

INLAND PRINTERS LIMITED

**ANNUAL REPORT
2013 - 14**

BOARD OF DIRECTORS

Mr. Gopalkrishnan Raman	Chairman cum Managing Director & Compliance Officer
Mr. Jitendra Chavda	Director (Non Executive)
Mr. Melwyn Fernandes	Director (Non Executive Independent Director)
Mr. Ashok Bansal	Director (Non Executive Independent Director)
Mr. Kapil Gupta	Director (Non Executive Director)

AUDITORS

V. K. Beswal & Associates
Chartered Accountants
408/410, Rewa Chambers
31, New Marne Lines
Mumbai 400 020

REGISTERED OFFICE

800, Sangita Ellipse,
Sahakar Road,
Vile Parle (East),
Mumbai 400057

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DIRECTORS' REPORT TO THE SHAREHOLDERS

To,
The Members,

Your Directors have great pleasure in presenting the 34th Annual Report along with the Audited Balance Sheet and Profit And Loss Account, for the year ended 31st March, 2014.

1. **FINANCIAL RESULTS**

The financial Results are briefly indicated below: (Amount in Rs.)

PARTICULARS	YEAR ENDED	
	2013-2014	2012-2013
Total Income	NIL	67,76,154
Total Expenditure	2,58,920	14,19,211
Profit/(Loss) before Taxation	(2,58,920)	53,56,943
Profit/(Loss) after Taxation	(2,58,920)	53,57,143
Profit/(Loss) Brought Forward	(18,13,46,477)	(18,67,03,621)
Balance carried to Balance Sheet	(18,16,05,397)	(18,13,46,477)

2. **REVIEW OF OPERATIONS**

The Company has incurred a Loss of Rs. 2,58,920/- during the year as compared to the Profit of previous year of Rs. 53,57,143/- .

3. **DIVIDEND**

In view of the Accumulated Loss as stated above, the Board of Directors regrets its inability to recommended payment of any dividend for the year under review.

4. **DEPOSITS**

The company has not accepted any deposits from the Public and as such, no amount of principal or interest on fixed deposit was outstanding as on the Balance sheet date.

5. **PARTICULARS OF EMPLOYEES**

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

6. **DIRECTORS**

Mr. Gopalkrishnan Raman is retiring by rotation in terms of provisions of the Companies Act, 1956 and is eligible for re-appointment. The resolution for his appointment as Director is placed before you in the Annual General Meeting. Pursuant to the provisions of Clause 49 of the Listing Agreement brief particulars of the director are provided as an annexure to the notice.

Mr. Jitendra Chavda, Mr. Melwyn Fernandes, Mr. Ashok Bansal and Mr. Kapil Gupta appointed as Directors of the Company in Annual General Meeting held on 30th September, 2013 who were appointed as an additional director's during the year.

Mr. Kapil Gupta was appointed as Additional Director designated as Non Executive Promoter Director, on 14th August, 2013.

Mrs. Shanti Gopalkrishnan resigned as Non Executive Director on 7th January, 2014.

Mrs. Shanti Gopalkrishnan resigned as Compliance Officer and in her place Mr. Gopalkrishnan Raman was appointed as a Compliance Officer on 7th January, 2014.

Mrs. Indumati Raman resigned as Non Executive Director on 7th January, 2014.

The board places on record its appreciation and gratitude for services rendered by Mrs. Shanti Gopalkrishnan and Mrs. Indumati Raman.

7. SUBSIDIARIES:

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

8. DIRECTOR'S RESPONSIBILITY STATEMENT

The Board of Directors hereby confirms:

- a) That in the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanations relating to material departures made from the same
- 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 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
- c) That the Directors have taken proper and sufficient care for the maintenances of adequate accounting records in accordance with the provision of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) That the Directors have prepared the Annual accounts on a going concern basis.

9. CONSERVATION OF ENERGY & TECHNOLOGY ABSORBTION

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

10. FOREIGN EXCHANGE EARNINGS AND OUTGO.

During the year under review, there were no Foreign Exchange transactions.

11. AUDITORS

M/s V.K. Beswal & Associates, Chartered Accountants, have been the statutory auditors of the Company; however, a communique has been received from them expressing their inability to continue as Auditors of the Company for the FY 2014-15. It is therefore proposed that M/s K.K. Khadaria & Co., Chartered Accountants be appointed as statutory auditors of the Company till the conclusion of the 39th Annual General Meeting subject to ratifications by the members of the Company at every Annual General Meeting.

12. AUDITORS REPORT:

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

13. COMMITTEES OF THE BOARD

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

Mrs. Shanti Gopalkrishnan resigned as an Non Executive Directors on 7th January, 2014 and therefore seized to be a member of the Shareholder / Investor Grievance committee and in her place Mr. Gopalkrishnan Raman has been appointed as member of the committee.

14. CORPORATE GOVERNANCE REPORT

The Company has obtained a certificate on Corporate Governance Report from Mr. Sanjay Shringarpure, Partner PRS Associates, Company Secretaries which is annexed hereto.

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

15. ACKNOWLEDGEMENTS

Your Directors sincerely thank the shareholders for the confidence reposed by them in the company and for the continued support and co-operation extended by them.

By Order Of the Board

For Inland Printers Limited

Sd/-

Chairman

Date: 25/08/2014

Place: Mumbai

CORPORATE GOVERNANCE REPORT

A report for the financial year ended 31st March, 2014 on the compliance by the Company with the Corporate Governance requirements under Clause 49 of the Listing Agreement is furnished below:

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance is the combination of voluntary practices and compliance with laws and regulations leading to effective control and management of the organization. Good Corporate Governance leads to long term shareholder value and enhances interest of other stakeholders. It brings into focus the fiduciary and the trusteeship role of the Board to align and direct the actions of the organization towards creating wealth and shareholder value.

2. BOARD OF DIRECTORS

The Board of the Company comprises of 5 (Five) Directors, out of which 2 (Two) Directors are Non Executive promoter Directors and 3 (Three) are Independent Non Executive Directors of the Company. None of Directors has pecuniary or Business relationship with the Company. No Director of the Company is either member in more than 10 (Ten) committees and/or Chairman of more than 5 (Five) committees across all Companies in which he is Director.

During the year, in total 5 (Five) Board Meetings were held. The time gap between the two meetings was not more than 4 months. All the information required to be furnished to the Board was made available to them along with detailed Agenda notes. The dates on which the Board Meetings were held are as follows: 30th May, 2013, 14th August, 2013, 14th November, 2013, 07th January, 2014, and 14th February, 2014.

