



**26th  
Annual Report  
2008 - 2009**

For MY FAIR LADY LIMITED

  
(S. P. CHOPRA)  
Managing Director

**MY  
FAIR  
LADY  
LIMITED**

## **BOARD OF DIRECTORS**

**Shri S. N. Chopra**

Chairman & Managing Director

**Shri Karan Chopra**

Director

**Shri S. C. Chhidder**

Wg. Commander (Retd.)

Director

**Shri N. K. Anand**

Director

## **AUDITORS**

M/s Chandiwala, Virmani & Associates

(Formerly Chandiwala Gupta & Associates)

Chartered Accountants

New Delhi

## **BANKERS**

Punjab National Bank

Bank of India

## **SHARE TRANSFER AGENTS**

Link Intime India Pvt. Ltd.

A-40, 2nd Floor,

Nariana Industrial Area, Ph-II,

Near Batra Banquet Hall,

New Delhi - 110 028

Tel. : 91-11-41410592-93-94

Fax : 91-11-41410591

E-mail : delhi@linkintime.com

For Dematerialisation of Shares

ISIN No. - INE 244CO1012

## **REGISTERED OFFICE**

6, Shahpur Jat, New Delhi - 110 049

Email : apsinghmfl@yahoo.co.in

CONTENTS	PAGE NO.
Notice	1
Directors' Report	2-4
Corporate Governance Report	5-9
Compliance certificate on Corporate Governance	10
Auditors' Report	11-13
Balance Sheet	14
Profit & Loss Account	15
Schedule & Notes to Accounts	16-22
Cash Flow Statement & Auditors Certificate	23
Balance Sheet Abstract	24

# My Fair Lady Limited

## NOTICE

Notice is hereby given that 26<sup>th</sup> Annual General Meeting of My Fair Lady Limited will be held on Tuesday, the 22<sup>nd</sup> September, 2009 at 9.00 A.M at Community Hall, Kilokiri, New Delhi - 110 014 to transact the following businesses.

As Ordinary Business:

### Item No.1

To receive, consider and adopt the Audited accounts of the Company for the year ended 31<sup>st</sup> March, 2009 together with the Reports of auditors thereon.

### Item No.2

To appoint a Director in place of Mr. S. C. Chhibber, who retires by rotation and being eligible, offers himself for re-appointment.

### Item No. 3

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

“RESOLVED THAT M/s. Chandiwala Virmani & Associates, (formerly known as M/s. Chandiwala Gupta & Associates), Chartered Accountants be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the next Annual General Meeting on such remuneration as may be fixed by the Board of Directors of the Company.”

By the Order of the Board  
For My Fair Lady Limited

Place: New Delhi  
Date : 22<sup>nd</sup> August, 2009

S. N. Chopra  
Chairman

FOR MY FAIR LADY LIMITED

S. N. CHOPRA  
Managing Director

### Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY MAY BE SEND IN THE FORM ENCLOSED AND IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY COMPLETE IN ALL RESPECT NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. The members are requested to intimate the Company immediately, any change in their registered address.
3. The Register of Members and Share transfer books of the company shall remain closed from 21<sup>st</sup> September, 2009 to 22<sup>nd</sup> September, 2009.
4. Members/ Proxies should bring the attendance slips duly filled in for attending the meeting. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
5. It will be appreciated that queries, if any, on accounts and operations of the company are sent to the corporate office of the company ten days in advance of the meeting so that the information may be made readily available.
6. Members are requested to bring their copy of the notices at the Annual General Meeting.

## DIRECTORS' REPORT

To

The Members

Your Directors have pleasure in presenting the 26<sup>th</sup> Annual Report of the Company together with Audited Accounts for the year ended 31<sup>st</sup> March, 2009.

### FINANCIAL RESULTS

Particulars	2008 - 2009	2007 - 2008
Sales, other income & prior period income	24.00	12.74
Profit/(Loss) before interest, depreciation and taxation	(13.65)	(15.40)
Depreciation	(1.74)	(1.82)
Profit/(Loss) before taxation	(15.36)	(17.22)
Provision for taxation	-	7.49
Profit/(Loss) after taxation	(15.36)	(24.71)
Add: Prior period income	-	2.60
Add: Balance b/f from previous year	(524.97)	(502.86)
Profit/(Loss) carried to Balance Sheet	(540.30)	(524.97)

### MANAGEMENT DISCUSSION & ANALYSIS AND REVIEW OF OPERATIONS AND FUTURE LAW

The Company is consolidating its resources through merger with sister concerns and in this process acquire the ownership of the My Fair Lady Brand. A post merger scheme of re-entry with its core- business of cosmetics has been prepared. In the mean time, the Company has been availing trading opportunities with Reliance Communication, cosmetic raw materials as well as equity share trading.

### DIVIDEND

Due to the losses incurred, no dividend is recommended for the financial year 2008-2009.

### MERGER

During the year under review, M/s. Fouxclu Enterprises Pvt. Ltd. & M/s. My Lady Cosmetics (India) Pvt. Ltd., the group companies were proposed to be merged with the Company.

### AUDITORS

M/s Chandiwala Virmani & Associates, (formerly known as M/s. Chandiwala Gupta & Associates) Chartered Accountants, Auditors of the Company retire at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment. The Company has received a certificate under section 224(1-B) of the Companies Act, 1956 to the effect that their re-appointment, if made, will be within the prescribed limit.

### AUDITOR'S REPORT

The Auditors in their report have referred to the notes forming parts of Accounts. The said notes are self-explanatory and need not require any further clarifications. The suggestion given by them have taken note for future operation.

### DIRECTORS

In accordance with the provisions of the Companies Act, 1956 Mr. S. C. Chhibber, Director of the Company retires by rotation, and being eligible, offers himself for re-appointment.

### FIXED DEPOSITS

During the year under review the Company has not accepted any money from the public as Fixed Deposits.

### BUY BACK OF SHARES

The Company has not made any offer to Buy Back its shares.

### PARTICULARS OF EMPLOYEES

No employee of the Company is covered under section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1980 as amended to date.

# My Fair Lady Limited

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS & OUTGO**  
Information u/s 217(1) (e) of the Companies Act, 1956 read with Companies (Disclosures of Particulars in the Report of Board of Directors) Rules, 1988 is furnished in Annexure "A" and forms part of this report.

## REPORT ON CORPORATE GOVERNANCE

As stipulated by clause 49 of the Listing Agreement, the Report on Corporate Governance is given separately in this Annual Report. The Certificate of M/s. Chandiwala, Gupta & Associates, Statutory Auditors of the Company regarding the Compliance of Clause 49 of the Listing Agreement is enclosed herewith and form part of Directors' Report.

## DIRECTORS' RESPONSIBILITY STATEMENT

In terms section 217(2AA) of the Companies Act, 1956 your directors confirms as under:

1. That the preparations of Annual Accounts, the applicable accounting standards have been followed and no materials departures have been made from the same.
2. That they have selected such accounting policies and applied them consistently, except where changes have been made and disclosed appropriately and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of state affairs of the Company at the end of profit or loss of the Company that period.
3. That they have taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of Companies Act, 1956 for the safeguarding the assets of the company and preventing and detecting fraud and other irregularities.
4. That they have prepared the Annual Accounts on a going concern basis.

## ACKNOWLEDGEMENT

The Directors acknowledge with gratitude the support given to the Company by the dealers, customers and suppliers, shareholders and investors who indeed deserve a special mention for their faith and confidence reposed by them in the Company.

