

DUJON COMMERCIAL PRIVATE LIMITED

ANNUAL ACCOUNTS

FOR

THE YEAR ENDED

31ST MARCH 2010

ADOPTED AT THE

ANNUAL GENERAL MEETING

HELD ON

23rd SEPTEMBER, 2010

DUJON COMMERCIAL PRIVATE LIMITED.

108, Raheja Chambers, Free Press Journal Road, Nariman Point, Mumbai - 400 021


NOTICE

Notice is hereby given that the Annual General Meeting of the Members of DUJON COMMERCIAL PRIVATE LIMITED will be held at 108, Raheja Chambers, Free Press Journal Road, Mumbai - 400 021 on Thursday, on 23rd September, 2010 at 10.30 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit & Loss Account for the year ended 31st March 2010 and Balance Sheet as at that date together with report of the Directors' and Auditors' thereon.
2. To appoint Auditors and to authorise the Board of Directors to fix their remuneration.

By order of Board of Directors
For Dujon Commercial Pvt. Ltd.


Fali P. Mama
Director

Place : Mumbai

Date : 19th August, 2010

NOTES:

1. A member entitled to attend and vote at a meeting is entitled to appoint a proxy to attend and on a poll to vote instead of himself and a proxy need not be a member of the company. A Member unable to attend may appoint another person [Whether a Member or not] as his proxy in the enclosed form, which shall be deposited with the Registered Office of the Company at 108, Raheja Chambers, Free Press Journal Road, Nariman Point, Mumbai - 400 021. The proxies in order to be effective must be received by the company not less than 48 hours before the meeting.

DUJON COMMERCIAL PRIVATE LIMITED.
108, Raheja Chambers, Free Press Journal Road, Nariman Point, Mumbai - 400 021

DIRECTORS' REPORT

THE MEMBERS OF
Dujon Commercial Private Limited

The Directors of your Company presents the Annual Report and the Audited Statement of Accounts for the year ended 31st March 2010

OPERATION:

During the year your Company has earned Net Loss before tax of Rs. 1.15 Lacs.

DIVIDEND:

With a view of the losses, your Directors do not recommend any dividend for the year.

DIRECTORS RESPONSIBILITY STATEMENT:

The Directors confirm that, they had:

- a. followed in the preparation of annual accounts, the applicable accounting standards and given proper explanation relating to material departure if any;
- b. 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. taken proper and sufficient care for the maintenance of adequate account records in accordance with the provisions of the Act so as to safeguard the assets of the company and to prevent and detect fraud and other irregularities;
- d. prepared the accounts on a going concern basis;

PARTICULARS OF EMPLOYEES:

The particulars of the employees as required under section 217(2A) of the Companies Act, 1956, read with the Companies (particulars of employees) Rule, 1975 is not applicable to the Company.

AUDITORS OBSERVATIONS

The observation in the Auditor's Report read with the notes to the accounts is self-explanatory and requires no further elaboration.

AUDITORS:

The present auditors M/S Ashwin K. Shah, Chartered Accountants, will be retiring at the ensuing Annual General Meeting and being eligible offer themselves for reappointment.


ENERGY CONSERVATION / TECHNOLOGY ABSORPTION / FOREIGN EXCHANGE EARNINGS AND OUTGO:

The Company has no activities relating to conservation of energy or technology absorption during the period under review. The Total Foreign Exchange earned during the current year was Rs. NIL.

ACKNOWLEDGEMENTS

Your Directors take the opportunity to thank shareholders for the confidence reposed and the continued support extended by them to the Company.

**By order of Board of Directors
For Dujon Commercial Pvt. Ltd.**


Fali P. Mama
Director

Place : Mumbai
Date : 19th August, 2010

AUDITOR'S REPORT

To
The Members
Dujon Commercial Pvt. Ltd.

1. We have audited attached Balance sheet of Dujon Commercial Private Limited as at 31st March, 2010 and Profit & Loss account for the year ended on that date annexed thereto. 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.
2. We conducted our audit in accordance with the 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 statement presentation. We believe that our audit provides a reasonable basis for our opinion.

Further to our comments stated above, we report that :

- a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes 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 the books;
- c) The said Balance sheet and Profit & Loss Account dealt with by this report are in agreement with the books of account;
- d) In our opinion, the Balance sheet and Profit & Loss dealt with 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 representations received from the directors as on 31st March, 2010 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2010 from being appointed as a director in terms of clause(g) of sub-section (1) of section 274 of Companies Act, 1956.



