

KAISER PRESS LIMITED

Nineteenth Annual Report
2011-2012

BOARD OF DIRECTORS

Jehangir R Patel

Bhushanlal Arora

Anagha Korde

Rohinton Daroga

Rajendra R. Vaze

AUDITORS

SURESH SURANA & ASSOCIATES

Chartered Accountants

310. Ahura Center,

82 Mahakali Caves Road,

Andheri (E) Mumbai - 400093. India

BANKERS

Thane Bharat Sahakari Bank Ltd

Bank of India

HDFC Bank

State Bank of India

REGISTERED OFFICE

K K (Navsari) Chambers

39B, Ground Floor

A K Nayak Marg

Fort, Mumbai 400001

NINETEENTH ANNUAL REPORT 2011-2012

NOTICE

Notice is hereby given that the NINETEENTH ANNUAL GENERAL MEETING of the members of KAISER PRESS LIMITED will be held on Friday the 28th September, 2012 at 11 a.m. at the Registered office of the Company, K.K. (Navsari) Chambers, 39B, Ground Floor, A K Nayak Marg, Fort, Mumbai - 400001 to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March, 2012 the Balance sheet as at that date and the Reports of the Directors and Auditors.
2. To appoint a Director in place of Mr. Rajendra Vaze who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS

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

“RESOLVED THAT in supersession to the earlier resolution passed in this respect, and in accordance with the provisions of Section 269, 198, 309, 310 and Schedule XIII and other applicable provisions, if any, of the Companies Act 1956, the Company hereby approves the re-appointment of Mr. B.L. Arora as the Whole Time Director of the Company for the period of three years i.e. from 1st July 2012 upto 30th June 2015 upon such terms and conditions including the total remuneration of Rs.1,10,000/- per month as set out below :

1. Remuneration: Rs.1,10,000/- per month including Basic, HRA, Bonus, Exgratia and conveyance Allowance.
2. Other Allowances and Perquisites: In accordance with the rules of the company.

The terms and condition of the appointment of the Whole Time Director may be altered and varied from time to time by the Board as the Board of directors may consider necessary and deem fit, so as not to exceed the limits prescribed in part II of Schedule XIII of the Companies Act, 1956 or any statutory modification or re-enactments thereof.

Notwithstanding, where in any financial year during the currency of tenure of the Whole Time Director, the company has no profits or if the profits are inadequate, it may continue to pay him remuneration by way of salary and perquisites as above, as minimum remuneration, subject to schedule XIII of the Companies Act, 1956.

The Whole Time Director shall be entitled to leave in accordance with rules of the company. Leave accumulated but not availed of at the time of leaving the services of the company on any ground shall be allowed to be encashed. This will not be considered as a perquisite.

The appointment of Mr. B.L. Arora as the Whole Time Director may be terminable by either party by giving two months notice in writing.

Disputes between the Company and the Whole Time Director or with the heirs or with the legal representatives may be settled by Arbitration under the INDIAN ARBITRATION ACT, 1940.

Apart from the aforesaid remuneration, the Whole Time Director shall also be entitled to reimbursement of entertainment and other expenses actually incurred by him in the course of and for the purpose of the Company's business.

The Whole Time Director shall not be paid any sitting fees for attending the meetings of Board of Directors or committee thereof.

The Whole Time Director shall not become interested or otherwise concerned directly or through his wife or through his minor children in any selling agency of the Company except with the consent of the Company as per the provisions of the law in forces as applicable to the Company.

5. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 17 of The Companies Act, 1956 Clause 2, Clause 36 and Clause 38 of the Memorandum of Association of the company be altered in the following manner-

The word newspaper wherever it appears in Clause 2, Clause 36 and Clause 38 of Memorandum of Association be deleted.”

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
2. THE REGISTER OF MEMBERS AND SHARE TRANSFERS BOOKS OF THE COMPANY WILL REMAIN CLOSED FROM THE 24/09/2012 TO 28/09/2012 (BOTH DAYS INCLUSIVE)
3. MEMBERS / PROXIES SHOULD BRING THE ATTENDANCE SLIP DULY FILLED IN FOR ATTENDING THE MEETING.
4. MEMBERS SEEKING ANY INFORMATION WITH REGARD TO ACCOUNTS ARE REQUESTED TO WRITE TO THE COMPANY EARLY SO AS TO ENABLE THE MANAGEMENT TO KEEP THE INFORMATION READY.
5. THE EXPLANATORY STATEMENT PURSUANT TO SECTION 173 OF THE COMPANIES ACT, 1956 IS ENCLOSED HEREWITH.

By the order of the Board
Kaiser Press Limited

Jehangir R. Patel
Managing Director

Registered office
K K (Navsari Chambers),
39B, Ground Floor, AK
Nayak Marg, Fort, Mumbai 400 001

Dated: 27/08/2012

ANNEXURE TO NOTICE:

Explanatory statement Pursuant to Section 173 of the Companies Act, 1956

Item No. 4

Mr. B.L. Arora was originally been appointed as the Whole Time Director of the Company with effect from 1st July 2007 upto 30th June 2012 i.e. for the period of 5 years. The remuneration payable to Mr. B.L. Arora was duly revised by the Board of Directors of the company upto remainder of his term of appointment from July 2010 upto 30th June 2012 and the shareholders have passed the necessary resolution at the 18th Annual General Meeting of the Company held on 1st December 2011.

The Board of Directors of the company have now decided to reappoint Mr. B. L. Arora as the Whole Time Director of the company for the further period of 3 years w.e.f 1st July 2012 upto 30th June 2015 subject to the supervision, direction of the Board of Directors of the company on the revised remuneration and hence it has become necessary that his re-appointment and terms and conditions of his re-appointment including remuneration payable to him should be approved by the shareholders of the company and hence the Board have decided to place the resolution for the approval of the shareholders.

The draft agreements to be entered into between the Company and Mr. B.L. Arora and the remuneration to be paid on his appointment is placed for the approval of the Members.

The total remuneration payable to Mr. B.L. Arora shall be subject to the provisions of Schedule XIII of The Companies Act, 1956.

The copy of the draft agreement to be entered into by the Company with Mr. B.L. Arora is open for inspection by Members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all working days except Saturday and Holidays.

Mr. B.L. Arora is alone interested in the Resolution to the extent of remuneration payable to him as per The Companies Act, 1956. No other Directors are interested in these Resolutions.

The resolution is set out at item No. 4 of the accompanying notice and accordingly the Board recommends the same for the approval of the Shareholders.

Item No. 5

As per the direction of RBI, and considering the present trend of the business activities of the company the Board of Directors of the company have decided to delete the word Newspapers wherever it appears from Clause 2, Clause 36 and Clause 38 of the Memorandum of Association of the company. For altering the objects clause of the Memorandum of Association of the company, the shareholders permission is required; hence it is required to suitably alter the objects clause of the Memorandum of Association of the company.

Considering this the Board feels it appropriate to delete the word newspapers wherever it appears in Clause 2, Clause 36 and Clause 38 of Memorandum of Association of the company.

Considering this the Directors recommend the resolution under item No 5 of the notice.

None of the Directors is personally interested in the resolution.

By the order of the Board
Kaiser Press Limited

Jehangir R. Patel
Managing Director

Registered office
K K (Navsari Chambers),
39B, Ground Floor, A K
NayakMarg, Fort, Mumbai 400 001

Dated: 27/08/2012

DIRECTOR'S REPORT

To
The Members
Kaiser Press Limited
Mumbai.

Your Directors are pleased to present the Nineteenth Annual Report of your Company with the Audited Accounts for the year ended March 31, 2012.

FINANCIAL RESULTS

FINANCIAL PERFORMANCE AND FUTURE PROSPECTS:

	March 31 st 2012	March 31 st 2011
Sales Income	171,661,338	37,758,159
Other Income	2,428,395	1,578,900
Total Income	174,089,733	39,337,059
Expenditure	1,560,97,286	36,546,025
Finance Cost	4,835,891	50,329
Depreciation / Amortisation	3,684,618	494,639
Profit/Loss before taxes	9,471,938	2,246,066
Extra-ordinary items	-----	(4,973,489)
Income tax Current	(1,400,000)	(225,000)
Income tax Deferred	(1,118,877)	945,856
Prior period tax adjustment	7,126	(110,508)
Profit/(Loss) after tax (before share of profit/(loss) from associates and minority interest	6,960,187	(2,117,075)
Share of profit/ (loss) from associates	(1,380,316)	1,721,511
Share of minority interest	(1,837,973)	(158,552)
Adjustment on account of further investment in subsidiary company	253,210	-----
Profit/ (Loss) for the year	3,995,108	(554,116)

Your Company posted a total income of Rs.174,089,733 compared to the income of Rs.39,337,059 for the previous period and the net profit of Rs.9,471,938 compared to the net profit of Rs.2,246,066 for the previous period.

Your company has diversified through its subsidiaries into the field of Engineering, providing products and services to infrastructure projects in the field of electric heat tracing and turnkey projects.

DIVIDEND :

Your directors do not recommend any dividend for the year ended March 31, 2012

PROCESS IMPROVEMENTS :

The business growth depends to a large extent on the robustness of the Company's operational processes and the quality of customer service. The Company is therefore been investing in various process improvements and service quality initiatives over the past few years.

EMPLOYEES:

There are no employees whose details are required to be given as per Section 217 (2A) of the Companies Act, 1956.

Particulars Regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo.

The particulars required to be stated as per the provisions of Section 217(1) of the Act relating to conservation of energy and technology absorption do not apply to your Company.

FOREIGN EXCHANGE EARNINGS AND OUTGO:

Foreign Exchange Earnings: Export of Goods Rs.144.43 lacs

Foreign Exchange Outgo: Rs. 207.28 lacs

Directors :

In accordance with the provisions of The Companies Act, 1956 and the Articles of Association of the Company Mr. Rajendra Vaze is liable to retire by rotation at the ensuing Annual General Meeting and he is eligible for re-appointment.

Necessary resolution for the re-appointment of the aforesaid Director have been included in the notice convening the ensuing Annual General Meeting.

The Board of Directors of the company have now decided to reappoint Mr. B L Arora as the Whole Time Director of the company for the further period for three years w.e.f 1st July 2012 upto 30th June 2015 subject to the supervision, direction of the Board of Directors of the company on the revised remuneration. Necessary resolution for the re-appointment of Mr. B. L. Arora with the revised remuneration has been included in the notice convening the ensuing Annual General Meeting.

None of the Directors of the Company are disqualified from being appointed as Directors as specified in terms of Section 274 (l)(g) of The Companies Act, 1956.

TRAINING AND HUMAN RESOURCE MANAGEMENT :

Morale of our professionals continued to be high. The Company continued to put concerted efforts in recruiting, training/developing, and deploying the best of human resources.

Many training programs were conducted during the year to upgrade knowledge, skills and attitude of our professionals. Contribution made by critical and star performers were recognized through issue of letter of appreciations and cash awards OD intervention and exit interviews helped us to contain attrition within acceptable level.

Capacity building through leadership development programs and 'Train the Trainer' programs were other key focus areas during the year.

QUALITY MANAGEMENT :

As the quality of product or service is highly influenced by the quality of processes to design, develop and maintain them, Kaiser continued to deploy a well documented quality management system. Over the years, our processes have attained maturity which is evident from the improved customer satisfaction index.

AUDITORS :

The Auditors M/s. Suresh Surana & Associates, Mumbai, Chartered Accountants hold the office until the conclusion of the ensuing Annual General Meeting and they are eligible for reappointment as the Auditors. Members are requested to consider their re-appointment and to fix their remuneration for the year ended on 31st March 2013.

The Company has received a confirmation from M/S. Suresh Surana & Associates to the effect that their appointment, if made, would be within the limits prescribed under Section 224(IB) of the Companies Act, 1956.

DIRECTOR'S RESPONSIBILITY STATEMENT :

In accordance with the provisions of Section 217(2AA) of the Companies Act, 1956 and based on the information provided by the management, your directors state that:

- I. In the preparation of annual accounts, the applicable accounting standards have been followed;
- ii. Accounting policies selected were applied consistently. Reasonable and prudent judgements and estimates were made so as to give a true and fair view of the state of affairs of the Company as at the end of March 31st 2012 and of the profit of the Company for the year ended on that date;
- iii. Proper and sufficient care has been taken 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 frauds and other irregularities;
- iv. The annual accounts of the Company have been prepared on a going concern basis.

Management Discussion and Analysis Report and Report of the Directors on Corporate Governance :

In accordance with Clause 49 of the listing agreements, the Management Discussion and Analysis Report and the Report of the Directors on Corporate Governance forms part of this report.

Acknowledgements :

The Company would like to acknowledge all its employees, stakeholders, key partners for their support in a year that has undoubtedly been one of the most challenging and difficult periods, particularly for the Company.

The Directors appreciate the continued guidance received from various regulatory Authorities including RBI, SEBI, Ministry of Corporate Affairs, The Registrar of Companies, The Stock Exchange, Mumbai, Excise Authorities, Income Tax and Sales Tax Authorities.

On Behalf of the Board of Directors

Jehangir R. Patel
Chairman

Place: Mumbai
Date: 27.08.2012

Corporate Governance Report for the year 2011-12

In accordance with Clause 49 of the Listing Agreement with the BSE Limited (BSE), the report containing the details of corporate governance systems and processes at Kaiser Press Limited is as under:-

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance helps to serve corporate purposes by providing a framework within which stakeholders can pursue the objectives of the organization most effectively. Corporate Governance signifies acceptance by management of the inalienable rights of shareholders as the true owners of the organization and of their own role as trustees on behalf of the shareholders.

The Company believes in adopting and adhering to the best recognized Corporate Governance practices and continuously bench marking itself against each such practice. The company understands and respects its fiduciary role and responsibility to the shareholders and strives hard to meet their expectations. The Company believes that best board practices, transparent disclosures and shareholder empowerment are necessary for creating shareholder value.

The company has infused the philosophy of Corporate Governance into all its activities. The philosophy on Corporate Governance is an important tool for shareholder protection and maximization of their long term values. The cardinal principals such as independence, accountability, responsibility, transparency fair and timely disclosures, credibility etc serve as the means for implementing the philosophy of corporate governance in letter and spirit.

The Company is in compliance with the requirements of the guidelines on Corporate Governance stipulated under Clause 49 of the listing Agreement entered into with the Stock Exchange. The Company has moved ahead in its pursuit of excellence in Corporate Governance.

Code of Conduct:

The Board of Directors has laid down a code of conduct for all Board Members and Senior Management of the Company. All Board Members and Senior Management personnel have affirmed compliance with the said code of conduct for the year ended 31st March 2012.

Necessary declaration to this effect signed by the Executive Director forms part of the Annual Report of the Company for the year ended 31st March 2012.

BOARD OF DIRECTORS

The Board of Directors, along with its committees, provide leadership and guidance to the company's management and directs, supervises and controls the performance of the company .

The Board currently comprises of Five Directors of which one director is executive director. The other four directors are non executive directors, out of which three directors are independent directors and one director is promoter director.

The Chairman of the Board is a non-executive director, and one-third of the Board comprises of independent directors. All the independent directors have confirmed that they meet 'Independence' criteria as mentioned under Clause 49 of the Listing Agreement.

None of the director on the company's board is a member of more than ten committees and chairman of more than five committees (Committees being, audit committees and Investors Grievance Committee) across all the Indian public limited companies in which he is a director. All the directors have made necessary disclosures regarding committee position held by them in other companies and do not hold the office of director in more than fifteen public companies. None of the directors of the company is related to each other. All Non Executive directors are liable to retire by rotation. The appointment of executive director including the tenure and terms of remuneration are also approved by members.

The Board periodically reviews compliance reports of all laws applicable to the company, prepared by the company as well as steps taken by the company to rectify instances of non-compliances.

The maximum time gap between any two consecutive meetings did not exceed four months. The necessary quorum was present for all the meetings. None of the Non-Executive Directors have any material pecuniary relationship or transactions with the Company.

During the year 2011-12, information as mentioned in Annexure 1A to Clause 49 of the Listing Agreements has been placed before the Board for its consideration.

Scheduling and selection of Agenda items for Board Meetings:

All departments of the Company schedule their work plans in advance, particularly with regard to matters requiring consideration at the Board/Committee meetings. All such matters are communicated to the Managing Director in advance so that the same could be included in the Agenda for the Board/Committee meetings.

Post meeting follow-up mechanism:

The important decisions taken at the Board/Committee meetings are promptly communicated to the concerned departments.

During the year under review 11 (Eleven) Board meeting were held during the year. The dates on which the said meetings were held are as follows:

(a) 27th April, 2011 (b) 13th May, 2011 (c) 13th June, 2011 (d) 12th August, 2011 (e) 29th August, 2011 (f) 30th September, 2011 (g) 1st November, 2011 (h) 9th November, 2011 (i) 1st December, 2011 (j) 5th December, 2011 (k) 14th February, 2012.

The composition of the board, attendance at board meetings held during the financial year under review and at the general meeting, no. of directorship (Including the companies) Memberships/ Chairmanship of the board and committees of the public companies as on 31st March, 2012 are as follows:

Name Of Director	Category	Board meetings held during the year 2011-12		EGM held on 26 th April, 2011 and AGM held on 1 st December, 2011	Number of Directorships in other Public Limited Companies		Number of Committee positions held in other Public Limited Companies	
		Held	Attended		Chairman/ Director	Member	Chairman	Member
Mr. Jehangir Ruttonjee Patel	Non-Executive Managing Director	11	11	Yes	--	--	--	--
Mr. Bhushanlal Desraj Arora	Executive Non Independent Director	11	11	Yes	--	--	--	--
Mr. Rohinton Erach Daroga	Non Executive Independent Director	11	2	No	--	--	--	--
Mr. Rajendra Ramchandra Vaze	Non Executive Independent Director	11	5	Yes	--	--	--	--
Mrs. Anagha Anantkumar Korde	Non-Executive Independent Director	11	6	No.	--	--	--	--

THE COMMITTEES OF THE BOARD

The Board has constituted a. Audit Committee, b. Remuneration Committees and c. Investors Grievance committee. The minutes of the meeting of all committees of the board are placed before the board for discussions / noting.

a. AUDIT COMMITTEE

* The Audit Committee of the Company is constituted in line with the provisions of Clause 49 of the Listing Agreements with the Stock Exchanges read with Section 292A of The Companies Act, 1956.

* The terms of reference of the Audit Committee are broadly as under:

- Overview of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements reflect a true and fair position and that sufficient and credible information are disclosed.
 - Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
 - Discussion with the external auditors before the audit commences, of the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
 - Reviewing the financial statements and draft audit report, including the quarterly/half-yearly financial information.
 - Reviewing with the management the annual financial statements before submission to the Board, focusing primarily on:
 - any changes in accounting policies and practices;
 - major accounting entries based on exercise of judgment by management;
 - qualifications in draft audit report;
 - significant adjustments arising out of audit;
 - the going concern assumption;
 - compliance with accounting standards;
 - compliance with stock exchange and legal requirements concerning financial statements;
 - any related party transactions as per Accounting Standard 18.
 - Reviewing the Company's financial and risk management policies.
 - Disclosure of contingent liabilities.
 - Reviewing with the management, external and internal auditors, and the adequacy of internal control systems.
 - Discussion with internal auditors of any significant findings and follow-up thereon.
 - Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of, internal control systems of a material nature and reporting the matter to the Board.
 - Looking into the reasons for substantial defaults in payments to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- iii. The Audit Committee invites such of the executives, as it considers appropriate (particularly the head of the finance function), representatives of the Statutory Auditors and representatives of the Internal Auditors to be present at its meetings.

- iv. The composition of the Audit Committee and the details of meetings attended by its members are given below:

Name	Category	Number of meetings during the year 2011-12	
		Held	Attended
Mr. Bhushanlal Desraj Arora	Executive Non Independent Director	4	4
Mr. Rohinton Erach Daroga	Non Executive Independent Director	4	4
Mrs. Anagha Anantkumar Korde	Non-Executive Independent Director	4	4

- i. Four Audit Committee Meetings were held during the year. The dates on which the said meetings were held are as follows:

- a) 12th August 2011 b) 29th August 2011 c) 9th November 2011 d) 14th February 2012.

The necessary quorum was present for all the meetings.

b. REMUNERATION COMMITTEE

- i. The Company has a Remuneration Committee of Directors.
- ii. The broad terms of reference of the Remuneration Committee are as under:
- To approve the annual remuneration plan of the Company;
 - To approve the remuneration and commission/incentive remuneration payable to the Managing Director and Whole Time Director for each financial year;
 - Such other matters as the Board may from time to time request the Remuneration Committee to examine and recommend/approve.
- iii. Mr. Jehangir R. Patel, Mr. Rajendra Vaze, Mrs. Anagha Korde and Mr. Rohinton Daroga are the members of the committee.
- iv. Details of the Remuneration for the year ended March 31st, 2012

c. SHAREHOLDERS /INVESTORS GRIEVANCE COMMITTEES

The investor's Grievance committee comprises of two independent directors and one non executive managing director. The investor grievance committee of the board is empowered to over see the redressal of investors complaint, share transfers, non receipt of annual report, dividend payment, issue of duplicate certificate, transmission (with and without legal representation) of shares and other miscellaneous complaint . During the year under review three meetings of the committee were held.

The composition of the investors grievance committee, attendance at its meeting is as follows:

Name	Category	Number of meetings during the year 2011-12	
		Held	Attend
Mr. Jehangir Ruttonjee Patel	Non-Executive Managing Director	3	3
Mrs. Anagha Anantkumar Korde	Non-Executive Independent Director	3	2
Mr. Rohinton Erach Daroga	Non Executive Independent Director	3	2

The Company has always valued its customer relationship.

Details of Investors Complaint received and redresses during the year 2011-12 are as follows:

Opening Balance	Received During the year	Resolved During the Year	Closing Balance
Nil	Nil	Nil	Nil

SUBSIDIARY COMPANY

The Company has three Subsidiary companies

1. Powertel Engineering Private Limited.
2. Xicon International Limited .
3. Replxicon Engineers Private Limited.

Which are non listed companies.

The accounts of the subsidiary companies and statement under section 212 is attached to the annual accounts.

Significant issues pertaining to subsidiary company are discussed at the board meetings.

MANAGING DIRECTOR/WHOLE TIME DIRECTOR

Terms of Appointment and Remuneration

Mr. Bhushanlal Desraj Arora was appointed as Whole Time Director on 1st July 2007 and holds office till June 30th, 2012.

As per his terms of appointment the remuneration comprises of a salary and other benefits Rs.8,58,507/- per annum with authority to the board or to a committee thereof to fix the remuneration within the maximum permissible limit. The annual increment as may be decided by the board will be effective April 1, every year.

Service of the Whole Time Director may be terminated by either party giving the other party two months' notice or the Company paying two months' salary in lieu thereof. There are no separate provisions for the payment of severance fees.

DIRECTORS SHAREHOLDINGS

Details of shares of the company held by the Directors as on March 31st, 2012 are given below:

Name	Number of shares
Jehangir R Patel	2501
B. L. Arora	-----
Mr. Rajendra R Vaze	1000
Mrs. Anagha Korde	500
Mr. Rohinton Daroga	-----

COMPLIANCE OFFICER

Name, designation and address of Compliance Officer:

Mr. Bhushanlal Desraj Arora
 Director
 Kaiser Press Limited
 K K (Navsari) Chambers,
 39B, Ground Floor, AK
 Nayak Marg, Fort,
 Mumbai- 400 001.

DISCLOSURES

- Details of related party transactions entered in to by the company are included in the notes to account. Material individual transaction with related party are in the normal course on an arm's length basis and do not have potential conflict with the interest of the company at large. Transactions with related party entered into by the company in the normal course are placed before the audit committee.

A statement in summary form of transactions with related parties in the ordinary course of business is placed periodically before the audit committee.

Details of material individual transactions with related parties, which are not in the normal course of business, are placed before the audit committee.

Details of material individual transactions with related parties or others, which are not on an arm's length basis are also placed before the audit committee, together with Management's justification for the same.

- As at March, 31st, 2012 the company has not accepted any fixed deposits nor any such deposits are outstanding.
- The company has complied with various rules and regulations prescribed by Stock exchange, Securities and Exchange Board of India or any other statutory authority relating to capital markets during the last three years . No penalties or strictures have been imposed by them on the company.
- The Company has not made any equity issue during the financial year ended 31st March, 2012.

The status of the compliance in respect of non mandatory requirements of clause 49 of the listing agreement is as follows;

Chairman of the Board: The non executive chairman maintains a separate office for which the company does not reimburse the expenses.

Remuneration Committee :

Details are given under the heading 'Remuneration Committee'

Shareholders Right :

Details are given under the heading "Means of communication"

Audit Qualifications :

During the year under review, there was no qualification in the auditors report on the Company's financial statements.

Mechanism for evaluating non executive board members :

The performance evolution of the non executive member is done by the board annually based on the criteria of attendance and contribution at Board / committee meetings and also for the role played at the other meetings.

Secretarial Audit :

A qualified practicing Company Secretary carried out secretarial audit to reconcile the total admitted equity share capital with the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity share capital. The secretarial audit report confirms that the total issued/paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

Whistle blower mechanism :

The company has adopted a Whistle blower policy which provides a formal mechanism for all employees of the Company to approach the Management of the Company and make protective disclosures to the Management about unethical behavior, actual or suspected fraud or violation of the Company Code.

General Information for Members:

The Company is registered with the Register of Companies Mumbai, Maharashtra. The Corporate Identity Number (CIN) allotted to the company by the Ministry of Corporate Affairs (MCA) is L22210MH1993PLC074035

GENERAL BODY MEETINGS :

The details of the general meetings held during last three previous years as under:

AGM/EGM	Financial year ended	Date of Meeting	Location of the Meeting	Time	Special resolution passed
16th AGM	30/06/2009	24/12/2009	K.K. (Navsari) Chambers, 39B, Ground Floor, A K Nayak Marg, Fort, Mumbai- 400 001	11.00 a.m.	N. A.
17th AGM	30/06/2010	23/12/2010	K.K. (Navsari) Chambers, 39B, Ground Floor, A K Nayak Marg, Fort, Mumbai- 400 001	11.00 a.m.	One Special Resolution was passed.
EXTRA ORDINARY GENERAL MEETING	31.03.2011.	26/04/2011	K.K. (Navsari) Chambers, 39B, Ground Floor, A K Nayak Marg, Fort, Mumbai- 400 001	11.00 a.m.	Two Special Resolutions were passed
18th AGM	31.03.2011	01/12/2011	K.K. (Navsari) Chambers, 39B, Ground Floor, A K Nayak Marg, Fort, Mumbai- 400 001	11.00 a.m.	Two Special Resolutions were passed

MEANS OF COMMUNICATION :

The quarterly and half-yearly unaudited financial results are from time to time published in Free Press Journal in English and in Navshakti in Marathi being the regional language in Mumbai.

Half yearly report sent to each household of shareholders	No. As results of the Company is published in the newspapers.
Quarterly result	The Company has Published its Quarterly Results in Newspaper Navshakti, Mumbai (Marathi) & Free Press Journal, Mumbai (English)
Any website, where displayed whether it also displays official news releases; and the presentation made to Institutional Investors or to the analysis newspapers in which results are normally published in	-
	No

Certain rights that a shareholder in the company enjoys:

- To transfer the shares.
- To receive the share certificates upon transfer within the stipulated period prescribed in the Listing Agreement.
- To receive notice of general meetings, annual report, the Balance Sheet and Profit and Loss account and the Auditor's report.
- To appoint proxy to attend and vote at the general meetings.
- To attend and speak in person, at general meetings.
- To vote at the general meeting on show of hands wherein every shareholder has one vote. In case of vote on poll, the number of votes of a shareholder is proportionate to the number of equity shares held by him.
- To demand poll along with other shareholder(s) who collectively hold 5,000 shares or are not less than 1/10th of the total voting power in respect of any resolution.
- To requisition an extraordinary general meeting of any company by shareholders who collectively hold not less than 1/10th of the total paid-up capital of the company.
- To move amendments to resolutions proposed at meetings.
- To receive dividend and other corporate benefits like rights, bonus shares etc. as and when declared/announced.
- To inspect various registers of the company.
- To inspect the minute books of general meetings & to receive copies thereof after complying with the procedure prescribed under the Companies Act, 1956.
- To appoint or remove director(s) and auditor(s) and thus participate in the management through them.
- To proceed against the company by way of civil or criminal proceedings.
- To apply for the winding-up of the company.
- To receive the residual proceeds upon winding-up of a company.

Kindly note that the rights mentioned above are prescribed in The Companies Act, 1956 and should be followed only after careful reading of the relevant sections. These rights are not necessarily absolute.

GENERAL INFORMATION FOR MEMBERS :**FINANCIAL CALENDAR:**

Financial Year April 1st, 2011 to March 31st, 2012 as well as upto the date of the AGM i.e. up to 28/09/2012	
Board Meeting for consideration of accounts	: 27th August, 2012
Book Closure dates	: 24/09/2012 to 28/09/2012
Last date of Receipt of proxy forms	: 26/09/2012
Date, Time and Venue of 19th AGM	: Friday, the 28th September, 2012 At 11.00a.m. at K. K. (Navsari) Chambers, 39B, Ground Floor, A. K Nayak Marg, Fort, Mumbai - 400001
Financial Results for the quarter ending	
June 30th, 2011	: 12th August, 2011
September 30th, 2011	: 9th November, 2011
December 31st, 2011	: 14th February, 2012
March 31st, 2012	: 15th May, 2012
June 30th, 2012	: 14th August, 2012
Financial results for the year ending	
March 31st, 2012	: 27th August, 2012

Listing On Stock Exchanges:

In order to impart liquidity and convenience for trading, the equity shares of the Company are listed at the following Stock Exchange. The annual fees for 2011-2012 has been paid to the stock Exchange where the shares are listed.