By the Order of the Board  
For My Fair Lady Limited

Place: New Delhi  
Date : 22<sup>nd</sup> August, 2009

(S.C. Chhibber)  
Director

(S. N. Chopra)  
Managing Director

FOR MY FAIR LADY LIMITED  
  
(S. N. CHOPRA)  
Managing Director

**ANNEXURE "A" TO THE DIRECTORS' REPORT**

Information regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo pursuant to the Companies (Disclosure of Particulars in the report of Board of Directors) Rules, 1988 forming part of Directors' Report.

**1. CONSERVATION OF ENERGY**

Your Company is not a major consumer of power yet it recognizes the vital need to conserve energy and gives due importance to the reduction of power consumption in its manufacturing process for this purpose of power consumption in the plant as well as in the offices is monitored regularly and efforts are made to save the energy wherever possible.

Power & fuel consumption purchased:

**A) Purchased**

Particulare	Current Year	Previous Year
Unit	865	5711
Total Amount (in Rs.)	5,190.00	31,409.00
Rate/unit (Rs.)	6.00	5.50

**B) Own generation through diesel set:**

Particulare	Current Year	Previous Year
Unit	Nil	Nil
Liters per unit	Nil	Nil
Rate/unit	Nil	Nil

**1. RESEARCH & DEVELOPMENT**

The operations of the Company do not require any elaborate R & D Activities. The Company however maintains the quality of its products by constant quality control & evaluation for improvement of existing products.

**2. TECHNOLOGY ABSORPTION, ADOPTION & INNOVATION**

No technical tie up has been entered so far. The Company however keeps itself abreast of the latest technological changes.

**3. FOREIGN EXCHANGE EARNINGS & OUTGO**

Total foreign exchange earned & used

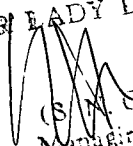
- i) Foreign exchange earned NIL
- ii) Foreign exchange used NIL

By the Order of the Board  
For My Fair Lady Limited

Place : New Delhi  
Date : 22<sup>nd</sup> August, 2009

(S. C. Chhibber)  
Director

(S.N.Chopra)  
Managing Director

**MY FAIR LADY LIMITED**  
  
(S.N. CHOPRA)  
Managing Director

# My Fair Lady Limited

## CORPORATE GOVERNANCE REPORT (Pursuant to Clause 49 of the Listing Agreement)

In compliance with the clause 49 of the Listing Agreement with the Stock Exchanges, the Company submits the report on the matters mentioned in the said clause and practice followed by the Company.

### I. Company's philosophy on Corporate Governance: -

The Company's philosophy on Corporate Governance envisages the attainment of highest level of transparency, accountability, integrity and efficiency in all fields of its operations and in all its interactions with its stakeholders including shareholders, employees, customers, Government and the banks and financial institutions.

### II. Board of Directors

#### (a) Composition of the Board:

My Fair Lady Limited Board represents an optimum combination of executive and non-executive directors and is in conformity with the provisions of the Listing Agreement on Corporate Governance. The Composition of the Board of Directors as on 31<sup>st</sup> March, 2009 is given below:

Name of Directors	Categories of Directors	No of other Directorships held	No of Board Committees of which he is a member	No. of other Board Committee(s) of which he is a Chairman
Sh. S. N. Chopra	Promoter, Executive Director & Chairman of the Board	2	-	-
Sh. S. C. Chhibber	Independent Non-Executive Director	-	-	-
Sh. N. K. Anand	Independent Non-Executive Director	1	-	-
Sh. Karan Chopra	Promoter, Non Executive Director,	1	-	-

#### (b) Number of Board Meetings held and attended by Directors

(i) During the period under review, the Board of Directors of the Company met 9 (Nine) times. These were held on:-

1. 30<sup>th</sup> April, 2008.
2. 30<sup>th</sup> June, 2008.
3. 31<sup>st</sup> July, 2008.
4. 22<sup>nd</sup> August, 2008.
5. 31<sup>st</sup> October, 2008.
6. 31<sup>st</sup> December, 2008.
7. 5<sup>th</sup> January, 2009.
8. 31<sup>st</sup> January, 2009.
9. 5<sup>th</sup> March, 2009.
10. 21<sup>st</sup> March, 2009.

(ii) The attendance record of each Directors at the Board Meetings during the period ended on 31<sup>st</sup> March, 2009 and of last Annual General Meeting is as under: -

S. No.	Name of Directors	Total No. of Meeting held	No. of board meeting attended	Attendance at the last AGM
1.	Sh. S. N. Chopra	10	10	Yes
2.	Sh. S. C. Chhibber	10	7	Yes
3.	Sh. N. K. Anand	10	7	Yes
4.	Sh. Karan Chopra	10	10	Yes

# My Fair Lady Limited

## (III) Audit Committee

(i) During the period under review, the members of Audit Committee met 5 (Five) times. The Dates of the meetings were 28/04/2008, 28/06/2008, 25/08/2008, 23/12/2008 & 12/03/2009.

S. No.	Name of Director	Position	Category	No. of meetings	Attendance
1	Sh. N. K. Anand	Chairman	Independent Non Executive	05	05
2	Sh. S. C. Chhibber	Member	Independent Non Executive	05	05
3.	Sh. S. N. Chopra	Member	Executive Director	05	05
4.	Sh. Karan Chopra	Member	Non Executive Director	05	03

(ii) Sh. N.K. Anand having the requisite qualification as required under Clause 49 (II) of the Listing Agreement is the Chairman of the Audit Committee.

### (ii) Terms of reference:

- To review of the performance of Statutory Auditors and recommend their appointment and remuneration to the Board, considering their independence and effectiveness;
- To review internal controls, delegation of authority limits;
- To act as an interface between the management and the statutory and internal auditors overseeing the internal audit functions;
- To oversee the company's financial statements, including annual and quarterly financial results, and the financial accounting practices and policies;
- To review all internal systems, review the company's financial and risk management policies, audit control procedures of the company including but not limited to appointment of statutory/internal auditors from time to time and also to review the annual accounts, quarterly unaudited financial results and limited review report before they are put up to Board for its approval.

## IV. Remuneration and Recruitment Committee

(i) During the period under review, the members of the Remuneration & Recruitment Committee met 5 (Five) times. The Dates of the meetings were 28/04/2008, 28/06/2008, 25/08/2008, 23/12/2008 & 12/03/2009.

(ii)

S. No.	Name of Director	Position	Category	No. of meetings	Attendance
1	Sh. N. K. Anand	Chairman	Independent Non Executive	05	05
2	Sh. S. C. Chhibber	Member	Independent Non Executive	05	05
3.	Sh. S. N. Chopra	Member	Executive Director	05	05
4.	Sh. Karan Chopra	Member	Non Executive Director	05	05

### Terms of reference

- To oversee the method, criteria and quantum of compensation for executive and non executive directors.
- To review the recruitment of key management employees and their compensations;
- Formulation of initiatives leading to greater transparency and improved corporate governance.

### Remuneration policy

The Company has one Executive Director on the Board. The details of such remuneration are given below:

Details of remuneration of Executive Directors are as under:

Name of Director	Salary (Rs.)	Perquisites (Rs.)	Total (Rs.)
Sh. S. N. Chopra	NIL	Nil	NIL



# My Fair Lady Limited

## Details of sitting fees paid during the period:

Sitting fees of Rs.1,000/- per meeting are paid to Non-executive Non-promoter Director for attending the Board meeting. Executive Director & other Directors are not paid any sitting fees for attending the Board Meeting and its Committees.

