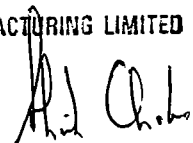

**ELF TRADING AND CHEMICALS
MANUFACTURING LIMITED**

**TWENTY SEVENTH ANNUAL REPORT
2007 - 2008**

FOR ELF TRADING & CHEMICALS MANUFACTURING LIMITED



DIRECTOR

ELF TRADING AND CHEMICALS MANUFACTURING LIMITED

BOARD OF DIRECTORS

- | | |
|-----------------------------|-----------------|
| 1. ASHISH A CHOKSI | CHAIRMAN |
| 2. SHAILESH C CHOKSI | |
| 3. MAHENDRA C CHOKSI | |
| 4. HEMENDRA SHAH | |
| 5. SHASHIKANT LIMDI | |

AUDITORS

M/s. KAMLESH T MODY & COMPANY
CHARTERED ACCOUNTANTS

BANKERS

HDFC BANK LIMITED

REGISTERED OFFICE:

202/203 MAGNUM OPUS
SHANTINAGAR INDUSTRIAL ESTATE
VAKOLA, SANTACRUZ EAST
MUMBAI - 400 055.

ELF TRADING AND CHEMICALS MANUFACTURING LIMITED

NOTICE

NOTICE is hereby given that the Twenty - Seventh Annual General Meeting of the Members of Elf Trading and Chemicals Manufacturing Limited will be held on Friday, 29th August, 2008 at 3.00 P.M. at the Registered Office of the Company at 202/203 Magnum Opus, Shantinagar Industrial Estate, Vakola, Santacruz (East), Mumbai 400 055 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit and Loss Account of the Company for the year ended 31st March 2008 and Audited Balance Sheet as at that date and the report of the Directors and Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. Shailesh C. Choksi who retires by rotation and being eligible, offer himself for reappointment.
4. To appoint a Director in place of Mr. Mahendra C. Choksi who retires by rotation and being eligible, offer himself for reappointment.
5. To appoint Auditors and to fix their remuneration.
6. To appoint Mr. Bhupendra K. Shroff, Secretary in practice, as Secretarial Auditor and to fix their remuneration.

By the Order of the Board
For **ELF Trading and Chemicals Manufacturing Limited**

Sd/-
(ASHISH A CHOKSI)
CHAIRMAN

Mumbai
Date: 27th June 2008

Registered Office:
202/203, Magnum Opus,
Shantinagar Industrial Estate,
Vakola, Santacruz (East),
Mumbai 400 055.

ELF TRADING AND CHEMICALS MANUFACTURING LIMITED

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member. The proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting.
2. Register of Members and Transfer Books of the Company will remain closed during Wednesday, 27th August 2008 to Friday 29th August 2008 (both days inclusive) in connection with Annual General Meeting.
3. The Equity dividend for the year ended 31st March 2008 as recommended by the Board, if sanctioned at the meeting, will be paid on or after 29th August 2008, to those members whose names appear in the Company's Register of Members on 29th August 2008.
4. Pursuant to the provisions of Section 205A (5) and Section 205C of the Companies Act, 1956, dividend for the financial year ended 31st March 2001 and thereafter which remains unclaimed or unpaid for a period of 7 years from the date they became due for payment, will be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government. Shareholders who have not so far encashed the dividend cheques are requested to seek revalidation of the same.

DIRECTORS' REPORT

The Members,
ELF TRADING AND CHEMICALS MANUFACTURING LIMITED

Your Directors having pleasure in presenting the Twenty – Seventh Annual Report together with audited Statement of Accounts for the year ended 31st March 2008.

FINANCIAL RESULTS:

