



MIRCH TECHNOLOGIES LIMITED

31st ANNUAL REPORT AND STATEMENT OF ACCOUNTS 2003 - 2004

**Annual General Meeting
on Friday the 24th September, 2004
at 3.30 p.m. at Janata Kendra,
Tulsiwadi, Tardeo, Mumbai - 400 034.**

MIRCH TECHNOLOGIES LIMITED

FOR MEMBER'S ATTENTION

1. The Register of members and the Share Transfer Books of the Company will remain closed from Monday 20th, September 2004 to Friday 24th, September, 2004 (Both days Inclusive)
2. Members are requested to notify immediately any change in their address to the company, Specifying full address in Block capital with Pin code number of the post office.
3. Members are requested to quote folio Numbers in all their correspondence.
4. MEMBERS ARE REQUESTED TO SEND THEIR QUERIES ATLEAST TEN DAYS BEFORE THE DATE OF THE MEETING SO THAT THE INFORMATION SOUGHT BE MADE AVAILABLE AT THE MEETING.
5. Members are requested to bring their copy of the Annual report alongwith them to the Annual General Meeting, as Extra copies are not available.
6. Members are also requested to notify to the Company, their Income Tax Permanent account number and particulars of the Income Tax Office, where assessed/assessable.

*RESOLVED THAT M/s. R.B.Shah & Co., Chartered Accountants, be and is hereby reappointed as Auditors of the Company to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting of the Company on a remuneration of Rs.15,000/-

3. To appoint a Director in place of Mr. S. K. Ladha who retires by rotation and being eligible offers himself for re-appointment.

BY ORDER OF THE BOARD

S.K.LADHA
CHAIRMAN

REGISTERED OFFICE :
Delstar, S.Palkar Marg
Mumbai - 400 036

Place : Mumbai
Date : 26.08.2004

NOTES :

1. Register of members and the transfer books of the Company will remain closed from Monday the 20th September to Friday the 24th September (both days inclusive)
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and to vote instead of himself and such proxy need not be a member of the Company.

BOARD OF DIRECTORS

1. Shri S.K.Ladha, Chairman
2. Shri K.S.Ladha
3. Shri S.Rege

BANKERS :

Bombay Mercantile Co-Op. Bank Ltd.
Jogeshwari Branch,
Mumbai-400 060.

AUDITORS :

R.B.Shah & Company,
Chartered Accountants

REGISTERED OFFICE :

Delstar, S.Palkar Marg
Mumbai - 400 036.

NOTICE :

Notice is hereby given that the Thirty First Annual General Meeting of the Members of Mirch Technologies Limited will be held at Janata Kendra, Tulsiwadi, Tardeo, Mumbai - 400 034 on 24th September 2004 at 3.30 pm. to transact the following business.

ORDINARY BUSINESS :

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2004 and the Profit and Loss Account for the year ended on that date along with Directors and Auditors Report thereon.
2. To consider and if thought fit, to pass, with or without modification the following resolution as a Ordinary Resolution.

DIRECTOR'S REPORT TO

The Members,

Your Directors present herewith the Thirty First Annual Report together with the Audited Accounts of the Company for the year ended 31st March, 2004.

FINANCIAL RESULTS :

The working results of the Company for the year under review are as under :

	(Rs. in lacs) 2003-2004	(Rs. in lacs) 2002-03
Turnover/other income	9.87	58.41
Profit/(Loss) before interest depreciation and deferred charges	1.03	37.41
Interest & Deferred charges	0.07	0.12
Depreciation	0.05	0.24
Provision for Taxation	0.05	-
Net Profit/(Loss) for the year	0.86	37.05

Your Directors regret their inability to declare any dividend due to brought forward losses.

MIRCH TECHNOLOGIES LIMITED**OPERATION :**

Company is not having its own fabrication workshop. Directors tried to get orders but to execute the same from outside workshops was not cost effective.

FINANCE :

No Bank was willing to finance for want of security.

DIRECTORS :

Shri S. K. Ladha retires by rotation at the Annual General Meeting and being eligible offers himself for reappointment.

DIRECTORS' RESPONSIBILITY STATEMENT :-

As required under Section 217 of the Companies Act, the Directors hereby confirm that :

- I) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- II) The Directors have selected accounting policies and applied them consistently and made judgements 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 the end of the financial year and of the Profit or Loss of the Company for that period;
- III) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Company Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities to be best of their knowledge and ability;
- IV) The Directors have prepared the annual accounts on a going concern basis.