### V. Investor's/Shareholders Grievance Committee

(i) During the period under review, the members of the Investor's/Shareholders Committee met 5 (Five) times. The Dates of the meetings were 28/04/2008, 28/06/2008, 25/08/2008, 23/12/2008 & 12/03/2009.

S. No.	Name of Director	Position	Category	No. of meetings	Attendance
1	Sh. N. K. Anand	Chairman	Independent Non Executive	05	05
2	Sh. S. C. Chhibber	Member	Independent Non Executive	05	05
3.	Sh. S. N. Chopra	Member	Executive Director	05	05
4.	Sh. Karan Chopra	Member	Non Executive Director	05	05

(ii) Mr. Sohinder Nath Chopra, Chairman of the Company is the Compliance Officer of the Company.

(iii) No. of investors' complaints received by the RTA/ Company : 11  
 No. of complaints not solved/ pending : NIL  
 No. of pending transfers : NIL

### VI. General Body Meetings

(a) The details of Annual General Meetings held in last three years are as under: -

AGM	Day	Date	Time	Venue
23 <sup>rd</sup>	Thursday	21/09/2006	9.30 A.M.	Community Hall, Kilokiri, New Delhi -110014.
24 <sup>th</sup>	Friday	28/09/2007	9.00 A.M.	Community Hall, Kilokiri, New Delhi -110014.
25 <sup>th</sup>	Thursday	25/09/2008	9:00 A.M.	Community Hall, Kilokiri, New Delhi -110014.

- Whether any special resolutions passed in the previous 3 AGMs: : N.A.
- In the Annual General Meetings held on 21/09/2006, 28/09/2007, 25/09/2008 no Special Resolution was passed.
- Whether any special resolution passed in last year through postal ballot, details of voting pattern : N.A.
- Person who conducted the postal ballot exercise : N.A.
- Whether special resolutions are proposed to be conducted through postal ballot : N.A.
- Procedure for postal ballot : N.A.

### VII. Disclosures

(i) Related party transactions:

(a) **Sale & Purchase:**  
 There was no related party transactions during the financial year.

(ii) **Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchanges or SEBI or any Statutory Authority, on any matter related capital markets, during the last three years:**

No penalties have been imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

(D) **Whistler Blower policy and affirmation that no personnel has been denied access to the audit committee** : N. A.

(E) **Details of compliance of mandatory requirements and adoption of the non-mandatory requirements:**

The Company has complied with the mandatory requirements of the Listing Agreement. The Company has adopted the non-mandatory requirements of constituting the Remuneration Committee.

**VIII. Means of communication**

(i) **Quarterly Results**

Which newspapers normally published in

- 1) Veer Arjun, Jansatta (in Hindi)
- 2) The Financial Express (English)

(ii) Any web-site, where displayed : No

**IX. GENERAL SHAREHOLDERS' INFORMATION:**

(a) **Registered Office** : 6, Shahpur Jat, New Delhi- 110 049.

(b) **Registrar & Share Transfer Agents** : M/s. Link Intime India Pvt. Ltd.,  
A-40, 2<sup>nd</sup> Floor, Naraina Industrial Area,  
Phase-II, Near Batra Banquet Hall, New Delhi- 110 028.

(c) **Annual General Meeting to be held:**

**Day, Date, Time & Venue:**

Day : Tuesday  
Date : 22/09/2009  
Time : 9.00 A.M  
Venue : Community Hall, Kilokiri, New Delhi-110 014.

(d) **Financial Year** : 01/04/2008 to 31/03/2009

(e) **Date of Book Closure** : 21<sup>st</sup> September, 2009 to 22<sup>nd</sup> September, 2009

(f) **Dividend Payment Date** : N.A.

(g) **Stock Exchanges in which the**

**Company's Shares are listed** : The Stock Exchange, Mumbai  
**Stock Code** : Bombay Stock Exchange Limited, Mumbai – 526622  
**Status of payment of Listing Fees** : The Company has paid the listing fees to the Stock Exchange, Mumbai.

(h) **Connectivity with the Depositories** : National Securities Depositories Limited (NSDL)  
Central Depository Services (India) Limited (CDSL)  
Demat ISIN Numbers: INE 244CO1012

(i) **Dematerialization of shares** : As on 31<sup>st</sup> March 2009, a total of 29,83,621 Shares of the Company stand dematerialized & this constitutes 56.15 % of the holding in the Company.

(j) **Market Price Data High/Low during each month in last financial year:**  
At BSE (Bombay Stock Exchange)

Month	Monthly High	Monthly Low
April, 2008	4.78	2.95
May, 2008	4.79	3.02
June, 2008	3.55	2.86
July, 2008	3.93	3.60
August, 2008	3.93	3.15
September, 2008	3.96	2.95
October, 2008	3.24	2.02
November, 2008	2.73	2.50
December, 2008	3.67	3.40
January, 2009	3.50	3.20
February, 2009	3.56	2.70
March, 2009	2.83	2.48

Since the shares of the Company are thinly traded, the comparison of the performance of the shares of the Company with indices such as BSE Sensex is not made.

(l) **Address for correspondence:**

6, Shahpur Jat, New Delhi – 110 049.

Email Address: apsinghmfl@yahoo.co.in

# My Fair Lady Limited

## Statement Showing Shareholding Pattern

Name of the Company :		MY FAIR LADY LIMITED						
Scrip Code :		526622	Quarter Ended :			31.03.2009		
Category code	Category of Shareholder	Number of Shareholders	Total number of shares	Number of shares held in dematerialized form	Total shareholding as a percentage of total number of share		Shares Pledged or otherwise encumbered	
					As a percentage of (A+B)	As a percentage of (A+B+C)	Number of shares	As a percentage
(A)	Shareholding of Promoter and Promoter Group <sup>2</sup>							
1	Indian							
(a)	Individuals/ Hindu Undivided Family	43	761437	572777	14.33	14.33	0	0.00
(b)	Central Government/ State Government(s)	0	0	0	0.00	0.00	0	0.00
(c)	Bodies Corporate	1	2500	0	0.05	0.05	0	0.00
(d)	Financial Institutions/ Banks	0	0	0	0.00	0.00	0	0.00
(e)	Any Others (Specify)	0	0	0	0.00	0.00	0	0.00
(e-i)								
(e-ii)								
	Sub Total(A)(1)	44	763937	572777	14.38	14.38	0	0.00
2	Foreign							
a	Individuals (Non-Residents Individuals/ Foreign Individuals)	0	0	0	0.00	0.00	0	0.00
b	Bodies Corporate	0	0	0	0.00	0.00	0	0.00
c	Institutions	0	0	0	0.00	0.00	0	0.00
d	Any Others (Specify)	0	0	0	0.00	0.00	0	0.00
d-i								
d-ii								
	Sub Total (A)(2)	0	0	0	0.00	0	0	0.00
	Total Shareholding of Promoter and Promoter Group (A)-(A)(1)-(A)(2)	44	763937	572777	14.38	14.38	0	0.00
(B)	Public Shareholding							
1	Institutions							
(a)	Mutual Funds/ UTI	1	8900	0	0.17	0.17	0	0.00
(b)	Financial Institutions/ Banks	1	100	100	0.00	0.00	0	0.00
(c)	Central Government/ State Government(s)	0	0	0	0.00	0.00	0	0.00
(d)	Venture Capital Funds	0	0	0	0.00	0.00	0	0.00
(e)	Insurance Companies	0	0	0	0.00	0.00	0	0.00
(f)	Foreign Institutional Investors	0	0	0	0.00	0.00	0	0.00
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0.00	0	0.00
(h)	Any Other (specify)	0	0	0	0.00	0.00	0	0.00
(h-i)								
(h-ii)								
	Sub-Total (B)(1)	2	9000	100	0.17	0.17	0	0.00
B2	Non-institutions							
(a)	Bodies Corporate	124	444846	206946	8.37	8.37	0	0.00
(b)	Individuals	0	0	0	0.00	0.00	0	0.00
I	Individuals -i, Individual shareholders holding nominal share capital up to Rs 1lakh	13751	3625675	1912956	68.23	68.23	0	0.00
II	ii, Individual shareholders holding nominal share capital in excess	11	237557	197557	4.47	4.47	0	0.00
(c)	Any Other (specify)	0	0	0	0.00	0.00	0	0.00
(c-i)	Directors & their Relatives	2	11800	0	0.22	0.22	0	0.00
(c-ii)	Non-Resident Indians	28	129100	1200	2.43	2.43	0	0.00
(c-iii)	Clearing Members	1	2651	2651	0.05	0.05	0	0.00
(c-iv)	Hindu Undivided Families	46	89434	89434	1.68	1.68	0	0.00
	Sub-Total (B)(2)	13963	4541063	2410744	85.45	85.45	0	0.00
	Total Public Shareholding							
(B)	(B)= (B)(1)+(B)(2)	13965	4550063	2410844	85.62	85.62	0	0.00
	TOTAL (A)-(B)	14009	5314000	2983621	100.00	100	0	0.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued	0	0	0	0.00	0.00	0	0.00
	GRAND TOTAL (A)+(B)+(C)	14009	5314000	2983621	100.00	100.00	0	0.00

