



Rishabhdev Technocable Limited

**15th
Annual Report
2008-09**

BOARD OF DIRECTORS

Sunil B. Golcha	Chairman & Managing Director
Kamal Chand B. Golcha	Whole Time Director
Prakash Santoshchandra Jain	Independent Director
Ashok Kumar Khajanchi	Independent Director
Amla Prasad Mishra	Independent Director

Registered Office Unit No. 53, 1st Floor,
Jagat Satguru Industrial Estate,
Vishveshwar Nagar Road,
Goregaon (East), Mumbai - 400 069.

Auditors **M/s. Bharat J. Rughani & Co.**
4, Shree Dutt Apartment,
Below Dr. Savla Hospital, Kisan Road, Malad (West),
Mumbai - 400 064.

Bankers **IDBI Bank Limited,**
3 & 4, Vijay Apartment, Ceaser Road, Amboli, Andheri (West),
Mumbai 400 056.

Registrars & Transfer Agents **Mondkar Computers Private Limited**
25, Shakil Niwas, Opposite Satya Sai Baba Temple,
Mahakali Caves Road, Andheri (East), Mumbai 400 093.

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NOTICE

NOTICE is hereby given that the fifteenth Annual General Meeting of the members of Rishabhdev Technocable Limited will be held on Tuesday, 29th September, 2009 at 9, RNP House, Azad Road, Gundavali, Andheri(East), Mumbai- 400 069 at 10.00 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2009, Profit & Loss Account and Cash Flow Statement for the year ended on 31st March, 2009 and the reports of the directors and auditors thereon.
2. To appoint a director in place of Mr. Amla Prasad Mishra who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint M/s Bharat. J Rughani & Co., Chartered Accountants, Mumbai, as the statutory auditors of the company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the company and to authorize the Board of Directors to fix their remuneration.

By Order of the Board of Directors
For **Rishabhdev Technocable Limited**

Sd/-

Date:03.09.2009
Place : Mumbai.

Sunil B. Golchha
Chairman & Managing Director

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on poll instead of himself/herself and such proxy need not be a member of the Company. The proxies in order to be effective must be received at the registered office of the company not less than 48 hours before the commencement of the meeting.
2. The Notice of the Annual General Meeting will be sent to those members whose names appear on the Register of Members as on 28th August, 2009.
3. The Register of Members and the Share transfer books of the company will remain closed from 24th September, 2009 to 29th September, 2009 (both days inclusive), in terms of the provisions of the Companies Act, 1956 and the Listing Agreement with the stock exchanges where the shares of the Company are listed for the purpose of Annual General Meeting.
4. Members / proxies are requested to bring their copies of annual report to the meeting and attendance slip duly filled in for attending the meeting.
5. Members desiring any information as regards the accounts are requested to write the company at least 7 days before the date of the meeting, so as to enable the company to keep the information ready.
6. Statutory Registers and documents referred to in the accompanying notice are open for inspection at the Registered office of the company on all working days (Monday to Friday) between 11.00 a.m. and 1.00.p.m. up to the date of Annual General Meeting and will also be available for inspection at the Meeting.
7. Members are requested to send all communications relating to shares to the companies Share Transfer Agents(Physical & Electronic) at the following address:-

M/s Mondkar Computers Pvt. Ltd.

25, Shakil Niwas, Mahakali Caves Road,
Opp. Satya Saibaba Temple, Andheri(E), Mumbai-400 093
Contact person: Mr. Ravi Utekar

By Order of the Board of Directors
For **Rishabhdev Technocable Limited**

Sd/-

Date:03.09.2009
Place : Mumbai.

Sunil B. Golchha
Chairman & Managing Director

Annual Report 2008 - 2009

Information on Directors seeking reappointment at the forth coming Annual General Meeting (pursuant to clause 49 of the Listing Agreement)

Mr. Amla Prasad Mishra

Director Identification No	:	02254272.
Date of Birth	:	1.7.1951
Qualifications	:	9 th Pass from UP Baderi High School, Jaunpur,
Experience & Expertise in Specific functional area	:	Responsible for administration & supervision of Production facilities.
Shareholding in Company	:	Nil
Directorship held in any other Companies	:	None

By Order of the Board of Directors
For **Rishabhdev Technocable Limited**

Sd/-

Sunil B. Golchha
Chairman & Managing Director

Date:03.09.2009

Place : Mumbai.



DIRECTORS REPORT

Dear Shareholders,

Your Directors have the pleasure in presenting the 15th Annual Report on the business and operations of the Company for the year ended 31st March, 2009 together with the audited accounts for the year ended 31st March, 2009.

FINANCIAL RESULTS:

(Rs. in Lakhs)

PARTICULARS	2008-2009	2007-2008
Gross Turnover(Net of Excise)	4191.32	3108.94
Other Income	24.03	23.26
Net Profit	367.65	327.03
Less: Depreciation	31.91	25.68
Profit/Loss before Tax	335.73	301.35
Provision for tax	37.58	34.15
Provision for FBT	1.48	0.77
Prior Period Adjustment	0.02	—
Profit/loss after tax	286.09	266.43
Proposed Dividend	—	(38.19)
Dividend distribution tax	—	(6.48)
Deferred tax	—	—
Interim dividend and dividend distribution tax	—	66.55
Amount brought forward from last year's account	362.36	117.81
Less: Adjustment	—	—
Balance carried to balance sheet	648.45	362.36

OPERATIONS:

The turnover for the financial year 2008-09 was Rs. 4191.32 lakhs against Rs. 3108.94 lakhs for the financial year 2007-08.

TRANSFER TO RESERVES:

Out of the total Profit of Rs. 286.10/- for the financial year 2008-09, an amount of Rs. Nil is proposed to be transferred to General Reserve.

DIVIDEND:

In view of the growth of the Company, the Board does not recommend any Dividend for the financial year 2008-09.

EMPLOYEES:

There were no employee drawing remuneration in excess of limits specified u/s 217 (2A) of the Company's Act 1956, hence the provisions are not applicable.

DIRECTORS:

Mr. Amla Prasad Mishra, Director retiring by rotation and being eligible has offered himself for reappointment at the ensuing Annual General Meeting. Mr. Sunil V. Adiyeri appointed as Director on July 7, 2008 due to personal reasons resigned from the Board with effect from July 1, 2009. There is no other change in the constitution of the Board.

DIRECTORS RESPONSIBILITY STATEMENT:

Your Directors state that:

1. In preparation of annual accounts applicable Accounting Standards had been followed with proper explanation relating to material departures.
2. The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for that period.

3. The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
4. The directors had prepared the annual accounts on a going concern basis.

DISCLOSURE PARTICULARS:

1. Conservation of energy:

- a) Energy Conservation measures taken:-
 - Systematic control of the idle running of machines to reduce consumption of energy
- b) Additional investments and proposals if any, being implemented for the reduction of consumption of energy
 - Energy conservation is not significant
- c) Impact of measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of products/goods.
 - N.A
- d) Total energy consumption & energy consumption per unit as per prescribed Form A
 - Not given, as the company is not covered in the list of specified items.

2. Technology absorption –FORM 'B'

Research & development

1. Specific areas in which R&D carried out by company
 - Improvement in existing products/processes
2. Benefits derived as a result of the R&D
 - Improvement in quality and material utilization
 - Improved service to customers
3. Future plan of action:
 - Continuation of present work in R&D.
 - Improvement in existing products and processes in various areas in which the company is operating.

SHARE CAPITAL:

During the financial year 2008-09, the Authorized Share Capital of the Company increased from Rs. 6,10,00,000/- to Rs. 15,00,00,000/- vide Extra Ordinary General Meeting held on June 23, 2008. The members in the Extra Ordinary General Meeting held on the 11th August, 2009 further approved the increase in Authorized Share Capital to Rs.75,00,00,000/-. The present Authorized Share Capital of the Company is Rs.75,00,00,000 divided into 7,50,00,000 Equity Shares of Rs.10/- each and the Paid up Capital is Rs. 14,68,98,680/- divided into 1,46,89,868 Equity Shares of Rs.10/- each.

FOLLOW ON PUBLIC OFFER & ALLOTMENT OF 90,00,768 EQUITY SHARES :

The Company with its Follow On Public Offer of 90,00,000 Equity Shares of face value of Rs. 10/- each, opened for subscription from 4th June, 2009 till 9th June, 2009 was oversubscribed by 7.75 times. The Company on 19th June, 2009 allotted 90,00,768 Equity Shares of face value of Rs.10/- each at a premium of Rs.23/- per share.

LISTING OF EQUITY SHARES AT BOMBAY STOCK EXCHANGE LTD.:

The Company got its Equity Shares listed at Bombay Stock Exchange Ltd. from 29th June, 2009. The Equity Shares of the Company are already listed at Pune Stock Exchange Limited & Jaipur Stock Exchange Limited.

AUDITORS:

M/s. Banshi Jain & Associates, Chartered Accountants resigned from the Joint Statutory Auditors of the Company with effect from 21st April, 2009. M/s. Bharat. J Rughani & Co., Chartered Accountants retire at the conclusion of the forthcoming Annual General Meeting. They are eligible for reappointment. The Company has received certificate from auditors to the effect that their appointment, if made, would be within the prescribed limits under section 224 (1B) of the Companies Act, 1956. You are requested to appoint auditor to hold such office from the conclusion of this Annual General Meeting and to fix their remuneration.

D.M.K.H. & Co., Chartered Accountants were appointed as the Internal Auditors of the Company on December 23, 2008



CORPORATE GOVERNANCE & MANAGEMENT DISCUSSION AND ANALYSIS STATEMENT:

A report on Corporate Governance is attached to this Report as also a Management Discussion and Analysis statement.

By Order of the Board of Directors
For **Rishabhdev Technocable Limited**

Sd/-

Date : 28.07.2009
Place : Mumbai.

