
**ELF TRADING AND CHEMICALS
MANUFACTURING LIMITED**

THIRTY SECOND ANNUAL REPORT 2012-2013

ELF TRADING AND CHEMICALS MANUFACTURING LIMITED

BOARD OF DIRECTORS

- | | |
|------------------------|--|
| 1. ASHISH A. CHOKSI | CHAIRMAN |
| 2. MANISH M. CHOKSI | DIRECTOR |
| 3. SHAILESH C. CHOKSI | DIRECTOR |
| 4. SHASHIKANT M. LIMDI | DIRECTOR |
| 5. APURVA K. SHAH | ADDITIONAL DIRECTOR (w.e.f. 30 th July, 2012) |

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 Thirty Second Annual General Meeting of the Members of ELF Trading and Chemicals Manufacturing Limited will be held on Saturday, 10th August, 2013 at 12.00 noon 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 Balance Sheet as at 31st March 2013 and Statement of Profit and Loss Account for the year ended on 31st March 2013 and the reports of the Directors and Auditors thereon.
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of Mr. Shailesh Choksi who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Mr. Manish Choksi who retires by rotation and being eligible, offers himself for reappointment.
5. To appoint Auditors and to fix their remuneration.
6. To appoint Mr. Bhupendra K. Shroff, Company Secretary in practice, as Secretarial Auditor and to fix their remuneration.

SPECIAL BUSINESS:

7. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Apurva Shah, who was appointed as an Additional Director of the Company by the Board of Directors and whose office will expire at this Annual General Meeting, be and is hereby appointed as a Director of the Company whose period of office will be liable to determination by rotation."

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

Mumbai
Date: 30th May 2013

Sd/-
ASHISH A CHOKSI
CHAIRMAN

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

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. Members/Proxies are requested to bring their copies of the Annual Reports and the Attendance Slips sent herewith to attend the Annual General Meeting (AGM).
3. The relative explanatory statement pursuant to Section 173 (2) of the Companies Act, 1956, in respect of the special business set out above is annexed hereto.
4. Register of Members and Transfer Books of the Company will remain closed during Wednesday, 7th August 2013 to Friday, 9th August 2013 (both days inclusive) in connection with Annual General Meeting.
5. The Equity dividend for the year ended 31st March 2013 as recommended by the Board, if sanctioned at the meeting, will be paid on or after 12th August, 2013, to those members whose names appear in the Company's Register of Members on 9th August 2013.
6. The Register of Directors shareholding, maintained under Section 307 of the Companies Act, 1956, will be available for inspection by the Members at the AGM.
7. The Register of Contracts, maintained under Section 301 of the Companies Act, 1956, will be available for inspection by the Members at the Registered Office of the Company.
8. Pursuant to the provisions of Section 205A (5) and Section 205C of the Companies Act, 1956, dividend for the financial year ended 31st March 2006 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.
9. Members desirous of getting any information about the accounts and/or operations of the Company are requested to write to the Company at least seven days before the date of the AGM to enable the Company to keep information ready at the AGM.
10. All documents referred to in the Notice will be available for inspection by the Shareholders at the Registered Office of the Company between 10.00 a.m. and 5.00 p.m. on all working days from the date hereof up to the date of the AGM.

EXPLANATORY STATEMENT (Pursuant to Section 173 (2) of the Companies Act, 1956).

ITEM NO. 7

Mr. Apurva Shah was appointed as an Additional Director by the Board of Directors in their meeting held on 30th July, 2012. The Board of Directors are of the opinion that the appointment of Mr. Apurva Shah as the Director is in the best interest of the Company. His Office expires at this Annual General Meeting. His appointment as a Director requires the consent of the Members of the Company.

The Board of Directors recommends the resolution for the approval of members.

None of the Directors are interested in the resolution.

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

**Mumbai
Date: 30th May 2013**

**Sd/-
ASHISH A CHOKSI
CHAIRMAN**

DIRECTORS' REPORT

The Members,
ELF TRADING AND CHEMICALS MANUFACTURING LIMITED

Your Directors having pleasure in presenting the Thirty Second Annual Report together with audited Statement of Accounts for the year ended 31st March 2013.

FINANCIAL RESULTS:

	2012-2013 (Rs.)	2011-2012 (Rs.)
Profit before Interest, Depreciation & Tax	93,94,429	76,94,426
Less: Finance Costs	2,826	-
Profit before Depreciation & Tax	93,91,603	76,94,426
Less: Depreciation	11,59,895	23,33,446
Profit Before Exceptional & Extraordinary items & Tax	82,31,708	53,60,980
Add: Exceptional Items	-	-
Profit before Extraordinary Items and Tax	82,31,708	53,60,980
Add: Extraordinary Items	74,357	-
Profit before Tax	83,06,065	-
Add/(Less): Tax expense	-	-
Profit After Tax	83,06,065	53,60,980
Profit brought forward	1,95,34,655	2,47,89,279
Total Profit available for Appropriation	2,78,40,720	3,01,50,259
Appropriation:		
Dividend	-	5,42,466
On Preference Shares		
On Equity Shares	3,74,400	3,74,400
Tax on Dividend	63,629	1,48,738
Transfer to Capital Redemption Reserve	-	90,00,000
Transfer to General Reserve	8,50,000	5,50,000
Balance carried over to Balance Sheet	2,65,52,691	1,95,34,655

OPERATION:

During the year under review, the Company has sold 386.48 MTs of various products earning revenue of Rs. 256.09 lacs against previous year sales of 268.83 MTs earning revenue of Rs. 177.47 lacs.

