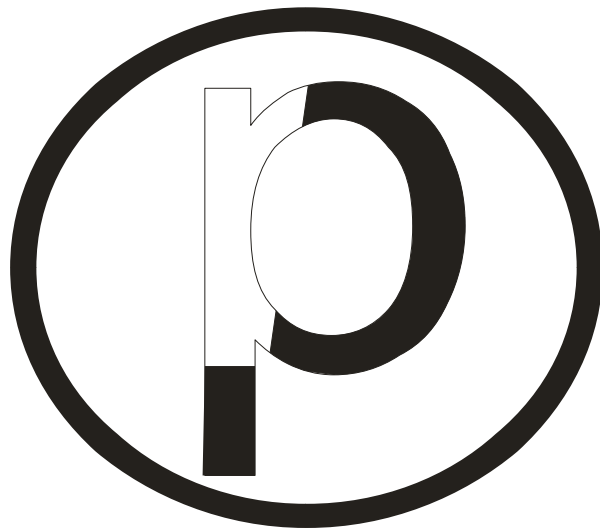


**16th Annual Report**

2009 - 2010



RABHA PLASTICS  
LIMITED



## Board of Directors

Managing Director  
Bharat V. Gada

Directors  
Ratish Tagde  
Vijay Poddar  
Virchand L. Gada  
Surinder Bhatia

Auditors  
R.A.S. & Associates  
Chartered Accountants

REGISTERED OFFICE  
G1-560, RIICO Industrial Area,  
Sitapur, Jaipur – 302 022

ADMINISTRATIVE OFFICE  
D-5, Dinanath Wadi, 1<sup>st</sup> Floor,  
Lady Jamshedji Road,  
Opp. Citilight Cinema, Mahim (West),  
Mumbai 400 016.



**RABHA PLASTICS LIMITED  
NOTICE**

**NOTICE** is hereby given that the 16<sup>th</sup> Annual General Meeting of M/s. RABHA PLASTICS LIMITED, will be held on Thursday, 30<sup>th</sup> September, 2010 at the registered office of the Company at G-1- 560, RIICO Industrial Area, Sitapura, Jaipur at 10.30 a.m. to transact the following business:

**Ordinary Business:**

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31<sup>st</sup> March, 2010 and the Balance Sheet as on that date. And the report of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Virchand Gada, who retires by rotation and eligible for re-appointment.

**Special Business:**

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

“ **RESOLVED THAT** M/s. Subramaniam Bengali Sharma and Associates, Chartered Accountants be and are hereby appointed as Statutory Auditors of the Company in place of in place of M/s. RAS & Associates, Chartered Accountants from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting at a remuneration as may be decided by the Board.”

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

“ **RESOLVED THAT** Mr. Ratish Tagde who was co-opted by the Board as an Additional Director w.e.f. 19.10.2009 and who by virtue of section 260 of the Companies Act, 1956 holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956, in writing from a member proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company and whose period of office shall be liable to determination by retirement by rotation”

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

“ RESOLVED THAT Mr. Vijay Poddar who was co-opted by the Board as an Additional Director w.e.f. 19.10.2009 and who by virtue of section 260 of the Companies Act, 1956 holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956, in writing from a member proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company and whose period of office shall be liable to determination by retirement by rotation”

By order of the Board

Sd/-  
Bharat Gada  
Managing Director

Date: 6<sup>th</sup> September, 2010

Place: Jaipur

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NOTES:

1. A member to attend and vote at the meeting is entitled to appoint a proxy to attend and vote including voting on poll, instead of himself. A proxy need not be a member of the company. Proxies, in order to be effective, must be received at Registered Office of the Company not less than 48 hours before the meeting.
2. The Register of Members and Share Transfer of the Company will remain closed from Wednesday 29<sup>th</sup> September, 2010 to Thursday, 30<sup>th</sup> September, 2010 (Both Days inclusive)
3. An explanatory statement to item no. 3 to 5 under section 173(2) of the Companies Act, 1956 is annexed herewith.
4. Shareholders desiring any information at regards to the Accounts are requested to write to the Company at any early date to enable the Management to keep the information ready.
5. The members are requested to :
  - a. Intimate changes if any in their registered address at an early date.
  - b. Quote ledger folio number in all their correspondence.
  - c. Intimate about consolidation of folios, if shareholding are under multiple folios.
  - d. Bring their copies of the Annual report and the Attendance slips with them at the Annual General Meeting.

**EXPLANATORY STATEMENT**

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

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**Item No. 3**

The Board of Directors of the Company has recommended appointment of M/s. Subramaniam Bengali Sharma and Associates, Chartered Accountants, Mumbai as statutory auditors of the Company in place of M/s. RAS & Associates, Chartered Accountants who have resigned as the statutory auditors of the Company. You are requested to accord your consent for appointment M/s. Subramaniam Bengali Sharma and Associates, Chartered Accountants, as the statutory auditors of the Company for the financial year 2010-11.

None of the Directors of the Company are concerned or interested in the passing of the Resolution.

**Item No. 4**

Mr. Ratish Tagde was appointed as an Additional Director of the Company with effect from 19<sup>th</sup> October, 2009. As per provisions of Section 260 of the Companies Act, 1956, he holds office only upto the conclusion of this Annual General Meeting but is eligible for appointment as a Director. The Company has received Notice in writing from a member under the provisions of Section 257 of the Act, proposing the candidature of Mr. Ratish Tagde for the office of a Director of the Company.

None of the Directors of the Company except Mr. Ratish Tagde is concerned or interested in the passing of the Resolution.

**Item No. 5**

Mr. Vijay Poddar was appointed as an Additional Director of the Company with effect from 19<sup>th</sup> October, 2009. As per provisions of Section 260 of the Companies Act, 1956, he holds office only upto the conclusion of this Annual General Meeting but is eligible for appointment as a Director. The Company has received Notice in writing from a member under the provisions of Section 257 of the Act, proposing the candidature of Mr. Vijay Poddar for the office of a Director of the Company.

None of the Directors of the Company except Mr. Vijay Poddar is concerned or interested in the passing of the Resolution.

**DIRECTORS' REPORT**

To,  
The Members

Your Directors have pleasure in presenting the Sixteenth Annual Report of your Company along with Audited Account for the year ended 31<sup>st</sup> March, 2010.

**FINANCIAL RESULTS:**

The financial performance of the Company for the year ended on 31<sup>st</sup> March 2010 as compared to last year is as follows:

Particulars	Rs. (in lacs)	
	2009-2010	2008-2009
Turnover	0.68	0.00
Other Income	0.29	0.00
Increase/ (decrease) in stock in trade	(3.78)	0.00
Total Expenditure	1.14	4.81
Profit Before Depreciation and Tax	(3.95)	(4.81)
Depreciation	Nil	Nil
Profit before Tax	(3.95)	(4.81)
Provision for Tax	Nil	Nil
Provision for deferred tax	Nil	Nil
Profit after Tax	(3.95)	(4.81)

**OPERATIONAL PERFORMANCE:**

The manufacturing activity of the Company is fully closed. The losses incurred during the year are due to non operative activities.

