

**27th  
Annual Report  
2009-2010**

**MY  
FAIR  
LADY  
LIMITED**

**BOARD OF DIRECTORS****S.N. Chopra**

Chairman &amp; Managing Director

**Vineet Arora**

Director

**Anil Kumar Chaddha**

Director

**Palakuzhil Verghese Mohan**

Director

**Sudhir Kumar Sharma**

Director

**Karan Chopra**

Director

**Devendra Manchanda**

Director

**Auditors :****M/s Chandiwala Virmani & Associates**

Chartered Accountant

New Delhi

**Bankers :**

Bank of India

**Share Transfer Agents****Link Intime India Pvt. Ltd.**

A-40, 2nd Floor,  
Naraina Industrial Area, Ph-II,  
Near Batra Banquet Hall,  
New Delhi - 1100028  
Tel. : 91-11-4140592-93-94  
Fax : 91-11-41410591  
E-mail: delhi@linkintime.com

**For Dematerialisation of Shares**

ISIN No.: INE244CO1012

**Registered Office:**

6, Shahpur Jat, New Delhi - 110049

Email: apsinghmf@yahoo.co.in

**CONTENTS****PAGE NO.**

Notice	1-9
Directors' Report	10-12
Corporate Governance Report	13-17
Compliance certificate on Corporate Governance	18
Auditors' Report	19-21
Balance Sheet	22
Profit & Loss Account	23
Schedule & Notes to Accounts	24-30
Cash Flow Statement & Auditors Certificate	31
Balance Sheet Abstract	32

## NOTICE

Notice is hereby given that 27th Annual General Meeting of My Fair Lady Limited will be held on Saturday 10<sup>th</sup> July, 2010 at 9.00 a.m. at Community Hall, Kilokari, 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 31st March, 2010 together with the Reports of auditors and directors thereon.

**Item No. 2**

To appoint a Director in place of Mr. Karan Chopra, 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., Chartered Accountant, not to be appointed as Statutory Auditors of the company because of their unwillingness to continued in the office of the Auditors of the company."

"RESOLVED Further that pursuant to the provision of section 224(1) and 224 (1B) of the Companies Act, 1956, and other applicable provision, if any, M/s. SRY & Associates, Chartered Accountants, be appointed as statutory auditor of the company in place of retiring auditors to hold the office till the next annual general meeting."

"RESOLVED FURTHER THAT the remuneration payable together with the out of pocket expenses, if any, shall be such as shall be mutually agreed upon between the Board of Directors and the Auditors."

**As Special Business:****Item No. 4**

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

"RESOLVED pursuant to Section 257 and other applicable provision, if any, of the Companies Act, 1956 that Mr. Palakuzhil Verghese Mohan be and is hereby appointed as director of the Company."

**Item No. 5**

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

"RESOLVED pursuant to Section 257 and other applicable provision, if any, of the Companies Act, 1956 that Mr. Sudhir Kumar Sharma be and is hereby appointed as director of the Company."

**Item No. 6**

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

"RESOLVED pursuant to Section 257 and other applicable provision, if any, of the Companies Act, 1956 that Mr. Devendra Manchanda be and is hereby appointed as director of the Company."

**Item No. 7**

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

"RESOLVED pursuant to Section 257 and other applicable provision, if any, of the Companies Act, 1956 that Mr. Vineet Arora be and is hereby appointed as director of the Company."

**Item No. 8**

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

"RESOLVED pursuant to Section 257 and other applicable provision, if any, of the Companies Act, 1956 that Mr. Anil Kumar Chaddha be and is hereby appointed as director of the Company."

**Item No. 9**

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

RESOLVED THAT the consent of the Company be and is hereby accorded in terms of section 149 (2A) and other applicable provisions, if any, of the Companies Act, 1956 to the Board of Directors to commence business as provided in Clause no. 28 and 41 in the other objects of the Memorandum of Association of the Company more specifically mentioned hereunder :

**Clause - 28 :** To purchase or otherwise acquire the mine working and mining ground, lands and property.

**Clause – 41 :** To manufacture and deal in carpets, wall papers, bed sheets, towels and textile and apparel products of all types.

"RESOLVED FURTHER THAT Mr. Anil Kumar Chaddha, Director of the company be and is hereby authorized to sign and file all forms/papers/ documents in relation to captioned subject, and to comply with all the requirements necessary to commence business as mentioned above."

**Item No. 10**

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

"RESOLVED THAT pursuant to the provisions of Section 81 (1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any amendment (s) thereto or any statutory modification(s) or re-enactment thereof for the time being in force), Securities and Exchange Board of India (Issue of Capital And Disclosure Requirements) Regulations, 2009 ("SEBI Regulations") as in force, the regulations/ guidelines, if any, issued by the Government of India,

the Reserve Bank of India and any other applicable laws rules and regulations ( including any amendment (s) thereof for the time being in force) and the relevant provisions of the Memorandum and Articles of Association of the Company and Listing Agreement entered into by the Company with the stock exchange where shares of the Company are listed, and subject to such approvals, consents, permissions and sanctions as may be required from the Government of India, the Reserve Bank of India, Securities and Exchange Board of India, Stock Exchange and any other relevant statutory, governmental authorities or departments, institutions or bodies ("Concerned Authorities") in this regard and further subject to such terms and conditions or modifications thereto as may be prescribed or imposed by any of the concerned Authorities while granting such approvals, sanctions and permissions as may be necessary ("Approvals") and any such conditions and /or modifications as may be prescribed, stipulated or imposed by any such Approvals and /or which may be agreed to or considered necessary by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), the consent, permission and approval of the members of the Company be and is hereby accorded the Board to creates, issue, offer and allot, from time to time in one or more tranches, on a preferential allotment basis, upto 4200000 (Forty Two Lacs) nos. of equity shares to M/s. SGM Webtech Pvt. Ltd., Manorites Capital Management Ltd., Krishna Gardens Pvt. Ltd., all Strategically Investors, and Mr. Anil Kumar Chaddha and Mr. Vineet Arora, Promoters of the Company, on such terms and conditions and in such manner as the Board may think fit, without offering the same to any other person, whether or not they are members of the company, at a price calculated in accordance with regulation 76(1) of chapter VII of SEBI Regulations which shall be the higher of the following:-

1. The average of the weekly high and low of the closing prices of the related shares quoted on the stock exchanges during the six months preceding the relevant date.
- OR
2. The average of the weekly high and low of the closing prices of the related shares quoted on the stock exchanges during the two weeks preceding the relevant date.

RESOLVED FURTHER THAT the relevant date, in terms of Chapter VII of the SEBI Regulations, for determination of minimum price for the issuance of the shares on a preferential allotment basis is 30 days prior from the date of Annual General Meeting i.e. 10th June, 2010.

RESOLVED FURTHER THAT the equity shares allotted on preferential basis shall be subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including dividend with the existing fully paid up equity shares of Rs. 10/- each of the Company.

RESOLVED FURTHER THAT the aforesaid shares to be allotted on preferential basis shall be subject to lock-in requirements as per the provision of Chapter VII of the SEBI Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the company to taken all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for issue or allotment of the aforesaid equity shares on preferential basis and listing thereof with the stock exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said shares, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee of Directors or any other Director(s) of the Company to give effect to the resolution.

