



65TH ANNUAL REPORT 2011 - 2012

## Board of Directors

Mr. T. R. Swaminathan, Chairman

Mr. R. S. Jhawar

Mr. Supriya C. Mukherjee

Mr. F. J. Guzdar, Whole-Time-Director

## Bankers

Bank of India

HDFC Bank

## Auditors

Messrs B. K. Khare & Co.

Mumbai

## Registrar & Share Transfer Agents

M/s. Sharepro Services (India) Private Ltd.

13A/B, Samhita Warehousing Complex,

2nd Floor, Sakinaka Telephone Exchange Lane,

Off Andheri Kurla Road, Sakinaka,

Andheri (E), Mumbai - 400 072.

Tel. No.: (022) 6772 0400, 6772 0300

Fax No.: (022) 2859 1568

## Solicitors

Govind Desai Associates, Mumbai

## Registered Office

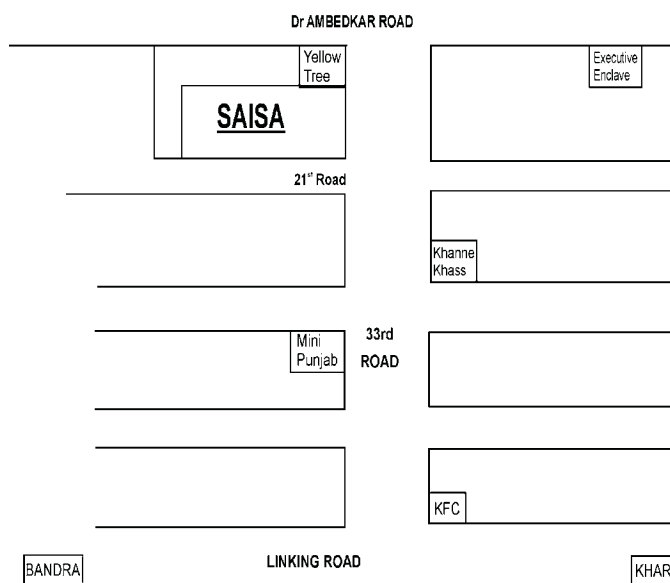
Rustom Court Building,

Opp. Podar Hospital,

Dr. Annie Besant Road,

Worli, Mumbai 400 030.

## LOCATION OF VENUE



## Contents

## Page No.

Notice .....	1
Director's Report .....	10
Report on Corporate Governance .....	12
Corporate Governance Certificate .....	15
Compliance Certificate .....	16
Auditor's Report .....	18
Balance Sheet .....	22
Profit & Loss Account .....	23
Cash Flow Account .....	24
Notes to Accounts .....	25
Proxy .....	37

## Notice of Annual General Meeting:

Notice is hereby given that Sixty Fifth Annual General Meeting of the Company will be held as scheduled below.

Day : Friday  
Date : 21<sup>st</sup> September, 2012  
Time : 11.30 A.M.  
Venue : ST. Anthony's Institute, Sports Academy-SAISA,  
33<sup>rd</sup>/21<sup>st</sup> Road Corner, Pali,  
Bandra(W), Mumbai - 400 050.

The Agenda for the meeting will be as under:

### ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Audited Statement of Accounts for the financial year ended 31<sup>st</sup> March, 2012 and report of the Directors and Auditors thereon.
- 2) To elect a Director in the place of Mr. T. R. Swaminathan who retires by rotation and being eligible, offers himself for re-election.
- 3) To elect a Director in the place of Mr. F. J. Guzdar who retires by rotation and being eligible, offers himself for re-election.
- 4) To consider and, if thought fit to pass, with or without modification, the following resolution as a special resolution:

"RESOLVED THAT Messrs. B. K. Khare & Company, Chartered Accountants, Mumbai be and are hereby appointed as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company at a remuneration to be decided by the Board of Directors and they be paid in addition, out of pocket and / or traveling expenses that they may incur in carrying out their duties.

### SPECIAL BUSINESS:

- 5) To consider and, if thought fit, to pass, with or without modification the following a special resolution.

"RESOLVED that pursuant to the provisions of section 269, 309, 311 and other applicable provision of the Companies Act, 1956, the Company hereby approves and confirms the re-appointment of Mr. F. J. Guzdar as Whole-Time-Director of the Company made by the Board of Directors of the Company at their meeting held on 01.02.2008 on the terms and remuneration fixed at that meeting and approved by the members of Company by resolution proposed and passed as a special resolution at the Annual General Meeting of the Company held on 16.09.2008

RESOLVED FURTHER that the Appointment Letter dated 31<sup>st</sup> March, 2008 issued by the Company and accepted by

Mr. F. J. Guzdar recording his re-appointment and remuneration payable to him as a Whole-Time-Director as per the said resolution of the Board of Directors and the remuneration paid to Mr. F. J. Guzdar pursuant to the said Appointment Letter dated 31<sup>st</sup> March, 2008 be and is hereby approved, confirmed and ratified."

- 6) To consider and, if thought fit, to pass, with or without modification the following special resolution.

"RESOLVED that pursuant to the provisions of section 269, 309, 311 and other applicable provisions of the Companies Act, 1956, the Company hereby approves and confirms the re-appointment of Mr. F. J. Guzdar as Whole-Time-Director of the Company made by the Board of Directors of the Company at their meeting held on 26.02.2009 on the terms and remuneration fixed at that meeting and approved by the members of the Company by the resolution proposed and passed as a special resolution at the Annual General Meeting of the Company held on 25.09.2009

RESOLVED FURTHER that the Appointment Letter dated 1<sup>st</sup> April, 2009 issued by the Company and accepted by Mr. F. J. Guzdar recording his re-appointment and remuneration payable to him as a Whole-Time-Director as per the said resolution of the Board of Directors and the remuneration paid to Mr. F. J. Guzdar pursuant to the said Appointment Letter dated 1<sup>st</sup> April, 2009 be and are hereby approved, confirmed and ratified."

- 7) To consider and, if thought fit, to pass, with or without modification the following special resolution.

"RESOLVED that pursuant to the provisions of section 269, 309, 311 and other applicable provision of the Companies Act, 1956, the Company hereby approves and confirms the re-appointment of Mr. F. J. Guzdar as Whole-Time-Director of the Company made by the Board of Directors of the Company at their meeting held on 08.02.2010 on the terms and remuneration fixed at that meeting and approved by the members of the Company by a resolution proposed and passed as a special resolution at the Annual General Meeting of the Company held on 24.09.2010

RESOLVED FURTHER that the Appointment Letter dated 1<sup>st</sup> April, 2010 issued by the Company and accepted by Mr. F. J. Guzdar recording his re-appointment and remuneration payable to him as a Whole-Time-Director as per the said resolution of the Board of Directors and the remuneration paid to Mr. F. J. Guzdar pursuant to the said Appointment Letter dated 1<sup>st</sup> April, 2010 be and is hereby approved, confirmed and ratified."

- 8) To consider and, if thought fit, to pass, with or without modification the following special resolution.

"RESOLVED that pursuant to the provisions of section 269, 309, 311 and other applicable provisions of the

Companies Act, 1956, the Company hereby approves and confirms the re-appointment of Mr. F. J. Guzdar as Whole-Time-Director of the Company made by the Board of Directors of the Company at their meeting held on 14.02.2011 on the terms and remuneration fixed at that meeting and approved by the members of Company by a resolution proposed and passed as a special resolution at the Annual General Meeting of the Company held on 05..08.2011

RESOLVED FURTHER that the Appointment Letter dated 1<sup>st</sup> April, 2011 issued by the Company and accepted by Mr. F.J Guzdar recording his re-appointment and remuneration payable to him as a Whole-Time-Director as per the said resolution of the Board of Directors and the remuneration paid to Mr. F.J. Guzdar pursuant to the said Appointment Letter dated 1<sup>st</sup> April, 2011 be and is hereby approved, confirmed and ratified."

- 9) To consider and, if thought fit, to pass, with or without modification the following special resolution.

"RESOLVED THAT pursuant to the provisions of Sections 269, 309, 311, Schedule XIII and other applicable provisions of the Companies Act, 1956 the Company hereby approves the appointment of Mr. F. J. Guzdar as a Whole-Time-Director of the Company for a period of one year from 01.04.2012 to 31.03.2013 on the remuneration set out in the draft agreement to be executed between the Company and Mr. F. J. Guzdar placed before this meeting and initiated by the Chairman for the purpose of identification."

By order of the Board of Directors

Registered Office:  
Rustom Court,  
Opp. Podar Hospital,  
Dr. Annie Besant Road,  
Worli, Mumbai – 400 030.  
Dated:- 17<sup>th</sup> May, 2012

F.J.GUZDAR  
DIRECTOR

Notes:-

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXIES NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**
- 2) An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of the Special Business to be transacted at the meeting as set out above is annexed hereto and forms part of the Notice.
- 3) The Details of the Directors seeking re-appointment at the forthcoming Annual General Meeting as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges are also annexed.

- 4) The register of members and shares transfer books of the Company will remain closed Wenesday 15th September, 2012 to Friday, 21st September, 2012 (both days inclusive).
- 5) Members are requested to bring their copies of the Annual Report to the meeting.

#### ANNEXURE TO THE NOTICE:

Explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 and forming part of the Notice dated 17<sup>th</sup> May, 2012.

#### Item No.5:

Mr. F. J. Guzdar was re-appointed as a Whole-Time-Director of the Company for a period up to 31.03.2009 from 01.04.2008 by the Board of Directors on 01.02.2008 to comply with provision of Section 269 of the Act. The remuneration payable to Mr. F. J. Guzdar and other terms of employment are set out in the Appointment Letter dated 31<sup>st</sup> March, 2008 issued by the Company and accepted by Mr. F. J. Guzdar, keeping in view the provisions of Sections 269, 309, 311 & Schedule XIII of the Act. His appointment and the remuneration payable to him subject to approval of shareholders of the Company at the general meeting.

Thereafter at the Annual General Meeting held on 16.09.2008 Mr. F. J. Guzdar's re-appointment and remuneration was approved by a resolution proposed and passed as a special resolution by the members.

The general terms of the draft agreement between the Company and Mr. F. J. Guzdar referred to in resolution in item No.5 of the notice are as under.

#### A REMUNERATION:

Salary of Rs. 50,000/- per month.

#### B. COMMISSION:

1% commission on the net profit of the Company, subject to a Ceiling of 50% of the salary or Rs.120,000/- per annum whichever is less.

#### C. BENEFITS, PERQUISITES AND ALLOWANCES:

##### Category A

1. Housing:
  - Housing - I) The expenditure by the Company on hiring furnished accommodation will be subject to the ceiling of sixty percent of the salary
  - Housing - II) In case the accommodation is owned by the Company, ten percent of the salary of Mr. F. J. Guzdar shall be deducted by the Company.
  - Housing-III) In case no accommodation is provided by the Company, Mr. F. J. Guzdar shall be entitled to House Rent Allowance subject to the ceiling laid down in Housing - I.



2. The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per the Income Tax Rules, 1962, subject to a ceiling of 10% of the salary.
3. Medical Reimbursement: Expenses incurred for self and family subject to a ceiling of one month's salary in a year or three months' salary over a period of three years.
4. Leave Travel Concession: For self and family once in a year incurred in accordance with the rules specified by the Company.
5. Club Fees: Fees of Clubs subject to a maximum of two clubs. This will not include admission and life membership fees.
6. Personal Accident Insurance: Premium not to exceed Rs.6,000/- per annum.
7. Contribution to Deferred Annuity @ 15% of the Salary.

Explanation: For the purpose of the category A, "Family" means the spouse, the dependent children and dependent parents of Mr. F. J. Guzdar.

#### Category B

1. Contribution to Deferred Annuity will not be included in the computation of ceiling on perquisites to the extent these either singly or put together are not taxable under the Income- Tax Act.
2. The Company shall not be liable to pay contribution to Provident Fund and Gratuity.
3. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.

#### Category C

1. Provision of Company maintained car with driver for use on Company's business and telephone at residence will not be considered as perquisites.

The maximum ceiling on perquisites under category A will be restricted to an amount equivalent to the annual Salary or Rs. 6,00,000/- per annum, whichever is less.