Sunil B. Golcha
Chairman & Managing Director

REPORT ON CORPORATE GOVERNANCE

1) COMPANY PHILOSOPHY ON CODE OF GOVERNANCE

Rishabhdev Technocable Limited believes that good Corporate Governance is essential to achieve long term corporate goals and to enhance shareholders value. Models of the corporate Governance are many and different environments will need specific solutions to meet the demands of legal compliances and regulations. However, there is universal principle, which percolates through the elements of governance, this call for the affairs of the Company to be regulated in the manner that is transparent ethical and accountable. Company has achieved ISO-9001 from BSI-UK

2) NUMBER OF BOARD MEETINGS

The board of directors met 11 times during the years on April 30, 2008 ; May 29, 2008 ; July 7, 2008; July 17, 2008 ; July 25, 2008 ; July 29, 2008 ; October 29, 2008 ; December 23, 2008 ; January 27, 2009 ; March 02, 2009 and March 05, 2009. The maximum gap between two board meetings was less than 4 months.

3) DIRECTOR'S ATTENDANCE RECORD AND DIRECTORSHIP HELD

The composition of Directors their attendance at the board meetings during the financial year and at the last AGM, as also number of other directorships held by them are as follows:-

Name of the Director	Attendance of meetings during 2008-09		No. of other Directorship(s)	Category of Directors	No. of membership/ chairmanship(s) Board committees of other companies
	Board meetings	Last AGM			
Mr. Sunil B. Golchha	11	Yes	Nil	Chairman & Managing Director	Nil
Mr. Kamal Chand B. Golchha	11	Yes	Nil	Executive Director	Nil
Mr. Ashok G. Khajanchi	11	Yes	Nil	Independent Director	Nil
Mr. Prakash Santoshchandra Jain	11	Yes	1	Independent Director	1 (Director of Venketateshwara Texfab Private Limited)
Mr. Amla Prasad Mishra	11	Yes	Nil	Independent Director	Nil
Mr. Sunil V. Adyeri	1	No	Nil	Independent Director	Nil

The Directors furnish a notice of disclosure of interest as specified in Section 299(1) of the Companies Act, 1956. The Company maintains Register of Contracts and details of companies and firms in which Directors are interested as provided in Section 301 (1) of the Companies Act, 1956. The Independent and Non Executive Directors of the Company do not have any pecuniary relationship or transactions with the Company.

Note: - Mr. Sunil V. Adiyeri appointed as Additional Director on 7th July, 2008 resigned from the Company with effect from 1st July, 2009.

4) COMMITTEES OF THE BOARD

Rishabhdev Technocable Limited has constituted board-level committees to delegate particular matters that require greater and more focused attention in the affairs of the Company. These committees prepare the ground-work for decision making and reports to the board.

Details on the role and composition of these committees, including the number of meetings held during the financial year and the related attendance, are provided below



A) Audit committee

The Audit Committee of the board comprises of Chairman and Managing director Mr. Sunil B. Golchha and two Independent Non – Executive Directors, namely Amla Prasad P. Mishra and Ashok Khajanchi. The composition of Audit Committee meets the requirements of Sec 292A of the Companies act 1956 and clause 49 of the Listing Agreement. Mr. Ashok Khajanchi is the chairman of Audit Committee.

During the year the committee met 5 times on April 30, 2008 ; July 29, 2008 ; October 29, 2008; December 23, 2008 and January 27, 2009.

Objective:-

The audit committee assists the board in its responsibility for overseeing the quality and integrity of the accounting, auditing, and reporting practices of the Company and its compliance with the legal and regulatory requirements. The committee's purpose is to oversee the accounting and financial reporting process of the Company, the audits of the Company's financial statements, the appointment, independence and performance of the statutory Auditors.

Attendance of each member at the Audit Committee meetings held during the year

Name of the committee member	No. of meetings held	No of meetings attended
Mr. Ashok G. Khajanchi	5	5
Mr. Amla Prasad Mishra	5	5
Mr. Sunil B. Golchha	5	5

B) Shares and Bonds Transfer committee

The share and bonds Transfer committee headed by Mr. Sunil B. Golchha & Mr. Kamal Chand B. Golchha as member have approved transfer/transmission of shares/ bonds, split/consolidation proposals and other related work.

During the year the committee met 14 times on April 15, 2008; April 30, 2008; September 23, 2008; October 10, 2008; October 15, 2008; October 31, 2008; November 6, 2008; December 4, 2008; December 22, 2008; January 20, 2009; January 31 , 2009; February 11, 2009; February 18, 2009 and March 03, 2009.

C) Investors grievance Committee

The Board has constituted an Investor grievance committee under the chairmanship of Mr. Ashok Khajanchi. The other members of the committee are Mr. Sunil B. Golchha and Mr. Amla Prasad Mishra. The Committee looks into grievances of the investors of the Company.

No complaints in the nature of non-receipt of dividend warrants, non-receipts of share certificates after effecting transfer, requests for issue of duplicate share certificates, non-receipt of Annual report were received from the shareholders. Mr. Ranabir Sanyal, Company Secretary is acting as compliance officer.

Meetings:-

Four meetings of Investors grievance Committee were held during the year ended 31st March, 2009. The Committee met on April 30, 2008; July 29, 2008; October 29, 2008 and January 27 ,2009.

D) Remuneration Committee:

The Company has constituted Remuneration Committee with Mr. Amla Prasad Mishra and Ashok Khajanchi Directors are its other members. The remuneration committee has been constituted to recommend/review remuneration of the managing director whole time director based on their performance and defined assessment criteria.

Mr. Ashok Khajanchi is acting as chairman of remuneration committee. No remuneration committee meeting was held during the year. None of the directors have been granted any stock option. The tenure of office Managing director & Whole time director is for a period of 4 years from their respective appointment dates.

During the financial year 2008-09 the Company paid remuneration to its Executive Directors as per the details given below:

Name of Director	Salaries & perquisites (in Rs.)
Mr. Sunil B.Golchha	Rs.1,75,421 /- pa
Mr. Kamal Chand B. Golchha	Rs. 1,75,421 /- pa

5) General Body Meetings

The date, time and venue of the previous Annual General Meetings held during the last three years are given below:

AGM for the Financial Year	Location of holding AGM	Date and Time of AGM
AGM for 2005-06	Registered office	28-09-2006, 10.30 a.m
AGM for 2006-07	Registered office	29-09-2007, 10.30 a.m
AGM for 2007-08	Registered office	25-08-2008, 10.30 a.m

6) Disclosures

- There are no materially significant transactions made by the Company with its Promoters, Directors or Management, their subsidiaries or relatives etc. that may have a potential conflict with the interest of the Company at large. The Register of Contracts containing transactions in which Directors are interested is placed before the Board regularly for its approval.
- During last three years, there were no structures or penalties imposed by either SEBI or the Stock Exchanges or any statutory authority for non – compliance of any matter.
- The Company has been providing the Chairman of the Company with the resources required to implement his role.
- The Company has a Code of Conduct for its employees. The Board members and Senior Management personnel of the Company affirm that they have complied with this code.

7) MEANS OF COMMUNICATION

The unaudited quarterly results, audited financial results of the Company and the shareholding pattern are communicated to the shareholders on a quarterly basis. The quarterly unaudited results are also published for the information of the shareholders in newspapers, intimated to respective stock exchanges as required under the listing agreement and are available on Company's website.

8) GENERAL SHAREHOLDER INFORMATION

AGM date, time and venue	: Tuesday, 29 th September, 2009 at 10.00 a.m. 9, RNP House, Azad Road, Gundavali, Andheri (East), Mumbai-400 069.	
Financial Calendar	: 01st April to 31st March	
First Quarter Results	: Fourth week of July, 2009	
Second Quarter Results	: Fourth week of October, 2009	
Third Quarter Results	: Fourth week of January, 2010	
Fourth Quarter Results	: Fourth week of April, 2010	
Date of Book closure	: 24 th September, 2009 to 29 th September, 2009 (Both days inclusive)	
Listing on Stock Exchanges	: STOCK EXCHANGE	SCRIP CODE
	Bombay Stock Exchange Ltd.	533083
	Pune Stock Exchange Ltd.	160250
	Jaipur Stock Exchange Ltd.	1047

9) PLANT LOCATION :

Unit No.1, Rishabhdev Complex , Survey No. 731/1, Dabhel- Vapi Daman Road, Daman- 396215.

10) STOCK MARKET PRICE DATA FOR THE YEAR 2008-09:

There was no trading of Company's shares on Pune Stock Exchange and Jaipur Stock Exchange during the financial year. Since the Equity Shares of the Company got listed at Bombay Stock Exchange on 29th June, 2009 the stock market price data from June, 2009 shall be mentioned in the next year 2009-10.



For any assistance regarding Share Transfers, Transmissions, change of address, non-receipt of dividends, duplicate missing share certificates and other relevant matters, the Registrar and Transfer Agents of the Company at the following address may be contacted:

M/s Mondkar Computers Pvt. Ltd.
25, Shakil Niwas, Mahakali Caves Road,
Opp. Satya Saibaba Temple,
Andheri(E), Mumbai-400 093

Contact person: Mr. Ravi Utekar

11) RTL Code for prevention of Insider trading:-

RTL has adopted a Code of Conduct for the prevention of Insider trading in the shares of the Company. The RTL Insider Trading Rules, Interalia, prohibits purchase/ sale of shares of the Company by employees while in possession of unpublished price sensitive information in relation to the Company.

12) Share Transfer System:-

The requests for share transfers, transmissions, etc. are processed by M/s Mondkar Computers Pvt. Ltd., Registrars and Transfer Agent and is sent to the Company for approval. The Share Transfer Committee of the Company considers the same once in a fortnight and conveys its approval to the Registrars, who dispatch the duly transferred share certificates to the shareholders concerned. The average time taken for processing share transfers requests including dispatch of Share certificates is 30 days, while it takes minimum of 15 days for processing dematerialization requests by the Share Transfer Agents.

