



# PARAAN LIMITED

39<sup>th</sup> Annual Report  
2011 – 2012

**DIRECTORS**

Shri Vishvesh Bhatt

Shri Rahul K. Mohatta

Shri Ameet Bansal (Appointed on 19<sup>th</sup> January, 2012 as an Additional Director)

Shri Girish Desai (Resigned on 19<sup>th</sup> January, 2012)

**REGISTERED OFFICE**

28, Shobhana Nagar,  
Vasna Road,  
Vadodara – 390 015.

**R & T AGENTS**

**M/s. Link-Intime India Private Limited**

B – 102 & 103, Shangrila Complex,  
First Floor, Opp. HDFC Bank,  
Nr. Radhakrishna Char Rasta,  
Akota, Vadodara – 390 020.

**STOCK EXCHANGES**

**The Stock Exchange, Mumbai (BSE)**

Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001.

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**NOTICE**

NOTICE is hereby given that the 39<sup>th</sup> Annual General Meeting of the Members of **Paraaan Limited**, will be held at Registered office of the Company at 28, SHOBHANA NAGAR, Vasana Road, Vadodara – 390 015 on Monday the **23<sup>rd</sup> July, 2012** at **12.30 p.m.** to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2012 and Profit & Loss Statement for the year ended on 31<sup>st</sup> March, 2012 along with the Director's Report and Auditor's Report thereon.
2. To appoint M/s. BRV & Associates, Chartered Accountants, retiring auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.
3. To appoint a Director in the place of Shri Rahul Mohatta, who retires by rotation and being eligible, offers him for re-appointment.

**SPECIAL BUSINESS**

4. Appointment of Mr. Ameet Bansal as a Director of the Company.

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

“RESOLVED THAT Mr. Ameet Bansal who was appointed by the Board of Directors as an Additional Director of the Company with effect from 19<sup>th</sup> January 2012 and who holds office up to the date of the forthcoming Annual General Meeting of the Company in terms of section 260 of the Companies Act, 1956 (“the act”) and in respect of whom the Company has received a notice in writing from a member under section 257 of the Companies Act, 1956 proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.”

14<sup>th</sup> June 2012

For and on behalf of the Board

Regd. Office:  
28, Shobhana Nagar,  
Vasna Road,  
Vadodara-390 015.

S/d-  
Vishvesh Bhatt  
Chairman

**ANNEXURE TO THE NOTICE**

Explanatory Statement as required by Sections 173(2) and 192A (2) of the Companies Act, 1956.

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**Item No. 4: Appointment of Mr. Ameet Bansal as a Director of the Company.**

Mr. Ameet Bansal was appointed as an Additional Director of the Company on 19<sup>th</sup> January 2012 as per the provisions of section 260 of the Companies Act, 1956. Mr. Ameet Bansal holds office only upto the date of the forthcoming Annual General Meeting of the Company and is eligible for appointment. The Company has received a notice under section 257 of the Companies Act, 1956 in respect of his candidature, proposing his appointment as a Director of the Company along with the requisite deposit.

Mr. Ameet Mukesh Bansal, 25, who holds Master degree in Marketing Management, from Middle Sex University was appointed as additional director of the Company. He has more than 3 years of work experience in the field of logistics and custom house agent providing services which includes procedural requirements of custom, port, shipping line and local administration and material handling covers loading, unloading, shifting, examination, transportation, warehousing etc. He is working as Business Development Manager of ASIS Logistics Limited since 2009.

Keeping in view the experience and expertise, his appointment as a Director of the Company is recommended. Mr. Ameet Bansal may be deemed to be concerned or interested in the resolution relating to his appointment. None of the other directors is concerned or interested in this item of business

14<sup>th</sup> June 2012

For and on behalf of the Board

Regd. Office:  
28, SHOBHANA NAGAR,  
Vasna Road,  
Vadodara - 390015.

S/d-  
Vishvesh Bhatt  
Chairman

## NOTES:

1. ANY 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, duly completed, must reach the Registered Office of the Company not later than forty-eight hours before the time of holding the meeting.
3. The Register of Members and Share Transfer Book of the Company will remain closed from Friday, the 20<sup>th</sup> July 2012 to Monday, the 23<sup>rd</sup> July 2012 (both days inclusive).
4. All documents referred to in the Notice are open for inspection at the Registered Office of the Company between 10:30 a.m. and 12:30 p.m. on any working day.
5. The entire work related to share registry in terms of both, physical and electronic has been handed over to Company's R&T Agents, M/s. Link-Intime India Private Limited, B – 102 & 103, First Floor, Shangrila Complex, Opp. HDFC Bank, Near Radhakrishna Char Rasta, Akota, Vadodara – 390 020. [Tel: (0265) 2356573, Fax: (0265) 2356791, Email: [vadodara@linkintime.co.in](mailto:vadodara@linkintime.co.in)]. Shareholders are requested to send their communication to the aforesaid address in future.

14<sup>th</sup> June 2012

Regd. Office:  
28, Shobhana Nagar,  
Vasna Road,  
Vadodara - 390015.

For and on behalf of the Board

S/d-  
Vishvesh Bhatt  
Chairman

PARAAN LIMITED  
28, SHOBHANA NAGAR,  
VASNA ROAD,  
Vadodara – 390 015.

Dear Shareholder,

**SUBJECT: GREEN INITIATIVE - REGISTRATION OF E-MAIL ADDRESS**

The Ministry of Corporate Affairs, (MCA) had taken a “Green Initiative in the Corporate Governance” vide its Circular Nos. 17/2011 and 18/2011 dated 21.04.2011 and 29.04.2011, respectively and had permitted the companies to serve the documents viz. annual reports, notices of general meetings/ postal ballot, other documents etc. to the shareholders through electronic mode.

SEBI, vide its circular ref. No. CIF/CFD/DIL/2011 dated 5 October 2011, has directed listed companies to supply soft copies of full Annual Reports to all those shareholders who have registered their email addresses.

Your Company, being dedicated towards preserving and protecting environment, continuously seeks opportunities to reduce adverse impact on the planet. In order to continue our support for this year also towards “Green Initiative”, your Company has decided to have paperless documentation to the maximum possible extent by forwarding the above referred documents to you through electronic mode. This will also ensure prompt receipt of communication and avoid loss in postal transit.

We therefore request you to register your E-mail address and / or changes therein from time to time with the Company's Registrar & Share Transfer Agent (R & T Agent) at vadodara@linkintime.co.in, in case you are holding shares in physical mode by filling up the form appearing on reverse of this communication and with your Depository Participant (DP), in case you are holding shares in dematerialised mode.

In case you require physical copies of Annual Reports and other documents, you may send an email at vadodara@linkintime.co.in or write to the Company's R & T Agent viz. Link Intime India Private Limited at B – 102 & 103, Shangrila Complex, First Floor, Opp. HDFC Bank, Nr. Radhakrishna Char Rasta, Akota, Vadodara – 390 020, by quoting the name of first/sole shareholder, Folio no./DP ID and Client ID. The above documents will be sent to you free of cost.

