



**Chairman and Managing Director**

**Ranjan Kuthari**

**Directors**

**Rohit Kuthari**

**Rajat Kothari**

**Tapan Majumdar**

**Tushar Ash**

**Renu Kuthari (Mrs)**

**N C Banerjee**

**Amit Kumar Jain**

**Registered Office**

1A Vidyasagar Street

Kolkata 700 009

Ph : 033-23608308

9830247400

Fax : 033-23507658

e-mail : antarctica@vsnl.net

antarctica@dataone.in

**Works**

Falta SEZ

Sector 1, Plot No 1

24 Parganas (South)

West Bengal

132 A/1B Raja Rajendra Lal

Mitra Road,

Kolkata 700 010

**Auditors**

A. K. S. & Associates

Chartered Accountants

43/7 Bholanath Nandy Lane, Howrah-711104

**Bankers**

UCO Bank

2 India Exchange Place

Kolkata - 700001

**Registrar & Share**

**Transfer Agent**

Maheshwari Datamatics (P) Ltd.

6 Mangoe Lane

Kolkata - 700001

Ph : 2243 5809/5029

Fax : 2248 4787

**Solicitors**

Srenik Singhvi

Advocate

7C Kiran Shanker Roy Road

4th Floor

Kolkata 700 001

**Antarctica Limited**

Regd. Office : 1A, Vidyasagar Street, Kolkata - 700008

**NOTICE**

**NOTICE** is hereby given that the 16th Annual General Meeting of the members of ANTARCTICA LIMITED will be held on Monday, the 29th September 2008 at 11 a.m. at Rammohan Library Hall, 267, Acharya Prafulla Chandra Road, Kolkata-700009, to transact the following business:

**ORDINARY BUSINESS**

1. To consider and adopt the Audited Profit and Loss Account of the Company for the year ended 31st March, 2008, the Balance Sheet as on that date and the Reports of the Auditors and Directors thereon.
2. To appoint a director in place of Mr. N.C. Banerjee who retires by rotation and, being eligible, offers himself for re-appointment
3. To appoint a director in place of Mr. Tapan Majumdar who retires by rotation and, being eligible, offers himself for re-appointment
4. To appoint Auditors and to fix their remuneration.

**SPECIAL BUSINESS**

5. To consider and, if thought fit, to pass, with or without modification, the following Resolution as an **Ordinary Resolution** "RESOLVED that Amit Kumar Jain be and is hereby appointed as a Director of the Company, whose period of Office shall be liable to determination by retirement of Directors by rotation".

6. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution** "RESOLVED that pursuant to section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956, the Guidelines For Preferential Issues contained in the Securities and Exchange Board of India (Disclosure and Investor Protection) Guidelines, 2000 (hereinafter referred to as 'SEBI (DIP) Guidelines') and subject to such other approvals, consents, permissions and/or sanctions of any such authority that may be required and subject to such conditions and modifications as any such authority may prescribe or impose at the time of granting its approvals, consents, permissions and/or sanctions and which may be agreed to by the Board of Directors of the Company (the Board, which expression shall include any committee thereof constituted by the Board), the consent of the Company be and is hereby accorded to issue, by way of Preferential Allotment, up to 67,00,000 Equity Shares of Re 1/- each at a price of Re. 1.05 Paise per share (including premium of Re. 0.05 paise per share) of the Company (hereinafter referred to as the "Preferential Shares"), to Mrs. Renu Kuthari, Director and Promoter of the Company, upon conversion of unsecured loan of Rs 70.35 lacs due and payable by the Company to Mrs. Kuthari.

"RESOLVED FURTHER that:

- (a) The relevant date for the determination of the applicable price for the Preferential Issue of Shares, in accordance with the SEBI (DIP) Guidelines is 30th August, 2008, being thirty days prior to the date on which the Meeting of the general body of shareholders is being held, to consider the proposed issue.
- (b) The Preferential Shares shall rank *pari passu* with the existing Equity Shares of the company in all respects.
- (c) In order to give effect to this resolution, the Committee/Board be and is hereby authorised on behalf of the Company to do all such acts, deeds and things as the Committee/Board may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental and to settle any question and remove any difficulty or doubt that may arise from time to time in relation to the offer, issue and allotment of the Preferential Shares, including (without limitation) to decide and approve the terms and conditions of the issue of the Preferential Shares, to vary, modify or alter any of the terms and conditions (including the size of the issue or allotment), to enter into any agreements or other instruments, to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as they may deem fit."

**Registered Office:**

1A, Vidyasagar Street, Kolkata 700 009.  
23rd August, 2008.

By Order of the Board  
for **ANTARCTICA LIMITED**  
RANJAN KUTHARI (CMD)

**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 the proxy need not be a member. Proxies, in order to be effective, must be submitted to the Company's Registered Office 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 23rd September, 2008 to 29th September, 2008 (both days inclusive).
3. Members are requested to notify immediately any change in their address to the Company / Share Transfer Agent.
4. Members/Proxies should bring the attendance slip duly filled in for attending the meeting.
5. Shareholders desiring any information as regards the Accounts and/or Reports are requested to write to the Company at least 10 days before the meeting so as to enable the Management to keep the information ready.
6. Members who have multiple accounts in identical names or joint accounts in the same order are requested to send their share certificate(s) to the Registrar & Share Transfer Agent, M/s Maheshwari Datamatics Pvt.Ltd., 6 Mangoe Lane, Kolkata 700 001, for consolidation of all such shareholdings into one account to facilitate better service.
7. Explanatory Statement pursuant to Section 173(2) of the Companies Act. 1956 is enclosed.

**Explanatory Statement as Required under section 173(2) of the Companies Act, 1956.**

**Item No. 5 :** Mr. Amit Kumar Jain aged 37 years was appointed by the Board of Directors as an Additional Director, on 31st January, 2008. Mr. Jain has vast experience in the field of printing & packaging and is presently heading an Advertising Agency.

In terms of the applicable provisions of the Companies Act, 1956, and Article 97 of the Articles of Association of the Company, the aforesaid Director holds office upto the date of this Annual General Meeting. The Company has received a Notice under Section 257 of the Companies Act, 1956, along with requisite deposit, from a Member of the Company signifying his intention to propose the appointment of the said Director at the ensuing Annual General Meeting. The said Director has also filed his consent pursuant to the provisions of Section 264 (1) of the Companies Act, 1956, to act as a Director, if appointed.

The Board considers that the Company will benefit from the association of Mr. Amit Kumar Jain and recommends the resolution for your approval.

Excepting Mr. Amit Kumar Jain, who is interested in his appointment, none of the Directors of the company is in any way concerned or interested in the said resolution.

**Item No. 6 :** The Company had approached Mrs. Renu Kuthari with a proposal for conversion of outstanding Loan amounting to Rs 70.35 lacs due to her from the Company into Equity Shares to be allotted as fully paid Equity Shares of Re 1/- each at a price of Re. 1.05 Paise per share (including premium of Re. 0.05 paise per share) that would be in conformity with SEBI (DIP) Guidelines. Mrs. Renu Kuthari has agreed to the proposal.

It is therefore proposed to issue Equity Shares on Preferential Basis to Mrs. Renu Kuthari, subject to the following requirements: The aforesaid issue and allotment of Preferential Shares will be governed by SEBI (DIP) Guidelines. Under these Guidelines, the price at which the Preferential Shares are to be issued (which are issued on a Preferential Basis) shall be not less than the higher of : (a) the average of the weekly high and low of closing prices of the shares quoted on the Stock Exchange during the six months preceding the "relevant date" or (b) the average of the weekly high and low of the closing prices of the shares quoted on a Stock Exchange during the two weeks preceding the "relevant date".

The Preferential Shares are proposed to be issued of face value of Re. 1/- each at a price of Re. 1.05 Paise per share (including premium of Re. 0.05 paise per share) which is higher than the price calculated as per SEBI (DIP) Guidelines.

The present resolution is proposed to be passed in order to enable the Company to issue the Preferential Shares subject to such approvals, consents, permissions and/or sanctions of any Authority that may be required and subject to such conditions and modifications as any such Authority may prescribe or impose at the time of granting its approval, consent, permission and/or sanction and which may be agreed to by the Board of Directors.

The Preferential Shares shall be subject to the Memorandum & Articles of Association of the Company and the terms of issue. The Preferential Shares shall rank pari passu with the existing shares of the Company in all respects.