As on 31-03-2009, the Company had 56.89,100 Equity Shares of face value of Rs.10/- each of which 41,76,780 equity shares are in Demat Forms of which 22,80,080 are held by NSDL and 18,96,700 are held by CDSL & 15,12,320 Equity shares are in Physical Form.

13) Shareholding Pattern as on 31st March, 2009:

Category Code	Category of Shareholders	No. of shares held	Percentage of shareholding
A	Shareholding of Promoter and Promoter Group		
1	Indian		
(a)	Individuals/ Hindu Undivided family	2525200	44.387
(b)	Central Government/ State Government	0	0
(c)	Bodies Corporate	1000	0.018
(d)	Financial institutions/Banks	0	0
(e)	Any Other-		
	Sub Total – (A) (1)	2526200	44.404
2	Foreign		
(a)	Individuals (Non-resident)/ Foreign Individuals	0	0
(b)	Bodies Corporate	0	0
(c)	Institutions	0	0
(d)	Any Other-	0	0
	Sub Total – (A) (2)	0	0
	Total Shareholding of Promoter & Promoter Group A= (A) (1) + (A) (2)	2526200	44.404
2	Foreign		
(a)	Individuals (Non-resident)/ Foreign Individuals	0	0
(b)	Bodies Corporate	0	0
(c)	Institutions	0	0
(d)	Any Other-	0	0
	Sub Total - (A) (2)	0	0
	Total Shareholding of Promoter & Promoter Group A= (A) (1) + (A) (2)	2526200	44.404

Category Code	Category of Shareholders	No. of shares held	Percentage of shareholding
B	Public Shareholding		
(1)	Institutions	0	0
	Mutual Funds and UTI, Financial Institutions/Banks, Central Government/ State Government, Venture Capital Funds, Insurance Companies, Foreign Institutional Investors, Foreign Venture Capital Investors.	0	0
	Sub - Total (B) (1)	0	0
(2)	Non-Institutions		
(a)	Bodies Corporate	0	0
(b)	Individuals		
	(i) Individual shareholders holding nominal share capital upto Rs. 1 Lakhs	187200	3.291
	(ii) Individual shareholders holding nominal share capital in excess of Rs. 1 Lakhs	2975700	52.305
(c)	Any other clearing members	0	0
	Sub - Total (B) (2)	3162900	55.596
	Total Public Shareholding= (B) (1)+ (B) (2)	3162900	55.596
	Total (A) + (B)	5689100	100.000
(C)	Shares held by Custodians and against which Depository receipts have been issued	0	0
	Grand Total (A)+(B)+(C)	5689100	100.000

Dematerialization of shares & liquidity :-

21,92,680 Shares have been dematerialized as on 31.03.2009.

Issue of GDR/ ADR, Convertible Warrants:

The Company has not issued any GDR/ ADR/ Convertible instruments as on 31st March, 2009.

14) Address for communication:-**M/s Mondkar Computers Pvt. Ltd.**

25, Shakil Niwas,
Mahakali Caves Road,
Opp. Satya Saibaba Temple,
Andheri(E)
Mumbai-400 093.
Contact person: Mr. Ravi Utekar

Rishabhdev Technocable Ltd.

Unit No.53,1st Floor,
Jagat Satguru Industrial Estate,
Vishveshwar Nagar Road,
Goregaon (East),
Mumbai- 400063.
Contact Person: Mr. Ranabir Sanyal

By Order of the Board of Directors
For **Rishabhdev Technocable Limited**

Sd/-

Sunil B. Golchha
Chairman & Managing Director

Date:03.09.2009
Place : Mumbai.



To,

The Board of Directors

Rishabhdev Technocable Limited

We, Sunil B. Golchha, Chairman & Managing Director and Mr. Deepak Ashani, Chief Financial Officer of Rishabhdev Technocable Limited to the best of our knowledge and belief certify that:

- a) We have reviewed the financial statements and the Cash Flow Statement of the Company for the year 2008-09:
 - These financial statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading.
 - These financial statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transaction entered into by the Company during the year which are fraudulent, illegal or violate of the Company's code of conduct.
- c) We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have disclosed to the Auditors and the Audit Committee:
 - Significant changes in internal control over financial reporting during the year.
 - Significant changes in accounting policies, if any during the year and that the same have been disclosed in notes to the financial statements; and
 - Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Sd/-

Sunil B. Golchha

Chairman & Managing Director

Sd/-

Deepak Ashani

Chief Financial Officer

Date: 28.7.2009

Place: Mumbai

DECLARATION BY THE CEO UNDER CLAUSE 49 (1) (D) OF THE LISTING AGREEMENT

To the Members of
Rishabhdev Technocable Limited

I, Sunil B. Golchha, Chairman & Managing Director of Rishabhdev Technocable Limited, to the best of my knowledge and belief, declare that all the members of the Board of Directors and Senior Management personnel have affirmed compliance with the code of conduct of the Company for the year ended March 31, 2009.

Sd/-

Sunil B. Golchha
Chairman & Managing Director

Date: 28.7.2009

Place: Mumbai

COMPLIANCE CERTIFICATE

To the Members of
Rishabhdev Technocable Limited

We have examined the compliance of conditions of Corporate Governance by Rishabhdev Technocable Limited, for the year ended on March 31, 2009, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

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

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

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

For **Bharat J. Rughani & Co.**
Chartered Accountants

Sd/-

Proprietor: Bharat J. Rughani
Membership No. 40543

Date: 28.7.2009

Place: Mumbai



MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

FORWARD- LOOKING STATEMENTS

This Report contains certain forward-looking statements. These forward-looking statements generally can be identified by words or phrases like “will”, “aim”, “believe”, “expect”, “will continue”, “anticipate”, “estimate”, “intend”, “plan”, “seek to”, “future”, “objective”, “project”, “should” and similar expressions or variations of such expressions, that are “forward looking statements”. Similarly, the statements that describe our objectives, plans or goals are also forward-looking statements. All forward looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results differ materially from those contemplated by the relevant statement.

Actual results may differ materially from those suggested by the forward looking statements due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the cable industry in India and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India and our overseas markets which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic and foreign laws, regulations and taxes and changes in competition in our industry. The following discussion is based on internally prepared statistical information and publicly available information.

OVERVIEW F.Y 2008-09

INDUSTRY STRUCTURE AND DEVELOPMENTS

CABLE INDUSTRY IN INDIA

Power and Telecom network spread across the country form the critical infrastructure backbone of India's economy. This infrastructure is undoubtedly dependent upon the manufacturers of power cables and manufacturers of telecom cables in the Indian cables industry.

As of today, the penetration levels of both power and telecom networks is rapidly increasing and so is the tele-density and per capita power consumption. This augurs well for the suppliers of power cables and suppliers of telecom cables.

Apart from the power cables and telecom cables, Indian cable manufacturers are producing technologically advanced specialty cables including instrumentation cables, process control cables, Low voltage electrical power cables, rubber cables, control cables, which are used by the space, oil, gas, petrochemicals, fertilizers, cement, steel, railways, medical, automotive, electronics and many other core sectors of the Indian economy.

The Indian Electrical cable industry is highly fragmented with large number of cable producers. Many of these companies are small-scale cable producers, the smallest of which are family-run operations which use the most basic production equipments. There has been very limited consolidation amongst the major players in the industry. The tendency of cable companies to grow organically, rather than by acquisition of competitors, means that no dominant groups have emerged in the industry.

Historically, the demand in the Electrical cable industry has been characterized by its cyclical pattern. The sector witnessed sustained market depression during the period 1998-2003 and since then the industry is on the upswing.

With infrastructure receiving priority attention from the Government of India, construction, power and telecom sectors are fast developing. This will give a boost to the wire and cable industries in the near future. Annual average growth of the Wire and Cable industry during 2002-05 was approximately 5.6%. In 2003-04, the non-SSI sector has reported production of 8.33 lacs kms, which was 7% higher than previous year.

In 2004-05 the non-SSI sector has reported production of 7.40 lacs core kms; which was 11% lower than the previous year. In 2005-06 the non-SSI sector have reported production of 8.86 lacs core kms, showing healthy growth of 19.65%. In 2006-07, the non-SSI sector have reported production of 8.17 lacs core kms. During the year 2007-08 (up to December 2007) the reported production was over 20.93 lacs core kms. (Source: Annual Reports of the Department of Industrial Policy & Promotion of the Ministry of Commerce & Industry for the years 2004-05, 2005-06, 2006-07 and 2007-08)

This growth pattern is likely to go on for next few years due to various favorable factors, such as Power Sector reforms, growth in other infrastructure sectors, high growth rate of Indian economy etc.

The wire and cable industry is de-licensed and eligible for automatic approval for Foreign Direct Investment up to 100 per cent of the equity capital employed. India exported wires and cables of value around Rs.1,520.7 crore in 2006-07 against import of around Rs. 1551.4 crore in the same period. (Source: Annual Reports of Department of Industrial Policy & Promotion of the Ministry of Commerce & Industry for the years 2007-08)

CHALLENGES, RISKS and CONCERNS

Financial Market Risks

We are exposed to financial market risks from changes in interest rates and inflation.

Interest Rate Risk – Our interest rate risk arises from short term and long-term borrowings. Borrowings obtained at variable rate expose us to cash flow interest rate risk. Many of our existing loan as well as loans which we propose to raise to fund our proposed capital expenditure would be linked to respective bank PLR, any rise in interest rates could have our bankers to push for a higher rate of interest on the loans.

Inflation Risk – We are affected by inflation as any rise in inflation may lead to increment in cost of raw materials, fuel & power cost, employee cost, etc.

Significant Economic Changes affecting our operations

Any major change in the policies of the government may have a significant impact on our operations.

Except the above, there are no significant economic changes that may materially affect or likely to affect income from continuing operations.

COMPANY OUTLOOK

The Company is operating with focused efforts on cost control, reduction in cycle time, improvement on operational efficiency and efficient Working Capital Management. Programs. This has helped the Company in controlling costs and also to be competitive. Timely delivery has reaffirmed the dependable image created by the Company in the market.

