

ANNUAL REPORT 2009-10



RMCL

High End Customised Packaging

- > Pharmaceuticals
- > Food

Services

- > Clinical Trials
- > Packaging Audits
- > Contract Packaging
- > Machinery

Standard Packaging Material

- > Retail
- > Online
- > Personalised

World's 6th largest plant
for PVDC Coated blister packaging

PVdC Coated Blister

Sixth largest manufacturing facility in the world, excellent barrier properties, varying thicknesses, manufactured in one single operation

PVdC coated PVC sheets are an ideal answer to a growing demand for quality packaging that guarantees excellent performance and product protection. It is a primary packaging material for pharmaceutical applications and has great water vapor transmission barrier property.



Cold Formed Blisters (ALU-ALU)

Excellent aluminum based blister for packing sensitive pharmaceutical and generic medicines

To deliver more advanced pharma product packaging solutions, RMCL manufactures multilayered cold-formable aluminium based blister structure (ALU ALU). Aluminum-Aluminum blister packages are used for pharmaceutical products, which are easily decomposable, or highly sensitive to light, moisture or oxygen.



Extrusion Coated Laminates

High quality extrusion coating for excellent packaging appearance

RMCL manufactures extrusion coated and laminated consumer packaging materials using a combination of paper, board, film, aluminium foil etc. These laminates provide an extremely good and reliable barrier against moisture, light, oxygen, grease, odours and gas diffusion.



Collapsible Tubes

Lightweight, leakproof, multipurpose

Collapsible tubes have evolved with changing packaging needs. RMCL today has an excellent portfolio catering to the tubes market. These tubes are not just lightweight but also leak proof and easy to use. They also facilitate the reproduction of excellent print graphics making them an exciting medium to build brands.



BOARD & OTHER PARTICULARS

BOARD OF DIRECTORS

Mr. Anil J. Agrawal	Chairman
Mr. Mitesh A. Agrawal	Managing Director & CEO
Mr. Abhishek Agrawal	Jt. Managing Director
Mr. Kanubhai Patel	Director
Mr. S. P. Aggarwal *	Director
Mr. Binod Kumar Paliwal *	Director
Mr. Serge A Lapointe *	Director
Mr. Radhey Krishna Mishra*	Director
Mr. Rajiv Prasankumar Nanavati*	Director

* Independent & Non-Executive Directors

AUDITORS H.P.SHAH ASSOCIATES

COMPANY SECRETARY & COMPLIANCE OFFICER CS MANGESH SHETYE

COMPANY SECRETARIES IN PRACTICE JAGDISH PATEL & CO.

BANKERS

State Bank of India
Vapi I.T. Branch, Vapi

Bank of Baroda
Mangaldas Market Branch, Mumbai
SSI Daman Branch, Daman

REGISTERED OFFICE

Survey No. 50/9A,
Daman Industrial Estate,
Village Kadaiya,
Nani Daman -396 210,
UT of Daman & Diu
Tel:-91-0260-6619000,2220176
Fax No. 91-260-2220177
Email: rmcl@relinpro.com

REGISTRAR & SHARE TRANSFER AGENT

Link Intime India Private Limited
C-13, Pannalal Silk Mills Compound
L.B.S. Marg, Bhandup West,
Mumbai - 400078
Tel No.: 022 - 25963838, 25946970
Fax No.: 022 - 25946969
Email : rnt.helpdesk@linkintime.co.in

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Radha Madhav Corporation Limited

NOTICE is hereby given that the **Sixth** Annual General Meeting of the Members of **Radha Madhav Corporation Limited** Will be held at the Registered Office of the Company at Survey No. 50/9/A, Daman Industrial Estate, Village Kadaiya, Nani Daman -396 210, UT of Daman & Diu on 25th September, 2010 at 10.00 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2010 and Profit & Loss Account for the year ended on that date together with the Directors' Report and Auditors' Report thereon.
2. To appoint a Director in place of Mr. Anil J. Agrawal, who retires by rotation, and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. Mitesh A. Agrawal, who retires by rotation, and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. Serge A Lapointe, who retires by rotation, and being eligible offers himself for re-appointment.
5. To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS:

6. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309 and other applicable provisions of the Companies Act, 1956, read with Schedule XIII to the Companies Act, 1956, the approval of members be and is hereby accorded to the Re-appointment of Mr. Mitesh Agrawal, as a Managing Director of the Company for the period of five years w.e.f. 1st March, 2010 to 28th February, 2015, without any remuneration."

For and on Behalf of the Board

sd/-

Place : *Daman*

Dated : *28th May 2010*

Mr. Anil Agarwal

Chairman

NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself, and proxy so appointed need not be a member of the company. In order to be effective, proxy form must be lodged with the company not less than 48 hours before the commencement of the meeting.
2. Explanatory Statements Pursuant to Section 173 (2) of the Companies Act 1956, relating to the special business is annexed herewith.
3. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Meeting.
4. The register of members and the share transfer books of the Company will remain closed from 20.9.2010 to 25.09.2010 (both days inclusive).
5. Members desirous of asking any questions at the Annual General Meeting are requested to send in their questions so as to reach the Company at least 10 days before the Annual General Meeting so that the same can be suitably replied.

7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Members who hold shares in electronic form are requested to write their DP Id and client Id numbers and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the Meeting to facilities identification of membership at the Meeting. Members are requested to bring their attendance slip along with their copy of the Annual Report to the Meeting. As copies of Annual Report will not be distributed at the meeting.

Members are requested to intimate change of address, if any, to the company quoting reference to their Registered Folio Number.

At the ensuing Annual General Meeting Mr. Anil J. Agrawal, Mr. Mitesh A. Agrawal and Mr. Serge A Lapointe retire by rotation and are being proposed for re appointment, the detail as required under Clause 49 (IV)(E)(v) of the Listing Agreement is given below:

Name	Age	Educational Qualification	Experience	No. of share hold
Mr. Anil J. Agrawal	60	Graduate	40 years in various for running business fields	2010364
Mr. Mitesh A. Agrawal	32	M.Sc. MBA, holds B.E in Polymer Engeniering from MIT Pune and M.S from Oxford, Brooks University, U.K.	More than 10 years overall operations of the Company.	2828035
Mr. Serge A Lapointe	55	BEPC, BEI, BAC, BTC Chemistry, Diploma Engineer.	39 Years	Nil

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACTS, 1956

Item No. 6

Mr. Mitesh Agrawal has been associated with the Company since its inception., he has provided dynamic and effective leadership to the Company's management team and, the Company has made great strides in business activities and has helped the Company as one of the dominant player in the industry. He has held the post of Chairmanship of Indian Plastic Institute, Daman Chapter. The Board recommends passing of the resolution for Re- appointment Managing Director.His term of Re- appointment is in conformity with

Schedule XIII to the Companies Act, 1956, as amended up to date.This be treated as an abstract under section 302 of the Companies Act, 1956.

None of the Directors are concerned or interested in this resolution except Mr. Mitesh Agrawal, Anil agrawal and Abhishek Agrawal.

For and on Behalf of the Board

sd/-

Place : Daman

Mr. Anil Agarwal

Dated : 28th May 2010

Chairman



DIRECTORS' REPORT

To,
The Members,
Radha Madhav Corporation Limited,

Dear Sir/Madam

The Directors have pleasure in presenting the Sixth Annual Report together with the Audited Accounts for the year ended on 31st March, 2010.

FINANCIAL RESULTS

	31.3.2010 in Lacs	31.3.2009 in Lacs.
Sales and other Operational Income	16410.54	18129.79
Profit before Depreciation & Tax	(3449.24)	936.56
Less: Depreciation	1317.01	855.58
Profit After Depreciation & before Tax	(4766.25)	80.98
Provision for Tax (including Deferred, Fringe Benefit Tax and Provision for Wealth Tax)	28.28	35.33
Profit /(Loss) after tax	(4794.53)	45.65
Balance brought forward from Balance sheet	2275.02	2265.29
Provision for Preference Share Dividend (Including Dividend tax)	0	35.92
Balance carried to Balance Sheet	(2519.51)	2275.02

OPERATIONS

The decline in financial result as stated above is due to many folds as stated below:

1. The (new) project installed requires, extensive trial runs for stabilization of operations, leading to significant material wastage, resulting higher costs than projected.
2. The new project had a significant proportion catering to the Pharma space, where the company had to cater to new clientele, which could not be achieved as quickly as projected.
3. The project came up at the peak of economic recession during 2nd half of FY 2009. Hence establishing the new products/ sales build up took much more time than expected.
4. Due to liquidity strain and non-availability of working capital facilities from the banks, the company had to resort to credit purchases, leading to higher cost of procurement, thereby affecting operating margins
5. EBITDA margins during FY 09 and FY 10 have declined due to higher Raw material consumption %, due to
 - Increase in material wastage to stabilise the operations of the new project.
 - Inability to ramp up operations, despite higher fixed cost structure built up to market new project's output
 - Reduction in GP margins on account of strained liquidity and working capital position due to pressure from suppliers and customers

The Company caters to a very large customer base. This increases the selling costs. And since each order value is

small, the production cost and inventory level are higher

Competition: The Company has to face competition from the existing large companies and also from imports.

Outlook and future:

As the products of the company finds a major application in FMCG, Pharmaceuticals and Dairy industry, food for which growth prospects are attractive, the Company's prospects are considered satisfactory and is stage of recovery.

FINANCE

The Company has availed additional credit facilities from State Bank of India and Bank of Baroda.

The performance of the last two years has led to significant liquidity pressure as shown by the gap in long term sources vis-à-vis applications.

DEPOSITS:

The Company has not accepted Deposits within the meaning of section 58A of the Companies Act 1956.

DIRECTORS

In accordance with the requirements of the Companies Act 1956, Mr. Anil J. Agrawal, Mr. Mitesh A. Agrawal and Mr. Serge A Lapointe will retire by rotation and, being eligible, has offered himself for re-appointment and Mr. Ashok Agrawal was appointed as an additional Director and has resigned from Directorship during the year.

AUDITORS:

The present Auditors of the Company M/s. H. P. Shah Associates, Chartered Accountants, Vapi, will retire at the conclusion of ensuing Annual General Meeting and being

eligible; offer, themselves for re-appointment to hold the office till the conclusion of next Annual General Meeting.

They have submitted certificate for their eligibility for reappointment under section 224(1B) of the Companies Act, 1956.

The Auditors have confirmed that they have subjected themselves to the peer review process of the institute of Chartered Accountants of India (ICAI) and holds a valid certificate issued by the Peer Review Board of the ICAI."