	2007-2008	2006-2007
	Rs.	Rs.
Net profit before tax	13,57,260.57	37,50,293
<u>Add/(Less):</u> Provision for taxation	-	-
<u>Add/(Less):</u> Adjustment of deferred tax	-	(3,68,744)
<u>Add/(Less):</u> Fringe benefit tax paid	-	-
<u>Add/(Less):</u> Security transaction tax paid	(2,470.00)	(1,898)
Net profit after tax	13,54,790.57	33,79,652
<u>Add/(Less):</u> Balance brought forward from last Balance Sheet	1,40,65,528.56	1,32,56,947
<u>Add/(Less):</u> Adjustment of taxes for earlier years	-	(1774)
<u>Add/(Less):</u> Adjustment of income/expenses of previous year	200.00	3378
<u>Add/(Less):</u> Provision for diminution in value of investments	2,50,045.00	(54,705)
DISPOSABLE PROFIT	<u>1,56,70,564.13</u>	<u>1,65,83,498</u>
<u>DISPOSAL OF ABOVE PROFIT</u>		
Interim Dividend	-	18,75,000
Corporate Dividend Tax on interim Dividend	-	2,62,969
Dividend	18,75,000.00	-
Corporate Dividend Tax	3,18,656.00	-
Transfer to General Reserve	1,40,000.00	3,80,000
Balance carried to Balance Sheet	<u>1,33,36,908.13</u>	<u>1,40,65,529</u>
	<u>1,56,70,564.13</u>	<u>1,65,83,498</u>

OPERATION:

During the year under review, the Company has sold 277.92 MTs of various products earning revenue of Rs.128.38 lacs against previous year sales of 124.85 MTs earning revenue of Rs. 44.56 lacs. A higher output of oilseeds resulted into abundant suppliers which in turn affected the Company's sales volume as well as value.

BONUS SHARES:

The Directors have approved the issue of Bonus Shares to the Non – Promoter group of Shareholders in the ratio of 3:1. These bonus shares shall rank pari passu with the existing shares from the date of allotment in respect of the dividend.

DIVIDEND:

The Directors recommend payment of dividend for the year ended 31st March 2008, of Rs. 12.50 per Equity Share on 1,50,000 Equity Shares of Rs.10/- each absorbing Rs. 21,93,656/- (including corporate dividend tax of Rs. 3,18,656/-) to the shareholders who hold the shares issued upto the financial year ended 31st March 2008 against Rs. 12.50 per share for the previous year.

SUBSIDIARY COMPANY:

As required under section 212 of the Companies Act, 1956, the Audited statement of accounts alongwith the reports of Board of Directors and Auditors of the subsidiary company for the year ended 31st March 2008 is annexed.

CONSOLIDATED BALANCE SHEET:

Pursuant to Accounting Standard AS – 21 issued by the Institute of Chartered Accountants of India, Consolidated Financial Statements presented by the Company include the financial information of its subsidiary.

FIXED DEPOSITS:

The Company has not accepted any deposits from the public.

EMPLOYEES:

There are no employees drawing any remuneration over Rs.2,00,000/- per month or Rs.24,00,000/- per annum.

RETIREMENT OF DIRECTORS:

Mr. Shailesh C. Choksi and Mr. Mahendra C. Choksi retire by rotation and being eligible, offer themselves for reappointment.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to requirement under Section 217(2AA) of the Companies Act, 1956, with respect to Director's Responsibility Statement, it is hereby confirmed:

- a) That in preparation of the accounts for the financial year ended 31st March 2008, the applicable accounting standards have been followed alongwith proper explanation relating to material departures;
- b) That the Directors have selected such accounting policies and applied them Consistently and made judgements and estimates that were 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 Profit and Loss of the Company for the year ended under review;
- c) That the Directors 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;
- d) That the Directors have prepared the accounts for the financial year ended March 31, 2008 on a "going concern" basis.

AUDITORS' REPORT:

With reference to the note referred by the Auditors, the Company till now had considered various companies referred to in the notes, as companies under the same management / group. Based on the legal opinion on section 370 of the Companies Act 1956, companies referred to in the notes cannot be considered as companies under the same management / groups.

AUDITORS:

The Company's Auditors M/s. Kamlesh T. Mody & Company, Chartered Accountants, Mumbai, retires at the ensuing Annual General Meeting and have confirmed their eligibility and willingness to accept office, if re-appointed.

Your Directors commend their appointment for the ensuing year.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The Company has no manufacturing activity and therefore, the particulars required to be furnished by the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, in so far as it relates to the conservation of Energy and Technology Absorption is not applicable. The Company had no Foreign Exchange Earnings & Outgo during the year. The Directors of the Company keep themselves updated by participating in technical seminars and reading published articles. There was no expenditure on research during the year.

COMPLIANCE CERTIFICATE:

Your Company does not attract the provisions pertaining to Corporate Governance as stipulated under Clause 49 of Listing Agreement with the Stock Exchange, Mumbai, therefore the question of obtaining a certificate from Auditors of the Company does not arise.

