

SHAMROCK

*16 th Annual Report
2006-2007*



**SHAMROCK
GROUP**

Shamrock Industrial Co. Ltd.

SHAMROCK INDUSTRIAL COMPANY LIMITED

ANNUAL REPORT 2006 - 2007

- BOARD OF DIRECTORS** : SHRI KALPESH R. KHOKHANI
CHAIRMAN & MANAGING DIRECTOR
SHRI KAMLESH R. KHOKHANI
SHRI JAYENDRA H. SHETH
SHRI CHANDRAKANT C. CHOKSHI
- AUDITORS** : M/S. DHARMESH M. KANSARA
& ASSOCIATES
CHARTERED ACCOUNTANTS
MUMBAI.
- PRINCIPAL BANKERS** : CITI BANK N.A.
ABN AMRO BANK, N.P.
- REGISTERED OFFICE** : 146, TAKAI ADOSHI ROAD,
VILLAGE : DHEKU,
TALUKA : KHALAPUR,
DIST. : RAIGAD,
MAHARASHTRA.
- CORPORATE OFFICE** : 1008, MAKER CHAMBER - V,
221, NARIMAN POINT,
MUMBAI - 400 021.
- REGISTRAR AND
SHARES TRANSFER
AGENT** : COMPUTRONICS FINANCIAL
SERVICES (INDIA) LTD.
1, MITTAL CHAMBER, NARIMAN POINT,
MUMBAI - 400 021.
TEL : 022 2288 2960
FAX : 022 2287 3314
- STOCK EXCHANGE** : BOMBAY STOCK EXCHANGE LIMITED



Shamrock Industrial Co. Ltd.

NOTICE

Notice is hereby given that 16th Annual General Meeting of the Company will be held on Friday, September 28, 2007 at 11:00 a.m. at 146, Takai Adoshi Road, Village Dheku, Taluka Khalapur, Dist. Raigad to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2007 and the Profit & Loss Account for the year ended on that date and the reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Shri Kamlesh Khokhani who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. Dharmesh M. Kansara & Associates, Chartered Accountants, in place of M/s. N.B. Vasa & Co., Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorise the Board of Directors to fix their remuneration.

SPECIAL BUSINESS

4. Appointment of Shri Chandrakant Chokshi as Director

To consider, and if thought fit, to pass with or without modifications, the following Resolution as an

Ordinary Resolution:

"RESOLVED THAT Shri Chandrakant Chokshi, who was appointed as an Additional Director pursuant to Section 260 of the Companies Act, 1956 and the Articles of Association of the Company, and who holds office up to the date of this Annual General Meeting and in respect to whom the Company has received a notice in writing under Section 257 of the Companies Act, 1956, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

5. Commencement of New Business

To consider, and if thought fit, to pass, with or without modification the following resolution as a

Special Resolution:

"RESOLVED THAT approval be and is hereby accorded pursuant to Section 149(2A) and other applicable provisions, if any, of the Companies Act, 1956 to the Company commencing and carrying on as and when its Board of Directors may think fit all or any of the businesses and activities specified in sub-clauses 66, 67 and 136 in Clause III (C) of the Memorandum of Association of the Company."

6. Raising of Funds through Issue of Securities

To consider and if thought fit, to pass with or without modifications the following resolution as a

Special Resolution:

"RESOLVED THAT in supersession to the resolution passed by the shareholders in the Annual General Meeting held on September 29, 2005 and pursuant to Section 81 and other applicable provisions of the Companies Act, 1956 and subject to such approvals, permissions, consents and sanctions as may be necessary from the Government of India (GOI), Reserve Bank of India (RBI), Securities & Exchange Board of India (SEBI) and / or any other competent authorities and enabling provisions of the Memorandum & Articles of Association of the Company, the Listing Agreement(s) entered into by the Company with the Stock Exchanges, where the shares of the Company are listed and in accordance with the guidelines issued by the GOI, RBI, SEBI and / or any other competent authorities and clarifications thereof, issued from time to time, and subject to all such other approvals, permissions, consents and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions, consents and sanctions which may be agreed to by the Board of Directors of the Company (herein after called "The Board" which term shall include any committee constituted / to be constituted by the Board for exercising the powers conferred on the Board by this resolution), the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot such number of Equity shares / Preference shares and / or Foreign currency convertible bonds (FCCBs), American Depository Receipts (ADRs) / Global Depository Receipts (GDRs), Singapore Depository Receipts (SDRs) and / or Fully / Partially convertible Bonds / Debentures / Loans and / or Depository shares / Receipts and / or any other instruments / securities in the nature of shares / Debentures / Bonds and / or warrants, naked or otherwise, convertible into shares or otherwise, either in registered or bearer forms, and / or any such securities convertible into equity shares of Rs.10/- each or otherwise, (hereinafter referred to as 'financial instruments') or any combination of the financial instruments in the International / Domestic Market, through prospectus, offer letter, circular, or through any other mode as the case may be from time to time, in one or more tranches, whether in India or outside India with or without premium, whether rupee denominated or denominated in any foreign currency as may be deemed appropriate by the Board for an aggregate amount not exceeding Rs.30,00,00,000/- (Rupees Thirty Crores Only) to the existing shareholders, Indian Public, promoters, strategic investor(s), employees, financial institutions, Banks, mutual funds, foreign investors, non-resident Indians, foreign institutional investors, multilateral agencies, venture capital funds, companies, other bodies corporate, other entities or any other person or one or more combinations thereof, on such terms and conditions (including pricing, rate of dividend, amount of premium, if any, at the time of conversion / redemption, manner of conversion / redemption, conversion / redemption period, and matters incidental thereto) as the Board may in its sole discretion decide.

RESOLVED FURTHER THAT for the purposes of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, consider necessary, proper, expedient, desirable or appropriate for making the said issue as aforesaid including the listing of the securities in one or more national and international Stock Exchanges and to settle any question, query, doubt or difficulty that may arise in this regard including the power to allot under-subscribed portion, if any, in such manner and to such person(s) as the Board may deem fit and proper in its absolute discretion to be most beneficial to the Company."

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 25, 2007 to Friday, September 28, 2007 (both days inclusive)
3. Members are requested to bring the copy of their Annual Report and the Attendance Slip at the Annual General Meeting.
4. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their queries to the Company so as to reach at least seven days before the date of the meeting, so that the information required may be made available at the meeting, to the best extent possible.



Shamrock Industrial Co. Ltd.

5. Members holding shares in physical form are requested to advise any change of address immediately to Company's Registrar and Share Transfer Agents, Computronics Financial Services (India) Limited. **Members holding shares in electronic form must advise their respective Depository Participants about change in address and not to the Company.**
6. The Government has introduced provisions in the Companies Act, 1956, which enable shareholders to nominate persons who shall become entitled to the shares, upon the death of such holders. Members who wish to appoint a nominee for the shares held by them are required to write to the Company for relevant form.
7. The relative Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, setting out the material facts is annexed hereto.

By Order of the Board of Directors
For **Shamrock Industrial Company Limited**

Kalpesh R. Khokhani
Chairman & Managing Director

Mumbai, July 31, 2007

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

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

Item No. 4

Appointment of Shri Chandrakant Chokshi as Director

In terms of Section 260 of the Companies Act, 1956 and Articles of Association of the Company, the Board of Directors at its meeting held on December 29, 2006, appointed Shri Chandrakant Chokshi as Additional Director. Mr. Chandrakant Chokshi holds office up to the date of this Annual General Meeting. The Company has received a notice in writing (along with deposit of Rupees five hundred) from a member proposing the candidature of Shri Chandrakant Chokshi for the office of Director of the Company under the provisions of Section 257 of the Companies Act, 1956, liable to retire by rotation in terms of the Articles of Association of the Company.

Your Directors, therefore recommend the resolution for your approval.

Except Shri Chandrakant Chokshi, no other Director is, in any way, concerned or interested in this Resolution.

Item No. 5

Commencement of New Business

In view of the competitive industry environment, it is imperative for the Company to think to diversify its area of operations. The Company sees good potential in the areas of import, export and trading of various merchandise including diamonds and jewellery. The business prospects of the trading activities looks quite bright considering the wide network that has been built by the Company over a period of time. So, to enable the Company to take these new lines of activities in due course, as and when considered appropriate by the Board of Directors, approval is sought for commencement of business mentioned under items in sub clauses 66, 67 and 136 of Clause III (C) of the Other Objects of the Memorandum of Association of the Company.

A copy of the Memorandum of Association of the Company showing proposed alteration is available for inspection at the Registered Office of the Company during office hours on all working days except Saturdays

between 11:00 a.m. to 1.00 p.m. up to the date of the ensuing Annual General Meeting.

Your Directors recommend the resolution at Item No. 5 for your approval.