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

Name of Directors	No of Meeting		Attended last AGM	No. Of Other Directorship held ¹	Companies Committee Position Held	
	Held	Attended				
Mr. Gopalkrishnan Raman	5	5	Yes	0	0	0
Mr. Kapil Gupta	5	5	Yes	0	0	0
Mrs. Shanti Gopalkrishnan [#]	3	3	Yes	0	0	0
Mrs. Indumati Raman ^{\$}	3	0	No	0	0	0
Mr. Jitendra Chavda	5	4	Yes	0	0	0
Mr. Melwyn Fernandes	5	3	Yes	0	0	0
Mr. Ashok Bansal	5	5	Yes	0	0	0

[#]Mrs. Shanti Gopalkrishnan resigned as Non Executive Director on 7th January, 2014

^{\$}Mrs. Shanti Gopalkrishnan resigned as Compliance Officer and Mr. Gopalkrishnan Raman were

appointed as Compliance Officer on 7th January, 2014.

\$Mrs. Indumati Raman resigned as Non Executive Director on 7th January, 2014.

None of the Directors is paid any remuneration as defined under the provisions of Companies Act, 1956.

COMMITTEES OF THE BOARD

A. Audit Committee

The Audit Committee comprises of the following Directors:

Mr. Jitendra Chavda	Chairman
Mr. Ashok Bansal	Member
Mr. Gopalkrishnan Raman	Member

During the year, 5 (Five) Audit Committee Meetings were held on 30th April, 2013, 30th May, 2013, 14th August, 2013, 09th November, 2013 and 14th February, 2014

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

Name of Member	Designation	No. of Meetings		Sitting fees paid
		Held	Attended	
Mr. Jitendra Chavda	Chairman	5	5	Nil
Mr. Ashok Bansal	Member	5	5	Nil
Mr. Gopalkrishnan Raman	Member	5	4	Nil

B. Shareholders'/ Investors' Grievance Committee

The Shareholders'/Investors' Grievance Committee comprises of 3 (Three) Members, majority of whom are Non Executive Directors. As required by clause 49 of Listing Agreement, the Chairman of the Shareholder/ Committee is Independent, Non Executive Director.

During the year, 7 (Seven) Shareholders'/Investors' Grievance Committee Meetings were held on 20th April, 2013, 22nd April, 2013, 21st May, 2013 30th July, 2013 08th August, 2013 07th October, 2013 18th December, 2013. The composition of the Shareholders'/Investors' Grievance Committee is as under:

Name of Member	Designation	No. of Meetings		Sitting fees paid
		Held	Attended	
Mr. Jitendra Chavda	Member	7	7	Nil
Mr. Ashok Bansal	Chairman	7	7	Nil
Mrs. Shanti Gopalkrishnan \$	Member	7	7	Nil
Mr.Gopalkrishnan Raman \$	Member	--	--	Nil

\$Mrs. Shanti Gopalkrishnan resigned as an Non Executive Directors on 7th January, 2014 and therefore seized to be a member of the committee and in her place Mr. Gopalkrishnan Raman has been appointed as member of the committee.

C. Remuneration Committee

Remuneration committee comprises of 2 (Two) Members both of whom are Non Executive Independent Directors the Composition as on 31st March, 2014 is as under:

Name of Member	Designation	Sitting fees paid
Mr. Jitendra Chavda	Chairman	Nil
Mr. Ashok Bansal	Member	Nil

Brief description of Terms of Reference

To determine and recommend to the Board the Remuneration including Commission, perquisites

and allowances payable to the Whole Time Directors of the Company on overall performance of the Company during the Financial year of the Company and in consonance with the existing industrial practises of the Company.

During the year under review the company has not paid any remuneration and sitting fees to any of the Directors of the Company in view of the losses incurred by the company.

D. General Body Meetings

Year	Location	Date	Time	No. of Special resolutions passed in the AGM
2010 - 11	Registered Office of the Company	28-02-2012	11.00 AM	Nil
2011 - 12	105, Srishti Plaza, Saki Vihar Road, Powai, Mumbai 400 072	29-09-2012	11.00 AM	Nil
2012 - 13	800, Sangita Ellipse, Sahakar Road, Vile Parle (E), Mumbai- 400 057	30-09-2013	10.00 AM	Nil

DISCLOSURES

During the year there were no transactions with the Managing Director or Directors or their relatives that had potential conflict with the interest of the Company.

SEBI vide its order dated April 30, 2014 imposed a penalty of Rs. 5,00,000/- for non compliance of filing of disclosures pursuant to Regulation 8(3) of SEBI (SAST) Regulation, 1997. The Company has preferred an appeal against the order of the SEBI which is pending before the Securities Appellate Tribunal (SAT) for disposal.

CODE OF CONDUCT

The company has complied with the Code of Conduct for Directors and Senior Management approved by the Board. The Code of Conduct is made available on the website of your company.

CEO/CFO CERTIFICATION

Mr. Gopalkrishnan Raman, Managing Director who is entrusted with the Finance functions also has issued necessary certificate pursuant to the clause 49 of the Listing Agreement and same is attached forms part of the Annual Report.

MEANS OF COMMUNICATION

The quarterly, half yearly and annual results are published in two news papers. Management discussion and analysis forms part of the Annual Report.

GENERAL SHAREHOLDING INFORMATION

Annual General Meeting

Date and Time: Tuesday, 30th September, 2014 at 10.00 a.m.

Venue: 800, Sangita Ellipse, Sahakar Road, Vile Parle (East), Mumbai 400057.

Financial Calendar 2014-15

The Company follows April- March as the Financial Year. The results of every quarter are declared in the month following the quarter:

Quarter Ended	Expected Date
30 th June, 2014	14 th August, 2014
30 th September, 2014	14 th November, 2014
31 st December, 2014	14 th February, 2015
31 st March, 2015	30 th May, 2015

AGM for year ended 31st March 2015: By 30th September, 2015

Code of Insider Trading

The Company has adopted and implemented a Code of Conduct to SEBI (Prohibition of Insider Trading Regulations, 1992). The code lays down the guidelines, which include procedures to be followed and disclosures to be made by the insiders while dealing with the shares of the Company.

Date of Book Closure: 26th September, 2014 to 30th September, 2014 (Both days inclusive)

Dividend payment date: Dividend not declared

Listing on Stock Exchange: BSE Ltd, Delhi Stock Exchange and Ahmedabad Stock Exchange

However, the listing fees have been paid only to the BSE.

Script Code : 530787

DEMAT ISIN Number: INE055001017

Market Price data: Market Price Data from April 2013 to March-2014, on BSE Ltd is as follows:

Month	High Price	Low Price
April- 2013	--	--
May-2013	--	--
June-2013	--	--
July-2013	--	--
August-2013	--	--
September-2013	--	--
October-2013	--	--
November-2013	--	--
December-2013	3.9	2.32
January-2014	4.5	4.09
February-2014	6.52	4.72
March-2014	6.3	4.75

Graph of Market Price Data from April 2013 to March-2014, on BSE Ltd. is as follows:



Registrar and Transfer : Sharex Dynamic (India) Pvt Ltd
 Agent Unit No. 1, Luthra Industrial Premises, Andheri – Kurla Safed Pool,
 Andheri (E), Mumbai – 400 072
 Emailid:investor@sharexindia.com
 Tel:022 – 22641376 / 22702485

Share Transfer System: Presently, the share Transfers which are received in physical form are processed and the share certificates are duly transferred within a period of 15 days from the date of receipt, subject to the documents being valid and complete in all respect.

