,400	166,997
	<b>TOTAL</b>		<b>23,643,781</b>	<b>23,867,219</b>
	See accompanying notes forming part of the financial statements			
	Significant Accounting Policies	1		
	Notes to the Accounts	2		

As per our report of even date.

For Goel Garg & Co.,  
Chartered Accountants  
FRN :- 000397N

For and on behalf of the Board of Directors

Ajay Rastogi  
Partner  
Membership No.: 084897

Director

Director

Place: New Delhi  
Date : 28 May, 2013

## **MONICA ELECTRONICS LIMITED**

### **PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2013**

(In rupees)

Particulars	Refer Note No.	For the year ended 31 March, 2013	For the year ended 31 March, 2012
Revenue from operations		-	-
Other income	2.10	2,923	266,507
<b>Total Revenue (I + II)</b>		<b>2,923</b>	<b>266,507</b>
Expenses:			
Other expenses	2.11	261,278	310,657
<b>Total Expenses</b>		<b>261,278</b>	<b>310,657</b>
<b>Profit/(Loss) before tax (VII- VIII)</b>		<b>(258,355)</b>	<b>(44,150)</b>
Tax expense:		-	-
<b>Profit (Loss) for the period (XI + XIV)</b>		<b>(258,355)</b>	<b>(44,150)</b>
Earnings per equity share:			
Basic & Diluted		(0.006)	(0.001)

As per our report of even date.

For Goel Garg & Co.,  
Chartered Accountants  
FRN :- 000397N

For and on behalf of the Board of Directors

Ajay Rastogi  
Partner  
Membership No.: 084897

Director

Director

Place: New Delhi  
Date : 28 May, 2013

# MONICA ELECTRONICS LIMITED

Financial Statements for the year ended on 31st March 2013

## 2 NOTES TO THE ACCOUNTS

### 2.5 FIXED ASSETS

Particulars	Gross Block			Accumulated Depreciation				Net Block	
	Opening balance as at April 1, 2012	Additions	Deletions	Closing balance as at March 31, 2013	Upto March 31, 2012	Depreciation charge for the year	On Disposals	Closing balance as at March 31, 2013	As At March 31, 2012
<b>(a) Tangible Assets</b>									
Land	97,500	-	-	97,500	-	-	-	97,500	97,500
Vehicles	1,99,845	-	-	1,99,845	1,99,839	-	-	1,99,839	6
<b>Total (A)</b>	<b>2,97,345</b>	<b>-</b>	<b>-</b>	<b>2,97,345</b>	<b>1,99,839</b>	<b>-</b>	<b>-</b>	<b>1,99,839</b>	<b>97,506</b>
<b>(b) Intangible Assets</b>									
<b>Total (B)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Grand Total (A+B)</b>	<b>2,97,345</b>	<b>-</b>	<b>-</b>	<b>2,97,345</b>	<b>1,99,839</b>	<b>-</b>	<b>-</b>	<b>1,99,839</b>	<b>97,506</b>
Previous year	2,97,345	-	-	2,97,345	1,99,839	-	-	1,99,839	97,506

# ***MONICA ELECTRONICS LIMITED***

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## **SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE ACCOUNTS**

### **1 SIGNIFICANT ACCOUNTING POLICIES**

#### **1.1 BASIS OF ACCOUNTING**

- The accounts are prepared under the historical cost convention on accrual.

#### **1.2 EXCISE DUTY**

- Sales are inclusive of excise duty.
- Credit of 'CENVAT' availed is adjusted towards cost of materials.

#### **1.3 INVESTMENTS**

- Investments held by the company, which are long terms in nature, are stated at cost less permanent diminution in value.

#### **1.4 DEPRECIATION**

- Provided on straight-line method on assets acquired up to 30-06-87 at the rates prevailing in respective years and on subsequent additions at the rates and in the manner prescribed in Schedule XIV of the Companies Act, 1956.