During the year Company's performance was reasonably good. The gross sales have increased from Rs. 3108.94 Lacs to Rs.4191.32 Lacs and net profit has been increased from Rs.301.34 Lacs to Rs. 335.73 Lacs.

INTERNAL CONTROLS

The Company has formulated certain policies to oversee the Internal Controls both from the business process and regulatory compliance point of view. The Company has also formulated a Corporate Policy on Internal Controls to provide a structured framework for identifying and rectifying Internal Control weaknesses as also monitoring and reporting the same to the Corporate Management. It details the specific responsibilities and tasks enjoined upon the employees in certain positions.

Apart from structured framework, the Company has well documented policies, procedures and authorisation guidelines commensurate with the level of responsibility and standard operating procedures specific to respective businesses.

The Company has appointed DMKH& CO as internal Auditors to review the Internal Systems and Controls of the organization.

FINANCIAL REVIEW

The following table sets forth certain information with respect to the results of operations of the Company as derived from our restated financial statements for the period indicated:

(Rs. In Lacs)

Particulars	For the period ending March 31,	
	2009	2008
Net sales	4191.32	3108.94
Other Income	24.03	23.26
Increase / (Decrease) in Stock	42.37	107.43
Total	4257.72	3239.63
Expenditure		
Raw Material consumed / Purchases	3698.87	2766.70
Employee Expenses	36.78	31.22
Manufacturing Expenses	38.04	32.40
Administration Expenses	59.93	41.24
Total	3833.62	2871.56



Particulars	For the period ending March 31,	
	2009	2008
Interest & Bank Charges	56.45	41.04
Earnings Before Depreciation, Tax and Amortization	367.65	327.03
Depreciation	31.92	25.68
Earnings Before Tax	335.73	301.35
Provision for Taxation	49.62	34.91
Net Profit after tax but before prior period adjustment	286.11	266.44
Less: Prior Period Adjustment	0.02	-
Net Profit After Tax and Extra Ordinary Items	286.09	266.44

Comparison of year ended March 31, 2009 with year ended March 31, 2008

Income

Sales – Our sales in fiscal 2009 were Rs. 4191.32 lacs as against Rs. 3108.94 lacs in fiscal 2008. In the fiscal 2009 the Company had initiated modernization of the existing facilities and had also started manufacturing power cables on a major level. As a result of modernization and expansion of existing facilities and execution of large orders the effect can be seen on the sales as they rose by about 34.82 %.

Other Income – Our other income increased from Rs.23.26 lacs in the fiscal 2008 to Rs. 24.03 lacs in the fiscal 2009. The increase was largely on account of income from sale of scrap.

Expenditure

Raw Material Expenses – In fiscal 2009 our raw material expenses / purchases amounted to Rs.3698.87 lacs, constituting 88.25 % of net sales while raw material expenses in 2008 was Rs. 2766.70 lacs , constituting 89 % of net sales.

Manufacturing Expenses – Our manufacturing expenses stood at Rs 38.04 lacs in fiscal 2009 i.e. 0.91 % of net sales as compared to Rs. 32.40 lacs in fiscal 2008, which represented. 1.04 % of net sales.

Administrative Expenses – The administrative expenses increased significantly from Rs. 41.24 lacs in fiscal 2008 to Rs. 59.93 lacs in fiscal 2009. As a percentage of net sales it increased from 1.33% in fiscal 2008 to 1.42 % in fiscal 2009.

Employee Expenses – The employee expenses increased from Rs.31.22 lacs in fiscal 2008 to Rs. 36.78 lacs in fiscal 2009. As a percentage of net sales it is declining from being 1 % of net sales in fiscal 2008 to 0.88 % of net sales in fiscal 2009.

Interest & Bank Charges – Interest expenses amounted to Rs.56.45 lacs in fiscal 2009 as compared Rs. 41.04 lacs in fiscal 2008, representing an increase of 37.55 %. The increase is on account of additional term loan and working capital loans borrowed from banks to fund the new fixed assets and additional working capital requirements. As a percentage of net sales the interest expenses increased from 1.32 % in 2008 to 1.35 % in 2009.

Depreciation – Depreciation amounted to Rs. 31.92 lacs in fiscal 2009 as compared to 25.68 lacs in fiscal 2008, representing an increase of 24.30 %. The increase is on account of additional fixed assets purchased during the period.

Provision for Taxation – The provision for tax for the fiscal 2009 was Rs.48.13 lacs and for FBT Rs. 1.47 lacs as compared to provision for tax of Rs.34.15 lacs and FBT of Rs. 0.77 lacs for the fiscal 2008.

Earnings before Interest, Depreciation, Tax and Amortization (EBIDTA) – We recorded an EBIDTA of Rs. 424.10 lacs in fiscal 2009 as against an EBIDTA of Rs. 368.80 lacs in fiscal 2008, with EBIDTA margin declined from 11.86% in fiscal 2008 to 10.12 % in fiscal 2009.

Net Profit after tax and prior period adjustment – Our Net Profit for the fiscal 2009 stood at 286.09 lacs as against Rs.266.44 lacs of for fiscal 2008.

Operating Activities

Cash flow from operating activities mainly depends on our operating profits and changes in net working capital. The following table summarizes our cash flows from operations for each of the years ended March 31st, 2009 and 2008.

Annual Report 2008 - 2009

(Rs. in Lacs)

Particulars	For the year ended March 31 st	
	2009	2008
Net Profit before tax and extraordinary items	335.73	301.35
Operating profit before working capital changes	423.54	374.11
Adjustment for changes in working capital	(301.99)	(544.07)
Cash Generated from operations	121.55	(169.96)
Direct Taxes Paid / Provisions Adjusted	49.64	34.91
Cash Flow before Extraordinary Items	71.91	(204.87)
Extraordinary Items	-	-
Net Cash from operating activities	71.91	(204.87)

Net cash generated from our operating activities in the fiscal 2009 was Rs. 71.91 lacs, reflecting a net profit before tax and extraordinary items of Rs. 335.73 lacs, depreciation & preliminary expenses write off of Rs. 31.81 lacs, loss on sale of fixed asset of Rs. 0 lacs, interest income of Rs.0.45 lacs and interest expense of Rs.56.45 lacs. Working capital adjustment included increase in trade & other receivables of Rs. 83.92 lacs, increase in inventories of Rs.123.75 lacs and decrease in trade and other payables of Rs.94.32 lacs. After adjusting for taxes and provision of Rs. 49.64 lacs, the net cash flow from operating activities was Rs. 71.91 lacs in the fiscal 2009.

Net cash generated from our operating activities in the fiscal 2008 was Rs. (204.87) lacs, reflecting a net profit before tax and extraordinary items of Rs. 301.35 lacs, depreciation & preliminary expenses write off of Rs. 26.41 lacs, loss on sale of fixed asset of Rs. 5.42 lacs, interest income of Rs.0.10 lacs and interest expense of Rs.41.04 lacs. Working capital adjustment included increase in trade & other receivables of Rs. 551.62 lacs, increase in inventories of Rs.227.83 lacs and increase in trade and other payables of Rs.235.38 lacs. After adjusting for taxes and provision of Rs. 34.91 lacs, the net cash flow from operating activities was Rs. (204.87) lacs in the fiscal 2008

Financing Activities

The following table summarizes our cash flows from financing activities for each of the years ended March 31, 2009 and 2008.

(Rs. in Lacs)

Particulars	For the year ended March 31 st	
	2009	2008
Proceeds from Call Money of Share Capital	721.00	187.05
Proceeds of Loans from Banks / Institutions	26.17	230.58
Proceeds / (Repayment) of Unsecured Loans	(360.90)	374.48
Dividend Paid (Including Tax)	-	(66.56)
Interest & Finance charges paid	(56.45)	(41.04)
Net Cash (used in) / from financing activities	329.82	684.51

Net cash flow from financing activities in the fiscal 2009 was Rs.329.82 lacs, primarily comprising of proceeds of call money on share capital to the tune of Rs.721.00 lacs, proceeds of loans from banks of Rs. 26.17 lacs, net repayment of unsecured loans was Rs. 360.90 lacs, offset by dividend payment of Rs.0 lacs and interest and finance charges of Rs.56.45 lacs, resulting in net cash from financing activities being Rs.329.82 lacs.

Net cash flow from financing activities in the fiscal 2008 was Rs.684.51 lacs, primarily comprising of proceeds of call money on share capital to the tune of Rs.187.05 lacs, proceeds of loans from banks of Rs. 230.58 lacs, net proceeds of unsecured loans from directors and others of Rs. 374.48 lacs, offset by dividend payment of Rs. 66.56 lacs and interest and finance charges of Rs.41.04 lacs, resulting in net cash from financing activities being Rs.684.51 lacs.

BUSINESS OVERVIEW

Over the years, we have expanded our product range and have added variety of cables in our product range like Industrial control cables, Hi- Tech- data cables, Process control instrument signal cables, Thermocouple extension and Compensating cables,



Computer application, Hi- Bit rate networking cables, Digital data communication cables, Specialty cables and Customized cables. With the objective of moving up the value chain we identified new opportunities and are now diversifying into Electrical Low Voltage Power cables on a major level. Pursuant to this objective we initiated a modernization cum expansion program in April, 2007. We now intend to set-up a separate manufacturing unit for control cables at Daman and a separate manufacturing unit for Electrical Low Voltage Power cables at Silvassa apart from expanding and modernizing manufacturing facilities at our existing unit at Daman.

At present, our Company manufactures cables up to 1.1 KV for various applications covering most segments of users industries. We cater to a wide spectrum of cable users in various industries like Power and Electrical Distributions and Transmission, Steel and Metal, Cement, Mines and Minerals , Petrochemicals and fertilizers, Paper Mills and Fine chemicals, Hydrocarbon Process Industries, Software Technology IT Park and infrastructure.