The Company will be applying to NSE for In-Principal approval for listing of the proposed Preferential Allotment. Disclosures required pursuant to Chapter XIII of the SEBI (DIP) Guidelines :

- (a) Object of the issue through Preferential Offer  
Redemption of loan to increase the net worth of the Company.
- (b) Intention of the Promoters, Directors and Key Management persons to subscribe to the offer.  
The offer is to be made to Mrs. Renu Kuthari, Director and Promoter of the Company and none of the other Promoters, Directors and Key Management persons will subscribe to the offer and acquire further shares in the Company on a Preferential Basis pursuant to the resolution.
- (c) Shareholding Pattern of the Company before and after the offer (assuming up to 67,00,000 Preferential Shares are issued and allotted by the Board) :

**SHAREHOLDING PATTERN OF THE COMPANY  
BEFORE AND AFTER THE PREFERENTIAL ALLOTMENT**

Category	Pre-Allotment		Post-Allotment	
	No. of Equity Shares*	% age holding	No. of Equity Shares	% age holding
<b>A. Share holding of Promoter &amp; Promoter group</b>				
1. Promoters	38865483	27.50	45565483	30.79
2. Persons acting in concert	----	----	----	----
Sub-Total	38865483	27.50	45565483	30.79
<b>B. Public Shareholding</b>				
3. Institutions				
a. Mutual Funds	49000	0.03	49000	0.03
b. Banks, financial Institutions, Insurance Companies (Central/State Govt. Institutions/ Non-Govt. Institution	699000	0.50	699000	0.47
c. FIs	713900	0.51	713900	0.48
Sub Total	1461900	1.04	1461900	0.98
4. Non-Institutions				
a. Bodies Corporate	12291641	8.70	12291641	8.30
b. Individual Holding	88424298	62.57	88424298	59.74
c. NRIs/OCBs	266278	0.19	266278	0.18
Sub-Total	100982217	71.46	100982217	68.23
Grand Total	141309600	100.00	148009600	100.00

\* Shareholding as on 30th August, 2008.

**(d) Proposed time within which the allotment will be completed :**

As required under the SEBI Preferential Issues Guidelines, the allotment of the Preferential Shares is proposed to be made within 15 days of the date of passing of the above resolution or within 15 days of receipt of all requisite regulatory approvals, whichever is later.

**(e) The identity of the proposed allottee and the percentage of the post preferential issue capital that may be held by the said allotment.**

Identity of proposed allottee	Number of Subscription Shares to be allotted	Percentage of post issue equity capital (%)	Total percentage of holding after the Issue of equity capital (%)
Mrs. Renu Kuthari	67,00,000	4.74%	4.84%

In accordance with the SEBI Preferential Issues Guidelines the Preferential Shares to be allotted to Mrs. Renu Kuthari shall be subject to a lock in of Three years from the date of their allotment by the Board.

The Statutory Auditors of the Company, M/s A.K.S. & Associates, have certified that issue of Preferential Shares is being made in accordance with the requirements of SEBI Preferential Issues Guidelines. A copy of the certificate will be available for inspection by Members at the Meeting.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members. The Board of Directors therefore commends the Resolution for approval.

Mrs. Renu Kuthari is interested in the resolution to the extent of the number of shares that would be allotted to him. Mr. Ranjan Kuthari and Mr. Rohit Kuthari being related to Mrs. Renu Kuthari may also be deemed interested or concerned in the above resolution.

**Information required to be furnished under the listing agreement about the particulars of Directors who are proposed to be appointed / re-appointed at 16th AGM.**

**Item No. 2 of the Notice**

Name : Mr. N. C. Banerjee, Qualification : Chartered Accountant, Expertise : Tax Consultant.  
Other Directorships / Committee Memberships : Nil.

**Item No. 3 of the Notice**

Name : Mr. Tapan Majumdar, Qualification : Graduate. Expertise : 30 years of experience in Insurance & other Financial services. Other Directorships / Committee Memberships : Nil.

**Item No. 5 of the Notice**

Name : Mr. Amit Kumar Jain, Qualification : Graduate, Expertise : 15 years experience in the field of printing & packaging and is presently heading an Advertising Agency.

**Registered Office:**

1A, Vidyasagar Street, Kolkata 700 009.  
23rd August, 2008.

By Order of the Board  
for **ANTARCTICA LIMITED**  
RANJAN KUTHARI (CMD)

## DIRECTORS' REPORT

### DEAR MEMBERS,

Your Directors are pleased to present the Annual Report and Audited Accounts of the Company for the financial year ended 31st March, 2008.

### FINANCIAL PERFORMANCE

	(Rs in Lacs) year ended 31.3.2008	(Rs in Lacs) year ended 31.3.2007
Gross Sale	419.74	423.97
Other Income	129.73	854.80
Operating Profit	152.66	363.03
Less : Interest	34.26	39.77
Gross Profit	118.40	323.26
Less : Depreciation	79.17	92.61
Profit/(Loss) Before Tax	39.23	230.65
Less : Taxation	0.00	0.00
Profit/(Loss) After Tax	39.23	230.65

### DIVIDEND

Your Directors do not recommend any dividend for the year.

### DIRECTORS

Mr. Swapan Mukherjee resigned from the Directorship of the Company with effect from 31 January 2008. Your Directors place on record the valuable services rendered by him during his tenure as a Director of the Company.  
Mr. Amit Kumar Jain was appointed as an Additional Director on 31 January 2008. Mr. Jain holds his office upto the date of the ensuing Annual General Meeting. The Company has received a Notice in writing along with the requisite deposit from a Member in terms of Section 257 of the Companies Act, 1956, signifying his intention to propose the appointment of Mr. Amit Kumar Jain as Director of the Company, at the forthcoming Annual General Meeting.  
Mr. N.C. Banerjee and Mr. Tapan Majumdar, Directors of the Company, retire by rotation at the ensuing Annual General Meeting and, being eligible, offer themselves for re-appointment.

### DIRECTORS' RESPONSIBILITY STATEMENT

Statement under Sub-Section (2AA) of Section 217 of the Act.

In the preparation of the Annual Accounts :

- i) the applicable accounting standards have been followed and wherever required, proper explanations relating to material departures have been given,
- ii) the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period,
- iii) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities,
- iv) the accounts have been prepared on a going concern basis.

### CORPORATE GOVERNANCE

The Company has proper system of Corporate Governance. A separate report on Corporate Governance is enclosed as part of this Annual Report of the Company. A Certificate from the auditors confirming compliance of Corporate Governance as stipulated under Clause 49 of the Listing Agreement is annexed to the report.

### CONSERVATION OF ENERGY, TECHNICAL ABSORPTION AND RESEARCH & DEVELOPMENT

As required under Section 217 (1) (e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules 1988, information regarding Conservation of Energy, Technology Absorption and Research & Development is not applicable to the Company.

### ENVIRONMENT, SAFETY AND QUALITY CONTROL

Your Company does not produce any hazardous effluent or pollutions. Your Company has high priority highest safety standards in operations at all levels. It has a zero accidents record during the year. The Company has complied with Quality System Audit for ISO 9002 and has obtained the certification from KMAQA of Korea.

### FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars as required under section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules 1988 are given as Annexure and form a part of this report.

### INDUSTRIAL RELATIONS

The Company is maintaining cordial relation with staff and workers. The Company has maintained high standard of quality and work practices throughout the year.

### PARTICULARS OF EMPLOYEES

The Company has no employee in respect of whom information as required under section 217 (2A) of the Companies Act, 1956 read with Companies (Particulars Of Employees) Rules 1975 is required to be annexed.

### AUDITORS & AUDITORS' REPORT

M/s A. K.S. & Associates, Chartered Accountants statutory auditors of the Company hold office until conclusion of the forthcoming Annual General Meeting and are eligible for reappointment.

The Company has received a certificate from them to the effect that their reappointment, if made, would be within the limits prescribed under Section 224(B) of the Companies Act, 1956.

The Auditors' Report read with the Notes on Accounts are self-explanatory and therefore, do not call for any further comments.

### ACKNOWLEDGEMENT

Your Directors express their sincere thanks and place on record their deep appreciation of the valuable patronage extended by the shareholders, valued customers, financial institutions, bankers, Government authorities and the investors for their continued support and confidence in the Company. Your Directors also thank the employees for their support and for the confidence reposed in the future of this Company.

