

For The Year Ended

31st March, 2005

TUMUS BIBOIRIC CORPORATION LIMITED

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DIRECTORS :

SHRI V.D. JAIN SHRI S.N. PARIKH SHRI H.J. KAMDAR DR. S.B. CHAMADIA SHRI SHANKAR PRASAD SHRI K.P. DWIVEDI

AUDITORS:

JAYANT KOTHARI & CO. CHARTERED ACCOUNTANTS

BANKERS :

UCO BANK STATE BANK OF INDIA

REGISTERED_OFFICE :-

RANI BAUG, P.O. CHORHATA, REWA - 486 006 MADHYA PRADESH

NOTICE TO THE SHAREHOLDER

Notice is hereby given that the 32nd Annual General Meeting of the Company will be held at the registered office of the company at Rani Baug, P.O. Chorhata, Rewa (M.P.) on Friday 30th September 2005 at 4.00 P.M. to transact the following busihess.

ORDINARY BUSINESS :

- 1. To consider and adopt the Audited Balance Sheet of the Company as at 31st March 2005 and the Profit & Loss Account for the year ended on that date and the report of Directors and auditors thereon.
- 2. JAYANT KOTHARI & CO., Chartered Accountants, Rewa may be appointed is audited of the company till the conclusion of the Next Annual General Meeting
- 3. To appoint Directors in place of Dr. S.B. Chamadia and Shri H.J. Kamdar retire by rotation and being eligible, offer themselves for re-appointment.

SPECIAL BUSINESS

4. To consider and, if thought fit, to pass, with or without modification, the following resolution. "RESOLVED THAT Shri K.P. Dwivedi is appointed as Director on the Board of the Company to be retired by rotation.

REGISTERED OFFICE:

By order of the board

RANI BAUG P.O. CHORHATA REWA - 486006 MADHYA PRADESH

(SHANKAR PRASAD) DIRECTOR

Dated:-26th July 2005

(1)

N.B.

- 1.. The Register of members and share transfer books of the Company will Remain closed from 23rd October, 2005 to 25th October, 2005 (both days Inclusive)
- 2. 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.
- 3. The form of proxy shall be deposited at the Registered office of the Company Not later that 48 hours before the time fixed for holding the Annual General Meeting. In default thereof the instrument of proxy shall not be treated as valid.
- 4. Members are requested to intimate change in their address, if any, immediately to the company at its registered office quoting their folio numbers.

DIRECTOR'S REPORT TO THE SHAREHOLDERS

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Your Director present their 32nd Annual Report on the business and operation of the company and financial accounts of the year ended 31st March 2005.

Accounts & Financial matters	31st March, 2005 Rupees in lacs	31st March, 2004 Rupees in lacs
Miscellaneous income including		•
Profit on sale of fixed assets	5.32	22.80
The years working shows a Gross Profit (after interest) of	(-) 3.50	17.44
Out of which provisions have been made for		
Depreciation -	Nil	Nil
Taxation -	Nil	(-) 0.07
Net Profit after taxation	(-)3.50	17.37
To which is added :		
Profit and Loss A/c b/f from Previous Year		(-) 18.57
Making a total disposable surplus of and	(-) 3.50	(-) 1.20
Balance carried forward to Next Year	(-) 3.50	(-) 1.20

OPERATIONS/DIVIDEND

The Directors was do not recommend any dividend for the year ended 31st March 2005. **DEPOSIT**

There was no public deposits as on 31st March 2005.

SALE OF FIXED ASSETS :

The company has sold all machinery and some of residential building as there is no activity in view of no orders in hand and uneconomical activities. The directors are in search of some others activity for the time being.

(3)

PARTICULARS OF EMPLOYEES AS REQUIRED UNDER SECTOR 217 * (2A):

No. employee was drawing a salary of Rs. 12,00,000 in aggregate in the whole year of Rs. 1,00,000/ - per month for a part of the year.

DIRECTORS:

Dr. S.B. Chamadia and Shri. H.J. Kamdar retire by rotation and being eligible, offer themselves for re-appointment.

Shri K.P. Dwivedi was appointed as additional director. His appointment is to be accorded as director to be retire by rotation. The company has received a notice in writing under section 257 of the Act. form a member proposing his candidature for the office of Director.

SECRETRIAL COMPLIANCE CERTIFICATE

In accordance with the provision of section 383A of the Companies Act, 1956, a Certificate has been received from R.K. Mishra & Associates, Company Secretary, Satna Certifying that the Company has complied with all the provisions of the Companies Act, 1956.

AUDIOROS:

M/S Jayant Kothari & Co., Chartered Accountants, retire as auditors of the Company and eligible offer themselves for re-appointment.

<u>CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION ANY FOREIGN EXCHANGE</u> <u>EARNING AND OUTGO:</u>

Information pursuant to section 217 (l) (e) of the Companies Act, 1956 read with the Companies (Disclosures of the particulars in the report of the Board of Directors) Rules, 1988 in given in Annexure "A" forming part of this report.

LEASING OF COMPANY ASSETS :

The company has given all office building and residential flat to ABC Electricals industries Pvt. Ltd. Rewa (M.P.) on lease to a company in order to curb further losses in view of Nil orders in hand.

(4)

DIRECTOR RESPONSIBILITY STATEMENT

As required by the provision of section 217 (2AA) of the Companies Act, 1956, the Directors confirm the following.

- 1. That in the preparation of the annual accounts, the applicable accounting standards has been followed alongwith proper explanations relating no material departures. There are no materials departures.
- 2. That the Directors 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 affairs of the Company at the end of the financial year and of the profit or loss of the company for the period.
- 3. That the Directors took proper and sufficient care to maintain adequate accounting records in accordance with the provision of this Act, to safeguard the assets of the company and to prevent and detect fraud and other irregularities.
- 4. That the Directors prepared the annual accounts on No activities basis.

STOCK EXCHANGE LISTING

The equity shares of the Company are listed on the stock exchange at Mumbai. The Company confirm that it has paid Annual Listing fees to Mumbai abd formalities for delisting of shares to Indore are in process no listing fee for 2003-2004 & 2004-05 has been paid to Indore.

Information required of Balance Sheet Abstract and the Company's General Business profile under part IV of Schedule VI to the Companies Act, 1956 is attached in the Schedule "C" to this report. Cash flow statement as required by SEBI rules is appended duly verified by the auditors of the Company.

REGISTERED OFFICE:

By order of the board

RANI BAUG P.O. CHORHATA REWA - 486006 MADHYA PRADESH

(SHANKAR PRASAD) DIRECTOR

Dated:-26th July 2005

(5)