

# **INLAND PRINTERS LIMITED**

**ANNUAL REPORT  
2011 -- 12**

**BOARD OF DIRECTORS**

Mr. Gopalkrishnan Raman	Managing Director
Mrs. Shanti Gopalkrishnan	Executive Director & Compliance officer
Mrs. Indumati Raman	Director
Mr. Shreekumar S. Kaimal	Director
Mr. Manoj Randive	Director
Mr. Vinay Kurle	Director

**AUDITORS**

V. K. Beswal & Associates  
Chartered Accountants  
408/410, Rewa Chambers  
31, New Marne Lines  
Mumbai 400 020

**REGISTERED OFFICE**

3/150, Ram Chaya  
Major Parmeshwar Road  
Wadala  
Mumbai 400013

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## DIRECTORS' REPORT TO THE SHAREHOLDERS

To,  
The Members,

Your Directors have great pleasure in presenting the 32<sup>nd</sup> Annual Report along with the Audited Balance Sheet and Profit And Loss Account, for the year ended 31<sup>st</sup> March, 2012.

### 1. FINANCIAL RESULTS

The financial Results are briefly indicated below:

(Amt in Rs.)

PARTIULARS	YEAR ENDED	
	2011-2012	2010-11
Total Income	Nil	Nil
Total Expenditure	6,05,443	33,228
Profit/(Loss) before Taxation	(6,05,443)	(33,228)
Profit/(Loss) after Taxation	(6,05,443)	(33,228)
Profit/(Loss) Brought Forward	(18,60,98,178)	(18,60,64,950)
Balance carried to Balance Sheet	(18,67,03,621)	(18,60,98,178)

### 2. REVIEW OF OPERATIONS

The Company has incurred losses of Rs 6,05,443/- during the year under review. Your Directors expects to achieve better performance in the future and taking maximum efforts to control the costs and optimize the result in the coming years. The shares of your Company are listed at Bombay Stock Exchange. However the trading in equity shares of your company at Bombay Stock Exchange is presently suspended due to non-compliances of some of the clauses of Listing Agreement. The management is in the process of reviving the company

### 3. DIVIDEND

In view of the accumulated losses your Directors do not recommend any dividend.

### 4. DEPOSITS

The company has not accepted any deposits from the Public and such, no amount of principal or interest on fixed deposit was outstanding as on the Balance sheet date.

### 5. PARTICULARS OF EMPLOYEES

There were no employees during the whole or part of the year who were in receipt of remuneration in excess of limits as set out in terms of the provisions of section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules 1975 as amended.

6. DIRECTORS

Mrs. Shanti Gopalkrishnan and Mrs. Indumati Raman Directors retiring by rotation in terms of provisions of the Companies Act, 1956 and are eligible for re-appointment. The resolutions for their appointment as Director(s) are placed before you in the Annual General Meeting.

7. SUBSIDIARIES:

Since the Company has no subsidiaries, provision of section 212 of the Companies Act, 1956 is not applicable.

8. DIRECTOR'S RESPONSIBILITY STATEMENT

The Board of Directors hereby confirms:

That in the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.

That the Directors 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.

That the Directors have taken proper and sufficient care for the maintenances of adequate accounting records in accordance with the provision of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

That the Directors have prepared the Annual accounts on a going concern basis.

9. CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION

Since the Company does not have a manufacturing unit provisions of Section 217 (1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 regarding conservation of energy and technology absorption is not applicable.

10. FOREIGN EXCHANGE EARNINGS AND OUTGO.

During the year under review, besides the transactions reported elsewhere, there were no other Foreign Exchange transactions.

11. AUDITORS

The Board recommends appointment of M/S V.K. Beswal & Associates, Chartered Accountant as Statutory Auditors of the Company for the financial year 2012-13, who have also confirmed that their appointment shall be within limits specified under section 224 (1B) of the Companies Act, 1956.

12. AUDITORS REPORT:

Since notes to account are self explanatory, no further explanation is given by the Board as such.

13. COMMITTEES OF THE BOARD

Pursuant to Section 292A of the Companies Act, 1956 and clause 49 of Listing Agreement the Company has formed Audit Committee. Besides this the Company has also formed Shareholder / Investor Grievance Committee to redress investor's complaint, if any.

14. CORPORATE GOVERNANCE REPORT

The Company has obtained Corporate Governance Report from Ms. Palak Desai, Company Secretary in Practice and is annexed hereto.

A separate Report on corporate Governance is also annexed hereto and marked as **Annexure A** to this Report.

15. ACKNOWLEDGEMENTS

Your Company and its Directors wish to sincerely thanks all the customers, financial institution, creditors etc. for their continuing support and co-operation.

Your Directors express their appreciation for the dedicated and sincere services rendered by the employees of the company and also sincerely thank the shareholders for the confidence reposed by them in the company and from the continued support and co-operation extended by them.

A separate Report on corporate Governance is also annexed hereto and marked as **Annexure A** to this Report.

**By Order Of the Board  
For Inland Printers Limited**

**Chairman**

Date: 30.05.2012

Place: Mumbai

ANNEXURE A TO THE DIRECTORS REPORT FOR THE YEAR  
ENDED MARCH 31, 2012

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Corporate Governance code as introduced by Security and Exchange Board of India (SEBI) in pursuance of clause 49 of Listing Agreement is became applicable to the company by December 2005. However due to financial crisis and break down of business activities, the Company could implement the same only by January, 2012.

The Company believes in maximum utilization of resources at minimum cost and attaining maximum long-term shareholders value.

