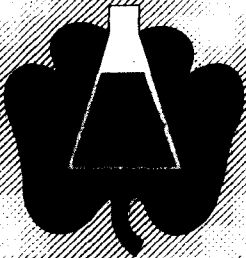


SHAMROCK

*12th Annual Report
2002-2003*



**SHAMROCK
GROUP**

Shamrock Industrial Co. Ltd.



SHAMROCK INDUSTRIAL COMPANY LIMITED

ANNUAL REPORT 2002 - 2003

BOARD OF DIRECTORS	MR. KALPESH R. KHOKHANI- CHAIRMAN & MANAGING DIRECTOR MR. KAMLESH R. KHOKHANI MR. JAYENDRA H. SHETH MRS. CLARINE H. BOLE
COMPANY SECRETARY	MR. PAWAN G. AGRAWAL
AUDITORS	M/S. R. VIJAYAN & CO., MUMBAI
PRINCIPAL BANKERS	DENA BANK B.M.C. BANK LIMITED CITIBANK N.A. GLOBAL TRUST BANK ORIENTAL BANK OF COMMERCE
REGISTERED OFFICE	146, TAKAI ADOSHI ROAD, VILLAGE : DHEKU, TALUKA: KHALAPUR DIST.: RAIGAD, MAHARASHTRA
CORPORATE OFFICE	1008, MAKER CHAMBERS - V, 221, NARIMAN POINT, MUMBAI 400 021
REGISTRAR AND SHARES TRANSFER AGENT	COMPUTRONICS FINANCIAL SERVICES (INDIA) LIMITED UNIT NO. 53-56, ELECTRONIC SADAN NO. 1, SHEEL MAHAPE ROAD, M.I.D.C., T.T.C., NAVI MUMBAI-400 709.
STOCK EXCHANGES	THE STOCK EXCHANGE, MUMBAI THE STOCK EXCHANGE, AHMEDABAD

NOTICE

NOTICE is hereby given that the Twelfth Annual General Meeting of the members of Shamrock Industrial Company Limited will be held at the Registered Office of the Company at 146, Takai Adoshi Road, Village Dheku, Taluka Khalapur, Dist. Raigad on Saturday, the 27th day of September, 2003 at 12.30 p.m. to transact the following:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Profit & Loss Account of the Company for the year ended March 31, 2003 and the Balance Sheet as on that date and the Reports of the Directors and Auditors thereon.
2. To appoint Director in place of Mr. Jayendra H. Sheth, who retires by rotation and is eligible for re-appointment.
3. To appoint Auditors on such remuneration as may be decided by the Board of Directors.

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution:
"RESOLVED THAT Mrs. Clarine H. Bole, who was appointed as an Additional Director of the Company in terms of section 260 of the Companies Act, 1956 w.e.f. 1st November, 2002 and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956 be and is hereby appointed as a Director of the Company whose period of office shall be liable to retirement by rotation."
5. To consider and if thought fit, to pass with or without modification, the following resolution as Special Resolution:
"RESOLVED THAT subject to the provisions of the Companies Act, 1956 (including any statutory modification (s) or reenactment for the time being in force and as may be enacted hereinafter), Securities Contract (Regulation) Act, 1956 and the rules framed thereunder, SEBI (Delisting of Securities) Guidelines, 2003 and other guidelines issued by SEBI from time to time, Listing agreements and all other applicable laws, rules, regulations and guidelines and subject to such approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the authority while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall deem to include any committee thereof for the time being exercising the power conferred on the Board by this resolution) the consent of the Company be and is hereby accorded to the Board to delist Company's equity shares from The Stock Exchange, Ahmedabad."

Corporate Office:
1008, Maker Chambers-V,
221, Nariman Point,
Mumbai - 400 021.

By order of the Board
For Shamrock Industrial Co. Ltd.
sd/-
KALPESH R. KHOKHANI
CHAIRMAN & MANAGING DIRECTOR

Date: 2nd September, 2003

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 PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM DULY COMPLETED AND STAMPED, MUST REACH THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE AFORESAID MEETING.
2. The Explanatory Statement pursuant to section 173 (2) of the Companies Act, 1956 is annexed.
3. Information pursuant to Clause 49 VI of the listing agreement in respect of appointment of new director or re-appointment of Director is annexed.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 25th September, 2003 to Saturday, 27th September, 2003 (both days inclusive) for the purpose of ensuing annual general meeting of the Company.
5. As you are aware equity shares of the Company have already been activated for dematerialisation with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) vide ISIN 'INE022F01015.' Members holding shares in physical form are requested to dematerialise their shares by approaching to any of the Depository Participants (DP).
6. Members holding shares in physical form are requested to notify any change in their address to the Company's Registrar and Transfer Agent, Quoting their Folio Nos. and members holding shares in demat form are requested to notify such change to their respective Depository Participant (DP).
7. As per the provisions of the amended Companies Act, 1956, the facility for making nomination is available to the shareholders in respect of the equity shares held by them. Members who desire to avail of this facility may send Form 2B duly filled in and signed to the Company's Registrar and Transfer Agent.



ANNEXURE TO NOTICE

A. EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956.

Item no. 4

Mrs. Clarine H. Bole who was appointed as an additional Director on 1st November, 2002 by the Board of Directors pursuant to Section 260 of the Companies Act, 1956 and Article 107 of the Articles of Association of the Company holds office only upto the date of forthcoming Annual General Meeting but is eligible for appointment as a Director. The Company has received a notice from a member proposing the candidature of Mrs. Clarine H. Bole for office of Director of the Company.

The Board recommends passing of the aforesaid ordinary resolution at Item No. 4 of the notice.

None of the Directors of the Company, except Mrs. Clarine H. Bole, is in any way concerned or interested in the said resolution.

Item no. 5

Initially the Company's Equity Shares were listed on following Four Stock Exchanges:

1. The Stock Exchange, Mumbai (Regional Stock Exchange)
2. The Stock Exchange, Ahmedabad
3. Jaipur Stock Exchange Limited and
4. Madras Stock Exchange Limited

Consequent upon the special resolution passed by the members at the Extra-ordinary General Meeting held on 2nd March, 2002 for voluntary delisting of the Company's Equity shares from any one or more stock exchanges other than regional stock exchange, the Company got its equity shares delisted from Jaipur Stock Exchange Limited and Madras Stock Exchange Limited.

In the meanwhile Securities and Exchange Board of India, vide the SEBI (Delisting of Securities) Guidelines issued in February, 2003 has done away with the requirement of offering an exit option to the members situated in regions of stock exchanges from which Company's shares are proposed to be delisted. Payment of listing fee to The Stock Exchange, Ahmedabad is not justified in view of no trading of equity shares of the Company on this stock exchange. As a cost cutting measure it is now proposed to seek the approval of the members once again for delisting the equity shares of the Company from the Stock Exchange, Ahmedabad as per new SEBI (Delisting of Securities) Guidelines, 2003.

The equity shares of the Company will continue to be listed on The Stock Exchange, Mumbai. With the extensive networking of The Stock Exchange, Mumbai, the members of the Company already have the access to online dealing of the equity shares of the Company across the country. The proposed delisting will not adversely affect the investors and is in the interest of the Company. The Board recommends passing of the aforesaid special resolution at Item No. 5 of the notice.

None of the Directors of the Company is in any way concerned or interested in the said resolution.

B. INFORMATION ON DIRECTORS RE-APPOINTMENT / APPOINTMENT AS PER SUB-CLAUSE VI A OF CLAUSE 49 OF THE LISTING AGREEMENT.

Information about directors being re-appointment / appointment at the ensuing Annual General Meeting is as under :

Mr. Jayendra H. Sheth :

Mr. Jayendra H. Sheth was appointed first time on the Board of Directors of this Company on 1st August 1999. He is liable to retire by rotation at this Annual General Meeting and being eligible offers himself for re-appointment. Mr. Jayendra H. Sheth aged 63 years has been associated with reputed chemical companies. He was also President of Chemical Association for a period of two years.

Mrs. Clarine H. Bole :

Mrs. Clarine H. Bole was appointed as additional Director of the Company w.e.f. 1st November, 2002. Her term expires at the ensuing Annual General Meeting. Mrs. Clarine H. Bole aged 48 years has been associated with Shamrock group of Companies since 14 years. With extensive knowledge of accounts and her long term of experience in the same field her appointment as director is beneficial to the Company.

