



CHOKSI IMAGING LIMITED

21st **ANNUAL REPORT** **2012-2013**

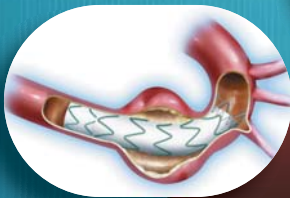
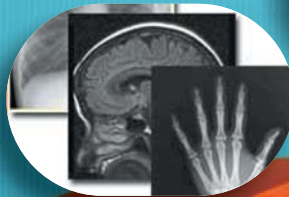


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TWENTYFIRST ANNUAL REPORT 2012 - 2013

BOARD OF DIRECTORS	:	SHARADCHANDRA PENDSE - Chairman
	:	ANIL V. CHOKSI - Managing Director
	:	GAURAV S. CHOKSI - w.e.f. 13.8.2012
	:	SURESH V. CHOKSI - upto 25.7.2012
	:	NAIMISH N. CHOKSI
	:	SAMIR K. CHOKSI
	:	VIKRAM V. MANIAR
	:	TUSHAR M. PARIKH
	:	HIMANSHU KISHNADWALA
		} Whole Time Directors
COMPANY SECRETARY	:	NIKITA PEDHDIYA
BANKERS	:	BANK OF BARODA
AUDITORS	:	PARIKH & AMIN ASSOCIATES Chartered Accountants 205, 2nd Floor, 'B' Wing, Abhinav Apt., Shraddhanand Road, Vile Parle (E), Mumbai 400 057. Fax : 2617 4646
SHARE TRANSFER AGENT	:	ADROIT CORPORATE SERVICES PVT. LTD. 19, Jaferbhoy Industrial Estate, Makwana Road, Marol Naka, Mumbai - 400 059. Tel. : 2859 6060 / 2859 4060 • Fax : 2850 3748
REGISTERED OFFICE	:	4th Floor, C Wing, Classique Centre, Plot No. 26, Mahal Indl. Estate, Off. Mahakali Caves Road, Andheri (East), Mumbai - 400 093. Tel. : 022-4228 7555 • Fax : 022-4228 7588
GRIEVANCE REDRESSAL DIVISION	:	compliance.officer@choksiworld.com
FACTORY	:	Plot No. 10, Survey No. 121/P, Off. 66 K.V.A. Road, Amli, Silvassa - 396 230 (U.T.)

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FINANCIAL HIGHLIGHTS

(₹ In Lakhs)

	2012-13	2011-12	2010-11	2009-10	2008-09
Gross Turnover	24736.8	19528.47	16931.66	14741.70	11907.39
Profit before tax	35.74	186.63	535.02	752.89	423.53
Profit after tax (after extraordinary / prior period items)	22.82	126.64	355.06	495.21	270.31
Dividend (incl. Dividend tax and surcharge ,if any)	22.66	45.33	68.22	90.95	59.32
Net Worth	1914.78	1914.62	1833.31	1561.02	1173.1
Book value per share (₹)	49.10	49.09	47.01	40.03	30.08
Earnings per share (₹)	0.59	3.25	8.73	12.28	6.93
Dividend %	5%	10%	15%	20 % (15%+5%)	13%

NOTICE

Notice is hereby given that the TWENTYFIRST ANNUAL GENERAL MEETING of the MEMBERS OF **CHOKSI IMAGING LIMITED** will be held on SATURDAY, 10TH AUGUST, 2013 at 3.00 p.m at Ramee Guestline Hotel 462, A.B. Nair Road, Juhu, Mumbai -400 049 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as on 31st March, 2013, the Profit and Loss Account and Cash Flow Statement for the year ended on that date and the Reports of the Directors and Auditors' thereon.
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of Mr. Samir K. Choksi, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Tushar M. Parikh, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint M/s. Parikh & Amin Associates, Chartered Accountants, Mumbai (Firm Regn. No. 107520W) as Statutory Auditors of the company who shall hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

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

"RESOLVED THAT Mr. Gaurav Choksi, who was appointed as an Additional and Whole Time Director by the Board of Directors of the Company with effect from July 1, 2013 and who, as per the provisions of Section 260 of the Companies Act holds office upto the date of ensuing Annual General Meeting and in respect of whom the Company has received a notice from a member, in writing under section 257 of the Companies Act, 1956, proposing the candidature of Mr. Gaurav Choksi, for the office of a Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT subject to provisions of sections 198,269,309 and 311 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 Articles of Association of the Company and all other applicable circulars, notifications and guidelines issued by Ministry of Corporate Affairs and any other Authorities in granting such approvals, permissions and sanctions and as agreed by Board of Directors (herein after referred to as the Board, which term shall be deemed to include any Committee thereof and any person, authorised by Board in this behalf), consent of the members be and is hereby accorded to appoint Mr. Gaurav S. Choksi as Whole Time Director of the Company, for a period of three years with effect from 1st July, 2013, upon terms and conditions as set out in the Explanatory Statement appended herein under, with liberty to the Board of Directors to alter and vary the terms and conditions in such manner as may be agreed to by and between the Board of Directors and Mr. Gaurav S. Choksi.

RESOLVED FURTHER THAT notwithstanding anything contained in the terms of appointment, where in any financial year during the tenure of office, the Company has no profits, or its profits are inadequate, the remuneration payable to the Whole Time Director as salary, perquisites, and any other allowances, shall be governed by, and be subject to the ceilings provided under Section II of part II of Schedule XIII of the Companies Act, 1956 or such other limits as may be prescribed by the Government from time to time.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

BY ORDER OF THE BOARD OF DIRECTORS

Registered Office :
4th Floor, C Wing, Classique Centre,
Plot No. 26, Mahal Indl. Estate,
Off. Mahakali Caves Road, Andheri (East),
Mumbai - 400 093.

Sd/-
Nikita Pedhdiya
Company Secretary

Place : MUMBAI
Date : 27th May, 2013

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 ONLY INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The Proxies in order to be valid must be deposited with the Company at its Registered office not less than 48 hours before the commencement of the meeting. No photocopy / scanned copy of the completed proxy form will be accepted.
3. Corporate Members intending to send their authorised representative are requested to send a duly certified copy of Board Resolution authorising their representative to attend and vote at the Annual General Meeting.
4. The Explanatory Statement, pursuant to Section 173(2) of the Companies Act, 1956, in respect of the Special Business stated above is annexed.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Members / Proxies should bring the Attendance Slip duly filled in for attending the meeting along with their copy of Annual Report to the meeting.
7. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the company. The nomination form can be downloaded from the Company's website www.choksiworld.com under the section "Investor info".
8. Members who hold shares in physical form in multiple folios in identical names or joint holdings in the same order of names are requested to send the share certificates to Adroit Corporate Services Private Limited, Company's Registrar & Share Transfer Agent, for consolidation into a single folio.
9. The Register of Members and the Share Transfer Book shall remain closed from Friday, 2nd August, 2013 to Saturday, 10th August, 2013 (both days inclusive).
10. The Dividend on Equity Shares as recommended by the Board of Directors, if any, declared at the meeting, will be payable to those shareholders whose names appear in the Register of Members as on Saturday, 10th August, 2013 and in respect of shares held in Electronic form the dividend will be paid on the basis of beneficial ownership as per details furnished by the Depositories for this purpose.
11. Shareholders seeking any information with regard to Accounts or on the Annual Report are requested to write to the Company at least one week before the meeting to enable the management to keep the information ready.
12. Pursuant to the provisions of Section 205A(5) of the Companies Act, 1956, dividends which remain unclaimed in the unpaid dividend account for a period of seven years from the date of transfer of the same, will be transferred to the Investor Education and Protection Fund established by the Central Government under Section 205C of the Companies Act, 1956.

Information in respect of such unclaimed dividend when due for transfer to the said Fund is given below:

Financial Year ended	Date of declaration of Dividend	Due date of Transfer
31.03.2006	26.08.2006	26.09.2013
31.03.2007	01.09.2007	02.10.2014
31.03.2008	20.09.2008	21.10.2015
31.03.2009	01.09.2009	02.10.2016
31.03.2010	20.09.2010	21.10.2017
31.03.2011	24.09.2011	25.10.2018
31.03.2012	08.08.2012	08.09.2019

According to the provisions of the Act, shareholders are requested to note that no claim shall lie against the Company or said fund in respect of any amounts which were unclaimed and unpaid for a period of seven years from the date that they first became due for payment and no payment shall be made in respect of any such claims.

Members who have not claimed their dividends declared by the Company for the year ended 31st March, 2006 onwards are requested to write to the Company for obtaining duplicate warrants / demand drafts or for revalidating warrants / demand drafts, before the balance gets transferred to the Investor Education and Protection Fund established by the Central Government under section 205C of the Companies Act, 1956.