Sr. No.	Name & address of the Stock Exchange	Stock Code
1.	Bombay Stock Exchange Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai 400 023	531780

Names of Depositories in India for dematerialization of equity shares (ISIN NO. INE 229G01014):

Sr. No	Particulars
1.	National Securities Depository Limited (NSDL) ISIN No. INE229G01014
2.	Central Depositories Services (India) Limited (CDSL) ISIN No. INE229G01014

Market Information:

Market price data –monthly high – low of the closing price on the BSE during the year from April 2011 to March 2012 are given below:

The Monthly high and low quotation of shares traded on BSE		
Month	Highest (Rs.)	Lowest (Rs.)
April-11	11.80	9.45
May-11	17.60	11.75
June-11	16.80	12.10
July-11	15.61	10.00
August-11	16.45	12.35
September-11	14.49	12.12
October-11	12.07	9.50
November-11	14.50	9.46
December-11	14.98	12.54
January-12	15.25	13.55
February-12	14.98	13.00
March-12	13.80	10.88

DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2012

Share holding of Nominal Value	No. of Shareholders	% of Total no. of Shareholders	Amount (in Rs)	% to Total Capital
Up to 5000	285	60.24	894100	1.69
5001 to 10000	132	27.91	1202960	2.28
10001 to 20000	15	3.17	245040	0.46
20001 to 30000	11	2.33	270940	0.51
30001 to 40000	6	1.27	215060	0.41
40001 to 50000	5	1.06	238270	0.45
50001 to 100000	6	1.27	480560	0.91
100001 and above	13	2.75	49293840	93.29
TOTAL	473	100.00	52840770	100.00

48,49,071 shares forming 91.77% of the share capital are in Demat form.

4,35,006 shares forming 8.23% of share capital are in Physical form.

Registrars and Share Transfer Agents:

Share transfer, transmissions and all other investor related activities are attended to and processed at the office of our Registrars and Transfer Agents.

For acknowledgement of transfer deeds and any other documents or for any grievances / complaints, kindly contact at the following address:

Mr. Vinayak Karande.

Purva Shareregistry (India) Pvt. Ltd., 9, Shiv Shakti Ind. Estate, J R Boricha Marg, Off N. M. Joshi Marg,
Near Lodha Excelus, Lower Parel (E), Mumbai - 400 011, Tel No. 23018261 / 23016761. Fax No. 23012517.
E-mail : busicomp@vsnl.com

Share Transfer Process:

The Company's shares which are in Demat form are transferable through the depository system. Shares in physical form are processed by the Registrars and Share Transfer Agents, Purva Shareregistry (India) Pvt. Ltd., and approved by the Investor Grievance (Share) Committee of the Company or authorized officials of the company. The share transfers are processed within a period of 12 days from the date of receipt of the transfer documents by Purva Shareregistry (India) Pvt. Limited.

Shareholding Pattern As At March 31, 2012

CATEGORIES OF SHAREHOLDERS			
Category	No. of Shareholders	Total	% to Share capital
A. Promoters and Promoter Group	6	29,06,344	55.00
B. Foreign Institutional Investors	-	-	-
C. Other Bodies Corporate	12	17,31,135	32.76
D. Bank, Mutual Funds and Financial Institutions	-	-	-
E. Overseas Corporate Body	1	2,32,477	4.40
F. Directors	1	2,901	0.05
G. NRI	2	47	0.00
H. Others	451	4,11,173	7.79
Total	473	52,84,077	100.00

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT.

This is to confirm that the company has adopted a Code of Conduct for the Managing Director and the Directors and the Senior Management personnel of the Company as applicable to them, for the Financial Year ended March 31st 2012

I confirm that the company has in respect of the financial year ended 31st March 2012 received from as the Senior Management of the team of the company and all the Members of the Board a declaration of compliance with the code of Conduct as applicable to them.

For Kaiser Press Limited

Jehangir R. Patel
Managing Director

Place : Mumbai
Date : August 27, 2012.

B 3, Om Malayagiri CHS Ltd.,
Sant Dyaneshwar Marg
Near Shrikrishna Nagar,
Shantivan Borivali (E),
Mumbai - 400066
Ph: +91-22-2897 2948
Email: gs.jambekar@gmail.Com

G. S. Jambekar

B.A., L.L.M., F.C.S., D.L.P, D.F.M., M.I.M.A.,
Company Secretary

PRACTISING COMPANY SECRETARIES' CERTIFICATE ON CORPORATE GOVERNANCE.

To The Members of Kaiser Press Limited.

We have examined the compliance of the conditions of Corporate Governance of Kaiser Press Limited ('the Company') for the year ended on March, 31 2012, as stipulated in Clause 49 of the Listing Agreement of the Company with the Bombay Stock Exchange.

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

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

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

For G. S. Jambekar,
Practising Company Secretaries

G. S. Jambekar.
FCS: 1569 CP: 3735.

Mumbai, August 28, 2012

MANAGEMENT DISCUSSION & ANALYSIS

INDUSTRY STRUCTURE & DEVELOPMENT:

The company has diversified into Engineering Goods, Electric Heat Tracing and Turnkey Projects through its subsidiaries.

OPPORTUNITIES & THREATS:

Upturn in the manufacturing sector and investments in infrastructure related projects will increase demand for the company's products and services.

The perceived threat is today from well established large organized companies who can compete with other companies at low prices.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

There is adequate internal control system in the company through internal Audit and regular operations review.

Maintenance of records showing full particulars of fixed assets and physical verification of such assets from time to time designed to cover all items.

Periodical physical verification of stocks during the year and adjustment of discrepancies between the physical verification and the books are recorded appropriately.

Generation of various reports to monitor various statutory and other compliances.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

During the year the sales turnover was Rs.171,661,338 as against Rs.37,758,159 for the previous period. The Turnover shows a comparative improvement over previous period.

DEVELOPMENT IN HUMAN RESOURCES/ INDUSTRIAL RELATIONS FRONT:

The human capital of the company has been motivated and committed to bring good operating performance.

CAUTION STATEMENT :

Certain statements made in the Management Analysis and Report relating to Company's objectives, projections, outlook, expectations, estimates etc, may constitute forward looking statement within the meaning of applicable laws and regulations. Actual results may differ from such expectation, projections etc., whether express or implied. Several factors could make a significant difference to the company's operations. These include climatic conditions, economic conditions affecting demand and supply, Government regulations and taxation, natural calamity etc, over which the company does not have any direct control.

AUDITORS' REPORT

TO
THE MEMBERS OF
KAISER PRESS LIMITED

1. We have audited the attached balance sheet of Kaiser Press Limited as at 31 March 2012 and also the statement of profit and loss and the cash flow statement for the year ended on that date annexed thereto. 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 statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) (Amendment) Order, 2004, (hereinafter referred to as 'Order') issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956 (hereinafter referred to as "Act"); we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) The balance sheet, statement of profit and loss and cash flow statement dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the balance sheet, statement of profit and loss and cash flow statement dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Act, to the extent applicable;
 - e) On the basis of written representations received from the directors of the Company, as on 31 March 2012 and taken on record by the Board of directors, we report that none of the directors is disqualified as on 31 March 2012 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Act;
 - f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with significant accounting policies and other notes thereon, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- i. in the case of the balance sheet, of the state of affairs of the Company as at 31 March 2012;
- ii. in the case of the statement of profit and loss, of the profit for the year ended on that date; and
- iii. in the case of the cash flow statement, of the cash flows for the year ended on that date.

FOR SURESH SURANA & ASSOCIATES
Chartered Accountants
Firm Reg. No. 121750W

(Ramesh Gupta)
PARTNER
Membership No.: 102306
Mumbai; Dated: 27/08/2012

ANNEXURE TO THE AUDITORS' REPORT REFERRED TO IN PARAGRAPH 3 OF OUR REPORT OF EVEN DATE

1. In respect of its fixed assets:
 - a) The Company has maintained records for its fixed assets to show full particulars including quantitative details and situation of its fixed assets.
 - b) There is a regular programme of verification of fixed assets which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets.
 - c) During the year, the Company has not disposed off substantial part of its fixed assets.
2. In respect of its inventories:
 - a) In our opinion and according to information and explanations given to us, physical verification of inventory has been conducted by the management at reasonable intervals.
 - b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - c) In our opinion and according to the information and explanations given to us, the Company needs to improve the maintenance of records of inventory so as to give proper and complete quantitative and value wise information. As the inventory records are not complete at the time of physical verification, the differences between physical stocks and book records cannot be determined. As explained to us, adjustment, if, any, in the financial statements will be made in the period of completion of such reconciliation.
3.
 - a) According to information and explanations given to us, the Company has not granted any loans, secured or unsecured, to / from companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956. Accordingly, the provisions of clause 4(iii)(b), 4(iii)(c), 4(iii)(d), of the Order are not applicable to the Company.
 - b) The Company has taken an interest free unsecured loan from one party covered in the register maintained under Section 301 of the Act. The maximum amount involved during the year was Rs. 194,830 and the year end balance was Rs. 194,830.
 - c) In our opinion and according to information and explanations given to us, in respect of such interest free unsecured loans taken by the Company, the other terms and conditions are prima facie, not prejudicial to the interest of the Company.
 - d) In respect of such loans taken by the Company, the principal amounts are repayable on demand.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.
5.
 - a) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements, that needed to be entered in the register maintained under Section 301 of the Act, have been so entered.
 - b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements entered in the register maintained under Section 301 of the Act have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
6. According to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of Sections 58A and 58AA of the Act and the rules framed hereunder. Accordingly, provisions of Clause 4(vi) of the Order are not applicable to the Company.
7. The Company does not have internal audit system during the year.
8. As explained to us, the Central Government has not prescribed maintenance of cost records under

Section 209(1)(d) of the Act.

9. a) According to the information and the explanations given to us, the Company is generally regular in depositing undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, custom duty, excise duty, cess and other statutory dues, with the appropriate authorities. According to the information and explanation given to us, there are no undisputed amounts payable in respect of income tax, wealth tax, service tax, sales tax, custom duty, excise duty and cess as at 31 March 2012 which is outstanding for a period of more than the six month from the date they became payable.
- b) According to information and explanations given to us, there are no dues on account of income tax, wealth tax, service tax, excise duty and cess which have not been deposited with the appropriate authorities on account of any dispute.
10. The Company has accumulated losses at the end of the financial year. The Company has not incurred cash loss during the financial year; however it has incurred cash losses (after extra ordinary items) in the immediately preceding financial period.
11. In our opinion and according to the information and explanations given to us, the Company has no borrowings from banks, financial institutions and by way of debentures.
12. According to the information and explanations given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion and according to the information and explanations given to us, the Company is not a chit fund or a nidhi / mutual benefit fund / society and accordingly, provisions of Clause 4(xiii) of the Order are not applicable to the Company.
14. In our opinion and according to the information and explanations given to us, the Company is not dealing in or trading in shares, securities, debentures and other investments and accordingly, provisions of Clause 4(xiv) of the Order are not applicable to the Company.
15. According to information and explanations given to us, the Company has given guarantee to bank for loans taken by subsidiary company. However, the terms and conditions whereof are not prejudicial to the interest of the Company.
16. The Company has not raised any term loan during the year.
17. According to the information and explanations given to us, the Company has not raised any funds on short-term or long-term basis and therefore, provisions of clause (xvii) of the Order are not applicable to the Company.
18. According to the information and explanations given to us, during the year, the Company has not made any preferential allotment of shares to the parties or companies covered in the register maintained under Section 301 of the Act.
19. According to the information and explanations given to us, the Company has not issued any debentures during the year.
20. The Company has not raised funds by way of public issue during the year but raised funds through private placement.
21. During the course of our examination of books of account and records of the Company, carried out in accordance with the generally accepted auditing practices in India, we have not come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.

FOR SURESH SURANA & ASSOCIATES
Chartered Accountants
Firm Reg. No. 121750W

(Ramesh Gupta)
PARTNER
Membership No.: 102306
Mumbai; Dated: 27/08/2012

Kaiser Press Limited
Balance sheet as at 31 March 2012

Particulars	Note No.	As at 31/03/2012 (Rs.)	As at 31/03/2011 (Rs.)
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	3	52,813,820	50,489,050
Reserves and surplus	4	(7,431,870)	(8,922,614)
Share application money pending allotment	5	-	2,806,000
Non-current liabilities			
Long-term provisions	6	546,478	475,490
Current liabilities			
Short-term borrowings	7	1,264,830	270,653
Trade payables	8	550,169	747,703
Other current liabilities	9	209,009	144,734
Short-term provisions	6	10,400	28,635
TOTAL		47,962,836	46,039,651
ASSETS			
Non-current assets			
Fixed assets	10		
Tangible assets		101,134	150,214
Assets held for disposal		742,740	1,456,921
Non-current investments	11	38,206,825	33,906,100
Deferred tax assets (net)	12	3,377,695	4,209,202
Long-term loans and advances	13	196,509	735,519
Current assets			
Inventories	14	105,999	196,696
Trade receivables	15	3,132,867	2,670,350
Cash and cash equivalents	16	1,155,841	2,609,280
Short-term loans and advances	17	127,601	97,119
Other current assets	18	815,625	8,250
TOTAL		47,962,836	46,039,651

Significant accounting policies**2**

The accompanying notes are integral part of the financial statements

As per our report of even date attached

FOR SURESH SURANA & ASSOCIATES
Chartered Accountants

(Ramesh Gupta)
PARTNER
Membership No. 102306

Mumbai; Dated: 27/08/2012

On behalf of the Board of Directors

Jehangir. R. Patel
Chairman and Managing Director

Bhushanlal Arora
Director

Anagha Korde
Director

Mumbai ; Dated : 27/08/2012

Kaiser Press Limited
Statement of profit and loss for the year ended 31 March 2012

Particulars	Note No.	Current year ended 31 March 2012 (Rs.)	Previous period ended 31 March 2011 (Rs.)
Income :			
Revenue from operations	19	7,018,912	3,911,068
Other income	20	151,437	541,723
Total Revenue (i)		7,170,349	4,452,791
Expenses:			
Cost of materials consumed	21	1,541,816	539,901
Changes in inventories of work-in-progress	22	72,919	(90,500)
Employee benefits expense	23	1,356,073	478,760
Finance costs	24	-	50,329
Depreciation	25	36,815	290,296
Other expenses	26	2,291,513	1,627,074
Prior period expenses	27	39,432	36,057
Total expenses (ii)		5,338,568	2,931,917
Profit before extraordinary items and tax (i)-(ii)		1,831,781	1,520,874
Extra-ordinary items	28	-	(4,973,489)
Profit/ (loss) before tax		1,831,781	(3,452,615)
Tax expense:			
Current tax		-	-
Deferred tax		(831,507)	1,011,963
Excess provision of fringe benefit tax relating to earlier years		9,243	-
Profit/ (Loss) after tax and prior period adjustments		1,009,517	(2,440,652)
Earnings per equity share:	32		
Basic excluding extra-ordinary items (net of tax expense)		0.20	0.51
Diluted excluding extra-ordinary items (net of tax expense)		0.20	0.50
Basic including extra-ordinary items		0.20	(0.48)
Diluted including extra-ordinary items		0.20	(0.47)
Nominal value of equity share		10	10

Significant accounting policies**2**

The accompanying notes are integral part of the financial statements

As per our report of even date attached

FOR SURESH SURANA & ASSOCIATES
Chartered Accountants

On behalf of the Board of Directors

(Ramesh Gupta)
PARTNER
Membership No. 102306

Jehangir. R. Patel
Chairman and Managing Director

Bhushanlal Arora
Director

Anagha Korde
Director

Mumbai; Dated: 27/08/2012

Mumbai ; Dated : 27/08/2012

KAISER PRESS LIMITED
Cash flow statement for the year ended 31 March 2012

	Particulars		Current Year ended 31 March 2012 (Rs.)	Previous Period ended 31 March 2011 (Rs.)
A	CASH FLOW FROM OPERATING ACTIVITIES			
	Profit before tax and extraordinary items		1,831,781	1,520,874
	Adjustments:			
	Depreciation and amortisation (including Rs. 39,432 in prior period expenses)		76,247	290,296
	Profit on sale of fixed assets		(150,819)	(128,474)
	Sundry balances written back (net)		(618)	(33,945)
	Interest expenses		-	50,329
	Dividend income		-	(12,650)
	Provisions for doubtful advances		547,899	-
	Add: Extra-ordinary items			
	Compensation received for negotiated settlement (net)		-	5,339,000
	Operating profit before working capital changes		2,304,490	7,025,430
	Movements in working capital:			
	Increase/(Decrease) in trade payables and other liabilities		(70,648)	265,927
	Decrease/(Increase) in inventories		90,697	(99,002)
	Decrease/(Increase) in trade and other receivables		(1,300,374)	(2,064,768)
	Cash generated from / (used in) operations		1,024,165	5,127,587
	Direct taxes paid (net of refunds)		(8,889)	(80,610)
	NET CASH FROM / (USED IN) OPERATING ACTIVITIES	(A)	1,015,276	5,046,977
B	CASH FLOW FROM INVESTING ACTIVITIES			
	Purchase of fixed assets		(27,167)	(28,594)
	Proceeds from sale of fixed assets held for disposal		865,000	344,500
	Purchase of shares		(4,300,725)	-
	NET CASH FROM / (USED IN) INVESTING ACTIVITIES	(B)	(3,462,892)	315,906
C	CASH FLOW FROM FINANCING ACTIVITIES			
	Share application money received		-	2,806,000
	Short term borrowings/ (re-paid)		994,177	(6,320,220)
	Dividend received		-	12,650
	Interest expenses		-	(50,329)
	NET CASH FROM / (USED IN) FINANCING ACTIVITIES	(C)	994,177	(3,551,899)
	NET INCREASE/ (DECREASE) IN CASH AND CASH EQUIVALENTS	(A+B+C)	(1,453,439)	1,810,984
	Cash and cash equivalent at beginning of year		2,609,280	798,296
	Cash and cash equivalent at end of year		1,155,841	2,609,280
	COMPONENTS OF CASH AND CASH EQUIVALENTS			
	Cash-on-hand		838,836	156,437
	Balances with banks			
	- in current accounts		317,005	2,452,843
	TOTAL CASH AND CASH EQUIVALENTS (note 15)		1,155,841	2,609,280

Summary of significant accounting policies

2

Notes:

- Cash flow statement has been prepared under the indirect method as set out in the Accounting Standard (AS) - 3 "Cash Flow Statements" as specified in the Companies (Accounting Standards) Rules, 2006.
- Previous periods figures have been regrouped / reclassified wherever applicable.

As per our report of even date attached

FOR SURESH SURANA & ASSOCIATES
Chartered Accountants(Ramesh Gupta)
PARTNER
Membership No. 102306

Mumbai; Dated: 27/08/2012

On behalf of the Board of Directors

Jehangir. R. Patel
Chairman and Managing DirectorBhushanlal Arora
DirectorAnagha Korde
Director

Mumbai ; Dated : 27/08/2012

Kaiser Press Limited

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

1 CORPROATE INFORMATION

Kaiser Press Limited ("the Company") is engaged in the printing of labels and cartons in India. The Company was incorporated on 20 September 1993, having its registered office at K. K. (Navsari) Chambers, Ground Floor, 39B, A. K. Nayak Marg, Fort, Mumbai, Maharashtra – 400001. The Company has two subsidiary namely, Powertel Engineering Private Limited engaged in manufacturing of engineering goods and Xicon International Limited which was an associate company till 30 April 2011 and w.e.f 1 May 2011 has become subsidiary company. Xicon International Limited is engaged in offering Turnkey Project Management and Engineering services.

2 SIGNIFICANT ACCOUNTING POLICIES

a) Basis of preparation of financial statements:

The financial statements have been prepared in compliance with all material aspects of the Accounting Standards prescribed in the Companies (Accounting Standards) Rules, 2006 notified by the Central Government, to the extent applicable and in accordance with the relevant provisions of the Companies Act, 1956.

The financial statements are prepared on the basis of historical cost convention, and on the accounting principle of a going concern.

The Company follows mercantile system of accounting and recognizes income and expenditure on accrual basis except those with significant uncertainties.

b) Use of estimates:

The preparation of financial statements in conformity with generally accepted accounting principles (GAAP) requires management to make estimates and assumptions that affects the reported amounts of assets and liabilities and the disclosures of contingent liabilities on the date of financial statements and reported amounts of revenue and expenses for that year. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

c) Fixed assets:

Fixed Assets are stated at cost less accumulated depreciation. Cost includes all cost incidental to acquisition, installation, commissioning and pre-operative expenses allocated to such assets.

d) Depreciation:

Depreciation on fixed assets has been provided on straight-line method at the rates and in the manner prescribed in Schedule XIV of the Companies Act, 1956. Depreciation on additions / deletions during the year is calculated on pro-rata basis form the date of such additions / deletions.

e) Revenue recognition:

Revenue is recognized to the extent that it is probable that economic benefits will flow to the Company and the revenue can be reliably measured.

f) Investments:

Long-term investments are valued at cost. Provision is made for diminution in the values when the decline is other than temporary.

g) Inventories:

i) Inventories are valued at cost or net realizable value whichever is lower. Cost is determined on specific identification method. Obsolete, defective and unserviceable stocks are provided for, whenever required.

ii) Work in process includes material cost, cost of conversion and other costs incurred in bringing them to their present location and condition.

Kaiser Press Limited**Notes to the financial statements for the year ended 31 March 2012 (continued)**

h) Retirement benefits:

i) Defined contribution plan:

The Company contributes on a defined contribution basis to Employees' Provident Fund, towards post employment benefits, which is administered by the respective government authorities and has no further obligation beyond making its contribution, which is expensed in the year to which it pertains. The contributions towards provident fund/ pension scheme are accounted on accrual basis.

ii) Defined benefit plans:

a) Gratuity

Gratuity liability is provided at the year end as per "The payment of Gratuity Act, 1972" and charged to profit and loss account.

b) Employee leave entitlement

The employees of the Company are entitled to leave as per the leave policy of the Company. The liability in respect of unutilized leave balances is provided at the end of year and charged to the profit and loss account.

i) Accounting for taxes on income:

i) Provision for income tax is made on the basis of the estimated taxable income for the accounting year in accordance with the Income-tax Act, 1961.

ii) The deferred tax for timing differences between the book profits and tax profits for the year is accounted for using the tax rates and laws that have been enacted or substantively enacted as of the balance sheet date. Deferred tax assets arising from timing differences are recognised to the extent there is a reasonable / virtual certainty that these would be realised in future and are reviewed for the appropriateness of their respective carrying values at each balance sheet date.

j) Impairment of fixed assets:

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the management estimates the recoverable amount of the asset. If such recoverable amount of the asset is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the profit and loss account. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost.

k) Provisions and contingent liabilities:

Provision is recognised when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Kaiser Press Limited
Notes to the financial statements for the year ended 31 March 2012 (continued)

3 SHARE CAPITAL

Particulars	As at 31/03/2012 (Rs.)	As at 31/03/2011 (Rs.)
Authorised 10,000,000 (Previous year 10,000,000) Equity Shares of Rs. 10 each	100,000,000	100,000,000
Issued, subscribed and paid-up 5,284,077 (Previous year 5,051,600) Equity Shares of Rs. 10 each Less: Calls in arrears (from others)	52,840,770 (26,950)	50,516,000 (26,950)
Total	52,813,820	50,489,050

a) **Reconciliation of the shares and amount outstanding at the beginning and at the end of the reporting period:**

Particulars	As at 31/03/2012		As at 31/03/2011	
	Number	Rs.	Number	Rs.
Equity Shares				
Shares outstanding at the beginning of the year	5,051,600	50,516,000	5,051,600	50,516,000
Add : Shares issued during the year	232,477	2,324,770	-	-
Shares outstanding at the end of the year	5,284,077	52,840,770	5,051,600	50,516,000

b) **Terms/rights attached to equity shares:**

The Company has only one class of equity shares having a par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c) **Shares in the Company held by each shareholders holding more than 5 percent shares:**

Name of Shareholder	As at 31/03/2012		As at 31/03/2011	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
REPL Finance Limited	786,500	14.88%	786,500	15.57%
REPL Enterprises Limited	770,000	14.57%	770,000	15.24%
REPL High Power Private Limited	587,100	11.11%	587,100	11.62%
H L Rochat Engg Private Limited	523,543	9.91%	519,493	10.28%
Lorance Investments and Trading Limited	1,298,200	24.57%	1,298,200	25.70%
Xicon Power Products Limited	415,180	7.86%	392,100	7.76%

Kaiser Press Limited
Notes to the financial statements for the year ended 31 March 2012 (continued)

4 RESERVES AND SURPLUS

Particulars	As at 31/03/2012 (Rs.)	As at 31/03/2011 (Rs.)
Capital reserve		
Balance as per last financial statements	1,403,000	1,403,000
Additions during the year	-	-
Closing balance (a)	1,403,000	1,403,000
Securities premium (Amount of premium Rs.2.07 per share)		
Balance as per last financial statements	-	-
Add: Issue of shares	481,227	-
Closing balance (b)	481,227	-
General reserve		
Balance as per last financial statements	-	100,000
Less: Transferred to profit and loss statement	-	(100,000)
Closing balance (c)	-	-
Balance in the statement of profit and loss		
Balance as per last financial statements	(10,325,614)	(7,984,962)
Profit/ (loss) for the year / period	1,009,517	(2,440,652)
Add : Amount transferred from general reserve	-	100,000
Net deficit in the statement of profit and loss (d)	(9,316,097)	(10,325,614)
Total (a+b+c+d)	(7,431,870)	(8,922,614)

5 SHARE APPLICATION MONEY PENDING ALLOTMENT

Particulars	As at 31/03/2012 (Rs.)	As at 31/03/2011 (Rs.)
Share application money pending allotment	-	2,806,000
Total	-	2,806,000

Note :

As at 31 March 2011, the Company had received an amount of Rs. 2,806,000 towards share application money for 280,600 equity shares of the Company at a premium of Rs. Nil. During the year, the Company has allotted 232,477 equity shares of Rs. 10 each at premium of Rs. 2.07 on 05 December 2011 as per SEBI Preferential Issue Guidelines and completed other allotment formalities.

Kaiser Press Limited

Notes to the financial statements for the year ended 31 March 2012 (continued)

6 PROVISIONS

Particulars	Long-term		Short-term	
	As at 31/03/2012 (Rs.)	As at 31/03/2011 (Rs.)	As at 31/03/2012 (Rs.)	As at 31/03/2011 (Rs.)
Provision for employee benefits				
Provision for gratuity	546,478	475,490	-	-
Provision for leave benefits	-	-	-	8,992
Other provisions				
Provision for fringe benefit tax	-	-	10,400	19,643
Total	546,478	475,490	10,400	28,635

7 SHORT TERM BORROWINGS

Particulars	As at 31/03/2012 (Rs.)	As at 31/03/2011 (Rs.)
Unsecured		
Interest free loans and advances repayable on demand		
- from related parties	194,830	194,830
- from others	1,070,000	75,823
Total	1,264,830	270,653

8 TRADE PAYABLES

Particulars	As at 31/03/2012 (Rs.)	As at 31/03/2011 (Rs.)
Total outstanding dues of micro and small enterprises	-	-
Total outstanding dues of creditors other than micro and small enterprises	550,169	747,703
	550,169	747,703

Note :

The Company is in the process of compiling relevant information from its suppliers about their coverage under the Micro, Small and Medium Enterprises Development Act, 2006. As the Company has not received any information from its suppliers as on date regarding their status under the above said Act, no disclosure has been made.