#### **1.5 CLAIMS**

- Accounted for on accrual basis / final settlement.

#### **1.6 RETIREMENT BENEFITS**

- Since there is no employee at the year end the provisions regarding retirement benefits are not applicable.

#### **1.7 TAXES ON INCOME**

- Deferred Tax is a recognized subject to the consideration of prudence, on timing difference, being the difference between taxable income and accounting difference that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets are not recognized on unabsorbed depreciation and carry forward losses unless there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

# MONICA ELECTRONICS LIMITED

Financial Statements for the year ended on 31st March 2013

## 2 NOTES TO THE ACCOUNTS

### 2.1 Share Capital

Particulars	As at 31 March 2013		As at 31 March 2012	
	Number	Rs.	Number	Rs.
<b>Authorised</b>				
Equity Shares of Rs.10/- each	10,000,000	100,000,000	100,000,000	100,000,000
Unclassified Shares of Rs.10/- each	5,000,000	50,000,000	50,000,000	50,000,000
<b>Issued, Subscribed &amp; Paid up</b>				
Equity Shares of Rs.10/- each	4,299,600	42,996,000	4,299,600	42,996,000
(includes 19,75,000 (19,75,000) Equity Shares of Rs. 10/- each fully paid up 'allotted by way of Bonus Shares by capitalisation of Reserves)				
	4,299,600	42,996,000	4,299,600	42,996,000
<b>Less: calls unpaid</b>				
Aggregate of calls unpaid				
- by directors		-		-
- by officers		-		-
- by others		29,313		29,313
<b>Total Paid Up Capital</b>		4,29,66,687		4,29,66,687

(a) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period:

Particulars	Equity Shares	
	Number	Rs.
Shares outstanding at the beginning of the year	4,299,600	42,996,000
Shares Issued during the year	-	-
Shares bought back during the year	-	-
Shares outstanding at the end of the year	4,299,600	42,996,000

(b) Shareholder holding more than 5% shares:

Name of Shareholder	As at 31 March 2013		As at 31 March 2012	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Onida Credit & investment limited	1,834,344	42.66%	1,834,344	42.66%
<b>Total</b>	<b>1,834,344</b>	<b>42.66%</b>	<b>1,834,344</b>	<b>42.66%</b>



# MONICA ELECTRONICS LIMITED

Financial Statements for the year ended on 31st March 2013

## 2 NOTES TO THE ACCOUNTS

### 2.2 Reserves And Surplus

Particulars	As at 31 March 2013	As at 31 March 2012
	Rupees	Rupees
<b>(a) Capital reserve</b>		
Opening balance	26,522,615	26,522,615
Add: Additions during the year	-	-
Less: Utilised / transferred during the year	-	-
Closing balance	26,522,615	26,522,615
<b>(b) Securities premium account</b>		
Opening balance	41,238,187	41,238,187
Add : Received during the year	-	-
Less : Utilised during the year for:	-	-
Closing balance	41,238,187	41,238,187
<b>(c) Surplus/(Deficit) - Profit and Loss Account</b>		
Opening Balance	(250,131,486)	(250,087,336)
(+) Net Profit/(Loss) for the current year	(258,355)	(44,150)
Closing Balance	(250,389,841)	(250,131,486)
<b>Total</b>	<b>(182,629,039)</b>	<b>(182,370,684)</b>

### 2.3 Other Current Liabilities

Particulars	As at 31 March 2013	As at 31 March 2012
	Rs.	Rs.
Sundry Creditors	162,884,990	162,884,990
Expenses Payable	319,999	284,803
TDS Payable	3,473	3,752
<b>Total</b>	<b>163,208,462</b>	<b>163,173,545</b>

- (a) The company had filed a petition u/s 391 in the Delhi High Court for sanction of Scheme of Arrangement with debenture holders. The Delhi High Court vide its order dated 14.12.2004 approved the said scheme of Arrangement. The company paid off to all the debenture holders as per the terms of Scheme by depositing the outstanding amount in a no lien account with ICICI Bank Ltd., and out of total payment a sum of ₹. 1785750/- has not been encashed by the debenture holders.
- (b) During the year The Company has Transfer remaining unpaid balance of matured debetures amounting to ₹. 17,85,750 to Investor education and protection fund as per section 205C of Companies act, 1956.

