

**BOARD OF DIRECTORS:**

Shri Ketan D Sorathia

Shri Vipul Trivedi

Shri Anand Pardeshi

**AUDITORS**

**M/s. Y. D. & Co.**

Chartered Accountants

Ludhiana

**REGISTERED OFFICE**

201/B, Gayatri Darshan

Thakur Complex, Kandivali(E)

Mumbai, Maharashtra 400 101

**SHARE TRANSFER AGENT**

Sharex Dynamic India Pvt. Limited

17/B, Dena Bank Building

2<sup>nd</sup> Floor, Horniman Circle, Fort.

Mumbai - 400 001

**NOTICE**

**Notice** is hereby given that the Annual General Meeting of the Kosian Industries Limited Will be held on Thursday, 30<sup>th</sup> June, 2011. at 12:30 p.m. at the registered office of the company. To Transact the Following Businesses:

**ORDINARY BUSINESS :**

1. To receive and adopt Audited profit and Loss Account for the year ended 31<sup>st</sup> March, 2011 and the balance Sheet as on that date along with Directors' and Auditors' Report thereon.
2. To Appoint a Director in place of Mr. Anand Pardeshi, who retires by rotation and, being eligible offers himself for re-appointment.
3. To reappoint M/s. Y. D. & Co., Chartered Accountants, Ludhiana, Auditors of the company to hold office from the conclusion of this meeting until the conclusion of next annual General Meeting of the Company and to authorize the Board of Directors to fix their remuneration.

**SPECIAL BUSINESS:**

- 4 To consider and, if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution:**

**RESOLVED THAT** pursuant to Section 257 of Companies Act, 1956 and other applicable provisions if any, Mr. Ketan Sorathiya and Mr. Vipul Trivedi, who were appointed as an additional director of the company w.e.f. 11.03.2011, be and is hereby appointed as Director of the company, liable to retire by rotation.

**Date:30.05.2011**

**by Oder of the board of directors**

**Registered office:**

**For, Kosian Industries Limited**

202/B, Gayatri Darshan,  
Thakur Complex, Kandivali (E)  
Mumbai Maharastra, 400101

**DIRECTOR**

**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.
- The relative Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 setting out material facts is annexed hereto
- Pursuant to section 154 of the Companies Act, 1956, Register of Members and Shares Transfer Books of the Company will remain closed from June 23, 2011 to June 30, 2011 (both days inclusive) for the purpose of Annual General Meeting (AGM) of the Company to be held on June 30, 2011.
- Members intending to require information about accounts at the meeting are requested to write to the Company at least 10 days in advance of the Annual General Meeting.
- Members are requested to:
- Intimate, if Shares are held in the same name or in the order and names, but in more than one account to enable the Company to club the said accounts in to one account.
- Notify immediately the Change if any, in the registered address, to the Company.

**EXPLANATORY STATEMENT****Under Section 173(2) of the Companies Act, 1956.****Item No. 4**

Mr. Ketan Sorathiya and Mr. Vipul Trivedi were appointed as additional directors of the company with effect from 11.03.2011 under section 260 of the Companies Act 1956. He holds office up to the date of ensuing Annual General Meeting. The company has received notice in writing from members along with of Rs. 500/- each proposing the candidature of Mr. Ketan Sorathiya and Mr. Vipul Trivedi for the office of Directors under the provision of section 257 of the Companies Act 1956.

The Board of Directors accordingly recommends the resolutions set out at Item Nos. 4, of the accompanying Notice for the approval of the Members.

None of the Directors of the Company is, in any way, concerned or interested in the said resolutions.

**Date:30.05.2011****by Oder of the board of directors****Registered office:****For, Kosian Industries Limited**

202/B, Gayatri Darshan,

Thakur Complex, Kandivali (E)

Mumbai Maharastra, 400101

**DIRECTOR**

**DIRECTORS' REPORT**

To,

The Members,

**KOSIAN INDUSTRIES LTD**

Your Directors present their Annual Report and Audited Statement of Accounts for the year ended 31<sup>st</sup> March 2011.

**FINANCIAL RESULTS:**

(Rs In Lacs)

<b>Financial Result</b>	<b>2010-2011</b>	<b>2009-2010</b>
Profit /(Loss) before Depreciation	(16,55,686)	2,99,626
Less : Depreciation	2,31,777	2,31,779
Profit / (Loss) before Tax	(18,87,463)	67,847
Less : Provisions for taxation	0	23,170
Profit / (Loss) After Tax	(18,87,463)	44,677
Excess/(Short) Provision for Tax	0	(2,27,871)
Add : Balance b/f from Previous Year	(4,72,217)	(2,89,023)
Balance carried forward	(23,59,681)	(4,72,217)

**BUSINESS OPERATIONS:**

The company has incurred Loss of Rs. 18, 87,463/- after tax of the Company during the year. As compared to Profit of Rs. 44,677/- of the last year.

**DIVIDEND:**

Your Directors do not recommend any Dividend.

**APPOINTMENT OF AUDITORS:**

M/s. Y. D. & Co., Chartered Accountants, Ludhiana, are proposed to be re-appointing as auditor of the company for the financial year 2011-2012. The auditors of the Company retire at the forthcoming Annual General Meeting. The board will fix the remuneration of newly appointed auditors of the company. The necessary certificate under section 224(1B) of the Companies Act, 1956 has been received from the auditor.

