



NOTICE

Notice is hereby given that the 28th Annual General Meeting of the Members of Royal India Corporation Limited will be held on **Friday, 7th September, 2012** at 11:00 A.M. at Conference Hall, 18th Floor, 'C' Wing, Mittal Tower, Nariman Point, Mumbai: 400 021, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March, 31st 2012 and the Profit and Loss account for the year ended as on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Manisha Anand, who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint M/s. DMKH & Co., Chartered Accountants as the Statutory Auditors, who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass, with or without modification, the following resolution as an ordinary resolution:

"RESOLVED THAT Mr. Manish Navnitbhai Shah who was appointed as an Additional Director of the company during the year holds office till the date of this Annual General Meeting and in respect of whom the company has received a notice in writing from a shareholder proposing his candidature for the office of Director, be and is hereby appointed as a Director of the company whose period of office shall be liable to determination by retirement of Directors by rotation.

5. 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 sections 198, 269, 309 & 310 read with Schedule XIII

of the Companies Act, 1956 and subject to the approval of the Central Government and such other approvals, if any, as may be required, the Company hereby accords its approval for the appointment of Mr. Manish Navnitbhai Shah, as Managing Director of the company for a period of 3 years i.e. from 24th February 2012 to 23rd February, 2015, on a monthly remuneration of ₹ 2,40,000 p.a. as emoluments for his services.

6. To consider and if thought fit, to pass, with or without modification, the following resolution as an ordinary resolution:

"RESOLVED THAT Mr. Hitesh Mangilal Jain who was appointed as an Additional Director of the company during the year holds office till the date of this Annual General Meeting and in respect of whom the company has received a notice in writing from a shareholder proposing his candidature for the office of Director, be and is hereby appointed as a Director of the company whose period of office shall be liable to determination by retirement of Directors by rotation.

7. To consider and if thought fit, to pass, with or without modification, the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of sections 198, 269, 309 & 310 read with Schedule XIII of the Companies Act, 1956 and subject to the approval of the Central Government and such other approvals, if any, as may be required, the Company hereby accords its approval for the appointment of Mr. Hitesh Mangilal Jain, as Whole Time Director of the company for a period of 3 years i.e. from 20th June, 2012 to 19th June, 2015, on a remuneration of Rs.1,80,000 p.a. as emoluments for his services.

8. To consider and if thought fit, to pass, with or without modification, the following resolution as an ordinary resolution:

"RESOLVED THAT Mr. Ravikant Chaturvedi who was appointed as an Additional Director of the company during the year holds office till the date of this Annual General Meeting and in respect of whom the company has received a notice in writing from a shareholder proposing his candidature for the office of Director, be



and is hereby appointed as a Director of the company whose period of office shall be liable to determination by retirement of Directors by rotation.

9. To consider and if thought fit, to pass, with or without modification, the following resolution as a special resolution:

“RESOLVED THAT pursuant to the provisions of Section 17 and all other applicable provisions, if any, of the Companies Act, 1956, the Members of the Company do and hereby approve the amendment in the Memorandum of Association of the Company by shifting of the Clause no. 95 as mentioned in Part III C under the heading OTHER OBJECTS as clause no. 1 in Part III A (which is reproduced below) and by way of insertion of new main object clause as clause no. 2 in Part III A and simultaneously deleting of clause no. 96 as mentioned in Part III C under the heading OTHER OBJECTS and also shifting of the existing clause no. 1 in Part III A to Part III C under the heading OTHER OBJECTS as other Object Clause 97 and subsequently re-numbering of the Object Clauses as mentioned in Memorandum of Association of the Company.

