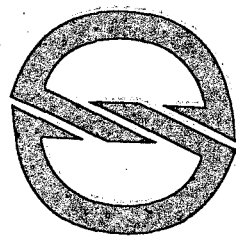


# **14th Annual Report 2006-2007**

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**YOGI SUNG-WON (INDIA) LTD.**

## CONTENTS

Board of Directors .....	3
Notice .....	4
Explanatory Statement .....	5
Director's Report .....	6
Corporate Governance Report .....	9
Auditor's Report .....	16
Balance Sheet .....	18
Profit & Loss Account .....	19
Schedules .....	20
Cash Flow Statement .....	26
Part IV of Schedule VI .....	27

*14th Annual Report 2006-2007***YOGI SUNG-WON (INDIA) LIMITED****DIRECTORS**

Rajesh Mulani	—	Whole Time Director
Vijay P. Chauhan	—	Non-Executive Director
Teena Dedhia	—	Non-Executive Independent Director
Birjesh Upadhyay	—	Non-Executive Independent Director

**COMPANY SECRETARY**

Ashok Shelat

**AUDITORS**

CA. Avinash Jain, Partner  
Raju & Prasad, Chartered Accountants

**BANKERS**

Bank of Baroda  
The Mogaveera Co-op. Bank Ltd.  
The New India Co-op. Bank Ltd.  
Punjab National Bank

**REGISTERED OFFICE**

B-404, Alkapuri Arcade,  
R.C. Dutt Road, Alkapuri,  
Baroda-390 007

**REGISTRARS & SHARE TRANSFER AGENT**

Sharex Dynamic (I) Pvt. Ltd.  
Unit 1, Luthra Industrial Premises, Safed Pool, Andheri Kurla Road,  
Andheri (E), Mumbai- 400 072



## Yogi Sung-Won (India) Ltd.

### NOTICE OF THE ANNUAL GENERAL MEETING:

Notice is hereby given that the Fourteenth Annual General Meeting of the members of Yogi Sung Won (India) Limited will be held on Saturday, the 29<sup>th</sup> day of September 2007 at 11.00 A.M. at Hotel Aditi, Opposite Sardar Patel Statue, Sayajigunj, Vadodra - 390 005 to transact the following business:

#### ORDINARY BUSINESS:

1. To consider and adopt the Balance Sheet as at 31<sup>st</sup> March 2007 and Profit and Loss Account for the year ended on that date together with reports of the Board of Directors and Auditors thereon.
2. To re-appoint director in the place of Ms. Teena Dedhia who retires by rotation and being eligible offers herself for re-appointment.
3. To appoint Auditors to hold office from the conclusion of this Annual General Meeting and to fix their remuneration. M/s Raju and Prasad, Chartered Accountants, the retiring Auditors, being eligible offer themselves for re-appointment.

#### SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

**"RESOLVED THAT** subject to the provisions under section 198, 269, 309, 310, and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII thereof, Mr. Rajesh B. Mulani be and is hereby re-appointed as Whole Time Director for a further period of one year commencing from 16<sup>th</sup> June 2007 at a remuneration including all perquisites not exceeding Rs. 4000/- per month and other terms and conditions the draft of which duly approved by the Board of Directors and placed before this meeting be and is hereby sanctioned with the liberty to the Board to vary, alter, modify the terms and conditions of the said agreement with the permissible limit specified in Schedule XIII of the Companies Act, 1956, as may be mutually agreed by the Members of the Board of Directors and Mr. Rajesh B. Mulani"

**"RESOLVED FURTHER THAT** in the event of any statutory amendment or modification or relaxation by the Central Government to Schedule XIII of the Companies Act, 1956, the Board of Directors be and are hereby authorised to vary or increase / decrease the remuneration including salary, commission, perquisites, allowances, benefits, etc. with in such prescribed limits / ceilings and the aforesaid agreements between Mr. Rajesh B. Mulani and the Company be suitably amended / modified to give effect to such amendments of modifications or relaxation without any further reference to the Company in the General Meeting".