Distribution of the shareholding on the basis of categories of shareholders as on 31st March, 2014 is as under:

Category code	Category of Shareholder	Number of Shareholders	Total number of shares	Percentage to Total Shares
(I)	(II)	(III)	(IV)	(VI)
(A)	Shareholding of Promoter and Promoter Group			
1	Indian			
a	Individual / HUF	0	0	0.000
b	Central/State Gov	0	0	0.000
c	Bodies Corporates	1	4137400	55.983
d	Fins / Banks	0	0	0.000
e	Any Other specify	0	0	0.000
Total Shareholding of Promoter and Promoter Group Total (A)		1	4137400	55.983
(B)(1)	Public shareholding			
a	Fins / Banks	1	5300	0.072
	Sub-Total (B)(1)	1	5300	0.072
(B)(2)	Non-institutions			
a	Bodies Corporates	40	1731400	23.427
b	Individuals			
	i) upto Rs 1-Lac	1330	892600	12.078
	ii) above Rs1-Lac	13	620800	8.400
c	Any other – Cir-Mem	3	3000	0.041
(B)	Total (B)= (B)(1)+(B)(2)	1387	3247800	43.946
	TOTAL (A)+(B)	1388	7390500	100.000
(C)	Held by Custodians against Depository Receipts			
	Promoter & Pro Group	0	0	0.000
	Public	0	0	0.000
	GRAND TOTAL (A)+(B)+(C)	1388	7390500	100.000

Distribution of Shareholding as on 31st March, 2014 pursuant to clause 35 of the Listing Agreement is as under:

Share Holders Range	-Num Of Holders	(%) Of Shares	Total No. Of Shares	% Of Shares
UPTO TO 100	605	43.59	60500	0.82
101 TO 200	298	21.47	59600	0.81
201 TO 500	212	15.27	78100	1.06
501 TO 1000	73	5.26	61200	0.83
1001 TO 5000	145	10.45	427200	5.78
5001 TO 10000	32	2.31	289400	3.92
10001 TO 100000	17	1.22	553800	7.49
100001 TO ABOVE	6	0.43	5860700	79.30
** T O T A L **	1388	100.00	7390500	100.00

Dematerialisation of Shares and Liquidity:

The Company has established required connectivity with Central Depository Services Limited and the same are available in electronic segment under ISIN - **INE055001017**

Liquidity of Shares:

Investor Correspondence For transfer:

Name	Sharex Dynamic (India) Pvt Ltd
Address	Unit No. 1, Luthra Industrial Premises, Andheri – Kurla Safed Pool, Andheri (E), Mumbai – 400 072
Contact nos.	022 – 22641376 / 22702485
Email id	investor@sharexindia.com

Any Query on Annual Report:

Name	Kapil Gupta
Contact nos.	022-40482516
Email id	inlandprintersltd@gmail.com

Place: Mumbai

Date: 25th August, 2014

**By Order of the Board of
Directors
For Inland Printers Limited
sd/-
Kapil Gupta
Director
DIN- 00582344**

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
Inland Printers Limited
Mumbai

We have examined the compliance of conditions of Corporate Governance by Inland Printers Limited (the Company) for the year ended March 31, 2014, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchange.

The compliance of conditions 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 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, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the abovementioned Listing Agreement.

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

For PRS Associates
Company Secretaries
Sd/-
Sanjay Shringarpure
Partner
CP. No. 6107
M. No.: FCS 2857

Place: Mumbai
Date: 25th August, 2014

MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion

A) INDUSTRY STRUCTURE AND DEVELOPMENT:

Due to liberalization and globalization, the printing industry in India is progressing at a very fast speed by adopting modern technology and by employing professionals.

The facilities available in India, as compared to the other parts of the world, are more economical due to lower labour costs and availability of basic infrastructure. India is therefore attracting entrepreneurs from all over the world to set up their units in this country.

We hope to see an improvement in the current scenario with better markets and improved working for the company.

Specialized products like bill printing, packaging items and promotional material can be a good revenue generating activity. Due to the influx of the internet and electronic media splurge the spend on hard copy printing has been marginalized.

B) SEGMENTWISE PERFORMANCE:

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

C) OPPORTUNITIES / OUTLOOK:

The company is taking all steps to restart the business & expects a better outlook in the coming years.

D) THREATS:

The major threats for the company is the fact that the company does not have its own facility.

E) RISKS AND CONCERNS:

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

F) INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

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

G) HUMAN RESOURCES POLICIES:

Presently the Company has no employees. However, your company considers its human resources as its most valuable assets, among all other assets of the Company. Envisaging the future expansion, the policy of the company is to actuate the talent by providing opportunities to develop themselves within the organization.

H) CAUTIONARY STATEMENT:

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

On behalf of the Board
For Inland Printers Limited

Sd/-
Gopalkrishnan Raman
Director

DECLARATION ON CODE OF CONDUCT

As Required by Clause 49(ID) of the Listing Agreement, it is hereby affirmed that all the Board members and Senior Management personnel have complied with the Code of Conduct of the Company.

For Inland Printers Limited
Sd/-
Gopalkrishnan Raman
Director

CEO/CFO Certificate under Clause 49 of the Listing Agreement

To,
The Board of Directors,
Inland Printers Limited,
800, Sangita Ellipse,
Sahakar Road,
Vile Parle (East),
Mumbai 400 057

I Gopalkrishnan Raman CEO & Director of the Company do hereby certify that:

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

For Inland Printers Limited
Sd/-
Gopalkrishnan Raman
Director

Date: 25th August, 2014

Place: Mumbai

INDEPENDENT AUDITOR'S REPORT

To the Members of **INLAND PRINTERS LIMITED**,

Report on the Financial Statements

We have audited the accompanying financial statements of **INLAND PRINTERS LIMITED** which comprise the Balance Sheet as at March 31, 2014, the Statement of Profit and Loss and cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the company in accordance with the accounting standard referred to in sub-section (3c) of section 211 of the Companies Act, 1956 ("the act") read with the general circular 15/2013 dated 13th September 2013 of the ministry of corporate affairs in respect of section 133 of the companies act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected, depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- A) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- B) In the case of the Profit and Loss Account, of the **LOSS** for the year ended on that date

C) In the case of the Cash Flow Statement, of the Cash Flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) The Balance Sheet, Statement of Profit and Loss, dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3c) of section 211 of the Companies Act, 1956 read with the general circular 15/2013 dated 13th September 2013 of the ministry of corporate affairs in respect of section 133 of the Companies Act, 2013.
 - e) On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
 - f) **Attention is also invited to;**
 - I) *Note No.4 in "Notes to Account, regarding the financial statements of the Company having been prepared on going concern basis, notwithstanding the fact that its net worth is completely eroded.*
 - II) *Note No. 3 in "Notes to Account", regarding Non provision of Bombay Sales Tax and Central Sales Tax amounting to Rs.Rs.1,05,661 & Rs.4,17,097 respectively which is subject to further intent as may be qualified.*