The Management is putting efforts in reviving the activities of the Company by diversification of business of the Company from Manufacturing to media Industry. Towards this direction your company has broad based its Board by inviting experts from media and finance industry. Mr. Ratish Tagde who is a veteran media man and owns a reputed event management company has agreed to join the Board. Company is confident of doing progressing under his able guidance. Mr. Vijay Poddar who is a finance and capital market expert has joined the Board to guide the company towards financial engineering restructuring for the purpose of putting the back on track. The Management is hopeful to revive the operations within a year in the field of media & entertainment.

**REVOCAION OF SUSPENSATION:**

Currently the scrip of the Company is suspended from the BSE. The management has taken effective steps for revocation of suspension. Post end of the financial year, the Company has complied with all the compliances with the listing agreement and has also paid outstanding listing fees. The Management is confident of revocation of suspension of the Company within next financial year.



**TRANSFER TO RESERVES:**

There are no amounts transferred to Reserves during the year under review.

**DIVIDEND:**

Due to absence of losses, your directors regret to recommend dividend for the year.

**DIRECTORS:**

Shri. Virchand Gada, Director retires by rotation in terms of Articles of Association of the Company at the ensuing Annual General Meeting and he is eligible for the re-appointment.

Mr. Bharat Gada and Mr. Surinder Bhatia are the other directors. During the year under review, Mr. Ratish Tagde and Mr. Vijay Poddar have been appointed as an Additional Directors of the Company. Your directors recommend your approval in the ensuing Annual General Meeting for their appointment as a director.

**AUDITOR'S OBSERVATIONS:**

- a. With respect to Auditor's comment on non providing details of Bank Account held with Bank of Baroda, your directors wish to state that the said account is very old and there is no records available with the company for the outstanding balance. The Company is in process of obtaining the same from the said bank.
- b. With respect to Auditor's observation for non compliance of AS-15, we wish to state that the operations of the Company are completely closed down and subsequent to year end the management has settled all outstanding dues of the employees.
- c. With respect to Auditors observation on not making provisions for bad and doubtful debts and loans and advances your management is optimistic about recovery of the said outstanding.
- d. Since the Company is closed down and has sold out its maximum assets, the register of fixed asset is not maintained. Also the Company does not have necessary expertise to maintain the said register.
- e. With respect to Auditor's comment on status of going concern of the Company, your directors wish to state that the management of the Company has invited new talent on the Board during the year under review to revive the operation of the Company by diversifying it in the field of media and advertising business. The result of new initiative is that Company has started some new deals in the media lines which was due to be mature after the balance sheet date. Hence till last year the company was not a going concern but now in the year it is quite hopeful to get the Company back in operation in the time to come.
- f. The Company will gradually introduce Internal Audit System commensurate with the size of the business once it gets fully operational in the diversified business area.
- g. The Company is hopeful to arrive at settlement in the matter of cancellation of sales tax incentive benefit with the concerned authority.

All other observations of the Auditors are self explanatory and therefore do not require to be commented in this report.

**AUDITORS:**

M/s. RAS & Associates, Chartered Accountants are the Auditors of the Company who holds office until the conclusion of the ensuing Annual General Meeting. M/s. RAS & Associates has expressed its unwillingness to continue as Auditors of the Company. Accordingly the Board has recommended appointment of M/s. Subramaniam Bengali Sharma & Associates, Chartered Accountants. The Company has received a certificate from them to the effect that their appointment, if made, would be within the prescribed limits under Section 224(1B) of the Companies Act, 1956.

Pursuant to the requirement under section 217(2AA) of the Companies Act, 1956, with respect to Directors Responsibility Statement, it is hereby confirmed:-

1. That in the preparation of the annual accounts for the year ended March 31, 2010; the applicable accounting standards had been followed along with proper explanation relating to material departures.
2. That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for the year under review.
3. That 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.
4. That the Directors have prepared the accounts for the financial year ended March 31, 2010 on a 'going concern' basis.

**PARTICULARS OF EMPLOYEES:**

There are no employees who are in receipt of remuneration in excess of the rates/amounts specified under Section 217 (2A) of the Companies Act, 1956 read with the (Particulars of Employees) Rules, 1975.

**FIXED DEPOSITS:**

During the year under review, your Company has not accepted/renewed any deposits within the meaning of section 58A of the Companies, Act 1956 and the rules made there under

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

Statement pursuant to Section 217(1) (a) of the Companies Act, 1956 read with the Companies (Disclosures of Particulars in the report of the Board of Directors) Rules, 1988 has been annexed and forms part of this report.

**CORPORATE GOVERNANCE:**

The report of Corporate Governance in the Company has been annexed to this report and forms part of the Director's report.

**ACKNOWLEDGEMENTS**

Your Directors take this opportunity to thank all its stakeholders for all their supports.

**By and on behalf of the Board**

**Sd/-  
(Surinder Bhatia)  
Director**

**Sd/-  
(Bharat Virchand Gada)  
Managing Director**

**Date: 6<sup>th</sup> September, 2010  
Place: Mumabi**

**Annexure-I:**

In terms of section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, the Directors furnish herein below the required additional information:

**I. CONSERVATION OF ENERGY:**

- (a) Energy conservation measures taken – (NIL)  
Nature of your Company's operations entails a very low level of energy consumption.
- (b) Additional investments and proposals if any, being implemented for reduction of consumption of energy – NIL
- (c) Impact of the measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods – NIL
- (d) Total energy consumption and energy consumption per unit of production – Nil

**II. DISCLOSURE OF PARTICULARS WITH RESPECT TO TECHNOLOGY ABSORPTION ETC.,**

- I Research and Development: Nil
- II Technology Absorption,  
Adaptation and Innovation: Nil

**III. FOREIGN EXCHANGE EARNINGS AND OUTGO**

- Earnings in Foreign Exchange : Nil
- Foreign Exchange outgo : Nil

**By and on behalf of the Board**

**Sd/-  
(Surinder Bhatia)  
Director**

**Sd/-  
(Bharat Virchand Gada)  
Managing Director**

**Date: 6<sup>th</sup> September, 2010**

**Place: Mumbai**

## **RABHA PLASTICS LIMITED MANAGEMENT DISCUSSION AND ANALYSIS**

### **1. Industry structure and developments:**

The Company has closed down its operation in the manufacturing segment and has decided to diversify its activities in the field of media and advertising industry. The media industry can be categorized into the following categories; filmed entertainment, television, music, radio and print. As implied, many aspire to join this industry due to the high visibility and glamour associated with many of the top jobs. That said, the opportunities are many and varied, and not all focused on celebrity status, such as in the areas of mass communication, content development, animation, production and event management. The greatest opportunities naturally lie in those sub-areas that are expected to grow the fastest over the next few years, namely, in the development of digital distribution platforms for TV such as DTH, digital music platforms, digital media advertising (internet, mobile and digital signage) and global cinema content.