2. BOARD OF DIRECTORS

The Board of the Company comprises of 6 (Six) Directors, out of which 3 (Three) Directors are Non Executive promoter Directors and 3 (Three) are Independent Non Executive Directors of the Company. There is no nominee or Institutional Directors in the Company.

None of Directors has pecuniary or Business relationship with the Company other than as mentioned elsewhere in Annual Report. No Director of the Company is either member in more than 10 (Ten) committees and/or Chairman of more than 5 (Five) committees across all Companies in which he is Director.

During the year, there were in total 5 (Five) Board Meetings were held. The time gap between the two meetings was not more than 4 months. All the information required to be furnished to the Board was made available to them along with detailed Agenda notes. The dates on which the Board Meeting was held are 30<sup>th</sup> April, 2011, 30<sup>th</sup> July, 2011, 30<sup>th</sup> Oct, 2011, 7<sup>th</sup> Jan, 2012 and 14<sup>th</sup> Feb, 2012.

The following table gives the attendance of the Directors at Board Meetings of the Company and also other Directorship in other Companies and Chairmanship/Membership in Board Committees of public limited companies:

Name of Director	No. of meetings		Attended last AGM
	Held	Attended	
Gopalkrishnan Raman	5	5	Yes
Shanti Gopalkrishnan	5	5	Yes
Indumati Raman	5	5	Yes
Shreekumar Kaimal	5	1	No
Manoj Randive	5	1	No
Vinay Kurlle	5	1	No

None of the Non-executive Directors are paid any remuneration as defined under the provisions of Companies Act, 1956.

## COMMITTEES OF THE BOARD

### A. Audit Committee

Pursuant to the provisions of section 292(A) of the Companies Act, 1956 & Clause 49 II of Listing Agreement, an Audit Committee comprising of 3 Directors as members and two – third of whom being Non -Executive Directors. The Chairman of the Audit Committee is Mr. ShreeKumar Kaimal. The Audit Committee comprises of the following Directors :

Mr. Shreekumar Kaimal - Chairman  
 Mr. Vinay Kurlle - Member  
 Mr. Gopalkrishnan Raman - Member

During the year, there was 1 (One) Audit Committee Meetings was held on 14<sup>th</sup> February, 2012

The following table gives the attendance of the members at Audit Committee Meetings of the Board of Directors of the Company:

Name of Member	Designation	No. of Meetings		Sitting fees paid
		Held	Attended	
Mr. Shreekumar Kaimal	Chairman	1	1	Nil
Mr. Vinay Kurlle	Member	1	1	Nil
Mr. Goplakrishnan Raman	Member	1	1	Nil

### B. Shareholders/ Investors Grievance Committee

The Shareholders/Investors Grievance Committee comprises of 3 (Three) Members, majority of whom are Non Executive Directors. As required by clause 49 of Listing Agreement, the Chairman of the Shareholder/ Committee is



Independent, Non Executive Director. The composition of the Shareholders/Investors Grievance Committee as on 31st March, 2012 is as under:

Name of Member	Designation	No. of Meetings		Sitting fees paid
		Held	Attended	
Mr. Shreekumar Kaimal	Chairman	3	3	Nil
Mr. Vinay Kurle	Member	3	3	Nil
Mrs. Shanti Goplakrishnan	Member	3	3	Nil

During the year, there were in total 3(Three) Shareholders/Investors Grievance Committee Meetings were held on 10<sup>th</sup> January,2012, 10<sup>th</sup> Feb, 2012 and 10<sup>th</sup> March, 2012

#### C. Remuneration Committee

Remuneration committee comprises of 2 (Two) Members both of whom are Non Executive Independent Directors The Composition as on 31<sup>st</sup> March, 2012 is as under :

Name of Member	Designation	No. of Meetings		Sitting fees paid
		Held	Attended	
Mr. Shreekumar Kaimal	Chairman	2	2	Nil
Mr. Vinay Kurle	Member	2	2	Nil

#### Brief description of Terms of Reference

To determine and recommend to the Board the Remuneration including Commission, perquisites and allowances payable to the Whole Time Directors of the Company on overall performance of the Company during the Financial year of the Company and in conscience with the existing industrial practises of the Company.

During the year under review the company has not paid any remuneration and sitting fees to any of the Directors of the Company in view of the losses incurred by the company.

**D. General Body Meetings**

<b>Year</b>	<b>Location</b>	<b>Date</b>	<b>Time</b>	<b>No. of Special resolutions passed in the AGM</b>
2008-09	Registered Office of the Company	29-09- 2009	11.00 a.m.	Nil
2009-10	Registered Office of the Company	30-09-2010	11.00 a.m.	Nil
2010-11	Registered Office of the Company	28-02-2012	11.00 a.m.	Nil

**DISCLOSURES**

During the year there were no transactions material in nature with the Managing Director or Director, relatives that had potential conflict with the interest of the Company.

No penalties were imposed by the SEBI or the Stock Exchange on the Company in any matter related to the Capital Market during the last three years. The shares of the Company have been suspended for trading on the Bombay Stock Exchange for non payment of listing fees and compliances as required under the listing agreement. The application has been made to the BSE for revocation of suspension of trading in the shares of the Company.

**CODE OF CONDUCT**

The company has complied with the Code of Conduct for Directors and Senior Management approved by the Board. The Code of Conduct is made available on the website of your company.

**CEO/CFO CERTIFICATION**

Mr. Gopalkrishnan Raman, Managing Director who is entrusted with the Finance functions also has issued necessary certificate pursuant to the clause 49 of the Listing Agreement and same is attached forms part of the Annual Report.

