

BOARD OF DIRECTORS

BHAVIK BADANI	:CHAIRMAN & M.D.
PALLAVI CHETAN PANDIT	:DIRECTOR.
CHANDULAL SANGHVI	:NON EXE. IND. DIR.
SURYAKANT SHAH	:NON EXE. IND. DIR.

REGISTERED OFFICE:

24, Gyan Mandir Society
Behind Vasna Tele Exchange,
Vasna, Ahmedabad, 380007

ANNUAL GENERAL MEETING

Date : Friday, Sept. 28, 2012
Time : 11.00 a.m.
Venue : Regd. Office Address

AUDITORS

M/S SHIRISH DALAL & ASSOCIATES,
Chartered Accountants
C/10/11, UDAYBHANU FLATS,
OPP. ANKUR SCHOOL, PALDI,
AHMEDABAD-380001

REGISTRAR AND TRANSFER AGENT

PURVA SHARE REG. INDIA PVT. LTD.
9-SHIV SHAKTI INDL. EXTATE,
J.R. BORICHA MARG,
OPP. KASTURBA HOSPITAL,
LOWER PAREL (E),
MUMBAI – 400011

BOOK CLOSURE

24-09-2012 TO 28-09-2012 (BOTH DAYS INCLUSIVE)

NOTICE

NOTICE is hereby given that the 22nd Annual General Meeting of the members of CROMAKEM LIMITED, will be held on Friday, 28th Sept., 2012, at 11.00 A.M. at its Registered Office of the Company at 24 Gyan Mandir Society, B/H, Vasana Tele. Exchange, Vasand, Ahmedabad-380007 to transact the following business: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2012 and the Profit and Loss Account for the year ended on that date together with the Auditors and Directors Report thereon.
2. To appoint a Director in place of Mrs. Pallavi Pandit , Director of the Company who retires by rotation and, being eligible, offers himself for reappointment.
3. To appoint retiring auditor, to hold office from conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass the following resolution with or without modification(s), as an ordinary resolution.

“Resolved that Mr. Bhavik Satish Badani who was appointed as an Additional Director of the Company on 11/11/2011 pursuant to the provisions of Section 260 of the Companies Act, 1956 and who holds such office up to the date of ensuing Annual General Meeting of the Company 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, be and is hereby appointed as Director of the Company liable to retire by rotation.”

NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member.
2. The proxy form should be deposited at the Regd. Office of the Company not less than 48 hours before the commencement of the meeting.
3. The Register of Members and Share Transfer book of the company will remain closed from 24-09-2012 to 28-09-2012 (both days inclusive).
4. Details required under Listing Agreement with the Stock Exchanges in respect of Directors seeking re-appointment at this AGM, is stated hereinbelow :-

EXPLANATORY STATEMENT UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956

Item no. 4

Mr. Bhavik Satish Badani, was appointed by the Board of Director of the Company as an Additional Director w.e.f from 11/11/2011 pursuant to the relevant provisions of the Companies Act, 1956 and under the Articles of the Article of Association of the company and he holds such office only upto the date of this Annual General Meeting. Particulars about him are given in para 2 of the Corporate Governance Report. A notice in writing has been received under Section 257 of the Companies Act, 1956 along with a deposit of Rs.500/- from a member signifying his intention to propose her appointment as an Additional Director of the Company liable to retire by rotation. Your Board of Directors are of the opinion that with the appointment, the company will be benefited a lot and hence commends the resolution for approval.

None of the Director of the company is concerned or interested in the resolution except Mr. Bhavik Satish Badani himself

By order of the Board
For **CROMAKEM LIMITED**

Place : AHMEDABAD
Date : 31/08/2012

Sd/-
Bhavik Badani
CHAIRMAN

DIRECTORS' REPORT OF THE MEMBERS

To,
The Members of the Company,

Your Directors have pleasure in presenting before you the 22nd Annual Report of the Company together with the Audited Statement of Accounts for the year ended 31st March, 2012.

FINANCIAL RESULTS	(Amt in Rupees)	
	2011-2012	2010-2011
Total Income	375,388	514,782
Total Expenditure	364,240	564,647
Profit before Tax	11,148	(49,865)
Profit after Tax	11,148	(49,865)

FINANCIAL & OPERATIONAL HIGHLIGHTS

Turnover of the Company reduced to 3.75 Lakhs from the 5.14 lakhs achieved during the last year. However company reported profit for year due to controlling the expenses. An active drive to increase the business of the Company is undergoing and company expects to report better results in forthcoming years.

DIVIDEND

The Board of Directors of the Company has not declared any dividend for 2011-2012.

FIXED DEPOSITS

The Company has not accepted deposits from the public during the year attracting the provisions of section 58A of the Co. Act, 1956 and Rules framed there under.

AUDIT COMMITTEE

The Company has formed an Audit committee comprising of 3 directors. The terms of the reference of the committee are in line with the requirements specified u/s. 302A of the Co-Act, 1956 and Corporate Governance as stated in Clause 49 of the Listing Agreement.

DIRECTORS

During the year under review, Pallavi Pandit, will retire by rotation at the ensuing Annual General Meeting of the Company and being eligible, offers himself for re-appointment.

Bhavik Badani Appointed as an Additional Director on 11/11/2011 and in respect of his appointment company received a notice from a shareholder and seeks the re-appointment. Board of directors expressed opinion that with the appointment company will benefit a lot.

AUDITORS

M/s. Shirish Dalal & Associates, Chartered Accountants have given their consent for re-appointment of Auditors of the Company.

PARTICULARS OF EMPLOYEES

There was no employee in the Company whose particulars are required to be furnished as per section 217 (2A) of the Companies Act, 1956, read with Companies (Particulars of Employees) Rules, 1975 as amended upto date.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING/OUTGO.

