

ASCENT EXIM (INDIA) LIMITED

ANNUAL REPORT
2010-2011

ASCENT EXIM (INDIA) LIMITED

BOARD OF DIRECTOR

Ishwar Chand Jain
Purshottam Banspal
B. P. Sharma

AUDIT COMMITTEE

Ishwar Chand Jain
Purshottam Banspal
B. P. Sharma

AUDITORS

NGS & CO.
Chartered Accountants, Mumbai

BANKERS

The Ratnakar Bank Ltd.
Central Bank of India
Corporation Bank
HDFC Bank

REGISTERED OFFICE

: Capco Exports
Jeevan Sahakar Building,
3rd Floor,
5, Homji Street, Fort,
Mumbai – 400 001.

SHARE TRANSFER AGENT

**M/S. SHAREX DYNAMIC (INDIA)
PRIVATE LIMITED**

Unit No.1, Luthra Ind. Premises, Andheri
Krula Road, Safed Pool, Andheri (East),
MUMBAI - 400 072.

Tel: 022 2851 5606 / 2851 5644

NOTICE TO THE MEMBERS

NOTICE is hereby given that the 18th Annual General Meeting of the members of ASCENT EXIM [INDIA] LIMITED will be held on 26th April, 2012 at 11 A. M. at the registered office of the Company at C/o. Capco Exports, Jeevan Sahakar Building, 3rd Floor, Homji Modi Street, Fort, Mumbai 400 001 to transact with or without modification[s], the following businesses :

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Profit and Loss Account for the year ended October 31, 2011 and the Balance Sheet as at that date together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. B P. Sharma, who retires from office by rotation, and being eligible offers himself for re-appointment.
3. To appoint auditors of the Company and to fix their remuneration.

Registered Office:

Capco Exports,
Jeevan Sahakar Building, 3rd Floor,
5, Homji Street, Fort,
Mumbai - 400 001.
January 31, 2012.

For & on behalf of the Board

For Ascent Exim [India] Limited

Director

NOTES:

1. 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.

The instrument appointing a proxy should however be deposited at the Registered Office of the Company duly completed not less than forty eight hours before the commencement of the meeting.

2. The Register of Members and the Share Transfer Books of the Company will remain closed from 24/04/2012 to 26/04/2012 (both days inclusive).

3. Members desirous of seeking any information concerning the Accounts of the Company are requested to address their queries in writing to the Company at least seven days before the date of the meeting so that the requested information can be made available at the time of the meeting.

4. Members / Proxies are requested to bring their copies of the Annual Report to the meeting since copies of the Annual Report will not be distributed at the meeting.

5. The Company has listed its shares on Bombay Stock Exchange Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 under Security Code No. 511750. The Company is regular in payment of the Listing Fee to the Exchange.

6. a. In view of Circular issued by the SEBI for appointing common agency for both mode of transfer of shares i.e. Physical as well as Dematerialised, the Company has appointed M/s. SHAREX DYNAMIC [INDIA] PRIVATE LIMITED as Registrar & Transfer Agent of the Company. Members are therefore requested to send their grievances to them for early disposal at the address given below.

b. Members holding Shares in physical form are requested to notify immediately any change in their address with PIN CODE to the Registrar and Transfer Agent of the Company at the address given below AND in case their shares are held in dematerialised form, this information should be passed on directly to their respective Depository Participants and not to the Company.

M/s. SHAREX DYNAMIC [INDIA] PRIVATE LIMITED,

[Unit : Ascent Exim [India] Limited]

Unit No.1, Luthra Ind. Premises, Andheri Krula Road,
Safed Pool, Andheri (East), MUMBAI - 400 072.

Tel: 022 2851 5606 / 2851 5644

Email : sharexindia@vsnl.com

7. All documents referred to in the Notice are open for inspection at the registered office of the Company during office hours on all working days except public holidays between 11.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting.

8. Members/Proxies holding their Shares in Physical mode are requested to fill the enclosed attendance slip and handover the same at the entrance with signature. In the absence thereof, they may not be admitted to the meeting venue.

9. Members who are holding shares in dematerialised form are requested to bring their Client ID and DP Id numbers for easy identification at the meeting.

10. In all correspondence with the Company, members are requested to quote their Folio No. and in case their shares are held in dematerialised form, they must quote their DP ID and client ID Numbers.

As required under Clause 49 [VI] of the Listing Agreement, given below are the details of the Director(s) who retire by rotation and are eligible for re-appointment (Resolution at Item Nos. 2):

A. Name : Mr. B P. Sharma
Age : 49 Years
Qualifications : B. com.

Mr. B. P. Sharma is associated with the Company since April 7, 2003.

Other Directorships: NIL.

Shareholding in the Company: Nil.

Category of the Directors: Non Executive Independent.

