



RUPA & COMPANY LTD.

Board of Directors

Mr. P.R.Agarwala
Chairman
Mr. G.P.Agarwala
Vice-Chairman
Mr. K.B.Agarwala
Managing Director
Mr. S.P.Saraf
Executive Director
Mr. S.K.Khaitan
Mr.R.S.Agarwal
Mr. S.Patwari
Mr.D.C.Jain
Mr.Vinod Kothari

Auditors

M/S. K.Agrawal & Co
Chartered Accountants
34, Ezra Street, Kolkata - 700 001

Bankers

Indusind Bank Ltd.
State Bank of India
CitiBank
Standard chartered Bank
Axis Bank Ltd

Registered Office

Metro Plaza, 8th Floor
1, Ho Chi Minh Sarani
Kolkata-700 071
Email : info@rupa.co.in

Registrar & Share Transfer Agent

Maheshwari Datamatics Pvt.Ltd
6, Mangoe Lane, 2nd Floor
Kolkata 700 001



DIRECTORS ' REPORT

Your Directors have pleasure in presenting the Twenty Fourth Annual Report of your Company alongwith the audited Statement of Accounts for the financial year ended on March 31, 2009.

FINANCIAL RESULTS

The highlights of the financial results for the year 2008-09 are as follows:

in Rs.

	Year Ended 31.03.2009	Year Ended 31.03.2008
Sales & Other Income	4,135,243,795	3,517,942,213
Total Expenditure	3,814,658,842	3,222,128,236
Gross Profit before Interest, depreciation & Tax	320,584,953	295,813,977
Less: Interest & Finance Charges	77,435,949	86,322,454
Gross Profit after Interest but before Depreciation and Taxation	243,149,004	209,491,523
Less: Depreciation	30,738,653	29,058,131
Profit before tax	212,410,351	180,433,392
Less:		
Provision for Taxation	70,000,000	58,500,000
Provision for Fringe Benefit Tax	2,500,000	2,213,294
Income Tax for earlier year	-----	507,202
Provision for Deferred Tax	3,332,434	3,052,281
Profit after Tax	136,577,917	116,160,615
Add:		
Surplus brought forward	252,030,298	166,620,296
Surplus Available	388,608,215	282,780,911
Appropriation :		
Transfer to General Reserve	15,000,000	12,000,000
Transfer to Debenture Redemption Reserve	-----	-----
Proposed Dividend	39,762,280	16,026,850
Tax on Proposed Dividend	6,757,599	2,723,763
Balance carried to Balance Sheet	327,088,336	252,030,298

OPERATIONS

The Company has achieved a remarkable growth in Sales & Income from Operations during the year under review over the previous year. The Sales & Income from Operations including other income during the year under review were Rs.4, 135,243,795 as against Rs. 3,517,942,213 in the previous year. Your Company has also achieved a growth in Gross Profit before Interest, Depreciation and Tax & Profit after Tax respectively during the period under review over the previous year. The Gross Profit before Interest, Depreciation and Tax during the year under review is Rs.320, 584,953 as compared to Rs. 295,813,977 in the previous year. The Profit after Tax for the year under review is Rs. 136577917 as against Rs. 116160615 in the previous year.

SUBSIDIARY

Your Company has Wholly Owned Subsidiaries M/s Euro Fashion Inners International Private Ltd and "Rupa Realty Limited". M/s Euro Fashions is engaged in selling hosiery products under the brand name "EURO" which are premium products designed for the taste of upper-class consumers.

DIRECTORS ' REPORT (Contd)

DIVIDEND

Considering the financial performance of your Company during the FY 2008-09 and with a view to meet the twin objectives of rewarding shareholders adequately and retaining resources to meet your Company's business requirements, your Directors are pleased to recommend a dividend of Rs. 5 /- per share for the FY 2008-09 (previous year 35%).

DEPOSITS

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

AUDITORS' REPORT

The notes to the accounts referred to in the Auditors' Report are self-explanatory and, therefore, do not call for any further comments.

DIRECTORS

Shri D.C Jain and Shri Sushil Patwari retire by rotation at the ensuing Annual General Meeting and being eligible, have offered themselves for re-appointment.

Mr. Ramesh Agarwal who was appointed as Additional Director as on 29th July 2009 and who holds office till the ensuing Annual General Meeting, has been proposed in writing by a shareholder for the office of Director.

REPORT ON CORPORATE GOVERNANCE

Pursuant to Clause 49 of the Listing Agreements with the Stock Exchanges, the following form part of this Annual Report:

- i) Management Discussion and Analysis;
- ii) Corporate Governance Report;
- iii) Auditors' Certificate regarding compliance of conditions of Corporate Governance.
- iv) Declaration duly signed by Mr. K.B Agarwala Managing Director to the effect that all Board Members and Senior Management Personnel of the company have affirmed compliance with the code of conduct as laid down by the Company.

AUDITORS

The Auditors M/s. K. Agrawal & Co. Chartered Accountants retire at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA) of the Companies Act, 1956, Your Directors state that:

- (a) In the preparation of the Annual Accounts, the applicable accounting standards have been followed and that there are no material departures ;
- (b) They 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 2008 – 2009, and of the profit of the Company for that period ;
- (c) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act,1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities
- (d) The Annual Accounts have been prepared on a going concern basis.



DIRECTORS ' REPORT (Contd)

PARTICULARS OF EMPLOYEES

Remuneration of Chairman is given under Corporate Governance Report. Except Chairman none of the employees of the Company, was in receipt of remuneration which requires disclosures under Section 217(2A) of the Companies Act, 1956 and the Rules made therein.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

As required under Section 217(1)(e) of the Companies Act, 1956 and the Rules made therein, the concerned details relating to energy conservation, technology absorption, foreign exchange earnings and outgo are given in Annexure – I attached hereto ,which forms part of this Directors' Report.

PARTICULARS REQUIRED AS PER LISTING AGREEMENT WITH STOCK EXCHANGE

A statement containing necessary information as required under the Listing Agreements with the Stock Exchanges is annexed hereto as Annexure 'II'.

ACKNOWLEDGEMENTS

Your Directors express their deep and sincere appreciation for the continued cooperation and support extended to the Company by the Government authorities, Company's Bankers, Financial Institutions, vendors, customers and shareholders during the year under review. Your Directors also express and convey their warm appreciation to all employees for their diligence and contribution to the growth of the Company.

For and on behalf of the Board of Directors

P.R.AGARWALA
Chairman

Place: Kolkata
Dated: the 25th day of June, 2009



ANNEXURE – I TO THE DIRECTORS' REPORT

Information as required under Section 217(1) (e) read with Companies (Disclosure of Particulars in respect of Board of Directors) Rules, 1988

Energy Conservation and Technology Absorption

Research and Development is being carried out by the Company in the areas of product design & marketing. Due to continuous efforts and development, products of your Company enjoy premium position in the market. Other provisions of Section 217(1) (e) of the Company Act, 1956 with regards to conservation of energy & technology absorption are not applicable to your Company.

Foreign Exchange Earnings & Outgo

	(Rs.)
Foreign Exchange Earning	119,311,032
Foreign Exchange Outgo	21,395,300

ANNEXURE – II TO THE DIRECTORS' REPORT

The Securities of the Company are listed in the Stock Exchanges as stated below and the annual listing fees have been paid to each of the Exchange:

The Calcutta Stock Exchange
Association Limited
7, Lyons Range
Kolkata – 700 001

Jaipur Stock Exchange Ltd
Stock Exchange Building
Jawaharlal Nehru Marg
Malvia Nagar, Jaipur – 302 017



CORPORATE GOVERNANCE REPORT

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Corporate Governance is a system by which corporate entities are directed and controlled encompassing the entire mechanics of the functioning of a Company. Good Corporate Governance practices encompasses an organization's culture and reflects the manner in which policies are laid down and implemented keeping in mind the interests of all stakeholders, thereby ensuring integrity, fairness, transparency, accountability and disclosure of the highest order.

Your Company believes that for its sustained success, it must maintain global standards of corporate conduct towards its shareholders, customers, employees, all other stakeholders and society in general. The Company has always focused on good corporate governance, which is a key driver of sustainable corporate growth and long term value creation for its shareholders. The Company has proactive measures to periodically review and revise the Corporate Governance practices by subjecting business processes to audits and checks that measure up to the required standards. The Company believes that Corporate Governance is not just limited to creating checks and balances. It is more about creating organization excellence leading to increasing employee and customer satisfaction and shareholder value. The Company always endeavors to leverage its human and capital resources to translate opportunities into reality, create awareness of corporate vision and spark dynamism and entrepreneurship at all levels

2. BOARD OF DIRECTORS:

The Company Board comprises of nine directors as on 31st March, 2009. With the Chairman being Executive, more than half of the Board consists of Independent Directors. During the financial year ended 31st March, 2009, five Board Meetings were held on 22nd May, 2008, 25th June, 2008, 19th July, 2008, 23rd October 2008 and 21st January, 2009.

The Composition of the Board of Directors as at 31st March, 2009 & the attendance of each Director at the Board Meetings and also at the last Annual General Meeting (AGM) and the number of other Directorships and Board Committee Memberships/Chairmanships including changes since the last report are as follows:

Name of Director	Category	Attendance Particulars		Number of Other Directorships and Committee Memberships / Chairmanships #		
		Board Meetings	Last AGM	Other Directorships	Committee Membership	Committee Chairmanships
Mr. P.R.Agarwala (Chairman)	Executive & Not Independent	5	No	2	-	-
Mr. G.P.Agarwala (Vice- Chairman)	Executive & Not Independent	5	No	1	-	-
Mr. K.B.Agarwala (Managing Director)	Executive & Not Independent	4	Yes	1	-	-
Mr. Shiv Prakash Saraf (Executive Director)	Executive & Not Independent	3	Yes	3	2	1
Mr. Shree Krishna Khaitan	Non-executive & Independent	5	No	5	2	1
Mr. Radheshyam Agarwal	Non-executive & Independent	5	No	9	1	1
Mr. Dharam Chand Jain	Non-executive & Independent	5	No	-	-	-
Mr. Sushil Patwari	Non-executive & Independent	3	No	3	2	-
Mr. Vinod Kr. Kothari	Non-executive & Independent	2	No	2	2	-

Excludes Directorships held in Indian private limited companies / foreign companies / Chambers of Commerce and trusteeship /membership of various trusts, managing committees and other bodies. Only membership/ Chairman of Committees under clause 49 of Listing Agreement considered

None of the above directors is a director in more than 15 companies or a member in more than 10 Board Committees or acts as the Chairman of more than 5 such Committees across all companies in which he is a Director.

DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT AT ENSUING AGM

Shri D.C Jain and Shri Sushil Patwari, Directors retire by rotation at the ensuing Annual General Meeting and being eligible, have offered themselves for re-appointment.

The particulars of directors seeking appointment / reappointment at the ensuing Annual General Meeting is mentioned below:

Name of Director	Shri Sushil Patwari	Shri D.C Jain	Shri Ramesh Agarwal
Date of Birth	July 20, 1954	January 6, 1946	June 7, 1968
Qualification	B.Com	B.Com	B.Com
Date of appointment	November 17, 2003	February 1, 2003	July 29, 2009
Expertise in specific functional areas	Industrialist, Finance and Legal	Industrialist, Finance and Legal	Wide Knowledge and expertise in International market
List of other Public Ltd Companies in which directorship held	1) Reliance Processors Ltd 2) Nagreeka Exports Ltd 3) Nagreeka Capital & Infrastructure	None	1) Purvanchal Leasing Ltd. 2) Ganesh Enclave Ltd 3) Salasar Infrastructure Ltd
Chairman/ Member of the committees of the Board of Directors of other Companies in which he is a Director	Audit Committee None Remuneration Committee None Shareholders/ Investors Grievance Committee Nagreeka Exports Ltd Nagreeka Capital & Infrastructure Limited	Audit Committee None Remuneration Committee None Shareholders/ Investors Grievance Committee None	Audit Committee None Remuneration Committee None Shareholders/ Investors Grievance Committee None

3. AUDIT COMMITTEE:

As on 31st March, 2009 the Audit Committee comprised of four members, three of them being Non-Executive & independent. All members are having financial and accounting background.

The Terms of Reference include:

- i) Overseeing the Company's financial reporting process and the disclosure of its Financial Information to ensure that the financial statements are correct.
- ii) Recommending the appointment and removal of External auditors & fixation of Audit Fees.
- iii) Review with management the annual financial statements before submission to the Board focusing on:
 - Any change in accounting policies and practices.
 - Major accounting entries
 - Accounting standards
 - Qualifications in draft audit report.
 - Review compliance with accounting standards, stock exchange and legal requirements concerning financial statements.

- iv) Reviewing with the management the quarterly financial statement before submission to the Board for approval.
- v) Reviewing with the management statutory audit and Internal Audit Reports and findings.
- vi) The scope of the Audit Committee is inclusive of matters as specified in Clause 49 II D of the Listing Agreements with Stock Exchanges and such additional functions as may be decided by the Board of Directors from time to time.

The following table shows the composition, names of members and Chairman and the details of meetings and attendance during the year:

Name Of Member	Status	Category	Meetings held during the year and Attendance				
			22nd May 2008	25th June 2008	19th July 2008	23rd October 2008	21st January 2009
Mr. S.K.Khaitan *	Chairman	Non-executive & Independent	Attended	Attended	Attended	Attended	Attended
Mr. Sushil Patwari	Member	Non-executive & Independent	Attended	Attended	Absent	Absent	Attended
Mr. Vinod Kr. Kothari *	Member	Non-executive & Independent	Absent	Absent	Attended	Attended	Attended
Mr. S. P. Saraf	Member	Executive & Not-Independent	Attended	Attended	Attended	Absent	Attended

* Mr. S.K Khaitan retired from chairmanship of the Committee with effect from 25th June 2009 and Mr. Vinod Kr. Kothari was unanimously appointed as chairman of the Committee from the said date.

4. REMUNERATION COMMITTEE:

The Remuneration Committee of Directors has been constituted mainly for the purpose of recommending the Company's policy on Remuneration Package for the Managing /whole-time Directors. The remuneration is fixed based on experience, designation & financial position of the Company. The Non-Executive Directors do not draw any remuneration from the Company except sitting fees for each meeting of the Board/committees. No meeting of the Remuneration Committee was held during the financial year ended 2009.

The following table shows the composition & names of members during the year:

Name Of Member	Category
Mr. S.K.Khaitan	Non-executive & Independent
Mr. Sushil Patwari	Non-executive & Independent
Mr. Vinod Kr. Kothari	Non-executive & Independent

Details of Remuneration of Directors for The Financial Year Ended 31st March, 2009 are given below:

Name(s)	Salary & Allowances (Rs)	Commission (Rs)	Other Perquisites (Rs)	Sitting Fees (Rs)	Total (Rs)
Mr. P.R.Agarwala	24,00,000	12,00,000	242659		38,42,659
Mr. G.P.Agarwala	18,00,000		142798		19,42,798
Mr. K.B.Agarwala	18,00,000		121113		19,21,113
Mr. S.P.Saraf	657195				657195
Mr. S.K.Khaitan				85,000	85,000
Mr. Radheshyam Agarwal				50,000	50,000
Mr. Dharam Chand Jain				50,000	50,000
Mr. Sushil Patwari				45,000	45,000
Mr. Vinod Kr. Kothari				45,000	45,000
Total :					8,638,765

5. SHAREHOLDERS' / INVESTORS' GRIEVANCE COMMITTEE:

The Shareholders' / Investors' Grievance Committee was set up with the following role, functions and powers:

- Supervise the redressal of shareholders / investors ' complaints like transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends, etc.
- Monitor the approval of transfer of shares, transmission of shares, dematerialization of shares, transposition of shares, issuance of duplicate share certificates etc.
- Delegate any of its responsibilities to any of the officer of the Company or to the registrar and transfer agents and to supervise it.

The following table shows the Composition of the committee and the details of meetings and attendance of members during 2008-09:

SL.No(s)	Name of Directors	Status	Category	Number of Meetings Attended
1	Mr.S.K.Khañtan	Chairman	Non-Executive & Independent	2
2	Mr. Sushil Patwari	Member	Non-Executive & Independent	1
3	Mr. S. P. Saraf	Member	Executive & Not-Independent	1

No. of Committee Meetings Held During the Year: Two

Date on which the Meetings of the committee were held is 19th July 2008 and 21st January 2009.

Company Secretary & Executive Director is the Compliance Officer of the committee

During the financial year ended 31st March, 2009, 2 correspondences were received from the Shareholders/Investors. All the correspondences were replied / resolved to the satisfaction of the Shareholders / Investors. The Company attends to the investor grievances/correspondences expeditiously and usually a reply is sent within 10 days from the date of receipt of the same. No request for transfer was pending for approval as on 31st March, 2009.

6. PREFERENTIAL ISSUE AND ALLOTMENT COMMITTEE

The Preferential Issue and Allotment Committee of Directors have been constituted during the year for the following purposes:

- To decide and take such steps as per SEBI Guidelines and Listing Agreement as might be required for the preferential issue of shares from time to time.
- To take all such steps and to do all such acts, deeds and things as may be necessary or incidental as per relevant SEBI Guidelines and Listing Agreement for the preferential issue of shares.
- To ensure Compliances of rules, regulations, guidelines, notices and circulars issued from time to time by SEBI, Designated Stock Exchange(s), NSDL, CDSL and/or such other authority as may be necessitated.

The following table shows the Composition of the committee and the details of meetings and attendance of members during 2008-09:

SL.No(s)	Name of Directors	Status	Category	Number of Meetings Attended
1	Mr. P.R. Agarwala	Chairman	Executive & Not- Independent	1
2	Mr. K.B. Agarwala	Member	Executive & Not- Independent	1
3	Mr. S. P. Saraf	Member	Executive & Not-Independent	1
4	Mr. D.C. Jain	Member	Non Executive & Independent	1

No. of Committee Meeting(s) Held During the Year: One

Date on which the Meeting(s) of the committee was held is 24th January 2009.

Company Secretary is the Compliance Officer of the committee.



7. ANNUAL GENERAL MEETINGS:

Year	Location	Date	Time
2004 - 2005	Merchants Chamber of Commerce Somani Conference Hall 15B Hemanta Basu Sarani Kolkata – 700 001	29.08.2005	11.00 A.M
2005 –2006	Merchants Chamber of Commerce Somani Conference Hall 15B Hemanta Basu Sarani Kolkata – 700 001	28.08.2006	11.00 A.M
2006 –2007	Merchants Chamber of Commerce Somani Conference Hall 15B Hemanta Basu Sarani Kolkata – 700 001	14.09.2007	11.00 A.M
2007-2008	Merchants Chamber of Commerce Somani Conference Hall 15B Hemanta Basu Sarani Kolkata – 700 001	30.09.2008	11.00 A.M

There is also no special resolution passed in the previous Annual General Meetings.

No such resolution was passed in last year's AGM that was required to be put through postal ballot. No such resolution is proposed at the forthcoming AGM, which is required to be put through postal ballot as per applicable rules.

7. DISCLOSURES:

Related parties and transactions with them as required under Accounting Standard 18 (AS – 18) are furnished under Note No. 14 of the Notes to Accounts attached with the financial statement for the year ended 31st March, 2009. There is no other pecuniary relationship or transactions with the Non – executive Independent Directors.

8. MEANS OF COMMUNICATION:

As half yearly results as well as quarterly and annual results are published in newspapers, submitted to the Stock Exchanges in accordance with the Listing Agreement, the half – yearly reports are not sent to each household of shareholders. These results are normally published in The Business Standard & Dainik Lipi. Management Discussion and Analysis forms a part of the Annual Report.

9. GENERAL SHAREHOLDER INFORMATION:

i) Annual General Meeting	:	
Date	:	22nd September 2009
Day	:	Tuesday
Time	:	09:30 A.M
Venue	:	Somany conference Hall Merchants' Chamber of Commerce 15B, Hemanta Basu Sarani Kolkata 700 001
ii) Financial Calendar for F.Y 2009-10	:	
a) 1st Quarterly Results	:	On or before 31.07.2009
b) 2nd Quarterly/half-yearly Results	:	On or before 31.10.2009
c) 3rd Quarterly Results	:	On or before 31.01.2010
d) 4th Quarterly & Yearly Audited Results.	:	On or before 30.06.2010
iii) Date of Book Closure	:	15th September, 2009 to 22nd September, 2009 (both days inclusive)
iv) Record date for Dividend payment	:	15th September, 2009

- v) Listing on Stock Exchanges:
- The Calcutta Stock Exchange Association Ltd.,
7, Lyons Range,
Kolkata – 700 001
 - The Jaipur Stock Exchange Ltd.,
Stock Exchange Building,
Jawaharlal Nehru Marg,
Malviya Nagar,
Jaipur – 302017

*Listing Fees for the Current Year 2009-2010 has been paid for both the Stock Exchanges

vi. Stock Codes:

The Calcutta Stock Exchange - 028161
The Jaipur Stock Exchange - 811
Demat ISIN Numbers (NSDL / CDSL) – INE895B01013

vii. Market Price Data :

High/Low Share price data during the Last Financial Year 2008 –09 :
No trading during the year.

viii. Registrar and Share Transfer Agents

M/s.Maheshwari Datamatics Pvt.Ltd.,
6, Mangoe Lane, 2nd Floor, Kolkata – 700 001
Phone :(033) 2243 5809/2243 5029
Fax: (033) 2248 4787

ix. Share Transfer System :

Trading in equity shares of the Company is permitted only in dematerialised form.The applications for transfer of shares in physical form are processed by the Company's Registrar & Transfer Agents, M/s. Maheshwari Datamatics Pvt.Ltd. The Shareholders'/Investors' Committee (Share Transfer Committee) constituted for transfer / transmission of shares and

allied matters has during the year under review approved the transfer of share subject to transfer instrument being valid and complete in all respects.

x. Distribution of Shareholding as on 31.03.2009 :

No. of Shares	Shareholders		Shares	
	Number	% of Total	No.	% of Total
1	2	3	4	5
1 - 500	518	78.72	56139	0.71
501 - 1000	52	7.90	46401	0.58
1001 - 2000	17	2.58	25851	0.33
2001 - 3000	8	1.22	19627	0.25
3001 - 4000	4	0.61	15507	0.19
4001 - 5000	3	0.46	12858	0.16
5001 - 10000	8	1.22	58727	0.74
10001 and above	48	7.29	7717346	97.04
Total	658	100.00	7952456	100.00

xi. Category of Shareholders as on 31.03.2009 :

Range of shareholding	Number Of Shareholders	% of Shareholders	Number Of Shares Held	% of Shareholding
Indian Promoters	65	9.87	5958639	74.93
Private Corporate Bodies	19	2.88	1843160	23.18
Indian Public	57	87.23	150657	1.89
Total :	658	100.00	7952456	100.00

xii. Dematerialization of shares and liquidity:

4291950 Equity Shares and 11672 Equity Shares of the Company representing 53.97% & 0.15 % respectively of the total Equity Share Capital of the Company are held in dematerialized form with National Securities Depository Ltd.(NSDL) and Central Depository Services (India) Ltd.(CDSL) as on 31.03.2009 respectively.