### **2. Outlook:**

The Indian entertainment and media sector is one of the fastest growing sectors in the economy, and its segments have all witnessed tremendous double digit growth in the last few years. The key reasons favoring the rapid growth of the Indian entertainment and media sector are the demographic and economic factors buoying India's development; with a majority of the population below the age of 35, and increasing disposable income in Indian households, the average spend on media and entertainment is likely to grow, according to the 2009 edition of PricewaterhouseCoopers report. The Indian media industry is expected to touch business of Rs. 1040 billion by 2014. In addition, advances in technology, increasing penetration of communication mediums, policy initiatives of the Indian government to increase FDI and the increased participation of private media companies have been the other key drivers of the industry.

### **3. Segment-wise or product-wise performance:**

The Company was operating in one segment only i.e. manufacturing of plastics.

### **4. Risks and concerns:**

Since the management is in process of diversifying its operations in the field of media and advertising, the Company has to face all risks which a new entrant has to face from the established players in the field.

### **5. Internal control systems and their adequacy:**

Since the operations of the Company have been closed down and therefore the management has not put in place the internal control system. However once the Company becomes operational in the diversified area, the Management will put in place a proper system of Internal Control.

### **6. Material developments in Human Resources / Industrial Relations front, including number of people employed:**

Since the operations of the Company are completely closed down, the Company is in process of arriving at settlement with the employees. However the management will put efforts in recruitment of new talents in the Company in the diversified field of media and advertising.

**RABHA PLASTICS LIMITED  
REPORT ON CORPORATE GOVERNANCE**

**11. COMPANY'S PHILOSOPHY**

Corporate governance is the set of processes, customs, policies, laws, and institutions affecting the way a company is directed, administered or controlled. Corporate governance also includes the relationships among the many stakeholders involved and the goals for which the company is governed. The principal stakeholders are the shareholders, the board of directors, employees, customers, creditors, suppliers, and the community at large. Corporate governance mechanisms and controls are designed to reduce the inefficiencies that arise from moral hazard and adverse selection. Present system of Corporate Governance in the company is as follows:

**12. COMPOSITION OF BOARD OF DIRECTOR**

The board of director comprises of One Executive Director and four non executive directors. The directors are qualified professionals in business, finance and corporate management. The board meets at least once in a quarter to consider amongst other business matters, the quarterly performance of the Company and financial results. Directors attending the meetings actively participate in the deliberation at these meetings.

Following are the directors of the Company:

Shri Bharat Virchand Gada, Managing Director

Shri Surinder Bhatia, Director

Shri Virchand L Gada, Director

Shri Ratish Tagde

Shri Vijay Poddar

- a. Six meetings were held during the year 2009-10. The dates on which the said meetings were held are 30.04.2009, 29.06.2009, 30.07.2009, 19.10.2009, 30.10.2009 and 30.1.2010.

Composition of Board of Directors and details of Date, Number and attendance by the director in board meeting:

Name of director	Category	Designation	No. of meetings Held	No. Of meetings Attended	* No. Of membership in Boards of other companies	No. Of membership in Committees of other companies	Last AGM attended
Mr. Bharat Gada	Executive & Non Independent Director	Managing Director	6	6	Nil	Nil	Yes
Mr. Surinder Bhatia	Non Executive & Non Independent Director	Director	6	6	Nil	Nil	Yes

Mr. Virchand Gada	Non Executive & Non Independent Director	Director	6	6	Nil	Nil	Yes
Mr. Ratish Tagde*	Non Executive & Independent Director	Director	6	2	2	2	No
Mr. Vijay Poddar*	Non Executive & Independent Director	Director	6	2	Nil	Nil	No

\* Mr. Ratish Tagde and Mr. Vijay Poddar have been appointed as additional directors w.e.f. 19<sup>th</sup> October, 2009

None of the directors is a member in more than ten committees or acts as a Chairman in more than five committees across all companies in which he or she is a director.

- **Non executive directors' compensation and disclosures**

The Non-Executive Directors have not drawn any remuneration including sitting fees from the Company for the year ended 31st March, 2010.

- **Code of Conduct:**

The Board of Directors has laid down a Code of Conduct for the Board members and senior management personnel of the Company. The same is circulated among the Board Members and Senior Management Personnel. All the members of the Board and Senior Management Personnel have affirmed compliance of the respective Code of Conduct on Annual Basis. The required Declaration to the Compliance is offered herewith.

**DECLARATION:**

To the Members of  
**Rabha Plastics Limited.**

As provided under clause 49 of the Listing Agreement with the stock Exchange, it is hereby declared that all the Board Members and Senior Management personnel of the Company have affirmed the Compliance with the prescribed code of conduct on annual basis.

For **Rabha Plastics Limited**

Sd/-

**Bharat Gada**

Place: Mumbai

Date: September 6, 2010.

**13. AUDIT COMMITTEE**

- The Board has re-constituted an Audit Committee on 19<sup>th</sup> October, 2009 comprising of three directors, two of them are Non-Executive, Independent Directors. The Audit Committee is constituted in accordance with the provisions of Clause 49 (II) (A) of the Listing Agreement and Section 292 of the Companies Act, 1956. All the members of the Audit Committee are financially literate and have accounting and financial management expertise. The Chairman of the Committee is an Independent, Non-Executive Director.
- The composition of Audit Committee and attendance of each committee member upto 18<sup>th</sup> October, 2009 is as under:-

Name of Director	Designation	Category	No. of Meeting held*	Meeting attendance
Mr. Surinder Bhatia	Chairman	Non Executive, Non -Independent	3	3
Mr. Bharat V. Gada	Member	Executive, Non Independent	3	3
Mr. Virchand L Gada	Member	Non- Executive, Non -Independent	3	3

\* No. of meetings held are considered upto the date of 18th October, 2009

- The composition of Audit Committee and attendance of each committee member since 19<sup>th</sup> October, 2009 is as under:-

Name of the Director	Designation	Category	No. of Meeting held#	No. of Meetings attended
Mr. Ratish Tagde	Chairman	Non-Executive, Independent	2	2
Mr. Vijay Poddar	Member	Non-Executive, Independent	2	2
Mr. Surinder Bhatia	Member	Promoter, Non-Executive and Non – Independent	2	2

# No. of meetings held are considered since 19th October, 2009

- Terms of reference of Audit Committee:
  - ⊙ To review reports of the Internal Audit Department and recommend to the Board to decide about the scope of its work including the examination of major items of expenditure.



- ⊙ To meet statutory and internal auditors periodically and discuss their findings, suggestions and other related matters.
- ⊙ To review the auditors' report and limited review on the financial statements and to seek clarifications thereon if required, from the auditors and to implement any suggestion.
- ⊙ To review the weaknesses in internal controls, if any, reported by the internal and statutory auditors and report to the Board the recommendations relating thereto.
- ⊙ To act as a link between the statutory and internal auditors and the Board of Directors.
- ⊙ To recommend a change in the auditors if in the opinion of the Committee the auditors have failed to discharge their duties adequately

#### **14. REMUNERATION COMMITTEE**

Setting up remuneration committee for determining a company's policy on remuneration packages for executive directors constitutes a non- mandatory provision of Clause 49. The Company has set up its remuneration committee on 15/11/2003 to review the human resources policies and practices of the Company and, in particular, policies regarding remuneration of Whole time Directors and senior managers.

