

IDEAL OPTICS LIMITED

ANNUAL REPORT

2011-2012

BOARD OF DIRECTORS

Mr. Mukund M. Shah	Director
Mr. Lalit Rathod	Independent Director
Mr. Rajiv U. Shastri	Independent Director

AUDITORS

VISHVES A. SHAH & CO.
CHARTERED ACCOUNTANTS
AHMEDABAD

REGISTERED OFFICE

203, ABHISHEK COMPLEX,
B/H NAVGUJARAT COLLEGE,
INCOME TAX, ASHRAM ROAD,
AHMEDABAD 380014

IDEAL OPTICS LIMITED

NOTICE

NOTICE is hereby given that the Annual General Meeting of **IDEAL OPTICS LIMITED** will be held on 5th July, 2012 at 11.00 a.m. at the registered office of the Company to transact the following business.

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2012, the Profit and Loss Account of the Company for the year ended on that date and the reports of the Directors and auditors thereon.
2. To appoint a Director in place of Mr. Lalit K. Rathod, who retires by rotation and being eligible offers himself for reappointment.
3. To appoint Auditors and to fix their remuneration.

Dated : 30th May, 2012
Place : Ahmedabad.

BY ORDER OF THE BOARD

SD/-
DIRECTOR

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER. Proxy in order to be valid must be received by the company not less than forty-eight hours before the time of holding the Meeting.
2. Members/Proxies should bring the Attendance Slip, duly filled in, for attending the meeting.
3. Members/Proxies attending the Meeting should bring their copy of the Annual Report for reference at the meeting.
4. The Register of Members and share transfer books of the Company will remain closed from 30.06.2012 to 05.07.2012 (both days inclusive)
5. The Members are requested to communicate all their correspondence including share transfer at 203, Abhishek Complex, B/h Navgujarat College, Income Tax, Ashram Road, Ahmedabad 380014.
6. Members are requested to intimate to the registered office of the Company, changes if any, in their registered address immediately.
7. Members desiring any information regarding the accounts are requested to write to the Company at least Seven Days before the meeting so as to enable the management to keep the same ready.

IDEAL OPTICS LIMITED

DIRECTORS REPORT

To,
The Members
Ideal Optics Ltd.

Your Directors have pleasure in presenting the Annual Report together with the audited statement of accounts for the period ended on 31st March, 2012.

FINANCIAL RESULTS :

(Rs. in Lacs)

Particulars	2011-2012	2010-2011
Total Income	260.31	346.81
Total Expenditure	399.37	339.19
Profit / Loss before Depreciation & Taxation	(139.06)	7.62
Depreciation	Nil	2.13
Provision for taxation	Nil	Nil
Profit / Loss after Tax	(139.06)	5.49

DIVIDEND :

In view of the Loss of the Company, your Directors do not recommend the Dividend for the financial year ended on 31.03.2012.

DIRECTORS :

Mr. Lalit K. Rathod, Director of the Company retire by rotation at the ensuing annual general meeting and being eligible, offer himself for reappointment. The Board recommends their reappointment.

AUDITORS :

M/S Vishves A. Shah & Co., Auditors of the Company retires at the conclusion of this Annual General Meeting and being eligible, are recommended for reappointment.

DIRECTORS RESPONSIBILITY STATEMENT :

Pursuant to the requirement under section 217 (2AA) of the Companies Amendment Act, 2000 with respect to Director Responsibility Statement it is hereby confirmed:

1. That in the preparation of the annual accounts for the financial year ended 31st March, 2012 the applicable accounting standard had been followed along with proper explanation relating to material departures.
2. That the directors had selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of loss of the Company for the year under review.

3. That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. That the directors had prepared the accounts for the financial year ended 31st March, 2012 on a going concern basis.

SECRETARIAL COMPLIANCE REPORT:

In Compliance of the Provision of section 383A of the Companies Act, 1956 the Board is pleased to enclose the Secretarial Compliance Report of Practicing Company Secretaries for the Year 2011-2012 as part of this Directors Report.

CORPORATE GOVERNANCE :

As per Clause 49 of the Listing Agreement with the Stock Exchanges, a separate section on Corporate Governance together with a certificate from the Company's Auditors confirming compliance there to is set out in the Annexure forming part of this report.

LISTING :

The Company's Shares are listed on Ahmedabad Stock Exchange Limited and Bombay Stock Exchange Limited.

MANAGEMENT DISCUSSION AND ANALYSIS :

The Management Discussion and Analysis Report is attached herewith and forms part of the Director Report.

PARTICULARS OF THE EMPLOYEES :

The Company has no employee to whom the provision of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 apply and henceforth not applicable to the company.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUT GO :

Conservation of energy and technology absorption information pursuant to Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 is not applicable. There is no Foreign Exchange Earnings and Outgoes during the year.

ACKNOWLEDGMENT :

The Directors wish to thank and deeply acknowledge the cooperation and assistance received from the Bankers and shareholders. The Director also wishes to place on record their appreciation of the devoted services of employees of the Company.

PLACE : AHMEDABAD

DATE : 30.05.2012

**FOR AND ON BEHALF OF THE
BOARD OF DIRECTORS**

**SD/-
DIRECTOR**

Nimesh Shah

Company Secretary

24/K, Rangсар Flats, P. T. College Road, Paldi, Ahmedabad – 380007,
email : nimeshshahcs@gmail.com, Cell No. : 09374690647

COMPLIANCE CERTIFICATE

To,
The Members,
Ideal Optics Limited.
Ahmedabad.

We have examined the relevant registers, records, books and papers of **M/s. Ideal Optics Limited** (the company) as required to be maintained under the Companies Act, 1956 (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the company for the financial year ended on 31st March, 2012. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company and its officers, we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all register as stated in **Annexure `A'** to this Certificate as per the Provisions of the Act and the rules made thereunder and all entries have been duly recorded.
2. The company has duly filed the forms and returns as stated in **Annexure `B'** to this Certificate with the Registrar of Companies Gujarat as prescribed under the Act, and the rules made thereunder.
3. The Company being a Public Limited Company, comment is not required.
4. The Board of Directors duly met 10 times in a year on 04.04.2011, 14.05.2011, 01.06.2011, 02.08.2011, 30.08.2011, 16.09.2011, 22.10.2011, 10.12.2011, 21.01.2012, and 31.03.2012 in respect of which meetings proper notice were given and the proceedings were properly recorded and signed the Minutes Book maintained for the purpose.
5. The Company has closed its register of Members from 26th September, 2011 to 30th September, 2011 (both days inclusive) during the year
6. The Annual General Meeting for the Financial year ended on 31.03.2011 was held on 30th September, 2011 after giving due notice to the Members of the Company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No Extra Ordinary General Meeting was held during the financial year. However, The Company has passed the resolution through Postal Ballot during the financial year and Result of Postal Ballot was declared on 23.01.2012
8. No Loan falling within the purview of Section 295 of the act, was advanced during the year by the Company.
9. According to the Register of Contracts, the Company has not entered into any contract falling within the purview of Section 297 of the Companies Act, 1956.
10. The Company has made necessary entries in the register maintained under Section 301 of the Companies Act, 1956.

