

CHAMPARAN MARKETING COMPANY LIMITED

REPORT AND ACCOUNTS

for the

year ended 31st March, 2011

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 60th Annual General Meeting of Champaran Marketing Company Limited will be held on Monday, 8th August, 2011 at 2.00 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, 2011, 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 Tola Ram Chachan who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration.

9/1, R. N. Mukherjee Road,
Kolkata-700 001.
Dated : 26th May, 2011

By Order of the Board
B. N. Bansal
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.

Champan 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, 2011.

| 2. Financial Results | <u>Rs.</u> | <u>Rs.</u> |
|--|--------------|------------------|
| The Profit & Loss Account shows a profit of | | 12,64,116 |
| To which is added the balance brought forward from the previous year | | <u>88,71,303</u> |
| Making a total of | | 1,01,35,419 |
| Out of this provisions have been made for – | | |
| Reserve Fund | 2,53,000 | |
| Standard Assets | <u>1,000</u> | <u>2,54,000</u> |
| Balance to be carried forward | | <u>98,81,419</u> |

3. Dividend :

Your Directors have not recommended any dividend.

4. Directors :

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

5. Auditors :

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

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.

Champaran Marketing Company Limited

Directors' Report (Contd.)

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 judgments 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 : 26th May, 2011

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

Champan Marketing Company Limited

Compliance Certificate

To,
The Members

We have examined the registers, records, books and papers of Champan Marketing Company 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 31st March, 2011 (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 there under 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 23rd April, 2010, 28th September, 2010, 19th November, 2010 & 20th January 2011 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, 2010 was held on 25th June, 2010 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.

Champaran Marketing Company Limited

Compliance Certificate (Contd.)

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 was not required to obtain any approvals from the Board of Directors, members or Central Government.
12. The Company has not issued any duplicate share certificates during the financial year.
13. The Company has :
 - a) not allotted / transmitted securities during the financial year. It has however delivered all the certificates of equity shares on lodgment thereof for transfer in accordance with the provisions of the Act.
 - b) not deposited any amount in a separate Bank Account as no dividend was declared during the financial year.
 - c) not posted warrants to any member of the Company as no dividend was declared during the financial year.
 - d) no amount in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon and as such it was not required to transfer any amount to Investor Education and Protection Fund.
 - e) duly complied with the requirements of Section 217 of the Act.
14. The Board of Directors of the Company is duly constituted and the appointment of a director was duly made.
15. The Company has not appointed any Managing Director / Whole-time Director / Manager during the financial year as there was no need to do so.
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 of Companies or such other authorities as may be prescribed under the various provisions of the Act during the financial year.
18. The Directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.
19. The Company has not issued any shares, debentures or other securities during the financial year.