

**20<sup>TH</sup>**

**ANNUAL REPORT**

**2006**

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**RELSON INDIA LIMITED**

## **RELSON INDIA LIMITED.**

**BOARD OF DIRECTORS :** MRS. ANUSUYA GUPTA  
MS. APARNA GUPTA.  
MR. PRAVIN JAIN.

**BANKERS :** UNION BANK OF INDIA  
VERSOVA BRANCH, ANDHERI,  
(WEST), MUMBAI-400 058.

**AUDITORS :** M.V. DAMANIA & CO.  
CHARTERED ASSAULTANTS,  
MUMBAI.

**REGISTERED OFFICE :** 307, JANKI CENTRE, OFF,  
VEERA DEASI ROAD,  
ANDHERI (WEST),  
MUMBAI-400 053.

**SHARE TRANSFER DEPT. :** 307, JANKI CENTRE, OFF,  
VEERA DEASI ROAD,  
ANDHERI (WEST),  
MUMBAI-400 053.

**RELSON INDIA LIMITED**

REGD. OFFICE: 307, Janki Centre, Off, Veera Desai Road, Andheri (West), Mumbai-400 053.

**NOTICE**

Notice is hereby given that the 20<sup>th</sup> Annual General Meeting of the Members of **RELSON INDIA LIMITED** will be held at its Registered at 307 Janki Centre, Off. Veera Desai Road, Andheri [West], Mumbai – 400053 on Saturday the 30<sup>th</sup> September, 2006 at 11.00 A.M. to transact the following business

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31<sup>st</sup> March 2006 and Profit and Loss Account for the year ended on that date along with the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. **PRAVIN JAIN** who retires by rotation being eligible offers him-self for re-appointment.
3. To appoint Auditors and fix their remuneration.
4. **SPECIAL BUSINESS.**

**To Consider and, if thought fit, to pass with or without modification(s), the following resolution as a special Resolution:-**

**“RESOLVED”** that pursuant to the provisions of Section 149(2A) of the Companies Act, 1956, Approval, be and is hereby accorded to the company for commencement of business to provide personal requirement service and to carry on the business of Industrial Consultants and providing Management Services by providing personal services, Accounts, Typists, Salesman, Supervisor, worker, And Laborers, incur expenses for Transportation, postage, stationery, and other auxiliary and incidental expenses for the business of service contract enter in by any person.”

**Place:** Mumbai  
**Date :** 30.06.2006

**By Order of the Board**

**S/d.**  
**PRAVIN JAIN**

**Director**

**Notes:**

1. A member Entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and such proxy need not to be a member of the company. Proxies in order to be effective must be received at registered of the company not less than forty-Eight hours before the time fixed for the meeting.

2. Members/proxies holder must bring the attendance slip to the meeting and hand it over at entrance duly signed.
3. The Register of members and share transfer book of the company shall remain closed from 27<sup>th</sup> September 2006 to 4<sup>th</sup> October 2006.( Both Days Inculsive).
4. Members are requested to quote their folio number in all correspondence with the company and notify the company immediately of change, if any, in their address and/or their mandate.

EXPLANATORY STATEMENT U/S 173(2) OF THE COMPANIES ACT 1956.  
ITEM NO.1.

The activities of the company are proposed to be diversified in order to broad base and strengthen the company. The commencement of New business , which is not germane to the existing business, included in the objects clause of the memorandum of Association of the company. Pursuant to sub-Section (2A) of section 149 of the companies Act 1956, a company cannot pursue any business in relation to any of the objects stated in its memorandum in pursuance of sub-clause(ii) of clause (d) of sub section (1) of section 13 of the act unless approved by a special resolution. That Section Provides that a company other than its main objects and objects incidental or ancillary to the attaining of such main objects, should provide in its Memorandum of Association "other objects" of the company. As proposed business of of personal requirement services has been included under clause 135 of "other objects", the company cannot commence such business unless such commencement Of Business is approved by members of the company by a special resolution passed in that behalf by it in a general meeting.

There is a very good proposal from the BPO'S and having good growth prospect, and your Board of Directors considers that the offer is for the benefit of the company, and recommends acceptance thereof.

