

MAXIMAA SYSTEMS LIMITED



21ST ANNUAL REPORT

F.Y. 2010-2011

Storage System

Information Technology

Proyurveda

Nutraceuticals

Change is Customary; Growth is Intentional

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Manoj Shah, Managing Director
Mr. Mayur Shah, Joint Managing Director
Mr. Mahesh Shah, Joint Managing Director
Dr. Damavarapu Radhakrishna Reddy, Independent Director
Dr. Milan Desai, Independent Director
Mr. Milan Chitalia, C.A., Independent Director

COMPANY SECRETARY

Ms. Nirmala Agarwal (Company Secretary and Compliance Officer)

AUDITOR

D.D. Desai & Associates, Chartered Accountants

PRINCIPALS BANKERS

Bank of India, Malad West, Mumbai
Bank of Baroda, Main Branch, Valsad

REGISTRAR AND SHARE TRANSFER AGENTS

Purva Sharegistry (India) Private Limited,
Unit no. 9, Shiv Shakti Ind. Estt. J.R. Boricha Marg,
Opp. Kasturba Hospital Lane, Lower Parel (E),

Mumbai- 400 011

Ph: 022- 2301 0771/8261

Fax: 022- 2301 2517

REGISTERED OFFICE

Suraj Estate, Kailash Road, Valsad- Gujarat- 396 001 (INDIA)

Ph: 02632- 222 402/403

Fax: 02632- 222 302

Email: cs@maximaasystems.com

Website: www.maximaasystems.com

HEAD OFFICE

B-1, Yashkamal, Tithal Road, Valsad, Gujarat- 396 001 (INDIA)

Ph: 02632- 222 402/403

Fax: 02632- 222 302

CORPORATE OFFICE

240, Naman Plaza, S.V. Road, Kandivali (W), Mumbai- 400 067 (INDIA)

Ph: 022- 2864 8478, 6516 0300

Fax: 022- 6710 2400

NOTICE

NOTICE is hereby given that the 21st Annual General Meeting of the Members of Maximaa Systems Limited will be held on Friday, the 30th day of September, 2011 at 9:00 A.M. at the registered office of the company, Suraj Estate, Kailash Road, Valsad-396 001 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2011 and the Profit & Loss Account for the year ended on that date together with the Report of Board of Directors' and the Auditors' thereon.
2. To appoint a Director in place of Mr. Manoj Shah who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Mayur Shah, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company and to fix their remuneration.

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

"RESOLVED THAT M/s. D.D. Desai & Associates, Chartered Accountants, the Statutory Auditors of the Company retiring at the conclusion of the Annual General Meeting, being eligible and offering themselves for re-appointment be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of next Annual General Meeting of the Company and to fix their remuneration.

Special Business:

5. **Further Issue of Equity Shares on Preferential Basis:**

To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution** :

"RESOLVED THAT pursuant to section 81(1-A) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendment thereto and re-enactment thereof) and in accordance with

provisions of the Memorandum and Articles of Association of the Company and rules/regulations/guidelines, notifications, circulars, clarifications, issued thereon from time to time by Government of India (GOI), Reserve Bank of India (RBI), Securities and Exchange Board of India (SEBI) and/or other prescribed by Listing Agreements entered into by the Company with the Stock Exchanges on which the Company's Shares are Listed, or any other relevant authority from time to time, to the extent applicable and subject to such approvals, consents, permissions and sanctions as might be required of other appropriate authorities, institutions or bodies and further subject to such terms, conditions, alterations and modifications as may be prescribed hitherto by them while granting such approvals, consents, permissions and sanctions which the Board of Directors of the Company (hereinafter referred to as the 'Board' shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its power including the powers conferred by this resolution) is hereby authorized to accept, the consent of company be and is hereby accorded to the Board to create, issue, offer and allot on preferential basis upto 1,50,000 Equity Shares of the face value of Rs. 10/- each for cash at price of Rs. 26/- per equity share (including premium of Rs. 16 per equity share) aggregating to Rs. 39,00,000 (Rupees Thirty Nine Lacs Only) to **TANUSHIR MERCANTILE PRIVATE LIMITED**, non-promoter and on preferential basis upto 1,50,000 Equity Shares of the face value of Rs. 10/- each for cash at price of Rs. 26/- per equity share (including premium of Rs. 16 per equity share) aggregating to Rs. 39,00,000 (Rupees Thirty Nine Lacs Only) to **Dr. Milan Desai**, non-promoters upon such terms and conditions as laid down in the explanatory statement annexed to the notice calling the meeting

RESOLVED FURTHER THAT the Shares referred to above shall rank in all respect pari passu with the existing fully paid up Equity Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all things, acts and deeds that may be necessary required to incidental to carry out the foregoing resolution and that the Board be and is hereby further authorised to delegate to the Committee of Directors all or any of its powers and authorities vested in it in terms of this resolution.

6. Sub-Division of Face Value of Equity Shares:

To consider and if thought, to pass with or without modification, the following resolution as **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 94 (1)(d) and other applicable provisions, if any, of the Companies Act, 1956 ("the Act") (including any statutory modification and re-enactment thereof for the time being in force) and in accordance with the provisions of the Articles of Association of the company and subject to such other approvals, consents, permissions and sanctions as may be

necessary from the appropriate authorities or bodies, and subject to such conditions as may be prescribed while granting such approvals, consents and sanctions which may be agreed by Board of Directors of the company (hereinafter referred to as the 'Board' which term shall also include any committee thereof), the consent of the members be and is hereby accorded for sub-dividing equity shares of the company, including paid up shares, such that equity shares of the company of the face value of Rs. 10/- (Rupees Ten) each be sub- divided into Five equity shares of the company of face value of Rs. 2/- (Rupees Two) each and consequently, the authorised share capital of the company of Rs. 20,20,00,000 (Rupees Twenty Crores Twenty Lacs only) would comprise of 10,10,00,000 (Ten Crores Ten Lacs) equity shares of Rs. 2/- (Rupees Two) each with effect from the "Record Date" to be determined by the board for this purpose.

RESOLVED FURTHER THAT pursuant to sub-division of equity shares of the company, the paid up equity shares of the company of face value of Rs. 10/- (Rupees Ten) each as existing on the record date, shall stand sub-divided into Five equity shares of face value of Rs. 2/- (Rupees Two) each fully paid up, aggregating to 4,87,36,255 equity shares of Rs. 2/- (Rupees Two) each, with effect from the record date.

RESOLVED FURTHER THAT existing physical share certificates in relation to issued equity shares of the company be cancelled and the Board be and is authorised to call back the same from the shareholders, and to issue new share certificates in lieu thereof, with regard to the sub-divided equity shares in accordance with the provisions of the Companies (Issue of Share Certificate) Rules, 1960 and in case of members who hold the equity shares in physical form and opt to receive the sub-divided equity shares, in dematerialized form, the sub-divided equity shares shall be credited to the respective beneficiary account of members, with their respective depository participants and the company shall take such corporate actions as may be necessary in relation to the existing equity shares.

RESOLVED FURTHER THAT Board be and is hereby authorised to do all such acts, deeds, matters and things and give such directions as may be necessary, in the best interest of the company, for giving effect to the aforesaid resolution, including but not limited to signing and execution of necessary forms, papers, writings, agreements and documents, including giving customary representatives and warranties, together with such indemnities as may be deemed necessary and expedient in its discretion and setting any question, difficulty or doubt that may be arise in this regard as the board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding on all the members."

7. Amendment to Capital Clause of Memorandum of Association of the Company:

To consider and if thought, to pass with or without modification, the following resolution as **Ordinary Resolution:**

"RESOLVED THAT pursuant to provisions of section 16 and other applicable provisions, if any of the Companies Act, 1956, the Memorandum of Association of the Company be and is hereby altered by substituting the existing clause V as under:

V The Authorized Share Capital of the Company is Rs. 20,20,00,000/- (Rupees Twenty Crores Twenty Lacs Only) divided into 10,10,00,000 (Ten Crores Ten Lacs) equity shares of Rs. 2/- (Rupees Two) each, with the power to increase or reduce the capital of the Company and to divide the Shares in the Capital for the time being into several classes, to consolidate and divide the capital into shares of larger or smaller amounts than its existing shares and to convert its paid-up shares into stock and attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate such rights, privileges or Conditions in such manner as may be permitted by the Articles of the Association of the Company or Legislative Provisions for the time being in force in that behalf."

8. Amendment of Article 3(b) of Article of Association of the Company:

To consider and if thought, to pass with or without modification, the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to provisions of section 31 and other applicable provisions, if any of the Companies Act, 1956, the Articles of Association of the Company be and is hereby altered in the manner and to the extent as under:

3(b) (i) "The Authorised Share Capital of the Company shall be as per clause V of Memorandum of Association."

**BY ORDER OF THE BOARD OF DIRECTORS OF
MAXIMAA SYSTEMS LIMITED**

**Nirmala Agarwal
Company Secretary**

Registered Office:

Suraj Estate,
Kailash Road,
Valsad-396 001
Dated: 05.09.2011

Explanatory Statement

(Pursuant to section 173(2) of the Companies Act, 1956)

ITEM NO.5:

The following disclosure for the Preferential Issue of Equity Shares is made in accordance with the regulation 73 of the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital And Disclosure Requirements) Regulations, 2009 ("The Guidelines")

I. Objects of the issue:

In order to generate long term resources for implementing future growth plans, it is proposed to issue equity shares on a preferential allotment basis.

The proceeds of the proposed preferential allotment of Equity Shares will strengthen the financial position of the Company.

II. Intention of the Promoters/ Directors/ Key Management Personnel to subscribe to the offer:

The offer is not being made to Promoters/ Directors/ Key Management Personnel.

III. The Shareholding Pattern of the issuer before and after the Preferential Issue:

Sl. No.	Category	Pre issue holding			Proposed allotment of shares	Post issue holding	
		No. of Shares	%	Nominal value/ equity Share(Rs.)		No. of Shares	%
A.	Promoter's holding						
1.	Promoters						
a	Indian Promoters	35,82,258	36.75	10	0	35,82,258	35.65
b	Foreign Promoters						
2.	Persons Acting in concert						
	Sub Total	35,82,258	36.75	10	0	35,82,258	35.65
B.	Non Promoters Holding						
3.	Institutional Investors						
a.	Banks	-	-	-	-	-	-
a.	Mutual Funds	-	-	-	-	-	-
b.	Financial Institutions	-	-	-	-	-	-
c.	Foreign Institutional Investors	-	-	-	-	-	-
d.		-	-	-	-	-	-
	Sub Total	-	-	-	-	-	-
4.	Others						
a.	Private Corporate Bodies	12,55,703	12.88	10	1,50,000	14,05,703	13.99
b.	Indian Public	39,54,825	40.57	10	1,50,000	41,04,825	40.86
c.	NRI/OCBs	8,60,161	8.82	10		8,60,161	8.56
d.	Any Other(specify)	94,304	0.98	10		94,304	0.94
	Sub Total	61,64,993	63.25			64,64,993	64.35
	Grand Total	97,47,251	100.00			1,00,47,251	100.00

IV. Proposed time within which the Preferential Issue shall be completed:

The Company will complete the allotment of shares within a period of 15 days from the date of passing of the special resolution by the shareholders or where the allotment on preferential basis requires any approval by any regulatory authority or Central Government, the allotment of shares will be completed within 15 days from the date of such approval.

V. Pricing of Preferential Issue:

The above Equity Shares will be issued and allotted at a price not less than the higher of the following in terms of the Guidelines:-

- (a) The average of the weekly high and low of the closing prices of the related Equity Shares quoted on the recognized Stock Exchange during the Six Months preceding the relevant date; or
- (b) The average of the weekly high and low of the closing prices of the related Equity Shares quoted on a recognized Stock Exchange during the two weeks preceding the relevant date.

VI. Certificate from Auditors:

Mr. Dipak Desai, Chartered Accountant, Statutory Auditor of the Company, have certified that the proposed preferential issue is being made in accordance with the requirements contained in the Guidelines. A copy of the said certificate is available for inspection by the shareholders at the Registered Office of the Company on all working days except Public Holidays, Saturdays and Sundays between 3.00 p.m. and 5.00 p.m. prior to the date of the Extraordinary General Meeting and will also be available for inspection at the Meeting.

- VII. Where specified securities are issued on a preferential basis to promoters, their relatives, associates and related entities for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent qualified valuer, which shall be submitted to the recognized stock exchanges where the equity shares of the issuer are listed:

Provided that if the recognized stock exchange is not satisfied with the appropriateness of the valuation, it may get the valuation done by any other valuer and for this purpose it may obtain any information, as deemed necessary, from the issuer.