9 OTHER CURRENT LIABILITIES

Particulars	As at 31/03/2012 (Rs.)	As at 31/03/2011 (Rs.)
Advance from customer	52,750	-
Others		
- Statutory dues	156,259	144,734
Total	209,009	144,734

Kaiser Press Limited
Notes to the financial statements for the year ended 31 March 2012 (continued)

10 FIXED ASSETS (Amount in Rs.)

i) Tangible assets				
	Plant and machinery	Furniture and fixtures	Computers	Total
Cost or valuation				
At 01 July 2010	5,875,070	-	40,740	5,915,810
Additions	-	-	28,594	28,594
Disposals	(528,936)	-	-	(528,936)
Adjustment on impairment	(2,154,489)	-	-	(2,154,489)
Transfer to assets held for disposal	(3,064,508)	-	-	(3,064,508)
At 31 March 2011	127,137	-	69,334	196,471
At 01 April 2011	127,137	-	69,334	196,471
Additions	-	-	27,167	27,167
Adjustments*	(102,688)	19,332	83,356	-
Disposals	-	-	-	-
Transfer to assets held for disposal	-	-	-	-
At 31 March 2012	24,449	19,332	179,857	223,638
Depreciation				
At 01 July 2010	2,003,213	-	15,245	2,018,458
Charge for the year	283,440	-	6,856	290,296
Disposals	(312,910)	-	-	(312,910)
Adjustment on impairment	(342,000)	-	-	(342,000)
Transfer to assets held for disposal	(1,607,587)	-	-	(1,607,587)
At 31 March 2011	24,156	-	22,101	46,257
At 01 April 2011	24,156	-	22,101	46,257
Adjustments *	(19,512)	3,672	15,840	-
Prior period depreciation *	-	1,224	38,208	39,432
Charge for the year	1,161	1,224	34,430	36,815
Disposals	-	-	-	-
Transfer to assets held for disposal	-	-	-	-
At 31 March 2012	5,805	6,120	110,579	122,504
Impairment loss				
At 01 July 2010	-	-	-	-
Charge for the year	1,812,489	-	-	1,812,489
At 31 March 2011	1,812,489	-	-	1,812,489
At 01 April 2011	1,812,489	-	-	1,812,489
Charge for the year	-	-	-	-
At 31 March 2012	1,812,489	-	-	1,812,489
Net block				
At 31 March 2011	102,981	-	47,233	150,214
At 31 March 2012	18,644	13,212	69,278	101,134
ii) Intangible assets				
	Goodwill	Total		
At 01 July 2010	8,500,000	8,500,000		
Purchase	-	-		
Internal development	-	-		
At 31 March 2011	8,500,000	8,500,000		
Impairment Loss				
At 01 July 2010	-	-		
Charge for the year	8,500,000	8,500,000		
At 31 March 2011	8,500,000	8,500,000		
Net block				
At 31 March 2012	-	-		

Note:

In previous period, there was an impairment loss on fixed assets amounting to Rs. 10,312,489, comprises of Goodwill Rs. 8,500,000 and Plant and Machinery Rs. 1,812,489 on the basis of review carried out by the management in accordance with Accounting Standard (AS) - 28 "Impairment of Assets".

In previous period, certain items of plant and machinery were identified and transferred from fixed assets to assets held for disposal amounted to Rs. 1,456,921 at book value, which management considers to be a realizable value.

* Upto previous year, Furniture and Fixtures and certain portion of Computers were wrongly clubbed under the head Plant and Machinery and depreciated at the rate of Plant and Machinery instead of at the rate of Furniture and Fixtures and Computers. Thus, during the year, the same has been rectified and error in calculation of depreciation pertaining to earlier years were reflected as Prior period depreciation.

Kaiser Press Limited
Notes to the financial statements for the year ended 31 March 2012 (continued)

11 NON CURRENT INVESTMENTS

Particulars	As at 31/03/2012 (Rs.)	As at 31/03/2011 (Rs.)
Trade Investments (valued at cost unless stated otherwise)		
Un-quoted equity instrument		
Investment in subsidiaries		
5,110 (Previous year 5,110) Equity shares of Rs. 10 each fully paid up in Powertel Engineering Private Limited	51,100	51,100
1,430,000 (Previous year Nil) Equity shares of Rs. 10 each fully paid up in Xicon International Limited	38,100,725	-
Investment in associate company		
Nil (Previous year 1,300,000 Equity shares of Rs. 10 each fully paid in Xicon International Limited)	-	33,800,000
Non-trade investments (valued at cost unless stated otherwise)		
Un-quoted equity instrument		
Others		
2,200 (Previous year 2,200) Equity shares of Rs.25 each fully paid up in Thane Bharat Sahakari Bank Limited	55,000	55,000
Total	38,206,825	33,906,100

12 DEFERRED TAX ASSETS

Particulars	As at 31/03/2012 (Rs.)	As at 31/03/2011 (Rs.)
Deferred tax assets:		
Fixed assets: Impact of difference between tax depreciation and depreciation/amortization charged for the financial reporting.	166,143	493,891
Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes on payment basis.		
- Impact of provision for retirement benefits	168,862	146,927
- Impact of statutory payments under section 43B	18,759	2,779
Provision for doubtful advances	169,301	-
Impact of unabsorbed business loss and unabsorbed depreciation	2,854,630	3,565,605
Total	3,377,695	4,209,202

13 LONG-TERM LOANS AND ADVANCES

Particulars	As at 31/03/2012 (Rs.)	As at 31/03/2011 (Rs.)
(Unsecured, considered doubtful)		
Advances recoverable in cash or in kind or for value to be received	547,899	547,899
Less: Provision for doubtful advances	(547,899)	-
Others:		
- Advance income tax (withholding tax)	196,509	187,620
Total	196,509	735,519

Kaiser Press Limited

Notes to the financial statements for the year ended 31 March 2012 (continued)

14 INVENTORIES

Particulars	As at 31/03/2012 (Rs.)	As at 31/03/2011 (Rs.)
Inventories (valued at lower of cost and net realizable value)		
Raw materials	6,903	24,681
Work-in-progress	99,096	172,015
Total	105,999	196,696

15 TRADE RECEIVABLES

Particulars	As at 31/03/2012 (Rs.)	As at 31/03/2011 (Rs.)
Unsecured, considered good		
Trade receivables outstanding for a period exceeding six months from the date they are due for payment	-	4,267
Total (a)	-	4,267
Unsecured, considered good		
Trade receivables outstanding for a period less than six months from the date they are due for payment	3,132,867	2,666,083
Total (b)	3,132,867	2,666,083
Total (a+b)	3,132,867	2,670,350

Trade receivables include:

Particulars	As at 31/03/2012 (Rs.)	As at 31/03/2011 (Rs.)
Due from Parsiana Publications Private Limited in which Director of the Company is a Director	-	23,684
Total	-	23,684

16 CASH AND CASH EQUIVALENTS

Particulars	As at 31/03/2012 (Rs.)	As at 31/03/2011 (Rs.)
Cash on hand	838,836	156,437
Balances with banks: - in current accounts	317,005	2,452,843
Total	1,155,841	2,609,280

Kaiser Press Limited

Notes to the financial statements for the year ended 31 March 2012 (continued)

17 SHORT-TERM LOANS AND ADVANCES

Particulars	As at 31/03/2012 (Rs.)	As at 31/03/2011 (Rs.)
(Unsecured, considered good)		
Advances recoverable in cash or in kind or for value to be received	11,224	-
Prepaid expenses	27,814	8,556
Other loans and advances		
- Balances with statutory / government authorities	88,563	88,563
Total	127,601	97,119

18 OTHER CURRENT ASSETS

Particulars	As at 31/03/2012 (Rs.)	As at 31/03/2011 (Rs.)
Dividend receivable	-	8,250
Others		
- Receivable against sale of assets	815,625	-
Total	815,625	8,250

19 REVENUE FROM OPERATIONS

Particulars	Current Year ended 31 March 2012 (Rs.)	Previous Period ended 31 March 2011 (Rs.)
Sale of goods	6,218,912	3,111,068
Other operating income - Consultancy income	800,000	800,000
Total	7,018,912	3,911,068

Details of goods sold	Current Year ended 31 March 2012 (Rs.)	Previous Period ended 31 March 2011 (Rs.)
Books, periodicals and magazines	322,512	371,589
Printed articles of stationery	2,386,810	1,531,009
Paper labels	577,662	-
Self adhesive paper labels	1,596,623	971,057
Wrappers	1,004,215	-
Others	331,090	237,413
Total	6,218,912	3,111,068

Kaiser Press Limited

Notes to the financial statements for the year ended 31 March 2012 (continued)

20 OTHER INCOME

Particulars	Current Year ended 31 March 2012 (Rs.)	Previous Period ended 31 March 2011 (Rs.)
Dividend income	-	12,650
Income tax refund	-	366,654
Profit on sale of fixed assets	150,819	128,474
Sundry balances written back (net)	618	33,945
Total	151,437	541,723

21 COST OF MATERIALS CONSUMED
(INDIGENOUS)

Particulars	Current Year ended 31 March 2012 (Rs.)	Previous Period ended 31 March 2011 (Rs.)
Inventory at the beginning of the year	24,681	16,179
Add: Purchase	1,524,038	548,403
Less: Inventory at the end of the year	(6,903)	(24,681)
Total	1,541,816	539,901

Details of materials consumed	Current Year ended 31 March 2012 (Rs.)	Previous Period ended 31 March 2011 (Rs.)
Duplex board and folding box board	610,159	-
Pregum paper	175,227	55,517
Printed articles of stationery	564,686	330,702
PVC and PVC envelopes	65,135	62,882
Self adhesive paper labels	94,927	70,397
Others	31,682	20,403
Total	1,541,816	539,901

Details of goods purchased	Current Year ended 31 March 2012 (Rs.)	Previous Peiord ended 31 March 2011 (Rs.)
Duplex board and folding box board	610,159	-
Pregum paper	175,227	54,646
Printed articles of stationery	551,459	340,187
PVC and PVC envelopes	66,019	60,086
Self adhesive paper labels	94,927	70,397
Others	26,247	23,087
Total	1,524,038	548,403

Details of inventories	Current Year ended 31 March 2012 (Rs.)	Previous Period ended 31 March 2011 (Rs.)
Printing paper	3,822	15,624
PVC envelopes	2,048	1,164
Art paper	1,033	2,458
Others	-	5,435
Total	6,903	24,681

Kaiser Press Limited

Notes to the financial statements for the year ended 31 March 2012 (continued)

22 CHANGES IN INVENTORIES OF WORK-IN-PROGRESS

Particulars	Current Year ended 31 March 2012 (Rs.)	Previous Period ended 31 March 2011 (Rs.)
Changes in inventories of work-in-progress		
Closing stock	99,096	172,015
Less: Opening stock	(172,015)	(81,515)
Total	72,919	(90,500)

Details of inventories	Current Year ended 31 March 2012 (Rs.)	Previous Period ended 31 March 2011 (Rs.)
Work-in-progress		
Books, periodicals and magazines	36,110	-
Printed Articles of Stationery	14,960	51,287
Self Adhesive Paper Label	40,859	78,976
Self Adhesive PVC Label	7,167	41,752
Total	99,096	172,015

23 EMPLOYEE BENEFITS EXPENSE

Particulars	Current Year ended 31 March 2012 (Rs.)	Previous Period ended 31 March 2011 (Rs.)
Salaries, bonus and allowances	1,194,231	423,040
Contributions to provident and other fund	112,795	34,784
Staff welfare expenses	49,047	20,936
Total	1,356,073	478,760

24 FINANCE COSTS

Particulars	Current Year ended 31 March 2012 (Rs.)	Previous Period ended 31 March 2011 (Rs.)
Interest expense	-	50,329
Total	-	50,329

Kaiser Press Limited
Notes to the financial statements for the year ended 31 March 2012 (continued)

25 DEPRECIATION

Particulars	Current Year ended 31 March 2012 (Rs.)	Previous Period ended 31 March 2011 (Rs.)
Depreciation on tangible assets	36,815	290,296
Total	36,815	290,296

26 OTHER EXPENSES

Particulars	Current Year ended 31 March 2012 (Rs.)	Previous Period ended 31 March 2011 (Rs.)
Printing charges	558,979	247,883
Labour charges	-	2,103
Processing charges	2,175	4,977
Punching charges	38,595	16,265
Plate making charges	71,950	21,325
Pasting charges	12,121	15,714
Binding charges	13,623	29,427
Other manufacturing expenses	27,767	13,874
Cartage and hamali charges	41,215	23,715
Repairs and maintainence - others	32,725	26,163
Office expenses	4,923	12,051
Rates and taxes	74,575	333,667
Communication expenses	34,907	35,893
Travelling and conveyance	47,929	34,288
Printing and stationery	29,447	31,491
Advertising and sales promotion	57,346	45,476
Bank charges	850	2,624
Legal and professional fees	229,430	350,058
Provision for doubtful advances	547,899	-
Payment to auditor (Refer details below)	383,009	340,276
Miscellaneous expenses	82,048	39,804
Total	2,291,513	1,627,074

Note : **Payment to auditor**

Particulars	Current Year ended 31 March 2012 (Rs.)	Previous Period ended 31 March 2011 (Rs.)
As auditor		
Audit fee	261,237	220,600
Tax audit fee	39,326	-
Limited review	33,090	22,060
In other capacity		
Taxation matters	44,944	38,605
Other services (certification fees)	4,412	59,011
Total	383,009	340,276

Kaiser Press Limited
Notes to the financial statements for the year ended 31 March 2012 (continued)

27 PRIOR PERIOD EXPENSES

Particulars	Current Year ended 31 March 2012 (Rs.)	Previous Period ended 31 March 2011 (Rs.)
Prior period depreciation on		
- Furniture	1,224	-
- Computers	38,208	-
Purchases of raw material	-	19,570
Printing charges	-	9,856
Plate making charges	-	3,528
Binding charges	-	809
Other manufacturing expenses	-	810
Rates and taxes	-	1,484
Total	39,432	36,057

28 EXTRA-ORDINARY ITEMS (NET)

Particulars	Current Year ended 31 March 2012 (Rs.)	Previous Period ended 31 March 2011 (Rs.)
Compensation for negotiated settlement	-	5,500,000
Legal expenses	-	(161,000)
Impairment loss on fixed assets	-	(10,312,489)
Total	-	(4,973,489)

29 CONTINGENT LIABILITIES

Particulars	Current Year ended 31 March 2012 (Rs.)	Previous Period ended 31 March 2011 (Rs.)
Guarantees given to bank on behalf of a subsidiary company	72,375,000	-
Total	72,375,000	-

Kaiser Press Limited
Notes to the financial statements for the year ended 31 March 2012 (continued)

30 SEGMENT INFORMATION

The Company operates in a single business and geographical segment viz. Printing of labels, packaging materials, Magazines and articles of stationery within India. Accordingly, no separate disclosures for primary business and secondary geographical segment are required.

31 RELATED PARTY DISCLOSURES**i) Related party relationships:**

Subsidiary Company	Powertel Engineering Private Limited Xicon International Limited (w.e.f. 01/05/2011)
Key management personnel	Mr. Jehangir R Patel (Chairman and Managing Director) Mr. B L Arora (Whole Time Director)
Relative of Key management personnel	Ms. Makki R Patel (Mother of Mr. Jehangir R Patel) Ms. Simin J Patel (Daughter of Mr. Jehangir R Patel) Ms. Veera J Patel (Wife of Mr. Jehangir R Patel)
Enterprises owned or significantly influenced by key management personnel or their relatives	Kaiser-E-Hind Private Limited Kaiser Arts Private Limited Parsiana Publications Private Limited

Notes:

- a) The related party relationships have been determined on the basis of the requirements of the Accounting Standard (AS) - 18 'Related Party Disclosures' and the same have been relied upon by the auditors.
- b) The relationships as mentioned above pertain to those related parties with whom transactions have taken place during the current year and previous period, except where control exist, in which case the relationships have been mentioned irrespective of transactions with the related party.

Kaiser Press Limited
Notes to the financial statements for the year ended 31 March 2012 (continued)

31 RELATED PARTY DISCLOSURES

ii) Details of related party transactions are as follows:

(Amount in Rs.)

Sr. No.	Particulars	Subsidiary Company		Key management personnel		Relatives of key management personnel		Enterprise in which key management personnel or their relatives has Significant influence		Total	
		Current Year	Previous Period	Current Year	Previous Period	Current Year	Previous Period	Current Year	Previous Period	Current Year	Previous Period
		ended 31 March 2012	ended 31 March 2011	ended 31 March 2012	ended 31 March 2011	ended 31 March 2012	ended 31 March 2011	ended 31 March 2012	ended 31 March 2011	ended 31 March 2012	ended 31 March 2011
Related Party Transactions											
1	Sale of printed articles									-	27,819
	Powertel Engineering Private Limited	-	1,313	-	-	-	-	-	-	-	1,313
	Parsiana Publications Private Limited	-	-	-	-	-	-	-	26,506	-	26,506
2	Sale of machinery										240,750
	Powertel Engineering Private Limited	-	240,750	-	-	-	-	-	-	-	240,750
3	Consultancy services									800,000	800,000
	Powertel Engineering Private Limited	800,000	800,000	-	-	-	-	-	-	800,000	800,000
4	Purchases									33,075	147,189
	Kaiser Arts Private Limited	-	-	-	-	-	-	33,075	147,189	33,075	147,189
5	Short term borrowings (Un-secured)										6,430,030
	Kaiser Arts Private Limited	-	-	-	-	-	-	-	809,830	-	809,830
	Kaiser-E-Hind Private Limited	-	-	-	-	-	-	-	5,500,000	-	5,500,000
	Simin J Patel	-	-	-	-	-	80,000	-	-	-	80,000
	Jehangir R Patel	-	-	-	40,200	-	-	-	-	-	40,200
6	Repayment of short term borrowings									-	11,867,000
	Kaiser-E-Hind Private Limited	-	-	-	-	-	-	-	5,600,000	-	5,600,000
	Kaiser Arts Private Limited	-	-	-	-	-	-	-	615,000	-	615,000
	Makki R Patel	-	-	-	-	-	1,922,000	-	-	-	1,922,000
	Veera J Patel	-	-	-	-	-	60,000	-	-	-	60,000
	Simin J Patel	-	-	-	-	-	230,000	-	-	-	230,000
	Jehangir R Patel	-	-	-	3,440,000	-	-	-	-	-	3,440,000
7	Short term loans and advances received back									-	319,193
	Kaiser Arts Private Limited	-	-	-	-	-	-	-	319,193	-	319,193
8	Interest on loan									-	20,900
	Simin J Patel	-	-	-	-	-	15,500	-	-	-	15,500
	Veera J Patel	-	-	-	-	-	5,400	-	-	-	5,400
9	Director's remuneration									858,507	457,824
	B L Arora	-	-	858,507	457,824	-	-	-	-	858,507	457,824
10	Reimbursement of expenses									-	161,000
	Kaiser-E-Hind Private Limited	-	-	-	-	-	-	-	161,000	-	161,000
11	Investment in subsidiary									4,300,725	-
	Xicon International Limited	4,300,725	-	-	-	-	-	-	-	4,300,725	-
Related party balances at the year end											
1	Short term borrowings (Un-secured)									194,830	194,830
	Kaiser Arts Private Limited	-	-	-	-	-	-	194,830	194,830	194,830	194,830
2	Trade receivables									360,000	984,434
	Powertel Engineering Private Limited	360,000	960,750	-	-	-	-	-	-	360,000	960,750
	Parsiana Publications Private Limited	-	-	-	-	-	-	-	23,684	-	23,684
3	Trade payables									-	161,000
	Kaiser-E-Hind Private Limited	-	-	-	-	-	-	-	161,000	-	161,000

Kaiser Press Limited

Notes to the financial statements for the year ended 31 March 2012 (continued)

32 EARNINGS PER SHARE

Particulars		As at 31/03/2012	As at 31/03/2011
i)	Net profit/ (loss) after tax and before prior period expenses and extra-ordinary items (net of tax expenses) as per profit and loss statement (Rs.)	1,048,949	2,568,894
ii)	Net profit/ (loss) after tax available for equity share holders for basic earning per share (Rs.)	1,048,949	2,568,894
iii)	Net profit/ (loss) after tax available for equity share holders for diluted earning per share (Rs.)	1,048,949	2,568,894
iv)	Extra-ordinary items (Rs.):		
	a) Impairment loss on fixed assets	-	(10,312,489)
	b) Compensation for negotiated settlement	-	5,500,000
	c) Legal expenses	-	(161,000)
v)	Net profit/ (loss) after tax and after extra-ordinary items available for basic earnings/ loss per share (ii-iv) (Rs.)	1,048,949	(2,404,595)
vi)	Net profit/ (loss) after tax and after extra-ordinary items available for diluted earnings/ loss per share (iii-iv) (Rs.)	1,048,949	(2,404,595)
vii)	Weighted average number of equity shares outstanding during the year for basic earnings/ loss per share (No. of shares)	5,126,757	5,051,600
viii)	Weighted average number of equity shares outstanding during the year for diluted earnings/ loss per share (No. of shares)	5,126,757	5,145,473
ix)	Basic earnings/ loss per share excluding extra-ordinary items (Rs.) (ii/vii)	0.20	0.51
x)	Diluted earnings/ loss per share excluding extra-ordinary items (Rs.) (iii/viii)	0.20	0.50
xi)	Basic earnings/ loss per share including extra-ordinary items (Rs.) (v/vii)	0.20	(0.48)
xii)	Diluted earnings/ loss per share including extra-ordinary items (Rs.) (v/viii)	0.20	(0.47)
xiii)	Nominal value of share (Rs.)	10	10

Note : In previous period, as per para 28 of Accounting Standard (AS) - 20 'Earning Per Share', for the purpose of calculation of earning per share, share application money pending for allotment or any advance share application money as at the balance sheet date, which is not statutorily required to be kept separately and is being utilised in the business of the enterprise, is treated in the same manner as dilutive potential equity shares for the purpose of calculation of diluted earnings per share.

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

- 33** In the opinion of management, trade receivables and short term loans and advances have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated in the balance sheet. The provision for depreciation and all known liabilities is adequate and not in excess of the amount reasonably stated.
- 34** The Company is yet to appoint a Company Secretary as required under Section 383A of the Companies Act, 1956, as such the accounts have not been signed by a Company Secretary.
- 35** Till the period ended 31 March 2011, the Company was using pre-revised Schedule VI of the Companies Act, 1956 for the preparation and presentation of its financial statements. During the year ended 31 March 2012, the revised schedule VI notified under the Companies Act, 1956 has become applicable to the Company. Therefore, the Company has reclassified previous period figures to conform to the current year's presentation.
- 36** During the previous period, the Company had changed its financial year from 30 June to 31 March. As such, the previous period was of nine months i.e. from 01 July 2010 to 31 March 2011 as compared to current year of twelve months i.e. from 01 April 2011 to 31 March 2012 and hence, the current year's figures are not comparable with the figures of the previous period.

FOR SURESH SURANA & ASSOCIATES
Chartered Accountants

(Ramesh Gupta)
PARTNER
Membership No. 102306

Mumbai; Dated: 27/08/2012

On behalf of the Board of Directors

Jehangir. R. Patel
Chairman and Managing Director

Bhushanlal Arora
Director

Anagha Korde
Director

Mumbai ; Dated : 27/08/2012

AUDITORS' REPORT

TO

The Board of Directors of
KAISER PRESS LIMITED

1. We have audited the attached consolidated balance sheet of Kaiser Press Limited ('the Company') and its subsidiaries (the 'Group') as at 31 March 2012, the consolidated statement of profit and loss and also the consolidated cash flow statement for the year ended on that date annexed thereto. These consolidated financial statements are the responsibility of the Company's management and have been prepared by the management on the basis of separate financial statements and other financial information regarding components. Our responsibility is to express an opinion on these consolidated 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 of material misstatement. An audit includes examining, on test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. We did not audit the financial statements of the subsidiaries, namely Powertel Engineering Private Limited, Xicon International Limited, REPLXicon Engineers Private Limited, whose financial statements reflect total assets of Rs. 167,810,162 as at 31 March 2012, total revenue of Rs. 167,719,384 and net cash outflow amounting to Rs. 15,880 for the year ended on that date. These financial statements and other financial information have been audited by other auditors whose reports have been furnished to us, and our opinion, in so far as it relates to the amounts included in respect of the said subsidiary is based solely on the report of other auditors.
4. We report that the consolidated financial statements have been prepared by the Kaiser Press Limited's management in accordance with the requirements of Accounting Standard (AS) - 21, 'Consolidated Financial Statements' and Accounting Standard (AS) - 23, 'Accounting for Investments in Associates in Consolidated Financial Statements' notified as under the Companies (Accounting Standards) Rules, 2006.
5. Based on our audit and on consideration of reports of other auditor and on the other financial information of the components and to the best of our information and according to the explanations given to us, we are of the opinion that the attached consolidated financial statements read together with significant accounting policies and notes thereon, give a true and fair view in conformity with the accounting principles generally accepted in India:
 - a) in the case of the consolidated balance sheet, of the state of affairs of the Group as at 31 March 2012;
 - b) in the case of the consolidated statement of profit and loss, of the profit of the Group for the year ended on that date; and
 - c) in the case of the consolidated cash flow statement, of the cash flows of the Group for the year ended on that date.

FOR SURESH SURANA & ASSOCIATES

Chartered Accountants
Firm Reg. No. : 121750W

(Ramesh Gupta)

PARTNER

Membership No. : 102306

Mumbai; Dated : 27/08/2012

Kaiser Press Limited
Consolidated Balance sheet as at 31 March 2012

Particulars	Note No.	As at 31/03/2012 (Rs.)	As at 31/03/2011 (Rs.)
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	3	52,813,820	50,489,050
Reserves and surplus	4	7,491,955	(665,728)
Share application money pending allotment	5	-	2,806,000
Minority interest		30,960,108	1,305,502
Non-current liabilities			
Long-term borrowings	6	7,250,853	-
Deferred tax liabilities (net)	7	1,087,102	235,904
Other long term liabilities	8	50,000	-
Long-term provisions	9	1,031,791	475,490
Current liabilities			
Short-term borrowings	10	23,140,456	1,351,202
Trade payables	11	61,715,862	29,149,221
Other current liabilities	12	11,091,848	2,100,898
Short-term provisions	9	512,665	28,635
TOTAL		197,146,460	87,276,174
ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	13	39,080,276	2,592,343
Intangible assets	13	389,541	-
Capital work in progress		427,813	-
Assets held for disposal		742,740	1,456,921
Goodwill on consolidation (net of capital reserve of Rs. 703,293)		21,368,574	-
Non-current investments	14	2,402,002	40,805,200
Deferred tax assets (net)	15	3,377,695	4,209,202
Long-term loans and advances	16	6,703,992	1,120,776
Other non-current assets	17	1,474,271	2,015,495
Current assets			
Inventories	18	12,240,781	3,080,008
Trade receivables	19	95,968,334	28,495,483
Cash and bank balances	20	10,114,637	3,331,341
Short-term loans and advances	21	2,001,419	161,155
Other current assets	22	854,385	8,250
TOTAL		197,146,460	87,276,174

Significant accounting policies

2

The accompanying notes are integral part of the financial statements

As per our report of even date attached

FOR SURESH SURANA & ASSOCIATES
Chartered Accountants

(Ramesh Gupta)
PARTNER
Membership No. 102306

On behalf of the Board of Directors

Jehangir. R. Patel
Chairman and Managing Director

Bhushanlal Arora Anagha Korde
Director Director

Mumbai; Dated: 27/08/2012

Mumbai ; Dated : 27/08/2012

Kaiser Press Limited
Consolidated Statement of profit and loss for the year ended 31 March 2012

Particulars	Note No.	Current year ended 31 March 2012 (Rs.)	Previous Period ended 31 March 2011 (Rs.)
Revenue from operations	23	171,661,338	37,758,159
Other income	24	2,428,395	1,578,900
Total Revenue (i)		174,089,733	39,337,059
Expenses:			
Cost of materials consumed	25	22,537,821	26,937,662
Purchase of stock in trade	26	57,552,542	-
Changes in inventories of finished goods and work-in-progress	27	637,561	(421,163)
Employee benefits expense	28	19,108,576	2,843,143
Finance costs	29	4,835,891	50,329
Depreciation and amortisation expenses	30	3,684,618	494,639
Other expenses	31	56,182,594	7,150,326
Preliminary expenses written off		38,760	-
Prior period expenses	32	39,432	36,057
Total expenses (ii)		164,617,795	37,090,993
Profit before extraordinary items and tax (i)-(ii)		9,471,938	2,246,066
Extra-ordinary items	33	-	(4,973,489)
Profit/ (loss) before tax		9,471,938	(2,727,423)
Tax expense:			
Current tax		(1,400,000)	(225,000)
Deferred tax benefits / (expenses)		(1,118,877)	945,856
Prior period tax adjustments		7,126	(110,508)
Profit/ (Loss) after tax (before share of profit/(loss) from associates and minority interest)		6,960,187	(2,117,075)
Share of profit / (loss) from associates		(1,380,316)	1,721,511
Share of minority interest		(1,837,973)	(158,552)
Adjustment on account of further investment in subsidiary company		253,210	-
Profit / (Loss) for the year		3,995,108	(554,116)
Earnings per equity share:	42		
Basic excluding extra-ordinary items (net of tax expense)		0.79	0.88
Diluted excluding extra-ordinary items (net of tax expense)		0.79	0.87
Basic including extra-ordinary items		0.79	(0.10)
Diluted including extra-ordinary items		0.79	(0.10)
Nominal value of equity share		10.00	10.00

Significant accounting policies**2**

The accompanying notes are integral part of the financial statements

As per our report of even date attached

FOR SURESH SURANA & ASSOCIATES

Chartered Accountants

(Ramesh Gupta)

PARTNER

Membership No. 102306

On behalf of the Board of Directors

Jehangir. R. Patel

Chairman and Managing Director

Bhushanlal Arora

Director

Anagha Korde

Director

Mumbai; Dated: 27/08/2012

Mumbai ; Dated : 27/08/2012

KAISER PRESS LIMITED
CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2012

	Current Year Rs.	Previous Period Rs.
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net profit before tax and extra ordinary items	9,471,938	2,246,066
Adjustments for		
Depreciation and amortisation expenses	3,684,618	494,639
(Profit) / loss on sale of fixed assets	(150,819)	(128,474)
Provision for doubtful advances	547,899	-
Interest income	(639,878)	(98,664)
Finance cost	4,835,891	50,329
Exchange difference loss/(gain)	(1,187,056)	130,613
Dividend income on investments	(650)	(12,650)
Operating profit before working capital adjustments	16,561,943	2,681,859
Adjustments for		
Inventories	269,287	(114,574)
Trade and other receivables	2,285,089	(8,285,445)
Trade payable and other trade liabilities	(2,849,885)	8,615,335
Cash generated from operations	16,266,434	2,897,175
Direct taxes paid	(902,785)	(397,821)
Extraordinary items	-	5,339,000
Net cash generated from operating activities	15,363,649	7,838,354
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of fixed assets (including capital work in progress)	(10,952,326)	(1,324,398)
Sale of fixed assets	926,226	344,500
Proceeds from minority shareholders	5,000	-
Purchase consideration paid on acquisition of subsidiary	(4,300,725)	-
Dividend income	650	12,650
Fixed deposit (more than 3 months)	(5,270,570)	(106,073)
Interest income	639,878	98,664
Net cash generated from/ (used in) investing activities	(18,951,867)	(974,657)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Share application money received	-	2,806,000
Proceeds / (repayment) of borrowings (net)	1,246,404	(7,242,123)
Finance cost	(4,835,891)	(50,329)
Net cash generated from/(used in) financing activities	(3,589,487)	(4,486,452)
Net increase/(decrease) in cash and cash equivalents (A+B+C)	(7,177,705)	2,377,245
Cash and cash equivalents at the beginning of the year	3,331,341	954,096
Add: Addition on account of newly subsidiary	8,032,927	-
Cash and cash equivalents at the end of the year	4,186,563	3,331,341

Note:

The above Cash Flow Statement has been prepared under 'Indirect Method' as set out in the Accounting Standard (AS) - 3 on 'Cash Flow Statements' notified by Companies (Accounting Standards) Rules, 2006.