PARTICULARS OF EMPLOYEES :

No person was employed through out the year who was in receipt of remuneration at the rate of not less than Rs. 24,00,000/- per annum or Rs.2,00,000/- per month if employed for part of the year.

INDUSTRIAL RELATIONS :

The Directors are pleased to inform that the Management's relations with the Company's employees during the year continued to be satisfactory. It is expected that the same cordial relations would continue in future.

ANNEXURE TO DIRECTOR'S REPORT

PARTICULARS AS REQUIRED UNDER COMPANIES (DISCLOSURES OF PARTICULARS IN THE REPORT OF THE BOARD OF DIRECTORS) RULES, 1988 AND FORMING PART OF DIRECTORS' REPORT FOR THE YEAR ENDED 31st MARCH, 2004.

- A. Company has incurred a sum Rs. Nil on Electricity and Power.
- B. We do not have any R & D Department and also no Technology Absorption.
- C. In our opinion and based on information and explanations given to us, none of the directors are disqualified as on 31st March 2004 from being appointed as directors in terms of clause (g) of

sub section (1) of section 274 of the companies Act, 1956.

CORPORATE GOVERNANCE :

The company is not required to have Corporate Government report during the year under review.

SECRETARIAL COMPLIANCE REPORT :

Pursuant to the provisions of section 383A of the Companies Act, 1956, read with the Companies (Compliance Certificate) Rule, 2001 a Secretarial Compliance Report from a practicing Company Secretary is attached herewith and is forming part of this Directors Report.

J. T. BATHIJA

M.COM., L.L.B., F.C.S.

Company Secretary

24, Veena Beena, Shopping Centre, Bandra, Mumbai - 400 050.

COMPLIANCE CERTIFICATE

(In terms of provisions of section 383A of the Companies Act, 1956)

To,
The Members of
Mirch Technologies Limited
Delstar, 1st Floor,
N.S. Patkar Marg,
Mumbai - 400 036.

Company No.: 11-16127 Authorised Share Capital : **Rs.1,00,00,000/-**
Date of Incorporation: 6th June 1973 Paid-up Share Capital : **Rs.90,00,000/-**

We have examined the registers, records, books and papers of M/s. Mirch Technologies Limited as required to be maintained under the companies Act, 1956 and the rules made thereunder and also the provisions contained in the Memorandum & Articles of Association of the Company for the financial year ended 31st March, 2004. 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 the certificate, as per the provisions and the rules made thereunder and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in Annexure "B" with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made there under except otherwise stated.
3. The Company, being a public limited company, comments are not required.
4. The Board of Directors duly met 6 (Six) times on 30th April, 2003, 31st July, 2003, 26th August, 2003, 31st October, 2003, 30th January, 2004, 31st March, 2004, 31st July, 2004, 26th August, 2004 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose.

5. The Company closed its Register of Members from 25th September, 2003 to 29th September, 2003 and necessary compliance of section 154 of the Act has been made. No notice of the AGM was published.
6. The Annual General Meeting for the financial year ended on 31st March, 2003 was held on 29th September, 2003 after giving due notice to the Members of the Company and the Resolutions passed thereat were duly recorded in the Minutes Book maintained for the purpose.
7. No Extra Ordinary General Meeting was held during the financial year under review.
8. The Company was not advanced any loan to its directors, persons, firms or companies as referred in section 295 of the Act.
9. The Company has not entered into any contracts falling within the purview of section 297 of the Act in respect of contracts specified in that section;
10. The Company has not required to make any entries in the register maintained under section 301 of the Act.
11. As there was no instant falling within the purview of section 314 of the Act, the Company has not obtained any approvals from the Board of Directors, or Central Government.
12. The Company has not issued any duplicate certificates during the year.
13. (i) There was no allotment of shares has taken place but transfer and transmission have taken place in electronic as well as physical form during the financial year, through Registrars.
(ii) The Company has not deposited any amount in a separate Bank Account as no dividend was declared during the financial year.
(iii) The Company was not required to post warrants for dividends to any members of the Company as no dividend was declared during the year.
(iv) The provisions of section 205C of the Act and Investor Education and Protection Fund (Awareness & Protection of Investors) Rules, 2001 are not applicable to the Company.
(v) The Company has complied with the requirements of Section 217 of the Companies Act, 1956.
14. The Board of Directors of the Company is duly constituted. There was no appointment of directors, additional directors, alternate directors, and directors to fill casual vacancies during the year.
15. The Company has not appointed any Managing Director / Whole-time Director / Manager during the financial year.
16. The Company has not appointed any Sole - Selling Agent during the year.
17. The Company has not obtained any approval of the Central Government Company Law Board, Regional Director, or such other authorities as may be prescribed under the various provisions of the Act during the year.
18. The Directors have disclosed their interests 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 allotted any shares during the year.
20. The Company has not bought back any shares during the year under review.
21. The Company has not issued preference shares / debentures during the year.
22. There were no transactions necessitating the Company to keep in abeyance rights to dividend, right shares and bonus shares pending registration of transfer of shares, except dividends payable to the preference shareholders.
23. The Company has not invited or accepted any deposits including unsecured loans falling within the purview of Sections 58A during the year. However, the Company has accepted unsecured loans from associate concerns during the year.
24. The Company has not made any borrowing during the financial year ended 31st March, 2004.
25. The Company has not made any loans or advances or given guarantees or provided securities to other bodies corporate in compliance with the provisions of the Act.
26. The Company has not altered the provisions of the Memorandum 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 with respect to the objects of the Company during the year under scrutiny.
28. The Company has not altered the provisions of the Memorandum with respect to names of the Company during the year under scrutiny.
29. The Company has not altered the provisions of the Memorandum with respect to the Share Capital of the Company during the year under review.
30. The Company has not altered its Articles of Association of the Company during the year under review.
31. There was no prosecution initiated against or show cause notices received by the company and no fines or penalties or any other punishment imposed on the company during the year for offences under the Act.
32. The Company has not received any Security Deposit from its employees during the year under certification.
33. The Provisions of Provident fund Act, are not applicable to the company, as it is represented to us.

