
STARVOX ELECTRONICS LIMITED

NOTICE

NOTICE is hereby given that the Twenty Sixth Annual General Meeting of the members of **M/s. Starvox Electronics Limited** will be held on Thursday, the 22nd day of September, 2011 at 10.00 a.m. at Plot No. 39, Opp. Amraiwadi Talavadi, AEC Zonal Office Road, Amraiwadi, Ahmedabad- 380026 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2011 and the Profit & Loss Account for the period ended on that date, together with the Directors' and Auditors' Report thereon.
2. To appoint a Director in place of Mr. Kandarp R. Kinariwala, who retires by rotation and being eligible, offers him self for re-appointment.
3. To appoint a Director in place of Mr. Chandrakant P. Mehta, who retires by rotation and being eligible, offers him self for re-appointment.
4. To re-appoint Auditors and fix their remuneration.

SPECIAL BUSINESS:

5. To consider and if thought fit to pass with or without modification the following resolution as Ordinary Resolution:

"RESOLVED THAT M/s M. C. Gupta & Co, Company Secretaries, Ahmedabad be and are hereby appointed as Secretary in Whole-time Practice to issue to the Company the Compliance Certificate as required under Sub-Rule (1) of Rule 3 of Companies (Compliance Certificate) Rules, 2001 under Section 383A of the Companies Act, 1956 for the Financial year 2011- 2012 at a remuneration which may be determined by the Board of Directors of the Company in consultation with the said Company Secretaries."

6. To consider and if thought fit to pass with or without modification the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to Section 269 read with Schedule XIII and Sections 198, 309, 314 and other applicable provisions, if any, of the Companies Act, 1956, consent of the members be and is hereby accorded to the reappointment of Mr. Jitendra C. Mehta as Managing Director of the Company with effect from 1st June, 2011 for a period of 3 years on the following terms and conditions :

- (1) Salary: Rs. 25,000/- (Rupees Twenty Five Thousand only) per month in the grade of Rs. 25,000/- 1,000/- 27,000/-.
- (2) In addition to the salary, he shall be entitled to the perquisites listed in category A, B and C below:

Category A

- (A) Housing: the expenditure by the Company on hiring furnished accommodation for Managing director will be subject to a ceiling of 60% of the salary over and above 10% payable by the Managing Director.

In case the accommodation is owned by the Company, 10% of the salary of the Managing Director shall be deducted by the Company.

In case, no accommodation is provided by the Company, the Managing Director shall be entitled to House Rent Allowance, subject to ceiling laid down above.

Explanation: the expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per Income tax Rules, 1962. This shall be however be subject to a ceiling of 10% of the salary of the Managing Director.

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- (B) Medical Reimbursement: Expenses incurred for the Managing Director and family, subject to a ceiling of 1 month's salary in a year or 3 months' salary over a period of 3 years.
- (C) Leave Travel Concession: For the Managing Director and for his family, once in a year in accordance with the Rules specified by the Company.
- (D) Club Fee: Fees of Clubs subject to maximum of 2 clubs, excluding admission and Life Membership fee.
- (E) Personal Accident Insurance: Premium not exceeding Rs. 4,000/- per annum.
Explanation: For the purpose of category A 'family' means the spouse, the dependent children and dependent parents of the Managing Director.

Category B

- (A) Contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling of the perquisites to the extent these singly or together are not taxable under the Income-Tax Act. Gratuity payable shall not exceed half a month's salary for each completed year of service.
- (B) Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.

Category C

Provision of car for use on Company's business and Telephone at residence will not be considered as perquisites. However, personal long-distance call on telephone and use of car for private purpose shall be billed by the Company to the Managing Director.

- (3) Commission: He shall also be entitled to a commission at a rate of 1% of the net profits of the Company computed in the manner laid down under section 309(5) of The Companies Act, 1956.

In case the Company has no profits or the profits are inadequate in any financial year during the term of office, the Managing Director shall be entitled to receive the above salary and perquisites as minimum remuneration.

However, the total remuneration by way of salary, commission, perquisites and other allowance shall not exceed 5% of the net profit computed in the manner laid down under section 198 and 309 of The Companies Act, 1956, for one such managerial person in any financial year.

The Company will reimburse to the Managing Director such expenses as he may incur on behalf of the Company.