**MEANS OF COMMUNICATION**

The quarterly, half yearly and annual results are published in two news papers. Management discussion and analysis forms part of the Annual Report.

**GENERAL SHAREHOLDING INFORMATION****Annual General Meeting**

Date and Time : Friday, 29<sup>th</sup> September, 2012 at 11.00 a.m.  
Venue : 105, Srishti Plaza, Saki Vihar Road,  
Powai, Mumbai 400 072

### **Financial Calendar 2011-12**

The Company follows April- March as the Financial Year. The results of every quarter are declared in the month following the quarter.

### **Code of Insider Trading**

The Company has adopted and implemented a Code of Conduct to SEBI (Prohibition of Insider Trading Regulations, 1992) The code lays down the guidelines, which include procedures to be followed and disclosures to be made by the insiders while dealing with the shares of the Company.

Date of Book Closure :  
Dividend payment date : Dividend not declared  
Listing on Stock Exchange :Bombay, Delhi and Ahmedabad.

However, the listing fees have been paid only to the BSE.

Script Code : 530787  
DEMAT ISIN Number : Not obtained  
Market Price data : The Company's shares were  
not traded during the year  
2011-12.

Registrar and Transfer Agent : Sharex Dynamic (India) Pvt Ltd  
Unit No. 1, Luthra Industrial Premises,  
Andheri – Kurla, Safed Pool, Andheri (E),  
Mumbai – 400072  
Emailid:[investor@sharexindia.co](mailto:investor@sharexindia.co)  
Tel:022 – 22641376 / 22702485

Share Transfer System : Presently, the share Transfers which are received in physical form are processed and the share certificates are return duly transferred within a period of 15 days from the date of receipt, subject to the documents being valid and complete in all respect.

Distribution of the shareholding on the basis of categories of shareholders as on 31.03.2012 is as under:

Category code	Category of Shareholder	Number of Shareholders	Total number of shares	Percentage to Total Shares
(I)	(II)	(III)	(IV)	(VI)
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group<sup>2</sup></b>			
<b>1</b>	<b>Indian</b>			
(a)	Individuals/ Hindu Undivided Family	4	2431300	32.90
(b)	Central Government/ State Government(s)			0.00
(c)	Bodies Corporate	2	2345300	31.73
(d)	Financial Institutions/ Banks	0	0	0.00
(e)	Any Others(Specify)	0	0	0.00
	<b>Sub Total(A)(1)</b>	<b>6</b>	<b>4776600</b>	64.63
<b>2</b>	<b>Foreign</b>			
A	Individuals (Non-Residents Individuals/ Foreign Individuals)	0	0	0.00
B	Bodies Corporate	0	0	0.00
C	Institutions	0	0	0.00
D	Any Others(Specify)	0	0	0.00
	<b>Sub Total(A)(2)</b>	<b>0</b>	<b>0</b>	0.00
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	<b>6</b>	<b>4776600</b>	64.63
<b>(B)</b>	<b>Public shareholding</b>			
<b>1</b>	<b>Institutions</b>			
(a)	Mutual Funds/ UTI	0	0	0.00
(b)	Financial Institutions / Banks	1	5300	0.07
(c)	Central Government/ State Government(s)		0	0.00
(d)	Venture Capital Funds	0	0	0.00
(e)	Insurance Companies	0	0	0.00
(f)	Foreign Institutional Investors	0	0	0.00
(g)	Foreign Venture Capital Investors	0	0	0.00
(h)	Any Other (specify)	0	0	0.00
	<b>Sub-Total (B)(1)</b>	<b>1</b>	<b>5300</b>	0.07
<b>B 2</b>	<b>Non-institutions</b>			

**INLAND PRINTERS LIMITED**

(a)	Bodies Corporate	23	1184800	16.03
(b)	Individuals			0.00
I	Individuals -i. Individual shareholders holding nominal share capital up to Rs 1 lakh	1362	939500	12.71
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	12	484300	6.55
(c)	Any Other (specify) Directors Friends and Relatives	0	0	0.00
	<b>Sub-Total (B)(2)</b>	<b>1397</b>	<b>2608600</b>	35.30
<b>(B)</b>	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>1398</b>	<b>2613900</b>	35.37
	<b>TOTAL (A)+(B)</b>	<b>1404</b>	<b>7390500</b>	<b>100.00</b>
<b>(C)</b>	<b>Shares held by Custodians and against which Depository Receipts have been issued</b>			
1	Promoter and Promoter Group	0	0	0
2	Public	0	0	0
	<b>Sub-Total (C )</b>	<b>0</b>	<b>0</b>	
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>1404</b>	<b>7390500</b>	<b>100.00</b>

Distribution of Shareholding as on 31.03.2012 pursuant to clause 35 of the Listing Agreement is as under:

SHARE			NUMBER OF		(&) OF	TOTAL	% OF
OF NOMINAL VALUE			HOLDERS		HOLDERS	AMOUNT	AMT
UPTO							
	TO	5000	1123		79.76	1969000	2.66
5001							
	TO	10000	73		5.18	605000	0.82
10001							
	TO	20000	21		1.49	369000	0.50
20001							
	TO	30000	90		6.39	2256000	3.05
30001							
	TO	40000	6		0.43	215000	0.29
40001							
	TO	50000	27		1.92	1343000	1.82
50001							
	TO	100000	34		2.41	3114000	4.21
100001							
	TO	ABOVE	34		2.41	64034000	86.64
T O T A L						73905000	100.00

Dematerialisation of Shares and Liquidity:

The Company has not yet offered the facility of trading in Demat Form.

