

SHIRPUR GOLD REFINERY LIMITED

Registered office: Refinery Site, Shirpur, Dist. Dhule, Maharashtra - 425 405.
Corporate office: 135, Continental Building, Dr. A. B. Road, Worli, Mumbai - 400 018.

BOARD OF DIRECTORS

Mr. Himanshu Mody
Mr. V. K. Agarawal
Mr. Sanjay Gupta (up to 15th May, 2010)
Mr. Anish Goel
Mr. Sriprakash Goenka

COMPANY SECRETARY

Mr. Dhaval Ashar

AUDITORS

M/s. B. S. Sharma & Co.,
Chartered Accountants
303, Guruprabha Apartments, 507-508, Sundernagar,
Senapati Bapat Road, Dadar (w),
Mumbai - 400 028.

BANKERS

Punjab National Bank
ICICI Bank Ltd.
IDBI Bank Ltd.
HDFC Bank Ltd

REGISTRAR AND SHARE TRANSFER AGENT

Sharepro Services (India) Private Limited
13 AB, Samhita Warehousing Complex,
2nd Floor, Sakinaka Telephone Exchange Lane,
Off Andheri-Kurla Road, Sakinaka,
Andheri (East), Mumbai – 400 072.

25TH ANNUAL GENERAL MEETING

Day: Tuesday
Date : 30th November, 2010
Time: 11.00 a.m.
Venue : Refinery Site, Shirpur, Dist. Dhule, Maharashtra - 425 405

CONTENTS

Notice	03
Directors' Report.....	08
Report on Corporate Governance	11
Management Discussion	19
Auditor's Report.....	23
Balance Sheet	28
Profit & Loss Account	29
Schedules.....	30
Balance Sheet Abstract.....	43
Cash Flow.....	44
Proxy Form	47

NOTICE

NOTICE is hereby given that the 25th Annual General Meeting of the Members of Shirpur Gold Refinery Limited will be held at the registered office of the Company at Refinery Site, Shirpur, Dist. Dhule, Maharashtra – 425 405 on Tuesday, the 30th Day of November, 2010 at 11.00 a.m. to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance Sheet as at March 31, 2010, the Profit and Loss Account of the Company for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Anish Goel, who retires by rotation at this meeting and being eligible, offers himself for re-appointment.
3. To appoint M/s. B. S. Sharma & Co., Chartered Accountants, Mumbai, as the Statutory Auditors of the Company to hold such office from the conclusion of this meeting until the conclusion of the next Annual General Meeting at a remuneration to be determined by the Board of Directors of the Company.

SPECIAL BUSINESS:

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

“**RESOLVED THAT** Mr. Himanshu Mody, who was appointed by the Board of Directors as an Additional Director of the Company with effect from January 18, 2010 and who holds office up to the date of this Annual General Meeting in terms of Section 260 of the Companies Act, 1956 (‘Act’) and in respect of whom the Company has received a notice in writing from a member under Section 257 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company, liable to retire by rotation.”

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

“**RESOLVED THAT** Mr. V. K. Agarawal, who was appointed by the Board of Directors as an Additional Director of the Company with effect from January 18, 2010 and who holds office up to the date of this Annual General Meeting in terms of Section 260 of the Companies Act, 1956 (‘Act’) and in respect of whom the Company has received a notice in writing from a member under Section 257 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company, liable to retire by rotation.”

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

“**RESOLVED THAT** in supersession of resolution passed at the Extra-ordinary General Meeting held on May 15, 2000 and pursuant to the provisions of Section 293(1)(d) and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing, fund based or non-fund based, from time to time for the purpose of the Company’s business any sum or sums of money as it may deem proper, notwithstanding that the moneys to be so borrowed together with the money already borrowed by the Company, if any, (apart from temporary loans obtained from the Company’s banker in the ordinary course of business) may exceed the aggregate for the time being of the paid-up capital of the Company and its free reserves, if any, that is to say, reserve not set apart for any specific purpose provided that such borrowings (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) shall not exceed Rs. 20,00,00,00,000/- (Rupees Two Thousand Crores Only) outstanding at any one time and that for the implementation of this resolution the board may act through any directors thereof or any other person duly authorized by the board in that behalf.”

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

“**RESOLVED THAT** in supersession of resolution passed at the Extra-ordinary General Meeting held on May 15, 2000 and pursuant to the provisions of Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded in terms of Section 293 (1) (a) and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) to the Board of Directors of the Company to mortgage and/or charge all or any part of the immovable and/or movable properties/assets of the Company wherever situated, both present and future, of every nature and kind whatsoever and/or creating a floating charge on all or any of the immovable and/or movable properties/assets of the Company and/or the whole or substantially the whole of the undertaking of the Company to or in favour of any Bank(s), Financial Institution(s), Company(ies) or other organizations or institutions or trustees in order to secure the borrowings/ loans/ other financial assistance of a sum not exceeding Rs. 20,00,00,00,000/- (Rupees Two Thousand Crores Only) outstanding at any one time advanced/ to be advanced by such lending agencies together with interest at the respective agreed rates, compound/ additional interest, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said borrowings.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any one Director of the Company be and is hereby authorized to finalise, settle and execute such documents, deeds, writings, papers, agreements and other documents 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 for the aforesaid purpose.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 198, 269, 387 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and subject to all such approvals, as may be required, the consent of the Company be and is hereby accorded to the appointment of Mr. Milind Pradhan as the Manager of the Company for a period of three years commencing from October 14, 2010 on the following terms of remuneration, with liberty to the Board to alter and vary the same within the maximum limits.

1. Basic Salary: The Basic Salary shall be Rs. 62,500/- per month, with the authority to the Board of Directors to determine any merit based increase from time to time within the scale of Rs. 75,000/- to Rs. 1,00,000/- per month. The merit based annual increment will happen in the month of April every year.
2. Perquisites and Allowances:
 - (i) House Rent Allowance of Rs. 25,000/- per month with such increase as may be determined by the Board, subject to a ceiling of 50% of Basic Salary as per rules of the Company
 - (ii) Personnel Allowance of Rs. 12,300/- per month with such increase as may be determined by the Board, subject to a ceiling of 20% of Basic Salary
 - (iii) Other allowances includes children education, medical, meal and leave travel which shall be as per the rules of the Company.
 - (iv) Company's contribution to provident fund, gratuity and leave encashment as per the rules of the Company.
3. Provision of car with driver for use in relation to Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company.

RESOLVED FURTHER THAT the above shall be the minimum remuneration payable to Mr. Milind Pradhan in any financial year during the currency of tenure of his services when the Company has inadequate profits or incurs losses.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution and to make the necessary applications for approval to the prescribed authorities.”

By order of the Board
For Shirpur Gold Refinery Limited

Place : Mumbai
Date : October 14, 2010

Dhaval Ashar
Company Secretary

Registered Office:

Refinery Site, Shirpur,
Dist. Dhule, Maharashtra - 425 405.

NOTES:

- 1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and a proxy need not be a member of the Company.**

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 Annual General Meeting.

2. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of special businesses to be transacted at the Annual General Meeting is annexed herewith.
3. Corporate Members are requested to send to the Registered Office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 187 of the Companies Act, 1956, authorizing their representative to attend and vote at the Annual General Meeting.
4. Additional information, pursuant to Clause 49 of the Listing Agreement with Stock Exchanges, on Directors recommended by the Board for appointment/re-appointment at the Annual General Meeting forms part of the Report on Corporate Governance in the Annual Report.
5. Members/Proxies should bring their Attendance Slips along with copy of the Annual Report to the meeting.
6. The Register of Members and Share Transfer Books of the Company will remain closed from November 23, 2010 to November 30, 2010 (both days inclusive).
7. Members desiring any information on accounts and operations of the Company, if any, may be sent to the Company seven days in advance of the meeting so as to enable the Management to keep the information ready at the meeting.
8. Members who are holding Company's shares in dematerialised form are requested to bring details of their Depository Account Number for identification.
9. Members holding equity shares in physical form are requested to notify the change of address/dividend mandate, if any, to the Company's Registrar and Share Transfer Agent, Sharepro Services (India) Private Limited, 13AB, Samhita Warehousing Complex, Second Floor, Sakinaka Telephone Exchange Lane, Off Andheri-Kurla Road, Sakinaka, Andheri (East), Mumbai - 400 072.
10. Under Section 109A of the Companies Act, 1956, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form No. 2B in duplicate (which will be made available on request) to M/s. Sharepro Services (India) Pvt. Ltd.

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

ITEM NO. 4

Mr. Himanshu Mody was appointed on January 18, 2010, as an Additional Director of the Company in terms of Section 260 of the Companies Act, 1956 ('the Act').

Pursuant to provisions of Section 260 of the Act and the Articles of Association of the Company, Mr. Himanshu Mody vacate his office at the conclusion of this Annual General Meeting. Due notice under Section 257 of the Act has been received from member proposing appointment of Mr. Himanshu Mody as Director of the Company, liable to retire by rotation. Requisite consent has been filed by Mr. Himanshu Mody, pursuant to the provisions of Section 264(1) of the Act, to act as a Director, if appointed.

Brief profile and other details of Mr. Himanshu Mody forms part of the Corporate Governance Report.

The Board recommends the resolution as set out in Item No. 4 for the approval of the members.

None of the Directors of the Company, except Mr. Himanshu Mody, is concerned or interested in this resolution.

ITEM NO. 5

Mr. V. K. Agarawal was appointed on January 18, 2010, as an Additional Director of the Company in terms of Section 260 of the Companies Act, 1956 ('the Act').

Pursuant to provisions of Section 260 of the Act and the Articles of Association of the Company, Mr. V. K. Agarawal vacate his office at the conclusion of this Annual General Meeting. Due notice under Section 257 of the Act has been received from member proposing appointment of Mr. V. K. Agarawal as Director of the Company, liable to retire by rotation. Requisite consent has been filed by Mr. V. K. Agarawal, pursuant to the provisions of Section 264(1) of the Act, to act as a Director, if appointed.

Brief profile and other details of Mr. V .K. Agarawal forms part of the Corporate Governance Report.

The Board recommends the resolution as set out in Item No. 5 for the approval of the members.

None of the Directors of the Company, except Mr. V. K. Agarawal, is concerned or interested in this resolution.

ITEM NO. 6

Keeping in view the Company's business requirements and growth plans, the Company needs additional funds. For this purpose, the Company is desirous of raising finance, fund based or non fund based, from various Banks/ Institutions/ Corporates/ Individuals which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits upto Rs. 20,00,00,00,000/- (Rupees Two Thousand Crores Only). Pursuant to Section 293(1)(d) of the Companies Act, 1956, the Board of Directors can not borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting.

The Board recommends the resolution as set out in Item No. 6 for the approval of the members.

None of the Directors of the Company is in any way concerned or interested in this resolution.

ITEM NO. 7

Your Company may borrow in future from banks or financial institutions for various business purposes and such borrowings may be required to be secured by way of creating mortgage or charge on assets of the Company in such form and manner as may be determined by the Board of Directors of the Company from time to time, in consultation with the lenders. The proposed borrowings are to be secured by mortgage/ charge of the immovable/ movable properties of the Company, present and future. Such mortgaging by

the Company of its immovable and movable properties in favour of lenders may tantamount to disposal and hence requires a resolution under Section 293(1)(a) of the Companies Act, 1956. Accordingly, the proposed resolution is placed before the members for their approval.

The Board recommends the resolution as set out in Item No. 7 for the approval of the members.

None of the Directors of the Company is in any way concerned or interested in this resolution.