**Item No. 11**

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

"RESOLVED THAT pursuant to the provisions of Section 81 (1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any amendment (s) thereto or any statutory modification(s) or re-enactment thereof for the time being in force), Securities and Exchange Board of India (Issue of Capital And Disclosure Requirements) Regulations, 2009 ("SEBI Regulations") as in force, the regulations/ guidelines, if any, issued by the Government of India, the Reserve Bank of India and any other applicable laws rules and regulations ( including any amendment (s) thereof for the time being in force) and the relevant provisions of the Memorandum and Articles of Association of the Company and Listing Agreement entered into by the Company with the stock exchange where shares of the Company are listed, and subject to such approvals, consents, permissions and sanctions as may be required from the Government of India, the Reserve Bank of India, Securities and Exchange Board of India, Stock Exchange and any other relevant statutory, governmental authorities or departments, institutions or bodies ("Concerned Authorities") in this regard and further subject to such terms and conditions or modifications thereto as may be prescribed or imposed by any of the concerned Authorities while granting such approvals, sanctions and permissions as may be necessary ("Approvals") and any such conditions and /or modifications as may be prescribed, stipulated or imposed by any such Approvals and /or which may be agreed to or considered necessary by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), the consent, permission and approval of the members of the Company be and is hereby accorded the Board to creates, issue, offer and allot, from time to time in one or more tranches, on a preferential allotment basis, upto 5400000 (Fifty Four Lacs) nos. of equity share warrants or any other securities or financial instrument(s) convertible into equity shares of the Company (hereinafter referred to as "Warrants") to M/s. SGM Webtech Pvt. Ltd., M/s. Manorites Capital Management Ltd., M/s. Krishna Gardens Pvt. Ltd., M/s. Ashi Equities Pvt. Ltd. all Strategically Investors, and Mr. Anil Kumar Chaddha, Mr. Vineet Arora and Mr. Gurdeep Singh, Promoters of the Company, ("Warrant holder"), on such terms and conditions and in such manner as the Board may think fit, without offering the same to any other person, whether or not they are members of the company, each warrant entitling the Warrant holder to apply for and be allotted one equity share of Rs.10/- (Rupees Ten Only) each fully paid-up, at a price calculated in accordance with regulation 76(1) of chapter VII of SEBI Regulations which shall be the higher of the following:-

1. The average of the weekly high and low of the closing prices of the related shares quoted on the stock exchanges during the six months preceding the relevant date.

OR

2. The average of the weekly high and low of the closing prices of the related shares quoted on the stock exchanges during the two weeks preceding the relevant date.

The said Warrants shall be converted within a period not exceeding eighteen months from the date of allotment of the Warrants, in one or more tranches, in accordance with the SEBI Regulations and other relevant guidelines as may be prevailing at the time of allotment of shares, and that the warrants so issued or allotted give rise (on allotment or conversion/ exercise of right) to not more than 54,00,000 (Fifty Four Lacs) nos. of Equity shares of Rs. 10/- each fully paid-up.

RESOLVED FURTHER THAT the relevant date, in terms of Chapter VII of the SEBI Regulations, for determination of minimum price for the issuance of the Warrants on a preferential allotment basis and conversion thereof into equity shares of Rs. 10/- each is 30 days prior from the date of AGM i.e. 10th June, 2010 and accordingly, the Warrants so issued shall, on exercise of rights attached thereto, shall be converted into equal number of equity shares of Rs. 10/- each at a price including premium as may be determined.

RESOLVED FURTHER THAT the equity shares allotted on conversion of warrants in terms of this resolution shall be subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including dividend with the existing fully paid up equity shares of Rs. 10/- each of the Company.

RESOLVED FURTHER THAT the aforesaid Warrants allotted in terms of this resultant equity shares arising on exercise of right attached to such Warrants shall be subject to lock-in requirements as per the provision of Chapter VII of the SEBI Regulations.

RESOLVED FURTHER THAT the warrants shall be issued by the Company on the following terms and conditions:

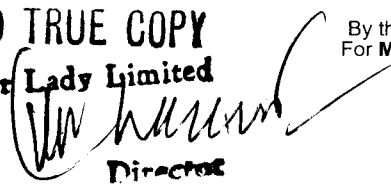
- i. An amount equivalent to 25% of the exercise price of the Equity Shares arising out of the Warrants shall be payable at the time of making the application for Warrants, which will be kept by the Company as a deposit to be adjusted And appropriated against the price of the Equity Shares payable by the Warrant Holder at the time of exercising the option.
- ii. In the event the Warrants Holder does not exercise the option of conversion within 18 months from the date of allotment of Warrants, the Warrants shall lapse and the deposit of 10% as indicated in point (i) above shall be forfeited by the Company.
- iii. The issue of the Warrants as well as the Equity Shares, arising from the exercise of the option under the Warrants in the manner aforesaid shall be governed by the respective provisions of the companies Act, 1956, the memorandum & Association of the Company and also the Guidelines/Regulations issued by SEBI or any other Authority as the case may be, or any modifications thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on the company to taken all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for issue or allotment of the aforesaid Warrants and the resultant equity shares to the holders of the Warrants upon exercise of right to subscribe the shares and listing thereof with the stock exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said Warrants, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee of Directors or any other Director(s) of the Company to give effect to the resolution.

**CERTIFIED TRUE COPY**

**For My Fair Lady Limited**



By the Order of the Board  
For My Fair Lady Limited

**S. N. Chopra**  
Chairman

Place: New Delhi  
Date: 8<sup>th</sup> June, 2010

**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. THE PROXY SO APPOINTED SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING. A BLANK PROXY FORM IS ENCLOSED FOR USE, IF NECESSARY, BY THE MEMBER.**
1. The Explanatory statement pursuant to Section 173(2) for item no. 3 to 11 is attached here with.
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 9th July, 2010 to 10th July, 2010 (both days inclusive).
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 registered 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.

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

**ITEM NO. 3**

M/s. Chandiwala Virmani & Associates, Chartered Accountants, has expressed their unwillingness to be reappointed as statutory auditors of the company for the financial year 2010-11.

The Chairman further apprised that the company has received the representation from some of the members of the company for Appointment of M/s. SRY & Associates, Chartered Accountants, as Statutory auditors of the company for the financial year 2010-11.

Hence, your directors recommend the said resolution to be passed as ordinary resolution.

None of the directors are interested or concerned in passing of the said resolution.

**ITEM NO. 4-6**

Mr. Palakuzhiil Verghese Mohan, Mr. Sudhir Kumar Sharma and Mr. Devendra Manchanda have been appointed as Additional Independent Directors in the Board meeting of the company held on 08.06.2010, Their tenure as an Independent Additional directors come to the end on the date of the AGM. For continuation of their appointment as directors need to be conformed in the AGM.

Further, The company have received representation from the members for their candidature as directors of the company as per requirement of Section 257 of the Companies Act, 1956.

Hence, your directors recommend the said resolution to be passed as ordinary resolution.

None of the directors except Mr. Palakuzhiil Verghese Mohan, Mr. Sudhir Kumar Sharma and Mr. Devendra Manchanda, are interested or concerned in passing of the said resolution.

**ITEM NO. 7-8**

Mr. Vineet Arora and Mr. Anil Kumar Chaddha have been appointed as Additional Directors in the Board meeting of the company held on 04.05.2010, Their tenure as an Additional directors come to the end on the date of the AGM. For continuation of their appointment as directors need to be conformed in the AGM.

Further, The company have received representation from the members for their candidature as directors of the company as per requirement of Section 257 of the Companies Act, 1956.

Hence, your directors recommend the said resolution to be passed as ordinary resolution.

None of the directors except Mr. Vineet Arora and Mr. Anil Kumar Chaddha, are interested or concerned in passing of the said resolution.

**ITEM NO. 9**

At present the company is not doing the any business activities. However, the company has introduced the new promoter group and they along with the strategic investor wish to infuse the fund for commencing the business activities of the company and the Board has decided to commence the business activities in the filed of Garments trading and exports and Mining activities.

However, the main object of the memorandum of association does not contain any of the above activities as its main objects but in clause no. 28 and 41 of the other objects clause of the Memorandum of Association have the provision for the same.

Hence, your Board recommend to brought the same in main objects of the company and the for the purposed resolution be passed as Special resolution.

None of the directors are interested or concerned in passing of the said resolution.

**ITEM NO. 10**

Issuance of 4200000 nos. of equity shares of the Company to the strategic investors and Promoter(s) on preferential basis:

The Company requires funds in near future for meeting present capital expenditure for expansion and other corporate, as may be required from time to time. To make provision for the funds so required, it is considered appropriate under the current circumstances to issue equity share warrants convertible into equity share on preferential basis in accordance with the provisions of Chapter VII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI Regulations").

