
IND-AGIV COMMERCE LTD.

**22nd ANNUAL REPORT
2007 - 2008**

BOARD OF DIRECTORS	:	MR. VASHDEV B. RUPANI - CHAIRMAN MR. ISHWARLAL B. RUPANI MR. S. C. OBEROI MR. KISHIN D. MULCHANDANI MS. SUSHILA B. RUPANI MR. VIJAY G. DEVNANI
REGISTERED OFFICE	:	85, V. N. PURAV MARG, SION-CHUNABHATTI ROAD, MUMBAI 400 022.
BANKERS	:	ABN AMRO BANK NV NARIMAN POINT, MUMBAI - 400 021. UNION BANK OF INDIA ZAVERI BAZAR, MUMBAI 400 003.
AUDITORS	:	M/s. RASIKLAL SHAH & ASSOCIATES CHARTERED ACCOUNTANTS MUMBAI.
REGISTRAR & SHARE TRANSFER AGENTS	:	M/S. MONDKAR COMPUTERS PVT. LTD. 21, SHAKIL NIWAS, MAHAKALI CAVES ROAD, NEAR SATYA SAIBABA TEMPLE, ANDHERI (EAST), MUMBAI 400 093.

NOTICE

NOTICE is hereby given that the Twenty Second Annual General Meeting of the members of **IND AGIV COMMERCE LTD.** will be held at the Registered office of the company at 85, V. N. Purav Marg, Sion-Chunabhatti Road, Mumbai 400022 on Saturday the 27th September, 2008 at 10.00 a.m. to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2008 and the Profit and Loss Account for the year ended on that date together with the Reports of Auditors and Directors thereon.
2. To appoint a Director in place of Mr. I. B. Rupani, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. S. C. Oberoi, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors & fix their remuneration.

Regd. Office :
85, V. N. Purav Marg,
Sion-Chunabhatti Road,
Mumbai - 400 022.

By Order of the Board

S. C. Oberoi
(Director)

Dated : 16th August, 2008

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 OF THE COMPANY.
2. PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE TIME FIXED FOR THE MEETING.
3. MEMBERS ARE REQUESTED TO NOTIFY TO THE COMPANY IMMEDIATELY ANY CHANGE IN THEIR ADDRESS.
4. THE REGISTER OF MEMBERS AND SHARE TRANSFER BOOKS WILL REMAIN CLOSED FROM SATURDAY THE 20TH SEPTEMBER, 2008 TO SATURDAY THE 27TH SEPTEMBER, 2008 (BOTH DAYS INCLUSIVE)

DIRECTORS' REPORT

TO THE MEMBERS

Ind-Agiv Commerce Limited

Your Directors hereby present their Twenty Second Annual Report and Audited Accounts for the year ended 31st March, 2008.

1. FINANCIAL HIGHLIGHTS :

Particulars	2007-08 Rs.	2006-07 Rs.
Sales	35396841	13759157
Other Income	991554	1263720
Total Income	36388394	15022877
Profit Before Taxation	3776961	1053192
Less: Provision For Taxation	1496100	360361
Net Profit For The Year	2280861	692831
Balance B/F From Last Year	3006618	2313787
Amount Carried To Balance Sheet	5287479	3006618

2. REVIEW OF OPERATIONS AND FUTURE PLANS:

During the year under review, the company has achieved the turnover of Rs. 3,53,96,841/- as against Rs. 1,37,59,157 during the previous year. The profit before tax during the year was increased to Rs. 37,76,961/- as against Rs. 10,53,192/- in the previous year. The company intends to open branches in Kolkata and Kolhapur. Barring unforeseen circumstances, the management is hopeful of achieving better results during the current year.

3. DIVIDEND :

Your Directors decided not to recommend any dividend in view of conserving the funds for the future business plans of the company.

4. DEPOSITS :

The Company has repaid existing deposits of Rs. 2,09,91,602/- during the year. Year end closing balance of deposits is Rs. 1,45,70,740/-.

5. DIRECTORS :

Mr. I. B. Rupani and Mr. S. C. Oberoi retire by rotation and being eligible offer themselves for re-appointment as Directors.

6. DIRECTORS RESPONSIBILITY STATEMENT.

Your Directors state that :

- in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- while preparing the annual accounts the policies selected are consistent and the judgments and estimates applied are reasonable and prudent so as to give a true and fair view of the state of affairs of the company for the year and of the financial results of the Company for the year ended on 31st March, 2008.
- the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities, and
- the directors have prepared the annual accounts on a going concern basis.

7. LISTING ON STOCK EXCHANGE :

Your Company's Shares are listed in Bombay Stock Exchange

The ISIN code for company's Equity shares is INE115E01010.

Annual Listing Fee for the year 2008-2009 has been paid.

8. PARTICULARS REGARDING

CONSERVATION OF ENERGY ETC :

Your Company did not carry out any significant activity during the year requiring disclosure of particulars regarding conservation of Energy and Technology absorption.

9 Foreign Exchange Earning and Outgo :-

Total Foreign Exchange earned and used

Current Year Previous Year

(i) Foreign Exchange earned	43,75,857	Nil
(ii) Foreign Exchange outgo (value of imports-goods for resale and other)	71,83,992	25,61,596
(iii) Traveling and Subscription	Nil	25,480

10. PARTICULARS OF EMPLOYEES :

The particulars of employees as required under Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of employees) Rules, 1975 as amended have not been given as there were no employees in the company drawing remuneration in excess of the limits specified by the section.