We request your whole-hearted support to this “Green Initiative” by opting for electronic mode of communication.

Thanking you,

Yours faithfully,  
For Paraan Limited

Sd/-  
Vishvesh Bhatt  
Chairman

Place: Vadodara  
Date: 14 June 2012

**REGISTRATION OF E-MAIL ADDRESS FORM**

(In terms of circular Nos.17/2011 and 18/2011 dated 21.04.2011 and 29.04.2011, respectively issued by Ministry of Corporate Affairs)

(For shares in physical mode)

Link Intime India Private Limited  
(Unit: Paraaan Limited)  
B – 102 & 103, Shangrila Complex,  
First Floor, Opp. HDFC Bank,  
Nr. Radhakrishna Char Rasta,  
Akota, Vadodara – 390 020.

I/we shareholder(s) of Paraaan Limited hereby accord my/our approval to receive documents viz. annual reports, notices of general meetings/ postal ballot and such other documents that Ministry of Corporate Affairs may allow, to be sent in electronic mode.

I/we request you to note my/our latest email address, as mentioned below. If there is any change in the E-mail address, I/we will promptly communicate the same to you. I/we attach the self attested copy of PAN Card /Passport towards identification proof for the purpose of verification.

Folio No.	
Name of first/sole shareholder	
Name of joint shareholder(s),if any	
Registered Address	
E-mail address (to be registered)	

Place:

Date:

(Signature of shareholder)

-----TEAR HERE-----  
(For Shares in dematerialized mode)

You are requested to register your E-mail address and/or changes therein from time to time with your Depository Participant.

**DIRECTORS' REPORT**

To,

The Members,

Your Directors submit their Report together with audited accounts for the year ended 31<sup>st</sup> March, 2012.

(Amount in Rs.)

	2011-12	2010-11
<b>Profit/(Loss) before Tax</b>	<b>(467,077)</b>	<b>(262,561)</b>
Provision for Taxation		
- Current Tax	-	-
<b>Profit/(Loss) After Tax</b>	<b>(467,077)</b>	<b>(262,561)</b>
Profit/(Loss) from the period from continuing operations	<b>(467,077)</b>	<b>(262,561)</b>
Tax Expense from discontinuing operations	-	-
Profit/(Loss) from discontinuing operations	-	-
 Profit/(Loss) for the period	 <b>(467,077)</b>	 <b>(262,561)</b>

**DIVIDEND:**

In view of the current year's carried forward losses, your Directors do not recommend any dividend for the year.

**OPERATIONS:**

The Company has not yet started its full fledged business activities. Board of Directors initiated process to start various business activities. Board of directors is confident of good performance in current financial year. The operating results of the Company during the year under review show Net Loss of Rs. 467,077/- as compared to loss of Rs. 262,561/- in the previous year.

**FUTURE EXPANSION AND OUTLOOK:**

As you are aware, during the Financial Year 11-12 the Company had allotted 4000 equity shares to M/s. ASIS Industries Limited. Beside this, 26000 convertible warrants of Rs. 100/- were also issued to ASIS Industries Limited @ Rs. 1800/-. This expansion in equity of the Company was made with a view to commence new business activity related to Logistics.

In the areas of logistics, the Company plans to now offer services such as transportation, custom clearing and forwarding, advising on direct and indirect tax matters, material handling and warehousing. Most of these services planned by the Company are relating to foreign trade which is growing CAGR of over 25% since last 5 years.



Since these activities require specialized skill, knowledge and approval, the Company has made arrangements for reverse merger of existing logistic operation of ASIS Logistics Limited with effect from 1/4/2011. The scheme of arrangement has been already approved by BSE and now proposed to be submitted before Hon'ble High Courts of Maharashtra and Gujarat for approval.

The financial performance of ASIS Logistics Limited for 3 years prior the proposed date of merger (01/04/2011) is as under:

Rs. in Lacs

P&L No:	2008-09	2009-10	2010-11
Sales/Income	9,973	15,099	19,835
Growth	61%	51%	31%
Direct Cost	7502	12122	16800
% of Sales/Income	75.23%	80.29%	84.70%
EBITDA	1,576	2,069	2,116
EBITDA Margin	15.80%	13.70%	10.67%
PBT	768.25	1196.86	1244.86
% OF PBT	7.70%	7.93%	6.28%
Adj. PAT after DTL	480	754	847
Adj. PAT Margin	4.81%	4.99%	4.27%
Growth in PAT	3%	57%	12%
Cash Profit	1,038	1,253	1,361
Cash profit Margin	10.40%	8.30%	6.86%
Growth in Cash profit	21%	21%	9%
Balance sheet Nos:			
Equity	381	381	381
Premium	1,792	1,792	1,792
Deferred tax liability	169	187	215
Net worth	3,246	4,000	4,848
EPS	14.35	20.28	22.98
Cash EPS	27.26	32.91	35.75

Book value	85.28	105.09	127.35
Total Debt-Secured	2,798	3,962	5,074
Term loan including hire purchase	1,373	1,379	1,005
Working capital-secured	1,424	2,583	4,070
D/E (term loan)	0.42	0.34	0.21
Capex	1508	395	1866
Investments	175	89	62
Current Assets	4141	6101	6366
Cash and bank balance	81	144	173
Repayment during the year	774	400	348
Current liabilities	2276	1755	2117
Net Working Capital	440	1764	178
MPBF	1424	2583	4070
Current ratio	1.119	1.407	1.029
TOL/TNW	1.332	1.329	1.401
Gearing	0.862	0.990	1.047
Debt/EBIDTA	1.775	1.915	2.398

From the financial performance of ASIS Logistics Limited stated above, it can be seen that the operation proposed to be merged with the Company have strong financials and sales revenue. With the scheme of arrangement the Company will be benefited not only by transferring the existing operation with effect from 01/04/2011 but also the growth which will accrue to the merged operation after the approval of scheme.

#### **SCHEME OF ARRANGEMENT:**

The Board of Directors of the Paraaan Ltd (“Paraaan” or “the Company”), on January 19, 2012 announced and approved a Scheme of Arrangement (‘the Scheme’) between the Company and ASIS Logistics Limited (‘ALL’) and their respective shareholders and creditors pursuant to Sections 391 to 394 and other applicable provisions of the Companies Act, 1956. As per the Scheme, the Logistics Business of ALL shall be demerged into Paraaan Ltd.

The Bombay Stock Exchange has granted its No-Objection to the Scheme of Arrangement vide its Letter dated May 9, 2012. We are in the process of filing the Scheme of Arrangement with the Hon’ble High Court of Bombay and Hon’ble High Court of Gujrat for the approval of the Scheme. The Appointed date for the proposed restructuring is April 1, 2011 and the Scheme shall be effective

when the certified copies of the High Court Orders are filed with the Registrar of Companies, which is still pending. Accordingly no effect of the Scheme has been given in these financial statements for the year ended March 31, 2012.