None of the Directors is personally interested in the proposed resolution and the directors recommend acceptance of the proposed Special Resolution in the best interest of the company.

The memorandum of the Association of the company is open for the inspection of members at the registered office of the company during the usual business hours of the company on any working day.

# RELSON INDIA LIMITED.

Regd. Office: 307, Janki Center, Off. Veera Desai Road, Andheri (west), Mumbai-400 053.

## DIRECTORS' REPORT

### REPORT OF DIRECTORS TO MEMBERS

Your directors are pleased to present the 20<sup>th</sup> Annual Report together with the Audited Statement of Accounts for the year ended on 31<sup>st</sup> March 2006.

#### Financial Highlights:

PARTICULARS	CURRENT YEAR 31.03.2006	PREVIOUS YEAR 31.03.2005
Net Profit for the Year	2419466	110151.91
Add: Balance brought forward from Previous Year	108328.91	2965386.47
Balance carried to Balance Sheet	21168831.44	2855234.56

#### Dividend:

Keeping in view the need to conserve the company's resource, your Directors consider not to declare any dividend during the year under the report.

#### Fixed Deposits:

Your Company has not accepted any deposit and, as such, no amount of Principal or Interest was outstanding on the of Balance Sheet.

#### Directors:

**Pursant** to the provision of section 255 of the companies Act, 1956 Mr. PRAVIN JAIN, director of the company, retires at the ensuing Annual General Meeting and Being eligible, offers himself for re-appointment.

#### Directors Responsibility Statement:

In Accordance with the Requirements of Section 217(2AA) of the companies Act, 1956, your directors wish to confirm the following;

- that the applicable accounting standards have been followed in the preparation of Annual Accounts.
- that the directors have Selected such accounting Policies and Applied them consistently and made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company for that period;
- that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of this Act for Safe Gauarding the Assets of the company and for Preventing and Detecting fraud and other irregularities,
- that the Directors have prepared the annual accounts on a 'going concern basis'.

## RELSON INDIA LIMITED.

Regd. Office: 307, Janki Center, Off. Veera Desai Road, Andheri (west), Mumbai-400 053.

### **Conservation of energy, Technology Absorption, Foreign Exchange Earning and Outgo:**

The Particulars as required U/s. 217(1)(e) of the companies Act, 1956 read with the companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 relating to conservation of energy, Technology Absorption, Foreign Exchange Earning and outgo are not Applicable to the company, as the company does not carry out any manufacturing activity and has no dealing with foreign exchange.

### **Particulars of employees:**

The Particulars as required U/s. 217(2A) of the companies Act, 1956, read with companies (Particulars of employees) Rules, 1975, there was no employee drawing remuneration in excess amount prescribed under section 217(2A) of the companies Act, 1956 during the year ended 31<sup>st</sup> March 2006.

### **Auditors & Auditors Report:**

The Auditors, M/s M.V. Damania & Co., Chartered Accountants, Mumbai hold the office until the conclusion of the ensuing Annual General Meeting and eligible for re-appointment. You are requested to appoint the Auditors for the current year to hold the office until the next Annual General Meeting and fix their remuneration.

The observation made in the Auditors Report are Self-explanatory and therefore, do not call for any further comments U/s 217 of the companies Act, 1956.

### **Secretarial Compliance Certificate;**

As required Under Section 383 A of the companies Act, 1956, a Secretarial Compliance Certificate from the Practicing Company Secretary is annexed hereto.

### **Acknowledgements:**

The Director wish to Express their Deep appreciation to all employees, customers, business Partners, banks and government authorities and all the shareholders for their continued support and co-operation extended to your Company.

By Order of the Board

Sd/-  
Pravin Jain  
Director.

Place: Mumbai.

Date : 30.06.2006.

# KULDEEP JAIN

PRACTISING COMPANY SECRETARY

17/927, KHER NAGAR, MHB COLONY, BANDRA (EAST), MUMBAI 400 051.

E.MAIL: [kuldeepcs@rediffmail.com](mailto:kuldeepcs@rediffmail.com) MOBILE: 98202 08658.