- VIII. **Details of the Proposed Allottees, the percentage of Post Preferential Issue Capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Issue:**

Name of Proposed Allottees	No. of equity Shares Proposed to be allotted	% of post issue Equity Capital
Tanushir Mercantile Private Limited	1,50,000	1.5%
Dr. Milan Desai	1,50,000	1.5%

IX. Change in Control:

There is no change in Management of the Company pursuant to the issue of Equity Shares on preferential allotment basis.

X. Lock in Period:

The Equity Shares allotted to Tanushir Mercantile Private Limited and Dr. Milan Desai under the proposed offering shall be subject to lock in as prescribed under the guidelines.

Documents referred to in the proposed resolution are open for inspection at the Registered Office of the Company on any working day except Public Holidays, Saturdays and Sundays between 3.00 p.m. to 5.00 p.m. up to the date of the Extraordinary General Meeting and will also be placed before the Extraordinary General Meeting.

None of the directors are, in any way, concerned or interested in this resolution.

ITEM NO.6:

The present Authorised share capital of the company is Rs. 20,20,00,000 (Rupees Twenty Crores Twenty Lacs Only) divided into 2,02,00,000 equity shares (Two Crores Two Lacs) of Rs. 10/- (Rupees Ten) each, the present issued, subscribed and paid up share capital of the company is Rs. 9,74,72,510 (Rupees Nine Crores Seventy Four Lacs Seventy Two Thousand Five Hundred and Ten only) divide into 97,47,251 (Ninety Seven Lacs Forty Seven Thousand Two Hundred and Fifty One) equity shares of Rs. 10/- (Rupees Ten) each.

The members may be aware that equity shares of the company are presently listed on Bombay Stock Exchange Limited (BSE).

The market price of shares of the company has witnessed significant rise in the recent, in order to improve the liquidity of the company's shares in the stock market and to make it affordable to

the small investors, the board of directors of the company of their meeting held on 05.09.2011, considered it desirable to sub-divide equity shares of the company.

Accordingly, 2,02,00,000 (Two Crores Two Lacs) equity shares of Rs. 10/- (Rupees Ten) each of the company comprised in its authorised share capital is proposed to be sub-divided into 10,10,00,000 (Ten Crores Ten Lacs) equity shares of Rs. 2/- (Rupees Two) each. The issued, subscribed and paid up capital of the company, as existing on the record date for the purpose of sub-division of equity shares, will also be sub-divided into equity shares of face value of Rs. 2/- (Rupees Two) each, fully paid up with effect from the record date, on which sub-division would become effective, will be decided by the board after obtaining the shareholders approval, which will be notified through the stock exchanges.

Similarly, pursuant to sub-division of equity shares of the company, the paid up equity shares of the company of the face value of Rs. 10/- each, as existing in the record date, shall stand sub-divided into Five equity shares of face value of Rs. 2/- (Rupees Two) each fully paid up, aggregating to 4,87,36,255 equity shares of Rs. 2/- (Rupees Two) each, with effect from the record date.

The consent of members is being sought in accordance with provisions of section 94 of the Companies Act, 1956 and Article 3(b) of the Article of Association of the Company.

The directors of the company may be deemed to be concerned or interested in the resolution to the extent of the shares held by them in the company.

ITEM NO.7 and 8:

The proposed sub-division of face value of equity shares of the company from Rs. 10/- (Rupees ten) per share to Rs. 2/- (Rupees Two) per share requires an amendment in the capital clause of the Memorandum of Association and that of Article of Association of the company.

Accordingly, clause V of the Memorandum of Association and Article 3(b) of the Article of Association of the company are proposed to be altered in the manner set out in the resolution, to reflect the alteration in the Authorised Share Capital of the company.

The Board of Directors of the company, accordingly, recommends the resolution for approval by the members.

A copy of Memorandum and Article of Association of the company, together with the proposed alterations, is open for the inspection by the members of the company at the registered office of the company between 3:00 p.m. to 5:00 p.m. on all working days of the company excluding Saturdays and holidays, upto the date of general meeting i.e. till 30.09.2011.

None of the directors are, in any way, concerned or interested in this resolution.

**BY ORDER OF THE BOARD OF DIRECTORS OF
MAXIMAA SYSTEMS LIMITED**

Nirmala Agarwal
Company Secretary

Registered Office:
Suraj Estate,
Kailash Road,
Valsad-396 001

Dated : 05.09.2011

DIRECTORS' REPORT TO THE MEMBERS OF MAXIMAA SYSTEMS LIMITED

Dear Shareholders,

Your Directors have the pleasure in presenting the 21st Annual Report and Audited Accounts of the Company for the year ended on March 31, 2011.

FINANCIAL RESULTS:

The summarized financial performance of the Company for the financial year ended March 31, 2011 as compared to previous year is as under:

(₹ in Lakhs)

PARTICULARS	Year ended March 31, 2011	Year ended March 31, 2010
Revenue	1905.92	1666.29
Profit/Loss Before Taxes (PBT) (Adjusted Profit)	48.89	-1753.21
Profit/Loss After Tax (PAT) (Adjusted Profit)	47.33	-1753.21
Transfer to Capital Account*	0	1755.41
Profit/Loss Brought from Previous year	-121.81	-124.02
Profit/Loss carried to balance Sheet (after Adjustment)	-74.48	-121.81

* Loss Adjusted under the scheme of Capital Reduction.

FINANCIAL HIGHLIGHTS :

During the year under review, the Company recorded an increase in operating revenue by 14.38%, compared with the previous year.

Further the Income from sales of products were increased from ₹ 46,071,731 to ₹ 11,57,00,590. The company achieved increase in sales inspite of heavy competition. The I.T. Division earned ₹1, 51, 44,016 (Previous year ₹ 46,03,630) as service charges.

DIVIDEND:

In view of brought forward losses the directors do not recommend any dividend for the year ended 31st March 2011.

PREFERENTIAL ISSUE:

During the year, the Company has issued and allotted 8,50,500 Equity Shares to Dr. Malireddy Srinivasulu Reddy on preferential basis.

The Company has already received In-Principal Approval, Listing and Trading Approval from the Stock Exchange for the same shares.

FIXED DEPOSITS:

The Company has not accepted any deposit from public/shareholders in accordance with section 58A of the Companies Act, 1956 and, as such, no amount on account of principal or interest on public deposits was outstanding on the date of the Balance Sheet.

DIRECTORS:

During the year the Company has appointed Dr. D.R.K.Reddy, Dr. Milan Desai and Mr. Milan Chitalia, Chartered Accountant as Independent Directors of the Company w.e.f. 07.03.2011.

Further Mr. Parth Mehta and Mr. Samir J. Mapara have resigned from the post of Director w.e.f. 14.02.2011 and Mr. Shantilal K. Dedhia has already posted his resignation from the post of Director which considered and adopted in the Board Meeting held on 24.06.2011.

In accordance with Article of Association of the Company, Dr. D.R.K. Reddy and Dr. Milan Desai retire by rotation and being eligible; offer themselves for re-appointment to the Board.

Mr. Manoj Shah, Managing Director, Mr. Mayur Shah and Mr. Mahesh Shah, Joint Managing Directors re-appointed for the period of 5 years w.e.f. 07.03.2011.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 217(2AA) of the Companies Act, 1956 as amended by the Companies (Amendment) Act, 2000, the Directors confirm that:

- i. in the preparation of the annual accounts, the applicable accounting standards have been followed alongwith proper explanation relating to material departure.
- ii. the directors have selected such accounting policies and applied them consistently and made

judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2011 and of the Profit of the Company for that year;

- iii. the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. the directors have prepared the annual accounts on a going concern basis.

AUDITORS :

M/s D.D. Desai & Associates, Chartered Accountants, Statutory Auditors of the Company, hold office until the conclusion of the ensuing Annual General Meeting and are eligible for reappointment.

The Company has received letter from M/s D.D. Desai & Associates, Chartered Accountants, to the effect that their appointment, if made, would be within the prescribed limits of section 224(1B) of the Companies Act, 1956, and that they are not disqualified for such appointment within the meaning of section 226 of the Companies Act, 1956.

AUDITORS' REPORT :

Auditors Report is self explanatory and do not call for any explanation and clarification by directors.

CORPORATE GOVERNANCE :

A Report on Corporate Governance as stipulated under Clause 49 of the Listing Agreement entered with the Stock Exchanges, forms part of the Annual Report.

Your Company has been in compliance with all the norms of Corporate Governance as stipulated in Clause 49 of the Listing Agreement.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT :

Management Discussion and Analysis Report of financial condition and results of operations of the Company for the year under review as required under Clause 49 of the Listing Agreement entered with the Stock Exchanges, is given as separate statement forming part of the Annual Report.

STATUTORY INFORMATION:

A. PARTICULARS OF EMPLOYEES:

In terms of the provisions of Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975 as amended, the company do not have any employee drawing salary in excess of limits prescribed under section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars Of Employees) Rules 1975 the particulars should be treated as NIL.

B. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

a) Conservation of Energy

- a) Energy conservation measures taken: None at present
- b) Additional investment and proposals, if any, being implemented for reduction of consumption of energy: There are no proposals.
- c) Impact of measures at (a) & (b) above for reduction of energy consumption and consequent impact on the cost of production of goods: Does not arise.
- d) Total energy consumption and energy consumption per unit of production as per Form "A" to annexure in respect of industries specified in the schedule thereto: Not Applicable.

b) Technology Absorption

Research & Development (R & D):

- a. Specific area in which R & D carried by the company: None at Present
- b. Benefits derived as a result of the above R & D: Does not arise.
- c. Future plan of action: At present it is not under consideration
- d. Expenditure on R & D: Nil

Technology absorption, adaptation and innovation:

- a. Efforts being made towards technology absorption, adaptation and innovation: None

- b. Benefits derived as a result of the above efforts e.g. Product improvement cost, reduction, product development, import substitution etc. : None
- c. Imported technology: Not applicable as technology has not been imported.

c) **Foreign Exchange Earnings and Outgo:** As per balance Sheet

INDUSTRIAL RELATIONS :

The industrial relations continued to be cordial during the year under review.

ACKNOWLEDGMENTS :

Your Directors would like to express their sincere appreciation of the cooperation and assistance received from the Authorities, Stock Exchanges, Registrar and Share Transfer Agents, Business Associates, employees, customers, suppliers, company's bankers as well as our Shareholders at large during the year under review.

Your Directors also wish to place on record their deep sense of appreciation for the commitment displayed by all executives, officers and staff, resulting in the successful performance during the year.

FOR AND ON BEHALF OF THE BOARD

**MAYUR SHAH
DIRECTOR**

**MAHESH SHAH
DIRECTOR**

Place : VALSAD

Date : 24-06-2011

MANAGEMENT'S DISCUSSION AND ANALYSIS

Industry Structure :

For smooth operations of the company and to get segment wise reports, your company has been divided into four divisions, considering the growth of the Company as well as its employees in near future:

- Storage System** : Includes various types of Storage systems, Stainless Steel, Furniture for Pharma Industry, Pallets etc.
- Information Technology** : Includes Software Development and Business Process Outsourcing (BPO)
- Proyurveda** : Patented, Probiotic blended with Ayurvedic Formulations.
- Neutraceuticals** : Food, dietary supplements like Calcium and Protein.

Developments:

During the year, your Company has taken over the business of Ayurvedic Formulations with Probiotics named as 'Proyurveda' including the USA, India, and China Patents.

Opportunities and Threats:

The recent diversification in to the Pharma activity which is time tested and protected through Patents in USA, India, China etc. has ample potential due to latest technology of Probiotic. This Business provides ample opportunities to grow in domestic as well as International market.

Management does not perceive any threat to its business or financial condition. Of course, every business has risk and we are not exceptional.

Segment wise or product wise Performance:

This is mentioned as a segment-11 to the Balance Sheet.

Risks & Concerns:

Your Company does not foresee any such risk in near future which will hamper the activities.

Outlook:

Since the Company has ventured in to the new area which has excellent product range and potential to grow globally. In coming days along with existing business, the company will focus more in to the Pharma business.

Internal Control Systems and their Adequacy:

Your Company has implemented various software for better control of day to day operations.

Discussion on Financial Performance with respect to Operational Performance:

Your Company is improving its performance year by year and looking to the developments in near future, there will be a turnaround.

Material development in Human Resources:

Our people are our key asset. We have been able to create a work environment that encourages pro-activeness and responsibility. The relationship with employees has been harmonious. During the year the Company did not have any work loss.

Employee Strength:

This financial year end employee strength was 150.

Employee Relations:

Peaceful and cordial relations continue with the employees. The Management wishes to place on record its acknowledgement and appreciation for the support extended by all the employees of the Company.