Liquidity of Shares:

During the year, trading did not take place in the Company shares.

Investor Correspondence For transfer:

Name	Shanti Gopalkrishnan
Contact nos.	022-24150734
Email id	<a href="mailto:inlandprinterltd@gmail.com">inlandprinterltd@gmail.com</a>

Any Query on Annual Report :

Name	Shanti Gopalkrishnan
Contact nos.	022-24150734
Email id	<a href="mailto:inlandprinterltd@gmail.com">inlandprinterltd@gmail.com</a>

Declaration on code of Conduct

As Required by Clause 49(ID) of the Listing Agreement, it is hereby affirmed that all the Board members and Senior Management personnel have complied with the Code of Conduct of the Company.

Place: Mumbai

Date: 30.05.2012

Managing Director

**CEO/CFO Certificate under Clause 49 of the Listing Agreement**

To,  
The Board of Directors  
**Inland Printers Limited**  
**Mumbai**

I Gopalkrishnan Raman CEO & CFO of the Company do hereby certify that:

- (a) I have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
  - i. These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;
  - ii. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) I accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) I have indicated to the auditors and the Audit Committee
  - i. Significant changes in internal control during the year;
  - ii. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii. There have been no instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**FOR INLAND PRINTERS LIMITED**

**Managing Director**

DATE: 30<sup>th</sup> May, 2012  
PLACE: Mumbai

**CERTIFICATE ON CORPORATE GOVERNANCE**

To,  
The Members of  
**Inland Printers Limited**  
**Mumbai**

We have examined the compliance of conditions of Corporate Governance by Inland Printers Limited ('the Company') for the year ended March 31, 2012, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchange.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Place:** Mumbai  
**Date:** 30.04.2012

Palak Desai  
Company Secretary  
C.P. No. 7426



## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### Management Discussion

#### A) INDUSTRY STRUCTURE AND DEVELOPMENT:

The Printing Industry of India is providing employment opportunities to more than 3.0 million people directly and more than 1.5 million indirectly. Due to liberalization and globalization, the printing industry is progressing at a very fast speed by adopting modern technology and by employing professionals.

The facilities available in India, as compared to the other parts of the world, are more economical due to lower labour costs and availability of basic infrastructure. India is therefore attracting entrepreneurs from all over the world to set up their units in this country. Foreign investment regulations have been relaxed. Up to 26% Foreign Direct Investment (FDI) is permitted in newspapers and periodicals dealing with news and current affairs. In non-news publications, 100% foreign investment is permitted. Due to the changes in the regulation, many foreign investors have taken strategic stakes in the domestic print media companies. Multinational Companies (MNCs) are investing in our printing industry and collaboration agreements are being entered

But in the context of the world-wide recession there has been some effect on the Indian market also. But since our domestic market is big the recession has so far not been the cause of too much worry to us and we hope this will remain the case in the future too. However, we must also add that there has been a psychological effect on the industry in terms of investments on capital equipment with a wait-and-watch attitude. The emerging consensus is that the economy may now be at its lowest but a firm recovery may take longer depending on the global economy. Well, we should be able to tide over by this year-end with signs of revival being already seen on the horizon. We hope to see an improvement in the current scenario with better markets and improved working for the company. Commercial printing like brochures, leaflets, catalogues, calendars are highly competitive. Specialized products like bill printing, packaging items and promotional material can be a good revenue generating activity. Due to the influx of the internet and electronic media splurge the spend on hard copy printing has been marginalized.

#### B) SEGMENTWISE PERFORMANCE:

The Company is into commercial printing and this may be considered as the only segment. Therefore the requirement of segment wise reporting is not applicable.

C) OPPORTUNITIES / OUTLOOK:

The company is taking maximum efforts to capitalize on business opportunities & further expect a better outlook in the coming years.

D) THREATS:

The major threats for the company are competition from the Government Policies.

E) RISKS AND CONCERNS:

Your company is taking adequate measures to safeguard against Risks & Concerns.

F) INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

Your Company has been maintaining an adequate internal control system commensurate with the size & nature of its business.

G) HUMAN RESOURCES POLICIES:

Presently the Company has very limited employees however, your company considers its human resources as its most valuable assets, among all other assets of the Company. Envisaging the future expansion, the policy of the company is to actuate the talent by providing opportunities to develop themselves within the organization. The company continued to have maintained very cordial & harmonious relations with its employees.

H) CAUTIONARY STATEMENT:

Due to unfavourable market conditions your company is facing profitability problems however, your management is making optimum efforts to minimize the overheads & cost reduction.

On behalf of the Board

**Gopalkrishnan Raman**  
**Managing Director**

### **AUDITORS' REPORT**

We have audited the attached Balance Sheet of **INLAND PRINTERS LIMITED**, as at **31<sup>st</sup> March 2012** and also the Profit and Loss Account & Cash Flow Statement 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.