The Equity Shares of the Company are listed on The Calcutta Stock Exchange Association Ltd. and The Jaipur Stock Exchange Ltd.

xiii) Outstanding GDRs /ADRs /Warrants or any Convertible Instruments, conversion date and likely impact on Equity: The Company has not issued any GDRs / ADRs / Warrants or any other Convertible instruments.

xiv. Plant Locations:

A) Jalan Industrial Complex, Bombay Road (National Highway 6)
P.O. - Begri, Vill. - Biprannapara, Howrah – 711411, (W.B.)



b) 16, Shastri Nagar,
3rd Street, Angeripalayam Road,
Tirupur – 640 602

xv. Address for correspondence :

With The Company : M/s.Rupa & Company Limited
Metro Tower, 8th Floor, 1, Ho Chi Minh Sarani, Kolkata – 700 071
Tel: (033) 2288 1357 – 60,
Fax: (033) 2288 1362,
E-mail: info@rupa.co.in

With The Registrars : M/s. Maheshwari Datamatics Pvt.Ltd.,
& Transfer Agents 6, Mangoe Lane, 2nd Floor, Kolkata – 700 001
Tel. :(033) 2243 5809/2243 5029
Fax :(033) 2248 4787
E-mail: mdpl@cal.vsnl.net.co

Xvi Compliance Officer : Company Secretary
M/s.Rupa & Company Limited
Metro Tower, 8th Floor,1, Ho Chi Minh Sarani,
Kolkata – 700 071
Tel: (033) 2288 1357 – 60
Fax: (033) 2288 1362
E-mail: cs@rupa.co.in



CODE OF CONDUCT DECLARATION

To
The Members
Rupa & Company Limited

I, K. B. Agarwala, Managing Director of the Company do hereby declare that all the directors and senior management personnel of the company have affirmed compliance with the Code of Conduct as laid down by the Company in terms of Clause 49 of the Listing Agreement.

Place: Kolkata

Date: 25th June 2009

Managing Director

MD AND CFO CERTIFICATION

I, K.B.Agarwala, Managing Director, certify that:

- a) I have reviewed the financial statements and cash flow statement for the year ended 31st March, 2009 and to the best of my 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) To the best of my knowledge and belief, no transactions entered into by the company during the year ended 31st March, 2009 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 I have evaluated the effectiveness of internal control systems of the company, pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which I am aware, have been disclosed to the auditors and the Audit committee and steps have been taken to rectify these deficiencies.
- d)
 - i) There has not been any significant change in internal control over financial reporting during the year under reference;
 - ii) There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements; and
 - iii) I am not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the company's internal control system over financial reporting.

Kolkata,
25th June, 2009

K. B. Agarwala
Managing Director

MANAGEMENT DISCUSSION & ANALYSIS

INDUSTRY STRUCTURE AND DEVELOPMENTS

The Indian Textiles and apparels sector is a major contributor to the Indian economy in terms of gross domestic product, industrial production and export earnings. It accounts for eight per cent of global trade in textiles. The sector is the second largest employer after the agricultural sector. However the textile industry which was once acclaimed as the "Sunrise Sector" is currently passing through a "Stagnant Phase" and has received a set back due appreciation of rupee against US dollar, export dip, a steep rise in the prices of cotton, demand contraction and credit squeeze, thus, showing the symptoms of a "Sunset Sector". With the global recession impacting the fortunes of corporates across countries the textile industry took a steep downturn during the year under review. The export demand continued to shrink during the year- India's exports to its largest market, the US, continue to take a hit, even as other Asian countries have managed to get their act together and register an increase in their exports, external financing became progressively constrained. The effect of demand contraction and credit squeeze resulted in loss of over 7 lakh jobs (by November 2008). The ongoing eclipse in the sector darkened further due to high input and high transaction costs. Consequently a Save-Our-Soul message was sent by the government through two consecutive fiscal stimulus package which provided some impetus for growth and the industry slowly started treading on the path of growth amidst the challenging circumstances.

OPPORTUNITIES

In a bid to revive the Textile and Garment Industry the Associated Chambers of Commerce and Industry of India has urged the government to maximize its fiscal policy support. It has also suggested that the interest subvention scheme is continued up to March 2010 so that exporters are compensated for reduced profits and the textile sector gradually comes out of its current recessionary plight.

The new government has designed a multi-disciplinary strategy to encourage indigenous demand and production substantially; it has taken steps to-

1. Consolidate the raw material base through the vigorous implementation of the Technology Mission on Cotton (TMC), the Jute Technology Mission (JTM), the Integrated Wool Improvement & Development Program (IWIDP), and the Catalytic Development Program (CDP).
2. Continue with modernization and the technological up gradation of different segments of the textiles industry through the Technology Up gradation Fund Scheme (TUFS).
3. Create a textiles-specific infrastructure by establishing Integrated Textiles Parks.
4. Continue with and stabilize the process of fiscal reform, thereby encouraging fresh export and private investment in the Sector.
5. Initiate measures to attract Foreign Direct Investment (FDI), particularly in the textiles machinery and in garmenting, synthetic and technical textiles segments.

The various measures adopted by the government to assist the Textile industry has thrown up

opportunities for fundamentally strong companies such as your Company. Your Company is expected to benefit from the specific and targeted initiatives of the government .It also has an edge in the form of strong domain expertise, powerful brand positioning, strength and resilience of the brands, fully integrated state of the art production facilities, cutting-edge technology and unparalleled product innovation capabilities combined with the deep retail market penetration, which provides a highly potent platform to seize the opportunities that are bound to arise during cyclical downturns in the form of newer markets, new segments of customers, new channels of distribution, etc.

THREATS

Your Company's fate is linked to the fate of the industry and the major threats that your Company foresees are in the following areas:-

1. The huge disadvantage due to delays and inefficiencies in Indian ports compared to other Asian countries.
2. The Indian textile industry has had the unenviable reputation of suffering from high industrial energy costs. Much of this is due to cross-subsidization in different states,as well as huge transmission and distribution (T&D)losses. All these problems show up in reduced productivity and competitiveness.
3. None of our international competitors have as high an interest cost as we have in India.
4. Transaction costs deserve a special mention since the policies and procedures involved at each stage of exporting and importing are so cumbersome that they induce tremendous delays.

some other specific threats include poor quality of inland roads, specially state highways, large number of octroi posts, local regulations regarding road used during specific hours only and absence of expressways which could reduce the inland transportation time given the sub-continental size of the country.

RISKS AND CONCERN

The weakening rupee against dollar normally should have given some relief to textile exporters but due to persistent long power cuts and sluggish market conditions, textiles and garments continued to be extremely stressed sectors, however the major risks facing the textile sector are:

1. **High cost of credit** which is forcing the companies to postpone their expansion and modernization plans as they are unable to pass the cost to the customers.
2. Vietnam, Bangladesh and Indonesia, along with China, have all registered gains in their exports but India continues to see declining exports.
3. Also, during the Financial Year 2008-09, the volatility witnessed in the forex markets, credit squeeze, high costs of borrowings, drop in discretionary spending especially in export markets, disbursements of Technology Up gradation Fund (TUF) loan subsidies are some of the other challenges facing the textile industry at large.

Consequently, It is difficult to expect the industry to become profitable during 2009, for which several positive developments are needed such as improvement in global economy and easing of power shortage. The price movement of raw cotton and yarn would also be crucial.

Overview

Your Company is a market leader in hosiery sector and aims at becoming one of the largest hosiery and knitwear supplier which will allow it to cater to the needs of its consumers. Your Company has registered a 17% growth in the turnover of the company. Profit after tax increased 17%.



INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company places prime importance to effective internal controls as well as good internal audit system. The internal control is supplemented by an extensive program of internal audit headed by an internal audit firm of Chartered Accountants to monitor adherence to all internal policies and procedures as well as compliance with all external regulatory guidelines, review by management, and policies, guidelines and procedures duly approved by the Audit Committee of the Board of Directors.

The Company has a system of internal control comprising authority levels, Supervision, checks and balances and procedures. The system is reviewed and updated on an on going basis with an objective to improve systems and efficiency of operations It is designed to ensure that financial and other records are reliable for preparing financial information and other data, and for maintaining accountability of assets.

Future Outlook

Your Company has achieved a growth of 17%.It has been constantly following emerging market trends and has accordingly from time to time revamped its marketing strategies and product portfolios. The company is trying to come up with some new products and ranges of inner and fashion wears according to changing consumer needs and demands and is on the path to becoming a lifestyle solution for discerning customers with an offering of a range of fabrics, garments and accessories in a premium shopping environment.

HUMAN RESOURCES

The Company recognizes the need to have optimum level of human resource and orientation towards team efforts for sustained growth and performance. Your Company believes that people constitutes the strength of an organization and has established systems that reduces hierarchy and fosters performance, transparency, fairness and empowerment at all levels.

The relations with Company's work force continue to be very cordial and their un stinted co-operation has enabled the unit to achieve continuous growth, both quantitatively and qualitatively. The Commitment of the workforce is one of the strong pillars for the sustenance of growth in the years ahead

Segment-wise Performance

The Company broadly has three primary segments viz., sales, services & power generation and two Secondary Geographical Segments viz domestic and exports. The revenues generated under each segment have been narrated in Schedule to the Accounts.

CAUTIONARY STATEMENT

Statements in this 'Management Discussion and Analysis' detailing the Company's objectives, estimates, expectations or predictions may be 'forward -looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include demand-supply condition, cost of inputs, finished goods prices, changes in government regulations, tax regimes etc.



AUDITORS CERTIFICATE

To The Members of Rupa & Company Limited

We have examined the compliance of conditions of Corporate Governance by RUPA & COMPANY LIMITED, for the year ended on 31st March 2009, as stipulated in clause 49 of the Listing Agreement of the said Company with stock exchanges in India.

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

For K.AGRawal & CO.
Chartered Accountants

(K.C.AGRawal)
Partner
Membership No. 10277

Place:- Kolkata
Dated: 25th day of June,2009



AUDITOR'S REPORT

TO THE MEMBERS OF RUPA & COMPANY LIMITED

1. We have audited the attached Balance Sheet of RUPA & COMPANY LIMITED as at March 31st , 2009 and the related Profit and Loss Account and Cash Flow Statement on that date of which we have signed under reference to this report. These financial statements are the responsibility of the management of the Company. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We have 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 presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of Section 227 (4A) of The Companies Act, 1956 and on the basis of such checks as we considered appropriate and according to the information and explanations given to us, we set out in the annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:
 - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. The Balance Sheet and the Profit and Loss Account and the Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - d. In our opinion, these financial statements have been prepared in compliance with the applicable accounting standards referred to in Section 211 (3C) of the Companies Act, 1956;
 - e. Based on the representations made by all the Directors of the Company as on March 31st, 2009 and taken on record by the Board of Directors of the Company and in accordance with the information and explanations as made available, the Directors of the Company do not, prima facie, have any disqualification as referred to in Clause (g) of subsection (1) to Section 274 of the Companies Act, 1956;
 - f. In our opinion and to the best of our information and according to the explanations given to us, the Balance Sheet and Profit and Loss Account together with the Notes thereon give in the prescribed manner the information required by the Companies Act, 1956 and also give respectively, a true and fair view in conformity with the accounting principles generally accepted in India;
 - (i) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31st, 2009;
 - (ii) in case of the Profit and Loss Account, of the profit of the Company for the year ended on that date, and
 - (iii) in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

For : **K.AGRAWAL & CO.**
Chartered Accountants

Place : Kolkata
Dated : 25th day of June, 2009

(CA. K.C.AGRAWAL)
Partner
Membership No. 10277

ANNEXURE TO THE AUDITORS REPORT

Referred to in Paragraph 3 of our report of even dated on the accounts for the year ended on 31st March, 2009 of RUPA & COMPANY LIMITED

- (i) In respect of its fixed assets:
- The Company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.
 - Some of the fixed assets have been physically verified during the year by the management in accordance with a programme of verification, which in our opinion provides for physical verification of all the fixed assets at reasonable intervals having regard to the size of the Company and the nature of its assets. According to the information and explanations given to us no material discrepancies were noticed on such verification.
 - The fixed assets disposed off during the year, in our opinion, do not constitute substantial part of the fixed assets of the Company and such disposal has, in our opinion, not affected the going concern status of the Company.
- (ii) In respect of its inventories:
- As explained to us, the inventories of finished and semi finished goods and raw materials were physically verified during the year by the Management. In our opinion, having regard to the nature and location of stocks, the frequency of verification is reasonable. In the case of materials lying with third parties, certificates confirming stocks have been received in respect of a substantial portion of the stocks held.
 - In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
 - In our opinion and according to the information and explanations given to us, the company has maintained proper records of its inventories. The discrepancies noticed on verification between the physical stocks and the book records were not material.
- (iii) In respect of loans taken by the Company from companies, firms or other parties covered in the register maintained under section 301 of the companies Act, 1956, according to the information and explanations given to us: -
- The Company has taken unsecured loans of Rs 7205 lakh from one company and repaid loan of Rs. 7005 lakhs. At the year end the outstanding balance of such loans taken was Rs. 210 lakhs and the maximum amount involved during the year was Rs. 1421 lakhs.
 - In our opinion, the rate of interest and other terms and conditions of such loans are prima facie not prejudicial to the interest of the company.
 - The receipt and payment of principal amounts and interest have been regular during the year.
 - There were no overdue amounts of principal or interests in respect of above loans.
 - The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.
- (iv) In our opinion and according to information and explanations given to us, there are adequate internal control system commensurate with the size of the company and the nature of its business for the purchase of inventory, fixed assets and for sale of goods. Further based on our checking we have not come across any major weakness in the internal control.
- (v) In respect of contracts or arrangements enter in the register maintained in pursuance of section 301 of the Companies Act, 1956., to the best of our knowledge and belief and according to the information and explanations given to us :
- The particulars of contract or arrangements referred to in section 301 that needed to be entered into the register, maintained under the said section have been so entered.

b. In our opinion the transactions [excluding loans reported under paragraph (iii) above] exceeding the value of rupees five lakhs in respect of any party during the year have been made at prices which are prima facie reasonable having regard to prevailing market prices at the relevant time where such prices are available.

(VI) As explained to us, the Company has not accepted any deposit from the public in the meaning of the provisions of Section 58A and 58AA or any other relevant provisions of the Companies Act, 1956.

(VII) In our opinion, the company has an adequate internal audit system commensurate with the size and nature of its business.

(VIII) The Central government has not prescribed the maintenance of cost records under section 209 (1)(d) of the Companies Act 1956 for any products of the Company.

(IX) In respect of statutory dues:

- a. According to the information and explanations given to us, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Income- Tax, Sales-Tax, Wealth-Tax, Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues applicable to it with the appropriate authorities during the year.
- b. According to the information and explanations given to us, no undisputed amounts payable in respect of Income-Tax, Sales-Tax, Wealth-Tax, Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues applicable to it were in arrears, as at 31st March, 2009 for a period of more than six months from the date they become payable.
- c. According to the information and explanations given to us, details of dues of Sales Tax, Income Tax and Central Excise which have not been deposited as on 31st March, 2009 on account of dispute are given below: -

Name of the Statute	Forum where dispute is pending	Amount (Rs. Lakhs)
Sales Tax/Value Added Tax	Deputy Commissioner, Commercial Taxes, Kolkata	296.62
	Assistant Commissioner, Commercial Taxes, Patna	0.75
Income Tax	High Court, Kolkata	25.19

(X) The Company does not have any accumulated losses at the end of the financial year and has not incurred any cash losses in the current and immediately preceding financial year.

(XI) Based on our audit procedures and as per the information and explanation given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to financial institutions, bank or debenture holders.

(XII) According to the information and explanations given to us, the Company has not granted any loans and advances on the basis of securities by way of pledge of shares, debentures and other securities.

(XIII) In our opinion and according to the information and explanations given to us the nature of activities of the company does not attract any special statute applicable to chit fund and nidhi/mutual benefit fund/societies.

(XIV) According to the information and explanations given to us the company is dealing in securities and is maintaining proper records of such transactions. The shares and other investments are held by the Company in its own name.

(XV) According to the information and explanations given to us the company has not given any guarantee for loans taken by others from banks or financial Institutions.



- (XVI) Based on the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
- (XVII) We have been informed by management that the fund raised for short term basis have not been used for long term investment.
- (XVIII) The company has made preferential allotment of Equity shares during the year to parties and companies covered in register maintained under section 301 of the Companies Act, 1956 and the price at which shares has been issued is not prejudicial to the interest of the Company
- (XIX) The Company has not issued any debenture during the year and it has created proper securities or charges in respect of outstanding debentures.
- (XX) The Company has not raised any money through a public issues during the year.
- (XXI) To the best of our knowledge and belief and according to information and explanations given to us, no fraud on or by the Company was noticed or reported during the year.

For : **K.AGRAWAL & CO.**
Chartered Accountants

Place : Kolkata
Dated : 25th day of June, 2009.

(CA. K.C.AGRAWAL)
Partner
Membership No. 10277



BALANCE SHEET as at 31st March 2009

			(Amount in Rs.)	
SOURCES OF FUNDS	Schedule	Rs	31st March, 2009 Rs.	31st March, 2008 Rs.
Shareholders' Funds				
Share Capital	1		79,629,060	45,895,500
Reserves and Surplus	2		1,137,293,267	406,297,589
Loan Funds				
Secured Loans	3		477,215,349	713,726,125
Unsecured Loans	4		33,089,453	393,025,422
Deferred Tax Liability			65,308,757	61,976,323
TOTAL			1,792,535,886	1,620,920,959
APPLICATION OF FUNDS				
Fixed Assets	5			
Gross Block		637,290,849		561,343,152
Less: Depreciation		154,807,149		125,767,111
Net Block		482,483,700		435,576,041
Capital Work in Progress		54,952,804		25,243,025
			537,436,504	460,819,066
Investments	6		91,600,000	41,600,000
Current Assets, Loans & Advances				
Inventories	7	596,746,762		910,318,086
Sundry Debtors	8	710,171,866		537,110,697
Cash and Bank Balances	9	48,371,947		32,668,502
Loans, Advances & Deposits	10	336,360,029		367,455,373
		1,691,650,604		1,847,552,658
Less: Current Liabilities & Provisions				
Current Liabilities	11	463,822,363		706,712,052
Provisions	12	64,328,859		22,338,713
		528,151,222		729,050,765
Net Current Assets			1,163,499,382	1,118,501,893
TOTAL			1,792,535,886	1,620,920,959

Notes Forming Part of the Accounts 21

As per our Report of even date.
For K.AGRAWAL & CO.
Chartered Accountants

P.R.AGARWALA
Chairman

G.P.AGARWALA
Vice-Chairman

(CA. K.C.AGRAWAL)
Partner
Membership No.10277

PRIYA PUNJABI
Company Secretary

K.B.AGARWALA
Managing Director

Place: Kolkata
Dated: The 25th day of June, 2009



PROFIT & LOSS ACCOUNT for the year ended 31st March, 2009

	Schedule	(Amount in RS.)	
		31st March, 2009 Rs.	31st March, 2008 Rs.
INCOME			
Sales / Income from Operations	13	4,118,377,589	3,513,363,553
Other Income	14	16,866,206	4,578,660
Increase (Decrease) in Stock	15	(88,848,920)	53,787,293
		<u>4,046,394,875</u>	<u>3,571,729,506</u>
EXPENDITURE			
Purchases (Finished Goods)		102,662,086	34,679,648
Raw Materials Consumed	16	1,870,049,103	1,606,631,692
Manufacturing Expenses	17	812,994,215	823,978,883
Payments to and Provision for Employees	18	24,092,024	20,572,545
Selling , Distribution, Administration and Other Expenses	19	916,012,494	790,052,761
Finance Charges	20	77,435,949	86,322,454
Depreciation		30,738,653	29,058,131
		<u>3,833,984,524</u>	<u>3,391,296,114</u>
Profit Before Tax		212,410,351	180,433,392
Less: Provision for Taxation		70,000,000	58,500,000
Less: Provision for Fringe Benefit Tax		2,500,000	2,213,294
Less:- Provision for Deferred Tax		3,332,434	3,052,281
Less:- Prior Period Adjustment		-	507,202
Profit After Tax		136,577,917	116,160,615
Balance Brought from Previous Year		252,030,298	166,620,296
		-	-
		<u>388,608,215</u>	<u>282,780,911</u>
APPROPRIATIONS			
General Reserve		15,000,000	12,000,000
Proposed Dividend		39,762,280	16,026,850
Corporate Dividend Tax		6,757,599	2,723,763
Balance Carried to Balance Sheet		327,088,336	252,030,298
		<u>388,608,215</u>	<u>282,780,911</u>
Notes Forming Part of the Accounts	21		
Earning per share-basic and diluted (Rs.)		26.27	25.37
Number of Weighted equity share		5,198,319	4,579,100

As per our Report of even date.
For K.AGRAWAL & CO.
Chartered Accountants

P.R.AGARWALA
Chairman

(CA. K.C.AGRAWAL)
Partner
Membership No.10277

G.P.AGARWALA
Vice-Chairman

Place: Kolkata
Dated: The 25th day of June , 2009

PRIYA PUNJABI
Company Secretary

K.B.AGARWALA
Managing Director



SCHEDULES TO THE ACCOUNTS

Schedules 1 to 21 annexed to and forming part of Balance Sheet as at 31st March, 2009 and Profit and Loss Account for the year ended on that date.

