

18th  
Annual Report  
2009-2010

E-WHA FOAM INDIA LIMITED

## E-WHA FOAM INDIA LIMITED

### 18th Annual Report 2009-2010

#### BOARD OF DIRECTORS

<b>Mr. Navinchandra Shah</b>	Executive Director & CEO
<b>Mr. Nijal N.Shah</b>	Executive Director & CEO
<b>Mr. Shankar R.Pandare</b>	Executive Director
<b>Mr. Narendra Solanki</b>	Non Executive and Independent Director
<b>Mr. Mukesh Sampat</b>	Non Executive and Independent Director
<b>Mr. Priyesh Pethe</b>	Non Executive and Independent Director

#### COMPLIANCE OFFICER

Mr. Nirmal Jodhani

#### REGISTERED OFFICE

11/H Laxmi Industrial Estate,  
New Link Road, Andheri(W)  
Mumbai - 400 053.

#### AUDITORS

**M/s Gupta Saharia & Co**  
Chartered Accountants

#### SHARES LISTED AT

**The Bombay Stock Exchange Limited,**  
Phiroze Jeejeebhoy Towers, Dalal Street,  
Mumbai – 400 001

**The Ahmedabad Stock Exchange Limited**  
Kamdhenu Complex, Opp Sahajanand College,  
Panjara Pole, Ahmedabad – 380 015

#### 18<sup>th</sup> ANNUAL GENERAL MEETING

**Date** : 30<sup>th</sup> September, 2010  
**Day** : Thursday  
**Time** : 3.30 P.M.  
**Place** : 11/H Laxmi industrial Estate,  
New Link Road, Andheri(W)  
Mumbai - 400 053.

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## 18th Annual Report 2009-2010

### NOTICE

NOTICE IS HEREBY GIVEN THAT THE **18<sup>th</sup> ANNUAL GENERAL MEETING** OF THE MEMBERS OF **E-WHA FOAM INDIA LIMITED** WILL BE HELD ON **THURSDAY THE 30<sup>TH</sup> SEPTEMBER, 2010 AT 03.30 P.M.** AT THE **REGISTERED OFFICE** OF THE COMPANY SITUATED AT 11/H LAXMI INDUSTRIAL ESTATE, NEW LINK ROAD, ANDHER I(W) MUMBAI - 400 053 TO TRANSACT THE FOLLOWING BUSINESS.

\*\*\*\*\*

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited accounts for the year ended **31<sup>st</sup> March 2010** along with notes and schedules thereon as on that date and the reports of Directors and Auditors thereon.
2. To appoint a Director in place of **Mr. Priyesh Pethe** Director of the Company who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of **Mr. Narendra Solanki** Director of the Company who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint **M/S Gupta Saharia & Co.** as Auditors of the Company to hold office from the conclusion of this Annual General Meeting, until the conclusion next Annual General Meeting and to fix their remuneration.

By Order Of the Board  
For **E-WHA FOAM INDIA LIMITED**

**DATE:** 20th August, 2010

**PLACE:** Mumbai

**DIRECTOR**

#### **NOTES:**

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the company.**
2. **The Proxy Form to be effective should be deposited with the company not less than 48 hours before the time fixed for the commencement of the meeting.**
3. The Register of Members and Share Transfer Register shall remain closed from **Thursday, the 23<sup>rd</sup> Day of September, 2010 to Thursday the 30<sup>th</sup> Day of September, 2010** (both days inclusive).
4. As a measure of economy, copies of the Annual Reports and Accounts will not be distributed at the Meeting. Members are therefore, requested to bring their copies to the meeting.
5. Members/Proxies are requested to produce the attendance slip duly signed, sent along with the Annual Report and Accounts, for admission to the meeting hall.
6. Members who are holding shares in identical order or names in more than one folio are requested to write to the company to enable the company to consolidate their holdings in one folio.

By Order Of the Board  
For **E-WHA FOAM INDIA LIMITED**

**DATE:** 20th August, 2010

**PLACE:** Mumbai

**DIRECTOR**

## E-WHA FOAM INDIA LIMITED

### DIRECTORS' REPORT TO THE SHAREHOLDERS

To,  
The Members,  
**E-WHA FOAM INDIA LIMITED**  
11/H Laxmi Industrial Estate,  
New Link Road, Andheri (W)  
Mumbai - 400 053

Your Directors have great pleasure in presenting **18<sup>TH</sup> ANNUAL REPORT** along with the Audited Balance Sheet and Profit And Loss Account, for the year ended 31<sup>st</sup> March, 2010.