1. 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 disclosure 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.
2. As required by the Companies (Auditor's Report) Order, 2003 as amended issued by the Central Government of India in terms of sub-section (4A) of Section 227 of 'The Companies Act, 1956 and on the basis of such checks of the books and records of the company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
3. Further to our comments in the Annexure referred to in paragraph 2 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 purpose of our audit.
  - b) In our opinion, proper books of accounts as required by law have been kept by the Company so far as appears from our examination of those books.
  - c) The Balance Sheet, Profit & Loss Account & Cash Flow Statement referred to in this report are in agreement with the books of accounts.
  - d) In our opinion and to the best of our information and according to the explanations given to us, the Balance Sheet, Profit & Loss & Cash Flow Statement Account are prepared in accordance 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 directors as on 31st March, 2012 and taken on record by the Board of Directors, we report that the Directors are disqualified as on 31st March, 2012 from being appointed as a director in terms of clause (g) of sub-section (i) of section 274 of the Companies Act, 1956.*

f) *Attention is also invited to;*

*I) Note No.5 in “Notes to Account, regarding the financial statements of the Company having been prepared on going concern basis, notwithstanding the fact that its net worth is completely eroded.*

*II) Note No. 4(b) in “Notes to Account”, regarding Non provision of Interest on working capital loan from The Shamrao Vithal Co-op Bank Ltd.*

*III) Note No. 4(c) in “Notes to Account”, regarding Non provision of Bombay Sales Tax and Central Sales Tax amounting to Rs. Rs.1,05,661/- and Rs.4,17,097/- respectively which is subject to further intent as may be qualified.*

*As a result of the above :*

- i) *The Loss for the year is understated by Rs.5,22,758/-*
  - ii) *The liabilities are understated by Rs.5,22,758/-on account of non provision of BST and CST dues.*
  - iii) *The cumulative loss is understated by Rs5,22,758/-*
- g) Subject to the above and in our opinion and to the best of our information and according to the explanations given to us, the said financial statements together with notes thereon and attached thereto give in the prescribed manner the information required by the Companies Act, 1956, required and give a true and fair view in conformity with the accounting principles generally accepted in India:
- i. In so far as it relates to the **Balance Sheet** of the state of affairs of the Company as at **31<sup>st</sup> March, 2012**
  - ii. In so far as it relates to the **Profit & Loss Account** of the **LOSS** of the company for the year ended on that date,  
and
  - iii. In so far as it related to the **Cash Flow Statement**, of the Cash Flows for the year ended on that date.

**For V.K.BESWAL & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**  
**Firm Regn. No.: 101083W**

**CA V K BESWAL**  
**[PARTNER]**  
**M.NO.030426**

**PLACE : MUMBAI**  
**DATE : 30<sup>th</sup> April, 2012**

## ANNEXURE

### INLAND PRINTERS LIMITED ANNEXURE TO THE AUDITOR'S REPORT OF EVEN DATE

(Referred to in paragraph 2 thereof)

- 1) Based on our scrutiny of the Company's books of account and other records and according to the information and explanations received by us from the management, we are of the opinion that the question of reporting on maintenance of proper records of fixed assets, physical verification of fixed assets and any substantial sale thereof does not arise since the Company had no fixed assets as on 31<sup>st</sup> March 2012 nor at any time during the financial year ended 31.03.2012.
- 2) As the Company has not purchased / sold goods during the year nor is there any opening stocks, requirement of reporting on physical verification of stocks or maintenance of inventory records, in our opinion, does not arise.
- 3) The company has neither granted nor taken any loans to/from companies, firms or other party covered in the register maintained u/s.301 of the Companies Act, 1956.
- 4) Having regard to the nature of company's business and based on our scrutiny of the company's records and the information and explanations received by us, we report that the company's activities do not include purchase of inventory, fixed assets and sale of goods.
- 5) Based on the audit procedures applied by us and the information and explanations provided by the management, we are of the opinion that there were no transactions during the year that need to be entered in the register maintained u/s.301 of the Companies Act, 1956.
- 6) In our opinion and according to the information and explanations given to us since the company has not accepted any deposits from public within the meaning of section 58-A, 58AA or any other provision of the Act, the question of compliance with the provisions of section 58A of the Act does not arise.
- 7) In our opinion the Company does not have formal internal audit system as there is no business.
- 8) As informed to us, the Central Government has not prescribed the maintenance of Cost records under section 209(1)(d) of the Companies Act, 1956.
- 9) a) *According to the records of the company, the Company is has not deposited undisputed statutory dues i.e. ESIC of Rs.1,448/-, Profession Tax of Rs.2,410/-, Works Contract Tax of Rs.26,610/-, Provident Fund of Rs.13,965/-, TDS of Rs.11,945/-, BST of Rs.1,05,661/- and CST of Rs.4,17,097/- which are outstanding as at 31.03.2012 for a period of more than 6 months.*

- b) According to the information and explanations given to us the company has not deposited sales tax dues on account of dispute detailed as given below:-

<b>Financial Year</b>	<b>Nature of Dues</b>	<b>Amount (Rs.)</b>	<b>Forum where dispute is pending</b>
<b>1997-98</b>	<b>Bombay Sales Tax</b>	<b>3,271,190</b>	<b>Remanded by the Tribunal to Dy. Commissioner of Sales Tax(Appeals)II, Mumbai</b>
<b>1997-98</b>	<b>Central Sales Tax</b>	<b>418,062</b>	<b>Remanded by the Tribunal to Dy. Commissioner of Sales Tax(Appeals)II, Mumbai</b>

- 10) The accumulated losses of the company have exceeded 50% of its net worth as at 31/03/2012. The company has incurred a cash loss of Rs. 6,05,443/- in the current financial year and Rs.33,228/- in the immediately preceding financial year.