Corporate Office:
1008, Maker Chambers-V,
221, Nariman Point,
Mumbai - 400 021.

Date: 2nd September, 2003

By order of the Board
For Shamrock Industrial Co. Ltd.
sd/-
KALPESH R. KHOKHANI
CHAIRMAN & MANAGING DIRECTOR

DIRECTORS' REPORT

To
The members of
Shamrock Industrial Company Limited

The Directors hereby present their Twelfth Annual Report together with the audited financial statements of accounts for the year ended 31st March 2003.

FINANCIAL RESULTS

PARTICULARS	2002-2003	(Rs. In Lacs)
		2001-2002
Sales and Other Income	7.71	62.28
Profit / (Loss) before Depreciation, Interest and Tax	(820.74)	(55.94)
Depreciation	1.70	1.70
Interest	0.34	0.62
Profit / (Loss) Before Tax	(818.70)	(53.62)
Less : Deferred Tax	-	1.53
Profit / (Loss) after Deferred Tax	(818.70)	(55.15)
Balance brought forward from previous year	159.10	216.00
Balance before transitional adjustment	(659.60)	160.85
on account of Deferred tax	-	-
Less : Transitional adjustment on account of Deferred Tax	-	1.75
Balance carried forward	(659.60)	159.10

TURNOVER

During the year under consideration, the company could not engage in any activity due to lack of sufficient funds. The overall income for the year 2002-2003 was Rs. 7.71 Lacs as against Rs. 62.28 Lacs in the previous year. The loss for the year was at Rs. 818.70 lacs against loss of Rs.55.15 Lacs in the previous year.

EXPORT

Due to non co-operation from its current bankers on giving financial assistance for several orders on hand, your Company has been unable to fulfil several export orders thereby affecting export sales.

DIVIDEND

The Directors do not recommend any dividend for the year under review.

BULK DRUG PROJECT

The Company has not been able to start Bulk Drug Project due to inadequacy of finance and on account of time and cost overrun.

RECOVERY SUIT FILED BY DENA BANK

As informed earlier, the claim filed by Dena Bank amounting to approximately Rs. 6.75 crores in the Debt Recovery Tribunal, Mumbai is still pending.

DELISTING OF SHARES FROM MADRAS STOCK EXCHANGE AND JAIPUR STOCK EXCHANGE

Consequent upon the special resolution passed by the members at the Extra-ordinary General Meeting held on 2nd March, 2002 for voluntary delisting of the Company's Equity shares from any one or more stock exchanges other than regional stock exchange, the Company got its equity shares delisted from Jaipur Stock Exchange Limited and Madras Stock Exchange Limited under SEBI Guidelines for voluntary delisting of securities dated 29.4.98. Payment of listing fee to these stock exchanges was not justified in view of no trading of equity shares of the Company on these stock exchanges. Further due to financial losses, imperativeness to reduce the operating and other costs, the Board of Directors deemed it appropriate to delist the equity shares from the said stock exchanges.

In view of no trading of equity shares of the Company on The Stock Exchange, Ahmedabad it is now proposed to seek the approval of the members once again for delisting the equity shares of the Company from this Stock Exchange under new SEBI (Delisting of Securities) Guidelines, 2003. Members attention is invited to Item No. 5 of the Notice of AGM.

CORPORATE GOVERNANCE

The Clause No. 49 of the Listing Agreement under the heading Corporate Governance is applicable to the Company from this financial year ending on 31st March, 2003. Accordingly the report on Management Discussion and Analysis, Corporate Governance as well as the Auditors' Certificate regarding compliance of conditions of corporate governance form part of this Annual report.



PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGOINGS

The company is not engaged in any activities therefore, there is no information to be submitted as required under section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 in respect of conservation of energy and technology absorption. There were no foreign exchange earnings and outgoing during the period under report.

DIRECTORS

The Board appointed Mrs. Clarine H. Bole as Additional Director w.e.f. 1st November, 2002. She holds office upto the date of the ensuing Annual General Meeting of the Company. The Board recommends her appointment as Director at the ensuing annual general meeting of the Company.

In accordance with the requirements of the section 256 of Companies Act, 1956 and Articles of Association of the Company, Mr. Jayendra H. Sheth, Director is liable to retire by rotation and is eligible for reappointment. The Board recommends his re-appointment at the ensuing annual general meeting.

AUDIT COMMITTEE

Audit Committee of the Company comprised of Mr. Kalpesh R. Khokhani, Managing Director, Mr. Kamlesh R. Khokhani and Mr. Jayendra H. Sheth, Directors. In order to comply with Clause 49 of the listing agreement the constitution of audit committee was changed by the Board of Directors at its meeting held on 10th December, 2002 so that the audit committee comprises of all non-executive directors. Accordingly Mrs. Clarine H. Bole, Director was appointed as new member and Mr. Kalpesh R. Khokhani, Managing Director being Executive Director was cease to be member of the committee.

AUDITORS

The auditors M/s R. Vijayan & Co., Chartered Accountants, will retire as statutory auditors of the Company at the conclusion of ensuing Annual General Meeting and being eligible, offer themselves for reappointment. The Company has received a certificate from the auditors to the effect that their re-appointment if made, would be in accordance with Section 224 (1B) of the Companies Act 1956. The Board recommends their re-appointment.

The explanation contained in the Notes to Accounts may be treated as the explanation submitted by the Board of Directors as contemplated u/s - 217(3) of the Companies Act, 1956.

PARTICULARS OF EMPLOYEES

In terms of the provisions of section 217(2A) of the Companies Act 1956 read with (Particulars of Employees) Rules 1975, as amended, the company had not employed any person who was in receipt of remuneration for such sum as is prescribed under the said Section either throughout the financial year or part thereof.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA) of the Companies (Amendment) Act, 2000, the Directors confirm that:

1. In the preparation of the annual accounts, the applicable accounting standards have been followed;
2. Appropriate accounting policies have been selected and applied consistently and judgements and estimates that are reasonable and prudent have been made so as to give a true and fair view of the state of affairs at the end of the financial year and of the loss of the Company for the financial year ended 31st March, 2003;
3. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. The annual accounts have been prepared on a going concern basis.

ACKNOWLEDGEMENT

Your directors thank esteemed shareholders, customers and business associates for the faith reposed in the company and its management.

Your directors place on record their deep appreciation of the dedication and commitment of your company's employees.

Corporate Office:
1008, Maker Chambers-V,
221, Nariman Point,
Mumbai - 400 021.

Date: 2nd September, 2003

By order of the Board
For Shamrock Industrial Co. Ltd.

sd/-
KALPESH R. KHOKHANI
CHAIRMAN & MANAGING DIRECTOR

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Company initially planned to start the Bulk Drug Project. But due to severe handicaps including lack of financial support, the Company is unable to start the operations. With adequate financial support the position would have been better. However the management is endeavouring to minimise and overcome its inherent logistic handicaps and is evaluating various options to start the Bulk Drug Project. Due to Company's goodwill in the International Market, it continuously receives offers for export of pharmaceuticals products.

During the year under consideration company incurred losses of appx. Rs. 818 lakhs on account of writing off of stock and on account of sale of investments.

The suit filed by Dena Bank against the Company in Debt Recovery Tribunal, Mumbai for recovery of its dues is still pending. The management is expecting the verdict for the same by end of the Current year.

REPORT ON CORPORATE GOVERNANCE

The Company pursuant to the code of Corporate Governance introduced by the Securities and Exchange Board of India (SEBI) furnishes its Report as under :

1. COMPANY'S PHILOSOPHY:

The basic philosophy of Corporate Governance in the Company is to achieve business excellence and enhance shareholders value, keeping in view the interest of its various stakeholders by short and long term actions.