The Managing Director shall be entitled to earned Privilege Leave on full pay and allowance as per the rules of the Company not exceeding one month leave for every eleven months of service.

The Managing Director shall not be liable to retire by rotation.

The Managing Director shall not be entitled to receive any sitting fee for attending the meetings of the Board of Directors or committee thereof from the Date of this appointment.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, things and matters as may be required to give effect to the said re-appointment of Mr. Jitendra C. Mehta as Managing Director of the Company."

By order of the Board Of Directors

Jitendra C. Mehta

Managing Director

Place : Ahmedabad

Date : 30th May, 2011

Note :

- 1) A member entitled to attend and vote at the meeting, is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company.

A proxy in order to be valid should be lodged at the Registered Office of the Company, not later than 48 hours of the time of the Annual General Meeting of the Company.

- 2) The Register of Members and Share Transfer Book of the Company shall remain closed from Thursday, 15th September, 2011 to Thursday, 22nd September, 2011 (both days inclusive).
- 3) Members are requested to intimate the change in their addresses, if any, immediately to the Company.
- 4) Members are requested to bring their copy of Annual Report at the Meeting.
- 5) Explanatory Statement as required under Section 173(2) of the Companies Act, 1956 is annexed.

EXPLANATORY STATEMENT

Item No. 5 :

Pursuant to sub section (1) of 383A of the Companies Act, 1956, every company having a paid up capital of Rs. 10 Lacs and above is required to file with the Registrar of Companies, a Compliance Certificate from a Secretary in Whole-time Practice and a copy of such Certificate shall be attached to the Director's Report referred to in section 217 of the Act.

The Board of Directors of your Company recommends the appointment of M/s. M.C. Gupta & Co., Company Secretaries, Ahmedabad for the financial year 2011-2012 to furnish a Compliance Certificate for the Company.

None of the Director of the Company is in any way concerned or interested in the resolution.

ITEM NO. 6

Mr. Jitendra C. Mehta was re-appointed as Managing Director of the Company, with effect from 1st June, 2011 for a period of 3 year subject to approval of the members in general meeting on the terms and conditions as mentioned in the resolution and under the provisions of the Companies Act, 1956.

Under the guidance and supervision of Shri Jitendra C. Mehta, the Company has improved its working and there has been a reduction in losses of the Company. The Board of Directors at its meeting held on 30th May, 2011 has decided in the interest of the Company, to re-appoint Shri Jitendra C. Mehta as a Managing Director of the Company for a further period of 3 years. Your Directors recommend passing of the above resolution as set at item no. 6 of the accompanying notice. A copy of the draft agreement to be entered into with Shri Jitendra C. Mehta is available for inspection during business hours on all working days at the Registered Office of the Company up to the date of the Annual General Meeting.

Shri Jitendra C. Mehta himself and Shri Chandrakant P. Mehta being related to him deemed to be concerned or interested in the said resolution. No other director is, in any way concerned or interested in the said resolution.

Place : Ahmedabad
Date : 30th May, 2011

By order of the Board Of Directors
Jitendra C. Mehta
Managing Director

STARVOX ELECTRONICS LIMITED**DIRECTORS' REPORT**

Dear Shareholders,

Your Directors present herewith their Twenty Sixth Annual Report for the year ended 31st March 2011 together with the Audited Accounts and the Auditors' Report thereon.

FINANCIAL PERFORMANCE

	(Rs.)	
	Current Year 2010-2011	Previous Year 2009-2010
Total Income	62,04,011	15,84,612
Financial Expenses (Bank Interest)	4,844	20,351
Depreciation	1,53,768	2,09,611
Profit/ (Loss) Before Taxation	35,91,211	(8,74,997)
Less: Provision for Income Tax	7,65,000	NIL
Less: Provision for Deferred Tax	NIL	NIL
Profit After Taxation	28,26,211	(8,74,997)
Less; Prior Period adjustment	NIL	NIL
Transfer to General Reserve	NIL	NIL
Surplus Brought Forward	(78,04,989)	(69,29,992)
Balance carried to balance Sheet	(48,78,778)	(78,04,989)

The sales and other income during the year has increased from Rs.15,84,612/- to Rs. 62,04,011/-, (including Rs.51,50,000/-) received towards sale of Lease Hold Land and Building of the Company at Gandhinagar. Your Directors are making strenuous efforts to enhance the sale of SMPS and other Products by concerted marketing efforts. Your Company has earned profit of Rs.28,26,211/- in current year against loss of Rs. 8,74,997/- of the previous year. The accumulated losses as at 31st March, 2011 stands decreased from Rs. 78,04,989/- to Rs.48,78,778/-.