FOR AND ON BEHALF OF THE BOARD

Director

Director

Place: VALSAD

Date: 24.06.2011

REPORT ON CORPORATE GOVERNANCE

(As required under Clause 49 of the Listing Agreement entered into with the Stock Exchanges)

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance is based on the principles of integrity, fairness, equity, transparency, accountability and commitment to values. Good governance practices stem from the culture and mindset of the organization. Corporate Governance is an integral part of management, execution of business plans, policies and processes as the Company believes that it is a tool to attain and enhance the competitive strengths in business and ensure sustained performance for continuously enhancing the value for every stakeholder. Accordingly, Maximaa Systems Limited (MSL) endeavors to adhere to the highest levels of transparency, accountability and ethics in all its operations fully realizing at the same time social responsibilities. The Company's focus on Corporate Governance is reflected in following :

- Composition, size and functioning of and disclosures to the Board of Directors and various Committees of the Board.
- Board's commitment to discharge duties and responsibilities entrusted upon them by the Statute and to live upto the expectations of stakeholders of the Company and public at large.
- Strong value systems and ethical business conduct.
- Sound internal control.
- Transparency, accountability and ethics in all its operations.
- Putting in place the Code of Conduct for all the members of Board and team of senior management personnels.
- Efforts for prompt redressal of investors' grievances.
- Appropriate delegation of authority responsibility, monitoring of performance and collective decision making involving senior management team in all key decisions.
- Automated seamless integrated work flow to ensure consistency and timely flow of information.

2. **BOARD OF DIRECTORS:**

According to Clause 49 of the Listing Agreement, if the Chairman is Executive, at least half of the Board should consist of independent Directors. As on 31.03.2011 your Board consists of 7 Directors, out of which 4 Directors are independent, constituting more than 50% of total size of Board.

The Board comprises of directors of repute, who are experienced businessmen, professionals and executives. The executive Directors include senior directors commanding respect in the industry for their valuable experience and contribution. They look after their areas of responsibilities independently and seek guidance from the Chairman and Managing Director in all critical matters. MSL's management team endeavors to adhere to the directions of the Board.

Further, during the year the Board has appointed Dr. Damavarapu Radhakrishna Reddy, Dr. Milan Desai and Mr. Milan Chitalia, Chartered Accountant as Independent Directors of the Company w.e.f. 07.03.2011. Where as Mr. Parth Mehta, Mr. Samir J. Mapara resigned as directors w.e.f. 14.02.2011. Mr. Shantilal K. Dedhia also resigned with effect from 24.06.2011.

3. COMPOSITION OF BOARD OF DIRECTORS AND PARTICULARS THEREOF:

<i>Sl. No.</i>	<i>Name</i>	<i>Position</i>	<i>No. of Board Meeting attended during the year</i>	<i>Whether attended last AGM</i>	<i>Relationship with other Directors</i>	<i>Share-holding in the Company in Number & Percentage</i>
1	Mr. Manoj Shah	Managing Director	6	Yes	Brother of Mr. Mayur Shah and Mr. Mahesh Shah	10,76,305 (12.10%)
	Mr. Mayur Shah	Managing Director	6	Yes	Brother of Mr. Manoj Shah and Mr. Mahesh Shah	9,26,641 (10.42%)
3	Mr. Mahesh Shah	Managing Director	6	Yes	Brother of Mr. Manoj Shah and Mr. Mayur Shah	9,61,362 (10.81%)
4	Dr. D.R.K. Reddy w.e.f.07.03.2011	Independent Director	NA	NA	None	-
5	Dr. Milan Desai w.e.f.07.03.2011	Independent Director	NA	NA	None	-
6	Mr. Milan Chitalia w.e.f.07.03.2011	Independent Director	NA	NA	None	-
7	Mr. Shantilal K. Dedhia	Independent Director	6	Yes	None	-
8	Mr. Parth Mehta Up to 14.02.2011	Independent Director	6	Yes	None	-
9	Mr. Samir J. Mapara Up to 14.02.2011	Independent Director	6	Yes	None	-

Note: Relationship with other Directors means 'Relative' of other Directors as defined u/s 2(41) and Section 6 of the Companies Act, 1956, read with Schedule 1A of the Act.

Mr. Manoj Shah and Mr. Mayur Shah are directors liable to retire by rotation and being eligible offer themselves for reappointment.

4. OUTSIDE DIRECTORSHIPS AND MEMBERSHIP OF BOARD COMMITTEES:

Sl. No.	Name	Number and Name of Directorships in other Public Companies.	No. of Committee position held in other Companies	
			Chairman	Member
1	Mr. Manoj Shah	1. ACL Projects Limited	Nil	Nil
2	Mr. Mayur Shah	Nil	Nil	Nil
3	Mr. Mahesh Shah	Nil	Nil	Nil
4	Dr. D.R.K. Reddy	Nil	Nil	Nil
5	Dr. Milan Desai	Nil	Nil	Nil
6	Mr. Milan Chitalia	1. ACL Projects Limited	Nil	Nil

Notes

- 1) Directorship held by Directors in other companies does not include alternate directorships, directorships in foreign companies, Section 25 and private limited companies.
- 2) In accordance with Clause 49, Chairmanships/Memberships only in Audit Committee & Shareholders Grievance Committee of public limited companies have been considered for committee positions.
- 3) None of the directors is a member in more than 10 committees and is not a Chairman in more than 5 committees across the Companies in which he is a director.

5. BOARD MEETINGS:

There were SIX Board meetings held during the financial year 2010-2011 on 30.04.2010, 06.08.2010, 14.08.2010, 15.11.2010, 09.12.2010, and 14.02.2011. The gap between any two Board Meetings did not exceed four months.

Leave of absence was granted to the non-attending directors.

6. BOARD COMMITTEES:

In terms of Clause 49 of the Listing Agreement, the Board has constituted three committees i.e. Audit Committee, Shareholders/Investors Grievance Committee and Remuneration Committee.

(A) AUDIT COMMITTEE:

In compliance with Clause 49 of the Listing Agreement and as per the requirements of Section 292A of the Companies Act, 1956, an Audit Committee has been constituted. The Audit Committee consists of three non-executive directors.

(i) Composition and attendance in committee meeting during the year:

Name of Committee Members	Position	Meetings held	Meetings attended
Mr. Shantilal K. Dedhia	Independent Director	4	4
Mr. Samir J. Mapara	Independent Director	4	4
Mr. Parth Mehta	Independent Director	4	4

During the year, due to the resignation of Mr. Samir J. Mapara and Mr. Parth Mehta w.e.f. 14.02.2011, new composition of Audit Committee is as under for the forthcoming Audit Committee Meetings:

Name of Committee Members	Position
Mr. Shantilal K. Dedhia	Independent Director
Dr. D.R.K. Reddy	Independent Director
Dr. Milan Desai	Independent Director

Further due to resignation of Mr. Shantilal Dedhia w.e.f. 24.06.2011, new composition of Audit Committee is as under for the forthcoming Audit Committee Meetings:

Name of Committee Members	Position
Dr. D.R.K. Reddy	Independent Director
Dr. Milan Desai	Independent Director
Mr. Milan Chitalia	Independent Director

The Chairman of the Audit Committee was present at the last Annual General Meeting held on 15th September, 2010

The primary objective of the Audit Committee is to monitor and supervise the Company's financial reporting process with a view to provide accurate, timely and proper disclosures and financial reporting.

(ii) Terms of Reference

The Audit Committee while exercising its functions has powers including but not limited to following:

- To investigate any matter referred to Committee or specified in section 292A of The Companies Act 1956.
- To review unaudited financial results and report of internal auditors and statutory auditors.
- To report on any matter relating to financial management.

The information as prescribed under Clause 49 (II) (e) of the Listing Agreement has been reviewed from time to time.

(B) REMUNERATION COMMITTEE:

In compliance with Clause 49 of The Listing Agreement, read with Schedule XIII of the Companies Act, 1956, the Remuneration Committee of the Board has been constituted. The Remuneration Committee consists of following directors:

Name	Position
Mr. Samir Mapara	Independent Director
Mr. Parth Mehta	Independent Director
Mr. Shantilal K. Dedhia	Independent Director

The terms of reference of the Committee are to determine the company's policy on specific remuneration package for Managing Director and Joint Managing Directors and any other related matter referred to it by the Board from time to time in addition to recommendation/review of remuneration to the Board.

During the year, due to the resignation of Mr. Samir J. Mapara and Mr. Parth Mehta w.e.f. 14.02.2011, new composition of Remuneration Committee is as under for the forthcoming Remuneration Committee Meetings:

Name of Committee Members	Position
Mr. Shantilal K. Dedhia	Independent Director
Dr. D.R.K. Reddy	Independent Director
Dr. Milan Desai	Independent Director

Further due to resignation of Mr. Shantilal Dedhia w.e.f. 24.06.2011, new composition of Remuneration Committee is as under for the forthcoming Remuneration Committee Meetings:

Name of Committee Members	Position
Dr. D.R.K. Reddy	Independent Director
Dr. Milan Desai	Independent Director
Mr. Milan Chitalia	Independent Director

During the year for the re-appointment of Managing Director and Joint Managing Directors of the Company w.e.f. 07.03.2011 for the period of Five years and for revision in their remuneration, the meeting of Remuneration Committee was held on 14.02.2011 at 10:00 A.M. in the presence of all the directors at Registered Office of the Company.

Remuneration of Directors:

i) **Non-Executive Directors Compensation & Disclosures:**

No Sitting Fees was paid to any Director. No Commission was paid to any Director.

ii) **Executive Directors:**

Managerial Remuneration of all the Executive Directors during the financial year 2010-11 was paid as per their terms of appointment as approved by the shareholders. The remuneration paid to each director is as follows:-

Name of Directors	Salary(In ₹)	Value of (In ₹) Perquisites	Total(In ₹)
Mr. Manoj Shah	6,75,000	2,44,980	9,19,980
Mr. Mayur Shah	6,75,000	2,44,980	9,19,980
Mr. Mahesh Shah	6,75,000	2,44,980	9,19,980

Note:

- No bonuses, stock options and pension were paid to the Directors.
- No incentives linked with performance are given to the Directors.
- The Company has no stock option scheme and so no stock options are held by the Executive Directors.
- The term of Executive Directors is for a period of 5 years from the respective date of appointment. The Company does not have any service contract with any of the directors.
- Besides above remuneration, all the Executive Directors are also entitled to Company's contribution to Provident Fund, Gratuity and encashment of leave, as per rules of the Company.

(C) SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE:

In compliance with Clause 49 of the Listing Agreement, the Shareholders/Investors Grievance Committee has been constituted by the Board for a speedy disposal of grievances / complaints relating to shareholders/investors.

Composition of Committee:

Name of Committee Members	Category	Meetings held	Meetings attended
Mr. Samir J. Mapara	Independent Director	2	2
Mr. Parth Mehta	Independent Director	2	2
Mr. Manoj Shah	Managing Director	2	2

During the year, due to the resignation of Mr. Samir J. Mapara and Mr. Parth Mehta w.e.f. 14.02.2011, new composition of Shareholders/Investors Grievance Committee is as under for the forthcoming Shareholders/Investors Grievance Committee Meetings:

Name of Committee Members	Position
Mr. Shantilal K. Dedhia	Independent Director
Dr. D.R.K. Reddy	Independent Director
Dr. Milan Desai	Independent Director
Mr. Manoj Shah	Managing Director

Further due to resignation of Mr. Shantilal Dedhia w.e.f. 24.06.2011, new composition of Shareholders/Investors Grievance Committee is as under for the forthcoming Shareholders/Investors Grievance Committee Meetings:

Name of Committee Members	Position
Dr. D.R.K. Reddy	Independent Director
Dr. Milan Desai	Independent Director
Mr. Milan Chitalia	Independent Director
Mr. Manoj Shah	Managing Director

The committee specifically looks into the redressal of shareholder and investor complaints on matters relating to transfer of shares, dematerialization/ rematerialisation, Split of shares, consolidation of share certificates, issue of duplicate share certificates, non-receipt of annual report, non-receipt of declared dividends etc. in addition, the committee advises on matters which can facilitate better investor services and relations. As per the Certificate issued by our Registrar and Share Transfer Agents (RTA), Purvasharegistry (India) Private Limited, during the year under review, 13 complaints were received from shareholders/investors and all were replied/ resolved to the satisfaction of the shareholders/investors and no one was pending as at March 31,2011.

7. GENERAL BODY MEETINGS

i) The details of Annual General Meetings held in last 3 years are as under:

Year	Day, Date and Time	Venue
2009-2010	Wednesday, 15 th day of September, 2010 at 11:00 A.M.	At Registered Office of the Company at Suraj Estate, Kailash Road, Valsad- 396 001
2008-2009	Thursday, 9 th day of July, 2009 at 11:00 A.M.	At Registered Office of the Company at Suraj Estate, Kailash Road, Valsad- 396 001
2007-2008	Thursday, 22 nd day of August, 2008 at 11:00 A.M.	At Registered Office of the Company at Suraj Estate, Kailash Road, Valsad- 396 001

At the 20th Annual General Meeting held on 15th day of September, 2010, no special resolution was passed.

