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# ANNUAL REPORT

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*2012-13*

of

**Acumen Engineering Industries Limited**

REGISTERED OFFICE: 74, JAMUNALAL BAJAJ STREET, KOLKATA - 700 007

## **NOTICE**

**NOTICE is hereby given that Annual General Meeting of the Shareholders of ACUMEN ENGINEERING INDUSTRIES LIMITED held at its Registered Office at 74, Jamunalal Bajaj Street, Kolkata-700007 on Monday, 30<sup>th</sup> September, 2013 at 11.00 A.M.**

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### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Balance Sheet as at 31.03.2013 and the Statement of Profit and Loss of the Company for the Year ended together with Director's Report and Auditor's Report thereon.
2. To appoint a Director in place of Priti Sharma, Director, who retires by rotation at the AGM and being eligible, offer himself for re – appointment.
3. To appoint M/s. Ramesh K & Co., Chartered Accountants, Auditors of the Company to hold office from the conclusion of the Annual General Meeting till the conclusion of the next AGM and to authorize the Board to fix its remuneration.

Registered Office:-

74, Jamunalal Bajaj Street,  
Kolkata-700007,  
West Bengal, India

Dated the 21<sup>st</sup> day of May' 2013

**On Behalf of the Board of Directors**

Sd/- Rajesh Sharma

Rajesh Sharma

(Director)

**NOTE:-** A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of himself and the proxy need not be a member of the company.

**DIRECTORS' REPORT**  
**TO THE SHAREHOLDERS**

**Ladies & Gentlemen,**

Your Directors have pleasure to present before you the Annual Report and the Audited Statement for the year ended 31<sup>st</sup> March, 2013.

**FINANCIAL RESULT**

During the period under review the Company has made a loss of Rs.555.00, which when added to the past year debit balance of Rs. 48,586, makes a total debit balance of Rs.49,141 which your directors propose to carry forward to next year.

**DIVIDEND**

Your Directors regret their inability to recommend any dividend for the year.

**EMPLOYEES**

Section 217(2A) is not applicable to the Company as no employees of the Company are in receipt of the remuneration specified under the above section.

**AUDITORS**

M/s Agarwal Ramesh K & Co, Chartered Accountants, Auditors of the Company retires and offers them self for re-appointment.

**DIRECTORS RESPONSIBILITY STATEMENT:**

- i. In the preparation of annual accounts, the applicable accounting standards had been followed.
- ii. Accounting policies are applied consistently and made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the loss of the company for that period.
- iii. Proper & sufficient care was taken for the maintenance of adequate accounting records in accordance with the provision of Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- iv. The annual accounts had been prepared on the basis of going concern.

**For and behalf of the Board**

**Sd/- Preety Sharma**  
**Sd/- Rajesh Sharma**

**Place: Kolkata**  
**Date: 21.05.2013**

**Director**

**COMPLIANCE CERTIFICATE**

CIN No. of the Company : L27109WB1980PLC033134  
Registration No. of the Company : 033134  
Nominal Capital : Rs. 25000000/-  
Paid Up Capital : Rs. 24985000/-

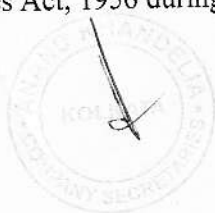
To,  
The Members  
**ACUMEN ENGINEERING INDUSTRIES LIMITED**  
74, JAMUNALAL BAJAJ STREET  
WEST BENGAL,  
KOLKATA-700007

I have examined the registers, records, books and papers of M/S. **ACUMEN ENGINEERING INDUSTRIES LIMITED**. (the Company) as required to be maintained under the Companies Act., 1956 (the Act) and the rules made there-under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31<sup>st</sup> March, 2013. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that in respect of the aforesaid financial year:

01. The Company has kept and maintained all registers as stated in Annexure "A" to this Certificate, as per the provisions of the Act and the rules made there-under and all entries therein have been duly recorded.
02. The Company has duly filed the Forms and Return as stated in Annexure "B" to this Certificate, with the Registrar of Companies, West Bengal within the time prescribed under the Act and the rules made there-under.
03. The Company being a Public Limited Company comments are not required.
04. The Board of Directors duly met 5(FIVE) times respectively on 13/04/2012, 22/05/2012, 27/07/2012, 25/10/2012, and 22/01/2013 in respect of which meetings proper Notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
05. The Company closed its Register of members, and/or Debenture holders from 25<sup>th</sup> September, 2012 to 27<sup>th</sup> September, 2012 inclusive of both days as per the provisions of Companies Act, 1956.
06. Annual General Meeting for the financial year ended on 31-03-2012 was held on 28-09-2012.
07. No Extra Ordinary General Meetings was held on during the financial year under review.
08. The Company has not advanced any loans to its directors or persons or firms or Companies referred to under section 295 of the Act.
09. The Company has not entered into any contract failing within the purview of Section 297 of the Act.