#### NOTES:

1. A MEMBER ENTITLED TO VOTE AND ATTEND THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY  
Proxies, to be effective, should be deposited at the registered office of the Company not later than 48 hours before the commencement of the meeting.
2. The explanatory statement pursuant to Section 173 (2) of the Companies Act, 1956, relating to the Special Business to be transacted at the meeting, is given below and forms part of the Notice
3. The Register of Members and the Share Transfer Books will remain closed from Saturday 22<sup>nd</sup> September, 2007 to 29<sup>th</sup> September, 2007 (both days inclusive) in connection with the Annual General Meeting.
4. The Members are requested to forward all applications for transfer and all other shares related correspondence, including intimation for change of address, if any, to the Registrars and Transfer Agent of the Company at the following address:

#### Sharex Dynamic (India) Private Limited

(Unit: Yogi Sung – Won (India) Limited)

Unit 1, Luthra Industrial Premises, Safed Pool, Andheri – Kurla Road, Andheri (East), Mumbai – 400 072

Tel: (022) 2851 5606 / 5644 Fax: (022) 2851 2885, Contact Person : Mr. T. Sashikumar

#### Registered Office:

B-404, Alkapuri Arcade,  
R.C. Dutt Road, Alkapuri,  
Baroda- 390 007

28<sup>th</sup> August 2007

By Order of the Board of Directors

Sd/-  
Ashok Shelat  
Company Secretary

## 14th Annual Report 2006-2007

### EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

The following Explanatory Statement set out all the material facts relating to the special business mentioned in the accompanying notice dated 28<sup>th</sup> August 2007:

#### ITEM NO 4:

Mr. Rajesh B. Mulani, was appointed as Whole – Time Director by the Members of the Company by a Special Resolution in the General Meeting for the period of one year which expired on 15<sup>th</sup> June 2007. The Board has re-appointed Mr. Rajesh B. Mulani for a further period of one year w.e.f. 16<sup>th</sup> June 2007.

Mr. Rajesh B. Mulani is a commerce graduate and also holds Law Degree and has experience of more than 25 years. He has vast knowledge varied fields viz. finance, taxation, accounts, corporate laws. He is serving as a whole time director of the Company and looks after day to day management of the Company.

None of the directors except Mr. Rajesh B. Mulani is interested or concerned in the resolution. The draft copy of the renewed agreement between the Company and Mr. Rajesh B. Mulani is available for inspection at the registered office of the Company on working days.

Your directors recommend the approval of the re-appointment of Mr. Rajesh B. Mulani as Whole – Time Director of the Company.

#### Registered Office:

B-404, Alkapuri Arcade,  
R.C. Dutt Road, Alkapuri,  
Baroda- 390 007  
28<sup>th</sup> August 2007

By Order of the Board of Directors

Sd/-  
Ashok Shelat  
Company Secretary

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## Yogi Sung-Won (India) Ltd.

### DIRECTORS' REPORT

To the Members,

Your Directors present the Fourteenth Annual Report on the business and operations of the Company together with the Audited Statements of Accounts for the year ended March 31, 2007

#### 1. FINANCIAL RESULTS:

(Rs. In Lacs)

Particulars	Year Ended 31 March 2007	Year Ended 31 March 2006
Profit before Depreciation	(3.33)	5.36
Less: Depreciation	0.08	0.14
PROFIT BEFORE TAX	(3.41)	5.22
Less: Prior Period Item	0.01	—
Less: Provision for Taxation	0.01	—
PROFIT AFTER TAX	(3.43)	5.22
Less: Brought forward loss of previous year	(336.36)	(341.58)
Profit carried to Balance Sheet	(339.79)	(336.36)

#### 2. STATE OF COMPANY'S AFFAIR

During the year under review, the Company was unable to earn profits and has incurred loss. The total loss during the year was 3.43 Lacs. But the management is confident that favorable economic conditions will help the Company revive its financial position.

#### 3. DIVIDEND

In view of the accumulated losses, your directors regret their inability to recommend any dividend on the Equity Shares of the Company for the year ended 31<sup>st</sup> March 2007.

#### 4. DEPOSITS

The Company did not accept any deposits from the public and the provisions of Section 58A of the Companies Act, 1956 are not applicable to the Company.

#### 5. PERSONNEL

None of the employees of the Company come under the provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

#### 6. DIRECTORS

In terms with the provisions of the applicable Articles of Association of the Company read with the provisions of the Companies Act, 1956, Ms. Teena Dedhia is the director liable to retire by rotation and being eligible, offers herself for re-appointment.

During the year, Mr. Rajesh Mulani was re-appointed as Whole – Time Director for the period of one year commencing from 16<sup>th</sup> June 2006 by the members in last Annual General Meeting held on 25<sup>th</sup> September 2006. As his term of appointment expired on 15<sup>th</sup> June 2007, your director re-appointed him as the Whole Time Director for the further period of one year commencing from 16<sup>th</sup> June 2007, in their meeting held on 31<sup>st</sup> July 2007. Mr. Mulani's appointment as such is required to be approved by the members in the ensuing Annual General Meeting.