Item No. 6

Raising of Funds Through Issue of Securities

Your Company proposes to raise resources as a part of the restructuring process of the Company and to augment the long-term working capital requirements. To meet the requirement of funds, the Company proposes to offer Equity shares/ preference shares and/or Foreign currency convertible bonds (FCCBs), American Depository Receipts (ADRs) /Global Depository Receipts (GDRs), Singapore Depository Receipts (SDRs) and/or Fully/ Partially convertible Bonds/Debentures/Loans and/or Depository shares/ Receipts and/or any other instruments/securities in the nature of shares/Debentures/Bonds and/or warrants, naked or otherwise, convertible into shares or otherwise, either in registered or bearer forms, and/or any such securities convertible into equity shares of Rs.10/- each or otherwise in India or in one or more foreign markets to be subscribed in foreign currencies / rupees by foreign / domestic investors, non-residents, foreign institutional investors / foreign companies / foreign banks, NRI's, foreign nationals, companies/ corporate bodies or such other entities / persons as may be decided by the Board for an amount not exceeding Rs.30,00,00,000/- (Rupees Thirty Crores Only).

Section 81 of the Companies Act, 1956, inter-alia, provides that whenever subscribed share capital of the Company is increased by issue and allotment of further shares, such further shares shall be offered to the persons who on the date of offer are holders of the equity shares of the company, in proportion to the capital paid up on that date unless the members in the general meeting decide otherwise by way of special resolution in accordance with Section 81 (1A) of the Companies Act, 1956.

Therefore, your Company proposes that the decision to undertake an offering of securities be taken pursuant to a special resolution passed in accordance with provisions of Section 81 (1), 81 (1A) and all other relevant provisions of the Companies Act, 1956.

To the extent that any part of the above mentioned fund rising plan includes issue of securities linked to or convertible into Equity Shares of the Company, the holders of the said securities would be entitled to convert their respective securities into Equity Shares of your Company, ranking pari passu in all respects with the existing Equity Shares of the Company.

Your Directors recommend the above resolution as special resolution for your approval.

None of the Directors of the Company is concerned or interested in the said resolutions except to the extent of their shareholding in the Company.

By Order of the Board of Directors
For **Shamrock Industrial Company Limited**

Kalpesh R. Khokhani
Chairman & Managing Director

Mumbai, July 31, 2007

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



ADDITIONAL INFORMATION

Details of the directors seeking appointment / re-appointment at the forthcoming Annual General Meeting

[In pursuance of Clause 49 of the Listing Agreement]

| Name of the Director | Mr. Chandrakant Chokshi | Mr. Kamlesh Khokhani |
|---|--|--|
| Date of Birth | 6.12.1943 | 16.8.1971 |
| Nationality | Indian | Indian |
| Date of Appointment | 29.12.2006 | 1.10.1994 |
| Qualifications | B.Com | B.Com, D.I.T.M |
| Expertise in specific functional areas | He has more than 45 years of experience in the business of trading in gold, silver and diamonds. | He has obtained hands on experience for around 15 years in manufacturing and exports in the pharmaceutical industry. |
| Directorships held in other companies (excluding private and foreign companies) | Shamrock Texyfab Limited Shamrock International Limited | Nil |
| Committee position held in other companies | Nil | Nil |
| Shareholding of non-executive directors | Nil | Nil |

Shamrock Industrial Co. Ltd.

DIRECTORS' REPORT

To,
The Members

The Directors present their Sixteenth Annual Report with the Audited Statement of Accounts for the year ended March 31, 2007.

FINANCIAL RESULTS

| | Current Year 2006-2007 (Rs. in lacs) | Previous Year 2005-2006 (Rs. in lacs) |
|---|--|---|
| Total Income | 1238.05 | 551.58 |
| Profit / (Loss) before Interest & Depreciation: | (1.87) | 9.30 |
| Less: | | |
| Interest | 0.07 | 0.01 |
| Depreciation | 1.30 | 1.30 |
| Profit / (Loss) before Tax: | (3.24) | 7.99 |
| Provision for Current Tax | — | 0.07 |
| Profit After Tax | (3.24) | 7.92 |
| Add / (Less): | | |
| Balance brought forward | (680.80) | (688.72) |
| | (684.04) | (680.80) |
| Appropriations: | | |
| Dividend | — | — |
| Dividend Tax | — | — |
| Transfer to General Reserve | — | — |
| Balance carried to Balance Sheet | (684.04) | (680.80) |

PERFORMANCE

During the year under review, the turnover of the Company has increased to Rs.12,38,04,675/- as compared to last year's turnover of Rs.5,50,30,056/-. The Company has incurred a Net Loss of Rs.3,23,850/- (Previous Year Net Profit of Rs. 7,91,835/-).

DIVIDEND

Your Directors regret their inability to declare any dividend during the year under consideration.

BULK DRUG PROJECT

As informed earlier, the Company has taken some initiative to start the Bulk Drug Project, but it struggled due to inadequacy of finance and on account of time and cost overrun.

FINANCIAL RESTRUCTURING

Due to depleting Net Performing Assets (NPA) of the Company and as a part of the financial restructuring process, your Directors propose to raise resources in the form of equity / preference share capital to augment the long-term working capital requirements of the Company. The Directors are also in the process of identifying strategic partners / financial institutions to meet the above requirements.

RECOVERY SUIT FILED BY DENA BANK

As informed earlier, the claim filed by Dena Bank amounting to approximately Rs.6.63 Crore in the Debt Recovery Tribunal, Mumbai is still pending.



Shamrock Industrial Co. Ltd.

PUBLIC DEPOSITS

During the year under review, your Company has not accepted any deposits under the provisions of Section 58A of the Companies Act, 1956 and the rules made there under.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Industry Environment

The Indian pharmaceutical industry grew at the rate of 14.30 per cent, according to ORG-IMS figures, as compared to 11 per cent in the previous year. Over the last few years, exports have been growing consistently at an average rate of 25 per cent. The Indian Pharmaceutical Industry has been growing at record levels in recent years. The industry has now started expanding and taking advantage of the opportunities present in other fields. It is making a shift from Low-Cost, Low Risk Chemical Research to Capital Intensive, High Risk Discovery Research. Globally, the Indian Pharmaceutical Industry ranks 4th in terms of volume and 13th in terms of value. India has emerged as the hub of world class manufacturing locations and has the largest USFDA (USA), MHRA (UK), TGA (Australia), and MCC (South Africa) approved plants outside USA for generic manufacture. India's success in the last few years can be attributed to factors like Well-developed industry with strong manufacturing base, well established network of Laboratories, R&D Infrastructure, Highly trained pool of scientists & professionals, Strong engineering skills and Low cost of manufacturing. Indian companies are now seeking more Abbreviated New Drug Approvals (ANDAs) in USA in specialized segments like anti infectives, cardiovasculars and central nervous system groups. Now a days, setting up a plant in India is 40% cost effective compared to developed countries and cost of bulk drug production is also 60-70% less compared to developed countries. Thus, more and more multinationals are looking at Indian companies for business alliances. Several companies in the pharmaceutical sector sought to increase their market share and relied on the consolidations and mergers route in order to do so.

In this era of global expansion, India has emerged as an important cost-effective destination for pharmaceutical manufacturing. The country's pool of scientific talent has been a major attraction. As domestic pharmaceutical companies continue to make substantial investments in expansion, multinational corporations too, are either stepping in or enhancing their presence.

Segment-wise performance

Your Company only operates in this one segment.

Opportunities, Threats, Risks and Concerns

The outlook on the Indian Pharma market continues to be positive, with volume consumption driving the market (only 32% of Indians as of now use allopathy medicines and drug consumption at US \$ 7 per head is one of lowest in the world). With India becoming a signatory to the WTO and introduction of the Patent Product regime, the Indian market will be an attractive option for introduction of research-based products.

The global generics business is becoming more competitive with the entry of newer players from the emerging economies. On the other hand, the government induced changes in select markets and the ongoing consolidation in the industry is bringing forth new challenges in the marketplace. The generic segment has inherent risks of patent litigations, product liability, increasing regulations and compliance related issues, particularly in the developed markets.

Due to various policy initiatives taken by Government in the recent past, research and development (R&D) activities in this sector has not only increased quantitatively but also qualitatively. The National Pharmaceutical Policy, aimed at ensuring availability of life saving drugs at reasonable prices, is being finalized and will be implemented shortly.

The government's drug pricing policy has a direct bearing on the health of the domestic pharmaceutical industry. We understand that the policy is being looked into by a Group of Ministers (GOM) and we hope that, instead of arbitrary drug control measures, the GOM would let free and fair competition determine drug prices. This will enable all Indians to have access to affordable healthcare.

Your Company will also pursue new opportunities and will ensure adequate internal preparedness to take maximum advantage of such opportunities going forward.

INTERNAL CONTROL SYSTEM

The Company has installed a reasonable system of internal control in all spheres of its activity. The system is reviewed and updated on an on-going basis. The Company is continuously upgrading its internal control systems by measures such as strengthening of Information Technology infrastructure and use of external management assurance services.

HUMAN RESOURCES

As on March 31, 2007, the Company had 1 employee on its rolls. There have been very cordial relations between the employees and the management.

OUTLOOK

With the various initiatives taken by the Company to re-formulate its business policy, which is regularly reviewed by the Board of Directors, and the implementation of cost control measures, the Company looks forward to a favourable year.

CORPORATE GOVERNANCE

A separate section on Corporate Governance forms part of the Annual Report. A certificate regarding compliance of conditions of Corporate Governance as stipulated under clause 49 of the Listing Agreement forms part of the Annual Report.

