

NOTICE

NOTICE is hereby given that **52ND ANNUAL GENERAL MEETING** of the members of **R. J. SHAH & COMPANY LIMITED** will be held on Wednesday the 29th September, 2010 at 4.00 p.m. at the Registered Office of the Company at Mahul Road, Antop Hill, Mumbai – 400 037. to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2010, together with the Profit & Loss Account for the year ended on that date and report of the Directors and Auditors thereon.
2. To Declare Dividend
3. To appoint a Director in place of Mr. R. A. Raichur, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors for the current year and fix their remuneration.

NOTES

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 such proxy need not be a member of the Company.
2. The Dividend when declared will be payable on or before the 29th October, 2010 to those shareholders whose names appear on the Register of Members as on 29th September, 2010.
3. The Register of Members and Share Transfer Books of the Company will remain closed from the Wednesday the 22nd September, 2010 to Wednesday 29th September, 2010 (both days inclusive)
4. The Company has transferred unpaid dividend for the year ended 31st March, 2002 to the Investor Education & Protection Fund as per the Rules of Central Government.
5. Unpaid Dividend payable to the Shareholders in respect of the 45th Dividend for the year ended 31st March, 2003 onwards shall be transferred to the Investor Education and Protection Fund under the amended provisions of the Companies Act, 1956 on the expiry of the 7th year from the date of such transfer to unpaid dividend account and hence unpaid dividend for the year 2002-2003 declared on 30th September, 2003 will be transferred to the said Account of Central Government after 7-11-2010. No claim will lie from a member once the transfer is made to the said account. Members who have not encashed their dividend warrants are requested to encash the same before the said transfer in their own interest.

6. Members are requested to notify immediately any change in their address to the Company.

MUMBAI
DATED:31/05/2010
REGISTERED OFFICE
Mahul Road, Antop Hill,
Mumbai – 400 037.

By Order of the Board

K. R. SHAH

Chairperson & Managing Director

DIRECTORS' REPORT
2009-2010

To,
The Members,
R. J. Shah & Co. Ltd.

The Directors have pleasure in submitting their 52ND ANNUAL REPORT along with the Audited Balance Sheet and Profit & Loss Account for the year ended 31st March, 2010.

1. FINANCIAL RESULTS

	Current Year Rs.	Previous Year Rs.
Profit before Deprecation and provision for taxation	82,82,123	1,74,05,538
(-) Depreciation	16,77,275	18,46,547
TOTAL	66,04,848	1,55,58,991
(-) Provision for Taxation	19,61,520	53,10,349
Profit After Taxation	46,43,328	1,02,48,642
(+) Balance profit brought forward from previous year	1,03,81,689	1,09,48,471
Amount available for Appropriations	1,50,25,017	2,11,97,113
Less: Appropriation:		
Income Tax Earlier Years	16,445	(3,833)
Proposed Dividend	4,20,150	7,00,250
Tax on Proposed Dividend	69,787	1,19,007
Transfer to General Reserve	50,00,000	1,00,00,000
Balance carried to Balance Sheet	95,18,635	1,03,81,689
	1,50,25,017	2,11,97,113

2. DIVIDEND

Your Directors are pleased to recommend payment of Dividend @1.50/- per share (Previous Year @2.50/- per share) for the year ended 31st March, 2010.

3. REVIEW OF OPERATIONS

Neera Deogarh Hydro Electric Project (2 x 3.5 MW) was commissioned in August, 2009.

Work Order under VIDC for Rs. 56,57,32,680/- awarded to Joint Venture with D. Thakkar Construction Pvt. Ltd., Mumbai (but work is yet to commence as land has yet to be acquired by the Project Authorities.)

The Company has quoted for Kalwa -Mumbra Tunnel under Mumbai Railway Vikas Corporation Ltd and likely to receive Work Order shortly. Tendering for works is in process. Works are rather difficult due to fund shortage and heavy competition in market.

4. INSURANCE

All the fixed assets of the Company have been adequately insured.

5. CORPORATE GOVERNANCE

Clause 49 of the Listing Agreement pertaining to Corporate Governance is not applicable to the Company.

6. DIRECTORS

Under Article No. 45 (d) of the Articles of Association, Mr. R. A. Raichur retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

7. 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:

- (I) That in the preparation of the accounts for the financial year ended 31st March, 2010, the applicable accounting standards have been followed alongwith proper explanation relating to material departures;
- (II) That the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that were 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 & loss of the Company for the year under review
- (III) That the Directors have taken proper and sufficient care for 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) That the Directors have prepared the accounts for the financial year ended 31st March, 2010 on a "going concern" basis.

8. COMPLIANCE CERTIFICATE UNDER SECTION 383A (i)

As per the amendment by Companies Act, 2002 all companies having a paid up Capital of more than Rs. 10 Lakhs but less than Rs. 500 Lakhs requires Compliance Certificate from a Practising Company Secretary certifying that the Company has complied with various provisions under the Companies Act. This provision has been complied with by the Company.

9. PARTICULARS OF EMPLOYEES

Information as per Section 217(2A) of the Companies Act, 1956, read with Companies particulars of Employees) Rules, 1975 is not applicable.

10. AUDITOR'S REPORT

Regarding comments in the Auditor's Report, the relevant notes in the accounts are self explanatory.

11. APPOINTMENT OF AUDITORS

M/s. Maganlal & Company, Chartered Accountants, the Auditors of the Company are due to retire at this Annual General Meeting and are eligible for re-appointment.

12. LISTING

The Shares of the Company continue to be listed on The Stock Exchange, Mumbai and the Company has paid the necessary listing fee for the financial year 2010-11.

13. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO.

Considering the nature of activities of the company, the Information relating to conservation of energy, technology absorption and foreign exchange earnings and outgo are not applicable to the Company. However, the Company is making all efforts to conserve the same and the Company's technology being indigenous, the question of absorption by the Company does not arise. Also no foreign exchange were earned or spent.

14. APPRECIATION

The Directors wish to place on record sincere appreciation for the devoted and efficient services rendered by all workforce of the Company.

MUMBAI
DATED: 31/05/2010
REGISTERED OFFICE
Mahul Road, Antop Hill,
Mumbai – 400 037.

By Order of the Board

K.R. SHAH

Chairperson & Managing Director

MAGANLAL & COMPANY

CHARTERED ACCOUNTANTS

MUKESH C. BHATT B.COM, F.C.A.

32, RAJA BAHADUR MANSION, 2ND FLOOR, MUMBAI SAMACHAR MARG, FORT, MUMBAI-400 023.

Phone:- (022) 2265 1905 / 3022 1905

AUDITOR'S REPORT.

The Members of

R. J. SHAH & COMPANY LIMITED.

Report on the accounts for the year ended on 31st March, 2010 in compliance with section 227(2) of the Companies Act, 1956.

1. We have audited the attached Balance Sheet of R. J. SHAH & COMPANY LIMITED, as at 31st March, 2010 and also the Profit and Loss Account and the Cash Flow Statement for the year ended on that date both 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 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.
3. As required by the Companies (Auditor's Report) Order 2003 as amended by Companies (Auditor's Report)(Amended) Order 2004 issued by the Central Government of India in terms sub-section (4A) of section 227 of the Companies Act, 1956, and on the basis of such checks of the books and records of the Company we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matter specified in paragraphs 4 and 5 of the said order
4. Further to our comments in the Annexure referred to in paragraph (3) above, we report that
 - a). 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;
 - b) In our opinion, proper books of accounts as required by law have been kept by the company so far as appears from our examination of those books;



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