The information under section 217(1) (e) of the Companies Act, 1956 on Conservation of Energy, Technology Absorption as required to be disclosed is not applicable to your company since it is engaged in the financial activities.

During the year under review the Company has no foreign exchange earnings and outgo.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to section 217(2AA) of the Companies Act, 1956 the Directors confirm :

- (a) that in the preparation of annual accounts, the applicable accounting standards have been followed;
- (b) 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 true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- (c) that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) that the Directors have prepared the Annual Accounts on a going concern basis.

CORPORATE GOVERNANCE AND COMPLIANCE

A report on corporate governance along with Management Discussion and Analysis is annexed to this report. A certificate from Statutory Auditors with regards to the compliance of the corporate governance, as stipulated in Clause 49 of the Listing Agreement, by the company is annexed to this report.

The company has fully complied with all mandatory requirements prescribed under Clause 49 of the listing agreement. In addition, the company has also implemented some of the non mandatory provisions of Clause 49.

ACKNOWLEDGEMENT

Your Directors wish to express their sincere appreciation for the co-operation and support received from Banks, shareholders, customers, Officers and other employees of the Company throughout the year.

By order of the Board
For **CROMAKEM LIMITED**

Sd/-
Bhavik Badani
CHAIRMAN

Place : AHMEDABAD
Date : 31/08/2012

ANNEXURE –A to the Director's Report for the year ended 31st March, 2012.**REPORT ON CORPORATE GOVERNANCE****1. COMPANY'S PHILOSOPHY**

The Company firmly believes that corporate governance and compliance practices are of paramount importance in order to maintain the trust and confidence of the stakeholders, clients, the good reputation of the Company and the unquestioned integrity of all personnel involved in the Company. To ensure transparency, fairness and objectivity in an organisation's functioning, the Company has proactively adopted best practices with regard to corporate governance and compliance, which are ahead of regulatory requirements. The Company's policy on compliance with external regulatory requirements is backed by stringent internal policies and principles to ensure, inter alia, priority to clients' interest over proprietary interest, maintenance of confidentiality of client information and prevention of insider trading.

2. BOARD OF DIRECTORS

The Board of Directors of the Company consists of Four Directors including the Executive Chairman. Out of 4, 2 directors are non-executive independent directors and one is a Non-Executive director. The Company does not have any pecuniary relation or transaction with Non-Executive Independent Directors during the year under review.

Board procedure

A detailed Agenda folder was sent to each Director in advance (generally before 7 to 10 days) of Board and committee meetings. To enable the Board to discharge its responsibilities effectively, the Managing Director briefed the Board at every meeting on the financial performance of the Company up to last completed month as against the budget/revised budget of the year. Presentations are made by the Managing Director about the financial, operational performance and market scenario. The Board also reviewed:

- Strategy and business plans
- Annual operating and capital expenditure budgets
- Investment plans of the company
- Compliance with statutory/regulatory requirements and review of major legal issues.
- Adoption of quarterly / half yearly / annual results (after recommendation of Audit Committee where required).
- Significant labour problems
- Major accounting provisions and write-offs.
- Details of joint venture or Collaboration Agreement

Composition, Category of Directors and their other directorship and Membership / Chairmanship of Committees.

Sr.No.	Name of the Director	Category	NUMBER OF OTHER		
			Directorship	Committee M.Ship	Committee Chirmanship
1	Bhavik Badani	Chairman & M.D.	2	1	-
2	Chandulal Sanghvi	Ind. Dir	3	2	1
3	Suryakant Shah	Ind. Dir	3	1	1
4	Pallavi Pandit	Director	5	3	1

During the year Seven Board Meetings were held on 27-04-2011, 24-05-2011, 27-07-2011, 04-09-2011, 11-11-2011, 15-11-2011 and 10-02-2012, The Board was present with the relevant and necessary information. None of the Director is a member of more than 10 committees or acting as Chairman of more than 5 committees across all companies in which he is a director. The attendance at the Board Meeting during the year and at the last Annual General Meeting was as follows:

SR.NO	NAME OF DIRECTORS	NO. OF BOARD MEETING ATTENDED	ATTENDENCE AT THE AGM HELD ON 30-09-2011
1	Bhavik Badani	2	NO
2	Chandulal Sanghvi	6	YES
3	Suryakant Shah	6	YES
4	Pallavi Pandit	4	YES

3. AUDIT COMMITTEE

The Board constituted an Audit Committee consisting of 3 Directors. All members of Audit Committee are financially literate and 2 Directors out of 3 has financial management expertise as required for member of Audit Committee as stipulated in Clause 49 of the Listing Agreement. The Details of Audit Committee meetings held during the year April 2011 to March 2012 and the attendance of the Audit Committee Members are as under:

SR.NO	DIRECTOR NAME	CATEGORY	NO OF MEETING HELD	ATTENDED
1	Chandulal Sanghvi	Ind. Director	5	4
2	Suryakant Shah	Ind. Director & Chairm.	5	5
3	Bhavik Badani	Managing Director	5	1

Terms of Reference:-

The terms of reference for the audit committee as laid down by the Board include the following:-

- (ii) Overseeing the Company's Financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- (iii) Recommending the appointment and removal of statutory auditor, fixation of audit fee and also approval for payment for any other services.
- (iv) Reviewing with management, the quarterly, half yearly and annual financial statements before submission to the Board, focusing primarily on any changes in accounting policies and practices; major accounting entries based on exercise of judgement by management; qualifications in draft audit report; significant adjustments arising out of audit; the going concern assumption; compliance with accounting standards; compliance with stock exchange and legal requirements' concerning financial statements; any related party transaction i.e. transactions of the Company of material nature, with promoters or the management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of Company at large.

