

PARTH ALLUMINIUM LIMITED

BOARD OF DIRECTORS :

Shri Kiran Kansara
Smt. Maulika Kansara
Shri Nandubhai S. Patel
Shri Amolaksingh R. Ahuja
Shri Jatin Kansara

Chairman-Director
Director
Director (w.e.f. 10/06/2010)
Director (w.e.f. 10/06/2010)
Director (Up to 02/07/2010)

AUDITORS :

M/s Alkesh C. Shah & Co.,
Chartered Accountants
Ahmedabad
(Up to this AGM)

BANKER :

Bank of India
Amarnath Co-operative Bank Ltd.

REGISTRAR & SHARE TRANSFER AGENT :

Sharepro Services (India) Pvt. Ltd.
416-420, 4th.Floor, Devnandan Mall,
Opp. Sanyash Ashram,
Ellisbridge,
Ahmedabad-380006

REGISTERED OFFICE :

11, Madhav Plaza,
Opp. Kena Bunglows,
Motera Stadium Road,
Motera, Sabarmati,
Ahmedabad - 380005
E-mail : parth.alluminium@gmail.com

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NOTICE

NOTICE is hereby given that the **Nineteenth Annual General meeting** of Members of the Company will held on Friday, the 24th September, 2010 at 2.00 p.m. at Ground Floor, Madhav Plaza, Opp. Kena Bungalows, Motera Stadium Road, Motera, Sabarmati, Ahmedabad-380005 to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet of the Company as on 31st March, 2010 and the Audited Profit & Loss Account for the year ended on that date, together with the Directors' and Auditors' Report thereon.
2. To appoint a Director in place of Shri Kiran Kansara, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration.

SPECIAL BUSINESS :

4. **Appointment of Mr. Nandubhai S. Patel as Director of the Company.**

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

"RESOLVED THAT Mr. Nandubhai S. Patel who was appointed as an Additional Director of the Company with effect from 10th June 2010 and who holds the office up to the date of this Annual General Meeting of the Company, in terms of Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a Notice in writing from a Member under Section 257 of the Act, proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company."

5. **Appointment of Mr. Amolaksingh R. Ahuja as Director of the Company.**

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

"RESOLVED THAT Mr. AmolakSing R. Ahuja who was appointed as an Additional Director of the Company with effect from 10th June 2010 and who holds the office up to the date of this Annual General Meeting of the Company, in terms of Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a Notice in writing from a Member under Section 257 of the Act, proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company."

Regd office :

11, Madhav Plaza, Opp. Kena Bungalows,
Motera Stadium Road,
Motera, Sabarmati,
Ahmedabad – 380 005
Date : 13/08/2010

By Order of the Board
For, Parth Alluminium Ltd.

Kiran Kansara
Chairman

NOTES

1. 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.
2. Pursuant to Section 154 of the Companies Act, 1956, Register of Members and shares Transfer Books of the Company will remain closed from Monday, 20th September, 2010 to Friday 24th September, 2010 (both Days inclusive).
3. 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.
4. Members are requested to :
 - a) 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 into one account.
 - b) Notified immediately the change in their registered address, if any, to the Company.
5. The Company has already appointed Sharepro Services (India) Pvt. Ltd. as its RTA and has approached to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for dematerialization services of its Equity Shares, necessary agreement with NSDL and CDSL has yet to be entered.

Brief resume of the Director seeking re-election at the 19th Annual General Meeting

Name	Mr. Kiran Kansara
Age (Date of Birth)	15-08-1963
Date of Appointment	29-02-2008
Qualification and experience in specific functional area	Commerce graduate and having more than 20 years of experience of management and administration.
Directorship held in other Ltd. companies	None
Membership/Chairmanships of Committee in other Public Companies	None

Brief resume of the Director seeking election at the 19th Annual General Meeting

Name	Mr. Nandubhai S. Patel
Age (Date of Birth)	05-10-1964
Date of Appointment	10-06-2010
Qualification and experience in specific functional area	Under graduate, having more than 20 years of experience of office administration, finance & accounts.
Directorship held in other Ltd. companies	None
Membership/Chairmanships of Committee in other Public Companies	None