At the 19th Annual General Meeting held on 9th day of July, 2009, no special resolution was passed.

At the 18th Annual General Meeting held on 22nd day of August, 2008, no special resolution was passed.

During the year under review, the members of the Company approved one Special resolution by way of Postal Ballot process viz. (a) Special Resolution for change in Object Clause of Memorandum of association of the company.

Details of aforesaid resolutions passed through Postal ballot are as under-

a) Person who conducted the postal ballot exercise:

The Board appointed Mr. D. D. Desai, Practicing Chartered Accountant, as the scrutinizer to conduct postal ballot voting process. He conducted the process and submitted his report to the Chairman and Managing Director.

b) Procedure followed:

The Postal Ballot Notice and accompanying documents were dispatched to shareholders under certificate of posting. After scrutinizing all the ballot forms received, the Scrutinizer reported that the shareholders representing 100% of the total voting strength voted in favor of the resolutions, based on which the results were declared and the resolution was carried with overwhelming majority.

No special resolution on the matters requiring postal ballot is proposed to be placed at the forthcoming Annual General Meeting for shareholders' approval.

8. DISCLOSURES:

i) Disclosures on materially significant related party transactions

There is no significant or material related party transactions that have taken place during the year, which have any potential conflict with the interest of the Company at large. The detailed related party information and transactions have been provided in Notes to Accounts Schedule 14 forming part of Annual Report.

All related party transactions are negotiated at arm's length basis and are only intended to further the interest of the Company.

ii) Details of Non-Compliance by the Company, penalties, stricture imposed on the Company by the Stock Exchanges, SEBI or any statutory authorities or any matter related to capital markets.

There has been no instance of non-compliance by the Company on any matter related to capital markets during the last three years and hence no penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority.

iii) Whistle blower Mechanism:

The Company has a whistle blower mechanism wherein the employees are free to report violations of laws, rules, regulations or unethical conduct to their immediate supervisor or such other person as may be notified by the management to the workgroups. The confidentiality of those reporting violations shall be maintained and they shall not be subjected to any discriminatory practices.

9. MEANS OF COMMUNICATION:

The Company regularly intimates and publishes its audited/un-audited results in all the editions of Chanakya (English) and Newsline (Gujarati) newspaper in the State of Gujarat where Registered Office of the Company is situated. Quarterly results were sent to the Stock Exchanges immediately after the Board approved them. The financial results, official releases and other relevant information are regularly and promptly updated on the web site of the Company namely www.maximaasystems.com.

The Company does not display official news release.

No presentation made to institutional investors or to the analyst.

Annual Report containing, inter alia, Audited Annual Accounts, Directors' Report, Auditors' Report, and other important information is circulated to members and others entitled thereto.

10. COMPLIANCE CERTIFICATE:

The certificate regarding compliance of conditions of clause 49 of the Listing Agreement from the Practicing Company secretary of the company is annexed hereto.

11. GENERAL SHAREHOLDERS INFORMATION:

(i) Annual General Meeting

Date: 30th September, 2011

Time: 9:00 A.M.

Venue: Suraj Estate, Kailash Road, Valsad-396 001

(ii) Financial Calendar (tentative):

Financial year: 1st April to 31st March

For the year ended March 31st, 2011 interim, results will be announced as follows:

First Quarter	-	On or before 15 th August, 2011
Second Quarter	-	On or before 15 th November, 2011
Third Quarter	-	On or before 15 th February, 2012
Fourth Quarter	-	On or before 30 th May, 2012

(iii) Book Closure:

The book closure period is from 24th September, 2011 to 30th September 2011, inclusive of both days.

(iv) Dividend:

The Company has not declared the dividend during the year.

(v) Listing on Stock Exchanges:

- a) The Company's equity shares are listed and traded from 1994 on the following Stock Exchanges-

Name of Stock Exchange	Stock Code
Bombay Stock Exchange Limited, Mumbai (BSE)	526538

- b) Annual listing fees for the year 2010-2011 have been paid.

The ISIN Number (or demat number) of Maximaa Systems Limited on both NSDL and CDSL is INE161B01028. The Company has also paid the annual custody fee for the financial year 2010-2011 to both the depositories, viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

During the year under review, the ISIN of the Equity Shares of the Company has been changed from INE161B01010 to INE161B01028 consequent upon scheme of Amalgamation and Capital Reduction as approved by Hon'ble High Court, Gujarat by Order dated: 12th July, 2010.

(vi) Stock Data:

Table given below shows the monthly high and low share prices and volumes of Maximaa Systems Limited at the Bombay Stock Exchange Limited, Mumbai (BSE) for the year ended March 31, 2011.

Monthly share price data and volumes, BSE

Month	High (₹)	Low (₹)	Volume (No. of Shares)
April, 2010	3	2.53	3,48,271
May,2010	2.82	2.23	1,42,711
June,2010	2.4	2	1,93,438
July,2010	3.39	2.07	7,98,434
August,2010	2.86	2.31	4,60,407
September,2010	3.01	2.44	3,93,582
December,2010	13.93	4.1	64,912
January,2011	15.35	9.31	2,50,529
February,2011	10.54	7.1	60,877
March,2011	11.35	9.12	33,775

Source: BSE Website.

Note: Due to corporate action trading was not permitted during 17 weeks period from 8th September, 2010 to 29th December, 2010.

(vii) Share price Performance in comparison to broad-based indices such as BSE Sensex

MSL's share price performance relative to BSE Sensex:

Financial Year	MSL (at BSE)	SENSEX
2010-2011	5.80 (average 12 months)	18647.65 (average 12 months)

Note:

1. Closing share prices are considered
2. Due to corporate action trading was not permitted during the period from 8th September, 2010 to 29th December, 2010.

(viii) Share transfer system :

In terms of SEBI Circular No. D&CC/FITT/CIR-15/2002 dated December 27, 2002, the Company is providing facility of a common agency for all the work related to share registry in terms of both physical and electronic at a single point by its **Registrar and Share Transfer Agents, (RTA) i.e., Purvasharegistry (India) Private Limited**, whose address is given below:

Purvasharegistry (India) Private Limited

Contact Person:

Unit no 9, Shiv Shakti Ind Estt, JR Boricha Marg,
Opp. Kasturba Hospital Lane,
Lower Parel (E), Mumbai - 400011
E-mail id - busicomp@vsnl.com
purvashr@mtnl.net.in

Mr. Rajesh Shah/V.B. Shah
Ph: 022- 2301 0771/ 8261
Fax: 022- 2301 2517

Mr. Manoj Shah, Mr. Mayur Shah and Mr. Mahesh Shah, Directors and the Company Secretary are severally empowered to approve transfer. The Company obtains from a practicing Company Secretary half yearly certificate of compliance as required under clause 47(c) of the Listing Agreement and files the same with Stock Exchanges.

(ix) Reconciliation of Share Capital Audit Report

The Securities and Exchange Board of India has directed vide circular No. D&CC/FITTC/ CIR-16/2002 dated December 31, 2002 that all issuer companies shall submit a certificate

of capital integrity, reconciling the total shares held in both the Depositories, viz. NSDL and CDSL and in physical form with the total issued / paid up capital.

The said certificate, duly certified by the Practicing Company Secretary is submitted to the Stock Exchanges where the securities of the Company are listed within 30 days of the end of each quarter.

(x) Shareholding Pattern:

Table give below shows the shareholding pattern of Maximaa Systems Limited as on March 31, 2011.

a) Distribution of Shareholding by size, as on March 31, 2011:

Category		Number of shareholders	% of Total	No. of Shares (In ₹)	% of Total
From	To				
1	5000	7035	88.29	8278580	9.31
5001	10000	505	6.34	3728020	4.19
10001	20000	227	2.85	3445880	3.87
20001	30000	60	0.75	1485800	1.67
30001	40000	33	0.41	1144600	1.29
40001	50000	15	0.19	674500	0.76
50001	100000	42	0.53	3108700	3.49
100001	Above	51	0.64	67101430	75.42
		7968	100.00	88967510	100.00

b) Categories of Shareholding as on March 31, 2011:

S/No.	Category	Shares held (No.)	% of holding
1	Promoters and Promoters Group	3582258	40.26
2	Mutual Funds & UTI	-	-
3	Banks, Financial Institutions, Insurance Companies, Central/ State Gov. Institutions/ Non-governmental Institutions, Venture Capital	-	-
4	Foreign Institutional Investors (FIIs)	-	-
5	Private Corporate Bodies	1005780	11.31
6	Indian Public	4296298	48.29
7	NRIs/OCBs	10824	0.12
8	Clearing Members	1591	0.02
	TOTAL	8896751	100.00

c) Dematerialization of shares as on March 31, 2011:

Form	No. of Shares	% of Total
Held in dematerialized form in CDSL	1752607	19.70
Held in dematerialized form in NSDL	5246152	58.97
Physical form	1897992	21.33
Total	8896751	100.00

The Company's shares are regularly traded on Bombay Stock Exchange Limited, in electronic form.

d) Outstanding GDRs/ADRs/ warrants or any convertible instrument, conversion dates and likely impact on equity:

Not applicable for Maximaa Systems Limited.

e) Plant Location:

Maximaa Systems Ltd.

Block No. 337, situated at village Bamti Taluka, Dharampur Dist., Valsad (Gujarat),

Ph: 02633 - 242 114,

Fax: 02632 - 222 302

Maximaa Systems Ltd.

First Floor 804-808, GIDC, Gundlav, Valsad (Gujarat).

Ph: 02632 - 236 111,

Fax: 02632 - 222 302

Maximaa Systems Limited

7/23, Medipally Village,

Before CPRI, Uppal-500 039

R.R. District, AP (India)

Telefax: 040-2720 6742

f) Address for correspondence:

(1) Investors and shareholders can correspond with the Company at the following address:-

The Company Secretary

240, Naman Plaza, S.V. Road

Kandivali (W), Mumbai-400 067

Ph: 022-2864 8478/6516 0300.

Fax: 022-6710 2400

E-mail : cs@maximaasystems.com

Website: www.maximaasystems.com

(2) The Registrar and Share Transfer Agents of the Company at -

Purvasharegistry (India) Private Limited

Mr. Rajesh Shah/ V.B. Shah,

Unit no 9, Shiv Shakti Ind Estt, JR Boricha Marg,

Opp. Kasturba Hospital Lane

Lower Parel (E), Mumbai - 400011.

Ph: 022- 2301 0771/2301 8261

Fax: 022-23012517

E-mail id - busicomp@vsnl.com

purvashr@mtnl.net.in

DECLARATION BY CHAIRMAN AND MANAGING DIRECTOR

I, **Manoj Shah**, Chairman and Managing Director of **MAXIMAA SYSTEMS LIMITED**, hereby confirm pursuant to clause 49(1)(D) of the Listing Agreement, that:

- The Board of Directors of MAXIMAA SYSTEMS LIMITED has laid down a code of conduct for all Board Members and Senior Management Personnel of the Company. The said code of conduct has also been posted in the Investors Relation page in the corporate website of the Company www.maximaasystems.com
- All the Board members and Senior Management Personnel have affirmed their compliance with the said code of conduct for the year ended March 31, 2011.

Place: VALSAD

Date: 24.06.2011

Manoj Shah

Chairman and Managing Director

KS *K. Dalal & Co.*
Company Secretaries

(O) 0261-2366670

(M) 092279 00395

E-mail : k_dalal@rediffmail.com

205, 'Pawan Hans', B/h. Chamunda Restaurant, Sub Jail Char Rasta, Ring Road, Surat-395 002.

**To The Members of
MAXIMAA SYSTEMS LIMITED**

1. We have examined the compliance of conditions of Corporate Governance by Maximaa Systems Limited as at 31st March 2011, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchange(s).
2. The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. Our examination was limited to procedures and implementations 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.
3. In our opinion and to our best 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. We state that based on the Report given by the Registrars of the Company to the Shareholders/ Investors Grievance Committee as on March 31, 2011, no investor grievances matters are pending/unattended exceeding one month.
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.

For K. Dalal & Co.
Company secretaries

Place : Surat
Date : 24.06.2011



K. Dalal
Kunjal Dalal
C.P. 3863

AUDITORS REPORT

To,
THE MEMBERS OF
MAXIMAA SYSTEMS LTD

1. We have audited the attached Balance Sheet of MAXIMAA SYSTEMS LTD as at 31st March, 2011, the Profit and Loss Account and Cash Flow Statement for the year ended on that date annexed thereto. This financial statement is the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted 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 from material misstatement an audit includes examining on a test basis, evidence supporting the amount 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.
3. In accordance with the provisions of Section 227 of The Companies Act, 1956, we report that;

As required by the Companies (Auditors Report) order, 2003 issued by the Central Govt. of India under sub-section (4A) of Section 227 of the Companies Act, 1956, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we enclose in the annexure a statement on the matters specified in paragraph 4 and 5 of said order.