11. The Provisions of Section 314 of the Companies Act, 1956 have not been attracted and therefore no approval was required to be taken.
12. The Company has not issued any duplicate Share Certificate during the year.
13. The Company has:
 - (i) Delivered all certificates on Transfer of equity shares in accordance with the provisions of the Act. However there was no any allotment / transmission of shares during the year under review.
 - (ii) The Company has not deposited any amount in a separate bank account as no dividend was declared during the financial year.
 - (iii)The company was not required to post warrants to any member of the company as no dividend was declared during the financial year.
 - (iv)No amount lying in the Books of Accounts in respect of unpaid dividend, application money due for refund, matured deposits, matured debentures and the interest occurred thereon.
 - (v) Duly complied with the requirements of Section 217 of the Act.
14. The Board of Director of the Company is duly constituted. There was no appointment of Additional Directors, alternative directors or directors to fill casual vacancy during the financial year.
15. The Company has not appointed any Managing Director/ Whole time director during the year under review.
16. The Company has not appointed any sole selling agent during the year under review.
17. There were no such transactions or events during the year requiring particular approvals of Central Government, Company Law Board, Regional Director, Registrar or such other authorities as prescribed under the provisions of the Act.
18. The Directors have disclosed their interest in other firms/Companies to the Board of Directors pursuant to the Provisions of the Act, and the rules made thereunder.
19. The Company has not issued any shares, debentures or any other Securities during the year.
20. The Company has not bought back any shares during the year under review.
21. The Company has not redeemed any preference Shares/debentures during the year under review.
22. There were no transactions necessitating the company to keep in abeyance rights to dividend, right shares and bonus shares pending registration of transfer of shares.
23. The Company has not accepted any deposits under Section 58A of the Act.
24. The amount borrowed by the company during the year under review are within the borrowing limits of the Company.
25. The Company has not made any additional loans, investments or given guarantees or provided securities to other bodies corporate during the year and consequently no entries have been made in the register kept for the purpose.

26. The Company has not altered the Provisions of the Memorandum with respects to situation of the registered office of the Company during the year under review.
27. The Company has altered the provisions of the Memorandum with respect to the objects of the Company during the year under review.
28. The Company has not altered the provisions of the Memorandum with respect to name of the company during the year under review.
29. The Company has not altered the Provisions of the Memorandum with respect to Share Capital of the Company during the year under review.
30. The Company has altered its Articles of Association during the year.
31. No Prosecution has been initiated or show cause notices received by the company for any offences under the Act during the year under review.
32. The Company has not received any amount as security form its employees during the year under review.
33. The provisions of Section – 418 is not applicable to the company.

PLACE : AHMEDABAD
DATE : 30.05.2012
M.NO. ACS-18457

SD/-
NIMESH P. SHAH
COMPANY SECRETARY
C.P.NO.:7600

Annexure`A'

Registers maintained by the Company :

1. Members register u/s. 150 of the Act.
2. Register of share transfer.
3. Directors Register u/s. 303 of the Act.
4. Register of Director's share holding u/s 307 of the Act.
5. Register of Contracts, Companies and firms in which Directors of the company are interested u/s.299, 301 and 301 (3) of the Act.
6. Minutes of the general Meeting & Board meeting u/s 193 of the Act.
7. Directors' Attendance Register attending their meeting.

Annexure`B'

Forms and Returns as filed by the Company with the Registrar of Companies during the financial year ending on 31st March, 2012.

(a) Sr. No.	(b) Form No. / Returns	(c) Filed U/S	(d) For	(e) Date of filling	(f) Whether filed within time Yes/No
1	Form 20B for F.Y. 2010-11	159	Filling of Accounts	28.11.2011	Yes
2	Form 66 for F.Y 2010-11	383A	Compliance Certificate	28.11.2011	No
3	Form 32	303(2)	Change in Designation of Director	28.11.2011	No
4	Form 23 AC/ACA For F.Y 2010-11	220	Filling of Accounts	30.12.2011	Yes
5	Form 62	---	Submission of Documents with Registrar (Board Resolution for Postal Ballot)	11.01.2012	Yes
6	Form 23	192	Postal Ballot Resolution	25.01.2012	Yes

PLACE : AHMEDABAD
DATE : 30.05.2012

SD/-
NIMESH P. SHAH
COMPANY SECRETARY
M.NO. ACS-18457
C.P.NO.:7600

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

(A) Financial Review:

The Company has incurred loss of Rs. 1,39,06,081/- during the year whereas profit of previous year was Rs. 5,48,543/-. Company has achieved the turnover of Rs. 2,59,97,125/- during the year.

(B) Internal control system:

Considering the size of the company, your company has adequate system of Internal Control to provide reasonable assurance that assets are safeguarded and protected from unauthorized use or disposition.

(C) Outlook:

The performance of the Company is expected to remain encouraging and the company looks for the better future.

(D) Environmental Issues:

As the company is not in the field of manufacture, the matter relating to produce any harmful gases and the liquid effluents are not applicable.

(E) Cautionary Statement:

Statements in the Management Discussion and Analysis describing the Company's objectives, expectations or predictions may be forward looking within the meaning of applicable securities, laws and regulations. Actual results may differ materially from those expressed in the statement.

The Company assumes no responsibility in respect of forward - looking statements, which may be amended or modified in future on the basis of subsequent developments, information or events.

IDEAL OPTICS LIMITED

CORPORATE GOVERNANCE REPORT

The company pursuant to the code on Corporate Governance introduced by the Securities and Exchange Board of India (SEBI) furnishes its report as under:

1. Company's Philosophy on Code of Governance

Our pursuit towards achieving good corporate governance is an ongoing process, thereby ensuring truth, transparency, accountability, equity and responsibility in all our dealings with our employees, shareholders, customers, suppliers, government, lenders and community at large. The Company believes that better corporate governance can be achieved through increased transparency in its operations and has taken and will continue to take various measures towards achievement of good corporate governance.

2. Board of Directors

a. Composition

As of the year ended 31st March 2012, the Board of Directors had 3 members one being Executive and other Two being Non-Executive Independent Directors.

b. Attendance of each Director at the Board meetings and last Annual General Meeting :

Name of Director	Category of Director	No. of Board Meetings attended	Attendance at the last AGM	Directorships in other Indian Public Companies* as at 31 st March 2012	Other Mandatory Committee** membership as at 31 st March 2012	
					Chairman	Member
Mr. Mukund M. Shah	Executive Director	10	Yes	NIL	NIL	NIL
Mr. Rajiv U. Shastri	Non Executive Independent	10	Yes	NIL	NIL	NIL
Mr. Lalit K. Rathod	Non Executive Independent	10	Yes	NIL	NIL	NIL

*Excludes Directorships in private/foreign companies and companies incorporated under Section 25 of the Companies Act, 1956.