Brief resume of the Director seeking election at the 19th Annual General Meeting

Name	Mr. Amolaksingh R. Ahuja
Age (Date of Birth)	20-09-1990
Date of Appointment	10-06-2010
Qualification and experience in specific functional area	Pursuing B.Com, having 1 year of experience of general administration.
Directorship held in other Ltd. companies	None
Membership/Chairmanships of Committee in other Public Companies	None

ANNEXURE TO THE NOTICE :**EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956.**

In conformity with the provisions of section 173(2) of the Companies Act, 1956, following Explanatory Statement sets out all material facts relating to the Special Business mentioned at Item No. 4 and 5 of the accompanying notice dated 13th August, 2010 and should be taken as forming part of Notice.

Item No. 4 :

Under section 260 of the Companies Act, 1956, Mr. Nandubhai S. Patel was appointed as an Additional Director of the Company in the Meeting of the Board of Directors held on 10th June, 2010. Mr. Nandubhai S. Patel holds his office upto the date of ensuing Annual General Meeting. Due notice under section 257 of the Act has been received from a member proposing the appointment of Mr. Nandubhai S. Patel as Director of the Company liable to retire by rotation.

None of the Director of the Company except Mr. Nandubhai S. Patel is concerned or interested in this resolution. The Board of Directors recommends the resolution for approval of shareholders.

Item No. 5 :

Under section 260 of the Companies Act, 1956, Mr. Amolasingh R. Ahuja was appointed as an Additional Director of the Company in the Meeting of the Board of Directors held on 10th June, 2010. Mr. Amolasingh R. Ahuja holds his office up to the date of ensuing Annual General Meeting. Due notice under section 257 of the Act has been received from a member proposing the appointment of Mr. Amolasingh R. Ahuja as Director of the Company liable to retire by rotation.

None of the Director of the Company except Mr. Amolasingh R. Ahuja is concerned or interested in this resolution. The Board of Directors recommends the resolution for approval of shareholders.

Regd office :

11, Madhav Plaza, Opp. Kena Bunglows,
Motera Stadium Road,
Motera, Sabarmati,
Ahmedabad – 380 005

Date : 13/08/2010

By Order of the Board
For, Parth Alluminium Ltd.

Kiran Kansara
Chairman

DIRECTORS' REPORT

To,
THE MEMBERS,

The Directors present the **NINETEENTH ANNUAL REPORT** together with the Audited Statement of Account for the Financial Year 2009-10 ended on 31st March, 2010.

FINANCIAL RESULTS :

	As On 31.03.2010	As On 31.03.2009
Profit/(Loss)of the year	(37427)	(15225)
Less: Depreciation	-	-
Profit/(Loss) Before Taxation (PBT)	(37427)	(15225)
Less: Provision for Taxation	-	-
Profit/(Loss) After Tax (PAT)	(37427)	(15225)
Add. Profit / (Loss) brought forward	(12666611)	(12651386)
P&L (Dr.) brought forward to Balance Sheet	(12704038)	(12666611)

OPERATIONS :

The Company has not started its business and is looking for other better opportunities.

DIVIDEND :

In view of loss during the year under review, the Board of Director have not recommended dividend for the year.

FIXED DEPOSITS :

During the year under report, the Company has not accepted any deposit to which the provisions of Section 58A of the Companies Act, 1956 are applicable.

PARTICLULRS REGARDING EMPLOYEES :

During the year under report, none of the employees was in receipt of remuneration exceeding the limit prescribed under Section 217 (2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, as amended.

PARTICULARS AS REQUIRED UNDER COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF THE BOARD OF DIRECTORS) RULES, 1988 :**A. CONSUMPTION OF ENERGY & TECHNOLOGY ABSORPTION :**

As the Company is not doing any commercial activity, therefore there is NIL information about conservation of Energy and Technology absorption.

B. FOREIGN EXCHANGE EARING & OUTGO : NIL**DIRECTORATE :**

Since the last Annual Report Mr. Jatin Kansara resigned from the Board of Directors of the Company w.e.f. 2nd July, 2010. The Board has placed on record its appreciation for the services rendered and the contribution made by him during his tenure as Director of the Company.