**LALIT DHINGRA & ASSOCIATES**  
COMPANY SECRETARIES

1404 A, Chiranjiv Tower,  
43, Nehru Place,  
New Delhi - 110 019.  
Telefax : 41608147

**COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE**

The Members  
M/s. My Fair Lady Limited  
6, Shahpur Jat,  
New Delhi-110049

We have reviewed the records concerning the Company's compliance of conditions of Corporate Governance as stipulated in clause 49 of the listing agreement entered into, by Company, with The Stock Exchange, Mumbai. for the Financial Year ended 31<sup>st</sup> March 2009.

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.

We have conducted our review on the basis of the relevant records and documents maintained by the Company and furnished to us for the review, and the information and explanations given to us by the Company.

Based on such a review, in our opinion, the Company has complied with the conditions of Corporate Governance, as stipulated in clause 49 of the Listing Agreements.

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

For and on behalf of  
Lalit Dhingra & Associates  
Company Secretaries

Place : New Delhi  
Date : 30<sup>th</sup> June, 2009

FOR MY FAIR LADY LIMITED

  
(M. CHOPRA)  
Managing Director

(Lalit Dhingra)  
(Proprietor)  
C.P. No. 3561

**AUDITOR'S REPORT**

The Members  
M/S MY FAIR LADY LIMITED,  
6, Shahpur Jat,  
New Delhi – 110 049.

We have audited the attached Balance Sheet of M/s My Fair Lady Ltd., 6, Shahpur Jat, New Delhi – 110 049., as at 31<sup>st</sup> March, 2009, and the Profit and Loss Account for the year ended on that date annexed thereto and 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.

1. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in 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.
2. As required by the Companies ( Auditor's Report ) Order, 2003 issued by the Central Government of India in terms of sub-section ( 4A ) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
3. Further to our comments in the Annexure referred to above, we report that :
  - (i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit,
  - (ii) In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books.
  - (iii) The Balance Sheet, Profit and Loss Account and Cash flow statement dealt with by this report are in agreement with the books of account.
  - (iv) 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,
  - (v) On the basis of written representations received from the directors, as on 31<sup>st</sup> March, 2009 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31<sup>st</sup> March, 2008 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956,
  - (vi) In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India,
    - (a) In the case of the Balance Sheet, of the state of affairs of the company as at 31<sup>st</sup> March, 2009,
    - (b) In the case of the Profit and Loss Account, of the loss for the year ended on that date.
    - (c) In the case of Cash flow statement, of the cash flow for the year ended on that date.

**For Chandiwala Virmani & Associates**  
(Formerly Chandiwala Gupta & Associates)  
**Chartered Accountants**

**Place: New Delhi**  
**Date : 30<sup>th</sup> day of June, 2009.**

**For MY FAIR LADY LIMITED**

  
**S. S. CHOPRA,**  
Managing Director

**( Ashish Agarwal )**  
**Partner**  
**Membership No. 99627.**

M/s My Fair Lady Ltd.,

Referred to in paragraph 3 of our report of even date,

1. The company's records with regard to fixed assets are incomplete, on the basis of information and explanations given to us by the management, the assets of the company have been physically verified and no material discrepancies have been noticed by the management.
2. (a) That there is no business activity except sale / purchase of security, hence there is no inventory except of securities in the shape of shares.  
  
(b) The company is having stock of shares only however, the stock of shares is not maintained by the Company and further holding of shares is also not reflected in Demat account maintained by the Company. Stock of shares is not held by the company in its own name and the same are kept in pool account of the Broker namely M/s Skyes & Ray Equity (I) Ltd.
3. The company has not taken loan from the companies covered in the register maintained under Section 301 of the Companies Act, 1956.
4. In our opinion, and according to the information and explanations given to us, there is no business activity, the internal control procedures with regards to purchases of inventory, fixed assets and with regard to the sale of goods are not applicable.
5. We have been informed that there are no transaction that need to be entered into the register maintained under section 301 of the Companies Act, 1956.
6. The company has not accepted any deposits from the public during the year.
7. In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
8. The central Government has not prescribed the maintenance of Cost records Under Section 209(1)(d) of the Companies Act, 1956.
9. (a) The company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education protection fund, employees' state insurance, income tax, wealth tax, custom duty, excise duty, cess and other material statutory dues applicable to it.  
  
(b) According to the information and explanations given to us, disputed amounts outstanding in respect of Sales Tax and Excise have been given as per notes to accounts as per Schedule - 11.
10. In our opinion, the accumulated losses of the company are more than fifty percent of its net worth. The company has incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
11. The company has no liability to any Financial Institution, Banks or debenture holders.
12. The company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.

## My Fair Lady Limited

13. In our opinion, the company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4(xiii) of the Companies ( Auditor's Report ) Order, 2003 are not applicable to the company.
14. In our opinion, the company is dealing in or trading in shares, securities, debentures and other investments. Accordingly, as per provisions of clause 4(xiv) of the Companies ( Auditor's Report ) Order, 2003 Company has maintained proper records of the transactions & Contracts made. Shares, securities have not been held by the Company in its own name. Further, we observe that sales & purchase of shares are not routed through Demat Account of the Company and we have been informed that the same is routed through Pool Account of the broker and shares are not held in Demat Account till date.
15. The company has not given guarantees for loans taken by others from banks or financial institutions.
16. No term loans have been taken by the company.
17. According to the information and explanations given to us and on an overall examination of the Balance Sheet of the company, we report that the company has not raised any funds either short-term or long term.
18. The Company carrying out the business of Investment and hence, it is a non - banking finance institution as defined U/s 45-I of the Reserve Bank of India Act, 1934 (the Act) and the company requires registration with the Reserve Bank of India (RBI) for carrying out such activities. The company is yet to apply for registration with the RBI.
19. According to the information and explanations given to us, the company has not made preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
20. According to the information and explanations given to us, during the period covered by our audit report, the company had not issued any debentures
21. Company has not raised any amount by Public issues during the period under audit.
22. 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 Chandiwala Virmani & Associates  
[ Formerly Chandiwala Gupta & Associates ]  
Chartered Accountants

Place : New Delhi  
Date : 30<sup>th</sup> day of June, 2009.

