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**SHIKHAR**  
**CONSULTANTS**  
**L I M I T E D**

**THIRTEENTH ANNUAL REPORT**  
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# **SHIKHAR**

## **CONSULTANTS LIMITED**

**BOARD OF DIRECTORS** : SHRI BABULAL AGRAWAL, CHAIRMAN  
SHRI. BHARAT DEORA  
SHRI RAM RATAN SARAF  
SHRI PANKAJ SHAH

**AUDITORS** : M/s. B. P. KABRA & ASSOCIATES  
Chartered Accountants  
Dombivli (E) - 421 201.  
Dist. Thane.

**BANKERS** : SARASWAT CO-OP. BANK LTD.  
INDIAN OVERSEAS BANK

**REGISTERED OFFICE** : A/41, Nandjyot Industrial Estate,  
Near Safed Pool, Andheri Kurla Road,  
Andheri (E), Mumbai - 400 072

**SHARE REGISTRAR & TRANSFER AGENT** : INTIME SPECTRUM REGISTRY LIMITED  
C-13, Pannalal Silk Mills Compound,  
LBS Marg, Bhandup (West),  
Mumbai - 400 078.

## NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD ON SATURDAY, 30th SEPTEMBER 2006, AT THE REGISTERED OFFICE AT A/41, NANDJYOT INDUSTRIAL ESTATE, ANDHERI (E), MUMBAI- 72, AT 2.00 P.M. TO TRANSACT THE FOLLOWING BUSINESS:-

### ORDINARY BUSINESS: -

1. To receive, consider and adopt the Balance Sheet as at 31st March 2006 and the Profit and Loss Account for the year ended on 31st March 2006 and the Reports of the Board of Director and Auditor's thereon;
2. To appoint a Director in place of Mr. Bharat Deora who retires by rotation and being eligible, offer himself for reappointment.
3. To appoint Auditors and to fix their remuneration.

### Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy and vote instead of himself and a proxy need not be a member of the company.
2. Proxy Form and Attendance Slip are enclosed. Proxies, in order to be valid, must reach the Registered office of the Company not later than forty-eight hours before the commencement of the Annual General Meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 29 th. September 2006 to 30th. September 2006 (both days inclusive.)
4. Members are requested to notify immediately any change in their address to the Company at the registered office of the Company:
5. Shareholders seeking any information with regard to accounts are requested to write to the Company at least ten days in advance so as to enable the company to keep the information ready.
6. Shareholders please make a note that as per SEBI Directives the trading of equity shares of the Company are in Demat/Electronic Form only, Shareholders therefore are requested to open their Demat account with any depository participant (DP) and lodge their holding at the registered office of the Company for Demating purpose. The Company has entered into an Agreement with both the Depositories i.e. NSDL & CDSL. The Company has been allotted ISIN No. INE641B01011.

Place : Mumbai.

Dated : 22nd July 2006

### Registered Office

A-41, Nandjyot Industrial Estate  
Andheri - Kurla Road, Andheri (E),  
MUMBAI - 400 072.

By order of the Board

**BABULAL AGRAWAL**  
CHAIRMAN.

## DIRECTOR'S REPORT

Dear Shareholders,

Your Directors have pleasure in presenting their Thirteenth Annual Report on the affairs of the Company and the Financial Accounts for the year 2005-2006 and the Auditors Report thereon.

### 1. FINANCIAL RESULTS

(Rs. in Lakhs)

Sr. No.	PARTICULARS	For the Period	
		2005-2006	2004-2005
1.	Income / (Loss) from operation	10.11	16.03
2.	Other Income	00.00	00.15
3.	Total Income / (Loss)	10.11	16.18
4.	Total Expenditure	22.89	7.95
5.	Profit / (Loss) before depreciation and taxation.	(12.78)	8.22
6.	Depreciation	0.62	0.62
7.	Profit / (Loss) before Tax	(13.40)	7.60
8.	Provision for Taxation/Excess provision w/off	0.00	0.30
9.	Net Profit / (Loss) after Taxes	(13.40)	7.90
10.	Prior period Adjustments	0.10	0.00
11.	Net Profit (Loss) carried over to Balance Sheet	13.50	7.90
12.	Paid up Equity Share Capital	453.55	453.55
13.	Reserves and Surplus	(187.20)	(173.70)

### 2. DIVIDEND

Due to huge brought forward losses and in the absence of sufficient profit during the year your directors do not recommend any Dividend.

### 3. OPERATIONS

The Company's performance & Profitability is decreased comparing to last year mainly due to decreased in income from operation Rs. 10.11 (Previous Year Rs. 16.03) & increase in expenditure.

### 4. DIRECTORS

Shri Bharat Deora retire by rotation at the ensuing Annul General Meeting and being eligible, offer himself for re-appointment.