The Company has complied with all mandatory requirements as prescribed under Clause 49 of Listing Agreement with Bombay Stock Exchange Limited (BSE).

DIRECTORS

Mr. Chandrakant Chokshi was appointed as Additional Director with effect from December 29, 2006. Pursuant to Section 260 of the Companies Act, 1956, Mr. Chokshi holds office only upto the date of the ensuing Annual General Meeting. His appointment needs to be confirmed by the members in the General Meeting.

Mrs. Bharti Chokshi has resigned as Director from the Board of the Company with effect from December 29, 2006. During her tenure as Director, she has greatly contributed to the performance of the Company by her vast knowledge and experience.

As per the Articles of Association of the Company, Mr. Kamlesh Khokhani, retires by rotation and being eligible, offers himself for re-appointment, which your Directors consider to be in the interests of the Company and therefore commend it for your approval.

Brief profile of the above Directors is provided elsewhere in this Annual Report as additional information.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217 (2AA) of the Companies Act, 1956, the Directors based on the representations received from the Operating Management confirm that, to the best of their knowledge -

- i) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were 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 loss of the Company for the year under review;
- iii) the Directors have taken proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) the Directors have prepared the accounts on a going concern basis.

AUDIT COMMITTEE

The Audit Committee comprises of Mr. Chandrakant Chokshi (Chairman), Mr. Jayendra Sheth, and Mr. Kamlesh Khokhani, all being Non-Executive Directors. The Audit Committee met 5 (Five) times during the year under review.

AUDITORS

Shareholders have appointed M/s Dharmesh M. Kansara & Associates, Chartered Accountants as the Statutory Auditor in the Extraordinary General Meeting held on April 27, 2007, in order to fill in the casual vacancy created by the resignation of the previous auditor, M/s N.B. Vasa & Co.

You are requested to re-appoint M/s Dharmesh M. Kansara & Associates, Chartered Accountants as Auditors of the Company from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting and fix their remuneration.



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The appointment if made would be according to Section 224 (1B) and any other applicable provisions, if any, of the Companies Act, 1956.

AUDITOR'S REPORT

The observations made by the Auditors in their report are appropriately dealt with in the notes forming part of the accounts for the year which are self-explanatory and hence do not require any further explanations.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

In view of the nature of activities which are being carried on by the Company, Rules 2A and 2B of the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, concerning conservation of energy and technology absorption respectively are not applicable to the Company.

PARTICULARS OF EMPLOYEES

Information as per Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 is not given, as there were no employees drawing remuneration prescribed under the said section.

ACKNOWLEDGEMENT

Your Directors wish to place on record their sincere appreciation of the assistance and support extended by customers, financial institutions, banks, vendors, Government and other associated with the activities of the Company.

For and on behalf of the Board of Directors

Kalpesh Khokhani
Chairman & Managing Director

Place : Mumbai
Date : June 30, 2007

SHAMROCK INDUSTRIAL COMPANY LIMITED

CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE PHILOSOPHY

The Company views sound corporate governance as an integral part of its efforts to enhance shareholders' value. The Company believes in adopting the philosophy of professionalism, transparency and accountability in all areas.

BOARD OF DIRECTORS

The Company's Board of Directors comprises of 4 Directors, of which 3 are Non-Executive directors, out of whom 2 are Independent Directors as on March 31, 2007. All the Directors are well experienced in their respective fields with experience in overall management, finance and law. They bring a wide range of skills and experience to the Board.

COMPOSITION

| Director | Category |
|--------------------------|-----------------------------------|
| Shri Kalpesh R. Khokhani | Executive & Non-Independent |
| Shri Kamlesh R. Khokhani | Non- Executive & Non- Independent |
| Shri Jayendra H. Sheth | Non- Executive & Independent |
| Shri Chandrakant Chokshi | Non- Executive & Independent |

Participation and Interest of Directors

Since the commencement of financial year 2006-2007 till March 31, 2007, a total of 7 Board Meetings were held on the following dates viz. April 21 2006, June 28, 2006, July 31, 2006, August 16, 2006, October 30, 2006, December-29, 2006 and January 31, 2007. The maximum time gap between two board meetings did not exceed the limits prescribed in Clause 49 of listing agreement. The following table gives details of participation of the directors of the Company in Board Meetings and AGMs of the Company and interests of these directors in other companies:

| Director | Participation of Directors | | Interest of Directors in Other Companies | | |
|---------------------------------------|----------------------------|----------|--|-----------------------|-------------------------|
| | Board Meetings | Last AGM | Directorship* | Committee Membership# | Committee Chairmanship# |
| Shri Kalpesh Khokhani | 7 | YES | - | - | - |
| Shri Kamlesh Khokhani | 7 | YES | - | - | - |
| Shri Jayendra Sheth | 7 | YES | - | - | - |
| Shri Chandrakant Chokshi ¹ | 2 | N.A. | 2 | - | - |
| Smt. Bharti Chokshi ¹ | 6 | YES | N.A. | N.A. | N.A. |

¹ Shri Chandrakant Chokshi was appointed on December 29, 2006 as an Additional Director on the Board of the Company and Smt. Bharti Chokshi resigned from the office of Director on December 29, 2006. Necessary compliances have been made in this regard by the Company.

* Excludes alternate directorships and directorships in foreign companies, and private companies which are neither a subsidiary nor a holding company of a public company.

Excludes committees other than Audit Committee, Shareholder, Investor Grievance Committee and membership of committees of Companies other than Public Limited Companies.



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AUDIT COMMITTEE

The functions of Audit Committee include: -

- Overseeing of the Company's financial reporting process and disclosure of its financial information.
- Recommending the appointment/removal of external auditor, fixation of audit fee and also approval for payment for any other service.
- Reviewing with management, the annual financial statements before submission to the Board.
- Reviewing the Company's financial and risk management policies.

Composition

Currently, the committee consists of three directors with an optimum mix of Independent and Non-Independent Directors with majority of Independent Directors, which is in compliance with the amended Clause 49 of Listing Agreement. The Committee is headed by Shri Chandrakant Chokshi, being Non-Executive Independent Director with effect from December 29, 2006, which was previously headed by Smt. Bharti Chokshi.

The committee held four meetings during the year. The audit committee considered audit reports covering operational, financial and also the quarterly results of the Company. The minutes of the meetings of the audit committee are placed before the Board. The terms of reference of the audit committee are in accordance with all the items listed in Clause 49 (II) (D) and (E) of the Listing Agreement.

During the year under review, 5 meetings of the Audit Committee were held, the dates being April 21, 2006, June 28, 2006, July 31, 2006, October 30, 2006 and January 31, 2007.

Attendance of the Members at the Meetings of Audit Committee held during 2006-2007;

| Audit Committee Members | Status | No. of Audit Committee Meetings Attended |
|--|-------------|--|
| Shri. Chandrakant Chokshi ¹ | Chairman | 1 |
| Smt. Bharti C. Chokshi ¹ | Chairperson | 4 |
| Shri Jayendra H. Sheth | Member | 5 |
| Shri Kamlesh R. Khokhani | Member | 5 |

¹ Shri Chandrakant Chokshi was appointed as Chairman of the Committee with effect from December 29, 2006 in place of Smt. Bharti Chokshi who resigned from the office of Director on the same date.

REMUNERATION COMMITTEE (NON-MANDATORY REQUIREMENT)

The Remuneration Committee has been constituted to recommend the remuneration package to the Directors including Executive Directors. The remuneration committee of the Company comprises of Shri Chandrakant Chokshi as Chairman, (previously chaired by Smt. Bharti Chokshi), Shri Kamlesh R. Khokhani and Shri Jayendra H. Sheth all being Non-Executive Directors as the other members of the Committee. The Directors were not paid any remuneration during the year under review. No meetings of the remuneration committee were held during the year.

SHAREHOLDERS' / INVESTORS' GRIEVANCE COMMITTEE

Shareholders' / Investors' Grievance Committee of the Directors was constituted long back to specifically look into the redressal of complaints of investors relating to transfer of shares, non-receipt of dividend / notices / annual reports etc. The Committee comprises of Shri Kamlesh Khokhani, a Non-Executive Director as Chairman and Shri. Kalpesh Khokhani as a member. The Committee has delegated the power to approve transfer to Computronics Financial Services (India) Limited, being Registrar and Transfer Agent of Company. The Committee also monitors redressal of investor's grievances.

One meeting of the Shareholders' / Investors' Grievance Committee was held during the year on March 31, 2007. The total number of complaints received and replied to the satisfaction of shareholders during the year under review was 6. There were no complaints pending as on March 31, 2007.

COMPLIANCE WITH OTHER MANDATORY REQUIREMENTS

Management Discussion & Analysis

A Management Discussion and Analysis Report on the Financial Condition and Results of Operation is attached and forms part of this Annual Report.

Subsidiary Company

Company has not floated any subsidiary company.

Annual Report 2006-2007

Disclosures

As required by revised clause 49, a statement in summary form of transactions with related parties, if any, are being periodically placed before the Audit Committee.

Disclosure of Accounting Treatment

In the preparation of financial statements, the Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India to the extent applicable.

