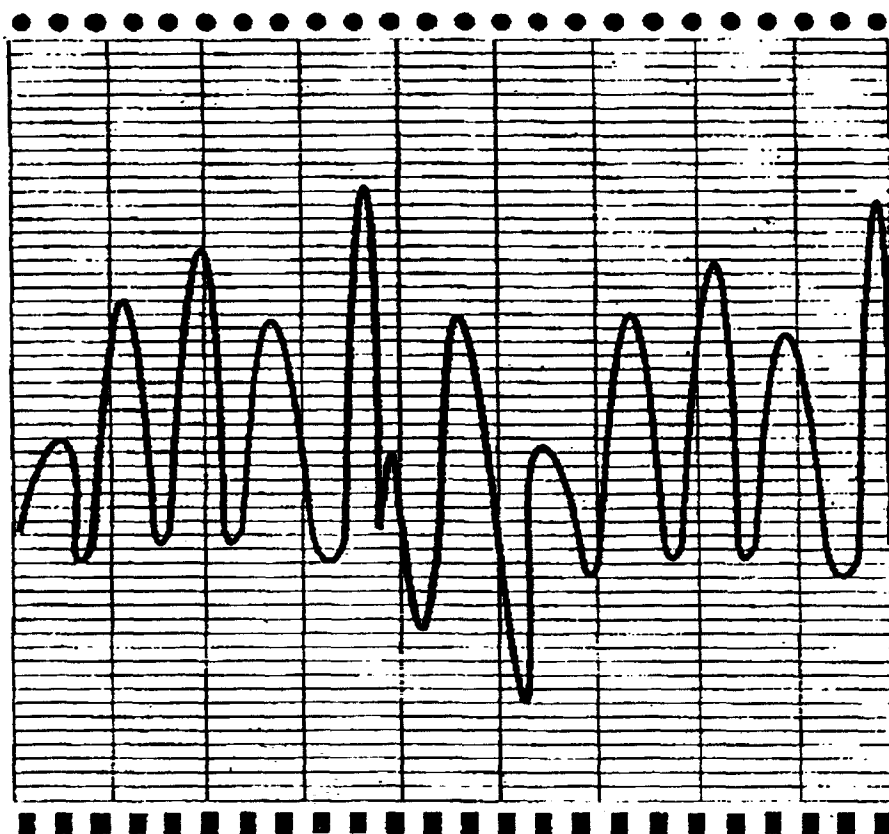


**ANNUAL
REPORT
2012 - 2013**



GRAPHIC CHARTS LTD.

DIRECTORS : S. R. KAUSHIK - CHAIRMAN
S. S. KAUSHIK
A. S. MAVINKURVE

AUDITOR : J. K. KHANNA & CO.
CHARTERED ACCOUNTANTS

BANKERS : UNION BANK OF INDIA

REGISTERED OFFICE : B-6, VALMIKI APARTMENT,
NEXT TO BOMBAY PHARMACY COLLEGE,
OFF VIDYANAGRI MARG, KALINA,
MUMBAI - 400 098.

**REGISTRAR AND
TRANSFER AGENT** : UNIVERSAL CAPITAL SECURITIES (P) LTD,
21, SHAKIL NIWAS, OPP. SAI BABA
TEMPLE, MAHAKALI CAVES ROAD,
ANDHERI (EAST), MUMBAI - 400 093.

CONTENTS	PAGE
Notice of Meeting	3
Directors Report	4
Auditors Report	6
Balance Sheet	11
Profit & Loss Account	12
Cash Flow Statement	13
Notes to Accounts	15
Admission slip / Proxy Form	Attched.

GRAPHIC CHARTS LIMITED

NOTICE TO MEMBER

NOTICE is hereby given that the Forty Fifth Annual General Meeting of the members of GRAPHIC CHARTS LIMITED will be held on Monday, the 30th September, 2013 at 9.00 a.m. at WRIC Hall, Vidyanagari, Kalina, Santacruz (E). Mumbai 400 098, to transact the following business :

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2013 and the Profit & Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Anil S. Mavinkurve, who retires by rotation and being eligible offers herself for re-appointment.
3. To consider the appointment of M/s. ASJ & Co. LLP, Chartered Accountants, in place of J. K. Khanna & Co., Chartered Accountants, as the Auditors of the Company and to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to authorize the Board to fix their remuneration.