	(Amount in Rs.)	
	31, March, 2009 Rs.	31, March, 2008 Rs.
SCHEDULE - 1		
SHARE CAPITAL		
Authorised 200,00,000 Equity Shares of Rs. 10/- each	<u>200,000,000</u>	<u>200,000,000</u>
Issued		
79,73,356 (46,00,000) Equity Shares of Rs. 10/- each	<u>79,733,560</u>	<u>46,000,000</u>
Subscribed & Paid Up		
79,52,456 (45,79,100) Equity Shares of Rs. 10 each	79,524,560	45,791,000
Add: Forfeited Shares (20,900 nos)	104,500	104,500
	<u>79,629,060</u>	<u>45,895,500</u>
<p>Note: (1) Of the above 50000 Equity Shares of Rs. 10 each have been allotted as fully paid up bonus shares by capitalisation of General Reserve.</p> <p>(2) 1948356 Equity shares of Rs10/- each fully paid up has been converted from Deep Discount Debentures.</p>		
SCHEDULE - 2		
RESERVES AND SURPLUS		
i) Share Premium Account Brought forward	47,093,250	47,093,250
Add: Received during the year	640,937,640	
	<u>688,030,890</u>	<u>47,093,250</u>
ii) Debenture Redemption Reserve Brought forward	70,000,000	70,000,000
Less Transferred to General Reserve	<u>(70,000,000)</u>	<u>(70,000,000)</u>
	-	70,000,000
iii) General Reserve:		
As per last Balance Sheet	37,174,041	25,174,041
Add Transferred from Debenture Redemption Reserve	70,000,000	-
	107,174,041	25,174,041
Add: Transferred from Profit & Loss Account	15,000,000	12,000,000
	<u>122,174,041</u>	<u>37,174,041</u>
iv) Balance in Profit & Loss Account	327,088,336	252,030,298
Total (i) +(ii) + (iii) + (iv)	1,137,293,267	406,297,589

SCHEDULES TO THE ACCOUNTS (Contd.)

	(Amount in Rs.)	
	31, March, 2009 Rs.	31, March, 2008 Rs.
SCHEDULE - 3		
SECURED LOANS		
From Bank		
Working Capital Account	313,097,147	524,864,756
Foreign Currency Loan	103,268,198	100,966,921
From Industrial Development Bank of India		
Term Loan	60,850,004	87,894,448
	477,215,349	713,726,125
<p>Note: a) The Working Capital is secured by hypothecation of the entire current assets of the company, equitable mortgage of certain property at Tirupur & Kolkata and Property at Kolkata of Rupa Global (P) Ltd and corporate guarantee of Rupa Global (P) Ltd and second charge on Domjur Unit.</p> <p>b) The term loan is secured by all movable & immovable Assets of domjur and Tirupur units of the Company and first charge on Wind Turbine Generator including Land & Building at Dhule in the State of Maharashtra</p> <p>c) The above loans are further secured by personal guarantee of Promoter Directors of the Company.</p>		
SCHEDULE - 4		
UNSECURED LOANS		
(I) Deep Discount Debentures convertible into Equity shares (Note-8)	-	389,675,874
(ii) Short Term Loans 'From Body Corporates	33,089,453	3,349,548
	33,089,453	393,025,422



SCHEDULES TO THE ACCOUNTS (Contd.)

SCHEDULE-5

FIXED ASSETS

(Amount in Rs.)

Particulars	GROSS BLOCK			DEPRECIATION AND AMORTISATION				NET BLOCK		
	As at 01.04.2008	Addition	Sale	As at 31.03.2009	Upto 31.03.2008	For the year	Adjustment	As at 31.03.2009	As at 31.03.2008	As at 31.03.2009
INTANGIBLE ASSETS										
Copy write & Trade Mark	65,000,000	-	-	65,000,000	30,501,370	6,500,000	-	37,001,370	34,488,630	27,998,630
Computer Software	15,998,790	-	-	15,998,790	6,426,776	1,599,879	-	8,026,655	9,572,014	7,972,135
TANGIBLE ASSETS										
Land	29,622,365	31,249,139	-	60,871,504	-	-	-	-	29,622,365	60,871,504
Furniture & Fixture	30,032,381	4,960,538	-	34,992,919	11,908,879	2,120,548	-	14,029,227	18,123,702	20,983,692
Office Building	123,132,804	28,272,753	-	151,405,557	14,722,325	3,237,803	-	17,959,928	108,410,479	133,445,629
Plant & machinery	201,277,845	7,332,375	246,600	208,363,420	38,613,956	9,785,694	44,783	48,354,867	162,663,689	160,008,553
Office Equipment	18,283,871	1,531,951	-	19,815,822	10,254,205	2,211,715	-	12,485,920	8,029,466	7,349,702
Vehicles	20,116,940	5,732,353	2,864,612	22,984,461	7,219,452	2,227,226	1,853,832	7,792,846	12,897,488	15,171,835
Wind Turbine Generator	57,878,558	-	-	57,878,558	6,120,348	3,055,988	-	9,176,336	51,758,208	48,702,220
Total	561,343,152	79,079,109	3,131,412	637,290,649	125,767,111	30,738,653	1,698,615	154,807,149	435,576,041	482,483,700
Previous Year	547,846,678	14,754,777	1,258,303	561,343,152	97,315,721	29,058,131	606,741	125,767,111	450,530,957	435,576,041
Capital Work in Progress									25,243,025	54,952,804

(Amount in Rs.)

SCHEDULE - 6

INVESTMENTS

LONG TERM TRADED

QUOTED

In Mutual Fund

Morgan Stanley Growth Fund

Face Value

Nos.

31, March, 2009
Rs.

31, March, 2008
Rs.

10

10000

100,000

100,000

Un QUOTED

In Mutual Fund

Reliance Liquid Fund - Treasury Plan

10

2369724.401

50,000,000

-

In Subsidiary Company

Rupa Realty Ltd

10

50000

500,000

500,000

Euro Fashion Inners International (P) Ltd

10

4100000

41,000,000

41,000,000

91,600,000

41,600,000

Aggregate Market Value of Quoted Investment

310,110

490,000

SCHEDULES TO THE ACCOUNTS (Contd.)

	(Amount in Rs.)	
	31, March, 2009 Rs.	31, March, 2008 Rs.
SCHEDULE - 7		
INVENTORIES		
(As taken, valued and certified by the management)		
Finished Goods	404,976,427	493,825,347
Raw Materials	112,641,619	335,182,239
Materials under process	61,171,002	61,323,431
Packing materials	17,957,714	19,987,069
	596,746,762	910,318,086
SCHEDULE - 8		
SUNDRY DEBTORS (UNSECURED)		
Debtors outstanding for a period exceeding six month -		
Considered Good	17,059,484	28,991,563
Other Debts -		
Considered Good	693,112,382	508,119,134
	710,171,866	537,110,697
SCHEDULE - 9		
CASH AND BANK BALANCES		
Cash Balance in Hand (including cheque of Rs.30,18,850/- (Previous Year Rs.7,57,046/-)		
	2,439,193	5,404,431
Balance with Schedule Banks		
In Current Account	43,219,998	19,782,989
In Unpaid Dividend Account	498,441	460,794
On Fixed Deposit including interest accrued thereon	2,214,315	7,020,288
	48,371,947	32,668,502
SCHEDULE - 10		
LOANS, ADVANCES & DEPOSITS		
(Unsecured, Considered Good)		
Advance and Loan to Subsidiary Company	34,137,036	12,654,200
Advances - Recoverable in cash or in kind or for value to be received	251,036,587	301,360,795
Advances for Capital Goods	41,118,286	43,779,328
Advance Fringe Benefit Tax (Net of payments)	-	188,365
Security Deposits	10,068,120	9,472,685
	336,360,029	367,455,373

SCHEDULES TO THE ACCOUNTS (Contd.)

	(Amount in Rs.)	
	31, March, 2009 Rs.	31, March, 2008 Rs.
SCHEDULE - 11		
CURRENT LIABILITIES		
Sundry Creditors		
For Goods	228,904,681	216,841,896
For Expenses	144,329,911	128,611,381
For Advances, Deposits & Credit Balances	90,113,481	360,820,734
Unclaimed Dividend (Refer Note No 6.)	474,290	438,041
	463,822,363	706,712,052
SCHEDULE - 12		
PROVISIONS		
For Fringe Benefit Tax(Net of Payments)	272,235	-
For Income Tax (Net of payments)	17,536,745	3,588,100
For Proposed Dividend	39,762,280	16,026,850
For Corporate Dividend Tax	6,757,599	2,723,763
	64,328,859	22,338,713
SCHEDULE - 13		
SALES / INCOME FROM OPERATIONS		
Sales	4,028,242,716	3,432,676,653
Services (Tax Deducted at Source Rs.13,68,006 Previous Year Rs.1200234)	69,251,293	65,031,362
Export Incentives	10,550,418	10,947,265
Electricity Charges	10,333,162	4,708,273
	4,118,377,589	3,513,363,553
SCHEDULE-14		
OTHER INCOME		
Interest (Tax Deducted at Source Rs81004/- Previous Year Rs.118314/-)	12,995,175	2,588,268
Liability no longer required written back	-	720,706
Miscellaneous Income	3,871,031	1,269,686
	16,866,206	4,578,660
SCHEDULE - 15		
INCREASE (DECREASE) IN STOCKS		
Opening Stock	493,825,347	440,038,054
Less: Closing Stock	404,976,427	493,825,347
	(88,848,920)	53,787,293

SCHEDULES TO THE ACCOUNTS (Contd.)

	(Amount in Rs.)	
	31, March, 2009 Rs.	31, March, 2008 Rs.
SCHEDULE - 16		
RAW MATERIALS CONSUMED		
Opening Stock	396,505,670	404,445,282
(Includes Materials under Process Rs.6,13,23,431 Previous Year Rs. 2,24,61,121)		
Add: Purchases	1,647,356,054	1,596,692,080
	2,043,861,724	2,001,137,362
Less: Closing Stock		
(Includes materials under process Rs.6,11,71,002 Previous Year Rs.6,13,23,431)	173,812,621	396,505,670
	1,870,049,103	1,604,631,692
SCHEDULE - 17		
MANUFACTURING EXPENSES		
Processing Charges	739,140,925	762,597,548
Store & Spares	386,406	433,778
Power & Fuel	24,390,130	23,290,380
Carriage Inwards	37,505,025	28,488,852
Factory maintenance	11,571,729	9,168,325
	812,994,215	823,978,883
SCHEDULE - 18		
PAYMENT TO AND PROVISION FOR EMPLOYEES		
Salaries, Wages, Bonus & Leave Pay	22,780,906	18,401,752
Contribution to Provident Fund	839,755	794,150
Contribution to Gratuity Fund	128,311	950,500
Staff Welfare	343,052	426,143
	24,092,024	20,572,545
SCHEDULE - 19		
SELLING, DISTRIBUTION, ADMINISTRATION AND OTHER EXPENSES		
A) Selling and Distribution Expenses		
Packing Materials Consumed	342,163,304	308,850,410
Carriage Outward	31,374,801	30,198,641
Brokerage & Commission	57,098,630	48,798,759
Advertisement	303,611,076	286,676,429
Marketing Expenses	23,630,404	19,953,840
	757,878,215	694,478,079

SCHEDULES TO THE ACCOUNTS (Contd.)

(Amount in Rs.)

SCHEDULE - 19

B) Administration and Other Expenses

	31, March, 2009 Rs.	31, March, 2008 Rs.
Rent , Rates & Taxes	5,803,068	3,816,318
Insurance	1,062,377	953,290
Telephone , Telex & Fax	4,571,810	3,599,903
Electricity Charges	1,868,764	1,302,685
Printing & Stationery	3,651,687	3,136,018
Postage & Courier	2,513,329	2,375,091
Travelling & Conveyance	6,266,390	7,107,610
Legal & Professional Charges	8,111,092	10,672,116
Repair and Maintenance		
For Machinery	4,017,052	3,256,755
For Other	6,885,723	4,407,862
Vehicles Maintenance Expenses	3,589,785	2,860,785
Subscription and Membership	736,407	1,392,663
Directors' Sitting fees	265,000	216,700
Directors' Remuneration	8,363,765	8,276,490
Auditors' Remuneration		
As Audit Fees	132,360	134,832
As Tax Audit Fees	22,060	22,472
Office Maintenance	371,024	2,596,289
Other Expenses	8,803,934	6,232,907
Foreign Exchange Difference	25,373,256	2,601,577
Loss on sale of Fixed assets	590,744	357,702
Quality Development Expenses	2,958,333	2,055,902
Bad debts	12,664,882	527,567
Dealers' Incentives & Sales Promotion	41,627,197	23,921,308
Business Convention	7,884,240	3,749,840
	<u>158,134,279</u>	<u>95,574,682</u>

TOTAL (A) + (B)

916,012,494

790,052,761

SCHEDULE - 20

FINANCE CHARGES

Interest		
To Bank	67,083,447	77,435,302
To Others	6,412,027	5,118,502
Other Financial Charges	3,940,475	3,768,650
	<u>77,435,949</u>	<u>86,322,454</u>

SCHEDULES TO THE ACCOUNTS (Contd)

SCHEDULE -21

Notes Forming Part of the Accounts

A. SIGNIFICANT ACCOUNTING POLICIES

a) Basis of Accounting Policies

The accounts of the company are prepared under the historical cost convention and on the basis of the accounting principles of a going concern to comply with the applicable accounting standards. For recognition of income and expenses, accrual basis of accounting is followed.

b) Revenue Recognition

Revenue from sale of goods and services are recognized upon passage of title to the customers.

c) Fixed Assets

Fixed assets are stated at cost less accumulated depreciation. Cost of an asset comprises its purchase price and incidental expenses related thereto. Capital Work in Progress comprises the cost of fixed assets that are not yet ready for their intended use as on the balance sheet date.

d) Intangible Assets

Intangible Assets are stated at cost of acquisition less accumulated amortization.

e) Depreciation & Amortization

(i) Depreciation on fixed assets is provided on Straight Line method at the rate prescribed in Schedule XIV of the Companies Act, 1956. Depreciation for assets purchase/sold during the period is proportionately charged.

(ii) Copy Right & Trade Marks and Computer software are amortized over a period of ten years.

f) Investments

Long Term Investments are stated at cost and provision for diminution in value is made only if such decline is other than temporary.

Current Investments are stated at lower of cost and fair value. Decline in the value of current Investment are charged to the profit and loss account.

g) Inventories

Inventories are valued using FIFO method on the basis mentioned below -

Raw Materials, Packing Materials and Materials under process are valued at cost or net realizable value whichever is lower.

Finished goods are valued at cost or net realizable value whichever is lower.

Cost of Material under process comprises cost of materials and proportionate Manufacturing Expenses.

h) Government Grants

i) Capital Grant relating to Fixed Assets are reduced from the gross value of the respective Fixed assets.

ii) Revenue Grant are recognized in the profit and loss account on confirmation of reasonable assurance of the receipt.

i) Sales

Sales are recorded net of value added tax, sales tax, sales return and discounts.

j) Exports Incentives:

Benefits on account of duty drawback are being accounted in the year of export.

SCHEDULES TO THE ACCOUNTS (Contd)

k) Employees Benefits

- i) Company's contributions to Provident Fund are charged to Profit & Loss Account.
- ii) Gratuity liability is actuarially ascertained and is charged to Profit & loss Account and covered by appropriate scheme with Life Insurance corporation of India.
- iii) Leave encashment benefits are accounted for on accrual basis.

l) Foreign Currency Transactions

- i) Transactions in Foreign Currencies are recorded at exchange rate prevailing at the time of the transaction.
- ii) Foreign Currency assets and liabilities covered by forward contracts are stated at forward contract exchange rate. The cost of the forward exchange contract is amortised over the period of the contract.
- iii) Exchange difference relating to fixed assets is adjusted in the cost of assets. Monetary assets and liabilities are valued at rates prevailing at the end of the year. Any income or expense on account of exchange difference is recognized in the Profit & loss Account.

m) Borrowing Cost

Borrowing Cost that are attributable to the acquisition, construction or production of qualifying assets are capitalized as part of cost of such assets till such time as the asset is ready for its intended use or sale. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale. All other borrowing costs are recognized as an expense in the period in which they are incurred.

n) Taxes on Income

Tax on income for the current period is determined on the basis of taxable income and tax credit computed in accordance with the provisions of the Income Tax Act 1961.

Deferred tax is recognized on timing difference between the accounting income and the taxable income for the year and quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date.

Deferred tax assets are recognized and carried forward to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

o) Segment Reporting

The accounting policies applicable to the reportable segments are the same as those as used in the preparation of the financial statements as set out above.

Segment revenue and expenses include amount, which can be directly identifiable to the segment or allocable on a reasonable basis.

Assets and liabilities relate to the company as a whole and do not relate to any other segment, are not allocated.

p) Prior Period Adjustments

Income/expenditure pertaining to prior periods are reflected as "Prior Period Adjustment".

q) Provisions, Contingent Liabilities and Contingent Assets

- (i) The Company recognizes as Provisions, the liabilities being present obligations arising from past events, the settlement of which is expected to result in an outflow of resources and which can be measured only by using a substantial degree of estimation.
- (ii) Contingent liabilities are disclosed by way of a note to the financial statements after careful evaluation by the management of the facts and legal aspects of the matters involved.
- (iii) Contingent Assets are neither recognized nor disclosed.

r) Impairment of Assets.

If the carrying amount of fixed assets exceeds the recoverable amount on the reporting date, the carrying amount is reduced to the recoverable amount. The recoverable amount is measured as the higher of the net selling price and the value in use determined by the present value of estimated future cash flow.

SCHEDULES TO THE ACCOUNTS (Contd)

B. NOTES ON ACCOUNTS

1. Contingent Liabilities not provided for in respect of -

	<u>31.03.2009</u>	<u>31.03.2008</u>
i) Bank Guarantee	44,89,000	44,89,000
ii) Letter of Credit	NIL	NIL
iii) Sales Tax Demand (under appeal)	2,96,61,690	3,51,50,125
iv) Income Tax Demand (under appeal)	25,18,740	25,18,740

2. Managing and Whole time Directors' remuneration:

	<u>Current Year</u>	<u>Previous Year</u>
	Rs	Rs
Salaries & Allowances	66,57,195	66,27,133
Other Perquisites	15,20,627	14,63,414
Commission	12,00,000	12,00,000
	<u>93,77,822</u>	<u>92,90,547</u>

3. Calculation of Net Profit in accordance with Section 349 of the Companies Act, 1956 for the purpose of calculating Managing Director's Commission :

	<u>Current Year</u>	<u>Previous Year</u>
	Rs	Rs.
Profit as Per Profit & Loss Account	21,24,10,351	18,04,33,392
Add: Directors' Remuneration	93,77,822	92,90,547
	<u>22,23,78,917</u>	<u>19,00,81,641</u>
Loss on sale of Fixed Assets	5,90,744	3,57,702
	<u>22,23,78,917</u>	<u>19,00,81,641</u>
Net Profit for calculating managing Director's Commission	<u>221,364,860</u>	<u>18,90,67,584</u>
Commission payable to Managing Director (@ 1 % of Net Profit)	2,213,649	18,90,675
Commission Payable restricted to	<u>12,00,000</u>	<u>12,00,000</u>

4. Sales tax incentives of Rs. 64,08,265/- (Previous year Rs 73,46,295/-) granted by the Government of West Bengal, Finance (Taxation) department under West Bengal Industrial Promotion (Assistant to Industrial Unit) scheme 1994 against payment of Value Added Tax under the West Bengal Value Added Tax Act, 2003 and Central Sales Tax Act, 1956, has been taken in sales.

5. In the absence of any confirmation from vendors regarding the status of their registration under the "Micro, Small and Medium Enterprises Development Act 2006" the Company is unable to make provision wherever required under the said Act.

6. Unpaid dividend does not include any amount to be credited to Investor Education and Protection Fund.

7. Bank Guarantee issued in favour of the Company are secured against bank fixed deposit and other Current Assets.



SCHEDULES TO THE ACCOUNTS (Contd)

8. Particulars of Deep Discount Debentures

	31.03.2009	31.03.2008
Series- 1 issued during Financial year 1997-98 aggregating Rs4000 Lacs at discounted price of Rs800 lacs redeemable at par at the end of 10 years from the date of allotment i.e 1st September, 1997.	NIL	400,000,000
Series-II issued during Financial year 1998-99 aggregating Rs1000 Lacs at discounted price of Rs200 Lacs redeemable at par at the end of 10 year from the date of allotment i.e 15th June, 1998.	NIL	100,000,000
	NIL	500,000,000
Less: Discount on issue of debenture to the extent not Not written off or adjusted	NIL	110,324,126
	NIL	389,675,874

9. Figures of Previous year have been regrouped / rearranged wherever considered necessary.

10. The company has carried out comprehensive exercise to assess the impairment loss of Assets. Based on such exercise, there is no impairments of Assets. Accordingly, no adjustment in respect of loss on impairment of Assets is required to be made in the Accounts.