- f) In our opinion and to the best of our information, and according to the explanations given to us, the accounts, read with Significant Accounting Policies and 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 case of the Balance sheet, of the state of affairs of the Company as at 31st March, 2010;
 - ii) in case of the Profit & Loss Account, of the Loss for the year on that date.
 - iii) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.
- g) As required by the Companies (Auditors' Report) Order, 2003, issued by the Company Law Board in terms of Section 227(4A) of the Companies Act, 1956 and in terms of the information and explanations given to us and on the basis of such checks as was considered appropriate, we further report that :
- (i) The Company does not have any fixed assets.
 - (ii) The company does not have any stocks of Inventories.
 - (iii) (a) The Company has taken unsecured loan from one party covered under section 301 of the Act. Total outstanding balance on year end date is Rs. 19.75 lacs.

(b) The Company has not given unsecured loans to any party covered under section 301 of the Act.

(c) The rate of interest and other terms and conditions on which such loans were taken/given are prima facie not prejudicial to the interest of the company. There was no overdue amount of the loans given, as at 31st March, 2010.
 - (iv) As the company does not have any fixed assets as well as Inventories, the clause related to adequate internal control procedures for the purchase of inventory and fixed assets and for the sale of goods are not applicable to the company.
 - (v) In our opinion and to the best of our knowledge, the transactions that needed to be entered in the register have been so entered. Each of these transactions have been at prices which were reasonable having regard to the prevailing market prices at the relevant time.



- (vi) The Company has not accepted any deposits from the public to which provisions of Section 58A & 58AA of the Companies Act, 1956 and the Rules framed thereunder and directives issued by the Reserve Bank of India are applicable.
- (vii) The Company has an adequate internal control / audit system.
- (viii) The Central Government has not prescribed maintenance of cost records under Section 209(1)(d) of the Act for any of the products of the Company.
- (ix) We are informed, the enactments relating to provident fund and employees state insurance are not applicable to the Company. There were no disputed or undisputed amounts payable in respect of income tax, wealth tax, sales tax, customs duty, excise duty, cess or any other statutory dues, that were outstanding, as at 31st March, 2010 for a period of more than six months from the date they became payable.
- (x) The Company have accumulated losses of Rs. 203.05 lacs as at the balance sheet date and the Company has incurred cash losses of Rs. 0.21 lacs during the financial year covered by our audit and has also incurred cash loss of Rs. 90.82 lacs in the financial year immediately preceding such financial year.
- (xi) The Company has not taken any loans from any of the Financial Institutions.
- (xii) According to the information and explanations given to us, no loans and advances have been granted by the Company on the basis of security by way of pledge of shares, debentures or other securities.
- (xiii) In our opinion, the Company is not a chit fund or a nidhi mutual benefit fund / society, therefore, clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 is not applicable to the Company.
- (xiv) In our opinion, the Company is not dealing in or trading in shares, debentures and other investments. In respect of Company's Investments, records regarding transactions and contracts are maintained and timely entries have been made in such records. The Investments are held in the Company's own name.



- (xv) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
- (xvi) According to the information and explanations given to us, the company has not taken any term loan.
- (xvii) On an over all examination of balance sheet and other relevant records and the information and explanations given to us, funds raised on short term basis have prima facie not been used during the year for long term investment and vice versa.
- (xviii) The Company has made preferential allotment of shares to its holding company and the price at which it is issued is prima facie not prejudicial to the interest of the company.
- (xix) No Debentures have been issued by the Company.
- (xx) The Company has not raised any money by way of public issue, or on private placement basis.
- (xxi) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company was noticed or reported during the year nor have we been informed of such case by the management.

For M/S ASHWIN K. SHAH
CHARTERED ACCOUNTANTS



Ashwin K. Shah
(ASHWIN K. SHAH)
PROPRIETOR
Mem. No.: 33083

Place : Mumbai
Date : 19th August, 2010

DUJON COMMERCIAL PRIVATE LIMITED

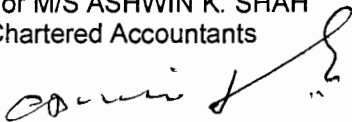
BALANCE SHEET AS AT 31ST MARCH 2010

	SCHE- DULE	As at 31.03.2010 Rupees	As at 31.03.2009 Rupees
SOURCES OF FUNDS			
SHARE CAPITAL	1	34,000,000	20,000,000
RESERVES & SURPLUS	2	91,000,000	0
LOAN FUND	3	1,975,500	102,000,000
		<u>126,975,500</u>	<u>122,000,000</u>
APPLICATIONS OF FUNDS			
INVESTMENTS	4	106,332,973	106,332,973
CURRENT ASSETS LOANS & ADVANCES	5	29,178	4,304,824
LESS: CURRENT LIABILITIES & PROVISIONS	6	<u>10,000</u>	<u>9,064,794</u>
NET CURRENT ASSETS		19,178	-4,759,970
PROFIT AND LOSS ACCOUNT		-	-
PRELIMINARY EXPENSES	7	318,554	237,528
PROFIT & LOSS ACCOUNT (DEBIT BALANCE)		20,304,795	20,189,469
		<u>126,975,500</u>	<u>122,000,000</u>