( Ashish Agarwal )  
Partner  
Membership No. 99627.

Dr MY FAIR LADY LIMITED

(S. N. GUPTA)  
Managing Director

# My Fair Lady Limited

**MY FAIR LADY LIMITED**  
6, Shahpur Jat, New Delhi - 110 049

## BALANCE SHEET AS AT 31 MARCH, 2009.

	Particulars	Schedule	Amount as on 31/03/2009.	Amount as on 31/03/2008.
<b>A</b>	<b><u>SOURCES OF FUNDS</u></b>			
1	<b>Share Holder's Fund</b>	1		
a.	Share Capital		53,140,000.00	53,140,000.00
b.	Reserves & Surplus		<u>6,604,590.52</u>	<u>6,604,590.52</u>
	Total Rs.		<u>59,744,590.52</u>	<u>59,744,590.52</u>
2	<b>Loan Funds</b>			
a.	Secured Loans		0.00	0.00
b.	Unsecured Loans (Fouxclu Enterprises Pvt. Ltd.)		0.00	75,000.00
	Total Rs.		<u>0.00</u>	<u>75,000.00</u>
	<b>Grand Total Rs.</b>		<u>59,744,590.52</u>	<u>59,819,590.52</u>
<b>B</b>	<b><u>APPLICATION OF FUNDS</u></b>			
1	<b>Fixed Assets</b>	2		
	Gross Block		2,451,714.00	2,451,714.00
	Less : Depreciation		<u>1,864,155.35</u>	<u>1,693,159.00</u>
	Net Block		<u>587,558.65</u>	<u>758,555.00</u>
2	<b>Investments</b>	3	0.00	100,000.00
3	<b>Current Assets, Loans &amp; Advances</b>	4		
a.	Inventories		51,947.00	92,427.63
b.	Sundry Debtors		125,649.60	866,878.00
c.	Cash & Bank Balance		698,493.79	1,566,622.66
d.	Loans & Advances		3,985,617.50	3,847,183.26
e.	Deferred Tax Assets		<u>666,684.00</u>	<u>666,684.00</u>
	Sub-Total - 'A'		<u>5,528,391.89</u>	<u>7,039,795.55</u>
4	<b>Less : Current Liabilities &amp; Provisions</b>	5		
	Current Liabilities		406,811.18	568,622.00
	Provision		<u>15,000.00</u>	<u>7,500.00</u>
	Sub-Total - 'B'		<u>421,811.18</u>	<u>576,122.00</u>
	Net Current Assets (A-B)		<u>5,106,580.71</u>	<u>6,463,673.55</u>
	Miscellaneous Expenditure ( To the extent not written off or adjusted )		<u>54,050,451.16</u>	<u>52,497,361.97</u>
	<b>Grand Total Rs.</b>		<u>59,744,590.52</u>	<u>59,819,590.52</u>
	Notes to Account : Schedule - '11'			

### AUDITORS' REPORT

As per our separate report of even date annexed.

**For Chandiwala Virmani & Associates,**

[Formerly Chandiwala Gupta & Associates]

Chartered Accountants,

( Ashish Agarwal )

Partner

(S.N. Chopra)  
Managing Director

(S.C. Chhibber)  
Director

Place : New Delhi  
Date : 30th day of June, 2009.

FOR MY FAIR LADY LIMITED

(S.N. CHOPRA)  
Managing Director



# My Fair Lady Limited

## MY FAIR LADY LIMITED

6, Shahpur Jat, New Delhi - 110 049

### TRADING AND PROFIT & LOSS ACCOUNT FOR THE YEAR ENDING 31ST MARCH, 2009

	Particulars	Schedule	Amount as on 31/03/2009.	Amount as on 31/03/2008.
<b>1</b>	<b>INCOME</b>			
	Sales of Trading Goods		482,328.00	554,421.92
	Sales of Securities		1,772,493.34	551,288.50
	Other Income	6	145,393.46	167,930.25
			<b>2,400,214.80</b>	<b>1,273,640.67</b>
<b>2</b>	<b>EXPENDITURE</b>			
	Purchases Trading Goods		44,000.00	564,214.80
	Purchase Container A/c		355,950.32	0.00
	Purchases of Securities		2,074,095.77	626,513.85
	(Increase) / Decrease in Stock	7	40,481.00	(92,427.63)
	Establishment Expenses	8	316,275.00	277,625.00
	Financial Expenses	9	7,550.00	34,308.70
	Administration & Selling Expenses	10	877,196.93	1,218,701.52
	Speculation Loss ( Shares)		49,194.00	185,051.10
			<b>3,764,743.02</b>	<b>2,813,987.34</b>
	Profit / (Loss) before Depreciation		<b>(1,364,528.22)</b>	<b>(1,540,346.67)</b>
	Less : Depreciation		<b>170,996.35</b>	<b>182,108.00</b>
	Profit / (Loss) after Depreciation		<b>(1,535,524.57)</b>	<b>(1,722,454.67)</b>
	Add : Prior Period Income		<b>0.00</b>	<b>260,613.34</b>
	Less : Provision for Income Tax (P.Y.)		<b>0.00</b>	<b>738,498.36</b>
	Less : Provision for Fringe Benefit Tax C. Yr.		<b>15,000.00</b>	<b>7,500.00</b>
	Less : Provision for Fringe Benefit Tax P.Yr.		<b>2,565.00</b>	<b>3,836.00</b>
	Total :		<b>(1,553,089.57)</b>	<b>(2,211,675.69)</b>
	Add : Balance B/F Previous Year		<b>(52,497,361.59)</b>	<b>(50,285,686.28)</b>
	Net Profit / (Loss) Carried to Balance Sheet		<b>(54,050,451.16)</b>	<b>(52,497,361.97)</b>

#### AUDITORS' REPORT

As per our separate report of even date annexed.  
For Chandiwala Virmani & Associates,  
[Formerly Chandiwala Gupta & Associates]  
Chartered Accountants,

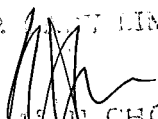
(S.N. Chopra)  
Managing Director

(S.C. Chhibber)  
Director

(Ashish Agarwal )  
Partner

Place: New Delhi  
Date : 30th day of June, 2009.