ITEM NO. 8

The Remuneration Committee and the Board of Directors of the Company at their meeting held on October 14, 2010, have subject to the approval of the members in General Meeting and such other approvals required, if any, appointed Mr. Milind Pradhan as the Manager of the Company for a period of 3 (three) years commencing from October 14, 2010 on the remuneration determined by the Remuneration Committee/ Board of Directors. Mr. Milind Pradhan, aged 46 years, Diploma in Mechanical Engineering from M. S. University, Baroda, has experience of more than 25 years in the field of Operations Management. He started his career with Jyoti Limited and worked with Groupprotech and Essel Sports Pvt. Ltd. in senior management positions. He has received training in European collaborator's factory in production and testing. He also has experience in organizing of International cricket events of BCCI and ICL.

The remuneration payable to and the terms of appointment of Mr. Milind Pradhan as the Manager of the Company during the tenure of his appointment will comprise of salary, allowances and other perquisites being limited to Rs. 15,00,000/- per annum with authority to the Remuneration Committee/Board of Directors to alter and vary from time to time in such manner that the overall remuneration payable shall be calculated within the basic salary pay scale of Rs. 75,000/- to 1,00,000/- per month.

Mr. Milind Pradhan fulfills the conditions for eligibility contained in Part I & Part II of Schedule XIII to the Companies Act, 1956. The terms and conditions of appointment and payment of remuneration are set out in the Agreement to be entered into between the Company and Mr. Milind Pradhan. Either party may terminate the Agreement by giving three months prior notice of termination in writing to the other party.

The terms and conditions as specified in this resolution shall also be treated as an abstract of terms and conditions of his appointment and memorandum of disclosure of nature of interest or concern therein as required to be given under Section 302 of the Companies Act, 1956.

The Board recommends the resolution as set out in Item No. 8 for the approval of the members.

None of the Directors of the Company is in any way concerned or interested in this resolution.

By order of the Board
For Shirpur Gold Refinery Limited

Place : Mumbai
Date : October 14, 2010

Dhaval Ashar
Company Secretary

Registered Office:
Refinery Site, Shirpur,
Dist. Dhule, Maharashtra - 425 405.

DIRECTORS' REPORT

To,
The Members of
SHIRPUR GOLD REFINERY LIMITED

Your Directors take pleasure in presenting the Twenty Fifth Annual Report of the Company together with Audited Statement of Accounts for the year ended March 31, 2010.

FINANCIAL PERFORMANCE

(figures in Rs. in '000)

Particulars	For the Year Ended March 31	
	2010	2009
Sales & Services	-	-
Other Income	22988	488
Total Income	22988	488
Total Expenses	14418	10366
Operating Profit/(Loss)	8570	(9878)
Less: Finance Cost	36	-
Less: Depreciation	164308	166262
Profit/(Loss) before Tax & Exceptional Item	(155774)	(176140)
Provision for Taxation (Net)	-	75
Deferred Tax	54343	-
Profit/(Loss) after Tax	(101431)	(176215)
Add: Balance Brought Forward from Previous Year	-	(1328895)
Balance Carried To Balance Sheet	(101431)	(1505110)

BUSINESS OVERVIEW

Shirpur Gold Refinery Limited (SGRL) is the largest gold and silver refinery in India with installed refining capacity of 217 TPA of gold and silver respectively.

Pursuant to the take over of the Company by Essel Group, necessary repairs, up-gradation of technology, renovations, replacements and services to the plant and equipment were carried out at the refinery. The Company recruited engineers, technicians and others for all critical stations. Training was provided to all workmen to perform at their optimum level. The refinery commenced its operation from July 2010. The Company would be manufacturing 100 gm and 1 kilo gold bars and hope to achieve fair business in the year 2010-11.

COMPOSITE SCHEME OF ARRANGEMENT AND AMALGAMATION

The Board of Directors of the Company at its meeting held on 15th December, 2009, had subject to requisite statutory and regulatory sanctions, approved a scheme of arrangement between Kala Kosh Auctions Private Limited and the Company and their respective shareholders and creditors under Sections 391-394 of the Companies Act, 1956. The Hon'ble Bombay High Court has sanctioned the scheme vide its order dated June 11, 2010 (in Company Scheme Petition No. 186) with the Appointed date as April 1, 2009. The said Scheme has become effective on July 20, 2010. As part of the aforesaid Scheme, Kala Kosh Auctions Private Limited (KKAPL) amalgamated with the Company and in consideration of the Amalgamation, the Company had issued and allotted on September 10, 2010, 1,35,74,702 equity shares of Rs. 10/- each to the shareholders of Kala Kosh Auctions Private Limited in the ratio of 152 fully paid equity shares of Rs.10 each of the Company for every 100 equity shares of Rs. 10 each in Kala Kosh Auctions Private Limited.

Since KKAPL was a subsidiary of Jayneer Capital P. Ltd (JCPL) the said allotment of equity shares under the scheme had increased JCPL's shareholding percentage to 72.71% thereby making the Company as its subsidiary.

Also as per the above Scheme, Authorised Capital of the Company stood automatically increased to Rs. 35,00,00,000/- (Rupees Thirty Five Crores only) divided into 3,50,00,000 equity shares of Rs. 10 each.

DIVIDEND

In view of the losses during the year, your Directors do not recommend any dividend on Equity Shares for the year under review.

DIRECTORS

Mr. Anish Goel and Mr. Sriprakash Goenka continued to remain Directors of the Company. As per the provisions of the Companies Act, 1956 read with the Articles of Association of the Company, Mr. Anish Goel retires by rotation and being eligible, offers himself for re-appointment at the ensuing Annual General Meeting.

Mr. Sanjay Jain and Mr. Sanjay Gupta resigned from the Board of Directors with effect from January 5, 2010 and May 15, 2010 respectively. The Board placed on record its appreciation for the contributions made by Mr. Sanjay Jain and Mr. Sanjay Gupta during their tenure as the Directors of the Company.

Mr. V. K. Agarawal and Mr. Himanshu Mody were appointed as an Additional Directors, with effect from January 18, 2010. Pursuant to the provisions of Section 260 of the Companies Act, 1956, Mr. V. K. Agarawal and Mr. Himanshu Mody hold office up to the date of the ensuing Annual General Meeting of the Company. The Company has received appropriate notices under Section 257 of the Companies Act, 1956 along with requisite deposits, proposing the candidature of Mr. V. K. Agarawal and Mr. Himanshu Mody for the office of Director, liable to retire by rotation.

Brief Profile of the Directors proposed to be appointed/re-appointed has been included in the Report on the Corporate Governance forming part of the Annual Report.

CORPORATE GOVERNANCE

Your Company is committed to maintain the highest standards of Corporate Governance. Your Directors adhere to the stipulations set out in the Listing Agreement with the Stock Exchanges.

A separate section titled 'Corporate Governance' together with the certificate from M/s. B. S. Sharma & Co., Chartered Accountants, Statutory Auditors of the Company confirming compliance with the requirements of Clause 49 of the Listing Agreement(s) with the Stock Exchanges, as also a Management Discussion and Analysis Statement, forms part of the Annual Report.

AUDITORS

M/s. B. S. Sharma & Co., Chartered Accountants, Statutory Auditors of the Company, retire at the conclusion of the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. The Company has received a letter from them to the effect that their re-appointment, if made, will be in accordance with the limits specified under Section 224(1B) of the Companies Act, 1956.

Auditors have referred to certain notes in their report. Since they are self explanatory they do not call for any elucidation, except in connection with note No. 11(a) relating to non-fulfillment of export obligation under EPCG Scheme, your company has approached the concerned ministry with underlying justified reasons, for extension of time to enable fulfillment of exports commitment. The decision on the request is awaited.

PUBLIC DEPOSITS

During the year under review, your Company has not accepted or renewed any deposits within the meaning of Section 58A of the Companies Act, 1956 and rules made thereunder.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**I. Energy Conservation and Technology Absorption:**

During the year under review, the Company has not carried out any activities involving conservation of energy and technology absorption and therefore the particulars to be mentioned under this item is NIL.

II. Foreign Exchange Earning and Outgo:

Foreign exchange earnings and outgo during the year under review is NIL.

DEMATERIALISATION OF SECURITIES

Your Company has achieved dematerialisation level of 99.48% of the total number of equity shares being held in the electronic mode with both the depositories and the transactions are being duly monitored by the Company by way of reports from the Company appointed Registrar and Share Transfer Agents.

PARTICULARS OF EMPLOYEES

There are no employees drawing salary in terms of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of and pursuant to Section 217(2AA) of the Companies Act, 1956 in relation to Annual Statement of Accounts for the financial year 2009-10, your Directors hereby confirm that:

- a) in the preparation of the Annual Accounts for the year ended March 31, 2010, the applicable Accounting Standards have been followed and there are no material departures;
- b) your Directors had selected such accounting policies in consultation with the statutory auditors and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company for the year ended March 31, 2010 and the loss of the Company for that year;
- c) your Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- d) these accounts have been prepared on a going concern basis.

ACKNOWLEDGEMENTS

Your Board takes this opportunity to place on record their appreciation for the dedication and commitment of employees shown at all levels which have contributed to the success of your Company. Your Directors also express their gratitude for the valuable support and co-operation extended by various Governmental Authorities, Bankers, Financial Institutions and various stake holders.

For and on behalf of the Board

Place : Mumbai
Date : October 14, 2010

V. K. Agarwal	Himanshu Mody
Director	Director

REPORT ON CORPORATE GOVERNANCE

COMPANY'S GOVERNANCE PHILOSOPHY

The Company believes in and fully supports the principles of Corporate Governance. The Company has been regularly implementing the best practices of Corporate Governance in order to attain total transparency, accountability and integrity. The Corporate Governance framework is there to encourage the efficient use of resources and equally to require accountability for the stewardship of these resources.

The Company's policy to implement the Corporate Governance is just not merely to meet the statutory requirements, but also to go beyond that by putting in place the procedures and systems, which are in accordance with the best practices of Corporate Governance. We believe that sound Corporate Governance is instrumental to enhance and retain stakeholders' trust and also it is a set of guidelines to help to fulfill its responsibilities towards all its stakeholders i.e. investors, customers, vendors, Government employees, associates and society.

The Company has constantly endeavoured to implement the best Corporate Governance practices and we believe that it shall go beyond adherence to the regulatory framework. Your Company's corporate structure, business and disclosure practices have been aligned to its Corporate Governance Philosophy. We will continuously endeavour to improve in these aspects on an ongoing basis.

In accordance with the requirement of Stock Exchange Regulations and the provisions of the Listing Agreement, the compliance report on the Corporate Governance is reproduced hereunder:

BOARD OF DIRECTORS

a) Composition and Category of Directors

The Company has been in strict compliance of Board composition requirement as per Clause 49 of the Listing Agreement with the Stock Exchanges.

Composition of the Board as on March 31, 2010:

Category of Director	No. of Directors	% of total No. of Directors
Non-Executive Independent Directors	2	40.00%
Other Non-Executive Directors	3	60.00%
Total	5	100.00%

Particulars of Directors, their attendance at Board Meetings and the Annual General Meeting held during the financial year 2009-10 and also their other directorships in other Public Companies (excluding Foreign Companies and Section 25 Companies) and membership of other Board Committees (excluding Remuneration Committee) as at March 31, 2010 are as under:

Sr. No.	Name of Director	Category	Attendance at		No. of Directorship of other Companies	No. of memberships of Board Sub-Committees
			Board meetings (Total 5 meetings)	AGM (Held on 30.09.2009)		
1.	Mr. V. K. Agarawal *	Non-Executive	1	-	0	0
2.	Mr. Anish Goel	Independent - Non-Executive	5	Y	2	0
3.	Mr. Himanshu Mody *	Non-Executive	1	-	6	2

Sr. No.	Name of Director	Category	Attendance at		No. of Directorship of other Companies	No. of memberships of Board Sub-Committees
			Board meetings (Total 5 meetings)	AGM (Held on 30.09.2009)		
4.	Mr. Shriprakash Goenka	Independent – Non-Executive	5	Y	2	0
5.	Mr. Sanjay Gupta#	Non-Executive	5	Y	0	0

* Appointed as Directors with effect from January 18, 2010.