- 1) To do the business of manufacturer, exporter, importer, trader of gold, silver, platinum, jewelry made of gold, silver, platinum, gold coins, ornaments and natural diamonds, gems, jewellery, pearls, precious & Semi precious stones and to commercialize, cut, polish, set design, finish, grind, grade, assort, import, buy, sell, or otherwise to deal in all shapes, sizes varieties, description, specifications, applications and designs of rough, raw, cut, uncut, polished or processed, natural stones such as diamonds, ruby, pearls, gemstones, blue sapphires, cat's eye stones, pearls, gemstones, aqua-marine, tourmaline, peidot, agate, garnet, corundum, amethyst, malachite, citrin alexandrite, smoky quartz, lapis lazuli, blood stone, gold stone, bismuth, jet, diopside, tiger eye, sunstone, spinal, Jews stone, load stone, sardonex, touch stone, amber and their ornaments, jewellery, things, made in combination of gold, silver, platinum or other metals and alloys thereof and for the purpose to act as goldsmith, silversmith, jewelers, gem merchant, electroplaters, polishers and purifiers.
- 2) To carry on the business of miners, refiners, smelters, processors, assayers, rerollers,

converters, fabricators, processors, stockiest, agents, distributors, importers, exporters of and traders in gold, silver, platinum, other precious semiprecious metals, stones, earth, ores, alloys and minerals of all kinds, classes, nature and description and further in all their branches and jewellery thereof or otherwise, and also to operate, explore, prospect, take on lease or on royalty basis or otherwise acquire mines, mining lease, mining licenses, mining rights, mining claims, and to do all such other acts or things necessary in connection with the same and for that purpose to import, export, purchase, sell, manufacture, repair, assemble, supervise, install or otherwise deal in all types of mining machines, tools and implements smelters crushing machines, furnaces and other equipments whether in India or outside India, either solely or in partnership, extracting, moulding, extruding, stamping, rolling, drawing, smelting, alloying, fabricating and blanking precious and semiprecious metals including gold, silver, platinum and their alloys, whether recovered from ores or otherwise, virgin metals, gems and jewellery, rare metals, metal scraps, residue articles, skimming concentrates and wastes or otherwise, by mixing or separating any metal and alloys, and working in precious, or semiprecious metals, and stones and for the purpose to explore, prospect, take on lease, hire or on royalty or otherwise acquire mines, mining rights and lands or any rights or interests therein and to carry on other metallurgical operations and to undertake the heading and other similar activities as may be permitted by law or concerned authority from time to time for the purpose of business of the company.

RESOLVED FURTHER THAT Mr. Kumarpal Punamiya, Whole Time Director of the Company, be and is hereby authorized to take all necessary/relevant steps as may be deemed expedient by him for giving effect to this resolution, for and on behalf of the Company including filing of relevant Forms and documents.”

10. To consider and if thought fit, to pass, with or without modification, 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 commencing of businesses included in additional **new Clause Nos.97** after the **existing Clause No.96** in **PART III C** under the heading **OTHER OBJECTS** of the Memorandum of Association of the Company.”

RESOLVED FURTHER THAT Mr. Kumarpal Punamiya, Whole Time Director of the Company, be and is hereby authorized to take all necessary/relevant steps as may be deemed expedient by him for giving effect to this resolution, for and on behalf of the Company including filing of relevant Forms and documents.”

BY ORDER OF THE BOARD

Sd/-

Shweta Agrawal
Company Secretary

Place: Mumbai

Date: 8th August, 2012

NOTES:

1. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and poll, to vote instead of himself such a proxy need not be a member of the company. Proxies in order to be valid and effective the instrument appointing proxy should however, be deposited at the registered office of the company not less than 48 hours before the commencement of the Annual General Meeting. Proxies submitted on behalf of Companies, Bodies Corporate, Societies etc. must be supported by certified copy of appropriate resolution /authority as applicable
2. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, September 04, 2012 to Friday, September 07, 2012 (both days inclusive) for the purpose of 28th Annual General Meeting (AGM) of the Members of the Company to be held on Friday, September 07, 2012.
3. The Explanatory Statement pursuant to Section 173(2) of the Companies Act 1956 is annexed to the Notice.