- 11 )*The Company has defaulted in repayment of dues to Bank, details as given below:-*

<b>Loan taken from</b>	<b>Amount (Rs.) (as per balance sheet)</b>	<b>Defaulted since</b>
<b>Shamrao Vithal Co-op. Bank Ltd. (SVCBL)</b>	<b>71,00,000</b>	<b>1998-1999</b>

*The company has paid Rs.1.50 Crores as against Rs.2.21 Crores for settlement of term loans in the financial year 2005-06 which is also accepted by arbitrator, however, SVCBL(Shamrao Vithal Co-op. Bank Ltd) challenged the said award in Hon'ble Bombay High Court. The Hon'ble High Court vide order dated 06.02.2012 as quashed the award proceedings and remanded back to the sole arbitrator for reconsideration.*

- 12) According to the information and explanation given to us the company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures or other securities.
- 13) In our opinion, and to the best of our information and according to the explanations provided by the management, we are of the opinion that the company is neither a Chit Fund nor a nidhi /mutual benefit society. Hence, in our opinion, the requirements of para 4 (xiii) of the Order do not apply to the company.
- 14) As per records of the company and information and explanations given to us by the management, company is not dealing or trading in shares, securities, and debentures and other investments.
- 15) According to the information and explanations given to us the Company has not given any Guarantee for loan taken by others from bank or financial institutions.
- 16) According to the records of the Company, the Company has not obtained any term loans during the year. Hence, comments under the clause are not called for.

- 17) According to the information and explanations given to us and, on an overall examination of the balance sheet of the company, we report that no funds raised on short-term basis have been used for long-term investment by the company.
- 18) According to the records of the company and the information and explanations provided by the management, the company has not made any preferential allotment of shares to parties and companies covered in the register maintained u/s.301 of the Act.
- 19) No debentures have been issued by the Company during the year. Hence, the question of creating securities in respect thereof does not arise.
- 20) The Company has not raised any money by way of public issue during the period covered by our audit report.
- 21) Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

**For V.K. BESWAL & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**  
**Firm Regn. No. 101083W**

**(CA V K BESWAL)**  
**PARTNER**  
**M.NO.030426**

**PLACE : MUMBAI**  
**DATE : 30th April, 2012**

**INLAND PRINTERS LIMITED**  
**BALANCE SHEET AS AT 31<sup>st</sup> MARCH, 2012**

( Amount in Rs.)

Particulars	Note No.	31st March, 2012	31st March, 2011
<b>I. EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
(a) Share capital	1	73,046,500	73,046,500
(b) Reserves and surplus	2	(79,542,291)	(78,936,848)
		(6,495,791)	(5,890,348)
<b>Non-current liabilities</b>			
(a) Long-term borrowings	3	8,100,000	8,100,000
		8,100,000	8,100,000
<b>Current liabilities</b>			
(b) Other current liabilities	4	1,017,954	984,246
		1,017,954	984,246
<b>TOTAL</b>		<b>2,622,163</b>	<b>3,193,898</b>
<b>II. ASSETS</b>			
<b>Non-current assets</b>			
(a) Fixed assets		-	-
(b) Non-Current Investment	5	20,000	20,000
(c) Long-term loans and advances	6	2,457,503	3,029,183
		2,477,503	3,049,183
<b>Current assets</b>			
(a) Cash and cash equivalents	7	144,660	144,715
		144,660	144,715
<b>TOTAL</b>		<b>2,622,163</b>	<b>3,193,898</b>

As per our report of even date  
**For V.K.BESWAL & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**

FOR Inland Printers Limited

**CA V. K. BESWAL**  
**PARTNER**

M.NO. 030426  
FIRM REG. NO. 101083W  
PLACE : MUMBAI  
DATED : 30th April, 2012

DIRECTOR

DIRECTOR

**INLAND PRINTERS LIMITED**  
**PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2012**

( Amount in Rs.)

Particulars	Note No.	31st March, 2012	31st March, 2011
Revenue from Operations		-	-
<b>Total Revenue</b>		-	-
<b>Expenses:</b>			
Finance costs	8	55	138
Other expenses	9	605,388	33,090
<b>Total expenses</b>		<b>605,443</b>	<b>33,228</b>
<b>Profit before tax</b>		<b>(605,443)</b>	<b>(33,228)</b>
Tax expense:			
Current tax		-	-
<b>Profit (Loss) for the period</b>		<b>(605,443)</b>	<b>(33,228)</b>
Earnings per equity share: Basic & Diluted (in Rs.)		(0.08)	0.00

As per our report of even date  
**For V.K.BESWAL & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**

FOR Inland Printers Limited

**CA V.K. BESWAL**  
**PARTNER**

M.NO. 030426  
FIRM REG. NO. 101083W  
PLACE : MUMBAI  
DATED : 30th April, 2012

DIRECTOR

DIRECTOR



# Inland Printers Limited

## Cash flow statement for the year ended 31 March 2012

(Amount in INR)