Resigned as Director with effect from May 15, 2010.

b) Board Meetings and Procedures

During the financial year under review, Five (5), meetings of the Board were held. The intervening period between the Board Meetings were well within the maximum time gap of four (4) months prescribed under Clause 49 of the Listing Agreement. The annual calendar of meetings is broadly determined at the beginning of each year. The details of the meetings held during the year are as under:

Sr. No.	Date of Meeting	Board Strength	No. of Directors present
1.	June 30, 2009	7	6
2.	August 25, 2009	4	4
3.	October 31, 2009	4	4
4.	January 18, 2010	5	4
5.	January 30, 2010	5	4

c) Brief profile of the Directors to be appointed / re-appointed at the Annual General Meeting

Mr. Himanshu Mody, 33 years. After M.Sc. in Finance from Strathclyde, Glasgow, he joined Barclays Bank as a Management Trainee in London City office. After 2 years, he returned to India to head finance team of the Fun Republic chain of multiplexes. Himanshu Mody was working directly with Mr. Subhash Chandra for 3 years in various corporate strategy initiatives of Essel Group. He is currently, Group Head - Finance & Strategy, Essel Group.

Mr. V. K. Agarawal, 37 years, MBA, Chartered Accountant, Cost Accountant & Company Secretary. Mr. Agarawal has an aggregate work experience of 16 years including handling the strategy, merger and acquisitions, joint ventures, management, accounts, finance, banking and operations.

Mr. Sriprakash Goenka, 56 years, a Bachelor of Engineering is an entrepreneur having varied business interest in Import and Export of pulses, Computer Accessories and entertainment equipment etc.

Anish Goel, 43 years, Diploma in Mechanical Engineering. After completing his engineering, he went for technical training to Switzerland and on return he introduced the brand Victorinox in India and has run it for 12 years. In 2007, a company was formed in India with him being the head of operations.

d) Code of Conduct

The Board of Directors of the Company have approved and adopted Code of Conduct for Members of the Board of Directors and Senior Management of the Company. The Code is circulated to all the members of the Board and Management personnel and the compliance of the same is affirmed by them annually.

A declaration affirming compliance with the code of conduct by the members of the Board and Senior Management is given below:

Declaration

I confirm that the Company has obtained from all Directors and Senior Management of the Company their affirmation of compliance with the 'Code of Conduct' from Members of the Board of Directors and Senior Management of the Company for the financial year ended March 31, 2010.

Place : Mumbai
Dated : October 14, 2010

Himanshu Mody
Director

BOARD COMMITTEES**a) Audit Committee**

The Board has constituted an Audit Committee comprising of three (3) members, two (2) of whom are Independent Directors, with Mr. Anish Goel, a Non-Executive Independent Director as its Chairman.

The Composition of the Audit Committee of the Board complies with the requirements of Section 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreement(s) as under:

Name of Directors	Category
Mr. Anish Goel	Independent – Non-Executive
Mr. Himanshu Mody*	Non-Executive
Mr. Shriprakash Goenka	Independent – Non-Executive

* Appointed with effect from January 18, 2010.

The role and the powers of the Audit Committee are as per guidelines set out in Clause 49 of the Listing Agreement(s) and provisions of Section 292A of the Companies Act, 1956. The Committee meets periodically and reviews:

- Accounting and financial reporting process of the Company;
- audited and un-audited financial results;
- business plans, and various reports placed by the Management; and
- discusses the larger issues that could be of vital concern to the Company including adequacy of internal controls, reliability of financial statements/other management information, adequacy of provisions for liabilities and whether the audit tests are appropriate and scientifically carried out in accordance with Company's business and size of operations.

The Audit Committee also reviews adequacy of disclosures and compliance with all relevant laws.

During the year under review, four (4) meetings of Audit Committee were held. The details of the meetings are as under:

Sr. No.	Date of Meeting	Committee Strength	No. of Members Present
1.	30.06.2009	3	3
2.	25.08.2009	3	3
3.	31.10.2009	3	3
4.	30.01.2010	3	3

Statutory Auditor, Head of Accounts of the Company were invitees to all meetings of the Committee. The Company Secretary acts as the secretary to the Audit Committee.

b) Remuneration Committee and Policy

The Remuneration Committee of the Company comprises of Mr. Anish Goel, Non-Executive Independent Director as its Chairman. The members of the Remuneration Committee are as under:

Name of Directors	Category
Mr. Anish Goel	Independent – Non-Executive
Mr. Himanshu Mody*	Non-Executive
Mr. Shriprakash Goenka	Independent – Non-Executive

* Appointed with effect from January 18, 2010.

The terms of reference of the Remuneration Committee, inter alia, consist of reviewing the overall compensation policy, service agreements and other employment conditions of Executive Director(s) and also authorise to consider grant of stock options to the employees under Company's ESOP scheme. The remuneration of Executive Director is decided by the Board of Directors on the recommendation of the Remuneration Committee as per the remuneration policy of the Company within the overall ceiling approved by shareholders.

During the year under review, two (2) meetings of Remuneration Committee were held. The details of the meetings are as under:

Sr. No.	Date of Meeting	Committee Strength	No. of members present
1.	August 25, 2009	3	3
2.	January 18, 2010	3	3

Remuneration to Executive Director

No remuneration is being paid to any of the Directors of the Company.

Remuneration payable to Non-Executive Director

Though eligible, the Directors are not drawing sitting fees.

c) Share Transfer and Investors' Grievance Committee

The Share Transfer and Investors' Grievance Committee of the Company comprises of Mr. Anish Goel, Non-Executive Independent Director as its Chairman, Mr. Himanshu Mody and Mr. V. K. Agarawal as its members.

Terms of reference of Share Transfer and Investors' Grievance Committee are to supervise and ensure efficient transfer of shares and proper and timely attendance to investors' grievances. The Committee has delegated the power of approving requests for transfer, transmission, rematerialisation, dematerialisation etc. of Shareholders to the officials of the Secretarial Department.

Mr. Dhaval Ashar, Company Secretary of the Company is the Compliance Officer of the Company.

During the year under review, Share Transfer and Investors Grievance Committee met two (2) times. The details of the meetings are as under:

Sr. No.	Date of Meeting	Committee Strength	No. of members present
1.	January 18, 2010	3	3
2.	January 30, 2010	3	3

During the year, the Company's Registrars and Transfer Agents received no complaint and there is no investor complaint pending as on March 31, 2010. Number of Share Transfer pending as on March 31, 2010 was NIL.

GENERAL MEETINGS

The Twenty Fifth Annual General Meeting of the Company for the financial year 2009-10 will be held on Tuesday, November 30, 2010 at the Registered Office of the Company at Refinery Site, Shirpur, Dist. Dhule, Maharashtra - 425 405.

Details of Annual General Meeting of the Company held during the last three years are as follows:

Meeting	Day, Date and Time of the Meeting	Venue
22nd AGM	Friday, December 21, 2007, 2.15 p.m.	Refinery Site, Shirpur, Dist. Dhulia, Maharashtra - 425 405.
23rd AGM	Monday, September 29, 2008, 2.15 p.m.	Refinery Site, Shirpur, Dist. Dhulia, Maharashtra - 425 405.
24th AGM	Wednesday, September 30, 2009, 2.15 p.m.	Refinery Site, Shirpur, Dist. Dhulia, Maharashtra - 425 405.

At the last Annual General Meeting of the Company, the members had passed the following Special Resolution:

- i. to continue the tenure of the existing Registrar and Transfer Agent, M/s. Sharepro Services (India) Pvt. Ltd. till the next Annual General Meeting of the Company.

The above resolution was passed with requisite majority.

No Ordinary or Special resolutions were passed through Postal Ballot during Financial Year 2009-10. None of the resolutions proposed for the ensuing Annual General Meeting needs to be passed by Postal Ballot.

Disclosures

There are no materially significant related party transactions i.e. transaction material in nature between the Company and its Promoters, Directors or Management or their relatives having any potential conflict with interests of the Company at large. Transactions with related parties are disclosed elsewhere in the Annual Report.

There has not been any non-compliance by the Company and no penalties or strictures imposed by SEBI (except an amount of Rs. 4,25,000/- was paid to SEBI as compounding fee on account of non-compliances of previous years) or Exchanges or any statutory authority on any matter relating to capital markets.

Means of Communication

The Company has promptly reported all material information including declaration of quarterly financial results, press releases, etc. to all Stock Exchanges where the securities of the Company are listed. Such information is also simultaneously displayed immediately on the Company's website, www.shirpurgold.net. The financial results i.e. quarterly, half yearly and annual results and other statutory information were communicated to the shareholders by way of an advertisement in a English daily viz. 'Free Press Journal' and in a vernacular language newspaper viz. 'Navshakti' (Marathi) as per requirement of the Stock Exchanges.

Management Discussions and Analysis Report forming part of annual report is annexed separately.

SHAREHOLDERS' INFORMATION

- | | |
|---|---|
| 1. Date, Time and Venue of Shareholder's Meeting | Meeting : Annual General Meeting
Day & Date : Tuesday, November 30, 2010
Time : 11.00 a.m.
Venue : Refinery Site, Shirpur, Dist. Dhule, Maharashtra - 425 405. |
| 2. Financial Year | 2009-10 |
| 3. Date of Book Closure | November 23, 2010 to November 30, 2010 (both days inclusive) |
| 4. Dividend Payment Date | Not Applicable |
| 5. Offices for Correspondence | Registered office: Refinery Site, Shirpur, Dist. Dhule, Maharashtra - 425 405. |
| 6. Listing on Stock Exchanges | Equity Shares: Bombay Stock Exchange Limited (BSE)
The National Stock Exchange of India Limited (NSE) |
| 7. Stock Code | BSE: 512289
NSE: AGEEGOLD |
| 8. ISIN No. | INE196B01016 |
| 9. Registrar and Share Transfer Agent | Sharepro Services (India) Pvt. Ltd.
13AB, Samhita Warehousing Complex, Second Floor, Sakinaka Telephone Exchange Lane, Off Andheri-Kurla Road, Sakinaka, Andheri (East), Mumbai - 400 072. |
| 10. Investor Relation Officer | Mr. Dhaval Ashar, Company Secretary
135, Continental Building, Dr. A. B. Road, Worli, Mumbai - 400 018. |
| 11. Dividend | Board of Directors has not recommended any dividend for the financial year 2009-10. |
| 12. Change of Address | Members holding equity shares in physical form are requested to notify the change of address/dividend mandate, if any, to the Company's Registrar and Share Transfer Agent, at the address mentioned above. |
| 13. Share Transfer System | Equity Shares sent for physical transfer or for dematerialisation are generally registered and returned within a period of 15 days from the date of receipt of completed and validly executed documents. |
| 14. Dematerialisation of Equity Shares and Liquidity | 99.48% of the Equity Shares of the Company have been dematerialised up to March 31, 2010. |
| 15. Shareholders' Correspondence | All correspondence from the investors/shareholders may please be addressed to the Registrar and Share Transfer Agent at:
M/s. Sharepro Services (India) Pvt. Ltd.,
13AB, Samhita Warehousing Complex, Second Floor, Sakinaka Telephone Exchange Lane, Off Andheri-Kurla Road, Sakinaka, Andheri (East), Mumbai - 400 072 |
| 16. Stock Market Data Relating to Shares Listed in India | Monthly high and low quotations and volume of shares traded on Bombay Stock Exchange Limited for financial year 2009-2010 are given below. The shares of the Company are not being traded at the National Stock Exchange of India Limited. |

