

CHAMPARAN MARKETING COMPANY LIMITED

REPORT AND ACCOUNTS

for the

year ended 31st March, 2010

Directors

SHRI R. N. JHUNJHUNWALA

SHRI T. R. CHACHAN

SHRI B. N. BANSAL

Auditors

Messers K. P. GUTGUTIA & CO.

Chartered Accountants

2, PRINCEP STREET,

KOLKATA - 700 072.

Registered Office

9/1, R. N. MUKHERJEE ROAD,

KOLKATA - 700 001.

Champaran Marketing Company Limited

NOTICE

Notice is hereby given that the Fifty-ninth Annual General Meeting of Champaran Marketing Company Limited will be held on Friday, 25th June, 2010 at 2.30 P.M. at 9/1, R. N. Mukherjee Road, Kolkata-700 001 for the following purposes :

1. To consider and adopt the audited Profit & Loss Account for the year ended 31st March, 2010, the Balance Sheet of the Company as at that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri R.N. Jhunjhunwala who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration.

AS SPECIAL BUSINESS :

To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution :

4. "RESOLVED that Shri Bajj Nath Bansal be and is hereby appointed a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation."

9/1, R. N. Mukherjee Road,
Kolkata-700 001.
Dated : 23rd April, 2010

By Order of the Board
T. R. Chachan
Director

NOTE : A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member.

Champaran Marketing Company Limited

EXPLANATORY STATEMENT

Item No. 4

Shri Bajj Nath Bansal was appointed by the Board of Directors as an additional Director of the Company on 28th December, 2009. Pursuant to the provisions of Section 260 of the Companies Act, 1956 and Article 78(a) of the Articles of Association of the Company Shri Bansal will hold office as Director only upto the date of this Annual General Meeting. As required under Section 257 of the Companies Act, 1956, a notice has been received from a shareholder signifying his intention to propose the appointment of Shri Bajj Nath Bansal as a Director of the Company. His appointment as Director is considered desirable in the interest of the Company so that the Company may be able to avail his valuable advice. The Directors, accordingly, recommend the resolution mentioned in Item No. 4 of the Notice for your approval.

Except Shri Bajj Nath Bansal, no other Director is interested in the proposed resolution.

Champaran Marketing Company Limited

Directors' Report

To
The Shareholders,

Your Directors have pleasure in presenting their Report and the audited Accounts of the Company for the year ended 31st March, 2010.

2. Financial Results

	<u>Rs.</u>
The Profit & Loss Account shows a profit of	12,51,164
To which is added the balance brought forward from the previous year	<u>78,80,139</u>
Making a total of	91,31,303
Out of this provisions have been made for – Reserve Fund	<u>2,60,000</u>
Balance to be carried forward	<u>88,71,303</u>

3. Dividend

Your Directors have not recommended any dividend.

4. Directors

Shri Sunil Lohia resigned from the Directorship of the Company with effect from 28th December, 2009.

Shri R.N. Jhunjhunwala retires from the Board by rotation and being eligible offers himself for re-appointment.

Shri Bajj Nath Bansal, who was appointed as an additional Director on 28th December, 2009 will hold office upto the date of the ensuing Annual General Meeting.

The Company received a notice under Section 257 of the Companies Act, 1956 proposing Shri Bansal's appointment as a Director of the Company. The resolution for appointment of Shri Bajj Nath Bansal as a Director of the Company shall be placed at the ensuing Annual General Meeting for the approval of the members.

5. Auditors

The Auditors, Messrs K.P. Gutgutia & Co., Chartered Accountants, retire and are eligible for re-appointment.

Champan Marketing Company Limited

Directors' Report (Contd.)

6. **Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo**
As the Company has no manufacturing activity, it is not required to furnish any information with regard to conservation of energy. There is no information to furnish with regard to technology absorption. During the year, no foreign exchange was earned or used by the Company.
7. **Particulars of Employees**
The provisions of Section 217 (2A) of the Companies Act, 1956 are not applicable to the Company as there is no employee.
8. **Directors' Responsibility Statement**
Your Directors confirm that –
- i) in preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures ;
 - ii) they have selected such accounting policies and applied them consistently and made judgements 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 profit of the Company for that year ;
 - iii) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
 - iv) they have prepared the annual accounts on a going concern basis.
9. **Compliance Certificate**
A copy of the Compliance Certificate from Messrs. A. M. Bubna & Associates, Company Secretaries, as required under Section 383A of the Companies Act, 1956 is attached and forms a part of this Report.

9/1, R. N. Mukherjee Road,
Kolkata - 700 001.

Dated : 23rd April, 2010

R. N. JHUNJHUNWALA }
T. R. CHACHAN } *Directors*

Champaran Marketing Company Limited

Compliance Certificate

To,
The Members

We have examined the registers, records, books and papers of Champaran Marketing Company Limited (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2010 (Financial year). In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year :

1. 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 thereunder and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies within the time prescribed under the Act and the rules made thereunder.
3. The Company, being a public limited company, clause 3 is not applicable.
4. The Board of Directors duly met 4 (Four) times respectively on 16th April, 2009, 19th August, 2009, 28th December, 2009 & 30th March, 2010, 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.
5. The Company was not required to close its Register of Members during the financial year since it is not listed with any stock exchange.
6. The Annual General Meeting for the financial year ended on 31st March, 2009 was held on 22nd June, 2009 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No Extra Ordinary General Meeting was held during the financial year.
8. The Company has not advanced any loans to its directors or persons or firms or companies referred to under Section 295 of the Act.
9. The Company has not entered into any contracts falling within the purview of Section 297 of the Act.