S.No	Particulars	For the year ended March 31, 2012	For the year ended March 31, 2011
I	<b><u>Cash flow from operating activities</u></b>		
	Profit before tax from continuing operations	(605,443)	(33,228)
	Profit before tax from discontinuing operations	-	-
	<b>Profit before tax</b>	<b>(605,443)</b>	<b>(33,228)</b>
	Non-cash adjustment to reconcile profit before tax to net cash flows	-	-
	<b>Operating profit before working capital changes</b>	<b>(605,443)</b>	<b>(33,228)</b>
	Movements in working capital :		
	Increase / (decrease) in other current liabilities	33,708	33,090
	Decrease / (increase) in long-term loans and advances	571,680	-
	<b>Cash generated from / (used in) operations</b>	<b>(55)</b>	<b>(138)</b>
	Direct taxes paid (net of refunds)	-	-
	<b>Net cash flow from / used in operating activities (A)</b>	<b>(55)</b>	<b>(138)</b>
II	<b><u>Cash flow from investing activities</u></b>		
		-	-
	<b>Net cash flow from / (used in) investing activities (B)</b>	<b>-</b>	<b>-</b>
III	<b><u>Cash flow from financing activities</u></b>		
		-	-
	<b>Net cash flow from / (used in) in financing activities (C)</b>	<b>-</b>	<b>-</b>
	Net increase / (decrease) in cash and cash equivalents (A + B + C)	(55)	(138)
	Cash and cash equivalents at the beginning of the year	144,715	144,853
	<b>Cash and cash equivalents at the end of the year</b>	<b>144,660</b>	<b>144,715</b>
	<b><u>Components of cash and cash equivalents</u></b>		
	Cash on hand	139,654	138,454
	Cheques/ drafts on hand	-	-
	With banks - on current account	5,006	6,261
	<b>Total cash and cash equivalents (Note 7)</b>	<b>144,660</b>	<b>144,715</b>
For V. K. Beswal & Associates Chartered Accountants FRN : 101083W		For & on behalf of the Board	
CA. V. K. Beswal Partner Mem. No. 030426		Director	
Place : Mumbai Date : 30th April, 2012		Director	

**INLAND PRINTERS LIMITED.**  
**SCHEDULES FORMING PART OF BALANCE SHEET**

**Note : 1 Share Capital**

A	Particulars	31st March, 2012		31st March, 2011	
		Numbers	Rs.	Numbers	Rs.
	<b>Authorised</b>				
	Equity Shares of Rs.10 each	10,000,000	100,000,000	10,000,000	100,000,000
			100,000,000		100,000,000
	<b>Issued and Subscribed</b>				
	Equity Shares of Rs.10 each	7,390,500	73,905,000	7,390,500	73,905,000
	Less: Calls In Arrears		858,500		858,500
	<b>Total</b>	7,390,500	73,046,500	7,390,500	73,046,500

**B Reconciliation of the shares**

**Reconciliation of the shares outstanding at the beginning and at the end of the reporting period**

Particulars	Equity Shares			
	31st March, 2012		31st March, 2011	
	Number	Rs.	Number	Rs.
At the beginning of the year	7,390,500	73,046,500	7,390,500	73,046,500
Shares Issued during the year	-	-	-	-
At the end of the year	7,390,500	73,046,500	7,390,500	73,046,500

**C Detail of shareholders holding more than 5% of shares in the company**

Name of Shareholder	Equity Shares			
	31st March, 2012		31st March, 2011	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Ramnath Raman	1,657,160	22.42%	1,657,160	22.42%
Inland Dataforms Pvt Ltd	1,652,100	22.35%	1,652,100	22.35%
ICICI Securites and Finance Co. Ltd	799,200	10.81%	799,200	10.81%
Insigh Management Services Pvt Ltd	693,200	9.38%	693,200	9.38%
Raman Gopalakrishnan	571,210	7.73%	571,210	7.73%

**D Disclosure pursuant to Note no. 6(A)(i) of Part I of Schedule VI to the Companies Act, 1956**

Particulars	Aggregate No. of Shares (for last 5 Financial Years)
<b>Equity Shares :</b>	
Fully paid up pursuant to contract(s) without payment being received in cash	NIL
Fully paid up by way of bonus shares	NIL
Shares bought back	NIL

**INLAND PRINTERS LIMITED**  
**SCHEDULES FORMING PART OF BALANCE SHEET**  
**AND PROFIT AND LOSS ACCOUNT**

**Note - 2 : Reserve and surplus**

Particulars	31 March 2012	31 March 2011
	Rs.	Rs.
<b>a. General Reserves</b>		
Opening Balance	54,400	54,400
(+)/(-) Transfer from Profit & Loss Account	-	-
Closing Balance	54,400	54,400
<b>b. Capital Reserves</b>		
Opening Balance	11,374,430	11,374,430
(+)/(-) Transfer from Profit & Loss Account	-	-
Closing Balance	11,374,430	11,374,430
<b>c. Securities Premium Account</b>		
Opening Balance	100,025,000	100,025,000
(-) Call in Arrears	4,292,500	4,292,500
Closing Balance	95,732,500	95,732,500
<b>d. Profit &amp; Loss Account</b>		
Opening balance	(186,098,178)	(186,064,950)
Add : Profit/(Loss) for the year	(605,443)	(33,228)
Closing Balance	<b>(186,703,621)</b>	<b>(186,098,178)</b>
<b>Total</b>	<b>(79,542,291)</b>	<b>(78,936,848)</b>

**Note - 3 : Long term borrowings**

Particulars	31 March 2012	31 March 2011
	Non-current	
	Rs.	Rs.
<b><u>Secured Loan</u></b>		
<b><u>Unsecured Loan</u></b>		
From Others	1,000,000	1,000,000
From Bank	7,100,000	7,100,000
<b>Total</b>	<b>8,100,000</b>	<b>8,100,000</b>

**Note - 4 : Other Current Liabilities**

Particulars	31 March 2012	31 March 2011
	Rs.	Rs.
(a) Current maturities of long term loan	-	-
(b) Statutory dues	56,578	56,578
(c) Other Liabilities	961,376	927,668
<b>Total</b>	<b>1,017,954</b>	<b>984,246</b>