Date : 23rd August, 2008  
Place : Kolkata

**For & On Behalf of the Board of Directors**  
**Ranjan Kuthari**  
**Chairman & Managing Director**

### ANNEXURE TO THE DIRECTORS' REPORT

**Foreign Exchange Earnings and Outgo** - Information under section 217(1)(e) of the Companies Act read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules 1988, is given in the Notes to Account.

## CORPORATE INFORMATION

### BOARD OF DIRECTORS

Ranjan Kuthari	-	Chairman cum Managing Director
Rohit Kuthari	-	Executive Director
Rajat Kothari	-	Executive Director
Renu Kuthari	-	Director
N. C. Banerjee	-	Director
Amit Kumar Jain	-	Director
Tapan Majumdar	-	Director
Tushar Ash	-	Director

### COMMITTEES OF BOARD

#### Audit Committee

N. C. Banerjee	-	Chairman
Tushar Ash	-	Member
Tapan Majumdar	-	Member

#### Remuneration Committee

Tushar Ash	-	Chairman
N.C. Banerjee	-	Member
Tapan Majumdar	-	Member

#### Shareholders / Investors Grievance Committee & Share Transfer Committee

Tushar Ash	-	Chairman
Rajat Kothari	-	Member

### REPORT ON CORPORATE GOVERNANCE

The Directors present the Company's Report on Corporate Governance.

#### 1. Company's Philosophy on Corporate Governance

Corporate Governance refers to a combination of regulations, procedures and voluntary practices that enable companies to maximise shareholders' value by attaining financial and human capital utilisation.

The business objective of the company is to manufacture and create value added services in such a way that they can be sustained over the long term for the benefit of consumers, shareholders, employees, business associates and the national economy.

As a responsible corporate citizen, it is the earnest endeavour of the Company to improve its focus on Corporate Governance by increasing accountability and transparency to its shareholders, bankers and customers.

#### 2. Board of Directors

##### A) Composition

The Company has an Executive Chairman & Managing Director and 50% of the total number of Directors are Independent as well as Non-Executive Directors who bring independent judgement in the Board's deliberation and decisions.

Board Meeting held during the year :

During the Financial year ended 31st March, 2008 6 Board Meeting were held on 30th April 2007, 31st July 2007, 18th August 2007, 11th October 2007, 30th October 2007, 31st January 2008.

Composition and Category of Directors and related information is given as under :

None of the Directors on the Board is a member on more than 10 committees nor Chairman of more than 5 committees (as per Clause 49(i) across all the companies in which he is a Director. All the Directors have make requisite disclosures regarding committee positions occupied by them in other Companies.

Name	Relationship of Directors Inter-Se (With M.D)	Category	Designation	No. of Board Meetings attended	No. of Other Directorship held	No. of Membership of other Companies Statutory Committees	Attendance at last AGM
Ranjan Kuthari	-	Promoter & Executive Director	Chairman & Managing Director	6	Nil	Nil	Yes
Rohit Kuthari	Son	Promoter & Executive Director	Executive Director	6	Nil	Nil	Nil
Renu Kuthari (Mrs)	Wife	Promoter & Director	Director	6	Nil	Nil	Yes
Rajat Kothari	Not-related	Executive Director	Executive Director	6	Nil	Nil	Yes
N C Banerjee	Not-related	Independent & Non-Executive Director	Director	5	Nil	Nil	Yes
Tapan Majumdar	Not-related	Independent & Non-Executive Director	Director	5	Nil	Nil	Yes
Tushar Ash	Not-related	Independent & Non-Executive Director	Director	5	Nil	Nil	Yes
Amit Kumar Jain *	Not-related	Independent & Non-Executive Director	Director	1	Nil	Nil	Nil

\* Appointed/inducted on the Board during the year.

E) Information about directors proposed to be appointed/re-appointed as required under clause 49VI (A) of the Listing Agreements with the Stock Exchanges is furnished under the Explanatory Statement to the Notice of the A.G.M.

### 3. Audit Committee

#### A) Terms of Reference

The Audit Committee acts as a link between the management, the statutory and internal auditors and the Board of Directors. The Committee provides the Board with additional assurance as to the adequacy of the Company's internal control systems and financial disclosures. The broad terms of reference of the Audit Committee are to review with the Management and/or Internal Auditors and/or Statutory Auditors in the following areas :

- i) Overview of Company's financial reporting process and financial information disclosures;
- ii) Review with Management, the annual financial statement before submission to the Board;
- iii) Review with Management, external and internal Audit Reports, the adequacy of internal control systems;
- iv) Review the adequacy and effectiveness of accounting and financial controls of the Company, compliance with the Company's policies and applicable laws and regulations;
- v) Recommending the appointment and removal of external Auditors, fixation of Audit Terms.

The Audit Committee may also review such matters as considered appropriate by it or referred to it by the Board.

#### B) Composition, name of members and Chairperson

The Audit Committee of the Company comprises three members, all of whom are "Independent" Non Executive Directors. The names of the members of the Audit Committee, including its Chairman, are provided elsewhere in this Annual Report under the heading "Corporate Information".

#### C) Meetings and Attendance during the year

During the financial year ended 31st March, 2008, four meetings were held on 30th April 2007, 31st July, 18th August 2007, 30th October 2007 and 31st January 2008 and the attendance were as under :

Name of Directors	Meetings Attended
N.C.Banerjee	5
Tushar Ash	5
Tapan Majumdar	5

### 4. Remuneration Committee

The Committee comprises three non-executive directors, all of whom are independent directors. The names of the Members of the Committee, including its Chairman, are provided elsewhere in this Annual Report under the heading "Corporate Information".

Remuneration paid/payable to the Directors for the financial year ended 31st March, 2008:

Name of Director	Sitting Fees	Salary	Commission	Perquisites	Total (In Rs)
Ranjan Kuthari	NIL	6,00,000	NIL	NIL	6,00,000
Rohit Kuthari	NIL	1,87,000	NIL	NIL	1,87,000
Rajat Kothari	NIL	1,03,093	NIL	NIL	1,03,093
Renu Kuthari	NIL	NIL	NIL	NIL	NIL
N. C. Banerjee	NIL	NIL	NIL	NIL	NIL
Swapan Mukherjee	NIL	NIL	NIL	NIL	NIL
Tapan Majumdar	NIL	NIL	NIL	NIL	NIL
Tushar Ash	NIL	NIL	NIL	NIL	NIL

All remuneration paid/payable are within the ceiling prescribed under the provisions of the Companies Act, 1956.

- Except the Managing Director, all the members of the Board are liable to retire by rotation. The appointment of the Executive Directors is governed by the resolutions passed by the Board and the members, which cover the terms and conditions of such appointment read with the service rules of the Company.

- The Company does not currently have a stock option plan or performance linked incentives for its Directors

- No Severance Fee is payable

### 5. Shareholders'/Investors' Grievance Committee & Share Transfer Committee

#### A) Composition

The Shareholders'/Investors' Grievance Committee comprises two Directors. The Chairman is a Non-Executive Director. The names of the Members of the Committee, including its Chairman, are provided elsewhere in this Annual Report under the heading "Corporate Information". Mr. Subhas Ganguly, Secretarial Officer, has been designated as the "Compliance Officer".

#### B) Status of Transfers

1,11,600 shares were received and were processed for transfer during the year ended 31st March 2008.

There were no pending share transfers as on 31.3.2008.

#### C) Complaints

During the year ended 31.3.2008, the Company received 5 nos. complaints from shareholders relating mainly to non-receipt of Annual Reports/transferred shares, etc. The Company has duly redressed all the grievances received till 31.3.2008 to the satisfaction of the members.

### 6. General Body Meetings

#### A) Particulars of last three Annual General Meetings

AGM	Year Ended	Venue	Date	Time	No. of Special Resolution Passed
15th	31.03.2007	Rammohan Library Hall, 267, Acharya Prafulla Chandra Road, Kolkata - 9	26.09.2007	11.00 am	1
14th	31.03.2006	Rammohan Library Hall, 267, Acharya Prafulla Chandra Road, Kolkata - 9	28.09.2006	11.00 am	1
13th	31.03.2005	Rammohan Library Hall, 267, Acharya Prafulla Chandra Road, Kolkata - 9	30.09.2005	11.00 am	1

No Special Resolution requiring Postal Ballot was placed before the last Annual General Meeting. No Special Resolution requiring Postal Ballot is being proposed at the ensuing Annual General Meeting.

#### B) No Extra-Ordinary General Meeting was held during the last 3 years.

### 7. Disclosure

A) The Company did not have any materially significant related transactions except writing off of bad debts, which may have potential conflict with the interest of the Company.