With a view to conserve resources, your Directors have decided not to recommend any dividend on Equity Shares of the Company for the year under review.

DEPOSITS

The Company has not accepted any deposits to which the provisions of Section 58-A of the Companies Act, 1956 and the relevant rules made thereunder are applicable..

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars regarding Conservation of Energy and Technology Absorption pursuant to Section 217(1) (e) of the Companies Act, 1956 are Nil. The Company has spent foreign currency of Rs. 29,336 on account of purchase of raw material.

PARTICULARS OF EMPLOYEES

There is no employee who is in receipt of remuneration exceeding the limits specified under Section 217(2A) of the Companies Act, 1956 and hence the information required thereunder is not given.

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors confirm:

- that in the preparation of Annual Accounts, the applicable Accounting Standards have been followed and that no material departures have been made from the same;

- b) that they 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 and of the Profit or Loss of the Company for that period;
- c) that they 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;
- d) That they have prepared the Annual Accounts on a Going concern basis

DIRECTORS

Mr. Kandarp R. Kinariwala and Mr. Chandrakant P. Mehta, the Directors retire by rotation at this Annual General Meeting and being eligible, offer themselves for reappointment. You are requested to accord your approval for their reappointment.

At the meeting of the Directors of the Company held on 30th May 2011, Mr. Jitendra C. Mehta was re-appointed as Managing Director of the Company for a period of 3 years with effect from 1st June 2011. You are requested to accord your approval for his re-appointment

CORPORATE GOVERNANCE

The paid up Share Capital of the Company is less than Rs. 300 Lacs and therefore a report on Corporate Governance pursuant to clause 49 of the Listing Agreement is not annexed.

AUDITORS

M/s. BPA & Company, Chartered Accountants, Ahmedabad retires at the ensuing Annual General Meeting and is eligible for re-appointment. You are requested to re-appoint the said Auditors and fix their remuneration

The observations made by the Statutory Auditors of the Company in their report are dealt with in the notes on accounts of the company, which are self explanatory

COMPLIANCE CERTIFICATE

In accordance with section 383A of the Companies Act, 1956 and Companies (Compliance Certificate) Rules, 2001 the company has obtained a Certificate from a Secretary in Whole time Practice that the Company has complied with the provisions of the Companies Act, 1956 and a copy of such certificate is annexed to this report.

ACKNOWLEDGEMENT

The Board of Directors wishes to express its appreciation for the co-operation received from the Bankers, customers and the employees of the Company and look forward to their continued support in the years to come

Place : Ahmedabad
Date : 30th May 2011

For and on behalf of Board of Directors
Jitendra C. Mehta
Chairman

STARVOX ELECTRONICS LIMITED

COMPLIANCE CERTIFICATE

Registration No. of the Company : L32100GJ1986PLC008539
Nominal Capital : Rs. 1,00,00,000/-

The Members,
Starvox Electronics Limited,
Plot No. 39, Opp. Amraiwadi Talavadi,
AEC Zonal Office Road,
Amraiwadi,
Ahmedabad-380 026