AUDITORS OBSERVATION:

As to point No. 17 of Annexure to Auditors' Report the Company has utilized fund raised on short term basis for investment on long term basis to the extent of Rs. 38.37 Crore, is due to cash losses, which was partially contributed by the promoters.

AUDIT COMMITTEE:

The Board of Directors constituted an Audit Committee as per the existing clause 49 of the Listing Agreements entered into with Stock Exchanges and in terms of Section 292(A) of the Companies Act, 1956.

CORPORATE GOVERNANCE:

A Separate section on Corporate Governance, Management discussion and Analysis and a Certificate from Company's Auditors regarding compliance of the conditions of the corporate governance as stipulated under clause 49 of the Listing Agreements with the Stock Exchanges forms part of this Annual Report.

Certificate of CEO and CFO, inter alia, confirming the correctness of the financial statements, adequacy of the internal measures and reporting of matters to the audit committee in terms of the clause 49 of the listing agreements with Stock Exchanges, is also attached as a part of this Annual Report.

INSURANCE

All the properties of your Company including Factory, Building, Plant & Machinery, stock etc., are adequately insured.

PARTICULARS OF EMPLOYEES

None of the employees of the Company was paid remuneration of Rs. 24,00,000/- p.a. or more for the year or Rs. 2,00,000/- p.m. or more and hence the information required under section 217 (2-A) of the Companies (Particulars of Employees) Rules, 1975 is not required to be given.

CONSERVATION OF ENERGY Power and fuel Consumption:

	31.3.2010	31.3.2009
(1) Electricity		
Purchased units	1,03,47,104	1,16,19,198
Total Amount (Rs.)	4,34,31,984	4,37,61,177
Rate per Unit (Rs.)	4.20	3.77

	31.3.2010	31.3.2009
(2) Own Generator		
Fuel (Diesel) (Ltr)	82,084	94,112
Total Amount (Rs.)	29,19,710	33,66,261
Rate Per Litter (Rs.)	35.57	35.77
Furnace Oil	3,45,035	76,350
Total Amount (Rs.)	79,83,443	13,89,281
Rate Per Litter (Rs.)	23.14	18.20
LPG Cylinder {Kg.}	0.00	18,573
Total Amount {Rs.}	0.00	11,14,537
Rate Per {Kg.}	0.00	60.00

TECHNOLOGY ABSORPTION:

The technology required for the industry is available indigenously.

FOREIGN EXCHANGE EARNING & OUTGO:

	31.3.2010 Rs. in Lac	31.3.2009 Rs. in Lac
Earning	618.70	462.23
Outgo	1657.34	3475.89

Most of the Foreign Exchange Outgo is for Purchase of Capital Goods, Spares parts and Raw Materials for the Company.

DIRECTORS' RESPONSIBILITY STATEMENT:

Your Directors confirm:

- i) That in the preparation of the annual accounts, the applicable accounting standards had been followed and that no material departures have been made from the same.
- ii) That they had 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.
- iii) That they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for presenting and detecting fraud and other irregularities.
- iv) That they had prepared the annual accounts on a going concern basis.

APPRECIATION

The Directors take this opportunity to express their appreciation for continued co-operation and assistance extended by Investors, Government Authorities, Bankers, Suppliers and Customers. Your Directors look forward to their continued support. Last but not the least, your Directors also sincerely acknowledge the significant contributions made by the devoted workers, staff and executives for their dedicated services to the Company.

For and on Behalf of the Board

sd/-

Place : Daman
Dated : 28th May 2010

Mr. Anil Agarwal
Chairman



MANAGEMENT DISCUSSION AND ANALYSIS

Industry Structure and Developments:

Packaging Industry cannot be generalized in nature as it differs from activity to activity and extent of integration. There are single activity companies whereby the value addition depends on extent of operating cost, Cost of Capital and extent of capital expenditure. Recently, industry is witnessing cartelization in some of the segments and profitability of related industry has become opportunity driven.

Opportunity:

Pharmaceutical and Food packaging companies have lot of variables other than mere Cap-ex, Cost of Capital and Opportunity. Profits here would depend on capability to provide solution, service and quality of offerings. Total Profit of the company is accumulation of profits/losses made during various deals during the year. Challenge remains to engage oneself during the deals and make each deal profitable and avoid loss making deals.

Customer loyalty and continued business with reputed clients becomes an asset to the company and backbone for the future business. In the midst of competition, it is seen that companies make lesser profitable deals during the initial period to get entry with the client. It is widely seen that companies operating with variable components like structure developments, stabilization studies, Customized printing, Securitization, inventory management etc make very less or negative profit in the initial stabilizing years.

Risks & Concerns:

Unlike Single Activity Companies, companies like Yours are insulated against cyclical opportunities and threat. Threat of technology absolute is also negligible. Competition from new entrants is also not high as they may take years to stabilize their operations.

Continual Improvement, development and integration with the requirements of the customer does not only ensure the future business but also refrain the customer to shift to competitor for minor savings. Relative selling price of the products/services of companies in the same domain may differ to the extent of 10 to 15 % depending upon the reliability, quality and service offered by the company. This has dramatic result in the profitability of any company and hence one company can do exceedingly well in the same industry while the other may perish.

Outlook :

In this year, your company has posted unprecedented losses on account of various reasons. There was substantial cost over-run which was funded partially by short term funds. Company incurred higher overhead cost as it recruited man power for the new project without actually getting sales from the new project. Higher power connection was availed from the Electricity board and hence more commitment charges had to be paid to the board without realizing the sales.

Company got into liquidity crunch at the end of last financial year because of above mentioned reasons. Rudrapur plant also got operational very late compared to the scheduled time. Machinery to produce PVDC coated blisters could not be stabilized. Stabilization of various products costed the company substantially in terms of wastages, inappropriate use of utilities and purchase of slow moving inventory.

In midst of liquidity crunch, company restored to buy from Traders instead of direct suppliers increasing the cost of the raw material. Since company was using alternative raw material, wastage percentage shot up substantially. Company also sold material at a price lower than prevailing market price in order to continue with the hard earned customers. Company's service and quality of the product was inconsistent because of alternative grades and lack of working capital and hence lower sale price was the only carrot to continue the clients.

Company has approached its existing banks to pump in extra working capital and have got in principal approval for the same. Company has earned a good name in the pharmaceutical market with almost all reputed customers. It has got various accreditations like ISO 9000, ISO 14,000 and ISO 22,000 to its new plants. It is also DMF registered. It has got all the necessary approvals for supplying to global pharmaceutical suppliers.

Various products have been developed in recent past like triplex, Alu-alu, tropical packaging, hot foil stamping, metallised PVC along with Company's existing products.

This year had been year of learning and consolidation. All the products are stabilized and are well established in the market. All major buyers have been contacted and company's production sites have been approved by number of global players.

REPORT ON CORPORATE GOVERNANCE

(Pursuant to clause 49 of the Listing Agreement)

1. Company's philosophy on code of Governance

Corporate Governance is concerned with creation of long-term value for shareholders while at the same time balancing interests of other stakeholders, viz. Employees, Creditors, Government and the Society, at large. Corporate Governance is crucial to the very existence of a company as it builds confidence and trust.

The Company is committed for good Corporate Governance i.e., to achieve business excellence and add shareholders value following desired disclosure practices and sound decision-making achieved through harmonious interactions amongst the Board of Directors, its Committees and Senior Managements. Transparency is the key guiding principle for all decisions, transactions and policy matters.

2. Board of Directors

Composition of the Board:

The Board of Directors consists of 9 Directors out of which One (2) are Executive Directors, Seven (7) are Non Executive Directors including Five (5) Independent Directors. The Chairman of the Company is Non Executive Promoter Director.

All the Directors have made the requisite disclosures regarding Committee positions held by them in other companies. The composition of the Board and changes therein since the last Annual report, category of the Directors and their attendance at the Board Meetings and the last Annual General Meeting, number of their Directorships in other companies incorporated in India (excluding alternate directorships & directorship in Pvt. Ltd. Companies) are given below:

Name of Director	Category of Directorship#	No. of Board Mtgs. Attended	Attendance at the last AGM	Directorship in other Companies Incorporated in India (excluding alternate directorships & directorship in Pvt. Ltd. Companies)	No. of specified Committees (Other than RMCL) in which held Chairman/Member \$		No. of Equity Shares
Mr. Anil J. Agrawal	Chairman-N.E.D.	11	Yes	Radha Madhav Research and Trade Ltd	Nil	Nil	2010364
Mr. Mitesh A. Agrawal	M.D.	11	Yes	Radha Madhav Research and Trade Ltd	Nil	Nil	2828035
Mr. Abhishek A. Agrawal	Jt. M.D.	11	Yes	Radha Madhav Research and Trade Ltd	Nil	Nil	2333586
Mr. Kanubhai Patel	N.E.D.	11	Yes	—	Nil	Nil	138692
Mr. Binod Kumar Paliwal	I & N.E.D.	1	Yes	Sachin Infra - Environmental Ltd.	Nil	Nil	2500
Mr. S.P. Aggrawal	I & N.E.D.	0	No	Nil	Nil	Nil	Nil
Mr. Serge A Lapointe	I & N.E.D.	0	No	Nil	Nil	Nil	Nil
Mr. Radhey Krishna Mishra	I & N.E.D.	11	Yes	Nil	Nil	Nil	Nil
Mr. Rajiv Prasankumar Nanavati	I & N.E.D.	11	No	Nil	Nil	Nil	Nil
Mr. Ashok Agrawal @	I & N.E.D	0	No	Nil	Nil	Nil	Nil

I – Independent Director, N.E.D. – Non-Executive Director, M.D. – Managing Director, E.D. – Executive Director.

\$ As required by the existing Clause 49 of the Listing Agreements entered into with the Stock Exchanges, only Membership/ Chairmanship of the Audit Committee and Investors Grievance Committee of public companies have been considered.

@ Appointment of additional Director dt. 21.1.2010 & Resignation as a Director w.e.f 8.3.2010



Number of Board Meetings held during the year along with the dates:

During the year 2009-2010, 11 Board Meetings were held as follows:-

April 2009 to June 2009	July 2009 to Sept. 2009	Oct. 2009 to Dec. 2009	Jan. 2010 to March 2010
20.04.2009	11.07.2009	16.10.2009	04.01.2009
27.06.2009	30.07.2009	30.10.2009	21.01.2010
—	30.08.2009	11.12.2009	08.03.2010

Information placed before the Board of Directors

To enable the Board to discharge its responsibilities effectively and take informed decisions, necessary information is made available to the Board as per the Agenda Papers in advance of the Board Meetings.