Committee Memberships:

Audit Committee : Ascent Exim [India] Limited.

Share Holders Committee : Ascent Exim [India] Limited.

Registered Office:

For & on behalf of the Board

Capco Exports,
Jeevan Sahakar Building, 3rd Floor,
5, Homji Street, Fort,
Mumbai - 400 001.
January 31, 2012.

For Ascent Exim [India] Limited

Director

DIRECTORS' REPORT TO THE SHAREHOLDERS

Your Directors have great pleasure in presenting their 18th Annual Report together with the Audited accounts for the year ended October 31, 2011.

| FINANCIAL RESULTS: | Year ended 31.10.2011 Rs. In Lacs | Year ended 31.10.2010 Rs. In Lacs |
|--|--|--|
| Gross Total Income | 0.39 | 0.01 |
| Profit/ (Loss) before tax | [-] 5.31 | [-] 6.07 |
| Provision for Taxation | 0.00 | 0.00 |
| Less: Provision for Deferred Tax | [-] 0.34 | [-] 0.37 |
| Net Profit/Loss | [-] 4.98 | [-] 5.70 |
| Less: Earlier years tax adjustment | 0.42 | 0.41 |
| Add : Balance brought forward from previous year | [-] 139.71 | [-] 133.61 |
| Other Adjustments | --- | --- |
| Profit available for disposal | [-] 145.11 | [-] 139.71 |

DIVIDEND:

Due to no business activity in hand and carry forward Losses, your Directors express their inability to recommend any dividend for the year ended October 31, 2011.

OPERATIONS:

As there was no major business activity, your Company has incurred loss of Rs.5.31 Lacs on account of administrative expenses.

Your board is confident of achieving better results and better performance during the current year.

BOARD OF DIRECTORS:

As per the provisions of the Companies Act, 1956, and in terms of the Articles of Association of the Company Mr. B P. Sharma, Director of the Company retire by rotation and being eligible, offer himself for re-appointment.

DIRECTORS RESPONSIBILITY STATEMENT:

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

1. In the preparation of the annual accounts, the applicable accounting standards have been followed.
2. Appropriate policies have been selected and applied consistently and judgments and estimates wherever made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at the end of the year.
3. 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 fraud and other irregularities.
4. The annual accounts have been prepared on a going concern basis.

AUDITORS:

M/s. NGS & CO., Chartered Accountants, Auditors of the Company retires and is eligible for re-appointment.

The Company has received a certificate from them that they are qualified under section 224 (1) of the Companies Act, 1956, for appointment as Auditors of the Company. Members are requested to consider their appointment at a remuneration to be decided by the Board of Directors for the financial year ending October 31, 2012 as set out in the Notice convening the Meeting.

AUDITORS' OBSERVATIONS:

The observations of the auditors contained in their Report have been adequately dealt with in the Notes to the Accounts given in Schedule "10", which are self explanatory and, therefore, do not call for any further comments.

As far qualification for default of directors is concerned, your board has taken effective steps and shortly the company will file all the pending returns with the office of the Registrar of Companies and thereby the default will be made good.

AUDIT COMMITTEE:

In accordance with the provisions of the Listing Agreement and Corporate Governance the Company had constituted an Audit Committee. The Audit Committee acts in accordance with the terms of reference specified from time to time by the Board.

CORPORATE GOVERNANCE:

Your Company continued to practice good governance as set out by the Securities And Exchange Board of India. In addition to the basic governance issues, the Board laid a strong emphasis on transparency, accountability and integrity. The detailed report on compliance of Corporate Governance and Management Discussion Analysis as stipulated in Clause 49 of the Listing Agreement is enclosed and form part of this Report.

SECRETARIAL COMPLIANCE CERTIFICATE:

Pursuant to provisions of Section 383A of the Companies Act, 1956 and the rules made thereunder, the Company has obtained a Compliance Certificate from GMJ & Associates, Company Secretaries. The same is attached herewith.

CODE OF CONDUCT:

Your Company is committed to conducting its business in accordance with the applicable laws, rules and regulations and highest standards of business ethics. In recognition thereof, the Board of Directors has implemented a Code of Conduct for adherence by the Directors and Senior Management Personnel of the Company. This will help in dealing with ethical issues and also foster a culture of accountability and integrity.

DEPOSITORY SERVICES:

The Company's Equity Shares are admitted to the depository mechanism of the National Securities Depository Limited (NSDL) and also the Central Depository Services Limited (CDSL). As a result

the investors have an option to hold the shares of the Company in a dematerialised form in either of the two Depositories. The Company has been allotted **ISIN No. INE138E01012**.

Shareholders' therefore are requested to take full benefit of the same and lodge their holdings with Depository Participants [DPs] with whom they have their Demat Accounts for getting their holdings in electronic form.