### 5. DIRECTORS' RESPONSIBILITY STATEMENT:

As required under section 217 (2AA) of the Companies Act 1956, the Directors hereby confirm that:

- In the preparation of Annual Accounts, the applicable accounting standards have been followed.
- 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 & fair view of the state of affairs of the Company at the end of the financial year and of the profit / loss of the Company for that period.
- The Directors have, as far as possible, taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities, to the best of their knowledge and ability;
- The Directors have prepared the Annual Accounts on a going concern basis.

### 6. MANAGEMENT DISCUSSIONS AND ANALYSIS

#### 1. Industry structure & developments:—

We are finance & investment company and main business activities are giving loans & advances and investing/dealing in shares & securities. Potentialities of development is very high as capital market & money market sector of economy is very bigger.

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LIMITED

**2. Opportunities & threats:—**

Capital market is very much uncertain as well as financing is also risky business. At the same time there is great opportunities of earning good profitability also. In short *More profit more the risk slogan is perfectly attached for finance & capital market business*

**3. segment wise performance:—**

Report on segmentwise performance is given in Note 2 (p) of schedule "L" on notes to the accounts.

**4. Outlook:-**

The capital market & money market performance is depend upon the credit policy, government stability, industrial development & piece, international trends, etc.

**5. Risk & concern:—**

Capital market & money market is more risk-prone & concern should also been given to industrial development which depends upon the demand of products, availability of funds in market etc.

**6. Internal control system & their adequacy:-**

Internal control system of the company is adequate and in commensurate with the size of the company and the nature of its business.

**7. CORPORATE GOVERNANCE**

The Report on Corporate Governance as prescribed by the Listing Agreement is annexed and forms a part of the Annual Report. The certificate on compliance of the provision of the Code of Corporate Governance as required under the Listing Agreement is also attached.

**8. DISCLOSURE**

Your Company is not engaged in any manufacturing activity, inclusion of particulars with respect to conservation of energy and technology absorption as required under Companies (Disclosure of particulars in the Report of Directors) Rules - 1988 is not required. Further there is no foreign exchange earning & outgo during the year.

**9. AUDITOR'S AND AUDITOR'S REPORT**

Based on recommendation of the audit committee it is proposed to reappoint M/s B.P Kabra & Associates, Chartered Accountants, as statutory Auditors of the Company for financial year 2006-07.

The Company has received a certificate from the proposed auditors to the effect that their appointment, if made, would be within the prescribed limits under section 224(1B) of the Companies Act, 1956.

The notes to the accounts referred to in the Auditors Report are self-explanatory and therefore do not call for any further comments.

**10. PARTICULARS OF EMPLOYEES**

The Company has no employee in respect of whom the information as per Section 217 (2A) of the Companies Act, 1956 read with companies (Particulars of Employees) Rules, 1975, is required to be given.

**11. FIXED DEPOSITS**

During the year, the Company has not accepted any deposits under Section 58-A of the Companies Act, 1956.

**12. ACKNOWLEDGEMENT**

Your Director would like to express their grateful appreciation for the assistance and co-operation received from the Shareholders, Bankers and Customers during the year under review.

Your Directors wish to place on record their deep sense of appreciation for the devoted services of all the persons related with the company.

PLACE : MUMBAI

DATED : 22nd July, 2006.

For and on behalf of the Board

**BABULAL AGRAWAL**  
Chairman

# REPORT ON CORPORATE GOVERNANCE

## 1 COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

The basic philosophy of corporate governance in the company is to attain excellence in the operation keeping in view the interests of the shareholders, employees and government. Company is committed to achieving the high standards of corporate governance. Company believes that all its operations and acts should serve the underlying goal of enhancing overall stakeholders value, over a sustained period of time.

## 2 BOARD OF DIRECTOR

### Composition and Category of Directors

The Board of Director of the company consists of 4 Directors, and all are having rich experience in various business fields.

During The Financial Year 2005-2006, Ten Board Meetings were held. The maximum time gap between any two meetings was not more than three calendar months.

The last Annual General Meeting of the Company was held on 30th September 2005 at 2.00 p.m.

The following table gives details of directors, attendance of directors at the board meeting and at the last annual general meeting, number of membership held by directors in the various board/committee.

Name of Director	Category	No. of Directorship Held in other Companies*	Committee Membership in other Companies (Member/Chairman)	No. of Board Meetings attended during the year	Last AGM Attendance
Babulal Agrawal	Executive, Chairman Non-independent	4	Nil	10	Yes
Bharat V. Deora	Non-Executive Non-independent	1	Nil	05	Yes
Ramratan Saraf	Non-Executive Independent	1	Nil	07	Yes
Pankaj Shah	Non-Executive Independent	Nil	Nil	06	Yes

\*Includes directorship held in Private Companies

## 3. AUDIT COMMITTEE

The Audit Committee consists of three directors all of three are Non-Executive Directors and two out of them are independent

### Terms of Reference

The brief description of terms of reference of the Audit Committee is to oversee the Company's financial reporting system and disclosure of financial information, to review report of statutory auditor and to ensure adequate follow-up action and reviewing compliance with accounting standards.

