



ALKA INDIA LIMITED

**ANNUAL REPORT
2011-2012**

ALKA INDIA LIMITED

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BOARD OF DIRECTORS

Mr. Ramakant Gokulchand	Chairman & Managing Director
Mr. Satish R. Panchariya	Executive Director
Mr. Ashok R. Panchariya	Executive Director
Mr. Madanlal B. Purohit	Independent Director
Mr. Anant K. Sharma	Independent Director
Mr. Neel A. Doctor	Independent Director

AUDITORS

Agrawal Jain and Gupta

Chartered Accountants

Shop No.2 , Ashok Vihar,Jaipur Road , Chomu
Jaipur -303702.

REGISTRAR AND SHARE TRANSFER AGENT

Sharex Dynamic (India) Pvt Ltd

Unit No.1 , Luthra Indl.Premises

Andheri Kurla Road , Safed Pool,

Andheri (East) Mumbai- 400 072.

022 22641376/022 22702485

www.sharexindia.com/info@sharexindia.com

REGISTERED OFFICE

E-211, Crystal Plaza, Opp. Fame adlabs,

New Link Road, Andheri (W),

Mumbai-400053,

Maharashtra.

022 26736334

alkaindia@gmail.com

NOTICE

NOTICE is hereby given that Nineteen Annual General Meeting of the members of Alka India Limited will be held on Friday, 1st March, 2013 at 9.00 a.m. at National Center for Quality Management, 503, Kailas Industrial Complex, Vikhroli Link Road, Vikhroli (West), Mumbai - 400079, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet and Profit & Loss Account for the year ended 30th September, 2012 and the Report of Directors and Auditors thereon ;
2. To appoint a Director in place of Mr. Neel Doctor, who retires by rotation and being eligible offers himself for re-appointment ;
3. To re-appoint Auditors M/s. Agarwal Jain & Gupta, Chartered Accountants, to hold the office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL, VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 27th February, 2013 to 01st March, 2013 (both days inclusive).
3. Members are requested to notify changes, if any, in their address to the Company's Registered Office. In case their shares are held in dematerialized form, the information should be passed on to their respective Depository Participants without any delay.
4. Members, who hold shares in dematerialized form, are requested to bring their Client ID and DP ID nos. for easier identification.

5. Members seeking further information about the Accounts and/or Operations of the Company are requested to send their queries to the Company at its Registered Office at least 10 days before the date of the Meeting so that the information can be made available at the meeting.
6. The Ministry of Corporate Affairs (vide circulars nos 17/2011 and 18/2011 dated April, 2011 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode. A recent amendment to the Listing Agreement with the Stock Exchanges permits companies to send soft copies of the Annual Report to all those shareholders who have registered their email address for the said purpose. Members are requested to support this Green Initiative by registering/updating their e-mail addresses for receiving electronic communications.

Registration Office :

E-211, Crystal Plaza,
Opp. Fame Adlabs,
New Link Road,
Andheri (W),
Mumbai - 400 053.

By Order of the Board of Director
For **ALKA INDIA LIMITED**

Sd/-

Ramakant Gokulchand
Chairman & Managing Director

Place : Mumbai

Date : 06th February, 2013

DIRECTORS' REPORT

To The Members,

Your Directors have pleasure in presenting the Nineteen Annual Report together with the Audited Statement of Accounts for the year ended 30th September, 2012.

FINANCIAL RESULTS:

The working results of the Company for the year ended on 30th September, 2012 are as follows:

Rs. In Lakhs

Particulars	Year Ended On 30.09.2012 Rs.	Year Ended On 30.09.2011 Rs.
Net —Profit/Loss	(26,756,862)	(30,955,584)
Less : Depreciation	1,883,661	1,234,226
Profit/(Loss) before Taxation (PBT)	(28,640,523)	(32,189,810)
Less : Provision for Income Tax	NIL	NIL
Less : Deferred Tax Adjustments	250,281	NIL
Less: Provision for Fringe Benefit Tax	NIL	NIL
Profit/ (Loss) After Tax (PAT)	(28,890,804)	(32,189,810)
Add : Profit/(Loss) brought forward	(22,50,90,584)	(19,61,99,780)
Add: Transfer from General Reserve	NIL	NIL
Add: Prior Year Adjustments.	NIL	(138,860)
Surplus/(Deficit)	(22,50,90,584)	(19,61,99,780)

APPROPRIATIONS:

	Year Ended On 30.09.2012 Rs.	Year Ended On 30.09.2011 Rs.
Profit/(Loss) carried to Balance Sheet	(22,50,90,584)	(19,61,99,780)
Total	(22,50,90,584)	(19,61,99,780)

DIVIDEND:

Your directors do not recommend dividend for the year 2011-2012.

