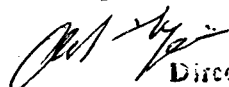


24TH ANNUAL REPORT

2009-2010

**VISHVA VISHAL ENGINEERING LIMITED
31, MAKER CHAMBERS III,
3RD FLOOR, NARIMAN POINT,
MUMBAI – 400 021**

For, Vishva Vishal Engineering Ltd,


Director

VISHVA VISHAL ENGINEERING LIMITED

Regd. Office:- 31, Maker Chambers III, 3rd Floor Nariman Point, Mumbai- 400 021

NOTICE

NOTICE is hereby given that the 24th Annual General Meeting of Members of M/s. VISHVA VISHAL ENGINEERING LIMITED, will be held at the Registered Office of the Company at 31, Maker Chambers III, 3rd Floor, Nariman Point, Mumbai on Thursday, the 30th September, 2010 at 11:00 am to transact the following business:-

1. To receive and consider the reports of the Directors and Auditors and the Audited Accounts of the Company for the year ended 31st March, 2010.
2. To appoint a Director in place of Shri Ashish Jain who retires by rotation and being eligible offer himself for re-election.
3. To appoint Auditors of the Company and to fix their remuneration.

Registered Office

31, Maker Chambers III,
3rd Floor, Nariman Point,
Mumbai.

Date : 26th August, 2010
Place : Bhilai

By Order of the Board

Sd/-
ASHISH JAIN
DIRECTOR

- 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.
2. The Register of members and Share Transfer book of the Company will be closed from 25th September, 2010 to 30th September, 2010 (both days inclusive).

VISHVA VISHAL ENGINEERING LIMITED

Regd. Office:- 31, Maker Chambers III, 3rd Floor Nariman Point, Mumbai- 400 021

DIRECTORS' REPORT

To the Members,

Your Directors have pleasure in presenting their 24th Annual Report together with the Audited accounts of the Company for the financial year ended 31st March, 2010.

Financial Results :-

	<i>(Amount in Rs.)</i>	
	<u>F. Year – 2010</u>	<u>F. Year – 2009</u>
Sales & Other Income	50,30,17,661	40,56,15,738
Profit before depreciation	11,45,26,060	6,85,04,246
Less : Depreciation	1,88,38,494	1,72,85,865
Profit before tax & extra ordinary items	9,56,87,565	5,12,18,381
Less : Provision for income tax	3,28,00,000	1,95,00,000
Less : Provision for Deferred tax liability (net)	8,57,000	18,30,000
Less : Provision for F.B.T.	0.00	7,64,600
Less : Provision for Wealth Tax	44,514	14,348
Profit after tax	6,19,86,051	3,27,69,433
Balance brought forward from last year	49,10,944	50,68,953
Add/Loss:Earlier Year Excess/Short Provisions	1,56,119	28,22,558
Less : Transferred to General Reserve	5,00,00,000	3,57,50,000
Surplus carried to Balance Sheet	1,67,40,876	49,10,944

The Year in retrospect:-

Company's overall performance during the year has improved considerably. Turnover has increased by 24.01 %. Company has earned a net profit of Rs.619.86 Lacs during the year against a net profit Rs.327.69 Lacs during the last year.

Dividend :-

With a view to conserve the resources, the Directors of the Company have decided not to recommend any dividend for the current year.

Directors:-

Shri Ashish Jain retires by rotation and being eligible offer himself for re-election.

Auditors :-

Your Auditors M/s. Taunk & Srikanth, Chartered Accountants retires and offer themselves for re appointment.

Directors Responsibility Statement:-

As per section 217 (2AA) of the Companies Act 1956 pursuant to the requirement under section 217 (2AA) of the Companies Act 1956 with respect to Directors Responsibility Statement it is hereby confirmed.