Notes to Accounts

8

As per our report of even date
For M/S ASHWIN K. SHAH
Chartered Accountants



SHRI ASHWIN K. SHAH
PROPRIETOR

Mumbai, Dated: 19th August, 2010




Mr. PUNEET MAKAR


Mr. FALI P. MAMA

DIRECTORS

DUJON COMMERCIAL PRIVATE LIMITED

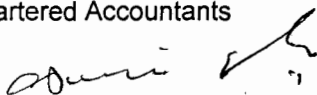
PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2010

	Current Year Rupees	Previous Year Rupees
INCOME		
Dividend (Gross, TDS Nil)	-	-
Miscellaneous Income	-	-
TOTAL	<u>0</u>	<u>0</u>
EXPENDITURE		
Auditor's Remuneration - Audit Fees	10,000	10,000
Professional Fees	5,090	
Office & Miscellaneous Expenses	2,000	8,528
Bank & D'Mat Charges	3,752	9,128
Interest Paid	-	9,054,794
Preliminary Expenses written off	94,484	59,382
TOTAL	<u>115,326</u>	<u>9,141,832</u>
Profit before Tax	<u>-115,326</u>	<u>-9,141,832</u>
Less: Provision for Tax	0	0
Profit after Tax	<u>-115,326</u>	<u>-9,141,832</u>
Add/(Less): Profit/(Loss) brought forward from prev. year	<u>-20,189,469</u>	<u>-11,047,637</u>
Balance carried to Balance Sheet	<u>-20,304,795</u>	<u>-20,189,469</u>

Notes to Accounts

8


As per our report of even date
For M/S ASHWIN K. SHAH
Chartered Accountants



SHRI ASHWIN K. SHAH
PROPRIETOR
Mumbai, Dated: 19th August, 2010




Mr. PUNEET MAKAR


Mr. FALI P. MAMA

DIRECTORS

DUJON COMMERCIAL PRIVATE LIMITED

CASH FLOW FOR THE YEAR ENDED 31st MARCH, 2010

(Amt in Rs. Thousands)

For the For the
Year ended Year ended
31.03.2010 31.03.2009

CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax and Extraordinary items	(115.33)	(9,141.83)
Adjustments for :		
Amortisation	94.48	59.38
Interest on Borrowings	-	9,054.79
	94.48	9,114.18
Operating Profit Before Working Capital changes	(20.84)	(27.66)
Adjustments for :		
Trade and Other Receivables *	3,000.00	(3,000.00)
Trade and Other Payables *	(9,054.79)	(2,005.62)
	(6,054.79)	(5,005.62)
Cash Generated from Operations	(6,075.64)	(5,033.28)
Interest on Borrowings	-	(9,054.79)
	-	(9,054.79)
Net Cash Generated in Operating Activities (A)	-6,075.64	-14,088.07

CASH FLOW FROM INVESTING ACTIVITIES

Misc. / Deferred Revenue Exp. Incurred	(175.51)	(296.91)
Net Cash from Investment Activity (B)	(175.51)	(296.91)

CASH FLOW FROM FINANCING ACTIVITIES

Increase in Equity Share Capital	14,000.00	19,900.00
Increase in Share premium	91,000.00	
Change in Borrowings - Unsecured Loans*	(100,024.50)	(4,500.00)
Dividend Paid (Including Tax)		
Cash from Financing Activity (C)	4,975.50	15,400.00

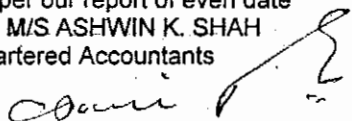
Net Increase / (Decrease) in Cash and Cash Equivalent (A+B+C) **(1,275.65)** **1,015.02**

Cash or Cash Equivalent as on 1st April 2009 1,304.82 289.81
(Opening Balance)

Cash or Cash Equivalent as on 31st March 2010 29.18 1,304.82
(Closing Balance)

Net Increase / (Decrease) in Cash and Cash Equivalent **(1,275.65)** **1,015.02**