#### 1. FINANCIAL RESULTS

The financial Results are briefly indicated below:

(Amt in Rs.)

PARTIULARS	YEAR ENDED	
	2009-10	2008 -09
Total Income	-	-
Total Expenditure	32895	26495
Profit/(Loss) before Taxation	(32895)	(26495)
Profit/(Loss) after Taxation	(32895)	(26495)
Balance bought forward from previous year	(51619309)	(51592814)
Balance carried to Balance Sheet	(51652204)	(51619309)

#### 2. REVIEW OF OPERATIONS

The Company has incurred losses of Rs.32895/- during financial year. Your Directors expects to achieve better performance in the future and taking maximum efforts to control the costs and optimize the result in the coming years.

#### 3. DIVIDEND

In view of losses your Directors do not recommend any dividend as such.

#### 4. DEPOSITS

The company has not accepted any deposits from the Public.

#### 5. PARTICULARS OF EMPLOYEES

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

#### 6. DIRECTORS

**Mr. Priyesh Pethe and Mr. Narendra Solanki**, Directors retiring by rotation in terms of provisions of Companies Act, 1956 and are eligible for re-appointment. The resolutions for their appointment as Director(s) are placed before you in the Annual General Meeting.

#### 7. SUBSIDIARIES:

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

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### 8. DIRECTOR'S RESPONSIBILITY STATEMENT

The Board of Directors hereby confirms:

- i. That in the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- ii. That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the Profit or Loss of the Company for that period.
- iii. That the Directors have taken proper and sufficient care for the maintenances of adequate accounting records in accordance with the provision of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. That the Directors have prepared the Annual accounts on a going concern basis.

### 9. CONSERVATION OF ENERGY & TECHNOLOGY ABSORBTION

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

### 10. FOREIGN EXCHANGE EARNINGS AND OUTGO.

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

### 11. AUDITORS

The Board recommends appointment of **M/S Gupta Saharia & Co., Chartered Accountant** as Statutory Auditors of the Company for the financial year 2010-2011, who have also confirmed that their appointment shall be within limits specified under section 224 (1B) of the Companies Act, 1956.

### 12. AUDITORS REPORT:

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

### 13. COMMITTEES OF THE BOARD

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

### 14. CORPORATE GOVERNANCE REPORT

The Company has obtained Corporate Governance Report from **M/s Gupta Saharia & Co, Statutory Auditors** and is annexed hereto.

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

## E-WHA FOAM INDIA LIMITED

### 15. ACKNOWLEDGEMENTS

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

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

By Order Of the Board  
For E-WHA FOAM INDIA LIMITED

**DIRECTOR**

**DATE :** 20th August, 2010

**PLACE:** Mumbai

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### **ANNEXURE A TO THE DIRECTORS REPORT FOR THE YEAR ENDED MARCH 31, 2010**

#### **COMPANY'S PHILOSOPHY:**

The Corporate Governance code as introduced by Security and Exchange Board of India (SEBI) in pursuance of clause 49 of Listing Agreement is became applicable to the company by December 2005. However due to financial crisis and break down of business activities, the Company could implement the same only by December 2007.

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

#### **BOARD OF DIRECTORS:**

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

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

During the year, there were in total 7 (**Seven**) Board Meetings were held. The time gap between the two meetings was not more than 4 months. All the information required to be furnished to the Board was made available to them along with detailed Agenda notes. The dates on which the Board Meeting was held are as follows:

**29.04.2009; 02.06.2009; 30.07.2009; 22.08.2009; 28.10.2009; 23.11.2009 and 28.01.2010**

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

Sr. No.	Name of Director	Category	No. of Board meetings Attended	Attendance at Last AGM	No. of Other Directorship	No. of other Committee membership in other Companies
1.	Mr Navinchandra Shah	Chairman & CEO	7	Yes	Nil	Nil
2.	Mr. Nijal Shah	Executive Director & CFO	7	Yes	Nil	Nil
3.	Mr. Shankar Pandare	Executive Director	7	Yes	Nil	Nil
4.	Mr. Narendra Solanki	Independent Non-Executive Director	7	Yes	Nil	Nil
5	Mr. Mukesh Sampat	Independent Non Executive Director	7	Yes	1	Nil
6	Mr. Priyesh Pethe	Independent Non Executive Director	7	Yes	Nil	Nil

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

## E-WHA FOAM INDIA LIMITED

### COMMITTEES OF THE BOARD:

#### A. Audit Committee

Pursuant to the provisions of section 292(A) of the Companies Act, 1956 & Clause 49 II of Listing Agreement, an Audit Committee comprising of 3 Directors as members and two – third of whom being Non -Executive Directors has been constituted as under:

Mr. Narendra Solanki	Chairman
Mr. Mukesh Sampat	Member
Mr. Nijal Shah	Member

During the year, there were in total **5 (Five)** Audit Committee Meetings were held on **29.04.2009; 30.07.2009; 22.08.2009; 28.10.2009 and 28.01.2010**

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

Name of the Member	Status	No. of Meeting held	No. of Meetings attended
Mr. Narendra Solanki	Chairman	5	5
Mr. Mukesh Sampat	Member	5	5
Mr. Nijal Shah	Member	5	5

#### B. Shareholders/Investors Grievance Committee

The Shareholders/Investors Grievance Committee comprises of 3 (**Three**) Members, majority of whom are Non Executive Directors. As required by clause 49 of Listing Agreement, the Chairman of the Shareholder/ Committee is Independent, Non Executive Director. The composition of the Shareholders/Investors Grievance Committee as on 31<sup>st</sup> March, 2010 is as follows:

Mr. Priyesh Pethe	Chairman
Mr. Narendra Solanki	Member
Mr. Navinchandra Shah	Member

During the year, there were in total **4 (Four)** Shareholders/Investors Grievance Committee Meetings were held on **29.04.2009; 30.07.2009; 28.10.2009 and 28.01.2010**

The following table gives the attendance of the members at Shareholders/Investors Grievance Committee Meetings of the Board of Directors of the Company:

Name of the Member	Status	No. of Meeting held	No. of Meetings attended
Mr. Narendra Solanki	Chairman	4	4
Mr. Mukesh Sampat	Member	4	4
Mr. Nijal Shah	Member	4	4

### GENERAL BODY MEETINGS:

Details of last 3 (**Three**) Annual General Meetings are given below:

Financial Year	Date	Time	Venue	Special Resolution(s)
2008-2009	30.09.09	03.30 p.m	Registered Office	No
2007-2008	30.09.08	03.30 p.m	Registered Office	No
2006-2007	29.09.07	03.30 p.m	Registered Office	No



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### **GENERAL SHAREHOLDERS INFORMATION:**

#### **DISCLOSURES:**

During the year under review, besides the transactions reported elsewhere, there were no other related party transactions of material nature with the promoters, Directors, the management or their subsidiaries or relatives during the year that may have potential conflict with the interest of the company at large.

#### **MEANS OF COMMUNICATION:**

The yearly/quarterly results were duly approved by the Board of Directors of the Company; however the same has not been submitted to BSE. The Company doesn't have its website.

No presentation was made during the year either to Institutional Investors or to the analysts.

Management Discussion & Analysis Report is attached herewith forming part of the Annual Report.

### **GENERAL SHAREHOLDERS INFORMATION:**

- i. The Annual General Meeting is scheduled to be held on Thursday, the 30<sup>th</sup> September, 2010 at 03.30 p.m. at the Registered Office of the Company.
- ii. The Financial year of the company is from April to March. The financial calendar is as per following.

First quarter results (30 <sup>th</sup> June)	End of July
Mailing of Annual Reports	1 <sup>st</sup> week of September
Annual General Meeting	30 <sup>th</sup> September, 2010
Payment of Dividend	N.A.
Second quarter results (30 <sup>th</sup> September)	End of October
Third quarter results (31 <sup>st</sup> December)	End of January
Fourth quarter / Annual Results	End of July
- iii. Book Closure dates are from **Thursday, the 23<sup>rd</sup> Day of September, 2010 to Thursday, the 30<sup>th</sup> September, 2010** (both days inclusive).
- vi. The Board of Directors has not proposed any dividend for the current financial year.
- v. The company's shares are listed at **Bombay Stock Exchange and Ahmedabad Stock Exchange**. The trading of Shares on the said Exchange(s) has been suspended due to non-compliance of the Listing Agreements. The Board is in process of complying with the same and revocation of suspension.

**The Bombay Stock Exchange**  
Security in Physical Form No. BSE- 514440  
Electronic Form No. Nil  
Scrip Name: EWHAFOAM

**The Ahmedabad Stock Exchange**  
Security in Physical Form No. ASE- 16731  
Electronic Form No. Nil  
Scrip Name: E-WHA FOAM INDIA LIMITED

## E-WHA FOAM INDIA LIMITED

vi. Market price data:

Since the Company Shares were suspended for trading the market price data is not available.

vii. Share Transfer System

The Company has not yet appointed Registrar and Transfer agent. The Company has currently in-house Share transfer system to register the transfer.

viii. Dematerialization of securities

The company's shares currently are in physical mode but the Company is in the process of dematerialization of shares.

ix. Company has not issued either ESOP or any GDRs/ ADRs/ Warrants/ Convertible instrument.

ix. Address for correspondence:

Shareholders of the company can send correspondence at the Registered. office of the company situated at following address:

11/H Laxmi Industrial Estate,  
New Link Road, Andheri(W)  
Mumbai - 400 053.