- (v) Reviewing with the management, statutory and internal auditors, the adequacy of internal control system and ensuring compliance therewith.
- (vi) Discussions with statutory auditors before the commencement of the audit about the nature and scope of audit as well as have post-audit discussion to ascertain any areas of concern.
- (vii) Reviewing the Company's financial and risk management policies.
- (viii) To review the functioning of the Whistle Blower Policy adopted by the Company.
- (ix) To review report on Management Discussion & Analysis of Financial Condition and Results of operation, to be included in the Company's Annual Report to its Shareholders.

4. REMUNERATION COMMITTEE

This is a non-mandatory requirement. The company has constituted a Remuneration Committee to decide and fix payment of remuneration and sitting fees to the Directors of the Company.

The Remuneration Committee consists of Mrs. Pallavi Pandit, Mr. Chandulal Sanghvi and Mr. Suryakant Shah and the Chairman of the committee is Suryakant Shah. Two meeting of the committee held during the year under review.

5. SHARE HOLDER'S GRIEVANCE AND SHARE TRANSFER COMMITTEE

Composition:-

The said committee comprises of Pallavi Pandit, Chandulal Sanghvi & Suryakant Shah, under the chairmanship of Mr. Suryakant Shah. There are 4 meetings during the year.

The Committee has delegated the authority to an officer of the Company who attends to share transfer formalities at least once in a fortnight.

Terms of reference:-

To look into the redressal of the share holders complaints in respect of any matter including transfer of shares non receipt of annual report, non receipt of declared dividend etc.

Compliance Officer:-

The company has designated Mr. Bhavik Badani as Compliance Officer.

Summary of Investors' Complaints:-

During the year 05 letters / complaints were received from the share holders, out of which NIL letters/ complaints were still pending to be resolved.

Annual General Meeting :-

The Annual General Meeting (AGMs) of the company have been held at the following places in the last three years.

YEAR	DATE	TIME	VENUE
2008 – 09	30-09-2009	11.00 A.M	AT THE REGD. OFFICE OF THE COMPANY
2009 – 10	30-09-2010	11.00 A.M	-DO-
2010 – 11	30-09-2011	11.00 A.M	-DO-

No resolution was put through postal ballot during the fin. Year 2011-12

6. DISCLOSURES :-

There were no transaction by the company of material significance with related parties i.e. its Promoters, Directors of Companies or the Management or their relatives during the year which may have potential conflict with interest of the Company at large.

7. MEANS OF COMMUNICATION:

(i) The periodical unaudited / audited financial results are published in Ahmedabad Samachar (Gujarati) and Business Standard (English) as required under the Listing Agreement. All financial and other vital information is promptly communicated to the stock exchanges on which company's shares are listed.

(ii) The Management Discussion and Analysis report prepared by the management and forming part of the Annual Report is separately attached.

8. GENERAL INFORMATION FOR SHAREHOLDERS:

(a) Regd. Office:-

24, Gyan Mandir Society, Behind Vasna Tele Exchange, Vasna, Ahmedabad, 380007

(b) Date, Time, Venue of Annual General Meeting:-

Friday, 28th September, 2012 at 11.00 AM at the Regd. Office of the company.

(c) Financial Reporting for the quarter ending:-

JUNE 30	: END JULY
SEPT 30	: END OCTOBER
DEC 31	: END JANUARY
MARCH 31	: END APRIL

(d) Date of Book Closure :

24.09.2012 to 28.9.2012 (both days inclusive)

(e) Listing Details :

Ahmedabad Stock Exchange, Ahmedabad	: No Stock Code
Bombay Stock Exchange Limited, Mumbai	: Scrip Code 526181

The Company has paid listing fees to all Stock Exchanges till March 2012.

(f) Market price data:

During the year ended 31-3-2012 the equity share have not been traded as BSE suspended the scrip for want of Listing Agreement Compliances hence no market price data is available..

(g) Share Transfer System:

The Company has a Share holders/ Investors grievance Committee who looks after share transfer job by meeting at regular intervals depending upon the receipt of the shares for transfer.

(i) Investor Services:

The Company has received 02 complaints from the shareholders/investors during the year and all are resolved.

(j) Distribution Of Shareholding As On 31st March, 2012

SHARE HOLDING PATTERN		
Category	No. of Shares	%
Promoters & Promoters Group	984915	28.55
Corporate Bodies	170000	4.93
NRIs / OCBs	NIL	NIL
Public	2295085	66.53
Total	3450000	100

(k) **DEMATERIALISATION OF SHARES AND LIQUIDITY :**

The Company has sofar not entered into MOU with any RTA and 100% equity of the company are in physical forms.

DISPOSAL OF INVESTOR GRIEVANCES

The average time required by the Company or Registrar to the issue for the redressal of routine investor grievances is estimated to be seven working days from the date of receipt of the complaint. In case of non-receipt routine complaints and where external agencies are involved. The Company or Registrar will strive to redress these complaints as expeditiously as possible.

CERTIFICATION WITH RESPECT TO FINANCIAL STATEMENT

The Managing director of the Company has furnished a certificate to the Board of Directors of the Company with respect to accuracy of financial statements and adequacy of internal controls and compliance of Clause 49 as required under Clause 49 of the listing agreement.

WHISTLE BLOWER POLICY

Recently, the Security & Exchange Board of India has also prescribed the adoption by all listed companies, of a Whistle Blower Policy as a non-mandatory requirement. The company has adopted a Whistle Blower Policy, which affords protection and confidentiality to Whistle blowers. The Audit Committee Chairman is authorized to receive Protected Disclosures under this Policy. The Audit Committee is also authorized to supervise the conduct of investigations of any disclosures made whistle blowers in accordance with policy.

No personnel have been denied access to the Audit Committee. As of March 31, 2012, no Protected Disclosures have been received under this policy.