Month	BSE		
	High (Rs.)	Low (Rs.)	Volume of Share Traded
April 2009	54.80	46.00	1,01,737
May 2009	86.70	48.10	5,77,795
June 2009	87.70	60.55	3,62,217
July 2009	81.00	63.25	1,77,691
August 2009	87.00	64.00	1,99,658
September 2009	184.20	76.35	9,66,279
October 2009	223.85	167.00	12,91,961
November 2009	178.00	138.00	7,84,621
December 2009	178.00	138.10	17,76,777
January 2010	212.40	137.00	27,08,405
February 2010	169.95	137.00	8,63,427
March 2010	219.35	153.90	61,27,025

17. Distribution of Shareholding as on March 31, 2010*

No. of Equity Shares	Shareholders		No. of Shares	
	Number	% of Holders	Number	% of Shares
Up to 500	6273	87.00	785587	5.05
501 – 1000	456	6.32	365538	2.35
1001 – 5000	375	5.20	846269	5.44
5001 – 10000	52	0.72	381054	2.45
10001 – 20000	29	0.40	396135	2.54
20001 – 30000	09	0.12	214598	1.38
30001 – 40000	02	0.03	73228	0.47
40001 – 50000	00	0.00	0000	0.00
50001 – 100000	07	0.09	492488	3.16
100001 and above	09	0.12	12007603	77.16
Total	7212	100.00	15562500	100.00

18. Categories of Shareholders as on March 31, 2010*

Category	March 31, 2010	
	% of Shareholding	No. of Shares held
Promoters	48.91	7611003
Individuals	24.40	3797499
Domestic Companies	06.43	1000534
Mutual Funds	00.00	0000000
FII's & NRI	20.26	3153464
Total	100.00	15562500

19. Particulars of top 10 (Ten) Public Shareholding as on March 31, 2010*

Sr. No.	Name of Shareholder	No. of Shares held	% of Shareholding
1.	Kruti Bhupesh Patel	300000	1.93
2.	Ketki Mukesh Patel	200400	1.29
3.	Sneha Amarish Patel	200000	1.28
4.	Disha Bhupesh Patel	200000	1.28
5.	Amrish Rasiklal Patel HUF	199000	1.27
6.	Meha Mukesh Patel	199000	0.83
7.	Jayashri Amrish Patel	129000	0.76
8.	K R Karthikeyan	91050	0.58
9.	Mukesh Rasiklal Patel	82800	0.53
10.	Kalaharkishan Mehta	58729	0.38

* The details of shareholding pertains to position of shareholding as on March 31, 2010. The Scheme of Arrangement between Kala Kosh Auctions Private Limited and the Company and their respective shareholders and creditors under Sections 391-394 of the Companies Act, 1956, approved by the Hon'ble Bombay High Court vide its order dated June 11, 2010. Consequent to the scheme became effective, the Company has allotted 1,35,74,702 equity shares of Rs. 10/- each to the share holders of Kala Kosh Auctions Private Limited on September 10, 2010 and accordingly, the position of shareholding of various shareholders changed from the date of said allotment.

MANAGEMENT DISCUSSION AND ANALYSIS

Investors are cautioned that this discussion contains forward looking statements that involve risks and uncertainties including, but not limited to, risks inherent in the Company's growth strategy, acquisition plans, dependence on certain businesses, dependence on availability of qualified and trained manpower and other factors. The following discussion and analysis should be read in conjunction with the Company's financial statements included herein and the notes thereto.

COMPANY OVERVIEW

Shirpur Gold Refinery Limited (SGRL) is the largest gold and silver refinery in India. Its installed refining capacity is 217 TPA of gold and silver respectively. Pursuant to acquisition of the Company by Essel Group, SGRL is taking the project forward.

For the year ended March 31, 2010 the loss from operations is Rs./Thousands 101431. It is to be noted that the Company, carried out all repairs and services of the plant equipment, process, systems were fine tuned and recruited required man power. The plant has become operational from July 2010.

Company Background

Shirpur Gold Refinery Ltd. (formerly known as Agee Gold Refiners Ltd.) was set up in 2001 for refining gold and silver with installed refining capacity of 217 Metric Ton (MT) p.a each., to a purity of 99.99% +. The Company has its own captive airport for secured and fast logistics. The plant had been inoperative from 2004 and recommenced from July 2010.

Business Activities

Primary business activities of SGRL is as follows:

The principal business of the Company is refining of gold and manufacturing marketable products, viz. gold bars of 100g, 1 kg, or different denominations as per market demand. The finished products would be marketed through out the country by its network of dealers.

Competitive Strengths

The principal competitive strengths of SGRL are as follows:

(i) SGRL is one of its kind project in India:

The Refinery can meet the massive requirement of gold of the local Jewellery trade and of investors. The products have been accepted by the trade and SGRL envisages that once the full operation of refinery is achieved the company would be able to post good results.

(ii) Strong operational, technical and management team:

The Refinery and its equipments, its technology have been properly tested and validated by qualified and experienced technical experts from India and abroad. The technical team in charge and the workmen are well versed in the operation to meet the stringent quality requirement of the gold trade. The management has put in place procedures and policies to ensure the entire production process is updated on continuous basis.

Being part of Essel Group with qualified, experienced management, operations and technical teams, SGRL hopes to achieve good results in its venture as stated.

SGRL believes that it's competent, experienced and skilled operational and technical team is it's key strength in sustaining business operations. The management team is well placed to provide strategic leadership and direction to explore new emerging opportunities as well as constantly improve the current operations. SGRL has recruited several professionals with domain expertise in critical areas and manpower strength of over 100 employees (both directly and indirectly employed) provides a significant competitive edge with the trade.

Business Strategy:

SGRL would be manufacturing and marketing its products viz. Gold Bars of 100 gms & 1 kg, through designated dealers of the company.

Maintain consistently high standards of corporate governance:

SGRL firmly believes that good governance is critical in sustaining corporate development, increasing productivity competitiveness and creating shareholder wealth. The governance process should ensure that the available resources are utilized in a manner that meets the aspirations of all its stakeholders. The Company's essential charter is shaped by the objectives of transparency, professionalism and accountability. The Company continuously endeavours to improve on these aspects on an ongoing basis.

With the increasing emphasis on transparency and accountability SGRL has made conscious efforts to institutionalize Corporate Governance practices. SGRL's corporate structure, business and disclosure practices have been aligned to its Corporate Governance Philosophy.

OPPORTUNITIES AND THREATS:**Opportunities:**

After the effect of the restructuring as on 31.3.2010 the Company became debt free paving the way for opportunities to raise funds for recommencement of operation. The Company has obtained sanctions from Punjab National Bank (Rs. 155 Crores) and ICICI Bank Ltd. (Rs. 200 Crores). On completion of all formalities the Company would drawdown amount against the facilities sanctioned for optimum usage. The management envisages that the Company would be doing well during the year, barring unforeseen circumstances.

Threats:

The Union Budget 2010 announced changes in duty structure for import of raw material in the form of gold ore, concentrate and dore. However there are still issues that require to be resolved. The Company has made representation through appropriate forum to address this and hope to resolve the issue soon.

FINANCIAL PERFORMANCE**Discussion on Financial performance with respect to Operational Performance**

The Company has completed the restructuring as per Hon'ble Bombay High Court's Approval on 11.6.2010 with the appointed date of 1.4.2009. The restructuring as 31.3.2010. The figures given under are not indicative of the prospects of the Company as production and sales activities of the Company had commenced only after the close of the accounting year from i.e. July 15, 2010.

(Rs. in '000)

	Year 2010	Year 2009
Secured Loan		2272322
Unsecured Loan	176366	159821
Gross Block and Depreciation		
Gross Block	3514102	3513128
Depreciation	1111829	947521
Capital Work-in-Progress	0	0
Investment	213	213
Deferred Tax	502433	0
Inventory	4747	4770
Sundry Debtors	0	0
Cash and Bank Balances	1328	817
Loan and advances	19002	13845

SEGMENTAL PERFORMANCE

The Company is in the business of refining, manufacturing and marketing of precious metal which is considered as the only reportable segment. The Company operates only in India.

OTHER COMPANY INFORMATION

Internal Control Systems:

The Company has in place adequate internal control systems, commensurate with its size and nature of operations so as to ensure smoothness of operations and compliance with applicable legislation. The Company has a well-defined system of management reporting and periodic review of business to ensure timely decisionmaking. An internal audit team is being put in place with professionally qualified financial personnel, which will conduct periodic audit to maintain a proper system of checks and controls.

The management information system (MIS) forms an integral part of the Company's control mechanism. All operating parameters are monitored and controlled. Any material change in the business outlook is reported to the Board. Material deviations from the annual planning and budgeting, if any, are reported to the Board on quarterly basis. An effective budgetary control on all capital expenditure ensures that actual spending is in line with the capital budget.

Human Resources:

At SGRL, Human Capital is a crucial asset and an important business driver. The Company employs a number of well-qualified and skilled employees. The Company's senior management, including the heads of each department, is professionally qualified. The Company's staff includes engineers, marketing specialists, and treasury officers, procurement officers and senior accountants.

RISK FACTORS

Risk Management:

The Company's operations would be exposed to frequent market fluctuations onspot on going basis on metal prices and foreign exchange. However with adequate hedging mechanisms these risks can be effectively countered.

Metal Price Risks:

The international prices are largely governed by movements at major bullion exchanges of London, New York, Tokyo and others. The local bullion prices are an algorithm of these movements on 'spot' basis.

Foreign Exchange Risk:

Since India mines an insignificant quantity of its bullion requirement, the total demand is met by imports. This exposes the importers to metal and foreign exchange risks. The Company has established a dealing room and placed policies and procedures for mitigating the risks in gold and foreign exchange transactions. However, the management cannot totally eliminate the risks involved in such volatile trades.

The Company's business is heavily regulated and changes in regulations or failure to obtain required approvals could adversely affect its ability to operate.

SGRL operates in a highly regulated industry structure. Any changes in the duty, rules and regulations or requirements by the Government of India may require the Company to incur significant expenditure and/or significantly increase its potential liabilities which may impact its financial position adversely. SGRL may incur loss of revenue and market share if there are any changes in the policies of the Government of India.

Significant Competition from new entrants and existing players.

Significant additional competition is in the gold trade and may result in reduced off-take and thereby negatively affect the Company's revenues and profitability. Further, the existing/new foreign players' greater financial resources may benefit them in greater economies of scale and operating efficiencies, thereby enabling them to compete SGRL effectively. Maintaining or increasing the market share will depend on effective marketing initiatives including advertising and the Company's ability to improve processes.

Attrition:

The success of the Company's business is substantially dependent on its management and technical team, its inability to retain them could adversely affect the Company's business.

SGRL has a strong management and technical team to oversee the operations and growth of its business. The Company's ability to sustain its growth, largely depends, part, on its ability to attract, train, motivate and retain highly skilled personnel. Its ability to hire and retain additional qualified personnel will impact its ability to continue to expand business. There is a significant demand for personnel who possess the skills required in the refining business. An increase in SGRL's rate of attrition for its experienced employees, would adversely affect the business. The Company cannot assure that it would be successful in recruiting and retaining a sufficient number or personnel with the requisite skills to replace those personnel who leave. This may adversely affect its business and consequently, the operational results. Further the Company cannot assure that it would be able to re-deploy and re-train its personnel to keep pace with continuing changes in its business.

Improved Technology.