Our Company is a regular supplier to many large corporates and well known Public and Private Sector Undertakings. Our clients are from diverse industries and include names such as Tata Power Company Ltd., Kalpatru Power Transmission Ltd., Reliance Industries Ltd., Grasim Industries Ltd., Century Enka Ltd., National Thermal Power Corporation Ltd, Welspun Gujarat Stahl Rohren Ltd, Tata Steel Ltd., Siemens Ltd., Sanghi Industries Ltd., Adani Power Limited, Johnson Controls India Pvt. Ltd., Nova Petrochemicals Ltd., Bhabha Atomic Research Centre, Indian Navy and others.

Our Company is ISO 694:1990 and IS: 1554:1988 Part 1: 1988 certified by Bureau of Indian Standards.

Significant Developments after March 31, 2009

Allotment of 90,00,768 Equity Shares of Rs.10/- each for cash at Rs.33/- per share:

The Company with its Follow on Public Offer of 90,00,000 Equity Shares of Rs.10/- each at Price Band of Rs.29/- to Rs.33/-, which was open for subscription from June 4, 2009 till June 9, 2009 got overwhelming response and the Issue was oversubscribed by 7.25 times. On June 19, 2009 the Company pursuant to this offer allotted 90,00,768 Equity Shares of face value of Rs.10/- each at a premium of Rs.23/- per share.

Listing of Equity Shares at Bombay Stock Exchange Limited:

Our Company already listed at Pune+ Stock Exchange & Jaipur Stock Exchange got its Equity shares listed on BSE with effect from 29.6.2009.

Extent to which business is seasonal

The business of our Company is not seasonal in nature.

Significant dependence on a single or few suppliers or customers

Our Company sources raw materials from a number of suppliers and there is no such threat of excessive dependence on any single or few suppliers. Similarly our Company has customers spread all across domestically, so there is no such threat of dependence on any single or few customers.

HUMAN RESOURCE DEVELOPMENT

One of the 'Key' reasons for the exponential growth of Rishabhdev is undoubtedly its "People" Given the right environment and nurturing that is provided, time and time again seemingly "Ordinary" people surprise the Company as they deliver extraordinary results This has indeed been the cornerstone of "Rishabhdev's" resounding success. We are committed to ensure adequate safety for our workers. The workers are provided with suitable protective requirements.

CAUTIONARY STATEMENT:-

Statements mentioned in the Management Discussion Analysis about the Company's objectives, estimates, and expectations may be "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make difference to the Company's performance include economic conditions affecting demand/ supply and rice conditions in domestic market in which your Company operates, changes in Government regulations, tax laws, statutes and other incidental/related matters,

By Order of the Board of Directors
For **Rishabhdev Technocable Limited**

Sd/-

Sunil B. Golchha
Chairman & Managing Director

Date : 28.07.2009
Place : Mumbai.

AUDITORS REPORT

To,

The Members of
Rishabhdev Technocable Ltd

We have audited the attached Balance Sheet of Rishabhdev Technocable Ltd. as at 31st March 2009 and also Profit & Loss Account of the Company for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these statements based on our audit.

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

1. As required by the Companies (Auditor's Report) Order, 2003 as amended by the Companies (Auditor's Report) Order, (Amendment) 2004 issued by the Central Government of India in terms of Section (4A) of Section 227 of the companies Act, 1956, (herein after referred to as "The Act") and on the basis of such checks as we considered appropriate and according to the information & Explanation given to us during the Course of our audit we enclose in the annexure a statement on the matters specified in paragraph 4 and 5 of the said order to the extent Applicable to the Company.
2. Further to our comments in the Annexure referred to in paragraph No.1 above, we report that:
 - (a) We have obtained all the information and explanation, which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of the books.
 - (c) The Balance Sheet and Profit & Loss account and cash flow statement dealt with by this report are in agreement with books of account.
 - (d) In our opinion, the Profit & Loss accounts the Balance Sheet and cash flow statement of the company dealt with by this report comply with the accounting standards referred to in sub-section 3(c) of section 211 of the companies Act, 1956 to the extent applicable.
 - (e) On the basis of written representations received from the directors, as on 31st March 2009, and taken on record by the Board of Directors, we report that none of the director is disqualified as on 31st March 2009. from being appointed as director in terms of section 274(1) (g) of the companies Act 1956.
 - (f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts subject to notes thereon give a true & faire view in conformity with the accounting principles generally accepted in India: -
 - (i) In the case of Balance Sheet, of the state of affairs of the company as at 31st March, 2009 and
 - (ii) In the case of the Profit & Loss Account, of Profit for the year ended on that date.

For **Bharat J. Rughani & Co.**
Chartered Accountants

Sd/-

Proprietor: Bharat J Rughani

Membership No: 40543

Place: Mumbai

Date: 28.07.2009



ANNEXURE REFERED TO IN PARAGRAPH 1 OF AUDITORS' REPORT OF EVEN DATE ON THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2009 OF RISHABHDEV TECHNOCABLE LTD.

On the basis of such checks as were considered appropriate and according to the information and explanations given to us during the course of audit, we state that:

- I. In respect of Fixed Assets
 - (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - (b) According to the information and explanation given to us the management during the year has physically verified the fixed assets in a phased manner, which in our opinion is reasonable, having regard to the size the Company and nature of the assets. No material discrepancies were noticed on such verification.
 - (c) During the year the Company has not disposed off substantial part of fixed assets and the going concern status of the Company is not affected.
- II. In respect of Inventories
 - (a) The inventory has been physically verified by the management during the year. In our opinion the frequency of the verification is reasonable.
 - (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the Management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - (c) The Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material and have been properly dealt with in the books of accounts.
- III. In respect of Loans
 - (a) The Company has not taken any unsecured loans from the Company both listed in the register maintained under section 301 of the Act & under the same management as defined under Section 370 (1 B) of the Act.
 - (b) The Company has not granted loans to the companies listed in the register maintained under section 301 of the Act and under the same management as defined under section 370 (1 B) of the Act.
- IV. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to Purchases of Stores, Raw Materials including Components, Plant & Machinery, Equipment and other assets, and with regard to the sale of goods.
- V. In respect of transaction covered under section 301 of the Companies Act, 1956:
 - (a) According to the information and explanation given to us, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the Act have been so entered.
 - (b) In our opinion and according to the information and explanation given to us, the transaction of sale of goods made in pursuance of Contract or arrangement entered in the Register maintained u/s 301 of the Companies Act, 1956 as exceeding the value of Rs. 5, 00,000/- (Rupees Five Lacs only) or made in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at relevant time.
- VI. In our opinion and according to the information and explanation given to us, the Company has not accepted any deposits from public.
- VII. In our opinion, the Company has an internal audit system, commensurate with its size and nature of its business.
- VIII. The maintenance of cost records has not been prescribed by the Central Government under Section 209(1) (d) of the Companies Act, 1956.

- IX. In respect of Statutory Dues:
- (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Investor Education Protection Fund Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Custom Duty, Excise Duty, Cess and other material statutory dues applicable to it.
 - (b) According to the information and explanations given to us, no undisputed amounts payable in respect of Income Tax, Wealth Tax, Sales Tax, Customs Duty Excise Duty and Cess were outstanding as at March 31, 2009 for a period of more than six months from the date they became payable.
 - (c) According to the information and explanations given to us, there are no dues in respect of Income Tax, Wealth Tax, Sales Tax, Customs Duty Excise Duty and Cess on account of dispute.
- X. The Company has no accumulated losses. The company has not incurred any cash loss during the year covered by our audit and the immediately preceding financial year.
- XI. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to a financial institution bank or debenture holders.
- XII. In our opinion and information and explanations given to us the Company has not granted any loans on the basis of security by way of pledge of shares, debentures or other securities.
- XIII. In our opinion the Company is not a chit fund or a nidhi/mutual benefit fund/ society. Therefore the provisions of clause 4 (xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- XIV. In our opinion the company is not dealing in or trading in shares, securities, debentures or other investments. Therefore the provisions of clause 4 (xiv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- XV. The Company has not given any guarantee for loans taken by others from banks or financial institutions.
- XVI. In our opinion the term loans have been applied for the purpose for which they were raised.
- XVII. According to the information and explanations given to us and on an overall examination of Balance Sheet of the Company, we are of the opinion that no funds raised on short-term basis have been utilized for long term investment. No long-term funds have been used to finance to use short-term assets except permanent working capital.
- XVIII. The Company has not made any preferential allotment of shares during the year.
- XIX. The Company has not issued any debentures during the year.
- XX. The Company has not made any public issue during the year therefore the provisions of clause 4 (xx) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- XXI. According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

For **Bharat J. Rughani & Co.**
Chartered Accountants

Sd/-

Proprietor: Bharat J Rughani

Membership No: 40543

Place: Mumbai

Date: 28.07.2009



Balance Sheet as at 31st March, 2009

	Schedule No.	As At 31.3.2009 RS.	As At 31.3.2008 RS.
I. SOURCES OF FUNDS			
(1) Shareholders' Funds			
(a) Capital	"1"	128,991,000	56,891,000
(b) Reserves & Surplus	"2"	65,145,597	36,536,108
		<u>194,136,597</u>	<u>93,427,108</u>
(2) Loan Funds			
(a) Secured Loans	"3"	50,818,314	48,201,222
(b) Unsecured Loans	"4"	1,714,115	37,804,115
(3) Deferred Tax Liability		2,080,721	2,080,721
		<u>54,613,150</u>	<u>88,086,058</u>
TOTAL		<u>248,749,747</u>	<u>181,513,166</u>
II APPLICATION OF FUNDS			
(1) Fixed Assets	"5"		
(a) Gross Block		66,289,677	63,238,347
(b) Less : Depreciation		11,468,081	8,276,453
(c) Net Block		<u>54,821,596</u>	<u>54,961,894</u>
(2) Capital Work in Progress	"6"	55,632,193	17,088,330
(3) Investments			
(4) Current Assets, Loans & Advances			
(a) Inventories	"7"	60,886,714	48,512,273
(b) Sundry Debtors	"8"	89,427,491	84,278,983
(c) Cash & Bank Balances	"9"	943,809	2,322,321
(d) Loans & Advances	"10"	14,789,104	11,544,701
		<u>166,047,118</u>	<u>146,658,278</u>
Less : Current Liabilities & Provisions			
(a) Liabilities & Provisions	"11"	28,171,525	37,604,467
		<u>28,171,525</u>	<u>37,604,467</u>
Net Current Assets		<u>137,875,593</u>	<u>109,053,811</u>
(5) Miscellaneous Expenditure (To the extent not written off or adjusted)		420,366	409,131
(6) Profit & Loss Account		-	-
TOTAL		<u>248,749,747</u>	<u>181,513,166</u>

AS PER OUR REPORT OF EVEN DATE ATTACHED

For Bharat J. Rughani & Co.