The committee discusses human resources policies such as compensation and performance management.

The Remuneration committee consists of the following members: Mr. Virchand L. Gada, (Chairman) Mr. Surinder Bhatia. During the year no meetings were held.

#### **15. SHAREHOLDERS / INVESTOR'S GRIEVANCE COMMITTEE**

The Company's Share Transfer and shareholders/investors grievance Committee functions headed under the Chairmanship of Mr. Surinder Bhatia, Non – Executive Director of the Company. Mr. Virchand Gada and Mr. Bharat Gada are other members of the Committee. The shareholders/investors grievance Committee was formed to specifically look into redressal of complaints like transfer of shares, issuance of duplicate shares, non-receipt of Annual Report etc, received from shareholders and improve the efficiency in investors service and all other day-to-day matters governing the relationship between the company and its shareholders, wherever possible. The Committee meets as and when requires and periodically reviews the status of investor grievances. There were no complaints outstanding as on March 31, 2010. No Share Transfers remained unattended/pending for more than thirty days as on March 31, 2010.

There was no complaint pending before the Company as on 31-03-2010.

#### **16. SUBSIDIARY COMPANY**

The Company does not have any subsidiary company.

## 17. DISCLOSURES

- i. The Company does not have any related party transaction that are material in nature either with its promoters and/or their subsidiary Companies, director and their relatives etc, that would have potential conflict with the interests of the Company at large.
- ii. The Company has complied with all the procedural requirements of regulatory authority on matters related to capital market.
- iii. The Company has already laid broad guidelines for Board disclosures.
- iv. No money was raised from the public issue, rights issues , preference issue, etc. during the year under review.
- v. The Company do not pay any remuneration to its directors, executive and non executive.
- vi. Following are the details of shareholding of Directors of the Company:
  - a. Mr. Bharat V. Gada - 36100 (0.58%)
  - b. Mr. Virchnad Gada - 159600 (2.57%)
  - c. Mr. Surinder Bhatia - 771100 (12.44%)
  - d. Mr. Ratish Tagde\* - Nil
  - e. Mr. Vijay Poddar\* - Nil

*\* Mr. Ratish Tagde and Mr. Vijay Poddar have been appointed on the Board w.e.f. 19<sup>th</sup> October, 2009.*

- vii. Brief Resume of Directors to be appointed:

**Mr. Ratish Tagde:**

Mr. Ratish Tagde has a Bachelor's degree in commerce and is a qualified Company Secretary (CS). He is also a law graduate. He joined the Company on 19<sup>th</sup> October, 2009 and has over two decades of experience of handling various corporate affairs. The Board recommends his appointment.

**Mr. Vijay Poddar:**

Mr. Vijay Poddar has a Bachelor's degree in commerce and has a wide experience in primary and secondary market. He joined the Company on 19<sup>th</sup> October, 2009. The Board recommends his appointment.

## 18. MANAGEMENT DISCUSSION AND ANALYSIS:

A report on Management Discussion and Analysis is a part of Corporate Governance Report.

## 19. GENERAL BODY MEETING

- i. Location and time where last three General meetings held:

## RABHA PLASTICS LIMITED

AGM/EGM	DATE	TIME	VENUE
AGM	30/09/2009	10.30 A.M.	G-1-560,RIICO Industrial area , Sitapura ,Jaipur
AGM	30/09/2008	10.30 A.M.	G-1-560,RIICO Industrial area , Sitapura ,Jaipur
AGM	29/09/2007	10.30 A.M.	G-1-560,RIICO Industrial area , Sitapura ,Jaipur

No Special Resolution was passed in the previous three annual General Meeting. Also no special resolution was passed in the last year through conducting postal ballot. There are no intentions to pass a special resolution by way of conducting postal ballot.

### 20. CERTIFICATION:

The CEO has certified to the Board with reference to the Financial Statement and other matters as required in Clause 49 of the listing agreement. Members of the Company can obtain copies of the said certificate available for inspection during the course of ensuing Annual General Meeting.

Also the Company has obtained a certificate from practicing Company Secretary regarding compliance of Corporate Governance.

### 21. MEANS OF COMMUNICATIONS:

The Company keeps sending quarterly compliances to the Stock Exchange which are available in Public Domain.

### 22. ADDITIONAL SHAREHOLDER'S INFORMATION

#### Annual General Meeting:-

The Sixteenth Annual General Meeting of the Shareholders will be held at 10: 30 a.m. on Thursday, 30<sup>th</sup> September, 2010 at the registered office of the Company G-1-560, RIICO Industrial area, Tonk Road, Sitapura, Jaipur-22.

#### Book Closure:-

Wednesday, 29<sup>th</sup> September, 2010 to Thursday, 30<sup>th</sup> September, 2010 (Both days inclusive)

### 23. Financial Calendar :-

- Financial year: 1st April 2010 to 31st March,2011
- First Quarter results by end of July,10
- Second Quarter results by end of October, 10
- Third Quarterly results by end of January, 11.
- Forth quarterly results by end of April, 11

**24. Listing of Stock Exchange :-**

Companies Shares are listed on Bombay Stock Exchange Limited however trading of the securities of the company on BSE was suspended since 2002 .The management of the Company is in process to re-instate of trading in securities. The Company has complied with all the pending compliances and has also paid the outstanding listing fees.

- Stock Code: 531712
- **ISIN Number for NSDL & CDSL :-** NIL. The Company is in process to apply for the connectivity.
- **Registrar and Share Transfer Agent:-** Not yet appointed. All work related to share registry and transfer have been managed in-house.
- **Address for correspondence:-**

The Company's Share Department provides assistance to shareholders under the over all supervision of Shri Surinder Bhatia, Director of the company Question relating to share and requests for transactions such as transfer, transmission and nomination facilities , change of address, may please be taken up with company registered officer directly to the Director .

**1. Categories wise Distribution of equity shares as on March 31, 2010:**

Sr. No.	Category of Shareholders	Total Holdings	% of Shareholdings
1.	Promoter & Promoter Group	2784500	44.91
2.	Mutual Funds and UTI	-	-
3.	Banks, Financial Institutions, Insurance Companies (Central/State Govt. Institutions/Non Govt. Inst.)	-	-
4.	FII's/Foreign Bodies	-	-
5.	Private Corporate Bodies	653400	10.54
6.	Indian Public	2592500	41.81
7.	NRI's/OCBs	169700	2.74
8.	Clearing Member	-	-
	<b>TOTAL</b>	<b>6200100</b>	<b>100.00%</b>

By Order of the Board

sd/-  
(Surinder Bhatia)  
Director

sd/-  
( Bharat Virchand Gada)  
Managing Director

Date: 6<sup>th</sup> September, 2010

Place: Jaipur

**CERTIFICATE FROM PRACTICING COMPANY SECRETARY FOR COMPLIANCE OF  
CORPORATE GOVERNANCE:**

We have examined the compliance of conditions of Corporate Governance by Rabha Plastics Limited ("the Company") for the year ended March 31, 2010, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Bombay Stock Exchange Limited.