13. In order to provide protection against fraudulent encashment of the warrants / demand drafts, Members holding shares in physical form are requested to notify any change in their addresses or bank mandates immediately to the Company's Registrar and Transfer Agent.
14. Non-resident shareholders are requested to inform immediately to the Company's RTA i.e. Adroit Corporate Services Private Limited regarding:
 - a. Change in residential status on return to India for permanent settlement
 - b. Particulars of bank account maintained in India with complete name, branch, account type, account number and address of the bank, if not furnished earlier.
15. Members are encouraged to use Electronic Clearing System (ECS) for receiving dividends. Shareholders who would like to avail ECS facility (if not done earlier) are requested to write to the Registrar & Share Transfer Agents of the Company for ECS Mandate form.
16. All documents referred to in the accompanying Notice are open for inspection at the registered office of the Company during the office hours on all working days between 11.00 a.m. and 1.00 p.m. upto the date of Annual General Meeting.
17. The Annual Report of the company circulated to the members of the Company is also available on the Company's website i.e. www.choksiworld.com.
18. In view of the Green Initiative in Corporate Governance introduced by the Ministry of Corporate Affairs vide its Circular 17/2011 dated 21st April, 2011, all members who are holding shares of the company in physical mode, are requested to register their e-mail Ids, so as to enable the Company to send all notices/reports/documents/intimations and other correspondences etc. through emails, in the electronic mode instead of receiving physical copies of the same. For registering your email IDs, a form is attached with report. Members holding shares in demat mode, who have not registered their email IDs with DPs, are requested to register/update their e-mail ids with their DPs.
19. Members are requested to carry their Annual Report copy to the meeting. Additional copies of Annual Report will **NOT** be provided at the meeting to members.
20. The information as required in terms of Clause 49 of the Listing Agreement with the Stock Exchanges regarding the Directors who are proposed to be re-appointed is as under:

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN 21ST ANNUAL GENERAL MEETING (PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT)

Name of the Director	Mr. Samir K Choksi	Mr. Tushar M. Parikh	Mr. Gaurav S. Choksi
Date of Birth	24.04.1964	01.08.1957	27.10.1974
Date of first appointment	01.10.1992	01.10.1992	13.08.2012
Qualification	Diploma in Automobile Engineering	B.Com., C.A	B.Com., C.A
Expertise	He is one of the Promoter Director and associated with the Photosensitised industry since the last 25 years and is having in-depth knowledge of the industry.	He is practicing Chartered Accountant and having more than 30 years of experience in the field of accounts, taxation and corporate finance	He is a Chartered Accountant and a Graduate in Commerce having 15 years of experience.
Directorships held in other public companies including private companies which are subsidiaries of public company (excluding foreign and private companies)	NIL	Garware Industries Ltd.	NIL
Memberships/ Chairmanships across all companies	NIL	NIL	NIL
Shareholding of Directors	86,565	5,100	194,960
Relationship between Directors inter-se	NIL	NIL	NIL

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.**ITEM NO 6:**

Mr. Gaurav S. Choksi is associated with the Company from April 1, 2001 as President Finance and was appointed as Director in Casual Vacancy in the meeting of Board of Directors held on 13th August, 2012 till 30th June, 2013. Mr. Gaurav Choksi was appointed as an Additional & Whole Time Director by the Board of Directors of the Company in their meeting held on 27th May, 2013 in accordance with Section 260 of the Companies Act, 1956 w.e.f 1st July, 2013. Mr. Gaurav S. Choksi, as an Additional Director, shall hold office upto the date of this Annual General Meeting. The Company has received a notice in writing, along with requisite deposit from a member of the Company under section 257 of the Companies Act, 1956, proposing the candidature of Mr. Gaurav Choksi for office of a Director on the terms and conditions as set out below:

The Board of Directors of the Company also appointed Mr. Gaurav S. Choksi as Whole-Time Director of the Company for a period of 3 years with effect from 1st July, 2013 upto 30th June, 2016 in its meeting held on 27th May, 2013, subject to approval of members at ensuing Annual General Meeting. The approval of members is being sought for appointment of Mr. Gaurav S. Choksi as Whole Time Director and payment of remuneration to him as setout in resolution no. 6.

Brief resume of Mr. Gaurav Choksi is set out in the information of Director's seeking appointment at Annual General Meeting as required under the Code of Corporate Governance clause of the Listing Agreement.

1. **Duties and Powers:** To manage the business and affairs of the Company subject to the superintendence, control and directions of the Board of Directors of the Company. He shall perform such duties and functions as would be commensurate with his position as a Whole Time Director of the Company as may be delegated by the Board from time to time.
2. **Tenure:** 3 years from 1st July, 2013 to 30th June, 2016.
3. **Remuneration:** Mr. Gaurav S. Choksi will be entitled to the following emoluments, benefits and perquisites subject to the ceiling limits laid down in Sections 198 and 309 of the Companies Act, 1956 read with Schedule XIII of the Companies Act, 1956 or any amendment thereto:
 - A) **Salary:** ₹ 1,25,000/- p.m. up to a ceiling of ₹ 2,50,000/- p.m. with liberty to the Board of Directors to grant such increase as it may in its absolute discretion determine, provided that the salary does not exceed the ceiling stipulated under the provisions of the Companies Act, 1956.
 - B) **Commission:** At the rate 1% of the Net profit of the Company for each financial year, subject to the approval of the Board of Directors.
 - C) **Perquisites:** Mr. Gaurav S. Choksi shall be entitled to the following perquisites, restricted to an amount equal to the annual salary :
 1. House Rent Allowance: Not to Exceed 10% of the Salary
 2. Medical Reimbursement: Expenses incurred for the self and family subject to the ceiling of one Month's salary in a year or three months' salary over a period of three years.
 3. Leave Travel Concession: For himself and his family, once in a year incurred in accordance with the rules of the Company.
 4. Club Fees: Subject to a maximum of two clubs excluding admission and life membership fees.
 5. Personal Accident Insurance: Premium not to exceed ₹ 4, 000/- per annum.

Explanation: "Family" means spouse, dependent children and dependent parents.

 6. Contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act.
 7. **Gratuity:** Gratuity payable shall not exceed half a Month's salary for each completed year of service.
 8. Provision for use of Company's Car and telephone at residence will not be considered as perquisites. However personal long distance calls on telephone and use of car for private purpose shall be billed by the company to him.
 9. **Leave and leave encashment:** Privilege leave of one month for every 11 months of service. Encashment of accumulated leave at the end of the tenure or earlier termination.

Minimum Remuneration:

Notwithstanding absence or inadequacy of profits in any year during the tenure, the appointee shall be entitled to the above salary, perquisites, benefits and allowance as minimum remuneration subject to the limits laid down in schedule XIII of the Companies Act, 1956 from time to time.

The appointment of Mr. Gaurav S. Choksi is in accordance with the conditions specified in Part I and Part II of Schedule XIII, as provided in Section 269 of the Companies Act, 1956.

Pursuant to sub clause (B) of Section II of Part II of Schedule XIII and as required therein, information is given hereunder:

I. GENERAL INFORMATION:

- 1) Nature of Industry: Company is engaged in manufacturing and dealing in Photosensitised materials and other products for the Healthcare Industry since 01.10.1992.
- 2) Date or expected date of Commencement of commercial production: Company is in this line of business since its incorporation.

- 3) In case of new company, expected date of commencement of activities: Not applicable.
- 4) Financial performance: As given elsewhere in the Annual Report.
Export performance and net foreign exchange earnings: Export turnover for the financial year ended 31st March, 2013 is ₹ 726.45 /- Lakhs. Foreign exchange earnings is ₹ 41.82 /- Lakhs.
- 5) Foreign investments or collaborators: Not applicable

II. INFORMATION ABOUT THE APPOINTEE:

- 1) Background details: Mr. Gaurav S. Choksi is a Graduate in Commerce and a Chartered Accountant having 15 years of experience. He started his career with Arthur Andersen. Subsequently, joined this Company and has been instrumental in the growth of the same.
As a promoter and key management personnel he has led Business Development, Marketing, Operations, HR, Compliance (Regulatory including Stock Exchange and SEBI) and Financial Activities of the Company.
He has extensive experience in the Healthcare, Medical Equipments and Medical allied services sector in India and overseas. In his various roles, Mr. Gaurav Choksi has independently ensured implementation of Greenfield projects and launched new business operations.
- 2) Remuneration: Salary of ₹ 1,25,000/- p.m and other terms of remuneration as stated in the resolution passed by the shareholders at the Annual General Meeting .
- 3) Recognition and awards: NIL.
- 4) Job profile and his suitability: Mr. Gaurav S. Choksi is a Chartered Accountant and he is responsible for the overall management of the business and affairs of the Company. He shall perform such duties and functions as would be commensurate with his position as a Director of the Company.
- 5) Remuneration proposed: As stated in the Resolution proposed in the notice at Item No. 6.
- 6) Comparative remuneration with respect to industry, size of Company, profile and position:
Considering knowledge and expertise of Mr. Gaurav S. Choksi, the proposed remuneration is in line with the Industry standards. However, it may be noted that considering nature of activities being carried on by the Company and duty performed by candidate comparative remuneration cannot be quantified in terms of measurable value.
- 7) Pecuniary Relationship directly or indirectly with the Company, or relationship with the Managerial Personnel, if any. - N.A.

III. OTHER INFORMATION:

- 1) Reasons of loss or inadequacy profits: Due to intense competition in the Photosensitised materials and other products in the Healthcare Industry coupled with increasing raw material costs and interests has had a beating on the Profits of the Company. However, the Company has attained growth year after year and under able guidance of existing management including Mr. Gaurav S. Choksi, the Company is optimistic to achieve further growth in coming years.
- 2) Steps taken or proposed to be taken for improvement: The Company has initiated several trading products & process quality initiatives and cost controlling exercise for improvement of Company's performance.
- 3) Expected increase in productivity and profits in measurable terms: The Company expects growth in trading products and its productivity and profits in coming years. However considering nature of activities and the market move, it is not possible to quantify the growth in measurable terms.

IV. DISCLOSURES:

- 1) Proposed remuneration as mentioned in resolution at item No.6 to the notice shall be considered as the remuneration package of Mr. Gaurav S. Choksi.
- 2) Disclosures to be made in Board of Directors Report: Necessary Disclosures shall be made in the Annual Report. Pursuant to Schedule XIII of the Companies Act, 1956, the approval of the shareholders is sought by way of special resolution.