#### **CHANGES IN CAPITAL STRUCTURE:**

##### **Alteration/Reclassification of Authorized Capital**

The Authorized Share Capital of the Company has been reclassified from Rs. 3,25,00,000/- (Rupees Three Crore Twenty Five Lac Only) divided into 25,000 (Twenty Five Thousand) equity shares of Rs. 100/- (Rupees Hundred Only) each and 3,00,000 (Three Lac) Preference Shares of Rs. 100/- (Rupees Hundred Only) each to Rs. 3,25,00,000/- (Rupees Three Crore Twenty Five Lac Only) divided into 3,25,000 (Three Lac Twenty Five Thousand) equity shares of Rs. 100/- (Rupees Hundred Only) each vide the Special Resolution passed by the Shareholders of the Company in their 38th Annual General Meeting held on 16th June 2011.

#### **PREFERENTIAL ISSUE**

##### **Equity shares**

During the Year 4000 equity shares of Rs. 100/- (Rupees Hundred Only) each has been issued @ Rs. 1800/- (Rupees Eighteen Hundred Only) each on preferential basis and subscribed and fully paid up. The above shares issued to ASIS Industries Limited will be subject to lock in for a period as prescribed under SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009, i.e; upto 28.06.2012.

##### **Convertible Warrants**

26,000 convertible warrants of Rs. 100/- each has been issued to ASIS Industries Limited @ Rs. 1800/- each under SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009. 25% of the total consideration per warrant i.e; Rs. 450/- per convertible warrant has been paid at the time of allotment and the rest will be payable at the time of final call and conversion of convertible warrant into equity share, i.e; 75% of total consideration or Rs. 1350/- per convertible warrant as per the terms and conditions and in accordance with SEBI guidelines for preferential allotment.

#### **FIXED DEPOSITS:**

The Company has not accepted any fixed deposit from public and shareholders during the year under review. Moreover, no fixed deposit as per section 58A is outstanding as on 31st March, 2012.

#### **LISTING DETAILS FOR EQUITY SHARES:**

The Company's Equity Shares are listed with Bombay Stock Exchange Limited. The Company is regular in paying listing fees to the Stock Exchange.

Trading in the Company's shares for all investors is permitted in dematerialized form only. The ISIN of the Securities is **INE 888E01012**.

**PARTICULARS OF EMPLOYEES:**

The Company has no employee during the year under review, drawing remuneration in excess of the limit prescribed under Section 217 (2A) of the companies Act, 1956.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO:**

Your Company has not consumed energy of any significant level and accordingly, no additional investment was made for reduction of energy consumption during the year under review. Considering the nature of activities undertaken by your Company, no comment is made on technology absorption. There has been no foreign earnings or outgo during the year under review.

**DIRECTORS:**

Mr. Girish Desai, Director has resigned from the Directorship of the Company w.e.f. 19<sup>th</sup> January, 2012. The Board noted his contribution in day-to-day affairs of the Company.

Mr. Rahul Kishore Mohatta, Director is retiring by rotation at the ensuing Annual General Meeting of the Company and is eligible for re-appointment & he has offered himself for re-appointment.

On 19<sup>th</sup> January, 2012 Mr. Ameet Mukesh Bansal was inducted by the Board in their meeting, as an additional director of the Company. He holds office upto the date of the forthcoming Annual General Meeting and the Company has received a notice from a member intending to propose the candidature of Mr. Bansal as a Director of the Company.

**AUDITORS:**

M/s BRV & Associates, Chartered Accountants situated in Mumbai has given their consent to act as Statutory Auditors as per the Companies Act, 1956. The Board of Directors recommends their appointment.

**SECRETARIAL COMPLIANCE CERTIFICATE:**

As per the Companies Act, 1956, the Company having paid up capital more than Rs. 10 Lacs and less than Rs. 5 Crores is required to obtain a Certificate from a Company Secretary in whole-time practice regarding compliance of various secretarial matters.

Accordingly, the Board of Directors had appointed M/s. D. G. Prajapati & Associates, Company Secretaries, as a Secretarial Auditor. The Secretarial Compliance Certificate issued by M/s. D. G. Prajapati & Associates is attached herewith which forms part of this report.

**DIRECTORS' RESPONSIBILITY STATEMENT:**

In accordance with the provisions of the Companies Act, 1956 Directors state that:

- i) In the preparation of the Annual Accounts, the applicable Accounting Standards have been followed;
- ii) Accounting policies as listed in the Schedule J to the financial statements have been selected and consistently applied and reasonable and prudent judgments have been made so as to give

**39<sup>th</sup> Annual Report – 2011-12****Paraaan Limited**

true and fair view of the state of affairs of the Company as on March 31, 2012 and of the Loss of the Company for the accounting year ended on that date;

- iii) Proper and sufficient care for the maintenance of adequate accounting records has been taken in accordance with the provisions of the Act so as to safeguard the assets of the Company and to prevent and detect fraud and other irregularities;
- iv) The annual accounts have been prepared on going concern basis.

**Acknowledgement**

Your Directors would like to express their gratitude for the continuous support and guidance received from Company's lenders, bankers, the Government departments, SEBI and Stock Exchange officials.

For and on behalf of the Board

Place : Mumbai  
Date : 14<sup>th</sup> June 2012

S/d-  
Vishvesh Bhatt  
Chairman

**COMPLIANCE CERTIFICATE**

To,  
The Members of  
M/s. Paraan Limited  
Vadodara.

We have examined the registers, records, books and papers of **M/s. Paraan Limited** as required to be maintained under the Companies Act, 1956 (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31<sup>st</sup> March, 2012. In our opinion and to the best of our information and according to the examinations carried out by us and explanation furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions and the rules made there under and all entries therein have been duly recorded;
2. The Company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made thereunder;
3. The Company is a Public Limited Company;
4. The Board of Directors duly met 7 (Seven) times on 16<sup>th</sup> May, 2011, 28<sup>th</sup> June 2011, 1<sup>st</sup> August, 2011, 8<sup>th</sup> August 2011, 7<sup>th</sup> November 2011, 19<sup>th</sup> January 2012 & 1<sup>st</sup> February 2012 in respect of which proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose;
5. The Company closed its Register of Members from Friday, the 10<sup>th</sup> June, 2011 to Thursday 16<sup>th</sup> June, 2011 (both days inclusive) and necessary compliance of Section 154 of the Act has been made;
6. The annual general meeting for the financial year ended on 31<sup>st</sup> March, 2011 was held on **16<sup>th</sup> June, 2011** after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in the Minutes Book maintained for the purpose;
7. One extra ordinary general meeting was held during the year after giving due notice to the members of the company & the resolution passed thereat were duly recorded in minutes book.
8. The Company has not advanced loan to any of its directors and/or persons or firms or companies referred in Section 295 of the Act during the year;
9. The Company has not entered into any contracts/ arrangements with any party attracting the provisions of Section 297 of the Act during the year;
10. The Company has made necessary entries in the register maintained under Section 301 of the Act;