The compliance of conditions of Corporate Governance is the possibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion of the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of the Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that, as per records maintained by the Company, and certified by the Registrar of the Company as on March 31, 2010 there were no investor grievances pending for a period exceeding one month.

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

For Komal Deshmukh & Associates  
Company Secretaries

Sd/-  
Komal Deshmukh

AUDITOR'S REPORT

TO  
The Members,  
RABHA PLASTICS LTD,  
Jaipur.

We have audited the attached Balance Sheet of Rabha Plastics Ltd, Jaipur as at 31<sup>st</sup> March 2010 and also The Profit & Loss a/c for the year ended on that date annexed hereto and Cash Flow Statement for the year ended on that date and report that:-

1. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We 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 statement is free of material misstatement. An audit includes examining on a test basis, evidence supporting the amounts and disclosure in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management as well as evaluating the over all financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies Auditors Report Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956 we give in the Annexure a statement on the matters specified in paragraphs 4&5 of the said Order.
4. Further to our comments in the above paragraphs and annexure referred to in para 3 :
  - (a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit **except** no details/information, were made available to us with respect to balance available with the bank of Baroda in Mumbai branch having outstanding balance of Rs 0.11 lacs as per books of accounts.
  - (b) In our opinion, proper books of accounts as required by Law have been kept by the company so far, as appears from our examination of those books.
  - (c) The Balance Sheet & Profit and Loss account dealt with by this report are in agreement with the books of accounts.
  - (d) In our opinion, the Balance Sheet and the Profit & Loss account comply with the Accounting Standards referred to in section 211(3C) of the Companies Act, 1956, except as stated in para (g) below for non compliance of A.S.-15,"Accounting for Retirement Benefits in the Financial Statement of Employers" issued by the ICAI.
  - (e) Based on the representations made by the directors and explanations made to us, none of the directors is disqualified from being appointed as director as on March 31, 2010 under clause (g) of sub-section 274 of the Companies Act 1956.
  - (f) We draw attention to Notes on accounts forming part of audit report, which disclosed the facts of closures of the manufacturing activities of the company and sold out some of the plant & machinery. Further the company has total accumulated losses at the end of the year i.e Rs 554.69 lacs against the paid up share capital of Rs 557.70 lacs.

## RABHA PLASTICS LIMITED

(g) In our opinion and to the best of our information and according to the explanation given to us, the said Balance Sheet and Profit & Loss Account read together with significant accounting policies and notes thereon, and subject to;

- (i) The omission of the information dealt within para (f) above.
- (ii) The omission of the information dealt within para (a) above.
- (iii) Non provision for bad and doubtful debts, loans and advances outstanding since long time and doubtful recovery (Amount Unascertained) (Refer para No.7 of Notes on Accounts )

Gives the information required by the companies act, 1956 in the manner so required and give a true and fair view:

- i. In case of balance sheet, of the state of affairs of the company as at 31<sup>st</sup> march, 2010.
- ii. In case of the profit and loss account, of the loss for the year ended on that date.
- iii. In the case of cash flow statement, of the cash flows of the company for the year ended on that date.

Place: Jaipur  
Date: 06.09.2010

**For RAS & Associates  
Chartered Accountants**

Sd/-  
**(CA Sharad Kabra)**  
Partner

**ANNEXURE REFERRED TO IN PARAGRAPH 3 OF THE AUDITOR'S REPORT ON THE ACCOUNTS  
OF RABHA PLASTICS LTD  
FOR THE YEAR ENDED ON 31<sup>ST</sup> MARCH 2010.**

- 1) The company has not maintained proper records showing particulars, including quantitative details and situation of fixed assets. Company has sold maximum assets existing in the company; hence company has not carried out any physical verification during the year.
- 2) Fixed assets disposed off during the current year & year prior to current year were substantial and therefore it may affect going concern status of the company.
- 3) (a) As explained to us, inventories have not been physically verified at the end of the year by the management.  
(b) N.A.  
(c) No Inventory records produced before us for audit.
- 4) (a) According to the information and explanations given to us, the company has not taken any unsecured loan from companies, firms or other parties listed in the register maintained under section 301 of the companies' act 1956. However, no loan has been granted by the company to companies, firms or other parties listed in the register maintained under section 301 of the company's act 1956.  
(b) N.A.  
(c) N.A.  
(d) N.A.
- 5) Being no virtual operational activity in the Company, hence no comment required regarding adequacy of internal control procedures commensurate with the size of the company and the nature of its business with regards to purchase of inventory, fixed assets and for the sale of the goods.
- 6) On the basis of the audit procedures performed by us, and according to the information, explanations and representations given to us, we are of the opinion that the company has not entered into transactions in which directors were interested as contemplated under section 297 and sub-section (6) of section 299 of the companies act 1956 and which were required to be entered in the register maintained under section 301 of the said Act.
- 7) The company has not accepted any deposit from the public during the year.
- 8) The company does not have any internal audit system, which is commensurate with the size of the company and the nature of its business.
- 9) The central government has not prescribed the maintenance of cost records by the company under section 209(1)(d) of the Companies Act 1956. - According to the records of the company it was observed that the company is not regular in depositing undisputed statutory dues including provident fund and sales-tax with the appropriate authorities. The Employees contribution to PF 24446/- & Employees contribution to ESI Rs. 4754.86 as statutory dues were outstanding as at 31.03.2009 but the same has been written off during the current year .



- (b) On the basis of our examination of the documents and records, the following disputed statutory dues on account of Show cause for cancellation of Sales Tax incentive benefit under 1987 scheme of Rs 115.83 Lacs worth of benefit is pending with the appropriate authorities.
- 10) On the basis of the records examined by us and the information and explanations given to us, the company has not defaulted in repayment of dues to financial institutions, banks or debenture holders.
- 11) As explained to us, the company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures or any other securities.
- 12) As the company is not a chit fund / Nidhi/ mutual fund, special statute applicable to such companies are not applicable to the company.
- 13) Company is not dealing or trading in shares, securities, debentures hence para is not applicable.
- 14) According to the information and explanations given to us, and the representations made by the management, the company has not given any guarantee for loans taken by others from any bank or financial institution.
- 15) On the basis of the records examined by us the company has not obtained any fresh loan, hence no comments required under this para.
- 16) According to the information and explanations given to us, and on an overall examination of the financial statements of the company and after placing reliance on the reasonable assumptions made by the company for classification of long term and short term usages of funds, we are of the opinion that, prima- facie, No short term funds have been utilized fir long term purposes and vice-versa.
- 17) The company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the companies act 1956
- 18) On the basis of the records and documents examined by us, the company has not issued debentures.
- 19) The company has not raised any money by public issue during the year.
- 20) According to the information and explanations given to us and to the best of our knowledge and belief, no fraud on or by the company, has been noticed or reported by the company during the year.