Re-appointment of Whole-Time Director after retirement by rotation will not be treated as break in their service period. None of the Directors except Mr. Gaurav S. Choksi are in any way concerned or interested directly or indirectly in this Resolution.

This may be treated as an abstract pursuant to Section 302 of the Companies Act, 1956.

In the beneficial interest of the company, your Directors recommend the resolution for your approval.

BY ORDER OF THE BOARD OF DIRECTORS

Registered Office :
4th Floor, C Wing, Classique Centre,
Plot No. 26, Mahal Indl. Estate,
Off. Mahakali Caves Road, Andheri (East),
Mumbai - 400 093.

Sd/-
Nikita Pedhdiya
Company Secretary

Place : MUMBAI
Date : 27th May, 2013

DIRECTOR'S REPORT

To,

The Members of **CHOKSI IMAGING LIMITED**,

We take pleasure to present the 21st Annual Report on the business and operations of your Company along with the Financial Statements for the year ended on 31st March, 2013.

FINANCIAL RESULTS SUMMARY

During the year under review, the key financial indicators of the Company are given below:

Particulars	2012-2013 (₹ in lakhs)	2011-2012 (₹ in lakhs)
Total Revenue	22990.77	18450.48
Less: Expenses other than Depreciation & Amortisation	22894.19	18205.13
Profit Before Depreciation, Amortisation, Exceptional & Extraordinary Items and Tax	96.58	245.35
Less: Depreciation and Amortisation expense	60.84	58.72
Profit Before Exceptional & Extraordinary Items And Tax	35.74	186.63
Add / (Less): Exceptional & Extraordinary Items	—	—
Net Profit Before Tax (NPBT)	35.74	186.63
Less: Tax expenses	12.92	59.99
Net Profit After Tax (NPAT)	22.82	126.64
Add: Surplus brought forward from previous year	1401.62	1320.31
Amount available for Appropriations	1424.44	1446.95
Less: Appropriations:		
Proposed Dividend	19.50	39.00
Tax on Proposed Dividend	3.16	6.33
General Reserve	—	—
Balance carried forward to Balance Sheet	1401.78	1401.62

REVIEW OF PERFORMANCE

Your Company is working hard towards expanding its network throughout the length and breadth of India. Your Company has a presence in every nook and corner of the country either through its Branch offices or through its pan-India dealer network. During the year under review, your Company earned a Total Income of ₹ 22990.77 lakhs as against ₹ 18450.48 lakhs during the previous year. Net Profit after Tax (NPAT) for the current year stood at ₹ 22.82 lakhs as against ₹ 126.64 lakhs during the previous year. Your Directors are continuously looking for avenues for future growth of the Company in healthcare industry.

DIVIDEND

The Directors recommend a final dividend on total paid up capital of the company at the rate of ₹ 0.50/- (5 percent) Per fully paid up equity share of ₹ 10/- each for the financial year ended 31st March, 2013, which would amount to a total of ₹ 19.50/- lakh exclusive of Dividend Distribution Tax.

The dividend is subject to the approval of shareholders at the ensuing Annual General Meeting and shall be paid to those members whose name appear in the register of members as on the book closure date.

The Register of Members and share transfer book will remain closed from Friday, 2nd August, 2013 to Saturday, 10th August, 2013 (both days inclusive).

MANAGEMENT DISCUSSION AND ANALYSIS

A detailed report on Industry Structure and Developments, operations, performance, Business Outlook, Opportunities & Threats and Risks and Concerns, in accordance with Clause 49 of the Listing Agreement, is presented in a separate section forming a part of the Annual Report.

DIRECTORS

In accordance with requirement of the Companies Act, 1956, Mr. Samir Choksi and Mr. Tushar Parikh are liable to

retirement by rotation and being eligible, offer themselves for re-appointment.

Approval of shareholders is also being sought for appointment of Mr. Gaurav Choksi as a Whole-Time Director of the Company, for a period of 3 years with effect from 1st July, 2013.

A brief resume of the Directors mentioned above has been annexed to the notice of the 21st Annual General Meeting.

The Board recommends their re-appointment.

DIRECTORS' RESPONSIBILITY STATEMENT

As stipulated under section 217(2AA) of the Companies Act, 1956, the Directors confirm that:

- i) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year as on 31st March, 2013 and of the profit of the Company for that period;
- iii) the Directors have 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;
- iv) The Directors have prepared the annual accounts on a going concern basis.

CORPORATE GOVERNANCE

Report on Corporate Governance of your Company for the year under review, as per the requirement of Clause 49 of the Listing Agreement, has been placed under a separate section and forms a part of this Annual Report.

PUBLIC DEPOSITS

During the year under review, your Company discontinued renewal of the existing public deposits and acceptance of any further public deposits under section 58A of the Companies Act, 1956. 81 (No.s) Deposits aggregating to ₹ 142.37 lakhs were repaid on account of maturity.

The provisions of Section 58A of the Companies Act, 1956 with regard to interest payment have been complied with.

AUDITORS

The Statutory Auditors of your Company M/s. Parikh & Amin Associates, Chartered Accountants, Mumbai hold the office till the conclusion of the ensuing Annual General Meeting have furnished a certificate under section 224(1B) of the Companies Act, 1956 to the effect that their appointment, if made, would be within the prescribed limits. They have confirmed their willingness to accept the office, if re-appointed and it is proposed that they be re-appointed.

COST ACCOUNTING RECORDS

The Ministry of Corporate Affairs (MCA) issued notification no. GSR 429(E) dated 3rd June, 2011 notifying The Companies (Cost Accounting Records) Rules, 2011. According to the aforementioned notification, your Company is now required to maintain cost records pertaining to per unit cost of production, cost of sales and margins for each of its products to enable company to make optimum utilisation of available resources. These records, at the end of the financial year, are to be reconciled with the audited financial statements and a Compliance Report is to be obtained from a Cost Accountant and file the same with the MCA.

In compliance with the above, your Company has appointed M/s. Y.R. Doshi & Associates, Cost Accountants, to maintain the cost records and issue Compliance Report.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Details of energy conservation and absorption of technology along with other information in accordance with the provisions of section 217(1)(e) the Companies Act, 1956, read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are given in the Annexure - I attached and forms part of this Report.

PARTICULARS OF EMPLOYEES UNDER SECTION 217(2A)

In terms of the provisions of section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 as amended, during the year under review, no employees of your Company were in receipt of remuneration exceeding ₹ 60 lakhs for the whole year or ₹ 5 lakhs per month during any part of the year.

FINANCES

The total long term borrowings of your Company as on 31st March, 2013 stood at ₹ 0.86 lakhs, Cash and Cash Equivalent stood at ₹ 124.57 lakhs and total investments stood at NIL at the end of the year.

HEALTH AND SAFETY MEASURES

The standards of health of workers and safety measures to be taken as provided by the Factories Act, 1948 and the rules framed there under have been maintained by your Company.

ACKNOWLEDGEMENT

The Directors wish to convey their appreciation to all the employees of your Company for their enormous personal efforts as well as their collective contribution to the performance of your Company. The Directors would also like to place on record their sincere thanks to various authorities of the Central Government and State Governments, Administration of the Union Territory of Dadra and Nagar Haveli for the co-operation and support received from them, to Bank of Baroda, official bankers of your Company and also to the Suppliers and the Customers for their patronage of your Company's products and to all the shareholders for their support.

For and on behalf of the Board of Directors

Place : MUMBAI
Dated : 27th May, 2013.

Sd/-
Sharadchandra Pendse
Chairman

ANNEXURE TO THE DIRECTORS' REPORT

ANNEXURE "I"

Information under Section 217(1)(e) of the Companies Act 1956 read with Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988.

A. CONSERVATION OF ENERGY

The rules pertaining to conservation of energy, as per the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, are not applicable to your Company.

B. TECHNOLOGY ABSORPTION

The particulars regarding absorption of technology is given below as per Form B of the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988

FORM B

1. RESEARCH AND DEVELOPMENT (R & D)

1. **Specific Areas of R & D activities** : The Research and Development activities of your Company are mainly concentrated on quality enhancing of its products.
2. **Benefits Derived as a result of the R & D activity** : The Company has established itself in the market with a pan-India network of customers.
3. **Future Plan of Action** : The Company endeavors to make continuous improvements to its product quality.
4. **Expenditure on R & D**: The Company is using the existing facilities.

2. TECHNOLOGY ABSORPTION, ADOPTION AND INNOVATION

1. **Efforts Made**: The Company makes continuous efforts towards improving the quality of films, increase in productivity and improving its testing method.
2. **Benefits Derived** : The quality of the products has improved and productivity has increased over the course of time.
3. **Import of Technology**: The Company presently uses Indian Technology and has not imported any technology during the year.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

	Particulars	Current Year	Previous Year
1.	Foreign Exchange Earnings (Rs.)	4,182,475	55,328,719
2.	Foreign Exchange Outgo (Rs.)		
	a) Travelling Expenses	960,347	1,526,695
	b) Equipment, Spares, X-Ray Accessories & Other Finished Goods.	1,420,212,039	1,216,075,617

For and on behalf of the Board of Directors

Place : MUMBAI
Dated : 27th May, 2013.

Sd/-
Sharadchandra Pendse
Chairman

REPORT ON MANAGEMENT DISCUSSIONS AND ANALYSIS**Industry Structure and Developments**

Your Company is engaged in the business of manufacturing of Photosensitised Materials for the Healthcare Industry, mainly Medical X-Ray Films and supply of other products to the Healthcare Industry. The other major products of the Company include Coronary Stents, and other medical consumables and equipments.