B) There is no transaction of a material nature with any of the related party, which was in conflict with the interest of the Company.

C) The Company has complied with the requirements of regulatory authorities on capital markets and no penalties / strictures have been imposed against it in the last three years.

**8. Means of communication**

The quarterly financial results published in the proforma prescribed under the Listing Agreements are approved and taken on record within one month of the close of the relevant quarter. The approved results are thereafter sent to the Stock Exchanges and also published within 48 hours in the media normally in one English and Bengali Newspaper.

All material information about the company is promptly sent through fax to the Stock Exchanges where the company's Shares are listed.

The Company does have a website of its own in the name and style of [www.antarctica-packaging.com](http://www.antarctica-packaging.com). The Management Discussion and Analysis Report has been annexed to the Directors' Report.

**9. General Shareholder information**

- i) AGM date, time and venue : 29.09.2008 at 11am Rammohan Library Hall, 267, Acharya Prafulla Chandra Road, Kol-700009
- ii) Financial year : 1st April 2007 to 31st March 2008
- iii) Book closure date : 23rd Sept 2008 to 29th Sept 2008 (both days inclusive.)
- iv) Tentative calendar of events for the financial year 2008-09 (April-March), is given below :  
Unaudited financial results for : First quarter - July, 2008  
Second quarter - October, 2008  
Third quarter - January, 2009  
Fourth quarter - April, 2009
- v) Dividend payment date : Since the company does not have profit, the Board of Directors have not recommended any dividend.
- vi) Listing on stock exchange : (a) National Stock Exchange of India Limited Exchange Plaza, Bandra-Kurla Complex Bandra East, Mumbai-400051.  
The Company has paid listing fees to National Stock Exchange for the year 2007-2008  
(b) The Company has received voluntry de-listing from Bombay Stock Exchange Ltd. vide their approval letter No. 20080326 dated 26-03-08  
(c) The Company has applied for de-listing from Calcutta & Delhi Stock Exchanges.
- vii) Stock Code : ANTGRAPHIC EQ--NSE
- viii) ISIN code : INE 414B 01021
- ix) Market Price data  
The details of monthly highest and lowest closing quotations of the equity shares of the Company at the National Stock Exchange during financial year 2007-08 are as under :

**Quotation at National Stock Exchange**

Month	High (Rs.)	Low (Rs.)
April, 2007	0.45	0.35
May, 2007	0.45	0.35
June, 2007	0.45	0.35
July, 2007	0.45	0.35
August, 2007	0.95	0.40
September, 2007	0.80	0.55
October, 2007	0.70	0.45
November, 2007	0.65	0.45
December, 2007	1.70	0.55
January, 2008	2.55	1.20
February, 2008	1.20	0.80
March, 2008	1.05	0.60

- ix) Registrar and Transfer Agents M/s. Maheshwari Datamatics Pvt. Ltd. 6, Mangoe Lane, Kolkata-700 001 are acting as Registrar and Share Transfer Agent of the Company.
- x) Share transfers are generally registered and returned within the stipulated period from the date of receipt, if the documents are clear in all respects. Officers of the Registrars have been authorised to approve transfers and the same are also approved by the Committee of Directors.

**xi) Distribution of shareholding**

As on : 31.03.2008

S.No	No. of shares holders	No. of shares	% of shareholding
1 to 500	1634	441866	0.3127
501 to 1000	7,775	7701752	5.4503
1001 to 2000	3,350	6456998	4.5694
2001 to 3000	1,323	3815148	2.6999
3001 to 4000	652	2536809	1.7952
4001 to 5000	2,150	10705203	7.5757
5001 to 10000	1,894	16469585	11.6550
10001 and Above	1,500	93182239	65.9419
<b>Total</b>	<b>20,278</b>	<b>14,13,09,600</b>	<b>100.0000</b>

**xii) Shareholding pattern**

**Category**

Promoters Shareholding

% of Holding

26.56

**Public Shareholdings :**

a) Institutions

1.04

b) Non-Institutions

72.40

**Total**

**100.00**

**xiii) Dematerialization of equity shares**

The Company's shares is currently traded only in dematerialized form at National Stock Exchange of India Limited. To facilitate trading in dematerialized form the Company has entered into agreements with both the depositories namely National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL). Shareholders can open account with any of the depository participants registered with any of these depositories.

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

**1. Industry Structure & Development**

Indian Packaging Industry has a very broad base with many tiny, small, medium and large sector units. Total capacity available in all the above sectors is around 3.70 Million Metric Tons, which by 2009-10 is expected to increase to 6.00 million Metric Tons.

Though there is consistent growth in demand of packaging, the scenario in Eastern India - demand is lagging behind compared to the growth in the rest of the country, reason being, no new Industry coming up and shifting of industries from this region to other parts of the country, including North Eastern states.

Positive thing about this is that it has reached the bottom as far as Eastern India is concerned and hence cannot go down further in demand. Paper, Paper Board & Packaging material scenario continues to be bright as more and more plastic materials are being discarded and hence the temporary set-back will soon be overcome and growth of the Industry expected to be normal in this region very soon.

**2. Opportunities & Threats****2.1. Opportunity**

Though the general economic situation, particularly the export segment of Tea remains depressed basically due to Russian Union countries going in for bulk rather than packed ones and then with the Iraq war, the off take of Arabian countries has also declined. Now with this being neutralized the industry is looking forward for a turnaround in near future.

**2.2. Threats**

- i) Higher domestic cost of power & fuel and a large component of domestic taxes in cost of production have made the product somewhat uncompetitive in the export as well as in the domestic market.
- ii) Some multinational export houses have preferred to import their packaging materials without payment of import duties and this is an additional threat for the industry's performance.
- iii) With the FSEZ, it has resulted in rather impossible situation of domestic sale on account of the Custom duty leviable on the domestic sale which is much higher compared to Excise Duty chargeable by DTA manufacturers. Hence even producing from indigenous raw materials, supplies to DTA area is very costly and hence the market of that segment has become non-existent.

**3. Segmentwise/productwise performance.**

The Company is a Paper-based Packaging & Publishing product manufacturer.

**4. Outlook**

The Company, in keeping along the recent trend of Consumer friendly pack, has geared themselves for producing the same in their factory. Presently, the Company is manufacturing printed packaging cartons / boxes of international standard and specification.

Under its ISO certification, the company has engaged in continuous monitoring of its manufactured quality and has setup a self-sufficient laboratory for the same. With the improvement of demand in exports, the company expects to fulfill its goal to serve the consumer industry in the best way possible.

**5. Risk and Concerns**

In order to be more competitive in the overseas market, the Tea-exporters are trying to offer more favourable price, which eventually is reflected in their buying of packaging items at a lower price. Therefore, the company as well as the industry at large is unable to pass on the hike in cost of power, fuel, labour etc. to the consumer, which adversely impacts profitability.

**6. Internal Control Systems and their adequacy**

The company has adequate internal control systems, which are reviewed by the Management and the internal auditors through quarterly audit of various areas of Company's operations to ensure that the systems are being properly complied with and transparency is maintained. The observations of the Auditors along with company's replies are placed before the Audit Committee of the Directors on regular basis for reviewing their adequacy.

**7. Financial performance with respect to operational performance.**

Because of a depressed export market, the capacity utilization as per target could not be achieved and the company was obliged to have a restricted manufacturing operation.

In line with the current trend, the company has implemented several cost control measures to offset increase in production cost. It has identified further possibility of cost reduction with some capital investment, which will be executed as soon as the marketing scenario turns better.

**8. Material developments in Human resources / Industrial Relations front, including number of people employed.**

In order to achieve full utilization of equipment potential and inculcate proper operation and maintenance practices, the company's personnel are exposed to latest ideas and concepts through various in-house as well as external training programmes of reputed Institutes within its financial limitations. Interactions amongst plant personnel on a daily basis also improve sensitivity about the plant, which helps in better identification of plant problems and their resolutions and also in identifying areas of cost reduction. The Industrial Relations remained cordial during the year under report.

The total number of permanent employees was 60 as on 31.3.2008.

Date : 23rd August, 2008

Place : Kolkata

For & On Behalf of the Board of Directors

Ranjan Kuthari

Chairman & Managing Director

**DECLARATION ON COMPLIANCE OF THE COMPANY'S CODE OF CONDUCT**

The company has framed a specific Code of Conduct for the members of the Board of Directors and the Senior Management Personnel of the company pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges to further strengthen corporate governance practices in the company.