SECRETARIAL COMPLIANCE CERTIFICATE:

In accordance with the provisions of Section 383A of the Companies Act, 1956, a certificate from Mr. Bhupendra K. Shroff, Practising Company Secretary, certifying that the Company has complied with all the provisions of the Companies Act, 1956 is given in the annexure and forms part of this report.

By the Order of the Board
For **ELF Trading and Chemicals Manufacturing Limited**

Sd/-
ASHISH A CHOKSI
CHAIRMAN

Mumbai

Date: 27th June 2008

Registered Office:

202/203, Magnum Opus,
Shantinagar Industrial Estate,
Vakola, Santacruz (East),
Mumbai 400 055.

ADDITIONAL SHAREHOLDERS' INFORMATION**ANNUAL GENERAL MEETING**

Date: Friday, 29th August 2008

Venue: 202/203, Magnum Opus, Shantinagar, Vakola, Santacruz (E), Mumbai
400055

Time: 15.00 hours

FINANCIAL CALENDER

Financial year: 1 April to 31 March

For the year ended 31st March 2008, results were announced on:

- Monday, 30th July 2007 : First Quarter
- Tuesday, 30th October 2007 : Half Yearly
- Tuesday, 29th January 2008 : Third Quarter
- Friday, 27th June 2008 : Fourth Quarter and Annual

For the year ending 31st March 2009, results will be announced on:

- On or around Wednesday, 30th July 2008 : First Quarter
- On or around Thursday, 30th October 2008 : Half Yearly
- On or around Friday, 30th January 2009 : Third Quarter
- On or around Friday, 26th June 2009 : Fourth Quarter and Annual

Book Closure

The dates of Book Closure are from Wednesday, 27th August 2008 to Friday 29th August 2008 inclusive of both days.

Dividend Date

A dividend of Rs. 12.50 (125%) per share has been recommended by the Board of Directors, subject to approval from the shareholders at the Annual General Meeting, will be paid on or after 29th August 2008.

Listing

The Company's shares are listed on Bombay Stock Exchange, Mumbai. The Stock Exchange code assigned to your Company's shares at The Stock Exchange, Mumbai is 4387.

Distribution of shareholding by ownership

Category	No. of Shares held	Percentage of Shares held %
Directors, relatives and associates	137600	91.73
Individuals	12350	8.24
Domestic Companies	50	0.03
Total	150000	100.00

The above stated shareholding pattern will get changed consequent to the allotment of Bonus Shares.

Distribution of shareholding by number of shares held

No. of equity shares held	No. of shareholders	% of shareholders	No. of shares	% of shareholding
1 - 100	28	42.42	2,000	1.33
101 - 200	2	3.03	350	0.23
201 - 500	16	24.24	5,750	3.83
501 - 2000	10	15.15	11,200	7.47
2001 - 5000	4	6.06	14,600	9.73
5001 - 10000	1	1.52	5,016	3.35
10001 and above	5	7.58	1,11,084	74.06
TOTAL	66	100	1,50,000	100

Details of public funding obtained during the last three years

Your Company has not obtained any public funding in the last three years.

Number and nature of complaints

There are no shareholder complaints received or lying unresolved during 2007 – 2008. The entire shares of the Company are in physical form.

bhupendra k. shroff

m.com.,ll.b.,

f.c.s., c.i.a. (u.s.a.)

practicing company secretary

(company law consultant)

504, dalamal chambers,

29, sir v. thackersey marg,

Mumbai - 400 020.

Tel : 22035948, 22031048

Fax:22031048/23802570

Compliance certificate

Registration No. of the Company: 11-26174 OF 1982.

CIN: U51900MH1982PLC026174

Nominal Capital: Rs.15, 00,000/-

To,

The Members,

ELF TRADING AND CHEMICALS MANUFACTURING LIMITED

202/203 MAGNUN OPUS, SHANTI NAGAR INDUSTRIAL ESTATE,

VAKOLA, SANTACRUZ (E),

MUMBAI - 400055

I have examined the registers, records, books and papers of ELF TRADING AND CHEMICALS MANUFACTURING 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 2008 (financial year). In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that in respect of the aforesaid financial year;

1. The company has kept all registers as stated in Annexure 'A' to this certificate, as per the provisions of the Act and the rules made thereunder and entries therein are being updated.
2. The company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies or other authorities within the time prescribed under the Act and the rules made thereunder.