OPERATIONS:

Your Directors are confident in recording a sustainable growth in the operation during the current year.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, AND FOREIGN EXCHANGE EARNING AND OUTGO:**A. CONSUMPTION OF ENERGY & TECHNOLOGY ABSORPTION:**

The details as required under section 217 (1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 in respect of Conservation of Energy, Technology Absorption are not applicable.

B. FOREIGN EXCHANGE EARNING & OUTGO:

	Current Year	Previous Year
a) Earning	Nil	Nil
b) Outgo	Nil	Nil

DIRECTORATE:

During the year under review Mr Neel Doctor retire by rotation as Director of the Company at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to Section 217 (2AA) of the Companies Act, 1956, your Directors confirm the following:

1. In the preparation of the annual accounts, the Accounting Standards to the extent applicable had been followed along with proper explanations relating to material departures.
2. Adequate accounting policies had been selected and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of financial year and of the profit of the Company for the period.
3. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with provisions of this Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. The Annual Accounts have been prepared for the financial year ended 30th September, 2012 on a going concern basis.

PARTICULARS OF EMPLOYEES:

During the year, there were no employees whose information is required to be given as per Section 217(2A) read with the Companies (Particular of Employees) Rules, 1975 as amended.

REPORT ON CORPORATE GOVERNANCE:

A detailed report on Corporate Governance is annexed to this Annual Report. The Company has complied with the conditions of corporate governance as stipulated in clause 49 of the listing agreement. The certificate obtained from the auditors of the Company regarding compliance of conditions is annexed to this report.

FIXED DEPOSITS:

During the year under review the Company has neither invited nor accepted Public Deposits.

AUDITORS:

The Auditors M/s. Agrawal Jain and Gupta, Chartered Accountants, Jaipur are Re appointed as the statutory auditors of the Company at the forthcoming Annual General Meeting.

The Company has received letters from them to the effect that their re-appointment, if made, would be within the prescribed limits under sections 224(1B) of the Companies Act, 1956.

AUDITOR'S REMARKS:

The provision for leave encashment have not been made in as much as the liability to pay such leave encashment would be taken care of when it is accrued.

LISTING:

The Shares of the Company are listed on Stock Exchanges at Mumbai. Listing fees has been paid to Bombay Stock Exchange Limited.

APPRECEIATION:

The Board places on record the appreciation of the sincere and devoted services rendered by all the employees and the continued support and confidence of the Shareholders. The Board also expresses their sincere thanks to the Banks and all other well wishers for their timely support.

Registration Office :

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Andheri (W),
Mumbai - 400 053.

By Order of the Board of Director
For **ALKA INDIA LIMITED**

Sd/-

Ramakant Gokulchand
Chairman & Managing Director

Place : Mumbai

Date : 06th February, 2013

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion & Analysis Report pursuant to Clause 49 of Listing Agreement.

Industry Structure and Development:

The Company's products can be classified under the Textile Products. The Company is taking all necessary steps to maximize the profitability of the Company. As for the previous year, Company has entered in bullion segment, but could do only a little during the year. Looking to the huge scope available in bullion section both domestically and in International Market, Company is planning to enter into trading activities in bullion & Textile market, looking that there is a huge scope available for the same as per the current market conditions.

Opportunities and Threats:

Our product is intermediary product for user industries and the development will be based on dependant other industries.

The Company is making continuous efforts to trading different grades of products to meet the requirement of its customers.

The Company is making efforts for exploring other avenues to increase its sales of different varieties of Garments.

Any changes in international price of its products and fluctuations in foreign exchange will have effect on the profitability of the Company.