Disclosures on Risk Management

The Company has laid down procedures to inform Board members about the risk assessment and minimisation procedures. The Board shall periodically review the same.

Code of Conduct

The Board has formulated a code of conduct for the Board members of the Company. All Board members have affirmed their compliance with the code. A declaration to this effect signed by the Chairman of the Board of Directors of the Company is given elsewhere in the Annual Report.

CEO/CFO Certification

A certificate from Chairman on the financial statements of the Company was placed before the Board.

Review of Directors' Responsibility Statement

The Board in its report have confirmed that the annual accounts for the year ended March 31, 2007 have been prepared as per applicable accounting standards and policies and that sufficient care has been taken for maintaining adequate accounting records.

COMPLIANCE WITH NON-MANDATORY REQUIREMENTS

Tenure of Independent Directors on the Board

The Company has not yet fixed any tenure for the Independent Directors on the Board of the Company.

Remuneration Committee

The Board has set up a Remuneration Committee, details of whereof are furnished earlier in the Report.

Shareholder Rights

Half yearly report is not sent to each household of shareholders. However, the results of the Company are published in the newspapers

Audit Qualifications

Strategic decisions were taken during the year, resulting in unqualified financial statements of the Company.

Training of Board Members

The Company has not yet adopted any training programme for the members of the Board.

Whistle Blower Policy

The Company has not yet adopted any Whistle Blower policy.

GENERAL BODY MEETING

The Annual General Meeting of the Company will be held on September 28, 2007 at 11.00 am at 146, Takai Adoshi Road, Village Dheku, Taluka Khalapur, Dist. Raigad. The details of last 3 Annual General Meetings were as under:

| Particulars | Date & Time | Venue | Special Resolutions Passed |
|---|----------------------------------|--------|--|
| 13 th Annual General Meeting | September 29, 2004 at 11.00 a.m. | Raigad | Nil |
| 14 th Annual General Meeting | September 29, 2005 at 11.00 a.m. | Raigad | 1. Raising of Funds through issue of Securities. 2. Alteration of Articles of Association pertaining to the Authorised Share Capital clause of the Company. |
| 15 th Annual General Meeting | September 25, 2006 at 11.00 a.m. | Raigad | Nil |



Shamrock Industrial Co. Ltd.

No resolution was passed by postal ballot in the last year. No resolution is proposed to be passed by postal ballot at the ensuing AGM.

Disclosures

1. The Company has entered into related party transactions as set out in the notes to accounts, which are not likely to have a conflict with the Company's interest.
2. There were no material pecuniary relationships or transactions of the Non-Executive Directors vis-à-vis the Company.
3. There were no material transactions of the Company with its promoters, directors, management or their relatives that may have potential conflict with the interest of the Company at large.
4. There were no penalties or strictures imposed on the Company by the Stock Exchange or SEBI or any statutory authority on any matter related to capital markets at any time during last 3 years.

MEANS OF COMMUNICATIONS

- a) Quarterly / Half yearly financial results of the company are forwarded to Bombay Stock Exchange Limited and published in Asian Age and Dainik Sagar. Half yearly report is not sent to each household of shareholders. However, the results of the company are published in the newspapers.
- b) The Company has not made any presentation to any institutional investors or to any analysts during the year.
- c) The Company does not have a website.

GENERAL SHAREHOLDER INFORMATION

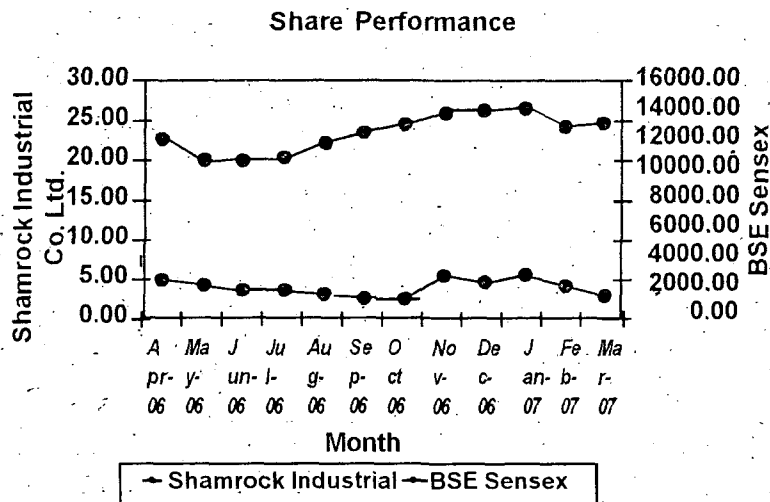
| | |
|--|---|
| Annual General Meeting (Date, time and venue) | Friday, September 28, 2007 at 11.00 a.m. 146, Takai Adoshi Road, Village Dheku, Taluka Khalapur, Dist. Raigad. |
| Financial Year | 2006-2007 |
| Financial Calendar : 2007-2008 | Adoption of Quarterly Results for Quarter ending : in the month of June 2007 : July 2007 September 2007 : October 2007 December 2007 : January 2008 March 2008 : June 2008 (Audited annual results) |
| Book Closure period | Thursday, September 25, 2007 to Friday, September 28, 2007 (both days inclusive) |
| Listing on Stock Exchange | Bombay Stock Exchange Limited (BSE) Listing fees have been paid upto March 31, 2007. |
| Stock Code | 531240 |
| ISIN | INE022F01015 |

Stock Price Data at BSE

| Stock Price Data at BSE (Month wise) | High | Low |
|---|------|------|
| | Rs. | Rs. |
| April 2006 | 6.62 | 4.20 |
| May 2006 | 4.95 | 3.81 |
| June 2006 | 3.67 | 2.71 |
| July 2006 | 3.94 | 2.99 |
| August 2006 | 4.22 | 2.68 |
| September 2006 | 3.25 | 2.18 |
| October 2006 | 2.47 | 1.86 |
| November 2006 | 6.61 | 2.12 |
| December 2006 | 5.62 | 3.40 |
| January 2007 | 6.44 | 4.41 |
| February 2007 | 5.43 | 3.70 |
| March 2007 | 4.25 | 2.52 |

Graph

- Share Price / BSE (Monthly Closing)



Registrar & Share Transfer Agents

The Company has appointed Computronics Financial Services (India) Limited as its Registrar & Share Transfer Agents. Shareholders are advised to approach Computronics Financial Services (India) Limited on the following address for any shares and demat related queries and problems:

Computronics Financial Services (India) Limited

1, Mittal Chambers,
Nariman Point,
Mumbai 400 021.
Tel: 022-2288 2960
Fax: 022-2287 3314

Share Transfer System

Share transfers in physical form are registered and returned within the stipulated time, if documents are clear in all respects.

Dematerialisation

All requests for dematerialisation of shares are processed and the confirmation is given to the respective depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) within the stipulated time. Up to 31.3.2007, 49.27% equity shares of the Company have been dematerialized.

| | |
|--|-----------|
| - With NSDL | 16,35,674 |
| - With CDSL | 10,38,956 |
| Total No. of Shares dematerialized upto 31.03.2007 | 26,74,630 |

Outstanding GDRs / ADRs / Warrants or any convertible instruments

As of date, the Company has not issued these types of securities.



Shamrock Industrial Co. Ltd.

Distribution of Shareholding

The broad shareholding distribution of the Company as on March 31, 2007 with respect to categories of investors was as follows:

| Category of Investors | No. of Folios | No. of shares held | % of shareholding |
|----------------------------|---------------|--------------------|-------------------|
| Promoters | 54 | 23,39,861 | 43.10 |
| FIs/ MFs/ Banks | - | - | - |
| Bodies Corporates | 78 | 4,54,664 | 8.38 |
| Resident Individuals | 2066 | 24,31,989 | 44.80 |
| NRIs/ OCBs/ FIIs | 59 | 2,01,900 | 3.72 |
| Any other (Please Specify) | - | - | - |
| Total | 2257 | 54,28,414 | 100.00 |

The broad shareholding distribution of the Company as on March 31, 2007 with respect to size of holdings was as follows:

| Range (No. of Shares) | No. of Shareholders | % of total shareholders | No. of Shares per Category | % of total shares |
|-----------------------|---------------------|-------------------------|----------------------------|-------------------|
| 1 to 5000 | 1160 | 51.40 | 3,01,884 | 5.56 |
| 5001 to 10000 | 632 | 28.00 | 5,31,291 | 9.79 |
| 10001 to 20000 | 208 | 9.22 | 3,37,436 | 6.22 |
| 20001 to 30000 | 60 | 2.66 | 1,55,638 | 2.87 |
| 30001 to 40000 | 32 | 1.42 | 1,14,280 | 2.10 |
| 40001 to 50000 | 40 | 1.77 | 1,94,410 | 3.58 |
| 50001 to 100000 | 61 | 2.70 | 4,62,043 | 8.51 |
| 100001 & Above | 64 | 2.83 | 33,31,432 | 61.37 |
| Total | 2257 | 100.00 | 54,28,414 | 100.00 |

Address for Correspondence

Shareholders are requested to direct all share related correspondence to Computronics Financial Services (India) Limited and only non-share related correspondence and complaints regarding Computronics Financial Services (India) Limited to the Compliance Officer at the Corporate Office of the Company. Shareholders holding shares in electronic form (dematerialized) should address all share related correspondence to the respective depository participants only.