The Audit Committee has adequate powers to carry out its functions as per Clause 49 of the listing Agreement.



**Composition and Meetings of the Audit Committee:**

The Audit Committee has held 4 meetings during the financial year 2005-2006.

	<b>Name of the Members</b>	<b>Designation</b>	<b>Audit Committee Meeting Held</b>	<b>Meeting Attended</b>
1	Ramratan Saraf	Chairman	4	4
2	Pankaj Shah	Member	4	4
3	Bharat V. Deora	Member	3	3

**4. REMUNERATION COMMITTEE**

The Company has not constituted any remuneration committee as no remuneration is paid to the directors.

The Company has not paid any sitting fees to the directors' during the year.

**5. SHAREHOLDERS'/INVESTORS' GRIEVANCE COMMITTEE**

The Board constituted a Shareholder'/Investors' Grievance Committee. The Committee consists of three Directors, Mr. Ramratan Saraf, Non-Executive independent Director is head of this Committee. Other two namely Mr. Pankaj Shah and Mr. Babulal Agrawal are members of the committee.

The Committee Meets at frequent intervals to consider, interalia, shareholders' complaints if any received like non/delay in, transfer of shares, non-receipt of balance sheet, etc. to the satisfaction of the complainants. The committee oversees the performance of the Registrar and Transfer Agent and recommends measures for overall improvement of the quality of investor's services. The committee also deals with matters relating to approval of transfer/transmission/sub division and consolidation of shares certificate, issue of duplicate share certificates, dematerialisation and rematerialisation of shares etc.

During the year one letters/queries received from shareholders and all are replied to the satisfaction of shareholders. There are no any complaints/grievances/queries/letters are pending for compliance. All are replied/complied within one month.

**6. GENERAL BODY MEETING**

Location and time where last three Annual General Meeting held are given below:

<b>Financial Year</b>	<b>Date</b>	<b>Location</b>	<b>Time</b>
2002-2003	30.09.2003	A41, Nandjyot Indl Estate, A.K. Road, Sakinaka, Andheri (E) Mumbai-400 072.	2.00 PM
2003-2004	30-09-2004	A41, Nandjyot Indl Estate, A.K. Road, Sakinaka, Andheri (E) Mumbai-400 072.	2.00 PM
2004-2005	30-09-2005	A41, Nandjyot Indl Estate, A.K. Road, Sakinaka, Andheri (E) Mumbai-400 072.	2.00 PM

**7. DISCLOSURES**

- There are no materially significant related party transactions, which may have potential conflict with the interests of the company at large. However attention is drawn to the point No.2 (n) on related party disclosure given in schedule "L" on notes to the Accounts.
- There has been no any monetary penalties imposed by the Stock Exchanges or SEBI, but due to some Non-compliance like non-submissions of quarterly information to stock exchanges, the trading in shares of the company is suspended by the Stock Exchanges.

## 8. Means of Communications

- Quarterly Un-audited results for 30th June 2005, 30th September 2005, and 31st December 2005 and for March 2006 are not published.
- Notice of the AGM for the financial year ended on 31/3/2005 held on 30/9/2005 is published in daily newspaper English, Free Press Journal & Marathi Newspaper Navshakti.

## 9. GENERAL SHAREHOLDERS INFORMATION

### (a) Annual General Meeting

**Date and Time** : 30th September 2006 at 2.00 PM  
**Venue** : A41, Nandjyot Indl Estate,  
A.K. Road, Nr. Safed Pool,  
Sakinaka, Andheri (East)  
Mumbai-400 072.

### (b) Financial Calendar

The company follows April-2005 to March-2006 as its financial year.

### (c) Date of Book Closure

29th September-2006 to 30th September 2006 (both days inclusive)

### (d) Dividend

In the absence of profit during the year board of directors do not recommend any Dividend.

### (e) Listing on Stock Exchanges

The Company's shares are listed on the Mumbai, Ahmedabad, Madras and Jaipur Stock Exchange. Transaction is suspended on all stock exchanges.

### (f) Stock Code

The Stock Exchange, Mumbai (physical & demat) Code: 526883

### (g) Market Price Data of Mumbai Stock Exchange

There is no trading in the scrip during the year April-2005 to March-2006 hence the data is not available.

### (h) Registrars and Transfer agent

Intime Spectrum Registry Limited.  
C-13, Pannalal Silk Mills Compound,  
LBS Marg, Bhandup (West),  
Mumbai-400 078.

Phone No. 022-25923837

### (i) Share Transfer System

In terms of SEBI rules for appointment of common agencies for shares Registry work the Company has appointed Intime Spectrum Registry Limited for the same w.e.f. 01st April-2003, for both physical and demat segment of Equity shares of the Company.

Application for transfer of shares held in physical form are received at the office of the Registrars and share transfer Agents of the Company, All valid transfer are processed and affected within prescribed time.