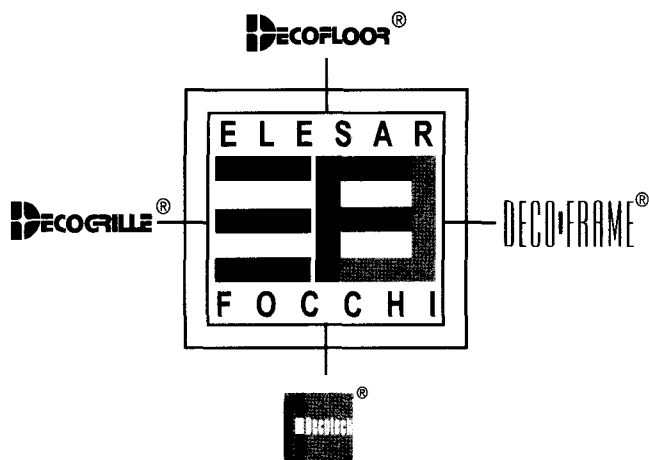


NIRAV COMMERCIALS LIMITED



ANNUAL REPORT 2009-2010

ANNUAL REPORT 2009 - 2010

BOARD OF DIRECTORS

Shri Lalit Kumar Daga	Chairman
Shri Shailesh Daga	
CA. Sudhir Goel	Whole-Time Director

EXECUTIVES

Shri Ranjan Daga	General Manager-Marketing
Shri S.K.Sharma	General Manager-Works

AUDITORS

A.J.Baliya & Associates
Chartered Accountants, Mumbai

BANKERS

HDFC Bank Ltd.
United Bank of India

REGISTERED OFFICE

B-1, Tulsi Vihar,
Dr.A.B.Road, Worli Naka,
Mumbai - 400 018.
email: info@associatedgroup.com

WORKS

Elesar Focchi
Survey No.65/3D, Plot No.1,
Cachigam Road, Ringanwada,
Daman - 396 210 (Union Territory).

Elesar Focchi

W-50, M.I.D.C.Industrial Area,
Taloja - 410 208
Dist.; Raigad (Maharashtra)

REGISTRARS AND SHARE TRANSFER AGENTS

Computronics Financial Services (India) Ltd.
1, Mittal Chambers, Nariman Point,
Mumbai-400 021.
email: fvaz@computronicsindia.com

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NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 25th Annual General Meeting of the Members of Nirav Commercials Limited will be held at "Maheshwari Pragati Mandal-Mumbai" 1st Floor, Maheshwari Bhavan, 603, Jagannath Shankar Sheth Marg, Cheera Bazar, Marine Lines (East), Mumbai-400 002 on Thursday, the 5th August, 2010 at 12.30 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet and the Profit & Loss Account for the year ended 31st March, 2010 and the Reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Shri Shailesh Daga who retires by rotation and being eligible for re-appointment.
3. To appoint Auditor of the Company, 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 fix their remuneration.

SPECIAL BUSINESS:

4. To consider and it thought fit, to pass the following Resolution which will be proposed as a Special Resolution:

RESOLVED that in terms of Article 157 of Articles of Association of the Company and pursuant to the provisions of sections 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII including any statutory modification or re-enactment thereof for time being in force, the Company hereby approves the re-appointment of CA. Sudhir Goel as Whole-Time Director of the Company with effect from 19th August, 2010 for a period of 5 years on the terms and conditions as mentioned hereunder in the best interest of the Company but subject to restrictions, if any contained in the Companies Act, 1956 and Schedule XIII to the said Act or otherwise as may be permissible at law:

Period of appointment: Five years with effect from 19th August, 2010.

1. Terms & Conditions of Appointment
(I) Period : Five years w.e.f. 19th August, 2010
(ii) Remuneration : Upto Rs.2,00,000/- per month
2. Perquisites & Allowances:
In addition of the remuneration, the Whole-Time Director shall also be entitled for perquisites and allowances as mentioned in Schedule XIII Part II Section II Clause 2 & 3 of the Companies Act, 1956.
3. Minimum Remuneration :

In event of loss or inadequacy of profit in any year, the Whole-Time Director shall be entitled to payment by way of remuneration (1) and perquisites and allowances (2) as specified in Schedule XIII of the Companies Act, 1956.