1. That in the preparation of the accounts for the financial year ended 31st March, 2010, the applicable accounting standard have been followed along with proper explanation relating to material departments.
2. That the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that were 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 the year under review.
3. That the Directors have taken proper and sufficient care for the maintenance of adequate accounting record in accordance with the provision of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
4. That the Directors have prepared the accounts for the financial year ended 31st March, 2010 on a going concern basis.

Personnel :-

The information required under section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of employees) Rules 1975 is not annexed as there was no employee who was getting Rs.24,00,000/- per annum or Rs.2,00,000/- per month.

Public Deposit:-

The Company has not accepted any deposit within the meaning of Section 58 A of the Companies Act, 1956 and the Rules made there under.

Acknowledgement:-

Your Directors take this opportunity to place on record their due appreciation of the valuable contribution and the spirit of dedication of the employees at all levels during the year. The Directors also express their deep gratitude for the business assistance, co-operation and support extended to your Company by Customers, Distributors, Suppliers/ Services Providers, Banks, various Governmental Organisations/ Agencies and shareholders and look forward for their continued support and co-operation in future also.

Compliance Report:-

The Company has taken Compliance Report for the Financial Year ended 31st March, 2010 as per section 383 A of the Companies Act 1956.

Conservation of Energy, Technology Absorption:-

a) **Conservation of Energy:-**

Information relating to Energy Consumption and Conservation as required under rule 2 of the Companies (Disclosure of particulars in the report of Board of Directors) Rules, 1989 is given in **Annexure-I** forming part of this report.

b) **Technology Absorption & Research & Development:-**

The Company does not have any Research & Development Section.

c) **Foreign Exchange Earning & Outgo:-**

i)	Earnings	:	Rs. 0.26 Lacs
ii)	Outgo	:	Rs. 265.07 Lacs

Registered Office

31, Maker Chambers III,
3rd Floor, Nariman Point,
Mumbai.

Date : 26th August, 2010
Place : Bhilai

By Order of the Board

sd/-
A. K. Jain
DIRECTOR

sd/-
Ashish Jain
DIRECTOR

VISHVA VISHAL ENGINEERING LIMITED

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Conservation of Energy, Technology Absorption, Exchange earning & Outgo.

a) **Conservation of Energy:-**

Wherever possible, energy conservation measures have already been implemented. However, efforts to conserve and optimise the use of energy through improved methods and other means will continue. Further information relating to energy consumption as required under section 2 of the companies (Disclosure of particulars in the report of the Board of Directors) rules 1988 is given in Annexure 'A' forming part of this report.

b) **Technology Absorption and Research & Development :-**

The Company does not have any Research and Development Section.

VISHVA VISHAL ENGINEERING LIMITED

Annexure 'I' to Directors' Report

For disclosure of particulars with respect to conservation of Energy:

	Power & Fuel Consumption	2009-10	2008-09
1	Electricity		
	a) Purchased		
	Units	13,66,230	11,37,593
	Total (Amount in Rs.)	64,27,064	54,81,049
	Average rate per unit	4.70	4.82
	b) Own Generation		
	(i) Through Diesel Generator		
	Units	5030	2620
	Units/Litre of Diesel Oil	1.92	1.92
	Cost/Unit	71.65	72.64
	(ii) Through Turbo Generator		
	Units	N.A.	N.A.
	Cost/Unit		
2	Furnace Oil		
	Qty. (Kg./Ltrs.)	-	-
	Total Amount/K.Ltrs of Oil		
3	Consumption per unit of production : Standard (if any)	-	-
	Electricity Consumption (KWH) / MT.		
	Electricity Consumption (KWH) / MT.		
	Electricity Consumption (KL) / MT.		

AUDITORS' REPORT

To
The Members of
VISHVA VISHAL ENGINEERING LIMITED,

We have audited the attached Balance Sheet of VISHVA VISHAL ENGINEERING LTD. as at 31st March, 2010 and also the Profit & Loss Account and the Cash Flow Statement for the year ended on that date. These 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.

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 misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statements presentation. We believe that our audit provides a reasonable basis of our opinion.