4. If the members have any queries on the audited accounts, directors' report and auditor's report, the same should be forwarded to the company in writing at its registered office at least 10 days before the meeting so that the same can be replied at the time of annual general meeting to the members' satisfaction.
5. Members/Proxies should bring the Attendance slip duly filled in for attending the Annual General Meeting.
6. The representative of a body corporate who is registered shareholder of the Company may attend and vote at the Annual General Meeting provided a certified true copy of the resolution of the Board of Directors or Governing body of such body corporate authorizing such person to act as its representative at the Annual General Meeting is lodged with the Company at its Registered Office not later than 48 hours before the commencement of the meeting.
7. Members having multiple folios in identical name(s) or joint name(s) in the same order are requested to write to the Registrar & Share Transfer Agent of the Company, M/s Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup (W), Mumbai - 400 078 enclosing the respective share certificates so as to enable the Company to consolidate their holding in one folio.
8. Members are requested to :
 - I. Intimate change in their Registered Addresses, if any, in respect of Equity Shares held in electronic form (Dematerialized form) to their Depository Participants.
 - II. Intimate the Registrar & Share Transfer Agent M/s Link Intime India Private Limited about any change in their Registered Addresses in respect of equity shares held in physical form.
 - III. Quote the registered folio number / DP-ID and CL-ID in all future correspondence.
 - IV. Please bring their copies of Annual Report at the meeting.

**EXPLANATORY STATEMENTS PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.**

ITEM NO. 4 & 5: The Board of Directors of the Company at the meeting held on 24th February, 2012, subject to the approval of the members, unanimously approved the appointment of Mr. Manish Navnitbhai Shah as Managing Director of the Company w.e.f 24th February 2012 to 23rd February, 2015 for a period of three years.

Mr. Manish Navnitbhai Shah has extensive experience in Mining, Trading, Import, Export of Precious metals, Base metal & Coal. Mr. Shah is known in business circles for his impeccable business acumen, diplomatic and networking skills. Mr. Shah has a dynamic and warm personality which endears him to the team. He attributes his success to real time hands on experience in every intricacy of this business.

None of the Directors of the Company except Mr. Manish Navnitbhai Shah may be deemed to be concerned in or interested in passing of the said resolution.

The Board recommends this Resolution for your approval.

ITEM NO. 6 & 7: The Board of Directors had appointed Mr. Hitesh Mangilal Jain on June 20, 2012 pursuant to section 260 of the Companies Act 1956. He is liable to retire by rotation and being eligible offers himself for re-appointment. A notice in writing has been received by the Company from a member along with necessary deposit, proposing his candidature for the office of Director, under Section 257 of the Companies Act, 1956.

The Board of Directors of the Company at the meeting held on 20th June, 2012 subject to the approval of the members, unanimously approved the appointment of Mr. Hitesh Mangilal Jain as Whole Time Director of the Company w.e.f 20th June, 2012 to 19th June, 2015 for a period of three years.

Mr. Hitesh Mangilal Jain holds a graduate degree in commerce from Mumbai University, India.

None of the Directors of the Company may be deemed to be concerned in or interested in passing of the said resolution, except Mr. Hitesh Mangilal Jain.

ITEM NO. 8: The Board of Directors had appointed Mr. Ravikant Chaturvedi on February 9, 2012 pursuant to section 260 of the Companies Act 1956. He is liable to retire by rotation and being eligible offers himself for re-appointment. A notice in writing has been received by the Company from a member along with necessary deposit, proposing his candidature for the office of Director, under Section 257 of the Companies Act, 1956.

Mr. Ravikant Chaturvedi obtained his degree of M.B.B.S from Rajendra Institute of Medical Science, Ranchi, Jharkhand.

None of the Directors of the Company may be deemed to be concerned in or interested in passing of the said resolution, except Mr. Ravikant Chaturvedi.

ITEM NO. 9: As is evident from the Financial Results of the previous year and current year, company's major revenue is generated from Bullion Segment. The Company enjoys a pioneering position in its business segments viz. Bullions. Considering the current market scenario and the opportunities available in the market.