11. Deferred Tax Liabilities

Calculation of Deferred Tax Liabilities as at 31st March, 2009 and 31st March, 2008 is as given below:

	Deferred tax Liabilities as on 31.3.2009	Deferred tax Liabilities as On 31.3.2008
Arising on account of difference between Book Value of Depreciable assets as per books of Account and Written Down value for tax purpose	6,53,28,981	6,37,36,912
Expenses charged but allowable in the future year on Payment or under other provisions of the Income Tax Act.	(20,224)	(17,60,589)
Net Deferred Tax Liability	6,53,08,757	6,19,76,323
Net Impact taken into Profit & Loss Account	33,32,434	30,52,281

12. Earning Per Shares (EPS)

Calculation of earning per shares as given below:

(Amount in Rs)

	2008-2009	2007-2008
a. Net profit after tax available for equity shareholder	136577917	116,160,615
b. Number of Equity Shares allotted	7952456	4579100
b. Weighted average number of Equity Share outstanding during the year	5198319	4579100
c. Basic / diluted Earning Per shares	26.27	25.37
d. Nominal Value Per Shares	10.00	10.00

SCHEDULES TO THE ACCOUNTS (Contd)

13. Segment information:

i) Primary Segment (Business Segments):

Particulars	Sales	Services	Electricity Charges	Elimination	Total
Revenue (Sales & services)	4,038,793,134 (3,443,623,918)	69,251,293 (65,031,362)	10,333,162 (4,708,273)		4,118,377,589 (3,513,363,553)
Inter Segment services		100,504,429 (60,042,381)		100,504,429 (60,042,381)	
Segment Result (PBIT)	254,999,600 (234,685,168)	30,906,225 (28,302,028)			285,905,825 (262,987,196)
Interest	68,628,214 (77,089,158)	4,867,260 (5,464,646)			7,34,95,474 (8,25,53,804)
Profit Before Tax					212,410,351 (18,04,33,392)
Provision for Taxation					70,000,000 (58,500,000)
Provision for Fringe Benefit Tax					2,500,000 (2,213,294)
Provision for Deferred Tax					3,332,434 (3,052,281)
Profit After Tax					136,577,917 (116,160,615)
Other Information					
Assets					2,320,687,108 (2,349,971,724)
Liabilities					1,078,531,108 (1,897,778,635)
Depreciation	17,774,203 (16,430,266)	9,908,462 (9,571,877)	3,055,988 (3,055,988)		30,738,653 (29,058,131)

ii) Secondary Geographical segment- Revenue

	Domestic	Export	Total
Revenue	3,98,85,16,139	12,98,61,450	4,118,377,589
	(3,38,33,61,820)	(13,00,01,733)	(3,513,363,553)

- Note: - a) Assets used in the company's operations or liabilities contracted have not been identified to any of the reportable segments, as the assets and liabilities are used interchangeably between segments.
b) Previous year figures are given under current year figures.



SCHEDULES TO THE ACCOUNTS (Contd)

14 As per the Accounting Standard on 'Related Party Disclosure' issued by the Institute of Chartered Accountants of India, the related parties of the Company are as follows:

Key Management Personnel : Mr. P.R.Agarwala,
Mr. G.P.Agarwala
Mr. K.B.Agarwala
Mr. S.P.Saraf

Relatives of Key Managerial Person: Shri Bajinath Agarwal
Mr Ramesh Agarwal
Mr.Mukesh Agarwal
Mr.Manish Agarwal
Mr.Ravi Agarwal
Mr. Vikash Agarwal
Mr. Rajnish Agarwal
Smt Puspa Devi Agarwal

Subsidiary 1.Euro Fashion Inners International (P) Ltd.
2. Rupa Realty Ltd.

Other Associates : M/s Binod Hosier
M/s Salasar Projects and Estates Pvt. Ltd
M/s Siddhant Flats & Apartments Pvt Ltd.
M/s Siddhant Credit Capital Ltd.

Information on related party transactions as required by Accounting Standards (AS-18) for the year ended 31st March, 2009

Particulars	Key Management Personnel		Relative of key Management Personnel		Other Associates		Subsidiary Company	
	2008-09	2007-08	2008-09	2007-08	2008-09	2007-08	2008-09	2007-08
Rent	384000	309600	222000	192000	96000	96000		
Salary & Perquisites	7163765	7076490	5400000	5400000				
Commission	1200000	1200000	0	0				
Loan Repayment					700547000	434640000		
Loan Taken					720540000	248964000		
Interest Paid					(2930500)	835584		
Balance standing					21076098	3349547		
Sales							48551103	7582189
Purchase							102662086	51326956
Rent Recd							480000	480000

SCHEDULES TO THE ACCOUNTS (Contd)

15. Disclosure pursuant to Accounting Standard - 15 : Employee Benefit

A .Defined Benefits Plan (Gratuity)

i. Change in the Present Value of the Defined Benefit Obligation

1. Present value of obligations as at 01.04.2008	3820669
2. Current Service Cost	128311
3. Actuarial loss on Obligations	0
Present value of obligations as at 31.03.2009	<u>3,948,980</u>

ii Liability recognised in the Balance Sheet

1. Present Value of obligations as at 31.03.2009	3,948,980
2. Fair value of plan assets at the end of the year (funded with the LIC under group gratuity scheme)	3,820,669
Net (Assets) / Liability recognised in Balance Sheet	<u>128,311</u>

iii Expenses recognised in Profit & Loss Account

1. Current Service Cost	128,311
2. Net Actuarial (Gain) / Loss recognised during the year	0
Total Expenses recognised in Profit & Loss Account	<u>128,311</u>

iv Actuarial Assumption

1. Discount Rate	8.00%
2. Expected rate of future salary increase	7.50%



SCHEDULES TO THE ACCOUNTS (Contd)

16. Additional information pursuant to Part II of schedule VI of the Companies Act, 1956
INFORMATION IN RESPECT OF GOODS MANUFACTURED

A) Raw Material Consumed

Yarn	Quantity in Kg		Amount in Rs	
	31.03.2009	31.03.2008	31.03.2009	31.03.2008
Opening Stock	418,919	421,030	49,660,446	52,057,205
Purchases	69,998,648	8,464,223	825,840,526	997,679,773
	70,417,567	8,885,253	875,500,972	1,049,736,978
Consumption	70,116,146	8,466,334	838,366,680	1,000,076,532
Sales	-	-	-	-
Closing Stock	301,421	418,919	37,134,292	49,660,446

Than	Quantity in Kg		Amount in Rs	
	31.03.2009	31.03.2008	31.03.2009	31.03.2008
Opening Stock	1,654,688	2,090,036	242,212,937	321,236,729
Purchases	3,270,614	2,196,681	451,344,805	290,892,477
Production	70,116,146	8,466,334	838,366,680	1,000,076,532
	75,041,448	12,753,051	1,531,924,422	1,612,205,738
Consumption	74,229,160	10,772,013	1,413,398,015	1,313,534,497
Sales	292,299	326,350	46,767,849	56,458,304
Closing Stock	519,989	1,654,688	71,758,558	242,212,937

Elastic	Quantity in Kg		Amount in Rs	
	31.03.2009	31.03.2008	31.03.2009	31.03.2008
Opening Stock	5,393,008	4,087,677	14,477,498	8,716,572
Purchases	71,175,689	74,157,879	193,597,876	162,974,321
	76,568,697	78,245,556	208,075,374	171,690,893
Consumption	74,715,495	72,852,548	200,856,528	157,213,395
Closing Stock	1,853,202	5,393,008	7,218,846	14,477,498

Electricity	Quantity in Kg		Amount in Rs	
	31.03.2009	31.03.2008	31.03.2009	31.03.2008
Opening Stock	-	-	-	-
Purchases	2,052,088	1,289,938	10,333,162	4,708,273
	2,052,088	1,289,938	10,333,162	4,708,273
Sales	2,052,088	1,289,938	10,333,162	4,708,273
Closing Stock	-	-	-	-

B) Finished products - Knitwear

	Quantity in DZS		Amount in Rs	
	31.03.2009	31.03.2008	31.03.2009	31.03.2008
Opening Stock	1,848,450	1,532,443	493,825,347	440,038,054
Production	113,359,928	10,956,299	2,212,212,407	2,739,460,985
Purchases	306,858	98,522	102,662,086	34,679,648
Sales	113,789,959	10,738,814	3,981,474,867	3,376,218,349
Closing Stock	1,725,277	1,848,450	404,976,427	493,825,347

SCHEDULES TO THE ACCOUNTS (Contd)

OTHER INFORMATION

		Current Year Rs	Previous Year Rs
a)	Expenditure in Foreign Currency		
	Payment of loan	126,539,440	NIL
	Traveling Expenses	2,770,134	2,241,464
	Finance Charges	9,767,976	2,689,569
	Professional fees	526502	NIL
	Advertisement	2602992	NIL
	Business Promotional Expenses	1571790	NIL
b)	C.I.F Value of Imports		
	Repairs & Maintenance(Machinery)	NIL	655,249
	Machinery Spares parts	3991855	NIL
	Product Accessories	164051	45,086
c)	Earning in Foreign Currency		
	FOB Value of Export	119,311,032	119,054,468

SIGNATURES TO SCHEDULES 1 TO 21

As per our report of even date.

For : K.AGRAWAL & CO
Chartered Accountants

(K.C.Agrawal)
Partner
Membership No.10277

PRIYA PUNJABI
Company Secretary

P.R.AGARWALA
Chairman

G.P.AGARWALA
Vice- Chairman

K.B.AGARWALA
Managing Director

Place : Kolkata

Dated : The 25th day of June, 2009



ADDITIONAL INFORMATION PURSUANT TO PART IV OF SCHEDULE VI TO THE COMPANIES ACT, 1956

BALANCE SHEET ABSTRACT AND COMPANY 'S GENERAL BUSINESS PROFILE

i) Registration Details

Registration No. : L17299WB1985PLC038517 State Code -21
Balance Sheet Date : 31.03.2009

ii) Capital Raised During the Year (Amount in Rs. Thousands)

Public Issue --- NIL Rights Issue --- NIL
Bonus Issue --- NIL Private Placement --- 33734

iii) Position of Mobilisation and Deployment of Funds (Amount in Rs. Thousands)

Total Liabilities	---	2320687	Total Assets	---	2320687
Sources of Funds					
Paid up Capital	---	79629	Reserve & Surplus	---	1162527
Secured Loans	---	477215	Unsecured Loans	---	33089
			Deferred Tax Liabilities	---	65308

Application of Funds

Net Fixed Assets	---	537436	Investments	---	91600
Net Current Assets	---	1188733	Misc. Expenditure	---	Nil
Accumulated Losses	---	NIL			

iv) Performance of Company (Amount in Rs Thousands)

Turnover and Other Income	---	4046394	Total Expenditure	---	3833984
Profit/(Loss) before Tax	---	212410	Profit/(Loss) after Tax	---	136578
Earning per Share (in Rs.)	---	26.27	Dividend Rate (%)	---	50

v) Generic Name of Principal Products /Services of the Company (As per monetary terms)

Item Code No. (ITC Code)	:	610711.01	Product Description	:	Gents Undergarments
Item Code No. (ITC Code)	:	610821.01	Product Description	:	Ladies Undergarments
Item Code No. (ITC Code)	:	610910.02	Product Description	:	T- Shirts

P.R. AGARWALA
Chairman

PRIYA PUNJABI
Company Secretary

G.P. AGARWALA
Vice-Chairman

K.B. AGARWALA
Managing Director



STATEMENT RELATING TO SUBSIDIARY COMPANY

PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956

1	Name of the Subsidiary	: Euro Fashion Inners International Pvt. Ltd	Rupa Realty Limited
2	Financial Year of the Subsidiary ended on	: 31st March, 2009	31st March, 2009
3	Share of the Subsidiary held by the Company on the above date		
	(a) Number and Face Value	: 41,00,000 of Rs10/- each	50,000 of Rs10/- each
	(b) Extent of holding	: 100%	100%
4	Net aggregate amount of Profit / (Loss) of the subsidiary for the above financial year so far as it concerns members of the Company		
	(a) Dealt with in the accounts of the Company for the year ended 31st March, 2009	: ---	---
	(b) Not dealt with in the accounts of the Company for the year ended 31st March, 2009	: Rs 5871169	Rs(17582)
5	Net aggregate amount of profit / (losses) of the Subsidiary for the previous years of the subsidiary since it became a subsidiary so far as they concern Members of the Company		
	(a) Dealt with in the accounts of the Company for the year ended 31st March, 2009	: ---	---
	(b) Not dealt with in the accounts of the Company for the year ended 31st March, 2009	: Rs 12044490	Rs (16225)

P.R.AGARWALA
Chairman

G.P.AGARWALA
Vice-Chairman

Place: Kolkata
Dated: The 25th day of June , 2009

PRIYA PUNJABI
Company Secretary

K.B.AGARWALA
Managing Director



CASH FLOW STATEMENT for the year ended 31st March, 2009

A. CASH FLOW ARISING FROM OPERATING ACTIVITIES

	31st March, 2009 Rs. In Lakhs	31st March, 2008 Rs. In Lakhs
Net Profit Before Tax & Extra-ordinary Items	2,124.10	1,804.33
Adjustment:		
(a) Depreciation Charges	307.39	290.58
(b) Interest Charges	734.95	825.54
(c) Loss on Sale of Fixed Assets	5.91	3.58
	<u>1,048.25</u>	<u>1,119.70</u>
	3,172.35	2,924.03
Adjustment:		
(a) Interest Income	(129.95)	(25.88)
(b) Rent Income	(4.80)	(4.80)
	<u>(134.75)</u>	<u>(30.68)</u>
Operating Profit before Working Capital Changes	3,037.60	2,893.35
Adjustment		
(a) Increase in Trade & other Receivable	(1,419.67)	(1,245.83)
(b) Increase in Inventories	3,135.71	(500.83)
	<u>1,718.04</u>	<u>(1,746.46)</u>
	4753.84	1148.89
Adjustment:		
(a) Increase / (Decrease) in Trade Payables	(2,490.24)	2,888.47
Cash Inflow/(Outflow) form Operations	<u>2263.40</u>	<u>3815.36</u>
Adjustment		
(a) Direct Taxes Paid	(566.75)	(522.31)
	<u>(566.75)</u>	<u>(522.31)</u>
Adjustment		
(a) Interest received from operating activities	1696.65	3293.05
	<u>25.86</u>	<u>24.81</u>
Net Cash Inflow/(Outflow) from Operating Activities	- 1722.51	- 3317.86
B.CASH FLOW ARISING FROM INVESTING ACTIVITIES		
Inflow		
(a) Sale of Fixed Assets	8.42	2.94
(b) Rent Income	4.80	4.80
(c) Interest received	<u>104.09</u>	<u>1.07</u>
	117.31	8.81
Outflow		
(a) Purchase of Fixed Assets	(1,087.89)	(242.65)
(b) Investment in subsidiary	-	(5.00)
(c) Investment In Mutual Fund	(500.00)	-
	<u>(1,587.89)</u>	<u>(247.65)</u>
Net Cash Inflow/(Outflow) from Investing Activities	(1470.58)	(238.84)
CASH FLOW STATEMENT		
for the year ended 31st March, 2009(Contd.)		
C. CASH FLOW ARISING FORM FINANCING ACTIVITIES		
Inflow		
(a) Proceeds from Share Capital	6,746.76	-
(b) Dividend and dividend Tax paid	(187.51)	(187.51)
(c) Interest Paid	(689.68)	(782.71)
(d) Increase/(Decrease) in borrowing Capital	<u>(5,964.47)</u>	<u>(2,192.64)</u>
	(94.90)	(3,162.86)
Net Cash Inflow/(Outflow) from Financing Activities	(94.90)	(3162.86)
Net Increase/(Decrease) in Cash/Cash Equivalent (A+B+C)	- 157.03	- (63.84)
Cash /Cash Equivalents at the beginning of the year	326.69	410.53
Cash /Cash Equivalents at the end of the year	483.72	326.69

Notes

- 1) The above Cash Flow Statement has been prepared pursuant to Clause 31 of Listing Agreement with Stock Exchange and under the indirect method set out in AS-3 issued to Chartered Accountants of India.
- 2) Significant Accounting Policies and other Notes to Accounts (Schedule 21) form an integral part of the Cash Flow Statement
- 3) Previous year figures have been regrouped/reclassified to confirm to current year's classification.

As per our Report of even date.
For **K.AGRAWAL & CO.**
Chartered Accountants

(K.C.AGRAWAL)
Partner

Membership No.10277
Place: Kolkata
Dated: The 25th day of June,2009

G.P.AGARWALA
Vice-Chairman

PRIYA PUNJABI
Company Secretary

P.R.AGARWALA
Chairman

K.B.AGARWALA
Managing Director



EURO FASHION INNERS INTERNATIONAL PVT LTD

Board of Directors

Mr. Rajnish Agarwal

Director

Mr. Ramesh. Agarwal

Director

Mr. Vikash Agarwal

Director

Mr. Sushil Patwari

Director

Mr. S.P. Saraf

Director

AUDITORS

M/S. K. Agrawal & Co

Chartered Accountants

34, Ezra Street, Kolkata - 700 001

Bankers

Indusind Bank Ltd.

REGISTERED OFFICE

102 VIP Plaza Plot No 7

Veera Industrial Estate

New Link Road, Andheri (w)

Mumbai-400053

CORPORATE OFFICE

Metro Plaza, 8th Floor

1, Ho Chi Minh Sarani

Kolkata-700 071

Email : info@rupa.co.in

DIRECTORS ' REPORT

Your Directors have pleasure in presenting the fourth Annual Report of your Company along with the audited Statement of Accounts for the financial year ended 31st March, 2009

FINANCIAL RESULTS

The highlights of the financial results for the year 2008-2009 are as follows :

In Rupees

	Year Ended 31.03.2009	Year Ended 31.03.2008
Sales & Other Income	24,42,06,443	26,92,62,877
Gross Profit before Interest, depreciation & Tax	1,22,46,697	1,25,56,421
Less: Interest	29,27,224	59,91,956
Gross Profit after Interest but before Depreciation and Taxation	93,19,473	65,64,465
Less: Depreciation	2,17,481	1,81,154
Profit before tax	91,01,992	63,83,311
Less:		
Provision for Taxation	23,50,000	18,81,000
Provision for Fringe Benefit Tax	1,40,000	2,47,000
Provision for Deferred Tax	4,63,949	87,406
Prior Period Adjustment	2,76,874	3,209
Profit after Tax	58,71,169	41,64,696
Add:		
Surplus brought forward	1,20,44,490	78,79,794
Balance carried to Balance Sheet	1,79,15,659	1,20,44,490

OPERATIONS

The Sales & Other Income of the Company during the period under review are Rs. 24,42,06,443/- (Previous Year Rs 26,92,62,877) The Company has earned a profit after tax of Rs. 58,71,169/- (Previous Year Rs 41,64,696)

DIVIDEND

In view of the marginal profit earned by the Company, your Company do not recommend any dividend for the period under review.

DEPOSITS

Your Company has not accepted any deposit within the meaning of Section 58A of the Companies Act, 1956 and the rules made thereunder.

AUDITORS' REPORT

The notes to the accounts referred to in the Auditors' Report are self-explanatory and, therefore, do not call for any further comments.

DIRECTORS

Mr. Rajnish Agarwal retire by rotation at the ensuing Annual General Meeting and being eligible, have offered himself for re-appointment.

DIRECTORS ' REPORT (Contd)

AUDITORS

The Auditors M/s. K. Agrawal & Co. Chartered Accountants retire at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA) of the Companies Act, 1956, Your Directors state that :

- (a) in the preparation of the Annual Accounts, the applicable accounting standards have been followed and that there are no material departures ;
- (b) they 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 2008 – 2009, and of the profit of the Company for that period ;
- (c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities
- (d) the Annual Accounts have been prepared on a going concern basis.

PARTICULARS OF EMPLOYEES

None of the employees of the Company, was in receipt of remuneration which requires disclosures under Section 217(2A) of the Companies Act, 1956 and the Rules made therein.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

As required under Section 217(1)(e) of the Companies Act, 1956 and the Rules made therein, the concerned details relating to energy conservation, technology absorption, foreign exchange earnings and outgo are given in Annexure – I attached hereto ,which forms part of this Directors' Report.

ACKNOWLEDGEMENTS

Your Directors would like to express their appreciation for the assistance and cooperation received from the , Bankers Government Authorities and all others during the year under review. Your Directors wish to place on record their deep sense of appreciation to all the employees for their contribution during the year

For & on behalf of the Board

Place : Kolkata

Dated: 24th June 2009

Rajnish Agarwal

Ramesh Agarwal

ANNEXURE - I TO THE DIRECTORS REPORT

Information as required under section 217(1)(e) read with Companies (Disclosures of Particulars in the Report of Board of Directors) Rules, 1988:

Energy conservation and Technology Absorption

Research & Development is being carried out by the Company in the areas of product design & marketing. Due to continuous efforts & development, products of your company enjoy premium position in the market. Other provisions of Section 217(1)(e) of the Companies Act, 1956 with regards to conservation of energy and technology absorption not applicable to your Company.