For MY FAIR LADY LIMITED

  
S.N. CHOPRA  
Managing Director

# My Fair Lady Limited

**MY FAIR LADY LIMITED**  
6, Shahpur Jat, New Delhi - 110 049

## SCHEDULES FORMING A PART OF BALANCE SHEET AS ON 31/03/2009

Particulars	Amount as on 31/03/2009.	Amount as on 31/03/2008.
<b>Schedule "1" - Capital Account</b>		
<b>a. Shareholders Funds</b>		
Authorised Capital 15000000 Equity Shares of Rs. 10/- each.	150,000,000.00	150,000,000.00
<b>Issued, Subscribed &amp; Paid-up Capital</b>		
5314000 Equity Shares of Rs. 10/- each fully paid up	53,140,000.00	53,140,000.00
<b>b. Reserves &amp; Surplus</b>		
(i) General Reserves	1,548,746.00	1,548,746.00
(ii) Capital Reserves (Subsidy from World Bank)	5,055,844.52	5,055,844.52
Total Rs.	6,604,590.52	6,604,590.52
<b>Schedule "3" - Investments</b>		
<b>1 Quoted at Cost</b>		
<b>2 10000 Equity Shares of Rs. 10/- each fully paid of Medicamen Biotech Ltd. ( Market Value @ 6.75/- per share )</b>		
Total Rs.	0.00	100,000.00
	0.00	100,000.00
<b>Schedule "4" - Current Assets, Loans &amp; Advances</b>		
<b>a. Inventory in hand</b>		
Telephone Instruments / Assessories	0.00	76,981.63
Shares / Equities	51,947.00	15,446.00
Total Rs. (a+b)	51,947.00	92,427.63
<b>b. Sundry Debtors</b>		
(Unsecured considered good )		
Outstanding for a period exceeding Six months	0.00	515,711.50
Total Rs.	0.00	515,711.50
<b>c. Cash &amp; Bank Balances</b>		
Cash in Hand	138,012.68	602,866.28
Bank of India C.A. No. 600520110000055	249,711.19	74,581.73
Punjab National Bank A/C No. 308745	32,344.59	2,467.00
Punjab National Bank (Parwanoo)	5,408.08	5,733.08
Tamilnadu Mercantile Bank A/c No. 800227	6,061.80	6,061.80
Tamilnadu Mercantile Bank, Bangalore	0.00	11,000.00
FDR with Punjab National Bank	200,000.00	200,000.00
(Hypothecated with excise & taxation Office, Parwanoo (H.P.)		
FDR (Bank of India) (BG for Sales Tax Department)	0.00	614,803.06
Interest accrued on FDR/ Bank Guarantee	57,695.77	41,042.71
Cheque deposited but not cleared	9,259.68	8,067.00
Total Rs.	698,493.79	1,566,622.66

(S.N. Chopra)  
Managing Director

FOR MY FAIR LADY LIMITED (S.C. Chhibber)  
Director

S. N. CHOPEA,  
Managing Director

**MY FAIR LADY LIMITED**  
6, Shahpur Jat, New Delhi - 110 049.

**Schedule "2" Statement of Fixed Assets and Depreciation charged as on 31/03/2009.**

S. No.	Particulars	Rate of Dep.	Open. Balance as on 01.04.08	Additions lnd half	Deletion (Sales)	Total Value as on 31.03.09	Upto 01.04.2008	Dep. during the year	Depreciation add back	Total upto 31.03.09	W.D.V. as on 31.03.09	W.D.V. as on 31.03.08
1	Office Equipments	4.75%	819,765	0.00	0.00	819,765	763,284	38,939	0.00	802,223	17,542	56,481
2	Computers	16.21%	72,500	0.00	0.00	72,500	68,234	641	0.00	68,875	3,625	4,266
3	Furniture & Fixtures	6.33%	564,839	0.00	0.00	564,839	520,524	35,754	0.00	556,278	8,561	44,315
4	Vehicles	9.50%	977,110	0.00	0.00	977,110	335,442	92,825	0.00	428,267	548,843	641,668
5	Invertor	16.21%	17,500	0.00	0.00	17,500	5,675	2,837	0.00	8,512	8,988	11,825
	<b>Total</b>		<b>2,451,714</b>	<b>0.00</b>	<b>0.00</b>	<b>2,451,714</b>	<b>1,693,159</b>	<b>170,996</b>	<b>0.00</b>	<b>1,864,155</b>	<b>587,559</b>	<b>758,555</b>
			<b>2,451,714</b>	<b>0.00</b>	<b>0.00</b>	<b>2,451,714</b>	<b>1,511,051</b>	<b>182,108</b>	<b>0.00</b>	<b>1,693,159</b>	<b>758,555</b>	<b>940,663</b>

(17)

(S.N. Chopra)  
Managing Director

(S.C. Chhibber)  
Director

MY FAIR LADY LIMITED  
S.N. CHOPRA  
MANAGING DIRECTOR

My Fair Lady Limited

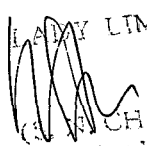
**MY FAIR LADY LIMITED**  
6, Shahpur Jat, New Delhi - 110 049

**SCHEDULES FORMING A PART OF BALANCE SHEET AS ON 31/03/2009**

Particulars	Amount as on 31/03/2009.	Amount as on 31/03/2008.
<b>d. <u>Loans &amp; Advances</u></b>		
(Advance recoverable in cash or kind of for value to be recd.)		
Advance to Suppliers RCIL	0.00	9,260.26
M/s Bajaj Industry	0.00	188,493.00
My Lady Cosmetics (I) Pvt. Ltd.	1,283,711.50	0.00
Income Tax Refundable	14,493.00	88,223.00
S.N. Chopra	0.00	198,750.00
Sales Tax Deposits	1,917,513.00	2,224,486.00
Excise Guarantee Deposit	769,900.00	869,900.00
Sales Tax Refundable	0.00	268,071.00
Total Rs:	<u>3,985,617.50</u>	<u>3,847,183.26</u>
 <b>Schedule "5" : Current Liabilities &amp; Provisions</b>		
<b>a. <u>Current Liabilities</u></b>		
Trade Creditors	0.00	3,081.00
Synthetic World India	47,500.00	0.00
Expenses Payable	48,626.72	58,613.00
Ch. Issued but not present	171,184.46	12,625.00
Deposit / Security against supply	139,500.00	449,500.00
Sales Tax payable	0.00	44,803.00
Total Rs.	<u>406,811.18</u>	<u>568,622.00</u>
<b>b. <u>Provisions</u></b>		
Fringe Benefit Tax	15,000.00	7,500.00
Total Rs.	<u>15,000.00</u>	<u>7,500.00</u>
Total Rs. (a+b)	<u>421,811.18</u>	<u>576,122.00</u>

(S.N. Chopra)  
Managing Director

(S.C. Chhibber)  
Director

FOR MY FAIR LADY LIMITED  
  
(S.N. CHOPRA)  
Managing Director

# My Fair Lady Limited

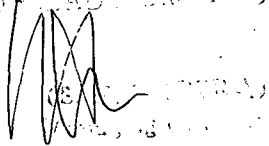
MY FAIR LADY LIMITED  
6, Shahpur Jat, New Delhi - 110 049

## SCHEDULES FORMING A PART OF PROFIT LOSS A/C FOR THE YEAR ENDING 31/03/2009

Particulars	Amount as on 31/03/2009.	Amount as on 31/03/2008.
<b>Schedule "6" - Other Income</b>		
Interest on FDR / Bank Guarantee	26,933.46	53,388.78
Interest on Income Tax Refund	34,248.00	0.00
Dividend	2,152.00	0.00
Comm. Recd from RICL	19,880.00	32,600.00
Incentive Received	17,424.00	0.00
Balances W/Off.	44,756.00	81,941.47
Total Rs.	<u>145,393.46</u>	<u>167,930.25</u>
<b>Schedule "7" - (Increase) / Decrease in Stock</b>		
<b>Trading Goods</b>		
Opening Balance	76,982.00	0.00
Less : Closing Stock	0.00	76,981.63
(Increase) / Decrease in Stock	Total Rs. <u>76,982.00</u>	<u>(76,981.63)</u>
<b>Shares / Securities</b>		
Opening Balance	15,446.00	0.00
Less : Closing Stock	51,947.00	15,446.00
(Increase) / Decrease in Stock	Total Rs. <u>(36,501.00)</u>	<u>(15,446.00)</u>
Grand Total (Increase) / Decrease in Stock	<u>40,481.00</u>	<u>(92,427.63)</u>
<b>Schedule "8" - Establishment Expenses</b>		
Salaries & Bonus etc.	316,275.00	277,625.00
Total Rs.	<u>316,275.00</u>	<u>277,625.00</u>