**Represents Membership/Chairmanship of the Audit Committee, Shareholders/ Investors Grievance Committee and Remuneration Committee of other companies.

C. Number of Board meetings held and the dates on which held :

During the year the Company has held Ten Board Meetings as against the minimum requirement of 4 meetings. The meetings were held on:

4th April 2011, 14th May 2011, 1st June 2011, 2nd August 2011, 30th August 2011, 16th September 2011, 22nd October 2011, 10th December 2011, 21st January 2012, and 31st March 2012.

3. Audit Committee :

At present the Audit Committee, comprises of Two Non- Executive Directors viz. Mr. Lalit K. Rathod, Chairman and Mr. Rajiv U. Shastri, Member of the committee.

The Constitution of Audit Committee meets with the requirements under Section 292A of the Companies Act, 1956.

The terms of reference stipulated by the Board to the Audit Committee are as contained under Clause 49 of the listing Agreement, as follows:

- a. To investigate any activity within its terms of reference.
- b. To seek information from any employee.
- c. To obtain outside legal or other professional advice.
- d. To secure attendance of outsiders with relevant expertise, if it considers necessary.
- e. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- f. Recommending the appointment and removal of external auditor, fixation of audit fee.
- g. Reviewing with management the annual financial statements before submissions to the Board, focusing primarily on :
 1. Any changes in accounting policies and practices.
 2. Major accounting entries based on exercise of judgment by management.

During the year, the Committee has met five times. The meetings were held on 14th May 2011, 2nd August 2011, 30th August 2011, 22nd October 2011 and 21st January 2012.

Name	Position held	Attendance at Audit Committee meeting held on				
		14.05.2011	02.08.2011	30.08.2011	22.10.2011	21.01.2012
Mr. Lalit K. Rathod	Chairman	Yes	Yes	Yes	Yes	Yes
Mr. Rajiv U. Shastri	Member	Yes	Yes	Yes	Yes	Yes

4. Transfer and Shareholders / Investors Grievance Committee :

Shareholder's Committee consists of following Directors :

Shri Rajiv U. Shastri - Chairman - Non Executive Independent
Shri Lalit K. Rathod - Member - Non Executive Independent
Shri Mukund M Shah - Member - Executive Director

The Committee deals with matters relating to:

- (1) Transfer of Shares,
- (2) Issue of Duplicate/new sub-divided and consolidated Share Certificates.
- (3) Shareholders/Investors Grievance and its redressal.

During the financial year Six meetings were held on 30.06.2011, 06.08.2011, 22.10.2011, 10.01.2012, 09.02.2012 and 01.03.2012. All members were present at all meetings.

The Company addresses all complaints, suggestions and grievances expeditiously and replies have been sent / issues resolved usually within 15 days except in case of dispute over facts or other legal constraints.

During the year complaints were received from SEBI or shareholders were resolved satisfactory. No requests for share transfers are pending except those that are disputed or sub-judice. Shri Mukund M. Shah, Director, is the Compliance Officer of the Company.

5. Remuneration Committee:

Being non-mandatory requirement, the Remuneration Committee has not been constituted. During the year under review, company has not paid remuneration to any Director.

The Company does not have any scheme for grant of stock option to its Directors or Employees nor it pay any commission to any of its Directors.

6. Details of Shares held by Non-Executive Directors: NIL

7. General Body Meetings:

The last three Annual General Meetings of the Company were held as under:

Year	Location	Date	Time
2008-2009	3 rd Floor, Narrottam Complex, Bhuyangdev, Ahmedabad.	30/09/2009	11:00 a.m.
2009-2010	203, Abhishek Complex, B/h Navgujarat College, Income Tax, Ashram Road, Ahmedabad-380014	30/09/2010	11:00 a.m.
2010-2011	203, Abhishek Complex, B/h Navgujarat College, Income Tax, Ashram Road, Ahmedabad-380014	30/09/2011	11:00 a.m.

Details of Special Resolutions passed through Postal Ballot during the financial year:

The Shareholders of the company through Postal Ballot on 23/01/2012 has passed the following resolutions as a Special Resolutions:

1. Alteration of Main Object Clause of Memorandum of Association by inserting New Clause (2), (3) & (4).
2. Adoption of New set of Articles of Association.

8. Disclosure:

Disclosures on materially significant related party transactions that have potential conflict with the interest of the Company at large.

There are no materially significant related party transactions of the Company with key managerial personnel during the financial year 2011-12 which have potential conflict with the interest of the Company at large.

Disclosure of Accounting Standards

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

Disclosure of Risk Management

The company has laid down procedures to inform Board Members about the risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that executive management controls risks through means of a properly defined framework.

Details of non-compliance by the company, penalties, strictures imposed on the company by stock exchange(s) or Securities and Exchange of Board of India (SEBI) or any other statutory authority or any matters related to Capital Markets.

There are no penalties or strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the period from 1st April 2011 to 31st March 2012.

Details of Compliance with mandatory requirement.

Clause 49 of the Listing Agreement mandates to obtain a certificate from either the Auditors or practicing company secretaries regarding compliance of conditions of Corporate Governance as stipulated in the clause and annex the certificate with the Director's Report, which is sent annually to all the Shareholders. The Company has obtained a certificate from its Auditors to this effect and the same is given as annexure to this report.

Unclaimed Dividends

The Company will be required to transfer dividends which have remained unpaid/unclaimed for the period of 7 years to the Investor Education & Protection Fund established by the Government. However there is no such unclaimed/unpaid dividend for which Company has to transfer the same to the Investor Education & Protection Fund in this financial year.

Code of Conduct for Senior Management

The Company has adopted a Code of Conduct for Directors and Senior Management. It is the responsibility of all employees and Directors to familiarise themselves with the Code and comply with the same. The Code includes provisions where the employees of the Company can voice their concerns on violation and potential violation of this Code in a responsible and effective manner. All Board members and senior management personnel have confirmed compliance with the code. A declaration signed by the Managing Director is attached and forms part of the Annual Report of the company.

CEO Certification

Chief Executive Office (CEO) certification on financial statements pursuant to the provisions of Clause 49 of the listing agreement is annexed and forms part of the Annual Report of the company.