SGRL would strive to be in line with advancement in refining technology and efforts have already been made to keep the technical people well informed on the emerging new trend in the refining technology. Any new process that could improve the working of the refinery would be put into test for its adaptability and profitability of the Company. However, SGRL's competitors may be able to understand the application requirements better and react faster to customer requirements in the future. SGRL may also face competition arising from newer technology/automation leading to newer products acceptable to customers. This may lead to erosion of the Company's market share which would adversely impact its results of operations. The Company cannot assure that it will be able to keep up with the technological updates.

Major business operations in the un-organized sector.

It is for the first time that a large capacity gold refinery is brining out its products in the Indian market. So far the products were supplied by foreign players who are in the trade for many years. There is no readily available external information (whether from trade or industry associations, government bodies or other organizations) to validate market-related analysis and estimates, so it relies on internally developed estimates. While it believes its internal estimates to be reasonable, such estimates have not been verified by any independent sources and it cannot assure you of its accuracy. In the event, the Company's estimates differ materially from actual performance; it may adversely impact its results of operations.

The Company may undertake strategic acquisitions or investments, which may prove to be difficult to integrate and manage or may not be successful.

In the future, SGRL may consider making strategic acquisitions or other businesses, whose resources, capabilities and strategies are complementary to and likely to enhance its business operations. The inability to identify suitable acquisitions targets investments or the inability to complete or integrate such transactions may adversely affect the Company's competitiveness or its growth prospects. There can be no assurance that it shall be able to achieve the strategic purpose of such an acquisition or operational integration or the targeted or any acceptable return on such an investment.

Mines:

The Company may undertake mining ventures as a process of integration which may not prove to be successful. As a part of total integration, the Company may venture to invest, operate or acquire gold producing mines or mines with a gold potential. This should increase the profitability of the Company at the same time reduce dependency on external agencies and companies. However there can be no guarantee of a mine's output and the management cannot assure total success of such ventures.

AUDITORS' REPORT

**To,
The Members, Shirpur Gold Refinery Limited**

1. We have audited the attached Balance Sheet of SHIRPUR GOLD REFINERY LIMITED, as at March 31, 2010, the related Profit and Loss Account for the year ended on that date annexed thereto and the cash flow statement for the year ended on that date, which we have signed under reference to this report. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the 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 any material misstatement. An audit includes, examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003, issued by the Central Government of India in terms of Section 227(4A) of the Act and on the basis of such checks as we considered appropriate, and according to the information and explanations given to us, we give in the Annexure a statement of the matters specified in paragraphs 4 and 5 of the said Order to the extent applicable to the Company.
4. Attention is invited to the following Notes in Schedule 15:
 - a) Note No. 2 regarding amalgamation of erstwhile Kala Kosh Auctions Pvt. Ltd., a fully owned subsidiary of Jayneer Capital Pvt. Ltd., with the Company under the Scheme of arrangement sanctioned by the Hon'ble Bombay High court and its effect given in the financial statements for the year under review;
 - b) Note No. 3 regarding adoption of the deferred tax (DT) policy in the year under report and consequential accounting of DT Assets;
 - c) Note No. 11(a) relating to Non fulfillment of export commitment under EPCG scheme;
5. Further to our comments in the annexure referred to in paragraph 3 above, we report that:
 - a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the 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 and Profit and Loss Account dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the Balance Sheet and Profit and Loss Account dealt with by this report comply with the accounting standards referred to in Section 211 (3C) of the act;
 - e) On the basis of the written representations received from the directors, as on March 31, 2010 and taken on record by the board of Directors, we report that none of the director of the Company is disqualified as on March 31, 2010 from being appointed as a director in terms of Section 274 (1) (g) of the act.

- f) In our opinion and to the best of our information and according to the explanations given to us, the said financial statements read together with the significant accounting policies and Notes to Accounts as per Schedule 15 and Note No. 4 hereinbefore, 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:
- (i) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2010;
 - (ii) in the case of the Profit and Loss Account, of the loss for the year ended on that date; and
 - (iii) in the case of Cash Flow Statement, of the cash flows for the year ended on that date.

For **B.S. SHARMA & Co.**
Chartered Accountants
FR No.128249W
(CA B. S. SHARMA)
Proprietor
Membership No. 031578

Mumbai
Dated : October 14, 2010

Annexure referred to in Paragraph (3) of Auditors' Report to the members of SHIRPUR GOLD REFINERY LTD. on the accounts for the year ended March 31, 2010

A. FIXED ASSETS:

1. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets, except for furniture and fittings.
- (b) As per information and explanations given, the management has carried out physical verification of substantial part of fixed assets in a phased program, which in our opinion is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) During the year, there was no disposal of fixed assets.

B. INVENTORIES:

2. (a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of such verification is reasonable having regard to the nature of inventory.
- (b) In our opinion, 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 has maintained proper records of inventories and no discrepancies were noticed on physical verification of the inventories as compared to book records.

C. LOANS AND ADVANCES:

3. (a) According to the information and explanations given to us, no secured or unsecured loans or advances in the nature of loans, has been granted to companies, firms or other parties covered in the register maintained under Section 301 of the Act.
- (b) According to the information and explanations given to us, the Company has not taken any loan or advances in the nature of loans, secured or unsecured from Companies, firms or other parties covered in the register maintained under Section 301 of the Act.

During the year secured loan of Rs./thousands 227,23,22 (Rs./thousands 227,23,22) assigned to erstwhile Kala Kosh Auctions Pvt. Ltd., (KKAPL) stood cancelled on its amalgamation with the

Company w.e.f., April 1, 2009, pursuant to the Order dated 11th June 2010 of the Hon'ble Bombay High Court, in the Scheme of Arrangement under Section 391 to 394 of the Act, as per Note No. 2 to Schedule 15 hereto.

INTERNAL CONTROL:

4. In our opinion and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchases of inventory, fixed assets and sale of scrap goods. We have not observed any continuing failure to correct major weaknesses in internal controls.

TRANSACTIONS U/S 301:

5. (a) According to the information and explanations given to us, transactions that need to be entered into the register maintained under Section 301 of the Companies Act, 1956 have been so entered.
- (b) In our opinion and according to the information and explanations given to us, there are no transactions made in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Companies Act, 1956 and exceeding the value of Rs. 500,000/- in respect of each party during the year.

PUBLIC DEPOSITS:

6. According to the information and explanations given to us, the Company has not accepted any deposits from the public during the year.

INTERNAL AUDIT SYSTEM:

7. The Company has an internal audit system commensurate with the size of the Company and nature of its business.

COST RECORDS:

8. We are informed that the Central Government has not prescribed maintenance of cost accounting records under Section 209 (1) (d) of the Act in respect of the Company's activities.

STATUTORY DUES:

9. According to the information and explanations given to us and the records of the Company examined by us in our opinion
- a) The Company is generally regular, in depositing its Statutory dues including Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Income Tax (except delay in few instances in depositing Income Tax deducted at source), VAT, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues as applicable with the appropriate authority.
- b) There are no undisputed amounts payable in respect of the aforesaid dues which have remained outstanding as at March 31, 2010 for a period of more than six months from the date they became payable.
- c) There are disputed dues on account of Income Tax and VAT which have not been deposited since appeal before authorities concerned in respect of:

Name of the Statute	Period	Amount Rs./thousands	pending before
Income tax Act, 1961	AY 2007-08	11,13,60	CIT Appeals
Sales Tax (MVAT)	FY 2004-05	15,05	Dy. Commissioner of Sales Tax

ACCUMULATED OR CASH LOSSES:

10. The Company does not have accumulated losses at the end of the financial year and has not incurred cash losses during the current financial year. The accumulated losses of Rs./thousands 15,05,110 at the beginning of the financial year had been adjusted against the surplus of Rs./thousand 21,25,406 arising out of Scheme of Arrangement as per Note No. 2 to Schedule 15 to financial statements, resulting in net worth turning positive. On the basis of the financial statements under review, in the immediate preceding financial year there was a cash loss of Rs./Thousand 98,78.

OTHER CLAUSES:

11. There are no dues to any banks or financial institutions, as informed. The dues to the banks of Rs./thousands 227,23,22, which were assigned to erstwhile Kala Kosh Auctions Pvt. Ltd., (amalgamated with the company), stood cancelled pursuant to the order dated June 11, 2010 of the Hon'ble Bombay High Court sanctioning the Scheme of Arrangement as per the Note No. 2 to Schedule 15, hence the clause relating to default in repayment of dues to banks and/or financial institutions is not applicable.
12. The Company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The Company is not chit fund or a nidhi/ mutual benefit fund/ society.
14. The Company is not dealing in or trading in shares, securities, debentures and other Investments.
15. According to information and explanation given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions.
16. The Company has not raised any term loans during the year.
17. On the basis of review of utilization of funds which is based on an overall examination of the Balance Sheet of the Company and related information as made available to us, we report that no short term funds have been used for long-term investments.
18. The Company has not made preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act during the year.
19. The Company has not issued any secured debentures during the year.
20. The Company has not raised any money by public issue during the year.
21. On the basis of our examination and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.

For **B.S. SHARMA & Co.**
Chartered Accountants
FR No.128249W

(CA B. S. SHARMA)
Proprietor

Membership No. 031578

Mumbai
Dated : October 14, 2010

COMPLIANCE REPORT
under Clause 49 of the Listing Agreement

To,
The Members, Shirpur Gold Refinery Limited

We have examined the compliance of conditions of Corporate Governance by **SHIRPUR GOLD REFINERY LIMITED** ('the Company'), for the year ended March 31, 2010 as stipulated in Clause 49 of the Listing Agreement of the Company with the Stock Exchanges.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion of 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 Clause 49 of the Listing Agreement.

We state that no investor grievances are pending for a period exceeding 30 days against the Company as per the records maintained by the Company.

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 **B.S. SHARMA & Co.**
Chartered Accountants
FR No. 128249W

(CA B. S. SHARMA)
Proprietor

Membership No. 031578

Mumbai
Dated : October 14, 2010

BALANCE SHEET AS AT MARCH 31, 2010

	Schedule	Amount in Rs./Thousand	
		2010	2009
SOURCES OF FUNDS:			
SHAREHOLDERS' FUNDS:			
Share Capital	1	291,372	155,625
Reserves and Surplus	2	<u>2,503,388</u>	<u>1,435,000</u>
TOTAL		<u>2,794,760</u>	<u>1,590,625</u>
LOAN FUNDS:			
Secured Loan	3	-	2,272,322
Unsecured Loan	4	<u>176,366</u>	<u>159,821</u>
		<u>176,366</u>	<u>2,432,143</u>
TOTAL		<u>2,971,126</u>	<u>4,022,768</u>
APPLICATION OF FUNDS:			
FIXED ASSETS			
	5		
a. Gross Block		3,514,102	3,513,128
b. Less: Depreciation to date		<u>1,111,829</u>	<u>947,521</u>
c. Net Block (a-b)		<u>2,402,273</u>	<u>2,565,607</u>
INVESTMENTS	6	213	213
DEFERRED TAX ASSETS		502,433	-
A. CURRENT ASSETS, LOANS AND ADVANCES:			
a. Inventories	7	4,747	4,770
b. Cash and Bank Balances	8	1,328	817
c. Loans and Advances	9	<u>19,002</u>	<u>13,845</u>
TOTAL		<u>25,077</u>	<u>19,432</u>
B. Less: CURRENT LIABILITIES AND PROVISIONS			
a. Current Liabilities	10	59,624	67,262
b. Provisions		<u>677</u>	<u>332</u>
TOTAL		<u>60,301</u>	<u>67,594</u>
C. Net Current Assets (A-B)		<u>(35,224)</u>	<u>(48,162)</u>
Miscellaneous Expenses to the extent not written off:			
Profit and Loss Account - Loss		<u>101,431</u>	<u>1,505,110</u>
TOTAL		<u>2,971,126</u>	<u>4,022,768</u>
Notes forming part of Accounts	15		

