

# **DUROFLEX ENGINEERING LIMITED**



**ANNUAL REPORT  
YEAR 2005-2006**

# DUROFLEX ENGINEERING LIMITED

Regd. Office : A-2, Basement, Arcadia Building, Nariman Point, Mumbai - 400 021.

## NOTICE

NOTICE is hereby given that the Annual General Meeting of the Members of Duroflex Engineering Limited will be held at A-2, Basement, Arcadia Building, Nariman Point, Mumbai - 400 021 on Saturday, 30<sup>th</sup> September, 2006 at 11 30 a.m. for the purpose of transacting the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited Profit and Loss Account for financial year ended on 31<sup>st</sup> March, 2006 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Ajay Paralkar, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors of the Company and to fix their remuneration.

By Order of the Board,  
For Duroflex Engineering Limited



Director

Date: 31<sup>st</sup> August, 2006

Place: Mumbai

## NOTES :

- a) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- b) The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 29<sup>th</sup> September, 2006 to Saturday, 30<sup>th</sup> September, 2006 (both days inclusive) for the purpose of annual book closure.

By Order of the Board,  
For Duroflex Engineering Limited

  
Director

Mumbai, 31<sup>st</sup> August, 2006

A-2, Basement,  
Arcadia Building,  
Nariman Point,  
Mumbai - 400 021.

# **DUROFLEX ENGINEERING LIMITED**

Regd. Office : A-2, Basement, Arcadia Building, Nariman Point, Mumbai – 400 021.

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## **DIRECTORS' REPORT**

To,  
The Members,

Your Directors present the Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31<sup>st</sup> March, 2006.

### **WORKING RESULTS**

During the year under review, the Company has earned profit of Rs. 32,416.00 as against the loss of Rs. 53,915/- in the previous year. The balance profit of Rs.29,916.00 in the Profit & Loss Account has been carried over to the Balance Sheet.

### **DIVIDEND**

In order to conserve the resources, the Directors do not recommend any dividend for the year.

### **AUDITORS**

The Auditors, M/s. Shabbir S. Bagasarawala, Chartered Accountants, Mumbai, retire at the conclusion of the ensuing Annual General Meeting and being eligible, have offered themselves for re-appointment . They have furnished a certificate to the effect that their re-appointment, if made, would be within the limits prescribed under Section 224 (1B) of the Companies Act, 1956 and they are not disqualified under amended Section 226(3) (e) of the said Act.

### **COMPLIANCE CERTIFICATE**

The Company has obtained Compliance Certificate from the Practising Company Secretary pursuant to Section 383 A of the Companies Act, 1956 and the same is annexed hereto forming part of this Report.

### **DIRECTORS**

In accordance with the provisions of the Companies Act, 1956 and Articles of Association of the Company Mr. Ajay Paralkar retires by rotation but being eligible, offers himself for reappointment.

:: 2 ::

**DIRECTORS ' RESPONSIBILITY STATEMENT**

Pursuant to the requirement under Section 217 ( 2 AA), your Directors confirm that they had :-

- i) followed the applicable accounting standards in the preparation of the annual accounts.
- ii) selected such accounting policies and applied them consistently, 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 31<sup>st</sup> March 2006 and of the profit of the Company for the year ended 31<sup>st</sup> March, 2006.
- iii) taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, for safeguarding the assets of the Company, preventing, detecting fraud and other irregularities.
- iv) prepared the annual accounts for the Financial year ended 31<sup>st</sup> March, 2006 on a going concern basis.

**DEPOSITS**

The Company has not invited nor accepted any Deposits from the public under the Companies ( Acceptance of Deposits) Rules, 1975 read with Section 58A of the Companies Act, 1956.

**PARTICULARS OF EMPLOYEES**

The Company has no such employee as would be covered under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

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:: 3 ::

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNING AND OUTGO.**

The information as required under Section 217 (1) (e) of Companies Act, 1956 read with the Companies ( Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, are not applicable to the Company being not having any manufacturing activities.

**By Order of the Board of Directors**



**DIRECTOR**



**DIRECTOR**

Place: Mumbai  
Date: 31.08.2006



5

***SG & Associates***  
***Company Secretaries***

A 13/8, Indrayudh Society, M.G. Road, Mitha Nagar, Goregaon (West) Mumbai 400 090.  
 Tel.: 022 - 2876 5104 Email.: s\_gassociates@yahoo.com, suhas62@yahoo.com

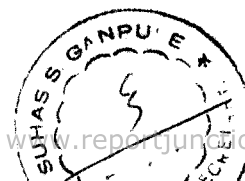
**Compliance Certificate**

Registration No. : 11 - 35702  
 Authorised Capital : Rs. 1,00,00,000/-  
 Paid up Capital : Rs. 99,60,000/-

To,  
 The Members of  
**Duroflex Engineering Limited.**

I have examined the registers, records, books and papers of **Duroflex Engineering Limited** as required to be maintained under the Companies Act, 1956, 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 on **31st March, 2006**. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I 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 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 there under.
3. The Company being public limited company the restrictive provisions of private limited company are not applicable.
4. The Board of Directors duly met 7 times on 30.04.2005, 20.06.2005, 30.07.2005, 03.09.2005, 31.10.2005, 31.01.2006 and 31.03.2006 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed including the resolutions passed in the Minutes Book maintained for the purpose.
5. The Company has closed its Register of Members in order to comply with the provisions of Section 154 of the Companies Act, 1956.
6. The Annual General Meeting for the financial year ended on 31.03.2005 was held on 30.09.2005 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 financial year ended 31.03.2006 under consideration.



***SG & Associates******Company Secretaries***

A 13/8, Indrayudh Society, M.G. Road, Mitha Nagar, Goregaon (West) Mumbai 400 090.

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8. The Company has not advanced loans to its firms or companies referred to in Section 295 of the Act.
9. The Company has duly 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. No approvals were required from the Board of Directors, Members and the Central Government pursuant to section 314 of the Act during the period under consideration.
12. The Company has not issued any duplicate Share Certificates during the financial year ended on 31.03.2006.
13. The Company has/was:
  - (i) delivered all the certificates on allotment of securities and on lodgement thereof for transfer/transmission or any other purpose in accordance with the provisions of the Act;
  - (ii) not deposited any amount in a separate bank account as no dividend was declared during the financial year ended on 31.03.2006
  - (iii) not required to post warrants to any member of the Company as no dividend was declared during financial year ended on 31.03.2006
  - (iv) not required to transfer the amounts in 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 to Investor Education and Protection Fund.
  - (v) duly complied with the requirements of section 217 of the Act.
14. The Board of Directors of the Company is duly constituted, and the appointment of Directors has been duly made.
15. The Company has not appointed any Managing Director/Whole-Time Director/Manager during the period under consideration.
16. No sole-selling agents were appointed by the Company for the period under scrutiny.
17. No approval of the Central Government, Company Law Board, Regional Director, Registrar or such other authorities as may be prescribed under the various provisions of the Act was required for the financial year under review.