(S.N. Chopra)  
Managing Director

(S.C. Chhibber)  
Director

MY FAIR LADY LIMITED  


# My Fair Lady Limited

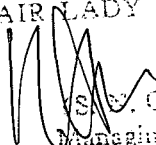
**MY FAIR LADY LIMITED**  
6, Shahpur Jat, New Delhi - 110 049

## SCHEDULES FORMING A PART OF PROFIT LOSS A/C FOR THE YEAR ENDING 31/03/2009

	Particulars	Amount as on 31/03/2009.	Amount as on 31/03/2008.
	<b>Schedule "9" - Financial Expenses</b>		
1	Bank Charges & Commission	7,550.00	4,335.88
2	Interest on Car Loan	0.00	16,222.31
3	Foreclosure Charges on Car Loan	0.00	13,750.51
	Total Rs.	7,550.00	34,308.70
	<b>Schedule "10" : Administrative &amp; Selling Expenses</b>		
1	Adm. Charges IF	0.00	35.00
2	Adm. Charges PF	0.00	14.00
3	Advertisement	37,773.00	32,214.99
4	Annual / Body General Meeting Expenses	119,031.00	93,498.00
5	Brokerage Charges on Shares/ Equity	0.00	3,542.00
6	Car Insurance	11,882.00	13,167.00
7	Claw back of Commission / Incentive	29,114.00	0.00
8	Cost of G.S.K.	0.00	30,600.00
9	Demat Charges	0.00	1,182.00
10	Director's Meeting Fee	14,000.00	16,000.00
11	Discount	0.00	1,348.00
12	Documentation Charges	2,800.00	0.00
13	Exp. Charged by broker (Sykes & R)	2,667.55	0.00
14	Fee Membership & Subscription	57,802.00	48,071.00
15	Filling Fee	1,612.00	1,500.00
16	Legal, Professional & Consultancy	268,605.00	383,652.00
17	Loss on sale of Investment	32,500.00	0.00
18	Misc. Expenses	3,044.00	2,575.00
19	Office Upkeep & Maintenance	9,605.00	300.00
20	Payment to Auditor	20,000.00	20,000.00
21	Postage & Telegrams	3,814.00	5,313.68
22	Power & Electricity Charges	5,190.00	3,880.00
23	Printing & Stationery	6,955.19	11,403.55
24	Photocopy Exp.	4,256.00	0.00
25	Renewal of Digital Signature	0.00	1,500.00
26	Rent	37,720.00	30,000.00
27	Repair & Maintenance	17,555.00	7,500.00
28	Security Transaction Tax	4,297.45	1,722.22
29	Customer Security deposit	15,750.00	16,000.00
30	Sales Tax Additional Demand	1,516.00	399,748.43
31	Service Tax charged by party	17,701.73	10,392.61
32	Settlement of outstanding claim	0.00	44,701.00
33	Short & Excess	0.44	0.01
34	Stamp Charges on Shares /Equity	348.03	179.09
35	Telephone Expenses	20,562.00	10,418.94
36	TO / Transfer Charges	152.54	1,468.00
37	Travelling & Conveyance	107,758.00	21,025.00
38	Vehicle Running & Maintenance	23,185.00	5,750.00
	Total Rs.	877,196.93	1,218,701.52

(S.N. Chopra)  
Managing Director

(S.C. Chhibber)  
Director

**FOR MY FAIR LADY LIMITED**  
  
S.N. CHOPRA  
Managing Director

# My Fair Lady Limited

My Fair Lady Limited, 6, Shahpur Jat, New Delhi – 110 049.

Schedule-11.

## Significant Accounting Policies, Notes And Additional Informations.

### 1. SIGNIFICANT ACCOUNTING POLICIES

- a). That Company maintains its accounts of mercantile system of accounting and are in compliance with the accounting standard referred to the section 211 (3C) of the Companies Act, 1956.
- b). **Revenue Recognition**
- i. Income & Expenditure are accounted for as accrual basis.
  - ii. Sales are net of return and discount, sales of scrap /waste.
- c) **Inventories**  
Inventories have been valued at cost or realizable value whichever is lower. Inventories (other than finished goods are valued as cost and includes all costs incurred in bringing the goods to their present condition and location. Finished goods are valued at realizable value or cost whichever is lower, however work in progress is being valued on the basis of cost of Raw - Materials.
- d) **Fixed Assets**  
Fixed Assets are stated at historical cost which includes expenditure incurred in acquisition construction and or installation.
- e) **Depreciation**  
Depreciation has been provided on straight line method at the rate prescribed in schedule XIV of the Companies Act, 1956 as amended by notification No. GSR 756 (E) dated 16th December, 1993.

### NOTES TO ACCOUNTS

1. Company did business of trading in Goods / Shares / Securities etc. during the financial year.
2. Additional information pursuant to provision of part-II of schedule VI of the Companies Act, 1956. Information with regard to closing stocks and sales.

Cost of Goods	Unit	Closing Stock		Sales	
		Qty	Value	Qty	Amount (Rs.)
<b>a. Trading</b>					
Mobile Phone	Pcs.	0.00	0.00	18	10350.00
		(18.00)	(18180.00)	(12)	(14739.00)
FWP	Pcs	0.00	0.00	7	6650.00
		(7.00)	(8253.00)	(13)	(17489.00)
Data Card	Pcs.	0.00	0.00	19	25950.00
		(19.00)	(46569.00)	(1)	(2451.00)
Container	Pcs.	0.00	0.00	64800	362378.00
		(0.00)	(0.00)	(556208)	(341343.00)
Caps	Pcs.	0.00	0.00	28600	28600.00
		(0.00)	(0.00)	(36300)	(48290.00)
Others	Kgs.	0.00	0.00	2000	48400.00
		(0.00)	(0.00)	(7572)	(130110.00)

Notes : Figures shown in brackets are in respects of previous year.

# My Fair Lady Limited

**My Fair Lady Limited, 6, Shahpur Jat, New Delhi – 110 049.**

b. Raw Materials, Containers Packing material consumed	NIL	NIL
c. CIF Value of Imports	NIL	NIL

3. Managerial remuneration to Director has been paid as per schedule XIII of companies Act, 1956 as per details given below:

<b>Nature of Payment</b>		
Salary	NIL	NIL
Medical Expenses	NIL	NIL

<b>4. Payment to Auditors</b>		
	<b>2008-09</b>	<b>2007-08</b>
For Audit fee	15,000.00	15,000.00
For other Taxation matter	5,000.00	5,000.00
Service Tax	2,060.00	2,472.00
	<b>22,060.00</b>	<b>22,472.00</b>

5. **Contingent Liabilities**  
 i. There are disputed Liabilities on account of Sales Tax amounting Rs. 89,11,734/- the matter is stayed in appeal before the appropriate appellate authority :

A) Against Sales Tax(A.Y.1988-1989)	7,66,336.00
B) Against Sales Tax(A.Y.1998-1999)	13,45,091.00
C) Against Sales Tax(A.Y.1999-2000)	6,21,721.00
D) Against Sales Tax(A.Y.2000-2001)	5,87,7118.00
E) Against Sales Tax(A.Y.2002-2003)	3,01,468.00

ii. There is disputed Liability on account of Central Excise, amounting Rs. 25,00,000/- being penalty as per order No. 18/2009 dated 30/03/2009 of Commissioner, Central Excise, Delhi received by the Company on 16-06-2009. We have been informed by the management of the Company that the said demand will be contested in appeal before the appropriate appellate authority within the stipulated time allowed as per law.

