

MICROSE INDIA LIMITED

21ST ANNUAL REPORT

2008-2009

BOARD OF DIRECTORS

- SHYAM SUNDER AGRAWAL
- SAURABH GARG
- V.K.JAIN
- G.N.CHATURVEDI

BANKERS

- CANARA BANK
NARIMAN POINT BRANCH,
MUMBAI

**CERTIFIED TRUE COPY
FOR MICROSE INDIA LIMITED**

Shyam Sunder
DIRECTOR

AUDITORS

- M/S. RAVINDRA CHATURVEDI & CO.

REGISTERED OFFICE

- 421, MAKER CHAMBER-V,
NARIMAN POINT,
MUMBAI - 400 021.

DIRECTOR'S REPORT

Dear Shareholders,

Your Directors are pleased to present the 21st Annual Report and the Audited accounts for the financial year ended March 31, 2009.

Financial Results:

The Financial Performance of the Company for the year ended March 31, 2009 is summarized below:

Particulars	(in Rs)	(in Rs)
	March 31, 2009	March 31, 2008
Profit After Depreciation but Before Tax and Interest	5,24,120	31,69,717
Less: Interest	1,55,425	15,15,902
Less: Provision for Taxation	13,700	4,04,000
Provision for FBT	430	25,700
Profit After Taxation & Interest	3,54,565	12,24,115
Less: Transferred to Statutory Reserve	71,000	2,45,000
Add/(less): Adjustment of Taxation	19,690	(19,473)
Add(Less): Deferred Tax Assets (Liabilities) of Current year	264	(4,551)
Add: Profit (Loss) Brought Forward from Previous Year	23,98,312	14,43,221
Balance carried to Balance Sheet	27,01,831	23,98,312

Dividend

Your Director has not recommended any dividend because Company has not generated sufficient Profit for the period ended 31st March 2009.

Transfer to Reserve

During the year, the amount transferred to the Statutory Reserves is Rs. 71,000 and the amount retained in the Profit and Loss account is Rs. 27, 01,831.

Investments

During the year under report the company has not made any investment in shares and debentures of companies.

Directors

Pursuant to Section 256(2) of the Companies Act, 1956 and as per the Article 148 of the Article of Association of the Company, and subject to the shareholders approval Mr. Gajendra Chaturvedi and Mr. Vijay Jain retire by rotation at the ensuing Annual General Meeting and, being eligible, offer themselves for re-appointment. Your Directors recommend their re-appointment.

Brief resume of the Directors proposed to be reappointed, nature and their expertise are included in the notice for the Annual General Meeting.

Directors' Responsibility Statement

To the best of their knowledge and belief and according to the information and explanation obtained by them, your Directors make the following statement in terms of Section 217(2AA) of the Companies Act, 1956:

- a) that in the preparation of the Annual Accounts for the year ended March 31, 2009, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any.
- b) that the Directors have 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 at the end of the financial year ended March 31, 2009 and of the profit of the Company for that year.
- c) 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
- e) that the Directors have prepared the Annual Accounts for the year ended March 31, 2008, on a going concern basis.

Corporate Governance

Clause 49 of the Listing Agreement of the Stock Exchange regarding Corporate Governance is not applicable to the Company as its paid up capital is less than Rs.3 Crores. However, the Company is fully complying with the prevailing Corporate Governance code.

Stock Exchange Listing

The shares of the Company are listed at the Stock Exchange, Mumbai. The Annual Listing Fee for the year 2009-2010 has been paid to the Stock Exchange.

Fixed Deposits

In terms of Section 58A of the Companies Act 1956 read with the Companies (Acceptance of Deposit Rules) 1975, the Company has not accepted any fixed deposit during the financial year 2007-08

Cost Audit

The Company is not required to undertake the cost audit as required under Section 233 B of the Companies Act, 1956.

Conservation of Energy and Technology Absorption

Since there is no manufacturing activity carried on by the Company, the particulars in respect of Conservation of Energy and Technology Absorption as required under section 217(1E) of the Companies Act 1956 is not furnished.

Foreign Exchange Earning and Outgo

Expenditure incurred or income earned by the Company in Foreign Exchange is NIL.

Particulars of employees

The Company has no employee under the Category specified under Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975.

Statutory Auditors

The Auditors of the company M/s. Ravindra Chaturvedi & Co., Chartered Accountant, retires at the ensuing Annual General Meeting of the company and has expressed their unwillingness to continue as an Auditor of the Company.

Further M/s. Kamal Anil Kapadia & Co., Chartered Accountant has given his consent for appointment as an Auditor for financial year 2009-2010. The Company has also received a certificate from him under section 224 (1) of the companies Act 1956. At the Annual General Meeting, members will be requested to appoint the Auditors for the current financial year and fix their remuneration

Acknowledgement

Your Directors take this opportunity to express their grateful appreciation for the excellent assistance and co-operation received from Clients, Vendors, Financial Institutions, Bankers, Business Associates and various Governmental, as well as Regulatory Agencies for their valuable support for the Company's growth. Your Directors also wish to place on record their appreciation of the contribution by the employees, who through their hard work, dedication and commitment, have enabled the Company to achieve this phenomenal growth.

**For & on behalf of Board of Directors
For Microse India Limited**

**Sd/-
(Shyam Sunder Agrawal)
Director**

**Place: Mumbai
Date: 04/09/2009**

**\\ Certified True Copy **

MICROSE INDIA LTD.


DIRECTOR

RAVINDRA CHATURVEDI & Co.

CHARTERED ACCOUNTANTS

Off. :

215 'Laxmi Plaza'
Laxmi Industrial Estate,
New Link Road, Andheri (W)
Mumbai - 400 053

AUDITOR'S REPORT

To,
The Members,

We have audited the attached balance sheet of **M/s MICROSE INDIA LIMITED** as at 31st March 2009, and the profit and loss account for the year ended on that date annexed thereto and the cash flow statement for the year ended on that date. The 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.

1. 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 misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
2. As required by the Companies (Auditors' Report) order, 2003 as amended by the companies (Auditors Report) (Amendment) order, 2004 (together the order) issued by the Central Government of India in terms of section 227(4A) of the Companies Act, 1956, and on the basis of such checks of the books and records as we considered appropriate and the information and explanation given to us during the course of audit, we give in the annexure a statement on the matters specified in the paragraphs 4 & 5 of the said order.
3. Further to our comments in the Annexure referred to above, we report that:-
 - a) We have obtained all the information and explanation which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion proper books of accounts as required by the law have been kept by the Company so far as appears from our examinations of the books of the Company;
 - c) The Balance Sheet and Profit & Loss Account dealt with report are in agreement with the books of accounts of company;
 - d) In our opinion, the Balance Sheet and Profit & Loss Account comply with the Mandatory Accounting Standards referred in section 211 (3C) of the Companies Act, 1956.
 - e) On the basis of the written representations received from the directors, and taken on record by the Board of Directors, we report that none of said directors is disqualified as on March 31, 2009 from being appointed as directors in terms of clause (g) of sub section (1) of Section 274 of the Companies Act, 1956;