### 2.4 Short Term Provisions

Particulars	As at 31 March 2013	As at 31 March 2012
	Rs.	Rs.
Provision for loss on impairment of fixed assets For Taxation	97,671	97,671
<b>Total</b>	<b>97,671</b>	<b>97,671</b>

# MONICA ELECTRONICS LIMITED

Financial Statements for the year ended on 31st March 2013

## 2 NOTES TO THE ACCOUNTS

### 2.6 Non-current investments

Particulars	As at 31 March 2013	As at 31 March 2012
	Rs.	Rs.
<b>At COST (Unless otherwise stated)</b>		
<b>Unquoted trade</b>		
<b>Investments in Equity Instruments</b>		
- <i>in Other Entity</i> - 12,50,000 (12,50,000) Equity Shares of Rs. 10/- Each fully paid-up in Onida Finance Limited	12,50,000	12,50,000
	12,50,000	12,50,000
<b>Unquoted Non-trade</b>		
<b>Investments in Equity Instruments</b>		
- <i>in Associates</i> - 1(1) Equity Shares of Rs. 10/- Each fully paid-up in Onida International Limited	10	10
	10	10
<b>Aggregate amount of Unquoted investments - at cost</b>	<b>12,50,010</b>	<b>12,50,010</b>
Provision for Dimension in value of Long Tern Investments	12,50,010	12,50,010
<b>Total</b>	<b>-</b>	<b>-</b>

- (a) Onida Finance Limited (OFL) has been wound up by High Court on 23.1.2004 under the provisions of Companies Act, 1956. OFL is under liquidation and there is no chance of any recovery out of the Investment in 12,50,000 equity shares of the said Company. The Company has made full provision in this regard.

### 2.7 Cash and cash equivalents

Particulars	As at 31 March 2013	As at 31 March 2012
	Rs.	Rs.
a. Balances with banks		
i) Current Accounts	43,205	381,711
ii) In earmarked accounts		
b. Cash on hand	199	8,534
<b>Total</b>	<b>43,404</b>	<b>390,245</b>

### 2.8 Short-term loans and advances

Particulars	As at 31 March 2013	As at 31 March 2012
	Rs.	Rs.
Advances Recoverable in cash or kind or for value to be received		
<i>Unsecured, considered good</i>	23,014,856	22,864,856
Other loans and advances - Unsecured, considered good;	347,615	347,615
<b>Total</b>	<b>23,362,471</b>	<b>23,212,471</b>

- (a) Advances Recoverable includes ₹. 216.19 lacs (Previous period ₹. 216.19 lacs) from corporate companies for which no provision has been made as the confirmation of balances from the parties are on record. However, as per analysis of their net worth, based on the financial statements available, the recovery of the amount is doubtful.
- (b) Other loans and advances include a sum of ₹. 3 lacs (Previous year ₹. 3 lacs) being fixed deposits with banks held in the names of ex-employees of the company and are pledged with District Court, New Delhi. Interest accrued on above has not been provided in view of uncertainty regarding its realisation.

# MONICA ELECTRONICS LIMITED

Financial Statements for the year ended on 31st March 2013

## 2 NOTES TO THE ACCOUNTS

### 2.9 Other Current Assets

Particulars	As at 31 March 2013	As at 31 March 2012
	Rs.	Rs.
Security Deposited	84,786	84,786
Advance Income tax	55,614	82,211
<b>Total</b>	<b>140,400</b>	<b>166,997</b>

### 2.10 Other Income

Particulars	As at 31 March 2013	As at 31 March 2012
	Rs.	Rs.
Interest Income on Income tax refund	2,923	266,507
<b>Total</b>	<b>2,923</b>	<b>266,507</b>

- (a) The Interest income includes ₹. NIL (1.90) lacs interest earned in previous years on Fixed deposits which was realised during the year. Earlier, these FD's were held in the names of ex-employees of the company and are pledged with District Court, New Delhi. In previous year, Interest accrued on above has not been recognized in view of uncertainty regarding its realisation.