**Place: Jaipur**  
**Date: 06.09.2010**

**For RAS & ASSOCIATES**  
**(Chartered Accountants)**

**Sd/-**  
**(SHARAD KABRA)**  
**Partner**

**RABHA PLASTICS LIMITED**

**BALANCE SHEET**

**AS ON 31ST MARCH,2010**

	Schedule	AS AT 31st MARCH, 2010		AS AT 31st MARCH, 2009		
		(Rs.)	(Rs.)	(Rs.)	(Rs.)	
<b>SOURCE OF FUNDS</b>						
<b><u>Shareholders Funds</u></b>						
Share Capital	1	55,770,000		55,770,000		
Reserve & Surplus	2	2,761,365	58,531,365	2,761,365	58,531,365	
<b><u>Loans Funds</u></b>						
Unsecured Loans & Deposits	-	-	-	0	0	
<b>TOTAL (A)</b>			<b>58,531,365</b>	<b>58,531,365</b>		
<b>APPLICATION OF FUNDS</b>						
<b><u>Fixed Assets</u></b>						
Gross Block	11	24,201,321		24,311,322		
Less: Depreciation		22,847,710		22,847,710		
Net Block			1,353,611		1,463,612	
Investments	3		5,000		5,000	
<b><u>Current Assets , Loans &amp; Advances</u></b>						
Inventories	4	0		378,529		
Sundry Debtors	5	1,580,055.18		1,719,055		
Cash & Bank Balances	6	489,004.18		69,091		
Loans & Advances	7	323,712.02		324,865		
		<b>2,392,771</b>		<b>2,491,540</b>		
Less : Current Liabilities & Prov.	8	688,842		501,848		
Net Current Assets			1,703,929		1,989,692	
<b>PROFIT &amp; LOSS ACCOUNT</b>			<b>55,468,824</b>	<b>55,073,061</b>		
<b>TOTAL</b>			<b>58,531,365</b>	<b>58,531,365</b>		
<b>Significant Accounting Policies</b>	12					
<b>Notes on Accounts</b>	13					
As per our report of even date for RAS & ASSOCIATES Chartered Accountants sd/- <b>(SHARAD KABRA)</b> Partner			<b>for RABHA PLASTICS LIMITED</b>			
			sd/- <b>Bharat V. Gada</b> Managing Director	sd/- <b>Surinder Bhatia</b> Director		
Date :	6.9.2010					
Place :	Jaipur					

**RABHA PLASTICS LIMITED**

**PROFIT & LOSS ACCOUNT  
For the year ended 31st March, 2010**

Particulars	Schedule	2009-10		2008-09	
		(Rs.)	(Rs.)	(Rs.)	(Rs.)
<b>INCOME</b>					
Sales		67,650		-	
Less : Excise Duty		-	67,650	-	-
Other Income(Miscellaneous bal. w/o)			29,201		-
Increase (+)/Decrease(-) in Stock of Finished goods			(378,529)		-
<b>TOTAL ( A )</b>			<b>(281,678)</b>		<b>-</b>
<b>EXPENDITURES</b>					
Raw Material & Component					-
Administrative exp.	9		113,310		480,267
Interest & Other Financial Expenses	10		775		1,110
Depreciation	-		-		-
Prior period Items			-		-
<b>TOTAL ( B )</b>			<b>14,085</b>		<b>481,377</b>
<b>PROFIT /( LOSS) BEFORE TAX ( A-B)</b>			(395,763)		(481,377)
Less: Provision for Taxation			0		0
<b>PROFIT /( LOSS) AFTER TAX</b>			(395,763)		(481,377)
Add: Surplus (Deficit) Brought forward			(55,073,061)		(54,591,684)
Balance Carried to Balance Sheet			55,468,824)		(55,073,061)
<b>Basic &amp; Diluted Earning per Share</b>			<b>0.06</b>		<b>0.07</b>
Significant Accounting Policies	12				
Notes on Accounts	13				
As per our report of even date <b>for RAS.&amp; ASSOCIATES</b>				<b>for RABHA PLASTICS LIMITED</b>	
Chartered Accountants sd/- <b>SHARAD KABRA</b> Partner			Sd/- <b>Bharat V. Gada</b> Managing Director		Sd/- <b>Surinder Bhatia</b> Director
Date : 6/9/2010					
Place : Jaipur					

<b>Particulars</b>	<b>As At 31st March 2010 (Rs.)</b>	<b>As At 31st March 2009 (Rs.)</b>
<b><u>SCHEDULE 1</u></b>		
<b>SHARE CAPITAL</b>		
<b>Authorised</b>		
65,00,000 (Previous year 6500000) Equity Shares of Rs.10/- each	<b>65,000,000.00</b>	<b>65,000,000.00</b>
<b>Issued &amp; Subscribed</b>		
6200100 (Previous Year 6200100) Equity Shares of Rs.10/- each	62,001,000.00	62,001,000.00
<b>Called and Paid Up</b>		
6200100 (Previous Year 6200100) Equity Shares of Rs 10/- each	62,001,000.00	62,001,000.00
Less: allotment money in arrear, other than directors	6,231,000.00	6,231,000.00
	<b>55,770,000.00</b>	<b>55,770,000.00</b>
<b><u>SCHEDULE 2</u></b>		
<b>RESERVES &amp; SURPLUS</b>		
Capital Reserve (State Investment Subsidy)	2,761,365.00	2,761,365.00
	<b>2,761,365.00</b>	<b>2,761,365.00</b>
<b><u>SCHEDULE 3</u></b>		
<b>INVESTMENTS</b>		
<b>Unquoted</b>		
National Saving Certificates( 8th Issue) (Pledge with Commercial Tax Officer as Security )	3,000.00	3,000.00
Indira Vikas Patra (Pledge with Regional Transport Officer , Jaipur )	2,000.00	2,000.00
<b>TOTAL</b>	<b>5,000.00</b>	<b>5,000.00</b>

**SCHEDULE 4**

**INVENTORIES**

(As taken valued and certified by the management )

Raw Material & Components ( including packing material )	0.00	28,529.00
Finished Goods and Work in Progress	0.00	350,000.00
<b>TOTAL</b>	<b>0.00</b>	<b>378,529.00</b>

**SCHEDULE 5**

**SUNDRY DEBTORS**

(UNSECURED ,CONSIDERED GOOD UNLESS OTHERWISE SPECIFIED )

Over six month	1,580,055.18	1,719,055.08
Less than six months		-
<b>TOTAL</b>	<b>1,580,055.18</b>	<b>1,719,055.08</b>

**SCHEDULE 6**

**CASH & BANK BALANCES**

Cash in Hand	48,600.26	380.26
Balance with Schedule Banks in Current Accounts	440,403.92	68,710.92
<b>TOTAL</b>	<b>489,004.18</b>	<b>69,091.18</b>

**SCHEDULE 7**

**LOANS & ADVANCES**

(UNSECURED ,CONSIDERED GOOD UNLESS OTHERWISE SPECIFIED )