11. AUDITORS' REPORT :

As regards the remarks in the Auditors' Report, please refer to the notes on Accounts on Schedule -15 which are self explanatory.

12. AUDITORS OF THE COMPANY,

The Auditors M/s. Rasiklal Shah & Associates retire at the forthcoming Annual General Meeting and confirmed their eligibility and willingness to accept the office, if reappointed.

13. COMPLIANCE CERTIFICATE:

A Compliance Certificate from a Secretary in whole-time practice under Section 383A of the Companies Act, 1956 in respect of the Financial Year ended on 31st March, 2008 is attached hereto.

14. ACKNOWLEDGMENT :

The Directors would like to thank the Bankers and all others for their co-operation received during the year.

For and on behalf of the Board

S. C. Oberoi
Director

K. D. Mulchandani
Director

Registered Office :

85, V. N. Purav Marg,
Sion-Chunabhatti Road,
Mumbai - 400 022.

Date :- 16th August, 2008

Compliance Certificate

To,
The Members,
IND-AGIV COMMERCE LTD.
(Co. No 11-39004)
85, V.N. Purav Marg,
Sion-Chunabhati Road,
Mumbai 400 022.

We have examined the registers, records, books and papers of **Ind-Agiv Commerce Ltd.** ("the Company") as required to be maintained under the Companies Act, 1956, ("the Act") and the rules made there-under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2008. In our opinion and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, and to the best of our knowledge and belief, we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained the registers as stated in Annexure 'A' to this certificate, as per the provisions of the Act and the rules made thereunder and entries therein have been recorded.
2. The Company has not filed the forms and returns as stated in Annexure 'B' to this certificate with the Registrar of Companies Maharashtra, Mumbai under the Act and the rules made thereunder.
3. The Company being a public limited company, comments that a private limited company has minimum prescribed capital, maximum number of members, invitation to public to subscribe for shares and acceptance of deposits from persons other than its members, directors or their relatives, are not required.
4. The Board of Directors met five times respectively on 28th April, 2007, 20th July, 2007, 17th August, 2007, 30th October, 2007 and 30th January, 2008 and the proceedings were recorded and signed in the Minutes Book maintained for the purpose. The Company has not passed any board resolution by circulation.
5. The Company has closed its Register of Members from 22nd September, 2007 to 29th section 154 of the Act has been made as regards to advertisement in newspapers.
6. The Annual General Meeting for the financial year ended on 31st March, 2007 was held on 29th September, 2007 after giving due notice to the members and the resolutions passed thereat were recorded in the Minutes Book maintained for the purpose.
7. No Extra-ordinary General Meeting was held during the financial year.
8. The company has advanced loans as at 31st March, 2008 to a Director and to a proprietary Concern of a director of the company.
9. The Company has complied with the provisions of Section 297 of the Act in respect of contracts specified in that section.
10. The Company has made necessary entries in the register maintained under section 301 of the Act.
11. There were no instances falling within the purview of Section 314 of the Act.
12. The Company has not issued any duplicate share certificates during the financial year.
- 13 (i) a) The Company has not made any allotment of securities during the financial year.
b) The Company has delivered all the certificates on lodgment thereof for transfer in accordance with the provisions of the Act.
(ii) The Company has not declared any dividend during the financial year.
(iii) There was no amount lying in the Books of Account in respect of unpaid dividend, application money due for refund, matured deposits; matured debentures and the interest accrued thereon which are due for transfer to the Investor Education and Protection Fund.
(iv) The Company has complied with the requirements of Section 217 of the Act.

IND-AGIV COMMERCE LTD.

14. During the year there were no Directors appointed by the Board.
15. The Company has not appointed any Managing Director/Whole-time Director/Manager during the financial year.
16. The Company has not appointed any sole-selling agents during the financial year.
17. As per the information provided by the officer of the Company, the Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar of Companies and/or such authorities prescribed under the various provisions of the Act during the financial year.
18. The Directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The Company has not issued any shares, debentures or other securities during the financial year.
20. The Company has not bought back any shares during the financial year.
21. There were no preference shares or debentures issued during the year.
22. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The Company has accepted an unsecured loan falling within the purview of Section 58A of the Companies Act, 1956, without complying with the provisions regarding advertisement/filing of a statement in lieu of advertisement during the financial year.
24. The amount borrowed by the Company from Bank during the financial year ending 31st March, 2008 is within the borrowing limits of the company as per section 293(1)(d) of the Act.
25. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's registered office from one State to another during the year under scrutiny.
26. The Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the year under scrutiny.
27. The Company has not altered the provisions of the Memorandum with respect to name of the Company during the year under scrutiny.
28. The Company has not altered the provisions of the Memorandum with respect to share capital of the Company during the year under scrutiny.
29. The Company has not altered its Articles of Association during the financial year.
30. There was no prosecution initiated against or show cause notices received by the Company, during the financial year, for offences under the Act.
31. The Company has not received any money as security from its employees during the financial year.
32. The Company has not constituted Provident Fund for its employees and as such, the provisions of Section 418 of the Act are not applicable to the Company.