Name, designation and address of Compliance Officer:

Mr. Kalpesh Khokhani
Chairman & Managing Director
1008, Maker Chambers-V,
221, Nariman Point,
Mumbai 400-021.
Tel.: 022 - 2283 5568 / 2284 0346

DECLARATION ON COMPLIANCE WITH CODE OF CONDUCT

It is hereby affirmed that all the directors have complied with the Code of Conduct framed by the Company and a confirmation to that effect has been obtained from the directors.

AUDITORS' CERTIFICATE

The Certificate dated June 30, 2007 is issued by M/s Dharmesh M. Kansara & Associates, Chartered Accountants, Statutory Auditors on compliance of the Corporate Governance requirements by the Company is annexed herewith.

On behalf of the Board of Directors

Kalpesh Khokhani
Chairman & Managing Director

Place : Mumbai
Date : June 30, 2007

AUDITOR'S 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, 2007 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 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 Dharmesh M. Kansara & Associates
Chartered Accountants

(Dharmesh M. Kansara - Proprietor)

Place : Mumbai
Date : 30th June 2007



Shamrock Industrial Co. Ltd.

DHARMESH M. KANSARA & ASSOCIATES
CHARTERED ACCOUNTANTS

AUDITOR'S REPORT
TO THE MEMBERS OF
SHAMROCK INDUSTRIAL CO. LIMITED

1. We have audited the attached Balance Sheet of **SHAMROCK INDUSTRIAL CO. LIMITED** as at **31st MARCH 2007**, the profit and Loss Account for the year ended on that date annexed there to. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We have conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit also 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 (Auditors Report) Order, 2003 issued by the Central Government of India in terms of sub section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure 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 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, Profit & Loss Account dealt with this Report are in agreement with the books of accounts of the Company.
 - (d) The accounts of the company have been prepared on the basis of the going concern. However in view of long suspension of the Bulk Drug Project of the Company and huge liabilities of the Financial Institutions and bank, we are unable to express our opinion on its liability to continue as going concern. In event of the same not being held to be going concern and various assets and liabilities required to re-adjusted with respect to their realizable value; the impact whereof has not been ascertained and thereof cannot be commented upon by us.
 - (e) In our opinion the Balance Sheet, Profit & Loss Account and cash flow statement except as mentioned in the notes in the schedule 14, note no. 5 regarding non provision of interest payable on loan taken from the banks, comply with the mandatory accounting standards to the extent applicable referred to in sub-section (3c) of the section 211 of the Companies Act, 1956.
 - (f) On the basis of written representations received from the directors, and taken on record by the Board of Director, we report that, none of the directors are disqualified as on **31st March, 2007** from being appointed as directors in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
 - (g) Subject to our comments in para 4(d) above, in our opinion and to the best of our information and according to the explanations given to us, the said accounts read with "**NOTES**" on accounts give the information required by the Companies Act, 1956 in the manner so required and give true and fair view in conformity with the accounting principle generally accepted in India:
 - (i) In the case of Balance Sheet of the state of affairs of the company as at **31st MARCH, 2007**.
 - (ii) In the case of the Profit & Loss Account of the "**LOSS**" of the company for the year ended on that date.
 - (iii) In the case Cash Flow statement of the cash flow for the year ended on that date.

FOR DHARMESH M. KANSARA & ASSOCIATES
CHARTERED ACCOUNTANTS

[Dharmesh M. Kansara - Proprietor]
M.No. 120856

Place:- MUMBAI
Date:- 30/06/2007

Annual Report 2006-2007

DHARMESH M. KANSARA & ASSOCIATES
CHARTERED ACCOUNTANTS

ANNEXURE TO THE REPORT OF THE AUDITORS TO THE MEMBERS
SHAMROCK INDUSTRIAL CO. LIMITED
ON THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2007

1. (a) The Company has maintained proper records to show full particulars including quantitative details and situation of fixed assets.
(b) All the fixed assets of the company have been physically verified by the Management at the end of the year and in our opinion the frequency of verification is reasonable having regard to the size of the company and nature of its assets. We are informed that no material discrepancies were noticed by the management on such verification.
(c) The company has not disposed off some part of fixed assets during the year.
2. (a) The company has not granted any loans to the companies firms or other parties covered in the register, maintained u/s 301 of the companies Act, 1956.
(b) The rate of interest and other terms and conditions on which loans have been taken by the company are not, prima facie, prejudicial to the interest of the company.
(c) In respect of such loans taken by the company, where stipulations have been made. They have generally repaid the principal amount as stipulated and have been regular in payment of interest.
3. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of business with regard to purchase of inventory, fixed assets and with regard to the sale of goods. During the course of our Audit, we have not observed any continuing failure to correct major weakness in internal controls.
4. (a) In our opinion and according to the information and explanations given to us, transactions that need to be entered into the register in pursuance of section 301 of the Companies Act, 1956 have been so entered.
(b) According to the information and explanation given to us, there is no transactions that have been made in pursuance of contracts or arrangements entered in the register maintained u/s 301 of the Companies Act, 1956.
5. The company has not accepted any deposit from the public and as such the provision of section 58A and 58 AB the Companies Act, 1956 and the rules framed there under have no application to the company.
6. In our opinion the company has internal audit system commensurate with the size and nature of the business.
7. The maintenance of cost records has not been prescribed in the case of the Company for the period under section 209(1) (d) of the Companies Act, 1956.
8. (a) according to the records of the company provident fund dues have been generally regularly deposited during the year with the appropriate authorities. As regards to the statutory dues applicable, it have been generally regularly deposited during the year with the appropriate authorities.
(b) according to the information and explanations given to us, no undisputed amounts payable in respect of income-tax, wealth tax, sales tax (except MST-Rs.8,775/-), custom duty and excise duty were outstanding, at the year end for the period of more than six months from the date they became payable.
(c) According to the records of the company and the information and explanation given to us upon our inquiries in this regards disputed dues in respect of Income Tax unpaid as at the last date of the financial year is as follows.

| | Statutes | Forums before whom pending | Amount |
|----|------------------|----------------------------|---------------|
| a. | Block Assessment | Tribunal | 1,57,59,845/- |
| b. | A.Y 1998-99 | Tribunal | 8,12,215/- |
| c. | A.Y. 2001-02 | CIT (a) | 31,45,337/- |
| d. | A.Y. 2002-03 | CIT (a) | 8,60,588/- |



Shamrock Industrial Co. Ltd.

9. The Company has accumulated losses of Rs. 6,84,04,418/- (Rupees Six Crores Eighty Four Lacs Four Thousand Four hundred Eighteen Only) at the end of the financial year and has incurred a cash Loss in the current financial year and there were profit in the immediately preceding financial year.
10. On the basis of records examined by us and the information and explanation given to us, the company has defaulted in repayment of dues to the Dena Bank Rs.6,07,12,450/- and Rs. 2,61,44,596/- to Bombay Mercantile Co-Op Bank since 31st March, 2001.
11. Based on our examinations of records and information and explanations given to us, the company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures or other securities.
12. According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from banks and financial Institutions.
13. According to the information and explanations given to us and an overall examination of the Balance sheet of the Company, we report that no funds raised on short terms have been used for long term investments. No long term funds have been used to finance short term assets.
14. On the basis of our examination and according to the information and explanations given to us, no fraud, on or by the company has been noticed or reported during the year.
15. Looking to the nature of activities being carried on by the company also considering the nature of matters referred to in various clauses of the Companies (Auditors Report) Order, 2003, clauses (2), (13), (14), (16), (18), (19) and (20) of paragraph of aforesaid order are in our opinion, not applicable to the company.