For J. T. BATHIJA
Company Secretary

Place : Mumbai
Date : 26-08-2004

Proprietor
FCS : 258
PC : 43

MIRCH TECHNOLOGIES LIMITED**"Annexure A"**

Registers as maintained by the Company

1. Register of Members u/s 150 of the Companies Act, 1956
2. Register of Directors u/s 303.
3. Register of Director's Shareholding u/s 307.
4. Register of Contracts, Companies and firms in which Directors of the Company are interested u/s 297, 299, 301 and 301 (3).
5. Directors' Attendance register for Board Meeting and General Meetings.
6. Minutes of the Annual General Meeting / Extra ordinary General Meeting & Board Meetings u/s. 193.
7. Books of Accounts.

"Annexure B"

Forms and returns filed by the Company :

- A) With the office of Registrar of Companies, Maharashtra, Mumbai during the financial year under review ended on 31st March, 2004.

Sr. No.	Form No.	Relevant Section	Document	Date of Filing	Whether Filed within prescribed time	If delay in filing Whether Additional Fees paid
1.	--	220(1)	Schedule VI (Annual Accounts) for the financial year ended on 31st March, 03	2-12-03	Yes	N.A.
2.	--	159(1)	Schedule V (Annual Return) for the financial year ended on 29th Sept. 03	2-12-03	Yes	N.A.
3.	--	383 A	Compliance certificate as on 29th Sept. 03	2-12-03	Yes	N.A.

For J. T. BATHIJA
Company Secretary

Place : Mumbai
Date : 26-08-2004

Proprietor
FCS : 258
PC : 43

AUDITORS :

M/s. R.B. Shah & Company, Chartered Accountants, Statutory Auditors of the Company retire and are eligible for reappointment. Notes referred to in the Auditors' report are self-explanatory.

FOR AND ON BEHALF OF THE BOARD
S.K.LADHA
CHAIRMAN

Place : Mumbai
Date : 26-8-2004

AUDITOR'S REPORT

R. B. Shah & Co. (Regd.)
Chartered Accountants

Raja Bahadur Mansion, 2nd Floor, Mumbai - 400 003.

To,
The Members of
MIRCH TECHNOLOGIES LTD.

1. We have audited the attached Balance Sheet of MIRCH TECHNOLOGIES LTD. as at 31st March, 2004, the Profit and Loss account and also Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the accounting standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. The Company's accumulated Losses as on 31st March, 2004 have eroded the entire share capital, the accounts are continued to be prepared on the assumption of a going concern concept basis.
4. As required by the Companies (Auditor's Report) order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, and on the basis of the information and explanations given to us and the books and records examined by us in the normal course of audit and to the best of our knowledge and belief, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
5. Further to our comment in the Annexure referred to above, we report that :
 - a. We have obtained all the information and explanation, 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, profit and loss account and cash flow statement dealt with by this report are in agreement with the books of account;
 - d. In our opinion, the balance sheet, Profit and loss account and cash flow statement dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956, to the extent applicable;
 - e. On the basis of written representation received from the directors, except one of the the director Mr. Sanjeev Rage as