CODE OF CONDUCT

The Company's Board of Directors has adopted the code of conducts which govern the conduct of all directors /employees. All Directors and senior management personnel have affirmed compliance with respective codes for the year ended on 31st March 2012.

IMPLEMENTATION OF NON-MANDATORY CORPORATE GOVERNANCE REQUIREMENTS

The company has implemented the following non-mandatory requirements as stated in clause 49 of the listing agreement with respect to Corporate Governance:-

- (i) Remuneration Committee:- Already details have been given earlier.
- (ii) Whistler Blower policy:- Under this policy employees of the Company can report to the management about unethical behaviour, actual or suspected fraud or violation of code of conduct or ethics policy. It is the company's policy to insure that the Whistler Blower are not victimized or denied direct access to the chairman of the Audit Committee. The existence of said policy mechanism has been communicated to all employees.

MANAGEMENT DISCUSSION AND ANALYSIS

The Company is in the business of financial activity. The key issues of the Management Discussion and Analysis are given below.

(a) Industry Structure and Developments

The company is engaged in chemical trading, manufacturing and share trading mainly.

The fortunes of the Finance industry are, to a large extent, linked to the growth of the Industry and Investment sentiments of the people. The Industry is facing intense competition from the Foreign Financial Institution.

(b) Strength

The strength of the company is known from its reputation which the company has earned due to its quality business and cordial relation with its clients and presently the company's financial position is sound due to boom in capital market because of governmental support.

(c) Comment on Current year's performance

Receipts	: The Receipt has significantly increased.
Operating Expenses	: The operating Expenses are well under control.
Operating Profits	: The Operating Profits are up to industry mark.
Indirect Expenses	: The Indirect Expenses are under control.
Depreciation	: Reasonable amount of Depreciation is provided.
Profit before tax	: Profit before tax is also showing an improving trend.
Taxation	: Taxation is Provided as per Income Tax Act.
Debtor/Sales	: Debtors are reasonable and realization period has decreased due to the policy of the Company.
Creditors/Purchase	: The Company has an established credit.

d) Opportunities and Threats

The impact of boom in capital market and real estate market due to government support has provided a boost to the economy and it is set to grow at 8% to 9% supported by a smart growth in manufacturing and services sectors. This brings prosperity to a country and more and more people go for investment in Share market. Outlook for the year 2012 is positive. While the overall demand outlook for the year 2011 remains good, the Company expects the pressure on quality customers to continue due to competition.

(e) Segment wise performance

The business of the Company falls under a single segment i.e. Share broking, Investment and trading in shares and derivatives for the purpose of Accounting Standard AS-17.

(f) Outlook

The continual growth in the Finance sector is expected to give the necessary support to the Finance industry. The Company is making all efforts to accelerate growth of its business. It expects to improve its position in the market by focusing on technologically advanced and more profitable products/market segments and working aggressively in the areas of productivity, efficiency and cost reductions.

(g) Risk and concerns

The menace of local Finances and play of angadia has further compounded the problems of the organised Finance Industry as they use inferior way of transferring funds. The Stock market is also a risky place to put one's fund. The pull back of FIIs will also have an adverse effect on the share market.

(h) Internal control system

Internal audit and other controls have been found to be adequate. These are reviewed periodically by the Audit Committee and found the performance satisfactory.

(i) Developments in human resources and industrial relations

Information as per Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particular of Employees) Rules, 1975 is not required to be given as no employee falls under it. The Company continued to have cordial relations with all the employees.

AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

The Board of Directors,
CROMAKEM LIMITED
AHMEDABAD.

We have reviewed the records concerning the Company's compliance of conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement entered into, by the Company, with the Stock Exchanges of India, for the F.Y ended on 31st March 2012.

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

We have conducted our review on the basis of the relevant records and documents maintained by the Company and furnished to us for the review, and the information and explanations given to us by the Company.

Based on such a review to the best of our information and according to the explanations given to us, in our opinion, the company has complied with the conditions of Corporate Governance, as stipulated in Clause 49 of the said listing agreement.

On the basis of certificate issued by the Registrar and Share Transfer Agent of the Company and the Minutes of meetings of the Shareholders/ Investors Grievance Committee of the Company, we state that, there were no investor grievances pending against the Company for a period exceeding one month.

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

SHIRISH DALAL & ASSOCIATES,
Chartered Accountants

Date : 31/08/2012
Place :AHMEDABAD

(SHIRISH DALAL)
Proprietor
M.No.8996

AUDITORS' REPORT

To,
The Members,
M/s. Cromakem Ltd.,
AHMEDABAD

We have audited the attached Balance Sheet of M/s. CROMAKEM LIMITED, as at 31st March, 2012 and the annexed Profit and Loss Account and cash flow statement for the year ended on that date. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements bases on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India, Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

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

Further to our comments in the Annexure referred to above, we report that:

- (a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
- (b) In our opinion proper books of accounts as required by law have been kept by the Company so far as appears from our examination of such books.
- (c) The Balance Sheet and the Profit & Loss Account referred to in this report are in agreement with the books of account.
- (d) In our opinion and to the best of our information the said Balance Sheet and Profit & Loss Account and cash flow statement comply with the Accounting standard referred to in section 211(3c) of the companies act, 1956.
- (e) On the basis of written representations received from the directors, as on 31st, March, 2012 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2012 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of Companies Act, 1956.
- (f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and gives a true and fair view in conformity with the accounting principles generally accepted in India:-

- i. In so far as it relates to the Balance Sheet, of the state of affairs of the Company as at 31st March, 2012 and
- ii. In so far as it relates to the Profit & Loss Account of the Profit of the company for the year ended on that date.
- iii. In the case of the cash flow statement, of the cash flow for the year ended on that date.