## 14th Annual Report 2006-2007

Your directors recommend the approval of appointment of Mr. Rajesh Mulani as Whole Time Director of the Company from 16<sup>th</sup> June 2007 to 15<sup>th</sup> June 2008.

### 7. AUDITORS

M/s Raju & Prasad, Chartered Accountants, Mumbai, retire at the conclusion of the Annual General Meeting. They have indicated their willingness to continue as Auditors if re-appointed. The Company has received a certificate from them to the effect that their appointment, if made, will be within the prescribed limits under section 224 (1B) of the Companies Act, 1956. Members are requested to re-appoint M/s Raju & Prasad as the Statutory Auditors of the Company and fix their remuneration.

### 8. AUDITOR'S REPORT

With reference to the comments given by the Auditors in the Auditors Report on Accounts of the Company, the management's explanations have been suitably made in Notes to Accounts of the Balance Sheet and Profit and Loss Account and are self explanatory.

### 9. DEPOSITORY SYSTEMS

Your Company continue with an arrangement with National Securities Depositories Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for dematerialisation of your Company's securities in accordance with the provisions of the Depositories Act 1996, which are fully operational and members may avail of such facilities. With this, the members have an option / discretion to hold their Demat shares in the Company through National Securities Depositories Limited and / or Central Depository Services (India) Limited.

### 10. LISTING OF SECURITIES

The Equity Shares of the Company are listed at Bombay Stock Exchange Limited. Further, your Company has duly paid the Annual Listing Fees for the year 2007 – 08 to Bombay Stock Exchange Limited.

### 11. CORPORATE GOVERNANCE

The Company has complied with all the recommendations of Corporate Governance Code as provided in Clause 49 of the Listing Agreement. A report on Corporate Governance is given as Annexure to this report.

### 12. MANAGEMENT DISCUSSION & ANALYSIS

The Company during the year was not able to earn profits and has incurred loss. The Company also has accumulated losses from past years. The Company is continuously trying to revive its business and looking forward for various proposals for profitable projects. With the favourable economic conditions, your directors and management look forward for better prospects in near future.

The Company has an adequate system of internal controls commensurate with its nature of business and scale of operations.

None of our employees are represented by any labour union nor are subject to collective bargaining agreement. We have not experienced any work stoppages or any industrial indiscipline in the year under review.

### 13. DIRECTORS RESPONSIBILITY STATEMENT

As required under Section 217 (2AA) of the Companies Act, 1956, your Director's confirm that:-

- (i) in the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March 2007, the applicable accounting standards have been followed.
- (ii) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company as on 31<sup>st</sup> March 2007 and of the profit and loss of the Company for the year ended 31<sup>st</sup> March 2007



## Yogi Sung-Won (India) Ltd.

- (iii) 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
- (iv) the directors have prepared the annual accounts for the year under review in a going concern basis

**14. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, AND FOREIGN EXCHANGE EARNINGS AND OUTGO:** Disclosure under section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of particulars in the report of the Board of Directors) Rules, 1988 are as follows:

**(a) CONSERVATION OF ENERGY**

Since the Company has not undertaken any business during the year, hence there is no question of energy conservation

**(b) TECHNOLOGY ABSORPTION**

No Technology has been developed or imported by way of foreign collaboration.

**(c) FOREIGN EXCHANGE EARNINGS AND OUTGO**

During the year under review the Company has not incurred any expenditure in foreign currency neither the Company has earned any foreign exchange income.

**15. UNUSUAL ITEMS AFTER THE YEAR-END DATE**

In the opinion of the directors, no item, transaction or event of a material and unusual nature has arisen in the interval between the end of the financial year and the date of this report which would affect substantially the results of the operations of the Company and for the financial year in which this report is made

**16. ACKNOWLEDGMENTS**

Your Directors wish to place on record its appreciation for the whole-hearted and sincere co-operation and able guidance and support that the Company received from all concerned including, Banks, Stock Exchange, Government Authorities and Semi Government Bodies of the Central and State Government.

Your directors also wish to place on record their appreciation for the good efforts put in by the employees of the Company and for the unstinted support extended by the shareholders.

**For & on behalf of the Board**

Place : Baroda  
Date : 28<sup>th</sup> August 2007

**Rajesh B. Mulani**  
*Whole-time Director*