- D. Mr. F. J. Guzdar is also entitled for privilege leave of one month for every eleven months of service.
- E. Mr. F. J. Guzdar shall also be entitled to attend the Meeting of the Board of Directors or any committee thereof from the date of appointment but no sitting fees shall be paid to him.
- F. Mr. F. J. Guzdar shall be paid the aforesaid remuneration by way of salary and perquisites (except commission) as aforesaid, as minimum remuneration, notwithstanding that in any financial year of the Company during the aforesaid period, the Company has made no profit or if the profits are inadequate.

- G. Mr. F. J. Guzdar shall be entitled to reimbursement or entertainment expenses actually and properly incurred for the business of the Company.

Appointment Letter dated 31<sup>st</sup> March, 2008 issued by the Company and accepted by Mr. F.J. Guzdar referred to at item No. 5 of the Notice will be open for inspection by members between 11.00 a.m. to 3.00 p.m. on any working day of the Company at its Registered Office.

Mr. F. J. Guzdar having attained the age of 70, his appointment and remuneration was required to be approved by the members by a special resolution for the year 01.04.2008 from 31.03.2009, Although the resolution was proposed and passed as a special resolution, the notice of the meeting did not include the intention that it was to be passed as a special resolution, as required by section 189 of the Act. Therefore, the Company is now advised to pass a fresh resolution as indicated in item No. 5.

Mr. F. J. Guzdar has over 50 Years of experience in the field of finance. He has worked with the Company as Vice President (Finance) from 1998 and as Vice President (Corporate) since 1997. He has also already served the Company as Whole-Time-Director from 01-10-1998 to 31-03-2008. Your Directors feel that the Company would immensely benefit from the aforesaid wide and varied experience possessed by Mr. F. J. Guzdar. Your Board accordingly recommends his re-appointment.

Mr. F. J. Guzdar is interested in the resolution of Item No. 5 of the Notice since they relate to his own appointment.

The Explanatory Statement together with the accompanying Notice should be treated as an abstract under Section 302.

#### Item No.6:

Mr. F. J. Guzdar was re-appointed as a Whole time Director of the Company for a period up to 31.03.2010 from 01.04.2009 by the Board of Directors on 26.02.2009 to comply with provision of Section 269 of the Act. The remuneration payable to Mr. F. J. Guzdar and other terms of employment are set out in the Appointment Letter dated 1<sup>st</sup> April, 2009 issued by the Company and accepted by Mr. F. J. Guzdar, keeping in view the provisions of Sections 269, 309, 311 & Schedule XIII of the Act. His appointment and the remuneration payable to him subject to approval of shareholders of the Company at the general meeting.

Thereafter at the Annual General Meeting held on 25.09.2009 Mr. F. J. Guzdar's re-appointment and remuneration was approved by a resolution proposed and passed as a special resolution by the members.

The general terms of the draft agreement between the Company and Mr. F. J. Guzdar referred to in resolution in item no.6 of the notice are as under.

#### A. REMUNERATION

Salary of Rs. 50,000/- per month.

**B. COMMISSION:**

1% commission on the net profit of the Company, subject to a ceiling of 50% of the salary or Rs.120,000/- per annum whichever is less.

**C. BENEFITS, PERQUISITES AND ALLOWANCES:****Category A**

## 1. Housing:

Housing - I) The expenditure by the Company on hiring furnished accommodation will be subject to the ceiling of sixty percent of the salary.

Housing - II) In case the accommodation is owned by the Company, ten percent of the salary of Mr. F. J. Guzdar shall be deducted by the Company.

Housing-III) In case no accommodation is provided by the Company, Mr. F. J. Guzdar shall be entitled to House Rent Allowance subject to the ceiling laid down in Housing - I.

2. The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per the Income Tax Rules, 1962, subject to a ceiling of 10% of the salary.
3. Medical Reimbursement: Expenses incurred for self and family subject to a ceiling of one month's salary in a year or three months' salary over a period of three years.
4. Leave Travel Concession: For self and family once in a year incurred in accordance with the rules specified by the Company.
5. Club Fees: Fees of Clubs subject to a maximum of two clubs. This will not include admission and life membership fees.
6. Personal Accident Insurance: Premium not to exceed Rs.6,000/- per annum.
7. Contribution to Deferred Annuity @ 15% of the Salary.

Explanation: For the purpose of the category A, "Family" means the spouse, the dependent children and dependent parents of Mr. F. J. Guzdar.

**Category B**

1. Contribution to Deferred Annuity will not be included in the computation of ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax act.
2. The Company shall not be liable to pay contribution to Provident Fund and Gratuity.

3. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.

**Category C**

1. Provision of Company maintained car with driver for use on Company's business and telephone at residence will not be considered as perquisites.

The maximum ceiling on perquisites under category A will be restricted to an amount equivalent to the annual salary or Rs. 6,00,000/- per annum, whichever is less.

- D. Mr. F. J. Guzdar is also entitled for privilege leave of one month for every eleven months of service.
- E. Mr. F. J. Guzdar shall also be entitled to attend the Meeting of the Board of Directors or any committee thereof from the date of appointment but no sitting fees shall be paid to him.
- F. Mr. F. J. Guzdar shall be paid the aforesaid remuneration by way of salary and perquisites (except commission) as aforesaid, as minimum remuneration, notwithstanding that in any financial year of the Company during the aforesaid period, the Company has made no profit or the profits are inadequate.
- G. Mr. F. J. Guzdar shall be entitled to reimbursement or entertainment expenses actually and properly incurred for the business of the Company.

Appointment Letter dated 1<sup>st</sup> April, 2009 issued by the Company and accepted by Mr. F. J. Guzdar referred to at item No.6 of the Notice will be open for inspection by members between 11.00 a.m. to 3.00 p.m. on any working day of the Company of its Registered Office.

Mr. F. J. Guzdar having attained the age of 70, his appointment and remuneration was required to be approved by the members by a special resolution for the year from 01.04.2009 to 31.03.2010. Although the resolution was proposed and passed as a special resolution, the notice of the meeting did not include the intention that it was to be passed as a special resolution, as required by section 189 of the Act. Therefore, the company is now advised to pass a fresh resolution as indicated in item No. 6.

Mr. F. J. Guzdar has over 50 Years of experience in the field of finance. He has worked with the Company as Vice President (Finance) from 1998 and as Vice President (Corporate) since 1997. He has also already served the Company as Whole-Time-Director from 01-10-1998 to 31-03-2009. Your Directors feel that the Company would immensely benefit from the aforesaid wide and varied experience possessed by Mr. F. J. Guzdar. Your Board accordingly recommends his re-appointment.

Mr. F. J. Guzdar is interested in the resolution of Item No. 6 of the Notice since they relate to his own appointment.

The Explanatory Statement together with the accompanying Notice should be treated as an abstract under Section 302.

#### Item No.7:

Mr. F. J. Guzdar was re-appointed as a Whole-Time-Director of the Company for a period up to 31.03.2011 from 01.04.2010 by the Board of Directors on 08.02.2010 to comply with provision of Section 269 of the Act. The remuneration payable to Mr. F. J. Guzdar and other terms of employment are set out in the Appointment Letter dated 1<sup>st</sup> April, 2010 issued by the Company and accepted by Mr. F. J. Guzdar, keeping in view the provisions of Sections 269, 309, 311 & Schedule XIII of the Act. His appointment and the remuneration payable to him, subject to approval of shareholders of the company at the general meeting.

Thereafter at the Annual General Meeting held on 24.09.2010 Mr. F. J. Guzdar's re-appointment and remuneration was approved by a resolution proposed and passed as a special resolution by the members.

The general terms of the draft agreement between the Company and Mr. F. J. Guzdar referred to in resolution in item no.7 of the Notice are as under.

#### C. REMUNERATION:

Salary of Rs. 50,000/- per month.

#### D. COMMISSION:

1% commission on the net profit of the Company, subject to a ceiling of 50% of the salary or Rs.120,000/- per annum whichever is less.

#### C. BENEFITS, PERQUISITES AND ALLOWANCES:

##### Category A

##### 1. Housing:

Housing - I) The expenditure by the Company on hiring furnished accommodation will be subject to the ceiling of sixty percent of the salary.

Housing - II) In case the accommodation is owned by the Company, ten percent of the salary of Mr. F. J. Guzdar shall be deducted by the Company.

Housing-III) In case no accommodation is provided by the Company, Mr. F. J. Guzdar shall be entitled to House Rent Allowance subject to the ceiling laid down in Housing - I.

2. The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per the Income Tax Rules, 1962, subject to a ceiling of 10% of the salary.

3. Medical Reimbursement: Expenses incurred for self and family subject to a ceiling of one month's salary in a year

or three months' salary over a period of three years.

4. Leave Travel Concession: For self and family once in a year incurred in accordance with the rules specified by the Company.
5. Club Fees: Fees of Clubs subject to a maximum of two clubs. This will not include admission and life membership fees.
6. Personal Accident Insurance: Premium not to exceed Rs.6,000/- per annum.
7. Contribution to Deferred Annuity @ 15% of the Salary.

Explanation: For the purpose of the category A, "Family" means the spouse, the dependent children and dependent parents of Mr. F. J. Guzdar.

##### Category B

1. Contribution to Deferred Annuity will not be included in the computation of ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax act.
2. The Company shall not be liable to pay contribution to Provident Fund and Gratuity.
3. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.

##### Category C

1. Provision of Company maintained car with driver for use on Company's business and telephone at residence will not be considered as perquisites.

The maximum ceiling on perquisites under category A will be restricted to an amount equivalent to the annual salary or Rs.6,00,000/- per annum, whichever is less.

- D. Mr. F. J. Guzdar is also entitled for privilege leave of one month for every eleven months of service.
- E. Mr. F. J. Guzdar shall also be entitled to attend the Meeting of the Board of Directors or any committee thereof from the date of appointment but no sitting fees shall be paid to him.
- F. Mr. F. J. Guzdar shall be paid the aforesaid remuneration by way of Salary and perquisites (except commission) as aforesaid, as minimum remuneration, notwithstanding that in any financial year of the Company during the aforesaid period, the Company has made no profit or the profits are inadequate.
- G. Mr. F. J. Guzdar shall be entitled to reimbursement or entertainment expenses actually and properly incurred for the business of the Company.

The agreement between the Company and Mr. F. J. Guzdar referred to at item No. 7 of the notice will be open for inspection by members between 11.00 a.m. to 3.00 p.m. on any working day of the Company of its Registered Office.

Mr. F. J. Guzdar having attained the age of 70, his appointment and remuneration was required to be approved by the members by a special resolution for the year 01.04.2010 from 31.03.2011, Although the resolution was proposed and passed as a special resolution, the notice of the meeting did not include the intention that it was to be passed as special resolution, as required by section 189 of the Act. Therefore, the Company is now advised to pass a fresh resolution as indicated in item No.8

Mr. F. J. Guzdar has over 50 Years of experience in the field of finance. He has worked with the Company as Vice President (Finance) from 1998 and as Vice President (Corporate) since 1997. He has also already served the Company as Whole-Time-Director from 01-10-1998 to 31-03-2010. Your Directors feel that the Company would immensely benefit from the aforesaid wide and varied experience possessed by Mr. F. J. Guzdar. Your Board accordingly recommends his re-appointment.

Mr. F. J. Guzdar is interested in the resolution of Item No. 7 of the Notice since they relate to his own appointment.

The Explanatory Statement together with the accompanying Notice should be treated as an abstract under Section 302.

#### Item No.8:

Mr. F. J. Guzdar was re-appointed as a Whole time Director of the Company for a period up to 31.03.2012 from 01.04.2011 by the Board of Directors on 14.02.2011 to comply with provision of Section 269 of the Act. The remuneration payable to Mr. F. J. Guzdar and other terms of employment are set out in the Appointment Letter dated 1<sup>st</sup> April, 2011 issued by the Company and accepted by Mr. F. J. Guzdar, keeping in view the provisions of Sections 269, 309, 311 & Schedule XIII of the Act. His appointment and the remuneration payable to him subject to approval of shareholders of the Company at the general meeting.

Thereafter at the Annual General Meeting held on 05.08.2011 Mr. F. J. Guzdar's re-appointment and remuneration was approved by a resolution proposed and passed as a special resolution by the members.

The general terms of the draft agreement between the Company and Mr. F. J. Guzdar referred to in resolution in item No.8 of the notice are as under.

#### E. REMUNERATION:

Salary of Rs. 60,000/- per month.

#### F. COMMISSION:

1% commission on the net profit of the Company, subject to a ceiling of 50% of the salary or Rs.120,000/- per annum whichever is less.