Place : Kolkata
Dated: 24th June 2009

For & on behalf of the Board
Rajnish Agarwal Ramesh Agarwal

AUDITOR'S REPORT

TO THE MEMBERS OF EURO FASHION INNERS INTERNATIONAL PRIVATE LIMITED

1. We have audited the attached Balance Sheet of EURO FASHION INNERS INTERNATIONAL PRIVATE LIMITED as at 31st March, 2009 and the related Profit and Loss Account on that date of which we have signed under reference to this report. These financial statements are the responsibility of the management of the Company. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We have 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 presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of Section 227 (4A) of The Companies Act, 1956 and on the basis of such checks as we considered appropriate and according to the information and explanations given to us, we set out in the annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:
 - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. The Balance Sheet and the Profit and Loss Account dealt with by this report are in agreement with the books of account;
 - d. In our opinion, these financial statements have been prepared in compliance with the applicable accounting standards referred to in Section 211 (3C) of the Companies Act, 1956;
 - e. Based on the representations made by all the Directors of the Company as on March 31st, 2009 and taken on record by the Board of Directors of the Company and in accordance with the information and explanations as made available, the Directors of the Company do not, prima facie, have any disqualification as referred to in Clause (g) of subsection (1) to Section 274 of the Companies Act, 1956;
 - f. In our opinion and to the best of our information and according to the explanations given to us, the Balance Sheet and Profit and Loss Account together with the Notes thereon give in the prescribed manner the information required by the Companies Act, 1956 and also give respectively, a true and fair view in conformity with the accounting principles generally accepted in India;
 - (i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st, March, 2009; and
 - (ii) in case of the Profit and Loss Account, of the profit of the Company for the year ended on that date.

For : K.AGRAWAL & CO.
Chartered Accountants

(CA. K.C.AGRAWAL)
Partner

Membership No. 10277

Place : Kolkata
Dated : The 24th day of June , 2009.

ANNEXURE TO THE AUDITORS REPORT

Referred to in Paragraph 3 of our report of even dated on the accounts for the year ended on 31st March, 2009 of
EURO FASHION INNERS INTERNATIONAL PRIVATE LIMITED

- (i) In respect of its fixed assets:
- The Company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.
 - Some of the fixed assets have been physically verified during the year by the management in accordance with a programme of verification, which in our opinion provides for physical verification of all the fixed assets at reasonable intervals having regard to the size of the Company and the nature of its assets. According to the information and explanations given to us no material discrepancies were noticed on such verification.
 - The Company has not disposed off any part of the fixed assets during the year.
- (ii) In respect of its inventories:
- As explained to us, the inventories of finished and semi finished goods and raw materials were physically verified during the year by the Management. In our opinion, having regard to the nature and location of stocks, the frequency of verification is reasonable. In the case of materials lying with third parties, certificates confirming stocks have been received in respect of a substantial portion of the stocks held.
 - In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
 - In our opinion and according to the information and explanations given to us, the company has maintained proper records of its inventories. The discrepancies noticed on verification between the physical stocks and the book records were not material.
- (iii) In respect of loans taken and granted by the Company from/to companies, firms or other parties covered in the register maintained under section 301 of the companies Act, 1956, according to the information and explanations given to us:
- The company has neither 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.
- (iv) In our opinion and according to information and explanations given to us, there are adequate internal control system commensurate with the size of the company and the nature of its business for the purchase of inventory, fixed assets and for sale of goods. Further based on our checking we have not come across any major weakness in the internal control.
- (v) In respect of contracts or arrangements enter in the register maintained in pursuance of section 301 of the Companies Act, 1956., to the best of our knowledge and belief and according to the information and explanations given to us :
- The particulars of contract or arrangements referred to in section 301 that needed to be entered into the register, maintained under the said section have been so entered.
 - In our opinion the transactions exceeding the value of rupees five lakhs in respect of any party during the year have been made at prices which are prima facie reasonable having regard to prevailing market prices at the relevant time where such prices are available.
- (VI) As explained to us, the Company has not accepted any deposit from the public in the meaning of the provisions of Section 58A and 58AA or any other relevant provisions of the Companies Act, 1956.
- (VII) In our opinion, the company has an adequate internal audit system commensurate with the size and nature of its business.
- (VIII) The Central government has not prescribed the maintenance of cost records under section 209 (1)(d) of the Companies Act 1956 for any products of the Company.

- (IX) In respect of statutory dues:
- a. According to the information and explanations given to us, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Income-Tax, Sales-Tax, Wealth-Tax, Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues applicable to it with the appropriate authorities during the year.
 - b. According to the information and explanations given to us, no undisputed amounts payable in respect of Income- Tax, Sales-Tax, Wealth-Tax, Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues applicable to it were in arrears, as at 31st March, 2009 for a period of more than six months from the date they become payable.
 - c. According to the information and explanations given to us, no disputed amounts payable in respect of Income-Tax, Sales-Tax, Wealth-Tax, Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues applicable to it were in arrears, as at 31st March, 2009.
- (X) The Company does not have any accumulated losses at the end of the financial year and has not incurred any cash losses in the current and immediately preceding financial year.
- (XI) Based on our audit procedures and as per the information and explanation given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to financial institutions, bank or debenture holders.
- (XII) According to the information and explanations given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (XIII) In our opinion and according to the information and explanations given to us the nature of activities of the company does not attract any special statute applicable to chit fund and nidhi/mutual benefit fund/societies.
- (XIV) According to the information and explanations given to us, the company is not dealing or trading in shares, securities, debentures and other investments.
- (XV) According to the information and explanations given to us the company has not given any guarantee for loans taken by others from banks or financial Institutions.
- (XVI) Based on the information and explanations given to us by the management, the company has not obtained any term loans.
- (XVII) We have been informed by management that the fund raised for short term basis have not been used for long term investment.
- (XVIII) The company has not made any preferential allotment of shares during the year to parties or companies covered in register maintained under section 301 of the Companies Act, 1956.
- (XIX) The Company has not issued any debenture during the year and it has created proper securities or charges in respect of outstanding debentures.
- (XX) The Company has not raised any money through a public issues during the year.
- (XXI) To the best of our knowledge and belief and according to information and explanations given to us, no fraud on or by the Company was noticed or reported during the year.

For : K.AGRAWAL & CO.
Chartered Accountants

Place : Kolkata
Dated : The 24th day of June , 2009.

(CA. K.C.AGRAWAL)
Partner
Membership No. 10277

BALANCE SHEET as at 31st March 2009

SOURCES OF FUNDS	Schedule	Rs.	31st March, 2009 Rs.	31st March, 2008 Rs.
SOURCES OF FUNDS				
Shareholders' Funds				
Share Capital	1		41,000,000	41,000,000
Reserves and Surplus	2		17,915,659	12,044,490
Loan Funds				
Secured Loans	3		1,345,401	26,430,115
Unsecured Loans	4		34,137,036	12,654,200
Deferred Tax Liability			608,157	144,208
TOTAL			95,006,253	92,273,013
APPLICATION OF FUNDS				
Fixed Assets				
Gross Block	5	34,478,049		6,945,689
Less: Depreciation		485,106		267,625
Net Block		<u>33,992,943</u>		<u>6,678,064</u>
Capital Work In Progress		-	33,992,943	2,328,014
				<u>9,006,078</u>
Current Assets, Loans & Advances				
Inventories	6	51,547,689		43,459,288
Sundry Debtors	7	25,107,716		53,529,580
Cash and Bank Balances	8	279,148		311,809
Loans, Advances & Deposits	9	<u>12,598,175</u>		<u>9,357,939</u>
		89,532,728		106,658,616
Less: Current Liabilities & Provisions				
Current Liabilities	10	28,184,068		21,574,481
Provisions	11	<u>367,250</u>		<u>1,881,000</u>
		<u>28,551,318</u>		<u>23,455,481</u>
Net Current Assets			60,981,410	83,203,135
Miscellaneous Expenditure (To the extent not written off or adjusted)				
Preliminary Expenses			31,900	63,800
TOTAL			95,006,253	92,273,013

Notes Forming Part of the Accounts 19
As per our Report of even date.

For K.AGRAWAL & CO.
Chartered Accountants

RAJNISH AGARWAL
Director

RAMESH AGARWAL
Director

(CA. K.C.AGRAWAL)
Partner
Membership No.10277

Place: Kolkata
Dated: The 24th day of June , 2009

PROFIT & LOSS ACCOUNT for the year ended 31st March, 2009

	Schedule	31st March, 2009 Rs.	31st March, 2008 Rs.
INCOME			
Sales		243,855,572	268,748,322
Other Income	12	350,871	514,555
Increase (Decrease) in Stock	13	6,738,273	(40,731,323)
		<u>250,944,716</u>	<u>228,531,554</u>
EXPENDITURE			
Raw Materials Consumed	14	129,801,022	104,864,390
Manufacturing Expenses	15	54,473,810	53,069,081
Payments to and Provision for Employees	16	1,897,046	2,501,685
Selling , Distribution, Administration and Other Expenses	17	52,504,354	55,431,148
Finance Charges	18	2,949,011	6,100,785
Depreciation		217,481	181,154
		<u>241,842,724</u>	<u>222,148,243</u>
Profit Before Tax		9,101,992	6,383,311
Less: Provision for Taxation		2,350,000	1,881,000
Less: Provision for Fringe Benefit Tax		140,000	247,000
Less: Provision for Deferred tax		463,949	87,406
Less: Prior Period Adjustment		276,874	3,209
Profit After Tax		5,871,169	4,164,696
Balance Brought from Previous Year		12,044,490	7,879,794
Balance Carried to Balance Sheet		17,915,659	12,044,490
		17,915,659	12,044,490
Notes Forming Part of the Accounts	19		
Earning per share-basic and diluted		1.43	1.02
Number of equity share		4,100,000	4,100,000

As per our Report of even date.

For K.AGRAWAL & CO.
Chartered Accountants

(CA. K.C.AGRAWAL)
Partner
Membership No.10277

RAJNISH AGARWAL
Director

RAMESH AGARWAL
Director

Place: Kolkata

Dated: The 24th day of June , 2009

SCHEDULES TO THE ACCOUNTS

Schedules 1 to 19 annexed to and forming part of Balance Sheet as at 31st March, 2009 and Profit and Loss Account for the year ended on that date.

	(Amount in Rs.)	
	31, March, 2009 Rs.	31, March, 2008 Rs.
SCHEDULE - 1		
SHARE CAPITAL		
Authorised	50,000,000	50,000,000
50,00,000 Equity Shares of Rs. 10/- each		
Issued		
41,00,000 Equity Shares of Rs. 10/- each	41,000,000	41,000,000
Subscribed & Paid Up		
41,00,000 Equity Shares of Rs. 10 each	41,000,000	41,000,000
SCHEDULE - 2		
RESERVES AND SURPLUS		
Profit & Loss Account	17,915,659	12,044,490
	17,915,659	12,044,490
SCHEDULE - 3		
SECURED LOANS		
From Bank		
Working Capital Loan	1,345,401	26,430,115
	1,345,401	26,430,115

Note: The Working Capital loan is secured by hypothecation of the entire current assets of the Company, equitable mortgage of land at Tirupur and personal guarantee of Promoter Directors of the Company.

SCHEDULE - 4		
UNSECURED LOANS		
Short Term Loans		
From Holding Company	34,137,036	12,654,200
	34,137,036	12,654,200

SCHEDULES TO THE ACCOUNTS (Contd.)

SCHEDULE - 5

FIXED ASSETS

(Amount in Rs.)

Particulars	GROSS BLOCK				DEPRECIATION /AMORTISATION				NET BLOCK	
	As at 01.04.2008	Addition	Sale	As at 31.03.2009	Upto 31.03.2008	For the year	Adjust ment	As at 31.03.2008	As at 31.03.2008	As at 31.03.2009
INTANGIBLE ASSETS										
Copy Right & Trade Mark	500,000	-	-	500,000	50,137	50,000	-	100,137	449,863	399,863
	-	-	-	-	-	-	-	-	-	-
TANGIBLE ASSETS										
Land	4,888,520	-	-	4,888,520	-	-	-	-	4,888,520	4,888,520
Office Building	-	26,835,371	-	26,835,371	-	1,198	-	1,198	-	26,834,173
Furniture & Fixtures	3,432	-	-	3,432	651	217	-	868	2,781	2,564
Office Equipment	335,252	-	-	335,252	35,729	54,944	-	90,073	299,523	245,179
Plant & Machinery	757,034	640,700	-	1,397,734	58,189	45,778	-	103,967	698,845	1,293,767
Vehicles	661,451	56,289	-	717,740	122,919	65,944	-	188,863	538,532	528,877
Total	6,945,689	27,532,360	-	34,478,049	267,625	217,481	-	485,106	6,678,064	33,992,943
Previous Year	6,418,542	527,147	-	6,945,689	86,471	181,154	-	267,625	6,332,071	6,678,064

(Amount in Rs.)

SCHEDULE - 6

INVENTORIES

(As taken, valued and certified by the management)

Finished Goods

Raw Materials

Materials under process

Packing materials

31, March, 2009
Rs.

31, March, 2008
Rs.

31,351,806

24,613,533

14,736,972

15,628,732

3,357,010

2,062,298

2,101,901

1,154,725

51,547,689

43,459,288

SCHEDULE - 7

SUNDRY DEBTORS (UNSECURED)

Debtors outstanding for a period exceeding six month -

Considered Good

Other Debts -

Considered Good

4,759,246

16,534,864

20,348,470

36,994,716

25,107,716

53,529,580

SCHEDULE - 8

CASH AND BANK BALANCE

Cash Balance in Hand

Balance with Schedule Banks

In Current Account

164,979

143,666

114,169

168,143

279,148

311,809

SCHEDULES TO THE ACCOUNTS (Contd.)

	(Amount in Rs.)	
	31, March, 2009 Rs.	31, March, 2008 Rs.
SCHEDULE - 9		
LOANS, ADVANCES & DEPOSITS		
(Unsecured, Considered Good)		
Advance for Capital Goods	5,280,000	3,326,000
Advances - Recoverable in cash or in kind or for value to be received	5,420,675	4,293,439
Advance IncomeTax (Net of Provision)	1,522,300	1,522,300
Advance Fringe Benefit Tax (Net of Provision)	375,200	206,200
Security Deposits -		10,000
	12,598,175	9,357,939
SCHEDULE - 10		
CURRENT LIABILITIES		
Sundry Creditors		
For Goods	14,562,030	8,553,985
For Expenses	9,704,104	8,875,973
For Advances, Deposits & Credit Balances	3,311,804	3,784,309
Book Debt Balance with Bank	606,130	360,214
	28,184,068	21,574,481
SCHEDULE - 11		
PROVISIONS		
For Taxation (Net of Payments)	367,250	1,881,000
	367,250	1,881,000
SCHEDULE-12		
OTHER INCOME		
Interest	350,871	514,555
	350,871	514,555
SCHEDULE - 13		
INCREASE (DECREASE) IN STOCKS		
Opening Stock	24,613,533	65,344,856
Less: Closing Stock	31,351,806	24,613,533
	6,738,273	(40,731,323)

SCHEDULES TO THE ACCOUNTS (Contd.)

	(Amount in Rs.)	
	31, March, 2009 Rs.	31, March, 2008 Rs.
SCHEDULE - 14		
RAW MATERIALS CONSUMED		
Opening Stock	17,691,030	52,493,523
(Includes Material Under Process Rs. 20,62,298 Previous Year Rs 65,60,991)		
Add: Purchases	<u>130,203,974</u>	<u>70,061,897</u>
	147,895,004	122,555,420
Less: Closing Stock	18,093,982	17,691,030
(Includes Material Under Process Rs.33,57,010 Previous Year Rs 20,62,298)	<u>129,801,022</u>	<u>104,864,390</u>
SCHEDULE - 15		
MANUFACTURING EXPENSES		
Processing Charges	53,462,420	52,127,720
Carriage Inwards	1,011,390	941,361
	<u>54,473,810</u>	<u>53,069,081</u>
SCHEDULE - 16		
PAYMENT TO AND PROVISION FOR EMPLOYEES		
Salaries, Wages, Bonus & Leave Pay	1,804,397	2,409,036
Contribution to Provident Fund	23,689	23,689
Staff Welfare	68,960	68,960
	<u>1,897,046</u>	<u>2,501,685</u>
SCHEDULE - 17		
SELLING, DISTRIBUTION, ADMINISTRATION AND OTHER EXPENSES		
A) Selling and Distribution Expenses		
Packing Materials Consumed	20,771,561	19,777,800
Carriage Outward	405,158	225,174
Brokerage & Commission	232,374	62,070
Advertisement	20,239,766	23,741,171
Marketing Expenses	6,172,194	8,937,409
Sales Promotion Expenses	-	200,000
	<u>47,821,053</u>	<u>52,943,624</u>

SCHEDULES TO THE ACCOUNTS (Contd.)

	(Amount in Rs.)	
	31, March, 2009 Rs.	31, March, 2008 Rs.
B) Administration and Other Expenses		
Rent , Rates & Taxes	522,074	542,264
Telephone , Telex & Fax	4,393	5,805
Electricity Charges	143,470	37,973
Printing & Stationery	193,047	317,480
Postage & Courier	72,851	165,352
Travelling & Conveyance	29,732	30,174
Legal & Professional Charges	206,766	282,152
Repair and Maintenance		
For Other	208,012	129,438
Vehicles Maintenance Expenses	118,898	121,793
Auditors' Remuneration		
As Audit Fees	22,060	22,472
As Tax Audit Fees	5,515	5,618
Office Maintenance	322,482	511,126
Insurance	49,353	48,336
Other Expenses	350,200	81,557
Quality Development Expenses	268,548	136,534
Dealer's Incentive	2,134,000	17,550
Preliminary Expenses Written off	31,900	31,900
	4,683,301	2,487,524
TOTAL (A) + (B)	52,504,354	55,431,148
 SCHEDULE -18		
FINANCE CHARGES		
Interest		
To Bank	2,748,982	5,802,389
To Others	178,242	189,567
Other Financial Charges	21,787	108,829
	2,949,011	6,100,785

SCHEDULES TO THE ACCOUNTS (Contd.)

SCHEDULE -19

Notes Forming Part of the Accounts

A. SIGNIFICANT ACCOUNTING POLICIES

a) Basis of Accounting Policies

The accounts of the company are prepared under the historical cost convention and on the basis of the accounting principles of a going concern to comply with the applicable accounting standards. For recognition of income and expenses, accrual basis of accounting is followed.

b) Revenue Recognition

Revenue from sale of goods is recognized upon passage of title to the customers.

c) Fixed Assets

Fixed assets are stated at cost less accumulated depreciation. Cost of an asset comprises its purchase price and incidental expenses related thereto.

d) Intangible Assets

Intangible Assets are stated at cost of acquisition less accumulated amortization.

e) Depreciation & Amortization

(i) Depreciation on fixed assets is provided on Straight Line method at the rate prescribed in Schedule XIV of the Companies Act, 1956. Depreciation for assets purchase/sold during the period is proportionately charged.

(ii) Copy Right & Trade Marks and Computer software are amortized over a period of ten years.

f) Inventories

Inventories are valued using FIFO method on the basis mentioned below -

Raw Materials, Packing Materials and Materials under process are valued at cost or net realizable value whichever is lower.

Finished goods are valued at cost including excise duty or net realizable value whichever is lower.

Cost of Material under process comprises cost of materials and proportionate Manufacturing Expenses.

g) Sales

Sales are recorded net of Value added tax, sales tax, sales return and discounts

h) Employees Benefits

i) Company's contributions to Provident Fund are charged to Profit & Loss Account.

ii) Leave encashment benefits are accounted for on accrual basis.

i) Miscellaneous Expenditure

Preliminary expenses are amortised over a period of five years from the year of Incorporation of the Company.

j) Prior Period Adjustment

Income/Expenditure pertaining to prior periods are reflected as " Prior Period Adjustment"

k) Borrowing Cost

Borrowing Cost that are attributable to the acquisition, construction or production of qualifying assets are capitalized as part of cost of such assets till such time as the asset is ready for its intended use or sale. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale. All other borrowing costs are recognized as an expense in the period in which they are incurred.

l) Taxes on Income

Tax on income for the current period is determined on the basis of taxable income and tax credit computed in accordance with the provisions of the Income Tax Act 1961.

Deferred tax is recognized on timing difference between the accounting income and the taxable income for the year and quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date.

Deferred tax assets are recognized and carried forward to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

m) Contingent Liabilities

Contingent liabilities are generally not provided for in the accounts and are shown separately in Notes on Accounts.

n) Impairment of Assets.

If the carrying amount of fixed assets exceeds the recoverable amount on the reporting date, the carrying amount is reduced to the recoverable amount. The recoverable amount is measured as the higher of the net selling price and the value in use determined by the present value of estimated future cash flow.

B. NOTES ON ACCOUNTS

- Contingent Liabilities not provided for : Rs.Nil.
- In the absence of any intimation from vendors regarding the status of their registration under the " Micro, Small and Medium Enterprises Development Act , 2006 ", the Company is unable to comply with the disclosures required to be made under the said Act.
- Figures of Previous year have been regrouped/rearranged wherever considered necessary.
- The company has carried out comprehensive exercise to assess the impairment loss of Assets. Based on such exercise, there is no impairments of Assets. Accordingly, no adjustment in respect of loss on impairment of Assets is required to be made in the Accounts.
- Deferred Tax Liabilities
Calculation of Deferred Tax Liabilities as at 31st March, 2009 and 31st March, 2008 is as given below:

	Deferred tax Liabilities as on 31.3.2009	Deferred tax Liabilities as on 31.3.2008
Arising on account of difference between Book Value of Depreciable assets as per books of Account and Written Down value for tax purpose	6,08,157	1,44,208
Net Impact taken into Profit & Loss Account	4,63,949	87,406

6. Earning Per Shares (EPS)

Calculation of earning per shares as given below:

(Amount in Rs)

	2008-2009	2007-2008
a. Net profit after tax available for equity shareholder	58,71,169	41,64,696
b. Number of Equity Share outstanding during the year	41,00,000	41,00,000
c. Weighted average number of Equity Share outstanding during the year	41,00,000	41,00,000
d. Basic/ Diluted Earning Per shares	1.43	1.02
e. Nominal Value Per Shares	10.00	10.00

The Company does not have any outstanding dilutive potential equity shares.