As a result of the above:

- i) *The Profit for the year is overstated by Rs.5,22,758*
- ii) *The liabilities are understated by Rs.5,22,758 on account of non-provision of BST and CST dues.*
- iii) *The cumulative loss is understated by Rs5,22,758.*

For V.K. BESWAL & ASSOCIATES

CHARTERED ACCOUNTANTS

FIRM REG. NO.: 101083W

Sd/-

CA VK BESWAL

PARTNER

Membership Number: 30426

PLACE : Mumbai

DATED: 28 May, 2014

ANNEXURE TO THE AUDITOR'S REPORT OF EVEN DATE

(Referred to in paragraph 1 thereof)

- 1) According to the information and explanations received by us from the management, we are of the opinion that the question of commenting on maintenance of proper records of fixed assets, physical verification and any substantial sale does not arise since the company had no fixed assets as on 31st march 2014 or at any time during the financial year ended 31st March 2014.
- 2) In respect of Inventories:
According to the information and explanations received by us from the management, the company did not hold any inventory as on 31st March 2014 or anytime during the financial year ended 31st march 2014. Hence this clause is not applicable.
- 3) In respect of loans, unsecured, granted and taken.
 - a) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted unsecured loans to any parties listed in the register maintained under Section 301 of the Companies Act, 1956.
 - b) In view of our comments in para above, clause (iii) (b), (c) and (d) of the said order is not applicable to the company.
 - e) During the year the company has taken a loan from a company & 3 other parties covered in the registered maintained under section 301 of the Companies Act, 1956, the maximum amount outstanding at any time during the year and the year balance is Rs.13.10 lacs.
 - f) The said loans have been taken as interest free loan and other terms and conditions on which loans have been taken are prima facie, not prejudicial to the interest of the company.
 - g) In respect of the said loans, they are payable on demand and there are no overdue amounts.
- 4) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business.
- 5) Based on the audit procedures applied by us and the information and explanations provided by the management, we are of the opinion that there were no transactions during the year that need to be entered in the register maintained u/s.301 of the Companies Act, 1956.
- 6) In our opinion and according to the information and explanations given to us the company has not accepted any deposits from public within the meaning of section 58A, 58AA or any other provisions of the Companies Act, 1956.
- 7) In our opinion the Company has an internal audit system commensurate with its size and nature of its business.
- 8) As informed to us, the Central Government has not prescribed the maintenance of Cost records under section 209(1)(d) of the Companies Act, 1956 for any of the products of the company.

9) In respect of statutory dues

- a) According to the records of the company, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues, including provident fund, employees state insurance, Income Tax, Sales Tax, wealth tax, custom duty, excise duty, service tax, Cess and other statutory dues applicable to it.
- b) According to the information and explanations given to us the company has not deposited sales tax dues on account of dispute detailed as given below:-

Financial Year	Nature of Dues	Amount (Rs.)	Forum where dispute is pending
1997-98	Bombay Sales Tax	3,271,190	Remanded by the Tribunal to Dy. Commissioner of Sales Tax(Appeals)II, Mumbai
1997-98	Central Sales Tax	418,062	Remanded by the Tribunal to Dy. Commissioner of Sales Tax(Appeals)II, Mumbai
2004-05	Income Tax	84,988	Before ITO WARD 3(2)(1), Mumbai

- 10) The accumulated losses of the Company have exceeded 50% of its net worth as at 31st March, 2014. The Company has incurred cash loss of Rs.2,58,920/- during the year. The company has not incurred any cash loss during the preceding financial year covered by our Audit.
- 11) According to records of the company, the company has not borrowed any sum from financial institutions or banks and in respect of debentures the company neither has any debentures outstanding as on 31.03.2014 nor it has issued any debentures during the year under audit, hence comments with regards to any default under the said clause are not applicable.
- 12) According to the information and explanation given to us the company has not granted any loans & advances on the basis of security by way of pledge of shares, debentures and other securities.
- 13) In our opinion, and to the best of our information and according to the explanations provided by the management, we are of the opinion that the company is neither a Chit Fund nor a nidhi/mutual benefit society. Hence in our opinion, the requirements para 4 (xiii) of the Order do not apply to the company.
- 14) As per records of the company and information and explanations given to us by the management, company is not dealing or trading in shares, securities, and debentures and other investments. Hence in our opinion, the requirements of Para 4 (xiv) of the order do not apply to the company.
- 15) According to the information and explanations given to us the Company has not given any Guarantee for loan taken by others from Banks or Financial Institutions.
- 16) According to the records of the company, the company has not obtained any term loans during the year. Hence comments under the clause are not called for.
- 17) According to the information and explanations given to us and, on an overall examination of the balance sheet of the company, we report that no funds raised on short-term basis

have been used for long term investment by the company.

- 18) According to the records of the company and the information and explanations provided by the management, the company has not made any preferential allotment of shares to parties and companies covered in the register maintained u/s.301 of the Act.
- 19) No debentures have been issued by the Company during the year and hence, the question of creating securities or charge in respect thereof does not arise.
- 20) The Company has not raised any money by way of public issue during the period covered by our audit report.
- 21) Based upon the audit procedures performed and 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.

For V.K. BESWAL & ASSOCIATES

CHARTERED ACCOUNTANTS

FIRM REG. NO.: 101083W

Sd/-

CA VK BESWAL

PARTNER

Membership Number: 30426

PLACE: Mumbai

DATED: 28 May, 2014

BALANCE SHEET AS AT 31st MARCH, 2014

(Amount in Rs.)

Particulars		Note No.	31st March, 2014	31st March, 2013
I.	EQUITY AND LIABILITIES			
	Shareholders' funds			
	(a) Share capital	1	73,046,500	73,046,500
	(b) Reserves and surplus	2	-74,444,067	-74,185,147
			-1,397,567	-1,138,647
	Non-current liabilities			
	(a) Long-term borrowings		-	-
			-	-
	Current liabilities			
	(a) Short Term Borrowings	3	1,309,741	1,134,398
	(b) Other current liabilities	4	101,124	73,952
			1,410,865	1,208,350
	TOTAL		13,298	69,703
II.	ASSETS			
	Non-current assets			
	(a) Fixed assets		-	-
	(b) Non-Current Investment		-	-
	(c) Long-term loans and advances		-	-
			-	-
	Current assets			
	Cash and cash equivalents	5	13,298	69,703
			13,298	69,703
	TOTAL		13,298	69,703
Significant Accounting Policies the Schedules referred to above form an integral part of the Accounts.		1A		

As Per our report of even date
For V.K.BESWAL & ASSOCIATES
CHARTERED ACCOUNTANTS

Sd/-
CA V. K. BESWAL
PARTNER
M.NO. 030426
FIRM REG. NO. 101083W

For Inland Printers Limited

Sd/-
DIRECTOR

Sd/-
DIRECTOR

PLACE : MUMBAI
DATED : 28th May, 2014

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31st MARCH, 2014

(Amount in Rs.)