4. 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 purpose of our audit.
 - (ii) In our opinion, proper books of accounts as required by law have been kept by the company so far as appears from our examination of those books.
 - (iii) The Balance Sheet and Profit and Loss Account dealt with by this report are in agreement with books of account.
 - (iv) With the Accounting Standards referred to in sub section (3C) of the section 211 of the Companies Act, 1956.

- (v) On the basis of written representation received from directors as on 31st March,2011 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 and
- (vi) In the case of Balance Sheet, of the state affairs of the Company as at 31st March, 2011.
- (vii) In the case of Profit and Loss account, of the profit for the year ended on that date, and
- (viii) In the case of Cash Flow Statement, of the cash flow for the year ended on that date.

FOR D.D.DESAI & ASSOCIATES
CHARTERED ACCOUNTANT

D D DESAI
PROPRIETOR
M.NO.042031
F.R.NO. 102297W

DATE: 24th JUNE,2011
PLACE: VALSAD

ANNEXURE TO AUDITOR'S REPORT

On the basis of checks as considered appropriate and in terms of the information and explanations given to us, we state as under:

(I) FIXED ASSETS:

- (a) The Company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets.
- (b) As explained to us, the Fixed Assets have been physically verified by the management during the year in a phased manner, which in our opinion is reasonable having regard to the size of the Company and nature of its Assets. No material discrepancies were noticed on such verification.
- (c) During the year, the Company has not disposed of any substantial / major part of Fixed Assets, and therefore going concern status of the Company is not affected.

(II) INVENTORIES:

- (a) As explained to us, the inventories have been physically verified during the year by the management. In our opinion, having regard to the nature and location of stocks, the frequency of the physical verification is reasonable.
- (b) In our opinion and according to the information and explanations given to us, procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory. As explained to us there were no material discrepancies noticed on physical verification of inventory as compared to the book records and the same have been properly dealt with in the books of account.

(III) LOANS:

- (a) The Company has granted interest free advance to parties covered in the register maintained under Section 301 of the Companies Act 1956, as detailed in the Related Party Disclosure at Point No. 23 of the Notes Forming Parts of Accounts.
- (b) According to the information and explanations given to us and in our opinion the terms and condition on which such advances have been given to parties listed in register

maintained under section 301 of the Companies Act are not prima facie prejudicial to the interest of the Company.

- (c) The parties are regular in repaying the advances, or they are either being adjusted or being repaid regularly.
- (d) In view of the above answer to clause "c", this clause is not applicable.
- (e) The Company has not accepted any interest free loan from any party covered under register maintained under Section 301 of the Companies Act. In view of the same, clause iii(f) and iii(g) of the Order are not applicable to the Company.

(iv) INTERNAL CONTROL PROCEDURES:

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 purchase of inventory and Fixed Assets and for the sale of goods & services. During the course of our audit, no major weakness has been noticed in the internal controls.

(v) TRANSACTION WITH RELATED PARTY:

Based on the audit procedures applied by us and according to the information and explanations provided by the management, we are of the opinion that the particulars of contracts or arrangement with related party that need to be entered into the Register maintained under Section 301 have been so entered

In our opinion and according to the information and explanations given to us, there are no such transactions exceeding the value of five lakh rupees in pursuance of contracts or arrangements entered in the Register maintained under Section 301 in respect of any party during the year.

(vi) PUBLIC DEPOSITS:

The Company has not accepted any deposits from the public.

(vii) INTERNAL AUDIT

As per information and explanation given to us, in our opinion the Company has an Internal Audit System commensurate with size and nature of business of the Company.

(viii) COST RECORDS:

As explained to us the Central Government has not prescribed the maintenance of Cost Records Under Section 209(1)(d) of the Companies Act 1956, in respect of the products of the Company.

(ix) STATUTORY DUES:

(a) According to the information and explanations given to us and the records examined by us, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance Contribution, Income Tax, Wealth Tax, Customs Duty, Excise Duty, Service Tax and other material statutory dues wherever applicable. According to the information and explanations given to us, no undisputed arrears of statutory dues were outstanding as at 31st March, 2011 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, disputed arrears of statutory dues outstanding as at 31st March 2011 are as under. :-

Name of the Statute	Nature of Dues	Amount Rs.	Period to which Amount relates	Forum where dispute is pending
Gujarat Value Added Tax Act, 2003	Gujarat Value Added Tax	5,36,445	F Y 2006-07	Dy. Commissioner of Commercial Tax (Appeal)
The Central Sales Tax Act, 1956	Central Sales Tax	4,04,047	F Y 2006-07	Dy. Commissioner of Commercial Tax (Appeal)

(x) ACCUMULATED LOSSES:

The Company has an accumulated loss of Rs.74,48,119/- (Previous Year Rs.1,21,81,811/-) at the end of the financial year under reference. However, the accumulated loss does not exceed 50% of the Net Worth of the Company. The Company has not incurred any cash loss (Previous Year Rs.19,47,858/-) during the year under reference.

(xi) REPAYMENT OF DUES OF FINANCIAL INSTITUTIONS:

Based on our audit procedures and the information and explanations given to us, we are of

the opinion that the Company has not defaulted in repayment of dues to the financial institution or bank.

(xii) LOANS & ADVANCES AGAINST SHARES, DEBENTURES AND OTHER SECURITIES:

Based on our examination of the records and according to the information and explanations given to us, the Company has not granted any loans and / or advances on the basis of security by way of pledge of shares, debentures and other securities.

(xiii) CHIT FUND COMPANY OR NIDHI/MUTUAL BENEFIT FUND/SOCIETY:

In our opinion, the Company is not a Chit Fund or a Nidhi / Mutual Benefit Fund / Society. Therefore clause (xiii) of the Order is not applicable to the Company.

(xiv) MAINTENANCE OF RECORDS FOR DEALING / TRADING IN SHARES, SECURITIES, DEBENTURES & OTHER INVESTMENTS:

The Company is not dealing or trading in shares, securities, debenture or other investments. Hence Clause (xiv) of the Order is not applicable to the Company.

(xv) GUARANTEE:

According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks and financial institutions.

(xvi) UTILIZATION OF TERM LOAN FUND:

The Company has not raised any new Term Loan during the year, the Term Loan outstanding at the beginning of the year were applied / utilized for the purpose for which they were raised.

(xvii) MISMATCH BETWEEN SHORT TERM / LONG TERM FUNDS:

According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we are of the opinion that the Company has not utilized fund raised on short-term bases for Investment on Long Term bases.

(xviii) PREFERENTIAL ALLOTMENT OF SHARES:

At the Extra Ordinary General Meeting held on 7th March 2011, the Company has obtain approval of the members for Preferential Allotment of 8,50,500 shares of Rs.10/- each at a premium of Rs.5/- per share being consideration towards acquisition of Patents at Rs.1,27,57,500/- for

Maximaa Proyurveda. These shares have been allotted on 18th May 2011. In view of pending allotment of these shares as on 31st March 2011, the amount of Share Premium of Rs.5/- per share is transferred to Share Premium Account in Schedule - 2 of the Balance Sheet. The amount of Share Capital of Rs.10/- per share is shown under the head Equity Shares Allotment Account in Schedule - 1 of the Balance Sheet.

(xix) CREATION OF SECURITIES FOR ISSUE OF DEBENTURE:

During the year under audit, the Company has not issued any debentures.

(xx) END USE OF MONEY RAISED BY PUBLIC ISSUE:

During the year under audit, the Company has not raised any money by public issues.

(xxi) FRAUD ON OR BY THE COMPANY:

As per the information and explanations given to us, no fraud on or by the Company has been noticed or reported during this year, which causes the financial statements to be materially misstated.

For D.D.DESAI & ASSOCIATES

Chartered Accountants

D.D.DESAI

Proprietor

Membership No.: 042031

F.R.No. 102297W

Place : Valsad

Date : 24th June, 2011

BALANCE SHEET AS AT MARCH 31, 2011

PARTICULARS	SCHD.	MARCH 31, 2011			MARCH 31, 2010		
		RUPEES	RUPEES	RUPEES	RUPEES	RUPEES	RUPEES
SOURCES OF FUNDS							
(1) SHAREHOLDERS FUNDS							
(A) Share Capital	1	88,967,510				32,014,040	
Equity Share Allotment	1	8,505,000				56,953,470	
(B) Reserves And Surplus	2	55,625,930				51,370,430	
				153,098,440		140,337,940	
(2) LOAN FUNDS							
(A) Secured Loans	3	35,043,443				40,244,326	
(B) Unsecured Loans	4	-				354,000	
		35,043,443				40,598,326	
TOTAL				188,141,883		180,936,266	
APPLICATION OF FUNDS							
(1) FIXED ASSETS	5						
(A) Gross Block		127,302,579				101,366,212	
(B) Less : Depreciation		39,435,534				25,099,792	
(C) Net Block				87,867,045		76,266,420	
(D) Add : Capital Work In Progress				17,650,000		-	
				105,517,045		76,266,420	
(2) CURRENT ASSETS, LOANS AND ADVANCES	6						
(A) Inventories	a	43,928,783				35,216,276	
(B) Sundry Debtors	b	105,074,625				92,622,184	
(C) Cash & Bank Balance	c	1,113,323				9,400,287	
(D) Loans & Advances	d	25,437,408				46,936,041	
		175,554,139				184,174,788	
Less: CURRENT LIABILITIES AND PROVISIONS	7						
(A) Current Liabilities	a	95,576,271				90,088,114	
(B) Provisions	b	4,801,149				1,629,128	
		100,377,420				91,717,242	
NET CURRENT ASSETS				75,176,719		92,457,546	
(3) (A) Balance Sheet in Profit & Loss Account				7,448,119		12,181,811	
Deferred Tax Assets				-		30,489	
TOTAL				188,141,883		180,936,266	
SIGNIFICANT ACCOUNTING POLICIES & NOTES TO ACCOUNTS	14						0

As per our Attached Report of Even Date
For **D.D.DESAI & ASSOCIATES**
Chartered Accountants

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

D.D.DESAI
Proprietor
Membership No.: 042031
F.R.No. 102297W

Sd/-
MAYUR SHAH
DIRECTOR

Sd/-
MAHESH SHAH
DIRECTOR

Sd/-
MANOJ SHAH
DIRECTOR

Sd/-
NIRMALA AGARWAL
COMPANY SECRETARY

Place : Valsad
Date : 24th June, 2011

Place : Valsad
Date : 24th June, 2011

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011

PARTICULARS	SCHD.	MARCH 31, 2011 RUPEES	MARCH 31, 2010 RUPEES
1 INCOME :			
(A) Income from Operations	8	199,670,073	168,526,610
Less : Excise Duty		9,752,228	3,248,619
Net Income From Operation		189,917,845	165,277,991
(B) Other Income	9	674,214	1,351,095
TOTAL INCOME		190,592,059	166,629,086
2 EXPENDITURE:			
(A) Decrease / Increase in Stocks	10	-12,483,980	-5,880,462
(B) Material Consumed / Traded	11	144,300,754	148,343,559
(C) Manufacturing, Aaministrative & Selling Exp.	12	34,566,693	22,875,903
(D) Finance Charges	13	4,984,278	4,113,013
(E) Depreciation		14,335,692	13,607,083
TOTAL EXPENDITURE		185,703,437	183,059,096
3 Profit (Loss) Before Extra Ordinary Items		4,888,622	-16,430,010
4 Add : Extra Ordinary Items		-	-158,891,051
5 Profit (Loss) Before Tax		4,888,622	-175,321,061
6 Less: Provision For Taxtatlon :			
A Income Tax for Current Year		1,010,000	-
B Less: MAT Credit Entitlement		(900,000)	-
C Income Tax for Earlier Year		14,440	-
D Reversal of Deferred Tax Asset		30,489	-
7 Profit (Loss) After Tax		4,733,693	-175,321,061
8 Profit (Loss) Brought Forward From Previous Year		-12,181,811	-12,402,572
9 Transfer to Capital A/c		-	175,541,823
10 Profit (Loss) Carried to Balance Sheet		-7,448,119	-12,181,811
Earning per Share before extra ordinary items		0.55	-1.85
Earning per Share after extra ordinary items		0.53	-19.71

As per our Attached Report of Even Date
For **D.D.DESAI & ASSOCIATES**
Chartered Accountants