#### C. BENEFITS, PERQUISITES AND ALLOWANCES:

##### Category A

##### 1. Housing:

Housing - I) The expenditure by the Company on hiring furnished accommodation will be subject to the ceiling of sixty percent of the salary

Housing - II) In case the accommodation is owned by the Company, ten percent of the salary of Mr. F. J. Guzdar shall be deducted by the Company.

Housing-III) In case no accommodation is provided by the Company, Mr. F. J. Guzdar shall be entitled to House Rent Allowance subject to the ceiling laid down in Housing - I.

##### 2. The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per the Income Tax Rules, 1962, subject to a ceiling of 10% of the salary.

##### 3. Medical Reimbursement: Expenses incurred for self and family subject to a ceiling of one month's salary in a year or three months' salary over a period of three years.

##### 4. Leave Travel Concession: For self and family once in a year incurred in accordance with the rules specified by the Company.

##### 5. Club Fees: Fees of Clubs subject to a maximum of two clubs. This will not include admission and life membership fees.

##### 6. Personal Accident Insurance: Premium not to exceed Rs.6000/- per annum.

##### 7. Contribution to Deferred Annuity @ 15% of the Salary.

Explanation: For the purpose of the category A, "Family" means the spouse, the dependent children and dependent parents of Mr. F. J. Guzdar.

##### Category B

##### 1. Contribution to Deferred Annuity will not be included in the computation of ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax act.

##### 2. The Company shall not be liable to pay contribution to Provident Fund and Gratuity.

##### 3. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.



**Category C**

1. Provision of Company maintained car with driver for use on Company's business and telephone at residence will not be considered as perquisites.

The maximum ceiling on perquisites under category A will be restricted to an amount equivalent to the annual salary or Rs.7,20,000/- per annum, whichever is less.

- D. Mr. F. J. Guzdar is also entitled for privilege leave of one month for every eleven months of service.
- E. Mr. F. J. Guzdar shall also be entitled to attend the Meeting of the Board of Directors or any committee thereof from the date of appointment but no sitting fees shall be paid to him.
- F. Mr. F. J. Guzdar shall be paid the aforesaid remuneration by way of salary and perquisites (except commission) as aforesaid, as minimum remuneration, notwithstanding that in any financial year of the Company during the aforesaid period, the Company has made no profit or the profits are inadequate.

G. Mr. F. J. Guzdar shall be entitled to reimbursement of entertainment expenses actually and properly incurred for the business of the Company.

The agreement between the Company and Mr. F. J. Guzdar referred to at item No. 8 of the notice will be open for inspection by members between 11.00 a.m. to 3.00 p.m. on any working day of the Company at its Registered Office.

Mr. F. J. Guzdar having attained the age of 70, his appointment and remuneration was required to be approved by the members by a special resolution for the year 01.04.2011 to 31.03.2012, Although the resolution was proposed and passed as a special resolution, the notice of the meeting did not include the intention that it was to be passed as a special resolution, as required by section 189 of the Act. Therefore, the Company is now advised to pass a fresh resolution as indicated in item No.8.

Mr. F. J. Guzdar has over 50 Years of experience in the field of finance. He has worked with the Company as Vice President (Finance) from 1998 and as Vice President (Corporate) since 1997. He has also already served the Company as Whole-Time-Director from 01-10-1998 to 31-03-2011. Your Directors feel that the Company would immensely benefit from the aforesaid wide and varied experience possessed by Mr. F. J. Guzdar. Your Board accordingly recommends his re-appointment.

Mr. F. J. Guzdar is interested in the resolution of Item No. 8 of the Notice since they relate to his own appointment.

The Explanatory Statement together with the accompanying Notice should be treated as an abstract under Section 302.

**Item No.9:**

Mr. F. J. Guzdar was re-appointed as a Whole-Time-Director of the Company for a period up to 31.03.2013 from 01.04.2012 by the Board of Directors on 13.02.2012 to comply with provision of Section 269 of the Act. The remuneration payable to Mr. F. J. Guzdar and other terms of employment are set out in the draft agreement to be entered into between the Company and Mr. F. J. Guzdar, keeping in view the provisions of Sections 269, 309, 311 & Schedule XIII of the Act. His appointment and the remuneration payable to him are subject to the approval of shareholders of the Company at the general meeting.

The general terms of the draft agreement between the Company and Mr. F. J. Guzdar referred to in resolution in item No.9 of the notice are as under.

**G. REMUNERATION:**

Salary of Rs. 70,000/- per month.

**H. COMMISSION:**

1% commission on the net profit of the Company, subject to a ceiling of 50% of the salary or Rs.140,000/- per annum whichever is less.

**C. BENEFITS, PERQUISITES AND ALLOWANCES:****Category A**

1. Housing:

Housing - I) The expenditure by the Company on hiring furnished accommodation will be subject to the ceiling of sixty percent of the salary.

Housing - II) In case the accommodation is owned by the Company, ten percent of the salary of Mr. F. J. Guzdar shall be deducted by the Company.

Housing-III) In case no accommodation is provided by the Company, Mr. F. J. Guzdar shall be entitled to House Rent Allowance subject to the ceiling laid down in Housing - I.

2. The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per the Income Tax Rules, 1962, subject to a ceiling of 10% of the salary.
3. Medical Reimbursement: Expenses incurred for self and family subject to a ceiling of one month's salary in a year or three months' salary over a period of three years.
4. Leave Travel Concession: For self and family once in a year incurred in accordance with the rules specified by the Company.
5. Club Fees: Fees of Clubs subject to a maximum of two clubs. This will not include admission and life membership fees.

6. Personal Accident Insurance: Premium not to exceed Rs.7000/- per annum.
7. Contribution to Deferred Annuity @ 15% of the Salary.

Explanation: For the purpose of the category A, "Family" means the spouse, the dependent children and dependent parents of Mr. F. J. Guzdar.

#### Category B

1. Contribution to Deferred Annuity will not be included in the computation of ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax act.
2. The Company shall not be liable to pay contribution to Provident Fund and Gratuity.
3. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.

#### Category C

1. Provision of Company maintained car with driver for use on Company's business and telephone at residence will not be considered as perquisites.

The maximum ceiling on perquisites under category A will be restricted to an amount equivalent to the annual salary or Rs. 840,000/- per annum, whichever is less.

- D. Mr. F. J. Guzdar is also entitled for privilege leave of one month for every eleven months of service.
- E. Mr. F. J. Guzdar shall also be entitled to attend the meeting of the Board of Directors or any committee thereof from the date of appointment but no sitting fees shall be paid to him.
- F. Mr. F. J. Guzdar shall be paid the aforesaid remuneration by way of salary and perquisites (except commission) as aforesaid, as minimum remuneration, notwithstanding that in any financial year of the Company during the aforesaid period, the Company has made no profit or the profits are inadequate.
- G. Mr. F. J. Guzdar shall be entitled to reimbursement of entertainment expenses actually and properly incurred for the business of the Company.
- H. a) Mr. F. J. Guzdar shall be entitled to first class air or train fare, whichever is convenient and 7expeditious to the Company and shall be entitled to all expenses incurred by him during such travel within India for the business of Company.
- b) In the event of his having travelled outside the Indian Union on behalf of The Company or on Company's

business he shall be entitled to all expenses incurred by him during such travels and first class return air passage.

A copy of the draft agreement between the Company and Mr. F. J. Guzdar referred to at Item No. 9 of the Notice will be open for inspection by members between 11.00 a.m. to 3.00 p.m. on any working day of the Company, at its Registered Office.

Mr. F. J. Guzdar has over 50 years of experience in the field of finance. He has worked with the Company as Vice President (Finance) from 1989 and as Vice President (Corporate) since 1997. He has also already served the Company as a Whole-Time-Director from 1.10.1998 to 31.03.2012. Your Directors feel that the Company would immensely benefit from the aforesaid wide and varied experience possessed by Mr. F. J. Guzdar. Your Board accordingly recommends his-re-appointment.

None of the Directors except Mr. F. J. Guzdar is interested in the resolution at Item No. 9 of the Notice since they relate to his own appointment.

The Explanatory Statement together with the accompanying Notice should be treated as an abstract under Section 302.

By order of the Board of Directors

Registered Office:  
Rustom Court,  
Opp. Podar Hospital,  
Dr. Annie Besant Road,  
Worli, Mumbai – 400 018.

F.J.GUZDAR  
DIRECTOR

**Dated:-** 17<sup>th</sup> May, 2012.

**Details of the Directors seeking re-appointment at the Annual General Meeting**

Particulars	Mr. T. R. Swaminathan	Mr. F. J. Guzdar
Date of Birth	28th May, 1925	5th December, 1937
Date of Appointment	31 <sup>st</sup> March, 1995	1st October, 1998
Expertise in specific area	<b>Finance, Accounting and Taxation</b>	Finance and Administration
Directorship held in other public Companies (excluding Foreign Companies And Section 25 Companies)	Listed Companies:Williamson Magor & Co. Ltd.Willaimson Financial Services Ltd.Calcutta Teachest & Fibre Ltd.	Nil
Memberships/ Chairmanships of other Public Companies (includes only Audit and Shareholders'/ Investors' Grievance Committees)	Chairman of Audit Committee and Share holders Grievances Committee and Member of Remuneration Committee of Williamson Magor & Co. Ltd.Chairman of Audit Committee, Remuneration Committee and Share holders Grievances Committee of Williamson Financial Services Ltd.	Nil
Number of shares held	<b>Nil</b>	1165

\* Chairman of the Committee



**DIRECTORS' REPORT**

To the members of THE STANDARD BATTERIES LIMITED

**65<sup>th</sup> ANNUAL REPORT**

Your Directors are pleased to present herewith the 65<sup>th</sup> Annual Report of the Company consisting of the Audited Accounts for the financial year 31<sup>st</sup> March, 2012 together with the Directors' Report and Auditors' Report thereon.

**FINANCIAL RESULTS**

	<b>(Rs. in 000)</b>	
	<b>2011-12</b>	<b>2010-11</b>
Sales & Service	<b>2,302</b>	2,600
Other Income	<b>7,986</b>	9,340
	<b>10,288</b>	11,940
Less : Expenses	<b>7,382</b>	7,319
Profit & (loss) before taxation	<b>2,906</b>	4,621
Provision for taxation (Fringe Benefit Tax)	-	-
Prior Period expenses	-	-
Extraordinary item [ Net ]	-	-
Profit (loss) for the year	<b>2,906</b>	4,621
Balance in Profit & Loss Account b/f	<b>(68,112)</b>	(72,733)
Balance of Profit/(Loss) carried to Balance Sheet	<b>(65,206)</b>	(68,112)

**DIVIDEND:**

Your Directors regret their inability to recommend any Dividend for the year under review.

**ANALYSIS OF RESULTS 2011-12:**

Turnover during the year under review amounted to Rs.23.02 lakhs and the profit after extraordinary item is Rs.29.06 lakhs.

**APPLICATION FOR REGN. AS A NBFC COMPANY WITH RBI:**

The Company has made application to Reserve Bank of India for Registration of the Company as a NBFC Company. Reserve Bank of India is processing the application and their approval is expected shortly.

**LABOUR OUTSTANDING / DISPUTE:**

As mentioned in the Director's Report last year a majority of workmen have collected their dues as per Memorandum of Settlement dated 23-10-2000 and the remaining (76 workmen) are yet to collect their balance dues.

**DIRECTORS:**

In terms of Article 149 to 151 of Article of Association of the Company, Mr. T. R. Swaminathan and Mr. F. J. Guzdar retires by rotation but being eligible, offer themselves for re-election.

Mr. F. J. Guzdar has been re-appointed by Board of Directors as a Whole-Time Director for a further period of one year w.e.f. 1<sup>st</sup> April 2012 subject to approval of shareholders of the Company by Special Resolution at the ensuing Annual General Meeting.

The Company for the years 2008-2009; 2009-2010; 2010-2011 and 2011-2012 re-appointed Mr. F. J. Guzdar as Whole-Time-Director by passing Resolution in Annual General Meetings held on 16<sup>th</sup> September, 2008; 25th September, 2009; 24th

September 2010 and 5<sup>th</sup> August, 2011 as Special Resolutions. Although the resolutions were proposed and passed as special resolutions, the notice of the meeting did not include the intention that they were to be passed as special resolutions, as required by section 189 of the Act. The Same was required due to his attaining age of 70 years. The Board wants to ratify this mistake and suggest the Resolutions for the said four years be ratified.