In addition to matters statutorily required to be placed before the Board of Directors for its approval, all major decisions regarding resource mobilisation, capital expenditure, etc. are considered by the Board. Following informations are regularly put up before the Board for its consideration and approval:

- Strategic plan and direction of the Company;
- Annual Business Plan, Sales Budget;
- Quarterly financial Results of the Company;
- Minutes of the meetings of Audit Committee, Shareholders and Investors Grievance Committee of the Board;
- Matters related to significant environmental issues, accidents, if any, etc.;
- Material information from Government bodies, which may have implications on the business of the Company, if any;
- Information on material transactions, which are not in the ordinary course of business;
- Disclosure of material transactions with potential conflict of interest, if any; and
- Compliance with various listing and statutory requirements.

Code of Conduct:

The Company has laid down the code of conduct for all Board members and senior Management personnel of the Company. Requisite annual affirmations of compliance with the respective codes have been made by the Directors and Senior Management personnel of the Company. The copy of code of conduct is available on the web site of the Company. The Declaration signed by the Managing Director and CEO is given below.

3. Audit Committee

The Board of Directors constituted an Audit Committee as per the existing clause 49 of the Listing Agreements

entered into with the Stock Exchanges. Five (5) meetings of the Audit Committee were held during the year. The Present composition of the Audit Committee and their attendance at meetings are as follows:

Name	Designation	Category	Number of Meeting attended
Mr. Radhey Krishna Ram Payare Mishra	Chairman	I & N.E.D.	5
Mr. Binod Kumar Paliwa	Member	I & N.E.D.	2
Mr. Kanubhai Patel	Member	I & N.E.D.	5
Mr. Rajiv Prasankumar Nanavaty	Member	I & N.E.D.	5

The Managing Director and Head of Accounts are permanent invitees to the Audit Committee Meetings. The Statutory Auditor is also invited to attend the Audit Committee Meetings, as and when required.

The Compliance officer was present at all the meetings of the Audit Committee.

The Minutes of the Audit Committee Meetings were noted by the Board of Directors at the Board Meetings.

The Chairman of the Audit Committee was present at the 5th Annual General Meeting held on 26th September, 2009.

The powers and role of the Audit Committee are as per Guidelines set out in Clause 49 of the Listing Agreement with the Stock Exchanges and the Section 292A of the Companies Act, 1956. The salient features of powers and role of the Audit Committee are:

Terms of reference:

The Terms of reference of the Audit committee, broadly are as under:

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensue that the financial statement is correct, sufficient and credible.
2. Recommending the Board, the appointment, reappointment of the statutory auditor, fixation of audit fees and for other services.
3. Reviewing with the Management, the quarterly and annual financial statements before submission to the Board for approval.
4. Discussions with statutory auditors before the audit commence nature and scope of audit as well as have post audit discussion to ascertain any area of concern.
5. Reviews with the management, statutory auditors and internal audit system, the adequacy and the compliances of internal control systems.

6. In addition to above, all items listed in clause 49, matters requiring under Section 292A and other clauses of the Listing Agreements.

4. Shareholders/Investors' Grievance Committee:

The Board of Directors, constituted a Shareholders/Investors' Grievance Committee, to attend to and redress the Shareholders and Investors' grievances. The present composition of the Shareholders/Investors' Grievance Committee is as follows and Four (4) meetings of the Shareholders/Investors' Grievance Committee were held during the year. The attendance of each Member of the Committee is given below:

Name	Designation	Category	Number of Meeting attended
Mr. Kanubhai Patel	Chairman	N.E.D.	4
Mr. Binod Kumar Paliwal	Member	I & N.E.D.	1
Mr. Radhey Krishna Ram Payare Mishra	Member	I & N.E.D.	2
Mr. Rajiv Prasankumar Nanavaty	Member	I & N.E.D.	2

There were no physical form for Transfer of shares during the year.

Role of Shareholders/Investors' Grievance Committee:

- a). Review the existing "Investor Redressal System" and suggest measures for improvement.
- b). The Investors' Grievance Committee meets once in every quarter to review and to take note of the Compliance Report submitted to the Stock Exchanges and Grievances of the shareholders.
- c). To look into redressing of Shareholders and Investors Complaints regarding transfer of shares, non receipt of annual Reports etc.

During the year 2009-2010, No complaint was received by the Company and no complaint was received through Bombay Stock Exchange. No complaint is pending to be resolved at the end of the financial year.

5. Remuneration Policy:

No remuneration and sitting fees has been paid to any Director during the financial year ended 31st March, 2010.

6. Annual General Meetings:

The details of Annual General Meetings are below:

Financial year	Date and Time	Location
2007-2008	Dated 29 th September, 2007 at 11.00 a.m.	Survey No.50/9/A, Daman Industrial Estate, Village Kadiaya, Nani Daman -396210
2008-2009	Dated 27 th September, 2008 at 9.30 a.m.	Survey No.50/9/A, Daman Industrial Estate, Village Kadiaya, Nani Daman - 396210
2009-2010	Dated 26 th September, 2009 at 9.30 a.m.	Survey No.50/9/A, Daman Industrial Estate, Village Kadiaya, Nani Daman - 396210

The Shareholders passed all the resolutions including the Special Resolutions set out in the respective Notices. No item requiring for postal ballot under the statue was applicable at the aforesaid meetings. At the forthcoming AGM, there is no item on the agenda that needs approval by postal ballot.

7. Disclosure:

There were no transactions of material nature between the Company and its Directors or Senior Management and their relatives or Promoters that may have potential conflict with the interest of the Company. The Register of Contracts containing transactions, in which Directors are interested, have been placed before the Board regularly.

Transactions with the related parties are disclosed elsewhere in this Annual Report.

During the last three years there has been no instance of non-compliance by the Company on any matter related to capital market. Hence there were no strictures or penalties imposed either by SEBI or by the Stock Exchanges or any statutory authority for non-compliance of any matter related to the capital market.

8. Implementation of Code of Conduct for Insider Trading:

Radha Madhav Corporation Limited has adopted Code of Conduct for Insider Trading and is based on the SEBI framework and is stringent than the statutory code being enforced by the SEBI. Radha Madhav Corporation Limited follows strict guidelines in respect of insiders' stock trading and related disclosures. Periodic



disclosures have been obtained from all the Directors and 'designated employees'. Under the aforesaid code all Directors and Designated Employees are required to conduct all their dealing in securities of the Company only in valid trading window after obtaining pre clearance form the Company as per the pre dealing procedure described in the Code.

9. Secretarial Audit for reconciliation of Capital.

As stipulated by SEBI, a Company Secretary in practice carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited and Central Depository Services (India) Limited and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges as well as placed before the Board of Directors. The audit confirms that the total Listed and paid up capital is in agreement with the aggregate of the total number of Shares in dematerialised form (held by NSDL and CDSL) and total number of Shares in physical form.

10. Means of Communication with Shareholders:

Half Yearly Report sent the to each of Shareholders	As the Financial results of Company are published in the newspaper and press release is issued in leading newspapers, a separate half yearly report is not sent to each shareholder.
Quarterly Results	The quarterly results of the Company are published in accordance with the requirements of the Listing Agreement of the stock Exchanges,
News papers in which results are normally published	1. Free Press (English) 2. Sandesh (Gujarati)
Web site	www.rmclindia.co.in
e -mail :	Investor_complaint@rmclindia.co.in
Administrative Office :-	Survey No. 50/9/A, Daman Industrial Estate, Village Kadaiya, Nani Daman -396 210, UT of Daman & Diu
Tel:-	91 - 260 - 2220176, 2220621, 2221177,6619000
Fax :-	91 - 260 - 2220177, 6619010
Whether Management Discussions and Analysis report is a part of Annual report or not	Yes

GENERAL SHAREHOLDERS' INFORMATION

Registered Office	:	Survey No. 50/9/A, Daman Industrial Estate, Village Kadaiya, Nani Daman -396 210, UT of Daman & Diu
Share Transfers in physical form and other communication in that regard including share certificates, dividends and change of address etc. may be addressed to	:	Link Intime India Private Limited Registrar & Share Transfer Agent C-13, Pannalal Silk Mills Compound L. B. S. Marg, Bhandup (W), Mumbai-400078 Tel No.: 022 - 25963838 Fax No.: 022 - 25946969
Annual General Meeting of the Company to be held on	:	Date : 25.09.2010 Time : 10.00 a.m. Venue : Registered office, Daman
Financial Calendar (tentative)	:	First quarter - 2 nd Week of August, 2010 Second quarter - 2 nd Week of November, 2010 Third quarter - 2 nd Week of February, 2011 Fourth Quarter - 4 th Week of May, 2011
Book Closure dates	:	20.9.2010 to 25.09.2010 (both days inclusive)
Listing on Stock Exchanges	:	Bombay Stock Exchange Limited National Stock Exchange of India Limited
Listing Fees	:	Listing fees for all the aforesaid Stock Exchanges for the financial years 2010-2011 have been paid.
Bombay Stock Exchanges Limited (BSE) scrip Code:	:	532692
National Stock Exchange of India Limited scrip Code	:	RMCL
ISIN NO.	:	INE 172H01014



MONTHWISE STOCK MARKET DATA (BSE) RELATING TO EQUITY SHARES OF THE COMPANY FOR THE PERIOD 1.4.2009 TO 31-3-2010

<i>Month</i>	<i>High</i>	<i>Low</i>	<i>Average</i>
April, 2009	14.00 (B)	9.51(B)	11.755 (B)
	14.50 (N)	9.25 (N)	11.875 (N)
May, 2009	22.32(B)	12.05(B)	17.185 (B)
	22.35 (N)	12.00 (N)	17.175 (N)
June, 2009	28.70(B)	16.05(B)	22.375 (B)
	28.30 (N)	16.15 (N)	22.225 (N)
July, 2009	20.75(B)	15.10(B)	17.925 (B)
	20.50 (N)	15.10 (N)	17.800 (N)
August, 2009	19.20(B)	13.75(B)	16.475 (B)
	19.20 (N)	13.90 (N)	16.550 (N)
September, 2009	22.00(B)	16.25(B)	19.125 (B)
	22.45 (N)	16.00 (N)	19.225 (N)
October, 2009	19.00(B)	14.80(B)	16.900 (B)
	18.95 (N)	14.60 (N)	16.775 (N)
November, 2009	17.75(B)	13.55(B)	15.650 (B)
	17.95 (N)	13.50 (N)	15.725 (N)
December, 2009	19.65(B)	15.55(B)	17.600 (B)
	19.90 (N)	15.50 (N)	17.700 (N)
January, 2010	24.85(B)	15.50(B)	20.175 (B)
	24.45 (N)	15.55 (N)	20.000 (N)
February, 2010	17.45(B)	14.90(B)	16.175 (B)
	17.90 (N)	14.7 (N)	16.300 (N)
March, 2010	17.10(B)	14.00(B)	15.550 (B)
	17.10 (N)	14.05 (N)	15.575 (N)
Average price per shares upto March, 2010			17.240 (B)
			17.243 (N)