All the members of the Board and Senior Management Personnel of the company have affirmed due observance of the said Code of Conduct in so far as it is applicable to them and there is no non-compliance thereof during the year ended 31st March, 2008.

Date : 23rd August, 2008

Place : Kolkata

For & On Behalf of the Board of Directors

Ranjan Kuthari

Chairman & Managing Director

**AUDITORS' CERTIFICATE**

To

The Members of Antarctica Limited

We have examined the compliance of conditions of corporate governance by ANTARCTICA LIMITED, for the year ended 31st March, 2008, as stipulated in clause 49 of the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the abovementioned Listing Agreement.

We state that in respect of investor grievances received during the year ended 31st March, 2008 no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Company and its Registrar and Transfer Agents and presented to the Shareholders/Investors Relation Committee.

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

23rd August, 2008

Howrah

For A.K.S. & Associates

A.K. Samanta

Chartered Accountants

## AUDITORS' REPORT TO THE SHAREHOLDERS

To  
The Members,  
ANTARCTICA LIMITED.

1. We have audited the attached Balance Sheet of M/S. ANTARCTICA LIMITED of 1A, Vidyasagar Street, Kolkata-9, as at 31st March, 2008 and the Profit & Loss Account for the year ended on that date annexed hereto, and the Cash Flow Statement for the year ended on that date, which signed under the reference to this report. 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 audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An Audit includes examining, on a test basis, evidence supporting the accounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order 2003, issued by the Central Government in terms of section 227 (4A) of the Companies Act, 1956 of India ("The Act") and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give the attached 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 in paragraph (3) 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 purpose of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of such books of the company;
  - c) The Balance Sheet and the Profit & Loss Account referred to in this report are in agreement with the books of accounts of the company;
  - d) In our opinion, the Profit & Loss Account and Balance Sheet have been prepared in compliance with the applicable Accounting Standards issued by the Institute of Chartered Accountants of India referred to in Section 211 (3C) of the Companies Act, 1956 ("The Act")
  - e) As per information furnished to us, none of the Directors of the Company is disqualified from being appointed as a Director under clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.
  - f) In our opinion and to the best of our information and according to the explanations given to us, to said Balance Sheet and Profit & Loss account together with the notes annexed thereto give in the prescribed manner, the information required by the Companies Act, 1956 and also give a true and fair view in conformity with the accounting principles generally accepted in India.
  - g) In so far as it relates to the Balance Sheet, of the state of affairs of the Company as at 31st March, 2008.
  - h) In so far as it relates to the Profit & Loss Account, of the Profit of the Company for the year ended on that date.

A N D

- iii) In the case of the Cash Flow Statement, of the Cash Flows for the year ended on that date.

**Annexure to the Auditor's Report**

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

- 1) The company has maintained proper records showing full particulars including quantitative details and situations of Fixed Assets. The Assets are physically verified by the management in a phased manner. We have been informed that no material discrepancies were noticed on such physical verifications. Substantial part of the fixed assets have not been disposed of during the year, which will affect its status as going concern.
- 2) The stocks of inventory has been physically verified by the management during the year at reasonable intervals.  
In our opinion, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business. The company is maintaining proper records of inventory.  
The discrepancies noticed on physical verification of stocks as compared to book records, were not material, however the same have been properly dealt with in the books of account.
- 3) The company has neither granted nor taken any loans, secured or unsecured to/from companies, firms, or other parties covered in the register maintained under Section 301 of the Act.
- 4) In our opinion, there is adequate internal control procedures commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods. In our opinion, there is no continuing failure to correct major weaknesses in internal control.
- 5a) On the basis of our examination of the books of account, the Company has not entered into any transactions exceeding five lakh rupees in respect of any party during the financial year that need to be entered in the register pursuant to the Section 301 of the Act.
- b) In view of our comment in paragraph 5 (a) above, clause (v) (b) of Paragraph 4 of the aforesaid Order is not applicable.
- 6) The company has not accepted any deposits under provision of Section 58A and 58AA of the Act and the rules framed thereunder.
- 7) In our opinion, the Company's present internal audit system is commensurate with its size and nature of its business.
- 8) The Central Government has not prescribed the maintenance of cost records by the Company under section 209(1) (d) of the Companies Act, 1956 for its products.
- 9a) The Company is regular in depositing undisputed statutory dues including the Employees' State Insurance, Investors Education and Protection Fund, Provident Fund, Sales Tax/VAT, Excise Duty, Customs Duty, Service Tax, Cess and other statutory dues with the appropriate authorities within specified time, where it is applicable.
- 9b) Demand of Sales Tax of Rs. 6.5 lacs has been disputed by the Company and the appeal is pending in Kolkata High Court and/or DCQT, Kolkata.
- 10) The Company has accumulated losses as on 31-03-2008. The Company has not incurred cash losses in the financial year under report.
- 11) The Company has not defaulted in repayment of dues to financial institutions, or Banks or debentures holders except matters under sub-judice.
- 12) The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- 13) In our opinion, the Company is not a chit fund, nidhi or mutual benefit fund/society.
- 14) In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments.
- 15) The Company has not given any guarantee for loans taken by others form banks or financial institutions during the year.
- 16) On the basis of review of utilisation of funds pertaining to term loans on overall basis and related information as made available to us, the term loans taken by the Company were applied for the purposes for which they were obtained.
- 17) On the basis of review of utilisation of funds on overall basis, related information as made available to us and as represented to us by the management, funds raised on short term basis have not been used for long term investment and vice versa during the year.
- 18) The Company has made preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act during the year.
- 19) The Company need not create any related debenture trust deed as the company has no debentures.
- 20) The Company in the recent past has not raised any money by public issue.
- 21) During the course of our examination of the books of accounts carried out in accordance with the generally accepted auditing practices in India, we have neither come across any instance of fraud on or by the Company nor have we been informed of such case by the management.

Dated, Howrah the  
23rd August, 2008

For A.K.S. & ASSOCIATES,  
(A.K.SAMANTA)  
CHARTERED ACCOUNTANTS

**Balance Sheet as at 31st March, 2008**

	Schedule no	Year ended 31st March' 2008 (Rupees)	Year ended 31st March' 2007 (Rupees)
<b>Sources of Funds</b>			
<b>Shareholder's Funds:</b>			
Capital	1	14,13,09,600.00	13,53,09,600.00
Reserve & Surplus	2	(4,11,85,451.35)	(4,51,08,095.84)
<b>Loan Funds:</b>			
Secured Loans	3	3,57,66,958.91	5,18,77,617.24
Unsecured Loans	4	84,56,439.18	80,26,775.68
<b>Total</b>		<b>14,43,47,546.74</b>	<b>15,01,05,897.08</b>
<b>Application of Funds:</b>			
<b>Fixed Assets</b>			
Gross Block	5	24,22,49,779.28	24,11,09,981.28
Less : Depreciation		19,02,77,007.15	18,23,59,659.15
	(a)	<b>5,19,72,772.13</b>	<b>5,87,50,322.13</b>
Capital work-in-progress	(b)	NIL	NIL
Investments	(c)	NIL	NIL
<b>Current Assets, Loans &amp; Advances:</b>			
Inventories	6	1,96,19,575.00	2,23,64,417.00
Sundry Debtors	7	3,97,38,709.45	3,40,25,848.47
Cash & Bank Balances	8	77,85,461.42	82,02,530.07
Loans & Advances	9	76,58,829.71	79,09,944.15
		<b>7,48,02,575.58</b>	<b>7,25,02,739.69</b>
<b>Less:Current Liabilities &amp; Provisions:</b>			
Liabilities	10	1,05,72,886.07	84,40,819.84
<b>Net Current Assets</b>	(d)	<b>6,42,29,689.51</b>	<b>6,40,61,919.85</b>
Miscellaneous Expenditure	11	2,81,45,085.10	2,72,93,655.10
	(e)	2,81,45,085.10	2,72,93,655.10
<b>Total (a+b+c+d+e)</b>		<b>14,43,47,546.74</b>	<b>15,01,05,897.08</b>

**Notes on Accounts/Disclosures**

"20"

Schedules 1 to 11 and 20 form as integral part of this Balance Sheet.  
This is the Balance Sheet referred to in our report of even date annexed.