Mr. S. L. Mundra, Nominee Director of Life Insurance Corporation of India has resigned as Director with effect from 22<sup>nd</sup> December, 2011. The Board has placed on record appreciation of his services and guidance to the Company during his tenure of Directorship.

**DEPOSITS:**

The Company has not accepted any public deposit during the financial year and, as such, has no outstanding as on 31.03.2012.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS:**

Since the Company has sold its Industrial undertakings to Exide Industries Ltd., effective February 1998, the above particulars are no more relevant.

**PARTICULARS OF EMPLOYEES:**

No employee is covered under the provision of Section 217 (2A) of the Companies Act, 1956, read with Companies (Particulars of Employees) Rules, 1975 as amended and, as such, there is nil information to submit.

**AUDITORS:**

M/s. B. K. Khare & Co., Chartered Accountants, Mumbai, the existing Auditors of the Company retire at the forthcoming Annual General Meeting and are eligible for re-appointment.

As the Financial Institution, Nationalised Bank and General Insurance Companies hold more than 25% of the subscribed share capital of the Company, the appointment of M/s. B. K. Khare & Company as Auditors of the Company require the passing of a special resolution pursuant to Section 224A of the Companies Act, 1956 which will be proposed at the forthcoming Annual General Meeting.

**CORPORATE GOVERNANCE:**

A separate report on Corporate Governance is enclosed as a part of Annual Report of the Company. A certificate of practising Company Secretary regarding compliance of Corporate Governance as stipulated under Clause 49 of the listing agreement is annexed to the Report on Corporate Governance.

**SECRETARIAL COMPLIANCE CERTIFICATE:**

Secretarial Compliance Certificate pursuant to section 383 A issued by M/s R. N. Shah & Associates, Company Secretaries is annexed herewith.

**DIRECTORS' RESPONSIBILITY STATEMENT**

Directors hereby confirm:

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

**AUDITOR'S OBSERVATIONS:**

The observations of the Auditors are clarified in the appropriate notes to the Accounts.

As stated in the report the re-appointments of Mr. F. J. Guzdar as Whole-Time-Director for the years 2010-2011 and 2011-2012 which was to be approved by Special Resolution by Members was approved by Ordinary Resolution is recommended to be ratified by Members at the ensuing Annual General Meeting and pass Special Resolutions ratifying for both years.

**ACKNOWLEDGEMENTS:**

The Directors wish to thank the Government of India and various State Government Authorities, Public Financial Institutions, the Bankers, Auditors and Solicitors of the Company for the guidance, advice and assistance rendered by them from time to time. The Directors also thank the shareholders for their continued support to the Company.

For and on behalf of the Board of Directors

Mumbai :  
Dated : 17<sup>th</sup> May, 2012.

(T. R. SWAMINATHAN)  
DIRECTOR

**REPORT ON CORPORATE GOVERNANCE:****CORPORATE GOVERNANCE PHILOSOPHY:**

The Management of The Standard Batteries Ltd. have always believed that Corporate Governance is the process which will be useful for Directing and Managing the affairs of the Company with the ultimate objective of realising long term shareholder value whilst taking into account the interest of other stakeholders.

**1. BOARD OF DIRECTORS****A. Composition.**

The business of the Company is managed by the Whole-Time-Director subject to the superintendence and direction of the Board of Directors. The Composition of the Board of Directors of the Company is in conformity with the code of Corporate Governance under the Listing Agreement. Details of the Board of Directors of your Company as on 31.03.2012 are given below:

Sr. No.	Name of the Director	Executive/ Non-Executive/ Independent	No. of other Directorships held (excluding **)	Committee Membership #		Attendance	
				As Chairman	As Member	Board Meeting	Last AGM
1	Mr. T. R. Swaminathan	Non-Executive Chairman	3	4	2	3	YES
2	Mr. R. S. Jhawar	Non-Executive	7	1	4	3	YES
3	Mr. Supriya Mukherjee	Non-Executive	1	0	2	0	NO
4	Mr. F. J. Guzdar	Executive	0	0	0	4	YES
5	Mr. S. L. Mundra (LIC Nominee)	Non-Executive (Resigned w.e.f. 22-12-2011)	0	0	0	3	YES

\*\* Foreign companies and companies under section 25 of the Companies Act, 1956 are not considered.

# Only three Committees i.e. Audit committee, Shareholders/ Investors Grievances Committee and Remuneration Committee are considered for this purpose.

**B:** Four Board Meetings were held during the financial year 2011-2012. They were held on 30.05.2011, 05.08.2011, 11.11.2011 & 13.02.2012.

**2. Audit Committee:****A. Composition:**

The Audit Committee consist of

1. Mr. T. R. Swaminathan - Chairman
2. Mr. F.J. Guzdar – Whole-Time-Director
3. Mr. R. S. Jhawar

The broad terms of reference of the Audit Committee are as under :

- To investigate any activity within its terms of reference.
- To seek information from any employee
- To obtain outside legal or other professional advice.
- To seek attendance of outsiders with relevant expertise, if considered necessary.
- Review of Company's financial reporting process.

- Review of half yearly and annual financial statement, before submission to the Board.
- Review with External Auditors, on areas of concern.
- Review the adequacy of internal control systems.
- To review whistle blower policy & code of ethics and conducts.

Date of Audit Committee Meeting held and attended by the Members	T.R. Swaminathan	F. J. Guzdar	S.L. Mundra	R.S. Jhawar
30.05.2011	Absent	Present	Present	Present
05.08.2011	Present	Present	Present	Present
11.11.2011	Present	Present	Present	Absent
13.02.2012	Present	Present	(Resigned w.e.f. 22-12-2011)	Present

**3. REMUNERATION COMMITTEE:****A. Composition.**

The Remuneration Committee was reconstituted due to resignation of Mr. S. L. Mundra and Mr. Supriya Mukherjee was appointed as Member of the Committee in his place. Remuneration Committee comprises of independent Directors, Mr. T. R. Swaminathan – Chairman, Mr. R. S. Jhawar and Mr. Supriya C. Mukherjee, as members, with the following terms of reference:

- to determine and recommend to the Board of Directors the remuneration package of the Whole-time-Director including periodical revisions therein,
- to approve, in the event of loss or inadequate profits in any year, the minimum remuneration payable to the Whole-Time-Director within the limits and subject to the parameters prescribed in Schedule XIII to the Companies Act, 1956.
- To recommend sitting fees / remuneration payable to the Non-Executive Directors.

One Meeting was held on 13<sup>th</sup> February, 2012 and Mr. T. R. Swaminathan and Mr. R. S. Jhawar were present in the Meeting.

**Stock option scheme:** The Company does not have any Employee Stock Option Scheme.

**B. Remuneration Policy.**

The remuneration of the Whole-Time-Director is determined by the Board within the statutory limits on the basis of recommendation of the Remuneration Committee, subject to shareholders' approval and Central Government approvals if required.

The Details of Remuneration paid to the Whole-Time-Director for the period ended 31<sup>st</sup> March, 2012 is as follows:

(Rs. in Lakhs)						
Name of the Whole time Director	Salary	Perquisites	Contribution to Retirement Funds	Total	Tenure as per service contract	Notice period
Mr. F.J.Guzdar	7.20	1.93	—	9.13	One year	3 months

The details of remuneration paid to Non-Executive Directors

during the year are as follows:

(in Rs.)			
Name of the Director	Sitting Fees paid for Board meetings	Sitting Fees paid for Audit Committee meetings	Sitting Fees paid for Remuneration Committee meeting.
Mr. T. R. Swaminathan	1500/-	1500/-	500
Mr. R. S. Jhawar	1500/-	1500/-	500/-
Mr. Supriya Mukherjee	Nil	Nil	Nil
Mr. F.J. Guzdar	Nil	Nil	Nil
Mr. S.L. Mundra (LIC Nominee)	1500/-	1500/-	Nil

The agreement with the Whole-Time-Director is for a period of one year, notice period is of 3 months and Service Contract is from 1<sup>st</sup> April, 2012 to March, 2013.

#### 4. Committee for the shareholders.

##### SHAREHOLDERS'/ INVESTORS' GRIEVANCE COMMITTEE

The shareholders' and investors' grievance committee comprises of

Mr. T. R. Swaminathan  
Mr. F. J. Guzdar  
Mr. F. J. Guzdar, Whole-Time-Director is the Compliance Officer.

The Committee looks into redressal of investor's grievances, various matters relating to the transfer and transmission of shares, issue of duplicate share certificates, approving of split and consolidation requests non-receipt of annual report, and other matters relating to transfer and registration of shares complaints of investors routed by SEBI/Stock Exchanges, amounts transferable to Investor Education and Protection Fund, Secretarial Audit, as well as matters such as transfer, transmission, dematerialization and rematerialisation of shares. In addition, the Committee also looks into matters which can facilitate better investor services and relations.

The power to approve share transfer/transmission as well as the dematerialization and/or rematerialisation is with the Share Transfer Committee. All physical transfers as well as the requests for dematerialization/rematerialisation are processed in fortnightly cycles.

All valid requests for share transfers received during the year have been acted upon and there were no shares pending for transfer as on March, 31, 2012.

a. No of complaints received from Stock Exchange / SEBI/ Investors	Nil
b. No. of complaints resolved/ no action taken	Nil
c. No. of pending share transfers as on 31-03-2012	Nil

#### 5. DISCLOSURE REGARDING APPOINTMENT OR RE- APPOINTMENT OF DIRECTORS:

According to the Articles of Association of the Company one third Directors at each Annual General meeting (AGM) and if eligible, offer themselves for re-appointment, Mr. T. R. Swaminathan and Mr. F. J. Guzdar, Director will retire at the ensuing AGM and have offered themselves for re-appointment.

Mr. T. R. Swanimathan (87) is Chartered Accountant and Company Secretary Shareholding in the Company: Nil

Mr. F.J. Guzdar (74) is PGDM

Mr. F. J. Guzdar is also proposed to be re-appointed as Whole-Time-Director for a period of one year w. e. f 1<sup>st</sup> April, 2012.

Shareholding in the Company: 1165 (0.0225%) equity shares of Rs.1.00 each.

#### 6. GENERAL BODY MEETING.

##### A. Annual General Meeting :

The Annual General Meeting of the shareholders of the Company for the last 3 years were held as under:

Year	Location	Date	Time
2010-11	Officers Club, Bandra (w), Mumbai.	05.08.11.	3.00 p.m.
2009-10	Officers Club, Bandra (w), Mumbai.	24.09.10	11.30 a.m.
2008-09	Officers Club, Bandra (w), Mumbai.	25.09.09.	11.00 a.m.

No resolution was put through by Postal Ballot, during last year.

#### 7. Disclosures:

There are no related party transactions.  
There are no non – compliance, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authorities on any matter related to the capital market.

#### 8. Means of Communication:

Quarterly and half yearly results are published in National and Regional News papers in English - Asian Age and Regional language Marathi - Mumbai Lakshadeep. The Annual accounts are mailed to every shareholder of the Company.

#### 9. General shareholder information:

- i) Next Annual General Meeting  
DATE - 21<sup>st</sup> September 2012  
TIME - 11.30 a.m.  
VENUE - St. Anthony's Institute SAISA, Bandra(W)

#### ii) FINANCIAL CALENDAR : (tentative) for the year 2012-2013

- a) First Quarter Results - Second week of August, 2012  
b) Second Quarter Results - Second week of November, 2012  
c) Third Quarter Results - Second week of February, 2013  
d) Results for the year - Last week of May, 2013 ending March , 2013

Date of Book Closure - 15<sup>th</sup> Sept. 2012 to 21<sup>st</sup> Sept. 2012

- iii) **Dividend Payment Date** - Not Applicable
- iv) **Listing on Stock Exchange** - The Bombay Stock Exchange Ltd.  
The Calcutta Stock Exchange Ltd.  
Madras Stock Exchange Ltd.

**STOCK CODE:**

The Stock Exchange, Mumbai - 504180  
The Calcutta Stock Exchange Association Ltd. - —  
Chennai Stock Exchange - —  
Demat ISIN No. of NSDL/ CDSL - INE502C01039

**MONTHLY STOCK PRICE DATA**

After the reduction in the paid up share capital of the Company, Co.'s equity shares were not traded till November 2011 and started trading from December 2011 on Bombay Stock Exchange.

