

26th ANNUAL REPORT 2007 -2008



PH TRADING LTD.

CERTIFIED TO BE TRUE COPY
For PH TRADING LTD
Deeatsy
Managing Director

PH TRADING LTD.

BOARD OF DIRECTORS

MR. P. HIMATSINGKA

MR. A. K. BHUWALKA

MR. A. JHANWAR

MR. R. JHANWAR

MR. AVISHEK HIMATSINGKA

AUDITORS

M/S. SALARPURIA & PARTNERS

7, CHITTARANJAN AVENUE

KOLKATA-700 072

M. B. AGARWAL & CO.

204, MHATRE PEN BLDG. SENAPATI BAPAT MARG

DADAR (WEST), MUMBAI-400028

BANKERS

ORIENTAL BANK OF COMMERCE, KOLKATA

ORIENTAL BANK OF COMMERCE, MUMBAI

TAMILNADU MERCANTILE BANK, MUMBAI

REGISTERED OFFICE :

PODDAR POINT

'B' BLOCK, 10TH FLOOR

113, PARK STREET

KOLKATA-700 016

PH TRADING LTD.

NOTICE

Notice is hereby given that the Twenty-Sixth Annual General Meeting of PH Trading Limited will be held at its Regd. Office at 113, Park Street, 10th floor, B-Block, Kolkata-700 016, on Friday, the 29th August, 2008 at 3.30 p.m. to transact the following Business :-

ORDINARY BUSINESS

- 1) To consider and adopt the Auditors & Directors report as well as audited Balance Sheet and Profit & Loss Account of Company for the year ended 31st March, 2008.
- 2) To declare dividend.
- 3) To appoint director in place of Mr. Ashok Jhanwar who retires by rotation & being eligible offer himself for re-appointment.
- 4) To appoint auditors to hold office from the conclusion of this meeting until the conclusion of next annual general meeting and fix their remuneration.
- 5) Resolved that the salary of the Managing Director Mr. Prakash Himatsingka increase from Rs. 60,000 to Rs. 80,000 (The remuneration to be paid in the event of loss or inadequacy of profit in any financial year during the appointed period) in accordance with schedule XIII of the companies Act 1956.

Regd. Office :
Poddar Point, 10th Floor, 'B' Block
113, Park Street, Kolkata-700 016
Date : The 27th of June 2008

By order of the Board
Prakash Himatsingka
Managing Director

PH TRADING LTD.

NOTES :-

1. A member entitled to attend & vote at the above meeting is entitled to appoint one or more proxies to attend and vote instead of himself and the proxy need not to be a member of the Company. Proxies, in order to be effective, must reach the Registered office of the Company at least 48 hours before the meeting.
2. The Registers of members & transfer book of the Company will remain closed from 22/08/08 to 29/08/08 (both days inclusive).
3. Members are requested to notify any change in address immediately to the Companies registered office.
4. As per the provisions of the Company Act, 1956 (as amended), the facility for making nomination is now available to individuals holding shares in the Company. Those who desires to avail this facility may send their request for nomination in the prescribed form 2B duly filled in and signed to the Company's registered office.
5. (a) As per provisions of Section 205A of the Companies Act, 1956, the Company has already transferred to the General Revenue Account of the Central Government the amount of all unclaimed dividends declared upto and including the financial year ended 31st March, 2000. Hence to claim dividend upto the said period, the members are advised to approach the Registrar of Companies, West Bengal 234/4, Acharya Jagadish Chandra Bose Road, Kolkata-700 020
- (b) Consequent upon amendment to Section 205A of the Companies Act, 1956 and introduction of Section 205C by the Companies (Amendment) Act, 1999 dividend, for the financial year ended 31st March, 2001, and thereafter, which remain unpaid or unclaimed for a period of 7 years will be transferred to the investor Education and Protection Fund established by the Central Government.
Members who have not encashed the dividend warrant (s) for the financial year ended 31st March, 2001 or any subsequent financial years are requested to make claim to the share department of the Company. It may also be noted that once the unclaimed dividend is transferred to the Fund, as above, no claims shall lie in respect of such dividend.
6. The Dividend on Equity Shares as recommended for the year ended 31st March, 2008, if approved at this meeting will be payable on or after 29th August, 2008 to those members whose names appear on the Register of members of the Company as on 29th August, 2008.
7. Explanatory statement under section 173(2) of the companies Act 1956 for item No.5 is annexed here to.

Explanatory statement

[Pursuant to section 173(2) of the companies 1956.]

The Board of directors feels that in view of the day to day increased work load of the MD of the company accompanying the economic market conditions and depletions of money value the remuneration of Sri Prakash Himatsingka MD of the Company requires to be revised, amended and increased to the extent and within the prescribed stipulation of schedule XIII such necessary changes approved by the Board of directors at a meeting held on 27th June 2008 with effect from 01.04.08 subject to approval of shareholders.

Your Directors recommended the resolution for your approval no director of the company except Mr. Prakash Himatsingka is concerned or interested in the resolution.

Place : Kolkata

Dated : The 27th day of June, 2008

By order of the Board

PRAKASH HIMATSINGKA
Managing Director

PH TRADING LTD.

DIRECTOR'S REPORT

To

The Members,

Your Directors have pleasure in placing before you the 26th Annual Report of the Company together with the audited statement of account of the year ended March 31, 2008

FINANCIAL RESULTS :

Profit during the year		Rs. 39,45,834
Add : Previous year balance		Rs. 87,67,359
Deferred Tax		Rs. 1,431
Excess Provision of Tax for Earlier year		Rs. 2,520
		Rs. 1,27,17,144
Less : Provision for taxation	Rs. 14,20,000	
Provision for FBT	Rs. 96,500	
Proposed dividend	Rs. 4,80,000	
Dividend Tax	Rs. 81,576	
Transitional Provision of As 15 (Net of Tax)	Rs. 33,872	
		Rs. 21,11,948
Balance transferred to Balance Sheet		Rs. 1,06,05,196

DIVIDEND :

Your Directors are pleased to recommend a dividend @ Re. 1 per fully paid up equity share of Rs. 10/- each for the year ended 31st March, 2008.