# INLAND PRINTERS LIMITED

Notes to financial statements for the year ended 31st March 2012

## Note - 5 : Non-current investments

Particulars	As at 31 March 2012	As at 31 March 2011
<b>Investments Unquoted:</b>		
Investment in Equity instruments		
1,000 equity shares of Rs. 10 each in The Saraswat Co-op Bank Limited	10,000	10,000
1,000 equity shares of Rs. 10 each in The Shamrao Vithal Co-op Bank Limited	10,000	10,000
<b>Total</b>	<b>20,000</b>	<b>20,000</b>

## Note - 6: Long-term loans and advances

Particulars	As at 31 March 2012	As at 31 March 2011
<b>a. Security Deposits</b> (Unsecured, considered good) Security Deposit	12,000	12,000
<b>b. Loans and advances to related parties</b> (Unsecured, considered good) Dues from companies in which the company's director is a director	2,445,503	3,017,183
	<b>2,457,503</b>	<b>3,029,183</b>

## Note - 7 : Cash and cash equivalents

Cash and cash equivalents	As at 31 March 2012	As at 31 March 2011
	<b>Rs.</b>	<b>Rs.</b>
a. Balances with banks		
On current accounts	5,006	6,261
c. Cash on hand	139,654	138,454
	<b>144,660</b>	<b>144,715</b>

## INLAND PRINTERS LIMITED

Notes to financial statements for the year ended 31st March 2012

### Note - 8 : Finance costs

Particulars	For the year ended 31 March 2012	For the year ended 31 March 2011
	Rs.	Rs.
Bank Charges	55	138
<b>Total</b>	<b>55</b>	<b>138</b>

### Note - 9 : Other expenses

Particulars	For the year ended 31 March 2012	For the year ended 31 March 2011
	Rs.	Rs.
Listing Expenses	555,135	-
Auditor's remuneration	33,708	33,090
Annual Maintenance Charges	16,545	-
<b>Total</b>	<b>605,388</b>	<b>33,090</b>

### Payments to auditor

Particulars	For the year ended 31 March 2012	For the year ended 31 March 2011
	Rs.	Rs.
For Audit Fee	33,708	33,090
For Tax Audit Fee	-	-
For Certification & Others	-	-
<b>Total</b>	<b>33,708</b>	<b>33,090</b>

**INLAND PRINTERS LIMITED**

**SIGNIFICANT ACCOUNTING POLICIES ANNEXED TO & FORMING  
PART OF BALANCE SHEET AS ON 31<sup>ST</sup> MARCH'2012**

**1) SIGNIFICANT ACCOUNTING POLICIES:**

- a) Basis of Accounting:  
Financial statements are prepared under historical cost convention and on accrual basis.
- b) Investments :  
Long term investments are stated at cost. Provision for diminution in the value of long term investments is made only if such a decline is other than temporary in the opinion of the management.
- c) Provisions, contingent liabilities and contingent assets :  
A provision is recognized when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognized in the financial statements. A contingent asset is neither recognized nor disclosed in the financial statements.

	31.03.2012 -----	31.03.2011 -----
2) a) Estimated amount of contracts Remaining to be executed on Capital Account but not Provided.	NIL	NIL
b) Claims made against the company not acknowledged as debt Birla Global Finance Ltd.	Rs.27,62,654/-	Rs. 27,62,654/-
c) Contingent liability not provided for Sales Tax dues	Rs. 36,89,252/-	Rs.36,89,252/-

- 3) In the opinion of the Board:
- i) The balances in respect of Current Assets, Loans and Advances, Secured Loans, Creditors and other current liabilities are subject to confirmation.
- ii) Provisions for all known liabilities subject to point number 4(b) in the notes to accounts have been made .

- 4) a) The company has paid Rs.1.50 Crores as against Rs.2.21 Crores for settlement of term loans in the financial year 2005-06 which is also accepted by arbitrator, however, SVCBL(Shamrao Vithal Co-op. Bank Ltd) challenged the said award in Hon'ble Bombay High Court. The Hon'ble High Court vide order dated 06.02.2012 as quashed the award proceedings and remanded back to the sole arbitrator for reconsideration.
- b) Interest on working capital loan from The Shamrao Vithal Co-operative Bank Ltd has not been provided during the year as the amount is not ascertained and the matter is set aside by the high court for de novo consideration.
- c) The Company has not made Provision of Sales Tax Payable of Rs. 5, 22,758/- during the year.
- 5) The Company has incurred substantial losses and its net worth is eroded, the accounts have been prepared on the principle of going concern with a view to revive the operations of the Company in future notwithstanding the fact that its net worth is completely eroded, and the company is a Sick Industrial Company.
- 6) In the absence of virtual certainty of future taxable profits, deferred tax assets has not been created
- 7) Details of Raw Materials consumed:      NIL      NIL
- 8) CIF Value of Import      NIL      NIL
- 9) Expenditure in Foreign Currency      NIL      NIL
- 10) Earning in Foreign Currency      NIL      NIL
- 11) Auditors Remuneration  
Audit Fees      Rs. 33,708/-      Rs. 33,090/-
- 12) Based on the information available with the Company, there are no suppliers who are registered as micro or small enterprises under "The Micro, Small and Medium Enterprises Development Act, 2006.
- 13) Previous year's figures have been regrouped, rearranged, recalculated wherever necessary.

AS PER OUR REPORT OF EVEN DATE  
**FOR V.K.BESWAL & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**  
 FIRM REGN. NO.: 101083W

FOR AND ON BEHALF OF THE BOARD

(CA V K BESWAL)  
 PARTNER  
 M.NO: 030426

(DIRECTOR

(DIRECTOR)

PLACE: MUMBAI  
 DATED: 30<sup>th</sup> April, 2012