For P. S. Ramnath
(Company Secretaries)

Place: Mumbai
Dated: 16th August, 2008.

P. S. Ramnath
Proprietor
C. P. No. 4159

Annexure A

Registers as maintained by the Company

1. Register of Members u/s 150 of the Act
2. Register of Directors, Shareholdings u/s 307 of the Act.
3. Register of Directors, Managing Director, Manager and Secretary u/s 303 of the Act.
4. Register of Contract, Companies and Firms in which Directors of the Company are interested.
5. Register of Loans/Investments u/s.372A of the Act.
6. Minutes Books of the proceeding of the Board Meeting u/s 193 (1) of the Act.
7. Minutes Books of the proceedings of General Meeting u/s 193(1), 196(1) of the Act.
8. Books of Accounts u/s. 209 of the Act.

Annexure-B

Forms and Returns as filed by the Company, during the financial year ended 31st March, 2008.

➤ With The Registrar of Companies.

Sr. No.	Forms	Purpose
1.	Annual Accounts	U/s. 220 of the Companies Act, 1956 to be filed
2.	Annual Return	U/s. 159 of the Companies Act, 1956 as on 29 th September, 2007 to be filed
3.	Compliance Certificate	U/s. 383A of the Companies Act, 1956 to be filed

➤ With Regional Director.

Not Applicable

➤ With Central Government or other authorities.

Not Applicable

For **P. S. RAMNATH**
(Company Secretaries)

Place : Mumbai
Dated : 16th August, 2008.

Proprietor
C. P. No. 4159

AUDITORS' REPORT

To

The Members of

Ind-Agiv Commerce Ltd.,

We have audited the attached Balance Sheet of IND-AGIV COMMERCE LTD. as at 31st March, 2008 and also the annexed Profit and Loss Account and the Cash Flow Statement for the year ended on that date. 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.

We have conducted our audit in accordance with the auditing standards generally accepted in India. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from any material misstatement. An audit includes, examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.

- 1) As required by the Companies (Auditor's Report) Order, 2003, as amended by the Companies (Auditor's Report) (Amendment) Order, 2004, issued by the Central Government of India in terms of sub section (4A) of Section 227 of the Companies Act, 1956 of India ('the Act') and on the basis of such checks of the books and the records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said order.
- 2) Further to our comments in the Annexure referred to in paragraph 1 above, we report that:
 - a) We have obtained all the information and explanations, which, to the best of our knowledge and belief were necessary for the purpose 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 such books;
 - c) The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956;
 - e) According to the information and explanations given to us and on the basis of written representation received from the Directors of the Company and taken on record by the Board of Directors, we report that none of the Directors of the Company is, as at 31st March, 2008, prima-facie disqualified from being appointed as a Director in terms of 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, the said financial statements give the information required by the Companies Act, 1956 in the manner so required and present a true and fair view in conformity with the accounting principles generally accepted in India;
 - i) in case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2008
 - ii) in case of the Profit and Loss Account, of the Profit for the year ended on that date, and
 - iii) in the case of the Cash Flow Statement, of the Cash Flows for the year ended on that date.

**For Rasiklal Shah & Associates.
Chartered Accountants**

(M. S. Bhosale)
Partner

Membership No. 40228

Place : Mumbai
Date :- 16th August, 2008

ANNEXURE TO THE AUDITORS' REPORT

- (Statement referred to in Paragraph 1 of our Report of even date)
- (i) (a) The company has acquired fixed assets during the year and is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) As informed the fixed assets have been physically verified by the management at reasonable intervals; and no material discrepancies were noticed on such verification.
- (ii) (a) Physical verification of inventories has been conducted at reasonable interval during the year by the management;
- (b) The procedure of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of company and nature of its business;
- (c) in our opinion, the company is maintaining proper records of inventory. Discrepancies noticed on physical verification were not material and the same have been properly dealt with in the books of accounts;
- (iii) (a) The Company has taken loans from parties covered in the register maintained under section 301 of the companies Act, 1956. The maximum amounts involved during the year were Rs. 1,84,70,740/- and the year-end balances of such loans/advances were Rs. 1,45,70,740/-
- (b) The Company has given unsecured loans/advances in the nature of loans to a proprietary Concern of a director of the company listed in the register maintained under Section 301 of the Companies Act, 1956. The maximum amounts involved during the year were Rs. 1,84,39,981/- and the year-end balances of such loans/ advances were Rs. 1,81,64,981/-.
- (c) The terms and conditions for interest and repayment of such loans/advances have not been stipulated.
- (d) Repayment received from the parties from time to time to whom loans/advances were given by the company can not be treated as repayments as most of these accounts are in the nature of running Current Accounts.
- (iv) In our opinion and explanation given to us, there are 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. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal controls.
- (v) (a) According to the information and explanations given to us, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the companies Act, 1956 and exceeding the value of rupees five lacs in respect of any party during the year have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time
- (vi) The Company has accepted deposits from the public within the meaning of the Section 58A of the Companies Act, 1956 without complying with the provisions regarding advertisement/filing of a Statement in lieu of advertisement.
- (vii) The Company has no formal internal audit department as such but its control procedures ensure to a limited extent internal checking of its financial and other records, which needs to be strengthened.