## COMPLIANCE CERTIFICATE

Regn. No. : 11- 42111

Nominal Capital : Rs. 1, 65, 00,000/-

To,

**The Members of**

**RELSON INDIA LIMITED**

307, Janki Center, Veera Desai Road

Andheri (W), Mumbai – 400 053.

I have examined the registers, records, books and papers of **RELSON INDIA LIMITED**, (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 year ended 31<sup>st</sup> March 2006 (Financial Year). In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company and its officers, I 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 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, Maharashtra, within the time prescribed under the Act and the rules made thereunder.
3. The Company, being a Public Limited Company, comments are not required.
4. The Board of Directors duly met 7 (Seven) times respectively on 4<sup>th</sup> April, 2005, 25<sup>th</sup> June, 2005, 30<sup>th</sup> June, 2005, 30<sup>th</sup> July, 2005, 28<sup>th</sup> October, 2005, 31<sup>st</sup> January, 2006 and 20<sup>th</sup> March, 2006 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 27<sup>th</sup> September, 2005 to 4<sup>th</sup> October, 2005 (both days inclusive) and necessary compliance of Section 154 of the Act has been made.

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6. The Annual General Meeting for the financial year ended on 31<sup>st</sup> March 2005 was held on 30<sup>th</sup> September 2005 after giving due notice to the members of the Company and the resolutions passed thereat were duly recored in the Minutes Book maintained for the purpose.
7. No Extra Ordinary General Meeting was held during the financial year.
8. The Company has not advanced any loan to its directors or persons or firms or companies referred to under section 295 of the Act.
9. The Company has not entered into any contracts falling within the purview of Section 297 of the Act.
10. The Company has made the necessary entries in the register maintained under section 301 of the Act.
11. As there were no instances falling within the purview of section 314 of the Act, the company has not obtained any approvals from the Board of Directors, members or Central Government.
12. The Company has not issued any duplicate share certificates during the financial year.
13. The Company has:
  - (i) delivered all the certificates on lodgment thereof for transfer / transmission of securities in accordance with the provisions of the Act during the financial year;
  - (ii) not deposited any amount in a separate Bank Account as no dividend was declared during the financial year;
  - (iii) not posted warrants to any member of the company as no dividend was declared during the financial year;
  - (iv) no amounts in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years during the financial year under scrutiny; and
  - (v) duly complied with the requirements of section 217 of the Act.
14. The Board of directors of the company is duly constituted. There was no appointment of Additional Directors, Alternate Directors and Directors to fill casual vacancy during the financial year.

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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 agents during the financial year.
17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar of Companies and / or such other authorities prescribed under the various provisions of the Act during the financial year.
18. The Directors have disclosed their interest in other firms / companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.
19. The Company has not issued any shares, debentures or any other securities during the year.
20. The Company has not bought back any shares during the financial year.
21. There was no redemption of preference shares or debentures during the financial year.
22. There were no transactions necessitating the company to keep in abeyance the rights to dividend, rights shares & bonus shares pending registration of transfer of shares.
23. The Company has not invited / accepted any deposits including any unsecured loans falling within the purview of section 58A during the financial year.
24. The Company has not made any borrowings during the financial year ended 31<sup>st</sup> March, 2006.
25. The Company has made loans and investments, or given guarantees or provided securities to other bodies corporate in compliance with the provisions of the Act and had made necessary entries in the register kept for the purpose.
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 name of the Company during the year under scrutiny and complied with the provisions of the Act.

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29. The Company has not altered the provisions of the memorandum with respect to share capital of the Company during the year under scrutiny.
30. The Company has not altered its Articles of Association during the financial year.
31. There was no prosecution initiated against or show cause notices received by the company during the financial year, for offences under the Act.
32. The Company has not received any money as security from its employees during the financial year.
33. The company has not deducted any contribution towards Provident Fund during the financial year.

Signature:

Name of the Company Secretary: **KULDEEP JAIN**

Place: Mumbai

Date: 30.06.2006.

C. P. No. : 4236