On the request of the Company Some Strategic Investors and Promoters of the Company, have agreed to Subscribe upto 42,00,000 (Forty two Lacs) nos. of equity shares of Rs. 10/- each fully paid-up, on preferential basis as per detailed below :

S.No.	Name of the Person	Category of the Person	No. of Shares
1.	M/s. SGM Webtech Pvt. Ltd.	Strategic Investor	1300000
2.	M/s. Manorites Capital Management Ltd.	Strategic Investor	1300000
3.	M/s. Krishna Gardens Pvt. Ltd.	Strategic Investor	1200000
4.	Mr. Anil Kumar Chaddha	Promotor	200000
5.	Mr. Vineet Arora	Promotor	200000
		<b>TOTAL</b>	<b>4200000</b>

The price for allotment of the shares on preferential basis be calculated in accordance with clause 76 (1) of Chapter VII of SEBI Regulations, which shall be the higher of the following:

1. The average of the weekly high and low of the closing prices of the related shares quoted on the stock Exchange during the six months preceding the relevant date.

OR

2. The average of the weekly high and low of the closing prices of the related shares quoted on the stock Exchange during the two weeks preceding the relevant date.

(Relevant date: 30 days prior from the date of General Meeting of the members i.e. 10th June, 2010) date of the Proposed General Meeting is 10th, July, 2010

The details of the issue and other particulars as required under the SEBI Regulations, in relation to the above resolution proposed are given as under:

- i. **Objects of the Issue:**  
The funds raised through the proposed issue of Warrants shall be used for meeting present and future capital Expenditure for expansion and modernization activities, working capital margin requirements arising out of Increased volume of business and for other corporate purpose, as may be required from time to time.
- ii. Intention of strategic investors/ promoters / directors /key management persons to subscribe to the offer.

All the Strategic Investors and Promoters as per detailed below have agreed to subscribe 4200000 Equity Shares Offered by the Company. None of the other promoters / directors /key management persons, except given below, of the company Shall subscribe to the offer.

S.No.	Name of the Person	Category of the Person	No. of Shares
1.	M/s. SGM Webtech Pvt. Ltd.	Strategic Investor	1300000
2.	M/s. Manorites Capital Management Ltd.	Strategic Investor	1300000
3.	M/s. Krishna Gardens Pvt. Ltd.	Strategic Investor	1200000
4.	Mr. Anil Kumar Chaddha	Promotor	200000
5.	Mr. Vineet Arora	Promotor	200000
		<b>TOTAL</b>	<b>4200000</b>

- iii. Shareholding pattern before and after the offer

The shareholding pattern of the Company, before and after the preferential allotment of equity Shares shall be as under:

Category	Pre-Issue Shareholding Pattern*		Shareholding Pattern post allotment of Equity Shares*	
	No. of Shares	Shareholding (%)	No. of Shares	Shareholding (%)
A. Promoters, Promoters Group, Directors and Director's Relatives Shareholding	715637	13.47	1115637	11.73
B. Public Shareholding				
Banks	0	0.00	0	0.00
Mutual Funds	7800	0.15	7800	0.08
Financial Institutions	0	0.00	0	0.00
Foreign Institutional Investors	0	0.00	0	0.00
Private Corporate Bodies	578621	10.89	4378621	46.02
Foreign Company/ Non Resident Individual	133575	2.51	133575	1.40
Shares in transit / Clearing Member	63832	1.20	63832	0.67
Resident Individuals /others	3814535	71.78	3814535	40.10
<b>Total</b>	<b>5314000</b>	<b>100.00</b>	<b>9514000</b>	<b>100.00</b>

\*Based on the beneficiary positions in the shares of the Company as of 8th June, 2010, as provided by the Depositories. Post-Issue Shareholding Pattern may change due to change in the beneficiary position.

iv. Proposed time within which the allotment shall be completed

As required under the SEBI Regulations, the allotment of preferential shall be completed within 15 days of the Date of passing of the above resolution. Provided that where the allotment is pending on account of pendency of any approval from any regulatory authority or Central Government, the allotment would be completed Within 15 days from the date of such approval.

v. Identity of the proposed allottee and the percentage of post preferential issue capital that may be held by them

Name of the Proposed allottee	Pre-Issue Shareholding Pattern*		Shareholding Pattern post Issue	
	No. of Shares (%)	Shareholding	No. of Shares (%)	Shareholding
M/s. SGM Webtech Pvt. Ltd.	0	0	1300000	13.66
M/S Manorit Capital Management Ltd.	0	0	1300000	13.66
M/s. Krishna Gardens Pvt. Ltd	0	0	1200000	12.61
Mr. Anil Kumar Chaddha	0	0	200000	2.10
Mr. Vineet Arora	0	0	200000	2.10

vi. Lock-In

In terms of the SEBI Regulations for Preferential Issue, the shares to be allotted to all the person on preferential basis shall be locked-in for a period of three years from the date of their allotment or such other period as prescribed in the SEBI Regulations, Provided that in any case, not more than 20% of the total capital of the Company, including capital brought in by way of preferential issue, shall be subject to lock-in of three years from the date of allotment.

Further, the entire pre-preferential allotment shareholding of the persons, if any, shall Also be under lock-in from the relevant date upto a period of six months from the date of preferential Allotment.

The equity shares that will be issued pursuant to preferential allotment, will be locked-in as per the Requirements of the SEBI Regulation.

vii. Other terms of Issue of Shares

The equity shares issued as above shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with the existing fully paid up equity shares of the company.

The allotment of equity shares on preferential basis does not require making of a public offer as it is below the prescribed threshold limit For making of a public offer in terms of SEBI(Substantial Acquisition of Shares and Takeovers) Regulations, 1997. Due to above preferential allotment of shares, no change in the Management control is contemplated.

The aforesaid allottee(s) shall be required to comply with the relevant Provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, if any, applicable Consequent to the allotment of shares as proposed above.

In view of the above, it is proposed to issue upto 420000 (Four Lacs Twenty Thousand) Nos. of Equity Shares) to the strategic investors and the promoters as detailed above, on a preferential basis, at a price including premium, if any, as may be determined in accordance with the criteria given under the SEBI Regulations.

A copy of the certificate from the Statutory Auditors of the Company, M/s. Chandiwala Virmani & Associates., Chartered Accountants, Certifying that the issue of the equity shares is being made in accordance with the requirements of SEBI Requirements of SEBI Regulations for Preferential Issues, will be available for inspection at the Corporate Office of the Company situated At 6, Shahpur Jat, New Delhi – 110 049, during the office hours on all working days between 11.00 a.m and 1.00 p.m upto 10th July, 2010.

The consent of the Shareholders is being sought pursuant to the provisions of Section 81 (1A) and other applicable Provisions of the companies Act, 1956. if any, and in terms of the provisions of the Listing Agreements executed by the Company with the Stock Exchanges in India where the Company's shares are listed.

Your Directors recommend the resolution for your approval

None of the Directors of the Company, other than Mr. Vineet Arora and Mr. Anil Kumar Chaddha, are in any way, concerned or interested in the said resolution.

**ITEM NO 11**

Issuance of 5400000 nos of equity share warrants of the Company to the Strategic Investor and Promoter(s) on preferential basis.

The Company requires funds in near future for meeting present capital expenditure for expansion and other corporate, as may be required from time to time To make provision for the funds so required it is Considered appropriate under the



current circumstances to issue equity share warrants convertible into equity share on preferential basis in accordance with the provisions of Chapter VII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI Regulations").

On the request of the Company Some Strategic Investors and Promoters of the Company, have agreed to Subscribe upto 5400000 (Fifty Four Lacs) nos. of equity share warrants Or financial instrument(s) (hereinafter referred to as "Warrants"), convertible into equivalent number of equity Shares of Rs.10/- each fully paid-up, on preferential basis as per detailed below :

S.No.	Name of the Person	Category of the Person	No. of Warrants
1	M/s. SGM Webtech Pvt. Ltd.	Strategic Investor	750000
2	M/S. Manorites Capital Management Ltd.	Strategic Investor	750000
3	M/s. Krishna Gardens Pvt. Ltd	Strategic Investor	850000
4	M/s. Ashi Equities Pvt. Ltd.	Strategic Investor	1950000
5	Mr. Gurdev Singh	Strategic Investor	800000
4	Mr. Anil Kumar Chaddha	Promoter	150000
5	Mr. Vineet Arora	Promoter	150000
		<b>TOTAL</b>	<b>5400000</b>

The price for allotment of the shares on preferential basis be calculated in accordance with clause 76 (1) of Chapter VII of SEBI Regulations, which shall be the higher of the following:

On the request of the Company all the strategic investors and promoters , as detailed above, have agreed to Subscribe upto 5400000 (Fifty Four Lakhs ) nos. of equity share warrants Or financial instrument(s) (hereinafter referred to as "Warrants"), convertible into equivalent number of equity Shares of Rs.10/- each fully paid-up, on preferential basis, at a price calculated in accordance with clause 76 (1) of Chapter VII of SEBI Regulations, which shall be the higher of the following:

1. The average of the weekly high and low of the closing prices of the related shares quoted on the stock Exchange during the six months preceding the relevant date.