As per our report of even date attached

FOR SURESH SURANA & ASSOCIATES
Chartered Accountants

(Ramesh Gupta)
Partner
Membership No : 102306

Mumbai ; Dated : 27/08/2012

For and on behalf of the Board of Directors

Jehangir. R. Patel
Chariman and Managing Director

Bhushanlal Arora
Director

Anagha Korde
Director

Mumbai ; Dated : 27/08/2012

Kaiser Press Limited
Notes to the Consolidated financial statements for the year ended 31 March 2012

1 CORPORATE INFORMATION

Kaiser Press Limited ("the Company") is engaged in the printing of labels and cartons in India. The Company was incorporated on 20 September 1993, having its registered office at K. K. (Navsari) Chambers, Ground Floor, 39B, A. K. Nayak Marg, Fort, Mumbai, Maharashtra – 400001. The Company has three subsidiary namely, Powertel Engineering Private Limited, Xicon International Limited and REPLXICON Engineers Private Limited (Subsidiary of Xicon International Limited). Powertel Engineering Private Limited engaged in manufacturing of engineering goods, Xicon International Limited is engaged in offering Turnkey Project Management and Engineering services and REPLXICON Engineers Private Limited engaged in the business of dealer, manufacturing, trader, importer and exporter of cable accessories for power & telecom. Xicon International Limited which was an associate company till 30 April 2011 and w.e.f 1 May 2011 has become subsidiary company.

2 SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation of consolidated financial statements

These consolidated financial statements have been prepared on the basis of historical cost convention on an accrual basis, in accordance with the generally accepted accounting principles (GAAP) in India and comply with the Accounting Standard (AS)-21 'Consolidated Financial Statements' and Accounting Standard (AS)-23 'Accounting for Investments in Associates in Consolidated Financial Statements' as notified under the Companies (Accounting Standards) Rules, 2006. The consolidated financial statements are presented in Indian rupees.

The Company follows mercantile system of accounting and recognizes income and expenditure on accrual basis except those with significant uncertainties.

2.2 Principles of consolidation

"The consolidated financial statements include the financial statements of Kaiser Press Limited, the parent company (hereinafter referred to as the 'Company'), its subsidiaries i.e. Powertel Engineering Private Limited, Xicon International Limited and REPLXICON Engineers Private Limited (Subsidiary of Xicon International Limited) (collectively referred to as the 'Group')."

I. The consolidated financial statements have been prepared on the following basis:

i) The financial statements of the Company and the subsidiary have been combined on a line by line basis by adding together the book values of like items of assets, liabilities, income and expenses after eliminating intra-group balances / transactions and resulting unrealised profits in full. Unrealised losses resulting from intra-group transactions have also been eliminated except to the extent that recoverable value of related assets is lower than their cost to the Group. The amounts shown in respect of reserves comprise the amount of the relevant reserves as per the balance sheet of the Company and its share in the post acquisition increase in the relevant reserves of the subsidiary.

ii) Transactions relating to Profit and Loss Account of the acquired subsidiary have been included in the Consolidated Profit and Loss Account from the effective date of acquisition on proportionate basis assuming that profits / loss have accrued evenly through out the period wherever financial statements are not drawn till the date of acquisition.

iii) The excess of the cost of acquisition of investments in the subsidiary over the acquired portion of the equity in the subsidiary is recognised in the financial statement as 'goodwill'. The excess of acquired portion of equity in the subsidiary over the cost of acquisition of investment in the subsidiary is recognised in the financial statement as 'capital reserve'.

Kaiser Press Limited
Notes to the Consolidated financial statements for the year ended 31 March 2012

- iv) Minority interest in the net assets of consolidated subsidiary consists of:
- a) the amount of equity attributable to minorities at the date on which investment in subsidiary is made; and
- b) the minorities' share of movements in equity since the date the parent and subsidiary relationship came into existence.
- v) Investments in associates are accounted under equity method. Under the equity method, the investment is initially recorded at cost, identifying goodwill/capital reserve arising at the time of acquisition and the carrying amount is increased / decreased to recognise Group's share of profits/losses of the associates after the date of acquisition. Goodwill/Capital reserve arising on acquisition of the associates is included in the carrying amount of the respective investments.
- vi) The consolidated financial statements are presented, to the extent possible, in the same format as that adopted by the parent company for its separate financial statements.
- vii) The consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances to the extent possible.

II. The subsidiaries and associate company considered in the consolidated financial statements are:

Name of the Company	Relationship	Country of incorporation	Extent of holding (%)	Reporting currency	Effective date or year of control
Powertel Engineering Private Limited	Subsidiary	India	51.00 % (51.00 %)	Indian Rupees	27.02.2009
Xicon International Limited	Subsidiary	India	56.08 % (46.44 %)	Indian Rupees	01.05.2011
REPLXICON Engineering Private Limited ** (95% i.e 9,500 out of 10,000 shares held by Xicon International Limited)	Subsidiary of subsidiary	India	*48.52 % (--)	Indian Rupees	31.10.2011
Heat Trace Xicon Limited *** (39.81% i.e 248,398 out of 624,002 shares held by Xicon International Limited)	Associates	India	*20.33 % (--)	Indian Rupees	01.05.2011

* Effective shareholding

** Subsidiary of Xicon International Limited

*** Associates of Xicon International Limited

2.3 Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles (GAAP) requires management to make estimates and assumptions that affects the reported amounts of assets and liabilities and the disclosures of contingent liabilities on the date of financial statements and reported amounts of revenue and expenses for that year. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

Kaiser Press Limited
Notes to the Consolidated financial statements for the year ended 31 March 2012

2.4 Fixed assets**Tangible assets**

Fixed assets are stated at cost less accumulated depreciation. Cost includes all cost incidental to acquisition, installation, commissioning and pre-operative expenses allocated to such assets.

Intangible assets

Intangible assets acquired are carried at cost, less accumulated amortization.

Capital work-in-progress

Projects under which assets are not ready for their intended use and other capital work-in-progress are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

2.5 Depreciation and amortisation**Tangible fixed assets**

Depreciation on fixed assets has been provided on straight-line method (except in the case of XICON International Limited, the depreciation on tangible fixed assets has been provided on written down value method) at the rates and in the manner prescribed in Schedule XIV of the Companies Act, 1956.

Depreciation on additions / deletions during the year is calculated on pro-rata basis from the date of such additions / deletions.

Intangible fixed assets

Computer software is amortized over a period of three years for which the Company expects the benefits to accrue.

2.6 Revenue recognition

- i) Revenue is recognized to the extent that it is probable that economic benefits will flow to the Company and the revenue can be reliably measured.
- ii) Revenue on erection and commissioning of contracts is recognised on the 'Percentage of completion method'.
- iii) Income from other services is accounted on the basis of the terms of contract.
- iv) Claims including escalation are recognised as revenue on client's acceptance or evidence of acceptance.
- v) Contractual liquidated damages payable for delays in completion of contract work or for other causes are accounted for at costs when deducted, and/or when such delays and causes are attributable to the Company.
- vi) Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable and when no significant uncertainty as to measurability or collectability exists.
- vii) Dividend income from investments is recognised when the shareholders' rights to receive payment have been established.

2.7 Investments

Long-term investments are valued at cost. Provision is made for diminution in the values when the decline is other than temporary.

2.8 Inventories

- i) Inventories are valued at cost or net realizable value whichever is lower. Cost is determined on specific identification method. Obsolete, defective and unserviceable stocks are provided for, whenever required.

Kaiser Press Limited
Notes to the Consolidated financial statements for the year ended 31 March 2012

- ii) In the case of XICON International Limited, inventories are valued at the lower of historic moving weighted average cost and the corresponding net realisable value. Cut pieces of Heat Trace Cables which are reported to be of no commercial value have not been included in the inventory.
- iii) Work in process includes material cost, cost of conversion and other costs incurred in bringing them to their present location and condition.
- iv) Stores and spares are charged / written off to the manufacturing and operating expenses in the year of purchase.

2.9 Cash and cash equivalents (for purposes of Cash Flow Statement)

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

2.10 Retirement benefits

- i) Defined contribution plan:

The Company contributes on a defined contribution basis to Employees' Provident Fund, towards post employment benefits, which is administered by the respective government authorities and has no further obligation beyond making its contribution, which is expensed in the year to which it pertains. The contributions towards provident fund/ pension scheme are accounted on accrual basis.

- ii) Defined benefit plans:

- a) Gratuity
 Gratuity liability is provided at the year end as per "The payment of Gratuity Act, 1972" and charged to profit and loss account.
 In the case of XICON International Limited, The Company has entered into a Group Gratuity Scheme with Life Insurance Corporation which covers all employees. The contribution to the said scheme is as per the Actuarial Valuation report as on 31 March 2012. The same is charged to the statement of profit and loss.
- b) Employee leave entitlement
 The employees of the Company are entitled to leave as per the leave policy of the Company. The liability in respect of unutilized leave balances is provided at the end of year and charged to the profit and loss account.

In the case of Powertel Engineering Private Limited, there is no such retirement benefits.

In the case of REPLXICON Engineers Private Limited, there is no such retirement benefits since the Company has newly incorporated during the year and no employees has been employed.

2.11 Accounting for taxes on income

- i) Provision for income tax is made on the basis of the estimated taxable income for the accounting year in accordance with the Income-tax Act, 1961.
- ii) The deferred tax for timing differences between the book profits and tax profits for the year is accounted for using the tax rates and laws that have been enacted or substantively enacted as of the balance sheet date. Deferred tax assets arising from timing differences are recognised to the extent there is a reasonable / virtual certainty that these would be realised in future and are reviewed for the appropriateness of their respective carrying values at each balance sheet date.

2.12 Impairment of fixed assets

Kaiser Press Limited
Notes to the Consolidated financial statements for the year ended 31 March 2012

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the management estimates the recoverable amount of the asset. If such recoverable amount of the asset is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the profit and loss account. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost.

2.13 Leases

Operating lease

Lease where the lessor effectively retains substantially all the risks and benefits of ownership of the leased asset are classified as operating leases. Operating lease payment are recognised as an expense in the statement of profit and loss on the straight-line basis over the lease term.

Finance lease

Assets acquired on leases where as the Company has substantially all the risks and rewards of ownership are classified as finance lease. The lower of the fair value of the asset and the present value of the minimum lease rentals is capitalized as fixed assets with the corresponding amount shown as lease liability. The principal component in the lease rental is adjusted against the lease liability and the interest component is charged to the statement of profit and loss.

2.14 Borrowing costs

Borrowing cost attributable to the acquisition and construction of qualifying assets upto the date of such acquisition or construction are capitalized as part of the cost of respective assets. Other borrowing cost are charged to revenue in the period in which they are incurred.

2.15 Preliminary expenses

Preliminary expenses is to be amortised over a period of 5 years annually.

2.16 Foreign currency transactions

Foreign currency transaction are recorded at the exchange rate prevailing on the date of the transaction. Monetary current assets and liabilities that are denominated in a foreign currency are translated at exchange rate prevailing at date of the balance sheet. Gains and losses arising on account of differences in foreign exchange rates on settlement/translation of monetary assets and liabilities are recognised in the statement of profit and loss. Non-monetary foreign currency items are carried at cost.

2.17 Provisions and contingent liabilities

Provision is recognised when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Kaiser Press Limited
Notes to the Consolidated financial statements for the year ended 31 March 2012

3 SHARE CAPITAL

Particulars	As at 31/03/2012 (Rs.)	As at 31/03/2011 (Rs.)
Authorised 10,000,000 (Previous year 10,000,000) Equity Shares of Rs. 10 each	100,000,000	100,000,000
Issued, subscribed and paid-up 5,284,077 (Previous year 5,051,600) Equity Shares of Rs. 10 each	52,840,770	50,516,000
Less: Calls in arrears (from others)	(26,950)	(26,950)
Total	52,813,820	50,489,050

a) Reconciliation of the shares and amount outstanding at the beginning and at the end of the reporting period

Particulars	As at 31/03/2012		As at 31/03/2011	
	Number	Rs.	Number	Rs.
Equity Shares				
Shares outstanding at the beginning of the year	5,051,600	50,516,000	5,051,600	50,516,000
Add : Shares issued during the year	232,477	2,324,770	-	-
Shares outstanding at the end of the year	5,284,077	52,840,770	5,051,600	50,516,000

b) Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c) Shares in the Company held by each shareholders holding more than 5 percent shares:

Name of Shareholder	As at 31/03/2012		As at 31/03/2011	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
REPL Finance Limited	786,500	14.88%	786,500	15.57%
REPL Enterprises Limited	770,000	14.57%	770,000	15.24%
REPL High Power Private Limited	587,100	11.11%	587,100	11.62%
H L Roachat Engg Private Limited	523,543	9.91%	519,493	10.28%
Lorance Investments and Trading Limited	1,298,200	24.57%	1,298,200	25.70%
Xicon Power Products Limited	415,180	7.86%	392,100	7.76%

Kaiser Press Limited

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

4 RESERVES AND SURPLUS

Particulars	As at 31/03/2012 (Rs.)	As at 31/03/2011 (Rs.)
Capital reserve		
Balance as per last financial statements	1,403,000	1,403,000
Additions during the year	-	-
Closing balance (a)	1,403,000	1,403,000
Securities premium (Amount of premium Rs.2.07 per share)		
Balance as per last financial statements	-	-
Add: Issue of shares	481,227	-
Closing balance (b)	481,227	-
General reserve		
Balance as per last financial statements	-	100,000
Less: Transferred to profit and loss statement	-	(100,000)
Closing balance (c)	-	-
Capital reserve on consolidation		
Balance as per last financial statements	-	703,293
Closing balance (d)	-	703,293
Balance in the statement of profit and loss		
Balance as per last financial statements	(2,772,022)	(7,545,594)
Balance brought forward of newly introduced company	4,384,642	-
Profit/ (loss) for the year / period	3,995,108	(554,116)
Add : Amount transferred from general reserve	-	100,000
Add : Share of profit of associates upto 30.06.2010	-	5,227,689
Net surplus/ (deficit) in the statement of profit and loss (e)	5,607,728	(2,772,021)
Total (a+b+c+d+e)	7,491,955	(665,728)

5 SHARE APPLICATION MONEY PENDING ALLOTMENT

Particulars	As at 31/03/2012 (Rs.)	As at 31/03/2011 (Rs.)
Share application money pending allotment	-	2,806,000
Total	-	2,806,000

Note :

As at 31 March 2011, the Company had received an amount of Rs. 2,806,000 towards share application money for 280,600 equity shares of the Company at a premium of Rs. Nil. During the year, the Company has allotted 232,477 equity shares of Rs. 10 each at premium of Rs. 2.07 on 05 December 2011 as per SEBI Preferential Issue Guidelines and completed other allotment formalities

Kaiser Press Limited

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

6 LONG TERM BORROWINGS

Particulars	As at 31/03/2012 (Rs.)	As at 31/03/2011 (Rs.)
Secured		
Term loan	7,250,853	-
Total	7,250,853	-

Term loan of Rs. 1,590,000 from Punjab National Bank was taken during the financial year 2008-09 and carries interest @ 12.5% p.a. subject to change from time to time. The current rate of interest is 15% p.a. The loan is repayable in 20 quarterly installments of Rs. 79,500 each. The loan is secured by equitable mortgage of hydraulic jacking equipment.

Term loan of Rs. 11,500,000 from Punjab National Bank was taken during the financial year 2009-10 and carries interest @ 12 % p.a. subject to change from time to time. The current rate of interest is 15% p.a. The loan is repayable in 60 monthly installments of Rs. 166,670 each with a moratorium of six month payment of 1st installment started from December 2010. The loan is secured by hypothecation of plant and machinery, furniture & industrial shed. Further, the loan has been guaranteed by the holding company Kaiser Press Limited and Lorange investments & Trading Pvt Ltd, an associated company.

7 DEFERRED TAX LIABILITIES (NET)

Particulars	As at 31/03/2012 (Rs.)	As at 31/03/2011 (Rs.)
Deferred tax liabilities:		
Fixed assets: Impact of difference between tax depreciation and depreciation/amortization charged for the financial reporting.	1,265,390	235,904
Deferred tax assets:		
Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes on payment basis.	-	-
- Impact of provision for retirement benefits	(178,288)	-
Total	1,087,102	235,904

8 OTHER LONG TERM LIABILITIES

Particulars	As at 31/03/2012 (Rs.)	As at 31/03/2011 (Rs.)
Security deposits	50,000	-
Total	50,000	-

Kaiser Press Limited

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

9 PROVISIONS

Particulars	Long-term		Short-term	
	As at 31/03/2012 (Rs.)	As at 31/03/2011 (Rs.)	As at 31/03/2012 (Rs.)	As at 31/03/2011 (Rs.)
Provision for employee benefits (Refer note no. 39)				
Provision for gratuity	546,478	475,490	-	-
Provision for leave benefits	485,313	-	91,670	8,992
<u>Other provisions</u>				
Provision for taxation	-	-	420,995	19,643
Total	1,031,791	475,490	512,665	28,635

10 SHORT TERM BORROWINGS

Particulars	As at 31/03/2012 (Rs.)	As at 31/03/2011 (Rs.)
Secured		
Cash credit	19,476,952	181,012
Export packing credit	898,674	899,537
Unsecured		
- from related parties	194,830	194,830
- from others	2,570,000	75,823
Total	23,140,456	1,351,202

The above mentioned secured loans are secured by hypothecation of inventories and book debts and hypothecation / mortgage of fixed assets. It includes loan of Rs. 18,904,448 secured by corporate guarantee of holding company and Lorange investments & Trading Pvt Ltd, an associated company. It is repayable on demand carrying interest rate being 9.50% to 13.50% p.a.

The above mentioned unsecured loan includes Rs. 1,500,000 carries interest rate being 18% p.a. and balance are interest free loan. The loans are repayable on demand.

11 TRADE PAYABLES

Particulars	As at 31/03/2012 (Rs.)	As at 31/03/2011 (Rs.)
Total outstanding dues of micro and small enterprises	554,368	-
Total outstanding dues of creditors other than micro and small enterprises	61,161,494	29,149,221
Total	61,715,862	29,149,221

12 OTHER CURRENT LIABILITIES

Particulars	As at 31/03/2012 (Rs.)	As at 31/03/2011 (Rs.)
Current maturity of long term debt (Refer note no. 6)	2,318,040	-
Advance from customer	5,442,801	-
Others		
- Statutory dues	1,548,484	2,100,898
- Payables on purchase of fixed assets	1,782,523	
Total	11,091,848	2,100,898

Kaiser Press Limited

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

13 FIXED ASSETS

(Amount in Rs.)										
i) Tangible assets										
	Leasehold land	Buildings	Plant and machinery	Furniture and Fixtures	Electrical installations	Office equipments	Mould	Computers	Vehicle	Total
Cost or valuation										
At 01 July 2010	-	-	6,925,070	123,992	201,318	17,288	506,250	266,610	-	8,040,528
Additions	-	-	240,750	71,269	-	-	-	1,012,379	-	1,324,398
Disposals	-	-	(526,936)	-	-	-	-	-	-	(526,936)
Adjustment on impairment	-	-	(2,154,489)	-	-	-	-	-	-	(2,154,489)
Transfer to assets held for disposal	-	-	(3,064,508)	-	-	-	-	-	-	(3,064,508)
At 31 March 2011	-	-	1,417,887	195,261	201,318	17,288	506,250	1,278,989	-	3,616,993
At 01 April 2011	-	-	1,417,887	195,261	201,318	17,288	506,250	1,278,989	-	3,616,993
Addition due to newly subsidiary introduced #	1,908,278	22,942,777	7,715,355	2,365,302	540,604	3,810,444	-	-	38,500	39,321,260
Additions #	-	5,325,916	2,990,561	383,976	1,909,353	549,885	-	86,912	5,100	11,251,703
Adjustments*	-	-	(102,688)	19,332	-	-	-	83,356	-	-
Disposals	-	-	(72,825)	-	-	(4,004)	-	-	(17,500)	(94,329)
At 31 March 2012	1,908,278	28,268,693	11,948,290	2,963,871	2,651,275	4,373,613	506,250	1,449,257	26,100	54,095,627
Depreciation										
At 01 July 2010	-	-	2,304,547	41,524	77,555	4,968	209,929	153,985	-	2,792,508
Charge for the year	-	-	322,225	11,777	9,557	2,199	42,943	105,938	-	494,639
Disposals	-	-	(312,910)	-	-	-	-	-	-	(312,910)
Adjustment on impairment	-	-	(342,000)	-	-	-	-	-	-	(342,000)
Transfer to assets held for disposal	-	-	(1,607,587)	-	-	-	-	-	-	(1,607,587)
At 31 March 2011	-	-	364,275	53,301	87,112	7,167	252,872	259,923	-	1,024,650
At 01 April 2011	-	-	364,275	53,301	87,112	7,167	252,872	259,923	-	1,024,650
Addition due to newly subsidiary introduced	-	2,485,524	3,134,292	2,063,679	56,606	2,651,954	-	-	15,718	10,407,773
Charge for the year	-	1,797,522	817,563	133,389	202,729	330,891	57,257	231,331	5,917	3,576,599
Disposals	-	-	(15,120)	-	-	(4,004)	-	-	(13,979)	(33,103)
Adjustments*	-	-	(19,512)	3,672	-	-	-	15,840	-	-
Prior period depreciation #	-	-	1,224	-	-	-	-	38,208	-	39,432
At 31 March 2012	-	4,283,046	4,281,498	2,255,265	346,447	2,986,008	310,129	545,302	7,656	15,015,351
Impairment loss										
At 01 July 2010	-	-	-	-	-	-	-	-	-	-
Charge for the year	-	-	1,812,489	-	-	-	-	-	-	1,812,489
At 31 March 2011	-	-	1,812,489	-	-	-	-	-	-	1,812,489
At 01 April 2011	-	-	1,812,489	-	-	-	-	-	-	1,812,489
Charge for the year	-	-	-	-	-	-	-	-	-	-
At 31 March 2012	-	-	1,812,489	-	-	-	-	-	-	1,812,489
Net block										
At 31 March 2011	-	-	1,053,612	141,960	114,206	10,121	253,378	1,019,066	-	2,592,343
At 31 March 2012	1,908,278	23,985,647	7,666,792	708,606	2,304,828	1,387,605	196,121	903,955	18,444	39,080,276

ii) Intangible assets

	Software	Goodwill	Total
Gross block(at cost)			
At 01 July 2010	-	8,500,000	8,500,000
Addition	-	-	-
Deduction/ adjustments	-	-	-
At 31 March 2011	-	8,500,000	8,500,000
At 01 April 2011	-	8,500,000	8,500,000
Addition due to newly subsidiary introduced	643,120	-	643,120
Addition	252,073	-	252,073
Deduction/ adjustments	-	-	-
At 31 March 2012	895,193	8,500,000	9,395,193
Amortisation			
As at 30/06/2010	-	-	-
Charge for the year	-	-	-
Deduction/ adjustments	-	-	-
Adjustment on impairment	-	8,500,000	8,500,000
At 31 March 2011	-	8,500,000	8,500,000
At 01 April 2011	-	8,500,000	8,500,000
Addition due to newly subsidiary introduced	397,633	-	397,633
Charge for the year	108,019	-	108,019
Deduction/ adjustments	-	-	-
Adjustment on impairment	-	-	-
At 31 March 2012	505,652	8,500,000	9,005,652
Net block			
At 31 March 2011	-	-	-
At 31 March 2012	389,541	-	389,541

Note:

In previous period, there was an impairment loss on fixed assets amounting to Rs. 10,312,489, comprises of Goodwill Rs. 8,500,000 and Plant and Machinery Rs. 1,812,489 on the basis of review carried out by the management in accordance with Accounting Standard (AS) - 28 "Impairment of Assets".

In previous period, certain items of plant and machinery were identified and transferred from fixed assets to assets held for disposal amounted to Rs. 1,456,921 at book value, which management considers to be a realizable value.

It includes borrowing cost capitalised of Rs. 600,824 (Previous year Rs. 151,341).

* Upto previous year, Furniture and Fixtures and certain portion of Computers were wrongly clubbed under the head Plant and Machinery and depreciated at the rate of Plant and Machinery instead of at the rate of Furniture and Fixtures and Computers. Thus, during the year, the same has been rectified and error in calculation of depreciation pertaining to earlier years were reflected as Prior period depreciation.