9. GENERAL SHAREHOLDERS INFORMATION

Financial year	: 1 st April 2011 to 31 st March 2012
Date & Time of Annual General Meeting	: 5 th July, 2012 at 11.00 a.m.
Venue	: 203, Abhishek Complex, B/h Navgujarat College, Income Tax, Ashram Road, Ahmedabad 380014
Book closure date	: 30 th June 2012 to 5 th July 2012 (both days inclusive) for Annual General Meeting
Dividend payment date	: No Dividend proposed to be declared at the ensuing Annual General Meeting
Registered office	: 203, Abhishek Complex, B/h Navgujarat College, Income Tax, Ashram Road, Ahmedabad 380014
Compliance officer	: Mr. Mukund M. Shah, Director

Financial calendar

The Company has announced/expects to announce the unaudited quarterly results for the year 2012-13 as per the following schedule:

First quarter	: on or before 31 st July, 2012
Second quarter	: on or before 31 st October, 2012
Third quarter	: on or before 31 st January, 2013
Fourth quarter	: on or before 30 th April, 2013

Means of communication

The quarterly/half yearly results of the Company are published in financial newspapers.

Outstanding ADRs/GDRs/Warrants/ any other convertible instruments.

The Company has not issued any such instruments.

Listing on Stock Exchange

The shares of the Company are listed on Bombay Stock Exchange and Ahmedabad Stock Exchange. Generally shares of the company are not traded on the Stock Exchange.

Dematerialization Information

The Company is in Process for Dematerialization of Securities.

Stock Market Price Data:

The company's shares were not traded on the stock exchange during the last year as such price data is not available.

Shareholding pattern as at March 31, 2012

Distribution of Shareholding as on March 31, 2012

No. of Equity shares held	No of share holders	% of shareholders	No of shares held	% of holding
Upto 5000	3991	94.37	8,30,000	18.27
5001-10000	155	3.67	1162500	25.59
10001-20000	70	1.67	913369	20.11
20001-30000	-	-	-	-
30001-40000	-	-	-	-
40001-50000	-	-	-	-
50001-100000	4	0.09	2,47,920	5.46
100001 & above	9	0.20	1388611	30.57
Total	4229	100.00	4542400	100.00

Share Holding Pattern as on March 31, 2012

	Category	No. of Shares	% of Shares
A	Promoter's Holding		
1	Indian Promoters	855141	18.83
2	Foreign Promoters	NIL	NIL
	Sub total	855141	18.83
B	Non-Promoters		
3	Institutional Investors	NIL	NIL
	A Mutual Funds and UTI	NIL	NIL
	B Banks, Financial Inst., Insurance Com. (Central State Gov. Inst. / Non- Gov Inst.)	NIL	NIL
	C FIIS	NIL	NIL
	Sub total	NIL	NIL
4	Others		
	A Private corporate Bodies	43300	0.95
	B Indian Public	3023459	66.56
	C NRIs / Clearing Member/OCBs/Trust	620500	13.66
	Sub total	3687259	81.17
	GRAND TOTAL	4542400	100.000

Address for Correspondence

Shareholders can do the correspondence at:

203, Abhishek Complex, B/h Navgujarat College,
Income Tax, Ashram Road, Ahmedabad 380014

Place : Ahmedabad

Date : 30.05.2012

For and on behalf of the Board

Sd/-
Mukund M. Shah
Director

DECLARATION

The Board has laid down a code of conduct for all Board Members and Senior Management of the company. The Board members and Senior Management have affirmed compliance with the Code of Conduct.

Place : Ahmedabad
Date : 30.05.2012

For and on behalf of the Board

Sd/-
Mukund M. Shah
Director

CEO CERTIFICATION

We, Mr. Mukund M. Shah, Director, certify to the Board that:

(a) We have reviewed financial statements and the cash flow statement for the year ended on 31.03.2012 and that to the best of their knowledge and belief:

(i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(ii) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

(b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.

(c) We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps they have taken or propose to take to rectify these deficiencies.

(d) We have indicated to the auditors and the Audit committee

(i) significant changes in internal control during the year;

(ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

(iii) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system.

Place : Ahmedabad
Date : 30.05.2012

For and on behalf of the Board

Sd/-
Mukund M. Shah
Director

VISHVES A. SHAH & CO.

Chartered Accountants

22, Narayan Park -1, Bopal, Ahmedabad – 380058

Ph. +91 98254 71182, +91 93777 71182

E-Mail: vishvesca@gmail.com

CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT(S)

1. We have examined the Compliance of conditions of Corporate Governance by **Ideal Optics Limited** ("the Company ") for the period from during the year ended 1st April, 2011 to 31st March, 2012 as stipulated in Clause 49 of the Listing Agreement of the said Company with the stock exchange.
2. The compliance of conditions of corporate governance is the responsibility of the management .Our examination has been limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance . It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to the explanations given to us , and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.
4. As required by the Guidance Note issued by the Institute of Chartered Accountant of India we have to state that based on the report given by the Registrar of the Company to the Investor's Grievance Committee, as on 31st March, 2012, there were no investor grievance matter against the Company remaining unattended /pending for more than 30 days.
5. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place : Ahmedabad

Date : 30.05.2012

For, Vishvesh A. Shah & Co.

Chartered Accountants

Firm No. 121356w

Sd/-

[Proprietor]

M.No.109944

VISHVES A. SHAH & CO.

Chartered Accountants

22, Narayan Park -1, Bopal, Ahmedabad – 380058

Ph. +91 98254 71182, +91 93777 71182

E-Mail: vishvesca@gmail.com

AUDITORS' REPORT

Auditor's Report to the Members of IDEAL OPTICS LIMITED.

1. We have audited the attached Balance sheet of IDEAL OPTICS LIMITED as at 31st March, 2012 and the related Profit & Loss Account for the year ended on that date annexed thereto, which we have signed under reference to this report. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conduct our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 as amended by Companies (Auditor's Report) amendment Order, 2004 (together with the order) issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we annex here to a statement on the matters specified in paragraphs 4 and 5 of the said order.
4. Further to our comments in the Annexure referred to in paragraph (3) above and information and explanations provided to us, we report that:
 - 1) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of the audit.
 - 2) In our opinion, proper books of accounts as required by the law have been kept by the Company so far as it appears from our examination of such books.
 - 3) The Balance Sheet, Profit & Loss Account and the Cash Flow Statement referred to in this report are in agreement with the books of accounts of the company.
 - 4) In our opinion, these financial statements comply with the Accounting Standards referred to in sub section (3C) of section 211 of the Companies Act 1956, except as stated in para 6(a) and (b) below.
 - 5) On the basis of written representations received from the directors, as on 31st March, 2012, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2012 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act 1956.

- 6) In our opinion and to the best of our information and according to the explanations given to us, the accounts together with the notes thereon of schedule 12 and in particular;
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, 2012.
and
 - b) In the case of Profit and Loss Account, of the profit for the year ended on 31st March, 2012.

Date : 30th May, 2012
Place : Ahmedabad

For, Vishves A. Shah & Co.
Chartered Accountants
Firm No. 121356W

Sd/-
(Vishves A. Shah)
Proprietor
M. No. 109944

Re: IDEAL OPTICS LIMITED:

Annexure referred to in paragraph 3 of our report even date.