OR

2. The average of the weekly high and low of the closing prices of the related shares quoted on the stock Exchange during the two weeks preceding the relevant date.

(Relevant date: 30 days prior from the date of General Meeting of the members i.e. 10th June, 2010) date of the Proposed General Meeting is 10th July, 2010

The details of the issue and other particulars as required under the SEBI Regulations, in relation to the above Resolution proposed are given as under:

**i. Objects of the Issue:**

The funds raised through the proposed issue of Warrants shall be used for meeting present and future capital Expenditure for expansion and modernization activities, working capital margin requirements arising out of Increased volume of business and for other corporate purpose, as may be required from time to time.

**ii. Intention of promoters / directors /key management persons to subscribe to the offer**

All the strategic investors and promoters, as per detiled below, have agreed to subscribe all the Warrants Offered by the Company. None of the other promoters / directors /key management persons of the company Shall subscribe to the offer.

S.No.	Name of the Person	Category of the Person	No. of Warrants
1	M/s. SGM Webtech Pvt. Ltd.	Strategic Investor	750000
2	M/S. Manorites Capital Management Ltd.	Strategic Investor	750000
3	M/s. Krishna Gardens Pvt. Ltd	Strategic Investor	850000
4	M/s Ashi Equities Pvt. Ltd.	Strategic Investor	1950000
5	Mr. Gurdev Singh	Strategic Investor	800000
4	Mr Anil Kumar Chaddha	Promoter	150000
5	Mr. Vineet Arora	Promoter	150000
		<b>TOTAL</b>	<b>5400000</b>

iii. Shareholding pattern before and after the offer

The shareholding pattern of the Company, before and after the preferential issue assuming allotment of equity Shares upon full conversion of all the Warrants shall be as under:

Category	Pre-Issue Shareholding Pattern*		Shareholding Pattern post conversion of Warrants and issue of present preferential allotment of equity shares*	
	No. of Shares	Shareholding (%)	No. of Shares	Shareholding (%)
A. Promoters, Promoters Group, Directors and Director's Relatives Shareholding	1115637	11.75	1415637	9.49
B. Public Shareholding				
Banks	0	0.00	0	0.00
Mutual Funds	7800	0.08	7800	0.05
Financial Institutions	0	0.00	0	0.00
Foreign Institutional Investors	0	0.00	0	0.00
Private Corporate Bodies	4378621	46.02	8678621	58.19
Foreign Company/ Non Resident Individual	133575	1.40	133575	0.90
Shares in transit / Clearing Member	63832	0.67	63832	0.43
Resident Individuals /others	3814535	40.10	4614535	30.94
<b>Total</b>	<b>9514000</b>	<b>100.00</b>	<b>14914000</b>	<b>100.00</b>

\*Based on the beneficiary positions in the shares of the Company as of 8th June, 2010, as provided by the Depositories. Post-Issue Shareholding Pattern may change due to change in the beneficiary position.

iv. Proposed time within which the allotment shall be completed

As required under the SEBI Regulations, the allotment of Warrants shall be completed within 15 days of the Date of passing of the above resolution. Provided that where the allotment is pending on account of pendency of any approval from any regulatory authority or Central Government, the allotment would be completed Within 15 days from the date of such approval.

v. Identity of the proposed allottee and the percentage of post preferential issue capital that may be held by them

Name of the Proposed allottee	Pre-Issue Shareholding Pattern* after taking the present preferential allotment of Equity shares		Shareholding Pattern post conversion of Warrants and issue of present preferential allotment of equity shares*		
	No. of Shares	Shareholding (%)	No. of Shares allotted on preferential basis	Shareholding allotted on conversion of warrant	Shareholding (%) (after 1+2)
M/s. SGM Webtech Pvt. Ltd.	1300000	13.66	1300000	750000	13.75
M/s. Manorites Capital Management Ltd.	1300000	13.66	1300000	750000	13.75
M/s. Krishna Gardens Pvt. Ltd	1200000	12.61	1200000	850000	13.75
M/s. Ashi Equities Pvt. Ltd.	0	0.00	0	1950000	13.07
Gurdev Singh	0	0.00	0	800000	5.36
Anil Kumar Chaddha	200000	2.10	200000	150000	2.35
Vineet Arora	200000	2.10	200000	150000	2.35

vi. Lock-In

In terms of the SEBI Regulations for Preferential Issue, the Warrants and the resultant shares on conversion Of the Warrants proposed to be allotted to person detailed above shall be locked-in for a period of three years from the date of their allotment or such other period as prescribed in the SEBI Regulations, Provided that in any case, not more than 20% of the total capital of the Company, including capital brought In by way of preferential issue, shall be subject to lock-in of three years from the date of allotment.

Further, the entire pre-preferential allotment shareholding of the person detailed above, if any, shall also be under lock-in from the relevant date upto a period of six months from the date of preferential Allotment.

The equity shares that will be issued pursuant to the conversion of Warrants, will be locked-in as per the Requirements of the SEBI Regulation.

vii. Other terms of Issue of Warrants

1. The proposed allottee of the Warrants shall on or before the date of allotment of Warrants, pay an amount Equivalent to at least 25% of the total consideration per Warrant.
2. The holder(s) of each Warrant will be entitled to apply for and obtain allotment of one equity share against Such Warrant at any time after the date of allotment but on or before the expiry of 18 months from the date Of allotment, in one or more tranches. At the time of exercise of entitlement, the Warrant holder shall pay The balance of the consideration towards the subscription to each equity share.
3. If the entitlement against the Warrants to apply for equity shares is not exercised within the aforesaid period, The entitlement of the Warrant holders to apply for the equity shares of the Company along with the rights Attached thereto shall expire and any amount paid on such Warrants shall stand forfeited.
4. Upon receipt of the requisite payment as above, the Board (or a Committee thereof) shall allot one equity Share against each Warrant by appropriating Rs.10/- per equity share towards equity share capital and the Balance amount paid against each Warrant towards the securities premium amount.
5. The Warrant by itself till converted into equity shares, does not give to the holder(s) thereof any rights of the Shareholders of the Company.
6. The equity shares issued as above shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with the existing fully paid up equity shares of the Company.

The allotment of Warrants does not require making of a public offer as it is below the prescribed threshold limit For making of a public offer in terms of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997. Due to above preferential allotment of Warrants and the resultant issue of equity shares, no change in the Management control is contemplated. The aforesaid allottee(s) shall be required to comply with the relevant Provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, if any, applicable Consequent to the allotment of shares on conversion of Warrants as proposed above.

In view of the above, it is proposed to issue upto 540000 (Five Lacs Forty Thousand) Nos. of Warrants (convertible into equivalent number of equity shares of Rs.10/- each fully paid-up) to the strategic investors and promoters as per detailed above on a preferential basis, at a price including premium as may be determined in accordance with the criteria given under the SEBI Regulations.

A copy of the certificate from the Statutory Auditors of the Company, M/s. Chandiwala Virmani & Associates., Chartered Accountants, Certifying that the issue of the Warrants is being made in accordance with the requirements of SEBI Requirements of SEBI Regulations for Preferential Issues, will be available for inspection at 6, Shahpur Jat, New Delhi – 110 049, during the office hours on all working days between 11.00 a.m and 1.00 p.m upto 10th July, 2010..