Chartered Accountants

Sd/-

Proprietor

Member Ship No- 40543

For Rishabhdev Technocable Ltd.

Sd/-

Sunil B Golchha
Chairman and
Managing Director

Sd/-

Kamal Chand B Golchha
Wholetime Director

Sd/-

Ranbir Sanyal
Company Secretary

Place : Mumbai,

Date : 28.07.2009

Profit and Loss Account for the year ended 31st March 2009

	Schedule No.	As At 31.3.2009 RS.	As At 31.3.2008 RS.
INCOME			
Sales (manufacturing and others) (Net Excise Duties)		419,132,193	310,894,320
		-	-
		419,132,193	310,894,320
Other Income	"12"	2,403,868	2,326,482
Increase/ Decrease in Stock	"13"	4,236,582	10,742,417
TOTAL	(A)	425,772,643	323,963,219
EXPENDITURE			
Material Consumed	"14"	369,887,196	276,669,516
Manufacturing Expenses	"15"	3,803,653	3,240,108
Payment & Provision to employee	"16"	3,678,284	3,122,968
Administrative & Establishment Expenses	"17"	5,993,238	4,124,206
Financial Expenses	"18"	5,645,256	4,103,634
TOTAL	(B)	389,007,627	291,260,432
Profit before depreciation	(A - B)	36,765,016	32,702,787
Depreciation		3,191,628	2,568,122
Profit / (loss) before tax		33,573,388	30,134,665
Provision for tax		3,757,865	3,414,627
Income tax Expenses of previous years		1,055,145	-
Fringe Benefit Tax		147,982	76,645
Prior period Adjustment Account		2,907	
Interest on Income Tax		-	-
Deferred Tax Liability		-	-
Profit / (loss) after tax		28,609,489	26,643,393
Balance brought forward from previous year		36,236,108	11,781,107
Less : Adjustment for reversal of Dividend			(3,818,600)
Dividend distribution Tax			(648,971)
Interim dividend			5,689,100
Interim dividend distribution tax			966,863
Amount Available for Appropriation		64,845,597	36,236,108
Appropriation			
Transferred to General Reserve			
Balance Carried to Balance Sheet		64,845,597	36,236,108

AS PER OUR REPORT OF EVEN DATE ATTACHED

For Bharat J. Rughani & Co.

Chartered Accountants

Sd/-

Proprietor

Member Ship No- 40543

Sd/-

Sunil B Golchha
Chairman and
Managing Director

For Rishabhdev Technocable Ltd.

Sd/-

Kamal Chand B Golchha
Wholetime Director

Sd/-

Ranbir Sanyal
Company Secretary

Place : Mumbai,

Date : 28.07.2009



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2009

Particulars	2008-2009	2007-2008
(Rs. in Lacs)		
A. CASH FLOW FROM OPERATING ACTIVITIES:-		
Net Profit before Tax and Extraordinary items	335.73	301.35
Adjustments for:-		
Depreciation & Preliminary Exp. Written off	31.81	26.41
(Profit)/Loss on sale of Fixed Assets	-	5.42
Profit/Loss on sale of Investments /Other Assets	-	
Interest Income	(0.45)	(0.10)
Dividend Income	-	-
Interest Expense	56.45	41.04
Operating profit before working capital changes	423.54	374.11
Adjustments for changes in Working Capital:-		
Decrease / (Increase) in Trade and Other Receivables	(83.92)	(551.62)
Decrease / (Increase) in Inventories	(123.75)	(227.83)
Increase / (Decrease) in Trade & Other Payables	(94.32)	235.38
	(301.99)	(544.07)
CASH GENERATED FROM OPERATIONS	121.55	(169.96)
Direct Taxes paid / Provisions adjusted	49.64	34.91
CASH FLOW BEFORE EXTRAORDINARY ITEMS	71.91	(204.87)
Extraordinary items	-	-
NET CASH FROM OPERATING ACTIVITIES (A)	71.91	(204.87)
B. CASH FLOW FROM INVESTING ACTIVITIES:-		
Purchase Fixed assets	(415.96)	(461.79)
Proceeds from Sale of Investments	-	-
Proceeds from Sale of Fixed Assets	-	-
Interest received	0.45	0.10
Dividend Received	-	-
NET CASH (USED IN) /FROM INVESTING ACTIVITIES (B)	(415.51)	(461.69)
C. CASH FLOW FROM FINANCING ACTIVITIES:-		
Proceeds of call money on Share Capital	721.00	187.05
Proceeds of Loans from Banks	26.17	230.58
Proceeds / (Repayment) of Unsecured Loans	(360.90)	374.48
Dividend Paid (Including Tax thereon)	-	(66.56)
Interest & Finance Charges Paid	(56.45)	(41.04)
NET CASH (USED IN) /FROM FINANCING ACTIVITIES (C)	329.82	684.51
D. Net increase/(decrease) in cash & cash equivalents (A+B+C)	(13.78)	17.95
Cash and cash equivalents at the beginning of the year	23.22	5.27
Cash and cash equivalents at the end of the year	9.44	23.22
Net increase/(decrease) in cash & cash equivalents (D)	9.44	17.95

For Rishabhdev Technocable Ltd.

Sd/-	Sd/-	Sd/-
Sunil B Golchha	Kamal Chand B Golchha	Ranbir Sanyal
Chairman and Managing Director	Wholetime Director	Company Secretary

Place : Mumbai,
Date : 28.07.2009

Schedules forming part of the Balance Sheet and Profit and Loss Account as at 31st March, 2009

	As At 31.3.2009 RS.	As At 31.3.2008 RS.
SCHEDULE "1"		
SHARE CAPITAL		
Authorised :		
15000000 Equity Shares of Rs.10/-each	150,000,000	-
6100000 Equity shares of Rs.10/- each	-	61,000,000
	<u>150,000,000</u>	<u>61,000,000</u>
Issued, Subscribed and Paid - up :		
5689100 Equity Shares of Rs.10/- each (Fully Paid Up) (Previous Year 3195100 Equity Share)	56,891,000	56,891,000
Share Application money (From promoters)	72,100,000	-
Total	<u>128,991,000</u>	<u>56,891,000</u>
SCHEDULE "2"		
RESERVES AND SURPLUS		
Reserve		
General Reserve (As Per Last balance Sheet)	300,000	300,000
Transferred from Profit & Loss A/c	-	-
Surplus		
Profit & Loss Account	64,845,597	36,236,108
Total	<u>65,145,597</u>	<u>36,536,108</u>
SCHEDULE "3 "		
SECURED LOAN		
Loan form I.D.B.I Ltd (Term Loan)	14499572	11,348,004
Cash Credit Account With I.D.B.I Account I	33385468	35,180,293
Loan from ICICI Bank Ltd for Vehciles	1917818	333,925
Loan form I.D.B.I Ltd (for Car)	1015456	1,339,000
Total	<u>50,818,314</u>	<u>48,201,222</u>
Note:		
(a)	Due Within 12 months Rs.	
(b)	Term loan is Secured by hypothecation of Machinery & Equitable mortgage of Factory Building.	
(c)	Car Loan for car is secured by hypothecation of car.	
(d)	Cash credit limit is secured by hypothecation of raw material, semi finished goods,finnished goods, book debts, & other current assets.	
(e)	Loans are secured by Personal guarantee of directors.	
SCHEDULE "4"		
UNSECURED LOAN		
From Banks	304115	304,115
From Directors	1410000	37,500,000
Total	<u>1,714,115</u>	<u>37,804,115</u>



SCHEDULE "5"

FIXED ASSETS

PARTICULARS	GROSS BLOCK				DEPRECIATION			NET BLOCK	
	At Cost As 01.04.2008	Additions	Deductions	Cost as on 31.3.2008	Depreciation As on 01.04.2008	Depreciation during the year	Total Depreciation As on 31.03.2009	As on 31.03.2009	As on 31.03.2008
Land	731,009	-	-	731,009	-	-	-	731,009	731,009
Factory Building	9,467,433	-	-	9,467,433	1,061,682	316,212.26	1,377,894	8,089,539	8,405,751
Computer System	562,632	193,330	-	755,962	295,281	107,047.14	402,328	353,634	267,351
Furniture & Fixture	480,134	-	-	480,134	124,520	30,392.48	154,912	325,222	355,614
Plant & Machinery	42,087,911	235,847	-	42,323,758	5,135,639	2,009,521.72	7,145,161	35,178,597	36,952,272
Testing & Measuring Instruments	3,090,689	145,742	-	3,236,431	728,506	151,224.00	879,730	2,356,701	2,362,182
Office Equipments	827,030	46,000	-	873,030	174,762	41,217.50	215,980	657,051	652,268
Vehicles	2,802,510	2,430,410	-	5,232,920	667,935	429,500.59	1,097,436	4,135,484	2,134,575
New Corporate Office	3,189,000	-	-	3,189,000	88,128	106,512.60	194,641	2,994,359	3,100,872
Total :	63,238,348	3,051,329	-	66,289,677	8,276,453	3,191,628.29	11,468,081	54,821,596	54,961,894
Previous Year	33,898,228	31,456,051	2,115,932	63,238,347	5,708,331	2,568,122	8,276,453	54,961,894	

Schedules forming part of the Balance Sheet and Profit and Loss Account as at 31st March, 2009

SCHEDULE "6"

CAPITAL WORK IN PROGRESS	At Cost As 01.04.2008	Additions	Cost as on 31.3.2009
(1) Capital Work in Progress	2,370,184	7,230,245	9,600,429
(2) Capital Work in Progress (Factory Building)	8,061,126	1,069,858	9,130,984
(3) Capital Work in Progress (Machinery)	6,657,020	30,243,760	36,900,780
Total	<u>17,088,330</u>	<u>38,543,863</u>	<u>55,632,193</u>
		As At 31.3.2009 RS.	As At 31.3.2008 RS.