However, with a view to have better focus on such enlarged market opportunities and, further to extend the sphere of its operations, it is proposed to specify such business activities in a main object clause to carry on these business activities more economically and efficiently

In order to expand and diversify the business operations of the company and enter into projects relating to gold and precious metals, in view of the growth opportunities in the said field. The Company proposes to diversify its activities to enter in the Gold, Bullion and Jewellery Market.

Therefore, there is need to alter the present Main Object Clause of MOA by way of substituting the existing clause no. 1 with the new clause no. 1. Considering the circumstances, the Board is of the opinion that it would be in the interest of the company to alter the main object clause of the MOA.

Section 17 of the companies Act, 1956 requires approval of the members of the company by way of Special Resolution for alteration of object clause of the MOA. Accordingly, the proposal is placed before the members for their approval/ consent by way of



Special Resolution. Accordingly, the Directors recommend this resolution for the approval of the members of the Company by way of Special resolution.

None of the Directors of the Company is concerned or interested in the said Special Resolution.

ITEM NO. 10: Pursuant to the provisions of Section 149 (2A) of the Companies Act, 1956, an approval by way of a Special Resolution passed in a General Meeting of the Company is necessary to commence/carry out any of the activities mentioned in newly inserted Objects Clauses under the 'Other Objects' as aforesaid upon the amendment becoming effective.

Accordingly, approval of the shareholders is sought for commencement and carrying out of all or any of

the new business and activities as mentioned in Clause No. 97.

Accordingly, the Directors recommend this resolution for the approval of the members of the Company by way of Special resolution.

None of the Directors of the Company is concerned or interested in the aforesaid Special Resolution.

BY ORDER OF THE BOARD

Sd/-

Shweta Agrawal
Company Secretary

Place: Mumbai

Date: 8th August, 2012

DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT IN THE TWENTY EIGHTH ANNUAL GENERAL MEETING PURSUANT TO CLAUSE 49 OF LISTING AGREEMENT OF STOCK EXCHANGES:

Name of the Director	Age	Nature of expertise	Qualifications	Other Directorship	Membership in the committees of other Public Companies	Share holding
Mr. Manish N. Shah	44	Expertise in Mining, Trading, Import, Export of Precious metals, Base metal & Coal	Bachelor of Engineering, Mumbai University	1	-	-
Mr. Ravikant Chaturvedi	32	Management administration	M.B.B.S.	-	-	-
Ms. Manisha Anand	24	Management, administration and Accounts	Graduate in Commerce	-	-	-
Mr. Hitesh M. Jain	22	Management, administration and Accounts	B.Com. (Accountancy and Finance)	-	-	-



Green Initiative in Corporate Governance

Dear Shareholder(s),

The Ministry of Corporate Affairs has through its Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011 allowed paperless compliances by Companies through electronic mode. Companies are now allowed to send the various notices/documents through electronic mode to the shareholders whose e-mail addresses are registered and available in the Company's records.

Ministry of Corporate Affairs has introduced this green initiative in order to reduce the consumption of paper and hence contributing towards the green environment. It will also help in speedy communication of the documents and evade loss in postal transit.

In order to welcome this green initiative, we wish to send all the statutory documents like Balance Sheet, Profit & Loss Account, Directors Report, Auditors Report, Audited financial statements, Notices of General Meetings etc. to the shareholder's e-mail addresses which are available with the Company.

In order to contribute towards this initiative, the members are requested to register their e-mail address(es) and changes therein from time to time, by directly sending the relevant e-mail address alongwith details of name, address, Folio No., shares held:

- i) To the registrar and share transfer agent, for shares held in physical form and;

Link Intime India Private Limited
C-13, Pannalal Silk Mills Compound,
L. B. S. Marg, Bhandup (West),
Mumbai - 400078

- ii) In respect of shares held in demat form, since the Company seeks all the information of their members from the Depository so those who want to register their e mail-ids can directly provide the same to the respective Depository Participants where their demat accounts are maintained.