### 2.11 Other Expenses

Particulars	As at 31 March 2013	As at 31 March 2012
	Rs.	Rs.
<u>Administrative General Expenses</u>		
Rent	22,000	16,350
Travelling and Conveyance	42,050	33,000
Audit Fee	22,972	27,590
Bank Charges	730	2,598
Legal & Professional	93,951	127,438
Printing & Stationery	61,411	55,174
Director Sitting Fees	12,000	18,000
Other Administrative General Expenses	6,164	30,507
<b>Total</b>	<b>261,278</b>	<b>310,657</b>

### 2.12 Contingent Liability not Provided for :-

- Central Excise Duty demand ₹. 101.70 lacs (Previous period ₹. 101.70 lacs) under appeal.

2.13 Balances grouped under Advances received from customers and Advances recoverable are under reconciliation and subject to confirmation from respective parties. The final adjustment, if any, shall be made on reconciliation of the same. The impact, if any, on the loss for the year can not be ascertained at this stage.

2.14 In the opinion of the Board of Directors the aggregate value of current assets, loans and advances on realization in ordinary course of business will not be less than the amount at which these are stated in the balance sheet.

2.15 No amount is due to Micro Enterprise, Small enterprise & Medium enterprise under micro enterprise small enterprise & medium enterprise development act 2006.

2.16 The accounts have been prepared as a going concern inspite of the fact that due to labour problem, the company has closed down its manufacturing operations and its entire net worth has been eroded.

# MONICA ELECTRONICS LIMITED

Financial Statements for the year ended on 31st March 2013

## 2 NOTES TO THE ACCOUNTS

2.17 Information as required by Accounting Standard (AS-18) on "Related Party Disclosure" issued by the Institute of Chartered Accountant of India is as follows:

### Names of related parties & Relationship :

**A) Associate Companies:**

Onida Credit & Investment Limited  
Onida Saka Limited  
Vaka Electronics Private Limited  
OFL Capital Corporation Limited  
Onida International Limited  
OFL Securities Limited

**B) Key Management Personnel & Relatives :**

(i) Mr. B.P. Yadav, Director  
(ii) Mr. Amarjeet Singh Director  
(iii) Mr. A.K. Dhingra, Director

**C) Relative of Key Management - None**

**D) Enterprises over which any person described in Column A & B is able to exercise significant influence - None**

**E) Major Shareholder:**

Onida Credit and Investment Limited

**F) Details of transactions**

Particulars	Associate Company	Key Management Personnel	Relative of Key Management	Enterprises over which any person in column 2 & 3 is able to exercise significant influence	Total
Remuneration/ Sitting Fee	- (-)	12,000 (18,000)	- (-)	- (-)	12,000 (18,000)
Advances	- (-)	- (-)	- (-)	- (-)	- (-)
<b>Outstanding as on 31.03.2013</b>					
Advance to party	21,618,918 (21,618,918)	- (-)	- (-)	- (-)	21,618,918 (21,618,918)
<b>Total</b>	<b>21,618,918</b> (21,618,918)	<b>-</b> (-)	<b>-</b> (-)	<b>-</b> (-)	<b>21,618,918</b> (21,618,918)

2.18 The company is exclusively engaged in the business of electronic products, which is considered as the only reportable segment referred to in statement on Accounting Standard (AS)-17 for the "Segmental Reporting". The geographical segmentation is not relevant, as there is no export.

