

DEVHARI EXPORTS (INDIA) LIMITED

*First Floor, Center Point,
Indira Marg,
JAMNAGAR-361008*

Audited Annual Accounts

For the

F. Y. 2011- 2012

Kamlesh Rathod & Associates
Chartered Accountants
(P.A. NO. AAEFK 8888 L)

"Rathod House" Near Bhid Bhanian Temple Ground, Bh. V V Sathave's Hospital Jamnagar 361 001

NOTICE FOR ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of the Company will be held at 1st Floor, Center Point, Indira Gandhi Marg, Jamnagar-361008 on 29th September, 2012 at 11.00 a.m to transact the following business:-

ORDINARY BUSINESS:

1. To receive and adopt the audited balance sheet as 31st March, 2012 and profit & loss account of the company for the year ended on 31st March, 2012 and the Report of the Directors' and Auditors.
2. To appoint Director in place of Mr. Deepak Gopalbhai Makadia who retires by rotation and being eligible offers himself for reappointment.
3. To appoint Director in place of Mr. Narendra Maniar who retires by rotation and being eligible offers himself for reappointment.
4. To appoint Auditors of the Company and to fix their remuneration.

NOTES:

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF MEETING.

1. Pursuant to section 154 of the Companies Act, 1956, Register of Members and Shares Transfer Books of the Company will remain closed from 22nd September, 2012 to 29th September, 2012 (both days inclusive).
2. The shareholders are requested to bring their copy of Annual Report at the time of Meeting.
3. As a matter of convenience the shareholders are requested to inform their queries if any, the company in advance so as to enable the company to properly reply the same at the time of meeting.

For & on behalf of the Board of Director

Date: 31/05/2012

Place: Jamnagar

Sd/-	Sd/-
Vinod P. Mehta	Amrish Mehta
Director	Director

DIRECTORS' REPORT

To,
The Members

The Directors' present the Annual report on the business and operations of your Company for the year 2011-12.

FINANCIAL RESULTS AND OPERATIONAL REVIEW:

Particulars	Year Ended 31.03.2012 (Amt in Rs.)	Year Ended 31.03.2011 (Amt in Rs.)
Total Sales/Income	42,48,849	1,28,045
Total Expenses excluding interest expenses	41,85,614	8,800
Interest expenses	Nil	Nil
Profit/(Loss) before Taxation	63,235	1,19,165
Taxes/Deferred Taxes	(15,822)	Nil
Profit/(Loss) After Taxation	79,057	1,19,165
P&L Balance b/f	(36,75,355)	(37,94,520)
Excess provision of income tax written back	56,961	Nil
Profit/ (Loss) carried to Balance Sheet	(36,18,394)	(36,75,355)

PARTICULARS OF EMPLOYEES:

There are no employees drawing the remuneration in excess of ceiling prescribed under provisions of Companies (Particulars of Employees) Rules, 1975 read with Section 217(2A) of the Companies Act, 1956 as amended from time to time. Hence no information is required to be appended to this report in this regard.

DIRECTORS:

Mr. Deepak Gopalbhai Makadia and Mr. Narendra Maniar Director of the Company are liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

RESPONSIBILITY STATEMENT:

As required u/s 217(2AA) of the Companies Act, 1956 your Director confirms that in the preparation of the annual accounts,

The applicable accounting standards have been followed along with proper explanation relating to material departures.

Such accounting policies have been selected and applied consistently and reasonable and prudent judgments and estimates made, 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 the profit/loss of the company for that period.

Proper and sufficient care has been taken for the maintenance of the 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.

The annual accounts have been prepared on a going concern basis.

CORPORATE GOVERNANCE:

A comprehensive report on corporate governance as stipulated under Clause 49 of the Listing Agreement is attached to this Report.

The Company has obtained a certificate from the Statutory Auditors regarding compliance of conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement and the same is annexed at the end of Corporate Governance Report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE:

As required under rule 3 of the companies (Disclosure of Particulars in the report of Board of Directors) Rules 1998, the particulars relating to the conservation of energy, Technology absorption, and the foreign exchange earnings and outgo are also Nil.

APPOINTMENT OF AUDITORS:

M/s. Kamlesh Rathod & Associates., Chartered Accountants, Jamnagar Auditors of the Company, hold office until the conclusion of the ensuing Annual General Meeting. The Company has received letters from them to the effect that their appointment, if made, would be within the prescribed limits under Section 224(1-B) of the Companies Act, 1956.

PUBLIC DEPOSITS

The Company has not accepted any deposits from the public during the year under review. Your Company is listed with the Ahmedabad Stock Exchange Limited, Madras Stock Exchange Limited & Jaipur Stock Exchange Limited.

SEGMENT:

Your Company is engaged in a single segment only.

ACKNOWLEDGEMENT:

The management is grateful to the government authorities, Bankers, Vendors for their continued assistance and co-operation. The directors also wish to place on record the confidence of members in the company.