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### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

**A) INDUSTRY STRUCTURE AND DEVELOPMENT:**

The Industry is showing some improvement & your Directors are expecting better Industrial Development in the coming years.

**B) SEGMENTWISE PERFORMANCE:**

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

**C) OPPORTUNITIES / OUTLOOK:**

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

**D) THREATS:**

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

**E) RISKS AND CONCERNS:**

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

**F) INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:**

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

**G) HUMAN RESOURCES POLICIES:**

Your company considers its human resources as its most valuable assets, among all other assets of the Company. It has been the policy of the company to actuate the talent by providing opportunities to develop themselves within the organization. The company continued to have maintained very cordial & harmonious relations with its employees.

**H) CAUTIONARY STATEMENT:**

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

By Order of the Board  
**FOR E-WHA FOAM INDIA LIMITED**

**DIRECTOR**

**DATE:** 20th August, 2010

**PLACE:** Mumbai

## E-WHA FOAM INDIA LIMITED

### CEO/CFO Certificate

To,  
**The Board of Directors,**  
**E-WHA FOAM Limited**  
11/H, Laxmi Industrial Estate,  
New Link Road, Andheri (West)  
Mumbai - 400 053

We, Mr. Navinchandra Shah, CEO and Mr. Nijal Shah, CFO of the Company do hereby certify that:

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

**FOR E-WHA FOAM INDIA LIMITED**  
Mr. Navinchandra Shah  
(CEO)

**FOR E-WHA FOAM INDIA LIMITED**  
Mr. Nijal Shah  
(CFO)

DATE: 20th August, 2010  
PLACE: Mumbai

### **DECLARATION REGARDING AFFIRMATION OF CODE OF CONDUCT**

In terms of the requirements of the Clause 49 of the listing Agreement, Code of Conduct as approved by the Board of Directors of the Company, all the members of the Board and the senior management personnel had affirmed compliance with the Code for the period 31<sup>st</sup> March, 2010

By Order of the Board  
**FOR E-WHA FOAM INDIA LIMITED**

**Nirmal Jodhani**  
**COMPLIANCE OFFICER**

**DATE : 20th August, 2010**  
**PLACE : Mumbai**

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### CERTIFICATE ON CORPORATE GOVERNANCE BY STATUTORY AUDITORS OF THE COMPANY

To,  
The Shareholders,  
**E-WHA FOAM Limited**  
11/H, Laxmi Industrial Estate,  
New Link Road,  
Andheri (West)  
Mumbai-400 053

We have reviewed the implementation of Corporate Governance produced by the company during the year ended on 31st March, 2010 with the relevant records and documents maintained by the company, furnished to us for our review and the report on Corporate Governance as approved by the Board of Directors.

The Compliance of the conditions of the Corporate Governance is the responsibility of the Management. Our examination is neither an audit nor an expression of opinion on the financial statements of the company.

On the basis of the above and according to the information and explanations given to us, in our opinion, the Company has complied with Clauses 49 of the Listing Agreement except compliance of Clause 49(I)(D)(i) and 49(IV)(C) .

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

**Date** : August 20, 2010  
**Place** : Mumbai

**For GUPTA SAHARIA & CO.**  
Chartered Accountants  
Sd/-  
**(SANJAY J JAIN)**  
Partner  
Membership No.112646  
Firm No. 103446W

## E-WHA FOAM INDIA LIMITED

### AUDITORS' REPORT

To,  
The Members of  
**E-WHA FOAM INDIA LIMITED**

We have audited the attached Balance Sheet of **E-WHA FOAM INDIA LIMITED**, as at 31st March, 2010 and also the annexed Profit & Loss Account of the Company for the year ended on that date annexed thereto.

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, we annex hereto a statement on the matters specified in paragraphs 4 and 5 of the said order.