SHIRISH DALAL & ASSOCIATES,
Chartered Accountants

Date : 31/08/2012
Place : AHMEDABAD

(SHIRISH DALAL)
Proprietor
M.No.8996

ANNEXURE TO THE AUDITORS REPORT FOR THE YEAR ENDED ON 31ST MARCH, 2012

- i) The Company has maintained proper records to show full particulars including quantitative details and situation of fixed assets.
- ii) The fixed assets have been physically verified by the management at reasonable intervals during the year and no material discrepancies were noticed on such verification as compared with the available records.
- iii) None of the Fixed Assets of the company have been disposed off during the year .
- iv) The stock of finished goods, and raw materials have been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable.
- v) The procedure followed by the management for physical verification of stocks is reasonable and adequate in relation to the size of the company and the nature of its business.
- vi) On our basis of examination of stock records, we are of the opinion that the record of stocks is fair and proper in accordance with the normally accepted accounting principle and no material discrepancies were noticed on physical verification.
- vii) There is no loans, secured and unsecured, taken by the company to/from companies, firm or other parties covered in the register maintained u/s. 301 of the Co. Act, 1956.
- viii) Interest free Loans and Advances in the nature of loans have been given to employees and other parties who were generally regular in repaying the principal as stipulated. Where there is delay in repayment, the company has taken reasonable steps to recover the same.
- ix) In our opinion and according to 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 for financial activities.
- x) According to the information and explanations provided by the management, we are of the opinion that the particulars of contracts or arrangements referred to in section 301 of the Act that need to be entered into the register maintained under section 301 have been so entered.
- xi) In our opinion and according to the information and explanations given to us, the provisions of section 58-A of the Companies Act, 1956 and Companies (acceptance of deposits) Rules, 1957 are not applicable as the company has not accepted and deposits from the public.
- xii) The company does not have any formal system of internal audit. However in our opinion and according to information and explanations given to us, the internal control procedures are adequate. Considering the size and nature of business of the Company.
- xiii) The Provisions of section 209(1)(d) of the Companies Act, 1956 regarding the maintenance of cost records are not applicable to the company.
- xiv) As informed to us the provision of Provident Fund Act, Employees State Insurance Act provisions of investor education and protection fund, customs duty, excise duty and cess are not applicable to the Company during the year under review.
- xv) The Company is regular in depositing with appropriate authorities undisputed statutory dues including Income-Tax, Wealth Tax, Service Tax and other material statutory dues applicable to it.
- xvi) According to the information and explanations given to us no disputed amounts in respect of Income-Tax, Wealth-tax, Sales-Tax, Customs-Duty and Excise-Duty were outstanding as at 31st, March, 2012 for a period of more than six months from the date they become payable.
- (xvii) According to the information and explanations given to us and based on the generally accepted audit procedures carried out by us no personal expenses of employees or directors have been charged to Revenue Account, other than those payable under contractual obligations or in accordance with generally accepted business practice.
- xvii) The Company has accumulated losses at the end of the financial year and it has incurred losses in the current and immediately preceding financial year.
- xviii) Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to financial institution, banks or debenture holders.

- xix) According to the information and explanations given to us and based on the documents and records produced to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- xx) The provisions of any special statute applicable to Chit Funds, Nidhi, or Mutual Benefit Society/fund do not apply to the Company. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
- xxi) The Shares and other securities have been held by the Company, in its own name as explained to us and proper records in respect thereof have been maintained.
- xxii) According to the information and explanation given to us, the Company has not given counter guarantee for loans taken by anybody.
- xxiii) According to the information and explanations given to us and on an overall examination of the balance sheet and cash flow statement of the Company, we report that no funds raised on short-term basis have been used for long-term investment.
- xxiv) The Company has not made any preferential allotment of shares to parties or companies covered in the register maintained u/s 301 of the Co. Act, 1956.
- xxv) The Company did not have any outstanding secured debentures during the year.
- xxvi) The Company has not raised any money through a public issue during the year under review.
- (xxviii) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.
- (xxix) The Company is not a sick Company as per the provisions of SICA, 1985.

SHIRISH DALAL & ASSOCIATES,
Chartered Accountants

Date : 31/08/2012
Place : AHMEDABAD

(SHIRISH DALAL)
Proprietor
M.No.8996

CERTIFICATE

We have examined the attached Cash Flow Statement of CROMAKEM LIMITED for the year ended on 31-03-2012. The Statement has been prepared by the Company in accordance with the requirement of Listing Agreement Clause 32 with AHMEDABAD Stock Exchange and is based on in agreement with corresponding Profit & Loss Account and Balance Sheet of the Company covered by the Report of 31/08/2012 to the members of the Company.

SHIRISH DALAL & ASSOCIATES,
Chartered Accountants

Date : 31/08/2012
Place :AHMEDABAD

(SHIRISH DALAL)
Proprietor
M.No.8996

CROMAKEM LTD.