For & on behalf of the Board of Director

Date: 31/05/2012

Place: Jamnagar

Sd/-	Sd/-
Vinod P. Mehta	Amrish Mehta
Director	Director

Report on Corporate Governance
(Pursuant to Clause 49 of the Listing Agreement)

1. COMPANY'S PHILOSOPHY

The Company believes that good Corporate Governance emerges from the application of the best and sound management practices and compliance with the law coupled with total adherence to highest norms of business ethics. These two main drivers, together with the company's ongoing contributions to the local communities it operates in through meaningful and relevant Corporate Social Responsibility initiatives add to enhance the stakeholders value.

The Company places great emphasis on values such as empowerment and integrity of its employees, safety of the employees & communities surrounding our plant and facilities, transparency in decision making process and fair & ethical dealings with all, pollution free clean environment and last but not the least, accountability to all the stakeholders. These practices are being followed since the inception and have contributed to the company's sustained growth.

2. BOARD OF DIRECTORS

2.1 Composition of Board of Directors as on date of Report:

The Board of Directors as at 31st March, 2012 comprises of Eight Directors out of which One executive director and Seven Non- executive directors. The Chairperson is Non executive director.

No.	Name of Director	Category
1	Vinod P Mehta	Non-executive & Independent
2	Amrish V Mehta	Non-executive & Independent
3	Manoj Shah	Non-executive & Independent
4	Gunvant S Mehta	Non-executive & Independent
5	Deepak Gopalbhai Makadia	Non-executive & Independent
6	Narendra Maniar	Executive & Non-Independent
7	Harishkumar Patel	Non-executive & Independent
8	Ramnikbhai Raiyani	Non-executive & Independent

2.2 Responsibilities of the Board

The responsibility such as policy formulation, performance review and analysis and control, direction and management of the affairs of the company is vested in the Board of Directors presided over by the Director. The Board has delegated some of its powers to the executives of the company. The Board reviews from time to time such delegated powers and their utilization for effective functioning of the Company.

2.3 Board Meetings and Attendance Record of Directors:

The meetings of the Board of Directors are held at periodical intervals and are generally at the Board Room of the Company. The meeting dates are decided well in advance and the agenda and notes on agenda are circulated in advance to the directors. All material information is incorporated in the notes on agenda for

facilitating meaningful and focused discussion at the meeting. Where it is not perusable to attach supporting or relevant documents to the agendas, the same is tabled before the meeting. In case of business exigencies or urgency of matters, resolutions are passed by circulation. Senior Management persons are often invited to attend the Board Meetings and provide clarifications as and when required.

During the year under review, the Board met 6 times on the following dates:

31/05/2011, 12/07/2011, 28/07/2011, 27/09/2011, 25/10/2011, 31/01/2012

Extra Ordinary General Meeting:

No Extra Ordinary General Meeting held during the year under review.

Postal Ballot Resolution:

No postal ballot resolution was passed during the year under review.

Attendance of Directors at Meetings of Board of Directors and last AGM:

No.	Name of Director	Category of Directorship	No. of other Directorship	No. of Board Meeting attended
1	Vinod P Mehta	Chairman	1	6
2	Amrish V Mehta	Director	--	6
3	Manoj Shah	Director	--	6
4	Gurvant S Mehta	Director	--	6
5	Deepak Gopalbhai Makadia	Director	1	6
6	Narendra Maniar	Director	--	6
7	Harishkumar Patel	Director	--	6
8	Ramnimbhai Raiyani	Director	--	6

2.4 Details of Directors seeking re-appointment at the ensuing Annual General Meeting

As per the provisions of the Companies Act, 1956, two third of the directors of a company should be retiring directors, of which one third of such directors are required to retire every year and if eligible, they qualify for re-appointment.

Mr. Deepak Gopalbhai Makadia retires by rotation at the ensuing Annual General Meeting and offers them for re-appointment.

Profile of Mr. Deepak Gopalbhai Makadia Director being appointed u/s 255 & 256 of the Companies Act, 1956

Name	Mr. Deepak Gopalbhai Makadia
Date of Birth	30/10/1955
Date of Appointment	25/08/2003
No. of shares held in the company	Nil
No. of warrants held in the company	Nil
Directorship in other company	Nil

Mr. Narendra Maniar retires by rotation at the ensuing Annual General Meeting and offers them for re-appointment.