DIVIDEND:

The Directors are pleased to recommend to the Annual General Meeting the declaration of final dividend for the year ended 31st March 2013, of Rs. 2/- per Equity Share on 1,87,200 Equity Shares of Rs.10/- each absorbing Rs. 4,38,029/- (including corporate dividend tax of Rs. 63,629/-) to the shareholders who hold the shares as on 26th July 2013.

FIXED DEPOSITS:

The Company has not accepted any deposits from the public.

EMPLOYEES:

In terms of the provisions of Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975 as amended, there are no employees drawing any remuneration over Rs.5,00,000/- per month or Rs.60,00,000/- per annum.

DIRECTORS:

Mr. Shailesh Choksi & Mr. Manish Choksi retire by rotation and being eligible; offer themselves for reappointment at the ensuing Annual General Meeting. Mr. Apurva Shah was inducted on the Board as an Additional Director of the Company w.e.f 30th July, 2012.

DIRECTORS' RESPONSIBILITY STATEMENT:

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

- a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) appropriate accounting policies have been selected and applied consistently, and have 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 as at 31st March, 2013 and of the Profit of the Company for the year ended 31st March, 2013;
- c) proper and sufficient care has been taken for 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) the annual accounts have been prepared on a going concern basis.

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.

AUDITORS:

M/s. Kamlesh T. Mody & Company, Chartered Accountants, Mumbai, will retire as the Statutory Auditors of the Company at the ensuing AGM. M/s. Kamlesh T. Mody &

Company have confirmed that their re-appointment, if made, would be in conformity with the provisions of Sections 224 & 226 of the Companies Act, 1956, and also indicated their willingness to be re-appointed.

Your Directors recommend their re-appointment for the ensuing 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.

The Board of Directors has taken cognizance of the 'Voluntary Guidelines on Corporate Governance issued by the Ministry of Company Affairs (MCA) in December 2009. These guidelines are recommendatory in nature. The Board would consider adopting the relevant provisions on the said guidelines to the extent applicable as and when deemed appropriate.

SECRETARIAL COMPLIANCE CERTIFICATE:

Mr. Bhupendra K. Shroff, Practicing Company Secretary conducted Secretarial Audit pursuant to provisions of Section 383A of the Companies Act, 1956, for the financial year 2012-13. Mr. Bhupendra K. Shroff has submitted the Report confirming compliance with the applicable provisions of the Companies Act, 1956 and the said report annexed forms part of this report.

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

Mumbai
Date: 30th May 2013

Sd/-
ASHISH A CHOKSI
CHAIRMAN

ADDITIONAL SHAREHOLDERS' INFORMATION

ANNUAL GENERAL MEETING

Date: Saturday, 10th August 2013
Venue: 202/203, Magnum Opus, Shantinagar Industrial Estate, Vakola, Santacruz (E), Mumbai 400055
Time: 12.00 noon.

FINANCIAL CALENDER

Financial year: 1st April to 31st March

For the year ended 31st March 2013, results were announced on:

- Monday, 30th July 2012 : First Quarter
- Monday, 29th October 2012 : Half Yearly
- Friday, 25th January 2013 : Third Quarter
- Thursday, 30th May 2013 : Fourth Quarter

For the year ending 31st March 2014, results will be announced on:

- On or around Tuesday, 30th July 2013 : First Quarter
- On or around Wednesday, 30th October 2013 : Half Yearly
- On or around Thursday, 30th January 2014 : Third Quarter
- On or around Friday, 30th May 2014 : Fourth Quarter & Annual

Book Closure

The dates of Book Closure are from Wednesday, 7th August 2013 to Friday, 9th August 2013 (both days inclusive).

Dividend

A dividend of Rs. 2.00/- (20%) per share has been recommended by the Board of Directors, subject to approval from the shareholders at the Annual General Meeting and will be paid on or after 12th August, 2013.

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 equity shareholding by ownership

As on 31 st March 2013		
Category	No. of Shares held	Percentage of Shares held %
Directors, relatives and associates	137600	73.50
Individuals	49600	26.50
Domestic Companies	0	0.00
Total	187200	100.00

Distribution of equity shareholding by number of shares held

As on 31st March 2013

No. of equity shares held	No. of shareholders	% of shareholders	No. of shares	% of shareholding
1 – 100	0	0	0	0.00
101 – 200	16	24.24	3200	1.71
201 – 500	14	21.21	5800	3.10
501 – 2000	20	30.30	26300	14.05
2001 – 5000	10	15.15	35800	19.12
5001 – 10000	1	1.52	5016	2.68
10001 and above	5	7.58	111084	59.34
TOTAL	66	100	1,87,200	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 2012 – 2013.
The entire shares of the Company are in physical form.