2. BOARD OF DIRECTORS:

The Board of Directors of the Company is comprised of four Directors:

- Mr. Kalpesh R. Khokhani - Promoter, Non-Independent and Executive Director
Chairman and Managing Director
Kamlesh R. Khokhani - Promoter, Non-Independent and Non-Executive Director
Jayendra H. Sheth - Independent and Non-Executive Director
Mrs. Clarine H. Bole - Independent and Non-Executive Director

Attendance of each director at the Board Meetings, last Annual General Meeting and Number of other Directorship, Membership and Chairmanship of committee in various companies :

Sl. No.	Name of Director	F.Y.2002-03		As on Date		
		Attendance at		No. of other Directorships	Committee Position	
		BM	AGM		Member	Chairman
1.	Kalpesh R. Khokhani	14	Yes	NIL	NIL	NIL
2.	Kamlesh R. Khokhani	14	Yes	NIL	NIL	NIL
3.	Jayendra H. Sheth	14	Yes	NIL	NIL	NIL
4.	Clarine H. Bole*	6	Yes - as member	NIL	NIL	NIL

* Appointed as Additional Director w.e.f. 1.11.2002

No. of Board Meetings held and dates on which held:

During the Year Company has held 14 Board Meetings as against the minimum requirement of 4 meetings. The meetings were held on 30.4.2002, 26.6.2002, 10.7.2002, 31.7.2002, 20.8.2002, 30.8.2002, 31.8.2002, 31.10.2002, 1.11.2002, 20.11.2002, 10.12.2002, 15.1.2003, 30.1.2003, 27.2.2003.

3. COMMITTEES OF THE BOARD

The important Committees constituted by the Board of Directors of the Company are as under :

A. AUDIT COMMITTEE

Audit Committee of the Company comprised of Mr. Kalpesh R. Khokhani, Managing Director, Mr. Kamlesh R. Khokhani and Mr. Jayendra H. Sheth, Directors. In order to comply with Clause 49 of the listing agreement the constitution of audit committee was changed by the Board of Directors at its meeting held on 10th December, 2002 so that the audit committee comprises of all non-executive directors. Accordingly Mrs. Clarine H. Bole, Director was appointed as new member and Mr. Kalpesh R. Khokhani, Managing Director being Executive Director was cease to be member of the committee. Mrs. Clarine H. Bole is Chairperson for the said committee. Mr. Pawan G. Agrawal, Company Secretary is the Secretary to the Committee. The constitution of Audit Committee also meet with the requirements under Section 292A of the Companies Act, 1956.

The committee deals with accounting policies and commercial matters, financial reporting and internal control systems and covers matter covered in the listing agreement.

During the year the Committee met 5 times. The meetings were held on 30.4.2002, 31.7.2002, 30.8.2002, 31.10.2002 and 30.1.2003. All committee members then were present at all the meetings.



B. REMUNERATION COMMITTEE

The Board of Directors of the Company constituted Remuneration Committee comprising of Mrs. Clarine H. Bole as Chairperson, Mr. Kamlesh R. Khokhani and Mr. Jayendra H. Sheth all being non-executive Directors. The remuneration committee has been constituted to recommend the remuneration package to the Directors including executive director. The directors were not paid any remuneration during the year under review.

The Committee meeting was held on 10.12.2002. All committee members were present at the meeting.

C. SHAREHOLDERS'/ INVESTORS' GRIEVANCE COMMITTEE

The Board of Directors of the Company constituted Shareholders'/Investors' Grievance Committee comprising of two non-executive Directors viz. Mrs. Clarine H. Bole as Chairperson and Mr. Kamlesh R. Khokhani as member to the committee.

Mr. Pawan G. Agrawal, Secretary is the Compliance Officer of the Company.

There were 14 complaint/enquires receive during the year. All the complaints were resolved within the stipulated time. There were no transfer pending at the end of the financial year. The committee meeting was held on 15/3/2003. Both Committee members were present at the meeting.

4. GENERAL BODY MEETINGS

Details of last three AGMs:

Year	Date of AGM	Venue	Time
1999-2000	30.09.2000	Regd. Off. : 146, Takai Adoshi Road, Village Dheku, Taluka Khalapur, Dist. Raigad	11.00 a.m.
2000-2001	29.09.2001	Regd. Off. : 146, Takai Adoshi Road, Village Dheku, Taluka Khalapur, Dist. Raigad	12.00 noon
2001-2002	27.09.2002	Regd. Off. : 146, Takai Adoshi Road, Village Dheku, Taluka Khalapur, Dist. Raigad	12.00 noon

None of the items transacted at the aforesaid meetings were passed by postal Ballot .

5. DISCLOSURES

Related party transactions to be disclosed as per Accounting Standard -18 (AS-18) issued by the Institute of Chartered Accountants of India have been given in Annexure to Note No. 13 of Schedule 14 on notes to the Accounts in the Annual Report.

There have been no instances of any penalties imposed on the Company on any matter relating to the capital market and listing either by Stock Exchanges, SEBI or any statutory authority during the year.

6. MEANS OF COMMUNICATIONS

Financial Results:

The quarterly financial results were faxed as well as sent to the Stock Exchanges at Mumbai, Ahmedabad, Jaipur and Madras. The said results were normally published in newspapers Asian Age (English) and Konkani Sakal (Marathi).

Other Information:

There were no representations made to institutional investors or to the analyst.

The Management Discussion and Analysis Report forms part of this Annual Report.

7. GENERAL SHAREHOLDERS INFORMATION

Annual General Meeting:

Date, time and venue	: 27 th September, 2003 at 12.30 p.m.at 146, Takai Adoshi Road, Village Dheku, Taluka Khalapur, Dist. Raigad
Financial Calender	: 1 st April to 31 st March 1 st Unaudited Quarterly Results - by end of July 2 nd Unaudited Quarterly Results - by end of October 3 rd Unaudited Quarterly Results - by end of January 4 th Unaudited Quarterly Results - by end of April
Book Closure Date	: 25 th September, 2003 to 27 th September, 2003 (both days inclusive)
Listing on Stock Exchanges	: The Stock Exchange, Mumbai The Stock Exchange, Ahmedabad Jaipur Stock Exchange Limited Madras Stock exchange Limited (During the year under review the Company got its equity shares delisted from Madras Stock Exchange Limited w.e.f. 15 th April , 2003 and from Jaipur Stock Exchange Limited with effect from 31 st . March, 2003)

- Scrip Code** : The Stock Exchange, Mumbai -531240
The Stock Exchange, Ahmedabad-52534 SHAMROCKIN
Jaipur Stock Exchange Limited - 691
Madras Stock exchange Limited - SRIC
- ISIN for NSDL/CDSL** : INE022F01015
- Market Information** : As there was no trading of the Company's Equity Shares on the Stock Exchange, Mumbai since November, 1999 the information required to be furnished under this head is not applicable.
- Registrar and Share Transfer Agent** : The Company has a common outside R & T Agent Viz. Computronics Financial Services (India) Limited situated at 53-56, Electronic Sadan No. 1, Shil Mahape Road, M.I.D.C., T.T.C., Mahape, Navi Mumbai 400 709 to deal with the physical share transfer work as well as to deal with dematerialisation and rematerialisation of shares.
- Share Transfer System** : Presently the share transfers which are received in the physical form are processed within the prescribe time. The Company as, per the SEBI Guidelines offered the facility of transfer cum demat. The share transfers are processed and approved by the share transfer committee.

Distribution Of Shareholding As At 31st March, 2003

Share of Nominal value of	Shareholders		Shares	
	Number	% to total nos.	No.of shares	% to shares
Upto 5000	1082	53.858	267109	4.920
5001 to 10000	664	33.051	523500	9.644
10001 to 20000	146	7.267	227020	4.182
20001 to 30000	16	0.796	40800	0.752
30001 to 40000	19	0.946	65300	1.203
40001 to 50000	5	0.249	22900	0.422
50001 to 100000	27	1.344	185260	3.413
100001 and above	50	2.489	4096525	75.464
Total	2009	100.000	5428414	100.000

Shareholding Pattern As At 31st March, 2003

CATEGORY	NO. OF SHARES	% SHAREHOLDING
A. PROMOTERS	30,57,311	56.320
B. INSTITUTIONAL INVESTORS/ MUTUAL FUNDS/ BANKS	-	-
C. CORPORATE BODIES	5,50,800	10.147
D. NRI/OBC	2,07,100	3.815
E. INDIAN PUBLIC	16,13,203	29.718
TOTAL	54,28,414	100.000

- Dematerialisation Of Shares** : 120700 equity shares being 2.223 % of total share capital are held in dematerialisation form with NSDL and CDSL as on 31st March, 2003
- Outstanding ADRs/GDRs/Warrants Or Any Other Convertible Instruments, Conversion Date And Likely Impact On Equity** : The Company has not issued any ADRs/GDRs/Warrants or any other convertible instruments
- Address For Investors Correspondence** : **Company's Registrar and Transfer Agent Viz.** Computronics Financial Services (India) Limited. 53-56, Electronic Sadan No. 1, Sheel Mahape Road, M.I.D.C., T.T.C., Navi Mumbai -400 709.
- Non-mandatory Requirements** : The Company at present has not adopted the non-mandatory requirement in regard to maintenance of non-executive Chairman' office and sending of half-yearly financial performance to the shareholders at their residence.