Segment or Product wise performance:

The Company operates in single business segment i.e. Textile comprising cotton, yarn, fabrics etc.

Outlook:

The outlook for the Company appears bright on a long term basis. The Company is hopeful that its performance in the years to come would be encouraging, as the Company is planning to start the trading in bullion & textile garments in national as well as international market.

Risk Management:

The Company is exposed to a number of risks. Some key risks have been mentioned below:

1. The Raw material prices are market driven being an agricultural product and any natural calamity such as drought/ flood will affect the profitability of the Company.
2. Any change in the fashion will also have bearing on the profitability of the Company.

Internal Control Systems and their adequacy:

The company has adequate systems of internal control covering all financial and operational activities. The internal control are designed to provide reasonable assurance with regard to maintaining proper accounting controls, protecting assets from unauthorized losses and ensuring reliability of financial and operational information and proper compliance with regulations. In the opinion of the Board, an internal control system adequate to the size of the Company is in place.

Financial Performance:

For the year 2011-2012 Net Profit (Loss) after tax is Rs. 286.40 Lacs against Loss of Rs. 321.89 Lacs during the previous year.

Human Resource / Industrial Relations:

The Company is regularly conducting seminars and workshops to improve the safety. The Company is deputing employees for attending seminars, for updating their skills and knowledge.

CORPORATE GOVERNANCE REPORT

In the line with the requirement for providing a 'Report on Corporate Governance' as per revised clause 49 of the Listing Agreement with the Stock Exchange given herein below is a report on the Company's Corporate Governance norms.

I. Company's Philosophy on Code of Governance:

Corporate Governance is all about commitment to values and ethical business conduct. The Company believes in setting the highest standards in good and ethical corporate governance practices. The Company's philosophy on Corporate Governance emanates from its commitment for the highest level of transparency and accountability towards its shareholders, customers, employees, Banks and the Government while maintaining steady focus for creation of wealth for shareholders on sustainable basis. The Company is managed by the Managing Director under the supervision and control of the Board of Directors. Corporate Governance in the Company is a systematic process by which Company is directed and controlled to enhance its wealth generating capacity.

II. Board of Directors:

Composition and category of Directors and their attendance at Board Meetings and last Annual General Meeting is as follows:

The Board of Directors met Eight- times during the financial year - 2011-2012 on following dates:

05/10/2011, 18/10/2011, 12/11/2011, 13/02/2012, 07/05/2012, 21/05/2012, 21/06/2012, 07/08/2012.

Name of Directors	Category of directorship	No. of Board Meeting attended		Attendance at last AGM
		Held	attended	
Mr.Ramakant Gokulchand(Appointed wef. 05/10/2011)	Chairman & Managing Director	8	7	Yes
Mr. Satish R. Panchariya	Promoter & – Executive Director	8	6	Yes
Mr. Madanlal Purohit	Non Executive & Independent Director	8	6	Yes
Mr. Ashok Panchariya	Promoter & Executive Director	8	4	Yes
Mr. Anant Sharma	Non Executive & Independent Director	8	4	Yes
Mr. Neel Doctor	Non Executive & Independent Director	8	7	Yes

Board's Procedure:

It has always been the company's policy and practice that apart from matters requiring Board's approval by statute, all major decisions including quarterly results of the Company, financial restructuring, capital expenditure proposals, acquisition of asset, mortgages, guarantees, donations etc. are regularly placed before the Board. This is in addition to information with regard to actual operations and minutes of all the Committee Meetings.

The Minimum information as required as per code of Corporate governance is being made available to the Board as and when applicable.

III. COMMITTEES OF THE BOARD :

a) Audit Committee :

The Audit Committee has been constituted as per section 292 A of the Companies Act 1956 and guidelines set out in the Listing Agreement with the Stock Exchanges. The Audit Committee of the Company, inter-alia, provides an assurance to the Board on the existence and adequacy of effective internal control systems that ensures:

- Efficiency and effectiveness of operations
- Safeguarding of Assets and adequacy of provisions for all Liabilities
- Reliability of all financial and other management information and adequacy of disclosures
- Compliance with all relevant statutes.