# MONICA ELECTRONICS LIMITED

Financial Statements for the year ended on 31st March 2013

## 2 NOTES TO THE ACCOUNTS

2.19 The company has carry forward business loss and expenses allowable on payments available for set off under Income Tax Act, 1961. The company has closed its manufacturing operations and as such, there is uncertainty regarding generation of sufficient future taxable income. In view of this, the deferred tax asset at the end including related credits for the year has not been recognised in the accounts on prudent basis.

2.20 The Company has closed down its manufacturing operations w.e.f 13th May 2002 under section 6W to be read with 6V of U.P. Industrial Dispute Act, 1947. The workers in turn have filed their objection under section 25(o) of Industrial Dispute Act, 1947 with labour/court for which the matter is still sub-judice.

### 2.21 Earning Per Share

Particulars	As at 31/03/13	As at 31/03/12
Weighted average number of equity shares at the beginning and end of the year.	4,299,600	4,299,600
Net profit/(Loss) after tax (Rupees)	(258,355)	(44,150)
Basic and Diluted Earning per share (Rupees)	(0.06)	(0.01)
Nominal Value of a Equity Share(Rupees)	10.00	10.00

2.22 Remuneration paid to statutory Auditors grouped under Administrative Expenses is as under:

Particulars	31/03/2013	31/03/2012
Statutory Audit fee	20,000	25,000
Service Tax	2,972	2,590
<b>Total</b>	<b>22,972</b>	<b>27,590</b>

2.23 Information required by Para 5(Viii) of part II of Schedule VI of the Companies Act, 1956.....NIL.

2.24 Previous year figures are regrouped and rearrange wherever necessary.

2.25 Note No. 1 & 2 form an integral part of the Balance Sheet and Profit and Loss Account and are duly authenticated.

As per our report of even date.  
For Goel Garg & Co.,  
Chartered Accountants  
FRN:-000397N

For and on behalf of the Board of Directors

Ajay Rastogi  
Partner  
Membership No.:084897

Director

Director

Place: New Delhi  
Date : 28 May, 2012

## **MONICA ELECTRONICS LIMITED**

### **Note 3. CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2013**

Pursuant to clause 32 of the listing agreement(s) as amended

		(Amount in Rupees)		(Amount in Rupees)	
		31st March 2013		31st March 2012	
(a)	<b>CASH FLOW FROM OPERATION ACTIVITIES</b>				
	Net Loss before Tax and Extra-ordinary Items		(258,355)		(44,150)
	Add/(less): Adjustment :		-		-
	Operating profit before Working Capital Changes		(258,355)		(44,150)
	<i>Changes in working capital:</i>				
	Adjustments for (increase) / decrease in operating assets:				
	Short-term loans and advances	150,000		15,000	
	Other current assets	26,597		80,038	
			(123,403)		95,038
	Adjustments for increase / (decrease) in operating liabilities:				
	Other current liabilities	34,917		(1,777,568)	
			34,917		(1,777,568)
	Cash Flow before extra ordinary items		(346,841)		(1,726,680)
	<b>Net cash flow from / (used in) operating activities (A)</b>		(346,841)		(1,726,860)
(b)	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		-		-
	<b>Net cash flow from / (used in) investing activities (B)</b>		-		-
(b)	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		-		-
	<b>Net cash flow from / (used in) financing activities (C)</b>		-		-
	<b>Net Increase /(Decrease) in Cash and Cash equivalent</b>		(346,841)		(1,726,680)
	<b>Add Opening Balance of Cash and Cash equivalent</b>		390,245		2,116,925
	<b>Closing Balance Cash and Cash equivalent</b>		43,404		390,245

- (D) i) Figures in brackets represent negative figure.  
 ii) Figures in Note (1) to (3) above have been given by the management and relied upon by the Auditors  
 iii) See accompanying notes forming part of the financial statements