The healthcare industry is one of the fastest growing industries in the World. In the context of the Indian market scenario, this industry has a huge scope for growth. The demand-supply gap in the provision of healthcare services in India is considerably larger and the country currently lacks in terms of quality in this sector. Therefore, there is currently a huge potential market as well as a considerable scope for improvisation. As per a report released by rating agency Fitch in the month of March 2013, the total market value of this industry in India is estimated to reach US \$ 100 billion by 2015. Such a growth will no doubt play a big role in the growth of your Company as increase in healthcare services shall be complimentary to the top-line as well as bottom-line growth.

The Government of India has also been pursuing policies for provision of affordable healthcare in India. With a view of making healthcare affordable, the Parliament included a provision for compulsory licensing in the Patents Act, 1970 and granted its first compulsory license to Natco to manufacture and sell anti-cancer drug Nexavar. This move can be said to herald a new era in affordable healthcare and reducing the demand-supply gap in the healthcare sector. Such steps by the Government will slowly but surely impact the overall growth of your Company.

The Honourable Finance Minister Shri P. Chidambaram in the Union Budget for the fiscal year 2013-14, presented to the Parliament on 29th February, 2013, allocated a total amount of ₹ 37,330/- crores (Rupees Thirty Seven Thousand Three Hundred and Thirty Crores) to the Ministry of Health and Family Welfare, out of which ₹ 21,239/- crores (Rupees Twenty One Thousand Two Hundred and Thirty Nine Crores) is to be allocated towards National Health Mission, which is to be created by combining the current National Rural Health Mission and National Urban Health Mission. An amount of ₹ 150/- crores (Rupees One Hundred and Fifty Crores) has also been set aside for the National Programme for the Healthcare of the Elderly, which is to be implemented in 100 selected Districts across 21 States in the country. Such additional outlay by the Government will result in increase in public procurement of healthcare supplies which shall open up further opportunities for your Company.

Year at a Glance:

The tough economic conditions have affected the performance of the company for the financial year ended 31st March, 2013. The company focused on increasing the turnover in various products and the turnover of the company for the year under review has increased to ₹ 22966.27 lakhs from ₹ 18426.62 lakhs

However, PAT of the company has decreased to ₹ 22.82 lakhs from ₹ 126.64 lakhs. Besides the intense competition, another major cause for the reduction in margins is due to the immense volatility in foreign exchange rates during the year. Your company has started taking steps to reduce the borrowings and the interest cost in the coming years.

Product Wise Performance:

The products of your company can be divided into two broad classes Manufacturing and Trading. The manufacturing products mainly consist of Medical X-Ray films and Industrial X-Ray Films. The trading products consist of Coronary Stents and other consumables and equipments for the Healthcare Industry. During the year Manufacturing goods turnover increased from ₹ 12,632.23 lakhs to ₹ 16,878.33 lakhs (Gross) and the trading goods turnover has increased from ₹ 6816.41 lakhs to ₹ 7777.12 lakhs (Gross).

Outlook:

The overall outlook for the Healthcare industry in India is upbeat. The demand for healthcare services is on rise in large Indian cities by the middle-class which is fuelling the growth of private healthcare services. This is being further helped by large Central and State Government programs in the primary and secondary healthcare sector and public health domain. In addition to this, there is rising demand for quality and specialty healthcare services among the Tier-II and Tier-III cities.

The other major factor contributing to the growth of the industry is the rise of medical tourism in India. This usually happens in large metro and Tier-I cities. The main reason for medical tourism is availability of cheap and quality medical services in such cities. According to a report released in March 2013, the medical tourism industry in India is pegged at US \$ 1 billion per annum which is expected to reach US \$ 2 billion by 2015 at a growth rate of around 18 per cent.

All these factors are contributing towards creation of huge demand for healthcare services in the country. With the rising demand for healthcare services, the demand for the products of your company will also be on the upside as provision of healthcare will not be possible without the products supplied by your company.

Opportunities and Threats:

The overall opportunities for growth in this sector are good. Currently, the healthcare services sector lacks affordability for all the classes of population in India. To overcome this drawback, the Central Government as well as various State Governments have announced various schemes of free healthcare for people falling in the low income group. Another area of opportunity is the increasing penetration of Health insurance services in the country. Currently, approximately 10 per cent of the Indian population is covered under any kind of Health Insurance. But, the Health Insurance industry in general is expected to grow at a CAGR of around 15 per cent till 2015. With the increase in coverage under Health Insurance, the affordability and the demand for Healthcare services would be on the rise and so will the demand for the products of your Company.

Looking forward to the financial year 2013-14, your company expects to grow at a moderate rate. With an increase in the incidence of lifestyle related disorders and increase in demand for quality healthcare products and services, the management is looking forward to grab every opportunity as it comes so that the sustained growth is continued.

A major threat for your company is a very low or a virtually non-existent entry barrier in this business. Due to such low entry barrier, there have been relatively small new entrants coming into this business. But, the management does not perceive them as much of a threat in the medium to long term as these players will need a tie-up with distributors for expansions which your company currently has at its disposal. The other reason for not perceiving them as much of a threat is that consolidation in the industry is inevitable at some point of time.

Risks and Concerns:

A key risk which the management perceives to the manufacturing business of your company is the introduction of computer radiology and its increasing use in urban areas, especially the metro and Tier-I cities, which has reduced the use of X-Ray films. As a counter measure, your company is regularly making efforts to add more of high margin trading products to the portfolio and also pushing for penetration in Tier-II and Tier-III cities and rural places in India. The other risk, which is mainly concerned around the trading business for your company, is the direct entry of foreign multinationals in this business. But, to establish themselves, they would also require a pan-India distribution network which your company currently has in place.

Another key risk is the weakening of the rupee against US Dollar over the past one year. A falling rupee has had a negative impact on the balance sheet of almost every import-based company across all the industries in every sector. Although the management of your company is making concerted efforts to counter such risk, this may have an impact on the finances of your company in the near term. The management has been able to pass on such cost to the dealer network to some extent.

Internal Control Systems and their adequacy:

Your company has adequate internal control systems in place which commensurate with the size of your company. An internal audit is conducted at all the branches of your Company as well as the factory at Silvassa by an independent qualified Chartered Accountant. Your Company also has an Audit Committee having four Independent Directors as its members in place. The Internal Audit Reports are placed before the Audit Committee at every meeting of such committee which are reviewed and scrutinized by the committee. The Management has also appointed a Cost Accountant in accordance with the Companies (Cost Accounting Records) Rules, 2011 to oversee the cost records and issue a Cost Compliance Certificate as per the rules mentioned above.

Human Resources:

The Company regards its human resource as amongst its most valuable assets and proactively reviews policies and processes by creating a work environment that encourages initiative, provides challenges and opportunities and recognizes the performance and potentials of its employees.

Total number of employees as on 31st March, 2013 stood at 208, who form the experienced, educated and hard working pool of Human resources. Your Company's industrial relations continued to be cordial during the year under review. Your Company conducts regular in-house training programs for employees at various levels. Employees are also sent for selected external training programs.

For and on behalf of the Board of Directors

Place : MUMBAI
Dated : 27th May, 2013.

Sd/-
Sharadchandra Pendse
Chairman

CORPORATE GOVERNANCE REPORT

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The philosophy of your Company on Corporate Governance is founded upon a legacy of fair, ethical and transparent governance practices. Your Company believes that good Corporate Governance practices lead to enhancement of the value of the Company to the various stakeholders such as the shareholders, suppliers, customers, employees, financiers and the society in general. The Company is in full compliance with the mandatory requirements of the Clause 49 of the Listing Agreement ('the Listing Agreement'). Through Corporate Governance policy, your Company endeavors' to:

- Ensure adequate control systems are in place to enable the Board to efficiently conduct business and discharge its responsibilities to stakeholders;
- Ensure that the decision making process is fair and transparent;
- Ensure that the management is involved to the full extent for maximisation of stakeholder value;
- Imbibe good Corporate Governance practices among Board of Directors and Senior Management.

BOARD OF DIRECTORS

The Board of Directors, along with its committees, provides leadership and guidance to the Management of your Company and directs, supervises and controls its performance. The Board currently comprises of 8 directors, out of which 4 directors (50 per cent) are independent non-executive directors. The composition of Board is in total conformity with clause 49 of the Listing Agreement.

The Board of Directors of the Company consists of distinguished personalities with considerable professional expertise and experience in the fields of business, industry, finance and management. The nature of Directorship of the Directors of your Company is as follows:

Sr. No.	Name of the Director	Nature of Directorship	Age	Qualification
1.	Mr. Sharadchandra Pendse	Independent Non-executive Chairman	67	B.A., C.A.I.I.B
2.	Mr. Anil Choksi	Managing Director	81	Undergraduate.
3.	Mr. Suresh Choksi (upto 25.07.2012)*	Whole Time Director	72	M.S in Chemical Engineering (USA)
4.	Mr. Gaurav Choksi (w.e.f 13.08.2012)	Director	38	B.Com, C.A.
5.	Mr. Naimish Choksi	Whole-time Director	59	B.Com
6.	Mr. Samir Choksi	Whole-time Director	49	Diploma in Automobile Engineering
7.	Mr. Tushar Parikh	Independent Non-executive Director	55	B.Com, CA
8.	Mr. Vikram Maniar	Independent Non-executive Director	69	B.Com, LLB
9.	Mr. Himanshu Kishnadwala	Independent Non-executive Director	48	B.Com, C.A.

* Ceased to be a Director w.e.f. 25.07.2012.