The consent of the Shareholders is being sought pursuant to the provisions of Section 81 (1A) and other applicable Provisions of the companies Act, 1956, if any, and in terms of the provisions of the Listing Agreements executed by the Company with the Stock Exchanges in India where the Company's shares are listed.

Your Directors recommend the resolution for your approval.

None of the Directors of the Company, other than Mr. Vineet Arora and Mr. Anil Kumar Chaddha, are in any way, concerned or interested in the said resolution.

## DIRECTORS' REPORT

To  
The Members

Your Directors have pleasure in presenting the 27<sup>th</sup> Annual Report of the Company together with Audited Accounts for the year ended 31<sup>st</sup> March, 2010.

## FINANCIAL RESULTS

Particulars	2009-2010 (Rs. in lacs)	2008-09 (Rs. in lacs)
Sales, other income & prior period income	12.92	24.00
Profit/(Loss) before interest, depreciation and taxation	(18.07)	(13.65)
Depreciation	(0.33)	(1.71)
Profit/(Loss) before taxation	(18.40)	(15.36)
Provision for taxation	0.00	0.00
Profit/(Loss) after taxation	(18.44)	(15.36)
Add: Prior period income	0.02	NIL
Add: Balance b/f from previous year	(540.50)	(524.97)
Profit/(Loss) carried to Balance Sheet	(558.92)	(540.50)

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

The old management has handed over the charge to the new management under the supervision of Mr. Vineet Arora and Mr. Anil Kumar Chaddha. The new management is in the process of starting the new activities in the companies. The new management is in the process of converting the other objects into main objects. Further the new management is exploring the opportunities with Strategic Investors for infusion of funds to the company. The new management is also in the process of infusion of the funds in to the Company.

## DIVIDEND

Due to the losses incurred, no dividend is recommended for the financial year 2009-2010.

## AUDITORS

M/s. Chandiwala Virmani & Associates, Chartered Accountant, not to be appointed as Statutory Auditors of the company because of their unwillingness to continued in the office of the Auditors of the company."

M/s. SRY & Associates, Chartered Accountants, be appointed as statutory auditors of the Company. The Company has received a certificate under section 224(1-B) of the Companies Act, 1956 to the effect that their 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. Karan Chopra, Director of the Company retires by rotation, and being eligible, offers himself for re-appointment.

During the year under review Mr. S.C. Chhibber & Mr. N.K. Anand resigned from Board of Directors and Mr. Pradeep Gupta & Mr. Shyam Mohan Gupta have been appointed as independent directors. They have also resigned from the Board of Directors. After that Mr. Devendra Manchanda, Mr. Sudhir Kumar Sharma and Mr. Palakuzhiil Verghese Mohan have been appointed as Independent directors of the company. Further, during the year under review Mr. Anil Kumar Chaddha and Mr. Vineet Arora have been appointed as promoter directors of the company.

## 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.

**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. Amit Agrawal & Associates, Company Secretary in Practice, 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: 8<sup>th</sup> June, 2010

(Karan Chopra)  
Director

(S. N. Chopra)  
Managing Director

## ANNEXURE 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.

A) Power & fuel consumption purchased:

Purchased	Current year	Previous year
Unit	1702	865
Total Amount (in Rs.)	11915	5,190.00
Rate/unit (Rs.)	7.00	6.00

B) Own generation through diesel set:

	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: 8<sup>th</sup> June, 2010

(Karan Chopra)  
Director

(S. N. Chopra)  
Managing Director

**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, 2010 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 member
S. N. Chopra	Promoter, Executive Director & Chairman of the Board	2	3	-
S. C. Chhibber	Independent Non-Executive Director	-	3	-
N. K. Anand	Independent Non-Executive Director	1	3	3
Karan Chopra	Promoter, Non Executive Director,	1	3	-
Pradeep Gupta	Independent Non Executive Director	1	-	-
Shyam Mohan Gupta	Independent Non Executive Director	2	-	-

(a) Number of Board Meetings held and attended by Directors

(i) During the period under review, the Board of Directors of the Company met 14 (Fourteen) times. These were held on:

1. 30th April, 2009
2. 30th June, 2009
3. 31st July, 2009
4. 22nd August, 2009
5. 31st August, 2009
6. 7th September, 2009
7. 30th September, 2009
8. 30th October, 2009
9. 30th November, 2009
10. 4th December, 2009
11. 15th January, 2010
12. 30th January, 2010
13. 3rd March, 2010
14. 20th March, 2010

(ii) The attendance record of each Directors at the Board Meetings during the period ended on 31st March 2010 and of last Annual General Meeting is as under: -

Name of Directors	Total no. of Meetings held	No. of board meeting attended	Attendance at the last AGM
S. N. Chopra	14	14	Yes
S. C. Chhibber	14	6	Yes
N. K. Anand	14	5	Yes
Karan Chopra	14	14	Yes

**(III) Audit Committee**

(i) During the period under review, the members of Audit Committee met 5 (Five) times. The Dates of the meetings were 24/04/2009, 12/06/2009, 12/08/2009, 14 /11/2009 and 18/02/2010.

S.No.	Name of Director	Position	Category	No. of meetings	Attendance
1	N. K. Anand*	Chairman	Independent Non Executive	05	05
2	S. C. Chhibber	Member	Independent Non Executive	05	05
3.	S. N. Chopra	Member	Executive Director	05	05
4.	Karan Chopra	Member	Non Executive	05	02

(i) Mr. 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**

(ii) During the period under review, the members of the Remuneration & Recruitment Committee met 5 (Five) times. The Dates of the meetings were 24/04/2009, 12/06/2009, 12/08/2009, 14/11/2009 and 18/02/2010.

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

**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.



**I. 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 24/04/2009, 12/06/2009, 12/08/2009, 14/11/2009 and 18/02/2010.

S.No.	Name of Director	Position	Category	No. of meetings	Attendance
1	N. K. Anand*	Chairman	Independent Non Executive	05	05
2	S. C. Chhibber	Member	Independent Non Executive	05	05
3.	S. N. Chopra	Member	Executive Director	05	05
4.	Karan Chopra	Member	Non Executive	05	02

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

(i) No. of investors' complaints received by the RTA/ Company: 13  
 No. of complaints not solved/ pending: NIL  
 No. of pending transfers: NIL

**I. General Body Meetings**

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

AGM	Day	Date	Time	Venue
24th	Friday	28/09/2007	9:00 A.M.	Community Hall, Kilokari, New Delhi -110014.
25th	Thursday	25/09/2008	9:00 A.M.	Community Hall, Kilokari, New Delhi -110014.
26th	Tuesday	22/09/2009	9:00 A.M.	Community Hall, Kilokari, New Delhi -110014.

- **Whether any special resolutions passed in the previous 3 AGMs:**  
 In the Annual General Meetings held on 28th September, 2007, 25th September, 2008 and 22nd September, 2009, 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.

**I. 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.

**I. Means of communication**

- (i) Quarterly Results  
Which newspapers normally published in
  - 1) Veer Arjun, Jansatta (in Hindi)
  - 2) Pioneer, The Financial Express (English)
- (ii) Any web-site, where displayed : No

**II. GENERAL SHAREHOLDERS' INFORMATION:**

- (a) **Registered Office:**  
6, Shahpur Jat, New Delhi- 110 049.
- (b) **Registrar & Share Transfer Agents:**  
M/s. Link Intime India Private Limited,  
A-40, 2nd Floor, Naraina Industrial Area,  
Phase-II, Near Batra Banquet Hall, New Delhi- 110 028.
- (c) **Annual General Meeting to be held:**  
Day : Saturday  
Date : 10/07/2010  
Time : 9.00 A.M  
Venue : Community Hall, Kilokari, New Delhi-110 014.
- (d) **Financial Year : 01/04/2009 to 31/03/2010**
- (e) **Date of Book Closure:** 9th July, 2010 to 10th July, 2010 (both days inclusive)
- (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 31st March 2010, a total of 3007421 Shares of the Company stand dematerialized & this constitutes 56.59 % 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, 2009	2.85	2.26
May, 2009	2.99	2.40
June, 2009	3.74	2.71
July, 2009	2.86	1.91
August, 2009	2.59	2.00
September, 2009	2.90	2.21
October, 2009	2.40	1.95
November, 2009	2.95	2.05
December, 2009	3.70	2.60
January, 2010	3.65	2.81
February, 2010	3.14	2.26
March, 2010	6.07	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