7. As per the Accounting Standard on 'Related Party Disclosure' issued by the Institute of Chartered Accountants of India, the related parties of the Company are as follows:

Holding Company : Rupa & Company Ltd.
Other Associates :

Particulars	Holding Company		Other Associates	
	2008-2009	2007-2008	2008-2009	2007-2008
Purchases	4,85,51,103	75,82,189	NIL	NIL
Sales	10,26,62,086	5,13,26,956	NIL	NIL
Rent Paid	4,80,000	4,80,000	NIL	NIL

8. Additional information pursuant to Part II of Schedule VI of the Companies Act, 1956:

INFORMATION IN RESPECT OF GOODS MANUFACTURED

A) Raw Materials Consumed- All Indigenous

	Quantity in Kg.		Amount in Rs.	
	31.03.2009	31.03.2008	31.03.2009	31.03.2008
i) Yarn				
Opening Stock	18,400	37,055	21,89,600	44,28,076
Purchases	4,17,844	3,52,844	5,09,99,439	4,01,49,296
	4,36,244	3,89,899	5,31,89,039	4,45,77,372
Consumption	4,19,380	3,71,499	5,11,51,487	4,23,87,772
Closing Stock	16,864	18,400	20,37,552	21,89,600

	Quantity in Kg.		Amount in Rs.	
	31.03.2009	31.03.2008	31.03.2009	31.03.2008
ii) Than				
Opening Stock	72,446	1,94,476	1,05,81,240	3,90,45,318
Purchases	4,51,640	80,094	5,95,09,587	1,09,96,475
Production	4,19,380	3,71,499	5,11,51,487	4,23,87,772
	9,43,466	6,46,069	12,12,42,314	9,24,29,565
Consumption	8,31,066	2,93,099	10,64,52,182	4,19,32,074
Sales	32,098	2,80,524	42,99,311	4,76,27,550
Closing Stock	80,302	72,446	1,06,17,452	1,05,81,240

	Quantity in Mtrs.		Amount in Rs.	
	31.03.2009	31.03.2008	31.03.2009	31.03.2008
iii) Elastic				
Opening Stock	14,33,229	15,56,319	20,86,781	18,62,919
Purchases	1,05,11,978	86,25,743	1,26,45,861	1,25,40,441
	1,19,45,207	1,01,82,062	1,47,32,642	1,44,03,360
Consumption	1,07,42,201	87,48,833	1,32,89,035	1,23,16,579
Closing Stock	12,03,006	14,33,229	14,43,607	20,86,781

	Quantity in Dzs.		Amount in Rs.	
	31.03.2009	31.03.2008	31.03.2009	31.03.2008
B Finished Products – Knitwear				
Opening Stock	1,05,796	2,22,868	2,46,13,533	6,53,44,856
Production	8,66,715	7,09,650	20,50,46,393	17,77,11,271
Sales	8,66,860	8,26,722	23,95,56,261	22,11,20,772
Closing Stock	1,05,651	1,05,796	3,13,51,806	2,46,13,533

OTHER INFORMATION

	Current Year	Previous Year
	Rs	Rs
a) Expenditure in Foreign Currency	NIL	NIL
b) C.I.F Value of Imports	NIL	NIL
c) Earning in Foreign Currency	NIL	NIL

SIGNATURES TO SCHEDULES 1 TO 19
As per our report of even date.

For : K.AGRAWAL & CO
Chartered Accountants

(CA. K.C.Agrawal)
Partner
Membership No.10277

Place : Kolkata
Dated : The 24th day of June, 2009

RAJNISH AGARWAL
Director

RAMESH AGARWAL
Director

ADDITIONAL INFORMATION PURSUANT TO PART IV OF SCHEDULE VI TO THE COMPANIES ACT, 1956

BALANCE SHEET ABSTRACT AND COMPANY 'S GENERAL BUSINESS PROFILE

i) Registration Details					
Registration No.	:	U17120MH2005PTC152837		State Code - 11	
Balance Sheet Date	:	31.03.2009			
ii) Capital Raised During the Year (Amount in Rs . Thousands)					
Public Issue	---	NIL	Rights Issue	---	NIL
Bonus Issue	---	NIL	Private Placement	---	NIL
iii) Position of Mobilisation and Deployment of Funds (Amount in Rs. Thousands)					
Total Liabilities	---	123558	Total Assets	---	123558
<u>Sources of Funds</u>					
Paid up Capital	---	41000	Reserve & Surplus	---	17916
Secured Loans	---	1345	Unsecured Loans	---	34137
Deferred Tax Liabilities	---	608			
<u>Application of Funds</u>					
Net Fixed Assets	---	33993	Investments	---	Nil
Net Current Assets	---	60981	Misc. Expenditure	---	32
Accumulated Losses	---	NIL			
iv) Performance of Company (Amount in Rs Thousands)					
Turnover and Other Income	---	244206	Total Expenditure	---	235104
Profit /(Loss) before Tax	---	9102	Profit / (Loss) after Tax	---	5871
Earning per Share (in Rs.)	---	1.43	Dividend Rate (%)	---	Nil
v) Generic Name of Principal Products /Services of the Company (As per monetary terms)					

Item Code No. (ITC Code)	:	610711.01	Product Description :	Gents Undergarments
Item Code No. (ITC Code)	:	610821.01	Product Description :	Ladies Undergarments
Item Code No. (ITC Code)	:	610910.02	Product Description :	T- Shirts

For : K.AGRAWAL & CO.
Chartered Accountants

(CA. K.C.Agrawal)
Partner

Membership No.10277
Place : Kolkata
Dated : The 24th day of June, 2009

RAJNISH AGARWAL
Director

RAMESH AGARWAL
Director



RUPA
REALTY
LIMITED

Annual Report **2008-2009**

RUPA REALTY LIMITED

BOARD OF DIRECTORS

Mr. Rajnish Agarwal
Director

Mr. Ramesh Agarwal
Director

Mr. Vikash Agarwal
Director

AUDITORS

M/s. K. Agrawal & Co.
Chartered Accountants
34, Ezra Street, Kolkata - 700 001

BANKERS

Indusind Bank Ltd.

REGISTERED OFFICE

Metro Plaza, 8th Floor
1, Ho Chi Minh Sarani
Kolkata-700 071
Email : info@rupa.co.in

DIRECTORS ' REPORT

Your Directors have pleasure in presenting the Second Annual Report of your Company alongwith the audited Statement of Accounts for the financial year ended 31st March, 2009

FINANCIAL RESULTS

The highlights of the financial results for the year 2008-2009 are as follows :

	Year Ended 31.03.2009	Year Ended 31.03.2008
Sales & Other Income	NIL	NIL
Total Expenditure	17,582	16,225
Gross Profit before Interest, depreciation & Tax	(17,582)	(16,225)
Less: Interest & Finance Charges	NIL	NIL
Gross Profit after Interest but before Depreciation and Taxation	(17,582)	(16,225)
Less: Depreciation	NIL	NIL
Profit before tax	(17,582)	(16,225)
Less:		
Provision for Taxation	NIL	NIL
Profit after Tax	NIL	NIL
Add:		
Surplus brought forward	(16,225)	-
Balance carried to Balance Sheet	(33,807)	(16,225)

OPERATIONS

The Sales & Other Income of the Company during the period under review are Rs. NIL/-. The Company has not made any profit during the year since there has been no operation yet.

DIVIDEND

In view of the no profit earned by the Company, your Company do not recommend any dividend for the period under review.

DEPOSITS

Your Company has not accepted any deposit within the meaning of Section 58A of the Companies Act, 1956 and the rules made thereunder.

AUDITORS' REPORT

The notes to the accounts referred to in the Auditors' Report are self-explanatory and, therefore, do not call for any further comments.

DIRECTORS

Mr. Rajnish Agarwal retire by rotation at the ensuing Annual General Meeting and being eligible, have offered himself for re-appointment.

AUDITORS

The Auditors M/s. K. Agrawal & Co. Chartered Accountants retire at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

DIRECTORS ' REPORT (Contd)

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA) of the Companies Act, 1956, Your Directors state that :

- (a) in the preparation of the Annual Accounts, the applicable accounting standards have been followed and that there are no material departures ;
- (b) they 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 2008 – 2009, and of the profit of the Company for that period ;
- (c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act,1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities
- (d) the Annual Accounts have been prepared on a going concern basis.

PARTICULARS OF EMPLOYEES

None of the employees of the Company, was in receipt of remuneration which requires disclosures under Section 217(2A) of the Companies Act,1956 and the Rules made therein.

ENERGY CONSERVATION,TECHNOLOGY ABSORPTION,FOREIGN EXCHANGE EARNINGS AND OUTGO

As required under Section 217(1)(e) of the Companies Act,1956 and the Rules made therein, the concerned details relating to energy conservation, technology absorption, foreign exchange earnings and outgo are given in Annexure – I attached hereto ,which forms part of this Directors' Report.

ACKNOWLEDGEMENTS

Your Directors would like to express their appreciation for the assistance and cooperation received from the , Bankers Government Authorities and all others during the year under review. Your Directors wish to place on record their deep sense of appreciation to all the employees for their contribution during the year

For & on behalf of the Board

Place : Kolkata

Dated: 24th June 2009

Rajnish Agarwal Ramesh Agarwal

ANNEXURE - 1 TO THE DIRECTORS REPORT

Information as required under section 217(1)(e) read with Companies (Disclosures of Particulars in the Report of Board of Directors) Rules,1988:

Energy conservation and Technology Absorption

Research & Development is being carried out by the Company in the areas of product design & marketing. Due to continuous efforts & development, products of your company enjoy premium position in the market .Other provisions of Section 217(1)(e) of the Companies Act,1956 with regards to conservation of energy and technology absorption not applicable to your Company.

Place : Kolkata
Date : 24th June 2009

For & on behalf of the Board

Rajnish Agarwal Ramesh Agarwal

AUDITOR'S REPORT**TO THE MEMBERS OF RUPA REALTY LIMITED**

1. We have audited the attached Balance Sheet of RUPA REALTY LIMITED as at 31st March, 2009 and the related Profit and Loss Account on that date of which we have signed under reference to this report. These financial statements are the responsibility of the management of the Company. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We have 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 presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of Section 227 (4A) of The Companies Act, 1956 and on the basis of such checks as we considered appropriate and according to the information and explanations given to us, we set out in the annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:
 - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. The Balance Sheet and the Profit and Loss Account dealt with by this report are in agreement with the books of account;
 - d. In our opinion, these financial statements have been prepared in compliance with the applicable accounting standards referred to in Section 211 (3C) of the Companies Act, 1956;
 - e. Based on the representations made by all the Directors of the Company as on March 31st, 2009 and taken on record by the Board of Directors of the Company and in accordance with the information and explanations as made available, the Directors of the Company do not, prima facie, have any disqualification as referred to in Clause (g) of subsection (1) to Section 274 of the Companies Act, 1956;
 - f. In our opinion and to the best of our information and according to the explanations given to us, the Balance Sheet and Profit and Loss Account together with the Notes thereon give in the prescribed manner the information required by the Companies Act, 1956 and also give respectively, a true and fair view in conformity with the accounting principles generally accepted in India:
 - (i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st, March, 2009; and
 - (ii) in case of the Profit and Loss Account, of the Loss of the Company for the year ended on that date.

For : K.AGRAWAL & CO.
Chartered Accountants

Place : Kolkata
Dated : The 24 th day of June , 2009.

(CA. K.C.AGRAWAL)
Partner
Membership No. 10277

ANNEXURE TO THE AUDITORS REPORT

Referred to in Paragraph 3 of our report of even dated on the accounts for the year ended on 31st March, 2009 of **RUPA REALTY LIMITED.**

- (i) In respect of its fixed assets:
The Company has no fixed Assets during the period. Therefore the report on fixed assets, are not required.
- (ii) In respect of its inventories:
The Company has not commenced its business and there are no inventories. Therefore the report on inventories are not required.
- (iii) In respect of loans taken and granted by the Company from/to companies, firms or other parties covered in the register maintained under section 301 of the companies Act, 1956, according to the information and explanations given to us: -
The company has neither 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.
- (iv) In our opinion and according to information and explanations given to us, there are adequate internal control system commensurate with the size of the company and the nature of its business.
- (v) In respect of contracts or arrangements enter in the register maintained in pursuance of section 301 of the Companies Act, 1956., to the best of our knowledge and belief and according to the information and explanations given to us :
 - a. The particulars of contract or arrangements referred to in section 301 that needed to be entered into the register, maintained under the said section have been so entered.
 - b. In our opinion there are no transactions exceeding the value of rupees five lakhs in respect of any party during the year have been made.
- (VI) As explained to us, the Company has not accepted any deposit from the public in the meaning of the provisions of Section 58A and 58AA or any other relevant provisions of the Companies Act, 1956.
- (VII) In our opinion, the company has an adequate internal audit system commensurate with the size and nature of its business.
- (VIII) The provision of maintenance of cost records under section 209 (1)(d) of the Companies Act 1956 for products of the Company are not applicable during the year under review.
- (IX) In respect of statutory dues:
 - a. According to the information and explanations given to us, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Income-Tax, Sales-Tax, Wealth-Tax, Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues applicable to it with the appropriate authorities during the year.
 - b. According to the information and explanations given to us, no undisputed amounts payable in respect of Income-Tax, Sales-Tax, Wealth-Tax, Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues applicable to it were in arrears, as at 31st March, 2009 for a period of more than six months from the date they become payable.
 - c. According to the information and explanations given to us, no disputed amounts payable in respect of Income-Tax, Sales-Tax, Wealth-Tax, Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues applicable to it were in arrears, as at 31st March, 2009.
- (X) The Company have accumulated losses of Rs 33,807 at the end of the financial year and has incurred cash losses of Rs 8221 in the current year . The accumulated losses of the company are not more than fifty percent of its net worth.
- (XI) Based on our audit procedures and as per the information and explanation given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to financial institutions, bank or debenture holders.

- (XII) According to the information and explanations given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (XIII) In our opinion and according to the information and explanations given to us the nature of activities of the company does not attract any special statute applicable to chit fund and nidhi/mutual benefit fund/societies.
- (XIV) According to the information and explanations given to us, the company is dealing or trading in shares, securities, debentures and other investments and is maintaining proper records of such transactions. The shares, and other investments are held by the Company in its own name.
- (XV) According to the information and explanations given to us the company has not given any guarantee for loans taken by others from banks or financial Institutions.
- (XVI) Based on the information and explanations given to us by the management, the company has not obtained any term loans.
- (XVII) We have been informed by management that the company has not raised fund for short term basis.
- (XVIII) The company has not made any preferential allotment of shares during the year to parties or companies covered in register maintained under section 301 of the Companies Act, 1956.
- (XIX) The Company has not issued any debenture during the year and it has created proper securities or charges in respect of outstanding debentures.
- (XX) The Company has not raised any money through a public issues during the year.
- (XXI) To the best of our knowledge and belief and according to information and explanations given to us, no fraud on or by the Company was noticed or reported during the year.

**For : K.AGRAWAL & CO.
Chartered Accountants**

**(CA. K.C.AGRAWAL)
Partner
Membership No. 10277**

Place : Kolkata
Dated : The 24th day of June , 2009.

BALANCE SHEET as at 31st March 2009

	Schedule	31st March, 2009 Rs.	31st March, 2008 Rs.
SOURCES OF FUNDS			
Shareholders' Funds			
Share Capital	1	500,000	500,000
TOTAL		500,000	500,000
APPLICATION OF FUNDS			
Investments			
Current Assets, Loans & Advances	2	149,100,000	149,100,000
Cash and Bank Balances	3	503,786	513,437
		503,786	513,437
Less: Current Liabilities & Provisions			
Current Liabilities	4	149,165,515	149,166,891
		149,165,515	149,166,891
Net Current Assets		(148,661,729)	(148,653,454)
Miscellaneous Expenditure (To the extent not written off or adjusted)			
Preliminary Expenses		27,922	37,229
Profit & Loss Account (Debit Balance)		33,807	16,225
TOTAL		500,000	500,000

Notes Forming Part of the Accounts 6
As per our Report of even date.

For K.AGRAWAL & CO.
Chartered Accountants

RAJNISH AGARWAL
Director

(CA. K.C.AGRAWAL)
Partner
Membership No.10277

RAMESH AGARWAL
Director

Place: Kolkata
Dated: The 24th day of June , 2009

PROFIT & LOSS ACCOUNT for the year ended 31st March, 2009

		Schedule	
		31st March, 2009 Rs.	31st March, 2008 Rs.
INCOME			
EXPENDITURE			
Administrative & Other Expenses	5	17,582	16,225
		<u>17,582</u>	<u>16,225</u>
Profit Before Tax		(17,582)	(16,225)
Less: Provision for Taxation		-	-
Profit After Tax		(17,582)	(16,225)
Balance Brought from Previous		(16,225)	-
Balance Carried to Balance Sheet		(33,807)	(16,225)
		(33,807)	(16,225)
Notes Forming Part of the Accounts	6		
Earning per share-basic and diluted		(0.68)	(0.41)
Number of equity share		50,000	50,000
Weighted average number of Equity Shares		50,000	39,863
As per our Report of even date.			

For K.AGRAWAL & CO.
Chartered Accountants

(CA. K.C.AGRAWAL)
Partner
Membership No.10277

RAJNISH AGARWAL
Director

RAMESH AGARWAL
Director

Place: Kolkata
Dated: The 24th day of June , 2009

SCHEDULES TO THE ACCOUNTS

Schedules 1 to 19 annexed to and forming part of Balance Sheet as at 31st March,2009 and Profit and Loss Account for the year ended on that date.

				(Amount in Rs.)	
				31, March, 2009 Rs	31, March, 2008 Rs.
SCHEDULE - 1					
SHARE CAPITAL					
Authorised				1,000,000	1,000,000
1,00,000 Equity Shares of Rs. 10/- each					
Issued					
50,000 Equity Shares of Rs. 10/- each				500,000	500,000
Subscribed & Paid Up					
50,000 Equity Shares of Rs.10 each				500,000	500,000
SCHEDULE - 2					
INVESTMENTS					
Long Term Non Traded					
<u>Unquoted in Shares</u>				F.V	QTY
Daulat Finlease Pvt Ltd				10	273400
Mudgal Parks Ltd				10	79100
				70,000,000	70,000,000
				79,100,000	79,100,000
				149,100,000	149,100,000
SCHEDULE - 3					
CASH AND BANK BALANCE					
Cash Balance in Hand				-	500,000
Balance with Schedule Banks					
In Current Account				503,786	13,437
				503,786	513,437
SCHEDULE - 4					
CURRENT LIABILITIES					
Share Application Money (Pending Allotment)					
From Holding Company				149,160,000	149,160,000
Other Liabilities				5,515	6,891
				149,165,515	149,166,891
SCHEDULE - 5					
ADMINISTRATION AND OTHER EXPENSES					
Filling Fees				1,500	600
Bank Charges				828	700
Printing Charges				300	-
Professional Fees				132	-
Auditors' Remuneration					
As Audit Fees				5,515	5,618
Preliminary Expenses Written off				9,307	9,307
				17,582	16,225

SCHEDULES TO THE ACCOUNTS (Contd)**SCHEDULE – 6****Notes Forming Part of the Accounts****A. SIGNIFICANT ACCOUNTING POLICIES****a) Basis of Accounting Policies**

The accounts of the company are prepared under the historical cost convention and on the basis of the accounting principles of a going concern to comply with the applicable accounting standards. For recognition of income and expenses, accrual basis of accounting is followed.

b) Investments

Long Term Investments are stated at cost and provision for diminution in value is made only if such decline is other than temporary.

Current Investments are stated at lower of cost and fair value. Decline in the value of current Investment are charged to the profit and loss account.

c) Miscellaneous Expenditure

Preliminary expenses are amortised over a period of five years from the year of Incorporation of the Company.

d) Taxes on Income

Tax on income for the current period is determined on the basis of taxable income and tax credit computed in accordance with the provisions of the Income Tax Act 1961.

Deferred tax is recognized on timing difference between the accounting income and the taxable income for the year and quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date.

Deferred tax assets are recognized and carried forward to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

e) Contingent Liabilities

Contingent liabilities are generally not provided for in the accounts and are shown separately in Notes on Accounts.

B. NOTES ON ACCOUNTS

1. Contingent Liabilities not provided for : Rs.Nil.
2. In the absence of any intimation from vendors regarding the status of their registration under the " Micro, Small and Medium Enterprises Development Act , 2006 ", the Company is unable to comply with the disclosures required to be made under the said Act.
3. Figure of Previous year have been regrouped / rearranged wherever considered necessary.

4. Earning Per Shares (EPS)
Calculation of earning per shares as given below:

(Amount in Rs)

	2008-2009	2007-2008
a. Net loss after tax available for equity shareholder	(17,582)	(16,225)
b. Number of Equity Share outstanding during the year	50,000	50,000
c. Weighted average number of Equity Share outstanding during the year	50000	39,863
d. Basic/ Diluted Earning Per shares	(0.68)	(0.41)
e. Nominal Value Per Shares	10.00	10.00

The Company does not have any outstanding dilutive potential equity shares.

5. Additional information pursuant to Part II of Schedule VI of the Companies Act, 1956 are not applicable during the year.

SIGNATURES TO SCHEDULES 1 TO 6
As per our report of even date.

For : K.AGRAWAL & CO
Chartered Accountants

(CA. K.C.Agrawal)
Partner
Membership No.10277

Place : Kolkata
Dated : The 24th day of June, 2009.