Kaiser Press Limited

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

14 NON CURRENT INVESTMENTS

Particulars	As at 31/03/2012 (Rs.)	As at 31/03/2011 (Rs.)
Trade Investments (valued at cost unless stated otherwise)		
Un-quoted equity instrument		
Investment in associate company		
Nil (Previous year 1,300,000) Equity shares of Rs. 10 each fully paid in Xicon International Limited	-	40,749,200
248,398 (Previous year 248,398) Equity shares of Rs. 10 each fully paid up in Heat Trace Xicon Limited (includes goodwill of Rs. 359,708 arising on acquisition of shares)	2,341,002	-
Non-trade investments (valued at cost unless stated otherwise)		
Un-quoted equity instrument		
Others		
10 (previous year 10) Equity shares of Rs. 100 each fully paid up in Lorance Investments and Trading Limited	1,000	1,000
2,200 (Previous year 2,200) Equity shares of Rs.25 each fully paid up in Thane Bharat Sahakari Bank Limited	55,000	55,000
500 (Previous year 500) Equity shares of Rs. 10 each fully paid up in New India Co-operative Bank Limited	5,000	-
Total	2,402,002	40,805,200

15 DEFERRED TAX ASSETS (NET)

Particulars	As at 31/03/2012 (Rs.)	As at 31/03/2011 (Rs.)
Deferred tax assets:		
Fixed assets: Impact of difference between tax depreciation and depreciation/amortization charged for the financial reporting.	166,143	493,891
Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes on payment basis.		
- Impact of provision for retirement benefits	168,862	146,927
- Impact of statutory payments under section 43B	18,759	2,779
Provision for doubtful advances	169,301	-
Impact of unabsorbed business loss and unabsorbed depreciation	2,854,630	3,565,605
Total	3,377,695	4,209,202

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

16 LONG-TERM LOANS AND ADVANCES

Particulars	As at 31/03/2012 (Rs.)	As at 31/03/2011 (Rs.)
(Unsecured, considered good unless otherwise stated)		
Security deposits	1,836,973	484,140
Prepaid expenses	56,514	-
Balances with statutory / government authorities	4,810,505	-
Advances recoverable in cash or in kind or for value to be received	547,899	547,899
Less: Provision for doubtful advances	(547,899)	-
	-	-
Other loans and advances		
- Advance income tax (withholding tax)	-	88,737
Total	6,703,992	1,120,776

17 OTHER NON-CURRENT ASSETS

Particulars	As at 31/03/2012 (Rs.)	As at 31/03/2011 (Rs.)
(Unsecured, considered good)		
Margin money deposits	1,357,991	2,015,495
Preliminary expenses (to the extent not written off)	116,280	-
	1,474,271	2,015,495

18 INVENTORIES

Particulars	As at 31/03/2012 (Rs.)	As at 31/03/2011 (Rs.)
Inventories (valued at lower of cost and net realizable value)		
Raw materials	10,898,927	2,223,965
Work-in-progress	982,562	362,216
Finished goods	359,292	493,827
Total	12,240,781	3,080,008

19 TRADE RECEIVABLES

Particulars	As at 31/03/2012 (Rs.)	As at 31/03/2011 (Rs.)
Unsecured, considered good		
Trade receivables outstanding for a period exceeding six months from the date they are due for payment	13,643,191	24,582,694
Trade receivables outstanding for a period less than six months from the date they are due for payment	82,325,143	3,912,789
Total	95,968,334	28,495,483

Kaiser Press Limited

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

20 CASH AND BANK BALANCES

Particulars	As at 31/03/2012 (Rs.)	As at 31/03/2011 (Rs.)
Cash and cash equivalents		
Cash on hand	997,985	254,277
Balances with banks:		
- in current accounts	2,003,190	3,077,064
- in margin money accounts	1,185,388	-
Other bank balances		
- Margin money deposits with original maturity of more than 3 months but less than 12 months	5,928,074	-
Total	10,114,637	3,331,341

21 SHORT-TERM LOANS AND ADVANCES

Particulars	As at 31/03/2012 (Rs.)	As at 31/03/2011 (Rs.)
(Unsecured, considered good)		
Advances recoverable in cash or in kind or for value to be received	620,101	30,000
Prepaid expenses	598,914	8,556
Other deposits	349,300	-
Other loans and advances		
- Balances with statutory / government authorities	433,104	122,599
Total	2,001,419	161,155

22 OTHER CURRENT ASSETS

Particulars	As at 31/03/2012 (Rs.)	As at 31/03/2011 (Rs.)
Dividend receivable	-	8,250
Receivable against sale of assets	815,625	-
Preliminary expenses (to the extent not written off)	38,760	-
Total	854,385	8,250

Kaiser Press Limited

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

23 REVENUE FROM OPERATIONS

Particulars	Current Year ended 31 March 2012 (Rs.)	Previous Period ended 31 March 2011 (Rs.)
Sale of goods	143,155,673	31,675,018
Sale of services		
- Job work charges	5,176,716	6,011,800
- Erection and other services	20,041,475	-
- Repacking & painting	4,635,663	-
- Others	234,812	-
Other operating income		
- Duty drawback received	152,000	-
- Export incentive received	-	71,341
- Sale of scrap	124,460	-
Less: Excise duty	(1,859,461)	-
Total	171,661,338	37,758,159

Details of goods sold	Current Year ended 31 March 2012 (Rs.)	Previous Period ended 31 March 2011 (Rs.)
Compounding of heat shrinkable accessories and joining kits	42,561,431	28,565,200
Temperature maintenance cables	5,460,938	-
Books, periodicals and magazines	322,512	371,589
Printed articles of stationery	2,386,810	1,529,759
Paper labels	577,662	-
Self adhesive paper labels	1,596,623	971,057
Wrapper	1,004,215	-
Others	89,245,482	237,413
Total	143,155,673	31,675,018

24 OTHER INCOME

Particulars	Current Year ended 31 March 2012 (Rs.)	Previous Period ended 31 March 2011 (Rs.)
Dividend income	650	12,650
Interest income	639,878	98,664
Income tax refund	-	366,654
Profit on sale of fixed assets	150,819	128,474
Foreign exchange gain	1,187,056	-
Miscellaneous income	449,374	938,513
Sundry balances written back (net)	618	33,945
Total	2,428,395	1,578,900

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

25 COST OF MATERIALS CONSUMED

Particulars	Current Year ended 31 March 2012 (Rs.)	Previous Period ended 31 March 2011 (Rs.)
Inventory at the beginning of the year (includes opening inventories of newly introduced subsidiary of Rs. 8,306,688)	10,530,653	2,530,554
Add: Purchases	22,906,095	26,631,073
	33,436,748	29,161,627
Less: Inventory at the end of the year	(10,898,927)	(2,223,965)
Total	22,537,821	26,937,662

a) Raw materials consumed / sold

Particulars	Current Year ended 31 March 2012 (Rs.)	Previous Period ended 31 March 2011 (Rs.)
M S Angle	2,983,336	-
Rubber Synthetic	2,949,730	3,091,634
CS Seamless Pipe	2,718,472	-
Compound LDPE	574,109	665,723
H. R. Plate	1,921,874	-
EVA	1,835,054	1,733,261
ERW Pipe C class	1,037,455	-
Others	8,517,791	21,447,044
Total	22,537,821	26,937,662

b) Imported and Indigenous break up of Raw materials consumed / sold

Particulars	Current Year ended 31 March 2012 (Rs.)	Previous Period ended 31 March 2011 (Rs.)
Imported	2,297,948	-
Indigenous	20,239,873	26,937,662
Total	22,537,821	26,937,662

c) Details of goods purchased

Particulars	Current Year ended 31 March 2012 (Rs.)	Previous Period ended 31 March 2011 (Rs.)
Rubber Synthetic	3,042,191	3,042,191
Bolt, Nut and Washer	1,106,080	-
M S Angle	2,874,454	-
CS Seamless Pipe	2,729,967	-
H. R. Plate	2,739,006	-
EVA	1,920,597	1,920,597
Others	8,493,800	21,668,285
Total	22,906,095	26,631,073

d) Details of closing inventories

Particulars	Current Year ended 31 March 2012 (Rs.)	Previous Period ended 31 March 2011 (Rs.)
Heat Tracer	3,472,084	-
H. R. Plate	817,132	-
RTSF	810,547	600,817
Insulation, cladding & accessories	707,845	-
M S Plate Flange	618,694	-
Others	4,472,625	1,623,148
Total	10,898,927	2,223,965

Kaiser Press Limited

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

26 PURCHASE OF STOCK IN TRADE

Particulars	Current Year ended 31 March 2012 (Rs.)	Previous Period ended 31 March 2011 (Rs.)
Insulation, Cladding & Accessories	26,747,427	-
Tubing	19,172,398	-
Heat Tracer	5,416,529	-
Others	6,216,188	-
Total	57,552,542	-

27 CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK-IN-PROGRESS

Particulars	Current Year ended 31 March 2012 (Rs.)	Previous Period ended 31 March 2011 (Rs.)
Closing stock of finished goods	359,292	493,827
Closing stock of stock in process	982,562	362,216
(A)	1,341,854	856,043
Opening stock of finished goods	(493,827)	(277,075)
Opening stock of stock in process (includes opening inventories of newly introduced subsidiary of Rs. 1,123,372)	(1,485,588)	(157,805)
(B)	(1,979,415)	(434,880)
(A-B)	637,561	(421,163)

Details of closing stock of stock in process

Particulars	Current Year ended 31 March 2012 (Rs.)	Previous Period ended 31 March 2011 (Rs.)
Pump	400,000	-
Strianer	109,233	-
Compound	-	103,740
Others	473,329	258,476
Total	982,562	362,216

Details of closing stock of finished goods

Particulars	Current Year ended 31 March 2012 (Rs.)	Previous Period ended 31 March 2011 (Rs.)
Compound	-	112,369
RART	92,820	92,820
Lead sheet	45,533	-
SCR	53,932	53,932
Others	167,007	234,706
Total	359,292	493,827

Kaiser Press Limited

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

28 EMPLOYEE BENEFITS EXPENSE

Particulars	Current Year ended 31 March 2012 (Rs.)	Previous ended 31 March 2011 (Rs.)
Salaries, bonus and allowances	17,351,166	2,522,642
Contributions to provident and other fund	1,294,474	180,302
Staff welfare expenses	462,936	140,199
Total	19,108,576	2,843,143

29 FINANCE COSTS

Particulars	Current Year ended 31 March 2012 (Rs.)	Previous ended 31 March 2011 (Rs.)
Interest expense	3,738,151	50,329
Other borrowing cost	1,097,740	-
Total	4,835,891	50,329

30 DEPRECIATION AND AMORTISATION EXPENSES

Particulars	Current Year ended 31 March 2012 (Rs.)	Previous ended 31 March 2011 (Rs.)
Depreciation on tangible assets	3,576,599	494,639
Amortisation on intangible assets	108,019	-
Total	3,684,618	494,639

31 OTHER EXPENSES

Particulars	Current Year ended 31 March 2012 (Rs.)	Previous ended 31 March 2011 (Rs.)
Stores, spares, packing materials and consumables consumed	9,703,849	-
Carriage inward	4,059,529	373,538
Power and fuel	1,454,518	477,740
Material transportation charges	388,688	143,135
Subcontractor charges	11,524,602	-
Callibration charges	46,730	-
Equipment hire charges	1,994,495	-
Printing charges	-	-
Labour charges	5,431,625	1,918,994
Processing charges	725,210	349,465
Repairs and maintenance:		
- Building	507,330	-
- Plant and machinery	441,351	-
- Others	700,274	133,377
Insurance charges	319,461	7,271
Office expenses	658,443	-
Rent, Rates and taxes	4,878,833	1,063,355
Communication expenses	866,302	85,864
Travelling and conveyance	5,489,422	443,025
Exchange rate difference	-	130,613
Printing and stationery	641,769	43,211
Security charges	969,886	383,802
Advertising and sales promotion	392,831	48,977
Bank charges	127,700	261,571
Legal and professional fees	2,502,052	582,275
Provision for doubtful advances	547,899	-
Payment to auditor (Refer details below)	669,390	384,396
Sundry balance written off	37,682	123,360
Miscellaneous expenses	1,102,723	196,357
Total	56,182,594	7,150,326

Kaiser Press Limited

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

Note : Payment to auditor

Particulars	Current Year ended 31 March 2012 (Rs.)	Previous Period ended 31 March 2011 (Rs.)
As auditor		
Audit fee	412,473	233,100
Tax audit fee	61,826	20,000
Limited review	46,152	33,680
In other capacity		
Taxation matters	69,944	38,605
Other services (certification fees)	99,412	59,011
Total	689,807	384,396

32 PRIOR PERIOD EXPENSES

Particulars	Current Year ended 31 March 2012 (Rs.)	Previous Period ended 31 March 2011 (Rs.)
Prior period depreciation on		
- Furniture	1,224	-
- Computers	38,208	-
		-
Purchases of raw material	-	19,570
Printing charges	-	9,856
Plate making charges	-	3,528
Binding charges	-	809
Other manufacturing expenses	-	810
Rates and taxes	-	1,484
Total	39,432	36,057

33 EXTRA-ORDINARY ITEMS (NET)

Particulars	Current Year ended 31 March 2012 (Rs.)	Previous Period ended 31 March 2011 (Rs.)
Compensation for negotiated settlement	-	5,500,000
Legal expenses	-	(161,000)
Impairment loss on fixed assets	-	(10,312,489)
Total	-	(4,973,489)

Kaiser Press Limited

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

34 CONTINGENT LIABILITIES

Particulars	Current Year ended 31 March 2012 (Rs.)	Previous Period ended 31 March 2011 (Rs.)
Guarantees given by bankers on behalf of the Company	21,005,686	-
Letter of credit	2,922,000	-
Total	23,927,686	-

35 XICON International Limited is a Monthly Tenant in respect of Cookvel Building Andheri (East) and was occupying area of 360 Sq.Mtr. and godown of 56.5 Sq. Mt. at a monthly rent of Rs.9,000/- per month in terms of a tenancy agreement dated 11.02.2000. The balance of deposit lying with the landlord, as on March 2010 is Rs. 56.20 Lakhs. By the order of the Chief Metropolitan Magistrate under the provisions of the Securitisation and the Reconstruction of Financial Assets and Enforcement of Security Interest Act 2002, the Company was dispossessed on a petition filed by The Kalyan Janata Sahakari Bank Ltd to whom the property was mortgaged by the purchaser of the rights of the company's landlord. The Company had filed a Writ Petition against the same in the High Court of Bombay. The High Court vide their Order dated 19.08.2005 had not granted any Interim relief prayed and the suit is still pending. Since there was no movement in the case for more than five years and due to the uncertainty of its outcome, in the previous year, the management had decided to write off the deposit paid.

36 Details of contract revenue and costs as per Accounting Standard (AS) - 7 "Construction Contracts".

Particulars	Current Year ended 31 March 2012 (Rs.)	Previous Period ended 31 March 2011 (Rs.)
Contract revenue recognised during the year	11,838,811	-
Advances received for contracts in progress	1,495,000	-
Retention money for contracts in progress	1,218,250	-
Gross amount due from customers for contract work (asset)	9,755,722	-
Total	24,307,783	-

37 RELATED PARTY DISCLOSURES:

i Related party relationships:

Associate Company	Xicon International Limited (upto 30.04.2011) Heat Trace Xicon Limited (w.e.f. 01.05.2011) Heat Trace Limited, U.K.
Key management personnel	Mr. Jehangir R Patel (Chairman and Managing Director) Mr. B L Arora (Whole Time Director) Mr. Albert Thomas (Director) Mr. P. P. Sukthakar (Director) Mr. Durga Prasad Rao (Director) Mr. R. G. Kodialbail (Vice President)
Relative of Key management personnel	Ms. Makki R Patel Ms. Simin J Patel Ms. Veera J Patel Ms. Nupuri P. Sukthakar
Enterprises owned or significantly influenced by key management personnel or their relatives	Kaiser-E-Hind Private Limited Kaiser Arts Private Limited Parsiana Publications Private Limited

Notes:

- a The related party relationships have been determined on the basis of the requirements of the Accounting Standard (AS) - 18 'Related Party Disclosures' and the same have been relied upon by the auditors.
- b The relationships as mentioned above pertain to those related parties with whom transactions have taken place during the current year and previous period, except where control exist, in which case the relationships have been mentioned irrespective of transactions with the related party.

Kaiser Press Limited

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

37 RELATED PARTY DISCLOSURES:

ii Details of related party transactions are as follows:

Sr.No	Particulars	Associate Company		Key management personnel		Relatives of key management personnel		Enterprise in which key management personnel or their relatives has significant influence		Total	
		Current year ended	Previous period ended	Current year ended	Previous period ended	Current year ended	Previous period ended	Current year ended	Previous period ended	Current year ended	Previous period ended
		31 March 2012	31 March 2011	31 March 2012	31 March 2011	31 March 2012	31 March 2011	31 March 2012	31 March 2011	31 March 2012	31 March 2011
Related Party Transactions											
1	Sale of printed articles										
	Parsiana Publications Private Limited	-	-	-	-	-	-	-	26,506	-	26,506
2	Purchases									789,187	147,189
	Kaiser Arts Private Limited	-	-	-	-	-	-	33,075	147,189	33,075	147,189
	Heat Trace Limited, U.K.	756,112	-	-	-	-	-	-	-	756,112	-
3	Short term borrowings (Un-secured)										6,430,030
	Kaiser Arts Private Limited	-	-	-	-	-	-	-	809,830	-	809,830
	Kaiser-E-Hind Private Limited	-	-	-	-	-	-	-	5,500,000	-	5,500,000
	Simin J Patel	-	-	-	-	-	80,000	-	-	-	80,000
	Jehangir R. Patel	-	-	-	40,200	-	-	-	-	-	40,200
4	Repayment of short term borrowings										11,867,000
	Kaiser-E-Hind Private Limited	-	-	-	-	-	-	-	5,600,000	-	5,600,000
	Kaiser Arts Private Limited	-	-	-	-	-	-	-	615,000	-	615,000
	Makki R. Patel	-	-	-	-	-	1,922,000	-	-	-	1,922,000
	Veera J. Patel	-	-	-	-	-	60,000	-	-	-	60,000
	Simin J. Patel	-	-	-	-	-	230,000	-	-	-	230,000
	Jehangir R. Patel	-	-	-	3,440,000	-	-	-	-	-	3,440,000
5	Short term loans and advances received back										319,193
	Kaiser Arts Private Limited	-	-	-	-	-	-	-	319,193	-	319,193
6	Interest on loan										20,900
	Simin J. Patel	-	-	-	-	-	15,500	-	-	-	15,500
	Veera J. Patel	-	-	-	-	-	5,400	-	-	-	5,400
7	Car rent paid										288,000
	Nupuri P. Sukthankar	-	-	288,000	-	-	-	-	-	-	288,000
8	Director's remuneration										4,791,518
	B. L. Arora	-	-	858,507	457,824	-	-	-	-	858,507	457,824
	Albert Thomas	-	-	434,668	332,701	-	-	-	-	434,668	332,701
	P.P. Sukthankar	-	-	585,000	-	-	-	-	-	585,000	-
	Durga Prasad Rao	-	-	1,312,766	-	-	-	-	-	1,312,766	-
	R. G. Kodialbail	-	-	1,600,577	-	-	-	-	-	1,600,577	-
9	Reimbursement of expenses										161,000
	Kaiser-E-Hind Private Limited	-	-	-	-	-	-	-	161,000	-	161,000
Related party balances at the year end											
1	Short term borrowings (Un-secured)										194,830
	Kaiser Arts Private Limited	-	-	-	-	-	-	194,830	194,830	194,830	194,830
2	Trade receivables										23,684
	Parsiana Publications Private Limited	-	-	-	-	-	-	-	23,684	-	23,684
3	Trade payables										161,000
	Kaiser-E-Hind Private Limited	-	-	-	-	-	-	-	161,000	-	161,000

Kaiser Press Limited
Notes to the Consolidated financial statements for the year ended 31 March 2012

38 SEGMENT INFORMATION:

The Group had three primary business segments which are as follows;

Kaiser Press Limited

Printing of labels, packaging materials, Magazines and articles of stationery

PowerTel Engineering Private Limited

Sale of compounding for heat shrinkable accessories and jointing kits

Xicon International Limited

Turnkey Project Management and Engineering services.

REPLXICON Engineers Private Limited

Manufacturer, dealer, trader, importer and exporter of cable accessories for power & telecom

A. Information about Primary (Product Wise) Segment:

(Amount in Rs.)			
Sr. No.	Particulars	31 March 2012	31 March 2011
1	Segment revenue		
	Revenue from operations		
	a) Printing	7,018,912	3,911,068
	b) Heat Shrinkable accessories and joining kits	47,890,147	34,648,341
	c) Infrastructure Project	117,552,279	-
	d) Others	-	-
		172,461,338	38,559,409
	Less : Inter segment revenue	800,000	801,250
	Net Revenue from Operations	171,661,338	37,758,159
2	Result		
	Segment result before Finance cost and Tax		
	a) Printing	1,031,781	769,953
	b) Heat Shrinkable accessories and joining kits	1,960,450	1,526,442
	c) Infrastructure Project	11,790,590	-
	d) Others	(474,992)	-
		14,307,829	2,296,395
	Less: Finance costs	4,835,891	50,329
	Profit / (Loss) before tax and extra-ordinary items	9,471,938	2,246,066
	Extra ordinary items	-	(4,973,489)
	Profit / (Loss) before tax and minority interest	9,471,938	(2,727,423)
	Add / (Less) :		
	Provision for current tax	(1,400,000)	(225,000)
	Provision for deferred tax	(1,118,877)	945,856
	Prior period tax adjustment	7,126	(110,508)
	Profit / (Loss) after tax and before minority interest	6,960,187	(2,117,075)
	Share of profit of associates for the year	(1,380,316)	1,721,511
	Minority Interest for the year	(1,837,973)	(158,552)
	Adjustment on account of further investment in subsidiary company	253,210	
	Profit for the year	3,995,108	(554,116)

Kaiser Press Limited
Notes to the Consolidated financial statements for the year ended 31 March 2012

3	Other information		
	Segment assets		
	a) Printing	5,876,807	47,580,179
	b) Heat Shrinkable accessories and joining kits	37,165,965	35,398,056
	c) Infrastructure Project	128,309,961	-
	d) Others	1,047,458	-
		172,400,191	82,978,235
	Add: unallocable common assets	24,746,269	4,297,939
	Total assets	197,146,460	87,276,174
	Segment liabilities		
	a) Printing	1,305,656	1,396,562
	b) Heat Shrinkable accessories and joining kits	32,589,555	30,357,682
	c) Infrastructure Project	37,394,270	-
	d) Others	373,650	-
		71,663,131	31,754,244
	Add: unallocable common liabilities	1,508,097	-
	Total liabilities	73,171,228	31,754,244
	Capital Expenditure during the year		
	a) Printing	27,167	28,594
	b) Heat Shrinkable accessories and joining kits	633,195	1,295,804
	c) Infrastructure Project	10,541,395	-
	d) Others	49,946	-
	Total Capital Expenditure	11,251,703	1,324,398
	Depreciation and amortisation		
	a) Printing	36,815	290,296
	b) Heat Shrinkable accessories and joining kits	369,104	204,343
	c) Infrastructure Project	3,170,680	-
	d) Others	-	-
	Total Depreciation and amortisation	3,576,599	494,639
	Other non-cash expenditure	-	-

B. Geographical Segments

Sr. No.	Particulars	Geographical segments		
		Outside India	Within India	Total
i.	Segment Revenue			
	Sales (net)	7,854,000	163,807,338	171,661,338
		-	(37,758,159)	(37,758,159)
ii.	Carrying amount of assets by geographical Location of Assets			
	Segment Assets	-	197,146,460	197,146,460
		-	(87,276,174)	(87,276,174)
iii.	Additions to fixed assets and capital work-in-progress	-	11,201,757	11,201,757
		-	(1,324,398)	(1,324,398)

Kaiser Press Limited

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

39 Retirement Benefits

a Post-employment benefit plans

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

For defined benefit schemes, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at each balance sheet date. Actuarial gains and losses are recognized in full in the Statement of Profit and Loss for the period in which they occur. Past service cost is recognized immediately to the extent that the benefits are already vested, and otherwise is amortized on a straight line basis over the average period until the benefits become vested.

The retirement benefit obligations recognized in the balance sheet represents the present value of the defined benefit obligations as adjusted for unrecognized past service cost.

b Short-term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognized during the period when the employee renders the service.

c The following table sets out the unfunded status of the gratuity plan, compensated leave absences and the amounts recognized in the Company's financial statements as at 31 March 2012

Particulars	Year ended 31 March 2012		Year ended 31 March 2011	
	Gratuity	Leave Encashment (unfunded)	Gratuity	Leave Encashment (unfunded)
Reconciliation of liability recognized in the Balance sheet				
Present value of commitments	1,248,253	576,983	1,240,147	455,616
Fair value of plans				
Net liability in the Balance sheet	1,248,253	576,983	1,240,147	455,616
Movement in net liability recognized in the Balance sheet				
Net liability at the beginning of the year	1,240,147	455,616	1,050,099	421,311
Net expense to be recognized in the Profit and Loss account	19,215	141,617	393,790	92,099
Contribution during the year	(11,109)	(20,250)	(203,742)	(57,794)
Net liability at the end of the year	1,248,253	576,983	1,240,147	455,616
Expense recognized in the Profit and Loss account				
Current service cost	122,205	190,608	107,389	120,538
Interest cost	99,212	36,976	84,008	31,393
Expected return on plan assets	(95,120)	-	(99,230)	-
Actuarial (gains)/ losses	(156,733)	(85,967)	407,459	(59,832)
Credit for excess fair value of plan assets at the beginning of the year	11,311	-	(105,836)	-
Net Expense to be charged to the Profit and Loss account	(19,125)	141,617	393,790	92,099
Return on plan assets				
Expected return on plan assets	95,120	-	99,230	-
Actuarial (gains)/ losses	-	-	-	-
Actual return on plan assets	-	-	-	-
Reconciliation of defined-benefit commitments				
Commitments as at beginning of the year	1,240,147	455,616	1,050,099	421,311
Current service cost	122,205	190,608	107,389	120,538
Interest cost	99,212	36,976	84,008	31,393
Paid benefits	(56,538)	(20,250)	(408,808)	(57,794)
Actuarial (gains)/ losses	(56,538)	(85,967)	407,459	(59,832)
Commitments at the end of the year	1,248,253	576,983	1,240,147	455,616
Reconciliation of plan assets				
Plan assets as at beginning of the year	846,357	-	1,155,935	-
Expected return on plan assets	95,120	-	99,230	-
Contributions during the year	382,529	-	-	-
Paid benefits	(56,538)	-	(408,808)	-
Actuarial (gains)/ losses	-	-	-	-
Plan assets as at the end of the year	1,267,468	-	846,357	-

The actuarial calculations used to estimate commitments and expenses in respect of leave encashment are based on the following assumptions which if changed, would affect the commitment's size, funding requirements and expense.

Particulars				
Discount rate	8%	8.30%	8%	8.70%
Expected return on plan assets	99,230	NIL	95,210	NIL
Expected rate of salary increase	5%	7%	5%	7%
Mortality		LIC (1994-96) Ultimate		LIC (1994-96) Ultimate

Kaiser Press Limited**Notes to the Consolidated financial statements for the year ended 31 March 2012****40 Lease****Operating lease payment:**

The Company has entered into eight lease agreements for use of premises, which is in the nature of operating lease.

The future minimum lease payments under the non-cancelable operating are as follows:-

Particulars	As at 31/03/2012 (Rs.)	As at 31/03/2011 (Rs.)
Not later than one year	722,544	-
Later than one year and not later than five years	1,436,340	-
Later than five years	-	-

The amount of minimum lease payments with respect to the above lease recognised in the profit and loss account for the year is Rs. 784,368 (previous year Rs. Nil).

41 Differences in accounting policy for depreciation:

Depreciation on fixed assets relating to the subsidiary company, Xicon International Limited has been provided on Written Down Value Method as against Straight Line Method followed by the Company. Depreciation for the year includes Rs. 3,170,680 (previous year Rs. Nil) calculated on such basis. The net block included in the consolidated financial statements in this respect as at 31 March 2012 is Rs. 36,222,976 (as at 31 March 2011 Rs. Nil).

Kaiser Press Limited

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

42 EARNINGS PER SHARE:

Particulars		As at 31/03/2012	As at 31/03/2011
i)	Net profit/ (loss) after tax, before prior period expenses and extra-ordinary items (net of tax expenses) as per statement of profit and loss for basic earnings / loss per share (Rs.)	4,034,540	4,613,982
ii)	Net profit/ (loss) after tax, before prior period expenses and extra-ordinary items (net of tax expenses) as per statement of profit and loss for diluted earnings / loss per share (Rs.)	4,034,540	4,613,982
iii)	Extra-ordinary items	-	(4,973,489)
iv)	Net profit/ (loss) after tax and after extra-ordinary items and minority interest available for basic earnings / loss per share (ii-iv) (Rs.)	4,034,540	(359,507)
vi)	Net profit/ (loss) after tax and after extra-ordinary items and minority interest available for diluted earnings / loss per share (ii-iv) (Rs.)	4,034,540	(359,507)
vii)	Weighted average number of equity shares outstanding during the year for basic earnings / loss per share (No.of shares)	5,126,757	5,051,600
viii)	Weighted average number of equity shares outstanding during the Year for diluted earnings / loss per share (No. of shares)	5,126,757	5,145,473
ix)	Basic earnings / loss per share excluding extra-ordinary items (Rs.) (ii/vii)	0.79	0.88
x)	Diluted earnings / loss per share excluding extra-ordinary items (Rs.) (iii/viii)	0.79	0.87
xi)	Basic earnings / (loss) per share including extra-ordinary items (Rs.) (v/vii)	0.79	(0.10)
xii)	Diluted earnings / (loss) per share including extra-ordinary items (Rs.) (v/viii)	0.79	(0.10)
xiii)	Nominal value of share (Rs.)	10	10

Note : In previous period, as per para 28 of Accounting Standard (AS) - 20 'Earning Per Share', for the purpose of calculation of earning per share, share application money pending for allotment or any advance share application money as at the balance sheet date, which is not statutorily required to be kept separately and is being utilised in the business of the enterprise, is treated in the same manner as dilutive potential equity shares for the purpose of calculation of diluted earnings per share.

43 The Company is yet to appoint a Company Secretary as required under Section 383A of the Companies Act, 1956, as such the accounts have not been signed by a Company Secretary.

44 Till the period ended 31 March 2011, the Company was using pre-revised Schedule VI of the Companies Act, 1956 for the preparation and presentation of its financial statements. During the year ended 31 March 2012, the revised schedule VI notified under the Companies Act, 1956 has become applicable to the Company. Therefore, the Company has reclassified previous period figures to conform to the current year's presentation.

45 During the previous period, the Company had changed its financial year from 30 June to 31 March. As such, the previous period was of nine months i.e. from 01 July 2010 to 31 March 2011 as compared to current year of twelve months i.e. from 01 April 2011 to 31 March 2012 and hence, the current year's figures are not comparable with the figures of the previous period.

FOR SURESH SURANA & ASSOCIATES
Chartered Accountants

(Ramesh Gupta)
PARTNER
Membership No. 102306

Mumbai; Dated: 27/08/2012

On behalf of the Board of Directors

Jehangir. R. Patel
Chairman and Managing Director

Bhushanlal Arora
Director

Anagha Korde
Director

Mumbai ; Dated : 27/08/2012

AUDITOR'S REPORT

To
The Members of
POWERTEL ENGINEERING PRIVATE LIMITED

1. We have audited the attached Balance Sheet of POWERTEL ENGINEERING PRIVATE LIMITED as at 31st March 2012 and also the Statement Profit & Loss Account for the year ended on that date annexed thereto. 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 statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditors Report) Order, 2003, as amended by the Companies (Auditor's Report) (Amendment) Order 2004, (hereinafter referred to as the Order) issued by the Company Law Board in terms of Section 227 (4A) of the Companies Act, 1956, as amended, we enclose in the Annexure, a statement on the matters specified in the paragraph 4 and 5 of the said order.
4. Further to our comments in Annexure referred to in Paragraph above, we report that:
 - (a) We have obtained all the information and explanations which, to the best of our knowledge and belief are necessary for the purposes of our audit.
 - (b) In our opinion, the Company has kept proper Books of Accounts as required by law so far, as appears from our examination of the Books of the Company.
 - (c) The Balance Sheet and Statement of Profit and Loss Account dealt with by this report are in agreement with the Books of Accounts of the Company.
 - (d) In our opinion, the Statement of Profit and Loss Account and Balance Sheet comply with the Accounting Standards referred to in the sub-section (3C) of Section 211 of the Companies Act, 1956.
 - (e) On the basis of written representations received from the directors, as on 31st March 2012, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March 2012 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
 - (f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the Notes thereon give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.
 - i) In case of the Balance Sheet of the state of affairs of the Company as at 31st March, 2012;
 - ii) In case of the Statement of Profit & Loss Account of the Profit of the Company for the year ended on that date.