Balance Sheet as at 31st March, 2012

Particulars	Note No	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds		37,655,241.00	37,644,093.00
(a) Share Capital	1	34,500,000.00	34,500,000.00
(b) Reserves and Surplus	2	3,155,241.00	3,144,093.00
(c) Money received against share warrants		-	-
(2) Share application money pending allotment		-	-
(3) Non-Current Liabilities		10,970,000.00	10,970,000.00
(a) Long-Term Borrowings	3	10,970,000.00	10,970,000.00
(b) Deferred Tax Liabilities (Net)		-	-
(c) Other Long Term Liabilities		-	-
(d) Long Term Provisions		-	-
(4) Current Liabilities		21,885,060.00	14,050,360.00
(a) Short-Term Borrowings		-	-
(b) Trade Payables	4	10,915,060.00	3,080,360.00
(c) Other Current Liabilities		-	-
(d) Short-Term Provisions		-	-
Total		59,540,301.00	51,694,453.00

II.Assets			
(1) Non-current assets		-	64,069.00
<i>(a) Fixed assets</i>			
(i) Tangible assets	5	-	64,069.00
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
(b) Non-current investments			
(c) Deferred tax assets (net)		-	-
(d) Long term loans and advances		-	-
(e) Other non-current assets		-	-
(2) Current assets		59,540,301.00	51,630,384.00
(a) Current investments	6	13,253,574.00	19,075,500.00
(b) Inventories		-	-
(c) Trade receivables	7	37,960,686.00	110,677.00
(d) Cash and cash equivalents	8	2,694,850.00	4,047,736.00
(e) Short-term loans and advances	9	5,631,191.00	28,396,471.00
(f) Other current assets		-	-
(3) Miscellaneous Expenditure			-
Profit & Loss Account			
Total		59,540,301.00	51,694,453.00

NOTES TO THE ACCOUNTS: G

As per our report of even date attached
For SHIRISH DALAL & ASSOCIATES,
 CHARTERED ACCOUNTANTS

On or behalf of Board
For CROMAKEM LTD.

(SHIRISH DALAL)
 Proprietor
 MEM.NO. 8996
 PLACE : AHMEDABAD
 Date :31/08/2012

BHAVIK BADANI
 (M.D.)

PALLAVI PANDIT
 (DIRECTOR)

CROMAKEM LTD.

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

Particulars	Note No	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
I. Revenue from operations		-	-
II. Other Income	10	375,388.00	514,782.00
III. Total Revenue (I + II)		375,388.00	514,782.00
IV. Expenses:			
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	11	90,000.00	50,000.00
Financial costs		-	-
Depreciation and amortization expense		68,595.00	82,779.00
Other expenses	12	205,645.00	431,868.00
Total Expenses		364,240.00	564,647.00
V. Profit before exceptional and extraordinary items and tax (III-IV)		11,148.00	(49,865.00)
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V - VI)		11,148.00	(49,865.00)
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII - VIII)		11,148.00	(49,865.00)

X. Tax Expenses:-		
(1) Current tax	-	-
(2) Deferred tax	-	-
XI. Profit(Loss) from the period from continuing operations	11,148.00	(49,865.00)
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)	11,148.00	(49,865.00)
XVI. Earning per equity share:		
(1) Basic	0.00	(0.01)
(2) Diluted	0.00	(0.01)

As per our report of even date attached
For SHIRISH DALAL & ASSOCIATES,
 CHARTERED ACCOUNTANTS

On or behalf of Board
For CROMAKEM LTD.

sd/-
(SHIRISH DALAL)
 Proprietor
 MEM.NO. 8996
 PLACE : AHMEDABAD
 Date :31/08/2012

sd/-
BHAVIK BADANI
 (M.D.)

sd/-
PALLAVI PANDIT
 (DIRECTOR)

NOTES TO ACCOUNTS: G

NOTE NO.1 SHARE CAPITAL		
PARTICULARS	Amount of current period	Amount of previous period
A) Authorized Capital		
<u>Equity shares</u> 4000000 EQUITY SHARES OF RS. 10/- EACH	40,000,000.00	40,000,000.00
	40,000,000.00	40,000,000.00
B) Issued, Subscribed and fully paid, or Subscribed but not fully paid shares		
<u>Equity shares</u> 34,50,000 Equity Shares of Rs.10 each fully paid up	34,500,000.00	34,500,000.00
		-
TOTAL	34,500,000.00	34,500,000.00

NOTE NO.2 RESERVES AND SURPLUS		
PARTICULARS	Amount of current period	Amount of previous period
<u>Surplus - Profit/(Loss)</u>	11,148.00	(49,865.00)
Add: Brought forward profit	3,144,093.00	3,193,958.00
Less: Brought forward loss	-	-
TOTAL	3,155,241.00	3,144,093.00

NOTE NO.3 LONG TERM BORROWINGS		
PARTICULARS	Amount of current period	Amount of previous period
I Unsecured		
- From other parties	10,970,000.00	10,970,000.00
TOTAL	10,970,000.00	10,970,000.00

NOTE NO. 4 TRADE PAYABLES		
PARTICULARS	Amount of current period	Amount of previous period
Unsecured, unconfirmed considered good		
a) More than six months	-	-
b) Others	10,915,060.00	3,080,360.00
TOTAL	10,915,060.00	3,080,360.00

NOTE NO. 5 FIXED ASSETS		
PARTICULARS	Amount of current period	Amount of previous period
(A) TANGIBLE ASSETS		
(c) Furniture & Fixture		
Opening Balance	68,595.00	151,374.00
Add: Addition/(Sale of Asset)	-	-
Less: Depreciation	68,595.00	82,779.00
	-	68,595.00

NOTE NO. 6 CURRENT INVESTMENTS		
PARTICULARS	Amount of current period	Amount of previous period
(a) UNQUOTED	8,900,000.00	9,500,000.00
(b) QUOTED	4,353,574.00	9,575,500.00
TOTAL	13,253,574.00	19,075,500.00

NOTE NO. 7 TRADE RECEIVABLES		
PARTICULARS	Amount of current period	Amount of previous period
(A) Unsecured, unconfirmed considered good		
a) More than six months	37,960,686.00	110,677.00
b) Others		
TOTAL	37,960,686.00	110,677.00

NOTE NO. 8 CASH AND CASH EQUIVALENTS		
PARTICULARS	Amount of current period	Amount of previous period
(a) Fixed Deposits with Accrued Interest		
(b) Balance with banks	91,135.00	2,647,254.00
(b) Cash on hand	2,603,715.00	1,400,482.00
TOTAL	2,694,850.00	4,047,736.00