RAJNISH AGARWAL
Director

RAMESH AGARWAL
Director

ADDITIONAL INFORMATION PURSUANT TO PART IV OF SCHEDULE VI TO THE COMPANIES ACT, 1956

BALANCE SHEET ABSTRACT AND COMPANY 'S GENERAL BUSINESS PROFILE

i) Registration Details

Registration No. : U45400WB2007PLC116526 State Code -21
 Balance Sheet Date : 31.03.2009

ii) Capital Raised During the Year (Amount in Rs . Thousands)

Public Issue	---	NIL	Rights Issue	---	NIL
Bonus Issue	---	NIL	Private Placement	---	NIL

iii) Position of Mobilisation and Deployment of Funds (Amount in Rs. Thousands)

Total Liabilities	---	149669	Total Assets	---	149669
Sources of Funds					
Paid up Capital	---	500	Reserve & Surplus	---	NIL
Secured Loans	---	NIL	Unsecured Loans	---	NIL
Deferred Tax Liabilities	---	NIL			
Application of Funds					
Net Fixed Assets	---	NIL	Investments	---	149100
Net Current Assets	---	(148661)	Misc. Expenditure	---	27
Accumulated Losses	---	33			

iv) Performance of Company (Amount in Rs Thousands)

Turnover and Other Income	---	NIL	Total Expenditure	---	18
Profit /(Loss) before Tax	---	NIL	Profit / (Loss) after Tax	---	(18)
Earning per Share (in Rs.)	---	(0.68)	Dividend Rate (%)	---	Nil

v) Generic Name of Principal Products /Services of the Company (As per monetary terms)

Item Code No. (ITC Code) : NIL Product Description : NIL

For : K.AGRAWAL & CO.
Chartered Accountants

RAJNISH AGARWAL
Director

(CA. K.C.Agrawal)
Partner

RAMESH AGARWAL
Director

Membership No.10277

Place : Kolkata
Dated : The 24th day of June, 2009



AUDITORS REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

To The Board of Directors

Rupa & Co. Ltd.

1. We have audited the attached Consolidated Balance Sheet of Rupa & Co. Ltd. ("the Company") and its subsidiary (the Company and its subsidiary constitute "the Group") as at 31st March, 2009, and also the Consolidated Profit and Loss Account and the Consolidated Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management and have been prepared by the management on the basis of separate financial statements and other financial information regarding components. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. These 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 the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. We report that the Consolidated Financial Statements have been prepared by the Company's management in accordance with the requirements of Accounting Standards AS-21 Consolidated Financial Statements issued by the Institute of Chartered Accountants of India.
4. Based on our audit and to the best of our information and according to the explanations given to us , we are of the opinion that the attached Consolidated Financial Statements give a true and fair view in conformity with the accounting principles generally accepted in India :
 - i. in the case of the Consolidated Balance Sheet, of the State of Affairs of the Group as at 31st March 2009;
 - ii. in the case of the Consolidated Profit and Loss Account, of the profit of the Group for the year ended on that date; and
 - iii. in the case of the Consolidated Cash Flow Statement, of the cash flows of the Group for the year ended on that date.

For: K. AGRAWAL & CO.
Chartered Accountants

CA. K. C. AGRAWAL
Partner
Membership No. 10277

Place: Kolkata
Dated: 25th day of June,2009

BALANCE SHEET as at 31st March 2009 (CONSOLIDATED)

			(Amount in Rs.)	
	Schedule	Rs.	31st March, 2009	31st March, 2008
SOURCES OF FUNDS				
Shareholders' Funds				
Share Capital	1		79,629,060	45,895,500
Reserves and Surplus	2		1,155,175,119	418,325,854
Loan Funds				
Secured Loans	3		478,560,750	740,156,240
Unsecured Loans	4		33,089,453	393,025,422
Deferred Tax Liability			65,916,914	62,120,531
TOTAL			1,812,371,296	1,659,523,547
APPLICATION OF FUNDS				
Fixed Assets				
Gross Block	5	671,768,898		568,288,841
Less: Depreciation		<u>155,292,255</u>		<u>126,034,736</u>
Net Block		516,476,643		442,254,105
Capital Work in Progress		<u>54,952,804</u>		<u>27,571,039</u>
			571,429,447	469,825,144
Investments				
	6		199,200,000	149,200,000
Current Assets, Loans & Advances				
Inventories	7	648,294,451		953,777,374
Sundry Debtors	8	735,279,582		590,640,277
Cash and Bank Balances	9	49,154,881		33,493,748
Loans, Advances & Deposits	10	165,661,168		213,476,812
		<u>1,598,390,082</u>		<u>1,791,388,211</u>
Less: Current Liabilities & Provisions				
Current Liabilities	11	492,011,946		728,293,424
Provisions	12	64,696,109		22,697,413
		<u>556,708,055</u>		<u>750,990,837</u>
Net Current Assets			1,041,682,027	1,040,397,374
Miscellaneous Expenditure (To the Extent not Written Off or Adjusted)				
			59,822	101,029
TOTAL			1,812,371,296	1,659,523,547

Notes Forming Part of the Accounts As per our Report of even date. 21

For K.AGRAWAL & CO.
Chartered Accountants

(CA. K.C.AGRAWAL)
Partner
Membership No.10277

Place: Kolkata
Dated: The 25th day of June , 2009

P.R.AGARWALA
Chairman

G.P.AGARWALA
Vice-Chairman

K.B.AGARWALA
Managing Director

PRIYA PUNJABI
Company Secretary



PROFIT & LOSS ACCOUNT for the year ended 31st March, 2009 (CONSOLIDATED)

	Schedule	(Amount in Rs.)	
		31st March, 2009	31st March, 2008
INCOME			
Sales / Income from Operations	13	4,211,019,972	3,723,202,730
Other Income	14	16,737,077	4,613,215
Increase (Decrease) in Stock	15	(82,110,647)	13,055,970
		4,145,646,402	3,740,871,915
EXPENDITURE			
Raw Materials Consumed	16	1,951,299,022	1,687,266,585
Manufacturing Expenses	17	867,468,025	877,047,964
Payments to and Provision for Employees	18	25,989,070	23,074,230
Selling , Distribution, Administration and Other Expenses	19	968,054,430	845,019,434
Finance Charges	20	80,384,960	92,423,939
Depreciation		30,956,134	29,239,285
		3,924,151,641	3,554,071,437
Profit Before Tax		221,494,761	186,800,478
Less: Provision for Taxation		72,350,000	60,381,000
Less: Provision for Fringe Benefit Tax		2,640,000	2,460,294
Less: Provision for Deferred tax		3,796,383	3,139,687
Less: Earlier Year Taxation		276,874	510,411
Profit After Tax		142,431,504	120,309,086
Balance Brought from Previous Year		264,058,563	174,500,090
		406,490,067	294,809,176
APPROPRIATIONS			
General Reserve		15,000,000	12,000,000
Proposed Dividend		39,762,280	16,026,850
Corporate Dividend Tax		6,757,599	2,723,763
Balance Carried to Balance Sheet		344,970,188	264,058,563
		406,490,067	294,809,176
Notes Forming Part of the Accounts			
Earning per share-basic and diluted (Rs.)	21	27.40	26.27
Number of weighted equity share		5,198,319	4,579,100

As per our Report of even date.

For K.AGRAWAL & CO.
Chartered Accountants

(CA. K.C.AGRAWAL)
Partner
Membership No.10277

PRIYA PUNJABI
Company Secretary

P.R.AGARWALA
Chairman

G.P.AGARWALA
Vice-Chairman

K.B.AGARWALA
Managing Director

Place: Kolkata

Dated: The 25th day of June , 2009

SCHEDULES TO THE ACCOUNTS

Schedules 1 to 21 annexed to and forming part of Balance Sheet as at 31st March, 2009 and Profit and Loss Account for the year ended on that date.

(Amount in Rs.)

	31, March, 2009	31, March, 2008
SCHEDULE - 1		
SHARE CAPITAL		
Authorised	200,000,000	200,000,000
200,00,000 (200,00,000) Equity Shares of Rs. 10/- each		
Issued		
79,73,356 (46,00,000) Equity Shares of Rs. 10/- each	79,733,560	46,000,000
Subscribed & Paid Up		
79,52,456 (45,79,100) Equity Shares of Rs. 10 each	79,524,560	45,791,000
Add; Forfeited Shares (20,900 nos)	104,500	104,500
	79,629,060	45,895,500
<p>Note: (1) Of the above 50000 Equity Shares of Rs. 10 each have been allotted as fully paid up bonus shares by capitalisation of General Reserve.</p> <p>(2) 1948356 Equity shares of Rs10/- each fully paid up has been converted from Deep Discount Debentures.</p>		
SCHEDULE - 2		
RESERVES AND SURPLUS		
i) Share Premium Account Brought forward	47,093,250	47,093,250
Add: Received during the year	640,937,640	-
	688,030,890	47,093,250
ii) Debenture Redemption Reserve Brought forward	70,000,000	70,000,000
Less - Transferred to General Reserve	(70,000,000)	-
	-	70,000,000
iii) General Reserve:		
As per last Balance Sheet	37,174,041	25,174,041
Add: Transfer from Debenture Redemption Reserve	70,000,000	-
Add: Transferred from Profit & Loss Account	15,000,000	12,000,000
	122,174,041	37,174,041
iv) Balance in Profit & Loss Account	344,970,188	264,058,563
	-	-
Total (i) +(ii) + (iii) + (iv)	1,155,175,119	418,325,854

SCHEDULES TO THE ACCOUNTS (Contd.)

	(Amount in Rs.)	
	31st March, 2009 Rs.	31st March, 2008 Rs.
SCHEDULE - 3		
SECURED LOANS		
From Bank		
Working Capital Account	314,442,548	641,294,871
Foreign Currency Loan	103,268,198	10,966,921
From Industrial Development Bank of India		
Term Loan	60,850,004	87,894,448
	478,560,750	740,156,240
<p>Note: a) The Working Capital is secured by hypothecation of the entire current assets of the company, equitable mortgage of certain property at Tirupur and Property at Kolkata of Rupa Global (P) Ltd and corporate guarantee of Rupa Global (P) Ltd and second charge on Domjur Unit.</p> <p>b) The term loan is secured by all movable & immovable Assets of domjur and Tirupur units of the Company and first charge on Wind Turbine Generator including Land & Building at Dhule in the State of Maharashtra</p> <p>c) The above loans are further secured by personal guarantee of Promoter Directors of the Company.</p>		
SCHEDULE - 4		
UNSECURED LOANS		
(I) Deep Discount Debentures convertible into Equity shares (Note- 7)	-	389,675,874
(ii) Short Term Loans		
From Body Corporates	33,089,453	3,349,548
	33,089,453	393,025,422

SCHEDULES TO THE ACCOUNTS (Contd.)

SCHEDULE-5

FIXED ASSETS

(Amount in Rs.)

Particulars	GROSS BLOCK			DEPRECIATION AND AMORTISATION				NET BLOCK		
	As at 01.04.2008	Addition	Sale	As at 31.03.2009	Upto 31.03.2008	For the year	Adjust ment	As at 31.03.2009	As at 31.03.2008	As at 31.03.2009
INTANGIBLE ASSETS										
Copy write & Trade Mark	65,500,000	-	-	65,500,000	30,551,507	6,550,000		37,101,507	34,948,493	28,398,493
Computer Software	15,998,790		-	15,998,790	6,426,776	1,599,879		8,026,655	9,572,014	7,972,135
TANGIBLE ASSETS										
Land	34,310,885	31,249,139	-	65,560,024	-			-	34,310,885	85,560,024
Furniture & Fixture	30,035,613	4,960,538	-	34,996,351	11,909,330	2,120,765		14,030,095	18,126,483	20,966,256
Office Building	123,132,604	55,108,124	-	176,240,928	14,722,325	3,238,801		17,981,128	108,410,479	160,279,802
Plant & machinery	202,034,679	7,973,075	246,600	209,761,154	38,672,145	9,831,472	44,783	48,458,834	183,362,534	161,302,320
Office Equipment	18,618,923	1,531,951		20,150,874	10,289,934	2,266,059		12,555,993	8,328,989	7,594,881
Vehicles	20,778,391	5,788,642	2,884,812	23,682,221	7,342,371	2,293,170	1,653,832	7,981,709	13,436,020	15,700,512
Wind Turbine Generator	57,878,556	-		57,878,556	6,120,346	3,055,988		9,176,336	51,758,208	46,702,220
Total	568,288,641	106,611,469	3,131,412	671,768,898	126,034,736	30,956,134	1,696,615	155,292,255	442,254,105	516,476,643
Previous Year	554,265,220	15,281,924	1,258,303	568,288,841	97,402,192	29,239,285	606,741	126,034,736	456,863,028	442,254,105
Capital Work in Progress									27,571,039	54,952,804

(Amount in Rs.)

SCHEDULE - 6

INVESTMENTS

	Face Value	Nos.	31, March, 2009	31, March, 2008
LONG TERM-TRADED QUOTED				
In Mutual Fund				
Morgan Stanley Growth Fund	10	10000	100,000	100,000
			<u>100,000</u>	<u>100,000</u>
UNQUOTED				
In Mutual Fund				
Reliance Liquid Fund-Treasury Plan	10	2369724.401	50,000,000	
In Subsidiary				
Daulat Finlease Pvt Ltd	10	274000	70,000,000	70,000,000
Mudgal Parks Ltd	10	79100	79,100,000	79,100,000
			<u>149,100,000</u>	<u>149,100,000</u>
Total Investments			199,200,000	149,200,000
Aggregate Market Value of Quoted Investment			310,110	490,000

SCHEDULE - 7

INVENTORIES

(As taken, valued and certified by the management)

Finished Goods	436,328,233	518,438,880
Raw Materials	127,378,591	350,810,971
Materials under process	64,528,012	63,385,729
Packing materials	20,059,615	21,141,794
Total	648,294,451	953,777,374

SCHEDULES TO THE ACCOUNTS (Contd.)

	(Amount in Rs.)	
	31st March, 2009 Rs.	31st March, 2008 Rs.
SCHEDULE - 8		
SUNDRY DEBTORS (UNSECURED)		
Debtors outstanding for a period exceeding six month - Considered Good	21,818,730	45,526,427
Other Debts - Considered Good	713,460,852	545,113,850
	735,279,582	590,640,277
SCHEDULE - 9		
CASH AND BANK BALANCES		
Cash Balance in Hand (including cheque of Rs. 30,18,850/-) (Previous Year Rs.7,57,046/=)	2,604,172	6,048,097
Balance with Schedule Banks		
In Current Account	43,837,953	19,964,569
In Unpaid Dividend Account	498,441	460,794
On Fixed Deposit including interest accrued thereon	2,214,315	7,020,288
	49,154,881	33,493,748
SCHEDULE - 10		
LOANS, ADVANCES & DEPOSITS (Unsecured, Considered Good)		
Advances - Recoverable in cash or in kind or for value to be received	107,297,262	156,494,234
Advances for Capital Goods	46,398,286	47,105,328
Advance Income Tax(Net of Payments)	1,522,300	-
Advance Fringe Benefit Tax(Net of Payments)	375,200	394,565
Security Deposits	10,068,120	9,482,685
	165,661,168	213,476,812
SCHEDULE - 11		
CURRENT LIABILITIES		
Sundry Creditors		
For Goods	243,466,711	225,395,881
For Expenses	154,039,530	137,487,354
For Advances, Deposits & Credit Balances	93,425,285	364,611,934
Book Debt Balance with Bank	606,130	360,214
Unclaimed Dividend (Refer Note No 6.)	474,290	438,041
	492,011,946	728,293,424

SCHEDULES TO THE ACCOUNTS (Contd.)

(Amount in Rs.)

	31st March, 2009	31st March, 2008
SCHEDULE - 12		
PROVISIONS		
For Income Tax (Net of Payments)	17,903,995	3,946,800
For Fringe Benefit Tax(Net of Payments)	272,235	-
For Proposed Dividend	39,762,280	16,026,850
For Corporate Dividend Tax	6,757,599	2,723,763
	64,696,109	22,697,413
SCHEDULE - 13		
SALES / INCOME FROM OPERATIONS		
Sales	4,120,885,099	3,642,515,830
Services (Tax Deducted at Source Rs.13,68,006/- Previous Year Rs. 12,00,234/=)	69,251,293	65,031,362
Export Incentives	10,550,418	10,947,265
Electricity Charges	10,333,162	4,708,273
	4,211,019,972	3,723,202,730
SCHEDULE-14		
OTHER INCOME		
Interest (Tax Deducted at Source Rs.81004/- Previous Year Rs.118,314/=;)	13,346,046	3,102,823
Liability no longer required written back	-	720,706
Miscellaneous Income	3,391,031	789,686
	16,737,077	4,613,215
SCHEDULE - 15		
INCREASE (DECREASE) IN STOCKS		
Opening Stock	518,438,880	505,382,910
Less: Closing Stock	436,328,233	518,438,880
	(82,110,647)	13,055,970
SCHEDULE - 16		
RAW MATERIALS CONSUMED		
Opening Stock (Includes Materials under Process Rs.6,33,85,729 Previous Year Rs. 2,90,22,112)	414,196,700	456,938,805
Add: Purchases	<u>1,729,008,925</u>	<u>1,644,524,480</u>
	2,143,205,625	2,101,463,285
Less: Closing Stock (Includes materials under process Rs.6,45,28,012 Previous Year Rs.6,33,85,729)	191,906,603	414,196,700
	1,951,299,022	1,687,266,585

SCHEDULES TO THE ACCOUNTS (Contd.)

(Amount in Rs.)

	31st March, 2009	31st March, 2008
SCHEDULE - 17		
MANUFACTURING EXPENSES		
Processing Charges	792,603,345	814,725,268
Store & Spares	386,406	433,778
Power & Fuel	24,390,130	23,290,380
Carriage Inwards	38,516,415	29,430,213
Factory maintenance	11,571,729	9,168,325
	867,468,025	877,047,964
SCHEDULE - 18		
PAYMENT TO AND PROVISION FOR EMPLOYEES		
Salaries, Wages, Bonus & Leave Pay	24,585,303	20,810,788
Contribution to Provident Fund	863,444	817,839
Contribution to Gratuity Fund	128,311	950,500
Staff Welfare	412,012	495,103
	25,989,070	23,074,230
SCHEDULE - 19		
SELLING, DISTRIBUTION, ADMINISTRATION AND OTHER EXPENSES		
A) Selling and Distribution Expenses		
Packing Materials Consumed	362,934,865	328,628,210
Carriage Outward	31,779,959	30,423,815
Brokerage & Commission	57,331,004	48,860,829
Advertisement	323,850,842	310,417,600
Marketing Expenses	29,802,598	28,891,249
Sales Promotion Expenses	-	200,000
	805,699,268	747,421,703

SCHEDULES TO THE ACCOUNTS (Contd.)

(Amount in Rs.)

	31st March, 2009	31st March, 2008
SCHEDULE - 19		
B) Administration and Other Expenses		
Rent , Rates & Taxes	5,845,142.00	3,878,582.00
Insurance	1,111,730.00	1,001,626.00
Telephone , Telex & Fax	4,576,203.00	3,605,708.00
Electricity Charges	2,012,234.00	1,340,658.00
Printing & Stationery	3,844,734.00	3,453,498.00
Postage & Courier	2,586,180.00	2,540,443.00
Travelling & Conveyance	6,296,122.00	7,137,784.00
Legal & Professional Charges	8,317,858.00	10,954,268.00
Repair and Maintenance		
For Machinery	4,017,052.00	3,256,755.00
For Building	-	-
For Other	7,093,735.00	4,537,300.00
Vehicles Maintenance Expenses	3,708,683.00	2,982,578.00
Subscription and Membership	736,407.00	1,392,663.00
Directors' Sitting fees	265,000.00	216,700.00
Directors' Remuneration	8,363,765.00	8,276,490.00
Auditors' Remuneration		
As Audit Fees	159,935.00	162,922.00
As Tax Audit Fees	27,575.00	28,090.00
Office Maintenance	693,506.00	3,107,415.00
Other Expenses	9,156,894.00	6,315,064.00
Preliminary Expenses Written Off	41,207.00	41,207.00
Foreign Exchange Difference	25,373,256.00	2,601,577.00
Loss on sale of Fixed assets	590,744.00	357,702.00
Quality Development Expenses	3,226,881.00	2,192,436.00
Bad debts written off	12,664,882.00	527,567.00
Dealers' Incentive	43,761,197.00	23,938,858.00
Business Convention	7,884,240.00	3,749,840.00
	<u>162,355,162</u>	<u>97,597,731</u>
TOTAL (A) + (B)	968,054,430	845,019,434
SCHEDULE - 20		
FINANCE CHARGES		
Interest		
To Bank	69,832,429	82,534,952
To Others	6,590,269	5,308,069
Proportionate Discount on Debentures written off	-	-
Other Financial Charges	3,962,262	4,580,918
	<u>80,384,960</u>	<u>92,423,939</u>



SCHEDULES TO THE ACCOUNTS (Contd.)

SCHEDULE 21

NOTES ON ACCOUNTS

1. PRINCIPLES OF CONSOLIDATION

- a. The financial statements have been prepared to comply in all material aspects with applicable accounting principles in India, and the Accounting Standards issued by the Institute of Chartered Accountants of India (ICAI).
- b. CONSOLIDATED FINANCIAL STATEMENTS relates to Rupa & Company Limited, the Company and its subsidiary. The Consolidated Financial Statements are in conformity with the Accounting Standard 21- Consolidated Financial Statements issued by the Institute of Chartered Accountants of India and are prepared on the following:
 - i. The financial statement of the Company and its Subsidiary have been combined on a line by line basis by adding together the book value of like items of assets, liabilities, income and expenses, after fully eliminating inter-company balances and transactions including profits in the year end inventories.
 - ii. The consolidated financial statements are prepared by adopting uniform accounting policies for like transaction and other events in similar circumstances and presented to the extend possible, in the same manner as the Company's separate financial statements except otherwise stated elsewhere in this schedule.
 - iii. The cost to the Company of its investment in the subsidiary and the company's portion of equity of subsidiary at the dates on which investment in the subsidiary is made, is eliminated.
 - iv. The financial statement of the subsidiary in the consolidation are drawn up to the same reporting date as that of the company i.e, 31st March 2009.
- c. Accounting Policies and Notes on Accounts of the Company and its Subsidiary are set out in their respective financial statements.