1. Further to our comments in the annexure referred to in paragraph 1 above, we report that:
  - a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c) The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
  - d) In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement have been prepared in compliance with the Accounting Standards referred to in Section 211 (3C) of the Companies Act, 1956, to the extent applicable;
  - e) On the basis of written representations from the Directors and taken on record by the Board of Directors, we report that none of the Directors are disqualified as on 31st March, 2010 from being appointed as Directors in terms of Section 274(1)(g) of the Companies Act, 1956;
  - f) Subject to what is stated in above, in our opinion and to the best of our information and according to the explanations given to us, the accounts read with the notes thereon give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view:
    - a) In the case of the Balance Sheet, of the State of affairs of the Company as at 31st March, 2010;
    - b) In the case of the Profit & Loss Account, of the Loss for the year ended on that date;
    - c) In the case of the Cash Flow Statement, of the Cash Flows for the year ended that date.

**For GUPTA SAHARIA & CO.**  
Chartered Accountants

**(SANJAY J JAIN)**  
Partner

Membership No.112646  
Firm No. 103446W

Place : Mumbai  
Date : 20th August, 2010

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### ANNEXURE TO THE AUDITORS' REPORT The Companies (Auditor's Report) Order, 2003 ('CARO')

As required by Companies (Auditor's Report) Order, 2003 issued by Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956 and explanations given to us and on the basis of such checks, as we considered appropriate, we have to state that ;

- 1) a) The Company has maintained proper records showing full particulars including Quantitative details and situation of Fixed Assets.
  - b) All the assets have been physically verified by the management during the year but, according to the information and explanation given to us, there is a regular program me of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
  - c) During the year, The Company has not disposed off any substantial/major part of assets.
- 2) The company does not hold any inventory and hence the question of physical verification etc does not arise.
- 3) The company has not granted loans during the year to parties covered in the registered maintained under section 301 of the Company Act, 1956. The company has not taken unsecured loans during the year from parties covered in registered maintained u/s 301 of the Act.
- 4) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
- 5) Based on audit procedures applied by us and according to the information and explanations provided by the management, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 have been so entered.
- 6) The Company has not accepted any deposits under the provisions of sections 58A and 58AA of the Companies Act, 1956 and the rules framed there under.
- 7) In our opinion, the Company has an internal audit system commensurate with size and nature of the business.
- 8) The Central Government has not prescribed the maintenance of cost records u/s 209(1) (d) of the Companies Act, 1956 for any of the products of the Company.
- 9) a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including, Income Tax, Sales Tax, Cess and any other material statutory dues applicable to it. The Company is not liable under the provisions of Investor Education and Protection Fund, Wealth Tax for the financial year covered by our audit. There are no undisputed statutory liabilities outstanding more than six months as on 31<sup>st</sup> March 2010.
  - b) According to the information and explanation given to us, there are no dues of Income tax and cess, which have not been deposited on account of any dispute.
- 10) The Company have accumulated losses of Rs. 51652204/- as at 31.03.2010. The Company has not incurred any cash losses during the financial year covered by our audit and the immediately preceding financial year.
- 11) In our opinion and according to the information and explanation given to us, the company has not defaulted in repayment of dues a financial institution or bank.

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- 12) The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- 13) The Company has not a chit fund, nidhi/mutual benefit fund and therefore the requirement pertaining to such class of companies is not applicable.
- 14) According to the information and explanation given to us, the Company did not deal in or trade in shares, securities, debentures or other investment .The shares and other investment acquired by the company by way of investment are held by the company in its own name.
- 15) The Company has not given any guarantee for loans taken by others from banks or financial institution.
- 16) The Company has taken term loan from Financial Institution during the year.
- 17) On the basis of review of utilization of funds on overall basis, related information as made available to us and as represented to us by the management, funds raised on short-term basis have not been used for long-term investment during the year.
- 18) The Company has not made any preferential allotment of shares during the year to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
- 19) The Company has not issued any debentures during the year and therefore, the question of creating the security in respect thereof does not arise.
- 20) The Company has not made any public issue during the year and therefore, the question of disclosing the end use of money does not arise.
- 21) According to the information and explanation given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