11. The Company had not made any appointment to which the provisions of Section 314 of the Act are applicable;
12. The Board of Directors has approved the issue of duplicate share certificates.;
13. The Company has:
  - i) delivered all the certificates on lodgment thereof for transfer/ transmission or any other purpose in accordance with the provisions of the Act (There was no allotment of shares during the year);
  - ii) not declared any dividend for the year ended 31/03/2011;
  - iii) No dividend, application money, matured deposits or interest thereon remain unclaimed/unpaid in respect of earlier years;
  - iv) duly complied with the requirements of Section 217 of the Act;
14. The Board of Directors of the Company is duly constituted and the appointment of additional director to fill casual vacancy has been duly made.
15. The Company is not required to have any Managing Directors/ Whole-time Director/ Manager and so the provisions of Section 269 read with Schedule XIII of the Act are not applicable;
16. The Company has not appointed any sole selling agents during the year under review;
17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar or such other authorities as may be prescribed under the various provisions of the Act;
18. The Directors have disclosed their interest in other firms/Companies to the Board of Directors pursuant to provisions of the Act and the rules made there under;
19. The Company has issued 4000 Equity shares during the financial year and complied with the provisions of the Act.
20. The Company has not bought back any shares during the financial year ended 31<sup>st</sup> March, 2012;
21. The Company has issued 26000 convertible warrant and compiled with the provisions of the act , Further Company has not issued any preference share/debentures and no other such securities are outstanding or issued during the year;
22. The Company wherever necessary has kept in abeyance rights to dividends, right shares and bonus shares pending registration of transfer of shares in compliance with the provisions of Act;
23. The Company has neither accepted/renewed any deposit during the year nor has any deposits outstanding as on 31<sup>st</sup> March, 2012;
24. The amount borrowed by the Company from directors, members, public, financial institutions, banks and other during financial year ending 31<sup>st</sup> March, 2012 is within the borrowing limit of the company as per companies act, 1956

25. The Company has not made any loans and investments or given guarantees or provided securities to other bodies corporate in compliance with the provisions of the Act and consequently no entries have been made in the register kept for the purpose.
26. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's registered office from one state to another during the year under scrutiny.
27. The Company has not altered the provisions of the Memorandum with respect to objects of the company during the year under scrutiny.
28. The Company has not altered the provisions of the Memorandum with respect to name of the company during the year under scrutiny.
29. The Company has altered the provisions of the Memorandum with respect to share capital of the company during the year under scrutiny.
30. The Company has not altered its Articles of Association during the year under scrutiny.
31. No prosecution was initiated against or shows cause notice was received by the Company under the Act and also no fines and penalties or any other punishment was imposed on the Company during the year.
32. The Company has not received any amount as security from its employees during the year under certification.
33. The company has deposited both employees' and employers' contribution to Provident Fund with prescribed authorities pursuant to Section 418 of the Act.

For D.G. Prajapati & Associates

D.G. Prajapati  
Company Secretary  
(Proprietor)  
(Membership No.11259)  
(C.P. No.4209)

Place: Mumbai  
Date : 14th June, 2012



**ANNEXURE 'A'**  
**REGISTERS MAINTAINED BY THE COMPANY**

1. Register of Investments or Loans made.
2. Register of charges under Section 143 and Copies of instruments creating charge under Section 136.
3. Register of members under Section 150 and index of Members under Section 151.
4. Register of Transfers.
5. Books of Accounts under Section 209.
6. Register of Contracts under Section 301.
7. Register of Directors, Managing director, Manager and Secretary under Section 303.
8. Register of Directors' Shareholding under Section 307.
9. Register of Renewed and Duplicate Share Certificates.
10. Register of Directors' Attendance.
11. Minutes Book of Board Meetings.
12. Minutes Book of General meetings
13. Attendance Register of General Meetings.
14. Register of Disclosure of Interest by Directors.
15. Register of Fixed Assets.
16. Register of Proxies.

**ANNEXURE 'B'**  
**FORMS AND RETURNS AS FILED BY THE COMPANY WITH REGISTRAR OF COMPANIES**  
**DURING THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2012**

Forms and Returns as filed by the Company with the Registrar of Companies , Regional Director, Central Government or other authorities during the financial year ending on 31<sup>st</sup> March, 2012

Sr.No.	Forms / Document	Particulars	ROC Receipt Number	Date of Filing	Whether Filed within time or not
1	Form 66	Compliance Certificate Sheet for the year ended 31/03/2011	P68161744	02/07/2011	Yes
2	FORM 23AC XBRL	Balance Sheet for the year ended 31/03/2011	-	-	Not Yet Filed
3	FORM 20B	Annual Return made up to 30/09/2011	P68155472	02/07/2011	Yes
4	FORM 23	Registration of Resolution	B11533502	04/05/2011	Yes
5	FORM 20A	Declaration of Compliance Section 149(2A)/ 149(2B)	B11532090	04/05/2011	Yes
6	FORM 23	Registration of Resolution	B14569032	20/06/2011	Yes
7	FORM 5	Consolidation of Share Capital	B14571392	20/06/2011	Yes
8	FORM 2	Return of allotment	S05512090	14/07/2011	Yes
9	FORM 32	Appointment / Resignation of Director	B31709942	10/02/2012	Yes

For D.G. Prajapati & Associates

D.G. Prajapati  
Company Secretary  
(Proprietor)  
(Membership No.11259)  
(C.P. No.4209)

Place: Mumbai  
Date : 14th June, 2012

**Auditors' Report**

To the Members of  
**Paraan Limited**

Report on the Accounts for the year ended **31<sup>st</sup> March, 2012** in compliance with Section 227(2) of the Companies Act, 1956.

1. We have audited the attached Balance sheet of **Paraan Limited**, as at 31<sup>st</sup> March 2012 and also the Statement of Profit & Loss of the company for the year ended on that date annexed thereto and the Cash Flow Statement for the year ended on that day. These financial statements are responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with 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 (a) examining, on a test basis, evidence to support the financial statement amount and disclosures the financial statement (b) assessing the accounting principles used in the preparation of financial statements (c) assessing significant estimates made by the management in the preparation of the financial statement and (d) Evaluating overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 and Companies (Auditors' Report) (Amendment) Order, 2004 issued by the Central Government in terms of section 227(4A) of the Companies Act, 1956, we give in the annexure a statement on the matters specified in paragraphs 4 & 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, Company has kept proper books of accounts, as required by law, so far as appears from our examination of the books of the Company;
  - (c) The Balance sheet, Statement of Profit and Loss and Cash-flow statement referred to in this report are in agreement with the books of account of the Company;
  - (d) In our opinion, the accounts comply with the accounting standards referred to in section 211(3C) of Companies Act;
  - (e) On the basis of representation received from the directors, and taken on record by the Board of Directors, in our opinion, none of the directors are disqualified from being appointed as director U/s 274(1)(g) of Companies Act, 1956;
5. In our opinion and to the best of our information and according to the explanation given to us, the said balance Sheet and Statement of Profit & Loss, read together with Significant Accounting Policies and Notes to Accounts, give the information required by the Companies Act, 1956 in the

**39<sup>th</sup> Annual Report – 2011-12****Paraan Limited**

manner so required and give 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 31<sup>st</sup> March' 2012,
- (ii) In the case of the Statement of Profit & Loss, the Loss of the company for the year ended on that date, and
- (iii) In the case of the Cash Flow Statement, of the Cash flows for the year ended on that date.