2. The Consolidated Financial Statement comprise the financial statements of Rupa & Company Limited and its Subsidiary as on 31st March, 2009, which are as under:

Name of the company	Extent of Company's Interest	Country of Incorporation
Euro Fashion Inners International Pvt. Ltd.	100%	India
Rupa Realty Ltd	100%	India

3. Contingent Liabilities not provided for in respect of –

(Amount in Rs)

	31.03.2009	31.03.2008
a. Bank Guarantee	44,89,000	47,04,000
b. Letter of Credit	NIL	NIL
c. Sales Tax Demand (under appeal)	2,96,61,690	3,51,50,125
d. Income Tax Demand (under appeal)	25,18,740	25,18,740

4. Managing and Whole time Directors' remuneration:

	31.03.2009	31.03.2008
Salaries & Allowances	66,57,195	66,27,133
Other Perquisites	15,20,627	14,63,414
Commission	12,00,000	12,00,000
	93,77,822	92,90,547

SCHEDULES TO THE ACCOUNTS (Contd.)

5. Sales Tax incentives of Rs. 64,08,265/- (Previous year 7343295/-) granted by the Government of West Bengal, Finance (Taxation) department under West Bengal Industrial Promotion (Assistant to Industrial Unit) scheme 1994 against payment of Value Added Tax Act 2003 and Central Sales Tax Act, 1956, has been taken in sales.
6. In the absence of any intimation from vendors regarding the status of their registration under the "Micro, Small and Medium Enterprises Development Act 2006" the Company is unable to comply with the disclosure required under the said Act

7. Particulars of Deep Discount Debentures

	31.03.2009	31.03.2008
Series- 1 issued during Financial year 1997-98 aggregating Rs4000 Lacs at discounted price of Rs800 lacs redeemable at par at the end of 10 years from the date of allotment i.e 1st September, 1997.	NIL	400,000,000
Series-II issued during Financial year 1998-99 aggregating Rs1000 Lacs at discounted price of Rs200 Lacs redeemable at par at the end of 10 year from the date of allotment i.e 15th June, 1998.	NIL	100,000,000
	-----	-----
Less: Discount on issue of debenture to the extent not Not written off or adjusted	NIL	500,000,000
	-----	-----
	NIL	110,324,126
	-----	-----
	NIL	389,675,874

8. The Institute of Chartered Accountant of India (ICAI) has made Accounting Standard-Impairment of Assets-AS 28 mandatory and the company has carried out comprehensive exercise to assess the impairment loss of Assets, Based on such exercise, there is no impairments of Assets. Accordingly, no adjustment in respect of loss on impairment of Assets is required to be made in the Accounts.

9. Deferred Tax Liabilities

Calculation of Deferred Tax Liabilities as at 31st March, 2009 and 31st March, 2008 is as given below:

	Deferred tax Liabilities as on 31.3.2009	Deferred tax Liabilities as on 31.3.2008
Arising on account of difference between Book Value of Depreciable assets as per books of Account and Written Down value for tax purpose	6,59,37,138	6,38,81,120
Expenses charged but allowable in the future year on Payment or under other provisions of the Income Tax Act.	(20,224)	(17,60,589)
Net Deferred Tax Liability	6,59,16,914	6,21,20,531
Net Impact taken into Profit & Loss Account	37,96,383	31,39,687

SCHEDULES TO THE ACCOUNTS (Contd.)

10. Segment information:

i) Primary Segment (Business Segments):

Particulars	Sales	Services	Electricity Charges	Elimination	Total
Revenue(Sales& services)	4,131,435,517 (3,653,463,095)	69,251,293 (65,031,362)	10,333,162 (4,708,273)		4,211,019,972 (3,723,202,730)
Inter Segment services		100504429 (60,042,381)		100504429 (60,042,381)	
Segment Result (PBIT)	2,67,011,204 (250,922,389)	30906255 (28,302,028)			297917459 (279,224,417)
Interest	71555438 (82,378,375)	4867260 (5,464,646)			76422698 (8,78,43,021)
Profit Before Tax					221494761 (18,68,00,478)
Provision for Taxation					72350000 (6,03,81,000)
Provision for Fringe Benefit Tax					2640000 (24,60,294)
Provision for Deferred Tax					3796383 (31,39,687)
Profit After Tax					142431504 (12,03,09,086)
Other Information					
Assets					2,36,90,79,351 (2,41,05,14,384)
Liabilities					1,10,90,41,499 (1,94,62,93,030)
Depreciation	17,991,684 (16,611,420)	9,908,462 (9,571,877)	3,055,988 (3,055,988)		3,09,56,134 (2,92,39,285)

ii) Secondary Geographical segment- Revenue

	Domestic	Export	Total
Revenue	4,08,11,58,522	129861450	4211019972
	(3,59,32,00,997)	(13,00,01,733)	(3,723,202,730)

- Note: -
- Assets used in the company's operations or liabilities contracted have not been identified to any of the reportable segments, as the assets and liabilities are used interchangeably between segments.
 - Previous year figures are given under current year figures.

SCHEDULES TO THE ACCOUNTS (Contd.)

11 As per the Accounting Standard on 'Related Party Disclosure' issued by the Institute of Chartered Accountants of India, the related parties of the Company are as follows:

Key Management Personnel	:	Mr. P.R.Agarwala, Mr. G.P.Agarwala Mr. K.B.Agarwala Mr. S.P.Saraf
Relatives of Key Managerial Person	:	Shri Baijnath Agarwal Mr Ramesh Agarwal Mr.Mukesh Agarwal Mr.Manish Agarwal Mr.Ravi Agarwal Mr. Vikash Agarwal Mr. Rajnish Agarwal Smt Puspa Devi Agarwal
Other Associates	:	M/s Binod Hosier M/s Salasar Projects and Estates Pvt. Ltd M/s Siddhant Flats & Apartments Pvt Ltd. M/s Sidhant Credit Capital Ltd

Information on related party transactions as required by Accounting Standards (AS-18) for the year ended 31st March, 2008

Particulars	Key Management Personnel		Relative of key Management Personnel		Other Associates	
	2008-09	2007-08	2008-09	2007-08	2008-09	2007-08
Rent	384000	309600	222000	192000	96000	96000
Salary & Perquisites	7163765	7076490	5400000	5400000		
Commission	1200000	1200000	0	0		
Royalty					0	0
Copy Right & Trade Marks					0	0
Loan Repayment					700547000	434640000
Loan Taken					720540000	248964000
Interest Paid					(2930500)	835584
Balance standing					21076098	3349547

SCHEDULES TO THE ACCOUNTS (Contd.)

12. Disclosure pursuant to Accounting Standard - 15 : Employee Benefit

A. Defined Benefits Plan (Gratuity)

i.	Change in the Present Value of the Defined Benefit Obligation	
	1. Present value of obligations as at 01.04.2008	3,820,669
	2. Current Service Cost	128,311
	3. Actuarial loss on Obligations	
	Present value of obligations as at 31.03.2009	3,948,980
ii.	Liability recognised in the Balance Sheet	
	1. Present Value of obligations as at 31.03.2009	3,948,980
	2. Fair value of plan assets at the end of the year (funded with the LIC under group gratuity scheme)	3,820,669
	Net (Assets) / Liability recognised in Balance Sheet	128,311
iii.	Expenses recognised in Profit & Loss Account	
	1. Current Service Cost	128,311
	2. Net Actuarial (Gain) / Loss recognised during the year	
	Total Expenses recognised in Profit & Loss Account	128,311
iv.	Actuarial Assumption	
	1. Discount Rate	8.00%
	2. Expected rate of future salary increase	7.50%

13. Figures pertaining to the subsidiary company have been reclassified wherever necessary to bring them in line with the company's financial statement.

14. Figures of previous year have been regrouped/ rearranged wherever considered necessary.

15. Euro Fashion Inners International Pvt. Ltd and Rupa Realty Ltd are wholly owned Subsidiary of the Company. The financial position and results of the subsidiaries are given below;

	Euro Fashion Inners International Pvt. Ltd		Rupa Realty Ltd	
	31st March 2009	31st March 2008	31st March 2009	31st March 2008
Funds employed				
Share Capital	4,10,00,000	4,10,00,000	5,00,000	5,00,000
Reserves & Surplus	17915659	1,20,44,490		
Secured loan	1345401	2,64,30,115		
Unsecured Loan	34137036	1,26,54,200		
Deferred tax liability	608157	1,44,208		
Current liability	28184068	2,15,74,48	14,91,65,515	14,91,66,891
Provisions	367250	18,81,000		

SCHEDULES TO THE ACCOUNTS (Contd.)

	Euro Fashion Inners International Pvt. Ltd		Rupa Realty Ltd	
	31st March 2009	31st March 2008	31st March 2009	31st March 2008
Application of Funds				
Fixed Assets	33992943	66,78,064		
Capital Work in Progress		23,28,014		
Investments			14,91,00,000	14,91,00,000
Current assets	76934553	9,73,00,677	5,03,786	5,13,437
Loans & Advances	12598175	93,57,939		
Miscellaneous expenditure (to the extent not written off)	31900	63,800	27,922	37,229
Profit & Loss Account (Debit)			33807	16225
Income				
Sale of products	243855572	26,87,48,322		
Other Income	350871	5,14,555		
Expenses				
Manufacturing and Other Expenses	241625243	22,19,67,089	(17582)	(16,225)
Depreciation	217481	1,81,154		
Profit before tax	9101992	63,83,311	(17582)	(16,225)
Provision for taxation	2350000	18,81,000		
Provision for fringe benefit tax	140000	2,47,000		
Provision for deferred tax	463949	87,406		
Prior Period Adjustment	276874	3,209		
Profit after tax	5871169	41,64,696	(17582)	(16,225)



CASH FLOW STATEMENT for the year ended 31st March, 2009

A. CASH FLOW ARISING FROM OPERATING ACTIVITIES

	31st March, 2009 Rs. In Lakhs		31st March, 2008 Rs. In Lakhs	
Net Profit Before Tax & Extra-ordinary Items		2,214.94		1,868.00
Adjustment:				
(a) Depreciation Charges	309.56		292.39	
(b) Interest Charges	764.44		886.55	
(c) Public Issue Expenses Written off	0.32			
(d) Preliminary Expenses written off	0.10			
(e) Loss on Sale of Fixed Assets	5.91		3.58	
		<u>1,080.33</u>		<u>1,182.52</u>
		3,295.27		3,050.52
Adjustment:				
(a) Interest Income	(126.44)		(31.03)	
		<u>(126.44)</u>		<u>(31.03)</u>
Operating Profit before Working Capital Changes		3,168.83		3,019.49
Adjustment				
(a) Increase in Trade & other Receivable	(1,173.55)		(1,153.74)	
(b) Increase in Inventories	3,054.82	1,881.27	264.35	(869.39)
		5050.10		2150.10
Adjustment:				
(a) Increase in Trade Payables		(2,424.16)		2,513.64
Cash Inflow/(Outflow) from Operations		<u>2625.94</u>		<u>4663.74</u>
Adjustment				
(a) Direct Taxes Paid	(610.87)		(542.04)	
		(610.87)		(542.04)
Adjustment				
(a) Interest received from operating activities		2015.07		4121.70
		29.37		29.98
Net Cash Inflow/(Outflow) from Operating Activities		- 2044.44		- 4151.66
B. CASH FLOW ARISING FROM INVESTING ACTIVITIES				
Inflow				
(a) Sale of Fixed Assets	8.42		2.94	
(b) Interest received	104.09		1.07	
		112.51		4.01
Outflow				
(a) Purchase of Fixed Assets	(1,339.93)		(271.20)	
(b) Investment in Mutual Fund	(500.00)		-	
		(1,839.93)		(271.20)
Net Cash Inflow/(Outflow) from Investing Activities		(1727.42)		(267.19)
CASH FLOW STATEMENT for the year ended 31st March, 2009(Contd.)				
C. CASH FLOW ARISING FROM FINANCING ACTIVITIES				
Inflow				
(a) Proceeds from Share Capital	6,746.76		-	
(b) Dividend and dividend Tax paid	(187.51)		(187.51)	
(c) Interest Paid	(719.17)		(676.19)	
(d) Increase/(Decrease) In borrowing Capital	(8,000.49)		(2,953.46)	
		(160.41)		(4,019.16)
Net Cash Inflow/(Outflow) from Financing Activities		(160.41)		(4019.16)
Net Increase/(Decrease) in Cash/Cash Equivalent (A+B+C)		156.61		(134.69)
Cash /Cash Equivalents at the beginning of the year		334.94		469.63
Cash /Cash Equivalents at the end of the year		491.55		334.94
		491.55		0.00
		-		-

Notes

- The above Cash Flow Statement has been prepared pursuant to Clause 31 of Listing Agreement with Stock Exchange and under the Indirect method set out in AS-3 issued to Chartered Accountants of India.
- Significant Accounting Policies and other Notes to Accounts (Schedule 21) form an integral part of the Cash Flow Statement
- Previous year figures have been regrouped/reclassified to confirm to current year's classification.

As per our Report of even date.
For K.AGRAWAL & CO.
Chartered Accountants

(K.C.AGRAWAL)
Partner
Membership No.10277

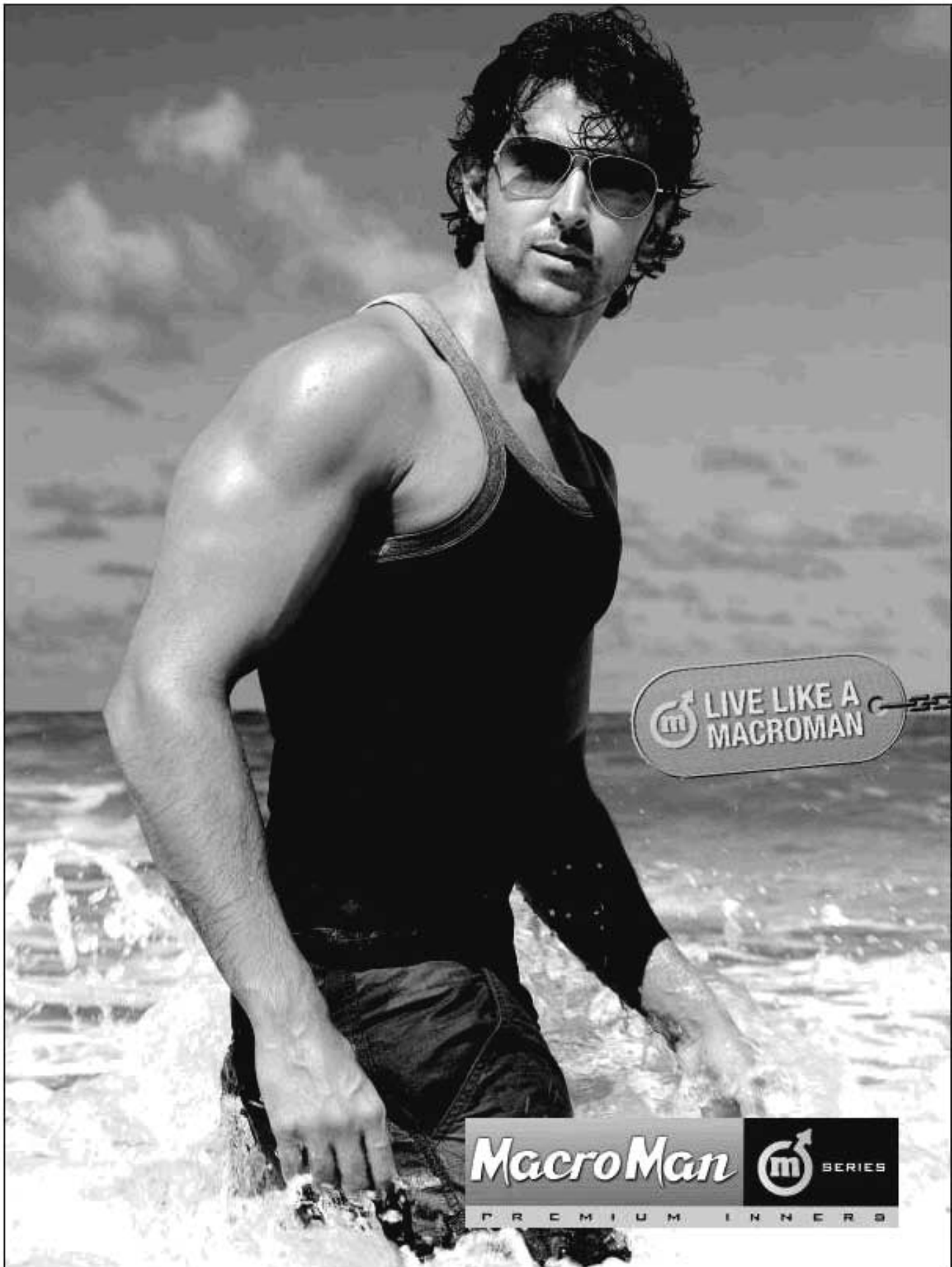
Place: Kolkata
Dated: 25th June,2009

PRIYA PUNJABI
Company Secretary

P.R.AGARWALA
Chairman

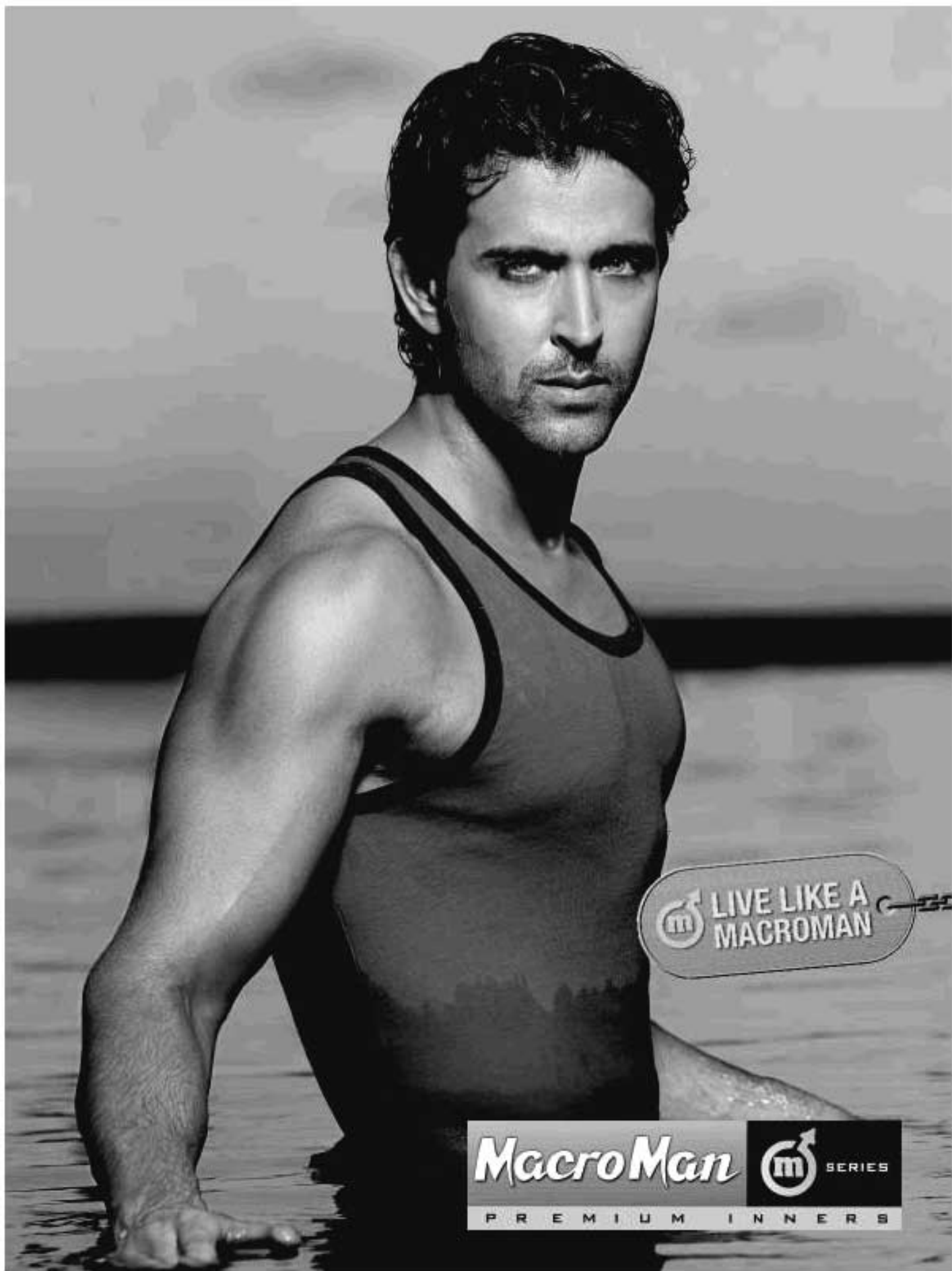
G.P.AGARWALA
Vice-Chairman

K.B.AGARWALA
Managing Director



 LIVE LIKE A
MACROMAN

MacroMan  SERIES
PREMIUM LINERS



 LIVE LIKE A
MACROMAN

MacroMan  SERIES
PREMIUM INNERS