**As per our report of even date.**

**For Goel Garg & Co.,  
 Chartered Accountants  
 FRN: 000397N**

**For and on behalf of the Board**

**Ajay Rastogi  
 Partner  
 Membership No.:084897**

**Director**

**Director**

**Place: New Delhi  
 Date : 28 May, 2013**

# **MONICA ELECTRONICS LIMITED**

## **PART -IV BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE**

i) Registration Details			
Registration No.	8005	State Code	55
Balance Sheet Date	31	03	2013
ii) Capital raised during the year			
	Public Issue	Private Issue	
	Nil	Nil	
iii) Position of Mobilisation and			
	Total Liabilities	(Amount in R. Thousands)	
Deployed of Funds		Total Assets	
(Amount in 000)			
	110727	110727	
Sources of Funds			
	Paid Up Capital	Reserve & Surplus	
	42967	67760	
	Secured Loan	Unsecured Loan	
	NIL	NIL	
Application of Funds			
	Net Fixed Assets	Investment	
	97	NIL	
	Net Current Assets	Misc. Expenditure	
	(-)139670	NIL	
	Accumulated Losses		
	250390		
iv) Performance of Company			
	TurnOver (Gross Revenue)	(Amount in Rs. Thousands)	
		Total Expenditure	
	03	261	
	Loss before tax	Loss after tax	
	258	258	
	Earning per share	Dividend rate %	
	-0.06	NIL	
v) Generic Name of Three Principal Products/Service of Company			

Item Code No.	8528.0000
Product Description	CTV
Item Code No.	8521.000
Product Description	VCR/VCP

# MONICA ELECTRONICS LIMITED

Shop No. 21, C/o Aashiyana Residency, Chaudhary Dharambir Market,  
Near Sebel Cinema, Badarpur, New Delhi -110044

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL. Joint shareholder may obtain additional attendance slip on request at the venue.

DP.Id*	
--------	--

Master Folio No. 1	
--------------------	--

Client Id*	
------------	--

No. of Shares (s) held	
------------------------	--

NAME AND ADDRESS OF THE SHAREHOLDER

I hereby record my presence at the 37th annual general meeting of the company held on Friday, the 27th day of September, 2013 at 10:00 A.M. at Shiv Farm House, Rama Garden, Jaitpur Road, New Delhi - 110044

Signature of Shareholder or Proxy

\* Applicable for investors holding shares in electronic form

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# MONICA ELECTRONICS LIMITED

PROXY FORM

Shop No. 21, C/o Aashiyana Residency, Chaudhary Dharambir Market,  
Near Sebel Cinema, Badarpur, New Delhi -110044

DP.Id*	
--------	--

Master Folio No. 1	
--------------------	--

Client Id*	
------------	--

No. of Shares (s) held	
------------------------	--

NAME AND ADDRESS OF THE SHAREHOLDER

I / We \_\_\_\_\_  
of \_\_\_\_\_ of \_\_\_\_\_  
Limited, hereby appoint \_\_\_\_\_ of \_\_\_\_\_  
in the district of \_\_\_\_\_ of failing him \_\_\_\_\_  
\_\_\_\_\_ of \_\_\_\_\_ of failing him  
\_\_\_\_\_ of \_\_\_\_\_ as

my / our proxy to vote for me / us behalf at the 37th Annual General Meeting held at Shiv Farm House, Rama Garden, Jaitpur Road, New Delhi - 110044 on Friday, the 27th day of September, 2013 at 10:00 A.M. or any adjustment there of.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2013

\* Applicable for investors holding shares in electronic form

Note :

The proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting. The Proxy need not be a member of the company.

**MEMBER MAY PLEASE NOTE THAT NO GIFTS / GIFT COUPONS WILL BE DISTRIBUTED AT THE MEETING**



## BOOK-POST

If undelivered please return to :

**MONICA ELECTRONICS LIMITED**

Shop No. 21, C/o Aashiyana Residency,

Chaudhary Dharambir Market,

Near Sebel Cinema, Badarpur, New Delhi -110044