Distribution of Shareholding as on 31.03.2010

		Statement Showing Shareholding Pattern						
Name of the Company		MY FAIR LADY LIMITED						
Serip Code :		526622	Quarter Ended :		31.03.2010			
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 shares		Shares Pledged or otherwise encumbered	
					As a percentage of (A+B) <sup>1</sup>	As a percentage of (A+B+C)	Number of shares	As a percentage
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group<sup>2</sup></b>							
<b>1</b>	<b>Indian</b>							
(a)	Individuals/Hindu Undivided Family	43	763137	574477	14.36	14.36	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	765637	574477	14.41	14.41	0	0.00
<b>2</b>	<b>Foreign</b>							
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	765637	574477	14.41	14.41	0	0.00
<b>1</b>	<b>Institutions</b>							
(a)	Mutual Funds/UTI	1	7800	0	0.15	0.15	0	0.00
(b)	Financial Institutions Bank	0	0	0	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)	1	7800	0	0.15	0.15	0	0.00
<b>B-2</b>	<b>Non-institutions</b>							
(a)	Bodies Corporate	123	492447	254547	9.27	9.27	0	0.00
(b)	Individuals	0	0	0	0.00	0.00	0	0.00
	Individuals - i, individual shareholders holding nominal share							
I	Capital up to Rs 1 lakh	13570	3262481	1572462	61.39	61.39	0	0.00
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	13	516076	476076	9.71	9.71	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	26	42748	42748	0.80	0.80	0	0.00
(c-iv)	Hindu Undivided Families	50	85911	85911	1.62	1.62	0	0.00
	Sub-Total (B)(2)	13812	4540563	2432944	85.45	85.45	0	0.00
(B)	Total public Shareholding (B)= (B)(1)+(B)(2)	13813	4548363	2432944	85.59	85.59	0	0.00
	TOTAL (A)+(B)	13857	5314000	3007421	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)	13857	5314000	3007421	100.00	100.00	0	0.00

**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 Period ended 31<sup>st</sup> March 2010.

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.

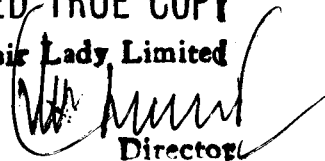
We further state that, such compliance neither an assurance as the future viability of the Company, nor as to the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For and on behalf of  
**Amit Agrawal & Associates**  
Companies Secretaries

Place : Delhi  
Date : 8<sup>th</sup> June, 2010

**(Amit Agrawal)**  
Proprietor  
C.P No. 3647

**CERTIFIED TRUE COPY**  
**For My Fair Lady Limited**

  
Director

## 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 31st March, 2010, 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.

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.

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.

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 31st March, 2010 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2010 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 31st March, 2010,
  - (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 : 21<sup>st</sup> Day of May, 2010

( **R. C. Chandiwala** )  
 Partner  
 Membership No. 012534  
 Firm Reg.No.000082N

**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.  
(b) The company is having nil stock of shares as on 31.03.2010.
3. The Company has taken interest free loan from a person covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year was Rs.2,50,000 /-and the year-end balance was nil.
  - a) In our opinion and according to the information and explanations given to us the loan is not prejudicial to the interest of the company.
  - b) In our opinion, the rate of interest and term and conditions of loans taken from persons listed in the register maintained under section 301 of the Companies Act, 1961 are not, prima facie, prejudicial to the interest of the Company.
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. In our opinion and according to the information and explanations given to us, there were no transactions exceeding Rs.5,00,000.00 during the year that need to be entered in 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, 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 – 10.
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.
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 Broker.
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 : 21<sup>st</sup> Day of May, 2010

( **R. C. Chandiwala** )  
Partner  
Membership No. 012534  
Firm Reg.No.000082N

**CERTIFIED TRUE COPY**  
**For My Fair Lady Limited**  
  
**Director**

Balance Sheet as at 31st March, 2010

Particulars	Schedule	Amount as on 31/03/2010	Amount as on 31/03/2009
<b>A SOURCES OF FUNDS</b>			
<b>1 Share Holder's Fund</b>	1		
a. Share Capital		53,140,000.00	53,140,000.00
Reserves & Surplus		6,604,590.52	6,604,590.52
		<u>59,744,590.52</u>	<u>59,744,590.52</u>
<b>2 Loan Funds</b>			
a. Secured Loans		0.00	0.00
b. Unsecured Loans		0.00	0.00
Total Rs.		<u>0.00</u>	<u>0.00</u>
Grand Total Rs.		<u>59,744,590.52</u>	<u>59,744,590.52</u>
<b>B APPLICATION OF FUNDS</b>			
<b>1 Fixed Assets</b>	2		
Gross Block		1,474,604.00	2,451,714.00
Less : Depreciation		1,468,453.00	1,864,155.35
Net Block		<u>6,151.00</u>	<u>587,558.65</u>
<b>2 Investments</b>		0.00	0.00
<b>3 Current Assets, Loans &amp; Advances</b>	3		
a. Inventories		0.00	51,947.00
b. Sundry Debtors		0.00	125,649.60
c. Cash & Bank Balance		213,536.81	698,493.79
d. Loans & Advances		3,029,026.00	3,985,617.50
e. Deferred Tax Assets		666,684.00	666,684.00
Sub-Total - 'A'		<u>3,909,246.81</u>	<u>5,528,391.89</u>
<b>4 Less : Current Liabilities &amp; Provisions</b>	4		
Current Liabilities		63,123.00	406,811.18
Provision		0.00	15,000.00
Sub-Total - 'B'		<u>63,123.00</u>	<u>421,811.18</u>
Net Current Assets ( A-B )		<u>3,846,123.81</u>	<u>5,106,580.71</u>
Miscellaneous Expenditure ( To the extent not written off or adjusted )		55,892,315.71	54,050,451.16
Grand Total Rs.		<u>59,744,590.52</u>	<u>59,744,590.52</u>
Notes to Account : Schedule - '10'			

(S.N. Chopra)  
Managing Director

(Karan Chopra)  
Director

AUDITORS' REPORT  
As per our separate report of even date annexed  
For Chandiwala Virmani & Associates,  
Chartered Accountants,

Date : 21<sup>st</sup> day of May, 2010  
Place : New Delhi

**CERTIFIED TRUE COPY**  
**For My Fair Lady Limited**

( R.C.Chandiwala )  
Partner

*[Signature]*  
Director



Trading and Profit & Loss Account for the year ending 31st March 2010

Particulars	Schedule	Amount as on 31/03/2010	Amount as on 31/03/2009
<b>1 INCOME</b>			
Sales of Trading Goods		0.00	482,328.00
Sales of Securities		1,149,711.28	1,772,493.34
Other Income	5	142,028.23	145,393.46
		<u>1,291,739.51</u>	<u>2,400,214.80</u>
<b>2 EXPENDITURE</b>			
Purchases Trading Goods		0.00	14,000.00
Purchase Container A/c		0.00	3,65,950.32
Purchases of Securities		1,077,510.91	2,04,095.77
(Increase) / Decrease in Stock	6	51,947.00	40,481.00
Establishment Expenses	7	316,100.00	316,275.00
Financial Expenses	8	3,047.08	7,550.00
Administration & Selling Expenses	9	1,301,747.07	877,196.93
Loss on sale of Assets( Car)		348,843.00	0.00
Speculation Loss ( Shares)		0.00	49,194.00
		<u>3,099,195.06</u>	<u>3,764,743.02</u>
<b>Profit / (Loss) before Depreciation</b>		<b>(1,807,455.55)</b>	<b>(1,364,528.22)</b>
Less : Depreciation		32,565.00	170,996.35
<b>Profit / (Loss) after Depreciation</b>		<b>(1,840,020.55)</b>	<b>(1,535,524.57)</b>
Less : Provision for Fringe Benefit Tax C. Yr.		0.00	15,000.00
Less : Provision for Fringe Benefit Tax P.Yr.		3,050.00	2,565.00
Less : Prior Perid Exp.		1,020.00	0.00
Add : Prior Period Income		2,226.00	0.00
<b>Total :</b>		<b>(1,841,864.55)</b>	<b>(1,553,089.57)</b>
Add : Balance B/f Previous Year		(54,050,451.16)	(52,497,361.59)
<b>Net Profit / (Loss) Carried to Balance Sheet</b>		<b>(55,892,315.71)</b>	<b>(54,050,451.16)</b>