**For GUPTA SAHARIA & CO.**  
Chartered Accountants

Place: Mumbai  
Date: August 20, 2010

**(SANJAY J JAIN)**  
Partner  
Membership No.112646  
Firm No. 103446W



## 18th Annual Report 2009-2010

### BALANCE SHEET AS AT MARCH 31, 2010

	Schedule	As at 31.03.2010 Current Year Rupees	As at 31.03.2009 Previous Year Rupees
<b>I SOURCES OF FUNDS</b>			
<b>1. Shareholders Funds</b>			
Share Capital	1	51,200,000	51,200,000
		<u>51,200,000</u>	<u>51,200,000</u>
<b>2. Loan Funds</b>			
Secured Loan		-	-
Unsecured Loans	2	495,000	495,000
		<u>495,000</u>	<u>495,000</u>
<b>TOTAL</b>		<u><u>51,695,000</u></u>	<u><u>51,695,000</u></u>
<b>II APPLICATION OF FUNDS</b>			
<b>3. FIXED ASSETS</b>			
Fixed Assets -Gross	3	368,665	368,665
<b>Less: Depreciation</b>		<u>-</u>	<u>-</u>
<b>Net Block</b>		<u>368,665</u>	<u>368,665</u>
<b>4 INVESTMENT</b>			
		-	-
<b>5 Current Assets, Loans &amp; Advances</b>			
Sundry Debtors		-	-
Cash & Bank Balances	4	256,628	289,523
		<u>256,628</u>	<u>289,523</u>
<b>Less: Current Liabilities &amp; Provisions</b>			
Current Liabilities	5	582,497	582,497
<b>Net Current Assets</b>		(325,869)	(292,974)
<b>Profit &amp; Loss Account</b>			
Profit & Loss Account		51,652,204	51,619,309
<b>TOTAL</b>		<u><u>51,695,000</u></u>	<u><u>51,695,000</u></u>
Notes to Accounts	6		

As per our attached report of even date  
For GUPTA SAHARIA & CO.  
Chartered Accountants

For E-WHA FOAM INDIA LIMITED

(SANJAY J JAIN)  
PARTNER  
Membership No.112646  
Firm No. 103446W

Navin C. Shah  
Director

Nijal N. Shah  
Director

Place : Mumbai  
Date : August 20, 2010

**E-WHA FOAM INDIA LIMITED**

**PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2010**

	Schedule	As at	As at
		31.03.2010	31.03.2009
		Current Year	Previous Year
		Rupees	Rupees
<b>I INCOME</b>			
Sales & Services		-	-
Increase/ (Decrease) in Closing Stock		-	-
Bad Debt w/off		-	-
Other Income		-	-
	<b>TOTAL</b>	<u>-</u>	<u>-</u>
<b>II EXPENSES</b>			
Bank Charges		95	95
Printing & Stationery		25,300	18,900
Audit Fees		7,500	7,500
	<b>TOTAL</b>	<u>32,895</u>	<u>26,495</u>
<b>III</b>	Net Profit/(Loss) before tax	(32,895)	(26,495)
<b>IV</b>	Add:-Brought forward Loss from previous year	<u>(51,619,309)</u>	<u>(51,592,814)</u>
		<u>(51,652,204)</u>	<u>(51,619,309)</u>
	<b>APPROPRIATIONS</b>		
	Transferred to General Reserve	NIL	NIL
<b>V</b>	<b>Balance Transferred to Balance Sheet</b>	<u>(51,652,204)</u>	<u>(51,619,309)</u>
		<u>(51,652,204)</u>	<u>(51,619,309)</u>

Notes to Accounts

6

As per our attached report of even date  
For GUPTA SAHARIA & CO.  
Chartered Accountants

**For E-WHA FOAM INDIA LIMITED**

( SANJAY J JAIN )  
PARTNER  
Membership No.112646  
Firm No. 103446W

Place : Mumbai  
Date : August 20, 2010

**Navin C. Shah**  
Director

**Nijal N. Shah**  
Director

## 18th Annual Report 2009-2010

### SCHEDULES FORMING PART OF THE BALANCE SHEET

	As at 31.03.2010 Current Year Rupees	As at 31.03.2009 Previous Year Rupees
--	-----------------------------------------------	------------------------------------------------

#### SCHEDULE 1

##### SHARE CAPITAL

###### Authorised:-

100,00,000 Equity shares of Rs. 10/- each	<u>100,00,000</u>	<u>100,00,000</u>
-------------------------------------------	-------------------	-------------------

###### Issued, Subscribed and paid-up:-

51,20,000 Equity Shares of Rs. 10/- each	<u>51,20,000</u>	<u>51,20,000</u>
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#### SCHEDULE 2

##### UNSECURED LOANS

K.D. Textile	235,000	235,000
Navin C. Shah	125,000	125,000
Pooja N. Shah	135,000	135,000
	<u>495,000</u>	<u>495,000</u>

#### SCHEDULE 3

##### FIXED ASSETS

Assets	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	Cost as on 01.04.2009	Addition During the year	Deduction During the year	Total as on 31.3.2010	To 31-3-2009	For the year	Deduction During the year	Total as on 31.3.2010	As on 31.3.2010	As on 31.3.2009
Computer (40%)	368,665	-	-	368,665	-	-	-	-	368,665	368,665
<b>TOTAL Rs.</b>	368,665	-	-	368,665	-	-	-	-	368,665	368,665