In case any Members insist for physical copies of above documents, the same shall be sent to him physically, by post free of cost. The members whose e-mail addresses are not available with the Company shall be sent the statutory documents through other modes as specified under Section 53 of the Companies Act, 1956.

The members are requested to please move a step towards this ultimate initiative of the Ministry and co-operate with the Company in the implementation of the same.



DIRECTOR'S REPORT TO THE MEMBERS

We have pleasure in presenting the 28th Annual Report on the business operations of the Company along with the Statement of Audited Accounts for the year ended March 31, 2012.

1. FINANCIAL RESULTS

Particulars	₹ In Lacs	
	31.03.2012	31.03.2011
Total Income	11745.65	6504.18
Profit Before Tax	147.19	70.48
Provision for Tax		
-Current Tax	42.00	10.25
-Deferred Tax	(0.20)	(0.10)
-Previous year adjustment	(0.74)	-
Profit after Tax	106.14	60.34

2. DIVIDEND

Your Directors are unable to recommend payment of dividend on equity share capital for the year ended 31st March, 2012.

3. TURNOVER & PROFITS

The Directors wish to inform you that during the financial year ended 31st March, 2012 the sales and other income increased from ₹ 6504.18 lacs to ₹ 11745.65 lacs. The Net profit after tax stood at ₹ 106.14 lacs as against ₹ 60.34 lacs in the previous year.

4. BOARD OF DIRECTORS

During the year under review, there have been changes in the Management of the Company as mentioned below:

Mr. Manoj Babulal Punamiya tendered his resignation as a Managing Director of the Company w.e.f. 16th February, 2012. Board places on records its sincere appreciation for the valuable services rendered by Mr. Manoj Babulal Punamiya during his Tenure.

Mr. Manish Navnitbhai Shah was appointed as an Additional Director designated as Managing Director on 24th February, 2012 subject to approval of Members in the forthcoming Annual General Meeting.

Ms. Manisha Anand retires by rotation as a Director at the forthcoming Annual General Meeting and being eligible offers herself for re-appointment.

Mr. Ravi Kant Chaturvedi and Mr. Hitesh Jain were appointed as Additional Directors and hold office up to the ensuing Annual General Meeting. The resolution for his appointment as a Director is being moved at the ensuing Annual General Meeting.

Pursuant to clause 49 of the Listing Agreement, the detailed profiles of the Directors seeking appointment and re-appointment are provided in the Notice convening the Annual General Meeting.

5. INSPECTION UNDER SECTION 209A OF THE COMPANIES ACT

Inspection under Section 209 A of the Companies Act, 1956 has been carried out by the office of Ministry of Corporate Affairs. No irregularities other than of a compoundable nature have been observed by the Inspecting authority. Your Company is in the process of filing compounding applications with the Authorities against the observations/remarks of the Inspecting authority.

6. EMPLOYEES

The Company has no employees in the category specified under Section 217(2A) of the Companies Act, 1956.

7. DEPOSITS FOR PUBLIC

The Company has not raised any deposits from public during the year under review.

8. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis for the year under review as required under Clause 49 of the Listing Agreement entered with Stock Exchanges is given as a separate statement in the Annual Report.

9. CORPORATE GOVERNANCE

The Company has taken steps to comply with the mandatory provisions of clause 49 of the Listing Agreement and a separate report on Corporate Governance is enclosed. Further due to change in the Management of the Company various committees of the Board of Directors are reconstituted as under:

Re-constitution of Audit Committee:

Ms. Manisha Anand	Chairperson, Independent & Non Executive
Mr. Kumarpal Punamiya	Member, Whole time Director
Mr. Damodar Hari Pai	Member, Independent & Non Executive

Re-constitution of Shareholders' Cum Investors' Grievance Committee:

Mr. Kumarpal Punamiya	Member, Whole time Director
Ms. Manisha Anand	Chairperson, Independent & Non Executive
Mr. Damodar Hari Pai	Member, Independent & Non Executive

Re-constitution of Remuneration Committee:

Ms. Manisha Anand	Chairperson, Independent & Non Executive
Mr. Damodar Hari Pai	Member, Independent & Non Executive
Mr. Ravikant Chaturvedi	Member, Independent & Non Executive

*Mr. Ravikant Chaturvedi was appointed as a member of the Remuneration Committee w.e.f 9th February, 2012.