SCHEDULE "7"

INVENTORIES

Inventories (As Valued & Certified By Directors)

Raw Material	28,421,153	20,283,294
Finished Goods Valued at Market Cost or at Cost Whichever is Lower Method of Accounting FIFO)	16,131,272	11,368,328
Work - In - Process	15,720,153	15,840,908
Packing	614,136	1,019,743
Total	<u>60,886,714</u>	<u>48,512,273</u>

SCHEDULE "8"

SUNDRY DEBTORS (Unsecured Considered Good)

More Than Six Months	2,666,257	1,522,993
Other Receivable	86,761,234	82,755,990
Total	<u>89,427,491</u>	<u>84,278,983</u>

SCHEDULE "9"

CASH & BANK BALANCE

Cash on Hand (As Certified by Directors)	465,959	740,697
Balance with IDBI Bank	477,850	1,348,971
Fixed Deposit	-	232,653
Total	<u>943,809</u>	<u>2,322,321</u>



Schedules forming part of the Balance Sheet and Profit and Loss Account as at 31st March, 2009

	As At 31.3.2009 RS.	As At 31.3.2008 RS.
SCHEDULE "10"		
LOANS & ADVANCES		
(Advance Recoverable In Cash or Kind)		
Advances Recoverable in cash or Kind For value to be received	-	-
Prepaid Expense	212,745	102,085
Deposits	2,528,033	2,128,033
Other Deposits	3,287,923	6,121,047
others advance for public issue	8,760,403	3,193,536
Total	14,789,104	11,544,701
SCHEDULE "11"		
CURRENT LIABILITIES & PROVISIONS		
Current Liabilities		
Creditors For Goods & Trade	20,557,486	27,623,532
Creditors For Expenses	2,004,391	1,501,878
Other Liabilities		
Advance From Customer	177,112	2,354,375
Central Excise	-	-
Provisions		
Provision for Taxation (Asst year 2009-10)	3,757,865	3,414,627
Dividend Distribution Tax	966,863	
Fringe Benefit Tax	125,982	76,645
CST payable	6,251	-
TDS Payable	543,857	317,827
Unclaimed Dividend	81,430	1,348,720
VAT Payable	917,151	
Total	28,171,525	37,604,467
SCHEDULE "12"		
OTHER INCOME		
Miscellaneous Income	2,359,166	2,272,058
Octroi Charges		44,420
Labour Charges		-
Profit on Sale of Machine		-
Loss on Sale of Shares		-
Interest on FD	44,702	10,004
	2,403,868	2,326,482
SCHEDULE "13"		
INCREASE/DECREASE IN STOCK		
Stock at Commencement		
Finished Goods	11,368,328	7,931,924
Work in Progress , Packing material & Recoverable Wastage	16,860,651	9,554,638
	28,228,979	17,486,562
Stock At Close		
Finished Goods	16,131,272	11,368,328
Work in Progress , Packing material & Recoverable Wastage	16,334,289	16,860,651
	32,465,561	28,228,979
Increase / Decrease in Stock	4,236,582	10,742,417

Schedules forming part of the Balance Sheet and Profit and Loss Account as at 31st March, 2009

	As at 31.3.2009 Rs.	As at 31.3.2008 Rs.
SCHEDULE "14"		
MATERIALS CONSUMED		
Opening Stock	20,283,294	8,242,721
Add : Purchases (Raw Material & Packing Material)	378,025,055	288,710,089
	<u>398,308,349</u>	<u>296,952,810</u>
Less : Closing Stock	28,421,153	20,283,294
TOTAL	<u>369,887,196</u>	<u>276,669,516</u>
SCHEDULE "15"		
MANUFACTURING EXPENSES		
Electricity Expenses	1,026,035	828,298
Freight, Transportation & Forwarding Charges	1,050,307	1,099,843
Packaging & Forwarding Charges	291,473	197,551
Labour & Factory Expenses	1,030,255	947,882
Stores & Repairs & Maintenance	399,008	114,631
Insurance Expenses	6,575	51,903
	<u>3,803,653</u>	<u>3,240,108</u>
SCHEDULE "16"		
PAYMENT & PROVISION TO STAFF		
Salaries & Other Employee Benefits	3,502,004	3,007,476
Staff Welfare	176,280	115,492
	<u>3,678,284</u>	<u>3,122,968</u>
SCHEDULE "17"		
ADMINISTRATIVE & ESTABLISHMENT EXPENSES		
Service Tax Expenses	16,369	
VAT Expenses	346,923	-
Listing Fees	82,436	98,995
Inspection charges	-	10,500
Testing Calibration charges	17,948	29,763
Legal & Professional Charges	462,948	212,600
Payment to Auditors		
Audit Fees	245,450.00	72,000
Tax Audit	-	33,000
	245,450	



Schedules forming part of the Balance Sheet and Profit and Loss Account as at 31st March, 2009

	As At 31.3.2009 Rs.	As At 31.3.2008 Rs.
SCHEDULE "17" (contd.....)		
Registrar and Transfer Fees	51,152	18,154
Key man Insurance of Promoters	-	211,090
Electricity Charges	80,963	83,828
Telephone & Telex	206,672	152,156
Postage & Telegram	27,647	72,190
Printing & Stationery	478,019	841,883
Office Expenses	335,717	135,929
Transporting Expenses	-	11,705
Sundry Expenses	-	88,253
Sales Promotion Expenses	227,747	23,186
Conveyance & Travelling Expenses	234,199	148,683
Entertainment Expenses	93,025	348,116
Donation & Gifts	7,650	8,980
Motor Car Expenses	369,433	311,488
Preliminary Expenses Written Off	72,806	
Sundry Balance w/off	514,533	123,152
Loss on sale of Corlla Car	-	271,546
Loss on sale of Innova Car	-	270,285
Other expenses	2,194,407	473,918
TOTAL	<u>5,993,238</u>	<u>4,124,206</u>
SCHEDULE "18"		
FINANCIAL EXPENSES		
Interest to Bank	5,138,979	3,890,667
Interest others	184,103	75,025
Bank charges	322,174	137,942
	<u>5,645,256</u>	<u>4,103,634</u>

**Schedules forming part of the Balance Sheet and Profit and Loss Account
as at 31st March, 2009,**

SCHEDULE - 19

1 Critical Accounting Policies

The financial statements of the company are prepared under the historical cost convention on an accrual basis and in accordance with the applicable mandatory accounting standards and other provisions of the Companies Act. Our significant accounting policies include:

Basis of Accounting

- a) Financial statements have been prepared under the historical cost convention in accordance with the generally accepted accounting principles and the provisions of the Companies Act, 1956.

The Company follows the accrual system of accounting on a going concern basis.

- 2 B) The Company follows the accrual system of accounting on a going concern basis

Fixed Assets and Capital Work in Progress

- (a) Fixed assets are stated at cost of acquisition or construction. All cost relating to the acquisition and installation of fixed assets are capitalised and includes borrowing cost directly attributable to construction or acquisition of fixed assets up to the date of asset put to use.

- (b) The Pre-operative expenditure on project & cost of trial run expenditure are capitalized on direct cost basis

- (c) Fixed Assets are stated at cost of acquisition less depreciation.

3 Depreciation

The company is providing depreciation on depreciable fixed assets at the rates provided on Straight Line Method basis at the rates provided by the schedule XIV of The Companies Act, 1956 from the date of actual put to use i.e. on pro-rata basis.

Revenue Recognition Sales are accounted for on dispatch of goods to the customers and are exclusive of the Excise, sales return, and vat.

4 Inventories

- (a) Inventories of Raw materials and stores/spares & consumables etc. are valued at cost determined on FIFO basis. Finished goods and process stock include cost of conversion and other cost incurred in bringing the inventories to their present location and condition.

- (b) Stock in Work-in-progress is valued at estimated cost.

- (c) Inventory of finished good is valued at cost or realizable value whichever is lower.

- (d) Stock of scrap and wastes are valued at net realizable price.

Retirement Benefits

Liabilities in respect of bonus, gratuity, retirement benefit & leave encashment is being accounted for on cash basis.

Borrowing Cost

Borrowing costs directly attributable to the acquisition and construction of qualifying fixed assets are capitalized as part of the cost of the assets, up to the date the asset is put to use. Other borrowing costs are charged to the Profit and Loss Account in the year in which they are incurred.

- 5 **Preliminary Expenditure** Preliminary Expenditure is apportioned in ten equal installments, commencing from the year in which the expenditure has been incurred.

Taxes on Income & FBT Current tax is determined as the amount of tax payable in respect of taxable income for the year and provided at the end of the year as per the prevailing provisions of the Income-tax Act, 1961. Deferred tax liabilities and assets are recognized at substantively enacted tax rates, subject to consideration of prudence, on timing differences, being the difference between taxable incomes and accounting income that originates in one period and are capable of reversal in one or more subsequent periods. Fringe Benefit Tax (FBT) is accounted for on the estimated value of fringe benefits for the period as per the related provision of the Income Tax Act, 1961. The company is eligible for exemption u/s 80 IB since year 1999-2000.



6 Contingent Liability

Contingent Liability are determined on the basis of available information and explanation and are disclosed by way of note to the accounts. Provision is made in the accounts in respect of those contingencies which are likely to materialize into liabilities after the year end, till the finalization of accounts and have material effect on the position stated in the balance sheet.