	BSE	
	HIGH(Rs.)	LOW(Rs.)
December, 2011	3.15	3
January, 2012	6.31	3.78
February, 2012	12.91	6.62
March, 2012	15.68	11.89

**Registrar and Share transfer Agent:**

The Company equity shares being in compulsory Demat list are transferable through the Depository System for which the Company has established connectivity through M/s Sharepro Services Ltd. 13 AB, Samhita Warehousing Complex, 2<sup>nd</sup> Floor, Sakinaka Telephone Exchange Lane, Off Andheri-Kurla Road, Sakinaka, Andheri (E), Mumbai - 400 072. The work relating to transfer of shares and other share transaction in physical form is also done by them.

**Share Transfer System:**

The application for transfer of shares received by the Company in physical form are processed and registered generally within 15 days of receipt of the documents valid in all respects. Shares under objection are returned within a week's time. The share transfer committee meets generally once in 2 week's to consider the transfer applications and other proposals relating to transmission, transposition, split, consolidation and issue of duplicate share certificates.

**Shareholding Pattern:**

The distribution of shareholding as on 31.03.2012 was as under:

Range	No. of Shareholder	% of Total shareholders	No. of Shares held	% held
Upto 500	5238	93.58	5,95,585	11.52
501 to 1000	201	3.59	1,48,184	2.87
1001 to 2000	86	1.55	1,25,173	2.42
2001 to 3000	30	0.54	73,484	1.42
3001 to 4000	12	0.21	42,947	0.83
4001 to 5000	9	0.16	41,027	0.79
5001 to 10000	5	0.09	40,985	0.79
10001 and above	16	0.28	41,03,740	79.36
<b>Total</b>	<b>5597</b>	<b>100.00</b>	<b>51,71,125</b>	<b>100.00</b>

The category of shareholding as on 31.03.2012 was as under:

Category	No. of shares held	% of shareholding
Promoters Holding	21,00,282	40.62
NRI/ FI/ OCB	81,610	1.57
Bank / financial institutions/ Insurance Companies & Mutual Fund	14,03,620	27.14
Private Corporate Bodies	5,33,932	10.33
Directors	1,165	0.02
Public	10,50,516	20.32
<b>Total</b>	<b>51,71,125</b>	<b>100.00</b>

**Dematerialisation Of Shares And Liquidity**

As on 31.03.2012, 44,17,079 shares were converted from physical to electronic form. Over 85.42 % of outstanding equity shares have been dematerialized up to 31<sup>st</sup> March, 2012. Trading in Equity shares of the Company is permitted only in dematerialized form with effect from 29-1-2000 as per notification issued by the Securities and Exchange Board of India (SEBI).

**Outstanding GDRs/ ADRs/ Warrants or any Convertible instruments, conversion dated and likely impact on equity:**  
Not applicable

**Address for Correspondence:****Registrar and Transfer Agent:**

M/s Sharepro Services Ltd.  
13 AB Samhita Warehousing Complex, 2<sup>nd</sup> Floor,  
Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road,  
Sakinaka, Andheri (E). Mumbai - 400 072  
Tel No.(022) 67720300, 67720400  
Fax No.(022) 28591568, 28508927

**Registered Office:** Share Dept.The Standard Batteries Ltd.  
Rustom Court, Opp. Podar Hospital, Dr. Annie Besant Road,  
Worli, Mumbai-400030. Tel No.24919569/24919570

**Code of Conduct for Senior Employees :**

The Company has a Code of Conduct for the Board of Directors and Senior Employees which has been duly approved by the Board of Directors.

The Company has complied with all the mandatory requirements of Clause 49 and has also complied with one of the non-mandatory requirement viz. setting up of Remuneration Committee.

**ANNEXTURE TO CORPORATE GOVERNANCE REPORT.****Declaration regarding affirmation of code of Conduct.**

In terms of the requirements of the amendment Clause 49 of the Listing Agreement, this is to confirm that all the members of the Board and the Senior Management personnel have affirmed compliance with the Code of Conduct for the year ended 31<sup>st</sup> March, 2012.

Mumbai :  
Date :

**F.J.GUZDAR**  
WHOLETIME DIRECTOR



## **CORPORATE GOVERNANCE CERTIFICATE**

To,

**The members of The Standard Batteries Limited**

We have examined the compliance of conditions of Corporate Governance by The Standard Batteries Limited for the year ended on 31<sup>st</sup> March, 2012, as stipulated in Clause 49 of the Listing Agreement(s) of the said Company with the Stock Exchange(s).

The compliance of conditions of Corporate Governance is the responsibility of the management. Our Examination 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 explanations given to us, subject to the fact that the Board of Directors have identified the persons who constitute 'senior management' at their meeting held on 22<sup>nd</sup> November, 2005, we certify that the Company has complied with the conditions of the Corporate Governance as stipulated in the above mentioned Listing Agreement(s).

On the basis of our verification, and as certified by the Compliance Officer (Whole-Time-Director), we have to state that no investor grievances were remaining unattended / pending for more than thirty days.

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

**For R. N. Shah & Associates**  
*Company Secretaries*

**(Rajnikant Shah)**  
*Proprietor*  
Membership no.F.C.S.1629  
C.P. no. 700

Mumbai,  
dated, 17<sup>th</sup> May, 2012

## COMPLIANCE CERTIFICATE

TO,  
The Members  
**THE STANDARD BATTERIES LIMITED**

We have examined the registers, records, books and papers of **THE STANDARD BATTERIES LIMITED** (the Company) as required to be maintained under the Companies Act, 1956 (the Act) 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 31<sup>st</sup> March, 2012. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its Officers and agents, we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions and the rules made there under and all entries therein have been duly recorded.
2. The Company has duly 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 not within the time prescribed under the Act and the rules made there under.
3. The Company being a Public Limited Company has the minimum prescribed paid-up capital.
4. The Board of Directors duly met 4 (Four) times on 30<sup>th</sup> May, 2011; 5<sup>th</sup> August, 2011, 11<sup>th</sup> November, 2011 and 13<sup>th</sup> February, 2012 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose.
5. The Company has closed its Register of Members, and/or debenture holders from 28<sup>th</sup> July, 2011 to 5<sup>th</sup> August, 2011, both days inclusive, and necessary compliance of section 154 of the Act has been made.
6. The Annual General Meeting for the financial year ended 31<sup>st</sup> March, 2011 was held on 5<sup>th</sup> August, 2011 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in the Minutes Book maintained for the purpose.
7. The Company has by Postal Ballot obtained approval of Members for addition of New Objects allowing the Company to commence financial business. Results of which has been declared on 13<sup>th</sup> April, 2011 and the resolutions passed thereat were duly recorded in the Minutes Book maintained for the purpose.
8. The Company has not advanced any loans to its Directors and/or persons or firms or Companies referred in the Section 295 of the Act.
9. The Company has not entered into any contracts falling within the purview of Section 297 of the Act.
10. The Company was not required to make any entries in the register maintained under Section 301 of the Act.
11. As there were no instances falling within the purview of Section 314 of the Act, the Company has not obtained any approvals from the Board of Directors, members or the Central Government as the case may be.
12. The Company has not issued duplicate share certificates during the financial year.
13. The Company has:
  - (i) delivered all the certificates on allotment of securities and on lodgement thereof for transfer/transmission or any other purpose in accordance with the provisions of the Act;
  - (ii) not deposited any amount in separate bank account as no dividend including interim dividend was declared during the financial year;
  - (iii) not posted warrants for dividends to any members of the Company as no dividend was declared during the financial year;
  - (iv) no 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, so no amount has been transferred to Investor Education and Protection Fund;
  - (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 and the appointments of directors, additional directors, alternate directors and directors to fill casual vacancies have been duly made.
15. The appointment of Whole-Time-Director has been made in compliance with the provisions of Section 269 read with Schedule XIII of the Act, by Members by Special resolution while the Notice Convening the Meeting did not include the intention to pass as Special Resolution. The management has informed that the Company is in process of obtaining approval of Members at the 65th Annual General Meeting ratifying the previous approvals by passing Special Resolutions.
16. The Company has not appointed any sole selling agents during the financial year.
17. The Company has obtained all necessary approvals of the Central Government, Company Law Board, Regional



Director, Registrar or such other authorities as prescribed under the various provisions of the Act as detailed below:-

- (i) Addition of new objects allowing the Company to commence financing business approved by Postal Ballot and obtaining Registrar of Companies, Maharashtra, Mumbai approval.
18. The Directors have disclosed their interests in other firms/ companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.
19. The Company has not issued any shares, debentures or other securities during the financial year.
20. The Company has not bought back any shares during the financial year.
21. There was no redemption of preference shares or debentures during the financial year.
22. There was no transaction necessitating the Company to keep in abeyance the rights to dividend, right shares and bonus shares pending registration of transfer of shares.
23. The Company has not invited/accepted any deposits including any unsecured loans falling within the purview of Section 58A during the financial year.
24. The Company has not made any borrowings during the financial year ended 31<sup>st</sup> March, 2011.
25. The Company has not made any loans or advances or given guarantees or provided securities to other bodies corporate and consequently no entries have been made in the register kept for the 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 altered the provisions of the Memorandum with respect to the objects of the Company during the year under scrutiny and complied with the provisions of the Act.
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 during the financial year.
31. There was no prosecution initiated against or show cause notices received by the Company, during the financial year, for offences under the Act.
32. The Company has not received any money as security from its employees during the financial year.
33. As the Company is not having employees falling within the limit of provisions of the Provident Fund Act, the

Company is not supposed to deposit both employees' and employer's contribution towards Provident Fund during the financial year with prescribed authorities pursuant to Section 418 of the Act.

**For R. N. SHAH & ASSOCIATES**  
COMPANY SECRETARIES

PLACE: MUMBAI  
DATE: 17<sup>th</sup> May, 2012

**(RAJNIKANT N. SHAH)**  
Proprietor  
C. P. No. 700

#### **Annexure A**

##### **Registers as maintained by THE STANDARD BATTERIES LIMITED:**

1. Board Minutes Book u/s. 193.
2. Members Minutes Book u/s. 193.
3. Attendance Register.
4. Application for and Allotment of Shares u/s.72.
5. Register of Members u/s. 150.
6. Register of Share Transfers u/s. 108.
7. Register of Directors, Managing Directors u/s. 303.
8. Register of Directors' Share holdings u/s.307.
9. Register of Contracts u/s. 301.
10. Register of Companies and Firms in which Directors interest u/s. 301(3).

#### **Annexure B**

##### **Forms and Returns as filed by THE STANDARD BATTERIES LIMITED with Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ended 31<sup>st</sup> March, 2012: -**

1. Form 20B together with Annual Return dated 05/08/2011 filed u/s. 159 on 08/09/2011.
2. Form 23AC XBRL & 23ACA XBRL together with Balance Sheet as on 31/03/2011 and Profit & Loss Account for the year ended on that filed u/s.220 on 19/11/2011.
3. Form 66 together with Compliance Certificate for the financial year ended 31/03/2011 filed u/s.383A on 08/08/2011.
4. Form 25C for appointment of Farok Jimi Guzdar as Whole-Time-Director with effect from 1<sup>st</sup> April, 2011 filed u/s 269 on 12/04/2012.
5. Form 23 dated 13/04/2011 for passing Special Resolution for alteration of Object Clauses by Postal Ballot filed u/s. 17 and 18.
6. Form No.23 dated 05/08/2011 filed u/s.192 (4)(a) on 08/08/2011 for approval to the appointment of Mr. Farok J. Guzdar as Whole-Time-Director with effect from 1<sup>st</sup> April, 2011.
7. Form No.23 dated 13/02/2012 filed u/s.192 (4)(a) on 01/03/2012 for appointment of Mr. Farok J. Guzdar as Whole-Time-Director with effect from 1<sup>st</sup> April, 2012.
8. Form 32 dated 22/12/2011 filed u/s. 303(2) on 29/12/2011 for withdrawal of Nomination of Mr. Shyam Lal Mundra as Director.