10. AUDITORS

M/s. DMKH & Co., Chartered Accountants, retire as the Auditors at the conclusion of the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. The Company has received a certificate from the retiring auditors to the effect that their reappointment, if made, will be in accordance with the limits specified under Section 224(1B) of the Companies Act, 1956.

The Board has recommended their re-appointment.

Auditors Report: Auditors Report as issued by M/s. DMKH & Co., Chartered Accountants is self explanatory and need not calls for any explanation by your Board.

11. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS & OUTGO

Considering the nature of activities of the company, the information required to be disclosed pursuant to

Section - 217(1)(e) of the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 relating to the conservation of energy and technology absorption do not apply to the Company. Hence no comment is being made on energy conservation. There is no foreign technology involved/absorbed. During the year under review, the Company has not earned or spent any foreign exchange.

12. DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 217(2AA) of the Companies Act, 1956, your Directors state that:

- (i) In terms of Section 217(2AA) of the Companies Act, 1956, your Directors state that:
In the preparation of the annual accounts, all the applicable accounting standards have been followed along with proper explanation relating to material departures.
- (ii) The Company has 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 as on 31st March 2012 and of the Profit & Loss Account of the company for the year ended on that date.
- (iii) The Company has 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) These Accounts have been prepared on a going concern basis.

12. ACKNOWLEDGEMENTS

Yours Directors greatly appreciate the co-operation and support of Shareholders and Employees for reposing their faith in us and motivating us to excel in all facets of our Business.

For and on behalf of the Board of Directors

Sd/-
Hitesh M. Jain
Whole-time-Director

Sd/-
Kumarpal Punamiya
Whole-time-Director

Place : Mumbai
Date : 8th August, 2012.



MANAGEMENT DISCUSSION & ANALYSIS REPORT

A. SEGMENT INFORMATION

SEGMENT I – BULLIONS

Industry at a glance:

- India's gems & Jewellery industry to touch more than US\$ 140 billion by 2015
- The industry is leading foreign exchange earner for the country.
- India is the one of the World's largest Bullion market.
- India is the one of the World's largest consumer of Gold & Silver Jewellery.
- The Indian gems and Jewellery Industry is export oriented.
- Over 100,000 Jewellery Manufacturing units, about 6,000 diamond processing units, and 450,000 goldsmiths throughout India.
- In India the Gems and Jewellery Industry is well supported by the Government & EXIM policies.

Opportunities:

- The Indian gems and jewellery industry is competitive in the world market due to its low cost of production and availability of skilled labour.
- The Gems and Jewellery Export Promotion Council (GJEPC) is looking at exploring new markets, such as Latin American countries.
- Worldwide there has been increased outsourcing of jewellery fabrication to low cost countries like India and China.
- Expansion possibilities in lifestyle and luxury products in India like watches, leather goods, Platinum jewellery because of increasing disposable income of people.

Threats:

- Gold & Diamond Price Volatility & availability.
- Foreign exchange Fluctuations (USD/INR)
- Quality of workmanship and technological development (technical expertise) are the other areas where the Indian industry faces a threat.
- Infrastructure bottlenecks, absence of latest technology.
- Change in government's support and incentives.

Financial and Operating performances:

Your Company's revenues from Bullions Segment for the financial year 2011-12 is ₹ 107,38,56,985/- as compared to previous corresponding years ₹ 64,15,09,460/-.