**For & on behalf of the Board**

As per our report of even date  
For A K S & Associates  
Chartered Accountants  
A K Samanta  
Howrah, 23rd August' 2008

Ranjan Kuthari  
Managing Director  
Rohit Kuthari  
Executive Director  
Kolkata, 23rd August' 2008

**Profit & Loss Account for the year ended 31st March' 2008**

	<b>Schedule No</b>	<b>Year ended 31st March' 2008 Rupees</b>	<b>Year ended 31st March' 2007 Rupees</b>
<b>Income</b>			
Sales	12	4,19,73,807.65	4,23,96,664.74
Other Income	13	1,29,73,613.92	8,54,80,135.00
		<u>5,49,47,421.57</u>	<u>12,78,76,799.74</u>
<b>Expenditure</b>			
Consumption of Raw Materials	14	2,27,86,812.76	4,73,10,640.43
Salaries & Wages	15	37,84,761.49	35,37,562.49
Other Manufacturing Expenses	16	61,54,688.19	53,30,028.32
Administrative Expenses	17	25,84,846.46	24,53,573.85
Selling Expenses	18	43,70,657.59	3,29,42,797.57
Interest	19	34,25,662.59	39,76,805.55
Depreciation	5	79,17,348.00	92,60,864.41
		<u>5,10,24,777.08</u>	<u>10,48,12,272.62</u>
<b>Net Profit Before Tax</b>		39,22,644.49	2,30,64,527.12
Add: Balance of Loss b/f from last year.		(4,51,08,095.84)	(6,81,72,622.96)
Balance of Loss carried to Balance Sheet		<u>(4,11,85,451.35)</u>	<u>(4,51,08,095.84)</u>

**Notes on Accounts / Disclosures** 20

Schedules 12 to 19 and 20 form as integral part of this Profit & Loss Account.

This is the Profit & Loss Account referred to in our report of even date annexed.

As per our report of even date

For A K S & Associates

Chartered Accountants

A K Samanta

Howrah, 23rd August' 2008

For & on behalf of the Board

Ranjan Kuthari

Managing Director

Rohit Kuthari

Executive Director

Kolkata, 23rd August' 2008

**Schedules Forming Part of the Balance Sheet as at 31st March' 2008**

	Year ended 31st March' 2008 (Rupees)	Year ended 31st March' 2007 (Rupees)
<b>SCHEDULE 1</b>		
<b>SHARE CAPITAL</b>		
<b>Authorised</b>		
22,00,00,000 Equity Shares of Re 1/- each	<u>22,00,00,000.00</u>	<u>22,00,00,000.00</u>
Issued, Subscribed & Paid Up :		
14,13,09,600 Equity Shares of Re 1/- each fully called & paid up (of which 80,83,500 Equity Shares @ Re 1/- each issued for consideration other than Cash, 72,75,600 Equity Shares of Re 1/- each issued as Bonus Shares, 3,29,50,000, equity shares @ Re 1/- each issued for consideration by conversion of Unsecured loan from Directors	14,13,09,600.00	13,53,09,600.00
	<u><u>14,13,09,600.00</u></u>	<u><u>13,53,09,600.00</u></u>
<b>SCHEDULE : 2</b>		
<b>RESERVE &amp; SURPLUS</b>		
Profit & Loss A/C Bal. (Dr. Bal.)	(4,51,08,095.84)	(6,81,72,622.96)
Add : Net Profit for the year	39,22,644.49	2,30,64,527.12
	<u><u>(4,11,85,451.35)</u></u>	<u><u>(4,51,08,095.84)</u></u>
<b>SCHEDULE : 3</b>		
<b>SECURED LOANS</b>		
Loans	14,18,754.37	1,39,80,771.37
Packing Credit Loan	1,24,35,936.76	1,33,37,880.52
Working Capital	1,70,641.08	16,63,713.00
Working Capital Term Loans	2,10,79,435.64	2,24,98,994.00
Car Loan	6,62,191.06	3,96,258.35
	<u><u>3,57,66,958.91</u></u>	<u><u>5,18,77,617.24</u></u>
<b>SCHEDULE : 4</b>		
<b>UNSECURED LOANS</b>		
From Directors & Shareholders	84,56,439.18	80,26,775.68
	<u><u>84,56,439.18</u></u>	<u><u>80,26,775.68</u></u>

**SCHEDULE 5**

**FIXED ASSETS**

PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	Cost As on	Addition	Total As on	As on	Provided For the	Total As on	W.D.V. As on	W.D.V. As on
	01.04.2007	(Deletion)	31.3.2008	01.04.2007	Year	31.3.2008	31.03.2008	31.3.2007
<b>1. BUILDING</b>								
A) DTA Unit	49,26,743.63	—	49,26,743.63	30,88,390.48	91,918.00 5%	31,80,308.48	17,46,435.15	18,38,353.15
B) FSEZ	1,44,13,008.99	—	1,44,13,008.99	94,19,408.81	4,99,360.00 10%	99,18,768.81	44,94,240.18	49,93,600.19
<b>2. PLANT &amp; MACHINERY</b>								
A) DTA Unit	3,11,05,301.04	—	3,11,05,301.04	2,96,52,481.42	2,02,087.00 13.91%	2,98,54,568.42	12,50,732.62	14,52,819.62
B) FSEZ	17,63,09,259.83	1,10,000.00	17,64,19,259.83	1,27,96,020.97	67,33,002.00 13.91%	13,46,93,222.97	4,17,26,036.86	4,83,49,038.86
<b>3. ELECTRICAL INSTALLATION</b>								
A) DTA unit	45,451.86	—	45,451.86	44,604.09	118.00 13.91%	44,722.09	729.77	847.77
B) FSEZ	14,60,211.02	—	14,60,211.02	12,14,606.30	34,164.00 13.91%	12,48,770.30	2,11,440.72	2,45,604.72
<b>4. AIR CONDITIONER</b>								
A) DTA Unit	3,60,091.80	—	3,60,091.80	2,93,344.28	9,285.00 13.91%	3,02,629.28	57,462.52	66,747.52
B) FSEZ	2,62,250.00	40,300.00	3,02,550.00	1,70,427.49	15,576.00 13.91%	1,86,003.49	1,16,546.51	91,822.51
<b>5. FURNITURE &amp; FIXTURES</b>								
A) DTA Unit	2,41,932.11	—	2,41,932.11	2,22,278.12	3,557.00 18.10%	2,25,835.12	16,096.99	19,653.99
B) FSEZ	5,200.00	—	5,200.00	4,515.71	124.00 18.10%	4,639.71	560.29	684.29
<b>6. MOTOR VEHICLE</b>								
A) DTA Unit	9,06,353.55	—	9,06,353.55	8,86,309.60	5,189.00 25.89%	8,91,498.60	14,854.95	20,043.95
B) FSEZ	63,60,833.76	12,94,443.00 (3,04,945.00)	73,50,331.76	51,79,359.65	2,54,861.00 25.89%	54,34,220.65	19,16,111.11	11,81,474.11
<b>7. COMPUTERS</b>								
A) DTA Unit	37,09,117.00	—	37,09,117.00	33,97,769.64	43,308.00 13.91%	34,41,077.64	2,68,039.36	3,11,347.36
<b>8. OFFICE EQUIPMENTS</b>								
A) DTA Unit	9,73,726.69	—	9,73,726.69	8,00,741.61	24,062.00 13.91%	8,24,803.61	1,48,923.08	1,72,985.08
B) FSEZ	30,500.00	—	30,500.00	25,200.99	737.00 13.91%	25,937.99	4,562.01	5,299.01
<b>Total for the Year</b>	<b>24,11,09,981.28</b>	<b>11,39,798.00</b>	<b>24,22,49,779.28</b>	<b>18,23,59,659.15</b>	<b>79,17,348.00</b>	<b>19,02,77,007.15</b>	<b>5,19,72772.13</b>	<b>5,87,50,322.13</b>
<b>Total for the P.Y.</b>	<b>24,10,32,381.05</b>	<b>77,600.23</b>	<b>24,11,09,981.28</b>	<b>17,30,98,794.74</b>	<b>92,60,864.41</b>	<b>18,23,59,659.15</b>	<b>58,750,322.13</b>	<b>6,79,33,586.31</b>

Note : Out of the above gross value of Plant & Machinery of FSEZ, an amount of Rs. 8.06,24,599/- is under damaged condition.