1. (a) Proper records showing full particulars including quantitative details and situation of Fixed Assets of the company are being updated
- (b) The management physically verifies the fixed assets of the Company. No material discrepancies were noticed on verification.
- (c) All the fixed assets of the company have been disposed off during the year.
2. (a) At the end of the year company have no inventory.
- (b) The Inventories are valued at cost or market value, which is lower.
- (c) Inventories have been physically verified by the management at regular intervals during the year.
3. (a) The company has not taken any loans from Companies, Firms or other parties other than directors; Register maintained under section 301 of the Act. No amount was borrowed from the directors of the company during the year & other financial institutes.
- (b) In our opinion, the terms and conditions, on which loans have been taken from companies, firms or other parties listed in the register maintained under section 301 of the Companies Act 1956 and from the companies under the same management, are not, prima facie, prejudicial to the interest of the company.
- (c) The Principal amount and interest has been repaid as stipulated.
- (d) There are no overdue payments.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business, with regard to purchases of plant and machinery, equipment and other assets and with regard to the sale of goods.
5. (a) According to the information and explanation given to us, we are of the opinion at the transactions that need to be entered into the register maintained under section 301 of the Act, have been so entered.
- (b) In our opinion and according to the information and explanation given to us, There is no any transaction more than Rs. 500000/ or more of purchase of goods and materials and sale of goods, materials and services, made in pursuance of contracts or arrangements entered in the registers maintained under section 301 and aggregating during the year in respect of each party, so this provision is not applicable.
6. In our opinion and according to the information and explanation given to us, the company has not accepted any deposits; hence the provision of section 58A of the Companies Act 1956 and Companies (acceptance of Deposits) Rules, 1975 with regard to the deposits accepted from the public are not applicable.

7. In our opinion, the company has not required any internal audit system commensurate with the size and nature of its business.
8. The Central Government has not prescribed for maintenance of cost records under section 209(1) (d) of the Companies Act, 1956 for the products of the Company.
9. (a) According to the information and explanation given to us, the company is generally regular in depositing with the appropriate authorities, undisputed statutory dues including Provident Fund, ESIC, Income Tax, Sales Tax, Excise Duty, Cess and any other material statutory dues applicable to it
(b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, sales tax, custom duty, excise duty and cess were outstanding, as at 31st March' 2012 for a period of more than six months from the date they become payable.
10. The company has any accumulated losses of Rs. 4,56,36,205/-. The company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
11. In our opinion and according to the information and explanation given to us, the company has not defaulted in repayment of dues to financial institutions or banks.
12. According to the information and explanations given to us, the company has not granted loans and advances on the basis of securities by way of pledge of shares, debentures and other securities. Therefore the provisions of clause 4(xii) of the Companies (Auditors Report) order, 2003 are not applicable to the company.
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 (Auditors Report) order, 2003 are not applicable to the company.
14. In our opinion, the company is not dealing in or trading in shares, securities, debentures and other investments. Therefore the provisions of clause 4(xiv) of the Companies (Auditors Report) order, 2003 are not applicable to the company.
15. As informed to us, the company has not given any guarantee for loans taken by others from banks or financial institutions.
16. According to the information and explanations given to us, and on an overall examination of the balance sheet of the company, we report that no funds raised on short-term basis have been used for Long-term assets. No long-term funds have been used to finance short-term assets.
17. The company has not made any preferential allotment of shares to companies, firms or other parties listed in the register maintained u/s 301 of the Companies Act.
18. The company has not issued any debentures.

19. During the period covered by our audit report, the company has not raised any money by public issue.
20. To the best of our knowledge and belief and 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.

Date : 30th May, 2012
Place : Ahmedabad

For, Vishves A. Shah & Co.
Chartered Accountants
Firm No. 121356W

Sd/-
(Vishves A. Shah)
Proprietor
M. No. 109944

IDEAL OPTICS LIMITED
Balance Sheet as at March 31, 2012

(Amount in INR)

	Particulars	Note No.	As at March 31, 2012		As at March 31, 2011	
	I Equity & Liabilities					
	1. Shareholders' funds					
	(a) Share Capital	2	45,424,000		45,424,000	
	(b) Reserves and Surplus	3	(45,636,205)		(31,730,124)	
	(c) Money received against share warrants		-		-	
				(212,205)		13,693,876
	2. Share application money pending allotment			-		-
	3. Non - Current Liabilities					
	(a) Long - Term Borrowings	4	2,500,000		-	
	(b) Deferred Tax Liabilities (Net)		-		-	
	(c) Other Long - Term Liabilities		-		-	
	(d) Long - Term Provisions		-		-	
				2,500,000		-
	4. Current Liabilities					
	(a) Short - Term Borrowings		-		-	
	(b) Trade Payables	5	-		-	
	(c) Other Current Liabilities	6	-		15,000	
	(d) Short - Term Provisions	7	25,000		-	
				25,000		15,000
	TOTAL			2,312,795		13,708,876
	II Assets					
	1. Non - Current Assets					
	(a) Fixed Assets					
	(i) Tangible Assets	8	-		2,090,169	
	(ii) Intangible Assets		-		-	
	(iii) Capital Work-in-Progress		-		-	
	(b) Non - Current Investments	9	-		3,500,000	
	(c) Long - Term Loans and Advances	10	-		2,263,156	
	(d) Other Non - Current Assets		-		-	
				-		7,853,325
	2. Current Assets					
	(a) Inventories		-		-	
	(b) Trade Receivables	11	2,085,085		3,702,338	
	(c) Cash and Cash equivalents	12	148,699		2,074,202	
	(d) Short - Term Loans and Advances	13	79,011		79,011	
	(e) Other Current Assets		-		-	
				2,312,795		5,855,551
	TOTAL			2,312,795		13,708,876
	Significant Accounting Policies	1				

As per our separate report of even date

See accompanying notes to the financial statements

For, Vishves A. Shah & Co.

Chartered Accountants

Firm No:-121356W

Sd/-

(Vishves A. Shah)

Proprietor

M. No. 109944

For & on behalf of the Board

IDEAL OPTICS LIMITED

Sd/-

Director

Sd/-

Director

Place : AHMEDABAD

Date : 30th May, 2012

IDEAL OPTICS LIMITED
Statement of Profit and Loss for the year ended March 31, 2012

(Amount in INR)