## AUDITOR'S REPORT

### THE SHAREHOLDERS OF THE STANDARD BATTERIES LIMITED

1. We have audited the attached Balance Sheet of THE STANDARD BATTERIES LIMITED at 31<sup>st</sup> March, 2012, Statement of Profit and Loss and the Cash Flow Statement 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.
2. We conducted our audit in accordance with the Auditing Standards Generally Accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 (hereinafter referred to as 'the Order'), issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we enclose in the Annexure a statement on the matters specified in paragraph 4 & 5 of the said order.
4. Further to our comments in the Annexure referred to in paragraph (3) above, we report that:
  - (i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - (ii) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of these books;
  - (iii) The Balance Sheet, Statement of Profit & Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account;
  - (iv) In our opinion, the said Balance Sheet, Statement of Profit & Loss and Cash Flow Statement comply with

the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956, to the extent applicable;

- (v) On the basis of written representations received from the Directors and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31<sup>st</sup> March, 2012 from being appointed as a Director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
- (vi) This report is subject to:
  - (a) *Confirmation and reconciliation of balances in accounts as at the Balance Sheet date as referred to in Note 1.3.*
- (vii) Except as stated in paragraph 4(vi) 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 significant accounting policies & notes thereon, give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
  - (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March, 2012;
  - (b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
  - (c) in the case of Cash Flow Statement, of the cash flows for the year ended on that date.

**For B. K. Khare & Co.**  
Chartered Accountants  
Firm Reg. No. 105102W

**Sunil Bhandari**  
Partner  
Membership No.37388

Place : Mumbai  
Date : 17th May 2012

**ANNEXURE TO THE AUDITORS' REPORT**

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

**1) Fixed Assets:-**

- i. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- ii. Physical verification of fixed assets was carried out by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of physical verification of assets is reasonable having regard to the size of the Company and the nature of its assets.
- iii. In our opinion and according to the information and explanation given to us, during the year, the Company has not disposed off its fixed assets.

**2) Inventory:-**

The Company carries out back to back trading and hence does not hold inventories.

**3) Loans and Advances Granted / Taken from Certain Entities:-**

According to the information and explanations given to us, the Company has neither granted nor taken any loans, secured or unsecured, from or to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956 and accordingly, clauses iii(b), iii(c), iii(d), iii(f) and iii(g) of paragraph 4 of the Order are not applicable to the Company.

**4) Internal Control System:-**

In our opinion and according to the information and explanation given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchases of inventory, fixed assets and for the sale of goods. Further, on the basis of our examination and according to the information and explanations given to us, we have neither come across nor have we been informed of any major weakness in the internal control system.

**5) Contract or Arrangement Referred to in Section 301 of The Companies Act, 1956:-**

- i. Based on audit procedures applied by us, we are of the opinion that no contracts or arrangements referred to in sections 301 of the Companies Act, 1956 have been executed which require to be entered in the register maintained under that section.

- ii. Since no contracts or arrangements referred to in section 301 of the Companies Act, 1956 have been executed which require to be entered in the register maintained under that section, Clause 4(v)(b) of the Order is not applicable to the Company.

**6) Public Deposits:-**

In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of section 58A, 58AA or any other relevant provisions of The Companies Act, 1956, and the rules framed there-under and therefore provision of clause (vi) of Paragraph 4 of the Order is not applicable to the Company.

**7) Internal Audit System:-**

The Company has an internal audit system, which in our opinion, is commensurate with the size of the Company and the nature of its business.

**8) Cost Records:-**

According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under clause (d) of sub-section (1) of section 209 of the Companies Act, 1956, in respect of the activities carried on by the Company. Therefore the provisions of clause (viii) of paragraph 4 of the Order are not applicable to the Company.

**9) Statutory Dues:-**

- i. According to the information and explanation given to us and according to books and records of the Company, produced and examined by us, in our opinion, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues such as Income tax (Tax Deducted at Source) and VAT. Further we have been informed that, during the year other Statutory Liabilities such as Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Wealth tax, Service tax, Customs duty, Excise duty, Cess are not applicable to the Company.
- ii. No undisputed amounts payable in respect of Income Tax, Wealth Tax, Service Tax, Sales Tax, Custom duty, Excise duty and Cess were in arrears, as on 31st March 2011 for a period of more than six months from the date they became payable.
- iii. There are no dues of Income Tax, Wealth Tax, Service Tax, Sales Tax, Custom duty, Excise duty and Cess, which have not been deposited on account of dispute, other than the following disputed demands:

Sr. No.	Name of the Statute	Nature of the Dues	Forum where dispute is pending	Amount (Rs.in 000)
1.	Cuttack Central Sales Tax AY 96-97 Sales Tax AY 95-96 Sales Tax AY 96-97 Sales Tax AY 97-98	Sales Tax Sales Tax Sales Tax Sales Tax	Appellate Tribunal Appellate Tribunal Appellate Tribunal Appellate Tribunal	74 284 188 193 <b>739</b>
2.	Guwahati Central Sales Tax AY 94-95 Central Sales Tax AY 95-96 Central Sales Tax AY 96-97 Central Sales Tax AY 97-98 Sales Tax AY 93-94 Sales Tax AY 94-95 Sales Tax AY 95-96 Sales Tax AY 96-97 Sales Tax AY 97-98	Sales Tax Sales Tax Sales Tax Sales Tax Sales Tax Sales Tax Sales Tax Sales Tax Sales Tax Sales Tax	Appellate Tribunal Appellate Tribunal Appellate Tribunal Appellate Tribunal Appellate Tribunal Appellate Tribunal Appellate Tribunal Appellate Tribunal Appellate Tribunal Appellate Tribunal	59 228 314 381 72 341 396 48 246 <b>2085</b>
3.	Central Excise Act, 1944 1996 to 1997 1996 to 1997 1996 1982	Excise Duty Penalty Excise Duty Excise Duty	Dy. Commissioner Dy. Commissioner Asst. Commissioner Asst. Commissioner	555 2350 34 49 <b>2988</b>
4.	Indore Sales Tax AY 1997-98	Sales Tax	Appellate Tribunal	54 <b>54</b>
5.	Termination/Retirement Benefits		High Court	303
6.	Provident Fund Penalty		PF Tribunal Court	1457
<b>TOTAL (1+2+3+4+5+6)</b>				<b>7626</b>

**10) Accumulated Losses:-**

Accumulated losses of the Company at the end of the financial year are exceeding fifty per cent of its net worth. The Company has not incurred cash loss during the financial year covered by our audit and in immediately preceding financial year.

**11) Dues to Financial Institutions, Banks and Debenture Holders:-**

In our opinion and according to the information and explanations given to us, the Company has not taken any loans or advances from financial institutions and banks or has not issued any debentures. Therefore the provisions of clause (xi) of paragraph 4 of the Order are not applicable to the Company.

**12) Security for Loans & Advances Granted: -**

According to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares and other securities.

**13) Special Statute: -**

In our opinion and according to the information and explanations given to us, the nature of activities of the Company does not attract any special statute applicable to chit fund and nidhi / mutual benefit fund / societies.

**14) Dealings / Trading in Shares, Securities, Debentures and Other Investment: -**

In our opinion, the Company is not dealing or trading in shares, securities, debentures and other investments therefore provision of clause (xiv) of paragraph 4 of the Order are not applicable to the Company.

**15) Guarantees Given: -**

According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions during the year.

**16) Term Loans: -**

To the best of our knowledge and belief and according to the information and explanations given to us, the company has not taken any term loan during the year. Therefore, the provision of clause (xvi) of paragraph 4 of the Order is not applicable to the Company.

**17) Utilisation of Funds: -**

The Company has not raised any funds during the year. Accordingly, clause (xvii) of paragraph 4 of the Order is not applicable to the Company.

**18) Preferential Allotment of Shares: -**

During the year, the Company has not made any preferential allotment of shares to parties or companies covered in the register maintained under section 301 of the Companies Act, 1956.

**19) Securities of Debenture Issued: -**

The Company has not issued any debentures during the year and therefore, the provisions of clause 4(xix) of the Order are not applicable to the Company.

**20) Public Issue of Equity Shares: -**

During the year, the Company has not raised any money by public issue. Therefore, the provisions of clause 4(xx) of the Order are not applicable to the Company.

**21) Frauds Noticed: -**

During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the company, noticed or reported during the year, nor have we been informed of such case by the management.

**For B. K. Khare & Co.**  
Chartered Accountants  
Firm Reg. No. 105102W

**Sunil Bhandari**  
Partner  
Membership No.37388

Place : Mumbai  
Date : 17th May 2012

**BALANCE SHEET AS AT 31ST MARCH, 2012**

Notes			31st March, 2012 (Rs in 000)		31st March, 2011 (Rs in 000)
<b>EQUITY AND LIABILITIES</b>					
<b>Shareholders Funds</b>					
a Share Capital	2.1		5,171		5,171
b Reserves and Surplus	2.2		<u>58,587</u>	63,758	<u>55,681</u>
					60,852
<b>Share Application Money pending allotment</b>					
			-		-
<b>Non Current Liabilities</b>					
a Long Term Liabilities			-		-
b Long Term Provisions			<u>-</u>	-	<u>-</u>
					-
<b>Current Liabilities</b>					
a Trade Payables	2.3		844		632
b Other Current Liabilities	2.4		22,072		21,542
c Short term Provisions	2.5		<u>85</u>	<u>23,001</u>	<u>90</u>
				<u>86,759</u>	<u>22,264</u>
					<u>83,116</u>
<b>ASSETS</b>					
<b>Non Current Assets</b>					
a Fixed Assets					
i. Tangible Assets	2.6		577		104
ii. Intangible Assets			-		-
iii. Capital Work in Progress			-		-
b Non Current Investments	2.7		3,000		3,001
c Long Term Loans & Advances			<u>-</u>	<u>3,577</u>	<u>-</u>
					3,105
<b>Current Assets</b>					
a Inventories			-		-
b Trade Receivables	2.8		607		-
c Cash & Cash Equivalents	2.9		42,690		40,697
d Short Term Loans & Advances	2.10		39,537		39,005
e Other Current Assets	2.11		<u>348</u>	<u>309</u>	<u>309</u>
				83,182	80,011
				<u>86,759</u>	<u>83,116</u>

Refer Significant Accounting Policies and Notes to Accounts

1 &amp; 2

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

**For B.K.Khare & Cc.**Chartered Accountants  
Firm Reg. no. 105102W

T. R. Swaminathan - Director

**Sunil Bhandari**Partner  
(M. No. 37388)

F. J Guzdar - Whole-Time-Director

Place: Mumbai

Date :17th May 2012

Mumbai

Date :17th May 2012



**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31ST, 2012**

	Notes	31st March, 2012 (Rs. in 000)	31st March, 2011 (Rs. in 000)
<b>Revenue from Operations</b>			
Trading Sales		<b>2,302</b>	2,600
Other Income	2.12	<b>7,986</b>	9,340
Total Revenue		<b>10,288</b>	11,940
<b>Expenses</b>			
Purchase for Resale		<b>2,193</b>	2,487
Employee Benefit Expenses	2.13	<b>1,120</b>	902
Depreciation	2.6	<b>29</b>	38
Other Expenses	2.14	<b>4,040</b>	3,892
Total Expenses		<b>7,382</b>	7,319
<b>Profit/(Loss) before Exceptional and Extraordinary Items &amp; Tax</b>		<b>2,906</b>	4,621
<b>Exceptional liens</b>		-	-
<b>Profit/(Loss) before Extraordinary Items &amp; Tax</b>		<b>2,906</b>	4,621
<b>Extraordinary Items</b>		-	-
<b>Profit/(Loss) before Tax</b>		<b>2,906</b>	4,621
<b>Tax Expenses</b>		-	-
<b>Profit / ( Loss ) After Tax for the period from Continuing Operations</b>		<b>2,906</b>	4,621
<b>Earnings Per Share</b>			
(Face value of Re1.00 each)			
Basic and diluted earnings per share (Re.)		<b>0.56</b>	0.89