ANNEXURE TO THE AUDITORS' REPORT

- (viii) We have been informed that Central Government has not prescribed maintenance of cost records under section 209 (1) (d) of the Companies Act, 1956.
- (ix) (a) The Company is generally regular in depositing undisputed statutory dues including wealth tax, custom duty, excise duty, cess and other statutory dues with the appropriate Authorities. According to the information and explanations given to us, the provisions of Employees State Insurance and Provident Fund Acts are not applicable to the Company. No amount is payable to Investor Education and Protection Fund. There were no arrears of the aforesaid dues as on the date of the Balance Sheet for a period of more than six months from the date they became payable.
- (b) According to the records of the Company, there are no pending disputes for payment of sales tax, income tax, custom duty, wealth tax, excise duty and cess.
- (x) The Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xi) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks.
- (xii) The Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and securities.
- (xiii) The requirement of this clause is not applicable, as the Company is not a Chit Fund Company.
- (xiv) The requirement of this clause is not applicable, as the Company is not dealing or trading in shares, securities, debentures and other investments.
- (xv) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xvi) On the basis of examination of records and as per the information and explanations given to us, no term loans were taken by the Company during the year.
- (xvii) According to the information and explanation given to us and on an overall examination of the Balance Sheet of the Company as at 31st March, 2008, we report that there are no funds raised on short term basis which have been used for long term investments.
- (xviii) The Company has not made any preferential allotment of shares to the parties and Companies covered in the register maintained under Section 301 of the Companies Act, 1956 during the year.
- (xix) The Company has not issued any secured debentures during the year and accordingly the provisions of clause 4(xix) of the Companies (Auditor's Report) Order, 2003 are not applicable.
- (xx) The Company has not raised any money through a public issue during the year.
- (xxi) According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

For Rasiklal Shah & Associates
Chartered Accountants

(M. S. Bhosale)
Partner

Membership No. 40228

Place : Mumbai
Date :- 16th August, 2008

BALANCE SHEET AS AT 31ST MARCH, 2008

PARTICULARS	SCHEDULE			As at	
		Rupees	Rupees	31st March, 2007 Rupees	Rupees.
I. SOURCES OF FUNDS:					
1. SHAREHOLDERS' FUNDS					
(a) Share Capital	1	10,000,000		10,000,000	
(b) Reserves & Surplus	2	<u>5,804,979</u>		<u>3,524,118</u>	
			15,804,979		13,524,118
2. SECURED LOAN					
Overdraft from Union Bank of India (against Lien on Fixed Deposit)			11,030,567		10,801,609
3. UNSECURED LOAN	3		14,570,740		11,277,221
	TOTAL		<u><u>41,406,286</u></u>		<u><u>35,602,948</u></u>
II. APPLICATION OF FUNDS					
1. FIXED ASSETS	4				
a) Gross Block		3,647,033			2,339,158
b) less : Depreciation		<u>284,865</u>			<u>198,941</u>
c) Net Block		<u>3,362,168</u>			<u>2,140,217</u>
d) Capital Work In Progress		<u>0</u>			<u>953,587</u>
			3,362,168		3,093,804
2. INVESTMENTS	5		13,480,474		12,713,791
3. CURRENT ASSETS, LOANS & ADVANCES					
Inventories			0		0
(As taken, valued & certified by the Management)					
Sundry Debtors	6	5,184,147		2,987,874	
Cash & Bank Balances	7	361,847		392,709	
Loans & Advances	8	<u>21,568,241</u>		<u>17,745,629</u>	
		<u>27,114,235</u>		<u>21,126,212</u>	
LESS:-CURRENT LIABILITIES & PROVISIONS					
Liabilities	9	483,220		413,777	
Provisions	10	<u>2,067,370</u>		<u>917,081</u>	
		<u><u>2,550,590</u></u>	<u><u>24,563,644</u></u>	<u><u>1,330,858</u></u>	<u><u>19,795,354</u></u>
	TOTAL		<u><u>41,406,286</u></u>		<u><u>35,602,948</u></u>

Notes forming part of accounts 15

Schedules 1 to 15 annexed hereto form part of the Balance Sheet and Profit and Loss Account

As per our Report of even date

For and on behalf of the Board

For M/s. Rasiklal Shah & Associates

Chartered Accountants

(S. C. Oberoi)
Director

(M. S. Bhosale)

Partner

Membership No-40228

Place:- Mumbai

Date :- 16th August, 2008(K. D. Mulchandani)
Director

IND-AGIV COMMERCE LTD.

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2008

PARTICULARS	SCHEDULE	Rupees	Year ended 31st March, 2007 Rupees.
INCOME			
Sales (Net of Returns)		35,396,841	13,759,157
Other Income	11	991,554	1,263,720
TOTAL		<u>36,388,394</u>	<u>15,022,877</u>
EXPENDITURE			
Cost of Goods Sold	12	27,069,684	12,825,337
Administrative & General Expenses	13	3,724,768	1,062,229
Finance Expenses	14	1,226,087	4,118
Bad Debts Written Off		464,970	0
Depreciation	4	85,924	78,000
TOTAL		<u>32,611,433</u>	<u>13,969,685</u>
Profit before Taxation		3,776,961	1,053,192
Less:- Provision for Taxation			
For Current		1,428,336	307,311
For Fringe Benefit		35,164	38,500
For Deferred		32,600	14,550
		<u>1,496,100</u>	<u>360,361</u>
Profit After Taxation		<u>2,280,861</u>	<u>692,831</u>
Balance brought forward from Previous Year		<u>3,006,618</u>	<u>2,313,786</u>
Amount available for Appropriation		<u>5,287,479</u>	<u>3,006,618</u>
BALANCE CARRIED TO BALANCE SHEET		<u>5,287,479</u>	<u>3,006,618</u>
Number of Equity Shares outstanding during the year		1,000,000	1,000,000
Basic earning per share (in Rs.)		2.28	0.69
Diluted earning per share (in Rs.)		2.28	0.69