Particulars		Note No.	31st March, 2014	31st March, 2013
Revenue from Operations			-	-
Other Income		6	-	6,776,154
Total Revenue			-	6,776,154
Expenses:				
Finance costs		7	1,851	73,950
Other expenses		8	257,069	1,345,261
Total expenses			258,920	1,419,211
Profit before tax			(258,920)	5,356,943
Less: Extraordinary item Prior period			0	200
			(258,920)	5,357,143
Tax expense: Current tax			-	-
Profit (Loss) for the period			(258,920)	5,357,143
Earnings per equity share: Basic & Diluted (in Rs.)			(0.04)	0.72
Significant Accounting Policies the Schedules referred to above form an integral part of the Accounts.		1A		

As Per our report of even date
For V.K.BESWAL & ASSOCIATES
CHARTERED ACCOUNTANTS

Sd/-
CA V. K. BESWAL
PARTNER
M.NO. 030426
FIRM REG. NO. 101083W

For Inland Printers Limited

Sd/-
DIRECTOR

Sd/-
DIRECTOR

PLACE : MUMBAI
DATED : 28th May, 2014

Cash flow statement for the year ended 31 March 2014

(Amount in Rs.)

S.No	Particulars	For the year ended March 31, 2014	For the year ended March 31, 2013
I	<u>Cash flow from operating activities</u>		
	Profit before tax from continuing operations	(258,920)	5,357,143
	Profit before tax from discontinuing operations	-	-
	Profit before tax	(258,920)	5,357,143
	Non-cash adjustment to reconcile profit before tax to net cash flows	-	-
	Operating profit before working capital changes	(258,920)	5,357,143
	Movements in working capital :		
	Increase / (decrease) in other current liabilities	27,172	-944,002
	Decrease / (increase) in long-term loans and advances	-	2,457,503
	Cash generated from / (used in) operations	(231,748)	6,870,644
	Direct taxes paid (net of refunds)	-	-
	Net cash flow from / used in operating activities (A)	(231,748)	6,870,644
II	<u>Cash flow from investing activities</u>		
	Decrease / (increase) in Non- Current Investments	-	20,000
	Net cash flow from/ (used in) investing activities (B)	-	20,000
III	<u>Cash flow from financing activities</u>		
	Increase / (decrease) in long term borrowing	-	-8,100,000
	Increase / (decrease) in short term borrowing	175,343	1,134,398
	Net cash flow from/ (used in) in financing activities (C)	175,343	-6,965,602
	Net increase / (decrease) in cash and cash equivalents (A + B + C)	(56,405)	-74,958
	Cash and cash equivalents at the beginning of the year	69,703	144,660
	Cash and cash equivalents at the end of the year	13,298	69,703
	<u>Components of cash and cash equivalents</u>		
	Cash on hand	2,634	64,504
	Cheques/ drafts on hand	-	-
	With banks - on current account	10,664	5,199
	Total cash and cash equivalents (Note 7)	13,298	69,703

As Per our report of even date
For V.K.BESWAL & ASSOCIATES
CHARTERED ACCOUNTANTS

Sd/-
CA V. K. BESWAL
PARTNER
M.NO. 030426
FIRM REG. NO. 101083W

For Inland Printers Limited

Sd/-
DIRECTOR

Sd/-
DIRECTOR

PLACE : MUMBAI
DATED : 28th May, 2014

NOTE 1A**SIGNIFICANT ACCOUNTING POLICIES ANNEXED TO & FORMING
PART OF BALANCE SHEET AS ON 31ST MARCH 2014****Note 1: SIGNIFICANT ACCOUNTING POLICIES****a) BASIS OF PREPARATION OF FINANCIAL STATEMENT**

The company follows the mercantile system of accounting and recognizes income and expenditure on accrual basis. The accounts are prepared on historical cost basis as a going concern and are consistent with generally accepted accounting principles.

b) Fixed Assets:

Fixed Assets are stated at cost of acquisition less accumulated depreciation. The Cost includes taxes, duties, freight, installation and other direct or allocated expenses up to the date of commercial production.

c) Depreciation:

Depreciation on Fixed Assets is provided on "Written Down Value" in the manner prescribed in Schedule-XIV to the Companies Act, 1956.

d) Revenue Recognition:

Dividend is recognized as Income when it is declared & Income is recognized on accrual basis during the year.

e) Foreign Currency Transactions:

All transactions in foreign currency are recorded at the rates of exchange prevailing on the dates when the relevant transactions take place;

Monetary assets and liabilities in foreign currency, outstanding at the close of the year, are converted in Indian Currency at the appropriate rates of exchange prevailing on the date of the Balance Sheet. Resultant gain or loss, except the extent it relates to long term monetary items, is charged to the Profit and Loss Account for the year. Such gain or loss relating to long term monetary items for financing acquisition of depreciable capital assets, is adjusted to the acquisition cost of such asset and depreciated over its remaining useful life;

f) Employee Retirement and Other Benefits:-

Since there is no employee in the company during the year, making provision for retirement benefit is not required.

g) Investments

Long term investments are stated at cost. A provision for diminution is made to recognize a decline, other than temporary, in the value of long term investment.

h) Borrowing Cost:

Borrowing costs that are attributable to the acquisition or construction of the qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for the intended use. All other borrowing costs are charged to revenue.

i) Impairment of Assets:

The carrying amounts of assets are reviewed at each Balance Sheet date. If there is any indication of impairment based on internal / external factors, i.e. when the carrying amount of the asset exceeds the recoverable amount, an impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. An impairment loss recognized in prior accounting periods is reversed or reduced if there has been a favorable change in the estimate or

the recoverable amount. Recoverable amount is the higher of an asset's net selling price and value in use.

j) Provisions , contingent liabilities and contingent assets

A provision is recognized when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognized in the financial statements. A contingent asset is neither recognized nor disclosed in the financial statements.

k) Taxation:

- (i) Provision for current Tax is made with reference to taxable income computed for the accounted period, for which the financial statements are prepared by the tax rates as applicable.
- (ii) Deferred tax is recognized subject to the consideration of prudence, on timing differences being the difference between taxable income and Accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Such deferred tax is quantified using the tax rates and laws enacted / substantively enacted as on the Balance Sheet date. Deferred tax Assets are recognized and carried forward to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax asset can be realized. In absence of any timing difference and virtual certainty of income no provision for deferred tax is made.

(I) NOTES TO ACCOUNTS

	31.03.2014 -----	31.03.2013 -----
1) a) Estimated amount of contracts Remaining to be executed on Capital Account but not Provided.	NIL	NIL
b) Claims made against the company not acknowledged as debt Birla Global Finance Ltd.	NIL	Since written off this year as the management is of the view that the liability is no longer payable
c) Contingent liability not provided for Sales Tax dues	Rs.36,89,252/-	Rs.36,89,252/-
d) Income tax AY 2005-06 (disputed)	Rs. 84,990/-	Rs. 84,990/-
2) In the opinion of the Board:		
i) The balances in respect of Current Assets, Loans and Advances, Secured Loans, Creditors and other current liabilities are subject to confirmation.		
ii) Provisions for all known liabilities subject to point number 4(b) in the notes to accounts have been made.		
3) The Company has not made Provision of Sales Tax Payable of Rs. 5, 22,758/- during the year, which pertains to F.Y.1997-98.		
4) The Company has incurred substantial losses and its net worth is eroded, the accounts have been		

INLAND PRINTERS LIMITED

prepared on the principle of going concern with a view to revive the operations of the Company in future notwithstanding the fact that its net worth is completely eroded, and the company is a Sick Industrial Company.