1. As required by the Companies (Auditors' Report) Order, 2003 issued by the Central Government of India in terms of Section 227(4A) of the Companies Act, 1956 we annex hereto a statement on the matters specified in paragraphs 4 and 5 of the said order.
2. Further to our comments in the Annexure referred to in paragraph (1) above, we state that:
 - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (b) In our opinion, proper books of account as required by law, have been kept by the Company so far as appears from our examination of those books;
 - (c) The Balance Sheet, the Profit & Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of accounts;
 - (d) In our opinion, the Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt by this report comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956.
 - (e) On the basis of written representation from the directors as on 31st March, 2010, and taken on records by the Board of Directors in their meeting, we report that, none of the directors is disqualified as on 31st March, 2010 from being appointed as director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.
 - (f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the Significant Accounting Policies, and other Notes thereon give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;
 - i) in the case of Balance Sheet of the state of affairs of the Company as at 31st March, 2010
 - ii) in the case of the Profit & Loss Account, of the profit for the year ended on that date; and
 - iii) in the case of Cash Flow Statement, of the cash flows for the year ended on that date.

For M/s TAUNK & SRIKANTH
Chartered Accountants
(Registration no. 001524C)

(N K TAUNK)
Partner
Membership No. 30421

Annexure to the Auditors' Report

(Referred to in paragraph (1) of our report of even date)

i) In respect of its Fixed Assets:

- a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
- b) As explained to us, the fixed assets have been physically verified by the management during the year in a phased periodical manner, which in our opinion is reasonable having regard to the size of the company and nature of its assets. No material discrepancies were noticed on such physical verification.
- c) In our opinion and according to the information & explanations given to us, the manufacturing activity of its Gas Division has been discontinued in the past. A major part of the assets of this division has been disposed off/ written off over in the past years. Some of the assets have been written off / disposed off during the year.

ii) In respect of its Inventories:-

- a) As explained to us, the Inventories have been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable.
- b) In our opinion and according to the information and explanation given to us the procedures of physical verification of stocks followed by the management were found to be reasonable and adequate in relation to the size of the company and nature of business.
- c) In our opinion and according to the information and explanations given to us the company is maintaining proper records of inventory. The discrepancies noticed on verification between physical stock and book records were not significant and the same have been properly dealt with in the books of account.

iii) In respect of the loans, secured and unsecured, granted or taken by the company to/from companies, firms and other parties covered in the register maintained u/s 301 of the Companies Act, 1956:-

- a) According to the information and explanations given to us, the company has not granted loans to any of the parties listed in the register maintained u/s 301 of the Companies Act, 1956. Accordingly paragraphs 4 (iii) (a), (b), (c) and (d) of the Companies (Auditors' Report) Order 2003 (as amended) are not applicable.
- b) The company has not taken any loans, secured or unsecured from companies, firms or other parties covered in the register maintained u/s 301 of the Companies Act, 1956. Accordingly paragraphs 4 (iii) (e), (f) and (g) of the Companies (Auditors' Report) Order 2003 (as amended) are not applicable.

iv) In our opinion and according to the information and explanation given to us during the course of our audit, there are adequate internal control system commensurate with the size of the company and the nature of its business with regard to the purchases of stores, raw-materials, plant & machinery, equipments and other assets and for the sale of goods and services. During the course of our audit, no major weaknesses have been noticed in the internal control system.

v) In respect of the transaction covered u/s 301 of the Companies Act 1956:-

- a) To the best of our knowledge and belief and according to the information and explanations given to us, we are of the opinion that the particulars of contracts or arrangements that need to be entered into the register maintained u/s 301 of the Companies Act, 1956 have been so entered.
- b) In our opinion and according to the information given to us the transactions made in pursuance of the contracts or arrangements entered in the register maintained u/s 301 of the Companies Act, 1956 aggregating during the year to Rs.5,00,000/- or more in respect of any party were made at prices which are reasonable having regard to prevailing market prices at the relevant time where such market prices are available.