Notes forming part of accounts 15

Schedules 1 to 15 annexed hereto form part of the Balance Sheet and Profit and Loss Account

As per our Report of even date

For and on behalf of the Board

For M/s. Rasiklal Shah & Associates

Chartered Accountants

(S. C. Oberoi)
Director

(M. S. Bhosale)
Partner

Membership No-40228

Place:- Mumbai

Date :- 16th August, 2008

(K. D. Mulchandani)
Director

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2008

	Rupees	Year ended 31st March, 2007 Rupees
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Net profit before Tax and Extra-ordinary Items	3,776,961	1,053,192
Adjustments for:		
Depreciation / Amortisation	85,924	78,000
Interest Income	(991,315)	(711,920)
Operating Profit before Working Capital Changes	<u>2,871,570</u>	<u>419,272</u>
Adjustments for:		
Trade & Other Receivables	(2,196,273)	(2,972,727)
Loans & Advances	(3,822,613)	(2,980,986)
Current Liabilities & Provisions	69,443	(6,651,972)
Income Tax Paid	(345,809)	(77,111)
TOTAL	<u>(3,423,682)</u>	<u>(12,263,524)</u>
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of Fixed Assets	(354,289)	(304,865)
Interest Received on FDR	991,315	711,920
Bank FDR	(766,683)	(552,165)
TOTAL	<u>(129,657)</u>	<u>(145,110)</u>
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Borrowing	3,522,477	10,196,276
TOTAL	<u>3,522,477</u>	<u>10,196,276</u>
Net Increase/(Decrease)in Cash and Cash Equivalent (A+B+C)	(30,862)	(2,212,358)
Cash and Cash Equivalent as at the beginning of the year	392,709	2,605,067
Cash and cash Equivalent as at the end of the year	<u>361,847</u>	<u>392,709</u>

As per our Report of even date

For and on behalf of the Board

For M/s. Rasiklal Shah & Associates
Chartered Accountants

(S. C. Oberoi)
Director

(M. S. Bhosale)
Partner
Membership No-40228
Place :- Mumbai
Date :- 16th August, 2008

(K. D. Mulchandani)
Director

IND-AGIV COMMERCE LTD.

SCHEDULES FORMING PART OF BALANCE SHEET AS AT 31ST MARCH, 2008

PARTICULARS	Rupees	As at 31st March, 2007 Rupees
SCHEDULE-1		
SHARE CAPITAL		
Authorised Capital		
25,00,000 Equity Share of Rs. 10/- each	25,000,000	25,000,000
50,000 Cumulative Redeemable Preference Shares of Rs. 100/- each	5,000,000	5,000,000
	<u>30,000,000</u>	<u>30,000,000</u>
Issued, Subscribed & Paid up capital		
10,00,000 Equity Shares of Rs. 10/- each fully paid	10,000,000	10,000,000
SCHEDULE-2		
RESERVES & SURPLUS		
(a) Capital Reserve		
Profit on Reissue of forfeited Shares	517,500	517,500
(b) Profit & Loss Account		
As per Annexed Profit & Loss Account	5,287,479	3,006,618
TOTAL	<u>5,804,979</u>	<u>3,524,118</u>
SCHEDULE-3		
UNSECURED LOAN		
Satya Mrig	0	1,000,000
Agiv (India) Pvt. Ltd.	13,145,740	10,277,221
Datapoint Impex Pvt. Ltd.	1,425,000	0
TOTAL	<u>14,570,740</u>	<u>11,277,221</u>

SCHEDULE - 04

SCHEDULE - 4 FORMING PART OF BALANCE SHEET AS AT 31.03.2008								
ASSETS	Gross Block (At Cost)			Depreciation			Net Block	
	As at 31.3.2007	Additions/ (Deletions)	As at 31.3.2008	Upto 31.3.2007	for the year	Upto 31.3.2008	As At 31.3.2008	As At 31.3.2007
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
LEASEHOLD LAND	1,428,114	19,730	1,447,844	52,579	19,163	71,742	1,376,102	1,375,535
FACTORY BUILDING	537,899	1,227,592	1,765,491	79,255	15,431	94,686	1,670,805	458,644
3 WHEELER VEHICLE	128,500	0	128,500	34,368	10,646	45,014	83,486	94,132
TVS SUPER 2 WHEELER	0	15,000	15,000	0	846	846	14,154	0
COMPUTER	197,516	0	197,516	30,414	27,087	57,501	140,015	167,102
PRINTER	3,796	0	3,796	376	242	618	3,178	3,420
FURNITURE & FIXTURES	32,725	0	32,725	993	5,743	6,736	25,989	31,732
OFFICE EQUIPMENT	10,608	45,554	56,162	956	6,765	7,721	48,440	9,652
Total	2,339,158	1,307,876	3,647,033	198,941	85,924	284,865	3,362,168	2,140,217
Previous Year	2,121,965	217,193	2,339,158	120,941	78,000	198,941	2,140,217	2,001,024
Capital Work In Progress							0	953,587
TOTAL							3,362,168	3,093,804