FIXED DEPOSITS:

The Company did not accept any fixed deposits during the year ended October 31, 2011.

PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO:

The information pursuant to section 217 (I) (e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the Report of Board of Directors) Rules 1988 are not applicable to the Company as the Company is not engaged in manufacturing activities.

Foreign Exchange Earnings-FOB value of Exports of Goods: Rs. NIL [Pr. Yr. NIL]

Foreign Exchange Outgo: Rs. NIL [Pre. Year NIL].

PARTICULARS OF EMPLOYEES:

None of the employees of the Company came within the purview of the information required u/s 217 (2A) of the Companies Act, 1956 read with the Companies (particulars of Employees) Rules, 1975 as amended.

LISTING:

The Equity Shares of the Company are at present listed with the Bombay Stock Exchange Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001.

The Company is regular in payment of listing fee.

SAFETY, ENVIRONMENTAL CONTROL AND PROTECTION:

The Company has taken all the necessary steps for safety and environmental control and protection at all its plants.

ACKNOWLEDGMENT:

The Directors wish to convey their appreciation to the Company's shareholders, customers, suppliers, bankers, distributors and all the technology partners for the support they have given to the Company and the confidence, which they have reposed in its management and the employees for the commitment and dedication shown by them.

Registered Office:

Capco Exports,
Jeevan Sahakar Building, 3rd Floor,
5, Homji Street, Fort,
Mumbai - 400 001.
January 31, 2012.

For & on behalf of the Board

For Ascent Exim [India] Limited

Sd/- Sd/-
Director Director

ANNEXURE – 'A' TO DIRECTOR'S REPORT

MANAGEMENT DISCUSSION AND ANALYSIS

OPPORTUNITIES, THREATS, RISKS, CONCERNS AND OUTLOOK:

The Company is engaged in Trading activities and also Import and Export of merchandises. As the focus of the Company was more in Import and Export and as a result of rising costs the demand for items has gone down. The Company is discussing marketing of its products in many countries and is hopeful of materializing the new orders there.

EXPORTS:

Considered as main thrust area of growth as the Company's brands are gaining acceptability in major markets.

PERFORMANCE OF THE COMPANY:

Performance of the Company was not as expected because of depressed market conditions and competitive market.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

Internal Control Systems are designed to ensure the reliability of financial and other record and accountability of executive action to the management's authorisation. The Statutory Auditors have evaluated the system of internal controls of the Company and have reported that the same are adequate and commensurate with the size of the Company and nature of its business.

The internal control systems are reviewed by the top Management and by the Audit Committee of the Board and proper follow up action is ensured wherever required.

CAUTIONARY STATEMENT:

Statement in the Management Discussion and Analysis describing the Company's objectives, expectations, estimates or predictions may be forward looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include global and domestic supply and demand conditions affecting selling prices of finished goods, input availability and prices, changes in Government regulations, tax laws, economic developments within the country and other incidental factors. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements, on the basis, of any subsequent developments, events or information.

ANNEXURE 'B' TO DIRECTORS REPORT

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

Ascent Exim [India] Limited ("the Company") is committed to adhere to the corporate governance code as prescribed by the SEBI and Stock Exchange and has accordingly implemented various aspects of the code.

To implement the Corporate Governance practice, Ascent Exim [India] Limited, has a well defined policy consisting of the following:

- Ensure that the Quality and frequency of Financial and Managerial Information's, which the Management shares with the Board, fully placed before the Board Members in control of the Company's affairs.
- Ensure that the Board exercises its Fiduciary responsibilities towards Shareowners and Creditors, thereby ensuring high accountability.
- Ensure that the extent to which the information is disclosed to present and potential investors is maximized.
- Ensure that the decision-making is transparent and documentary evidence is traceable through the minutes of the meetings of the Board/Committees thereof.
- Ensure that the Board, the Management, the Employees and all the other stakeholders are fully committed to maximizing long-term value to the shareowners and to the Company.
- Ensure that the core values of the Company are protected.

BOARD OF DIRECTORS

With new amended provisions, the composition of the Board of Directors is in compliance with the provisions of Listing Agreement of the Stock Exchange.

As on October 31, 2011 the Ascent's Board consists of 3 members all being Non Executive and independent. The composition of the Board is in conformity with Clause 49 of the listing agreement, which stipulates that 50 per cent of the Board should comprise of non-executive Directors, and if the Chairman is non-executive, one-third of the Board should be independent.

The details of composition of the board, category, attendance of directors at board meetings and last Annual General Meeting, number of other directorships and other committee memberships are given below:

Number of Board Meetings

The Board of Directors met 5 times during the year on 29.11.2010, 31.1.2011, 30.5.2011, 31.08.2011 and 30.09.2011.