**For B Y & Associates****Firm Regn. No. 123423W  
Chartered Accountants****Navin Jain  
Partner  
M. No. 106140**

Place: Mumbai  
Date: 23<sup>rd</sup> May 2012

**ANNEXURE TO THE AUDITORS' REPORT**

(Referred to in our Report of even date on Accounts for the year ended 31<sup>st</sup> March 2012 of **Paraan Limited**)

In our opinion, and on the basis of such checks of the books and records as we considered appropriate and according to the information and explanations given to us during the normal course of audit, which were necessary to the best of our knowledge and belief, we report that:

- (i) As there is no fixed asset as on date of balance sheet, clause (i) of the Order, relating to fixed assets is not applicable to the Company.
- (ii) Due to the nature of its business, clause (ii) of the Order relating to physical verification of inventory is not applicable to the Company.
- (iii) According to the information and explanation given to us, 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. The company has taken interest free unsecured loans from Directors & shareholders covered in the register maintained U/s. 301 of the Companies Act, 1956. The Maximum amount involved for loan during the year was Rs. 7,00,000/- & the yearend balance was Rs. 7,00,000/-. The rate of interest and the other terms and conditions are not prejudicial to the interest of the Company.
- (iv) In our opinion and according to information and explanations given to us, the internal control system for purchase of fixed assets and for sanction, disbursements and recovery of loans given by the company are adequate and commensurate with the size of the company and present nature of its business. During the course of our audit no major weakness has been noticed in the internal control system.
- (v) In our opinion and according to the information and explanation given to us, we are of the opinion that transactions that need to be entered in the register maintained under section 301 of the Companies Act, 1956 have been so entered.
- (vi) In our opinion and according to the information and explanations given to us, the company has not accepted any public deposits so far up to 31<sup>st</sup> March 2012. Hence provision of section 58A and 58AA or any relevant provisions of the Act and the rules framed there under are not applicable.
- (vii) In our opinion, the company has an adequate internal audit system commensurate with the size and the nature of the business.
- (viii) Due to nature of its business, clause (viii) of the Order, relating to maintenance of cost records is not applicable to the company.
- (ix) According to the records of the company and information and explanations given to us in respect of statutory and other dues, the company has been generally regular in depositing undisputed statutory dues including Income Tax and other statutory dues with the appropriate authorities during the year. According to the records of the company and information and explanations given to us, there are no disputed statutory dues.

- (x) In our opinion, the company has at the end of the financial year accumulated losses not less than fifty percent of its net-worth and the company has incurred cash losses in the financial year under report and in the immediately preceding financial year.
- (xi) According to records of the company, the company has not borrowed funds from financial institutions or banks or issued debentures till 31<sup>st</sup> March 2012. Hence, in our opinion, the question of reporting on default in repayment of dues to financial institutions or banks or debenture holders does not arise.
- (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) The provisions of any special statute applicable to Chit Fund, Nidhi or Mutual Benefit Fund / Societies are not applicable to the company.
- (xiv) On the basis of our examination of the company's records we are of the opinion that the company is maintaining adequate records regarding transactions and contracts regarding its investment activities in shares and securities and other investment and timely entries have been made in these records. All the investment at the close of the year is held in the name of the Company.
- (xv) According to the information and explanations given to us, the company has not given any guarantee for loans taken by other from banks or financial institutions.
- (xvi) To the best of our knowledge and belief and according to the information and explanations given to us, the company has not availed any term loan during the year.
- (xvii) According to the records examined by us and according to the information and explanations given to us, on overall basis, funds raised on short term basis have, prima facie, not been used during the year for long term investment.
- (xviii) During the year, the company has made preferential allotment of 4,000 shares of Rs. 100 each at a premium of Rs. 1,700 per share to one company covered in the Register maintained under section 301 of the Act. The price at which shares have been issued is prima facie not prejudicial to the interest of the company.
- (xix) The company has not issued any Debentures.
- (xx) During the year, the company has not raised any money by public issues.
- (xxi) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the company was noticed or reported during the year.

**For B Y & Associates  
Firm Regn. No. 123423W  
Chartered Accountants**

**Navin Jain  
Partner  
M. No. 106140**

Place: Mumbai

Date: 23rd May 2012

**39<sup>th</sup> Annual Report – 2011-12****Paraaan Limited****Balance Sheet as at 31st March, 2012**

Amount in Rs.

Particulars	Note No	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	1 - 3	2,900,000	2,500,000
(b) Reserves and Surplus	4	(805,428)	(7,138,351)
(c) Money received against share warrants	15	11,700,000	-
<b>(2) Share application money pending allotment</b>			
		-	-
<b>(3) Non-Current Liabilities</b>			
(a) Long-term borrowings	5	700,000	220,000
(b) Deferred tax liabilities (Net)	27	-	-
(c) Other Long term liabilities		-	-
(d) Long term provisions		-	-
<b>(4) Current Liabilities</b>			
(a) Short-term borrowings	6	-	194,398
(b) Trade payables	7	4,314,988	4,220,610
(c) Other current liabilities	8	26,971	11,312
(d) Short-term provisions		-	-
<b>Total</b>		<b>18,836,531</b>	<b>7,970</b>
<b>II. ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Fixed assets		-	-
(i) Tangible assets		-	-
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
(b) Non-current investments	9	7,000	7,000
(c) Deferred tax assets (net)	27	-	-
(d) Long term loans and advances		-	-
(e) Other non-current assets		-	-
<b>(2) Current assets</b>			
(a) Current investments		-	-
(b) Inventories		-	-
(c) Trade receivables		-	-
(d) Cash and cash equivalents	10	823,849	970
(e) Short-term loans and advances	11	18,005,682	-
(f) Other current assets		-	-
<b>Total</b>		<b>18,836,531</b>	<b>7,970</b>

As per our report of even date

**For B Y & ASSOCIATES****Firm Regn No. 123423W****Chartered Accountants****Navin Jain****Partner****M. No. 106140**

Place: Mumbai

Date: 23rd May 2012

**For and on behalf of the Board****Ameet Bansal****Director**

Place: Baroda

Date: 23rd May 2012

**Vishvesh Bhatt****Director**

## Profit and Loss Statement for the year ended 31st March, 2012

Amount in Rs.