NOTE NO. 9 SHORT TERM LOANS AND ADVANCES		
PARTICULARS	Amount Current Period	Amount Previous Period
(A) Loans and advances to related parties	-	-
(B) Others	5,631,191.00	28,396,471.00
	5,631,191.00	28,396,471.00

NOTE NO. 10 OTHER INCOME		
PARTICULARS	Amount of current period	Amount of previous period
(a) Interest & Other Misc. Income	135,000.00	-
(b) Income from Shares Trading	240,388.00	425,397.00
(c) Commission	-	89,385.00
TOTAL	375,388.00	514,782.00

NOTE NO. 11 EMPLOYEES BENEFIT EXPENSES		
PARTICULARS	Amount of current period	Amount of previous period
(a) Salaries and wages	90,000.00	50,000.00
(b) Staff Welfare exps	-	-
TOTAL	90,000.00	50,000.00

NOTE NO.12 OTHER EXPENSES		
PARTICULARS	Amount of current period	Amount of previous period
(a) Audit Fees	5,000.00	5,000.00
(b) Advertisement Exps	8,936.00	5,913.00
(c) Bank Charges	37,348.00	15,258.00
(d) Depository and share trf	-	11,030.00
(e) Office Exps	5,889.00	-
(f) Legal & Professional charges	27,000.00	140,000.00
(g) Telephone, Internet	10,188.00	16,074.00
(h) Printing & Stationery	8,025.00	33,259.00
(i) Listing Fees	81,346.00	149,064.00
(j) Postage & Telegramme & courier	-	3,636.00
(l) ROC Fees	11,030.00	46,750.00
(J) Electricity charges	10,883.00	4,515.00
(k) Service Tax	-	1,369.00
TOTAL	205,645.00	431,868.00

Notes to

- 1) Pursuant to the Notification No.447 (E) dated February 28,2011 and Notification No.653 (E) dated March 30, 2011, issued by the Ministry of Corporate Affairs, the Company has prepared its financial statements for the year ended March 31, 2012 as per revised schedules VI to the Companies Act, 1956. Accordingly, the previous year's figures have been regrouped / reclassified, wherever required to align the financial statements

NOTE NO. ANY ITEM MORE THAN RS.1 LAC OR 1% OF TOTAL REVENUE N. A.

NOTE NO. PAYMENT TO AUDITOR		
(A) As Auditor	5,000.00	5,000.00
(B) For Taxation matter	-	-
(C) For Company Law matters	-	-
(D) For management services	-	-
(E) For Other Service	-	-
(F) For reimbursement of expenses	-	-
TOTAL	5,000.00	5,000.00

Cash Flow Statement for the Year ended on 31st March 2012			
PARTICULARS		2011-12	2010-11
CASH FLOW FROM OPERATING ACTIVITIES :			
Net Profit / (loss) before tax and extraordinary items		11148	-49865.1
Adjustment for :			
Misc. exp. w/o + Dep.		68595	82779
Sub-Total		68595	82779
Total Inflow from Operation		79743	32913.9
Non Operating Income		0	0
Operating Profit / Loss before Working Capital Changes		79743	32913.9
Adjustment For:			
Trade and other receivables		-37850009	1250000
Deposits		0	0
Loans & Advances		22765280	-1743000
Current Liabilities		7834700	2985000
Sub -Total		-7250029	2492000
CASH GENERATION FROM OPERATION			
		-7170286	2524913.9
Direct Taxes Paid or Tax Provision		0	0
Sub - Total		0	0
CASH FLOW BEFORE EXTRAORDINARY ITEMS			
		-7170286	2524913.9
Dividend & Dividend Tax Payable		0	0
BALANCE CARRIED FORWARD	(A)	-7170286	2524913.9
CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of Fixed Assets		-4526	0
Sale of Investment		5821926	-9500000
Int. Recd. + Brokerage Income		0	0
Sub - Total		5817400	-9500000
BALANCE CARRIED FORWARD	(B)	-1352886	-6975086.1
CASH FLOW FROM FINANCIAL ACTIVITIES			
Proceeds from Secured Loans		0	0
Proceeds from Unsecured Loans		0	10970000
Sub - Total		0	10970000
Net Increase (Decrease) in cash & cash equivalent	(C)	-1352886	3994913.9
Opening Cash & Cash equivalents		4047736	52822
Closing Cash & Cash equivalents		2694849.73	4047736
For SHIRISH DALAL & ASSOCIATES,		On or behalf of Board	
CHARTERED ACCOUNTANTS		For CROMAKEM LTD.	
(SHIRISH DALAL)		BHAVIK BADANI	PALLAVI PANDIT
Proprietor		(M.D.)	(DIRECTOR)
MEM.NO. 8996			
PLACE : AHMEDABAD			
DATE : 31-08-2012			

CROMAKEM LIMITED 2011-2012

SCHEDULE "3"
FIXED ASSETS

DESCRIPTION OF ASSETS	GROSS BLOCK		DEPRECIATION		NET BLOCK	
	AS AT 04/01/2011	ADDN / DEDU. 31/03/2012	AS ON 04/01/2011	FOR THE YEAR	AS ON 31/03/2012	AS ON 31/03/2012
FURNITURE & FITTINGS 6.33%	1142819	0	1074224	68595	1142819	68595
Total	1142819	0	1074224	68595	1142819	68595
PREVIOUS YEAR	1307737	0	1160889	82779	1243668	146848

SIGNIFICANT ACCOUNTING POLICIES**[1] BASIS OF ACCOUNTING:**

The financial statement are prepared under historical cost convention on accrual method of accounting and are in accordance with the requirements of the Companies Act, 1956 except some of the government and statutory benefits, expenses like Provident Fund, Employee state Insurance, Professional Tax which are recorded on cash basis.