As per our report of even date

For and on behalf of the Board of Directors

For **B. S. Sharma & Co.**
Chartered Accountants
FR. No. 128249W

Himanshu Mody - Director

CA B. S. SHARMA
Proprietor
Membership No. 031578

V. K. Agarawal - Director

Mumbai
Dated: October 14, 2010

Dhaval Ashar - Company Secretary

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2010
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	Schedule	Amount in Rs./Thousand	
		2010	2009
INCOME:			
Sales		-	-
Other Income	11	22,988	488
TOTAL		22,988	488
EXPENDITURE:			
Operational Cost	12	3,328	3,329
Personnel Cost	13	4,026	2,116
Administrative and Other Expenses	14	7,064	4,921
TOTAL		14,418	10,366
OPERATING PROFIT/(LOSS) BEFORE DEPRECIATION AND INTEREST			
		8,570	(9,878)
Financial Expenses		36	-
Depreciation	5	164,308	166,262
(Loss) before Tax		(155,774)	(176,140)
Add: Fringe Benefit Tax (FBT)		-	75
Less: Deferred Tax		54,343	-
(Loss) After Tax		(101,431)	(176,215)
Balance (Loss) brought forward		-	(1,328,895)
Balance of (Loss) carried over to Balance Sheet		(101,431)	(1,505,110)
Notes forming part of Accounts	15		

As per our report of even date

For **B. S. Sharma & Co.**
Chartered Accountants
FR. No. 128249W

CA B. S. SHARMA
Proprietor
Membership No. 031578
Mumbai
Dated: October 14, 2010

For and on behalf of the Board of Directors

Himanshu Mody - Director

V. K. Agarawal - Director

Dhaval Ashar - Company Secretary

SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT MARCH 31, 2010

	Amount in Rs./Thousand	
	2010	2009
SCHEDULE - 1		
SHARE CAPITAL		
Authorised		
3,50,00,000 (2,50,00,000) Equity Shares of Rs. 10/- each (Refer Note No. 1 to Schedule 15)	350,000	250,000
Issued, Subscribed and Paid-up		
1,55,62,500 (1,55,62,500) Equity Shares of Rs. 10/- each fully paid-up	155,625	155,625
Add: 1,35,74,702 Equity Shares of Rs. 10/- each issued in consideration other than cash (Refer Note No. 2 to Schedule 15)	135,747	-
TOTAL	291,372	155,625
SCHEDULE - 2		
RESERVES AND SURPLUS		
Share Premium Account :	1,435,000	1,435,000
GENERAL RESERVES:		
Adjustment - Surplus on Amalgamation		
a) Adjusted pursuant to the Scheme of Arrangement on amalgamation of Kala Kosh Auctions Pvt. Ltd. (KKAPL) with the Company (Refer Note No. 2 to Schedule 15)	620,297	-
b) Deferred Tax Assets (Refer Note No. 3 to Schedule 15)	448,091	-
TOTAL	2,503,388	1,435,000
SCHEDULE - 3		
SECURED LOANS		
Assigned to KKAPL (amalgamated with the Company) (Refer Note No. 4 to Schedule 15)	-	2,272,322
TOTAL	-	2,272,322
SCHEDULE - 4		
UNSECURED LOANS		
Other Loans and advances		
Inter-corporate Deposit from others (Repayable on demand, due within a year Rs. 17,63,66 (Rs. 15,98,21))	176,366	159,821
TOTAL	176,366	159,821

SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT MARCH 31, 2010

**SCHEDULE - 5
FIXED ASSETS**

Amount in Rs./Thousand

Particulars	GROSS BLOCK			DEPRECIATION				NET BLOCK		
	Cost As at 01.04.2009	Addition during the Year	Sale/Adjust during the Year	Gross Block As at 31.03.2010	As at 01.04.2009	Provided during the Year	Sale/Adjust during the Year	Up to 31.03.2010	As at 31.03.2010	As at 31.03.2009
Freehold Land	32,983	-	-	32,983	15,580	1,179	-	16,759	16,224	17,403
Buildings	307,946	-	-	307,946	129,462	13,068	-	142,530	165,416	178,484
Plant and Machinery	3,060,040	229	-	3,060,269	726,761	145,352	-	872,113	2,188,156	2,333,280
Airport Complex	52,692	-	-	52,692	27,232	2,546	-	29,778	22,914	25,460
Office Equipment	4,794	512	-	5,306	3,276	283	-	3,559	1,747	1,518
Furniture and Fixtures	40,968	-	-	40,968	31,870	1,647	-	33,517	7,451	9,098
Computer System	13,295	233	-	13,528	12,970	223	-	13,193	335	325
Vehicles	410	-	-	410	370	10	-	380	30	39
Current Year	3,513,128	974	-	3,514,102	947,521	164,308	-	1,111,829	2,402,273	2,565,607
Previous Year	3,514,041	130	1,043	3,513,128	782,284	166,262	1,025	947,521	2,565,607	-

SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT MARCH 31, 2010

	Amount Rs./Thousand	
	2010	2009
SCHEDULE - 6		
INVESTMENTS (AT COST)		
Unquoted - Long Term :		
8500 (8500) Equity Shares of The Shirpur People Co. Op. Bank Ltd.	213	213
TOTAL	213	213
SCHEDULE - 7		
CURRENT ASSETS, LOANS AND ADVANCES		
INVENTORIES		
(At lower of cost or market value as taken, valued, verified and certified by management)		
Consumables stores, Spares & Tools	3,861	3,884
Work-in-Progress	786	786
Finished Goods	100	100
TOTAL	4,747	4,770
SCHEDULE - 8		
CASH AND BANK BALANCES		
Cash in Hand	23	118
Balance with Schedule Banks In Current Accounts	1,305	699
TOTAL	1,328	817
SCHEDULE - 9		
LOANS AND ADVANCES		
(Unsecured - Considered good)		
Advances Recoverable in cash or in kind or for value to be received	15,210	11,188
Tax/Credit Receivables	643	203
Deposits (Refer Note No. 7 to Schedule 15)	3,149	2,454
TOTAL	19,002	13,845
SCHEDULE - 10		
CURRENT LIABILITIES AND PROVISIONS		
A. CURRENT LIABILITIES		
Sundry Creditors - for Advances	2,366	2,366
Sundry Creditors for Trade and Expenses.	45,910	64,896
Sundry Creditors for others	11,348	-
TOTAL	59,624	67,262
B. PROVISIONS		
Provision for Retirement benefits	336	136
Provision for Taxation	341	196
TOTAL	677	332
TOTAL A+B	60,301	67,594

SCHEDULES FORMING PART OF THE PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2010
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	Amount Rs./Thousand	
	2010	2009
SCHEDULE - 11		
OTHER INCOME		
Dividend Received	32	-
Miscellaneous Income	304	488
Sundry Balances written back	22,652	-
TOTAL	22,988	488
SCHEDULE - 12		
OPERATIONAL COST		
Consumables Stores	833	1,105
Factory Expenses	1,043	264
Power and Fuel	1,274	1,300
Rent, Rates and Taxes	146	660
Insurance Premium	32	-
TOTAL	3,328	3,329
SCHEDULE - 13		
PERSONNEL COST		
Salaries, Allowances and Bonus	3,023	1,189
Contribution to Provident and other funds	393	282
Other Benefits	610	645
TOTAL	4,026	2,116
SCHEDULE - 14		
ADMINISTRATIVE AND OTHER EXPENSES		
Motor Car Expenses	240	146
Communication expenses	218	200
Printing and Stationary	151	110
Professional Charges	4,687	596
Repair and Maintenance- others	175	1,575
Traveling and Conveyance	604	1,854
Auditor's Remuneration for		
Statutory Audit	200	
Tax Audit	50	
Other Matters - Company Law Matters	50	
	300	17
Prior Period Expenses	454	-
Miscellaneous Expenses	235	423
TOTAL	7,064	4,921

SCHEDULE : 15 - SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS

Background:

- (a) SHIRPUR GOLD REFINERY LIMITED ('the Company') is incorporated on November 9, 1984 under Registration Number U51900MH1984PLC034501 and Certificate of Commencement issued on December 6, 1984 under the name and styled as "SKIPPER MERCANTILE LIMITED" by the Registrar of Companies, Mumbai, Maharashtra. Subsequently the name was changed to AUTORIDERS MEMRCANTILE & FINANCE LTD., on July 1, 1991, then to AGEE GOLD REFINERS LIMITED on May 19, 2000 and now SHIRPUR GOLD REFINERY LIMITED w.e.f. March 18, 2002. The Company is in the business of refiners, smelters, processor etc., of metals and other activities as detailed in the object clause of the Memorandum of Association.
- (b) The Company has become a subsidiary of Jayneer Capital Pvt. Ltd., from September 10, 2010 on allotment of 1,35,74,702 Equity shares of Rs. 10/- each fully paid-up pursuant to the Scheme of Arrangement sanctioned on June 11, 2010 by the Hon'ble Bombay High Court, Mumbai, w.e.f., April 1, 2009, being the appointed date. The Company is a part of Essel Group of Industries since December 2008.

Use of Estimates:

The preparation of financial statements, in accordance with the Generally Accepted Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities at the date of financial statements and the reported amounts of revenue and expenses during the year. Actual results could differ from estimates. Any revision to estimates is recognized prospectively in current and future period.

A. SIGNIFICANT ACCOUNTING POLICIES

(a) Accounting Convention:

- i) The financial statements have been prepared under the historical cost convention and in accordance with the accounting standards referred to in Section 211(3C) of The Companies Act, 1956.
- ii) The Company follows mercantile system of accounting and recognizes income and expenditure on accrual basis except those with significant uncertainties.
- iii) The financial statements are prepared on the Going Concern concept of accounting.

(b) Fixed Assets:

Fixed Assets are stated at Cost of their acquisition less depreciation. Cost comprises of acquisition cost and attributable cost of bringing the assets to its working condition for its intended use.

(c) Depreciation/ Amortization:

- i) Depreciation on Fixed Assets is provided on written down value method at the rates prescribed under Schedule XIV of the Companies Act, 1956 as amended except in case of Plant and Machinery for which the depreciation is provided on Straight Line Method.
- ii) Individual assets costing less than Rs. 5,000 are depreciated in full in the year of acquisition.
- iii) Depreciation on intangible assets is amortized over the economic useful life of the assets as estimated by the management.

(d) Impairment of Assets:

The Company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired and if any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying value, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Profit and Loss account. If at the Balance Sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

(e) Investments:

Long-term Investments are carried at cost.

(f) Transactions in foreign exchange:

Foreign currency transactions are accounted at the exchange rate prevailing on the date of such transactions. Foreign currency monetary assets and liabilities at the Balance Sheet date are translated at the closing rate. Gains or losses resulting therefrom on settlement are recognized in the Profit and Loss account.

(g) Revenue Recognition:

Revenue is recognized on accrual basis, when no significant uncertainty as to collectability exists. Interest on accrual basis and dividend is accounted when the right to receive the same is unconditional.

(h) Inventories:

Inventories of consumables, work-in-progress and finished goods are valued at lower of cost or realizable value.

(i) Retirement Benefits:

- i) The Company is covered under the provisions of Provident Fund and Miscellaneous Funds Act, 1958. Contribution to Provident fund is accounted on accrual basis and charged to Profit and Loss account.
- ii) Liabilities for Leave Encashment and Gratuity are accounted on accrual basis and Expensed.