	<b>Year ended 31st March 2008 (Rupees)</b>	<b>Year ended 31st March 2007 (Rupees)</b>
<b>SCHEDULE 6</b>		
<b>INVENTORIES</b>		
Work In Progress	11,50,144.00	15,39,438.00
Finished Goods	6,58,023.00	28,13,361.00
Consumables	5,89,039.00	5,88,058.00
Chemicals	3,48,205.00	9,36,088.00
Film	4,42,012.00	7,48,203.00
Paper	1,60,53,028.00	1,47,38,059.00
Plate	1,67,017.00	1,04,305.00
Ink	2,12,107.00	8,96,905.00
	<u>1,96,19,575.00</u>	<u>2,23,64,417.00</u>
<b>SCHEDULE 7</b>		
<b>SUNDRY DEBTORS</b>		
(Unsecured but considered good)		
Debts outstanding for more than six months	3,17,37,063.95	2,44,64,840.60
Others Debts	80,01,645.50	95,61,007.87
	<u>3,97,38,709.45</u>	<u>3,40,25,848.47</u>
<b>SCHEDULE 8</b>		
<b>CASH &amp; BANK BALANCES</b>		
Cash in Hand (As Certified)	2,32,069.70	2,43,544.94
<b>Balances with Scheduled Banks:</b>		
In Current A/C	1,97,521.74	6,03,115.15
In Deposit A/C	62,82,854.98	62,84,854.98
In Refund A/C	10,71,015.00	10,71,015.00
	<u>77,85,461.42</u>	<u>82,02,530.07</u>
<b>SCHEDULE 9</b>		
<b>LOANS &amp; ADVANCES</b>		
Advance C.S.T	75,057.00	75,057.00
Bonus (Advance)	54,973.00	49,670.00
Advance with Public Bodies	11,83,239.00	10,12,500.00
Other Advances	7,09,188.00	4,68,038.00
Tax deducted at source	2,87,901.71	2,94,100.15
Security Deposit (CESC)	65,492.00	65,492.00
Security Deposit (Chandra Auto Service)	39,000.00	39,000.00
Margin Money with U.Co Bank	38,39,727.00	45,01,835.00
Realisable duty of Central Excise	14,04,252.00	14,04,252.00
	<u>76,58,829.71</u>	<u>79,09,944.15</u>
<b>SCHEDULE 10</b>		
<b>CURRENT LIABILITIES &amp; PROVISIONS :</b>		
Sundry Creditors		
For Goods	55,19,990.41	45,23,138.84
For Expenses	47,40,234.20	37,27,681.00
For Others	1,90,000.00	1,90,000.00
Dr. Balance with SBI (IFBR) CA/1/25	1,22,661.46	---
	<u>1,05,72,886.07</u>	<u>84,40,819.84</u>
<b>SCHEDULE 11</b>		
<b>MISCELLANEOUS EXPENDITURE</b>		
(To the extent not written off or adjusted)		
Preliminary Expenses	5,760.00	5,760.00
Deferred revenue expenditure	2,81,39,325.10	2,72,87,895.10
	<u>2,81,45,085.10</u>	<u>2,72,93,655.10</u>

As per our report of even date  
For A K S & Associates  
Chartered Accountants  
A K Samanta  
Howrah, 23rd August' 2008

For & on behalf of the Board  
Ranjan Kuthari                      Rohit Kuthari  
Managing Director                      Executive Director  
Kolkata, 23rd August' 2008

**Schedule Forming Part of the  
Profit & Loss A/c for the year ended 31st March, 2008**

	<b>Year ended 31st March 2008 (Rupees )</b>	<b>Year ended 31st March 2007 (Rupees)</b>
<b>SCHEDULE 12</b>		
<b>SALES</b>		
Domestic	90,55,101.37	1,39,90,343.33
Exports	3,29,18,706.28	2,84,06,321.41
	<u><b>4,19,73,807.65</b></u>	<u><b>4,23,96,664.74</b></u>
<b>SCHEDULE 13</b>		
<b>OTHER INCOME</b>		
Discount Received	738.42	1,18,684.86
Interest on Sales Tax	---	2,868.00
Interest on Loan from Employees	843.00	539.00
Exchange Fluctuation	---	69,317.00
Prior Period Adjustment	4,10,015.50	69,681.00
Loans Written Back	1,25,62,017.00	8,52,19,045.14
	<u><b>1,29,73,613.92</b></u>	<u><b>8,54,80,135.00</b></u>
<b>GROSS INCOME (12 + 13)</b>	<b>5,49,47,421.57</b>	<b>12,78,76,799.74</b>
<b>SCHEDULE 14</b>		
<b>Consumption of Raw- Materials, W.I.P &amp; Finished Goods</b>		
<b>A) STOCK AT COMMENCEMENT :</b>		
Chemical	9,36,088.00	9,42,073.00
Film	7,48,203.00	9,03,157.00
Ink	8,96,905.00	28,73,277.00
Consumables	5,88,058.00	5,09,102.00
Paper	1,47,38,059.00	2,74,29,010.00
Plate	1,04,305.00	2,60,212.00
W.I.P	15,39,438.00	67,76,107.00
Finished Goods	28,13,361.00	55,82,215.00
	<u><b>2,23,64,417.00</b></u>	<u><b>4,52,75,153.00</b></u>
<b>B. PURCHASES</b>		
Chemicals	35,936.82	2,20,156.50
Film	24,74,095.61	22,76,436.83
Consumables	23,75,603.88	17,08,089.10
Ink	8,18,772.70	10,84,922.57
Paper	1,37,65,187.04	1,84,85,218.43
Plate	5,72,374.71	6,25,081.00
	<u><b>2,00,41,970.76</b></u>	<u><b>2,43,99,904.43</b></u>
<b>C. CLOSING STOCK</b>		
Chemicals	3,48,205.00	9,36,088.00
Film	4,42,012.00	7,48,203.00
Ink	2,12,107.00	8,96,905.00
Consumables	5,89,039.00	5,88,058.00
Paper	1,60,53,028.00	1,47,38,059.00
Plate	1,67,017.00	1,04,305.00
Work In Progress	11,50,144.00	15,39,438.00
Finished Goods	6,58,023.00	28,13,361.00
	<u><b>1,96,19,575.00</b></u>	<u><b>2,23,64,417.00</b></u>
<b>TOTAL (A+B-C)</b>	<u><b>2,27,86,812.76</b></u>	<u><b>4,73,10,640.43</b></u>
<b>SCHEDULE 15</b>		
<b>SALARIES &amp; WAGES</b>		
Bonus & Ex-Gratia	2,78,722.00	2,53,945.00
Director's Remuneration	8,84,601.80	8,60,600.75
Gratuity	10,197.00	---
Mediclaim for Director/Chief Executive	5,491.00	5,485.00
Provident Fund & ESF	4,18,866.92	3,65,410.90
Salaries & Wages	21,86,882.77	20,52,120.84
	<u><b>37,84,761.49</b></u>	<u><b>35,37,562.49</b></u>