Particulars	Note No	Figures for the current reporting period	Figures for the previous reporting period
I. Revenue from operations		-	-
II. Other Income		-	-
<b>III. Total Revenue (I +II)</b>		-	-
<b><u>IV. Expenses:</u></b>			
Cost of materials consumed		-	-
Purchase of Stock-in-Trade		-	-
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		-	-
Employee benefit expense	12	36,648	36,648
Financial costs	13	1,310	1,165
Depreciation and amortization expense		-	-
Other expenses	14	429,119	241,781
<b>Total Expenses</b>		<b>467,077</b>	<b>279,594</b>
V. Profit before exceptional and extraordinary items and tax	(III - IV)	(467,077)	(279,594)
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax	(V - VI)	(467,077)	(279,594)
VIII. Extraordinary Items		-	(17,033)
IX. Profit before tax (VII - VIII)		467,077	(262,561)
X. Tax expense:			
(1) Current tax		-	-
(2) Deferred tax		-	-
XI. Profit(Loss) for the period from continuing operations	(VII-VIII)	(467,077)	(262,561)
XII. Profit/(Loss) from discontinuing operations		-	-
XIII. Tax expense of discounting operations		-	-
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)		-	-
XV. Profit/(Loss) for the period (XI + XIV)		(467,077)	(262,561)
XVI. Earning per equity share:			
(1) Basic		(16.68)	(11.18)
(2) Diluted		(16.68)	(11.18)

As per our report of even date

**For B Y & ASSOCIATES****Firm Regn No. 123423W****Chartered Accountants****For and on behalf of the Board****Navin Jain****Partner****M. No. 106140**

Place: Mumbai

Date: 23rd May 2012

**Ameet Bansal****Director**

Place: Baroda

Date: 23rd May 2012

**Vishvesh Bhatt****Director**

**39<sup>th</sup> Annual Report – 2011-12****Paraaan Limited****Cash Flow Statement for the year Ended 31st March 2012**

Amount in Rs.

Particulars	Year Ended 31.03.2012		Year Ended 31.03.2011	
<b>I Cash Flow from Operating Activity</b>				
Net Profit before Taxation and Extraordinary activities		(467,077)		(279,594)
Adjustments for :				
Interest Paid		-		-
<b>Operating Profit before Working Capital changes</b>		<b>(467,077)</b>		<b>279,594)</b>
Increase/(Decrease) in Trade Payable	94,378		(8,289)	
Decrease/(Increase) in Other Short Term Loans & Advances	(18,005,682)		69,605	
Decrease/(Increase) in Other Current Assets	-		256,557	
(Decrease)/Increase in Other Current liabilities	15,659		(7,302)	
Liabilities				
(Decrease)/Increase in Provision	-	17,895,645)	(260,000)	50,571
<b>Cash Generated / (Utilised) in Operations</b>		18,362,723)		(229,022)
Deferred Revenue Expenditure incurred		-		-
<b>Cash flow before extraordinary Items</b>		(18,362,723)		(229,022)
Extraordinary Items		-		17,033
<b>Net Cash from Operating Activities [A]</b>		(18,362,723)		(211,989)
<b>II Cash Flow from Investing Activities</b>				
<b>Net Cash from Investing Activities [B]</b>		-		-
<b>III Cash Flow From Financing activities</b>				
Issue of Shares	400,000		-	
Share Premium	6,800,000		-	
Money received towards Share warrant	11,700,000		-	
Borrowings taken	480,000		(6,986)	
Borrowings repaid			1,500	
Sale of Investments			-	
Interest Paid	-		-	
<b>Net Cash from Financing Activities [C]</b>		19,380,000		(5,486)
<b>Net Increase / (Decrease) in Cash and Cash Equivalents [D]</b>		<b>1,017,277</b>		<b>(217,475)</b>
<b>Cash and Cash Equivalents as on at the beginning of the year</b>				
Cash Balance	970		15,370	
Bank Balance	(194,398)	<b>(193,428)</b>	8,677	24,047
<b>Cash and Cash Equivalents as on at the end of the year</b>				
Cash Balance	950		970	
Bank Balance	822,899	<b>823,849</b>	(194,398)	(193,428)
<b>Net Increase / (Decrease) in Cash and Cash Equivalents</b>		<b>1,017,277</b>		<b>(217,475)</b>

As per our report of even date

**For B Y & ASSOCIATES****Firm Regn No. 123423W****Chartered Accountants****Navin Jain****Partner****M. No. 106140**

Place: Mumbai

Date: 23rd May, 2012

**For and on behalf of the Board****Ameet Bansal****Director**

Place: Baroda

Date: 23rd May, 2012

**Vishvesh Bhatt****Director**



## Schedules to the Accounts/Notes to the Financial Statements

## Note 1 : Share Capital

Share Capital	(Amt. In Rs.)		(Amt. In Rs.)	
	As at 31 March 2012	As at 31 March 2011	Number	Amount
<b>Authorised</b>				
Preference shares of Rs. 100 each	-	-	300,000	30,000,000
Equity Shares of Rs. 100 each	325,000	32,500,000	25,000	2,500,000
<b>Issued</b>				
Equity Shares of Rs. 100 each	29,000	2,900,000	25,000	2,500,000
<b>Subscribed &amp; Paid up</b>				
Equity Shares of Rs. 100 each fully paid	29,000	2,900,000	25,000	2,500,000
<b>Total</b>	29,000	2,900,000	25,000	2,500,000

## Note 2: Reconciliation of no. of Shares outstanding

Particulars	(Amt. In Rs.)			
	Equity Shares		Preference Shares	
	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	25,000	2,500,000	-	-
Shares Issued during the year	4,000	400,000	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	29,000	2,900,000	-	-

## Note 3 : Details of shareholders holding of more than 5% shares

Name of Shareholder	As at 31 March 2012		As at 31 March 2011	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Kailash Biyani	5,733	19.77%	5,733	19.77%
Kishore Mohatta	5,732	19.77%	5,732	19.77%
ASIS Industries Limited	4,000	13.79%	-	-

**Note 4 : Reserves & Surplus**

Reserves & Surplus	As at 31 March 2012	As at 31 March 2011
	(In Rs.)	(In Rs.)
<b>a. Securities Premium Account</b>	-	-
Opening Balance		
Add : Securities premium credited on Share issue	6,800,000	
<u>Less : Premium Utilised for various reasons</u>	-	-
Premium on Redemption of Debentures	-	
For Issuing Bonus Shares	-	
Closing Balance	6,800,000	-
<b>b. Surplus</b>		
Opening balance	(7,138,350.60)	(6,875,790)
(+) Net Profit/(Net Loss) For the current year	(467,077.33)	(262,561)
(+) Transfer from Reserves	-	-
(-) Proposed Dividends	-	-
(-) Interim Dividends	-	-
(-) Transfer to Reserves	-	-
Closing Balance	<b>(7,605,427.93)</b>	<b>(7,138,351)</b>
<b>Total</b>	<b>(805,427.93)</b>	<b>(7,138,351)</b>

**Note 5 : Long-term borrowings**

<u>Long Term Borrowings</u>	As at 31 March 2012	As at 31 March 2011
	(In Rs.)	(In Rs.)
<u>Unsecured</u>		
<b>(a) Loans and advances from related parties</b>		
Kailash Biyani Loan a/c	350,000.00	100,000.00
Kishore Mohatta	350,000.00	100,000.00
Rahul Mohatta	-	20,000.00
<b>Total</b>	<b>700,000.00</b>	<b>220,000.00</b>

**Note 6 : Short-Term Borrowings**

(In Rs.)