As per our report of even date
For M/S ASHWIN K. SHAH
Chartered Accountants




SHRI ASHWIN K. SHAH
PROPRIETOR
Mumbai, Dated: 19th August, 2010


Mr. PUNEET MAKAR


Mr. FALI P. MAMA

DIRECTORS

DUJON COMMERCIAL PRIVATE LIMITED

**Schedules Forming Part of Accounts For The Year Ended
31st March 2010**

	As at 31.03.2010 Rupees	As at 31.03.2009 Rupees
SCHEDULE - 1		
SHARE CAPITAL		
Authorised Capital		
35,00,000 (25,00,000) Equity Shares of Rs. 10 each	35,000,000	25,000,000
Nil (1000) Preference Shares of Rs. 100 each	-	-
Nil (1300) 4% Non-Cumulative Redeemable Pref. Shares of Rs. 1000 each	-	-
	<u>35,000,000</u>	<u>25,000,000</u>
 Issued, Subscribed and Paid up Capital		
34,00,000 (20,00,000) Equity Shares of Rs.10 each fully paid up	34,000,000	20,000,000
	<u>34,000,000</u>	<u>20,000,000</u>
 SCHEDULE - 2		
RESERVES & SURPLUS		
Share Premium Account	91,000,000	0
Add / (Less) : Prov / Adj. for Diminution in Investment		
	<u>91,000,000</u>	<u>0</u>
	<u>91,000,000</u>	<u>0</u>
 SCHEDULE - 3		
LOANS		
From Directors & Members	1,975,500	99,500,000
Intercompany Deposit received From Others	0	2,500,000
	<u>1,975,500</u>	<u>102,000,000</u>



DUJON COMMERCIAL PRIVATE LIMITED

**Schedules Forming Part of Accounts For The Year Ended
31st March 2010**

	As at 31.03.2010 Rupees	As at 31.03.2009 Rupees
SCHEDULE - 4		
INVESTMENTS (Long Term, at cost, fully paid up)		
Quoted - Non Trade		
406840 (PY 406840) Equity shares of Rs. 10/- each of Mahindra Forgings Limited	106,332,973	106,332,973
	<hr/>	<hr/>
	106,332,973	106,332,973
Less: Provision for Diminution	-	-
	<hr/>	<hr/>
	106,332,973	106,332,973
Aggregate of Quoted Investments		
Cost	106,332,973	106,332,973
Market Value	45,952,578	15,134,448
<u>Movements in Investments During the year</u>		
	Value Rs. Lacs	No. of Shares/Units Purchased /allotted during the year
	Nil	Nil
		No. of Shares/Units Sold / Redeemed during the year
		Nil



DUJON COMMERCIAL PRIVATE LIMITED

**Schedules Forming Part of Accounts For The Year Ended
31st March 2010**

	As at 31.03.2010 <u>Rupees</u>	As at 31.03.2009 <u>Rupees</u>
SCHEDULE - 5		
CURRENT ASSETS, LOANS AND ADVANCES		
Current Assets		
Cash on hand	16,591	16,181
Balance with a Scheduled Bank in Current Account	12,587	1,288,643
Loans and Advances		
Other Loans and Advances		3,000,000
Interest Receivable	-	-
Amount receivable on Sale Shares		
Tax deducted at source	0	0
Preference Shares Redemption Receivable	0	0
Advance Tax	0	0
	<u>29,178</u>	<u>4,304,824</u>
SCHEDULE - 6		
CURRENT LIABILITIES & PROVISIONS		
A. CURRENT LIABILITIES		
Outstanding Liabilities	10,000	10,000
T.D.S. Payable	-	2,051,816
Interest Payable	-	7,002,978
B. PROVISIONS		
	<u>10,000</u>	<u>9,064,794</u>
SCHEDULE - 7		
MISCELLENEOUS EXPENDITURE (To the extent not written off or adjusted)		
Preliminary Expenses		
Opening Balance	237,528	296,910
Add : Incurred during the year	175,510	0
Less : Written off during the year	94,484	59,382
	<u>318,554</u>	<u>237,528</u>



M/S DUJON COMMERCIAL PRIVATE LIMITED

SCHEDULE FORMING PART OF ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2010

SCHEDULE - 8

1. SIGNIFICANT ACCOUNTING POLICIES & NOTES FORMING PARTS OF ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2010

(i) Accounts of the company are prepared under the historical cost basis and on the accounting principles of a going concern.

(ii) Accounts are maintained on accrual basis.

(iii) Investments

The Investments held by the Company are stated at cost and the same are held on long term basis. Based on the same and the intrinsic strength of the other company the Company as a matter of policy, does not recognize temporary diminution, if any, in the value of the quoted investments especially on the basis of market quotation.