For TARAL DEDHIA & CO
CHARTERED ACCOUNTANTS
FIRM REG. NO. 118082W

TARAL V. DEDHIA
PROPRIETOR
M.NO. 104798

PLACE: MUMBAI
DATE : 30th APRIL 2012

ANNEXURE REFERRED TO IN PARAGRAPH 3 OF THE AUDITOR'S REPORT OF EVEN DATE

- I) a. The Company has maintained proper records showing full particulars including quantitative details & situation of Fixed Assets.
- b. As explained to us, the management has physically verified most of the fixed assets during the year and there is a regular program of verification which, in our opinion, is reasonable having regard to the size of the Company and nature of the assets. No material discrepancies were noticed on such verification.
- c. There has been no disposal of substantial part of the fixed assets during the year, which may affect the going concern status of the company.
- II) a. The Inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- b. In our opinion the procedures of physical verification of inventories 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. No material discrepancies were noticed in physical verification between the physical stocks and the book records.
- III) The Company has neither granted/ nor taken loans to/ from parties covered in the register maintained under section 301 of the Companies Act, 1956, accordingly clause 4(iii) of the Order is not applicable to the company.
- IV) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with size of the Company and the nature of its business with regard to purchase of inventory and fixed assets and with regard to sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses
- V) In our opinion and according to the explanations given to us, we are of the opinion that there were no transactions during the year that need to be entered into the register maintained under section 301 of the Companies Act, 1956. Therefore other points of this clause are not applicable.
- VI) The company has not accepted any deposit from the public and hence the question of applicability of directives issued by the Reserve Bank of India and the provisions of section 58A & 58AA of the Companies Act, 1956 & the rules framed there under, does not arise.
- VII) In our opinion, based on the information & explanations given to us, during the year the aggregate of paid-up capital and reserves did not exceed Rs. 50 lakhs nor did the average annual turnover of preceding three financial years exceed Rs. 5 Crores. Hence company is out of purview of applicability of maintenance of Internal Audit System. Hence no reporting on internal control system is required.
- VIII) Maintenance of cost records has not been prescribed by the Central Government.
- IX) a. According to information and explanation given to us & on the basis of our examination of the records of the company, amounts deducted/accrued in the books of accounts in respect of undisputed statutory dues including Provident Fund, ESIC, Income-Tax, Sales Tax, Custom Duty, Excise Duty, Cess & other statutory material dues have been regularly deposited during the year by the company with the appropriate authorities.
- b. According to information and explanation given to us, no undisputed amount payable in respect of Provident Fund, ESIC, Income-Tax, Sales Tax, Custom Duty, Excise Duty, Cess & other statutory material dues were in arrears as at March 31, 2012 for a period of more than six Months from the date they became payable.

- X) The company does not have any accumulated losses at the end of financial year. The company has not incurred any cash losses during the financial year covered by our audit and the immediately preceding financial year.
- XI) According to the information and explanations provided by the management, we are of the opinion that the company has not defaulted in repayment of dues to Financial Institutions and Banks, which are shown outstanding in the Balance Sheet.
- XII) According to the information & explanations given to us & based on the documents and records produced before us, the company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures and other securities. As such the question of maintenance of documents and records does not arise.
- XIII) In our opinion the company is not a chit fund, nidhi or mutual benefit fund, society. Therefore the provisions of the clause 4 (xiii) of the Companies (Auditors Report) Order, 2003 are not applicable to the company.
- XIV) In our opinion the Company is not dealing or trading in shares, securities, debentures and other investments, accordingly the provisions of the clause 4 (xiv) of the Companies (Auditors Report) Order, 2003 are not applicable to the company.
- XV) According to the information and explanations given to us, the company has not given, during the year, any guarantee for loans taken by others from bank or financial institutions. As a result, the question of our commenting whether the terms & conditions are prejudicial to the interest of the Company does not arise.
- XVI) In our opinion, the term loans have been applied for the purpose for which they were raised.
- XVII) According to the information and explanations given to us, the funds raised on short term basis have not been used for long-term investment. No long term funds have been used to finance short term assets.
- XVIII) During the year 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.
- XIX) During the year the company has not issued any debentures & therefore the question of creating any security in respect thereof does not arise.
- XX) During the year the company has not made any public issue & therefore the question of disclosing the end use of money raised by public issue does not arise.
- XXI) Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the company has been noticed or reported during the year.

For TARAL DEDHIA & CO
CHARTERED ACCOUNTANTS
FIRM REG. NO. 118082W

TARAL V.DEDHIA
PROPRIETOR
MEMBERSHIP NO. 104798

PLACE: MUMBAI
DATE: 30th APRIL, 2012

**POWERTEL ENGINEERING PRIVATE LIMITED.
BALANCE SHEET AS AT 31ST MARCH 2012**

PARTICULARS	SCH. NO.	AS AT 31-03-2012	AS AT 31-03-2011
<u>EQUITIES AND LIABILITIES</u>			
Shareholders' Capital			
(a) Share capital	3	100,200	100,200
(b) Reserves and surplus	4	3,262,385	2,564,086
Non Current Liabilities			
(a) Long-term borrowings		-	-
(b) Deferred tax liabilities (net)		321,124	235,904
(c) Other long-term liabilities		-	-
(d) Long-term provisions		-	-
Current Liabilities			
(a) Short term borrowings	5	1,471,178	1,080,549
(b) Trade Payables	6	32,302,854	29,296,867
(c) Other Current Liabilities	7	571,201	1,956,164
(d) Short-term provisions	8	185,821	164,284
TOTAL		38,214,764	35,398,054
<u>ASSETS</u>			
Non Current Assets			
(a) Fixed assets			
(i) Tangible assets	9	2,706,220	2,442,129
(ii) Intangible assets			
(iii) Capital work-in-progress			
(iv) Intangible assets under development			
(v) Fixed assets held for sale			
(b) Non-current investments	10	1,000	1,000
(c) Deferred tax assets (net)			
(d) Long-term loans and advances	11	473,700	484,140
(e) Other non-current assets			
Current Assets			
(a) Current investments			
(b) Inventories	12	3,394,272	2,883,310
(c) Trade receivables	13	27,647,892	26,785,882
(d) Cash and cash equivalents	14	2,878,844	2,737,556
(e) Short-term loans and advances	15	1,112,836	64,036
(f) Other current assets		-	-
TOTAL		38,214,764	35,398,054

See Accompanying Notes Forming parts of Financial Statements

As Per Our Report of Even Date

**For TARAL DEDHIA & CO
CHARTERED ACCOUNTANTS**

**(TARAL V.DEDHIA)
PROPRIETOR**

MUMBAI, 30th April, 2012

For POWERTEL ENGINEERING PRIVATE LIMITED.

**(ALBERT THOMAS)
(DIRECTOR)**

MUMBAI, 30th April, 2012

**(SWAPAN MUKHERJEE)
(DIRECTOR)**

POWERTEL ENGINEERING PRIVATE LIMITED.
STATEMENT OF PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2012

P A R T I C U L A R S	SCH. NO.	F.Y.E. 31-03-2012	F.Y.E. 31-03-2011
A. CONTINUING OPERATIONS			
1. Revenue form Operations	17	47,738,147	46,520,004
2. Other Income	18	294,784	1,128,368
Total revenue		48,032,931	47,648,372
3. Expenses			
(a) Cost of materials consumed	19a	7,947,255	9,500,039
(b) Purchases of stock-in-trade	19b	25,293,399	26,750,420
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	19c	353,120	(498,321)
(d) Direct Expenses	19d	6,814,198	4,271,181
(d) Employee benefits expense	20	3,050,922	2,889,297
(e) Finance costs	21	149,814	206,379
(f) Depreciation and amortisation expense	9	369,104	247,438
(g) Other expenses	22	3,044,483	3,279,911
Total expenses		47,022,294	46,646,344
Profit / (Loss) before exceptional and extraordinary items and tax		1,010,636	1,002,028
Exceptional items		-	-
Profit / (Loss) before extraordinary items and tax		1,010,636	1,002,028
Extraordinary items		-	-
Profit / (Loss) before tax		1,010,636	1,002,028
Tax Expenses			
(a) Current tax expense for current year		225,000	225,000
(b) Current tax expense relating to prior years		2,117	110,508
(c) Net current tax expense		227,117	335,508
(d) Deferred tax		85,220	66,107
Profit / (Loss) from continuing operations		698,299	600,413
B. DISCONTINUING OPERATIONS			
Profit / (Loss) from discontinuing operations		-	-
C. TOTAL OPERATIONS			
Profit / (Loss) for the year		698,299	600,413

Earning Per Share (Basic & Diluted)

69.69

59.92

See Accompanying Notes Forming parts of Financial Statements

As Per Our Report of Even Date

For TARAL DEDHIA & CO
CHARTERED ACCOUNTANTS

For POWERTEL ENGINEERING PRIVATE LIMITED.

(TARAL V.DEDHIA)
PROPRIETOR

(ALBERT THOMAS)
(DIRECTOR)

(SWAPAN MUKHERJEE)
(DIRECTOR)

MUMBAI, 30th April, 2012

MUMBAI, 30th April, 2012

POWERTEL ENGINEERING PRIVATE LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENT

1. **CORPORATE INFORMATION** : Powertel Engineering Private Limited is a private limited company incorporated under the provisions of the companies Act 1956. The company is engaged in the manufacturing of heatshrinkable accessories, components & compounds mainly used in power & telecom Industry.

2. BASIS OF PREPARTION OF ACCOUNTS

- a. The financial statements have been prepared under the historical cost convention, in accordance with the generally accepted accounting policies, and the provisions of the Companies Act, 1956.
- b. Accounting policies not specifically referred to otherwise are consistent and in consonance with generally accepted accounting principles.

2.1 FIXED ASSETS

Fixed Assets are stated at cost less accumulated depreciation. The company capitalizes all direct cost relating to the acquisition and installation of fixed assets.

2.2 DEPRECIATION

Depreciation on all Fixed Assets is provided using Straight Line Method at the rates and in the manner specified in schedule XIV to the Companies Act, 1956.

Depreciation on additions during the year is provided on a pro-rata basis from the date of additions.

2.3 REVENUE RECOGNITION

Revenue incomes are recognised on the accrual basis when there is no uncertainty as to its ultimate collectability.(Sales are recognized net of returns, on dispatch of goods to the customer and are reflected in accounts net of Excise Duty, Insurance & Freight charges).

2.4 INVESTMENT

Long Term Investments are stated at cost.

2.5 VALUATION OF INVENTORIES

Inventories (other than Stores & Spares) are valued at the lower of cost or estimated net realizable value. Cost of Work-in-Progress and finish goods includes materials, labour & manufacturing overheads and other cost incurred in bringing the inventories to their present location. Stores & Spares are charged/ written off to the Manufacturing and Operating Expenses in the year of purchase.

2.6 In the opinion of the Board, the Current Assets, Loans and Advances have a value on realization in the ordinary course of business at least equal to the amount at which they are stated. The provisions for all the known liabilities have been made and are not in excess of the amount considered necessary.

2.7 AUDITORS REMUNERATION

	Current Year	Previous Year
Audit Fees	15,000/-	12,500/-
Tax Audit Fees	22,500/-	20,000/-
Income Tax Returns	13,062/-	11,620/-
	50,562/-	44,120/-

2.8 TAXES ON INCOME

Provision for current tax is made using the tax rates and laws that have been substantively enacted and applicable as of the Balance Sheet date.

Deferred Tax for timing differences between the book profit and the tax profits for the year is accounted for, using the tax rates and laws that have been substantively enacted and applicable as of the Balance Sheet date.

Deferred Tax assets arising from timing differences are recognised and carried forward only if there is reasonable certainty that they will be realised in future and reviewed for appropriateness of the respective carrying value as at the Balance Sheet date.

Material Events occurring after Balance Sheet date are taken into cognizance.

Contingent Liabilities are not provided for and disclosed by the way of Notes.

- 2.9 Estimated amount of Contract remaining to be excluded on capital accounts and not provided for (Net of advances): Rs. NIL (Previous Year Rs. NIL).
- 2.10 The information regarding supplier holding permanent registration certificate as an ancillary industrial undertaking or a small scale industrial undertaking issued by the Directorate of Industries of State or Union Territory is not available from relevant parties. In the absence of such information the amount and interest due as per the Interest on delayed payment to small and Ancillary Industries Act 1993 is not ascertainable.
- 2.11 Deferred Tax Asset/Liability
- | Deferred Tax Asset/(Liability) at the year end comprises of timing difference on account of: | Current Year (Rs.) | Previous Year (Rs.) |
|---|---------------------------|----------------------------|
| Depreciation | (85,220) | (66,107) |
- 2.12 Previous year's figure have been re-grouped, wherever necessary, so as to make them comparable.

POWERTEL ENGINEERING PRIVATE LIMITED.
Notes forming parts of financial statements

PARTICULARS		
	As at 31 March, 2012	As at 31 March, 2011
NOTE 3 : SHARE CAPITAL		
Authorised Capital		
1,00,000 Equity shares of Rs.10/-each (Previous Year 1,00,000 Equity Shares of Rs.10/- each)	1,000,000	1,000,000
Issued, Subscribed & Paid Up Capital		
10,020 (Previous Year 10,020) Equity shares of Rs. 10/- each fully paid up	100,200	100,200
	100,200	100,200
Reconciliation of the number of shares at the beginning and at the end of the reporting period		
	No of Shares	No of Shares
Opening Balance	10,020	10,020
Add : Fresh issue	-	-
Add : Bonus	-	-
Less : Buyback	-	-
Closing Balance	10,020	10,020
Details of Shares Held by the Holding Company		
Name of the Company	No of Shares	No of Shares
Kaiser Press Limited	5,110	5,110
Details of Shares Held by each Shareholder holding more than 5% Shares		
Name of the Shareholder(% of shares held)	No of Shares	No of Shares
Kaiser Press Limited(51%)	5,110	5,110
REPL Finance Limited(48.80%)	4,890	4,890
NOTE 4 : RESERVES & SURPLUS		
Surplus/(Deficit) in Statement of Profit and Loss Account		
Opening Balance	2,564,086	1,963,672
Add : Profit/(Loss) for the year	698,299	600,414
Closing Balance	3,262,385	2,564,086
NOTE 5 : SHORT TERM BORROWINGS		
Loans repayable on demand		
From Banks		
Secured	1,471,178	1,080,549
Unsecured		
From other parties		
Secured	-	-
Unsecured	-	-
	1,471,178	1,080,549
Notes:		
(i) Details of security for the secured short-term borrowings:		
Particulars		
Loans repayable on demand from banks:		
Corporation Bank Ghatkopar Branch(Cash Credit A/c.)	572,504	181,012
Corporation Bank Ghatkopar Branch(Export Packing Credit)	898,674	899,537
Total - from banks	1,471,178	1,080,549
(The Above has been secured by hypothecation of Stock)		
NOTE 6 : TRADE PAYABLES		
Trade payables:	As at 31 March, 2012	As at 31 March, 2011
Acceptances	32,302,854	29,296,867
Other than Acceptances	-	-
Total	32,302,854.15	29,296,867.00
NOTE 7 : OTHER LIABILITIES		
Statutory remittances (Contributions to PF and ESIC,Withholding Taxes,Excise Duty, VAT, Service Tax, etc.)	As at 31 March, 2012	As at 31 March, 2011
	571,201	1,956,164
Total	571,201.00	1,956,164.00

POWERTEL ENGINEERING PRIVATE LIMITED.
Notes Forming Part of Financial Statements

NOTE 8 : SHORT TERM PROVISIONS	As at 31 March, 2012	As at 31 March, 2011
	(i) Provision for tax(Net of Advance Tax & TDS)	110,321
(ii) Provision - others (Expenses)	75,500	65,401
Total	185,821.00	164,284.00

Note :9 Fixed Assets

Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK			Rate of Dep(%)	
	As at 1st April 2011	Additions during the year	Deductions / Adjustments during the year	As at 31st March 2012	As at 1st April 2011	Depreciation for the year	Depreciation on deductions	As at 31st March 2012	As at 1st April 2011		As at 31st March 2012
	(Rupees)	(Rupees)	(Rupees)	(Rupees)	(Rupees)	(Rupees)	(Rupees)	(Rupees)	(Rupees)	(Rupees)	
PLANT & MACHINERY	1,290,750	616,500	-	1,907,250	340,119	88,749	-	428,868	950,631	1,478,382	4.75
COMPUTER INSTALLATION	1,209,655	16,695	-	1,226,350	237,822	196,901	-	434,723	971,833	791,627	16.21
ELECTRICAL INSTALLATIONS	201,318	-	-	201,318	87,112	12,743	-	99,855	114,206	101,463	6.33
FURNITURE & FIXTURES	195,261	-	-	195,261	53,301	12,360	-	65,661	141,960	129,600	6.33
OFFICE EQUIPMENTS	17,288	-	-	17,288	7,167	1,094	-	8,261	10,121	9,027	6.33
MOULDS	506,250	-	-	506,250	252,872	57,257	-	310,129	253,378	196,121	11.31
TOTAL	3,420,522	633,195	-	4,053,717	978,393	369,104	-	1,347,497	2,442,129	2,706,220	
PREVIOUS YEAR	2,026,698	1,393,824	-	3,420,522	730,955	247,438	-	978,393	1,295,743	2,442,129	

Details of Addition to Fixed Assets

Particulars	DOA	Amount	Days	Dep on Add
COMPUTER INSTALLATION	12/12/2011	16,695	31/03/2012	110
		16,695		816
Plant & Machinery	24/04/2011	616,500	31/03/2012	342
		616,500		27,438

NOTE 10: NON CURRENT INVESTMENTS	As at 31 March, 2012	As at 31 March, 2011
	10 (Previous Year 10) Equity Shares of Rs. 100/- each fully paid up of Lorange Investments and Trading Limited.	1,000
Total	1,000.00	1,000.00
NOTE 11: LONG TERM LOANS & ADVANCES	As at 31 March, 2012	As at 31 March, 2011
	(b) Security deposits	
Secured, considered good	-	-
Unsecured, considered good - Deposits	473,700	484,140
Doubtful	-	-
Total	473,700	484,140
NOTE 12: INVENTORIES	As at 31 March, 2012	As at 31 March, 2011
	(As Valued & Certified by the Management)	
Raw Materials	3,063,364	2,199,282
Work - In - Process	66,803	190,201
Finished Goods	264,105	493,827
Total	3,394,272	2,883,310
NOTE 13: TRADE RECEIVABLES	As at 31 March, 2012	As at 31 March, 2011
	Trade receivables outstanding for a period exceeding six months from the date they were due for payment #	
Secured, considered good	-	-
Unsecured, considered good	8,697,542	24,578,426
Doubtful	-	-
	8,697,542	24,578,426
Other Trade receivables		
Secured, considered good	-	0
Unsecured, considered good	18,950,350	2,207,456
Doubtful	-	-
	18,950,350	2,207,456
Total	27,647,892	26,785,882
NOTE 14: CASH & CASH EQUIVALENTS	As at 31 March, 2012	As at 31 March, 2011
	Cash on Hand	110,484
(i) With Scheduled Banks on Current Account		
Global Trust Bank Ltd	-	12,896
Corporation Bank-CBCA-01/000038	10,884	10,884
Corporation Bank	331,786	179,844
Punjab National Bank Ltd - A/c. No. 234286	220,017	352,387
SBI Nhava Sheva	68,210	68,210
(ii) Margin Money Deposit		
Corporation Bank - FDR	2,018,065	1,906,097
PNB - Margin	119,398	109,398
Total	2,878,844	2,737,556

(i) Margin monies amounting to Rs.13,57,991/- (As at 31 March, 2011 Rs.12,36,023/-) have an original maturity of more than 12 months.

**POWERTEL ENGINEERING PRIVATE LIMITED.
Notes Forming Part of Financial Statements**

	As at 31 March, 2012	As at 31 March, 2011
NOTE 15: SHORT TERM LOANS & ADVANCES		
(a) Loans and advances to employees		
Secured, considered good		
Unsecured, considered good	1,078,800	30,000
Doubtful		-
	1,078,800	30,000
(b) Balances with government authorities		
Unsecured, considered good		
(i) CENVAT credit receivable	34,036	34,036
(ii) VAT credit receivable		
(iii) Service Tax credit receivable		
	34,036	34,036
Total	1,112,836	64,036
PARTICULARS		
NOTE : 17 REVENUE FROM OPERATIONS		
	As at 31 March, 2012	As at 31 March, 2011
Sales of Products	42,561,431	40,508,204
Sales of Services(Job Work Charges)	5,176,716	6,011,800
	47,738,147	46,520,004
NOTE : 18 OTHER INCOME		
	As at 31 March, 2012	As at 31 March, 2011
Duty Drawback Received	152,000	71,341
Interest on FD-Corporation Bank	124,409	106,073
Interest on FD-PNB	10,000	12,441
Other Income-Freight Recovered	-	6,414
Miscell income	8,375	932,099
	294,784	1,128,368
NOTE : 19(a) COST OF MATERIAL CONSUMED		
Raw Material Consumed		
	As at 31 March, 2012	As at 31 March, 2011
Opening Stock	2,199,282	2,829,212
Add: Purchases	8,811,337	8,870,109
Less: Closing Stock	3,063,364	2,199,282
	7,947,255	9,500,039
NOTE : 19(b) PURCHASE OF STOCK IN TRADE		
	25,293,399	26,750,420
NOTE : 19(c) CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK-IN-TRADE		
	As at 31 March, 2012	As at 31 March, 2011
Opening Stock - Finished	190,201	68,354
Opening Stock - Work in Progress	493,827	117,353
	684,028	185,707
Less : Closing Stock - Finished	66,803	190,201
Less : Closing Stock - Work in Progress	264,105	493,827
Total	353,120	(498,321)
NOTE : 19(d) DIRECT EXPENSES		
	As at 31 March, 2012	As at 31 March, 2011
Insurance Charges	13,512	15,905
Electricity Expenses (Factory)	623,540	530,630
Factory Rent	522,800	391,200
Labour Charges	5,390,410	3,189,042
Repairs & Maint. - Others	232,956	107,214
Water charges -vasai	30,980	37,190
Total	6,814,198	4,271,181
NOTE : 20 EMPLOYEES BENEFIT EXPENSES		
	As at 31 March, 2012	As at 31 March, 2011
Medical Reimbursement	65,772	53,472
Other Allowance	38,686	12,962
Overtime Expenses	1,101,984	851,270
Salaries & Wages	1,204,714	1,414,440
Leave Travel Allowance	93,000	101,165
HRA	28,764	26,161
Bonus/Ex-Gratia	67,500	71,375
Stipend	-	30
Attendance Bonus	8,700	8,750
Production Incentive	27,600	27,325
Contribution to ESIC	77,570	72,712
MLWF	648	252
Contribution to Provident fund	136,573	115,218
Staff Welfare	199,411	134,165
Total	3,050,922	2,889,297

**POWERTEL ENGINEERING PRIVATE LIMITED.
Notes Forming Part of Financial Statements**

Particulars	As at 31 March, 2012	As at 31 March, 2011
NOTE : 21 FINANCE COSTS		
CASH CREDIT- BANKS	16,029	21,715
L/c Discounting		120,035
Other Interest	39,150	
Export Packing Credit - Interest	94,635	64,629
	149,814	206,379
NOTE : 22 OTHER EXPENSES	As at 31 March, 2012	As at 31 March, 2011
Audit Fees	50,562	44,120
Advertisement - Souveniers	2,500	3,501
Bank charges	126,218	96,361
Certification Charges	5,945	2,380
Clearing Charges	-	1,088
Courier Charges	-	4,389
Diwali & Pooja Expenses	45,207	62,591
EDP Supplies / Netware / Email Charges	9,195	-
Filing Fees	24,742	28,478
General Office Expenses	6,584	19,250
Inspection Charges	-	800
Membership & Subscription	16,655	22,170
Motor Car hire charges - Others	-	30,310
Postage Charges	538	-
Printing Charges	735	4,684
Rent - Office	392,700	427,000
Service charges/Security Charges	463	383,802
Stamping charges	1,000	1,500
Stationary Charges	55,213	7,036
Sundry W/off		123,360
Sundry Expenses	82,377	-
Xerox Charges	1,513	1,650
Travelling & Conveyance	650,314	494,666
Telephone Expenses	45,630	58,285
Material Transportation Charges	388,548	392,441
Professional Fees	1,137,844	1,070,049
	3,044,483	3,279,911

AUDITORS' REPORT

To,
The Members,
XICON INTERNATIONAL LIMITED

We have audited the attached Balance Sheet of **XICON INTERNATIONAL LIMITED** as at 31st March 2012, the statement of profit and loss account and Cash flow Statements for the year ended on that date annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As required by the Companies (Auditors' Report) Order, 2003 (as amended) issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure, a statement on the matters specified in Paragraphs 4 & 5 of the said Order.

Further to our comments in the Annexure referred to above, we report that:

- (i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
- (ii) In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books.
- (iii) The Balance Sheet, the statement of Profit and Loss Account and Cash flow Statements dealt with by this report are in agreement with the books of account;
- (iv) In our opinion, the Balance Sheet, the statement of Profit and Loss Account and Cash flow statements dealt with by this report comply 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 representations received from the directors, as on 31st March 2012 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March 2012 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies' Act, 1956.
- (vi) In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies' Act, 1956, in the manner so required and read together with the notes thereon, give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March 2012;
 - (b) in the case of the statement of Profit and Loss Account, of the Profit for the year ended on that date.
 - (c) In the case of the Cash Flow Statements, of the cash flows for the year ended on that date.

For MANEK & ASSOCIATES
Chartered Accountants
Firm No: 0126679W

Mumbai
Dated: 3rd July 2012

(SHAILESH MANEK)
Proprietor
Membership No.:34925

XICON INTERNATIONAL LIMITED
Annexure to the Auditors' Report
(Referred to in paragraph 3 of our Report of even date)

- (1) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) All the assets have been physically verified by the management during the year. No material discrepancies were noticed on such verification.
- (c) The fixed assets disposed off during the year were not substantial and therefore do not affect the going concern status of the Company.
- (2) (a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- (b) The procedures of physical verification of inventories 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. The discrepancies noticed on verification between the physical stocks and the book records were not material.
- (3) The company has neither granted nor taken any loan to/from parties covered in the register maintained under section 301 of the Companies Act, 1956 and therefore, the provisions of clause 4(iii) of the order is not applicable.
- (4) In our opinion and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the company and the nature of its business with regard to purchases of inventory and fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.
- (5) (a) According to the information and explanations given to us, we are of the opinion that the particulars of contracts or arrangements referred to Section 301 of the Act have been entered in the register required to be maintained under that Section : and
- (b) In our opinion and according to the information and explanations given to us, there were transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of rupees five lakhs in respect of any party during the year. However for these transactions, for purchase of a particular item, there being no other suppliers of the required type of material, we are unable to comment upon the reasonableness of the rates charged. Further for sale of services, being a factory given on leave & license, in absence of information regarding prevalent market rates, we are unable to comment upon the reasonableness of the rates charged.
- (6) The Company has not accepted any deposits from the public and consequently the directives issued by the Reserve Bank of India, the provisions of sections 58A and 58AA or any relevant provisions of the Companies Act, 1956 and the Rules framed thereunder are not applicable.
- (7) In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
- (8) According to information and explanations given to us, the Central Government has during the year prescribed the maintenance of cost records under clause (d) of sub-section (1) of Section 209 of the Companies Act, 1956 in respect of the manufacturing /service activities carried on by the Company. The Company has to obtain a "Compliance Report" for the same, for the first time, within a period of six months from the end of the financial year. Since the prescribed period has not expired, and the company is under the process of complying the same on the reporting date, we are unable to comment on the same.
- (9) (a) The company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education protection fund, income tax, sales tax, wealth tax, service

Tax, custom duty, excise duty, cess and other material statutory dues applicable to it.

- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, sales tax, wealth tax, service tax, customs duty, excise duty and cess were in arrears, as at March 31, 2012 for a period of more than six months from the date they became payable.
- (c) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, customs duty, wealth tax, excise duty and cess which have not been deposited on account of any dispute.
- (10) The Company has no accumulated losses at the end of the financial year. The company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (11) In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to a bank. Further, the Company has not borrowed any money from a financial institution or issued any debentures and therefore, the provision of clause 4 (xi) of the Order to that extent is not applicable.
- (12) In our opinion and according to the information and explanations given to us, the company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (13) In our opinion, the company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4(xiii) of the Order are not applicable to the company.
- (14) In our opinion, the company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Order are not applicable to the company.
- (15) According to the information and explanations given to us, the company has not given guarantees for loans taken by others from banks or financial institutions.
- (16) In our opinion, the term loan has been applied for the purpose for which it was raised.
- (17) According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that no funds raised on short-term basis have been used for long-term investment.
- (18) The Company has not made preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act.
- (19) The Company has not issued any debentures. Accordingly, the provision of clause 4(xix) of the Order is not applicable.
- (20) The Company has not raised any money by way of public issue during the year.
- (21) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

For MANEK & ASSOCIATES
Chartered Accountants
Firm No: 0126679W

MUMBAI
Dated: 3rd July 2012

(SHAILESH MANEK)
Proprietor
Membership No.: 34925

XICON INTERNATIONAL LIMITED.
Balance Sheet as at 31st March, 2012

Particulars		Note No.	As at 31st March, 2012	As at 31st March, 2011
			Rupees	Rupees
A	EQUITY AND LIABILITIES			
1	Shareholders' funds			
	(a) Share capital	3	27,996,000	27,996,000
	(b) Reserves and surplus	4	31,921,567	28,758,762
	Total		59,917,567	56,754,762
2	Non-current liabilities			
	(a) Long-term borrowings	5	7,250,853	9,286,023
	(b) Deferred tax liabilities (net)	6	765,978	631,315
	(c) Long-term provisions	7	485,313	405,260
	(d) Other long term liabilities	8	50,000	50,000
	Total		8,552,144	10,372,598
3	Current liabilities			
	(a) Short-term borrowings	9	20,404,448	12,839,187
	(b) Trade payables	10	28,773,689	41,096,481
	(c) Other current liabilities	11	10,311,638	5,112,753
	(d) Short-term provisions	12	669,166	2,589,404
	Total		60,158,941	61,637,825
	TOTAL		128,628,652	128,765,185
B	ASSETS			
1	Non-current assets			
	(a) Fixed assets	13		
	(i) Tangible assets		36,222,976	29,040,912
	(ii) Intangible assets		389,541	253,126
	(iii) Capital work-in-progress		427,813	907,665
	(b) Non-current investments	14	2,583,980	2,488,980
	(c) Long-term loans and advances	15	5,593,005	3,673,599
	Total		45,217,314	36,364,282
2	Current assets			
	(a) Inventories	16	8,645,322	9,166,208
	(b) Trade receivables	17	65,547,576	72,203,647
	(c) Cash and cash equivalents	18	7,142,037	7,707,616
	(d) Short-term loans and advances	19	1,809,781	3,140,762
	(e) Other current assets	20	266,622	182,670
	Total		83,411,338	92,400,903
	TOTAL		128,628,652	128,765,185
	See accompanying notes 1 to 42 forming part of the financial statements			
In terms of our report attached.			For and on behalf of the Board of Directors	
For MANEK & ASSOCIATES CHARTERED ACCOUNTANTS FIRM NO. 0126679W			P.P. SUKTHANKAR - DIRECTOR	
SHAILESH MANEK PROPRIETOR MEMBERSHIP NO. 34925			DURGA PRASAD RAO - DIRECTOR	
Place : MUMBAI Date 3RD JULY, 2012				

XICON INTERNATIONAL LIMITED
Statement of Profit and Loss for the year ended 31st March, 2012

Particulars		Note No.	For the year ended	For the year ended
			31st March, 2012	31st March, 2011
			Rupees	Rupees
1	Revenue from operations	21	122,411,622	160,066,542
	Less: Excise duty		1,859,461	1,581,476
	Revenue from operations (net)		120,552,161	158,485,066
2	Other income	22	2,365,319	5,639,715
3	Total revenue		122,917,480	164,124,781
4	Expenses			
	(a) Cost of materials consumed	23.a	13,504,201	61,591,997
	(b) Purchases of stock-in-trade	23.b	32,455,922	20,252,872
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	23.c	115,675	(924,402)
	(d) Manufacturing cost	23.d	35,990,488	33,686,623
	(e) Employee benefits expense	24	16,360,890	16,051,548
	(e) Finance costs	25	4,983,910	2,019,521
	(f) Depreciation and amortisation expense	13	3,513,274	2,170,564
	(g) Other expenses	26	11,840,902	12,372,238
	Total expenses		118,765,261	147,220,961
5	Profit before exceptional and extraordinary items and tax		4,152,219	16,903,820
6	Profit before extraordinary items and tax		4,152,219	16,903,820
	Extraordinary items (see note 34)	27	-	(5,620,000)
7	Profit before tax		4,152,219	11,283,820
8	Tax expense:			
	(a) Current tax expense for current year		1,175,000	6,050,000
	(b) Current tax expense relating to prior years		(320,250)	(31,431)
	(c) Net current tax expense		854,750	6,018,569
	(d) Deferred tax		134,663	326,640
			989,413	6,345,209
9	Profit from operations		3,162,806	4,938,611
10	Profit for the year		3,162,806	4,938,611
	Earnings per share:			
	Basic and Diluted	41	1.13	1.76
	Earnings per share (excluding extraordinary items) :			
	Basic and Diluted	41	1.13	3.77
	See accompanying notes 1 to 42 forming part of the financial statements			
In terms of our report attached.			For and on behalf of the Board of Directors	
For MANEK & ASSOCIATES CHARTERED ACCOUNTANTS FIRM NO. 0126679W SHAILESH MANEK PROPRIETOR MEMBERSHIP NO. 34925			P.P. SUKTHANKAR - DIRECTOR DURGA PRASAD RAO - DIRECTOR	
Place : MUMBAI				
Date : 3RD JULY, 2012				

XICON INTERNATIONAL LIMITED
Cash Flow Statement for the year ended 31st March, 2012

Particulars	For the year ended 31st March, 2012		For the year ended 31st March, 2011	
	Rupees	Rupees	Rupees	Rupees
A. Cash flow from operating activities				
Net Profit after tax		3,162,806		4,938,611
<u>Add:</u>				
Depreciation and amortisation	3,513,274		2,170,564	
Provision for tax	1,309,663		6,376,640	
Extraordinary item	-		5,600,000	
(Profit) / loss on sale / write off of assets	(2,607)		191,578	
Interest expense	3,727,990		1,175,833	
Net loss on sale of investments		8,548,320		15,514,615
<u>Less:</u>				
Interest income	546,600		460,044	
Dividend income	650	(547,250)	650	(460,694)
Operating profit before working capital changes		11,163,876		19,992,532
<u>Changes in working capital:</u>				
<u>Adjustments for (increase) / decrease in operating assets:</u>				
Inventories	520,887		138,592	
Trade receivables	6,656,071		(22,258,464)	
Short-term loans and advances	1,330,981		238,533	
Long-term loans and advances	(1,919,405)		3,004,520	
Other current assets	(83,952)	6,504,581	254,632	(18,622,187)
<u>Adjustments for increase / (decrease) in operating liabilities:</u>				
Trade payables	(12,322,793)		13,617,304	
Other current liabilities	5,198,885		1,948,534	
Short-term provisions	(1,920,238)		1,199,795	
Long-term provisions	80,053	(8,964,092)	30,761	16,796,394
Cash generated from operations		8,704,364		18,166,738
Provision for tax		(1,309,663)		(6,376,640)
Extraordinary item		-		(5,600,000)
Net cash flow from / (used in) operating activities (A)		7,394,701		6,190,098
B. Cash flow from investing activities				
Purchase of Fixed Assets/ capital work in Progress		(10,349,294)		(14,447,143)
Purchase of investments		(95,000)		-
Interest received		546,600		460,044
Dividend received		650		650
Net cash flow from / (used in) investing activities (B)		(9,897,044)		(13,986,449)
C. Cash flow from financing activities				
Proceeds from borrowings		5,664,754		13,090,707
Interest expense		(3,727,990)		(1,175,833)
Net cash flow from / (used in) financing activities (C)		1,936,764		11,914,874
Net increase / (decrease) in Cash and cash equivalents (A+B+C)		(565,579)		4,118,524
Cash and cash equivalents at the beginning of the year		7,707,616		3,589,091
Effect of exchange differences on restatement of foreign currency Cash and cash equivalents				
Cash and cash equivalents at the end of the year		7,142,037		7,707,616

In terms of our report attached.

For and on behalf of the Board of Directors

For MANEK & ASSOCIATES
 CHARTERED ACCOUNTANTS
 FIRM NO. 0126679W

P.P. SUKTHANKAR - DIRECTOR

SHAILESH MANEK
 PROPRIETOR
 MEMBERSHIP NO. 34925

DURGA PRASAD RAO - DIRECTOR

Place : MUMBAI
 Date : 3RD JULY, 2012

XICON INTERNATIONAL LIMITED
Notes forming part of the financial statements

Note**Particulars****1 Corporate information**

Xicon International Ltd, is a public limited company. Xicon is engaged in the business of providing products and services to infrastructure projects in the field of electric heat tracing and turnkey mechanical and electrical projects for captive power plants and oil based industries. It covers Balance Plant Equipment for DG set. It also carries out thermal insulation works and executes electrical distribution jobs.

2 Significant accounting policies**2.1 Basis of accounting and preparation of financial statements**

The accompanying financial statements are prepared and presented under the historical cost convention, on the accrual basis of accounting and comply with the Accounting Standards prescribed by the Companies (Accounting Standard) Rules, 2006 and the relevant provisions of the Companies Act, 1956 to the extent applicable. The financial statements are presented in Indian Rupees.

2.2 Cash and cash equivalents (for purposes of Cash Flow Statement)

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

2.3 Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) after extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

2.4 Revenue recognition

Sale of goods is accounted as and when the materials are dispatched to customers which generally coincides with the transfer of ownership.

Revenue on erection and commissioning of contracts is recognised on the 'percentage of completion method'.

Income from other services is accounted on the basis of the terms of contract.

Claims including escalation are recognised as revenue on client's acceptance or evidence of acceptance.

Contractual liquidated damages payable for delays in completion of contract work or for other causes are accounted for at costs when deducted, and/or when such delays and causes are attributable to the Company.

2.5 Fixed Assets and Depreciation

Fixed assets are stated at cost and include incidental and/or installation expenses.

Depreciation on the fixed assets is provided on the Written Down Value method, on a prorata basis at the rates specified in Schedule XIV to the Companies Act, 1956 and intangible asset being computer software is amortized over a period of three years for which the Company expects the benefits to accrue.

Impairment loss is provided to the extent the carrying amount of assets exceeds the recoverable amount. Recoverable amount is the higher of an assets net selling price & 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 assets and from its disposal at the end of its useful life. Net selling price is the amount obtainable from the sale value of the assets in an arm's length transaction between knowledgeable willing parties less the costs of disposal. If at the Balance Sheet date there is an indication that the previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

2.6 Investments

Current Investments are carried at the lower of Cost and Fair Value, determined on an individual investment basis. Long term investments are valued at cost, except in case of decline other than temporary, in the value of investments, in which case such investments are carried at Fair Value.

XICON INTERNATIONAL LIMITED
Notes forming part of the financial statements

Note	Particulars
2.7 Capital work-in-progress:	
	Projects under which assets are not ready for their intended use and other capital work-in-progress are carried at cost, comprising direct cost, related incidental expenses and attributable interest.
2.8 Inventories	
	Inventories are valued at the lower of historic moving weighted average cost and the corresponding net realisable value. Cut pieces of Heat Trace Cables which are reported to be of no commercial value have not been included in the inventory
2.9 Retirement Benefits	
	Contribution to Provident Fund is accounted for on accrual basis. The Company has entered into a Group Gratuity Scheme with Life Insurance Corporation which covers all employees. The contribution to the said scheme is as per the Actuarial Valuation report as on 31st March 2012. The same is charged to the statement of profit and loss Provision for leave encashment has been made on the basis of Actuarial Valuation as on 31st March, 2012 of unavailed entitled leave remaining to the credit of the employees.
2.10 Borrowing Costs	
	Borrowing costs that are attributable to the acquisition or construction of a qualifying asset are capitalized as part of such asset till such time as the asset is ready for its intended use. All other borrowing costs are recognized as an expense in the period in which they are incurred.
2.11 Foreign Currency Transactions	
	Transactions during the year in foreign currency have been accounted for at the rates prevailing on the dates of such transaction. All assets and liabilities expressed in foreign currency are translated at the year end exchange rate or at the forward contract exchange rate, as the case may be and the resultant difference is taken to the statement of profit and loss
2.12 Provision for Income Tax	
	Provision for current tax is computed in accordance with the relevant tax regulation. Deferred Tax is recognised for all timing differences between accounting income and taxable income and quantified using the enacted / substantially enacted tax rates as at the balance sheet date. Deferred Tax Assets are recognised where realisations are reasonably certain whereas in case of carried forward losses or unabsorbed depreciation, deferred tax assets are recognised only if there is a virtual certainty of realisation backed by convincing evidence. Deferred tax assets are reviewed for the appropriateness of their respective carrying values at each Balance Sheet date.
2.13 Provisions, Contingent Liabilities & Contingent Assets	
	A provision is recognized when the company has a present obligation as a result of past event and it is probable that an outflow of resources embodying economics benefits would be required to settle the obligations, and in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on best estimates required to settle the obligations at the balance sheet date. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimation. A contingent liability is disclosed unless the possibility of an outflow of resources embodying the economics benefits is remote or a reliable estimate of the amount of obligation can not be made.

XICON INTERNATIONAL LIMITED
Notes forming part of the financial statements

3 Share capital

Particulars	As at 31st March, 2012		As at 31st March, 2011	
	Number of shares	Amount in Rupees	Number of shares	Amount in Rupees
(a) Authorised Share Capital : 6,000,000 Equity shares of Rs.10/- each	6,000,000	60,000,000	6,000,000	60,000,000
Total	6,000,000	60,000,000	6,000,000	60,000,000
(b) Issued, Subscribed and fully paid up Share Capital				
2,799,600 Equity Shares of Rs.10 each	2,799,600	27,996,000	2,799,600	27,996,000
Total	2,799,600	27,996,000	2,799,600	27,996,000

(a) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:	As at 31st March, 2012		As at 31st March, 2011	
	Number of shares	Amount in Rupees	Number of shares	Amount in Rupees
Equity Shares				
At the Beginning of the period	2,799,600	27,996,000	2,799,600	27,996,000
Issued During the Period	-	-	-	-
Outstanding During The Period	2,799,600	27,996,000	2,799,600	27,996,000

(b) Terms/ rights attached to equity shares

The company has only one class of Equity Shares having Par Value of Rs. 10 per Share. Each holder of the Equity is entitled to one vote per share. In the event of the liquidation of the company, the holders of equity shares will be entitled to receive remaining asset of the company, which will be in proportion to the number of equity shares held by the shareholders.

(c) Out of the Equity shares issued by the company shares held by holding company	As at 31st March, 2012		As at 31st March, 2011	
	No.	% of holdings	No.	% of holdings
Kaiser Press Limited:1430000 (March 31,2011: 1,300,000) Equity Shares of Rs.10 each fully paid up	1,430,000	14,300,000	-	-

From 4th May,2011, the Company has become a subsidiary of Kaiser Press Limited

(d) Details of share holders holding more than 5% shares in the company	As at 31st March, 2012		As at 31st March, 2011	
	No.	% of holdings	No.	% of holdings
Equity Shares of Rs. 10/ each fully paid up				
Kaiser Press Limited	1430000	51.08	1300000	46.44
Lorance Investments & Trading Ltd.	1130000	40.36	1260000	45.01
Heat Trace Ltd. U.K	225000	8.04	225000	8.04

4 Reserves and surplus

Particulars	As at 31st March, 2012	As at 31st March, 2011
	Amount in Rupees	Amount in Rupees
(a) Capital reserve	715,000	715,000
(b) General reserve	7,000,805	7,000,805
Opening balance	21,042,956	16,104,345
Add: Profit for the year	3,162,806	4,938,611
Closing balance	24,205,762	21,042,956
Total	31,921,567	28,758,762

XICON INTERNATIONAL LIMITED
Notes forming part of the financial statements

5 Long-term borrowings

Particulars	As at 31st March, 2012	As at 31st March, 2011
	Amount in Rupees	Amount in Rupees
(a) Term loans		
From banks		
Secured	7,250,853	9,286,023
Total	7,250,853	9,286,023

Term loan of Rs. 1,590,000/- from Punjab National Bank was taken during the financial year 2008-2009 and carries interest @ 12.5% p.a. subject to change from time to time. The current rate of Interest is 15% p.a. The loan is repayable in 20 quarterly installments of Rs. 79,500/- each. The Loan is secured by equitable mortgage of hydraulic jacking equipment.

Term loan of Rs. 11,500,000/- from Punjab National Bank was taken during the financial year 2009-2010 and carries interest @ 12% p.a. subject to change from time to time. The current rate of Interest is 15% p.a. The loan is repayable in 60 monthly installments of Rs. 166,670/- each. with a moratorium of six month payment of 1st Installment started from December 2010. The Loan is secured by Hypothecation of Plant & Machinery, Furniture & Industrial Shed.

Further the loans has been guaranteed by the Holding company M/s. Kaiser Press Ltd and M/s. Lorance Investments & Trading Pvt. Ltd, an associated company.

6 Deferred tax Liability

Particulars	Deferred Tax Balance As At 31st March, 2011	Changes/(Credit) during the year	Deferred Tax Balance As At 31st March, 2012
Depreciation	782,569	161,697	944,266
Capital Losses	-	-	-
Disallowed Expenses	(151,344)	(26,944)	(178,288)
NET DEFERRED TAX LIABILITY/(ASSET)	631,315	134,753	765,978

7 Long-term provisions

Particulars	As at 31st March, 2012	As at 31st March, 2011
	Amount in Rupees	Amount in Rupees
(a) Provision for employee benefits:	-	-
(i) Provision for leave encashment	485,313	405,260
Total	485,313	405,260

8 Other long-term liabilities

Particulars	As at 31st March, 2012	As at 31st March, 2011
	Amount in Rupees	Amount in Rupees
Others:		
Trade / security deposits received	50,000	50,000
Total	50,000	50,000

XICON INTERNATIONAL LIMITED
Notes forming part of the financial statements

9 Short-term borrowings

Particulars	As at 31st March, 2012	As at 31st March, 2011
	Amount in Rupees	Amount in Rupees
(a) Loans repayable on demand Cash Credit From banks (secured)	18,904,448	12,839,187
(b) From other parties Unsecured	1,500,000	-
Total	20,404,448	12,839,187

Cash Credit from Punjab National Bank is secured by hypothecation of all stocks and book debts. It is further collaterally secured by mortgage of all office premises at Andheri and Plot & Building at Murbad, the first Charge being on entire block of assets other company & corporate guarantees of the holding company and an associate company (corporate guarantees were given for two associate companies in the previous year).

The loan is repayable on demand with the current interest rate being 13.50% p.a.

Unsecured Loan from Finanz Holdings Pvt Ltd is repayable on demand and the rate of interest is 18% p.a.

10 Trade payables

Particulars	As at 31st March, 2012	As at 31st March, 2011
	Amount in Rupees	Amount in Rupees
Payable to micro, small, medium enterprises (Refer Note 29)	554,368	658,821
Other Trade payables	28,219,321	40,437,660
Total	28,773,689	41,096,481

11 Other current liabilities

Particulars	As at 31st March, 2012	As at 31st March, 2011
	Amount in Rupees	Amount in Rupees
(a) Current maturities of long-term debt (Refer Note 5)	2,318,040	2,318,040
(b) Other payables		
(i) Statutory remittances	821,024	1,758,062
(ii) Payables on purchase of fixed assets	1,782,523	863,068
(iii) Advances from customers	5,390,051	173,583
Total	10,311,638	5,112,753

Current maturities of Long term Debt

Particulars	As at 31st March, 2012	As at 31st March, 2011
	Amount in Rupees	Amount in Rupees
(a) Term loans From banks Secured	2,318,040	2,318,040
Total	2,318,040	2,318,040

12 Short-term provisions

Particulars	As at 31st March, 2012	As at 31st March, 2011
	Amount in Rupees	Amount in Rupees
(a) Provision for employee benefits:		
(i) Provision for leave encashment	91,670	50,356
(b) Provision - Others:		
(i) Provision for tax (net of advance tax)	577,496	2,539,048
Total	669,166	2,589,404

XICON INTERNATIONAL LIMITED

Fixed Assets and Depreciation Working

13

SR. NO.	DESCRIPTION OF ASSETS	GROSS BLOCK				DEPRECIATION			NET BLOCK		
		AS AT 1ST APRIL, 2011	ADDITIONS DURING THE YEAR	DEDUCTIONS DURING THE YEAR	AS AT 31ST MARCH, 2012	AS AT 1ST APRIL, 2011	FOR THE YEAR	ADJUSTMENT DURING THE YEAR	AS AT 31ST MARCH, 2012	AS AT 31ST MARCH, 2012	AS AT 31ST MARCH, 2011
(A)	TANGIBLE ASSETS										
1	LEASEHOLD LAND	1,908,278	-	-	1,908,278	-	-	-	-	1,908,278	1,908,278
2	FACTORY BUILDING	14,340,687	5,325,916	-	19,666,603	535,643	1,601,101	-	2,136,744	17,529,859	13,805,044
3	OFFICE PREMISES	8,602,090	-	-	8,602,090	1,806,524	339,778	-	2,146,302	6,455,788	6,795,566
4	ELEC. INST FACT. BLDG.	540,604	1,909,353	-	2,449,957	50,930	195,662	-	246,592	2,203,365	489,674
5	PLANT & MACHINERY	7,615,843	2,473,573	72,825	10,016,591	3,081,447	780,498	15,120	3,846,825	6,169,766	4,534,396
6	OFFICE EQUIPMENTS	3,810,444	542,989	4,004	4,349,429	2,632,018	349,733	4,004	2,977,747	1,371,682	1,178,426
7	FURNITURE & FIXTURES	2,365,302	383,976	-	2,749,278	2,059,060	124,424	-	2,183,484	565,794	306,242
8	VEHICLES	38,500	5,100	17,500	26,100	15,216	6,419	13,979	7,656	18,444	23,284
	TOTAL (A)	39,221,748	10,640,907	94,329	49,768,326	10,180,838	3,397,615	33,103	13,545,350	36,222,976	29,040,912
		23,487,671	16,189,824	455,747	39,221,748	8,376,842	2,045,208	241,214	10,180,836	29,040,912	15,110,830
(B)	INTANGIBLE ASSETS										
	COMPUTER SOFTWARES										
	TOTAL (B)	643,120	252,073	-	895,193	389,993	115,659	-	505,652	389,541	253,126
		643,120	252,073	-	895,193	389,993	115,659	-	505,652	389,541	253,126
		643,120	-	-	643,120	264,638	125,356	-	389,994	253,126	378,482
	TOTAL	39,864,868	10,892,983	94,329	50,663,527	10,570,831	3,513,274	33,103	14,051,002	36,612,517	29,294,038
		24,130,791	16,189,824	455,747	39,864,868	8,641,480	2,170,564	241,214	10,570,830	29,294,038	15,489,312

14 Non-current investments

Particulars	As at 31st March, 2012	As at 31st March, 2011
	Amount in Rupees	Amount in Rupees
Investments (At cost):		
A. <u>Trade (unquoted)</u>		
(a) Investment in equity instruments		
(i) Heat Trace Xicon Ltd (Associate)	2,483,980	2,483,980
248398 equity shares shares of Rs.10/- each fully paid up		
(ii) REPL-Xicon Engineers Pvt Ltd (subsidiary)		
9500 equity shares (As at 31 March,2011:Nil) shares of Rs.10/- each fully paid up	95,000	-
Total - Trade (A)	2,578,980	2,483,980
B. <u>Other Investments (unquoted)</u>		
(a) 500 Equity Shares of Rs.10/- Each Fully paid up in New India Co-operative Bank Ltd	5,000	5,000
Total - Non-Trade (B)	5,000	5,000
Total (A+B)	2,583,980	2,488,980

15 Long-term loans and advances

Particulars	As at 31st March, 2012	As at 31st March, 2011
	Amount in Rupees	Amount in Rupees
(a) Other Deposits (Unsecured, considered good)	645,273	675,523
(b) Prepaid expenses - (Unsecured, considered good)	56,514	60,294
(c) Balances with government authorities (Unsecured, considered good)		
(i) VAT credit receivable	4,810,505	2,857,069
(ii) Taxes paid	80,713	80,713
Total	5,593,005	3,673,599

XICON INTERNATIONAL LIMITED
Notes forming part of the financial statements

16 Inventories

(At lower of cost and net realisable value)

Particulars	As at 31st March, 2012	As at 31st March, 2011
	Amount in Rupees	Amount in Rupees
(a) Raw materials	7,828,659	8,233,871
(b) Work-in-progress (Refer Note below)	816,663	932,338
Total	8,645,322	9,166,208

Note: Details of inventory of work-in-progress

Particulars	As at 31st March, 2012	As at 31st March, 2011
	Amount in Rupees	Amount in Rupees
M S Plate-10mm-ANG	-	47,638
M S Plate-6mm-ANG	-	165,876
Ismc-100- ANG	-	69,285
Level Transmitter	-	441,298
Pressure Transmitter	-	71,702
Pump	400,000	-
Strainer	109,233	-
Others	307,430	136,539
Total	816,663	932,338

17 Trade receivables

Particulars	As at 31st March, 2012	As at 31st March, 2011
	Amount in Rupees	Amount in Rupees
Trade receivables outstanding for a period exceeding six months from the date they were due for payment (Unsecured, considered good)	4,945,649	3,281,325
Other Trade receivables (Unsecured, considered good)	60,601,926	68,922,322
Total	65,547,575	72,203,647

18 Cash and cash equivalents

Particulars	As at 31st March, 2012	As at 31st March, 2011
	Amount in Rupees	Amount in Rupees
(a) Cash on hand	36,835	49,496
(b) Balances with banks		
(i) In current accounts	1,037,833	187,645
(ii) In earmarked accounts		
- Balances held as margin money or security against borrowings, guarantees and other commitments	6,067,368	7,470,475
Total	7,142,037	7,707,616

XICON INTERNATIONAL LIMITED
Notes forming part of the financial statements

19 Short-term loans and advances

Particulars	As at 31st March, 2012	As at 31st March, 2011
	Amount in Rupees	Amount in Rupees
(a) Loans and advances to suppliers (Unsecured, considered good)	313,014	421,415
(b) Other Deposits	349,300	565,000
(c) Loans and advances to employees (Unsecured, considered good)	67,606	174,827
(d) Prepaid expenses - (Unsecured, considered good)	571,100	671,955
(e) Balances with government authorities (Unsecured, considered good)		
(i) CENVAT credit receivable	116,218	879,071
(ii) Service Tax credit receivable	42,617	48,003
(iii) Excise Duty receivable	145,134	-
(iv) Excise Duty PLA	6,536	12,350
	310,505	939,424
(f) Others (Unsecured, considered good)	198,257	368,141
Total	1,809,781	3,140,762

20 Other current assets

Particulars	As at 31st March, 2012	As at 31st March, 2011
	Amount in Rupees	Amount in Rupees
(a) Accruals		
(i) Interest accrued on fixed deposits	266,622	182,670
Total	266,622	182,670

21 Revenue from operations

Particulars	As at 31st March, 2012	As at 31st March, 2011
	Amount in Rupees	Amount in Rupees
Sale of products	96,991,956	133,968,705
Sale of services	25,295,207	25,859,372
Other operating revenues (sale of scrap)	124,460	238,465
Total	122,411,622	160,066,542

22 Other income

Particulars	For the year ended 31st March, 2012	For the year ended 31st March, 2011
	Amount in Rupees	Amount in Rupees
(a) Interest income (Refer Note (i) below)	546,600	3,033,950
(b) Dividend income: from long-term investments non trade unquoted investment	650	650
(c) Net gain on foreign currency transactions and translation (other than considered as finance cost)	1,361,809	127,096
(d) Other non-operating income (net of expenses directly attributable to such income) (Refer Note (ii) below)	456,260	2,478,018
Total	2,365,319	5,639,715

Note	Particulars	For the year ended 31st March, 2012	For the year ended 31st March, 2011
		Amount in Rupees	Amount in Rupees
(i)	Interest income comprises:		
	Interest from banks on: deposits	546,600	460,044
	Other interest		2,573,906
	Total - Interest income	546,600	3,033,950
(ii)	Other non-operating income comprises:		
	Miscellaneous income	456,260	2,478,018
	Total - Other non-operating income	456,260	2,478,018

XICON INTERNATIONAL LIMITED
Notes forming part of the financial statements

23.a Cost of materials consumed

Particulars	For the year ended 31st March, 2012	For the year ended 31st March, 2011
	Amount in Rupees	Amount in Rupees
Opening stock	8,233,871	9,296,864
Add: Purchases	13,098,989	60,529,004
	21,332,860	69,825,868
Less: Closing stock	7,828,659	8,233,871
Cost of material consumed	13,504,201	61,591,997

23.b Purchase of traded goods (see table showing stock details given below)

Particulars	For the year ended 31st March, 2012	For the year ended 31st March, 2011
	Amount in Rupees	Amount in Rupees
Purchase of traded goods	32,455,922	20,252,872

23.c Changes in inventories of finished goods, work-in-progress and stock-in-trade

Particulars	For the year ended 31st March, 2012	For the year ended 31st March, 2011
	Amount in Rupees	Amount in Rupees
<u>Inventories at the end of the year:</u>		
Finished goods		
Work-in-progress	816,663	932,338
Stock-in-trade		
	816,663	932,338
<u>Inventories at the beginning of the year:</u>		
Finished goods		
Work-in-progress	932,338	7,936
Stock-in-trade		
	932,338	7,936
Net (increase) / decrease	115,675	(924,402)

23.d Manufacturing cost

Particulars	For the year ended 31st March, 2012	For the year ended 31st March, 2011
	Amount in Rupees	Amount in Rupees
PAYMENTS TO SUBCONTRACTORS	11,629,385	12,662,284
CONSULTANCY CHARGES	1,503,753	1,769,600
CONVEYANCE SITE	450,991	303,330
CALLIBRATION CHARGES	47,390	-
EQUIPMENT HIRE CHARGES	2,157,941	1,975,666
FREIGHT CHARGES	4,222,815	5,396,165
INSURANCE	326,242	199,511
MEDICAL EXPENSES FOR LABOUR	12,320	13,480
P.F./ ESIC CONTRACTORS	424,302	236,234
PACKING EXPENSES	1,430,105	1,110,632
POWER CHARGES	330,975	253,908
REPAIRS & MAINTENANCE FACTORY	443,274	986,510
SITE OFFICE EXPENSES	695,806	517,227
TESTING FEES	339,045	313,038
STORES AND SPARES	9,558,053	5,880,986
TRAVELLING EXP. SITE	2,366,301	2,068,052
TRAVELLING EXPENSES- FOREIGN	51,789	-
TOTAL	35,990,488	33,686,623

XICON INTERNATIONAL LIMITED
Notes forming part of the financial statements

DETAILS OF OPENING STOCK, PURCHASES, SALES VALUE AND CLOSING STOCK

ITEM DESCRIPTION	OPENING STOCK VALUE	PURCHASE VALUE	SALES VALUE	CLOSING STOCK VALUE
TRADING:-				
TEMPERATURE MAINTENANCE CABLES	3,766,043 (2,321,204)	5,416,529 (14,827,336)	5,460,938 (14,348,785)	3,472,084 (3,766,043)
OTHERS-	820,090 (4,325,456)	27,039,393 (5,425,536)	64,411,721 (6,477,797)	707,845 (820,090)
TOTAL	4,586,133 (6,646,660)	32,455,922 (20,252,872)	69,872,660 (20,826,582)	4,179,929 (4,586,133)
MANUFACTURING :-				
M.S. PLATE (MFG)	1,011,211 (257,473)	2,739,006 (12,511,605)	- -	642,420 (1,011,211)
OTHERS	3,568,864 (2,400,667)	10,359,983 (48,017,399)	27,243,755 (113,380,589)	3,822,973 (3,568,864)
TOTAL	4,580,075 (2,658,140)	13,098,989 (60,529,004)	27,243,755 (113,380,589)	4,465,393 (4,580,075)
SALES ERECTION & SERVICES	- -	11,629,385 (12,662,284)	25,295,207 (25,859,372)	- -
TOTAL	9,166,208 (9,304,800)	57,184,296 (93,444,160)	122,411,622 (160,066,543)	8,645,322 (9,166,208)

NOTE

Figures in bracket indicate previous year figures.