(B) Bombay Stock Exchange (BSE)

(N) National Stock Exchange (NSE)

(Source – BSE & NSE)

DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2008

No. of Shares held		No. of Shareholders	% of Total Shareholders	No. of Shares	% of Total Shares
1	500	9475	72.8566	1906138	5.8581
501	1000	1632	12.5490	1415817	4.3512
1001	2000	812	6.2438	1301323	3.9993
2001	3000	337	2.5913	884958	2.7198
3001	4000	147	1.1303	544431	1.6732
4001	5000	162	1.2457	775685	2.3840
5001	10000	211	1.6225	1658531	5.0971
10001	and above	229	1.7608	24051517	73.9173
TOTAL		13005	100	32538400	100
Physical mode		6	0.0462	184201	0.5661
Electronic mode		12999	99.9538	32354199	99.4339
TOTAL		13005	100	32538400	100

CATEGORIES OF SHAREHOLDERS AS ON MARCH 31, 2010

Sr. No.	Category	No. of Folios	Total Shares held	% to the Share Capital
1.	Other Bodies Corporate	438	2988117	9.18
2.	Clearing Member	113	520058	1.60
3.	Foreign Company	1	4004910	12.31
4.	Foreign Institutional Investors *	3	5163432	15.87
5.	Trust	2	2700	0.01
6.	GIC & its subsidiaries	0	0	0
7.	Mutual Funds	0	0	0
8.	Financial Institutions /Nationalised Banks	0	0	0
9.	Non Nationalised Banks	0	0	0
10.	Non Residents Indians (REPAT)	125	243807	0.75
11.	Non Resident Indians(Non REPAT)	39	58876	0.18
12.	Overseas Corporate Bodies	0	0	0
13.	Public	12279	12207849	37.52
14.	Promoters	5	7348651	22.58
	Total	13005	32538400	100

Details of Equity Shares Under lock-in period	No. of Shares	Date up to locked in
	600000	7.3.2011



Dematerialization of shares	:	As on March 31, 2010 a total of 32354199 equity shares constituting 99.43% of the equity share capital of the Company stand dematerialized and balance 184201 shares are in physical mode being 0.57% .
Plant Location	:	Appeared in the Annual Report elsewhere- 1. Unit I - Survey No. 51/3C, 541B & 54/2, Daman Industrial Estate, Kadaiya Daman 2. Unit II - Survey No. 50/9A Daman Industrial Estate, Kadaiya Daman 3. Unit III - Survey No. 54/3A & 54/2D, Daman Industrial Estate, Kadaiya Daman 4. Unit IV- Survey No. 107/2, 108/1 & 108/2 Daman Industrial Estate, Kadaiya Daman. 5. Uttaranchal Unit – SIDCUL, Plot No.66, Sector 4IIE, Pantnagar, Rudrapur, dist. Udhamsingh Nagar, Uttaranchal- India
Investors' correspondence to be addressed to:	:	Company Secretary and Compliance Officer Radha Madhav Corporation Limited Registered Office: Survey No.50/9 A, Daman Industrial Estate, Village Kadaiya, Nani Daman-396 210 (U.T. of Daman & Diu Telephone: + 91-260 -2221214, 2221577, 2221677. Fax : + 91-260 -2220177 E-mail : rmcl@rmclindia.co.in Investor Complaint Email ID:- investor_complaint@rmclindia.co.in

DECLARATION

I Mitesh Agrawal, Managing Director & CEO of Radha Madhav Corporation Limited hereby declare that all the members of the Board of Directors and the Senior management personnel have affirmed compliances with the Code of conduct for the year ended 31st March, 2010.

BY AND ON BEHALF OF THE BOARD

sd/-

Place : *Daman*

Dated : *28th May 2010*

Mr. Mitesh Agrawal

Managing Director & CEO

CERTIFICATE

To
The Board of Directors
Radha Madhav Corporation Limited

I Mitesh Agrawal, Managing Director & CEO of Radha Madhav Corporation Limited certify that:

- (a) I have reviewed financial statements and the cash flow statement for the year ended 31.3.2010 and that to the best of their knowledge and belief :
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements 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 their 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 for financial reporting and that they have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and I have disclosed to the auditors and the Audit

Committee, deficiencies in the design or operation of such internal controls, if any, of which I aware and the steps I 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 over financial reporting 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) instances of significant fraud of which I 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.

sd/-

Place : Daman
Dated : 28th May 2010

Mr. Mitesh Agrawal
Managing Director & CEO



CERTIFICATE ON CORPORATE GOVERNANCE

To,

**The Members,
Radha Madhav Corporation Limited,**

We have examined the compliance of conditions of Corporate Governance by Radha Madhav Corporation Limited, for the year ended on 31st March, 2010, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementations thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said clause. 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, and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in clause 49 of the above mentioned Listing Agreement.

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

For H. P. SHAH ASSOCIATES

Sd/-

H. P. SHAH

**Place : Vapi
Date : 28th May, 2010.**

**CHARTERED ACCOUNTANTS
MEMBERSHIP No. 39093**

AUDITOR'S REPORT

To,

The Members of

Radha Madhav Corporation Limited

We have audited the attached Balance Sheet of **Radha Madhav Corporation Limited** as at **31st March 2010** and the Profit and Loss Account for the year ended on that date annexed thereto and also 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 statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.

Further to our comments in the Annexure referred to 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 it appears from examination of such books.

- c) The Balance Sheet and the Profit & Loss Account referred to in this report are in agreement with the books of accounts.
- d) In our opinion the Balance sheet and Profit & Loss Account, comply with the Accounting Standards as referred to in sub section (3C) of section 211 of the Companies Act, 1956, to the extent applicable.
- 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 the Companies Act, 1956;

In our opinion, and to the best of our information and according to the explanation given to us, the said Balance Sheet and the Profit & Loss Account read together with the 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 so far as it relates to the Balance sheet, of the state of affairs of the Company as at 31st March, 2010,
- ii. in so far as it relates to the Profit and Loss Account, the Loss of the Company for the year ended on that date, and
- iii. in the case of Cash Flow Statement, of the cash flow for the year ended on that date.

For **H. P. SHAH ASSOCIATES**

Sd/-

H. P. SHAH

Place : *Vapi*
Date : *28th May, 2010.*

CHARTERED ACCOUNTANTS
MEMBERSHIP No. 39093



ANNEXURE

On the basis of checks as considered appropriate and in terms of the information and explanations given to us, we report as under:

1. FIXED ASSETS:

- (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) As per the information and explanations given to us, physical verification of fixed assets has been carried out in terms of the phased programme of verification of its fixed assets adopted by the Company and no material discrepancies were noticed on such verification. In our opinion the frequency of verification is reasonable, having regard to the size of the Company and nature of its business.
- (c) During the year, the Company has not disposed of any substantial/major part of fixed assets.

2. INVENTORIES:

- (a) As per the information furnished, the inventories have been physically verified during the year by the management. In our opinion, having regard to the nature and location of stocks, the frequency of the physical verification is reasonable.
- (b) In our opinion and according to the information and explanations given to us, procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory except for material lying on shop floor. In our opinion, discrepancies noticed on physical verification of stocks were not material in relation to the operations of the Company and the same have been properly dealt with in the books of account.

3. LOANS:

- (a) As per the information furnished, the Company has not granted nor taken any loans, secured or unsecured, to/from companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act 1956.
- (b) As the Company has not granted nor taken any loans, secured or unsecured to/from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act 1956 the Clause (iii)(b), (iii)(c) and (iii)(d) are not applicable.

4. INTERNAL CONTROL SYSTEM:

In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the Company and the nature of its business with regard to purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal controls of the company.

5. PARTICULARS OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTY:

- (a) Based on the audit procedures applied by us and according to the information and explanations provided by the management, we are of the opinion that the particulars of contracts or arrangement with related party that need to be entered into the Register maintained under Section 301 have been so entered.
- (b) In our opinion and according to the information and explanations given to us, the transaction made in pursuance of contracts or arrangements entered in the Register maintained under Section 301 and exceeding the value of five lakh rupees in respect of any party during the year, have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.

6. PUBLIC DEPOSITS:

The Company has not accepted any deposits during the year from the public within the meaning of the provision of Section 58A, 58AA or any other relevant provisions of the Companies Act, 1956, and rules made there under. Hence the Clause (vi) of the order is not applicable No order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or other Tribunal.

7. INTERNAL AUDIT SYSTEM:

The Company has an internal audit system commensurate with the size of the company and nature of its business. The internal Audit is being conducted by a firm of Chartered Accountants appointed by the management.

8. COST RECORDS:

As explained to us the Central Government has not prescribed the maintenance of Cost Records Under Section 209(1)(d) of the Companies Act 1956, in respect of the Company's products.

9. STATUTORY DUES:

- (a) According to the information and explanations given to us and the records examined by us, the Company is regular in depositing with appropriate

authorities undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise-duty, cess and other statutory dues wherever applicable. According to the information and explanations given to us, no undisputed arrears of statutory dues were outstanding as at 31st March 2010 for a period of more than six months from the date they became payable.

- (b) According to the records of the Company, no dues of sales tax, income- tax, customs, wealth-tax, service tax, excise duty, cess which have not been deposited on account of disputes except the excise liability of Rs.1.54 crore out of which unpaid liability is Rs.1.24 crore. Dispute is pending before Excise and Custom Appellate Tribunal.

10. ACCUMULATED LOSSES:

There are accumulated losses of the Company as on 31st March 2010 of Rs.25.20 crore. The Company has incurred cash losses during the financial year covered by our audit and not during the immediately preceding financial year.

11. REPAYMENT OF DUES OF FINANCIAL INSTITUTIONS:

Based on our audit procedures and the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holder.

12. LOANS & ADVANCES AGAINST SHARES, DEBENTURES AND OTHER SECURITIES:

Based on our examination of the records and the information and explanations given to us, the Company has not granted any loans and/or advances on the basis of security by way of pledge of shares, debentures and other securities.