Advance Recoverable in cash or kind or for value to be received		1,153.00
Securities & other Deposits		127,069.02
TDS On Electric Deposit 2006-07	3,919.00	0.00
TDS On Int On Sales Tax For 2006-07	82,624.00	0.00
Deposites (Asset)	237,169.02	196,643.00
	<b>323,712.02</b>	<b>324,865.02</b>

**SCHEDULE 8**

**SUNDRY CREDITORS FOR EXP.**

**OTHER LIABILITIES**

**PROVISIONS**

414,981.00	198,786.00
126,541.00	155,741.86
147,320.00	147,320.00
<b>688,842.00</b>	<b>501,847.86</b>

FORMING PART OF AUDIT REPORT FOR THE YEAR ENDING ON 31.3.2010

Particulars	AMOUNT AS AT	AMOUNT AS AT
	31.3.2010	31.3.2009
	( Rs.)	( Rs.)
<b><u>SCHEDULE 09</u></b>		
<b>ADMINISTRATIVE &amp; SELLING EXP.</b>		
Balance Written Off	10,849.00	314,335.34
Fringe Benefit Tax	2,500.00	1,200.00
Sales Tax Inter & Penalties	-	3,272.00
Sales Tax Demand 2004-05	-	7,528.00
Insurance	1,632.00	0.00
Int.& Penalty To Sales Tax	-	34,415.00
Legal charges & Other Professional fee	38,500.00	40,500.00
Auditors Remuneration	5,500.00	5,500.00
Travelling & Conveyance	44,479.00	33,517.00
Postage , Telephone & Fax	-	0.00
Printing & Stationery	850.00	0.00
Watch & Ward Expense	-	40,000.00
Professional Charges	9,000.00	0.00
<b>TOTAL</b>	<b>113,310.00</b>	<b>480,267.34</b>

**SCHEDULE 10**

**INTEREST & OTHER FINANCIAL EXPENSES**

Bank Charges & Other Financial Expenses	775 .00	1,110.00
<b>TOTAL</b>	<b>775.00</b>	<b>1,110.00</b>

**SCHEDULE 11**
**DEPRECIATION CHART AS PER COMPANIES ACT, 1956 FOR THE F. YR. 2009-10**

Assets	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01.04.2009 (Rs.)	Addition during the year (Rs.)	Deduction during the year (Rs.)	As at 31.03.2010 (Rs.)	As at 01.04.2009 (Rs.)	For the current year (Rs.)	Deduction during the year (Rs.)	As at 31.03.2010 (Rs.)	As at 31.03.2010 (Rs.)	As at 31.03.2009 (Rs.)
Plant & Machinery and electrical installation	15,038,082	-	45,000	14,993,082	14,333,397	-	-	14,333,397	659,685	704,685
Moulds & Dies	7,948,484	-	60,000	7,888,484	7,551,109	-	-	7,551,109	337,375	397,375
Furniture, Fixture & Office Equipment	805,445.31	-	5,000	800,445.31	667,391.00	-	-	667,391.00	133,054.31	138,054.31
Vehicles	409,125	-	-	409,125	229,697	-	-	229,697	179,428	179,428
Sundry Equipment	110,185	-	-	110,185	66,116	-	-	66,116	44,069	44,069
<b>TOTAL</b>	<b>24,311,321</b>	<b>-</b>	<b>110,000</b>	<b>24,201,321</b>	<b>22,847,710</b>	<b>-</b>	<b>-</b>	<b>22,847,710</b>	<b>1,353,611.31</b>	<b>1,463,611</b>

**SCHEDULE - 12**

**SIGNIFICANT ACCOUNTING POLICIES FORMING PART OF ACCOUNTS**

**A. BASIS OF ACCOUNTING**

- 1) The company adopts the accrual basis of accounting in the preparation of accounts.
- 2) Sales are accounted for inclusive of excise duty and net of returns, claims and discount allowed

**B. FIXED ASSETS AND DEPRECIATION/AMORTISATION**

- 1) All fixed assets are stated at historical cost. Cost comprises of the purchase price and attributable cost of bringing the assets to working condition for its intended use. Pre-operative expenditures are proportionately capitalized to the respective assets.
- 2) Depreciation on fixed assets is provided on straight-line method at the rate as specified in schedule XIV of the companies Act, 1956.
- 3) Leasehold land is amortised over the period of lease.

**C. INVESTMENT**

Investments if any are stated at cost.

**D. INVENTORIES**

Inventories are valued as under:

- i) Raw Materials - at lower of cost or realizable value
- ii) Finished Goods - at net realizable value
- iii) Stores, Spares, Parts, Fuel, Packing Material, Components etc - at lower of cost or realizable value.

**E. PRELIMINARY AND SHARE ISSUE EXPENSES**

The preliminary and share issue expenses are written off over a period of 10 years in equal installments.

**F. RETIREMENT BENEFITS**

- i) The company's contribution to provident fund & other fund is charged against revenue.
- ii) Expenses on leave Encashment and Gratuity are accounted for on Cash basis.



**SCHEDULE - 13**

**NOTES FORMING PART OF ACCOUNTS**

**1. CONTINGENT LIABILITIES (Not provided for in respect of)**

- (a) The employees of company had filed appeal in civil court against company for payment of overtime wages of earlier years. The company had received a notice of the court amounting RS.3224605/- plus interest in financial year 2003-2004. This case was pending as on 31.3.2010 but was settled as on 07.04.2010 and now there is no pending claim against the company.
  - (b) The company has received a notice from sales tax department for recovery of Incentive benefit granted vide Sales Tax Incentive scheme of 1987 for RS. 115.83 lacs due to non Maintenance of average production for next five years after end of incentive Period. The company has filed an application for waiver of that "average Production condition" with the Honb' I Commissioners, commercial taxes Department and decision is pending before him.
2. The company has accumulated losses of Rs. 554.69 lacs at the end of the year which is 99.46% of the paid up share capital. Further, there is no production/sales took place in current year and the production activities of the company are closed since October 2004 except disposing off some old assets. Now in the year under audit, company has taken some initiative to revive the company and taken two new Professionally qualified directors in the month of October 2009 in order to diversify the operation of the company in the field of Media and advertising business. The result of new initiative is that company has started some new deals in the media lines which was due to be mature as on balance sheet date. Hence till last year the company was not a going concern but now in the year it is quite hopeful to get the company back in operation in the time to come.
  3. All the Sundry Debtors and Creditors are taken at their respective book value instead of Net Realisable / Net payable Value as in our opinion; most of them are not realizable/payable. All these accounts are subject to reconciliation & confirmation. During the year, company has written off some old balances of sundry debtors.
  4. No provision for Taxation has been made in view of current loss and losses carried forward from last years.
  5. Due to uncertainty of availability of any future profits Deferred Tax Assets has not been recognized for carried forward business losses and unabsorbed depreciation of company in accordance with Accounting Standard 22, issued by ICAI.
  6. No provision for Gratuity, Leave Encashment and Bonus has been made due to no employee exist with the company.
  7. No provision has been made in respect of outstanding balance of Debtors which are outstanding for more than 3 years and Loans and Advances which are doubtful of recovery (figures unascertained), since the management of the Company is assured to recover the same by making rigorous efforts.