- 5) In the absence of virtual certainty of future taxable profits, deferred tax assets has not been created
- 6) Details of Raw Materials consumed: NIL NIL
- 7) CIF Value of Import NIL NIL
- 8) Expenditure in Foreign Currency NIL NIL
- 9) Earning in Foreign Currency NIL NIL
- 10) Based on the information available with the Company, there are no suppliers who are registered as micro or small enterprises under "The Micro, Small and Medium Enterprises Development Act, 2006.
- 11) Previous year's figures have been regrouped, rearranged, recalculated wherever necessary.

As Per our report of even date,

For V.K.BESWAL & ASSOCIATES
CHARTERED ACCOUNTANTS

For Inland Printers Limited

Sd/-

CA V.K. BESWAL

PARTNER

M.NO. 030426

FIRM REG. NO. 101083W

PLACE : MUMBAI

DATED : 28 May, 2014

Sd/-

DIRECTOR

Sd/-

DIRECTOR

Notes to financial statements for the year ended 31st March 2014

Note : 1 Share Capital

A	Particulars	31st March, 2014		31st March, 2013	
		Numbers	Rs.	Numbers	Rs.
	Authorised				
	Equity Shares of Rs.10 each	10,000,000	100,000,000	10,000,000	100,000,000
			100,000,000		100,000,000
	Issued and Subscribed				
	Equity Shares of Rs.10 each	7,390,500	73,905,000	7,390,500	73,905,000
	Less: Calls In Arrears		858,500		858,500
	Total	7,390,500	73,046,500	7,390,500	73,046,500

B Reconciliation of the shares outstanding Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Particulars	Equity Shares			
	31st March, 2014		31st March, 2013	
	Number	Rs.	Number	Rs.
At the beginning of the year	7,390,500	73,046,500	7,390,500	73,046,500
Shares Issued during the year	-	-	-	-
At the end of the year	7,390,500	73,046,500	7,390,500	73,046,500

C Detail of shareholders holding more than 5% of shares in the company

Name of Shareholder	Equity Shares			
	31st March, 2014		31st March, 2013	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Tigerstone Trading Pvt. Ltd.	4,137,400	55.98%	0	0.00%
Ramnath Raman	0	0.00%	1,657,160	22.42%
Inland Dataforms Pvt Ltd	1,109,700	15.02%	1,652,100	22.35%
ICICI Securites and Finance Co. Ltd	-	0.00%	799,200	10.81%
Insigh Management Services Pvt Ltd	-	0.00%	693,200	9.38%
Raman Gopalakrishnan	-	0.00%	571,210	7.73%

D Disclosure pursuant to Note no. 6(A)(i) of Part I of Schedule VI to the Companies Act, 1956

Particulars	Aggregate No. of Shares (for last 5 Financial Years)
Equity Shares :	
Fully paid up pursuant to contract(s) without payment being received in cash	NIL
Fully paid up by way of bonus shares	NIL
Shares bought back	NIL

Notes to financial statements for the year ended 31st March 2014**Note : 2 Reserve and surplus**

Particulars	31st March, 2014	31st March, 2013
	Rs.	Rs.
a. General Reserves		
Opening Balance	54,400	54,400
(+)/(-) Transfer from Profit & Loss Account	-	-
Closing Balance	54,400	54,400
b. Capital Reserves		
Opening Balance	11,374,430	11,374,430
(+)/(-) Transfer from Profit & Loss Account	-	-
Closing Balance	11,374,430	11,374,430
c. Securities Premium Account		
Opening Balance	95,732,500	95,732,500
(-) Call in Arrears	-	-
Closing Balance	95,732,500	95,732,500
d. Profit & Loss Account		
Opening balance	(181,346,477)	(186,703,621)
Add : Profit/(Loss) for the year	(258,920)	5,357,143
Closing Balance	(181,605,397)	(181,346,477)
Total	(74,444,067)	(74,185,147)

Note - 3 : Short Term Borrowings

Particulars	31st March, 2014	31st March, 2013
	Rs.	Rs.
Unsecured loans		
From Directors	142,343	-
From Others	18,000	-
Inter Corporate Deposits	1,149,398	1,134,398
Total	1,309,741	1,134,398

Note - 4 : Other Current Liabilities

Particulars	31st March, 2014	31st March, 2013
	Rs.	Rs.
(a) Current maturities of long term loan	-	-
(b) Statutory dues	4,495	-
(c) Other Liabilities	96,629	73,952
Total	101,124	73,952

Notes to financial statements for the year ended 31st March 2014**Note : 5 Cash and cash equivalents**

Particulars	31st March, 2014	31st March, 2013
	Rs.	Rs.
a. Balances with banks		
On current accounts	10,664	5,199
c. Cash on hand	2,634	64,504
Total	13,298	69,703

Note - 6 : Other Income

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
	Rs.	Rs.
Sundry Balances written back	-	6,776,154
Total	-	6,776,154

Note - 7 : Finance costs

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
	Rs.	Rs.
Bank Charges	1,851	916
Demat Charges	-	73,034
Total	1,851	73,950

Note - 8 : Other expenses

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
	Rs.	Rs.
Advertisement Expenses	56,242	44,536
AGM Expenses	2,370	4,000
Auditor's remuneration	44,944	56,180
Legal & Professional Fees	54,121	145,198
Listing Expenses	28,090	997,928
Postage & Courier	-	8,179
Printing Charges	1,000	2,500
ROC Fees	19,500	41,000
RTA Charges	39,959	28,090
Website Maintenance Charges	10,843	7,650
Diminution in investment	-	10,000
Total	257,069	1,345,261

Payments to auditor

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
	Rs.	Rs.
For Audit Fee	44,944	56,180
For Tax Audit Fee	-	-
Total	44,944	56,180

Groupings forming part of the Notes to financial statements for year ended March 31, 2014

Particulars	Current Year	Previous Year
Bank Balances		
The Saraswat Co-op Bank - CA 600127	10,650	4,783
The Saraswat Co-op Bank - CA 4917	14	415
	10,664	5,199
Cash in Hand		
Cash	2,634	64,504
Total	2,634	64,504
Other Security Deposit		
Deposit - Maruti	-	-
Earnest Money deposit	-	-
	-	-
Long term loans and advances		
Dues from companies in which the company's director is a director		
Inland Dataforms Pvt Ltd	-	-
	-	-
	-	-
Particulars	Current Year	Previous Year
Short term Borrowings (Directors)		
Gopalkrishnan Raman	18,000	-
Kapil Gupta	124,343	-
	142,343	-
Short term Borrowings (others)		
Shanti Gopalkrishnan	18,000	-
	18,000	-
Inter Corporate Deposits		
Inland Dataforms Pvt. Ltd.	1,149,398	1,134,398
	1,149,398	1,134,398
Other Current Liabilities		
Statutory Payments		
PF Employees Contribution Payable	-	-
Professional Tax Payable	-	-
ESIC Employees Contribution Payable	-	-
Fringe benefit tax	-	-
TDS on Contractors	-	-
TDS on Professional charges	4,495	-