Refer Significant Accounting Policies and Notes to Accounts

1&amp;2

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

**For B.K.Khare & Cc.**Chartered Accountants  
Firm Reg. no. 105102W

T. R. Swaminathan - Director

**Sunil Bhandari**Partner  
(M. No. 37388)

F. J. Guzdar - Whole-Time-Director

Place: Mumbai  
Date :17th May 2012Mumbai  
Date :17th May 2012



**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2012**

	31st March, 2012 (Rs. in 000)	31st March, 2011 (Rs. in 000)
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>		
Net Profit/(Loss) after Taxation before Extraordinary items.	2,906	4,621
<b>Adjustment for :</b>		
Depreciation	29	38
Interest Income	(7,550)	(6,605)
Investment Written Off	1	-
Refund of superannuation fund	-	(2,402)
Liabilities written back	(25)	(188)
<b>Operating Profit / (Loss) before working capital changes</b>	<b>(4,639)</b>	<b>(4,536)</b>
<b>Adjustment for :</b>		
<b>(Increase)/ Decrease in Current assets</b>		
Trade Receivables	(607)	1,027
Short term loans and advances	383	107
<b>Increase/ (Decrease) in Current Liabilities</b>		
Trade Payables	237	(1,007)
Other current liabilities	530	(298)
Short term provisions	(5)	(268)
<b>Cash generated from / (used in) operations</b>	<b>(4,101)</b>	<b>(4,975)</b>
Taxes Paid	(915)	(678)
<b>Net Cash (used in) / from Operating Activities</b>	<b>(5,016)</b>	<b>(5,653)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES :</b>		
Fixed Assets purchased	(502)	(4)
Interest Received	7,511	6,516
Refund of superannuation fund	-	2,402
Extra Ordinary Item (Net)	-	-
<b>Net cash (used in) / from Investing Activities</b>	<b>7,009</b>	<b>8,914</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>	<b>-</b>	<b>-</b>
<b>Net cash (used in) / from Financing Activities</b>	<b>-</b>	<b>-</b>
<b>Net increase/(decrease) in cash and cash equivalents ( A+B+C)</b>	<b>1,993</b>	<b>3,261</b>
Cash and cash equivalents at beginning of the period	40,697	37,436
Cash and cash equivalents at end of the period	42,690	40,697

Refer Significant Accounting Policies and Notes to Accounts

This is Cash Flow referred to in our report of even date

**For B.K.Khare & Cc.**Chartered Accountants  
Firm Reg. no. 105102W

T. R. Swaminathan - Director

**Sunil Bhandari**Partner  
(M. No. 37388)

F. J. Guzdar - Whole-Time-Director

Place: Mumbai  
Date :17th May 2012Mumbai  
Date :17th May 2012

## 1. NOTES ANNEXED TO AND FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2012

### 1.1 STATEMENT OF ACCOUNTING POLICIES AND PRACTICES

#### a) BASIS OF PREPARATION OF FINANCIAL STATEMENTS:

These accounts have been prepared under historical cost convention on accrual basis of accounting and to comply in all the material aspects with (a) applicable accounting principles in India; (b) the Accounting Standards issued by the Institute of Chartered Accountants of India; and (c) relevant provisions of the Companies Act, 1956.

#### b) USE OF ESTIMATES:

The preparation of Financial Statement requires the management to make estimates and assumptions considered in the reported amount of assets and liabilities (including Contingent liabilities) as on the date of financial statements and the reported income and expenses during the reporting period. Management believes that the estimates used in the preparation of the financial statement are prudent and reasonable. Any revision to accounting estimates is recognized prospectively in current and future periods.

#### c) FIXED ASSETS:

Fixed assets are stated at historical cost less accumulated depreciation and impairment losses. Cost includes purchase / acquisition cost and incidental cost incurred to bring the assets to their location and working condition.

Carrying amount of cash generating units/assets is reviewed at Balance Sheet date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount is estimated at net selling price or value in use whichever is higher. Impairment loss, if any, is recognized whenever the carrying amount exceeds recoverable amount.

#### d) INVESTMENTS:

Long-term investments are stated at cost less provision for permanent diminution in value of such investments, if any.

#### e) REVENUE RECOGNITION:

- i) Sales are recognized on transfer of significant risks and rewards to the customer.
- ii) Insurance, sales tax refund and other claims are accrued when there is reasonable certainty of their realization.

#### f) DEPRECIATION:

Depreciation on computers is charged on straight line basis and for other assets, on the written down value basis at the rates and in the manner prescribed in Schedule XIV to the Companies Act, 1956. Assets costing Rs. 5,000 or less are depreciated fully in the year of acquisition.

#### g) RETIREMENT BENEFITS:

##### Defined contribution plans:

The Company makes superannuation contribution to specific contribution plan for qualifying employees. Under the scheme the Company is required to contribute a specified percentage of the payroll costs to fund the benefits.

##### Defined benefit plans:

Company's liability towards long term compensated absences is determined by the independent actuaries, using the projected unit credit method. The Company makes contribution towards annuity plan at the contractually specified percentage of the salary annually. Refer Note No. 1.9.

#### h) EARNING PER SHARE:

The Company reports basic and diluted Earnings Per Share (EPS) in accordance with Accounting Standard 20 on "Earning Per Share".

Basic EPS is computed by dividing the net profit or loss for the year by the weighted average number of Equity Shares outstanding during the year.

**i) TAXATION:**

Income taxes are accounted for in accordance with Accounting Standard 22 on "Accounting for Taxes on Income". Tax expenses comprise of current tax and deferred tax.

Current tax is measured at the amount expected to be paid to the tax authorities using the applicable tax rates and tax laws.

Deferred tax assets and deferred tax liabilities are recognized for future tax consequences attributable to the timing differences between taxable incomes and accounting income that are capable of reversal in one or more subsequent period and are measured using tax rates enacted or substantially enacted as at the Balance Sheet date. Deferred tax Assets arising from timing difference are recognized unless in the management judgment, only to the extent there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realized. The carrying amount of deferred tax asset is revised at each Balance Sheet date.

**j) ACCOUNTING FOR PROVISIONS AND CONTINGENT LIABILITIES AND CONTINGENT ASSETS:**

The Company creates a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent assets are neither recognized nor disclosed in the financial statements.

**1.2 CONTINGENT LIABILITIES NOT PROVIDED FOR, IN RESPECT OF :**

	(Rs. in 000) <b>31st March 2012</b>	(Rs. in 000) 31st March 2011
a) Guarantees given by banks	<b>531</b>	531
b) Amount uncalled on partly paid shares	<b>10</b>	10
c) Sales tax matters under dispute.	<b>96</b>	96
d) Excise Matter under dispute	<b>4,811</b>	4,811
e) Income tax matters under appeal:		
i. decided in favour of the Company but disputed by the income tax authorities.	<b>1,440</b>	35,325
ii. contested by the Company	<b>5,291</b>	3,884
f) Claims against Company not acknowledged as debts.		
Provident Fund	<b>1,457</b>	1,457
Termination/Retirement Benefits	<b>303</b>	303
Others	<b>1,649</b>	1,649

**1.3** Balances in sundry creditors, debtors, advances and deposits are subject to confirmation and reconciliation. Adjustments, if any, will be made on completion of this process.

**1.4** In the absence of any taxable income for the year under the provisions of the Income Tax Act, 1961, no provision for income tax has been considered necessary.

**1.5** In the absence of virtual certainty of sufficient future taxable income, Company has not recognized deferred tax asset on unabsorbed depreciation and carry forward losses under Income Tax Laws.

**1.6 EARNINGS PER SHARE:****(Rs in 000)**

	For the year ended March 31, 2012	For the year ended March 31, 2011
<b>Numerator used for calculating basic and diluted earnings per share</b>		
Profit after taxation	2,906	<b>4,620</b>
Weighted average number of shares used as denominator for calculating basic and diluted earnings per share	51,71,125	<b>5,171,125</b>
Nominal value per share	<b>1.00</b>	<b>1.00</b>
Basic and diluted earnings per share (in Rs.)	<b>0.56</b>	<b>0.89</b>

**1.7 RELATED PARTY DISCLOSURES UNDER ACCOUNTING STANDARD 18 IS AS FOLLOWS:**

Particulars	(Rs. In '000)	
<b>Key Management Personnel of the Company:</b>		
Mr. F. J. Guzdar (Whole-Time-Director) - Managerial Remuneration	<b>913</b>	775
<b>Associate Company:</b> Cosepa Fiscal Industries Private Limited has reimbursed the expenditure incurred by The Standard Batteries Limited on its behalf on account of:		
• Rent	<b>90</b>	90
• Professional Charges	<b>213</b>	213

- 1.8** Mr. F J Guzdar has been serving the Company as Whole-Time-Director for past several years. The managerial remuneration paid to the Whole-Time-Director since he has crossed the age of 70 years is as under:-

Financial Year	Age years	Managerial Remuneration (Rs 000)
2008-09	70	784
2009-10	71	780
2010-11	72	775
2011-12	73	913

As per the provisions of section 269 of The Companies Act, 1956 read with Schedule XIII part I thereto, appointment of Whole-Time-Director requires either appointment through special resolution of shareholders or appointment through ordinary resolution of shareholders followed by the approval of Central Government. The Board of Directors had re-appointed Mr. F J Guzdar as a Whole Time Director of the Company for the above financial years at the remuneration mentioned there against, followed by passing a resolution which was proposed and passed unanimously by AGM as special resolution though in the notice to members it was described as ordinary resolution. Company is now legally advised that it should remove this defect in the notice by issuing fresh notice and pass the special resolution retrospectively and complete the other procedural formalities. Accordingly, Company is taking necessary steps to remove the defect.

- 1.9** The Company operates in a single business segment viz. trading and sales are Domestic and all the assets and liabilities are located in India.
- 1.10** The Company does not have any employee except Whole-Time-Director hence the provisions of Gratuity Act, 1972 and Employees Provident Fund and Miscellaneous Provision Act, 1952 are not applicable to the Company.
- 1.11** In the absence of necessary documents on Company record, the information required under section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 Act is not furnished by the Company.
- 1.12** Previous year's figures are re-grouped and re-arranged wherever necessary.

**NOTES TO ACCOUNTS AS AT 31ST MARCH 2012**

Amounts in financial statements are presented in Rs. in thousand, except for per share data and as otherwise stated. All exact amounts are stated with the suffix"/-"

The Previous period figures have been regrouped/reclassified, wherever necessary to conform to the current period presentation.

	31st March, 2012 (Rs. in 000)	31st March, 2011 (Rs. in 000)
<b>2.1 Share Capital</b>		
<b>I Authorised:</b>		
14,75,00,000 (P.Y. 14,75,00,000) Equity shares of Re.1/-each (P.Y. Re 1/-)	147,500	147,500
25,000 (P.Y. 25,000) Cumulative Redeemable Preference shares of Rs. 100/- each (P.Y. Rs. 100/-)	2,500	2,500
	<b>150,000</b>	<b>150,000</b>
<b>II Issued, Subscribed and Fully Paid-up :</b>		
51,71,125 Equity shares of Re.1.00 each (P.Y 51,71,125 shares of Re 1.00 each)	5,171	5,171
	<b>5,171</b>	<b>5,171</b>
a There is no change during the year in opening number of shares issued, subscribed and paid up.		
b In FY 2010-11, there were 1,03,42,250 Equity shares of Re.0.50 each which were consolidated into 51,71,125 Equity shares of Re.1.00 each.		
<b>c Terms/ Rights attached to Equity shares</b>		
The company has only one class of Equity shares with par value of Re.1/- per share. Each holder of Equity shares is entitled to one vote per share.		
<b>d Details of Shareholders holding more than 5% Shares</b>		
<b>Name of the Share Holder</b>	<b>No of Shares Held</b>	<b>No of Shares Held</b>
Mcleod Russel India Limited	1,003,820	1,003,820
Life Insurance Corporation of India	1,080,350	1,080,350
Metals Center Ltd	766,062	766,062
Suvridhi capital Market Ltd	455,374	-
Gokul Vanijya (P) Ltd	-	462,900
Williamson Magor & Co Ltd	288,625	288,625
<b>2.2 Reserves &amp; Surplus</b>		
a Capital Reserve	1,267	1,267
b Securities Premium Reserve	122,526	122,526
c Profit and Loss Account		
Balances as per last financial statement	(68,112)	(72,733)
Add: Profit for the year	2,906	4,621
Net surplus (Loss)	(65,206)	(68,112)
	<b>58,587</b>	<b>55,681</b>
<b>2.3 Trade Payables</b>		
Trade payables	844	632
	<b>844</b>	<b>632</b>

## NOTES TO ACCOUNTS AS AT 31ST MARCH 2012

	31st March, 2012 (Rs. in 000)	31st March, 2011 (Rs. in 000)
<b>2.4 Other Current Liabilities</b>		
Liability for expenses	21,395	21,089
Wages as per Court Order	137	41
Annuity Payable	120	112
Provision for Leave Encashment	420	300
	<b>22,072</b>	<b>21,542</b>
<b>2.5 Short Term Provisions</b>		
Other Expenses	16	43
TDS Payable	64	42
MVAT Payable	5	5
	<b>85</b>	<b>90</b>