SHAMROCK INDUSTRIAL CO. LTD.

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To
The members of Shamrock Industrial Co. Ltd.

We have examined the compliance of conditions of corporate governance by Shamrock Industrial Company Limited for the year ended 31st March, 2003 as stipulated in clause 49 of the Listing Agreement of the said Company with the stock exchanges.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the certificate of Corporate Governance as stipulated in the said clauses. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the management, we certify that the company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

As required by guidelines notes issued by the Institute of Chartered Accountants of India, we have to state that according to the statements placed before the Board of Directors, there were no investor grievance remaining unattended/pending for more than 30 days.

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

For R. Vijayan & Company
Chartered Accountants
sd/-

Place : Mumbai
Date : 2nd September, 2003

R. Vijayan
(Proprietor)

AUDITORS' REPORT

TO THE MEMBERS OF SHAMROCK INDUSTRIAL COMPANY LIMITED

We have audited the attached Balance Sheet of SHAMROCK INDUSTRIAL COMPANY LIMITED, as at 31st March, 2003 and the Profit and Loss Account of the company for the year ended on that date annexed thereto and report that:

- (1) These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
- (2) We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
- (3) As required by the Manufacturing and other Companies (Auditors Report) Order, 1998 issued by the Central Government in terms of section 227(4A) of the Companies Act, 1956; we annex hereto a statement on the matters specified in paragraph 4 and 5 of the said order.
- (4) Further to our comments in the Annexure referred to in paragraph 1 above we report that:
 - a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of accounts as required by law have been kept by the company so far as appears from our examination of the books.
 - c) The Balance Sheet and Profit & Loss Account dealt with by this report are in agreement with the books of accounts.
 - d) In our opinion the Balance Sheet and Profit & Loss Account dealt with by this report are in compliance with accounting standard referred to in section 211(3C) of the Companies Act, 1956.
 - e) On the basis of the written representation received from the directors, and taken on record by the Board of Directors, we report that none of the director is disqualified as on 31st March 2003 from being appointed as directors in terms of clause (g) of sub-section (1) of 274 of the Companies Act, 1956.
 - f) Attention is invited to note No.5 of schedule 14 relating to non provision of bank interest payable on outstanding dues to Bombay Mercantile Co-op Bank Ltd. and Dena Bank and to Note no. 6 in respect of scraping of stock material debiting to Profit & Loss Account.
Subject to what is stated in Paragraph (f) 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 in Schedule 14 and the other notes appearing thereon give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view:-
 - (i) in the case of the Balance Sheet, of the state of affairs of the company as at 31st March, 2003 and
 - (ii) in the case of the Profit & Loss Account, of the loss for the year ended on 31st March, 2003.

For **M/S. R.VIJAYAN & CO.**
Chartered Accountants
sd/-
(R. VIJAYAN)
Proprietor

Place: Mumbai
Date: 2nd September, 2003.



**ANNEXURE TO THE AUDITORS REPORT FOR THE YEAR ENDED 31-03-2003
SHAMROCK INDUSTRIAL CO. LTD.**

- 1) The Company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets. All The Fixed Assets of the company have been physically verified by the Management during the year, and to the best of knowledge no serious discrepancies have been noticed on such verification. In our opinion, the frequency of physical verification of Fixed Assets is reasonable having regard to the size of the company and nature of its assets.
- 2) None of the Fixed Assets have been revalued during the year.
- 3) As explained to us the stock of goods traded by the company have been physically verified by the management during the year. Stock in the custody and possession of third parties or in transit have either been verified by the management physically or with reference to certificate or statement of accounts obtained from such third parties. In our opinion the above frequency of verification is reasonable in relation to the size of the company and nature of its business.
- 4) The procedures of physical verification of stocks followed by the Management are reasonable and adequate in relation to the size of the company and nature of its business.
- 5) We are informed that the discrepancies noticed on such verification as compared to the book records were not material and have been properly dealt within the accounts.
- 6) On the basis of our examination of the stock records, we are of the opinion that the valuation of stock is fair and proper in accordance with normally accounting principles, and is on the same basis as in the preceding year.
- 7) The company has not taken any loans from companies, firms or other parties listed in the register maintained u/s 301 of the Companies Act, 1956.
- 8) The company has given interest free loans or advances in nature of loans to its employees who are repaying the amount as stipulated. In respect of loans and advances in nature of loan to company under the same Management, where no interest is charged as we are informed that the same are trade advances.
- 9) In our opinion and according to the information and explanation given to us and having regard to the size and nature of the business, there are adequate internal control procedures with regard to purchase of material including equipment's, plant and machinery, and for the sale of goods.
- 10) According to the information and explanations given to us there are no transaction of purchase of goods aggregating during the year to Rs. 50,000 or more in respect of each party made in pursuance of contracts or arrangements entered in the register maintained u/s 301 of the Companies Act, 1956. However, transactions of sale of goods & materials made in pursuance of contracts or arrangements entered in the register maintained u/s 301 of the Companies Act, 1956 and aggregating during the year to Rs. 50000/- or more in respect of each party have been made at price which are explained to be reasonable having regard to the prevailing market prices of such goods, materials or services which however are not verifiable in the absence of comparable purchase, sales and / or quotations.
- 11) In our opinion and according to the information and explanation given to us the company has a regular procedure for determination and write off of unserviceable or damaged stores and raw materials on the basis of technical evaluation. Adequate provision has been made in the account for the loss on the items so determined.
- 12) The Company has not accepted any deposits from the public and as such, the provision of Section 58A of the Company Act, 1956 and the rules framed thereunder have no application to this company.
- 13) The Company's operations do not generate any significant scrap or by products.
- 14) In our opinion, the company has Internal Audit System commensurate with the size and nature of its business.
- 15) As explained to us the Central Government has not prescribed the maintenance of cost records u/s 209(1) (d) of the Companies Act, 1956 for any product of the company.
- 16) According to the records of the company, Provident Fund dues except in a few cases where in there were slight delay have been regularly deposited during the year under report with Appropriate Authorities.
- 17) There were no undisputed amounts payable in respect of Income Tax, Wealth Tax, Sales Tax, Customs duty and Excise outstanding as at the last day of the financial year for a period of more than six months from the date they become payable.
- 18) According to the information and explanation given to us, no personal expenses of employees or directors have been charged to revenue account others than those payable under contractual obligation or in accordance with generally accepted business practices.
- 19) The Company is not a sick industrial company within the meaning of Clause (o) of Section 3(1) of the Sick Industrial Companies (Special Provision) Act, 1994.
- 20) In respect of company's trading activities there is a proper procedure for determination of damaged goods and provision for the loss wherever necessary has been made in the accounts.

For **M/S. R. VIJAYAN & CO.**
Chartered Accountants
sd/-
(R. VIJAYAN)
Proprietor

Place : Mumbai
Date : 2nd September, 2003.