TDS on Sub Contractors	-	-
Works Contract Tax	-	-
	4,495	-
Other Liabilities		
Audit Fees Payable	96,629	56,180
Shweta Gokaran	-	6,450
Supernet Advertising & Marketing Pvt Ltd	-	11,322
	96,629	73,952
Grand Total	101,124	73,952
Bank Charges & Commission		
Bank Charges	1,851	916
	1,851	916

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 34TH ANNUAL GENERAL MEETING OF INLAND PRINTERS LIMITED WILL BE HELD ON TUESDAY THE 30TH DAY OF SEPTEMBER 2014 AT 10.00 A.M. AT 800, SANGITA ELLIPSE, SAHAKAR ROAD, VILE PARLE (EAST), MUMBAI 400057 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2014, the Statement of Profit & Loss for the year ended on that date and the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Gopalkrishnan Raman who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s K. K. Khadaria & Co., Chartered Accountants (FRN No: 105013 W) as auditors of the Company and authorize the Board of Directors to fix their remuneration.

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time, M/s K. K. Khadaria & Co., Chartered Accountants (FRN No: 105013 W), be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the 39th AGM of the Company (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:

- 4. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:**

“RESOLVED that Mr. Ashok Bansal (holding DIN 00483970), a non-executive Director of the Company appointed pursuant to the provisions of the Companies Act, 1956 and acting as an Independent Director in accordance with the clause 49 of the Listing Agreement entered into with the Stock Exchange and whose term of office is liable to retirement by rotation be and is hereby appointed as an Independent Director of the Company, not liable to retirement by rotation, for the term of five (5) consecutive years up to 31st March, 2019 pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the rules made thereunder.”

- 5. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:**

“RESOLVED that Mr. Melwyn Fernandes (holding DIN 00497902), a non-executive Director of the Company appointed pursuant to the provisions of the Companies Act, 1956 and acting as an Independent Director in accordance with the clause 49 of the Listing Agreement entered into with the Stock Exchange and whose term of office is liable to retirement by rotation be and is hereby appointed as an Independent Director of the Company, not liable to retirement by rotation, for the term of five (5) consecutive years up to 31st March, 2019 pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the rules made thereunder.”

- 6. To consider and if thought fit, to pass with or without modifications, the following resolution as an Special Resolution:**

“RESOLVED THAT in supersession of all earlier resolutions passed by the Company in this regard the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may constitute for this purpose) pursuant to Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) thereof and any rules thereof for the time

being in force), and the Articles of Association of the Company, to borrow any sum or sums of money from any one or more banks and/or financial institutions and/or other entity/entities or authority/ authorities such financial assistance, of whatsoever nature, from time to time, as may be deemed appropriate by the Board for an amount not exceeding Rs.10 crores (Rupees Ten Crores only), notwithstanding that the money so borrowed together with the monies already borrowed by the Company (apart from the temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), if any, may exceed the aggregate for the time being of the paid up share capital of the Company and its free reserves.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/ Committee be and is hereby authorized to finalise, settle and execute such documents/deeds /writings/papers/ agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages/charges as aforesaid”

7. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded to the appointment of Mr. Gopalkrishnan Raman (holding DIN 00446582) as a Whole-time Director, of the Company, for a period of 3 (Three) years with effect from August 25, 2014 without any remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company (including the Nomination and Remuneration Committee) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all actions and steps or desirable to give effect to this resolution.”

Place: Mumbai

Date: 25th August, 2014

**By Order of the Board of Directors
For Inland Printers Limited
sd/-
Kapil Gupta
Director
DIN- 00582344**

NOTES:

1. An Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (“the Act”) in respect of item nos. 4 to 7 of the notice set out above, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other member. The instrument of Proxy, in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this notice. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable
3. The Register of Members and Share Transfer books of the Company will remain closed from Friday, 26th September, 2014 to Tuesday, 30th September, 2014 (both days inclusive).

4. The members are requested to notify any change in their address to the registrar and share transfer agent namely M /S Sharex Dynamic (India) Pvt Ltd having their office at Unit No. 1, Luthra Industrial Premises, Andheri – Kurla road, Safed Pool, Andheri (E), Mumbai – 400 072.
5. Members/proxies are requested to bring their copies of the annual report and the admission slip duly filled in for attending the meeting.
6. Pursuant to Section 108 of the Companies Act, 2013 and Rule 20, of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide the facility to Members to exercise their right to vote by electronics means. The members whose names appear in the Register of Members/list of Beneficial owners as on Friday, 05th September, 2014, i.e. the date prior to the commencement of book closure date are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the dispatch of the Annual Report and before the Book Closure may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means. The Voting period will commence on 25/09/2014, Thursday, 09:00 AM and ends on 26/09/2014, Friday, 05:00 PM. The Company has appointed Shri Sanjay Shringarpure; partner PRS Associates, Practising Company Secretaries, to act as the scrutinizer, for conducting the scrutiny of the votes cast. The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

7. E-voting

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 25/09/2014, Thursday, 09:00 AM and ends on 26/09/2014, Friday, 05:00 PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 29/08/2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to `use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. • In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.
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- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Inland Printers Limited on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

8. BRIEF RESUME OF PERSONS PROPOSED TO BE APPOINTED/REAPPOINTED AS DIRECTORS OF THE COMPANY AT THE ANNUAL GENERAL MEETING PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT:

Name	Mr. Gopalkrishnan Raman	Mr. Melwyn Fernandes	Mr. Ashok Bansal
Age	58 Years	49 Years	49 Years
Qualification	B.com	B. Com., LL.B., Masters in Mktg. Mgmt.	B.Com., FCA
Nature of Expertise	Business Coach	Vast experience in printing industry	Chartered Accountant by qualification. Having vast experience in consulting as well as general management
Experience	35 Years	26 Years	28 Years
Name of the Companies in which also holds Directorship (in public companies)	Nil	Nil	Nil
Name of the Companies in committees of which also holds Membership/ Chairmanship	Nil	Nil	Nil
Shareholding in the Company	Nil	Nil	Nil

Place: Mumbai
Date: 25th August, 2014

By Order of the Board of Directors
For **Inland Printers Limited**
sd/-
Kapil Gupta
Director
DIN- 00582344

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM No. 4 and 5

The concept of appointment of Independent Directors has been introduced for the first time under the provisions of Companies Act, 2013 and was made effective from 1st April, 2014. However, your Company, being a listed Company, by virtue of clause 49 of the Listing Agreement with Stock exchanges, was required to appoint requisite number of Independent Directors on the Board of Directors ("the Board") of the Company. Accordingly, Mr. Ashok Bansal and Mr. Melwyn Fernandes, Directors of the Company, whose appointment has already been approved by the Board and Members of the Company, are acting as Independent Directors in compliance with the listing requirement at the commencement of the Companies Act, 2013. However their terms are subject to liable by retirement by rotation as per erstwhile Companies Act, 1956.