By Order of the Board
Sanjay R. Kaushik
Chairman

Registered Office :

B-6, Valmiki Apartments, Near Bombay Pharmacy College,
Off Vidyanagari Marg, Kalina, Mumbai – 400 098.

Date : 2nd September, 2013

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE MEETING.
- 2) The Register of Members and the Share Transfer Books of the Company will remain closed from 25th September, 2013 to 30th September, 2013 (both days inclusive).
- 3) Corporate members are requested to send a duly certified copy of the Board Resolution authorising their representative to attend and vote at the meeting.
- 4) Members/proxies should bring the attendance slip duly filled in for attending the meeting.
- 5) As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are therefore requested to bring their copies of the Annual Report at the Meeting.

GRAPHIC CHARTS LIMITED

DIRECTORS' REPORT

The Directors have pleasure in presenting the Forty Fourth Annual Report and Audited Statement of Accounts for the year ended 31st March 2013.

Financial Results	31.03.2013	31.03.2012
	Rs.	Rs.
Profit/(Loss) before Depreciation	(4,23,340)	(19,73,641)
Depreciation	1,418	2,362
Profit/(Loss) for the year after Depreciation	(4,24,848)	(19,76,003)
Provision for Taxation	-	-
Profit/(Loss) after Taxation	(4,24,848)	(19,76,003)
Balance as per Balance Sheet brought forward	(63,37,668)	(43,61,665)
Balance carried forward to Balance Sheet	(67,62,516)	(63,37,668)

DIVIDEND

In view of the losses incurred during the year and carried forward losses, the Board has not recommended any dividend for the year ended on 31st March 2013.

Operations

There were no operations of your Company during the year. As a means to revive the fortunes of your Company, the Management is actively considering infusion of capital and various business options.

Directors Responsibility Statement

As required under Section 217 (2AA) of the Companies Act, 1956, the Directors hereby confirm that :

1. In the preparation of the annual accounts, the applicable accounting standards have been followed alongwith proper explanation relating to material departures.
2. the Directors had selected such accounting policies and applied them consistently and made judgments and estimate 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/loss of the Company for that period.
3. the Directors had 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.
4. the Directors had prepared the annual accounts on a going concern basis.

FIXED DEPOSITS

As of 31st March, 2013, there are no undaimed or unpaid deposits within the meaning of Section 58A of the Companies Act, 1956.

DIRECTORS

Mr. Anil S. Mavinkurve, Director of the Company retires by rotation and being eligible offers herself for re-appointment.

AUDITORS & AUDIT REPORT

M/s. J. K. Khanna & Co., Chartered Accountants, retire at the conclusion of the ensuing Annual General Meeting. They have indicated that due to restructuring at their end, they will be not be able to accept this assignment. In their place the restructured entity ASJ & Co., LLP has expressed their willingness to accept the assignment of Statutory Auditor of the Company. Accordingly, the new firm being eligible, offer their services for appointment. You are requested to appoint the new Statutory Auditors for the current year.

The Notes on Accounts referred to in the Auditors' Report are self-explanatory and therefore do not call for any further comment except that accounts of the Company are prepared on a going concern basis as managements is taking steps for revival of the Company and payment of statutory dues in time.

Conservation of Energy, Technology Absorption and Foreign Exchange Earning and Outgo

There was no foreign exchange earnings and outgo during the year.

Considering the nature of the activities carried out by the Company, the other particulars specified in Section 217 (1) (e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, are not applicable.

PARTICULARS OF EMPLOYEES

The Company has not employed any employee during the year under review and accordingly, particulars specified under Section 217 (2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, are not applicable.