FOR DHARMESH M. KANSARA & ASSOCIATES
CHARTERED ACCOUNTANTS

Place:-

Date:- 30/06/2007

[DHARMESH M. KANSARA - Proprietor]

SHAMROCK INDUSTRIAL COMPANY LIMITED

BALANCE SHEET AS AT MARCH 31, 2007

| PARTICULARS | Sch. No | | CURRENT YEAR 31.03.2007 (RS.) | | PREVIOUS YEAR 31.03.2006 Rs. |
|---|---------|------------|-------------------------------------|------------|------------------------------------|
| SOURCES OF FUNDS | | | | | |
| SHAREHOLDERS FUNDS | | | | | |
| Share Capital | 1 | | 54,284,140 | | 54,284,140 |
| Reserves & Surplus | 2 | | 23,531,400 | | 23,531,400 |
| DEFERRED TAX ADJUSTMENT | | | | | |
| A. Deferred Tax Liabilities | | 327,261 | | 327,261 | |
| B. Deferred Tax | | | 327,261 | | 327,261 |
| LOANS | | | | | |
| Secured Loans | 3 | | 86,857,045 | | 86,857,045 |
| Unsecured Loans | | | | | |
| TOTAL | | | 164,999,846 | | 164,999,846 |
| APPLICATION OF FUNDS | | | | | |
| FIXED ASSETS | | | | | |
| Gross Block | | 11,922,242 | | 11,922,242 | |
| Less: Depreciation | | 1,274,062 | | 1,143,848 | |
| Net Block | | | 10,648,180 | | 10,778,394 |
| Capital Work in Progress | | | 34,235,645 | | 34,235,645 |
| INVESTMENTS | | | | | |
| CURRENT ASSETS, LOANS & ADVANCES | | | | | |
| Inventories | | | | | |
| Sundry Debtors | 6 | 24,406,122 | | 9,642,660 | |
| Cash & Bank Balances | 7 | 838,376 | | 201,389 | |
| Loans, Advances & Deposits | 8 | 26,413,721 | | 23,578,473 | |
| | | 51,658,219 | | 33,422,522 | |
| Less: Current Liabilities & Provisions | 9 | 30,807,606 | | 12,378,274 | |
| MISCELLANEOUS EXPENDITURE (To the extent not written off) | | | | | |
| PROFIT & LOSS ACCOUNT. | 10 | | 20,850,613 | | 21,044,249 |
| | | | 68,404,418 | | 68,080,568 |
| TOTAL | | | 164,999,846 | | 164,999,846 |
| NOTES FORMING PART OF ACCOUNTS | 14 | | | | |

AS PER OUR REPORT OF EVEN DATE
FOR DHARMESH M. KANSARA & ASSOCIATES
CHARTERED ACCOUNTANTS

FOR AND ON BEHALF OF THE BOARD

sd/-

DHARMESH M. KANSARA
(PROPRIETOR)

sd/-

KALPESH R.KHOKHANI
MANAGING DIRECTOR

sd/-

KAMLESH R.KHOKHANI
DIRECTOR

PLACE : MUMBAI
DATE : 30/6/2007

PLACE : MUMBAI
DATE : 30/6/2007



SHAMROCK INDUSTRIAL COMPANY LIMITED

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2007

| PARTICULARS | Sch No | CURRENT YEAR 31.03.2007 (RS.) | PREVIOUS YEAR 31.03.2006 Rs. |
|---|--------|-------------------------------------|------------------------------------|
| <u>INCOME</u> | | | |
| Sales | | | |
| Export | | | |
| Local | | 123,804,675 | 55,030,056 |
| Other Income | 11 | - | 127,667 |
| Increase in stock | 12 | - | - |
| Total (A) | | 123,804,675 | 55,157,723 |
| <u>EXPENDITURE</u> | | | |
| Cost of Goods Purchased | | 123,612,931 | 53,024,757 |
| Administrative & Selling Overheads | 13 | 378,869 | 1,202,493 |
| Finance Charges | | 6,511 | 774 |
| Depreciation | | 130,215 | 130,215 |
| Total (B) | | 124,128,525 | 54,358,239 |
| PROFIT BEFORE TAXATION (A-B) | | (323,850) | 799,484 |
| <u>Less Taxes:</u> | | | |
| Current Tax | | | 7,649 |
| NET PROFIT AFTER TAXATION | | (323,850) | 791,835 |
| Less: Adjustment of Previous Year | | | |
| | | (323,850) | 791,835 |
| Add: Surplus of Previous Year Brought Forward | | (68,080,568) | (68,872,403) |
| BALANCE CARRIED FORWARD TO BALANCE SHEET | | (68,404,418) | (68,080,568) |
| NOTES FORMING PART OF THE ACCOUNTS | 14 | | |

AS PER OUR REPORT OF EVEN DATE
FOR DHARMESH M. KANSARA & ASSOCIATES
CHARTERED ACCOUNTANTS

FOR AND ON BEHALF OF THE BOARD

sd/-
DHARMESH M. KANSARA
(PROPRIETOR)

sd/-
KALPESH R. KHOKHANI
MANAGING DIRECTOR

sd/-
KAMLESH R. KHOKHANI
DIRECTOR

PLACE: MUMBAI
DATE: 30/6/2007

PLACE: MUMBAI
DATE: 30/6/2007

SHAMROCK INDUSTRIAL COMPANY LIMITED
SCHEDULE FORMING PART OF THE BALANCE SHEET

| PARTICULARS | Sch. No. | CURRENT YEAR 31.03.2007 (RS.) | PREVIOUS YEAR 31.03.2006 Rs. |
|---|-------------|-------------------------------------|------------------------------------|
| SCHEDULE : 1 | | | |
| SHARE CAPITAL | | | |
| <u>AUTHORISED CAPITAL</u> | | | |
| 10000000 Equity Shares of Rs. 10/- each | | 100,000,000 | 100,000,000 |
| <u>ISSUED & SUBSCRIBED CAPITAL</u> | | | |
| 7443214 Equity Shares of Rs. 10/- each | | 74,432,140 | 74,432,140 |
| <u>PAID-UP CAPITAL</u> | | | |
| 5428414 Equity Shares of Rs. 10/- each | | 54,284,140 | 54,284,140 |
| SCHEDULE : 2 | | | |
| RESERVES & SURPLUS | | | |
| Share Premium | | 10,435,200 | 10,435,200 |
| Share Forefeiture | | 13,096,200 | 13,096,200 |
| | | 23,531,400 | 23,531,400 |
| SCHEDULE : 3 | | | |
| SECURED LOANS | | | |
| 1. SHORT TERM LOANS | | | |
| <u>a. Foreign Bill Crystallised</u> | | | |
| With Dena Bank | 5,471,430 | 5,471,430 | 5,471,430 |
| <u>b Packing Credit Loan</u> | | 5,471,430 | 5,471,430 |
| With Bombay Mercantile Co. Op. Bank | 12,641,679 | 12,641,679 | 12,641,679 |
| <u>c. Bank Overdraft</u> | | 12,641,679 | 12,641,679 |
| With Dena Bank (IFB) 516 | 55,241,019 | 55,241,019 | 55,241,019 |
| <u>d. Letter of credit with Bombay Mercantile Co-op. Bank</u> | | 55,241,019 | 55,241,019 |
| (a) Local | 13,502,917 | 13,502,917 | 13,502,917 |
| | | 86,857,045 | 86,857,045 |

NOTES :

1. 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 COMPANY LIMITED

SCHEDULE FORMING PART OF THE BALANCE SHEET

SCHEDULES FORMING PART OF BALANCE SHEET

SCHEDULE : "4"

DETAILS OF FIXED ASSETS FOR THE PERIOD 2006-2007

| SR. NO. | NAME OF THE ASSETS | GROSS BLOCK | | | | DEPRECIATION | | | NET BLOCK | | |
|---------|---------------------|-------------------|----------|-----------|--------------------|--------------------|-----------------|-----------|--------------------|--------------------|--------------------|
| | | AS ON 1.4.2006 | Addition | Deduction | AS ON 31.3.2007 | Up To 31.3.2006 | FOR THE YEAR | Deduction | AS ON 31.3.2007 | AS ON 31.3.2007 | AS ON 31.3.2006 |
| 1 | LAND | 7,729,298.00 | - | - | 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 | 437,200.88 | 40,026.00 | - | 477,226.88 | 155,083.12 | 195,109.12 |
| 3 | OFFICE EQUIPMENT | 391,237.00 | - | - | 391,237.00 | 306,416.41 | 86,829.53 | - | 393,245.94 | (2,008.94) | 84,820.59 |
| 4 | FAX MACHINE | 15,500.00 | - | - | 15,500.00 | 6,246.83 | 982.00 | - | 7,228.83 | 8,271.17 | 9,253.17 |
| 5 | PRE-OPERATING EXP. | 2,756,346.95 | - | - | 2,756,346.95 | - | - | - | - | 2,756,346.95 | 2,756,346.95 |
| 6 | COMPUTER | 397,550.00 | - | - | 397,550.00 | 393,983.78 | 2,377.00 | - | 396,360.78 | 1,189.22 | 3,566.22 |
| | TOTAL | 11,922,241.95 | - | - | 11,922,241.95 | 1,143,847.90 | 130,214.53 | - | 1,274,062.43 | 10,648,179.52 | 10,778,394.05 |
| | PREVIOUS YEAR | 11,922,241.95 | - | - | 11,922,241.95 | 1,013,633.37 | 130,214.53 | - | 1,143,847.90 | 10,778,394.05 | |

| SCHEDULE "5" | | INVESTMENT AT COST | | 31.03.2007 | 31.03.2006 |
|------------------------------------|--------|--|--|-------------------|-------------------|
| UN-QUOTED | | | | | |
| IN GOVT. SECURITIES | | | | | |
| | | KISAN VIKAS PATRA | | 1,000.00 | 1,000.00 |
| IN FULLY PAID EQUITY SHARES | | | | | |
| OTHERS | | | | | |
| | 333 | SHARES OF RS.10/- EACH IN BMC BANK LIMITED. | | 9,990.00 | 9,990.00 |
| | 52520 | EQUITY SHARES OF RS. 100 EACH IN SHAMROCK FINLEASE LIMITED | | 5,252,000.00 | 5,252,000.00 |
| | 127000 | EQUITY SHARES OF RS. 100 EACH IN SHAMROCK PHARMACEUTICALS P. LIMITED ; | | 12,700,000.00 | 12,700,000.00 |
| | 177050 | EQUITY SHARES OF RS. 10 EACH IN SHAMROCK ADVTG. & PUBLISHING CO.PVT.LTD. | | 1,770,500.00 | 1,770,500.00 |
| | 76500 | EQUITY SHARES OF RS. 100 EACH IN SHAMROCK EXPORTS PVT. LIMITED | | 7,650,000.00 | 7,650,000.00 |
| | 258550 | EQUITY SHARES OF RS. 10 EACH IN SHAMROCK TEXY FAB | | 2,585,500.00 | 2,585,500.00 |
| | 89200 | EQUITY SHARES OF RS. 10 EACH IN SHAMROCK INTERNATIONAL LIMITED | | 892,000.00 | 892,000.00 |
| | | BOOK VALUE AS AT 31.3.2007 | | 30,860,990.00 | 30,860,990.00 |
| | | MARKET VALUE AS AT 31.3.2007 | | | |
| | | UN-QUOTED | | | |
| | | BMC BANK LIMITED. | | 9,990.00 | - |
| | | KISAN VIKAS PATRA | | 1,000.00 | - |
| | | | | 10,990.00 | - |