(S.N. Chopra)  
Managing Director

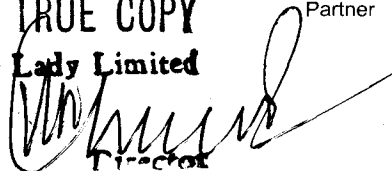
(Karan Chopra)  
Director

AUDITORS' REPORT  
As per our separate report of even date annexed  
For **Chandiwala Virmani & Associates,**  
Chartered Accountants,

Date : 21<sup>st</sup> day of May, 2010  
Place : New Delhi

**CERTIFIED TRUE COPY**  
**For My Fair Lady Limited**

( R.C.Chandiwala )  
Partner



## Schedules forming a part of Balance Sheet as on 31/03/2010

Particulars	Amount as on	Amount as on
	31/03/2010	31/03/2009
<b>Schedule "1" - Capital Account</b>		
a. Shareholders Funds		
Authorised Capital		
15000000 Equity Shares of Rs. 10/- each.	<u>150,000,000.00</u>	<u>150,000,000.00</u>
Issued, Subscribed & Paid-up Capital		
5314000 Equity Shares of Rs. 10/- each fully paid up	<u>53,140,000.00</u>	<u>53,140,000.00</u>
b. Reserves & Surplus		
(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.	<u>6,604,590.52</u>	<u>6,604,590.52</u>
<b>Schedule "3" - Current Assets, Loans &amp; Advances</b>		
a. <b>Inventory in hand</b>		
Shares / Equities	0.00	51,947.00
Total Rs. (a+b)	<u>0.00</u>	<u>51,947.00</u>
b. <b>Sundry Debtors</b>		
(Unsecured considered good )		
Outstanding for a period exceeding Six months	0.00	125,649.60
Others	0.00	0.00
Total Rs.	<u>0.00</u>	<u>125,649.60</u>
c. <b>Cash &amp; Bank Balances</b>		
Cash in Hand	42,465.68	138,012.68
Bank of India C.A. No. 600520110000055	165,009.33	249,711.19
Punjab National Bank A/C No. 308745	0.00	32,344.59
Punjab National Bank (Parwanoo)	0.00	5,408.08
Tamilnadu Mercantile Bank A/c No. 800227	6,061.80	6,061.80
FDR with Punjab National Bank	0.00	200,000.00
Interest accrued on FDR/ Bank Guarantee	0.00	57,695.77
Cheque deposited but not cleared	0.00	9,259.68
Total Rs.	<u>213,536.81</u>	<u>698,493.79</u>

(S.N. Chopra)  
Managing Director

(Karan Chopra)  
Director

**Schedule "2" Statement of Fixed Assets and Depreciation charged as on 31/03/2010**

S. No.	Particulars	Rate of Dep.	Open. Balance as on 01/04/09	Additions	Deletion (Sales)	Total Value as on 31/03/2010	Upto 1/4/2009	Dep. during the year	Depreciation add back	Total upto 31/3/2010	W.D.V. as on 31/03/2010	W.D.V. as on 31/03/2009
1	Office Equipments	4.75%	819,765	0	0	819,765	802,223	17542	0	819765	0	17,542
2	Computers	16.21%	72,500	0	0	72,500	68,875	3625	0	72500	0	3,625
3	Furniture & Fixtures	6.33%	564,839	0	0	564,839	556,278	8561	0	564839	0	8,561
4	Vehicles	9.50%	977,110	0	977110	0	428,267	0	428267	0	0	548,843
5	Inventor	16.21%	17,500	0	0	17,500	8,512	2837	0	11349	6151	8,988
	<b>Total</b>		<b>2,451,714</b>	<b>0</b>	<b>977110</b>	<b>1,474,604</b>	<b>1,864,155</b>	<b>32565</b>	<b>428267</b>	<b>1468453</b>	<b>6151</b>	<b>587,559</b>
	Total		2,451,714	0	0	2,451,714	1,693,159	170996	0	1864155	587559	758,555

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

**(Karan Chopra)**  
Director

## Schedules forming a part of Balance Sheet as on 31/03/2010

Particulars	Amount as on 31/03/2010	Amount as on 31/03/2009
<b>d. Loans &amp; Advances</b>		
(Advance recoverable in cash or kind of for value to be recd.)		
My Lady Cosmetics (I) Pvt. Ltd.	508,400.00	1,283,711.50
Fouxclu Enterprises Pvt.Ltd	8,400.00	0.00
Income Tax Refundable	14,116.00	14,493.00
Sales Tax Deposits	1,707,513.00	1,917,513.00
Excise Guarantee Deposit	769,900.00	769,900.00
Sales Tax Refundable	20,697.00	0.00
Total Rs.	<u>3,029,026.00</u>	<u>3,985,617.50</u>
 <b>Schedule "4" : Current Liabilities &amp; Provisions</b>		
<b>a. Current Liabilities</b>		
Synthetic World India	0.00	47,500.00
Expenses Payable	63,123.00	48,626.72
Ch. Issued but not present	0.00	171,184.46
Deposit / Security against supply	0.00	139,500.00
Total Rs.	<u>63,123.00</u>	<u>406,811.18</u>
<b>b. Provisions</b>		
Fringe Benefit Tax	0.00	15,000.00
Total Rs.	<u>0.00</u>	<u>15,000.00</u>
Total Rs. (a+b)	<u>63,123.00</u>	<u>421,811.18</u>

(S.N. Chopra)  
Managing Director

(Karan Chopra)  
Director

**Schedules forming a part of Profit Loss A/c for the year ending 31/03/2010**

Particulars	Amount as on 31/03/2010	Amount as on 31/03/2009
<b>Schedule "5" - Other Income</b>		
Interest on FDR / Bank Guarantee	1,231.23	26,933.46
Interest on Income Tax Refund	352.00	34,248.00
Dividend	945.00	2,152.00
Comm. Recd from RICL	0.00	19,880.00
Incentive Received	0.00	17,424.00
Unclaimed Balances W/o.	139,500.00	44,756.00
Total Rs.	<u>142,028.23</u>	<u>145,393.46</u>
 <b>Schedule "6" - (Increase) / Decrease in Stock</b>		
<b>Trading Goods</b>		
Opening Balance	0.00	76,982.00
Less : Closing Stock	0.00	0.00
(Increase) / Decrease in Stock	0.00	<u>76,982.00</u>
Total Rs.	<u>0.00</u>	<u>76,982.00</u>
 <b>Shares / Securities</b>		
Opening Balance	51,947.00	15,446.00
Less : Closing Stock	0.00	51,947.00
(Increase) / Decrease in Stock	51,947.00	<u>(36,501.00)</u>
Total Rs.	<u>51,947.00</u>	<u>40,481.00</u>
 <b>Schedule "7" - Establishment Expenses</b>		
Salaries & Bonus etc.	316,100.00	316,275.00
Total Rs.	<u>316,100.00</u>	<u>316,275.00</u>
 <b>Schedule "8" - Financial Expenses</b>		
1 Bank Charges & Commission	3,047.08	7,550.00
Total Rs.	<u>3,047.08</u>	<u>7,550.00</u>