SCHEDULES FORMING PART OF BALANCE SHEET AS AT 31ST MARCH, 2008

PARTICULARS	Rupees	As at 31st March, 2007 Rupees
SCHEDULE-5		
INVESTMENT (at Cost)		
N. S. C. (Lodged with Karnataka Sales Tax Authorities)	5,000	5,000
FDR with Union Bank of India (including accrued interest)	<u>13,475,474</u>	<u>12,708,791</u>
TOTAL	<u>13,480,474</u>	<u>12,713,791</u>
SCHEDULE-6		
SUNDRY DEBTORS		
Debts Outstanding for a period exceeding		
-Six months	0	0
-Other debts (considered good)	<u>5,184,147</u>	<u>2,987,874</u>
TOTAL	<u>5,184,147</u>	<u>2,987,874</u>
SCHEDULE-7		
CASH & BANK BALANCES		
(a) Cash on hand	206,931	79,436
(b) ABN Amro Bank NV	154,916	290,774
(c) Deposit with PNB	<u>0</u>	<u>22,500</u>
TOTAL	<u>361,847</u>	<u>392,709</u>
SCHEDULE-8		
LOANS AND ADVANCES		
(a) Loans (Unsecured)		
(i) Considered doubtful	0	442,470
(ii) Considered good	<u>20,454,975</u>	<u>16,614,525</u>
[Due from a Director and concerns in which directors are interested as Director/Proprietor: Rs. 1,81,64,981/- (P. Y. Rs. 1,58,23,396/-)]		
Maximum outstanding during the year Rs. 1,84,39,981/- (Previous Year Rs. 1,58,23,396/-)		
(b) T. D. S. Receivable & Advance Tax		
Advance Tax	225,000	25,000
T.D.S. Receivable	<u>888,266</u>	<u>663,634</u>
TOTAL	<u>21,568,241</u>	<u>17,745,629</u>

IND-AGIV COMMERCE LTD.

SCHEDULE FORMING PART OF BALANCE SHEET AS AT 31ST MARCH, 2008

PARTICULARS	Rupees	As at 31st March, 2007 Rupees
SCHEDULE-9		
CURRENT LIABILITIES		
Creditors for Supplies & Expenses		
Shree Krishna Printers	1,092	4,862
R. S. Oberoi	0	101,044
Rasiklal Shah & Associates	30,236	28,317
Sukla Banerjee	15,000	0
T. Monteiro & Associates	2,000	0
Zamindar Constructions	253,000	0
Hemant J. Sanghvi	0	58,995
Electricity Charges	2,287	0
Internet Charges Payable	250	0
Postage & Telegram charges payable	6,851	0
Rent Payable	2,000	0
Salary Payable	7,325	0
Telephone Expenses Payable	15,845	0
Vehicle Expenses Payable	800	0
Water Charges Payable	787	0
TDS Payable	23,702	67,854
CST Payable	32,744	26,433
VAT Payable	88,151	125,022
Profession Tax Payable	1,150	1,250
TOTAL	483,220	413,777
 SCHEDULE-10		
PROVISIONS		
Provision for Income Tax	1,962,056	841,031
Provision for Deferred Tax Liabilities	70,150	37,550
Provision for Fringe Benefit Tax	35,164	38,500
TOTAL	2,067,370	917,081
 SCHEDULE-11		
OTHER INCOME		
Rent	0	480,000
Misc Income	239	71,800
Interest on FDR	991,315	711,920
TOTAL	991,554	1,263,720

SCHEDULE FORMING PART OF PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2008

PARTICULARS	Year ended 31st March, 2006	
	Rupees	Rupees
SCHEDULE-12		
COST OF GOODS SOLD		
Opening Stock	0	0
Add:- Purchases	27,069,684	12,825,337
	<u>27,069,684</u>	<u>12,825,337</u>
Less:- Closing Stock	0	0
TOTAL	<u>27,069,684</u>	<u>12,825,337</u>
SCHEDULE-13		
ADMINISTRATIVE & GENERAL EXPENSES		
A . G. M. Expenses	1,514	0
Advertisement	4,771	12,676
Auditor's Remuneration	37,766	30,000
Books & Periodicals	2,080	528
Brokerage	33,708	0
Conveyance & Carriage Expenses	45,396	34,451
Commission on Sales	4,320	0
Donation	0	5,001
Electricity Expenses	38,842	25,411
Entertainment	18,009	1,700
Exhibition Expenses	0	8,390
Insurance Premium	16,718	16,107
Legal & Professional fee	52,775	22,750
Maintenance Charges	13,872	0
Membership & Subscription	8,989	8,874
Miscellaneous Expenses	311,100	161,934
Office Maintenance Charges	56,959	24,446
Postage & Telegram	29,898	19,736
Printing and Stationery	122,905	89,933
Profession Tax	2,500	2,500
Property Tax	7,566	0
Rent Rates & Taxes	499,192	1,810
Repairs & Maintenance	16,615	63,970
Result Publication Exp	18,052	20,263
Security Service Charges	28,800	26,400
Share Transfer & Registrar Exp	33,708	33,672
Staff Cost	1,567,608	22,592
Telephone Expenses	156,014	113,488
Traveling Expenses	323,091	121,418
Vehicle Expenses	258,665	183,252
Water Charges	13,335	10,927
TOTAL	<u>3,724,768</u>	<u>1,062,229</u>
SCHEDULE-14		
FINANCE EXPENSES		
Bank charges	17,455	4,118
Interest on Loan	120,000	0
Interest on Overdraft	1,128,632	0
TOTAL	<u>1,266,087</u>	<u>4,118</u>