During the year under review, the Board of your Company met four times, on 12th May, 2012, 13th August, 2012, 12th November, 2012 and 11th February, 2013. The maximum time gap between any two meetings did not exceed four months.

The following table gives the attendance of the Board of Directors at Board Meetings of the company, at the last Annual General Meeting and also other directorships other than the Company and Memberships / Chairmanship in Board and Committees of other Corporate Bodies as on 31st March, 2013:

Sr. No	Name of the Director	No. of Board Meetings attended	Attendance at the last AGM on 8 th August, 2012	Number of Directorships held		Committee positions		Shares held
				Public	Private	Member	Chairman	
1.	Mr. Sharadchandra Pendse	4	Yes	Nil	1	Nil	Nil	Nil
2.	Mr. Anil Choksi	4	Yes	Nil	1	Nil	Nil	189927
3	Mr. Suresh Choksi (till 25.07.2012)	1	No	Nil	—	Nil	Nil	—
4.	Mr. Naimish Choksi	3	Yes	Nil	2	Nil	Nil	131599
5.	Mr. Samir Choksi	4	Yes	Nil	7	Nil	Nil	86565
6.	Mr. Gaurav Choksi (w.e.f. 13.08.2012)	3	Yes	Nil	3	Nil	Nil	194960
7.	Mr. Tushar Parikh	4	Yes	1	3	Nil	Nil	5100
8.	Mr. Vikram Maniar	4	Yes	Nil	2	Nil	Nil	1900
9.	Mr. Himanshu Kishnadwala	4	Yes	Nil	Nil	Nil	Nil	5100

COMMITTEES OF THE BOARD

The Board of your Company has constituted three committees in all with specific terms of reference in accordance with the Listing Agreement. The Committees of the Board are:

1. Audit Committee.
2. Shareholders' / Investors' Grievance Committee.
3. Remuneration Committee.

AUDIT COMMITTEE

The Audit Committee of the Board of Directors was constituted vide a Board Resolution passed on 26th October, 2002. The role of the Audit Committee is:

- a. To review quarterly, half-yearly un-audited financial statements and yearly audited financial statements and pre-publication announcements before submission to the Board.
- b. To ensure compliance of Internal Control Systems and action taken on Internal Audit reports.
- c. To appraise the Board on the impact of accounting policies, auditing standards and legislation.
- d. To hold periodical discussions with statutory auditors on the nature and scope of the audit.
- e. To review the Company's financial and risk management policies.
- f. To approve the payment to Statutory Auditors for any other services rendered by them.
- g. To recommend to the Board, the appointment, re- appointment and, if required, the replacement or removal of the Statutory Auditor and to finalize their remuneration.
- h. To review Management Discussion and Analysis of financial condition and results of operations;
- i. To review Statement of significant related party transactions submitted by the management.
- j. To review Internal Audit reports.
- k. Reviewing with the Management, the statement of uses/applications of funds raised through an issue, the statement of funds utilised for purposes other than stated in offer document/prospectus/notice and report submitted by the monitoring agencies monitoring the utilization of the proceeds of a Public or Right issue and making appropriate recommendations to Board to take up steps in this matter.
- l. Other functions as set out in Clause 49 (II) (D) of the Listing Agreement.

The Audit Committee comprises of 4 directors, all being Independent non-executive directors, all of whom are financially literate. The composition of Audit Committee and the number of meetings attended by each member is as follows:

Sr. No.	Name of the Director	Nature of Directorship and Membership	No. of meetings attended
1.	Mr. Himanshu Kishnadwala	Independent Non-Executive Director and Chairman	4
2.	Mr. Tushar Parikh	Independent Non-Executive Director	4
3.	Mr. Sharadchandra Pendse	Independent Non-Executive Director	4
4.	Mr. Vikram Maniar	Independent Non-Executive Director	4

Mr. Himanshu Kishnadwala is a Practising Chartered Accountant of repute in the industry and a fellow member of the Institute of Chartered Accountants of India. He is having experience of more than 20 years in the field of accounts, taxation and corporate finance.

Mr. Tushar Parikh is also a Practising Chartered Accountant and a fellow member of the Institute of Chartered Accountants of India. He is one of the well-known Sales-Tax practitioners in the city of Mumbai.

Mr. Sharadchandra Pendse is an ex-banker associated with the State Bank of India from 1967 to 1997 in various capacities. He is also the Chairman of the Board of Directors of the Company.

Mr. Vikram Maniar has been associated with the Photographic products industry since long and has an experience of almost 47 years on the Boards of various companies.

Ms. Nikita Pedhdiya, Company Secretary, acts as the Secretary to the Audit Committee.

The meetings of the Audit Committee were held on 10th May, 2012, 13th August, 2012, 12th November, 2012 and 11th February, 2013. The gap between two Audit Committee meetings was not more than 4 months, in compliance with the requirements of the Listing Agreement. The Independent members of the Audit Committee are paid sitting fees of ₹ 5,000/- for every meeting of the Committee attended by them.

Apart from the Audit Committee members, the Audit Committee meeting is also attended by the Managing Director

and other Key Management Personnel, the Statutory and the Internal Auditors. The Internal Audit Reports are also laid before the Audit Committee by the Internal Auditors.

The minutes of the meeting of Audit Committee are discussed and taken on record by the Board of Directors.

REMUNERATION COMMITTEE

The Remuneration Committee has been constituted by the Company to oversee the remuneration of the Managing Director, Executive Directors and Directors' relatives who occupy an office or a place of profit in the Company, including retirement benefits and commissions.

The Remuneration Committee comprises of three members, all of whom are Independent Non-Executive Directors. The composition of the committee is as follows:

Sr. No.	Name of the Director	Nature of Directorship
1.	Mr. Tushar Parikh	Independent Non-executive Chairman
2.	Mr. Himanshu Kishnadwala	Independent Non-Executive Director
3.	Mr. Sharadchandra Pendse	Independent Non-Executive Director

During the year under review, one meeting of the Remuneration Committee was held on 10th May, 2012. The Independent members of the Remuneration Committee are paid sitting fees of ₹ 3,000/- for every meeting of the Committee attended by them.

Details of remuneration paid to Managing Director and Whole-Time Directors during the year is as follows:

Sr. No.	Name of the Director	Salary (Rs.)	Contribution to Provident Fund (Rs.)	Perquisites (Rs.)	Total (Rs.)
1.	Mr. Anil Choksi	15,00,000	1,80,000	24,000	17,04,000
2.	Mr. Suresh Choksi (upto 25.07.2012)	4,79,167	57,500	18,000	5,54,667
3.	Mr. Naimish Choksi	15,00,000	1,80,000	24,000	17,04,000
4.	Mr. Samir Choksi	15,00,000	1,80,000	24,000	17,04,000
5.	Mr. Gaurav Choksi (w.e.f. 13.08.2012)	10,00,000	1,20,000	9,000	11,29,000

Details of remuneration paid to Independent Non-Executive Directors during the year is as follows:

Sr. No.	Name of the Director	Sitting Fees for Committee meeting (Rs.)	Sitting Fees for Board Meeting (Rs.)
1.	Mr. Himanshu Kishnadwala	23,000	30,000
2.	Mr. Tushar Parikh	23,000	30,000
3.	Mr. Vikram Maniar	20,000	30,000
4.	Mr. Sharadchandra Pendse	23,000	30,000

INVESTORS' GRIEVANCE COMMITTEE

The Company has constituted an Investors Grievance Committee in accordance with Clause 49 of the listing agreement. The Committee comprises of three Directors which also consists of the Managing Director. The task of the Investors Grievance Committee is to oversee complaints received from shareholders and deposit holders with regard to transfer and transmission of shares, non-receipt of interest or dividend, non-receipt of annual report, issue of duplicate certificates and other miscellaneous complaints. The composition of the Committee is as follows:

Sr. No.	Name of the Director	Nature of Directorship
1.	Mr. Tushar Parikh	Independent Non-executive Chairman
2.	Mr. Himanshu Kishnadwala	Independent Non-Executive Director
3.	Mr. Anil Choksi	Executive and Managing Director

During the year under review, one meeting of Investors Grievance Committee was held on 30th March, 2013.

Compliance Officer

Ms. Nikita Pedhdiya, Company Secretary, is the Compliance Officer of the Company. The Compliance Officer can be contacted at:

Address: 4th Floor, Classique Centre, C-Wing, Plot No. 26, Mahal Indl. Estate, Off. Mahakali Caves Road, Andheri- East, Mumbai- 400093, India.

E-mail: compliance.officer@choksiworld.com

Complaints and queries can also be forwarded to the Registrar & Share Transfer Agents, M/s. Adroit Corporate Services Private Limited.

Details of Complaints received and redressed

Sr. No.	Nature of Complaint	Received	Redressed
1.	Non- receipt of dividend	03	03
2.	Grievance received through SEBI	01	01
3	Others	05	05

GENERAL BODY MEETINGS

Details of location and time of last three Annual General Meetings are as follows:

Sr. No.	Year	Venue	Date	Time
1.	2011-2012	Ramee Guestline Hotel, Juhu, Mumbai	8th August, 2012	3.00 p.m.
2.	2010-2011	Ramee Guestline Hotel, Juhu, Mumbai	24th September, 2011	10.00 am
3.	2009-2010	Dara's Dhaba Mira Road, Thane	20th September, 2010	11.00 am

All the resolutions set out in the respective notices were passed by the shareholders at the meeting.