Particulars	As at 31 March, 2012	As at 31 March, 2011
<u>Short term Borrowing</u>		
ICICI Bank A/c NO. 1221 OD	-	194,398
<b>Total</b>	<b>-</b>	<b>194,398</b>

## Note 7 : Trade payables

(In Rs.)

Particulars	As at 31 March, 2012	As at 31 March, 2011
<b>Trade payables:</b>		
Link Intime India Pvt. Ltd.	2,647	6,147
BRV & Associates	50,099	24,817
D.G. Prajapati & Co.	5,729	32,759
Bombay Stock Exchange Limited	5,615	-
Swastik Prints	-	3,150
Supernet Advertising & Marketing Private Limited	5,540	-
Alembic Ltd.	4,245,358	4,153,738
<b>Total</b>	<b>4,314,988</b>	<b>4,220,610</b>

## Note 8 : Other Current Liabilities

(In Rs.)

Other Current Liabilities *	As at 31 March 2012	As at 31 March 2011
<b>Other payables</b>		
TDS Payable	19,471	6,758
Salary Payable	-	4,554
Directors Sitting Fees Payable	7,500	-
<b>Total</b>	<b>26,971</b>	<b>11,312</b>

## Note 9 : Non Current Investment

(In Rs.)

	Particulars	As at 31 March 2012	As at 31 March 2011
<b>A</b>	<b>Trade Investments (Refer A below)</b>		
	Investment in Equity instruments	7,000.00	7,000.00
	<b>Total (A)</b>	<b>7,000.00</b>	<b>7,000.00</b>
<b>B</b>	<b>Other Investments</b>		
	(h) Other non-current investments (specify nature)		
	<b>Total (B)</b>	-	-
	<b>Grand Total (A + B)</b>	<b>7,000.00</b>	<b>7,000.00</b>
	Less : Provision for dimunition in the value of Investments		
	<b>Total</b>	<b>7,000.00</b>	<b>7,000.00</b>
	<b>Particulars</b>	<b>2012</b>	<b>2011</b>
	Aggregate amount of quoted investments	-	-
	Aggregate amount of unquoted investments	7,000.00	7,000.00

A. Details of Trade Investments												
Sr. No.	Name of the Body Corporate	Subsidiary / Associate / JV/ Controlled Entity / Others	No. of Shares / Units		Quoted / Unquoted	Partly Paid / Fully paid	Extent of Holding (%)		Amount (In Rs.)		Whether stated at Cost Yes / No	If Answer to Column (9) is 'No' - Basis of Valuation
			2012	2011			2012	2011	2012	2011		
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)
(a)	Investment in Equity Instruments											
1	Purak Vinimay Limited	Others	700	700	Unquoted	Fully paid up	-	-	7,000	7,000	Yes	-
	<b>Total</b>								7,000	7,000		

## Note 10 : Cash &amp; Cash Equivalent

(In Rs.)

Cash and cash equivalents	As at 31 March 2012	As at 31 March 2011
<b>a. Balances with banks</b>		
ICICI Bank Account No. 1221	822,899	-
<b>b. Cash on hand</b>	950	970
	-	
	<b>823,849</b>	<b>970</b>

## Note 11 : Short Term loans &amp; Advances

(In Rs.)

Short-term loans and advances	As at 31 March 2012	As at 31 March 2011
<b>a. Balances with government authorities</b>		
Unsecured, considered good		
(i) Service Tax credit receivable	3,090	-
	3,090	-
<b>b. Others</b>		
Secured, considered good		
<b><u>Unsecured, considered good</u></b>		
ASIS Logistics Limited	18,000,000	-
Sharp & Tannan	2,592	-
Doubtful	-	-
Less: Provision for doubtful loans and advances	-	-
	<b>18,002,592</b>	<b>-</b>
<b>Grand Total</b>	<b>18,005,682</b>	<b>-</b>

## Note 12 : Employees Benefit Expenses

(In Rs.)

	Employee Benefits Expense	For the year ended 31 March 2012	For the year ended 31 March 2011
	(a) Salaries and incentives	36,648	36,648
	<b>Total</b>	<b>36,648</b>	<b>36,648</b>

**Note 13 : Financial Cost**

(In Rs.)

	<b>Finance Cost</b>	<b>For the year ended 31 March 2012</b>	<b>For the year ended 31 March 2011</b>
	Interest Expense	1,310	338
	Demat Charges	-	827
	<b>Total</b>	<b>1,310</b>	<b>1,165</b>

**Note 14 A : Administrative & Other Expenses**

(In Rs.)

	<b>Administrative &amp; Other Expenses</b>	<b>For the year ended 31 March 2012</b>	<b>For the year ended 31 March 2011</b>
	Advertisement Expenses	18,797	18,131
	Expenses W/off	827	71,465
	Postage & Telegram	19,288	11,423
	Printing & Stationery	27,200	23,050
	Travelling Expenses	5,061	3,930
	Professional Fees	174,453	59,558
	ROC Fees	3,500	1,500
	Listing Fees	144,493	17,648
	Director's Sitting Fees	10,500	7,500
	<b>Total (i)</b>	<b>404,119</b>	<b>214,206</b>

**Note 14 B : Payment to Auditor**

(In Rs.)

	<b>Payments to the auditor as</b>	<b>For the year ended 31 March 2012</b>	<b>For the year ended 31 March 2011</b>
	Auditor	25,000	27,575
	<b>Total (ii)</b>	<b>25,000</b>	<b>27,575</b>

**TOTAL (i + ii)****429,119****241,781****Note 15 : Monies received against share warrants**

The Board of Directors of the Company at their meeting held on 28 June, 2011 have resolved to create, offer, issue and allot up to 26,000 warrants, convertible into 26,000 equity shares of 100/- each on a preferential allotment basis, pursuant to Section 81(1A) of the Companies Act, 1956, at a conversion price of Rs. 1800/- per equity share of the Company, arrived at in accordance with the SEBI Guidelines in this regard. The warrants may be converted into equivalent number of shares on payment of the balance amount at any time called by the company. In the event the warrants are not converted into shares within the said period, the Company is eligible to forfeit the amounts received towards the warrants Rs. 450/- per warrant has been received.