(iv) Deferred Taxation

In compliance with AS-22 "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India, Company provides for deferred tax in respect of timing differences between taxable income and accounting income for a period that are capable of reversal in one or more subsequent period subject to consideration of prudence. The provision for deferred tax also includes the effect of change in tax rate. Provision for current Income-tax is made on Current Tax rate based on assessable income completed under the Income tax Act, 1961.

2. Contingent liabilities not provided for - Rs.Nil
3. Estimated amount of contracts remaining to be executed on capital account and not provided for - Rs. Nil
4. In the opinion of the Board the provision for all known liabilities are adequate and not in excess of the amounts reasonably required.
5. The company has not accepted any Public Deposit and it continues to engage itself in the investment and financing even after the expiry of maximum period of six years on 8th January, 2003 without attaining requisite minimum Net Owned Fund prescribed by the Reserve Bank of India in this regard. However, The company has taken necessary steps to attain requisite minimum Net Owned Fund prescribed by the reserve bank of India. To enable the company to get registered with the regulatory authorities.



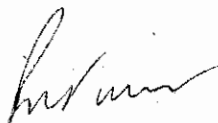
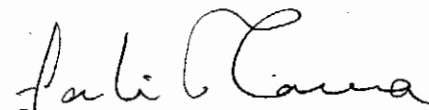
5. During the year, Company issued further 14,40,000 Equity Shares of Rs. 10/- each fully paid up at a premium of Rs. 65/- per share to its Holding company Amforge Industries Ltd. on 30/03/2010.
6. Amount shown under Accounts Payable/ Receivable are subject to confirmation.
7. Investments are valued at cost and no provision has been made for diminution in its value since the same is not considered to be of permanent nature and the investments are to be held for a longer term.
8. Related Party disclosures as required by Accounting Standard – 18 issued by the Institute of Chartered Accountants of India, the company has only transaction i.e. it has taken interest free loan of Rs. 1975 thousands from its holding company, Amforge Industries Ltd.
9. In the opinion of the board of Directors, the current assets, loans and advances are approximately of the value stated if realized in the course of business. However, no provision for doubtful advances is considered necessary.
10. Additional information pursuant to para 4 of part II of the schedule VI of the Companies Act, 1956.

	<u>Current Year</u>	<u>Previous Year</u>
a. Expenditure in foreign currency traveling	Nil	Nil
b. Earning in foreign exchange	Nil	Nil
c. Auditors remuneration	Rs.10,000	Rs. 10,000
d. Managerial Remuneration	Nil	Nil

12. Figures for the previous year have been regrouped and rearranged wherever considered necessary.
13. Figures have been rounded off to the nearest rupee.

**AS PER OUR REPORT OF EVEN DATE
FOR M/S ASHWIN K. SHAH
CHARTERED ACCOUNTANTS**

FOR AND ON BEHALF OF BOARD

**(ASHWIN K. SHAH)
PROPRIETOR
MEMBERSHIP NO : 33083**

**PUNEET MAKAR DIRECTOR FALI P. MAMA
DIRECTOR**

**PLACE : MUMBAI
DATE : 19th AUGUST, 2010**



DUJON COMMERCIAL PRIVATE LIMITED
BALANCE SHEET ABSTRACT AND COMPANY'S
GENERAL BUSINESS PROFILE

I. REGISTRATION DETAILS

Registration No.	32647	State Code	11
Balance Sheet Date	31-03-2010		

II. CAPITAL RAISED DURING THE YEAR : (Amt. in Rs. '000)

Public Issue	-	Rights Issue	-
Bonus Issue	-	Private Placements	1,400

III. POSITION OF MOBILIZATION & DEPLOYMENT OF FUNDS : (Amt. in Rs. '000)

Total Liabilities	126,976	Total Assets	126,976
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Sources of Funds

Paid Up Capital	34,000	Reserves & Surplus	91,000
Secured Loans	-	Unsecured Loans	1,976

Application of Funds

Net Fixed Assets	-	Investments	106,333
Net Current Assets	19	Miscellaneous Exp.	319
Accumulated Losses	20,305		

IV. PERFORMANCE OF COMPANY : (Amt. in Rs. '000)

Turnover	-	Total Expenditure	115
Profit/Loss Before Tax	(115)	Profit After Tax	(115)
Earning per Share in Rs.	(0.03)	Dividend Rate (%)	-

V. GENERIC NAME OF THE PRINCIPAL PRODUCTS/SERVICES OF THE COMPANY

Item Code No. (ITC Code) :	N. A.
Product Description :	N. A.