BALANCE SHEET AS AT MARCH 31, 2003

PARTICULARS	Sch No	AS AT 31.03.03 (RS.)	AS AT 31.03.02 (RS.)
SOURCES OF FUNDS			
SHAREHOLDERS FUNDS			
Share Capital	1	54,284,140.00	54,284,140.00
Reserves & Surplus	2	23,531,400.00	39,441,739.23
DEFERRED TAX ADJUSTMENT			
A. Deferred Tax Liabilities		327,261.00	327,261.00
B. Deferred Tax		—	327,261.00
LOANS			
Secured Loans	3	86,924,926.82	87,004,558.03
Unsecured Loans		190,777.87	166,447.81
TOTAL		165,258,505.69	181,224,146.07
APPLICATION OF FUNDS			
FIXED ASSETS			
Gross Block	4	12,336,161.95	13,520,033.56
Less: Depreciation		906,613.52	737,075.52
Net Block		11,429,548.43	12,782,958.04
Capital Work in Progress		36,747,040.09	32,980,766.09
INVESTMENTS			
CURRENT ASSETS, LOANS & ADVANCES	5	19,085,990.00	53,500,701.05
Inventories		—	29,662,390.98
Sundry Debtors	6	35,065,223.50	56,551,721.50
Cash & Bank Balances	7	2,106,335.84	3,491,840.57
Loans, Advances & Deposits	8	5,316,117.08	9,029,070.08
		42,487,676.42	98,735,023.13
Less: Current Liabilities & Provisions	9	11,599,624.58	18,494,314.72
		30,888,051.84	80,240,708.41
MISCELLANEOUS EXPENDITURE			
(To the extent not written off)	10	1,147,613.48	1,719,012.48
PROFIT & LOSS ACCOUNT		65,960,261.85	—
TOTAL		165,258,505.69	181,224,146.07
NOTES TO ACCOUNTS	14	—	—

AS PER OUR REPORT OF EVEN DATE
FOR R. VIJAYAN & COMPANY
CHARTERED ACCOUNTANTS

FOR AND ON BEHALF OF THE BOARD

sd/-
R. VIJAYAN
(PROPRIETOR)

sd/-
KALPESH R.KHOKHANI
MANAGING DIRECTOR

sd/-
KAMLESH R.KHOKHANI
DIRECTOR

sd/-
PAWAN AGRAWAL
SECRETARY

PLACE : MUMBAI
DATE : 2nd September, 2003.

**TRADING, PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31st March 2003**

PARTICULARS	Sch No	AS AT 31.03.03 (RS.)	AS AT 31.03.02 (RS.)
INCOME			
Sales		175,000.00	3,914,160.00
Other Income	11	596,133.64	2,314,329.32
Increase in stock	12	(29,662,390.98)	24,516,820.98
Total (A)		(28,891,257.34)	30,745,310.30
EXPENDITURE			
Cost of Goods Purchased		241,093.50	30,199,817.75
Staff Cost		241,882.00	426,773.00
Finance Charges		33,930.69	62,264.83
Other Expenses	13	51,721,500.55	4,678,154.25
Depreciation	4	169,538.00	169,537.82
Preliminary Expenses W/off		571,399.00	571,399.00
Total (B)		52,979,343.74	36,107,946.65
PROFIT BEFORE TAX	(A-B)	(81,870,601.08)	(5,362,636.35)
PROVISION FOR TAX		—	(152,766.00)
NET PROFIT AFTER TAX		(81,870,601.08)	(5,515,402.35)
ADD: SURPLUS OF PREVIOUS YEAR BROUGHT FORWARD		15,910,339.23	21,425,741.58
BALANCE CARRIED FORWARD TO BALANCE SHEET		(65,960,261.85)	15,910,339.23
NOTES TO ACCOUNTS	14		

AS PER OUR REPORT OF EVEN DATE

FOR R. VJAYAN & COMPANY
CHARTERED ACCOUNTANTS
sd/-
R. VJAYAN
(PROPRIETOR)

FOR AND ON BEHALF OF THE BOARD

sd/- sd/- sd/-
KALPESH R.KHOKHANI **KAMLESH R.KHOKHANI** **PAWAN AGRAWAL**
MANAGING DIRECTOR **DIRECTOR** **SECRETARY**

PLACE : MUMBAI
DATE : 2nd September, 2003.

SCHEDULES FORMING PART OF BALANCE SHEET

PARTICULARS	AS AT 31.03.03 (RS.)	AS AT 31.03.02 (RS.)
SCHEDULE : 1		
SHARE CAPITAL		
AUTHORISED CAPITAL		
8,000,000 Equity Shares of Rs. 10/- each	80,000,000.00	80,000,000.00
ISSUED & SUBSCRIBED CAPITAL		
7,443,214 Equity Shares of Rs. 10/- each	74,432,140.00	74,432,140.00
PAID-UP CAPITAL		
5,428,414 Equity Shares of Rs. 10/- each	54,284,140.00	—
[(P.Y. Subscribed 7,443,214 Equity Shares of Rs.10/- each)	—	74,432,140.00
LESS : Shares Forefeited		
2,014,800 partly paid up Equity Shares of F.V. of Rs. 10/- Each	—	20,148,000.00
Paid up 5,428,414 Equity Shares of Rs. 10/- each]	54,284,140.00	54,284,140.00
SCHEDULE : 2		
RESERVES & SURPLUS		
Share Premium	10,435,200.00	10,435,200.00
Share Forefeiture	13,096,200.00	13,096,200.00
	23,531,400.00	23,531,400.00
Profit & Loss Account	—	15,910,339.23
	23,531,400.00	39,441,739.23
SCHEDULE : 3		
SECURED LOANS		
1. LONG TERM LOANS		
Car Loan With Citibank	67,882.08	147,513.29
	67,882.08	147,513.29
2. SHORT TERM LOANS		
a. Foreign Bill Crystallised		
With Dena Bank	5,471,430.00	5,471,430.00
	5,471,430.00	5,471,430.00
b Packing Credit Loan		
With Bombay Mercantile Co. Op. Bank	12,641,679.00	12,641,679.00
	12,641,679.00	12,641,679.00
c. Bank Overdraft		
With Dena Bank (IFB) 516	55,241,018.86	55,241,018.86
	55,241,018.86	55,241,018.86
d. Letter of credit with Bombay Mercantile Co-op. Bank		
(a) Local	13,502,916.88	13,502,916.88
	13,502,916.88	13,502,916.88
	86,924,926.82	87,004,558.03

NOTES :

1. CAR LOANS FROM CITIBANK SECURED BY WAY OF HYPOTHECATION ON CAR.
2. LONG TERM LOANS FROM BANKS ARE SECURED BY WAY OF MORTGAGE AND CHARGE ON COMPANY'S IMMOVABLE PROPERTIES, BOTH PRESENT AND FUTURE AND HYPOTHECATION OF THE COMPANY'S INVENTORY AND BOOK DEBTS PRESENT AND FUTURE WHEREVER SITUATED AND GUARANTEED BY DIRECTORS.



Shamrock Industrial Co. Ltd.

SCHEDULES FORMING PART OF BALANCE SHEET
SCHEDULE : 4
DETAILS OF FIXED ASSETS FOR THE PERIOD 2002-2003

SR. NO.	NAME OF THE ASSETS	GROSS BLOCK			DEPRECIATION			NET BLOCK		
		AS ON 1.4.2002	ADDITION	DEDUCTION	AS ON 31.3.2003	UP TO 31.3.2002	FOR THE YEAR	UP TO 31.3.2003	AS ON 31.3.2003	AS ON 31.3.2002
1	LAND	7,729,298.00	-	-	7,729,298.00	-	-	-	7,729,298.00	7,729,298.00
2	FURNITURE & FIXTURE	632,310.00	-	-	632,310.00	277,096.88	40,026.00	317,122.88	315,187.12	355,213.12
3	OFFICE EQUIPMENT	391,237.00	-	-	391,237.00	145,289.24	24,766.00	170,055.24	221,181.76	245,947.76
4	VEHICLE	413,920.00	-	-	413,920.00	114,088.50	39,322.00	153,410.50	260,509.50	299,831.50
5	FAX MACHINE	15,500.00	-	-	15,500.00	2,318.83	982.00	3,300.83	12,199.17	13,181.17
6	PRE-OPERATING EXP.	3,940,218.56	80,920.00	1,264,791.61	2,756,346.95	-	-	-	2,756,346.95	3,940,218.56
7	COMPUTER	397,550.00	-	-	397,550.00	198,282.07	64,442.00	262,724.07	134,825.93	199,267.93
	TOTAL	3,520,033.56	80,920.00	1,264,791.61	12,336,161.95	737,075.52	169,538.00	906,613.52	11,429,548.43	12,782,958.04
	PREVIOUS YEAR	5,766,552.56	107,449.00	2,353,968.00	13,520,033.56	567,537.70	169,537.82	737,075.52	12,782,958.04	-

