

22nd

ANNUAL REPORT

2008

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RELSON INDIALIMITED

RELSON INDIA LIMITED.

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

| | | |
|----------------------|---|--|
| 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 ACCOUNTANTS. MUMBAI. |
| REGISTERED OFFICE | : | 307, JANKI CENTRE, OFF VEERA DESAI ROAD, ANDHERI (WEST) MUMBAI-400 053. |
| SHARE TRANSFER DEPT. | : | 307, JANKI CENTRE OFF VEERA DESAI ROAD, ANDHERI (WEST) MUMBAI-400 053. |

RELSON INDIA LIMITED

NOTICE

NOTICE is hereby given that 22nd Annual General Meeting of the shareholders of the company RELSON INDIA LIMITED Janki Centre, Off., Veera Desai Road, Andheri (west), Mumbai – 400 053 on Thursday the 25th September, 2008 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 31st March, 2008 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 Mrs Anusuya Gupta who retires by rotation being eligible offers her-self for re-appointment.
3. To appoint auditors and fix their remuneration.

Place: Mumbai
Date: 30.06.2008

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 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- eighty 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 their company shall remain closed from 22nd September to 26th September. (both days inclusive)
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.

RELSON INDIA LIMITED

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DIRECTORS' REPORT**REPORT OF DIRECTORS TO MEMBERS**

Your directors are pleased to present the 22nd Annual Report together with the Audited Statement of Accounts for the year ended on 31st March 2008.

Financial Highlights:

| PARTICULARS | CURRENT YEAR 31.03.2008 | PREVIOUS YEAR 31.03.2007 |
|---|------------------------------------|-------------------------------------|
| Net Profit for the Year | (794,544.00) | 158,588.00 |
| Add: Balance brought forward from Previous Year | 21,327,420.00 | 21,168,831.00 |
| Balance carried to Balance Sheet | 20,532,876.00 | 21,327,419.00 |

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:

Pursuant to the provision of section 255 of the companies Act, 1956 Mrs ANUSUYA GUPTA, director of the company, retires at the ensuing Annual General Meeting and Being eligible, offers herself 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;

- i) that the applicable accounting standards have been followed in the preparation of Annual Accounts.
- ii) 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;
- iii) 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 Safeguarding the Assets of the company and for Preventing and Detecting fraud and other irregularities,
- iv) that the Directors have prepared the annual accounts on a 'going concern basis'.

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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 te 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 31st March 2008.

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 comment U/s 217 of the companies Act, 1956.

Secretarial Compliance Certificate;

As required Under Section U/s 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 :30.06.2008.

Nishant Jawasa & Associates Company Secretaries

Kasam Suleman Chohan Building, 1st Floor, Office No. 1, 2nd Gauthan Lane,
S. V. Road, Opp. Andheri Post Office, Andheri (W), Mumbai – 400058
Tel: 022-26248674, Mobile: 098693 40668, Email: njawasa@yahoo.co.in

COMPLIANCE CERTIFICATE

To,
The Members,
Relson India Limited,
Mumbai.

We 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 financial year ended 31st March 2008 (financial year). In our opinion and to the best of my /our information and according to the examinations carried out by me / us and explanations furnished to me /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 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 met every quarter as required under the Companies Act 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 Friday 28th September 2007 to Wednesday 3rd October 2007 (Both days inclusive).
6. The annual general meeting for the financial year ended 31st March 2007 was held on 29th September 2007 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.
8. The Company has not advanced any loans to its directors or persons or firms or companies referred to under section 295 of the Act.

9. As explained to us, there were no instances necessitating the compliance with the provisions of Section 297 of the Act in respect of contracts specified in that Section.
10. As explained to us, the Company did not enter into any contract during the said financial year requiring 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 certificate during the financial year.
13. The Company:
 - (i) has delivered all the Share certificates on lodgment thereof for transfer/ transmission or any other purpose in accordance with the provisions of the Act;
 - (ii) has not deposited any amount in a separate Bank Account as no dividend was declared during the financial year.
 - (iii) was not required to post warrants to any member of the company as no dividend was declared during the financial year.
 - (iv) was not required to transfer any amount to Investor Education and Protection Fund.
 - (v) has duly complied with the requirements of section 217.
14. The Board of Directors of the company is duly constituted and there was no appointment of additional directors / alternate directors and directors to fill casual vacancy during the financial year have been duly made.
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 approvals of the Central Government, Company Law Board, Regional Director, Registrar or such other authorities as prescribed under the various provisions of the Act.
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 there under.
19. The Company has not issued any shares, debentures or other securities during the financial 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 and bonus shares pending registration of transfer of shares.

23. As per the information & explanation given, 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 amount borrowed by the company from banks and others during the financial year ending 31st March, 2008 are within the borrowing limits of the company.
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 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.
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 of the Company during the year under scrutiny.
31. There was no prosecution initiated against or show cause notices received by the Company and no fines or penalties or any other punishment was imposed on the Company during the period, 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 was not required to deduct any contribution towards Provident Fund during the financial year.

Place: Mumbai
Date: 30th June, 2008

For Nishant Jawasa & Associates
Company Secretaries

Nishant Jawasa
Proprietor
(C.P. No. 6993)

"Annexure A"**Registers as maintained by the Company****Statutory Registers:**

1. Register of Members u/s 150
2. Register of Directors, Managing Director, Manager and Secretary u/s 303
3. Register of Disclosures of Interest by Directors u/s 301(3)
4. Minutes Book u/s 193
5. Register of Contracts u/s 301
6. Register of Directors Shareholdings u/s 307

Other Registers:

1. Register of Transfers

"Annexure B"

Forms and Returns as filed by the Company with Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ended 31st March 2008.

| Sr. No. | Form No./ Return | Filed under Section | For | Date of Filing | Whether filed within prescribed time Yes/No | If delay in filing whether requisite additional fee paid Yes/No |
|---------|-----------------------|---------------------|--|----------------|---|---|
| 1. | Form No. 23AC & 23ACA | S 220 | Annual Requirement | 08.12.2007 | No | Yes |
| 2. | Form 20B | S 159 | Annual Requirement | 15.01.2008 | No | Yes |
| 3. | Form No 66 | S 383A | Secretarial Compliance Certificate for the period ended 31 st March, 2007 | 08.12.2007 | No | Yes |