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

D.D.DESAI
Proprietor
Membership No.: 042031
F.R.No. 102297W

Sd/-
MAYUR SHAH
DIRECTOR

Sd/-
MAHESH SHAH
DIRECTOR

Sd/-
MANOJ SHAH
DIRECTOR

Sd/-
NIRMALA AGARWAL
COMPANY SECRETARY

Place : Valsad
Date : 24th June, 2011

Place : Valsad
Date : 24th June, 2011

SCHEDULE FORMING PART OF THE BALANCE SHEET AS AT 31st MARCH, 2011

PARTICULARS	SCHD.	AS AT 31.03.2011	AS AT 31.03.2010
SCHEDULE 1: SHARE CAPITAL			
(A) AUTHORISED			
20200000 (Previous Year 20000000) Equity Shares of Rs.10/- (Previous year Rs.10/- each)		<u>202,000,000</u>	<u>200,000,000</u>
ISSUED SUBSCRIBED & PAID UP CAPITAL			
8896751 (Previous year 3201404) equity shares of Rs.10/- each fully paid up.		88,967,510	32,014,040
EQUITY SHARE ALLOTMENT ACCOUNT			
8,50,500 Equity shares of Rs. 10/- each against acquisition of Patents for Maximaa Proyurveda in accordance with Resolution passed at EGM held on 7th March 2011 and allotted on 18th May 2011		8,505,000	-
5695347 Equity Shares of Rs. 10/- each to be issued to the Shareholders of MAPARA FURNITURES PVT LTD AND MAXIMAA INFOWAYS PVT LTD. Pursant to Scheme of Amalamation approved by Hon'ble of GUJARAT & BOMBAY High Court.		-	56,953,470
SCHEDULE 2: RESERVES & SURPLUS			
Share Premium		43,445,930	39,190,430
Capital Reserve		12,180,000	12,180,000
		<u>55,625,930</u>	<u>51,370,430</u>
SCHEDULE 3: SECURED LOANS			
TERM LOAN			
FROM NATIONALISED BANK :			
Bank of Baroda - Car Loan (Secured by Hypothecation of Car)		226,192	404,623
(From Bank of India) (Secured by Hypothecation of Plant & Machinery)		5,236,541	6,870,187

PARTICULARS	AS AT 31.03.2011	AS AT 31.03.2010
FROM OTHERS - Sundaram Finance Ltd - Vehicle Finance (Secured by Hypothecation of EICHER Tempo)	-	46,270
WORKING CAPITAL LOANS :-		
FROM NATIONALISED BANK :		
BANK OF BARODA	20,229,251	19,608,108
BANK OF INDIA	9,351,459	13,315,138
NOTE :-		
All the Loans From Nationalized Bank are Secured by Hypothecation of Raw Materials, Work In Progress and Finished Goods, Book Debts and personal guarantee of Directors and further secured by first Equitable Mortgage of Land, Building, fixed Plant & Machinery, Machinery Stores, Tools, Fixtures, Furniture, Fitting Acces., Equipments, Electrical Installation both Present & Future.		
TOTAL	35,043,443	40,244,326
SCHEDULE 4 : UNSECURED LOANS		
From Director & Relatives	-	354,000
TOTAL	-	354,000

SCHEDULE FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH 2011

FIXED ASSETS		GROSS BLOCK					DEPRECIATION BLOCK					NET BLOCK	
NO.	Name of Assets	As At 31.03.2010	Addition During Year	Aquired During the year	Deduction	Total As At 31.03.2011	As At 31.03.2010	Aquired During the year	Depreciation	Deduction	Total As At 31.03.2011	As At 31.03.2011	As At 31-03-2010
1	Intangible Assets												
a	Goodwill	59,201,892	-	-	-	59,201,892	11,840,380	-	11,840,380	-	23,680,760	35,521,132	47,361,514
b	Formulation, Trade Mark etc	-	10,084,228	-	-	10,084,228	-	-	168,070	-	168,070	9,916,158	-
c	Patents	-	12,757,500	-	-	12,757,500	-	-	212,625	-	212,625	12,544,875	-
2	Tangible Assets												
a	Land	193,175	-	-	-	193,175	-	-	-	-	-	193,175	193,175
b	Land Development	242,069	-	-	-	242,069	-	-	-	-	-	242,069	242,069
3	Building	13,032,904	107,800	-	-	13,140,704	2,164,162	-	391,634	-	2,555,796	10,584,908	10,868,742
4	Plant & Machinery	19,010,570	1,354,767	-	-	20,365,337	7,271,836	-	1,015,200	-	8,287,036	12,078,301	13,780,842
5	Computers	3,170,823	184,730	-	-	3,355,553	2,314,087	-	183,793	-	2,497,880	857,673	856,736
6	Furniture & Fixtures	2,693,678	857,905	-	-	3,551,583	753,786	-	163,593	-	917,379	2,634,204	1,939,892
7	Office Equipment	728,017	545,797	-	-	1,273,814	253,395	-	65,583	-	318,978	954,836	420,675
8	Vehicles	3,093,084	43,640	-	-	3,136,724	502,146	-	294,864	-	797,010	2,339,714	2,590,938
	Current Year Total	101,366,212	25,936,367	-	-	127,302,579	25,099,792	-	14,335,742	-	39,435,534	87,867,045	76,266,420
	Previous Year Total	52,231,064	59,720,410	18,668,933	28,818,951	101,366,212	19,894,040	3,579,170	13,607,083	11,980,501	25,099,792	76,266,420	32,337,023

PARTICULARS	ASAT 31.03.2011	ASAT 31.03.2010
SCHEDULE 6 :		
CURRENT ASSETS LOANS AND ADVANCES		
(A) INVENTORY: (AS TAKEN, VALUED AND CERTIFIED BY DIRECTORS)		
RAW MATERIAL INCLD. WASTE AND SCRAP AT COST OR MARKET VALUE WHICHEVER IS LOWER.	5,426,398	8,059,166
WORK IN PROGRESS	20,801,491	8,385,587
FINISHED GOODS STOCK	2,433,755	1,419,131
PACKING MATERIAL & OTHERS	455,533	113,879
STOCK OF TRADING GOODS	14,428,575	16,855,482
PLANT & MACHINERY HELD FOR DISPOSAL	383,031	383,031
	<u>43,928,783</u>	<u>35,216,276</u>
(B) SUNDRY DEBTORS FOR GOODS : UNSECURED CONSIDERED GOOD;		
OUTSTANDING FOR MORE THAN 6 MONTHS	40,457,180	7,602,261
OTHERS	64,617,444	85,019,923
	<u>105,074,625</u>	<u>92,622,184</u>
(C) CASH & BANK BALANCE :		
CASH ON HAND	97,508	285,789
CHEQUES ON HAND	638,819	1,628,701
WITH SCHEDULE BANK		
BALANCE IN CURRENT ACCOUNT WITH SCHEDULE BANK	376,996	6,618,967
	<u>1,113,323</u>	<u>8,533,457</u>
(D) LOANS & ADVANCES : (UNSECURED GOOD UNLESS OTHERWISE SPECIFIED)		
ADVANCES AND LOANS		
LOAN & ADVANCE RECOVERABLE IN CASH OR KIND OR FOR VALUE TO BE RECEIVED	7,178,585	32,789,869
DEPOSITS	8,247,135	10,456,495
BALANCE IN FIXED DEPOSITS (MARGIN MONEY)	6,328,825	866,830
ADVANCE TO SUPPLIER	813,380	1,439,501
ADVANCE TAX & T. D. S.	2,869,483	2,250,176
	<u>25,437,408</u>	<u>47,802,871</u>

PARTICULARS	AS AT 31.03.2011	AS AT 31.03.2010
SCHEDULE 7:		
CURRENT LIABILITIES:		
Sundry Creditors [See Note in Schedule 16 (5)] :—		
- Due to Micro, Small & Medium Undertaking	261,618	250,083
- Dues to Others	84,836,260	84,358,884
Other Current Liabilities	2,032,443	2,290,495
Duties & Taxes Payable	3,145,515	882,946
Dealer Deposit	2,065,000	115,000
Amount due to Directors	-	229,782
Advance Received From Customers(Debtors)	3,235,435	1,960,924
	<u>95,576,271</u>	<u>90,088,114</u>
PROVISION:		
Provisions for Gratiuty	3,776,149	1,629,128
Provisions for Income Tax	1,025,000	-
	<u>4,801,149</u>	<u>1,629,128</u>
SCHEDULE 8		
INCOME FROM OPERATIONS:		
Income from Sale of Product	115,700,590	46,071,731
Trading Sales	61,751,625	117,113,350
Erection Income	7,073,842	737,899
IT Service Income	15,144,016	4,603,630
	<u>199,670,073</u>	<u>168,526,610</u>
SCHEDULE : 9		
Other Income:		
Foreign Exchange Rate Difference	-	439,224
Interest On Margin Money	36,387	58,907
Misc. Income	-	51,001
Interest from DGVCL	10,701	-
Sundry Balance W/Back	627,126	801,963
	<u>674,214</u>	<u>1,351,095</u>

MAXIMAA SYSTEMS LIMITED

PARTICULARS	Rupees	AS AT 31.03.2011	AS AT 31.03.2010
SCHEDULE 10:			
DECREASE/INCREASE IN STOCKS:			
STOCK AT COMMENCEMENT			
Material In Process	8,385,587		20,296,430
Finished Goods	1,419,131		1,380,013
Finish Goods Aquired during the year (ADFAC)	1,084,360		-
Loss on discontincounce of certain prod.	-		-17,844,600
Total	10,889,078		3,831,843
LESS: STOCK AT CLOSE:			
Material In Process	20,801,491		8,385,587
Finished Goods	2,433,755		1,419,131
Total	23,235,246		9,804,718
	Total	(12,346,168)	(5,972,875)
INCREASE / DECREASE IN EXCISE DUTY ON FINISHED STOCK			
AT CLOSE STOCK	12,049		149,861
LESS: AT COMMENCEMENT	149,861		57,448
Total		(137,812)	92,413
	TOTAL	(12,483,980)	(5,880,462)
SCHEDULE 11			
MATERIAL CONSUMED / TRADED			
STORAGE SYSTEMS MFG.			
Opening Stock	8,059,166		6,130,121
Stock in Transit	-		756,106
Add : Purchases	80,871,530		41,724,626
Total	88,930,696		48,610,853
Less : Closing Stock			
Stock in Transit			
Raw Material Including Waste & Scrap	5,027,473		8,059,166
		83,903,223	40,551,687

MAXIMAA SYSTEMS LIMITED

PARTICULARS	Rupees	ASAT 31.03.2011	ASAT 31.03.2010
COST OF GOODS TRADED IN :			
Opening Stock	16,855,481		4,544,381
Stock Aquired on Amalgamation	-		6,218,298
Add : Purchases	56,282,009		113,884,675
Total	73,137,490		124,647,354
Less : Closing Stock	14,428,575		16,855,482
		58,708,915	107,791,872
PROYURVEDA MFG.			
Opening Stock	-		-
Stock Aquired during the year (Adfac)	915,640		-
Add : Purchases	1,627,434		-
Total	2,543,074		-
Less: Closing Stock	854,458	1,688,616	-
		144,300,754	148,343,559
	GRAND TOTAL		

SCHEDULE : 12

MANUFACTURING, ADMINISTRATIVE AND SELLING EXPENSES

Advertisement Expenses	184,954	414,198
Audit Fees	215,790	195,845
Bank Charges	371,973	306,785
Commission To Distributor	721,079	250,521
Contribution To P F, EDLI and Gratuity exp etc	2,948,123	425,500
Consumables Stores	687,911	372,825
Director Remuneration	2,759,940	2,202,762
Freight And Carriage Expenses/ SELLING & DIST/C INW	1,595,921	485,017
Foreign Exchange rate diff.	77,627	30,959
Insurance	103,663	57,931
IT Service Exps	2,721,250	1,881,938
Legal And Professional Charges	470,130	231,778
Misc. Expenses (TEL+MOB+ELECT+BUSI PROM+OFF EXP+PNT & STN+SECURITY+WATER+ TradeMark Fees	2,069,578	1,943,243
Other Factory Expenses	1,951,930	692,208

MAXIMAA SYSTEMS LIMITED

PARTICULARS	Rupees	ASAT 31.03.2011	ASAT 31.03.2010
Packing Expenses		322,296	300,664
Power & Fuel		2,912,163	1,905,610
Custody Fees & RTA EXP.		288,045	100,213
Rates And Taxes		686,479	17,964
Rent		436,000	225,000
Repairs And Maintenance Building-Factory		279,482	6,597
Repairs And Maintenance Machinery		197,214	160,477
Repairs And Maintenance Others		189,508	64,984
Vehicle Expenses		401,049	189,462
Salary Wages and Allowance		9,773,039	7,750,307
Staff & Labour Welfare		357,732	63,333
Travelling & Conveyance Expenses		1,573,553	347,337
Amalgamation Exp.		-	419,952
Tempo Exps.		222,802	242,968
Sundry Debit bal W/Off		1,560,586	-
Preliminary / Misc. Expenses W/off		22,460	28,940
Donation		25,002	-
TOTAL		34,566,693	22,875,904
SCHEDULE : 13			
FINANCE CHARGES			
Interest On Fixed Loan		947,007	66,302
Interest on Others		4,037,271	4,046,711
TOTAL		4,984,278	4,113,013