Details of special resolutions passed during the last three Annual General Meetings are as follows:

Sr. No.	Financial Year	Resolution For	Date
1.	2011-12	Reappointment of Mr. Anil V. Choksi as Managing Director.	8 th August, 2012
2.	2011-12	Reappointment of Mr. Samir K. Choksi as Whole-time Director	8 th August, 2012

No special resolution was passed by Postal Ballot during the last year.

Currently, no resolution is proposed to be passed by Postal Ballot.

DISCLOSURES

There have been no material related party transactions with the Directors or the management or their relatives during the year under review which may have had potential conflict with the interests of the Company at large. Any transactions entered into with related parties on an arm's length basis are placed before the audit committee during their meeting. Details of related party transactions are given in the notes to accounts.

While the Company does not have a formal Whistle Blower Policy in place, any of the employees are not denied access to the Audit Committee and are free to approach the Audit Committee or the senior management with regards to any actual or suspected violations of the Code of Conduct of the Company or the standards of the business or concerns regarding any unethical behaviour by any employee.

The Company has fully complied with all the requirements of the Stock Exchange/SEBI/ and other statutory authorities on all matters related to capital markets during the last three years. There have not been any instances of either non-compliance by the Company nor any penalty or strictures imposed by the SEBI or the Stock exchanges or any other statutory authority on any matter related to capital markets during the last three years.

CODE OF CONDUCT

The Board of Directors of the Company have laid down a Code of Conduct for all its Directors, Senior Management Personnel and Employees of the Company, who have affirmed their compliance for the year ended 31st March, 2013. The declaration from Mr. Anil V. Choksi, the Managing Director, regarding the affirmation of the compliance for the year ended 31st March, 2013, forms part of this report.

INSIDER TRADING

The Company has also framed a Code of Conduct for prevention of Insider Trading in compliance with the SEBI

(Prohibition of Insider Trading) Regulations, 1992. This code is applicable to all the Directors/ Officers and Designated Employees of the Company. The Code regulates dealing in shares by the persons having access to the unpublished price sensitive information.

MEANS OF COMMUNICATION

The quarterly results, after being approved at the meeting of the Board, are sent to the Stock Exchange where the shares of the Company are listed within 15 minutes of the conclusion of the meeting, along with the outcome of the Board Meeting.

The quarterly results are normally published in the **English** daily 'The Free Press Journal/ Business Standard' and the **Hindi** daily 'Navshakti/ Mumbai Lakshadweep', in accordance with Clause 41 of the Listing Agreement.

The Company also has and maintains a functional website, www.choksiworld.com, in accordance with Clause 54 of the Listing Agreement. The website contains basic information about the Company and the quarterly results along with shareholding pattern every quarter are also displayed in the Investors' section on the website. The website also displays the Code of Conduct of the Company.

Management Discussion and Analysis forms part of the Annual Report.

GENERAL SHAREHOLDERS INFORMATION

i) Annual General Meeting

Annual General Meeting is to be held on Saturday, 10th August, 2013 at 3.00 p.m.

ii) Financial Calendar (Tentative)

Financial Year ending	31 st March, 2014
Results for the quarter ended on 30 th June, 2013	Second week of August, 2013
Annual General Meeting for the year ending March, 2013	Second week of August, 2013
Results for the quarter ended on 30 th September, 2013	Second week of November, 2013
Results for the quarter ended on 31 st December, 2013	Second week of February, 2014
Results for the quarter ended and financial year ended on 31 st March, 2014	Third / Fourth week of May, 2014

iii) Book Closure

Friday, 2nd August, 2013 to Saturday, 10th August, 2013 both days inclusive.

iv) Dividend payment

The dividend, if approved, will be distributed on or before 7th September, 2013

v) Listing of shares, Scrip Code and Demat ISIN Numbers

The equity shares of the Company are listed on the Bombay Stock Exchange, situated at Mumbai. The scrip code of the Company is **530427** and Demat ISIN No. in National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) is **INE 865B01016**.

vi) Registrar & Share Transfer Agent

The Company has appointed M/s. Adroit Corporate Services Private Limited, a Category I Registrar & Share Transfer Agent, registered with SEBI, for matters related to shares and Public Deposits. The members can contact them at the following address:

M/s. Adroit Corporate Services Private Limited
Unit: Choksi Imaging Limited
 19/20, Jaferbhoy Industrial Estate, Makwana Road,
 Marol Naka, Andheri- East, Mumbai- 400 059.
 Tel.: 022-2859 4060. Fax: 2850 3748.

vii) Share Transfer System

The shares of the Company are traded on the Bombay Stock Exchange compulsorily in demat mode. Any shares sent for physical transfer or Dematerialisation request are registered within 15 days from date of receipt of complete and validly executed documents.

viii) Dematerialisation of Shares

Out of the total number of equity shares, **3491500 shares** are held in dematerialised form, which represents **89.53 per cent** of the total listed shares of the Company. Trading of the equity shares of the Company permitted only in dematerialised form on the Stock Exchange.

Sr. No.	Particulars	No. of Shares	Percentage
1.	National Securities Depository Limited (NSDL)	2525990	64.77
2.	Central Depository Services (India) Limited (CDSL)	965510	24.76
	TOTAL	3491500	89.53

ix) Factory Address

The factory of the Company is situated at Silvassa in the Union Territory of Dadra and Nagar Haveli. The detailed factory address is as follows:

Plot No. 10, Survey No. 121 / P, Off. 66 KVA Road,
Silvassa- 396 230. Dadra and Nagar Haveli (Union Territory)

x) Address for Correspondence

Shareholder queries can be sent to the Registrar & Share Transfer Agent at the following addresses:

M/s. Adroit Corporate Services Private Limited

Unit: Choksi Imaging Limited

19/20, Jaferbhoy Industrial Estate, Makwana Road,
Marol Naka, Andheri- East, Mumbai- 400 059.
Tel.: 022-2859 4060. Fax: 2850 3748.

xi) Distribution of Shareholding as on 31st March, 2013

No. of shares	No. of Shareholders	% of Shareholders	Shareholding	Amount Rs.	% of Total Shareholding
1 - 500	1918	77.65	310488	3104880	7.96
501 - 1000	207	8.38	176485	1764850	4.53
1001 - 2000	115	4.66	174089	1740890	4.46
2001 - 3000	94	3.81	240809	2408090	6.17
3001 - 4000	21	0.85	75168	751680	1.93
4001 - 5000	34	1.38	165161	1651610	4.23
5001 - 10000	31	1.26	233975	2339750	6.00
10000 & above	50	2.03	2523825	25238250	64.72
TOTAL	2470	100.00	3900000	3,90,00,000	100.00

xii) Pattern of Shareholding as on 31st March, 2013

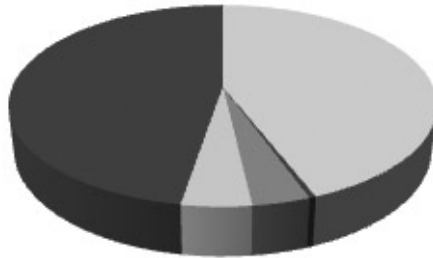
The Shareholding Pattern as on 31st March, 2013 is given below:

Particulars	No. of Shares	% of shareholding
Promoter and Promoter Group (*)	1718963	44.08
Directors and their relatives (#)	15500	0.4
Non- Resident Individuals	144436	3.70
Foreign Institutional Investors	Nil	Nil
Corporate Bodies	173095	4.44
Public	1848006	47.38

* Out of the total shareholding of Promoter and Promoter Group, 206610 shares are held by Foreign Individuals and 1493353 shares are held by Directors and their relatives who form a part of Promoter and Promoter Group.

Directors and their relatives consist of Directors and their relatives not forming a part of Promoter and Promoter Group.

Shareholding as on 31.03.2013



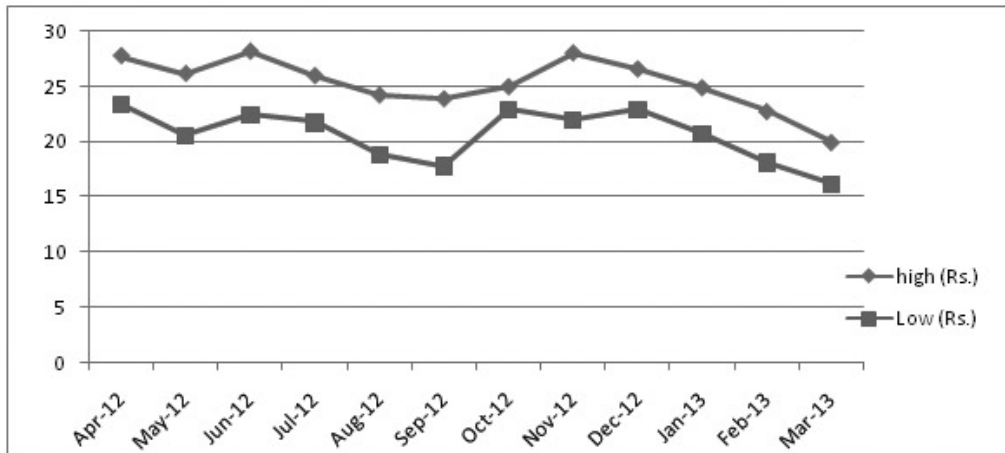
- Promoter and Promoter Group
- Directors and their relatives
- Non- Resident Individuals
- Foreign Institutional Investors
- Corporate Bodies
- Public

xiii) Market Price Data

The details of monthly High and Low of share price along with the number of traded shares for each month during the year under review are as follows:

Particulars	High (Rs.)	Low (Rs.)	No. of Shares
April 2012	27.80	23.40	12,690
May 2012	26.20	20.55	15,007
June 2012	28.20	22.50	10,116
July 2012	26.00	21.75	21,485
August 2012	24.25	18.85	32,438
September 2012	23.90	17.80	33,478
October 2012	25.00	23.00	22,475
November 2012	28.05	22.00	33,109
December 2012	26.60	23.00	9,375
January 2013	24.90	20.75	20,290
February 2013	22.75	18.10	42,068
March 2013	19.95	16.15	2,919

Share Price Movement at BSE



xv) Details of unclaimed dividend

This year company is liable to transfer unclaimed dividend for the financial year ending 2005-06 to the Investor Education and Protection Fund (IEPF) established by Central Government. Accordingly, the company has transferred the unclaimed dividend for the financial year 2004-05 to IEPF on 19th October, 2012 .