6. **Related Party Transaction**  
 a) Sales & Purchase Nil

7. **Provision for Deferred Tax Assets / Liabilities**  
 The provision for deferred tax assets has not been provided since the Company is incurring continuous losses.
8. Debits and credit balances of suppliers, customers and other are subject to confirmation and reconciliation.
9. Balance in non-operative bank accounts are subject to confirmation and reconciliation.
10. Previous year figures have been re-grouped / re-classified wherever necessary.
11. Schedule 1-11 for as integral para of the accounts and have been authenticated as such.

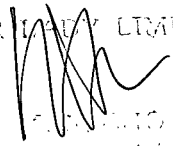
**For Chandiwala Virmani & Associates**  
 [ Formerly Chandiwala Gupta & Associates ]  
**Chartered Accountants**

**S. N. Chopra**  
 (Managing Director)

**S. C. Chhibber**  
 (Director)

Place : New Delhi  
 Date : 30<sup>th</sup> day of June, 2009.

( Ashish Agarwal )  
 Partner  
 Membership No. 99627.

FOR MY FAIR LADY LIMITED  
  
 S. N. CHOPRA  
 Managing Director  
 (22)



# My Fair Lady Limited

## CASH FLOW STATEMENT FOR THE YEAR ENDED AS AT 31<sup>ST</sup> MARCH, 2009.

**CASH FLOW FROM OPERATING ACTIVITIES :**

<b>NET (LOSS) AFTER TAX</b>	<b>(1553089.57)</b>
Adjustment For	
1. Depreciation	170996.73
2. Interest Received	(61181.46)
3. loss on sale of investment	32500.00
4. Provision for FBT	17565.00

**OPERATIVE PROFIT BEFORE WORKING CAPITAL CHANGES** **(1393209.30)**

**WORKING CAPITAL CHANGES**

Adjustment For	
1. ( Increase ) / Decrease in Sundry Debtors	741228.40
2. ( Increase ) / Decrease in Loan and Advances	(138434.24)
3. ( Increase ) / Decrease in Inventories	40480.63
4. Increase / (Decrease) in Current Liabilities	(161810.82)
5. FBT Tax Paid	(10065.00)
	<b>471398.97</b>

**NET CASH USED IN OPERATING ACTIVITIES (A)** **(921810.33)**

**(B) CASH FLOW FROM INVESTING ACTIVITIES**

Interest Received	61181.46
Sale of investment	67500.00

**NET CASH FLOW FROM INVESTING ACTIVITIES (B)** **128681.46**

**CASH FLOW FROM FINANCIAL ACTIVITIES**

Repayments of Borrowing	(75000.00)
Net Cash used in Financial Activities	(75000.00)

**NET CASH FLOW DURING THE YEAR (A+B+C)** **(868128.87)**

Cash and cash equivalents (Opening Balance)	1566622.66
Cash and cash equivalents (Closing Balance)	698493.79

Place : New Delhi  
Date : 30<sup>th</sup> June, 2009

(S. N. Chopra)  
Managing Director

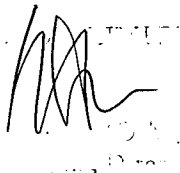
(S. C. Chhibber)  
Director

**Auditors Certificate**

We have examined the above Cash Flow Statement of M/s MY FAIR LADY LIMITED for the year ended 31<sup>st</sup> March, 2009. The statement has been prepared in accordance with the requirements of Clause 31 of the Listing Agreement with the Stock Exchanges and is based on and is in agreement with the corresponding Profit & Loss Account and Balance Sheet of the Company, covered by our report of even date to the members of the Company.

**For Chandiwala Virmani & Associates**  
[ Formerly Chandiwala Gupta & Associates ]  
Chartered Accountants

Place : New Delhi  
Date : 30<sup>th</sup> day of June, 2009.



( Ashish Agarwal )  
Partner  
Membership No. 99627.

# My Fair Lady Limited

## BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE OF MY FAIR LADY LIMITED

### I. Registration Details

Registration No.	L74999DL1981PLC012730	State Code :	55
Balance Sheet Date	31 Date	03 Month	2009 Year

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

Public Issue	NIL	Right Issue	NIL
Bonus Issue	NIL	Private Placement	NIL

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

Total Liabilities	59745	Total Assets	59745
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#### SOURCE OF FUNDS

Paid Up Capital	53140	Reserve & Surplus	6605
Secured Loan	NIL	Unsecured Loan	NIL

#### Application of Funds

Net Fixed Assets	588	Investments	NIL
Net Current Assets	5107	Misc. Expenditure	NIL
Accumulated Losses	54050		

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

Turnover	2400	Total Expenditure	3936
Profit / ( Loss) before Taxes	(1536)	Profit / (Loss) after Taxes	(1553)
Earning per Share in Rs.	(0.29)		

### V. Generic Names of three Principal Product /Services of the Company

Item Code (ITC Code)	:
Product Description	:Cosmetics / Trading in Shares & Securities / Others

For MY FAIR LADY LIMITED

For MY FAIR LADY LIMITED

(S.N. Chopra)  
Managing Director

FOR MY FAIR LADY LIMITED

(S.C. Chhibber)  
Director

  
(S.N. CHOPRA)  
Managing Director

# My Fair Lady Limited

## PROXY FORM MY FAIR LADY LIMITED

Regd. Office : 6, Shahpur Jat, New Delhi – 110 049

L.F. / I.D. No. ....

No. of Shares held .....

I / We

Name (s) in Full

Father / Husband's Name

Address as Regd. with the Co.

1. ....  
2. ....  
3. ....

being a member / members of My Fair Lady Limited, hereby appoint ..... or failing him / her ..... of ..... as my / our proxy to vote for me / us and on my / our behalf at the 26<sup>th</sup> Annual General meeting of the Company to be held on Tuesday the 22<sup>nd</sup> September, 2009 at 9.00 a.m. at Community Hall, Kilokiri, New Delhi – 110 014.

Signature of the

Shareholder 1. .... 2. .... 3. ....

Signature of the

Proxy 1. .... 2. .... 3. ....

Note : The Proxy must be returned, so as to reach the Company, not less 48 hours before the time for holding the aforesaid meeting. The proxy need not be member of the Company.

Affix Re. 1/-  
Revenu  
Stamp

## MY FAIR LADY LIMITED

Regd. Office : 6, Shahpur Jat, New Delhi – 110 049

### ATTENDANCE SLIP

L.F. / I.D. No. ....

No. of Shares held .....

( To be handed over at the registration Counter )

I, hereby, record my presence at the 26<sup>th</sup> Annual General Meeting of the Company to be held on Tuesday, the 22<sup>nd</sup> September, 2009, at 9.00 a.m. at Community Hall, Kilokiri, New Delhi – 110 014.

( All Particulars Should Confirm With That of Company's Records )

Member's Name .....

(in block letters)

Fathers / Husband's Name .....

Complete Address .....

Proxy's Name .....

Member's / Proxy's Signature

(To be signed at the time of handing over this slip)

1. Members / proxies are required to bring the Duly Signed Attendance Slip to the Meeting and hand it over at the entrance .  
( Please also bring your copy of the enclosed Annual Report. )

2. All joint holders should use only one slip.

3. Attendance slip not filled in properly will not be entertained.

4. For the convenience of members, persons other than Members / Proxies **WILL NOT BE ADMITTED.**

**MEMBERS MAY PLEASE NOTE THAT NO GIFTS SHALL BE DISTRIBUTED AT THE MEETING**

**Book Post**  
**(U.P.C)**

If undeliverd, please return to :  
**My Fair Lady Limited**  
6, Shahpur Jat, New Delhi - 110 049