Being a lumpsum contract, sale value of plates & sheets & other items under Others cannot be segregated.

Items included under the head "others" are numerous, none of which individually exceeds 10% of the total value.

XICON INTERNATIONAL LIMITED
Notes forming part of the financial statements

24 Employee benefits expense

Particulars	For the year ended 31st March, 2012	For the year ended 31st March, 2011
	Amount in Rupees	Amount in Rupees
Salaries and wages	15,515,840	15,187,593
Contributions to provident and other funds	622,454	589,228
Staff welfare expenses	222,596	274,727
Total	16,360,890	16,051,548

25 Finance costs

Particulars	For the year ended 31st March, 2012	For the year ended 31st March, 2011
	Amount in Rupees	Amount in Rupees
(a) Interest expense on:		
(i) secured loan	992,227	290,469
(ii) Others	2,735,865	885,900
(b) Other borrowing costs	1,255,818	843,152
Total	4,983,910	2,019,521

26 Other expenses

Particulars	For the year ended 31st March, 2012	For the year ended 31st March, 2011
	Amount in Rupees	Amount in Rupees
Power and fuel	568,033	519,942
Rent including lease rentals (Refer Note 39)	1,084,836	745,640
Repairs and maintenance - Buildings	90,100	13,600
Repairs and maintenance - Machinery	454,091	585,385
Rates and taxes	2,474,452	3,438,813
Travelling and conveyance	2,162,605	1,823,287
Payments to auditors (Refer Note (i) below)	245,000	248,000
Miscellaneous expenses	4,761,785	4,997,572
Total	11,840,902	12,372,238

Particulars	For the year ended 31st March, 2012	For the year ended 31st March, 2011
	Amount in Rupees	Amount in Rupees
(i) Payments to the auditors comprises (net of service tax input credit, where applicable):		
As auditors - statutory audit	125,000	125,000
For taxation matters	25,000	25,000
For other services	95,000	98,000
Total	245,000	248,000

XICON INTERNATIONAL LIMITED
Notes forming part of the financial statements

27 Extraordinary items

Particulars	For the year ended 31st March, 2012	For the year ended 31st March, 2011
	Amount in Rupees	Amount in Rupees
Premises deposit write off	-	5,620,000
Total	-	5,620,000

28 Additional information to the financial statements

Particulars	As at 31st March, 2012	As at 31st March, 2011
	Amount in Rupees	Amount in Rupees
Contingent liabilities and commitments (to the extent not provided for)		
(i) Contingent liabilities		
Bank Guarantees issued by bankers on behalf of the Company outstanding	21,005,686	18,353,832
Letters of Credit	2,922,000	-
Total	23,927,686	18,353,832

29 Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

Particulars	As at 31st March, 2012	As at 31st March, 2011
	Amount in Rupees	Amount in Rupees
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	554,368	-
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	1,995	-
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
(iv) The amount of interest due and payable for the year	-	-
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-
Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.		

XICON INTERNATIONAL LIMITED
Notes forming part of the financial statements

Note	Particulars		
30	Value of imports calculated on CIF basis :	For the year ended 31st March, 2012	For the year ended 31st March, 2011
		Amount in Rupees	Amount in Rupees
	Raw materials	987,037	5,040,010
	Total	987,037	5,040,010
31	Expenditure in foreign currency :	For the year ended 31st March, 2012	For the year ended 31st March, 2011
		Amount in Rupees	Amount in Rupees
	Other matters	237,704	-
	Total	237,704	-
32	Details of consumption of imported and indigenous items	For the year ended 31st March, 2012	
		Amount in Rupees	%
	A Imported		
	Raw materials	2,297,948 (6,277,411)	4.99 (7.76)
	Total	2,297,948 (6,277,411)	4.99 (7.76)
	B Indigenous		
	Raw materials	43,777,850 (74,643,058)	95.01 (92.24)
	Total	43,777,850 (74,643,058)	95.01 (92.24)
	Total (A+B)	46,075,798 (80,920,469)	100 100
	Note: Figures / percentages in brackets relates to the previous year		
33	Earnings in foreign exchange :	For the year ended 31st March, 2012	For the year ended 31st March, 2011
		Amount in Rupees	Amount in Rupees
	Export of goods calculated on FOB basis	7,854,000	4,562,371
34	<p>Company is a Monthly Tenant in respect of Cookvel Building Andheri (East) and was occupying area of 360 Sq.Mtr. and godown of 56.5 Sq. Mt. at a monthly rent of Rs.9,000/- per month in terms of a tenancy agreement dated 11.02.2000. The balance of deposit lying with the landlord, as on March 2010 is Rs. 56.20 Lakhs. By the order of the Chief Metropolitan Magistrate under the provisions of the Securitisation and the Reconstruction of Financial Assets and Enforcement of Security Interest Act 2002, the company was dispossessed on a petition filed by The Kalyan Janata Sahakari Bank Ltd to whom the property was mortgaged by the purchaser of the rights of the company's landlord. The Company had filed a Writ Petition against the same in the High Court of Bombay. The High Court vide their Order dated 19.08.2005 had not granted any Interim relief prayed and the suit is still pending. Since there was no movement in the case for more than five years and due to the uncertainty of its outcome, in the previous year, the management had decided to write off the deposit paid.</p>		

XICON INTERNATIONAL LIMITED
Notes forming part of the financial statements

AS 7
35 Note

Particulars	For the year ended 31st March, 2012	For the year ended 31st March, 2011
	Amount in Rupees	Amount in Rupees
Details of contract revenue and costs		
Contract revenue recognised during the year	11,838,811	49,191,985
Advances received for contracts in progress	1,495,000	3,388,140
Retention money for contracts in progress	1,218,250	5,303,033
Gross amount due from customers for contract work (asset)	9,755,722	39,391,672

36 AS 15 Retirement Benefits

a . Post-employment benefit plans

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

For defined benefit schemes, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at each balance sheet date. Actuarial gains and losses are recognized in full in the Statement of Profit and Loss for the period in which they occur. Past service cost is recognized immediately to the extent that the benefits are already vested, and otherwise is amortized on a straight line basis over the average period until the benefits become vested.

The retirement benefit obligations recognized in the balance sheet represents the present value of the defined benefit obligations as adjusted for unrecognized past service cost.

b . Short-term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees is recognized during the period when the employee renders the service

c . The following table sets out the unfunded status of the gratuity plan, compensated leave absences and the amounts recognized in the Company's financial statements as at March 31, 2012

Particulars	Year ended 31st March, 2012		Year ended 31st March, 2011	
	Gratuity	Leave Encashment (unfunded)	Gratuity	Leave Encashment (unfunded)
Reconciliation of liability recognized in the Balance sheet				
Present value of commitments	1,248,253	576,983	1,240,147	455,616
Fair value of plans				
Net liability in the Balance sheet	1,248,253	576,983	1,240,147	455,616
Movement in net liability recognized in the Balance sheet				
Net liability at the beginning of the year	1,240,147	455,616	1,050,099	421,311
Net expense to be recognized in the Profit and Loss account	19,215	141,617	393,790	92,099
Contribution during the year	(11,109)	(20,250)	(203,742)	(57,794)
Net liability at the end of the year	1,248,253	576,983	1,240,147	455,616
Expense recognized in the Profit and Loss account				
Current service cost	122,205	190,608	107,389	120,538
Interest cost	99,212	36,976	84,008	31,393
Expected return on plan assets	(95,120)	-	(99,230)	-
Actuarial (gains)/ losses	(156,733)	(85,967)	407,459	(59,832)
Credit for excess fair value of plan assets at the beginning of the year	11,311	-	(105,836)	-
Net Expense to be charged to the Profit and Loss account	(19,125)	141,617	393,790	92,099
Return on plan assets				
Expected return on plan assets	95,120	-	99,230	-
Actuarial (gains)/ losses	-	-	-	-
Actual return on plan assets	-	-	-	-
Reconciliation of defined-benefit commitments				
Commitments as at beginning of the year	1,240,147	455,616	1,050,099	421,311
Current service cost	122,205	190,608	107,389	120,538
Interest cost	99,212	36,976	84,008	31,393
Paid benefits	(56,538)	(20,250)	(408,808)	(57,794)
Actuarial (gains)/ losses	(56,538)	(85,967)	407,459	(59,832)
Commitments at the end of the year	1,248,253	576,983	1,240,147	455,616
Reconciliation of plan assets				
Plan assets as at beginning of the year	846,357	-	1,155,935	-
Expected return on plan assets	95,120	-	99,230	-
Contributions during the year	382,529	-	-	-
Paid benefits	(56,538)	-	(408,808)	-
Actuarial (gains)/ losses	-	-	-	-
Plan assets as at the end of the year	1,267,468	-	846,357	-

The above expenses have been included under Salaries and wages' under the personnel expenses in the profit and loss account.

The actuarial calculations used to estimate commitments and expenses in respect of leave encashment are based on the following assumptions which if changed, would affect the commitment's size, funding requirements and expense.

Particulars				
Discount rate	8%	8.30%	8%	8.70%
Expected return on plan assets	99,230	NIL	95,210	NIL
Expected rate of salary increase	5%	7%	5%	7%
Mortality		LIC (1994-96) Ultimate		LIC (1994-96) Ultimate

XICON INTERNATIONAL LIMITED
Notes forming part of the financial statements

37 Note	Particulars	For the year ended	For the year ended
		31st March, 2012	31st March, 2011
		Amount in Rupees	Amount in Rupees
	Details of borrowing costs capitalised		
	Borrowing costs capitalised during the year		
	- as fixed assets (factory at murbad)	600,824	151,341

38 Related Party Disclosure

Associate Company - Heat Trace Xicon Ltd.
Heat Trace Ltd. U.K.

Key management Personnel (KMP)
P. P. Sukthankar - Director
Durga Prasad Rao - Director
R. G. Kodialbail - Vice President

Relative of Key Management personnel
Nupuri P. Sukthankar

Related Party transactions during the year:

Particulars	Associate	KMP	Relative of KMP	Total
Leave & License security deposit received	-	-	-	-
	(200,000)	-	-	(200,000)
Leave & License fees received	175,000	-	-	175,000
	(109,375)	-	-	(109,375)
Purchase of material	6,026,347	-	-	6,026,347
	(8,852,416)	-	-	(8,852,416)
Remuneration	-	3,498,343	-	3,498,343
	-	(2,250,553)	-	(2,250,553)
Car Lease Rent paid	-	-	288,000	288,000
	-	-	(288,000)	(288,000)
Expenses incurred	244,726	-	-	244,726
	-	-	-	-

Outstanding as on 31 March 2012

Particulars	Associate	Total
payables	3,595,404	3,595,404
	(3,646,670)	(3,646,670)

Particulars of Managerial Remuneration

Particulars	(Rupees)
Directors Remuneration	1,897,766
	(950,480)

Note: Figures in bracket relates to the previous year

XICON INTERNATIONAL LIMITED
Notes forming part of the financial statements

39 Impairment of Assets

In accordance with the Accounting Standard (AS-28) on "Impairment of Assets" issued by the Institute of Chartered Accountants of India, the Company has, during the year, identified certain items of Plant & Machinery, in respect of which it provided an Impairment Loss of Rs. NIL (Previous Year also Rs. NIL) based on valuation report obtained from a independent chartered engineer/ valuer.

40 Lease

The Company has taken Premises under Leave and License agreements. These are cancelable, and have no specific obligations for renewal. Rental payments related thereto amounting to Rs.784,368/- are recognised in the Statement of Profit and Loss in the year they are incurred (Previous Year Rs.715,112/-).

The committed Leave and License fees, as on date of Balance Sheet, in the future for more than one year is Rs.215,884 /- (Previous Year Rs.1,929,171/-).

The company has given Premises on Leave & License. Rent received related there to Rs.175,000/- (Previous Year Rs. 109,375/-) are recognized in the Statement of Profit & loss

The amount receivable against Leave and License fees as on date of Balance Sheet, in the future for more than one year is Rs.663,360/- (Previous Year Rs. 844,484/-).

41 Basic and Diluted Earning per Share

For the purpose of calculation of Basic and Diluted earning per share, the following amounts are considered.

Particulars	<u>2011-2012</u>	<u>2010-2011</u>
Net Profit after tax	3,162,806	4,938,611
Weighted Average No. of Equity Shares	2,799,600	2,799,600
Basic and Diluted earning per share (Rs.)	1.13	1.76

For the purpose of calculation of Basic and Diluted earning per share excluding extraordinary items, the following amounts are considered.

Particulars	<u>2011-2012</u>	<u>2010-2011</u>
Net Profit after tax	3,162,806	10,558,611
Weighted Average No. of Equity Shares	2,799,600	2,799,600
Basic and Diluted earning per share (Rs.)	1.13	3.77

42 The Revised Schedule VI has become effective from 1 April, 2011 for the preparation of financial statements. This has significantly impacted the disclosure and presentation made in the financial statements. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

In terms of our report attached.

For **MANEK & ASSOCIATES**

FIRM NO. 0126679W

SHAILESH MANEK
 PROPRIETOR
 MEMBERSHIP NO. 34925

Place : MUMBAI
 Date : 3RD JULY, 2012

For and on behalf of the Board of Directors

P.P. SUKTHANKAR - DIRECTOR

DURGA PRASAD RAO - DIRECTOR

AUDITORS' REPORT

To,
The Members of
REPLIXON ENGINEERS PRIVATE LIMITED.

- 1 We have audited the attached Balance Sheet of **REPLIXON ENGINEERS PRIVATE LIMITED** as at 31st March 2012 and also the Statement of Profit & Loss Account for the period ended on that date annexed thereto. 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 have conducted audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit also includes examining, on test basis, evidence, supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
- 3 The matters required to be included in the Companies (Auditors Report) Order, 2003 issued by the Central Government in terms of Sub – Section (4A) of section 227 of the Companies Act, 1956, have not been included as:
 - a. The companies' capital and reserves are not exceeding Rs. 50 Lakhs, and
 - b. The company has not taken or accepted any loan from bank or financial institution, and,
 - c. The turnover of the company has not exceeded Rs. 5 Crore.
4. **Further to our comments in Annexure referred to in Paragraph above, we report that:**
 - a. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. In our opinion, the Company has kept proper Books of Account as required by law so far, as appears from our examination of the Books of the Company;
 - c. The balance sheet and the Statement of profit and loss account dealt with by this report are in agreement with the books of accounts of the company;
 - d. In our opinion, the balance sheet and the Statement of profit and loss account comply with the accounting standards referred to in the sub-section (3C) of Section 211 of the Companies Act, 1956;
 - e. On the basis of written representations received from the directors, as on 31st March 2012, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March 2012 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
 - f. In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the Notes thereon give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India
 - a. In case of the Balance Sheet of the state of affairs of the Company as at 31st March, 2012 and;
 - b. In case of the Statement of Profit & Loss Account of the Loss of the Company for the period ended on that date.

FOR TARAL DEDHIA & CO
CHARTERED ACCOUNTANTS
FIRM REGN NO.:118082W

(TARAL V.DEDHIA)
PROPRIETOR
MEMBERSHIP NO 104798

MUMBAI, 2nd July, 2012

**REPLXICON ENGINEERS PRIVATE LIMITED
BALANCE SHEET AS AT 31ST MARCH, 2012**

PARTICULARS	NOTES	As at 3/31/2012
<u>Equity & Liabilities</u>		
<u>Shareholder's Funds</u>		
Share Capital	3	100,000
Reserves & Surplus	4	(474,992)
		(374,992)
<u>Non-current liabilities</u>		
Long-term borrowings		-
Trade Payable		
Other long-term Liabilities		
Long-term provisions		-
<u>Current Liabilities</u>		
Short-term borrowings	5	1,048,800
Trade Payables	6	43,214
Other Current Liabilities	7	330,436
Short-term provisions		
		1,422,450
TOTAL		1,047,458
<u>Assets</u>		
<u>Fixed Assets</u>		
Tangible Assets	8	49,946
Intangible Assets		
Capital Work-in-progress		
Intangible Assets under development		
Fixed Assets pertaining to discontinuing operations and held for sale		
Non-Current Investments		
Deferred tax assets (Net)		
Long term loans & Advances	9	718,000
Trade receivables		
Other non-current assets	10	155,040
		922,986
<u>Current Assets</u>		
Current Investments		
Inventories	11	95,187
Trade Receivables		
Cash and bank balances	12	29,285
Short-term loans & advances		
Other Current Assets		
		124,472
TOTAL		1,047,458
Summary of significant accounting policies	2.1	-

The Accompanying Notes are Integral Parts of Financial Statements

As per our Report of even date

**For TARAL DEDHIA & CO
CHARTERED ACCOUNTANTS
Firm Registration No. 118082W**

FOR REPLXICON ENGINEERS PVT LTD

**(Taral V. Dedhia)
PROPRIETOR
Membership No. 104798**

**(BHUSHANLAL ARORA)
DIRECTOR**

**(THAKORBHAI PRAJAPATI)
DIRECTOR
MUMBAI, 2nd July, 2012**

MUMBAI, 2nd July, 2012

REPLXICON ENGINEERS PRIVATE LIMITED
STATEMENT OF PROFIT & LOSS ACCOUNT FOR THE PERIOD ENDED 31ST MARCH, 2012

P A R T I C U L A R S	NOTES	For the Period Ended 31-03-2012
Income		
Revenue from operation		-
Other Income		-
Total Revenue (I)		-
Expenses		
Purchase of Goods/Raw Materials		95,187
(Increase)/Decrease in inventories of finished goods,		(95,187)
Other Administrative Expenses	13	436,232
Exceptional Items		
Share of (profit)/loss from investment in partnership firm		
Total (II)		436,232
Earning before interest, tax, depreciation and amortization (I)-(II)		(436,232)
Depreciation and Amortization Expense		38,760
Finance costs		0
Profit/(Loss) before tax		(474,992)
Tax expense		
Current Tax		
Provision for Income Tax		-
Deffered Tax		-
Total Tax Expense		-
Profit/(Loss) for the year from continuing operations (A)		(474,992)
Discontinuing Operations		
Profit/(Loss) before tax from discontinuing operation		
Tax expense of discontinuing operation		
Profit/(Loss) after tax from discontinuing operation (B)		
Profit/(Loss) for the year (A+B)		(474,992)
Earning per Share (Basic & Diluted) (Rs.)		(47.50)
Summary of significant accounting policies	2.1	

The Accompanying Notes are Integral Parts of Financial Statements

As per our Report of even date

For TARAL DEDHIA & CO
CHARTERED ACCOUNTANTS
Firm Registration No. 118082W

FOR REPLXICON ENGINEERS PVT LTD

(Taral V. Dedhia)
PROPRIETOR
Membership No. 104798

(BHUSHANLAL ARORA)
DIRECTOR

MUMBAI, 2nd July, 2012

(THAKORBHAI PRAJAPATI)
DIRECTOR
MUMBAI, 2nd July, 2012

REPLXICON ENGINEERS PRIVATE LIMITED
Notes forming Integral Part of the Financial Statements for the period ended 31/03/2012

1 Corporate Information

REPLXICON ENGINEERS PRIVATE LIMITED is a private company domiciled in India incorporated under Companies Act, 1956. The Company is primarily engaged in the business of dealer, manufacturing, trader, importer & exporter of cable accessories for power & telecom

2 Basis of Preparation

- (a) The financial statement has been prepared under the historical cost convention, in accordance with the generally accepted accounting policies, and the provisions of the Companies Act, 1956.
- (b) Accounting policies not specifically referred to otherwise are consistent and in consonance with generally accepted accounting principles.

2.1 Summary of significant accounting policies

- (A) The Company has been incorporated on 16/08/2011. The Accounts has been prepared for the period 16/08/2011 to 31/03/2012. This being the first year of the company previous year figures have not been provided.
- (B) **Revenue Recognition**
Revenue is recognized on the accrual basis when there is no uncertainty as to its ultimate collectible
- (C) **Fixed Assets and Depreciation:**
The Fixed assets acquired during the year have been stated at cost. No Depreciation has been provided on the Fixed Asset since they are not yet put to use.
- (D) In the opinion of the Board, the Current Assets have a value on realization in the ordinary course of business atleast equal to the amount at which they are stated. The provisions for all the known liabilities have been made and are not in excess of the amount considered necessary.
- (E) **Taxation**
Provision for current tax is made as per book of account and those as per applicable Income Tax Act. Deffered Tax for timing difference between the book profit and the tax profits for the year is accounted for, using the tax rates and laws that have been substantively enacted and applicable as of the Balance Sheet date. Deferred Tax assets arising from timing differences are recognized and carried forward only if there is reasonable certainty that they will be realized in future and reviewed for appropriateness of the respective carrying value as at the balance sheet date.
- (F) **Earning Per Share**
Basic EPS are calculated by dividing the net profit or loss for the period attributed to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period.
- (G) **Amortisation of Expenses**
During the year company incurred Incorporation Expenses of Rs.155040/-. This Preliminary Expenses is to be amortised over a period of 5 years equally.
- (H) **Provision for Retirement benefits:**
No Provision for Retirement benefit/gratuity etc. is made as the company has not employed any employees.during the period

3 Share Capital

Particulars	31/03/2012
Authorised Capital	
10,00,000 Equity Shares of Rs.10/- each	<u>10,000,000</u>
Issued, Subscribed & Paid Up Capital	
10,000 Equity Shares of Rs.10/- each fully Paid Up	<u>100,000</u>
	<u>100,000</u>

REPLXICON ENGINEERS PRIVATE LIMITED

Notes forming Integral Part of the Financial Statements for the period ended 31/03/2012

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

Name of the Shareholder

31/03/2012	
No of Shares	% Shareholding
9500	95.00%

Xicon International Limited

(b) Reconciliation of the shares for the period ended 31/03/2012

Particulars	31/03/2012	
	No of Shares	Amount
Shares issued during the year	10,000	100,000
Total Outstanding at the end of the year	10,000	100,000

(c) Out of the shares issued by the company shares held by the holding company

Particulars	31/03/2012	
	No of Shares	Amount
Xicon international Limited	9,500	95,000
Total Outstanding at the end of the year	9,500	95,000

4 Reserves and Surplus

Particulars	31/03/2012
Surplus/(Deficit) in the statement of profit and loss	
Profit/(Loss) for the year	(474,992)
Net Surplus in the Statement of Profit and Loss	(474,992)

5 Short Term Borrowing

Particulars	31/03/2012
Unsecured	
Inter Corporate Deposit Received from Powertel Engineering Private Limited	1,048,800
Total	1,048,800

6 Trade Payables

Particulars	31/03/2012
Sundry Creditors for Goods	43,214
Total	43,214

7 Other Current Liabilities

Particulars	31/03/2012
Provision for Expenses	330,436
Total	330,436

8 FIXED ASSETS

	GROSS BLOCK			DEPRECIATION			NET BLOCK			
	As at 1st April 2011	Additions during the year	Deductions/Adjustment during the year	As at 31st March 2012	As at 1st April 2011	Additions during the year	Deductions/Adjustment during the year	As at 31st March 2012	As at 1st April 2011	As at 31st March 2012
TANGIBLE ASSETS										
COMPUTER INSTALLATION	-	43,050	-	43,050	-	-	-	-	-	43,050
OFFICE EQUIPMENTS	-	6,896	-	6,896	-	-	-	-	-	6,896
TOTAL	-	49,946	-	49,946	-	-	-	-	-	49,946

9 Long Term Loans & Advances

Particulars	31/03/2012
Deposits	
Factory Deposit	688,000
Sales Tax Deposit	30,000
Total	718,000

10 Other Current Assets

Particulars	31/03/2012
Preliminary Expenses to the extent not written-off	
Incorporation Expenses	193,800
Less : 1/5th Written Off	38,760
Total	155,040

11 Inventories

Particulars	31/03/2012
Closing Stock of Traded Goods	95,187
Total	95,187

12 Cash & Bank Balances

Particulars	31/03/2012
Cash	11,830
Corporation Bank Current Account	17,455
Total	29,285

REPLXICON ENGINEERS PRIVATE LIMITED
Notes forming Integral Part of the Financial Statements for the period ended 31/03/2012

13	Other Administrative Expenses	31/03/2012
	Particulars	
	Auditor's Remuneration	11,236
	Bank Charges	632
	Conveyance	2,020
	Electricity Expenses	1,200
	Factory Rent	397,500
	General office Expenses	7,063
	Motor Car Hire Charges	1,630
	Postage Charges	260
	Printing & Stationery	4,090
	Professional Fees	10,000
	Staff Welfare	91
	Telephone Charges	510
		436,232

As per our Report of even date
For TARAL DEDHIA & CO
CHARTERED ACCOUNTANTS
Firm Registration No. 118082W

(Taral V. Dedhia)
PROPRIETOR
Membership No. 104798

MUMBAI, 2nd July, 2012

FOR REPLXICON ENGINEERS PVT LTD

(BHUSHANLAL ARORA)
DIRECTOR

(THAKORBHAI PRAJAPATI)
DIRECTOR
MUMBAI, 2nd July, 2012

KAISER PRESS LTD

Regd. Office : K.K. (Navsari) Chambers, 39B, Ground floor, A.K. Nayak Marg, Fort, Mumbai - 400 001.

PROXY FORM

Reg. Folio No. _____ No of Shares held _____

I/We _____

of _____

being a member/members of Kaiser Press Limited hereby appoint _____

_____ of _____

or failing him _____ of _____

as my/our proxy to vote for me/us on my/our behalf at the NINETEENTH ANNUAL GENERAL MEETING of the Company to be held on Friday 28th September 2012 at 11.00 a.m. and any adjournment thereof.

Signed this _____ day of _____ 2012 Signature _____



Note: This form duly stamped, completed and signed and must be deposited at the registered office of the Company, not less than 48 hours before the meeting.

KAISER PRESS LTD

Regd. Office : K.K. (Navsari) Chambers, 39B, Ground floor, A.K. Nayak Marg, Fort, Mumbai - 400 001.

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting hall)
19th Annual General Meeting September 28th, 2012

I hereby record my presence at the NINETEENTH ANNUAL GENERAL MEETING of the Company held at Registered Office at K.K. (Navsari) Chambers, 39B, Ground floor, A.K. Nayak Marg, Fort, Mumbai - 400 001. On Friday 28th September 2012 at 11 a.m.

Full Name of Member (IN BLOCK LETTERS) _____

Reg. Folio No. _____ No of Shares held _____

Full Name of Proxy (IN BLOCK LETTERS) _____

Member's Proxy's Signature _____