One of your Directors Mr. Kiran Kansara retires by rotation in terms of the Articles of Association of the Company, He however, being eligible, offers himself for reappointment.

During the year Mr. Nandubhai S. Patel and Mr. Amolksingh R. Ahuja were appointed as an additional directors w.e.f. 10th June, 2010. There term of appointment expires on this Annual General Meeting and to appoint them as Director of the Company, Notice in writing from a Member under Section 257 of the Act, proposing their candidature

for the office of Director of the Company has been received. Appointment of both directors will be under the category of Independent Director, the Board recommends their appointment.

DIRECTORS RESPONSIBILITY STATEMENT :

Pursuant to the requirement of Section 217 (2AA) of the companies Act, 1956, with respect to Directors Responsibility Statement, it is hereby confirmed :

- I. that in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- II. that the Directors have selected such accounting policies and applied them consistently and 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 at 31st March, 2010 being end of the financial year 2009-10 and of the Profit of the Company for the year.
- III. that the Directors have taken proper and sufficient care 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.
- IV. that the Directors have prepared the annual accounts on a going concern basis.

CORPORATE GOVERNANCE :

The Report on Corporate Governance required under Clause 49 of the Listing Agreements is annexed.

AUDITORS :

The present Auditors of the Company M/s Alkesh C. Shah & Co., Chartered Accountants', Ahmedabad were appointed as Auditors and will retire at the ensuing Annual General Meeting. M/s Alkesh C. Shah & Co., Chartered Accountants, have informed the Company about their inability to continue as an Auditors of the Company and therefore the Company has approached M/s. R. K. Mansharamani & Co., Chartered Accountants to act as an Auditors of the Company. M/s. R. K. Mansharamani & Co., Chartered Accountants have submitted certificate for their eligibility for appointment under Section 224(1B) of the Companies Act, 1956. The Appointment of M/s. R. K. Mansharamani & Co., Chartered Accountants as Statutory Auditors of the Company will be effective from the conclusion of this Annual General Meeting to the conclusion of next Annual General Meeting. Your Directors recommend the appointment of M/s. R. K. Mansharamani & Co., Chartered Accountants as Auditors of the Company. The notes and remarks of Auditors' are self-explanatory.

COMPLIANCE CERTIFICATE :

The Company has obtained Compliance Certificate under the provisions of section 383A of the Companies Act, 1956 from M/s Khandelwal Devesh & Associates, Company Secretaries and the same is attached with this Report as annexure.

LISTING :

The Shares of the Company are listed on the Stock Exchanges at Ahmedabad, Jaipur and Mumbai. Listing fees for the year 2010-11 has been paid to Bombay Stock Exchange. Listing fee of Ahmedabad Stock Exchange and Jaipur Stock Exchange is outstanding. Trading in Equity share of the Company is suspended on BSE due to non-compliances of various clauses of listing agreement.

DEMATERIALISATION OF EQUITY SHARES :

The Company has appointed Sharepro Services (India) Pvt. Ltd. as RTA and to facilitate holding of securities in dematerialized / electronic form, the Company has approached with both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The Company has yet to enter necessary tripartite agreement with NSDL and CDSL.

ACKNOWLEDGEMENT :

Your Directors express their sincere gratitude for the assistance and co-operation extended by promoters, Banks, Government Authorities, Employees and Shareholders.

For and on behalf of the Board

Place : Ahmedabad
Date : 13/08/2010

Kiran Kansara
Chairman

COMPLIANCE CERTIFICATE

To,
The Members of
Parth Alluminium Ltd.,
Ahmedabad.