SCHEDULE '5'	31.3.2003	31.3.2002
INVESTMENT AT COST	(Rs.)	(Rs.)
IN GOVT. SECURITIES:		
UN-QUOTED		
KISAN VIKAS PATRA	1,000.00	1,000.00
IN FULLY PAID PREFERENCE SHARES		
UN-QUOTED NON-CUMULATIVE		
150000 16% PREFERENCE SHARES OF RS.10/- EACH IN AMITA STOCK BROKING PVT.LTD.	-	1,500,000.00
IN FULLY PAID EQUITY SHARES		
QUOTED		
333 SHARES OF RS.10/- EACH IN BMC BANK LIMITED.	9,990.00	9,990.00
333900 SHARES OF RS.10/- EACH IN PUSHPANJALI FLORICULTURE LTD.	-	15,605,690.00
76900 SHARES OF RS.10/- EACH IN RASHAL AGROTECH LTD.	-	9,234,021.05
UN-QUOTED		
50000 SHARES OF RS.10/- EACH IN ALANKAR STEEL PVT.LTD.	-	500,000.00
75000 SHARES OF RS.10/- EACH IN AMITA STOCK BROKING PVT.LIMITED	-	750,000.00
10000 SHARES OF RS.200/- EACH IN P.D.ARCH PVT.LIMITED.	-	2,000,000.00
40000 SHARES OF RS.10/- EACH IN SKYCRAPER PROPERTIES P. LIMITED	-	400,000.00
47750 EQUITY SHARES OF RS. 100 EACH IN SHAMROCK FINLEASE LIMITED	4,775,000.00	-
77000 EQUITY SHARES OF RS. 100 EACH IN SHAMROCK PHARMACEUTICALS P. LIMITED	7,700,000.00	-
130000 EQUITY SHARES OF RS.10 EACH IN SHAMROCK ADVTG & PUB. CO. PVT LTD	1,300,000.00	-
31000 EQUITY SHARES OF RS.100 EACH IN SHAMROCK EXPORTS PVT LTD	3,100,000.00	-
220000 EQUITY SHARES OF RS. 10 EACH IN SHAMROCK TEXFYAB LTD	2,200,000.00	-
250000 SHARES OF RS.10/- EACH IN (purchased @20/- per share) PARTLY PAID UP @ 15/- PER SHARE IN CONFIDENCE CAPITAL LIMITED	-	3,750,000.00
20000 SHARES OF RS.10/- EACH IN (purchased @650/-	-	9,750,000.00

SCHEDULES FORMING PART OF BALANCE SHEET				
20000	SHARES OF RS.10/- EACH IN (purchased @650/- per share) PARTLY PAID UP @ 487.50/- PER SHARE IN INTEGRAL EXIM LIMITED			9,750,000.00
	OTHERS			—
	SHARE APPLICATION MONEY			10,000,000.00
				<hr/>
	BOOK VALUE AS AT 31.3.2002	19,085,990.00		53,500,701.05
	<u>QUOTED</u>	9,990.00		24,840,701.05
	<u>UN-QUOTED</u>	—		18,600,000.00
				<hr/>
	MARKET VALUE AS AT 31.3.2002	9,990.00		43,449,701.05
	<u>QUOTED</u>	1,000.00		19,255,300.00
				<hr/>
SCHEDULE : 6				
SUNDRY DEBTORS				
(Unsecured considered good)				
	Debts over six months	35,267,929.75		56,281,288.75
	Debts less than six months	—		473,139.00
				<hr/>
		35,267,929.75		56,754,427.75
	Less advance from customers	202,706.25		202,706.25
				<hr/>
		35,065,223.50		56,551,721.50
				<hr/>
SCHEDULE : 7				
CASH & BANK BALANCES				
	Cash & Cheques on hand	1,899,826.30		3,385,782.80
	BALANCES IN BANK			
	With Schedule Banks	131,509.54	31,057.77	
	Margin with banks	75,000.00	75,000.00	106,057.77
				<hr/>
		2,106,335.84		3,491,840.57
				<hr/>
SCHEDULE : 8				
LOANS & ADVANCES				
	a. Advances recoverable in Cash or Kind	4,690,817.62		7,473,770.62
	b. Loans	—		930,000.00
	c. Deposits	192,979.46		192,979.46
	d. Others	432,320.00		432,320.00
				<hr/>
		5,316,117.08		9,029,070.08
				<hr/>
SCHEDULE : 9				
CURRENT LIABILITIES & PROVISIONS				
CURRENT LIABILITIES				
	Sundry Creditors	11,599,624.58		18,494,314.72
				<hr/>
		11,599,624.58		18,494,314.72
				<hr/>
SCHEDULE : 10				
MISCELLANEOUS EXPENDITURE				
(To the Extent Not Written Off)				
	a. Preliminary Expenses	192,368.35	254,887.35	
	Less: Written off During the Year	62,519.00	62,519.00	192,368.35
				<hr/>
	b. Public Issue Expenses	1,526,644.13	2,095,524.13	
	Less: Written off During the Year	508,880.00	508,880.00	1,526,644.13
				<hr/>
		1,147,613.48		1,719,012.48
				<hr/>



FINANCIAL STATEMENTS

SCHEDULES FORMING PART OF THE PROFIT & LOSS ACCOUNT		
	31.3.2003	31.03.2002
	(Rs.)	(Rs.)
SCHEDULE : 11		
OTHER INCOME		
Car Hire Charges	—	60,000.00
Claim A/c	—	350,000.00
Compensation A/c	—	775,428.00
Dividend	—	400,000.00
Interest on F.D.	—	13,144.47
Sundry Balance W/off	596,133.64	505,130.60
Profit on sale of shares	—	3,030.25
Interest received	—	207,596.00
	596,133.64	2,314,329.32
SCHEDULE : 12		
INCREASE/(DECREASE) IN STOCK		
Closing Stock	—	29,662,390.98
Less: Opening Stock	29,662,390.98	5,145,570.00
	(29,662,390.98)	24,516,820.98
SCHEDULE : 13		
OTHER EXPENSES		
Adv. for project not recoverable	—	615,462.00
Advertisement	17,707.00	22,521.00
AGM Expenses	4,624.00	3,309.00
Annual Listing Fees- BSE	59,500.00	58,000.00
Income Tax Fees	11,000.00	—
Conveyance	3,696.00	63,762.00
E.S.I.S. Contribution Paid	10,864.00	—
Employers' contribution to PF	5,000.00	—
Filing Fees	2,500.00	5,050.00
Excise Duty Assessment fees	5,000.00	—
Govt. Tax (land)	4,000.00	—
Office Expenses	—	1,445.00
Postage & Telegram	11,919.00	1,982.00
Printing & Stationary	16,956.54	46,134.00
Legal & Professional Fees-	410,275.00	304,600.00
Loss on Investments	23,500,000.00	—
Loss on Sale of Shares	27,458,847.05	3,292,084.00
Miscellaneous Expenses	8,500.00	41,861.25
Rate Difference	—	3,000.00
Rent, Rates & Taxes	111,700.00	87,200.00
Repairs & Renovation	26,231.00	74,565.00
Sundry Expenses	1,022.00	695.00
Sales Tax	—	5,041.00
Telephone, Pager & Fax	10,659.00	15,947.00
Transfer Agent Exp.	30,999.96	24,996.00
AUDITORS REMUNERATION		
Audit Fees	10,500.00	10,500.00
	51,721,500.55	4,678,154.25

SCHEDULE: 14
NOTES TO THE ACCOUNTS

1. SIGNIFICANT ACCOUNTS POLICIES:

A. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

- a) The Financial Statement have been prepared under the historical cost convention in accordance with the generally accepted accounting principles and provisions of the Companies Act, 1956 as adopted consistently by the company.
- b) The company generally follows mercantile system of accounting and recognizes significant item of income and expenditure on accrual basis.

B. FIXED ASSETS

Fixed Assets are recorded at cost. The company capitalizes all cost relating to Fixed Asset acquisitions and installations. Direct financing cost, if any, incurred during construction period in respect of major projects is also capitalized.