Particulars		Note No.	For the year ended March 31, 2012		For the year ended March 31, 2011	
I	Revenue from Operations	14	25,997,125		34,300,000	
II	Other Income	15	34,506		381,260	
III	Total Revenue (I + II)			26,031,631		34,681,260
IV	Expenses					
	Cost of Materials Consumed					
	Purchases of Stock in Trade	16	36,622,000		32,717,545	
	Changes in inventories of finished goods, work-in-progress and stock-in-trade	17	-		469,850	
	Employee Benefit Expenses	18	519,495		513,554	
	Finance Costs	19	487		-	
	Depreciation and Amortization Expense	20	-		213,022	
	Other Expenses	21	1,840,561		218,746	
	Total Expense			38,982,543		34,132,717
V	Profit before Exceptional and Extraordinary Items and Tax (III-IV)			(12,950,912)		548,543
VI	Exceptional Items			-		-
VII	Profit before Extraordinary Items and Tax (V-VI)			(12,950,912)		548,543
VIII	Extraordinary Items	22		955,169		-
IX	Profit Before Tax (VII-VIII)			(13,906,081)		548,543
X	Tax Expense:					
	(a) Current Tax		-		-	
	(b) Deferred Tax					
	(c) Tax of Earlier Year					
	(d) MAT Credit Entitlement		-		-	
				-		-
XI	Profit for the Period from Continuing Operations (IX - X)			(13,906,081)		548,543
XII	Profit/(Loss) for the Period from Discontinuing Operations			-		-
XIII	Tax Expense of Discontinuing Operations			-		-
XIV	Profit/(Loss) from Discontinuing Operations (After Tax) (XII-XIII)			-		-
XV	Profit for the Period (XI + XIV)			(13,906,081)		548,543
XVI	Earnings Per Equity Share (Face Value Rs. 10/- Per Share):	23				
	Basic (Rs.)			(3.06)		0.12
	Significant Accounting Policies	1				

As per our separate report of even date

See accompanying notes to the financial statements

For, Vishves A. Shah & Co.
Chartered Accountants
Firm No:-121356W

For & on behalf of the Board
IDEAL OPTICS LIMITED

Sd/-
(Vishves A. Shah)
Proprietor
M. No. 109944

Sd/-
Director

Sd/-
Director

Place : AHMEDABAD
Date 30th May, 2012

IDEAL OPTICS LIMITED
Notes to financial statements for the year ended March 31, 2012

Note 2 - Share Capital

(Amount in INR)

(a)	Particulars	As at March 31, 2012	As at March 31, 2011
	Authorised :		
	50,00,000 Equity Shares (Previous Year	50,000,000	50,000,000
	50,00,000 Equity Shares) of Rs. 10/- each		
	TOTAL	<u>50,000,000</u>	<u>50,000,000</u>
	Issued, Subscribed and Paid-up :		
	45,42,400 Equity Shares (Previous Year	45,424,000	45,424,000
	45,42,400 Equity Shares) of Rs. 10/- each		
	TOTAL	<u>45,424,000</u>	<u>45,424,000</u>

(b) Detailed note on the terms of the rights, preferences and restrictions relating to each class of shares including restrictions on the distribution of dividends and repayment of capital.

- i) The Company has only one class of Equity Shares having a par value of Rs. 10/- per share. Each holder of Equity Share is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. During the year ended 31st March 2012, the Company has not declared any dividend.
- ii) In the event of liquidation of the Company, the holders of Equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity shares held by the shareholders.

(c) Reconciliation of number of shares outstanding at the beginning and at the end of the reporting period

Particulars	As at March 31, 2012	As at March 31, 2011
No. of shares at the beginning of the year	4,542,400	4,542,400
Add: Issue of Shares during the year		
Subscriber to the Memorandum	-	-
Private Placement	-	-
	<u>4,542,400</u>	<u>4,542,400</u>
No. of shares at the end of the year		

(d) Aggregate details for five immediately previous reporting periods for each class of shares

Particulars	As at March 31, 2012	As at March 31, 2011
- No. of shares allotted as fully paid up pursuant to contracts without payment being received in cash	-	-
- No. of shares allotted as fully paid by way of Bonus Shares	-	-
- No. of shares bought back	-	-

(e) Details of shareholders holding more than 5% shares in the company

No. of Shares held by	As at March 31, 2012		As at March 31, 2011	
	Nos.	%	Nos.	%
	-	0.00%	-	0.00%
	-	0.00%	-	0.00%

IDEAL OPTICS LIMITED
Notes to financial statements for the year ended March 31, 2012

- (f) Detailed note on shares reserved to be issued under options and contracts / commitment for the sale of shares / divestments including the terms and conditions.
The company does not have any such contract / commitment as on reporting date.
- (g) Detailed terms of any securities convertible into shares, e.g. in the case of convertible warrants, debentures, bonds
The company does not have any securities convertible into shares as on reporting date.

Note 3 - Reserves & Surplus

		(Amount in INR)	
Particulars	As at March 31, 2012	As at March 31, 2011	
(i) Capital Reserve			
As per last Balance Sheet			
Add: Additions during the year		-	
Less: Utilised / transferred during the year			-
	-		-
(ii) General Reserve			
As per last Balance Sheet			
Add: Transferred from Profit and Loss Account	-	-	
Less: Transferred to Profit and Loss Account	-	-	
	-	-	-
(iv) Securities Premium Account			
As per last Balance Sheet	-		
Add : Premium on Shares issued during the year		-	
Less : Utilised during the year			-
Closing Balance	-	-	-
(iv) Surplus in the Profit & Loss Account			
As per last Balance Sheet	(31,730,124)	(32,278,667)	
Add: Profit / (Loss) for the year	(13,906,081)	548,543	
Amount available for appropriations	(45,636,205)	(31,730,124)	
Appropriations:			
Add: Transferred from reserves	-	-	
Less: Transferred to General reserve	-	-	
Proposed dividend	-	-	
Corporate Dividend Tax	-	-	
	(45,636,205)	-	(31,730,124)
TOTAL	(45,636,205)	(31,730,124)	

Note 4 - Long Term Borrowings

		(Amount in INR)	
Particulars	As at March 31, 2012	As at March 31, 2011	
(a) From Banks			
Secured			
Unsecured	-		
	-		
(b) Loans and advances from others			
Secured	-		
Unsecured	-		
Naisargic Agritech India Ltd.	1,500,000		
Super Domestic	1,000,000		
	-		
	2,500,000		
	2,500,000		-

IDEAL OPTICS LIMITED
Notes to financial statements for the year ended March 31, 2012

Note 5 - Trade Payables

(Amount in INR)		
Particulars	As at March 31, 2012	As at March 31, 2011
Current payables (including acceptances) outstanding for less than 12 months	-	-
	-	-
	-	-

Note 6 - Other Current Liabilities

(Amount in INR)		
Particulars	As at March 31, 2012	As at March 31, 2011
Unpaid Exp.		
Audit Fees	-	15,000
TOTAL	-	15,000
	-	15,000

Note 7 - Short-Term Provisions

(Amount in INR)		
Particulars	As at March 31, 2012	As at March 31, 2011
Provision for Audit fees	25,000	-
Provision for Taxation (net of taxes paid)	-	-
Provision for Proposed Dividend	-	-
Provision for Tax on Proposed Dividend	-	-
TOTAL	25,000	-

Note 9 - Non Current Investments

Particulars	As at March 31, 2012	As at March 31, 2011
Investment	-	3,500,000
	-	-
TOTAL	-	3,500,000