The members who have not claimed the dividend amount of the respective years are requested to lodge their claim as early as possible with the company.

Financial Year ended	Date of declaration of Dividend	Due date of Transfer
31.03.2006	26.08.2006	26.09.2013
31.03.2007	01.09.2007	02.10.2014
31.03.2008	20.09.2008	21.10.2015
31.03.2009	01.09.2009	02.10.2016
31.03.2010	20.09.2010	21.10.2017
31.03.2011	24.09.2011	25.10.2018
31.03.2012	08.08.2012	08.09.2019

xvi) Secretarial Audit

A Share Capital Audit for reconciliation of total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and paid-up capital of the Company is carried out at the end of every quarter by a Company Secretary in Practice. The audit confirms that the total issued and paid-up capital is in agreement with the total number of shares in physical form and total number of dematerialised shares held with NSDL and CDSL.

A certificate under Clause 47(c) of the Listing Agreement is also issued at a half-yearly basis by a Company Secretary in Practice. The certificate confirms that the Company has delivered Share Certificates issued after registration of transfer within 15 days of the lodgment of transfer, sub-division or consolidation, as the case may be.

xvii) Compliance on Clause 49 of the Listing Agreement

In so far as compliance with the requirements of Clause 49 of the Listing Agreement with the Stock Exchange for the year ended 31st March, 2013, the company has complied with the mandatory norms and disclosures that have to be made in Corporate Governance Report. The Company has adopted non-mandatory requirements in respect of Whistle Blower Policy. The Statutory Auditors have certified that the Company has complied with conditions of Corporate Governance as stipulated in Clause 49 and the certificate is annexed to this report.

xviii) Outstanding number of GDR's/ADRs/Warrants, etc.:

The Company has not issued any GDRs/ADRs and no outstanding warrants are pending for subscription.

xix) Compliance Certificate:

The Certificate on Compliance with Corporate Governance by the Company from Statutory Auditor as required under clause 49 of the Listing Agreement is annexed.

For and on behalf of the Board of Directors

Place : MUMBAI
Dated : 27th May, 2013.

Sd/-
Sharadchandra Pendse
Chairman

DECLARATION FROM THE MANAGING DIRECTOR

(Under clause 49(D)(ii) of the Listing Agreement)

To

The Members of **CHOKSI IMAGING LIMITED**

As provided under clause 49 of the Listing Agreement with the Stock Exchange, the Board Members and the Senior Management Personnel have affirmed compliance with the Company's code of Conduct for the year ended 31st March, 2013.

FOR CHOKSI IMAGING LIMITED

Place : MUMBAI
Date : 27th May, 2013.

Sd/-
ANIL V. CHOKSI
Managing Director

CERTIFICATION

(Under Clause 49(V) of Listing Agreement)

We Anil V. Choksi, Managing Director and Gaurav S. Choksi, Director of Choksi Imaging Limited hereby certify to the Board that:

- a) We have reviewed the financial statements and the cash flow statement for the year ended 31st March, 2013 and that to the best of our knowledge and belief:
- i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
- b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct;
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal control, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the Auditors and the Audit Committee that:
- There are no significant changes in internal control over the financial reporting during the year;
 - There have been no significant changes in accounting policies during the year which are required to be disclosed in the notes to the financial statements; and
 - There have been no instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over the financial reporting.

Place : MUMBAI
Dated : 27th May, 2013.

Sd/-
Anil V. Choksi
Managing Director

Sd/-
Gaurav S. Choksi
Director

AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

(Under clause 49 of the Listing Agreement)

To

The Members of Choksi Imaging Limited

We have examined the compliance of conditions of Corporate Governance by Choksi Imaging Limited, for the year ended 31st March, 2013, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

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

In our Opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing agreement.

We state that in respect of investor grievances received during the year ended 31st March, 2013, no investor grievances are pending against 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 PARIKH AND AMIN ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Regn. No. 107520W

Sd/-
K. R. PARIKH
PARTNER
Membership No. 36517

Place : MUMBAI
Date : 27th May, 2013.

INDEPENDENT AUDITOR'S REPORT**TO THE MEMBERS OF
CHOKSI IMAGING LTD., MUMBAI****Report on the Financial Statements**

We have audited the accompanying financial statements of **CHOKSI IMAGING LTD.**, which comprise the Balance Sheet as at 31st March 2013, the Statement of Profit and Loss account and Cash Flow Statement of the company for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The management is responsible for the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance and Cash Flows of the Company in accordance with the Accounting Principles generally accepted in India including Accounting Standards referred to in Section 211 (3C) of the Companies Act, 1956. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Financial Statements. The procedures selected depend on the Auditor's judgment, including the assessment of the risks of material misstatement of the Financial Statements, whether due to fraud or error.

In making those risk assessments; the Auditor considers internal control relevant to the Company's preparation and fair presentation of the Financial Statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by Management, as well as evaluating the overall presentation of the Financial Statements.

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

Opinion

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

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of Section 227(4A) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by Section 227(3) of the Act, we report that :
 - a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) The Balance Sheet, the Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards referred to in Section 211(3C) of the Companies Act, 1956;
 - e) On the basis of written representations received from the Directors, as on 31st March 2013, taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March 2013, from being appointed as a director in terms of Section 274 (1) (g) of the Companies Act, 1956.

FOR PARIKH AND AMIN ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Registration No. 107520W

Sd/-
K. R. PARIKH
PARTNER

Membership No. 36517

Place : MUMBAI

Date : 27th May, 2013.

ANNEXURE TO THE AUDITOR'S REPORT

The Annexure referred to in Paragraph 1 under heading "Report on other Legal and Regulatory requirement of our Report of even date.

1. In respect of its Fixed Assets :
 - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets on the basis of available information.
 - b) All the assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its asset. No material discrepancies were noticed on such verification.
 - c) In our opinion, the Company has not disposed off a substantial part of its fixed assets during the year and the going concern status of the Company is not affected.
2. In respect of its Inventories :
 - a) The inventories of the Company at work, godown and branches and with consignment agent have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
 - b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - c) The Company has maintained proper records of inventories. The discrepancies noticed on verification between the physical stocks and the books records were not material.
3. In respect of the loans, secured or unsecured, granted or taken by the Company to / from companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956:
 - a) The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 301 of the Act. Consequently, clauses 4(iii) (a) to 4(iii)(d) of the Order are not applicable to the Company. However, Company has taken loans from seven parties listed in the register maintained under Section 301 of the Companies Act, 1956. The maximum amount involved during the year was ₹1891.47 lacs and the year end balance of loan taken was ₹ 819.45 lacs as per the annexure enclosed herewith.
 - b) In our opinion, the rate of interest and other terms and conditions on which loans have been taken from the parties listed in the register maintained under section 301 of the Companies Act, 1956 are not prima facie prejudicial to the interest of the Company.
 - c) There is no stipulation fixed regarding repayment of principal and interest.
 - d) There is no overdue amount of the loan taken from the parties listed in the register maintained u/s.301 of the companies act, 1956.
4. In our opinion and according to the information and explanation given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchases of inventory and fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal control system.
5. In respect of the contracts or arrangements referred to in Section 301 of the Companies Act, 1956:
 - a) According to the information and explanations given to us, we are of the opinion that the transactions made in pursuance of contracts or arrangements entered in the registered 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, the transaction 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 rupees five lacs in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time where such market prices are available.
6. In our opinion and according to the information and explanation given to us, the Company has complied with the provision of Section 58(A) and 58 (AA) of the Companies Act, 1956 and the Companies Rules (Acceptance of Deposit) Rules, 1975 with regard to the deposit accepted from the public. Accordingly, there have been no proceedings before the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal in this matter and no order has been passed by any of the aforesaid authorities.
7. In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

8. The provision of Cost Audit prescribed by the Central Government, under Section 209 (1)(d) of the Companies Act, 1956 are not applicable to the Company. However, Company has maintained the books of accounts pursuant to the rules prescribed by the Central Government for maintenance of cost records under Section 209(1)(d) of the Act in respect of the product sold by the Company and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. The Company has obtained compliance report from Cost Auditor for the year.
9. In respect of statutory dues:
- a) The Company is generally been regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Cess and other material statutory dues applicable to it.
- b) According to the information and explanation given to us, no undisputed amounts payable in respect of Income Tax, Wealth Tax, Service Tax, Sales Tax, Customs Duty, Excise Duty and Cess were in arrears, as at 31st March, 2013 for a period of more than six months from the date they became payable.
According to the information and explanation given to us, the disputed Income tax ₹ 9,80,187/- related to Ass Year 2001-2002 & matter is pending before Bombay High Court, that have not been deposited on account of disputed matters pending.
10. The Company does not have any accumulated losses as at 31st March, 2013. The Company has not incurred any cash losses during the Financial Year covered by the audit and in the immediately preceding Financial Year.
11. Based on our audit procedures and according to the information and explanations given by Management, we are of the opinion that the Company has not defaulted in repayment of its dues to any financial institution and banks during the year.
12. In our opinion and according to the information and explanation given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Therefore, the provisions of clause 4(xii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
13. In our opinion, the Company is not a chit fund or a *nidhi* / mutual benefit fund /society. Therefore, the provisions of clause (xiii) of paragraph 4 of the Order are not applicable to the Company.
14. In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Reports) Order, 2003 are not applicable to the Company.
15. The Company has not given any guarantees for loans taken by others from banks or financial institutions.
16. The Company has not taken any term loan during the year.
17. According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, in our opinion, there are no funds raised on a short term basis which have been used for long term investment and vice versa.
18. The company has not made preferential allotment of shares to parties and Companies covered in the register maintained under Section 301 of the Companies Act, 1956 during the year.
19. Company has not made any issue of debentures.
20. During the period covered by our audit report, the Company has not raised any money by public issues.
21. During the course of our examination of books and record of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us by the Management no material fraud on or by the Company and causing material misstatement to Financial Statement have been noticed or reported during the course of our audit.