13. CHIT FUND COMPANY OR NIDHI/MUTUAL BENEFIT FUND/SOCIETY:

Clause (xiii) of the Order is not applicable to the Company as the Company as is not a chit fund Company or nidhi/ mutual benefit fund/society.

14. MAINTENANCE OF RECORDS FOR DEALING/ TRADING IN SHARES, SECURITIES, DEBENTURES & OTHER INVESTMENTS:

The Company is not dealing or trading in shares, securities, debenture or other investments hence the Clause (xiv) of the Order is not applicable to the Company.

15. GUARANTEE:

According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks and financial institutions.

16. UTILIZATION OF TERM LOAN FUND:

In our opinion, the term loans have been applied for the purpose for which they were raised.

17. MISMATCH BETWEEN SHORT TERM/LONG TERM FUNDS:

According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we are of the opinion that the company has utilized fund raised on short-term bases for Investment on Long Term bases to the extent of Rs.38.37 crore.

18. PREFERENTIAL ALLOTMENT OF SHARES:

According to the information and explanations given to us the Company has not made preferential allotment of shares to parties covered in the Register maintained under section 301 of the Act.

19. CREATION OF SECURITIES FOR ISSUE OF DEBENTURE:

According to the information and explanations given to us during the year covered by our audit report, the Company has not issued any secured debenture.

20. END USE OF MONEY RAISED BY PUBLIC ISSUE:

The Company has not raised any money by public issues during the year covered by our report.

21. FRAUD ON OR BY THE COMPANY:

As per the information and explanations given to us, no fraud on or by the Company has been noticed or reported during this year.

For H. P. SHAH ASSOCIATES

Sd/-

H. P. SHAH

PROPRIETOR

CHARTERED ACCOUNTANTS

MEMBERSHIP No. 39093

Place : Vapi

Date : 28th May, 2010.



BALANCE SHEET AS ON 31.03.2010

PARTICULARS	Sch. No.	As at 31.03.2010 Amount Rs.	As at 31.03.2009 Amount Rs.
SOURCES OF FUNDS			
(1) SHARE HOLDERS FUNDS			
(a) Share Capital	1	325384000	325384000
(b) Warrants Money	2	-	28537500
(c) Reserve and Surplus	3	946727455	1145691790
			1272111455
(3) LOAN FUNDS			1499613290
(a) Secured Loans	4	1713146482	1651291385
			1713146482
(4) Deferred Tax Liabilities (See note 2 of Schedule No. 20)			59123411
			59123410
TOTAL		3044381348	3210028085
APPLICATION OF FUNDS			
(4) FIXED ASSETS			
(a) Gross Block	5	2214764003	2141535632
(b) Less : Depreciation		269670730	138352866
(c) Net Block		1945093273	2003182766
(d) Capital Work -in- Progress (including Advance given for Capital Goods)		31307354	50633110
			1976400627
(5) INVESTMENTS	6		2550000
(6) CURRENT ASSETS LOANS & ADVANCES			2550000
(a) Inventories	7	643283189	713647514
(b) Sundry Debtors	8	566826728	544786827
(c) Cash & Bank Balance	9	34909109	22007210
(d) Loans & Advances	10	131136442	209985612
		1376155468	1490427163
Less : CURRENT LIABILITIES AND PROVISIONS	11		
(a) Current Liabilities		551928224	325983252
(b) Provision		10747556	10781702
		562675780	336764954
NET CURRENT ASSETS			813479688
(7) Profit and Loss Account			251951033
TOTAL		3044381348	3210028085
SIGNIFICANT ACCOUNTING POLICIES	18		
NOTES ON ACCOUNTS	19		
As per our attached report of even date			

As per our attached report of even date

For H. P. SHAH ASSOCIATES

Sd/-

H. P. Shah

Proprietor

Chartered Accountants

Membership No. 039093

Place : Vapi

Dated : 28th May, 2010

For and on behalf of Board of Directors

Sd/-

Anil Agarwal

Chairman

Sd/-

Anil K. Kantaria

Chief Financial Officer

Sd/-

Mitesh Agarwal

Managing Director and

Chief Executive Officer

Sd/-

Mangesh Sethye

Company Secretary

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON 31.03.2010

PARTICULARS	Sch. No.	As at 31.03.2010 Amount Rs.	As at 31.03.2009 Amount Rs.
INCOME			
(a) Sales		1641054400	1812979128
Less: Excise duty		<u>112766705</u>	<u>199133947</u>
		1528287695	1613845181
(b) Other Income	12	3691355	4700287
		<u>3691355</u>	<u>4700287</u>
TOTAL		<u>1531979050</u>	<u>1618545468</u>
EXPENDITURE			
(a) Raw Material Consumption & Inventory Adjustment	13	1294714633	1126135706
(b) Expenditure on Employee	14	69758589	55530376
(b) Manufacturing Expenses	15	143369292	138908527
(c) Administrative General & Selling Expenses	16	165423626	80830712
(d) Interest & Finance charges	17	203636611	123484408
(e) Depreciation	5	131701343	85557949
TOTAL		<u>2008604094</u>	<u>1610447678</u>
PROFIT (LOSS) BEFORE TAX		(476,625,044)	8097790
PROVISION FOR TAX			
Current Income Tax		-	834073
Earlier year Income Tax		2782954	-
MAT Credit Entitlement		-	(834,073)
Fringe Benefit Tax		-	760469
Deferred Tax		-	2729772
Provision for Wealth tax		<u>44870</u>	<u>43090</u>
		2827824	3533331
NET PROFIT (LOSS) AFTER TAX		(479,452,868)	4564459
Add : Balance Brought Forward from Balance Sheet		227501835	226529850
AMOUNT AVAILABLE FOR APPROPRIATION		<u>(251,951,033)</u>	<u>231094309</u>
Provision for Preference Share Dividend (Including Dividend tax)		-	3592474
BALANCE CARRIED OVER TO BALANCE SHEET		<u>(251,951,033)</u>	<u>227501835</u>
Earning Per Share			
Basic Earning per Share		(14.75)	6.52
Diluted Earning Per Share		(14.75)	4.70
SIGNIFICANT ACCOUNTING POLICIES	18		
NOTES ON ACCOUNTS	19		

As per our attached report of even date

For H. P. SHAH ASSOCIATES

Sd/-

H. P. Shah

Proprietor

Chartered Accountants

Membership No. 039093

Place : Vapi

Dated : 28th May, 2010

For and on behalf of Board of Directors

Sd/-

Anil Agarwal

Chairman

Sd/-

Anil K. Kantaria

Chief Financial Officer

Sd/-

Mitesh Agarwal

Managing Director and
Chief Executive Officer

Sd/-

Mangesh Sethye

Company Secretary



SCHEDULE FORMING PART OF THE BALANCE SHEET AS ON 31.03.2010

PARTICULARS	As at 31.03.2010 (Rs.)	As at 31.03.2009 (Rs.)
SCHEDULE - 1		
AUTHORISED SHARE CAPITAL		
3,30,00,000 Equity Shares of Rs. 10 each	330000000	330000000
60,00,000 Preference Shares of Rs. 10 each	60000000	60000000
	<u>390000000</u>	<u>390000000</u>
ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL		
3,25,38,400 (Previous year 3,25,38,400) Equity Shares of Rs. 10 each	325384000	325384000
TOTAL	<u>325384000</u>	<u>325384000</u>
SCHEDULE—2		
WARRANTS MONEY		
Warrants Money	-	28537500
TOTAL	<u>-</u>	<u>28537500</u>
SCHEDULE—3		
RESERVE AND SURPLUS		
Share Premium	915539955	840539955
Add: Received on issue of shares during the year	0	75000000
Net Share Premium	<u>915539955</u>	<u>915539955</u>
Capital Reserve	2650000	2250000
Add: Forfiture of upfront amount on Exchangable Warrants for failure to pay Balance of 90 % with in a period of 18 Months.	28537500	400000
	<u>31187500</u>	<u>2650000</u>
Surplus as per Profit & Loss a/c.		227501835
TOTAL	<u>946727455</u>	<u>1145691790</u>
SCHEDULE—4		
SECURED LOANS		
Term Loan	789110836	840587264
From Banks		
(Secured against mortgage of Land & Building and Hypothecation of all movable Plant & Machinery, inventory, Book Debts and Motor Cars. This loan is secured by personal guarantee of promoter directors.) (Installment repayable within One year Rs. 1849 Lacs (Previous Year Rs.814 Lacs))		
From Non banking Finance Companies	5954315	6525380
(Secured by Hypothecation of Motor Car Charges are in the process of being Registered with Registrar of Companies.) (Installment repayable within One year Rs. 26 Lacs (previous Year 26 Lacs))		
Demand Loan	89348480	18958592
From Banks		
(Secured against mortgage of Land & Building and Hypothecation of all movable Plant & Machinery, inventory, Book Debts and Motor Cars. This loan is secured by personal guarantee of promoter directors.) (Installment repayable within One year Rs.893 Lacs (Previous Year Rs.190 Lacs))		
Working Capital Loan from Nationalised Bank	828732851	785220148
(Secured against mortgage of Land & Building and Hypothecation of all movable Plant & Machinery, inventory and Book Debts. This loan is secured by personal guarantee of promoter directors.)		
TOTAL	<u>1713146482</u>	<u>1651291385</u>

SCHEDULE FORMING PART OF THE BALANCE SHEET AS ON 31.03.2010

SCHEDULE — 5

FIXED ASSETS

Sr. No.	Name of the assets	GROSS BLOCK			DEPRECIATION				NET BLOCK		
		Opening Balance	Addition during the year	Deductions	Total	Opening Balance	For the year	Deductions	Total	Balance as at 31.03.2010	Balance as at 31.03.2009
1	Land (Free Hold)	73155785	0	-	73155785	-	-	-	-	73155785	73155785
2	Land (Lease Hold)	7055313	0	-	7055313	-	120,948	-	120,948	6934365	7055313
3	Factory Building	233586894	3372835	-	236959729	7364798	7747332	-	15112130	221847598	226222095
4	Other Building	16319209	4524	-	16323733	496921	270526	-	767447	15556286	15822288
5	Plant & Machinery	1740240354	63004365	-	1803244719	121722907	118438552	-	240161459	1563083260	1618517447
6	Electrical Installation	35724485	4213146	-	39937631	2110615	1793754	-	3904369	36033262	33613870
7	Computer	3468191	404837	-	3873028	1207538	660222	-	1867760	2005268	2260653
8	Vehicle	19244884	2700733	1,511,146	20434471	3329340	1798224	383,479	4744085	15690386	15915544
9	Furniture & Fixtures	8806749	714503	-	9521252	1577753	624229	-	2201982	7319270	7228996
10	Office Equipment	3933768	324574	-	4258342	542993	247556	-	790549	3467793	3390775
TOTAL		2141535632	74,739,517	1,511,146	2214764003	138352866	131701343	383,479	269670730	1945093273	2003182766
31.03.09		764997181	1376795011	256560	2141535632	52795852	85557949	935	138352866	2003182766	712201329
Capital Work -in- Progress (including Advance given for Capital Goods)										31307354	50633110

Note :

- 1) Other Building includes the cost of ownership flats in co-operative Housing Society of Rs.745567/-, which includes cost of the share of co-operative housing Society and are in the process of transfer in the name of the company.