Section 149 of the Companies Act, 2013 *inter-alia* provides that every listed public company shall have at least one-third of the total number of directors as Independent Directors and that every company existing on or before the date of commencement of this Act shall, within one year from such commencement or from the date of notification of the rules in this regard as may be applicable; comply with the said requirement. Further Section 149 of the Companies Act, 2013, *inter-alia*, provides that an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and their office will not be subject to retirement by rotation. It is further clarified that any tenure of an Independent Director on the date of commencement of this Act shall not be counted as a term of appointment of Independent Directors.

Based on the declarations received from Mr. Ashok Bansal and Mr. Melwyn Fernandes, Directors of the Company in terms of Section 149 (7) of the Companies Act, 2013, the Board is of the opinion that Mr. Ashok Bansal and Mr. Melwyn Fernandes fulfill the criteria of being appointed as Independent Directors as stipulated in Section 149 (6) of the Companies Act, 2013 and other applicable provisions of Companies Act, 2013 and Rules made thereunder and are also independent of the management.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member along with a deposit of requisite amount proposing the candidature for appointment of aforesaid Directors as Independent Directors.

Details in respect of the aforesaid Directors are furnished in the Corporate Governance Report. Both are eminent personalities in their respective fields. Your Board considers that their continued association with the Company would be of immense benefit to the Company. In view thereof, the Board recommends for approval of the shareholders for the appointment of Mr. Ashok Bansal and Mr. Melwyn Fernandes, Directors of the Company as Independent Directors of the Company pursuant to the provisions of Companies Act, 2013 for a term of five (5) consecutive years upto 31st March, 2019 and to hold office which shall not be liable to determination by retirement of directors by rotation.

ITEM No. 6

Keeping in view the Company's business requirements and its growth plans, it is considered desirable to increase the borrowings limits. Under Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot, except with the consent of the Shareholders of the Company in general meeting, borrow moneys apart from temporary loans obtained from the Company's bankers in the ordinary course of business in excess of the aggregate of the paid up share capital and free reserves. The sanction of the shareholders is sought to permit the Board to borrow moneys in excess of the Company's paid up capital and free reserves, which shall not exceed Rs. 10 Crores (Rupees Ten Crores only). This is permissible under Section 180(1)(c) of the Companies Act, 2013, if the shareholders approve the same.

With the Company's plans for expansion, your Board of Directors thinks it necessary to acquire this power and recommends the Special Resolution for your approval.

None of the Directors and Managers of the Company and Key Managerial Personnel and their relatives is concerned in any way or interested in the resolution except for their shareholding in the Company.

Your Directors commend the resolution for your approval as a Special Resolution.

ITEM No. 7

The Board of Directors of the Company at their meeting held on 14th August, 2014 appointed Mr. Gopalkrishnan Raman (holding DIN 00446582) as the Whole Time Director of the Company for a period of 3 years with effect from 14th August, 2014 without any remuneration.

Under Part III of Schedule V of the Companies Act, 2013, the appointment referred in Part I and Part II of the said schedule shall be subject to approval by a resolution of shareholders in general meeting

None of the Directors except for Mr. Gopalkrishnan Raman and Managers of the Company and Key Managerial Personnel and their relatives is concerned in any way or interested in the resolution except for their shareholding in the Company.

The Board of Directors accordingly recommends the resolution(s) set out at the item no. 7 for the approval of the Members.

Place: Mumbai

Date: 25th August, 2014

By Order of the Board of Directors

For Inland Printers Limited

sd/-

Kapil Gupta

Director

DIN- 00582344

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PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

INLAND PRINTERS LIMITED

Reg. Off.: 800, Sangita Ellipse, Sahakar Road, Vile Parle (East), Mumbai-400057

Tel.: (022)-40482500

Email: inlandprintersltd@gmail.com

CIN: L99999MH1978PLC020739

Website: www.inlandprinters.in

Name of the member (s):	
Registered address:	
E-mail Id:	
Folio No/ Client Id:	

I/We, being the member (s) of _____ shares of the above named company, hereby appoint

1. Name: _____ E-mail Id: _____

Address: _____

Signature _____ or failing him/her

2. Name: _____ E-mail Id: _____

Address: _____

Signature _____ or failing him/her

3. Name: _____ E-mail Id: _____

Address: _____

Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34th Annual general meeting of the company, to be held on the 30th day of September, 2014 At 10.00 A.M. at 800, Sangita Ellipse, Sahakar Road, Vile Parle (East), Mumbai-400057 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.:

Sr. No.	Particulars
	ORDINARY BUSINESS
1.	Adoption of Financial statements for the year ended 31 March 2014 and the Directors' and Auditors' Reports thereon
2.	Re-appointment of Mr. Gopalkrishnan Raman as Director, who retires by rotation
3.	Appointment of M/s K. K. Khadaria & Co., Chartered Accountants as Auditors and fixing their remuneration
	SPECIAL BUSINESS
4.	Appointment of Mr. Ashok Bansal as an Independent Director
5.	Appointment of Mr. Melwyn Fernandes as an Independent Director
6.	Increase in Borrowing Powers upto Rs. 10 crores
7.	Appointment of Mr. Gopalkrishnan Raman as the whole time director

Signed this ____ day of _____ 2014

Signature of shareholder _____

Signature of Proxy holder(s) _____

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

INLAND PRINTERS LIMITED

Reg. Off.: 800, Sangita Ellipse, Sahakar Road, Vile Parle (East), Mumbai-400057

Tel.: (022)-40482500

Email: inlandprintersltd@gmail.com

CIN: L99999MH1978PLC020739

Website: www.inlandprinters.in

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint shareholders may obtain additional slip at the venue of the meeting

DP Id*		Folio No.	
Client Id*		No. of Shares	

NAME AND ADDRESS OF THE SHAREHOLDER:

I hereby record my presence at the Thirty Fourth Annual General Meeting of the Company held on Tuesday, the 30th day of September, 2014 At 10.00 A.M. at 800, Sangita Ellipse, Sahakar Road, Vile Parle (East), Mumbai-400057.

Note:

1. *Only Member/Proxyholder can attend the Meeting.*
2. *Member/Proxyholder should bring his/her copy of the Annual Report for reference at the Meeting.*

Signature of Shareholder/Proxy

INLAND PRINTERS LIMITED

CIN: L99999MH1978PLC020739

Reg. Off.: 800, Sangita Ellipse, Sahakar Road, Vile Parle (East),

Mumbai-400057. **Tel.:** (022)-40482500

Email: inlandprintersltd@gmail.com **Website:** www.inlandprinters.in