**ACCOUNTING POLICIES AND NOTES FORMING PART OF THE
BALANCE SHEET AND PROFIT AND LOSS ACCOUNT**

SCHEDULE –15

1. ACCOUNTING POLICIES.

(a) **BASIS OF PREPARATION OF ACCOUNTS:**

The accounts have been prepared to comply in all material aspects with applicable accounting principles in India, the Accounting Standards issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 1956.

(b) **FIXED ASSETS AND DEPRECIATION**

Fixed Assets are stated at original cost including incidental expenses related to acquisition and installation less accumulated depreciation.

Depreciation on fixed assets is calculated on written down value in the manner and at the rates as per schedule xiv of the Companies Act, 1956.

(c) **LEASEHOLD LAND:**

The cost of leasehold land is amortized over the un-expired period of the lease.

(d) **OTHER INCOME:**

Other incomes are accounted on accrual basis.

(e) **INVENTORIES:**

Inventories are valued at cost or net realizable value, whichever is lower.

(f) **SALES:**

Sales are recorded net of Sales Tax, Rebates and Trade Discounts.

(g) **INVESTMENTS:**

Investments are stated at cost.

(h) **PROVISION FOR CURRENT AND DEFERRED TAX**

Provision for current tax is made on the basis of taxable income for the current accounting year and in accordance with the provisions of the Income Tax Act, 1961.

Deferred tax is recognized on timing difference between book profits and taxable income for the year.

(i) **Foreign Currency Transactions:**

All foreign currency transactions have been accounted at the rate prevailing on the date of transaction. All outstanding foreign currency transactions are valued at the appropriate exchange rate at the close of financial year. The loss or gain due to fluctuations of exchange rates is charged to the Profit and Loss Account except those relating to acquisition of fixed assets which are adjusted to the cost of assets.

**ACCOUNTING POLICIES AND NOTES FORMING PART OF THE
BALANCE SHEET AND PROFIT AND LOSS ACCOUNT**

2. NOTES ON ACCOUNTS:

(a) In the opinion of the Board, Sundry Debtors, Loans and Advances have value on realisation in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet. Rs. 4,42,470/- due from some parties and Bank FDR of Punjab national bank of Rs. 22,500/- which were doubtful of recovery have been written off during the year.

(b) The Company is not liable to pay any gratuity.

(c) PAYMENT TO AUDITORS FOR :	2007-08	2006-07
	Rs.	Rs.
1) Audit Fee	28,090	25,000
2) Tax Audit	5,618	5,000
TOTAL	<u>33,708</u>	<u>30,000</u>

(d) (a) Expenditure in foreign currency on account of purchase of traded goods Rs. 71,83,992/- (Previous year Rs. 25,61,596/-)

(b) Expenditure in Foreign Currency on account of Travel Rs. Nil (Previous year-Rs. 25,480/-)

(e) Earnings in Foreign Exchange: Rs. 43,75,857 (Previous year Rs. Nil)

(f) As per the record and information available with the company, there are no dues to small scale undertakings.

**ACCOUNTING POLICIES AND NOTES FORMING PART OF THE
BALANCE SHEET AND PROFIT AND LOSS ACCOUNT**

(g) Particulars of Quantity and Value of Traded goods:

Particulars	2007-08		2006-07	
	Qty.	Value (Rs.)	Qty.	Value (Rs.)
A) Sales:				
Paints				
Cans	166466	17956472	93236	13456551
Litre	4373	332806	240	302606
Kilo	24495	1060104	0	0
		19349382		13759157
Broadcast Products				
Camera & Accessories	19	16047459	0	0
		35396841		13759157
B) Purchase:				
Paints				
Cans	166466	15742316	93236	12538113
Litre	4373	301079	240	287224
Kilo	24495	920277	0	0
		16963672		12825337
Broadcast Products				
Camera & Accessories	19	10106012	0	0
		27069684		12825337
C) Closing Stock				
Paints				
Cans	0	0	0	0
Litre	0	0	0	0
Kilo	0	0	0	0
Broadcast Products				
Camera & Accessories	0	0	0	0

(h) Related party transactions during the year as per Accounting Standard 18:**(a) Names of Related Parties & Description of Relationship**

- 1) Holding Company:- Agiv (India) Pvt. Ltd.
- 2) Subsidiary Company:- Nil
- 3) Paros Corp:- Proprietary Concern of Mr. S. C. Oberoi, Director
- 4) Mrs. Uma Oberoi:- Wife of Mr. S. C. Oberoi, Director
- 5) Datapoint Impex Pvt. Ltd.:- Mr. S.C. Oberoi, Common Director
- 6) Apamex Ltd. Japan:- Mr. V.B. Rupani; Common Director
- 7) Key Management Personnel:- Mr. S. C. Oberoi, Director