Note -10 - Long Term Loan & Advances

(a) Capital Advances		
	-	-
(b) Security Deposits		
Unsecured Considered good		4000.00
	-	-
TOTAL	-	4,000
(c) Loans & Advances to Related Parties		
(d) Other Loans & Advances (Specify Nature)		
Secured, Considered good		
Unsecured Considered good		2,259,156
	-	-
TOTAL	-	2,259,156
	-	2,263,156

IDEAL OPTICS LIMITED
Notes to financial statements for the year ended March 31, 2012

Note 11 - Trade Receivables

		(Amount in INR)	
(a)	Particulars	As at March 31, 2012	As at March 31, 2011
	(i) Due for a period exceeding six months		
	- Unsecured, considered good	-	-
	- Doubtful	-	-
	Less: Provision for Doubtful Debts	-	-
		-	-
	(ii) Others		
	- Unsecured, considered good	2,085,085	3,702,338
	- Doubtful	-	-
	Less: Provision for Doubtful Debts	-	3,702,338
		2,085,085	3,702,338
	TOTAL	2,085,085	3,702,338

(b) Detailed note on debts due by the following persons :

		(Amount in INR)	
(b)	Particulars	As at March 31, 2012	As at March 31, 2011
	(i) Directors and other officers	-	-
	(ii) Firms in which any director is a partner	-	-
	(iii) Private companies in which director is a member/director	-	-
	TOTAL	-	-

Note 12 - Cash & Cash equivalents

		(Amount in INR)	
(a)	Particulars	As at March 31, 2012	As at March 31, 2011
	Cash & Cash Equivalents		
	(i) Balances with Banks :		
	- Current Accounts	13,033	185,447
	- Deposit Accounts		
	More than 12 months maturity		1,558,646
	(ii) Cash-in-hand	135,666	330,109
	(iii) Cheques & Drafts in-hand	-	-
		148,699	2,074,202
	TOTAL	148,699	2,074,202

IDEAL OPTICS LIMITED

Notes to financial statements for the year ended March 31, 2012

Note 13 - Short Term Loans & Advances

(Amount in INR)

(a)	Particulars	As at March 31, 2012	As at March 31, 2011
	(i) Security deposits		
	Secured, considered good	-	
	Unsecured, considered good		
	Doubtful	-	-
		-	-
	(ii) Inter-corporate deposits		
	Secured, considered good	-	
	Unsecured, considered good		
	Doubtful	-	-
		-	-
	(iii) Share Application Money Given		
	(iv) Advance income tax and TDS - Unsecured, considered good	79,011	-
			79,011
	(v) Others		
	Secured, considered good	-	-
	Unsecured, considered good	-	-
	Doubtful	-	-
		-	-
	TOTAL	<u><u>79,011</u></u>	<u><u>79,011</u></u>

IDEAL OPTICS LIMITED

Notes to financial statements for the year ended March 31, 2012

Note 14 - Revenue from Operations

(Amount in INR)

Particulars	For the year ended March 31, 2012	For the year ended March 31, 2011
Sales of Seeds & Securities	25,997,125	34,300,000
	25,997,125	34,300,000
TOTAL	25,997,125	34,300,000

Note 15 - Other Income

(Amount in INR)

Particulars	For the year ended March 31, 2012	For the year ended March 31, 2011
Interest Income	34,506	-
Other Income	-	381,260
	34,506	381,260
TOTAL	34,506	381,260

Note 16 - Purchases

(Amount in INR)

Particulars	For the year ended March 31, 2012	For the year ended March 31, 2011
Purchases of Sales & Securities	36,622,000	32,717,545
	36,622,000	32,717,545
TOTAL	36,622,000	32,717,545

Note 17 - Changes in inventories of finished goods, work in progress and stock in trade

Inventories at the end of the year:

Finished goods	-	-
Work-in-progress	-	-
Stock-in-trade	-	-
	-	-

Inventories at the beginning of the year:

Finished goods	-	-
Work-in-progress	-	-
Stock-in-trade	-	469,850.00
	-	469,850.00
	-	469,850.00

Note 18 - Employee Benefit Expenses

(Amount in INR)

Particulars	For the year ended March 31, 2012	For the year ended March 31, 2011
Salary	480,000	480,000
Staff Welfare	39,495	33,554
	519,495	513,554
TOTAL	519,495	513,554

Note 19 - Financial Costs

(Amount in INR)

Particulars	For the year ended March 31, 2012	For the year ended March 31, 2011
Bank Charges	487	-
	487	-
TOTAL	487	-

IDEAL OPTICS LIMITED

Notes to financial statements for the year ended March 31, 2012

Note 20 - Depreciation & Amortised Cost

(Amount in INR)

Particulars	For the year ended March 31, 2012	For the year ended March 31, 2011
Depreciation	-	213,022
TOTAL	-	213,022

Note 21 - Other Expenses

(Amount in INR)

Particulars	For the year ended March 31, 2012	For the year ended March 31, 2011
Conveyance Exp.	35,000	19,662
Office Exp.	45,000	44,914
Telephone & Electricity Exp.	22,500	40,324
Postage Exp.	17,000	19,663
Travelling	66,339	19,623
Audit fees	25,000	15,000
Written off Doubtful Fixed Deposit	1,558,646	
Registration Fees	48,277	
Listing Fees	22,799	
News Paper Exp	-	6,255
Repairing Exp.		29,663
Kasar Exp.		6,200
Eye Camp Exp	-	17,442
TOTAL	1,840,561	218,746

Note 22 - Extra Ordinary Items

(Amount in INR)

Particulars	For the year ended March 31, 2012	For the year ended March 31, 2011
Loss on Sale of Fixed Assets	955,169	-
TOTAL	955,169	-

Note 23 - Earnings Per Equity Share

(Amount in INR)

Particulars	For the year ended March 31, 2012	For the year ended March 31, 2011
(a) Net profit after tax attributable to equity shareholders for Basic EPS	(13,906,081)	548,543
Add/Less: Adjustment relating to potential equity shares		-
Net profit after tax attributable to equity shareholders for Diluted EPS	(13,906,081)	548,543
(b) Weighted average no. of equity shares outstanding during the year		
For Basic EPS	4,542,400	4,542,400
(c) Face Value per Equity Share (Rs.)	10.00	10.00
Basic EPS	(3.06)	0.12

Note 24-Previous year figures

The figures of the previous year have been re-arranged, re-grouped and re-classified wherever necessary.