	<b>Year ended 31st March 2008 (Rupees )</b>	<b>Year ended 31st March 2007 (Rupees)</b>
<b>SCHEDULE 16 : OTHER MANUFACTURING EXPENSES</b>		
Building Maintenance	21,854.00	14,035.00
Carriage Inward	24,189.00	27,141.00
Electric Charges	19,28,863.00	18,19,573.00
Factory Rent/Licence	1,800.00	1,400.00
Insurance	1,23,054.00	2,27,040.00
Other Factory Expenses	83,392.00	82,020.75
Packing Materials	1,86,376.35	2,14,184.80
Paper Cutting/Creasing/Lamination etc.	6,575.00	17,040.00
Plant & Machinery Maintenance	5,95,653.29	4,06,383.96
Processing Charges	91,388.83	14,908.96
Subcontract Job	30,91,542.72	25,06,300.85
	<b>61,54,688.19</b>	<b>53,30,028.32</b>
<b>SCHEDULE 17 : ADMINISTRATIVE EXPENSES</b>		
Processing Fees (Project )	1,40,986.00	---
Auditor's Remuneration	67,500.00	67,500.00
Bank Charges	2,55,054.00	4,06,408.00
Books & Periodicals	2,980.87	900.00
Conveyance	1,25,644.01	1,39,950.70
General Expenses	1,40,566.79	88,248.12
Service Charges to Registrar	47,424.00	71,298.00
Legal Charges	2,11,930.00	1,28,849.00
Medical Expenses	---	13,814.00
Municipal Tax	2,92,022.00	---
Membership Fees	---	20,200.00
Office Maintenance	37,636.00	30,614.80
Postage & Revenue	44,308.00	39,264.00
Printing & Stationery	23,632.00	24,578.93
Professional Fees	54,748.00	53,547.00
Profession Tax (Trade)	2,500.00	2,625.00
Rent	---	71,500.00
Retainership Fees	24,000.00	24,000.00
Sales Tax	15,092.46	38,438.18
Service Tax	1,065.00	3,083.00
Staff Fooding	1,16,845.00	1,27,950.00
Stock Exchange Fees	68,796.00	70,125.00
Subscription & Donation	21,515.00	366.00
Telephone Charges	1,31,506.30	1,53,604.00
Trade Licence	33,470.00	8,770.00
Vehicle Running & Maintenance	7,25,625.03	8,67,940.12
	<b>25,84,846.46</b>	<b>24,53,573.85</b>
<b>SCHEDULE 18 : SELLING EXPENSES</b>		
Advertisement	41,772.00	34,791.00
Bad Debts	18,33,539.83	3,06,62,427.21
Business Promotion Expenses	4,94,042.76	3,22,174.73
Commission on Sales	30,000.00	---
Delivery Charges	8,33,823.00	8,15,957.25
Discount Allowed	---	4,63,781.38
Insurance for Export	25,515.00	17,488.00
Licence Fees for Export	---	1,884.00
Premium on E. C. G. C.	1,43,048.00	1,17,538.00
Seminar Expenses	2,000.00	4,900.00
Exchange Fluctuation	1,12,759.00	---
Excise Duty on D. T. A Sales	8,54,158.00	5,01,856.00
	<b>43,70,657.59</b>	<b>3,29,42,797.57</b>
<b>SCHEDULE 19 : INTEREST</b>		
On Bill Discounting	63,280.00	2,15,746.00
On Car Loan	26,023.71	41,824.55
On Interest on Cash Credit	---	2,41,616.00
On Overdue Payment	8,978.00	---
On Packing Credit	10,67,258.00	10,65,891.00
On Working Capital Term Loan	22,60,122.88	24,11,728.00
	<b>34,25,662.59</b>	<b>39,76,805.55</b>

As per our report of even date  
**For A K S & Associates**  
Chartered Accountants  
**A K Samanta**  
Howrah, 23rd August' 2008

**For & on behalf of the Board**  
**Ranjan Kuthari**                      **Rohit Kuthari**  
Managing Director                      Executive Director  
Kolkata, 23rd August' 2008

**SCHEDULE 20  
NOTES ON ACCOUNTS**

**1. Significant Accounting Policies (AS-1)**

**a. Fixed Assets & Depreciation**

- (i) Fixed Assets are stated at cost of acquisition or construction less Depreciation. All costs, attributable to bring the Fixed Assets to working condition are capitalised.
- (ii) Depreciation on all Fixed Assets is provided at Written Down Value Method at the rate specified in Schedule XIV of the Companies Act, 1956 including damaged Plant & Machinery.

**b. Inventories**

- (i) Raw Materials, Components, Stores and Consumables are valued at weighted average cost.
- (ii) Finished Goods & Work-In-Progress are valued at weighted average cost of raw materials & the cost of conversion thereof for bringing the inventories upto the present condition or net realisable value, whichever is low.

**c. Secured Loans**

**(i) Rupee Loan**

A part of Loans including overdue interest under the head Secured Loans has been written back to the profit & loss account as per order of the L'd DRT, Kolkata dated 09.01.2007.

**(ii) Working Capital & Packing Credit**

Borrowing for Working Capital is secured by hypothecation of Stock-In-Trade, Book debts & Fixed Deposits.

**(iii) Working Capital Term Loan**

A part of the Working Capital has been converted by the Bank as W.C.T.L. payable in 29 quarterly instalments since June 2007.

**2. Cash Flow Statement (AS-3)**

The Cash flow statement for the year under audit has been set out in this report separately.

**3. Revenue Recognition**

- (i) All Income and Expenditure are accounted for on accrual basis except otherwise stated in consonance with the generally accepted accounting principles.
- (ii) The Company has no system for actuarial valuation of gratuity and not provided for accrued liabilities as on 31st March, 2007 in respect of future payment of gratuity to employees.

**4. Foreign Currency Transactions**

Foreign Currency transactions are recorded at the exchange rates prevailing on the respective date of transactions. All other foreign currency transactions are restated at the rates ruling at the period end and all exchange losses/gains arising there from are adjusted to the Profit and Loss Account.

**5. Contingent Liabilities**

Contingent Liabilities are not provided for and are disclosed by way of notes below :

- a) i) Bill of Exchange discounted Rs. 15.99 lacs (Rs. 16.63 lacs as on 31.03.2007)
- ii) Bank Guarantee outstanding Rs. 3.62 lacs (Rs. 6.25 lacs as on 31.03.2007)

**6. Additional information pursuant to the provision of paragraph 3, 4C and 4D of part II of Schedule VI of the Companies Act, 1956.**

**i) Licensed & Installed Capacity and Actual Production.**

Class of Goods	Unit	Licensed Capacity		Installed Capacity		Actual Production	
		31.03.08	31.03.07	31.03.08	31.03.07	31.03.08	31.03.07
Paper, Paper Board & Publication Materials	M.T.	5250	5250	1775	1775	713	727

**ii) Particulars in respect of Sales**

Class of Goods	Quantity (in M.T.)		Value (in Rs.) lacs	
	31.03.2008	31.03.2007	31.03.2008	31.03.2007
Paper, Paper Board & Publication Materials	652	681	419.74	423.97

**iii) Details of Finished goods**

Class of Goods	Quantity (in M.T.)		Value (in Rs.) lacs	
	31.03.2008	31.03.2007	31.03.2008	31.03.2007
Stock at commencement	52.32	103.80	28.13	55.82
Stock at closing	12.50	52.32	6.58	28.13

**iv) Details of Raw Materials consumed**

**a) STOCK AT COMMENCEMENT**

ITEMS	Unit	Quantity		Value	
		2007-2008	2006-2007	2007-2008	2006-2007
Chemicals	Ltr.	12,172.00	12,177.00	9,36,086.00	9,42,071.00
Film	Kgs.	14,503.00	14,481.00	7,48,203.00	9,03,757.00
Paper	M.T.	94.61	1,124.65	1,47,38,059.00	2,74,29,000.00
Plate	Pcs.	2,934.00	2,054.00	1,04,305.00	2,60,212.00
Ink	Kgs.	1,308.00	1,835.00	8,96,905.00	28,73,277.00
Consumables	---	---	---	5,88,056.00	5,09,711.00
Finished Goods	M.T.	52.32	103.80	28,13,367.00	55,82,000.00
Work-in-progress	M.T.	56.49	56.49	15,39,438.00	67,76,100.00
				<b>2,23,64,417.00</b>	<b>4,52,75,153.00</b>







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

## I. Registration Details

CIN No.	L22218WB1991PLC051949	State Code	21
Balance Sheet Date	31.03.2008		

## II. Capital Raised during the year (Amount in Rs. Lacs)

Public Issue	Rights Issue
NIL	NIL
Bonus Shares	Private Placement
NIL	60.00

## III. Position of Mobilisation and Deployment of Funds (Amount in Rs. Lacs)

Sources of Funds	Total Liabilities	Total Assets
	1443.48	1443.48
	Paid-up Capital	Reserve & Surplus
	1413.10	(411.85)
Application of Funds	Secured Loans	Unsecured Loans
	357.67	84.56
	Net Fixed Assets	Investments
	519.73	NIL
	Net Current Assets	Capital W.I.P
	642.30	NIL
	Accumulated Losses	Misc. Expenditure
	NIL	281.45

## IV. Performance of Company (Amount in Rs. Lacs)

Turnover (Gross Revenue)	Total Expenditure
549.47	510.24
( +/- ) Profit/Loss before Tax	( +/- ) Profit/Loss after tax
39.23	39.23
Earning per share in Rs.	Dividend rate %
0.02	NIL

## V. Generic Name of Three Principal Products/Services of Company

(as per monetary terms)

Item code No. (ITC Code)

490199.00

Product Description

Dealing in Paper Printing/Packing Boxes

As per our report of even date

For A K S &amp; Associates, Chartered Accountants

A.K. Samanta

Place : Howrah, 23rd August' 2008

For &amp; on behalf of the Board

Ranjan Kuthari  
Managing DirectorRohit Kuthari  
Executive Director

Kolkata, 23rd August' 2008

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