PARTICULARS

As at 31.03.2010 (Rs.) **As at 31.03.2009 (Rs.)**

SCHEDULE—6

INVESTMENT

Investment in Shares (Unquoted) Radha Madhav Research & Trade Ltd. 255000 (Previous year 255000) equity share of Rs.10 each fully paidup	2550000	2550000
TOTAL	2550000	2550000



SCHEDULE FORMING PART OF THE BALANCE SHEET AS ON 31.03.2010

PARTICULARS	As at 31.03.2010 (Rs.)	As at 31.03.2009 (Rs.)
SCHEDULE—7		
INVENTORIES (Valued & certified by Managing Director)		
Raw Material	105192663	147336024
Packing Material	5072176	5147019
Finished Goods	28625543	30733238
Work-in-Process	504392807	530431233
TOTAL	643283189	713647514
SCHEDULE—8		
SUNDRY DEBTORS		
(a) Debts Outstanding for a period exceeding six months		
Unsecured		
Considered doubtful	71000000	1000000
Considered good	58947131	30031119
Total (a)	129947131	31031119
(b) Others Debts		
Unsecured		
Considered good Total (b)	507879597	514755708
Total (a + b)	637826728	545786827
Less : Provision for Doubtful Debts	71000000	1000000
TOTAL	566826728	544786827
<p>Sundry Debtors include Rs. 125.32 Lacs (previous year Rs.61.05 Lacs) Due from Partnership firm in which some of Directors are interested as Partners.</p>		
SCHEDULE—9		
CASH AND BANK BALANCE		
Cash on Hand	310071	113476
Bank Balance With Scheduled Bank		
In Current Account	1224422	1967484
In Fixed Deposit Account	33374616	19926250
TOTAL	34909109	22007210

SCHEDULE FORMING PART OF THE BALANCE SHEET AS ON 31.03.2010

PARTICULARS	As at 31.03.2010 (Rs.)	As at 31.03.2009 (Rs.)
SCHEDULE—10		
LOANS & ADVANCES		
(Unsecured Considered Good)		
Advance recoverable in cash or in kind or for value to be received	83959113	159984080
Advances to Suppliers	23092385	27566358
Deposits	24084944	22435174
TOTAL	131136442	209985612
<p>Advance paid to Suppliers including Advance given to Radha Madhav Research & Trade Ltd. Rs.Nil (Previous Year Rs.56.48 Lacs) a company under the same management. Advance to supplier Rs. 4.16 Lacs (Previous Year Rs.Nil) paid to partnership firm in which some of the Directors are interested as partners. Deposits include Rs. 75.00 Lacs (Previous Year Rs. 75 Lacs) to Radha Madhav Research & Trade Ltd. a company under same the management and Rs. 40.00 Lacs (previous Year 40.00 Lacs) given to the Director or Major share Holders.</p>		
SCHEDULE—11		
CURRENT LIABILITIES & PROVISIONS		
Current Liabilities		
Sundry Creditors for Goods*	183529910	143548464
Sundry Creditors for Expenses*	53570174	50182037
Sundry Creditors for Capital Goods*	39501525	25894057
Total : -	276601609	219624558
Advance Received from Customer	10049640	24872348
Deposit Received from Agent	2500000	2564500
Share/Warrants Application Money (Pending allotment)	262776975	78921846
Total : -	551928224	325983252
* (See note no. 1 of Schedule No. 19)		
Provisions		
Provision for Fringe Benefit Tax	-	1098590
Provision for Wealth Tax	269399	224529
Bonus Payable	3625565	3145406
Leave Salary Payable	983932	444517
Provision for Preference Share Dividend (Including Dividend tax)	5868660	5868660
Total : -	10747556	10781702
TOTAL	562675780	336764954



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

PARTICULARS	As at 31.03.2010 (Rs.)	As at 31.03.2009 (Rs.)
SCHEDULE—12		
OTHER INCOME		
Interest Income (TDS Rs. 1,21,328/- Pervious Year Rs. 3,73,792/-)	1356622	1861937
Foreign Exchange Rate Difference	1234175	-
Sundry Balance Written back	12594	2664237
Other Miscellaneous Income	1087964	174,107
TOTAL	3691355	4700287
SCHEDULE—13		
RAW MATERIAL CONSUMPTION & INVENTORY ADJUSTMENT		
Cost of Raw Materials Consumed		
Opening Stock	147336024	95929624
Add. :- Purchase during the year	1224421679	1528003604
	1371757703	1623933228
Less. : Closing Stock	105192663	147336024
Less. : Loss of Material Due to Flood	-	4,101,716
(A)	1266565040	1472495487
Increase/ Decrease in WIP		
Opening Stock	530431234	363760134
Less. : Closing Stock	504392807	530431233
(B)	26038427	-166671099
Increase/ Decrease in Finished Stock		
Opening Stock	30733238	14523277
Less. : Closing Stock	28625543	30733238
(C)	2107695	-16209961
Decrease /Increase in Excise Duty on Finished Stock		
On Closing Stock	2256924	2253453
Less : On Opening Stock	2253453	2005480
(D)	3471	247973
Less : Material Consumed for New Products	(E)	163726695
TOTAL (A+B+C+D-E)	1294714633	1126135706
SCHEDULE—14		
EXPENDITURE ON EMPLOYEE		
Salaries, wages bonus and allowances	62774591	49547562
Contribution to Provident Fund	1916049	1900518
Contribution to other funds	482293	99192
Staff welfare and other benefits	3229778	2622684
Keyman Policy Premium	1355878	1360420
TOTAL	69758589	55530376

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

PARTICULARS	As at 31.03.2010 (Rs.)	As at 31.03.2009 (Rs.)
SCHEDULE—15		
MANUFACTURING EXPENSES		
Power & Fuel Charges	56542395	49673036
Packing Material Consumed	23544207	22155873
Stores & Spares Consumed	2957215	8205891
Labor Job work Charges	19364337	25058160
Insurance Charges	2816634	4206035
Repair & Maintance to Machinery	15905603	9906015
Repair & Maintenance to building	1500409	1401364
Other Manufacturing Expenses	20738492	18302153
TOTAL	143369292	138908527
SCHEDULE—16		
ADMINISTRATIVE, GENERAL AND SELLING EXPENSES		
Audit Fees	661800	750000
Postage, Telephone & Mobile Expenses	3045771	3829009
Legal & Professional Charges	4990282	3960800
Loss on Sale of Motor Car	827667	-
Repair & Maintenance to Others	79099	724534
Rent, Rate & Taxes	1340684	1782518
Carriage Outward	28537805	27355666
Provision for doubtful debt	70000000	-
Other Selling & Distribution Expenses	22561067	17353065
Foreign Exchange Rate Difference	-	2352908
Loss Due to Flood (Material)	-	851517
Share of loss for investment in partnership firm	-	14476
Purchase of Database of Customer	1000000	-
Duty & Taxes Expenses Account	9692713	1189104
Miscellaneous Expenses	22686738	20667115
TOTAL	165423626	80830712
SCHEDULE—17		
INTEREST AND FINANCE CHARGES		
Interest on Fixed Loans	93261558	55643901
Bank Interest	110375053	67840507
TOTAL	203636611	123484408



SCHEDULE FORMING PART OF ACCOUNTS AS ON 31ST MARCH 2010

SCHEDULE 18: SIGNIFICANT ACCOUNTING POLICIES:

SIGNIFICANT ACCOUNTING POLICIES:

- (a) **Basis of Accounting** The Financial Statements have been prepared under historical cost convention in accordance with the generally accepted accounting principles and the provisions of the Companies Act, 1956, as adopted consistently followed by the Company. The Company generally follows mercantile system of accounting and recognizes significant items of income and expenditure on accrual basis.
- (b) **Fixed Assets** Fixed Assets are stated at cost, net off CENVAT credit claimed, less accumulated depreciation and less impairment if any.
- (c) **Depreciation** Depreciation on Tangible Fixed Assets is provided on the Straight Line Method at the rates and in manner prescribed in Schedule XIV to the Companies Act, 1956.
- (d) **Investments** Investments are stated at cost. Provision is made to recognize diminution, other than temporary, in the carrying amount of long term investment.
- (e) **Inventories** Finished and Semi-Finished stock is valued at the lower of cost or net realisable value. The cost of finished goods is determined on consistent basis, accepting the average direct and indirect expenses related to the production during the year. Raw materials, goods in transit and stores & spares are valued at landed cost or market value whichever is less.
- (f) **Sales** Sales represent the amount of receivables for goods sold including the value of Excise Duty.
- (g) **Impairment of Assets** An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount.
- (h) **Foreign Currency Transactions** Transaction in Foreign Currency are recorded at the exchange rate prevailing on the date of transaction. At the year-end, monetary items denominated in foreign currency are reported using the rate of exchange prevailing on the last day of year. Exchange difference arising on realization / payment of foreign exchange if on account of revenue are accounted to the Profit & Loss Account in the year of realization/ payment.
- (i) **Amortization of Miscellaneous ,Preliminary & Share Issue Expenditure** Preliminary Expenses are being written off in the year in which it is incurred as per the Accounting Standard 26 "Intangible assets" issued by The Institute of Chartered Accountants of India, which has been mandatory w.e.f. 01/04/2004.
- (j) **Provision for Gratuity and Leave Encasement**(1) The Company has created an Employee's Group Gratuity Fund which has taken a Group Gratuity-cum- Life Insurance Policy from the Life Insurance Corporation of India. Gratuity is provided on the basis of premium paid on the above policy as intimated by Life Insurance Corporation of India. The adequacy of the fund along with the provision is as per the actuarial valuation done by Life Insurance Corporation of India. (2) Liability for leave encashment has been determined and accrued for, based on the number of days of en-cashable leave to the credit of each employee as on the balance sheet date. Treating it as Short Term employee Benefits.
- (k) **Taxation** Provision for current tax is made in the accounts on the basis of estimated tax liability as per the applicable provisions of the Income Tax Act, 1961. Deferred tax for timing difference between tax profits and book profits is accounted for using the tax rates and laws that have been enacted or substantially enacted as of the balance sheet date. Deferred tax assets are recognized to the extent there is supported by convincing evidence that these assets can be realized in future.
- (l) **Use of Estimates** The presentation of financial statements requires estimates and assumption to be made that affect the reported amount of assets and liabilities on the date of the financial statement and the reported amount of revenue and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the result are known / materialized.'
- (m) **Provision, Contingent Liabilities and Contingent Assets** Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

SCHEDULE 19: NOTES ON ACCOUNTS:

1. The Company has not received any intimation from “suppliers” regarding their status under Micro, Small and Medium Enterprise Development Act, 2006 and hence disclosure requirements in this regard as per Schedule VI of the Companies Act, 1956 could not be provided.