## 2.6

Note 2.6 Fixed Assets										
(Rs. in 000)										
Particulars	Gross Block (at Cost)				Depreciation			Net Block		
	As at 1st April, 2011	Additions during the year	Deductions during the year	As at 31st March, 2012	As at 1st April, 2011	For the year	Deductions during the period	As at 31st March, 2012	As at 31st March, 2012	As at 31st March, 2011
<b>Tangible Assets</b>										
Computers	160	6	-	166	154	2	-	156	10	6
Furniture, fittings	90	-	-	90	83	1	-	84	6	7
Office Equipments	106	-	-	106	76	4	-	80	26	30
Vehicles	447	496	-	943	386	22	-	408	535	61
<b>Current Years Total</b>	<b>803</b>	<b>502</b>	<b>-</b>	<b>1,305</b>	<b>699</b>	<b>29</b>	<b>-</b>	<b>728</b>	<b>577</b>	<b>104</b>
<b>Previous Years Total</b>	<b>864</b>	<b>4</b>	<b>65*</b>	<b>803</b>	<b>716</b>	<b>38</b>	<b>55*</b>	<b>699</b>	<b>104</b>	<b>-</b>

\*Represents assets written off

## NOTES TO ACCOUNTS AS AT 31ST MARCH 2012

	31st March, 2012 (Rs. in 000)	31st March, 2011 (Rs. in 000)
<b>2.7 Non Current Investments</b>		
<b>Non trade, Unquoted</b>		
National Savings Certificates (Deposited with Government Authorities)	57	57
Less : Provision for Irrecoverable Investments	<u>57</u>	<u>57</u>
	-	-
200 Equity shares (P.Y. 200) of Rs 100/- each (P.Y. Rs.100/- each) of Powerpac Industries Private Limited Rs. 50/- paid up.	10	10
Less : Provision for diminution in value of shares	<u>10</u>	<u>10</u>
	-	-
10 Equity shares (P.Y. 10) of Rs 100/- each (P.Y. Rs.100/- each) of Shushrusha Citizen Co-operative Hospital Limited.	-	1
<b>Associate Company</b>		
750000 Equity shares (P.Y. 7,50,000) of Rs 10/- each (P.Y. Rs.10/-) of Cosepa Fiscal Industries Pvt. Ltd	7,500	7,500
Less : Provision for diminution in value of shares	<u>4,500</u>	<u>4,500</u>
	<u>3,000</u>	<u>3,000</u>
	<b>3,000</b>	<b>3,001</b>
<b>Note :</b>		
Aggregate value of unquoted investments (at cost)	<b>3,000</b>	<b>3,001</b>
<b>2.8 Trade Receivables</b>		
Related parties	-	-
Other Receivables		
Outstanding for a period exceeding six months from the due date		
Considered doubtful	-	3,728
Less: Provision for doubtful debts	<u>-</u>	<u>(3,728)</u>
	-	-
Other Debts (Unsecured, Considered Good)	<u>607</u>	-
	<b>607</b>	-
<b>2.9 Cash &amp; Cash Equivalents</b>		
<b>Balances with Scheduled Banks</b>		
Current Accounts	1,213	917
Bank Fixed Deposits (Maturing within 1 Year)	24,300	12,800
Bank Fixed Deposits (Maturing after 1 Year)	16,650	26,450
Margin Money Deposit (Maturing within 1 Year)	-	530
Margin Money Deposit (Maturing after 1 Year)	<u>527</u>	<u>-</u>
	<b>42,690</b>	<b>40,697</b>
<b>Cash in hand</b>	-	-
	<b>42,690</b>	<b>40,697</b>



	31st March, 2012 (Rs. in 000)	31st March, 2011 (Rs. in 000)
<b>2.10 Short Term Loans &amp; Advances</b>		
<b>Loans &amp; Advances</b>		
<b>(Unsecured, considered good, unless otherwise stated)</b>		
<b>Considered Good</b>		
Advances recoverable in cash or kind or for value to be received	475	816
Deposit with Public Bodies & Others	210	223
Balances with Central Excise Authority	-	-
	<u>685</u>	<u>1,039</u>
<b>Considered Doubtful</b>		
Sales tax and Gratuity	3,087	3,087
Deposit with Public Bodies & Others	1,885	1,885
Balances with Central Excise Authority	2,109	2,109
	<u>7,081</u>	<u>7,081</u>
	7,766	8,120
Less : Provision for doubtful advances	<u>(7,081)</u>	<u>(7,081)</u>
	<u>685</u>	<u>1,039</u>
Income Tax (Net of Provisions)	<b>6,834</b>	<b>5,919</b>
Prepaid Expenses	<b>18</b>	<b>47</b>
Inter Corporate Deposits	<b>32,000</b>	<b>32,000</b>
	<u><b>39,537</b></u>	<u><b>39,005</b></u>
<b>2.11 Other Current Assets</b>		
Interest Accrued but not Due	348	309
	<u><b>348</b></u>	<u><b>309</b></u>

## NOTES TO ACCOUNTS AS AT 31.03.2011

		31st March, 2012 (Rs. in 000)	31st March, 2011 (Rs. in 000)
<b>2.12 Other Income</b>			
Interest on FD's & ICD's		7,550	6,605
Interest on Income-Tax Refund 2009-10		147	-
Refund from Super annuation Fund		-	2,402
Rental Income		147	145
Creditors written back		25	188
Refund from Sales Tax		117	-
		<b>7,986</b>	<b>9,340</b>
<b>2.13 Employee Benefits Expense</b>			
Employees Remuneration :			
Salaries	815	683	
Contribution to provident and other funds	108	90	
Leave Encashment	120	50	
Welfare Expenses	77	79	
		1,120	902
		<b>1,120</b>	<b>902</b>
<b>2.14 Other Expenses</b>			
Electricity / Water Charges		69	84
Rent		723	745
Rates and taxes		6	6
Repairs			
To Building	69	34	
To Other Assets	40	39	73
Insurance		15	16
Postage and Telegram		26	42
Printing and Stationery		71	68
Storage charges		62	62
Vehicle expenses		219	195
Travelling and conveyance		287	347
Communication expenses		65	77
Service Charges		101	113
Miscellaneous expenses		313	664
Legal and professional fees		1,711	1,197
Director's fees		10	11
		<b>3,787</b>	<b>3,700</b>
<b>Auditor's remuneration :</b>			
Audit Fees	138	55	
Audit Fees for Tax Audit	11	11	
Audit Fees for Taxation Services	61	61	
Auditors for other Services	42	55	182
		252	
Bad Debts written off	3,728	8,615	
Less : Reversal of provision for doubtful debts	3,728	8,615	-
Assets/Investments written off		1	10
		<b>4,040</b>	<b>3,892</b>

**ADDITIONAL INFORMATION**

(Rs in 000)

**1 SALES**

Item	31st March 2012	Value	31st March 2011	Value
	Quantity Nos		Quantity Nos	
MS Channels, Angles	48,780 kgs	2,302	51,340 kgs	2,600
MS Sheets, Channels				
		<u>2,302</u>		<u>2,600</u>

**2 PURCHASE FOR RESALE**

MS Channels, Angles	48,780 kgs	2,193	51,340 kgs	2,487
MS Sheets, Channels				
		<u>2,193</u>		<u>2,487</u>

**3 AMOUNT REMITTED DURING THE PERIOD IN FOREIGN CURRENCY ON ACCOUNT OF DIVIDENDS**

NIL

(Rs. in 000)

	31st March, 2012	31st March, 2011
Number of non-resident shareholders	17	17
Number of shares held by them	80145	80145
Year to which dividend relates	N.A.	N.A.
Amount remitted (net of taxes)	N.A.	N.A.

**4 Directors' Remuneration**

Salary	720	600
Directors Sitting Fees	10	11
Contribution to Provident & other Funds	108	90
Other Perquisites	85	85
	<u>923</u>	<u>786</u>

In view of inadequacy of profits, no commission is payable to the Directors. Hence computation under Section 198 of the Companies Act, 1956, has not been given.

**2.15 STATEMENT PURSUANT TO PART IV OF SCHEDULE VI TO THE COMPANIES ACT, 1956**  
**BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE**
**I. REGISTRATION DETAILS**

REGISTRATION NO.

4 4 5 2

STATE CODE

11

BALANCE SHEET DATE

3 1 0 3 2 0 1 2

**II. CAPITAL RAISED DURING THE YEAR (AMOUNT IN RS. THOUSANDS)**

PUBLIC ISSUE

N I L

RIGHT ISSUE

N I L

BONUS ISSUE

N I L

PRIVATE PLACEMENT

N I L

SHARES ISSUED ON AMALGAMATION / MERGER

N I L

**III. POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS**  
(AMOUNT IN RS. THOUSANDS)

TOTAL LIABILITIES

8 6 7 5 9

TOTAL ASSETS

8 6 7 5 9

**SOURCES OF FUNDS**

PAID UP CAPITAL

5 1 7 1

RESERVES AND SURPLUS

(5 8 5 8 7)

NON CURRENT LIABILITIES

N I L

CURRENT LIABILITIES

2 3 0 0 1

**APPLICATION OF FUNDS**

CURRENT ASSETS

8 3 1 8 2

NON CURRENT ASSETS

3 5 7 7

**IV. PERFORMANCE OF COMPANY (AMOUNT IN RS. THOUSANDS)**

TURNOVER

1 0 2 8 8

TOTAL EXPENDITURE

7 3 8 2

+ - PROFIT / LOSS BEFORE TAX

2 9 0 6

+ - PROFIT/ LOSS AFTER TAX

2 9 0 6

(please tick Appropriate box + for profit - for loss)

EARNING PER SHARE IN RS.

0.56

DIVIDEND RATE %

N I L

## V. GENERIC NAMES OF THREE PRINCIPAL PRODUCTS/SERVICES OF THE COMPANY

(AS PER MONETARY TERMS)

ITEM CODE NO. (ITC CODE)

8 5 0 7 . 1 0

PRODUCT DESCRIPTION

L E A D   A C I D   S T O R A G E

B A T T E R I E S   U S E D   F O R

S T A R T I N G   P I S T O N

E N G I N E S

ITEM CODE NO. (ITC CODE)

8 5 0 7 . 2 0

PRODUCT DESCRIPTION

O T H E R   L E A D   A C I D

A C C U M U L A T O R S

ITEM CODE NO. (ITC CODE)

N I L

T E A   L E A V E S

ITEM CODE NO. (ITC CODE)

N I L

I R O N &amp; S T E E L

A N D S P A R E   P A R T S

T. R. Swaminathan - Director

Mumbai

Date : 17th May 2012

F J Guzdar      - Whole-Time-Director

[illegible]



## PROXY

I/We \_\_\_\_\_  
\_\_\_\_\_ of \_\_\_\_\_ being a Member / Members of  
THE STANDARD BATTERIES LIMITED hereby appoint \_\_\_\_\_  
\_\_\_\_\_ of \_\_\_\_\_  
or failing him/her of \_\_\_\_\_ of \_\_\_\_\_  
or failing him/her of \_\_\_\_\_ of \_\_\_\_\_

as my/our Proxy to attend and vote for me/ us and on my/our behalf of the SIXTY FIFTH Annual General Meeting of the Company to be held at 11.30 a.m. on 21st September, 2012 at ST. Anthony's Institute, Sports Academy-SAISA, 33rd/21st Road Corner, Pali, Bandra (W), Mumbai - 400 050. or at any adjournment thereof.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2012

Signature \_\_\_\_\_

One  
Rupee  
Revenue  
stamp

### Notes:

1. The Proxy form must be deposited at the Registered Office of the Company not less than 48 hours before the time of holding the meeting.
2. In the case of a body Corporate, this proxy shall be either given under the Common Seal or Signed on its behalf by an Attorney or Officer duly authorised by it.

## ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Name & Address \_\_\_\_\_ R.F. No. \_\_\_\_\_

I hereby record my presence at the SIXTY FIFTH Annual General Meeting of THE STANDARD BATTERIES LIMITED at 11.30 a.m. on 21st September, 2012 at ST. Anthony's Institute, Sports Academy-SAISA, 33rd/21st Road Corner, Pali, Bandra (W), Mumbai - 400 050.

\*Strike out whichever is not applicable.

Signature of the Shareholder / Proxy

### Notes :

1. No duplicate Attendance Slip will be issued at the place of the Meeting.
2. Only Members or their proxies are entitled to be present at the Meeting.

Book-Post

*If undelivered please return to:*  
**THE STANDARD BATTERIES LIMITED**  
Rustom Court Building,  
Opp. Podar Hospital,  
Dr. Annie Besant Road,  
Worli, Mumbai 400 030.