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2011

		For the Year Ended 31st March 2011 (Rs.)	For the Year Ended 31st March 2010 (Rs.)
A	'CASH FLOW FROM OPERATING ACTIVITIES :		
	Net Profit Before Tax And Extraordinary Items :	4,888,622	(16,430,010)
	Adjustment For :		
	Depreciation	14,335,692	13,607,083
	Interest Paid on Borrowing	4,984,278	4,113,013
	Interest Income (LC margin money)	(36,387)	(58,907)
	Misc exp writte off	-	80,176
		<u>19,283,583</u>	<u>17,741,365</u>
	Operating Profit Before Working Capital Changes :	24,172,205	1,311,355
	Adjustment For :		
	Trade & Other Receivables	15,116,759	63,343,998
	Inventories	(8,712,507)	(12,909,245)
	Trade Payables And Other Liabilities	(8,363,008)	(53,693,966)
		<u>(1,958,756)</u>	<u>(3,259,213)</u>
	CASH GENERATED FROM OPERATIONS :	22,213,449	(1,947,858)
	Income Tax Paid (Net Refund)	-	-
	CASH FLOW BEFORE EXTRAORDINARY ITEMS	22,213,449	(1,947,858)
	NET CASH FROM OPERATING ACTIVITIES ...A	22,213,449	(1,947,858)
B	'CASH FLOW FROM INVESTING ACTIVITIES :		
	Purchase Of Fixed Assets	(2,347,639)	(776,356)
	Interest Received	36,387	58,908
	Purchase Of Fixed Assets (WIP)	(17,650,000)	-
	Sales of Investment	-	997,500
	NET CASH USED IN INVESTING ACTIVITIES	(19,961,252)	280,052
C	'CASH FLOW FROM FINANCING ACTIVITIES :		
	Repayment of Warrant money	-	(500,000)
	Borrowings (Net)	(5,554,883)	10,991,391
	CASH & BANK BAL REVD ON AMALGAMATION	-	196,094
	Interest Paid	(4,984,278)	(4,113,013)
	NET CASH FROM FINANCING ACTIVITIESC	(10,539,161)	6,574,472
	NET INCREASE/DECREASE IN CASH AND CASHEQUIVALENTS(A+B+C)	(8,286,964)	4,906,666
	CASH AND CASH EQUIVALENTS AS AT 1ST APRIL 2010 (OPENING BALANCE)	9,400,287	4,493,621
	CASH AND CASH EQUIVALENTS AS AT 31ST MARCH 2011 (CLOSING BALANCE)	1,113,323	9,400,287

As per our Attached Report of Even Date
For **D.D.DESAI & ASSOCIATES**
Chartered Accountants

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

D.D.DESAI
Proprietor
Membership No.: 042031
F.R.No. 102297W

Sd/-
MAYUR SHAH
DIRECTOR

Sd/-
MAHESH SHAH
DIRECTOR

Sd/-
MANOJ SHAH
DIRECTOR

Sd/-
NIRMALA AGARWAL
COMPANY SECRETARY

Place : Valsad
Date : 24th June, 2011.

Place : Valsad
Date : 24th June, 2011

SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH 2011

SCHEDULE 14 : NOTES FORMING PART OF ACCOUNT

STATEMENT OF SIGNIFICANT ACCOUNTING POLICES :

1 GENERAL :

- i The accounts are prepared on historic cost basis.
- ii The company follows accrual system of accounting as requires under section 209(3)(b) of the Companies Act 1956 generally.

2 BASIS OF VALUATION OF FIXED ASSETS :

- i Land Free Hold - At Cost
- ii Other Fixed Assets - At Cost less Depreciation

*Cost*for the aforesaid purpose comprises of its purchase price and attributable cost for bringing the asset to its working condition for its intended use.

3 DEPRECIATION :

- i Depreciation on Fixed Assets is provided on Straight Line Method in accordance with the provisions of Company Act, 1956 at the rates specified in Schedule XIV of the Companies Act 1956, as revised by GSR No.756(E) Dated 10.12.93 by the Central Government, except in case of following Assets, which are amortised over the period as estimated by the management, as under. :-

Nature of Assets	Period of Amortisation
Goodwill (Generated in Amalgamation)	5 years
Patents	15 years
Trade Mark, Formulation etc	15 years

- ii Depreciation on Fixed Assets acquired during the year is provided from the month assets is put to use.
- iii Plant & Machinery acquired during the year but not put to use are shown as Capital Work In Progress and no depreciation is claimed thereon.
- iv Depreciation on Fixed Assets disposed off during the period under consideration is provided up to the month of disposal.

4 Provision, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognised but are disclosed in the notes. Contingent Assets are neither recognised nor disclosed in the financial statements.

5 Impairment of Assets

Impairment loss is provided to the extent the carrying amount(s) of assets exceed their recoverable amount. Recoverable amount is the higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash-flows expected to arise from the continuing use of the asset and from its disposal at the end of its useful life. Net selling price is the amount obtainable from sale of the asset in an arm's length transaction between knowledgeable, willing parties, less the costs of disposal.

6 INVENTORIES :

Items of inventory are valued at Cost or Net Realizable Value, whichever is lower. Cost is determined on the following basis. :-

Raw Materials, Stores and Spares	FIFO
Work In Process and Finished Goods	At material cost plus appropriate value of overhead
Trading Goods	FIFO

7 RETIREMENT BENEFITS TO EMPLOYEES :

i Retirement and Other Employee Benefits

a) The Company contributes towards Provident Fund and Family Pension Fund, which are defined contribution schemes. Liability in respect thereof is determined on the basis of contribution as required under the statutes / rules.

ii Provision has been made for Gratuity liability as on 31-3-2011. No provision is required to be made for leave encashment.

8 FOREIGN CURRENCY TRANSACTION :

Transactions in foreign currency are recorded at the original rates of exchange in force at the time transactions are effected. At the year-end, monetary items denominated in foreign currency and exchange contracts are reported using closing rates of exchange. Exchange differences arising thereon and on realization of foreign exchange are accounted in the relevant year, as income or expense.

9 TAXES ON INCOME :

Tax expense comprises of both current and deferred tax at the applicable enacted / substantively enacted rates. Current tax represents the amount of income-tax payable in respect of the taxable income for the reporting period. Deferred tax represents the effect of current year timing differences between taxable income and accounting income for the reporting period that originate in one period and are capable of reversal in one or more subsequent periods.

Deferred Tax Assets are recognised only to the extent that there is a reasonable certainty that sufficient future Taxable Income will be available against which such Deferred tax Assets can be realised. In absence of reasonable certainty, Deferred Tax Asset worked out as under has not been recognised. :-

Deferred Tax Liabilities

Related to Fixed Assets 3,634,757

Deferred Tax Assets

Related to Disallowance under income tax Act, 1961 1,166,830

Related to Carried forward Losses & Unabsorbed Depreciation 19,253,057

Net Deferred Tax Assets 16,785,130

The determination of perquisites has been calculated as per Income Tax Rules, 1962.

- 10 The accounts of customers / suppliers are under reconciliation / confirmation and the same have been taken as per balances appearing in the books. Any difference arising on account of such reconciliation, which are not likely to be material , will be accounted for as and when these reconciliation are completed.
- 11 Company has not received any memorandum (as required to be filed by the suppliers with the notified authority under the Micro, Small or Medium Enterprises Development Act 2006) claiming there status as Micro, Small or Medium enterprise. Consiquantly the amount payable to these parties during the year is NIL.
- 12 Extra Ordinary Items includes Rs. NIL (Previous year Rs.20,26,251/-) for change in method of providing depreciation from WDV to SLM in the case of Assets aquired from Mapara Furniture Pvt Ltd on Amalgamation.

13 Previous year's figures have been regrouped/reclassified wherever necessary.

14 Payments / Adjusted as payable to Auditors :	31.03.11	31.03.10
	Rupees	Rupees
Audit fees (Including Service Tax)	215,790	76,107
Tax Audit fees	16,545	9,927
Taxtation & Other Matters	63,530	-

15 Payments provided During the period for the Directors

On Account of Salary	2,759,940	2,597,940
----------------------	-----------	-----------

The determination of perquisites has been calculated as per Income Tax Rules, 1962.

16 Details of Provisions for Gratuity

Particulars	2010-11	2009-10
A Expenses recognized in the statement of Profit & Loss Account		
i Current Service Cost	313,314	87,681
ii Interest Cost	107,739	82,827
iii Expected Return on planned Assets	-	-
iv Net Actural (gain) /Loss recognized during the year	2,049,163	100,089
v Settlement cost /others	-	-
Total Expenses	2,470,216	270,597
B Net Assets / Liability recognized in the Balance Sheet		
i Present value of the obligation	3,776,149	1,305,933
ii Fair Valued of Planned Assets	-	-
iii Net Asset s/ Liability recognized in the Balance Sheet	3,776,149	1,305,933
iv Add: Provosion for seprated employee /others	-	-
Total Provision	3,776,149	1,305,933
C Change in Present Value of obligation		
i Present Value of obligation as on 01-04-2010	1,305,933	-
ii Current service cost	313,314	87,681
iii Interest Cost	107,739	82,827
iv Benefift paid	-	-
v Net Actural (Gain) /Loss recognized during the year	-	-
Present Value of obligation as per actural valution as at 31-3-11	2,049,163	100,089
vi Add: Provision for seprated employee /others	-	-
Total Provision	3,776,149	270,597
D Actural Assumptions:		
i Withdrawal Rate	1 % p.a	1 % p.a
ii Salary Growth	6.5 % p.a.	6 % p.a.
iii Mortality Rate		
LIC (1994-96) ultimate Mortality Rates		
iv Rate of Interest	8.25%	8.25%
v Retirement Age	58 years	58 years

17	Other money for which the company is contingently liable In respect of	2010-11	2009-10
a)	Inland Letter of Credit	2,055,668	3,467,320
b)	Inland Bank Guarantee		1,405,000
18	<u>Earning Per Share :</u>	2010-11	2009-10
a)	Net Loss / Profit before extra ordinary items available for equity share holders (Rs)	4,888,622	(16,430,010)
b)	Net Loss / Profit after extra ordinary item available for equity share holders (Rs.)	4,733,693	(175,321,061)
c)	Weighted average number of equity share of Rs.10/- esach	8,896,751	8,896,751
d)	Earning per Share before extra ordinary items (Rs.) (a/c)	0.55	(1.85)
	Earning per Share after extra ordinary items (Rs.) (b/c)	0.53	(19.71)

19 RAW MATERIAL CONSUMED:

PARTICULARS	CONSUMPTION ON 31-03-11		CONSUMPTION ON 31-03-10	
	QTY.	VALUE	QTY.	VALUE
C R C A	-	-	767	34,531,072
PAINTS	-	-	12,774	1,430,642
GRANUALS	-	-	57,849	1,446,225
OTHERS	-	-	-	3,143,748
TOTAL		-		40,551,687

20 Details of Products Manufactured , Turnover , Opening Stock , Closing Stock etc.

a

PARTICULARS	UNIT	OPENING STOCK		PRODUCTION	SALES		CLOSING STOCK	
		QTY	VALUE		QTY	VALUE	QTY	VALUE
CABINETS	Nos.	41	211,877	480	509	4,705,853	12	28,031
		(15)	(89,301)	(445)	(419)	(4,449,144)	(41)	(211,877)
ANGLES	Rmtrs.	631	54,322	567	631	29,024	567	22,074
		(612)	(56,693)	(641)	(622)	(318,042)	(631)	(54,322)
PANELS	Nos.	29	9,583	32	32	9,403	29	9,583
		(51)	(19,280)	(165)	(187)	(52,687)	(29)	(9,583)
FILING CABINETS	Nos.	5	15,424	-	1	7,200	4	12,340
		(4)	(14,253)	(6)	(5)	(28,190)	(5)	(15,424)
RACKS	Nos.	100	1,059,447	4,562	4,657	74,855,661	5	37,112
		-	-	(2,522)	(2,422)	(30,114,177)	(100)	(1,059,447)
POLYMER PALLET	Nos.	1	1,390	1,331	1,332	2,510,907	-	-
		(611)	(815,079)	(2,450)	(3,080)	(4,585,243)	(1)	(1,390)
MS PALLET	Nos.	-	-	846	846	1,777,650	-	-
		-	-	(759)	(759)	(1,280,372)	-	-
HEAVY DUTY COMP	Nos	-	-	10,748	10,748	20,432,926	-	-
		-	-	-	-	-	-	-
OTHERS		-	67,088	-	-	81,976	-	22,894
		-	(385,407)	(33)	(33)	(4,660,819)	-	(3,810)
TOTAL CURRENT YEAR			1,419,131			104,410,600		132,034
PREVIOUS YEAR			(1,380,013)			(45,488,674)		(1,419,131)