[2] FIXED ASSETS:

To state Fixed Assets at cost of acquisition inclusive of inward freight duties and taxes and incidental expenses related to acquisition. Expenditure incurred in purchase of Fixed Assets which are yet to be erected, installed and Commissioned along with other expenditure incurred are treated Capital Work-in-progress.

[3] VALUATION OF INVENTORY:

Stock of Raw Material have been valued at fixed cost, Stock of Work-in-Process have been valued at cost + estimated cost of production. Finished Goods have been valued at Selling Price + estimated profit; Stores & Spares has been valued at of cost.

[4] DEPRICIATION:

Depreciation has been provided on Written Down Value method at the rate prescribed under the Schedule XIV of the Companies Act, 1956.

[5] EXPENDITURE DURING CONSTRUCTION PERIOD:

Expenditure during Construction period inclusive of depreciation on Assets used Construction Period and interest on loans net after deducting interest earned on temporary deposits has been allocated proportionately on the respective Fixed Assets.

[6] CENTRAL EXCISE:

The refund of excise in form of Modvat credit available on input of material as per excise law are deducted from the landed cost of the materials.

[7] RECOGNITION OF INCOME AND EXPENDITURE:

Revenues/Incomes and Costs/Expenditures are generally accounted as they are earned and incurred. However no provision has been made for Bonus and gratuity liability. The Company has the practice of accounting it at the time of making actual payment of the same.

[8] FOREIGN CURRENCY TRANSECTIONS:

Foreign Currency Transactions are accounted on the basis of Rate of Exchange charged by the Custom authority while preparing the Bills of lading.

[9] EMPLOYEE BENEFITS:

The liability towards provident Fund is not yet applicable to the Company.

[10] CONTINGENT LIABILITY:

Contingent Liability is provided on the basis demand made upon the Company.

[11] INVESTMENTS :

Investments are valued at the acquisition cost.

[12] DEFERRED TAX:

Deferred Tax is the Timing differences between taxable income & accounting income for a period that originated in one period and are capable of reversal in one or more subsequent period.

During the year under review there is no Deferred Tax liabilities but there is deferred Tax Asset.

[13] RELATED PARTY DISCLOSURES:

There is no related party transactions as per Accounting Standard 18 as issued by ICAI.

NOTES OF ACCOUNTS:

- (1) In the Opinion of the Board of Directors, Current Assets, Loans and Advances are realisable.
- (2) No further information pursuant 4c and 4d of the part II of Schedule VI of the Companies Act, 1956 is given, as the same is not applicable to the company.
- (3) Balance in respect of debtors, bank, creditors, Loans and Advances including Banks are subject to reconciliation and Confirmation.
- (4) There is no contingent liability in the Company.
- (5) There is no employee drawing remuneration exceeding 12,00,000/- per annum or 1,00,000/- per month as the case may be.
- (6) The company has not made any payment to any related party as required by AS-18 of ICAI.
- (7) The Company has not made any provision relating to the AS-15, Retirement Benefits. They shall be dealt on cash basis.
- (8) The provision of Income Tax has been made considering current profit and any shortfall of earlier years.
- (9) Previous year's figures have been regrouped/rearranged wherever necessary so as to confirm to the balances of the current year.
- (10) Payments to Auditors is as under :-

As Statutory Audit fee	Rs.5,000
As Tax Audit/Income Tax	Rs. NIL
As Other Matter	Rs. NIL
- (12) Earning per share is calculated by dividing profit by no. of shares.
- (13) There is no Additional information pursuant to para (3) & (4) of part II of Schedule VI of the Companies Act, 1956.

- (14) The Company has not provided for impairment of assets as the company has discarded old assets and purchased new assets. The construction part is not yet completed, hence taken in to Capital-work-in-progress.

As per our attached Report of even date
FOR SHIRISH DALAL & ASSOCIATES..
Chartered Accountants

For and on behalf of the Board
For Cromakem Limited

Sd/-
Shirish Dalal
Proprietor
M. Ship No. 8996

Sd/-
Bhavik Badani
M.D.

Sd/-
Pallavi Pandit
Director

Place : Mumbai
Date : 31-08-2012

CROMAKEM LIMITED

24, Gyan Mandir Society, Behind Vasna Tele Exchange, Vasna,
Ahmedabad, 380007

PROXY FORM

I/We _____ Of
Being a member/members of above named Company hereby appoint of _____ or failing him / her _____ of _____
as may / our proxy to attend and vote on my / our behalf at the Annual General Meeting of the Company to be held on 28-09-2012 or at any adjournment thereof.

Signed this _____ day of _____ 2012.

Affix Rupee One
Revenue Stamp
Here

Note : This instrument of proxy shall be deposited at the Registered Office of the Company not less than 48 hours before the time of holding the meeting

CROMAKEM LIMITED

24, Gyan Mandir Society, Behind Vasna Tele Exchange, Vasna,
Ahmedabad, 380007

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDENCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

1. Name of the attending Member _____
 2. Member's Folio Number _____
 3. Name of the Proxy (In Block Letters) _____
(To be filled in if the Proxy attends instead of the Member)
- (No. of Shares held: -----)

I hereby record my presence at the Annual General Meeting at the registered Office of the company on 28-09-2012 or at any adjournment thereof.

Member's / Proxy Signature

CROMAKEM LIMITED



22th
Annual Report
2011 - 2012

Regd. Office : 24, Gyan Mandir Society
Behind Vasna Tele Exchange, Vasna, Ahmedabad, 380007

Book - Post

To, _____

CROMAKEM LIMITED

Regd. Office : 24, Gyan Mandir Society,
Behind Vasna Tele Exchange, Vasna, Ahmedabad, 380007