10. The Company has made necessary entries in the Register maintained under Section 301 of the Act.
11. As there were no instances falling within the purview of Section 314 of the Act, the Company has not obtained any approvals from the Board of Directors, members or Central Government.
12. The Company has not issued any duplicate Share Certificate during the financial year under review.
13. The Company has
  - i) Not made any allotment of shares during the financial year under review. There was no transfer of shares during the year under review.
  - ii) Not deposited any amount in a separate Bank Account as no dividend was declared during the financial year under review.
  - iii) No requirement to post warrants to any member of the Company as no dividend was declared during the financial year under review.
  - iv) No requirement to transfer any amount in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years to Investors Education and Protection Fund.
  - v) Duly complied with the requirements of Section 217 of the Act.
14. The Board of Directors of the Company is duly constituted. However, there was no appointment of Additional/Alternate Director(s) to fill casual vacancies and resignation of Director(s) during the financial year under review.
15. The Company has not appointed Managing Director/ Whole-time Director/ Manager during the financial year.
16. The Company has not appointed any sole selling agents during the financial year.
17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar and/or such authorities prescribed under the various provisions of the Act during the financial year under review.
18. The Directors have disclosed their interest in other Firms/Companies to the Board of Directors pursuant to the provision of the Act during the financial year.
19. The Company has not issued any shares during the financial year.
20. The Company has not bought back any shares during the financial year.
21. There was no redemption of preference shares or debentures during the financial year.
22. There was no transaction(s) necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The Company has not invited/accepted any deposits including any unsecured loans falling within the purview of Section 58A of the Companies Act, 1956 during the financial year under review.



24. The Company has not made borrowings during the financial year under Section 293(1)(d) of the Act.

25. The Company has not made any loans or advances or given guarantee or provided securities to other bodies corporate and consequently no entries have been made in the register kept for the purpose.

26. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's Registered Office from one state to another during the year under review.

27. The Company has not altered the provisions of Memorandum with respect to the objects of the Company during the year under review.

28. The Company has not altered the provisions of Memorandum with the respect to the name of the Company during the year under review.

29. The Company has not altered the provisions of Memorandum with respect to the Share Capital of the Company during the year under review and complied with the provisions of the Act.

30. The Company has not altered its Articles of Association during the year under review.

31. There was/were no prosecution initiated against or show Cause Notices received by the Company and no fines or penalties or any other punishment was imposed on the Company during the financial year, for offences under the Act.

32. I am informed that the Company has not received any money as security from its employees during the financial year under review.

33. I am informed that the Company has not deducted any contributions towards Provident Fund from its employees during the financial year under review, as Provident Fund is not applicable to the Company.

PLACE: KOLKATA  
DATED: 21/05/2013

ANAND KHANDELIA

C.P.No. 5841



ANNEXURE - A

Statutory Registers as maintained by M/S ACUMEN ENGINEERING INDUSTRIES LIMITED:

1. Register of Members u/s. 150(1)
2. Minute Book of meetings of Board of Directors u/s. 193(1)
3. Minute Book of meetings of members u/s. 193(1)
4. Register of Contracts u/s. 301(3)
5. Register of Directors/Managing Director/Manager u/s. 303(1)
6. Register of Directors' share holdings u/s. 307(1)
7. Register of Charges u/s. 143
8. Books of Accounts u/s. 209

Other Registers

1. Register of Directors' Attendance
2. Register of Members' Attendance
3. Register of Transfer
4. Register of Application and Allotment

ANNEXURE - B

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ended on 31-03-2013

| Serial No. | Form No. / Return | For | Filing Date | Whether Filed within prescribed time Yes/No | If delay in filling whether additional fees paid Yes/No |
|------------|-------------------|-----|-------------|---|---|
|            |                   |     |             |   |   |

**NO FORMS FILED.**



## AUDIT COMMITTEE

The Audit Committee of the Board consisted of the three board members, viz. Rajesh Sharma, Priti Sharma, and Mulchand Gupta.

The quorum for the Audit Committee is two members personally present. Mulchand Gupta is the chairman of the Committee.

The Audit Committee met five times during the year, i.e. 13/04/2012, 22/05/2012, 27/07/2012, 25/10/2012, and 22/01/2013, Rajesh Sharma, Priti Sharma, & Mulchand Gupta attended all five meetings.

### **Terms of Reference**

The term of reference of this Committee are wide, the same are in accordance with those specified in Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956.

## INVESTORS GRIEVANCE COMMITTEE

The Investor Grievance Committee of the Board consisted of three Members of the Board, viz Rajesh Sharma, Priti Sharma, & Mulchand Gupta.

The Investor Grievance Committee met four times during the year, i.e 13/04/2012, 27/07/2012, 25/10/2012, and 22/01/2013. Rajesh Sharma, Priti Sharma, & Mulchand Gupta attended all four meetings.

Mulchand Gupta, Non-Executive Independent Director chairs the Committee Meeting. The quorum for the Committee Meeting is two directors personally present.

### **Terms of Reference**

The Committee monitors the Company's response to investor complaints. The Committee exercise the power to transfer of shares, non-receipt of dividend/notices/annual reports, etc in accordance with the provisions of Clause 49IV(G)(iv) of the Listing Agreement.

### **Name and designation of Compliance Officer:**

Mr. Rajesh Sharma (Director)  
Emailid:[acumenengltd@gmail.com](mailto:acumenengltd@gmail.com)

### **Status Report of Investor Complaints for the year ended March 31, 2013**

No of Complaints Received–Nil

No of Complaints Resolved–Nil

No of Complaints Pending– Nil

## REMUNERATION COMMITTEE

The Remuneration Committee of the Board consists of all the three directors, Rajesh Sharma, Priti Sharma, & Mulchand Gupta.

Mulchand Gupta, Non-Executive Independent Director chairs the Committee Meeting. The quorum for the Committee Meeting is two directors personally present.