21 Details of Trading Products Closing Stock:-

PARTICULARS	UNIT	OP.ST.			PURCHASE		SALES		CL. STOCK		
		QTY	RATE	VALUE	QTY	VALUE	QTY	VALUE	QTY	RATE	VALUE
Chair	Nos.	247	1,014	250,335	0	-	-	-	247	1,014	250,335
Table Top	mtrs	364	522	190,004					364	522	190,004
Trolley	Nos.	42	622	26,105					42	622	26,105
Filling Foldr	Nos.	248	12	2,857					248	12	2,857
Glass	Nos.	7	283	1,983					7	283	1,983
Safe Box	Nos.	8	3,542	28,334					8	3,542	28,334
SS Sheet	Nos.	21,041	218	4,582,519	200895	36,024,202	191,227	36,374,297	30,710	167	5,128,570
Synhwood pallets	Nos.	1	152	152					1	152	152
HR SHEET	MT.	38	22,500	856,350	149,670	5,769,779	124,780	5,678,863	24,928	38.00	947,266
Steel	KG			22,064							22,064
Low Density Oil	Ltr	-	-	-	800	18,600			800		18,600
Steel Furniture	Nos.			5,758,275	0	-	15,974	3,978,757	(15,974)		2,675,801
Wipper	Nos.			5,136,504	-	-	-	-	-		5,136,504
TOTAL				16,855,482		41,812,581		46,031,917			14,428,575

22 Segment Information for the Year Ended 31st March, 2011

Sr No	Particulars	Storage Divn		IT Divn		Proyurveda		Total Segment		Unallocated (Note 1)		Grand Total	
		Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	2010-11	2009-10
1	REVENUE												
	Sales	1432.31	1432.31	220.47	220.47	0.00	0.00	1652.78	1652.78	0.00	0.00	1652.78	1652.78
	Other Income	1.02	1.02	0.00	0.00	0.00	0.00	1.02	1.02	0.00	8.61	9.63	9.63
	Net Sales/Income From Operations	1433.33	1433.33	220.47	220.47	0.00	0.00	1653.80	1653.80	0.00	8.61	1662.41	1662.41
2	RESULTS												
	Profit before Tax, depreciation & interest	12.90	12.90	0.00	0.00	0.00	0.00	12.90	12.90	0.00	0.00	12.90	12.90
	Less: Depreciation	70.12	70.12	65.95	65.95	0.00	0.00	136.07	136.07	0.00	0.00	136.07	136.07
	Profit After Depreciation	-57.22	-57.22	-65.95	-65.95	0.00	0.00	-123.17	-123.17	0.00	0.00	-123.17	-123.17
	Less: Interest	15.63	15.63	0.00	0.00	0.00	0.00	15.63	15.63	25.50	25.50	41.13	41.13
	Profit before Extra Ordinary Item	-68.51	-68.51	-65.95	-65.95	0.00	0.00	-134.46	-134.46	-25.50	-25.50	-164.30	-164.30
	Less: Extra Ordinary Items	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	-1588.91	0.00	1588.91	1588.91
	Less: Provision for Taxation	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	NET PROFIT	-68.51	-68.51	-65.95	-65.95	0.00	0.00	-134.46	-134.46	-25.50	-1614.41	-1753.21	-1753.21
	OTHER INFORMATION												
3	Segment Assets	2082.91	2082.91	345.74	345.74	0.00	0.00	2428.65	2428.65	180.41	180.41	2609.06	2609.06
4	Segment Liabilities	938.23	938.23	25.40	25.40	0.00	0.00	894.94	894.94	27.79	27.79	914.68	914.68
5	Capital Expenditure (Incl. Capital WIP)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
6	Depreciation	70.12	70.12	65.95	65.95	0.00	0.00	136.07	136.07	0.00	0.00	136.07	136.07
7	Non Cash Expenses other than Dep.	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00

NOTE: 1 Items of Expenses and Income, Assets and Liabilities (Including Provision for taxation, Deferred Tax Liability and Advance tax) which are not directly attributable/indentifiable/allocated to business segment are shown as Unallocated/ Corporate.

2	Total Unallocable Assets Excludes:	2010-11	2009-10
	Investment	0.00	0.00
	Debit Balance of Profit & Loss A/c	74.48	121.82
		<u>74.48</u>	<u>121.82</u>

23 Related Party Disclosure (As identified by the Management)

1 Related Party Relationships

- (a) Enterprises owned by Directors : **Shree Laxmi Furnitures**
 or Major Shareholders where : **Shree Laxmi Industries**
 control exist
- (b) Key Management Personnel : **Mr.Mayur B. Shah**
 : **Mr.Manoj B. Shah**
 : **Mr.Mahesh B. Shah**

2 Transactions with Related Parties

Rs. In Lacs

	Nature of Transactions (Excluding Reimbursement)	Enterprises owned by Directors or Major Shareholders where control exist	Key Managerial Personnels	Enterprise having common Key Managerial Personnel:	Total
1	Director Remuneration		24.90 (21.80)		24.90 (21.80)
2	Rent		4.59 (2.21)		4.59 (2.21)

3 Balance Outstanding as on 31-03-2011

Rs. In Lacs

	Nature of Transactions (Excluding Reimbursement)	Enterprises owned by Directors or Major Shareholders where control exist	Key Managerial Personnels	Enterprise having common Key Managerial Personnel:	Total
	Advances Given		30.61		30.61
	Sundry Debtors	34.56 (34.56)			34.56 (34.56)
	SecurityDeposit Given		74.01 (74.01)		74.01 (74.01)

SCHEDULE FORMING PART OF THE BALANCE SHEET AS AT 31st MARCH, 2011

24 Balance Sheet Abstract and Company's General Business Profile.

1 Registration Details:

Registration No. 4 - 14129			State Code : 04
Balance Sheet	31	03	2011
	Date	Month	Year

2 Capital Raised During The Year (Amount In Rs.)

Public Issue	NIL	Right Issue	NIL
Bonus Issue	NIL	Private Placement	8,505,000

**3 Position of Mobilisation and Deployment of Funds.
(Amount in Rs.)**

Total Liabilities	188,141,883	Total Assets	188,141,883
Sources of Funds		Reserves & Surplus	55,625,930
Paid-Up Capital	88,967,510		
Secured Loans	35,043,443		

Application Funds	
Net Fixed Assets	105,517,045

Net Current Assets	75,176,719
--------------------	------------

Accumulated Loss	7,448,119
------------------	-----------

4 Performance of Company (Amount in Rs.)

Turnover	190,592,059	Total Expenditure	185,703,437
Profit/Loss Before Tax	4,888,622	Profit/Loss After Tax	4,733,693
Earning Per Share in Rs.	0.53	Dividend Rate %	0

5 General Names of Principal Products / Services of Company

Item Code No. : 940310.1
(ITC Code) - NIL
Product Description : Storage Systems

Signature to Schedules 1 to 14

As per our Attached Report of Even Date
For **D.D.DESAI & ASSOCIATES**
Chartered Accountants

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

D.D.DESAI
Proprietor
Membership No.: 042031
F.R.No. 102297W

Sd/-
MAYUR SHAH
DIRECTOR

Sd/-
MAHESH SHAH
DIRECTOR

Sd/-
MANOJ SHAH
DIRECTOR

Sd/-
NIRMALA AGARWAL
COMPANY SECRETARY

Place : Valsad
Date : 24th June, 2011

Place : Valsad
Date : 24th June, 2011

Circular No. 17/2011

No 17/95/2011 CL-V
Government of India
Ministry of Corporate Affairs

5th floor, 'A' Wing, Shastri Bhawan,
Dr. Rajendra Prasad Road, New Delhi
Dated: 21.04.2011

All the Regional Directors,
All the Registrar of Companies/ Official Liquidators

Subject: - Green Initiatives In the Corporate Governance -- Clarification regarding service of documents by e-mode instead of Under Posting Certificate (UPC).

Sir,

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies after considering sections 2, 4, 5, and 81 of the Information Technology Act, 2000 for legal validity of compliances under Companies Act through electronic mode.

Section 53 of the Companies Act, 1956 provides service of documents under 'Certificate of posting' as one of the accepted mode of service. Whereas the Department of posts has recently discontinued the postal facility under 'Certificate of posting' vide their letter dated 23.02.2011. The Information Technology Act, 2000 also permits service of documents etc., in electronic mode.

Keeping in view of above, it is hereby clarified that a company would have complied with Section 53 of the Companies Act, if the service of document has been made through electronic mode provided the company has obtained e-mail addresses of its members for sending the notice/documents through e-mail by giving an advance opportunity to every shareholders to register their e-mail address and changes therein from time to time with the company.

In cases where any member has not registered his e-mail address with the company, the service of document etc will be effected by other modes of service as provided under section 53 of the Companies Act, 1956.

Yours faithfully,


(Kamna Sharma)
Assistant Director

Copy to: All concerned.

Maximaa Systems Limited

Regd. Office: Suraj Estate, Kailash Road, Valsad 396 001.

Dear Shareholders,

Sub: Green Initiative on Corporate Governance

The Ministry of Corporate Affairs, Government of India ("Ministry") has taken a "Green Initiative on Corporate Governance" by allowing paperless compliance by companies through electronic mode. In accordance with the Circular No. 17/2011 dated 21st April, 2011 and Circular No. 18/2011 dated 29th April, 2011 Issued by the Ministry, companies can now send various notices and documents, including Annual Report to its shareholders through electronic mode to the registered e-mail addresses of the shareholders.

It is a welcome move for the society at large, as this will reduce paper consumption to a great extent and allow shareholders to contribute towards a Greener Environment. This initiative by the Government is indeed commendable and your company supports the same. We are sure that as a responsible shareholder, you will also contribute to the cause. If you are holding shares in Demat form, you are requested to register your email address with your Depository Participant (DP).

For shares held in physical form, shareholders can either register their e-mail address with the company by furnishing their Name(s) and Folio No. at e-mail address: cs@maximaasystems.com and busicomp@vsnl.com or return Business Reply Inland Letter duly filled into the company.

It is proposed that henceforth documents like Notices of General Meetings, Annual Reports, Directors' Report, Auditors' Report, Circulars and Postal Ballot Notices and other shareholder communication will be sent electronically to the e-mail address provided by you and made available to the company by the Depositories viz. NSDL/CDSL. As and when there is change in your e-mail address, you are requested to keep your DP or the company informed of the same.

Kindly note that if you still wish to get hard copy of the above documents, the company will send the same free of cost, upon receipt of the request from you.

The documents like Shareholding Pattern, Financial Results, Corporate Announcements and other Notices will also be available on our website www.maximaasystems.com under the head Investor Relations for your ready access.

Your non reply will be considered as your assent to get the above documents in electronic mode.

Thanking You,

Yours Sincerely,

For Maximaa Systems Limited.

Sd/-

Nirmala Agarwal
Company Secretary

.....

Folio No. /DP ID & Client ID	:
Name of 1 st Registered Holder	:
Name of Joint Holder(s)	:
E-mail Address (to be registered)	:
Mobile No.	:

MAXIMAA SYSTEMS LIMITED

Regd. Office : Suraj Estate, Kailash Road, Valsad- Gujarat- 396 001 (INDIA)

**ANNUAL GENERAL MEETING
PROXY FORM**

I/We _____ of _____
being a member(s) of Maxima Systems Ltd, hereby appoint _____ of _____ or
failing him _____ of _____ as my/our proxy and to vote for me/us on my/our behalf
at the ANNUAL GENERAL MEETING of the Company at Suraj Estate, Kailash Road, Valsad-396 001 to be
held on Friday, the 30th day of September, 2011 at 9:00 A.M. or at any adjournment thereof.

Signed this _____ day of _____, 2011

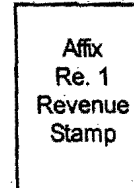
Ledger Folio No. _____

DP ID* _____

CLIENT IN* _____

No. of Shares held _____

*Applicable for the members holding shares in electronic form



(Signature across the stamp)

Note : This form duly completed and signed should be deposited at the Registered Office of the Company
not less than 48 hours before the meeting.

MAXIMAA SYSTEMS LIMITED

Regd. Office : Suraj Estate, Kailash Road, Valsad- Gujarat- 396 001 (INDIA)

**ATTENDANCE SLIP
TO BE HANDED OVER AT THE ENTRANCE OF THE MEETING HALL**

Full Name of the Member attending
(IN BLOCK LETTERS): _____

Full Name of Proxy
(IN BLOCK LETTERS): _____

(To be filled in if Proxy attends instead of the Member)

I have record my presence at the ANNUAL GENERAL MEETING of the Company at Suraj Estate, Kailash
Road, Valsad-396 001 to be held on Friday, the 30th day of September, 2011 at 9:00 A.M.

Ledger Folio No. _____

DP ID* _____

CLIENT IN* _____

No of Shares held _____

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

* Applicable for the members holding shares in electronic form.

Note: Members are requested to bring their copies of the Annual Report to the meeting

Member's /Proxy's Signature