SHAMROCK INDUSTRIAL COMPANY LIMITED
SCHEDULE FORMING PART OF THE BALANCE SHEET

| PARTICULARS | Sch No | CURRENT YEAR 31.03.2007 (RS.) | PREVIOUS YEAR 31.03.2006 Rs. |
|---|------------|-------------------------------------|------------------------------------|
| SCHEDULE : 6 | | | |
| SUNDRY DEBTORS | | | |
| (Unsecured considered good) | | | |
| Debts Over six months | 833,301 | 824,446 | |
| Debts Less than six months | 23,572,821 | 8,818,214 | |
| | 24,406,122 | | 9,642,660 |
| Less: advance from customers | | 24,406,122 | 9,642,660 |
| SCHEDULE : 7 | | | |
| CASH & BANK BALANCES | | | |
| Cash on hand | | 445,756 | 70,740 |
| BALANCES IN BANK | | | |
| With Schedule Banks | 21,419 | 21,419 | |
| With other Banks | 283,151 | 21,181 | |
| Margin with banks | 88,050 | 88,050 | |
| | | 392,620 | 130,649 |
| | | 838,376 | 201,389 |
| SCHEDULE : 8 | | | |
| LOANS & ADVANCES | | | |
| a. Advances recoverable in Cash or Kind | | 4,049,654 | 5,021,832 |
| b. Deposits | | 188,123 | 188,123 |
| c. Others | | 769,472 | |
| d. Advances to Sister concern | | 21,406,472 | 18,571,224 |
| Less: Advance from Customers | | - | (202,706) |
| | | 26,413,721 | 23,578,473 |
| SCHEDULE : 9 | | | |
| CURRENT LIABILITIES & PROVISIONS | | | |
| CURRENT LIABILITIES | | | |
| Sundry Creditors | | 30,795,704 | 12,269,345 |
| Duties & Taxes | | 7,962 | 69,658 |
| Provision for Taxation | | | 7,649 |
| Provision for expenses | | 3,940 | 31,622 |
| | | 30,807,606 | 12,378,274 |
| SCHEDULE : 10 | | | |
| MISCELLANEOUS EXPENDITURE | | | |
| (To the Extent Not Written Off) | | | |
| a. Preliminary Expenses | | | 4,811 |
| Less: Written off During the Year | | | 4,811 |
| | | | |
| b. Public Issue Expenses | | | |
| Less: Written off During the Year | | | |
| | | | |



SHAMROCK INDUSTRIAL COMPANY LIMITED
SCHEDULES FORMING PART OF THE PROFIT & LOSS ACCOUNT

| PARTICULARS | Sch. No | CURRENT YEAR 31.03.2007 (RS.) | PREVIOUS YEAR 31.03.2006 Rs. |
|---|------------|-------------------------------------|------------------------------------|
| SCHEDULE : 11 | | | |
| OTHER INCOME | | | |
| Discount Received | | - | 2,603 |
| Exhibition Incentives | | - | 125,064 |
| | | - | 127,667 |
| SCHEDULE : 12 | | | |
| INCREASE/(DECREASE) IN STOCK | | | |
| Closing Stock | | - | - |
| Less: Opening Stock | | - | - |
| | | - | - |
| SCHEDULE : 13 | | | |
| ADMINISTRATIVE & SELLING OVERHEADS | | | |
| Staff Cost | | 43,185 | 97,438 |
| Preliminary expenses w/off | | - | 4,811 |
| Advertisement | | 13,519 | 5,887 |
| Annual Listing Fees | | 37,448 | 62,963 |
| Conveyance | | 342 | 1,794 |
| Data processing charges | | 58,216 | 74,510 |
| Stamping & Franking Fees | | - | 40,000 |
| Filing Fees | | - | 101,500 |
| Sundry Balance Written off | | 10 | - |
| Postage & Telegram | | 10,006 | 17,056 |
| Maintenance Charges | | - | 42,000 |
| Printing & Stationary | | 15,822 | 17,493 |
| Professional & Legal Expenses | | 119,972 | 656,604 |
| Miscellaneous Expenses | | - | 800 |
| Telephone, Pager & Fax | | 4,985 | 20,560 |
| E.S.I.C. Contribution | | 689 | 2,080 |
| Transportation Charges | | - | 25,775 |
| Warehousing charges | | 55,675 | 19,998 |
| AUDITORS REMUNERATION | | | |
| Audit Fees | | 19,000 | 11,224 |
| | | 378,869 | 1,202,493 |

SCHEDULE : 14

NOTES TO THE ACCOUNTS

1. SIGNIFICANT ACCOUNTING POLICIES :

A. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

- (i) The Financial Statement have been prepared under the historical convention in accordance with the generally accepted accounting principles and the provisions of the Companies Act, 1956 as adopted consistently by the Company.
- (ii) 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 costs relating to Fixed Assets 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 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. RECOGNITION OF INCOME AND EXPENDITURE

INCOME

Incomes are generally accounted on accrual basis.

EXPENSES

Costs / Expenses are generally accounted on accrual basis as they are incurred.

F. TAXATION

- a) During the period under Audit, there is a loss hence, no provision for taxes have been made and also no provision for Fringe Benefit Tax has been provided in the Books of Accounts.
- 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 such deferred tax assets can be realized.

2. CONTINGENT LIABILITIES NOT PROVIDED FOR IN BOOKS OF ACCOUNTS

| | 2006-2007 | 2005-2006 |
|--|---------------|---------------|
| (I) Estimated amount of contracts remaining to be executed on Capital Accounts (Net of Advance) (as certified by the Management) | 6,67,00,000/- | 6,67,00,000/- |
| (ii) Claims against the company not acknowledged debts | 6,62,67,042/- | 6,62,67,042/- |
| (iii) Disputed Liabilities not provided | | |
| (a) Tax demand in respect of Block assessments | 1,57,59,845/- | 1,57,59,845/- |
| (b) Tax demand in respect of A.Y. 1998-1999 | | |
| (c) Tax demand in respect of A.Y. 2001-2002 | 8,12,215/- | 8,12,215/- |
| (d) Tax demand in respect of A.Y. 2002-2003 | 31,45,337/- | 31,45,337/- |
| (all above tax demand are disputed & Appeal filed) | 8,60,588/- | 8,60,588/- |



Shamrock Industrial Co. Ltd.

3. PREOPERATIVE EXPENSES :

| | 2006-2007 | 2005-2006 |
|---|--------------------|--------------------|
| Opening balance | 27,56,346/- | 27,56,346/- |
| Add : Expenses incurred during the year | | |
| Salary and other benefits | | |
| Other expenses | Nil | Nil |
| Less : Credits during the year | | |
| | <u>27,56,346/-</u> | <u>27,56,346/-</u> |

Preoperative expenses under the head of Fixed Assts 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. AUDITOR'S REMUNERATION :

| | <u>2006-2007</u> | <u>2005-2006</u> |
|------------|------------------|------------------|
| Audit Fees | 19,000 | 11,020 |

5. In view of the legal advise received from the company's legal Adviser 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 account. The company has in turn filed suit against Dena Bank in Debt Recovery Tribunal for Rs. 21 Crs. Towards loss of damages for non release of sanctioned funds.
6. Provision for gratuity is not made as none of the employee have completed requisite period of service as informed by the management.
7. Balance with Debtors, Creditors and Loans & advances are subject to confirmation & reconciliation.
8. In the opinion of the Board of Directors, the aggregate value of Fixed Assets, Current Assets, Loans and Advances stated in the Balance Sheet are approximately of the value, if realized, in the ordinary course of business. The provisions of all known liabilities are adequate, and not excess of amount reasonably required.