We have examined the registers, records, books and papers of PARTH ALLUMINIUM LTD., as required to be maintained under the Companies Act, 1956, and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2010. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in Annexure "A" to this certificate, as per the provisions of the Act and the rules made there under and all entries have been duly recorded.
2. The company has not filed any forms and returns with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities during the year under report.
3. The Company being Limited Company has the minimum prescribed paid-up capital.
4. The Board of Directors duly met six (6) times on 30.04.2009, 31.07.2009, 28.08.2009, 31.10.2009, 30.01.2010 and 25.03.2010 in respect of said meetings proper notices were given and proceedings were properly recorded and signed in the Minute Book maintained for the purpose. No circulation resolutions were passed during the year under consideration.
5. To update the Register of Members for the purpose of AGM, the company has closed its Register of Members and Share Transfer Books from 24/09/2009 to 30/09/2009 (both days inclusive).
6. The Annual General Meeting for the financial year ended on 31/03/2009 was held on 30/09/2009 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in the minute book maintained for the purpose.
7. No Extra Ordinary General Meeting was held during the year.
8. As informed by the Management, during the year under review, the Company has not advanced to firms or companies referred to under section 295 of the Act.
9. As informed by the Management, during the year under review, the Company has not entered into any transaction under the provisions of section 297 of the Act.
10. The Company has not entered into any transactions during the year which required to be entered into the register maintained under section 301 of the Companies Act, 1956.
11. No transaction was entered into by the Company during the year requiring approval under section 314 of the Act.
12. No Duplicate share certificate was issued during the year.
13. The Company has;
 - i) delivered all the share certificates lodged with it for transfer in accordance with the provisions of the Act;
 - ii) not declared any dividend for the Year ended on 31.03.2010;
 - iii) not required to post warrants to any members of the Company as no dividend was declared during the year;
 - iv) no such unclaimed / unpaid amount required to be transferred to Investors Education and Protection Fund;
 - v) duly complied with the requirements section 217 of the Act.

14. The Board of Directors of the company is duly constituted. One director ceased during the year and two additional directors appointed, apart from this no alternate director and directors to fill casual vacancy was appointed during the year.
15. The Company has not appointed Managing Director/Whole time Director/Manager during the financial year under review.
16. No sole selling agent was appointed during the year.
17. The Company was not required to obtain necessary approvals of the Central Government, Company Law Board, Regional Director, Registrar or such other authority as may be prescribed under the various provisions of the Act.
18. The directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The Company has not issued equity shares, debentures and other securities during the financial year.
20. The Company has not bought back any shares during the year.
21. The Company has not issued any preference shares/debentures and therefore redemption of the same does not arise.
22. The Company has not kept any rights to dividends or right/bonus shares in abeyance during the year.
23. The Company has not invited/accepted any deposits including any unsecured loans falling within the purview of section 58A during the financial year.
24. The borrowings of the Company is Nil and therefore within the limits as prescribed under section 293(1) (d) of the Act.
25. The Company has not made loan or advances or made investments or given guarantee or provided securities to other bodies corporate during the financial year under review and therefore no entries were required to be done in the register kept for the purpose.
26. The company has not altered the provisions of the Memorandum of Association with respect to situation of the company's registered office from one state to another during the year under scrutiny.
27. The company has not altered the provisions of the Memorandum of Association with respect to the objects of the company during the year under scrutiny.
28. The company has not altered the provisions of Memorandum of Association with respect to the name of the company during the year under scrutiny.
29. The company has not altered provisions of Memorandum of Association respect to the Share Capital of the company during the year under scrutiny.
30. The company has not altered Articles of Association during the year under scrutiny.
31. As per the information provided by the management and taken from the Office of the Registrar of Companies, the ROC has filed two cases under Section 162 and 220 of the Companies Act, 1956 for non-filing of Annual Returns, apart from these no other cases filed against the company and no show-cause notices were received by the company for alleged offences under the Act and no fines, penalties and punishments were imposed on the company in any cases as per information and explanations received from the management.
32. The company has not received any money as security from its employees during the year under certification.
33. As per the information provided by the management of the company, the Company has not commenced business operations, the provisions of Sec.418 of the Companies Act 1956 is not applicable to it.

Place : **Ahmedabad**
Date : **13/08/2010**

For, **Khandelwal Devesh & Associates**
Company Secretaries

Devesh Khandelwal
Proprietor
M.No. : 12372
COP No. : 4202