For and on behalf of the Board

Lalit Kumar Daga
Chairman

Place: Mumbai
Date : 15th June, 2010

NOTES FOR MEMBERS' ATTENTION

- 1 A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 4th August, 2010 to 5th August, 2010 (both days inclusive) for the purpose of Annual General Meeting.
3. The relevant Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956 in respect of re-appointment of CA. Sudhir Goel, as Whole-Time Director is annexed thereto.
4. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the RTA or the Company at its registered office.

ANNEXURE TO NOTICE

Explanatory statement under section 173(2) of the Companies, Act, 1956

CA. Sudhir Goel was appointed as a Whole-Time Director of the Company with effect from 19/08/2005 for a period of five years and his appointment was approved by the Members at the Annual General Meeting of the Company held on 23.08.2005. The Board of Directors of the Company has subject to your confirmation, approved the re-appointment of CA. Sudhir Goel as Whole-Time Director for a further period of five years with effect from 19.08.2010 for which the resolution as in this item of the Notice is proposed for your approval.

The Board accordingly commends the Resolution for your acceptance.

CA. Sudhir Goel is interested in the resolution, since it relates to his re-appointment.

For and on behalf of the Board

Place: Mumbai
Date : 15TH June, 2010

Lalit Kumar Daga
Chairman

DIRECTORS' REPORT TO THE SHAREHOLDERS

Dear Shareholders,

Your Directors have pleasure in presenting the 25th Annual Report and the Audited Accounts, Balance Sheet and Profit & Loss Account for the year ended 31st March, 2010. The highlights of the financial results are as under:

FINANCIAL RESULTS: **2009-2010** **2008-2009**
(Rs. in Lacs) (Rs. in Lacs)

Total Income	742.35	1538.06
Gross Profit	62.45	160.46
Less: Depreciation	17.39	15.27
Profit before tax	45.06	145.19
Tax expenses	11.50	52.38
Profit after tax	33.56	92.81
Less : Prior year tax adjustments	-	8.75
Add : Balance brought forward from previous year	434.77	350.71
Balance transferred to Balance Sheet	468.33	434.77

REVIEW OF OPERATIONS

During the year under review, the Company's total income has reduced to Rs.742.35 lacs as compared to Rs.1538.06 lacs in the previous year. The Profit after tax has also reduced to Rs.33.56 lacs as compared to Rs.92.81 lacs in the previous year.

MANUFACTURING

Your company is engaged in manufacturing of Aluminium Grills, Door & Windows etc. and has two manufacturing units namely 'Elesar Focchi', one of them is situated at Daman (UT) & another at Taloja, Dist; Raigad (Maharashtra). These units have contributed Rs.680.39 lacs in total income of the Company as compared to Rs.800.71 lacs in the previous year.

ISO 9002

You will be happy to note that the manufacturing unit of the Company namely Elesar Focchi, is an ISO 9002 certified unit.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNING AND OUTGO

The information pursuant to Section 217 (1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 is annexed to this report.

PARTICULARS OF EMPLOYEES

During the year under review, the Company has not employed any person who was in receipt of remuneration exceeding the sum prescribed under Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217 (2AA) of the Companies Act, 1956, with respect to Directors' responsibility statement, it is hereby confirmed that:

i) in the preparation of Annual Accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;

ii) 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 the end of the financial year and of the profit of the Company for the said period;

iii) the directors have taken proper and sufficient care of 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;

iv) the directors have prepared the Annual Accounts on a going concern basis.

AUDITORS

M/s. A.J. Baliya & Associates, Chartered Accountants, retiring Auditors of the Company, is eligible for re-appointment.

ACKNOWLEDGEMENT

The Directors would like to express their sincere appreciation of assistance and Co-operation received from their Bankers during the year under review. Directors also wish to place on record their deep sense of appreciation of the devoted services rendered by all the employees of the Company.

For and on behalf of the Board

Place : Mumbai.

Date : 15th June, 2010.

Lalit Kumar Daga
Chairman

ANNEXURE TO DIRECTORS' REPORT

I. CONSERVATION OF ENERGY

There are no major areas where energy conservation measures were viable. However, wherever possible, efforts were made to conserve use energy through improved operational methods.