(S.N. Chopra)  
Managing Director

(Karan Chopra)  
Director

## Schedules forming a part of Profit Loss A/c for the year ending 31/03/2010

Particulars	Amount as on 31/03/2010	Amount as on 31/03/2009
<b>Schedule "9" : Administrative &amp; Selling Expenses</b>		
1 Accounting Charges	24,525.00	0.00
2 Advertisement	48,080.00	37,773.00
3 Annual / Body General Meeting Expenses	111,922.00	119,031.00
4 Car Insurance	4,885.00	11,882.00
5 Claw back of Commission / Incentive	0.00	29,114.00
6 Director's Meeting Fee	11,000.00	14,000.00
7 Documentation Charges	14,900.00	2,800.00
8 Exp. Charged by broker (Sykes & R)	2,429.62	2,667.55
9 Fee Membership & Subscription	121,517.00	57,802.00
10 Filling Fee	1,500.00	1,612.00
11 Legal, Professional & Consultancy	342,906.50	268,605.00
12 Loss on sale of Investment	0.00	32,500.00
13 Misc. Expenses	8,576.00	3,044.00
14 Office Upkeep & Maintenance	9,570.00	9,605.00
15 Payment to Auditor	20,000.00	20,000.00
16 Postage & Telegrams	5,097.00	3,814.00
17 Power & Electricity Charges	11,915.00	5,190.00
18 Printing & Stationery	11,458.55	6,955.19
19 Photocopy Exp.	8,837.00	4,256.00
20 Renewal of Digital Signature	1,500.00	0.00
21 Rent	44,760.00	37,720.00
22 Repair & Maintenance	30,355.00	17,555.00
23 Security Transaction Tax	2,657.00	4,297.45
24 Customer Security deposit	0.00	15,750.00
25 Sales Tax Additional Demand	309,724.00	1,516.00
26 Service Tax charged by party	18,038.17	17,701.73
27 Short & Excess	0.40	0.44
28 Stamp Charges on Shares /Equity	213.38	348.03
29 Telephone Expenses	10,895.00	20,562.00
30 TO / Transfer Charges	86.45	152.54
31 Travelling & Conveyance	114,236.00	107,758.00
32 Vehicle Running & Maintenance	10,163.00	23,185.00
	<u>1,301,747.07</u>	<u>877,196.93</u>

(S.N. Chopra)  
Managing Director

(Karan Chopra)  
Director

**Schedule-10**

**Significant Accounting Policies, Notes And Additional Informations**

**\*1. SIGNIFICANT ACCOUNTING POLICIES**

- a) That Company maintains its accounts on 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**  
Income & Expenditure are accounted for as accrual basis.
- c) **Inventories**  
There are no inventories at the close of the year.
- d) **Fixed Assets**  
Fixed Assets are stated at historical cost which includes expenditure incurred on acquisition , construction and 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 has no business except dealing in 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.

	<b>Cost of Goods</b>	<b>Unit</b>	<b>Closing Stock Qty</b>	<b>Value</b>	<b>Sales Qty</b>	<b>Amount (Rs.)</b>
a.	<b>Trading</b>					
	Mobile Phone	Pcs.	0.00	0.00	0.00	0.00
			(0.00)	(0.00)	(18)	(10350.00)
	FWP	Pcs	0.00	0.00	0.00	0.00
			(0.00)	(0.00)	(7)	(6650.00)
	Data Card	Pcs.	0.00	0.00	0.00	0.00
			(0.00)	(0.00)	(19)	(25950.00)
	Container	Pcs.	0.00	0.00	0.00	0.00
			(0.00)	(0.00)	(64800)	(362378.00)
	Caps	Pcs.	0.00	0.00	0.00	0.00
			(0.00)	(0.00)	(28600)	(28600.00)
	Others	Kgs.	0.00	0.00	0.00	0.00
			(0.00)	(0.00)	(2000)	(48400.00)

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

	<b>2009-10</b>	<b>2008-09</b>	
b.	Raw Materials, Containers	<b>NIL</b>	NIL
	Packing material consumed	<b>NIL</b>	NIL
c.	CIF Value of Imports	<b>NIL</b>	NIL
3.	Managerial remuneration to Director has been paid as per schedule XIII of companies Act, 1956 as per details given below :		
	Nature of Payment	<b>2009-10</b>	<b>2008-09</b>
	Salary	<b>NIL</b>	NIL
	Medical Expenses	<b>NIL</b>	NIL
4.	<b>Payment to Auditors</b>		
	For Audit fee	<b>2009-10</b>	<b>2008-09</b>
		<b>15,000.00</b>	15,000.00
	For other Taxation matter	<b>5,000.00</b>	5,000.00
	Service Tax	<b>2,060.00</b>	2,060.00
	<b>Total</b>	<b>22,060.00</b>	22,060.00

5. **Contingent Liabilities**

- i. There are disputed Liabilities on account of Sales Tax amounting Rs. 86,10,266/- 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)	58,77,118.00

- 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 the said demand has been contested in appeal before the appropriate appellate authority, which is still pending.

6. **Related Party Transaction**

a) Sales & Purchase	<b>2009-10</b> Nil
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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. The Company has sold the Car to Director and incurred the loss of Rs. 3,48,843.00.
12. Schedule 1-10 form as integral part of the accounts and have been authenticated as such.

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

Place : New Delhi  
Date : 21<sup>st</sup> Day of May, 2010

**( R. C. Chandiwala )**  
Partner  
Membership No. 012534  
Firm Reg.No.000082N



## CASH FLOW STATEMENT FOR THE YEAR ENDED AS AT 31ST MARCH, 2010

## CASH FLOW FROM OPERATING ACTIVITIES :

NET (LOSS) AFTER TAX (1841864.55)

Adjustment For

1. Depreciation	32564.65	
2. Interest Received	(1583.23)	
3. Dividend Received	(945.00)	
4. Loss on sale of Car	348843.00	378879.42

OPERATIVE PROFIT BEFORE WORKING CAPITAL CHANGES (1462985.13)

## WORKING CAPITAL CHANGES

Adjustment For

1. (Increase) / Decrease in Sundry Debtors	125649.60	
2. (Increase) / Decrease in Loan and Advances	956591.50	
3. (Increase) / Decrease in Inventories	51947.00	
4. Increase / (Decrease) in Current Liabilities	(343688.18)	
5. FBT Paid	(15000.00)	775499.92

NET CASH USED IN OPERATING ACTIVITIES (A) (687485.21)

## (B) CASH FLOW FROM INVESTING ACTIVITIES

Interest Received	1583.23
Dividend Received	945.00
Sale of Car	200000.00

NET CASH FLOW FROM INVESTING ACTIVITIES (B) 202528.23

## CASH FLOW FROM FINANCIAL ACTIVITIES

Net Cash used in Financial Activities (C) Nil

NET CASH FLOW DURING THE YEAR (A+B+C) (484956.98)

Cash and cash equivalents (Opening Balance) 698493.79

Cash and cash equivalents (Closing Balance) 213536.81

Place : New Delhi  
Date : 21<sup>st</sup> day of May, 2010S. N. Chopra  
Managing DirectorKaran Chopra  
Director

## Auditors Certificate

We have examined the above Cash Flow Statement of M/s MY FAIR LADY LIMITED for the year ended 31st March, 2010. 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 : 21<sup>st</sup> Day of May, 2010

( R. C. Chandiwala )  
Partner  
Membership No. 012534  
Firm Reg.No.000082N

**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 2010 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	6	Investments	NIL
Net Current Assets	3846	Misc. Expenditure	NIL
Accumulated Losses	55892		

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

Turnover	1292	Total Expenditure	3132
Profit/(Loss) before Taxes	(1840)	Profit/(Loss) after Taxes	(1842)
Earning per Share in Rs.	(0.35)		

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

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

**For MYFAIRLADY LIMITED**

**For MYFAIRLADY LIMITED**

Managing Director

Director

**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
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 27<sup>th</sup> Annual General meeting of the Company to be held on Saturday the 10<sup>th</sup> July, 2010 at 9.00 a.m. at  
 Community Hall, Kilokari, 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/-  
Revenue  
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.....
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(To be handed over at the registration Counter)

I, hereby record my presence at the 27<sup>th</sup> Annual General Meeting of the Company to be held on Saturday, the 10<sup>th</sup>  
 July, 2010, at 9.00 a.m. at Community Hall, Kilokari, New Delhi - 110 014.

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

Member's Name.....
(in Block Letters)
Father's/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 company of the enclosed Annual Report)
2. All joint holders should use only one slip.
3. Attendance slip not filed in properly will not be entertained.
4. For the convenience of 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 undelivered, please return to:**

**My Fair Lady Limited**

**6, Shahpur Jat, New Delhi - 10049**