All liabilities have been provided for in the accounts except liabilities of a contingent nature, which have been disclosed at their estimated valuing the notes to the accounts.

SCHEDULE - 20

NOTES TO THE ACCOUNTS

- 1 In the opinion of the Board the Current assets and loans and advances are approximately of the value stated, if realised in the ordinary course of the business.
The provision for all known liabilities is adequate and not in excess of the amount reasonably necessary.
- 2 No provision is made for gratuity as the provision of payment of Gratuity Act, 1972 is not applicable during the year.
- 3 On behalf of the company the Company's bankers havenot given guarantees to third parties (Previous year & Current year Nil.
- 4 There was no employees who were in receipts of remuneration of Rs. 1200000/- or above per annum (employed throughout the year) or Rs. 100000/- per month (employed for part of the year)
- 5 No provision has been made for liability in respect of excise duty on stock held in the factory for Rs.7931924 (Previous year Rs.6291521/-) as the same will be made on clearance at the time such duty is payable.
- 6 Disclosure of Earning per share (EPS) computation as per Accounting Standard-20 of the Institute of Chartered Accountants of India :

	2008-09	2007-08
Profit available for Equity Shareholdes	28609489	26,643,393
Average No of Equity shares outstanding (Fully Paid) Nos.	5689100	5,689,100
Average No of Equity shares outstanding (Partly Paid) Nos.		
Nominal value per Equity Share	10	10
weight e.p.s	5.02	5.58

- | | | |
|---|------------------|-----|
| 7 Claim Against the Company not acknowledged as debts | Nil | Nil |
| 8 Amount of Capital Contracts to be executed | 547.13 (In Lacs) | Nil |
| 9 Other money for which the Company is cintingently liable in respect of bill discounting with bank | Nil | Nil |
| 10 Value of Export | Nil | Nil |
| 11 Expenditure in foreign Currency | Nil | Nil |
| 12 Earning in foreign Currency | Nil | Nil |
| 14 VALUE OF RAW MATERIAL CONSUMED : | | |

	2008-2009		2007-2008	
	Value	%	Value	%
Copper & Aluminium & PVC	325,937,569	89.46	242320602	88.84
Additives	38,401,319	10.54	30440093	11.16
	<u>364,338,888</u>	<u>100</u>	<u>272760695</u>	<u>100.00</u>

15. a) LICENSED AND INSTALLED CAPACITIES AND PRODUCTION :

Class of goods	Unit	Licensed & Installed capacity	Production
Cable	Mtr	N. A.	5413222

b) TURNOVER, CLOSING AND OPENING STOCK :

Turnover (Manufactured) :

Class of goods	Unit	Quantity		Value	
		2008-2009	2007-08	2008-2009	2007-08
Cable	Mtr	5322313	3947461	419132193	310894320
		<u>5322313</u>	<u>3947461</u>	<u>419132193</u>	<u>310894320</u>

c) STOCK OF FINISHED GOODS (MANUFACTURED)

Class of goods	Unit	Quantity		Value	
		2008-2009	2007-08	2008-2009	2007-08
Cable	Mtr	90909	58751	16131272	11368328
		<u>90909</u>	<u>58751</u>	<u>16131272</u>	<u>11368328</u>

d) STOCK OF RAW MATERIAL

	Unit	Quantity		Value	
		2008-2009	2007-08	2008-2009	2007-08
Opening Stock	KGS	112107	80656	20283294	8242721
Closing Stock	KGS	<u>149923</u>	<u>112107</u>	<u>28421153</u>	<u>20283294</u>

e) RAW MATERIAL CONSUMED

Class of goods	Unit	Quantity		Value	
		2008-2009	2007-08	2008-2009	2007-08
Copper & Aluminium & PVC	Kgs	3149523	2340544	325,937,569	242320602
Additives	Kgs	1432493	1143944	38,401,319	30440093
		<u>4582016</u>	<u>3484488</u>	<u>364338888</u>	<u>272760695</u>



16 Related Party Disclosures

ANNEXURE-XVI

Disclosures of transactions with related parties:

Relationships	Name of the Party
Subsidiary Company	Komet Wire Industries Private Limited (Amalgamated with Rishabhdev Technocables Limited in the FY 2004-05 vide high court order dated : 07/10/2005)
Key Managerial Personnel	Mr.Bhanwar Lal Golchha Mr.Kamal Golchha Mr.Sunil Golchha
Relatives of Key Managerial Personnel	Mrs.Kiran Devi Golchha Mrs.Aruna Sathia Mrs.Santosh Anchalia Mrs. Pushpa Golchha Mrs. Shanti S Golchha Mrs Kanta Daga Mrs Jyoti Daga Miss Shanti K Golchha Miss Pinky Golchha Mr.Santosh Singhi Mr Dheeraj Singhi Mr. Revatmal Baradia Mr.Dheeraj Barasia Mr. Hans Raj Baradia
Other Related Parties	NIL

(Rupees in Lacs)

Details	Details	Subsidiary	Key Management Personal & Relatives	Other Related Parties	Total
Transactions as at 31st March 2009					
	Managerial Remuneration		3.51	-	3.51
	Unsecured Loan from Kamal Golchha		3.15		3.15
	Unsecured Loan from Sunil Golchha		10.95		10.95
Outstanding Balance as on 31.03.2009		-	14.10	-	14.10
Transactions for the year ended 31st March, 2008					
	Interim Dividends paid		15.28		15.28
	Managerial Remuneration		3.51	-	3.51
	Unsecured Loan from Kamal Golchha		175.00		175.00
	Unsecured Loan from Sunil Golchha		200.00		200.00
Outstanding Balance as on 31.03.2008		-	375.00	-	375.00

AS PER OUR REPORT OF EVEN DATE ATTACHED

For Bharat J. Rughani & Co.

Chartered Accountants

Sd/-

Proprietor

Member Ship No- 40543

Sd/-

Sunil B Golchha
Chairman and
Managing Director

For Rishabhdev Technocable Ltd.

Sd/-

Kamal Chand B Golchha
Wholetime Director

Sd/-

Ranbir Sanyal
Company Secretary

Place : Mumbai,

Date : 28.07.2009

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

(As Per part IV of schedule VI to the Companies Act, 1956)

1 Registration Details :

Registration No.	:	11-83244 of 1994
State Code	:	11
Balance Sheet	:	As At 31.03.2009

2 Capital Raised During the Year**(Rs In Lacs)**

Public Issue		Nil
Right Issue		Nil
Bonus Issue		Nil
Private Placement		Nil

3 Position of Mobiliation & Deployment of Fund

Total Liabilities		2487.49
Total Assets		2487.49
Source of Fund		
Paid up Capital		1289.91
Reserves & Surplus		651.45
Loans Fund		546.13
Application of Fund		
Net Fixed Assets		1104.54
Investments		-
Net Current Assets		1378.75
Mics Exp.		4.20

4 Performance of Company

Turnover		4191.32
Total Expenditure		3855.59
Profit Before Tax		335.73
Profit After Tax		286.09
Earning Per Share (In Rs.)		5.02
Dividend Rate		

5 Generic Names of Principal Products**(As per Monetary terms)**

Item Code	:	NIL
Product Description	:	Cable & PVC Compound

AS PER OUR REPORT OF EVEN DATE ATTACHED

For Bharat J. Rughani & Co.

Chartered Accountants

Sd/-

Proprietor

Member Ship No- 40543

Sd/-

Sunil B Golchha
Chairman and
Managing Director

For Rishabhdev Technocable Ltd.

Sd/-

Kamal Chand B Golchha
Wholetime Director

Sd/-

Ranbir Sanyal
Company Secretary

Place : Mumbai,

Date : 28.07.2009



NOTES



ATTENDANCE SLIP

RISHABHDEV TECHNOCABLE LIMITED

(Unit No.53, 1st Floor, Jagat Satguru Industrial Estate, Vishveshwar Nagar Road, Goregaon (East), Mumbai-400 063.)

(Please fill the attendance slip and hand it over at the entrance of meeting venue. Joint shareholders may obtain additional attendance slip on request.)

Ref. Folio

DP ID* _____

No. of shares held

Client ID _____

Name and Address of Shareholder: _____

I / We hereby record my / our presence at the Annual General Meeting of Rishabhdev Technocable Limited held on 29th September, 2009 at 10.00 a.m. at 9, RNP House, Azad Road, Gundavali, Andheri (East), Mumbai- 400 069.

Signature of Shareholder / Proxy

* Applicable for Shareholders holding shares in Electronic form.



FORM OF PROXY

RISHABHDEV TECHNOCABLE LIMITED

(Unit No.53, 1st Floor, Jagat Satguru Industrial Estate, Vishveshwar Nagar Road, Goregaon (East), Mumbai-400 063.)

Ref. Folio

DP ID* _____

No. of shares held

Client ID _____

Name(s) of the Shareholder in full _____

I/ We _____ of _____ in the district of _____ being a member/ members of the above-named company hereby appoint _____ of _____ in the district of _____ or failing him _____ of _____

_____ in the district of _____ as my/our proxy to vote for me / us on my/our behalf at the Fifteenth Annual General Meeting of the Company held on 29th September, 2009 at 10.00 a.m. at 9, RNP House, Azad Road, Gundavali, Andheri (East), Mumbai- 400 069 and at any adjournment thereof.

Signed this _____ day of _____ 20____.

Please affix
15 paise
Revenue
Stamp here.

Note:

- 1) The proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the Regd. Office of the Company not less than 48 hours before the time for holding aforesaid Extra-Ordinary General Meeting. Proxy need not be a member of the Company.
- 2) Members holding shares under more than 1 Folio may use photocopy of the Proxy Form for other Folios.
- 3) Company shall provide additional Proxy Forms on request.

BOOK - POST

If undelivered, please return to:

Mondkar Computers Private Limited

25, Shakil Niwas, Opposite Satya Sai Baba Temple,
Mahakali Caves Road, Andheri (East), Mumbai 400 093.