II. RESEARCH AND DEVELOPMENT

a. Specific areas in which R&D was carried out by the Company

The Company is actively engaged in product up gradation, design, development and new product development.

b. Benefits derived as a result of the above R & D

Improved product designs resulted in higher value added products which achieved better realisation.

c. Future plan of action

Emphasis on the above activities will be an on going exercise.

d. Expenditure on R&D

Since the expenditure incurred on research and development activities were not substantial, no separate account for the same was being maintained.

III. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

Since Company's products are being developed by an in-house R & D team, no further information under this head is required to be given.

IV. FOREIGN EXCHANGE EARNING AND OUTGO

a. Activities relating to exports

During the year, the Company could not export any material as compared to Rs.Nil in the previous year.

b. Initiatives taken to increase exports

Your Company has been in constant touch with various customers around the world. We hope that our regular follow-up will result in procuring export orders.

c. Development of new export markets

Your Company is constantly exploring the possibilities of exporting its products. This is an on going process.

d. Export Plans

Export sales can only be increased by developing relationship with prospective buyers. In this connection your Company's officials may plan to visit some countries to explore possibilities of export sales.

e. Total Foreign exchange used and earned

The information on the above is given in Notes on Account (Schedule-N to the Accounts).

For and on behalf of the Board

Place : Mumbai
Date : 15TH June, 2010

Lalit Kumar Daga
Chairman

CIN No.: 51900MH1985PLC036668
COMPLIANCE CERTIFICATE

To,
 The Members
 Nirav Commercials Ltd.
 Mumbai.

We have examined the registers, records, books and papers of Nirav Commercials Ltd. (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2010 (financial year). 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 thereunder and all entries therein have been duly recorded.
- 2 The Company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government. Company Law Board or other authorities within the time prescribed / by paying additional fees as prescribed under the Act and the rules made thereunder.
- 3 The Company being a Limited Company has the minimum paid-up capital.
 - i. The Company has not invited public to subscribe for its share or debentures; and
 - ii. The Company has not invited or accepted any deposit u/s 58 A of the Act
- 4 The Board of Directors duly met 6 (six) times respectively on 15.04.2009, 30.06.2009, 31.07.2009, 31.10.2009, 30.01.2010, and 23.03.2010 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 has closed its register of members from 27.08.2009 to 29.08.2009 during the financial year.
- 6 The annual general meeting for the financial year ended on 31st March, 2009 was held on 29th August, 2009 after giving due notice to the members of the company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose
- 7 No Extra-ordinary General meeting was held during the year under scrutiny.
- 8 The Company has advanced loans amounting to Rs. 322,84,354/- to Companies referred to under section 295 of the Act after complying the provisions of the Companies Act, 1956.
- 9 The Company has duly complied with the provisions of section 297 of the Act in respect of contracts specified in that section.
- 10 The Company has made necessary entries in the register maintained under section 301 of the Act.
- 11 As there were no instances falling within the preview of Section 314 of the Act, the Company has not obtained any approvals from Board of Directors, Members or Central Government.
- 12 has not issued any duplicate share during the financial year.
- 13 The Company has
 - i has delivered all the certificates on allotment of the securities and on lodgment thereof for transfer/transmission or any other purpose in accordance with the provisions of the Act;
 - ii not deposited any amount in separate Bank Account as no dividend was declared during the financial year.
 - iii. the Company was not required to post warrants to any members of the Company as no dividend was declared during the financial year;

CIN No.: 51900MH1985PLC036668
COMPLIANCE CERTIFICATE

To,
 The Members
 Nirav Commercials Ltd.
 Mumbai.

We have examined the registers, records, books and papers of Nirav Commercials Ltd. (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2010 (financial year). 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 thereunder and all entries therein have been duly recorded.
- 2 The Company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed / by paying additional fees as prescribed under the Act and the rules made thereunder.
- 3 The Company being a Limited Company has the minimum paid-up capital.
 - i. The Company has not invited public to subscribe for its share or debentures; and
 - ii. The Company has not invited or accepted any deposit u/s 58 A of the Act
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- 12 has not issued any duplicate share during the financial year.
- 13 The Company has
 - i has delivered all the certificates on allotment of the securities and on lodgment thereof for transfer/transmission or any other purpose in accordance with the provisions of the Act;
 - ii not deposited any amount in separate Bank Account as no dividend was declared during the financial year.
 - iii. the Company was not required to post warrants to any members of the Company as no dividend was declared during the financial year;
 - iv no amount is outstanding in respect of unpaid dividend account, application money due for refund, matured