2. Deferred Tax :

The major components of Deferred Tax Assets/(Liability) is as under.

Particular	Deferred Tax (Assets)/Liability Amount (Rs. In '000)	
	31.03.2010	31.03.2009
Deferred Liability		
On account of Depreciation	63013.94	63013.94
Less:		
Deferred Assets		
On account of difference in allowable preliminary & Other Expenses	1220.22	1220.22
On account of difference in allowable Public Issue Expenses	2670.31	2670.31
Total :	3890.53	3890.53
Net Deferred Tax (Assets)/Liability	59123.41	59123.41

3. The Company has not paid any remuneration to any director during the year under consideration.

(Rs. In '000)

4. Auditors' Remuneration

	2009-2010	2008-2009
i.] As Auditors	450	450
ii.] Tax Audit	150	150
iii.] Service tax and Education Cess	62	62
Total	662	662

5. Related Party Relationships

(a) Enterprises Owned by Directors or Major Share Holders

Sr. No.	Name of the Company/Firm
1	Abhishek Packaging Industries
2	Maharastra Polycane Industries
3	Radha Madhav Research and Trade Ltd.
4	Print Rite
5	Siddharth Plastic Industries
6	Plastic Corporation
7	Mamta Steel
8	Mehsana Steel Suppliers
9	Mahavir Steel Suppliers
10	Abias Export Pvt. Ltd.
11	Swati Packaging
12	Radha Krishna Industries
13	Radha Madhav Residency
14	Radha Madhav Holdings Pvt. Ltd.

(b) Key Management Personnel

- Mr. Mitesh Agrawal
- Mr. Abhishek Agrawal

(c) Persons having significant influence

- Mr. Anil Agrawal

Note: In respect of above parties, there is no provision for doubtful debts as on 31st March, 2010 and no amount has been written off or written back during the year in respect of debts due from/to them.



Transactions with related Parties (figure in bracket are of previous year)

Amount (Rs. In '000)

	Type of Related Party	Enterprises owned by the Director or Major Shareholders where control exists	Key Managerial Personnel	Person having significance influence and relatives of Key managerial personnel	Total
1.	Purchase of Material	1167 (2368)	Nil (Nil)	Nil (Nil)	1167 (2368)
2.	Sales of Products	40478 (17685)	Nil (Nil)	Nil (Nil)	40478 (17685)
3.	Labour Job Charges Paid	15666 (26317)	Nil (Nil)	Nil (Nil)	15666 (26317)
4.	Capital Goods Purchase	940 (5339)	NIL (Nil)	NIL (Nil)	940 (5339)
5.	Sundry Debtors	12532 (6105)	Nil (Nil)	Nil (Nil)	12532 (6105)
6.	Sundry Creditors	4618 (656)	Nil (Nil)	Nil (Nil)	4618 (656)
7.	Deposit Given	7500 (7500)	4000 (4000)	NilNil (Nil)	11500 (11500)
8.	Rent	132 (Nil)	12 (Nil)	Nil (Nil)	144 (Nil)
9.	Advance Given				
	Opening Balance	5648	Nil	Nil	5648
	Add: Given during the year	416	Nil	Nil	416
	Less : Received/ adjusted during the Year	5648	Nil	Nil	5648
	Closing Balance	416	Nil	Nil	Nil

6. Contingent Liability not provided for

	Particulars	Rs. (in 000) 31-03-2010	Rs. (in 000) 31-03-2009
a)	Guarantees given by Banks	31786	33959
b)	Estimated amount of contract remaining to be executed on capital Account and not provided for (net of Advances)	2207	1878
c)	Disputed Liability of Central Excise Duty. Dispute pending with Customs Excise & Service Tax Appellate Tribunal, Ahmadabad	15359	16248
d)	Duty liability with respect to capital goods imported under EPCG Scheme.(against balance export obligation)	118917	125156

7. Impairment of Assets "Accounting Standard 28"

The company has carried out an exercise to ascertain the impairment, if any, in the carrying values of its assets. The exercise has not reveals any impairment in any fixed assets of the company.

8. Earning per Share

		2009-10 Rs.	2008-09 Rs.
a)	Net Profit/Loss after tax available for equity share holder (Rs.)	(479452868)	971985/-
b)	Weighted average number of equity share of Rs. 10/- each outstanding during the year [No. of Shares]	32538400	28960929
c)	Earning per share (Rs.) [a/b]		
a)	Basic Earning Per Share	14.74)	0.03
b)	Diluted Earning Per Share	(14.74)	0.03

9. Additional information pursuant to the provisions of paragraphs 3, 4C, and 4D of part- II of Schedule - VI to the Companies Act, 1956 (as Certified by management)

I. Consumption Of Raw Materials					
		2009-2010		2008-2009	
	Qty. M.T.	Amount Rs. In '000	Qty. M.T.	Amount Rs. In '000	
(a)	Plastic Products	15725.42	1024355.72	18183	1208309.44
(b)	Paper Products	3150.94	55340.94	4083	108307.23
(c)	Other Raw Materials		186868.38		155878.82
	TOTAL		1266565.04		1472495.49

II. Percentage of Consumption of Indigenous and Imported Material

		2009-2010		2008-2009	
	Qty. M.T.	Amount Rs. In '000	Qty. M.T.	Amount Rs. In '000	
a)	Raw Material				
i]	Imported	17.84%	225953.08	19.12%	281605.08
ii]	Indigenous	82.16%	1040611.96	80.88%	1190890.41
	TOTAL		1266565.04	100.00%	1472495.49
b)	Components and Spare Parts				
i]	Imported	28.11%	788.11	52.00%	3572.04
ii]	Indigenous	71.89%	2015.02	48.00%	3297.01
	TOTAL	100.00%	2803.13	100.00%	6869.05



III Installed Capacity etc.*

		2009-2010		2008-2009
Polymer Products	Qty. M.T.	Amount Rs. In '000	Qty. M.T.	Amount Rs. In '000
Printed / Unprinted, Lamination/Plain				
(a) Installed capacity, Annual	59920		59920	
(b) Actual Production	15986.13		16561.15	
(c) Stock of Goods Produced:				
Opening Stock	295.19	26193.80	276.82	13280.45
Closing Stock	231.76	24716.87	295.19	26193.80
(d) Turnover :	16049.57	1433788.29	16542.78	1465713.12
Paper Products				
a. Installed capacity, Annual	7500	7500		
b. Actual Production	3765.05	4387.7		
c. Stock of Goods Produced:				
Opening Stock	65.51	4539.43	57.03	1242.83
Closing Stock	65.33	3907.69	65.51	4539.43
d. Turnover :	3765.23	94499.41	4379.22	148132.06

* Licensed capacity per annum is not indicated due to the abolition of Industrial Licensing vide Notification number 447(E) dated July 25, 1991 issued under the Industries (Development And Regulation) Act, 1951.

* As certified by the management and accepted by the auditor.

IV. C.I.F. Value of Imports

	2009-2010 (Rs. In 000)	2008-2009 (Rs. In 000)
Polymer Granules (Cash Basis)	125210	207717
Spare Parts	884	3234
Capital Goods	1770	135320

V. Expenditure in Foreign Currency

(On Cash Basis)

	2009-2010 (Rs. In 000)	2008-2009 (Rs. In 000)
Professional & Consultancy Fees	—	1318
Interest Expenses	—	—
Other Expenses	—	—

VI. Earnings in Foreign Exchange

(On Cash Basis)

	2009-2010 (Rs. In 000)	2008-2009 (Rs. In 000)
From Export of Goods	61870	46223

10 Disclosure relating to Employee Benefits - As per Revised AS-15.

Define benefit Plans/Gratuity - as per Actuarial valuations

	As on 31-03-2010	As on 31-03-2009
Assumptions		
Discount Rate	8.50 %	7.50 %
Salary Escalation Rate	6.00 %	5.50 %
Expected Return on Plan Assets	9.00 %	8.50 %
Retirement Age	60	60
Valuation Method	Projected Unit Credit Method	Projected Unit Credit Method
Mortality Rate	LIC (1994-96) Ultimate	LIC (1994-96) Ultimate
Withdrawal Rate	1 % to 5 % depending on Age	1 % to 5 % depending on Age

I Amounts to be recognized in Balance Sheet

Present value of funded obligations	2760964	2474883
Fair value of plan assets	2760964	2474883
Present value of unfunded obligations	657853	452050
Unrecognized past service cost	-	-
Net liability	657853	452050
Amounts in the balance sheet:		
Liabilities	3418817	2926933
Assets	2760964	2474883
Net liability	657853	452050

II Expenses recognized in Income Statement

Current service cost	1148791	960462
Interest on obligation	248789	178031
Expected return on plan assets	(225403)	(140672)
Net actuarial losses (gains) recognized in the year	(750018)	(428199)
Past service cost	-	-
Losses (gains) on curtailments and settlement	-	-
Expense recognized in P & L	422160	569622
(Included in expenditure on Employee Schedule No. 15 under Item "Contribution to Other Fund")		



	As on 31-03-2010	As on 31-03-2009
III Table Showing Change in Benefit Obligation		
Opening Defined Benefit Obligation	2926933	2373747
Service cost for the year	1148791	960462
Interest cost for the year	248789	178031
Actuarial losses (gains)	(748518)	(395762)
Benefits paid	(157178)	(189545)
Closing defined benefit obligation	3418817	2926933

IV Tables of Fair Value of Plan Assets

Opening fair value of plan assets	2474883	1008148
Expected return	225403	140672
Actuarial gains and (losses)	1499	32437
Assets distributed on settlements	-	-
Contributions by employer	216357	1483171
Assets acquired in an amalgamation in the nature of purchase	-	-
Exchange differences on foreign plans	-	-
Benefits paid	(157178)	(189545)
Closing balance of fund	2760964	2474883

V Tables showing Category of Plan Assets

Government of India Securities	-	-
High quality corporate bonds	-	-
Equity shares of listed companies	-	-
Property	-	-
Funds managed by Insurer	100 %	100 %
Bank Balance	-	-

VI Table Showing Surplus / (Deficit)

Defined Benefit Obligation	3418817	2926933
Plan assets	2760964	2474883
Surplus / (deficit)	(657853)	(452050)

11. The company has a single segment namely "Flexible Packaging" therefore the company's business does not fall under different business segments as defined by AS-17 "Segmental Reporting" issued by ICAI.