IDEAL OPTICS LIMITED
Notes to financial statements for the year ended March 31, 2012

Note 8 Fixed assets

A. Tangible assets	Gross block			Accumulated depreciation and impairment			Net block		
	Balance as at 1 April, 2011 (Rupees)	Additions (Rupees)	Disposals (Rupees)	Balance as at 31 March, 2012 (Rupees)	Balance as at 1 April, 2011 (Rupees)	Depreciation / amortisation expense for the year (Rupees)	Other adjustments / Disposals (Rupees)	Balance as at 31 March, 2012 (Rupees)	Balance as at 31 March, 2011 (Rupees)
Office Premises	1661346		1661346	0	408354	0	408354	0	1252992
Plant & Machineries	714000	0	714000	0	428463	0	428463	0	285537
Furniture & Fixture	2401687	0	2401687	0	1850047	0	1850047	0	551640
Total	4777033	0	4777033	0	2686864	0	2686864	0	2090169
Previous year	4777033	0	0	4777033	2473842	213022	0	2686864	0

IDEAL OPTICS LIMITED

<u>CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2012</u>				
	Year ended 31st March, 2012 Rs.		Year ended 31st March, 2011 Rs.	
CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit before Tax for the year		(13,906,081)		548,543
Adjustments for :				
Misc. Expenses w/off			213,022	
Depreciation				
Non Cash Item Loss	-			
Interest Received	-			
Interest Paid		-		213,022
Operating Profit before Working Capital change		(13,906,081)		761,565
Adjustments for :				
Decrease/(Increase) in Receivables	1,617,253			
Decrease/(Increase) in Loans & Advances	-		-	
Decrease/(Increase) in Other Current Assets	-		(471,331)	
Increase/(Decrease) in Payables			-	
Increase/(Decrease) in Current Liabilities	(15,000)			
Increase/(Decrease) in Provisions	25,000	1,627,253	-	(471,331)
Cash Generated From Operations		(12,278,828)		290,234
Income Tax paid		-		-
NET CASH FROM OPERATING ACTIVITIES Total (A)		(12,278,828)		290,234
CASH FLOW FROM INVESTING ACTIVITIES				
Sale of Fixed Assets	2,090,169			
Non Current Assets Sold	5,058,646		-	
Interest Received			-	
NET CASH USED IN INVESTING ACTIVITIES Total (B)		7,148,815		-
CASH FLOW FROM FINANCING ACTIVITIES				
Issue of Equity Capital			-	
Share Application Money	-		-	
Share Premium	-		-	
Long Term Borrowing	2,500,000		-	
Long Term Loans & Advances	2,263,156		-	
NET CASH FROM FINANCING ACTIVITIES Total (C)		4,763,156		-
Net Increase/(Decrease) in Cash and Cash Equivalents Total (A+B+C)		(366,857)		290,234
Cash and Cash Equivalents -- Opening Balance		515,556		225,322
Cash and Cash Equivalents -- Closing Balance		148,699		515,556
		-		-
		-		-
Note: Previous year's figures have been regrouped/rearranged wherever considered necessary.				
As per our separate report of even date				
See accompanying notes to the financial statements				
For, Vishves A. Shah & Co.		For & on behalf of the Board		
Chartered Accountants		IDEAL OPTICS LIMITED		
Firm No:-121356W				
Sd/-				
(Vishves A. Shah)				
Proprietor		Sd/-		
M. No. 109944		Director		
		Sd/-		
		Director		
Place : AHMEDABAD				
Date : 30th May, 2012				

STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2012.

1. SIGNIFICANT ACCOUNTING POLICIES

a) BASIS FOR PREPARATION OF FINANCIAL STATEMENTS.

The financial statements have been prepared under the historical cost convention, in accordance with Accounting Standards issued by the Institute of Chartered Accountants of India and the provisions of the Companies Act, 1956, as adopted consistently by the company. All income and expenditure having a material bearing on the financial statements are recognized on accrual basis.

b) REVENUE RECOGNITION.

The Company follows the mercantile system of accounting and recognizes income and expenditure on accrual basis except in case of significant uncertainties. The Principles of revenue recognition are given below:

- Revenue from the sale of goods is recognized when supply of goods takes place in accordance with the term of sales and on passing of title to the customers.

c) FIXED ASSETS AND DEPRECIATION

- Fixed Assets are stated at the cost of acquisition less accumulated depreciation. Cost includes all identifiable expenditure incurred to bring the asset to its present condition and location.
- Depreciation on fixed asset is provided at the rates and in the manner specified in schedule XIV to the Companies Act, 1956 on written down value of the asset.
- All the fixed assets of the company have been disposed off during the year.

d) INVENTORIES

- Raw material and other material are valued at cost or net realizable value whichever is lower.
- Finished goods are valued at cost or market value whichever is lower.
- At the end of the year company have no inventory.

2. NOTES FORMING PART OF ACCOUNTS

- The Company deals in trading in Optical Items. There is closing Stock of Rs. NIL at the close of the year.
- Balance of cash on hand at the end is accepted as certified by the management of the company.
- Balance of sundry Debtors, Creditors, unsecured loans, Loans & advances are subject to the confirmation of parties.
- In view of the insignificant amount of Net deferred tax liability/ net deferred tax asset on the date of balance sheet, no adjustment in this regard has been made.
- The expense of electricity, telephone and maintenance include expense of properties owned by the company and occupied by the directors of the company.
- The figures of the previous year are regrouped or rearranged wherever it is necessary.
- Provision in respect of Auditors Remuneration is made in account.

IDEAL OPTICS LIMITED

Registered office : 203, Abhishek Complex, B/h. Navgujarat College, Income-Tax, Ahsram Road, Ahmedabad – 380 014. Gujarat

ATTENDANCE SLIP

To be handed over at the entrance of the Meeting Hall

Full Name of the member attending.....

Full Name of the first Joint-holder.....

(To be filled in if first named joint-holder does not attend the meeting)

Name of Proxy.....

(To be filled in if Proxy Form has been duly deposited with the Company)

I hereby record my presence at the Annual General Meeting of the Company held on Thursday, the 5th day of July, 2012 at 11:00 A.M. at 203, Abhishek Complex, B/h. Navgujarat College, Income-Tax, Ashram Road, Ahmedabad, PIN - 380014.

Ledger Folio No.....

No. of Share held.....

Member's/Proxy's Signature
(To be signed at the time of handling over the slip)

IDEAL OPTICS LIMITED

Registered office : 203, Abhishek Complex, B/h. Navgujarat College, Income-Tax, Ahsram Road, Ahmedabad – 380 014. Gujarat

PROXY

I/We.....of.....

..... in the district of..... being a Member / Members of

IDEAL OPTICS LIMITED hereby appoint of

..... in the district of..... or

..... failing him,..... of.....

..... in the district of.....

..... as my /

our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company held on Thursday, the 5th day of July, 2012 at 11:00 A.M. at 203, Abhishek Complex, B/h. Navgujarat College, Income-Tax, Ashram Road, Ahmedabad, PIN - 380014 and at any adjournment thereof.

Signed this day of2012.

Ledger Folio No.....

No. of Shares held.....

(Signature of Member)

Note : Proxy must be deposited at the Registered Office of the Company not less than 48 Hours before the commencement of the meeting.