(j) Accounting for taxes on Income:

- i) Current tax is determined as the amount of tax payable in respect of taxable income for the year, as per the provisions of The Income Tax Act, 1961.
- ii) Deferred tax is recognized on timing difference, subject to consideration of prudence in respect of deferred tax assets on timing difference, being the difference between the taxable incomes and accounting income that originate in one year and are capable of reversal in one or more subsequent years and measured using relevant enacted tax rates and applicable laws enacted.

(k) Earnings per share:

Basic EPS is computed and disclosed using the weighted average number of equity shares outstanding during the year. Diluted EPS is computed and disclosed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the period except where the results would be anti dilutive.

(l) Provisions:

A provision is recognized when there is 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 a reliable estimate can be made. Provisions 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 management estimates.

(m) Contingent Liabilities

Contingent Liabilities are not recognized but are disclosed by way of Notes to the Accounts. Contingent assets are neither recognized nor disclosed in the financial statements.

(n) Contingencies and Events occurring after the Balance Sheet date:

All the major contingencies i.e., a condition or situation the ultimate outcome of which is known or determined only on their occurrences or non-occurrences of uncertain future events, till the signing of the financial statements, have been recognized.

Material events occurring after the balance sheet date till the date of approval thereof, affecting the going concern assumption or having material impact on the financial statements, are recognized.

(o) Accounting for Amalgamation:

The accounting for Amalgamation of the transferor Company with the transferee Company and the relevant Accounting Standards on appointed date i.e. 1st of April 2009 are followed as detailed in the AS-14 and departure therefrom are disclosed by way of a note in the financial statements.

B. NOTES ON ACCOUNTS:**1. Increase in Authorized Share Capital:**

The Authorized Share Capital of the Company, automatically increased by Rs./Thousand 10,00,00 divided into 1,00,00,000 Equity share of Rs. 10/- each i. e., from Rs./Thousand 25,00,00 to Rs./Thousand 35,00,00 pursuant to order dt. 11.06.2010 of the Hon'ble Bombay High Court under the said Scheme of Arrangement under Section 391 to Section 394 of The Companies Act, 1956 between Kala Kosh Auctions Pvt. Ltd., (KKAPL) and the Company, sanctioned by the apex court.

2. Amalgamation of erstwhile Kala Kosh Auctions Pvt Ltd., (KKAPL) with the company:

The Scheme of Arrangement between erstwhile KKAPL, the Company and their respective shareholders and creditors (the Scheme), was sanctioned by the Hon'ble Bombay High Court, Mumbai, vide its order dt June 11, 2010 and the said order is filed on July 7, 2010 and taken on record on September 9, 2010 by the Registrar of Companies (ROC). Pursuant to the said scheme, all the debts, liabilities, entire business and the whole of the undertaking of the erstwhile KKAPL is to be amalgamated and vested in the Company at their fair value from the appointed date i.e., April 1, 2009.

The Scheme has been given effect on April 1, 2009, the appointed date, in these financial statements and pursuant to the Scheme, the assets and liabilities of KKAPL are transferred to/and are accounted in the books of account of the Company at fair value and has become effective from July 20, 2010, the date of filing of the said Order dt June 11, 2010 with the ROC. The difference (Surplus) is credited, as per sanctioned scheme, to the General Reserve after adjusting debit balance in the Profit and Loss account of the Company as on the appointed date as detailed hereunder:

PARTICULARS	Amount Rs./thousand
1. Fixed Assets (Net)	208
2. Current Assets, Loans and Advances	
a) Cash and Bank balances	5
b) Loans and Advances	<u>287</u>
3. Total Assets (1+2)	500
4. Current liabilities and provisions	11,668
5. Net Liabilities (3-4)	11,168
6. Less:	
a) Cancellation of Secured loan belonging to the company assigned to erstwhile KKAPL, merged	2272,322
b) Less: 1,35,74,702 Eq Shares of Rs. 10 each fully paid-up allotted to erstwhile shareholders of KKAPL	<u>135,747</u>
c) Balance of Surplus before net liabilities	(6a-6b) 2136,575
7. Surplus taken to General Reserves	(6c – 5) 2125,407
8. Less: Loss on April 1, 2009 as appearing in the audited Financial statements of the Company	1505,110
9. Net Surplus transferred to General Reserves as appearing in Schedule 2 to Accounts.	620,297

Had the Scheme of Arrangement, as sanctioned by the Hon'ble Court, not prescribed the treatment, the net surplus of Rs./Thousand 620,297 would have been credited to Capital Reserve as required by the Purchase method prescribed by the Accounting Standard (AS)-14 on "Accounting for Amalgamations".

- b) The Company has, as per the sanctioned Scheme of Arrangement, allotted on September 10, 2010, 1,35,74,702 Equity shares of Rs.10/- each fully paid-up to the shareholders of erstwhile KKAPL in the ratio of 152 (One Hundred Fifty Two) fully paid-up equity shares of Rs.10/- each of the Company for every 100 (One Hundred) Equity shares of Rs.10/- each fully paid-up of KKAPL., pursuant to the said Scheme.
- c) The Authorised Share Capital of the Company increased by the amount of authorized capital of the KKAPL of Rs./Thousand 1,00,000 as stated herein before Note 1.
- d) The erstwhile KKAPL was a fully owned subsidiary of the Jayneer Capital Pvt. Ltd., (JCPL). JCPL was holding 48.91% of the Subscribed and Paid-up Equity Capital of the Company before the sanction of the Scheme. Pursuant to the Scheme of Arrangement, the shareholding of JCPL., in the Company has gone up from 48.91% to 72.71% on allotment of 1,35,74,702 Equity Shares of Rs.10/- each fully paid-up, as per Note No. 2 (b) herein, thereby making the Company its subsidiary.

3. Deferred Tax (DT):

The Company has accounted for DT as required under Accounting Standard (AS)-22, for the first time. Based thereon it has worked out the DT Asset upto March 31, 2009 and accordingly transferred to Revenue reserves, as per working given hereunder:

A. DT Asset upto 31.03.2009

Amount Rs./thousand

1. Book Value of Assets		31.03.2009
2. As per Books of Accounts WDV		2,565,607
3. As per Income Tax Act (IT) WDV		1,424,745
4. Add : Depreciation disallowed in AY 2007-08, & treated accordingly for pending assts 2008-09 and 2009-10		844,829
5. Total WDV as per IT Act on 31.3.2009	(3+4)	2,269,574
6. Timing Difference Differential WDV on 31.3.2009 between Books and Income tax	(2-4)	296,033
7. Deferred Tax Liability		98,335
8. Timing Difference Carried forward Business Losses and Depreciation upto 31.03.2009 available for set off under Income Tax Act, 1961 in future years		1,644,993
9. DT Asset available for future years		546,426
10. Timing Difference Deferred Tax Asset (DTA) created by crediting to General Reserves as per AS-22	(7-9)	448,091

- B. DT., for the year under report, as per working hereunder, has been credited to Profit and Loss Account and taken to DT Asset, as appearing in the financial statements:

Amount Rs./thousand

DEFERRED TAX : 31.03.2010	Rs.	Rs.
Timing Difference Differential depreciation between books and Income Tax (IT)- Depreciation is not to be claimed under IT, since not allowed by tax authorities as there are no business operations – hence the timing Difference is considered		164,308
Timing Difference in the following cases: will be allowed in future on payment or funding basis:		

a) Provision for Leave Encashment	90	
b) Provision for gratuity	246	
c) Disallowances u/s 40a(ia)	375	711
NET DIFFERENCE BEING HIGHER IN BOOKS THAN in Income tax DT Asset		163,597
DEFERRED TAX ASSETS (DTA) FOR THE YEAR		54,343

4. Secured Loans:

Secured loans of Rs./Thousand 2272,322 assigned, under Deed of Assignment dt February 25, 2009, to erstwhile KKAPL (transferee company), by the lenders to earlier assignors, to the Company as referred to in the respective Agreements, stood cancelled, irrespective of carrying value in the books of both the companies, in terms of the sanction received to the Scheme from the Hon'ble Bombay High Court vide its order dt June 11, 2010. The details of the same are given in Note No. 2 herein before.

The loan was secured by first charge on all the fixed assets including Plant and Machineries and second charge on current assets of the Company. However, at the year end, the said loan stood cancelled as per details given herein above.

5. Unsecured Loans:

Unsecured Inter-corporate deposit from a body corporate is interest free and is repayable on demand.

6. Impairment of Fixed Assets:

The Company has assessed at Balance Sheet date the assets pertaining to manufacturing facilities at Shirpur, Dhule in Maharashtra, as to their impairment. On the basis of such assessment, it is opined that the recoverable amount or fair value of such assets are more than their carrying values, hence there is no impairment of assets to be provided for. The Company has commenced its business activities since July 2010.

7. Investments:

The investment held by the Company in a co-operative bank is unquoted, long-term and fall if any, other than of temporary nature, in book value or fair value is not accounted based on the Accounting Standard (AS)-13. Hence are stated at cost.

8. Current Assets, Loans and Advances:

Inventories have been valued at lower of cost or realizable value, as taken, verified, certified by the management.

However, in the opinion of the Board the current assets, loans and advances are approximately of the value stated, if realized in the ordinary course of business and provision for all known liabilities have been made in the accounts as at March 31, 2010. However they are subject to confirmation from parties concerned.

Amounts due from companies under the same management or in which directors etc are/were interested Rs./Thousand 39,08 (Rs. 15,66) Maximum due Rs./Thousand 38,70 (Rs. 15,86).

9. Current Liabilities and Provisions:

The Current liabilities are stated at carrying cost, irrespective of their period of outstanding and are subject to confirmation. Remission of liabilities by write backs of Rs./thousand 2,29,88 and are beyond limitation period under Limitation Act, 1963.

Provision for retirement benefits is made as per company's policy for such benefits and on the basis of available details.

No provision for either Minimum Alternate Tax u/s 115JB or Income tax is made in view of the losses.

Due to companies in which directors are interest or under the same management Rs./Thousand 21,81 (Rs. 10,30) Maximum Due Rs./Thousand 23,12 (Rs. 13,58), including due and maximum due to holding company i.e., Jayneer Capital Pvt. Ltd., Rs./Thousand 12,00 (Nil) in current accounts.

10. The proceedings in the Case No. 58 of 2008 before Special Court for Greater Bombay against the Company in connection with the Credit facilities/loans taken from the banks in earlier years had been returned to the plaintiff for presentation before the appropriate court. Hence, the case stands dismissed by the Hon'ble Court on jurisdictional ground. The management is of the opinion that no financial liability will arise out of the said case.

11. Contingent Liabilities;

(Amt in Rs. In thousand)

- Estimated amount of FOB value of export commitment against the Import of Plant and Machinery under EPCG Scheme which was not fulfilled as on March 31, 2010 is Rs. 385,49,40 (Rs. 151,64,44).
- Sales tax liability under dispute Rs. 15,05.
- Disputed demand of Maharashtra Pollution Control Board Rs. 21,06.
- Income tax demand (Penalty) for AY 2007-08 Rs.11,13,60
- Claims against the Company not acknowledged as debt: - NIL (Previous Year NIL), certified by the management.

12. Additional information required to be disclosed as per Clauses 3, 4C and 4D of Part II of Schedule VI of the Companies Act, 1956.