C. DEPRECIATION

- a) Depreciation on Fixed Asset is provided on straight-line method at rate and in the manner prescribed as per Schedule XIV to the Companies Act, 1956.
- b) Depreciation is charged on a pro-rata basis from the date of addition, or as the case may be, up to the date on which the asset has been sold, discarded, demolished or destroyed.
- c) Assets costing not more than Rs.5000/- each are depreciated in full in the year of addition.

D. INVESTMENTS

Investments are stated at cost of acquisition. Investment made by the company being of long-term nature. Diminutions in the value of quoted investment are not considered to be of permanent nature by the management.

E. INVENTORIES

- (i) Inventories are valued at lower of cost and net realizable value with the cost determination as specified herein.
- (ii) Goods traded by the company are valued at F.I.F.O Cost and some of the items are valued at specific identification cost wherever it is possible.
- (iii) Non-moving items are valued at the lower of net realizable value and cost.

F. FOREIGN CURRENCY TRANSACTION

- a) Transactions denominated in Foreign Currency are normally recorded at the exchange rate prevailing at the time they are purchased / negotiated with Bank.
- b) Bills in foreign Currency outstanding at the close of the financial year are expressed in Indian Currency at rates of exchange at which bills are purchased / negotiated with Bank.
- c) Income or expenses, if any, on account of exchange difference on settlement is recognized in Profit & Loss Account.

G. RECOGNITION OF INCOME AND EXPENDITURE

- a) **REVENUE**
Sales are recorded net of trade discount, rebates and sales tax. Export sales are recorded on the basis of rate of exchange at which bills are purchased / negotiated with Banks. Interest on Investment / Fixed Deposits and at the applicable rate of interest
- b) **EXPENSES**
Costs / Expenses are generally accounted on accrual basis as they are incurred.

H. TAXATION

- a) Provision for taxation is made on the basis of taxable profits computed for the current accounting year in accordance with IT Act 1961.
- b) Deferred Tax resulting from timing difference are expected to crystallize in the case of deferred tax liability with reasonable certainty and in case of deferred tax assets with virtual certainty that there would be adequate future taxable income against which such deferred tax assets can be realized.

2. CONTINGENT LIABILITIES NOT PROVIDED FOR IN BOOKS OF ACCOUNTS

	2002 - 2003	2001 - 2002
(i) Estimated amount of Contracts remaining to be executed on Capital Accounts (Net of Advance) (As certified by the Management)	66700000/-	66700000/-
(ii) Outstanding GUARANTEES furnished to Bank including in respects Of Letters of Credit.	13502917/-	13502917/-
(iii) Final call due on shares of companies partly paid	Nil	55,00,000/-
(iv) Claims against the company not acknowledged debts	6,62,67,042/-	6,62,67,042/-
(v) Disputed Liabilities not provided		



a) Tax demand in respect of Block Assessments disputed in Appeals Filed	1,57,59,845	3,81,69,410
b) Tax demand in respect of A.Y. 1998 – 99 disputed in appeals filed	8,12,215/-	8,12,215/-
3. PREOPERATIVE EXPENSES:		
Opening Balance	39,40,218/-	61,86,738/-
Add: Expenses incurred during the year		
Salary & Other Benefits	80,920/-	1,07,449/-
Other Expenses	Nil	Nil
Less: Credits during the year	12,64,792/-	23,53,968/-
Closing Balance	27,56,346/-	39,40,218/-

Preoperative expenses under the head of Fixed Assets are in the respect of expenditure incurred on project under construction which shall be allocated to the respective Fixed Assets on the completion of its construction.

- 4. AUDITORS' REMUNERATION:**
- | | 2002 – 2003 | 2001 – 2002 |
|------------|-------------|-------------|
| Audit Fees | 10500.00 | 10500.00 |
5. In view of the legal advice received from the Companies Legal Advisor the company has not made following provisions:
- (a) In the case of Bombay Mercantile Co-op. Bank no provision has been made for interest on outstanding balance as Bank has considered these advances as under NPA in their books of accounts.
- (b) Dena Bank has filed suit against the company for recovery of outstanding dues with the interest for Rs.6, 62,67,042/- in Debt Recovery Tribunal for outstanding dues and interest which the company has disputed. Since Dena Bank has classified the company's account as NPA, no interest was charged by them for the year and hence no provision has been made in the Books of A/c. The company has in turn filed suit against Dena Bank in Debt Recovery Tribunal for Rs. 21Cr. towards loss of damages for non-release of sanctioned funds.
6. During the year the company has scrapped stock of Rs.2,98,12,425.56 (Rupees Two Crores Ninety Eight Lacs Twelve Thousand Four hundred Twenty five and paise Fifty Six) of different material being impure in quality. According to the management the said stock was neither useable nor saleable and hence the company has scrapped the same.
7. Provision for gratuity is not made as none of the employee have completed requisite period of service.
8. Balance with Debtors, Creditors and Loans & Advances are subject to confirmation & reconciliation.
9. In the opinion of the Board of Directors, the aggregate value of Current Assets, Loans and Advances stated in the Balance Sheet are approximately of the value, if realised, in the ordinary course of business. The Provision of all known liabilities is adequate and not excess of amount reasonably required.

ADDITIONAL INFORMATION PURSUANT TO THE PROVISION OF PART II OF THE SCHEDULE VI TO THE COMPANIES ACTS, 1956, AS CERTIFIED BY THE DIRECTORS.

10. Quantity and value of Opening Stock, Sales and Closing Stock in respect of goods traded.

(A) Chemical, Pharmaceutical raw materials and intermediates

PARTICULAR	2002 – 2003		2001 – 2002	
	QTY (kg)	VALUE (Rs)	QTY (kg)	VALUE (Rs)
Opening Stock	5,82,366.50	2,96,62,390.98	1,491	51,45,570
Sales	500	1,75,000	1,01,730	39,14,160
Closing Stock	NIL	NIL	5,82,366.50	2,96,62,390.98

11. EXPENDITURE IN FOREIGN CURRENCY

	2002 – 2003	2001 – 2002
Commission	NIL	NIL
Others	NIL	NIL

12. EARNINGS IN FOREIGN CURRENCY

	2002 – 2003	2001 – 2002
Export of Goods at F.O.B. Basis	NIL	NIL

13. Disclosure of Transactions with Related Parties as required by the "AS 18". "Related Parties Disclosures" has been set out in a separate statement annexed to this schedule. Related Parties as defined in clause 3 of Accounting Standards have been identified on the basis of information available with the company.

14. As the companies business activities fall within a single primary business segment i.e Pharmaceuticals and chemicals, the disclosure requirement of "AS 17" "Segment Reporting" issued by The Institute of Chartered Accountants of India is not applicable.

15. Deferred Tax Assets/Liabilities are not recognised in the current year as there is virtual certainty and evidence that there will not be any future taxable income which will be available against which such Deferred Tax Assets/Liabilities could be realised or adjusted

16. Loans and advances as shown in schedule 8 includes Rs.42,52,360/- due from M/s Unico & Co. Against which company has initiated steps for its recovery and is confident of its realization. In view of this, the above amount has been considered as good and no provision has been considered necessary.
17. The previous year's figures have been reworked, regrouped, rearranged and / or reclassified wherever necessary.

AS PER OUR REPORT OF EVEN DATE

FOR R. VIJAYAN & COMPANY
CHARTERED ACCOUNTANTS

FOR AND ON BEHALF OF THE BOARD

sd/-

R. VIJAYAN
(PROPRIETOR)

sd/-

KALPESH R. KHOKHANI
MANAGING DIRECTOR

sd/-

KAMLESH R. KHOKHANI
DIRECTOR

sd/-

PAWAN AGRAWAL
SECRETARY

PLACE : MUMBAI

DATE : 2nd September, 2003.

Disclosure of Transactions with Related Parties as required by the Accounting Standards -18.