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

- | | 2006-07 | 2005-2006 |
|---|---------|-----------|
| 9. EXPENDITURE IN FOREIGN CURRENCY | NIL | NIL |
| 10. EARNING IN FOREIGN CURRENCY | NIL | NIL |
| 11. 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. | | |
| 12. Deferred Tax assets / Liabilities are not 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 realized or adjusted. | | |
| 13. Loans & 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. | | |

Annual Report 2006-2007

14. Disclosure of Transactions with related parties as required by the Accounting Standard – 18

| Sr. No. | Name of the Related Party | Nature of Relationship | Nature of Transaction | Outstanding Amount Carried in the Balance Sheet (Rs.) |
|---------|--------------------------------|------------------------|-----------------------|---|
| 1 | Shamrock International Limited | Associate Company | Loan | 28,50,826/- |
| 2 | Shamrock Enterprise | Sister Concern | Loans & Advances | 1,90,71,224/- |
| 3 | Shamrock Exports | Sister Concern | Loan (Liab.) | 9,828/- |
| 4 | Snehlata R. Khokhani | Relative of Director | Loan (Liab.) | 5,05,750/- |

15. Earning per share (EPS)

| | 2006-2007 | 2005-2006 |
|--|-------------------|------------------|
| | Rs. | Rs. |
| (i) Profit/Loss as per Profit & Loss Account | <u>(3,23,850)</u> | <u>7,91,834</u> |
| Loss attributed to Ordinary Shareholders | <u>(3,23,850)</u> | <u>7,91,834</u> |
| (ii) Weighted Average No. of Ordinary shares for Basic EPS | <u>54,28,414</u> | <u>54,28,414</u> |
| | 54,28,414 | 54,28,414 |
| (iii) Nominal Value of Ordinary Shares | Rs. 10 | Rs. 10 |
| Basic / Diluted Earning per Ordinary Share | (0.06) | 0.15 |

16. The previous year's figures have been reworked, regrouped, rearranged and/or reclassified wherever necessary.

**AS PER OUR REPORT OF EVEN DATE
FOR DHARMESH M. KANSARA & ASSOCIATES
CHARTERED ACCOUNTANTS**

FOR AND ON BEHALF OF THE BOARD

sd/-

**DHARMESH M. KANSARA
(PROPRIETOR)**

sd/-

**KALPESH R. KHOKHANI
MANAGING DIRECTOR**

sd/-

**KAMLESH R. KHOKHANI
DIRECTOR**

PLACE : MUMBAI

DATE : 30/6/2007

PLACE : MUMBAI

DATE : 30/6/2007



Shamrock Industrial Co. Ltd.

SHAMROCK INDUSTRIAL COMPANY LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2007

| <u>PARTICULARS</u> | <u>31.3.2007</u> <u>Amount</u> | <u>31.3.2006</u> <u>Amount</u> |
|--|-----------------------------------|-----------------------------------|
| I CASH FLOW FROM OPERATIVE ACTIVITIES | | |
| Net profit / loss before tax | (323,850) | 791,834 |
| Add: | | |
| Depreciation | 130,215 | 130,215 |
| Interest paid | 6,511 | 774 |
| Preliminary Expenses W/off. | - | 4,811 |
| Loss on sale of Investments | - | - |
| Loss on sale of Shares | - | - |
| Loss on sale of Fixed Asset | - | - |
| | <u>136,726</u> | <u>135,800</u> |
| Less: | | |
| Sundry Balance W/off | - | - |
| Interest received | - | - |
| Dividend | - | - |
| Profit on sale of shares | <u>-</u> | <u>-</u> |
| | (187,124) | 927,634 |
| Adjustment for: | | |
| Inventories | - | - |
| Trade receivables | 6,115,144 | 40,211,146 |
| Trade payable and other liabilities | (5,284,522) | (29,319,426) |
| other Current Assets | - | - |
| | 830,622 | 10,891,720 |
| NET CASH FLOW FROM OPERATING ACTIVITIES (A) | <u>643,498</u> | <u>11,819,354</u> |
| II CASH FLOW FROM INVESTING ACTIVITIES | | |
| Capital work in progress | - | - |
| Preoperative Expenses | - | - |
| Purchase of Investments | - | (11,775,000) |
| Sale of Investments | - | - |
| Purchase of fixed Assets. | - | - |
| Interest received | - | - |
| Sale of fixed Assets | - | - |
| Sale of Shares | - | - |
| Dividend | - | - |
| Profit on sale of shares | - | - |
| Decrease in Capital work in progress | - | - |
| NET CASH FLOW FROM INVESTING ACTIVITIES (B) | <u>-</u> | <u>(11,775,000)</u> |
| III CASH FLOW FROM FINANCING ACTIVITIES | | |
| Borrowing | - | - |
| Interest paid | <u>6,511</u> | <u>774</u> |
| NET CASH FLOW FROM FINANCING ACTIVITIES (C) | (6,511) | (774) |
| INCREASE IN CASH AND CASH EQUIVALENTS A+B+C | 636,987 | 43,580 |
| CASH AND CASH EQUIVALENT OPENING BALANCE | 201,389 | 157,809 |
| CASH AND CASH EQUIVALENT CLOSING BALANCE | 838,376 | 201,389 |

AUDITORS' CERTIFICATE

The Board of Directors
Shamrock Industrial Company Limited
Mumbai

We have examined the attached Cash Flow statement of Shamrock Industrial Company Limited, for the year ended 31st March, 2007. The statement have been prepared by the company in accordance with the requirements of the listing agreement with the stock exchange and is based on the agreement with the corresponding Profit & Loss Account and Balance Sheet of the company covered by our report of even date to the members of the Company.

FOR DHARMESH M. KANSARA & ASSOCIATES
CHARTERED ACCOUNTANTS

Date : 30/06/2007

Place : Mumbai

(DHARMESH M. KANSARA - PROPRIETOR)

SHAMROCK INDUSTRIAL COMPANY LIMITED

ADDITIONAL INFORMATION AS REQUIRED UNDER PART VI OF SCHEDULE VI OF THE COMPANIES ACT, 1956.
BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

REGISTRATION DETAILS

| | | | |
|--------------------|-----------|-------------|----|
| Registration No. | 62298 | Status Code | 11 |
| Balance Sheet date | 31.3.2007 | | |

CAPITAL RAISED DURING THE YEAR

| | | | |
|--------------|-----|-------------------|-----|
| Public Issue | NIL | Right issue | NIL |
| Bonus Issue | NIL | Private Placement | NIL |

POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS

(Amount in Rs. Lacs)

| | | | |
|-------------------|---------|--------------|---------|
| Total Liabilities | 1649.99 | Total Assets | 1649.99 |
|-------------------|---------|--------------|---------|

SOURCES OF FUNDS

| | | | |
|-----------------|--------|--------------------|--------|
| Paid up capital | 542.84 | Reserves & Surplus | 235.31 |
| Secured Loans | 868.57 | Unsecured Loans | - |

APPLICATION OF FUNDS

| | | | |
|--------------------|--------|---------------------------|--------|
| Net Fixed Assets | 448.84 | Investments | 308.61 |
| Net Current Assets | 208.51 | Miscellaneous Expenditure | - |
| Accumulated Loss | 684.04 | | |

PERFORMANCE OF THE COMPANY

(Amount in Rs. Lacs)

| | | | |
|-------------------------|---------|-------------------|---------|
| Turnover (Gross Income) | 1238.05 | Total Expenditure | 1241.29 |
| Profit Before Tax | (3.24) | Profit After Tax | (3.24) |

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

| | | | |
|--------------------------|---------------------|-----------------|--------------|
| Item Code.No. (ITC Code) | Product Description | Dyes Chemicals | |
| Item Code No. (ITC Code) | Product Description | Pharmaceuticals | Raw Material |
| Item Code No. (ITC Code) | Product Description | Intermediates | |

AS PER OUR REPORT OF EVEN DATE

FOR DHARMESH M. KANSARA & ASSOCIATES
CHARTERED ACCOUNTANT

FOR AND ON BEHALF OF THE BOARD

sd/-

DHARMESH M. KANSARA
(PROPRIETOR)

PLACE : MUMBAI
DATE : 30/6/2007

sd/-

KALPESH R.KHOKHANI
MANAGING DIRECTOR

PLACE : MUMBAI
DATE : 30/6/2007

sd/-

KAMLESH R.KHOKHANI
DIRECTOR

PLACE : MUMBAI
DATE : 30/6/2007



Shamrock Industrial Co. Ltd.

SHAMROCK INDUSTRIAL COMPANY LIMITED

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

ATTENTANCE SLIP

Folio No. _____ No. of shares _____

DP.ID. * _____ Client ID. * _____

I/We hereby record my/our presence at the SIXTEENTH ANNUAL GENERAL MEETING of the Company at 146, Takai Adoshi Road, Village: Dheku, Taluka : Kahalapur, Dist. Raigad on Friday, September 28, 2007 at 11.00 a.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 _____

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 falling him
_____ of _____ as my / our

proxy to vote for me/us and on my/our behalf at the SIXTEENTH ANNUAL GENERAL MEETING of the Company to be held at 146, Takai Adoshi Road, Village : Dheku, Taluka : Khalapur, Dist. : Raigad on Friday, September 28, 2007 at 11.00a.m.

Signed this _____ day of _____ 2007.

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 Corporate 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.

BOOK-POST

If undelivered, please return to :
SHAMROCK INDUSTRIAL CO.LTD.
1008, MAKER CHAMBERS - V,
221, NARIMAN POINT,
MUMBAI-400 021.