The Statutory Auditors of the Company have submitted auditor's report on the accounts of the Company for the accounting year ended 31<sup>st</sup> March, 2011 which is self-explanatory and needs no comments.

**DIRECTORS:**

During the year Mr. Ranbir Singh Malik, Mr. Indrajeet Arya, Mr. Kishor Kumar Arya had resigned from the directorship w.e.f. 15.03.2011 and S.P.S. Rathod resigned from the directorship of the company w.e.f. 12.11.2010 due to their pre-occupation. Shri Vipul Trivedi and Ketan Sorthiya appointed as additional Directors of the Company w.e.f. 11.03.2011. Company has received notices from both the Director under section 257 with the deposit amount. Mr. Anand Pardeshi, director, retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

**PUBLIC DEPOSIT:**

Your Company has not accepted any deposit within the meaning of section 58-A of the Companies Act, 1956.

**PARTICULARS OF EMPLOYEES:**

There are no employees of the Company whose particulars are required to be reported under Section 217 (2A) of the Companies Act, 1956 and the rules there under.

**DIRECTORS' RESPONSIBILITY STATEMENT:**

In Compliance with the provisions of Section 217(2AA) of the Companies Act, 1956 the Directors of your Company confirm that:

1. In the preparation of the Annual Accounts, the applicable accounting standards have been followed and no material departures have been made from the same;
2. they have selected such accounting policies and applied them consistently and made judgments and estimates that are responsible 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 Loss of the Company for that year;
3. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company for preventing and detecting fraud and other irregularities;
4. They have prepared the annual accounts on a going concern basis.

**DISCLOSURE OF PARTICULARS WITH RESPECT TO FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The information regarding Foreign Exchange Earnings and out go is as follows:

**A) Earnings in Foreign Exchange: Nil**

**B) Outgo in Foreign Exchange: Nil**

**ACKNOWLEDGEMENTS:**

Your Directors take this opportunity to thanks all the shareholders of the Company for their continued support.

**Date:30.05.2011**

**Registered office:**

202/B, Gayatri Darshan,  
Thakur Complex, Kandivali (E)  
Mumbai Maharastra, 400101

**by Oder of the board of directors  
For, Kosian Industries Limited**

**DIRECTOR**

**REPORT ON CORPORATE GOVERNANCE****COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:**

The Company's philosophy on corporate governance envisages the attainment of the highest levels of transparency, accountability and equity, in all facets of operations and in all inter-actions with its shareholders, employees, and the Government Company is committed to achieve the highest standards of corporate governance.

Company believes that all its operations and actions must serve the underlying goal of enhancing the overall shareholder value, over a sustained period of time.

**BOARD OF DIRECTORS:**

The Board of Directors of the company is comprised of optimum number of Executive, non-executives and independent directors. The Board met **10 times** during the year on the following dates.

During the year, Board Meetings were held on 26.05.2010, 14.08.2010, 02.09.2010, 12.11.2010, 08.01.2011, 03.02.2011, 05.02.2011, 12.02.2011, 24.02.2011, 11.03.2011

S. No.	Name of Director	Category of Directorship	No. of Board Meetings Attended	Attendance at Last AGM	No. of Other Committee Memberships
1	Ketanbhai Sorathiya (w.e.f. 11.03.11)_	Non- Executive Director and Independent Director	1	-	3
2	Vipul Trivedi (w.e.f. 11.03.11)	Non- Executive Director and Professional Director	1	-	3
3	Anand Jivanlal Pardeshi (w.e.f.09.11.10)	Non- Executive Director and Independent Director	7	-	3
4	Ranbir Singh Malik (ret.15.03.11)	Non- Executive Director and Independent Director	10	Yes	-
5	Indrajeet Arya (res.15.03.11)	Non- Executive Director and Independent Director	10	Yes	-
6.	Kishorkumar Arya (res. 15.03.11)	Non- Executive Director and Independent Director	10	Yes	-
7.	S.P.S Rathore (res.12.11.10)	Non- Executive Director and Independent Director	3	Yes	-

**AUDIT COMMITTEE:**

The Audit committee was reconstituted by the board and the present members of the audit committee are, Mr. Ketan Sorathiya, Mr. Vipul Trivedi and Mr. Anand Pardeshi.

The Committee has appointed Anand Pardeshi as chairman.

The terms of reference and powers of Audit Committee are as per Clause 49 of the Listing Agreement. The functions of the Audit Committee are as per Listing Agreement with the Stock Exchanges. This includes review of accounting and financial policies and procedures, review of financial reporting system and internal control procedure. The Committee met four times during the year i.e. 26.05.2010, 14.08.2010, 12.11.2010, 12.02.2011

S. No.	Name of Audit committee member	No of meetings attended
1	Ketanbhai Sorathiya(w.e.f. 11.03.11)	-
2	Vipul Trivedi(w.e.f. 11.03.11)	-
3	Anand Jivanlal Pardeshi (w.e.f 09.11.10)	-
4	Ranbir Singh Malik (ret.15.03.11)	4
5	Indrajeet Arya (res. 15.03.11)	4
6.	Kishorkumar Arya (res. 15.03.11)	4
7.	S.P.S Rathore (res. 12.11.10)	-