DIRECTORS :

Sri Ashok Jhanwar, Director of the Company retire by rotation but being eligible offers himself for re-appointment. Directors Responsibility statement pursuant to section 217 (2AA) of the Companies Act, 1956.

The Directors hereby confirm.

- I) That in the preparation of the annual accounts, the applicable accounting standards had been followed alongwith proper explanation relating to material departure.
- II) That the directors had selected such 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) That the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) That the directors had prepared the annual accounts on a going concern basis.

AUDITORS :

M/s. Salarpuria & Partners, Chartered Accountants of 7, Chittaranjan Avenue, Kolkata-72, the auditors of the Company and M/s M. B. Agarwal & Co. chartered Accountants of 204, Mhatre Pen Building Senapati Bapat Marg, Mumbai-28 branch auditors retire and are eligible and agreeable for reappointment.

DEPOSITS :

The Company has never accepted any deposit and as such absolves itself of any compliance in this behalf.

PERSONNEL :

There was no employee receiving remuneration according to section 217(2A) of the Companies Act and hence no statement has been given.

Information under section 217(1)E of the Companies Act., 1956.

Your Company has no activity relating to conservation of energy and Technology absorption. The Company does not have any foreign exchange earnings.

113, Park Street

10th Floor, Kolkata-700 016

Dated : Friday, the 27th June, 2008

By order of the Board

P. HIMATSINGKA
AVISHEK HIMATSINGKA

Directors

PH TRADING LTD.

AUDITOR'S REPORT :

TO THE MEMBERS :

We have Audited the attached Balance Sheet of PH TRADING LTD. as at 31st March, 2008 and also the Profit and Loss Account for the year ended on that date annexed thereto and the cash flow statement for the period ended on that date. 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.

We have conducted our audit in accordance with the auditing 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 management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

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, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.

Further to our comments in the Annexure referred to above, we report that :

- (i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (ii) 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 and proper returns adequate for the purposes of our audit have been received from the branch not visited by us. The Branch Auditor's Report's have been forwarded to us and have been appropriately dealt with.
- (iii) The Balance Sheet, Profit & Loss Account and cash flow statement dealt with by this report are in agreement with the books of account and with the audited returns from the branches.
- (iv) 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.
- (v) On the basis of written representations received from the Directors, as on 31st March, 2008, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2008 from being appointed as a director in terms of Clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
- (vi) In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.
 - (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2008;
 - (b) in the case of the Profit and Loss Account, of the **Profit** for the year ended on that date and;
 - (c) in the case of cash flow statement, of the cash flows for the year ended on that date.

7, Chittaranjan Avenue
Kolkata-700 072
The 27th day of June, 2008

FOR SALARPURIA & PARTNERS
Chartered Accountants
N. R. NAYAK
Partner

PH TRADING LTD.

ANNEXURE TO THE AUDITOR'S REPORT

- i) a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) These fixed assets are physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.
- c) Substantial part of fixed assets has not been disposed off during the year and the going concern status of the company is not affected.
- ii) a) Physical verification of inventory has been conducted at reasonable intervals by the Management. In our opinion, the frequency of verification is reasonable.
- b) The procedures for verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- c) The company has maintained proper records of inventory and no material discrepancies were noticed on physical verification of the same.
- iii) a) The company has not granted any loans, secured or unsecured to companies, Firms or other Parties covered in the register maintained U/s. 301 of the Act and as such clause iii(a) to iii(d) of the order are not applicable.
- e) The company has taken unsecured loans from companies, Firms or other Parties covered under the register maintained under Section 301 of the Act viz.

Name of the Party	Opening Balance as at 1.4.07	Amt. taken together with Interest	Amount paid	Closing Balance as at 31.03.08	Maximum Balance during the year 31.03.08
Abhishek Chemicals Pvt. Ltd.	9,311,879	70,206,525	55,853,951	23,664,453	23,664,453
Abhishek Himatsingka	—	4,964,666	3,535,781	1,428,885	2,120,000
Davesh Developers Pvt. Ltd.	58,176	629,461	342,423	345,214	602,000
Himatsingka Chemical Pvt. Ltd.	11,202,620	53,626,339	48,474,871	16,354,088	25,311,000
Prakash Himatsingka	2,703,436	10,934,574	9,300,472	4,337,538	4,925,000
Swan Silverwares Pvt. Ltd.	6,170,451	41,070,839	31,416,848	15,824,442	18,071,500
Variable Plaza Pvt. Ltd.	15,135,222	44,997,887	41,157,573	18,975,536	23,120,000
AH Chemicals Pvt. Ltd.	111,514	117,605,850	114,711,682	3,005,682	3,005,682
Himatsingka Properties Pvt. Ltd.	2,565	3,000	5,565	—	3,000
	44,695,863	344,039,141	304,799,166	83,935,838	100,822,635

- f) In our opinion, the rates of interest and Terms & Conditions on which loan have been taken are not prima facie prejudicial to the interest of the Company.
- g) The Company is regular in the payment of Principal and interest as stipulated and there is no overdue amounts of loans taken from parties listed in the registers maintained under Section 301 of the Companies Act.
- iv) There is an adequate internal control system commensurate with the size and the nature of its business or the purchase of inventory and fixed assets and for the sale of goods and service.