SEGMENT II – SECURITIES

The second segment that the Company earns its revenue falls under Securities i.e. financial products like shares, stocks, debentures, etc. During the year under review your Company makes efforts to expand the business in financial space however due to weak global macro economic conditions as well as domestic market conditions unable to do.

Opportunities & Threats:

Times are really quite exciting an ever increasing plethora of events followed the global financial crisis. With globalization and innovation in the financial markets at its peak - it is very essential to study the market risks and requirements. Over the years, the India stock market has undergone major changes to remain at par with the global peers. With global trade and finance getting more dynamic day by day, the India stock market is not far behind to experience these developments. This has helped the financial structure of India get more innovative.

Financial and Operating performances:

Your Company's revenue from Securities Segment for the financial year 2011-2012 is Nil.

SEGMENT III – REAL ESTATE

Industry Structure and Development:

The growth of housing is related to construction and as such it is also connected to core sector industries like Cement, Iron & steel and Housing finance. Since Company is into the field of infrastructure development project, it is belief that Company will be able to achieve reasonably good position in the market despite of global slowdown.



Opportunities & threats:

Domestic as well as international investors are considering India for investment in property. Real estate studies of India shows that India has the right environment that offers maximum benefits to the investors. India has strong and transparent legal and accounting system and most of all has legal protection for intellectual property rights. Infrastructure Project and entering in this field is a new challenge but Company wants to grab more opportunities in this field as it of the opinion that the said Industry is a booming Industry.

Financial Performance with respect to Operational Performance:

Your Company's revenue from the Real Estate Segment for the financial year 2011-12 is Nil.

SEGMENT IV – INVESTMENT

Financial Performance with respect to Operational Performance:

Your Company's revenue from the Investment Segment for the financial year 2011-12 is 10,50,00,000/-.

B. OUTLOOK

Sustainability comes with a long term vision and focus. Involvement in diverse activities across several industries enables the company to tap opportunity to diversify business, reduce risk and increase revenues. The Company continues to explore the possibilities of expansion in its activities and accordingly company plan to enter into Manufacturing of Gold Jewellery & other gold products. The company has also plan to enter into mining, refining of Gold Dore Bar, Gold Bar & other gold product.

The company is confident about its prospect in the forthcoming year, and is looking forward to garner larger share in Gems & Jewellery segment and expect to earn increasingly stable return for its shareholders.

C. RISKS AND CONCERNS

Being in the filled to different activity, company has its own typical risks and the company takes full cognizance of the fact that these risks can have a

serious impact on the operation of the company as well as its profitability. In order to ensure that the impact of risks is minimal, the company lays utmost importance on scanning the external environment regularly.

D. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has proper and adequate internal control systems to ensure that all the assets are safeguarded and that all transactions are authorized recorded and reported correctly. Internal audits and checks are carried out to ensure that the responsibilities are executed effectively and that the systems are adequate. The Audit committee of the company overviews the internal audit function and the internal control systems and procedure to ensure the efficient conduct of business. The company maintains adequate internal control systems, which is designed to provide assurance regarding effectiveness and efficiency of operations, the adequacy of safeguards of assets, reliability of financials controls and compliance with applicable laws and regulations.

E. CAUTIONARY STATEMENT

The statements made in this report describe the Company's objectives and projections that may be forward looking statements within the meaning of applicable laws and regulations. The actual result might differ materially from those expressed or implied depending on the economic conditions, government policies and other incidental factors which are beyond the control of the company. The company is not under any obligation to publicly amend, modify or revise any forward looking statements on the basis of any subsequent developments, information or events.

F. HUMAN RESOURCE DEVELOPMENT

The Company believes that the human resources are vital resource in giving the company a competitive edge in the current business environment. The company's philosophy is to provide congenial work environment, performance oriented work culture, knowledge acquisition/dissemination, creativity and responsibility. As in the past, the company enjoyed cordial relations with the employees at all levels.