I) Licensed & Installed Capacity:

	Licensed Capacity (Tons)		Installed Capacity (Tons)	
Refining & Fabrication of Gold	217.7	(217.7)	217.7	(217.7)
Refining & Fabrication of Silver	217.7	(217.7)	217.7	(217.7)

(as certified by the management being a technical matter)

II) Details of Raw Materials Consumed:

	Quantity (Kgs.)		Amount (Rupees)	
Gold	NIL	(NIL)	NIL	(NIL)
Silver	NIL	(NIL)	NIL	(NIL)
Others	NIL	(NIL)	NIL	(NIL)
	NIL	(NIL)	NIL	(NIL)

III) Details of Imported and Indigenous Raw Materials, Spares and Stores Consumed:

	Quantity (Kgs.)		Amount (Rupees)		% of Total Consumption	
Raw Materials:						
Imported	NIL	(NIL)	NIL	(NIL)	NIL	(NIL)
Indigenous	NIL	(NIL)	NIL	(NIL)	NIL	(NIL)
	NIL	(NIL)	NIL	(NIL)	NIL	(NIL)

Spares & Stores:

			Amount Rs./thousand	
Imported	NIL	(NIL)	NIL	(NIL)
Indigenous	8,33	(11,05)	100%	100%

IV) Details of Opening Stock, Production/Purchase, Sales and Closing Stock:

Class of Goods	Opening Stock	Production/ Purchases	Closing Stock	Sales Qty. in Kgs.	Rupees
Manufacturing :					
Precious Metals	0.64764	NIL	0.64764	NIL	NIL
	(0.64764)	(NIL)	(0.64764)	(NIL)	(NIL)

V) Value of Imports on CIF basis:

Capital Goods		NIL	(NIL)
Spares		NIL	(NIL)

VI) Expenditure in Foreign Currency :

	Amount Rs./thousand	
Travelling Expenses	Rs. NIL (2,11)	(NIL)
Books and Periodicals	NIL	(NIL)

VII) Other details under these paras are not applicable during the year.

13. Sundry Creditors include Rs.NIL (Rs./thousand 556/-) due to Small Scale Industrial Undertakings to the extent such parties have been identified from available information. There is no outstanding amount as on March 31, 2010 exceeding 30 days and over Rs. 1 lakh.

14. Earnings Per Share

Amount Rs./thousand

Particulars	2010	2009
(a) (Loss) for the year before DT Asset	(15,57,74)	(17,62,15)
(b) Earning(Loss) per share of Rs 10/- each (Basic) Rs.	(5.35)	(11.32)

14. Remuneration to Auditors

Amount Rs./thousand

Particulars	2010	2009
Audit Fees	2,00	10
Tax Audit Fees	50	5
Other Services – Company Law Matters	50	2
Service Tax	0	0
TOTAL	3,00	17

15. Verification Principles, Objectives, Scope, Documentation Evidences etc.:

- Verification on Test check basis, of the records as produced before us, has been carried out on the basis of well settled principles, guidelines objectives as per applicable laws.
- The Scope covered all aspect of accounting system except as mentioned elsewhere herein.
- Wherever, evidences for services rendered or expenses are not available, they have been relied upon on certification by the management exclusively and necessarily for business purposes.

16. Segment Reporting:

The Company operates only in one Segment hence the reporting as per AS-17 is not applicable.

17. Related Party transactions

Key personnel of the Company: Directors:

CONTINUING DIRECTORS:

1. Shri Anish M. Goel
2. Shri Sriprakash S. Goenka

APPOINTMENT:

3. Shri Himanshu Mody, w.e.f. 18.01.2010
4. Shri V K Agarawal, w.e.f. 18.01.2010

RESIGNED:

1. Shri Sanjay Gupta – Resigned w.e.f. 15.05.2010
2. Shri Sanjay Jain – Resigned w.e.f. 05.01.2010

None of the directors are in receipt of any Remuneration.

Holding company: Jayneer Capital Pvt Ltd.

Other related parties:

Autoriders International Ltd., Autoriders India Pvt. Ltd., Autoriders Finance Ltd., Churu Trading Company Pvt. Ltd., Deesan Tex Fab Pvt. Ltd., Deesan Exports Pvt. Ltd., Meha Trading Pvt. Ltd., Essel Corporate Resources Pvt. Ltd.,

Transactions during the year with related parties AS 18:

Amount Rs./thousand

Sr. No.	PARTICULARS	2010	2009
1.	Loans and Advances (Dr)		
	Other related parties		
	Balance as on April 01	263	263
	Balance as on March 31	326	263
	Essel Corporate Resources P Ltd., April 2009	1303	0
	Essel Corporate Resources P Ltd., March 2010	3582	1303
2.	Unsecured Loans:		
	Other related parties		
	Balance as on April 1	159821	149641
	Balance as on March 31	176396	159821
	Churu Trading Co. P. Ltd.		
3.	Sundry Creditors		
	Other Related parties		
	Balance as on April 01	1030	1358
	Balance as on 31.03.10	2181*	1030
	*Incl to Holding Co., Rs.1200		
	Jayneer Capital P. Ltd. (JCPL)		
4.	Receipts – Advances/ICDs		
	Other related parties	1010	77
	Holding Company (JCPL)	1200	0
	Churu Trading Co. P. Ltd.	16575	10180
5.	Payments Advances/ICDs		
	Other related parties	145	404
	Essel Corporate Resources P. Ltd.	3132	1302

None of the parties, other than specified, account for 10% or more of the transactions during the year hence details thereof are not given.

18. There are no employees drawing remuneration in excess of the prescribed limits under Section 217(2A) of the Companies Act 1956, hence not reported.
19. Figures in the brackets are for previous years unless otherwise stated.
20. Previous year's figures are regrouped, rearranged, or recast wherever necessary and the figures are not comparable with current year in view of the amalgamation of KKAPL with the Company and its effect considered in the financial statements under report.

As per our report of even date
Read with Schedule 15

For and on behalf of the Board of Directors

For **B. S. Sharma & Co.**
Chartered Accountants
FR. No. 128249W

Himanshu Mody - *Director*

CA B. S. SHARMA
Proprietor
Membership No. 031578

V. K. Agarawal - *Director*

Mumbai
Dated: October 14, 2010

Dhaval Ashar - *Company Secretary*

Information pursuant to Part IV of Schedule VI of the Companies Act, 1956**BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE:****I. Registration Details**

Registration No.	U51900MH1984PLC034501
Balance Sheet Date	31/03/2010
State Code	11

II. Capital raised during the year (Amount in Rs. '000)

Public Issue	Nil
Rights Issue	Nil
Bonus Issue	Nil
Private Placements	Nil

III. Position of Mobilisation and Deployment of Funds (Amount in Rs. '000)

Total Liabilities	2971126	Total Assets	2971126
Sources of Funds:		Application of Funds:	
Paid-up Capital	291372	Net Fixed Assets	2402273
Reserves & Surplus	2503388	Investments	213
		Deferred Tax Assets	502433
Secured Loans	0	Net Current Assets	(35224)
Unsecured Loans	176366	Miscellaneous Assets	101431

IV. Performance of the Company (Amount in Rs. '000)

Turnover	22988
Total Expenditure	14418
Profit/(Loss) before Tax	(155774)
Profit/(Loss) after Tax	(101431)
Earnings per Share (Rs.)	(5.35)
Dividend Rate (%)	NIL

V. Generic names of Three Principal Products/Services of Company

Item Code No.	Product Description
a) 710813	Gold & Gold Products
b) 710692	Silver & Silver Products

Signatures to Schedules 1 to 10

As per our report of even date

For **B. S. Sharma & Co.**
Chartered Accountants
FR. No. 128249W

CA B. S. SHARMA
Proprietor
Membership No. 031578
Mumbai
Dated: October 14, 2010

For and on behalf of the Board of Directors

Himanshu Mody - Director

V. K. Agarawal - Director

Dhaval Ashar - Company Secretary

CASH FLOW STATEMENT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2010
--

Particulars	Amount in Rs./Thousand	
	Rs.	Rs.
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net Loss before Taxation and exceptional items	(155,774)	(176,140)
Adjustment for :		
Provision for tax	-	-
Depreciation	164,308	166,262
Profit on sale of Assets		(109)
Financial Charges	36	-
Dividend received	(32)	-
Operating Profit /(Loss) before Working Capital Changes	8,538	(9,987)
Adjustment for :		
Change in Current Assets & Current Liabilities		
(Increase) /Decrease in Inventory	23	-
(Increase)/ Decrease in Loans & Advances	(4,461)	-
(Increase)/ Decrease in Other Current Assets	-	-
(Increase)/ Decrease in Sundry Debtors	-	(1,799)
Increase (Decrease) in Current Liabilities	(18,668)	1,755
Increase (Decrease) in Deposits	(695)	109
Cash Generated from Operation	(23,801)	65
Less: Direct taxes paid (Net)	-	(75)
Net Cash flow from Operating Activities	(A) (15,263)	(9,997)
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of fixed assets	(767)	(130)
Capital Work in progress	-	-
Sale of fixed assets	-	126
Interest received on Investment	-	-
Investment made during the year	-	-
Investment sold during the year	-	-
Dividend recd	32	-
Repayment of short term loans & advances	-	-
Net cash generatede in Investing Activities	(B) (735)	(4)

CASH FLOW STATEMENT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2010
--

Particulars	Amount in Rs./Thousand	
	Rs.	Rs.
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Borrowings of Unsecured Loans	16,545	-
Repayment of Unsecured Loans	-	-
Borrowings of Secured Loans	-	-
Payment/Repayment of long term loans / borrowings	-	-
Long-term loans - interest payment (unsec & sec)	-	-
Financial Charges	(36)	-
Loan taken during the year	-	-
Proceeds from short term Borrowings	-	10,180
Proceeds from Issue of Equity Shares	-	-
Premium on Issue of Equity Shares	-	-
Net cash generated in Financing Activities	(C)	10,180
	16,509	10,180
Net Cash Flow during the year	(A+B+C)	179
	511	179
Cash and cash equivalents at the beginning of the year	817	638
Cash and cash equivalents at the end of the year	1,328	817

As per our report of even date

For **B. S. Sharma & Co.***Chartered Accountants*

FR. No. 128249W

CA B. S. SHARMA*Proprietor*

Membership No. 031578

Mumbai

Dated: October 14, 2010

For and on behalf of the Board of Directors

Himanshu Mody

- *Director*

V. K. Agarawal

- *Director*

Dhaval Ashar

- *Company Secretary*

SHIRPUR GOLD REFINERY LIMITED

Registered Office:

Refinery Site, Shirpur, Dist. Dhule, Maharashtra - 425 405.

PROXY FORM

I/We of
being a member/members of SHIRPUR GOLD REFINERY LIMITED, hereby appoint
..... of or failing
him/her..... of as my/our proxy to attend and vote
for me/us on my/our behalf at the Twenty-fifth Annual General Meeting of the Company to be held on
Tuesday, November 30, 2010 at 11.00 a.m. and at any adjournment thereof.

Signed this day of 2010.

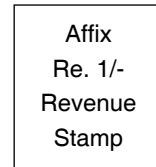
Signature of Shareholder

Reg. Folio No.

DP ID No.

Client ID / Demat A/c No.

No. of Shares



Note: The Proxy completed in all respects must be deposited at the Company's Registered Office at least 48 hours before the scheduled time of meeting. The proxy need not be a member of the Company.



SHIRPUR GOLD REFINERY LIMITED

Registered Office:

Refinery Site, Shirpur, Dist. Dhule, Maharashtra - 425 405.

ATTENDANCE SLIP

(To be presented at the entrance)

I/We hereby record my/our presence at the Twenty-fifth Annual General Meeting of the Company held at the Registered Office of the Company at Refinery Site, Shirpur, Dist. Dhule, Maharashtra - 425 405 on Tuesday, November 30, 2010 at 11.00 a.m.

.....
Name of the Shareholder / Proxy (In Block Letters)

.....
Signature of the Shareholder/Proxy

Reg. Folio No.

DP ID No.

Client ID / Demat A/c No.

No. of Shares

NOTE: You are requested to sign and handover this slip at the entrance of the Meeting Venue.