#### SCHEDULE 4

##### CASH & BANK BALANCES

Cash in Hand	247,501	280,301
Bank Balances		
With Scheduled Banks :		
In Current Accounts	<u>9,127</u>	<u>9,222</u>
	<u>256,628</u>	<u>289,523</u>

## E-WHA FOAM INDIA LIMITED

### SCHEDULES FORMING PART OF THE BALANCE SHEET

	As at 31.03.2010 Current Year Rupees	As at 31.03.2009 Previous Year Rupees
<b>SCHEDULE 5</b>		
<b>CURRENT LIABILITIES</b>		
<b>Creditors for Expenses</b>		
Ahmedabad Stock Exchange	43,000	43,000
Mumbai Stock Exchange	69,500	69,500
Dinesh Poddar & Co.	2,800	2,800
Pradip Shah & co.	47,310	47,310
Sanjay Pendkar	308,915	308,915
Providend Fund Payable	17,280	17,280
Shah Poddar & Associates	41,854	41,854
System Support Services	43,038	43,038
Other Liabilities	8,800	8,800
Total	<u>582,497</u>	<u>582,497</u>

## 18th Annual Report 2009-2010

### **SCHEDULE 5**

#### **SIGNIFICANT ACCOUNTING POLICIES :**

1) GENERAL :

- I. The Financial Statement have generally been prepared on the historical cost convention.
- II. Accounting policies not specifically referred to otherwise are in consonance with generally accepted accounting principles.

2) BASIS OF ACCOUNTING:

The Company follows the mercantile system of accounting generally except otherwise stated herein below, if so.

3) FIXED ASSETS :

Fixed assets are stated at cost of less accumulated depreciation. depreciation has been provided. on WDV in accordance with the provision of section 205(2)(b) of the companies Act,1956 at the rates specified in the schedule XIV to the said Act.

4) INVESTMENT:

Investments, if any, are stated at cost.

5) REVENUE RECOGNITION:

- I. Revenue in respect of Sales, Labour Charges, interest, and Overdue Compensation Charges Etc. is recognized only when it is reasonably certain that the ultimate collection will be made.

6) MISCELLANEOUS EXPENDITURE :

Miscellaneous Expenditure such as preliminary expenditure are amortized over a period of 5 years.

7) DEFERED TAX:

The Deferred tax is recognized for all temporary differences subject to the consideration of prudence and at currently available rates. Deferred Tax assets are recognized only if there is virtual certainty that they will be realized.

8) BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

**I Registration Details**

Registration No.	: 11-69447
State Code	: 11
Balance Sheet Date	: 31-03-2010

**II Capital Raised during the year**

Public Issue	: NIL
Right Issue	: NIL
Bonus Issue	: NIL
Private Placement	: NIL

## E-WHA FOAM INDIA LIMITED

### III Position of Mobilisation and Development of Funds

Rupees	<b>Amt. Rs.</b>
Total Liabilities	: 51695000
Total Assets	: 51695000

<b>Sources of Funds</b>	<b>Amt. Rs.</b>
Paid- Up Capital	: 51200000

Reserves & Surplus	: NIL
Secured Loans	: NIL
Unsecured Loans	: NIL

<b>Application of Funds</b>	
Net Fixed asset	: 368665
Investment	
Net Current assets	: (325869)
Miscellaneous Expenditure	
Accumulated Losses	: 51652204

IV	Performance of Company	Loss After Tax	32,895
	Turnover (Gross Income)	Earning Per Share	0
	Total Expenditure	Dividend Rate%	
	Loss Before Tax		

### V Generic Name of Three Principal Products/Service of the Company

(as per monetary terms)	
Item Code No. (ITC Code)	N.A.
Product Description	Fiancial and Trading Activities

Signatories to Schedules 1 to 6

As per our attached report of even date  
For GUPTA SAHARIA & CO.  
Chartered Accountants