12. Previous years figures have been regrouped & rearranged wherever necessary.

SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH,2010**13. Balance Sheet Abstract and Company's General Business Profile.****1 Registration Details:**

Registration No.	56-3775	State Code :	56
Balance Sheet	31	03	2010
	Date	Month	Year

2 Capital Raised During The Year (Amount in Rs.'000)

Public Issue	-	Right Issue	-
Bonus Issue	-	Private Placement	-

3 Position of Mobilisation and Deployment of Funds.

Total Liabilities	3,044,381	Total Assets	(Amount in Rs.'000) 3,044,381
Sources of Funds			
Paid-Up Capital	325,384	Reserves & Surplus	946,727
Secured Laons	1,713,146	Unsecured Loans	-
Defertax Liability	59,123	Warrant Money	0
Application Funds			
Net Fixed Assets	1,976,401	Investments	2,550
Net Current Assets	813,480	Misc.Expenditure	-
Accumulated Loss	251,951		

4 Performance of Company (Amount in Rs.'000)

Net Turnover	1,528,288	Total Expenditure	2,008,604
Profit/Loss Before Tax	(476,625)	Profit/Loss After Tax	(479,453)
Basic Earning Per Share in Rs.	(14.75)	Dividend Rate %	-
Diluted Earning Per Share in Rs.	(14.75)		

5 General Names of Principal Products / Services of Company

Item Code No. :	3132
(ITC Code)	
Product Description :	Manufacturing of Packaging Products of Plastic
Item Code No. :	2822
(ITC Code)	
Product Description :	Manufacturer of Paper Core
Item Code No. :	2831
(ITC Code)	
Product Description :	Manufacturer of Special Purpose Paper/Paper Products for Computers
Item Code No. :	2810
(ITC Code)	
Product Description :	Manufacturing of Containers & Boxes of Paper or Paper Board

Signature to Schedules 1 to 19

As per our attached report of even date

For **H. P. SHAH ASSOCIATES**

Sd/-

H. P. Shah

Proprietor

Chartered Accountants

Membership No. 039093

Place : Vapi

Dated : 28th May, 2010

For and on behalf of Board of Directors

Sd/-

Anil Agarwal

Chairman

Sd/-

Anil K. Kantaria

Chief Financial Officer

Sd/-

Mitesh AgarwalManaging Director and
Chief Executive Officer

Sd/-

Mangesh Sethye

Company Secretary



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2010

	Year Ended on 31.03.2010 (Rs.)	Year Ended on 31.03.2009 (Rs.)
A CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit Before Tax And Extraordinary Items :	(476,625,044)	8,097,790
Adjustment For :		
Depreciation	131,701,343	85,557,949
Interest Paid on Borrowing	203,636,611	123,484,408
Interest Income	(1,356,622)	(1,861,937)
Profit/ Loss on Sale of Assets	827,667	0
	<u>334,808,999</u>	<u>207,180,420</u>
Operating Profit Before Working Capital Changes :	(141,816,045)	215,278,210
Adjustment For :		
Trade and Other Receivables	25,173,570	(73,111,564)
Inventories	70,364,325	(237,704,015)
Trade Payables And Other Liabilities	43,109,417	154,443,721
	<u>138,647,311</u>	<u>(156,371,858)</u>
CASH GENERATED FROM OPERATIONS :	(3,168,734)	58,906,352
Income Tax Paid (Net of Refund)	2,245,844	15,805,838
CASH FLOW BEFORE EXTRAORDINARY ITEMS	(5,414,578)	43,100,514
NET CASH FROM OPERATING ACTIVITIES A	(5,414,578)	43,100,514
B CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase Of Fixed Assets Including Advance Paid	(55,413,760)	(736,885,129)
Sale of Fixed Assets	300,000	0
Interest Received	1,356,622	1,861,937
Share Application Money	30,000,000	(30,000,000)
Investment in Other Company	0	(37,092)
NET CASH USED IN INVESTING ACTIVITIES B	(23,757,138)	(765,060,284)
C CASH FLOW FROM FINANCING ACTIVITIES :		
Borrowings (Net)	61,855,097	783,936,276
Proceeds From Issue of Share/ Warrant (Including Application Money)	183,855,129	47,945,830
Dividend Paid	0	(3,860,446)
Interest Paid	(203,636,611)	(123,484,408)
NET CASH FROM FINANCING ACTIVITIES C	42,073,615	704,537,252
NET INCREASE/DECREASE IN CASH AND CASH EQUIVALENTS(A+B+C)	12,901,899	(17,422,518)
CASH AND CASH EQUIVALENTS AS AT 1ST APRIL 2009	22,007,210	39,429,728
(OPENING BALANCE)		
CASH AND CASH EQUIVALENTS AS AT 31ST MARCH 2010	34,909,109	22,007,210
(CLOSING BALANCE)		

As per our attached report of even date

For H. P. SHAH ASSOCIATES

Sd/-

H. P. Shah

Proprietor

Chartered Accountants

Membership No. 039093

Place : Vapi

Dated : 28th May, 2010

For and on behalf of Board of Directors

Sd/-

Anil Agarwal

Chairman

Sd/-

Anil K. Kantaria

Chief Financial Officer

Sd/-

Mitesh Agarwal

Managing Director and

Chief Executive Officer

Sd/-

Mangesh Sethye

Company Secretary

RMCL RADHA MADHAV CORPORATION LIMITED

Regd. Office: Survey. No. 50/9/A, Daman Industrial Estate, Villege Kadaiya, Nani Daman, UT of Daman & Diu.,

ATTENDANCE SLIP

PLEASE FILL IN ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Joint shareholder may obtain additional slip on request.

D.P. Id*

Folio No.

Client Id*

No. of Share/(s) held

Name of the Shareholder:

Name of the Proxy

I hereby record my presence at 6th ANNUAL GENERAL MEETING of the Company held at Survey No. 50/9/A, Daman Industrial Estate, Village Kadaiya, Nani Daman -396 210, UT of Daman & Diu on 25th September, 2010 at 10.00 a.m.

SIGNATURE OF THE ATTENDING MEMBER/PROXY _____

* Applicable for investors holding shares in electronic form.



RMCL RADHA MADHAV CORPORATION LIMITED

Regd. Office: Survey. No. 50/9/A, Daman Industrial Estate, Villege Kadaiya, Nani Daman, UT of Daman & Diu.,

PROXY FORM

D.P. Id*

Folio No.

Client Id*

No. of Share/(s) held

I/We of in the district of being a Member/Members of the above-named company, hereby appoint of in the district of or failing him of in the district of as my/our Proxy to attend and vote for me/us and on my/our behalf at the 6th ANNUAL GENERAL MEETING of the Company to be held at Survey No. 50/9/A, Daman Industrial Estate, Village Kadaiya, Nani Daman -396 210, UT of Daman & Diu on 25th September, 2010 at 10.00 a.m. and at any adjournment thereof.

Signed this day of 2010

*Applicable for investors holding shares in electronic form.

Affix
15 Paise
or more
Revenue
Stamp

NOTE: The proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company not less than FORTYEIGHT HOURS before the time for holding the aforesaid meeting. The Proxy need not be a member of the Company.





PVC Cling Film

High clarity, puncture resistance, good elasticity

Plastic food packaging film, widely known as cling film, has literally revolutionised the food industry. The need to keep food fresh and attractive looking, and also to allow quick visual identification, has led to the development of innovative cling films. This film finds domestic as well as institutional applications.

MOPVC Shrink Film

High grade shrink film made with advanced calendaring and Tentre Frame Technology

RMCL manufactures a very high-grade shrink film which provides the packaging market an attractive alternative to directly printing on bottles. Shrink film helps make beverage bottles smart and colourful and they allow a variety of customized looks along with a standardization of the containers, which further cuts costs. It is the first in the country to set up a state of the art facility with European 5 roll calendaring and TDO machine at an investment exceeding 45 crores INR.



Printed Laminated Packaging

World class resources and infrastructure to offer multi - coloured printed flexible packaging

RMCL offers its clients a one of its kind, totally integrated printed laminated packaging facility. Laminated packaging has emerged as an elegant alternative to conventional metal, plastic and glass containers. It enjoys many advantages, is cost effective and most importantly it offers an excellent surface for printing.

Polyolefin Shrink Films

High clarity films with high cling and tearing properties

RMCL manufactures a multipurpose polyolefin shrink film and markets the same under three separate brands called Krimpin - a high shrink force film; PROSHRINK - a film with high memory retention properties and Opto - vac - a film with excellent aesthetic properties. This film delivers exceptionally on protection, performance and environmental parameters and has excellent memory properties.



BANGALORE

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Bangalore -75
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LUDHIANA

Mr. Manish Mehta
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Ludhiana
Ph : 0181-2250181
Mobile : 09814063581

**RMCL****Radha Madhav Corporation Limited**

Head Office: Radha Madhav Corporation Limited, 50/9A, Daman Industrial Estate, Kadaiya,
Daman - 36210. India. Phone - 0260 - 6619000 | Fax - 0260 - 6691010, 2220177
E-mail: info@rmclindia.co.in | Url: www.rmclindia.co.in

Mumbai Office: 20, Patel Building, 2nd Floor, Dadi Sheth Agiary Lane,
Kalbadevi Road, Mumbai - 400002. Phone - 022 - 22403209 | Fax - 022 - 22418436

Uttaranchal Site (Rudrapur): Radha Madhav Corporation Limited, SIDCUL Plot No. 66, Sector 4 IIE,
Pantnagar, Rudrapur Dist. Udham Singh Nagar, Uttaranchal - India.

International Offices

USA • UK • France • Russia • Dubai • Bangladesh