(b) Transactions with related parties

Sr. No.	Nature of Transaction / payment	Name of the Party	2007-08 Rs.	2006-07 Rs.
1.	Office rent	Mrs. Uma Oberoi	310500	207000
2.	Sale of Paints	Paros Corp	1019665	0
3.	Purchase of Paints (including Returns)	Paros Corp	15044960	12538113
4.	Advance(s) (Net)	Paros Corp.	16366881	11755480
5.	Advance(s) (Net)	S. C. Oberoi	0	15000
6.	Reimbursement of Exp from	Agiv (India) Pvt. Ltd.	0	1548327
7.	Advance(s) (Net)	Agiv (India) Pvt. Ltd.	14540121	4880000
8.	Amount due at the year end from (Including commission of Rs. 490043 on Sales on consignment basis in the p.y.)	Paros Corp	18085270	15743685
9.	Amount due at the year end from	Mr. S.C. Oberoi	79711	79711
10.	Amount due at the year end to	Agiv (India) Pvt. Ltd.	13145740	10277221
11.	Amount due at the year end to	Datapoint Impex Pvt. Ltd.	1425000	0

- (i) The Previous year's figures have been reworked, rearranged, regrouped and reclaimed wherever necessary

Signatures to Schedules 1 to 15 and Notes on Accounts

As per our report of even date

For M/s. Rasiklal Shah & Associates
Chartered Accountants

(M. S. Bhosale)
Partner
Membership No-40228
Place:- Mumbai
Date :- 16th August, 2008

For and on behalf of the Board

(S. C. Oberoi)
Director

(K. D. Mulchandani)
Director

BALANCE SHEET ABSTRACT & COMPANY'S GENERAL BUSINESS PROFILE

I. Registration Details	
Registration No.	0 3 9 0 0 4 1 1 State Code
Balance Sheet Date as at 31st March, 2008	
II. Capital raised during the year (Rupees)	
Public Issue	(Amount in thousand) Rights issue
NIL	NIL
Bonus Issue	Private Placement
NIL	NIL
III. Position of Mobilisation and Deployment of Funds	
Total Liabilities	Total Assets
4 1 4 0 6	4 1 4 0 6
Sources of Fund Paid-up Capital	Reserved and Surplus
1 0 0 0 0	5 8 0 5
Secured loans	Unsecured Loans
1 1 0 3 1	1 4 5 7 1
Application of Funds Net Fixed Assets	Investments
3 3 6 2	1 3 4 8 0
Net Current Assets	Miscellaneous Expenditure
2 4 5 6 4	NIL
Accumulated Losses	NIL
NIL	NIL
IV. Performance of Company	
Turnover (Gross Revenue)	Total Expenditure
3 6 3 8 8	3 2 6 1 1
+/- Profit / Loss Before Tax -	+/- Profit / Loss After Tax
3 7 7 7	2 2 8 1
Earning per share in Rs.	Dividend Rate %
2 . 2 8	NIL
V. Generic Names of three principle Products/Services of the Company	
Item Code No. (ITC Code) Product Description	3 2 0 8 2 0 9 0 Paints
Item Code (No. (ITC Code) Product Description	3 2 0 9 1 0 1 0 Paints

As per our report of even date
For M/s. Rasiklal Shah & Associates
 Chartered Accountants

(M. S. Bhosale)
 Partner
 Membership No-40228
 Place:- Mumbai
 Date :- 16th August, 2008

For and on behalf of the Board
(S. C. Oberoi)
 Director
(K. D. Mulchandani)
 Director

PROXY FORM
IND-AGIV COMMERCE LTD.

85, V. N. Purav Marg, Sion-Chunabhatti Road,
Mumbai - 400 022.

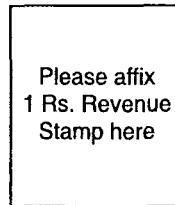
I/We _____
of _____
being a Member / Members of **IND-AGIV COMMERCE LTD.**, Mumbai hereby appoint

of _____
failing him _____
of _____ as me/our

proxy to vote for me/us and on my/our behalf, at THE TWENTY SECOND ANNUAL GENERAL MEETING of
the company

to be held at 10.00 a.m. on 27th September, 2008, and at any adjournment thereof.

Signed this _____ day of _____ 2008.



Signature(s) of Member (s)
Across the stamp

Note : The Proxy must be deposited with the registered Office of the Company not less than 48 hours before
the time fixed for the Meeting

IND-AGIV COMMERCE LTD.

85, V. N. Purav Marg, Sion-Chunabhatti Road, Mumbai - 400 022.

ATTENDANCE SLIP

Please sign this attendance slip and hand it over at the entrance of the hall to facilitate registration formalities
at the meeting place.

I hereby record and confirm my presence at the twenty second Annual General Meeting of the Company
held at 85, V. N. Purav Marg, Sion-Chunabhatti Road, Mumbai - 400 022. on 27th September, 2008.

Full Name (in Block Letter)

Signature

1) Member _____

2) Member _____

L. F. No. _____

BOOK POST

U P C

If undelivered, please return to :
IND-AGIV COMMERCE LTD.
85, V. N. Purav Marg, Sion-Chunabhatti Road,
Mumbai - 400 022. INDIA.