SECRETARIAL COMPLIANCE CERTIFICATE

In accordance with the provisions of Section 383A of the Companies Act, 1956, a Certificate from M/s. Sanjay Sangani & Co., Company Secretaries, has been given to the Company,

LISTING OF SHARES

The Company has made an application to the Bombay Stock Exchange Ltd. for revocation of suspension of shares from trading on the Stock Exchange. The Company has paid Annual Listing Fees for the year 2012-13 to the Bombay Stock Exchange Ltd.

ACKNOWLEDGMENT

The Directors would like to place on record their sincere thanks for the co-operation received during the year from the Business Associates and Government Authorities.

For and on behalf of the Board

Place: Mumbai
Date : 2nd September, 2013

Sanjay R. Kaushik
Chairman

GRAPHIC CHARTS LIMITED

AUDITOR'S REPORT

To,
The Members of
Graphic Charts Limited.

We have audited the accompanying financial statements of GRAPHIC CHARTS LIMITED which comprise the balance sheet as at 31 March 2013, the statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position of the Company in accordance with the Accounting Standards referred to in section 211(3C) of the Companies Act, 1956. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at 31 March 2013, and
- b) In the case of the statement of Profit & Loss, of the loss for the year ended on that date
- c) In the case of Cash Flow Statement, of the cash flows for the year ended on that date

Report on Other Legal and Regulatory Requirements

1. The Company is having accumulated losses of 67,62,516/- as at 31 March, 2013. The company's net worth is eroded. This raises a doubt that the company will be able to continue as a going concern.
2. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of section 227(4A) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
3. As required by section 227(3) of the Act, we report that:
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the Balance Sheet and Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards referred to in section 211(3C) of the Companies Act, 1956;
 - e) On the basis of written representations received from the director as on 31 March 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2013, from being appointed as a director in terms of section 274(1)(g) of the Companies Act, 1956.

FOR J. K. KHANNA & CO.
CHARTERED ACCOUNTANTS
FRN:105078W

Place: MUMBAI
Dated: 02/09/2013

SHARAD KUMAR PATEL
(PARTNER)
Membership No: 047570

GRAPHIC CHARTS LIMITED

ANNEXURE TO THE AUDITOR'S REPORT

Referred to in Paragraph 2 of our report of even date on the accounts of Graphic Charts Limited for the year ended March 31, 2013.

On the basis of such checks as we considered appropriate and in terms of the information and explanations given to us, we state that:-

1. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets.
(b) As explained to us, the management at reasonable intervals, in a phased verification-programme has physically verified fixed assets. In our opinion, the frequency of verification is reasonable having regard to the size of the company, and the nature of its assets. The discrepancies reported on such verification were not material and have been properly dealt with in the books of account.
(c) The Company has not disposed off any fixed assets during the year.
2. (a) The management has conducted physical verification of inventory at reasonable intervals.
(b) In our opinion, the procedures followed by the management for physical verification of inventory are reasonable and adequate in relation to the size of the Company and nature of its business.
(c) In our opinion, the company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventories as compared to the book records were not material and the same have been properly dealt with in the books of account.
3. According to the information and explanations given to us, the Company has not granted any loan, secured or unsecured from / to companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act 1956. The Company has taken demand loans from its Directors which are interest free.
4. In our opinion to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to the purchase of inventory, fixed assets and for sale of goods and services. In our opinion, and according to the information and explanations given to us, there is no continuing failure to correct major weaknesses in the internal control system.
5. In our opinion and according to the information and explanations given to us, there are no contracts and arrangements the particulars of which need to be entered into the register maintained under section 301 of the Companies Act, 1956.
6. The Company has not accepted any deposit in contravention of the provisions of Section 58A and 58AAA and other provisions of the Companies Act, and it's Rules, and also the directives of Reserve Bank of India with regard to acceptance of deposits from the public.
7. The Company does not have an Internal Audit system.
8. As informed to us, the Central Government has not prescribed the maintenance of cost records under Section 209(1) (d) of the Companies Act, 1956 in respect of the Company's products.
9. (a) According to the records of the Company and explanation given to us, there are certain statutory dues which are in arrears for a period of more than six months from the date they became payable as on the Balance Sheet date.