We have examined the registers, records, books and papers of **M/S. STARVOX ELECTRONICS LIMITED**, as required to be maintained under the Companies Act, 1956 (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2011. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to 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 and the rules made there under and all entries therein have been duly recorded.
2. The Company has 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 under the Act and the rules made there under.
3. The Company, being public limited company, comments are not required.
4. The Board of Directors met nine times on 19th April, 2010, 30th May, 2010, 7th June, 2010, 30th July, 2010, 31st August, 2010, 23rd September, 2010, 30th October, 2010, 29th January, 2011 and 28th March, 2011 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained in Loose Leaf Form, for the purpose.
5. The Company has closed its Register of Member from 16th September, 2010 to 23rd September, 2010 (both days inclusive) and complied with the provision of Section 154 of the Companies Act, 1956.
6. The Annual General Meeting for the financial year ended on 31st March, 2010 was held on 23rd September, 2010 after giving notice to the members of the Company and the resolutions passed thereat were recorded in the Minutes Book maintained for the purpose.
7. One Extra Ordinary General Meeting was held on 4th June, 2010 after giving due Notice to the members of the Company and the resolutions passed thereat were duly recorded in the Minutes Books maintained for the purpose.
8. The Company has not advanced loans to its Directors or persons or firms or companies referred in Section 295 of the Companies Act, 1956.
9. The Company has complied with the provisions of Section 297 of the Act in respect of contracts specified in that Section.
10. The Company has made necessary entries in the register maintained under Section 301 of the Act.
11. During the financial year, there were no instances falling within the purview of Section 314 of the Act. Hence, the Company has not obtained any approval 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 :
 - (i) has not made any allotment and was not required to deliver the share certificates no request was received for transfer of shares.
 - (ii) has not deposited any amount in a separate Bank Account as no dividend was declared during the 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 the Investor Education and Protection Fund during the said financial year being 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.
- (v) has complied with the requirements of Section 217 of the Act.
- 14. The Board of Directors of the Company is duly constituted and there was no appointment of Directors, Additional director, Alternate Directors and Directors to fill casual vacancies during the financial year.
- 15. The Company has not appointed Managing Director 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 approval of the Central Government, Company Law Board, Regional Director, Registrar or such other authorities as 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 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 / securities during the financial year.
- 21. The Company has not redeemed preference shares or debentures during the financial year.
- 22. There were no transactions necessitating the Company to keep in abeyance rights to dividend, right shares and bonus shares pending registration of transfer of shares.
- 23. The Company has not invited or accepted any deposits including any unsecured loans falling within the purview of Section 58A of the Companies Act, 1956 during the financial year.
- 24. The amount borrowed by the Company from banks and others during the financial year ending 31st March, 2011 is within the borrowing limits of the Company and that necessary resolutions as per Section 293(1)(d) of the Act, 1956 has been passed at the Extra Ordinary General Meeting of the Company held on 28th September, 1989.
- 25. The Company has not made any loans and investments, or given guarantees or provided securities to other bodies corporate in compliance with the provisions of the Act and has made necessary entries in the register kept for the purpose during the financial year.
- 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 the 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 during the financial year.
- 31. As confirmed by the management, there was no prosecutions initiated against or show cause notices received by the company and no fines or penalties or any other punishment imposed on the company during the financial year for offenses under the Act.
- 32. As confirmed by the Management, the Company has not received any money as security from its employees during the financial year.
- 33. The provisions of section 418 of the Companies Act, 1956 are not applicable to the Company. The Company is depositing the provident fund with the office of the Provident Fund Commissioner.

For **M. C. Gupta & Co.**
 Company Secretaries
MAHESH C. GUPTA
 Proprietor
 C. P. No. : 1028

Place : Ahmedabad
 Date : 30th May, 2011

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ANNEXURE - A

Registers as maintained by the Company :

Statutory Registers :

1. Register of Members u/s 150
2. Register of Charges u/s 143
3. Minutes of the General Meeting u/s 193
4. Minutes of the Board Meetings u/s 193
5. Register of Contracts u/s 301 (3)
6. Register of Directors, Managing Director etc. u/s 303
7. Register of Director's Shareholding u/s 307
8. Register of Investment, Loans and Guarantee u/s 372A

Other Registers :

1. Register of Share Transfer
2. Attendance Register of General Meetings
3. Attendance Register of Board Meetings
4. Register of Power of Attorney

ANNEXURE - B

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ended on 31st March, 2011.

Sr. No.	Form No./ Return	Filed u/s	Short Particulars	Receipt No.	Date of Filing
1.	FORM-23	146	Consent of the Members to shift the Registered Office of the Company to Ahmedabad	A86813698	10-06-2010 Rs. 500/-
2.	FORM-18	146	Shifting the Registered Office of the Company from Gandhinagar to Ahmedabad	A90123316	28-07-2010 Rs. 500/-
3.	FORM-66	383A	Filling of Compliance Certificate	P55022594	19-10-2010 Rs. 500/-
4.	FORM 23AC	220	Balance Sheet for the year ended 31-03-2010	P55052732	19-10-2010 Rs. 500/-
5.	FORM-20B	159	Annual Return For The Year 2010	P64628811	22-12-2010 Rs. 1500/-