For E-WHA FOAM INDIA LIMITED

(SANJAY J JAIN)  
PARTNER  
Membership No.112646  
Firm No. 103446W

Place : Mumbai  
Date : August 20, 2010

Navin C. Shah  
Director

Nijal N. Shah  
Director

## 18th Annual Report 2009-2010

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

		3/31/2010 (Rupees)	3/31/2009 (Rupees)
<b>A</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
	Net Profit /(Loss) before tax and Extra Ordinary items	(32,895)	(26,495)
	Adjustment for:-		
	Depriciation	-	-
	Interest Paid	-	-
	Provision for NPA	-	-
	Loss on sale of Fixed Assets	-	-
	Less: Interest Received	-	-
	Provision no longer required	-	-
	<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	(32,895)	(26,495)
	Adjustment for:-		
	Trade and other receivables	-	-
	Inventories	-	-
	Trade Payables	-	-
	Others receivables/Current Assets/Deferred Tax Assets	-	-
	Cash generated from operations	-	-
	Interest Paid	-	-
	Direct Taxes Paid	-	-
	Extra-Ordinary Items	-	-
	<b>NET CASH FLOW FROM OPERATING ACTIVITIES</b>	<u>(32,895)</u>	<u>(26,495)</u>
	<b>I</b>		
<b>B</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
	Purchase of Fixed Assets	-	-
	Sale of Fixed Assets	-	-
	New Investments	-	-
	Sale of Investments	-	-
	Interest Received	-	-
	Dividend Received	-	-
	<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<u>-</u>	<u>-</u>
	<b>II</b>		
<b>C</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
	Loan Recd. From Relatives & Friends	-	-
	Loan returned From Relatives & Friends	-	-
	Preceeds from Long term boeeowings	-	-
	Repayment of Financial Liabiliy/Lease	-	-
	Dividend Paid	-	-
	<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<u>-</u>	<u>-</u>
	<b>III</b>		
	<b>NET INCREASE/(DECREASE) IN CASH OR CASH EQUIVALENTS (I + II + III)</b>	(32,895)	(26,495)
	<b>Add:- CASH &amp; CASH EQUIVALENTS AS AT 01/04/2009(2008)</b>	289,523	316,018
	<b>CASH &amp; CASH EQUIVALENTS AT AT 01/04/2010(2009)</b>	<u>256,628</u>	<u>289,523</u>

As per our attached report of even date  
For GUPTA SAHARIA & CO.  
Chartered Accountants

For E-WHA FOAM INDIA LIMITED

( SANJAY J JAIN )  
PARTNER  
Membership No.112646  
Firm No. 103446W

Navin C. Shah  
Director

Nijal N. Shah  
Director

Place : Mumbai Date : August 20, 2010

## E-WHA FOAM INDIA LIMITED

### AUDITORS' CERTIFICATE

We have examined the attached Cash Flow Statement of E-wha Foam India Limited for the period ended 31st March, 2010. The statement has been prepared by the Company in accordance with the requirements of clause 32 of the Listing Agreement with the Stock Exchanges and is based on and in agreement with correspondence Profit & Loss Account and Balance Sheet of the Company covered by our report of 20-08-2010 to the members of the Company.

In terms of our Certificate of even date

For GUPTA SAHARIA & CO.  
Chartered Accountants

( **SANJAY J JAIN** )  
PARTNER  
Membership No.112646  
Firm No. 103446W

Place : Mumbai  
Date : August 20, 2010



## 18th Annual Report 2009-2010

### E-WHA FOAM INDIA LIMITED

**Regd. Office:** 11/H, Laxmi Industrial Estate, New Link Road, Andheri (W), Mumbai - 400 053.

#### ATTENDANCE SLIP

Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at the **18th Annual General Meeting** of the Company at the **Regd. Office** of the company on Thursday the **30<sup>th</sup> September, 2010** at **03.30 p.m.**

\_\_\_\_\_  
Name of the Shareholder

\_\_\_\_\_  
Signature

Folio No. \_\_\_\_\_

\_\_\_\_\_  
(Full name of Proxy)

**Note:** No Duplicate Attendance Slip will be issued at the meeting hall. You are requested to bring your copy of Annual Report to the Meeting.

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### E-WHA FOAM INDIA LIMITED

**Regd. Office:** 11/H, Laxmi Industrial Estate, New Link Road, Andheri (W), Mumbai - 400 053.

#### PROXY FORM

I/We.....of..... in the district of ..... being a member/members of the above named Company hereby appoint ..... of ..... in the district of..... or failing him ..... of ..... In the district of ..... as my / our proxy to vote for me/us on my our behalf at the **18th ANNUAL GENERAL MEETING** of the Company to be held at **Regd. Office** of the company, on Thursday the **30<sup>th</sup> September, 2010**, and at any adjournment thereof.

Signed this..... day of ....., 2010.

Reg. Folio No.....

No. of Shares .....

Revenue  
Stamp

**NOTE:** This form in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not less than 48 hours before the meeting.

PRINTED MATTER

BOOK - POST

To,

*If undelivered, please return to:*

E-WHA FOAM INDIA LIMITED

Regd. Office :

11/H, Laxmi Industrial Estate, New Link Road,  
Andheri (W), Mumbai - 400 053.