Profile of Mr. Narendra Maniar Director being appointed u/s 255 & 256 of the Companies Act, 1956

Name	Narendra Maniar
Date of Birth	03/10/1954
Date of Appointment	10/08/2000
No. of shares held in the company	Nil
No. of warrants held in the company	Nil
Directorship in other company	Nil

2.5 Details of Directors who are as Chairperson and Directors in other Public Companies

None of the Directors on the Board is a member of more than 10 Committees and Chairperson of more than 5 Committees (as specified in Clause 49 (C) (ii) across all the Companies in which he is a director. The necessary disclosure regarding Directorship and Committee position have been made by the Directors who are on the Board of the Company as on 31st March, 2012 and the same is reproduced herein below :

Sr. No.	Name of Director	No of Directorship In other Public Companies	No. of Committees positions held as Chairperson on other public Companies	No. of Committees positions held as member in other public Company
1.	Vinod P Mehta	1	--	--
2.	Amrish V Mehta	--	--	--
3.	Manoj Shah	--	--	--
4.	Gurvant S Mehta	--	--	--
5.	Deepak Gopalbhai Makadia	1	--	--
6.	Narendra Maniar	--	--	--
7.	Harishkumar Patel	--	--	--
8.	Ramnimbhai Raiyani	--	--	--

3. COMMITTEE OF BOARD

The Company had Three Board Committees. These are

1. Audit Committee
2. Remuneration Committee
3. Share Transfer & Shareholders/Investor Grievance Committee

Moving with various committees formed and reported in the previous Annual Report and in line with the requirements of SEBI and Stock Exchanges, the Board has formally constituted the following committees of Directors.

3.1 Audit Committee:

The Audit committee constituted by the Board of directors as per the provisions of Clause 49 of the listing Agreements as well as in Section 292A of the Companies Act, 1956 as below.

a. Composition:

As on 31.03. 2012, the Audit Committee comprised of three Directors namely:

No.	Name of Director	Category
1	Mr. Vinod P Mehta	Chairman
2	Mr. Amrish V Mehta	Member
3	Mr. Manoj Shah	Member

The Audit Committee of the Board of Directors of the Company, Inter-aila, provides assurance to the Board on the adequacy of the internal control systems and financial disclosures.

The audit committee while reviewing the Annual Financial Accounts ensures compliance of the Accounting Standard (AS) issued by the Institute of Chartered Accountants of India.

Brief description of terms of reference:

- A. Overseeing the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- B. Recommending the appointment and removal of external auditor, fixation of audit fees and also approval for payment of any other Consultancy services provided by the statutory auditor.
- C. Reviewing with management the annual financial statements before submission to the Board, focusing primarily on:
 - Review the financial reporting process and disclosure of its financial information
 - Review with the management, Annual financial statements before submission to the Board
 - Review with the management, statutory Auditors and Internal Auditors and adequacy of internal control systems
 - Review the company's accounting and risk management policies
 - Review the company's accounting and management reporting systems and updates the same from time to time recommend the appointment and removal of statutory and Internal Auditors and fixation of fees for the same.
 - Review quarterly financial statement.
 - Review internal investigations made statutory/ Internal Auditors.
 - Scope of Statutory/ Internal Audit
 - Review fixed deposits/repayment systems etc.
 - Any other applicable functions as described in Corporate Governance.
 - Review related party transactions.

Executive summary of the Audit Committee Meetings are placed before the immediate next Board Meetings held after the Audit Committee for deliberations and the full minutes of the same are placed before the following Board Meeting

for recode. The Board of Directors, regularly appraised on the recommendations for the Audit Committee, further, at the beginning of the financial year, the Committee discuss the plan for the internal audit and statutory audit.

Dates of the Audit Committee Meetings are fixed in advance and agenda is circulated to the Directors at least seven days before the meeting.

As required under Clause 49(III)(E) of the Listing Agreement, the Audit Committee had reviewed the following information:

- Management Discussion and analysis of financial condition and results of operations.
- Statement of significant related party transactions submitted by management
- Management letters/letters of internal controls, weaknesses issued by the Statutory Auditors.
- Internal Auditors Reports relating to internal control weaknesses.
- Appointment, removal and terms of remuneration of the internal auditors.

During the year under review, the 4 Audit Committee meetings were held during Financial Year 2011-12. The dates on which the said meetings were held as follows:

31/05/2011, 12/07/2011, 25/10/2011, 31/01/2011

3.2 Remuneration Committee:

The remuneration committee of the Company has not met during the year under review because there was no proposal for the payment or increase / decrease of the remuneration of any managerial staff or director of the Company.

3.3 Share Transfer & Shareholders'/Investor Grievance Committee:

The Share Transfer & Shareholders'/Investor Grievance committee comprises as under:

No.	Name of Director	Category
1	Mr. Vinod P Mehta	Chairman
2	Mr. Amrish V Mehta	Member
3	Mr. Manoj Shah	Member

The Committee consists of CA Vinod P Mehta, CA Gunvant Shah and Mr. Manoj Shah, all being Non-Executive and Independent Directors. CA V P Mehta, acted as the Chairman of the Committee.

The Committee continued to look into the investors/shareholders complaints. The Committee meets once in a month to look after share transfers and other complaints. The Company is yet to appoint some share transfer agent for looking after the work of physical and dematerialized shares and shall do it shortly.

4. GENERAL BOARD MEETING:

(a) Location and time where last three AGMs were held:

Year of AGM	Date of the AGM	Time	Place of AGM Held
2011	27/09/2011	11:00	1st Floor, Center Point, Indira Gandhi Marg,