8. The company has not entered into any material transaction with related parties; hence no disclosure is required as per Accounting Standard- 18 issued by ICAI.

Related parties/ Key management personal:

Mr. Surendra Bhatia  
Mr. Bharat V. Gada  
Mr. Virchand V. Gada

Business Transaction with the related parties are NIL

9. Balances of Sundry Debtors, Sundry Creditors, Loan and Advances are subject to confirmation and reconciliation by the respective parties. Necessary adjustment in the accounts will be made in the year in which final settlement will be made.
10. In the opinion of the Board Of Directors save as otherwise stated, the current assets & loan and advances have been stated at value realizable in the ordinary course of business and adequate provision has been made in the account for all known and determined liabilities.
11. The company was engaged in manufacturing of plastic items having same nature of risk & return and accordingly the company has only one business segment, i.e. plastic.
12. Manufacturing segment. Further the company operates only in domestic market. Hence there is no geographical segment. There for no disclosure is required as per AS-17, issued by ICAI.
13. (i) The company has sold certain assets, sale value of the same has been deducted from the gross value of the plant & machine block.  
(ii) Balance outstanding for BOB, Mumbai is subject to reconciliation.
14. Company has not made any provision for accrued income on NSC of Rs. 3000/- & IVP of Rs. 2000/- since the date of purchases.
15. Previous year's figures have been regrouped/ rearranged wherever considered necessary.

**16. MANAGERIAL REMUNERATION:**

- a. Within the limit specified by schedule XIII of Companies Act, 1956 and as per approved by the Shareholders in General Meeting. Computation of net profit u/s 349 of the companies Act is not given in view of, no commission is payable to any Director.

- b. Detail of payment and provision on account of remuneration to Managing Director and Directors –

	2009-10 (Rs.)	2008-09 (Rs.)
1. Salary	---	---
2. Contribution to P.F.	---	---
3. Other Allowances and Perquisites	---	---

In view of the losses incurred by the Company, no managerial remuneration has been paid by the Company to any of its directors in any form what so ever.

**17. AUDITORS REMUNERATION:**

1. As Auditor	5500	5500
2. As adviser, or in any other capacity, in respect of		
Tax Audit Fees	-	-
Company Law Matters	-	-
Management Services	-	-
3. In any other manner (Certification Work)	-	-
	-----	-----
	5500	5500

18. None of the company's suppliers has intimated of their being a small scale industrial undertaking registered with the directorate of industries. It has not been possible for the company to ascertain and specify the amount due together with interest thereon, it any, to Small Scale Industrial units as required by Small Scale and Ancillary Industrial Undertaking Act, 1993.

19. Additional information pursuant to the provisions of paragraph 3, 4C and 4D of part II of schedule VI of the Companies Act, 1956 is as under :

(A) Details of Capacity, Product manufactured, Turnover, Opening Stock and Closing Stock of Goods produced for Sale and Goods Traded:

(i) Capacities:

Comment on the production capacity is not possible being most of the machines has been sold till the end of the year and exact details of capacity of remaining machines is not available with the management of the company.

(ii) Production, Sales & Stocks:

Nil operations during the year.

(C) Value of Imported & Indigenous Raw Material, components & Stores & Spares Consumed

Nil operations during the year.

(D) CIF value of Imports Nil Nil

(E) Expenses & Remittances in Foreign Currency Nil Nil

(F) Details of Foreign Shareholding and dividend  
Remitted there on:

(1) Foreign Shareholding		
a. No. of Non-Resident Shareholders	18	18
b. No. of Overseas body corporate	--	--
(2) No. of Shares held on which dividend Were paid	Nil	Nil
(3) Gross Dividend Remittance	Nil	Nil
(G) Earning in Foreign Currency (On FOB Basis)	Nil	Nil

**As per our report of even date  
For RAS & ASSOCIATES  
Chartered Accountants**

**For RABHA PLASTICS LIMITED**

**Sd/-  
(SHARAD KABRA)  
Partner  
Place: Jaipur  
Date: 06.09.2010**

**sd/-  
(Bharat V. Gada)  
Managing Director**

**sd/-  
(Surender Bhatia)  
Director**

**Certificate**

We have examined the above Cash Flow Statement for the year ended 31st March, 2010. The statement has been prepared by the Company in accordance with clause 32 of the Listing Agreement executed with the Stock Exchange and is based on and in agreement with the corresponding Profit & Loss Account and Balance Sheet of the Company covered by Audit Report dt. 6.9.2010 to the Members of the Company.

**For RAS & ASSOCIATES  
Chartered Accountants**

**Place: Jaipur  
Date: 06.09.2010**

**sd/-  
(SHARAD KABRA)  
Partner**

# RABHA PLASTICS LIMITED

**Registered Office: G – 1-560, RIICO Ind. Area, Sitapur, Jaipur – 302 022**

## ATTENDANCE SLIP SIXTEENTH ANNUAL GENERAL MEETING

Please complete this attendance slip and hand it over at the registered office  
I/We hereby record my/our presence at 16<sup>th</sup> Annual General Meeting held at the Registered office of the Company at G – 1-560, RIICO Ind. Area, Sitapur, Jaipur – 302 022 on Thursday, 30<sup>th</sup> September, 2010 at 10.30 a.m.

\_\_\_\_\_  
Name/s of the Shareholder/s of Proxy  
(in Block Letters)

\_\_\_\_\_  
Regd. Folio No.

\_\_\_\_\_  
Signature of the Shareholder/s of Proxy

\_\_\_\_\_  
No. of Shares held

----- (Tear Here) -----

# RABHA PLASTICS LIMITED

**Registered Office: G – 1-560, RIICO Ind. Area, Sitapur, Jaipur – 302 022**

## FORM OF PROXY SIXTEENTH ANNUAL GENERAL MEETING

I/We..... of ..... Being Member/Members of RABHA PLASTICS LIMITED hereby appoint Shri/Smt./Kum..... of ..... and failing him/her.....of..... and failing him/her.....of..... as my/our proxy to vote for me/us and on my/our absence to attend and vote for me/our behalf at the 16<sup>th</sup> Annual General Meeting of the Company to be held at the Registered Office of the Company at G1-560, RIICO Industrial Area, Tonk Road, Sitapura, Jaipur – 302 022 on Thursday, 30<sup>th</sup> September, 2010 and at any adjournment thereof.

Signed this ..... day of .....

\_\_\_\_\_  
Regd. Folio No.

Signature.....

Affix 1  
Rupee  
Revenue  
Stamp

**Note:** The Proxy must be deposited at the Registered office of the Company, viz G1-560, RIICO Industrial Area, Tonk Road, Sitapura, Jaipur – 302 022, not less than 48 hours before the time fixed for holding the Meeting.



BOOK-POST

To,

If not delivered, please return to:

**Rabha Plstics Limited**

D-5, Dinanath Wadi, 1<sup>st</sup> Floor,

Lady Jamshedji Road,

Opp. Citi Light Cinema,

Mahim (West), Mumbai 400 016.