**Significant Accounting Policies****A. ACCOUNTING POLICIES:****1) Basis of Preparation of Financial Statements:**

The accounts have been prepared on the historical cost basis and on the principles of a going concern and also in accordance with the standards on accounting issued by Institute of Chartered Accountants of India referred to in section 211 (3C) of the Companies Act, 1956, unless specifically stated to be otherwise.

Accounting policies, unless specifically stated to be otherwise, are consistent and are in accordance with generally accepted accounting principles.

**2) Investments:**

Long Term Investments are stated at cost. However, when there is a decline other than temporary in the value of long term investment, the carrying amount is reduced to recognize the decline.

**3) Recognition of Income and Expenditure :**

Income and expenses is accounted on accrual basis. Dividend is accounted for in the year in which the same is received.

**4) Taxes on Income :**

**a) Current Tax:** Provision for Income Tax is determined in accordance with the provisions of Income Tax Act, 1961.

**b) Deferred Tax Provision:** Deferred Tax is recognized on timing differences being the differences between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent period(s). The deferred tax asset is recognized and carried forward only to the extent that there is a reasonable certainty that the asset will be realized in future.

**5) Miscellaneous Expenditure:**

Preliminary Expenses are amortized over period of five years.

**6) Borrowing Cost:**

Borrowing cost (if any) that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of that asset. The amount of other borrowing cost (if any) is recognized as an expense in the period in which they are incurred.

**7) Provisions, Contingent Liabilities and Contingent Assets**

Provision are recognized for liabilities that can be measured only by using substantial degree of estimation, if

1. the company has a present obligation as a results of past event,
2. a probable outflow of resource is expected to settle the obligation and
3. the amount of the obligation can be reliably estimated

Reimbursement expected in respect of expenditure required to settle a provision is recognized only when it is virtually certain that the reimbursement will be received.

Contingent Liability is disclosed in the case of

- a. a present obligation arising from a past event, when it is not probable that an outflow of resources will be required to settle the obligation
- b. a possible obligation, unless the probability of outflow of resources is remote.

Contingent Assets are neither recognized, nor disclosed.

Provisions, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet Date.

**B. NOTES TO ACCOUNTS:**

- 16) The Board of Directors of the Paraaan Ltd (“Paraaan” or “the Company”), on January 19, 2012 announced and approved a Scheme of Arrangement (‘the Scheme’) between the Company and ASIS Logistics Limited (‘ALL”) and their respective shareholders and creditors pursuant to Sections 391 to 394 and other applicable provisions of the Companies Act, 1956. As per the Scheme, the Logistics Business of ALL shall be demerged into Paraaan Ltd.

The Bombay Stock Exchange has granted its No-Objection to the Scheme of Arrangement vide its Letter dated May 9, 2012. We are in the process of filing the Scheme of Arrangement with the Hon’ble High Court of Bombay and Hon’ble High Court of Gujarat for the approval of the Scheme. The Appointed date for the proposed restructuring is April 1, 2011 and the Scheme shall be effective when the certified copies of the High Court Orders are filed with the Registrar of Companies, which is still pending. Accordingly no effect of the Scheme has been given in these financial statements for the year ended March 31, 2012.

- 17) Credit balances of creditors as also the Loans and Advances are shown as appearing in the accounts and are subject to confirmation.
- 18) **Borrowing Cost:**  
“NIL” amount of borrowing cost is capitalized during the year.
- 19) In the opinion of the Board, all the Current Assets, Loans and Advances are approximately of the values stated, if realized in the ordinary course of business.





The amount of reversals of impairment losses recognized directly in revaluation surplus during the period:	NIL
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## 26) Contingent Liabilities:

There is no contingent liability as on the date of balance sheet.

## 27) Earnings Per Share:

Sr. No.	Particulars	Unit	2011-2012	2010-2011
1	Amount used as the numerator Profit after taxation	In Rs.	(4,67,077)	(2,79,594)
2	Weighted average number of equity shares used as the denominator	Nos.	28,000	25,000
3	Nominal Value of shares (average)	In Rs.	100	100
4	Earnings per share	In Rs.	(16.68)	(11.18)

28) The Company, as on March 31, 2012, has deferred tax assets, primarily representing carry forward of losses and unabsorbed depreciation. In the absence of virtual certainty that sufficient future taxable income would be available against which deferred tax assets can be realized, the Company has not recognized the deferred tax asset as on March 31, 2012.

29) The Company has not appointed company secretary throughout the year under review, according to the provision of sec 383 A (1) of the Companies Act, 1956 due to the unavailability of Company Secretary. The Company has written a letter to the Institute of Company Secretaries of India for giving the names of suitable candidate for appointment of Company Secretary of India. However company has continued to avail services of practicing company secretary.

30) Previous year's figures have re-grouped and re-arranged wherever necessary.

As per our report of even date attached

For B Y & Associates  
Firm Regn No. 123423W  
Chartered Accountants

For and on behalf of the Board

Navin Jain  
Partner  
M. No. 106140

Ameet Bansal  
Director

Vishvesh Bhatt  
Director

**39<sup>th</sup> Annual Report – 2011-12**

***Paraan Limited***

Mumbai,

Baroda,

Dated: 23<sup>rd</sup> May' 2012

Dated: 23<sup>rd</sup> May' 2012

## PARAAN LIMITED

Regd. Office :- 28, SHOBHANA NAGAR, VASNA ROAD, VADODARA – 390 015

**ATTENDANCE SLIP**  
(To be handed over at the time of Entry)

I/We hereby record my/our/ presence at the Annual General Meeting of the Equity Shareholders of Paraan Limited held on Monday, the 23<sup>rd</sup> day of July, 2012 at 12.30 p.m. at 28, Shobhana Nagar, Vasna Road, Vadodara – 390 015.

Name of the Equity Shareholder/ Proxy	
Registered Folio no. / DP ID – Client ID No:-	
No. of Shares Held :	_____ Signature of Equity Shareholder/ Proxy

## PARAAN LIMITED

Regd. Office : 28, SHOBHANA NAGAR, VASNA ROAD, Vadodara – 390 015.  
PROXY FORM

For Physical Holding	For Holding in Electronic Form	
LF. NO.	DP ID	CLIENT ID

I/We.....  
.....of.....being Member(s) of PARAAN LIMITED hereby appoint..... of ..... or failing him ..... of ..... as my / our proxy to attend and vote for me/us and on my/our behalf at the 39th Annual General Meeting of the Company to be held on 23<sup>rd</sup> July, 2012 and at any adjournment thereof.

Signed this .....day of....., 2012.

1 Rupee Revenue Stamp
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\_\_\_\_\_  
Signature

Notes:

1. Proxy form must reach the Company's Registered office not less than 48 hours before the Meeting.
2. The form should be signed across the stamp as per specimen signature registered with the Company.
3. A Proxy need not be a member.



# Book-Post

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If undelivered please return to :

**PARAAN LIMITED**  
A wing, 3<sup>rd</sup> Floor, Mhatre Pen Bldg.,  
SenapatiBapatMarg, Dadar (W)  
Mumbai - 400028