Sr. No.	Name of the Related Party and Nature of Relationship	Nature of Transaction	Transaction Value (Rs)	Outstanding Amount carried in the Balance Sheet (Rs)
a)	Subsidiaries	—	—	—
b)	Associated and Joint Ventures	—	—	—
c)	Directors & Relatives (S.R.Khokhani)	Shares	4,00,000/-	Nil
d)	Key Management Personal	—	—	—
e)	Enterprise over which any person described in (c) or (d) above is able to exercise significant influence			
	JK International	Rent	54,000/-	Nil
	Shamrock Enterprises	Loan	2,41,806/-	Nil
	Shamrock Exports Pvt Ltd	Loan	3,20,658/-	Nil
	Kapex Chemicals Pvt Ltd	Recovery of O/s	5,53,39,089/-	3,52,67,930/-
	Shamrock International Limited	Sales	1,84,450/-	Nil
		Shares	1,83,25,000/-	Nil
		Loan	5,89,984/-	Nil
	Shamrock Pharmaceutical Pvt Ltd	Loan	1,05,887/-	Nil



Shamrock Industrial Co. Ltd.

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2003

PARTICULARS	31.3.2003		31.3.2002	
	AMOUNT		AMOUNT	
I CASH FLOW FROM OPERATIVE ACTIVITIES				
Net Profit or (Loss) before Tax		(81870601.00)		(5362636.35)
ADD :				
Depreciation	169538.00		169537.82	
Interest Paid	33931.00		62264.83	
Preliminary Expenses W/off.	571399.00		571399.00	
Loss on sale of Investments	23500000.00		—	
Loss on sale of Shares	27446771.00		3280000.00	
	51721639.00		4083201.65	
LESS :				
Sundry Balance W/off.	596134.00			
Interest Received	—	220740.47		
Dividend	—	400000.00		
Profit on the sale of Shares	— 596134.00	51125505.00	3030.25	623770.72
		(30745096)		3459430.93
Adjustment for :				(1903205.42)
Inventories	29662391.00		(24516820.98)	
Trade Receivables	21486498.00		30605862.79	
Trade Payables & other Liabilities	(4648038.00)		(5896322.27)	
Other current Assets	3712953.00	50213804.00	27251749.10	27444468.64
NET CASH FLOW FROM OPERATING ACTIVITIES (A)		19468708.00		25541263.22
II CASH FLOW FROM INVESTING ACTIVITIES				
Capital Work in Progress	(4152000.00)		—	
Preoperative Expenses	(80920.00)		—	
Purchase of investment	(19748400.00)		(50732711.05)	
Sale of investment	3216340.00		—	
Purchase of Fixed Assets	—		(107449.00)	
Interest Received	—		220740.47	
Sale of Fixed Assets	—		2353968.00	
Sale of Shares	—		720000.00	
Dividend	—		400000.00	
Profit on sale of Shares	—		3030.25	
NET CASH FLOW FROM INVESTING ACTIVITIES (B)		(20764980.00)		(47142421.33)
III CASH FLOW FROM FINANCING ACTIVITIES				
Borrowings	(55298.27)		48048.26	
Interest Paid	(33931.00)		(62264.83)	
NET CASH FLOW FROM FINANCING ACTIVITIES (C)		(89229.27)		(14216.57)
INCREASE IN CASH & CASH EQUIVALENTS A+B+C		(1385504.73)		(21138774.68)
CASH & CASH EQUIVALENTS : OPENING BALANCE		3491840.57		24630615.25
CASH & CASH EQUIVALENTS : CLOSING BALANCE		2106335.84		3491840.57

AUDITOR'S CERTIFICATE

The Board of Director's
SHAMROCK INDUSTRIAL COMPANY LIMITED
 Mumbai.

We have examined the attached Cash Flow Statement of Shamrock Industrial Company Limited, for the year ended 31st March 2003. The statement has been prepared by the Company in accordance with the requirements of listing agreement with the Stock Exchange and is based on and in agreement with the corresponding Profit and Loss account and Balance Sheet of the Company covered by our Report of even date to the members of the company.

For R. Vijayan & Company
 Chartered Accountants
 sd/-

Place : Mumbai
 Date : 2nd September, 2003

R. Vijayan
 (Proprietor)

SHAMROCK INDUSTRIAL CO. LTD.

Regd. Office : 146, Takai Adoshi Road, Village Dheku, Tal. Khalapur, Dist. Raigad

ATTENTANCE SLIP

Folio No. _____ No. of shares _____

DP. ID.* _____ Client ID.* _____

I/We hereby record my /our presence at the **TWELFTH ANNUAL GENERAL MEETING** of the Company at 146, Takai Adoshi Road, Village Dheku, Taluka Khalapur, Dist. Raigad on Saturday, 27th September, 2003 at 12.30 p.m.

Name in full :
First Holder/Joint Holder/Proxy
(Strike out whichever is not applicable)

Signature

Note :

1. Members attending the meeting in person or persons attending the meeting by proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting place.
2. Members/Proxy are requested to bring the Copy of the Annual Report with them at the meeting

* Applicable for investors holding shares in electronic form.

TEAR HERE

----- TEAR HERE -----

SHAMROCK INDUSTRIAL CO. LTD.

Regd. Office : 146, Takai Adoshi Road, Village Dheku, Tal. Khalapur, Dist. Raigad

PROXY FORM

I/We _____ of _____

Being the member(s) of the Company hereby appoint Shri _____
_____ of _____ or failing him
_____ of _____ as my/our

proxy to vote for me/us and on my/our behalf at the **TWELFTH ANNUAL GENERAL MEETING** of the Company to be held at 146, Takai Adoshi Road, Village Dheku, Taluka Khalapur, Dist. Raigad on Saturday, 27th September, 2003 at 12.30 p.m.

Signed this _____ day of _____ 2003

Affix
Re.1/-
Revenue
Stamp here

Regd. Folio No. _____ No. of shares _____

DP. ID.* _____ Client ID.* _____

Notes :

1. Proxy, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the time of the meeting. A proxy need not be a member.
2. The form should be signed across the stamp as per the specimen signature registered with the Company.

* Applicable for investors holding shares in electronic form.

Annual Report 2002-2003

ADDITIONAL INFORMATION AS REQUIRED UNDER PARA IV OF THE COMPANIES ACT, 1956, BALANCE SHEET ABSTRACTS AND COMPANY'S GENERAL BUSINESS PROFILE

REGISTRATION DETAILS	11-62298	State Code	11
Registration No.			

Balance Sheet Date	31.03.2003
--------------------	------------

CAPITAL RAISED DURING THE PERIOD

Public Issue	Nil	Rights Issue	Nil
Bonus Issue	Nil	Private Placements	Nil

POSITION OF MOBILIZATION AND DEPLOYMENT OF FUNDS (AMOUNT IN Rs. LACS)

Total Liabilities	1768.58	Total Assets	1768.58
-------------------	---------	--------------	---------

SOURCES OF FUNDS

Paid Up Capital	542.84	Reserves & Surplus	235.31
Secured Loans	869.24	Unsecured Loans	1.90

APPLICATION OF FUNDS

Net Fixed Assets	481.76	Investments	190.85
Net Current Assets	308.88	Miscellaneous Expenditure	11.47
Accumulated Loss	659.60		

PERFORMANCE OF THE COMPANY (AMOUNT IN LACS)

Turnover	7.71	Total Expenditure	529.79
Profit Before Tax	(818.70)	Profit After Tax	(818.70)

GENERIC NAMES OF THREE PRINCIPAL PRODUCTS / SERVICE OF THE COMPANY (AS PER MONETARY TERMS)

Item code No. (ITC Code)	Production Description	Dyes Chemicals
Item code No. (ITC Code)	Production Description	Pharmaceuticals Raw Material
Item code No. (ITC Code)	Production Description	Intermediates

AS PER OUR REPORT OF EVEN DATE FOR AND ON BEHALF OF THE BOARD

**FOR R. VIJAYAN & COMPANY
CHARTERED ACCOUNTANTS**

sd/-
R. VIJAYAN
(PROPRIETOR)

sd/-
KALPESH R. KHOKHANI
MANAGING DIRECTOR

sd/-
KAMLESH R. KHOKHANI
DIRECTOR

sd/-
PAWAN G. AGRAWAL
SECRETARY

Place : Mumbai
Date : 2nd September, 2003.

BOOK - POST

If undelivered, please return to :

SHAMROCK INDUSTRIAL CO. LTD.

1008, MAKER CHAMBERS - V,
221, NARIMAN POINT,
MUMBAI - 400 021.