FOR PARIKH AND AMIN ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Registration No. 107520W

Sd/-

K. R. PARIKH
PARTNER

Membership No. 36517

Place : MUMBAI

Date : 27th May, 2013.

BALANCE SHEET AS AT 31st MARCH 2013

	Particulars	Note No.	As at 31st March 2013 ₹ in Lakhs	As at 31st March 2012 ₹ in Lakhs
A	EQUITY AND LIABILITIES			
1	Shareholders' funds			
	(a) Share capital	2.1	390.00	390.00
	(b) Reserves and surplus	2.2	1,524.78	1,524.62
			<u>1,914.78</u>	<u>1,914.62</u>
2	Non-current liabilities			
	(a) Long-term borrowings	2.3	0.86	44.36
	(b) Deferred tax liabilities (net)	2.4	77.50	71.48
			<u>78.36</u>	<u>115.84</u>
3	Current liabilities			
	(a) Short-term borrowings	2.3	3,264.66	3,373.82
	(b) Trade payables	2.6	4,466.12	4,866.55
	(c) Other current liabilities	2.7	530.33	400.91
	(d) Short-term provisions	2.5	41.25	65.11
			<u>8,302.36</u>	<u>8,706.39</u>
	TOTAL		<u>10,295.50</u>	<u>10,736.85</u>
B	ASSETS			
1	Non-current assets			
	(a) Fixed assets			
	(i) Tangible assets	2.8	1,027.48	1,073.57
	(ii) Intangible assets	2.8	12.64	13.52
			<u>1,040.12</u>	<u>1,087.09</u>
	(b) Long-term loans and advances	2.9	145.20	124.12
2	Current assets			
	(a) Inventories	2.10	4,123.94	5,140.48
	(b) Trade receivables	2.11	4,308.07	3,129.88
	(c) Cash and cash equivalents	2.12	124.57	173.05
	(d) Short-term loans and advances	2.13	543.69	1,032.86
	(e) Other current assets	2.14	9.91	49.37
			<u>9,110.18</u>	<u>9,525.64</u>
	TOTAL		<u>10,295.50</u>	<u>10,736.85</u>
	Significant Accounting policy & notes to accounts	1 & 2		

In terms of our report attached.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

FOR **PARIKH AND AMIN ASSOCIATES**
CHARTERED ACCOUNTANTS
Firm Regn. No. 107520W

Sd/-
(K. R. PARIKH)
PARTNER
(Membership No.036517)

Place : MUMBAI
Date : 27th May, 2013.

Sd/-
ANIL V. CHOKSI - Managing Director
Sd/-
NAIMISH N. CHOKSI - Whole-Time Director
Sd/-
NIKITA PEDHDIYA - Company Secretary

Place : MUMBAI
Date : 27th May, 2013.

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH 2013

	Particulars	Note No.	For the year ended 31st March 2013 ₹ in Lakhs	For the year ended 31st March 2012 ₹ in Lakhs
A	INCOME			
1	Revenue from operations (gross)	2.15	16878.33	12632.23
	Less: Excise duty		1886.97	1210.72
	Net Sales		14991.36	11421.51
	Trading Sales	2.15	7777.12	6816.41
	Other Revenue		197.79	188.70
	Revenue from operations (net)		22966.27	18426.62
2	Other income	2.15	24.50	23.86
	Total revenue (1+2)		22990.77	18450.48
3	Expenses			
	(a) Cost of materials consumed	2.16	13092.43	10078.02
	(b) Purchases of stock-in-trade	2.17	5410.46	7845.56
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	2.18	1482.47	(2482.40)
	(d) Employee benefits and expenses	2.19	598.74	581.35
	(e) Finance costs	2.20	378.25	328.71
	(f) Depreciation and amortisation expense		60.84	58.72
	(g) Other expenses	2.21	1931.84	1853.89
	Total expenses		22955.03	18263.85
4	Profit / (Loss) before exceptional and extraordinary items and tax (2 - 3)		35.74	186.63
5	Profit / (Loss) before extraordinary items and tax		35.74	186.63
6	Profit / (Loss) before tax		35.74	186.63
7	Tax expense:			
	(a) Current tax expense for current year		6.90	50.54
	(b) Current tax expense relating to prior years		-	(1.26)
	(c) Deferred tax		6.02	10.71
			12.92	59.99
8	Profit / (Loss) from continuing operations (6 ± 7)		22.82	126.64
9	Profit / (Loss) for the year		22.82	126.64

In terms of our report attached.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

FOR **PARIKH AND AMIN ASSOCIATES**
CHARTERED ACCOUNTANTS
Firm Regn. No. 107520W

Sd/-
(K. R. PARIKH)
PARTNER
(Membership No.036517)

Place : MUMBAI
Date : 27th May, 2013.

Sd/-
ANIL V. CHOKSI - Managing Director
Sd/-
NAIMISH N. CHOKSI - Whole-Time Director
Sd/-
NIKITA PEDHDIYA - Company Secretary

Place : MUMBAI
Date : 27th May, 2013.

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2013

Particulars	For the year ended 31st March 2013 ₹ in Lakhs		For the year ended 31st March 2012 ₹ in Lakhs	
A. Cash flow from operating activities				
Net Profit / (Loss) before extraordinary items and tax		35.74		186.63
<i>Adjustments for:</i>				
Depreciation and amortisation	60.84		58.72	
Provision for impairment of fixed assets and intangibles				
Amortisation of share issue expenses and discount on shares			6.3	
Preliminary Expenses Written off				
(Profit) / loss on sale / write off of assets	0.22			
Net unrealised exchange (gain) / loss				
Operating profit / (loss) before working capital changes		61.06		65.02
<i>Changes in working capital:</i>		96.80		251.65
<i>Adjustments for (increase) / decrease in operating assets:</i>				
Inventories	1,016.54		(1885.25)	
Trade receivables	(1,178.19)		(159.00)	
Short-term loans and advances	489.17		(226.21)	
Long-term loans and advances	(21.08)		(76.43)	
Other current assets	39.46		(26.47)	
Other non-current assets				
		345.91		(2,373.36)
<i>Adjustments for increase / (decrease) in operating liabilities:</i>				
Trade payables	(400.43)		1748.23	
Other current liabilities	129.42		63.06	
Other long-term liabilities				
Short-term provisions	(23.86)		(65.82)	
Long-term provisions		(294.87)		1,745.47
Cash flow from extraordinary items		147.84		(376.24)
Cash generated from operations		147.84		(376.24)
Net income tax (paid) / refunds		(6.90)		(59.99)
Net cash flow from / (used in) operating activities (A)		140.94		(436.23)
B. Cash flow from investing activities				
Capital expenditure on fixed assets, including capital advances	(14.09)		(269.36)	
Net cash flow from / (used in) investing activities (B)		(14.09)		(269.36)
C. Cash flow from financing activities				
Repayment of long-term borrowings	(43.50)		(130.75)	
Net increase / (decrease) in working capital borrowings	183.56		298.34	
Proceeds from other short-term borrowings	(292.73)		500.23	
Dividends paid	(19.50)		(39.00)	
Tax on dividend	(3.16)		(6.33)	
Net cash flow from / (used in) financing activities (C)		(175.33)		622.49
Net increase / (decrease) in Cash and cash equivalents (A+B+C)		(48.48)		(83.10)
Cash and cash equivalents at the beginning of the year		173.05		256.15
Cash and cash equivalents at the end of the year		124.57		173.05
Reconciliation of Cash and cash equivalents with the Balance Sheet:				
Cash and cash equivalents as per Balance Sheet (Refer Note)		124.57		173.05
Cash and cash equivalents at the end of the year *		124.57		173.05
<i>* Comprises:</i>				
(a) Cash on hand		4.53		6.06
(c) Balances with banks				
(i) In current accounts		84.83		83.60
Margin Money Account With Scheduled Bank (refer note no 2)		28.10		76.64
(d) Others (specify nature) (Unclaimed Dividend Account)		7.12		6.75
		124.57		173.05

Notes:

- 1) Balance with margin money with schedule bank is for letter of credit bank guarantee issued.
- 2) Sec.205 of the Companies Act,1956,mandate that companies transfer dividend that has been unclaimed for a period of 7 years from unpaid dividend account to the Investor Education and Protection Fund(IEPF) accordingly if dividend is unclaimed for a period of 7 years it will be transferred to IEPF

In terms of our report attached.

FOR PARIKH AND AMIN ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Regn. No. 107520W

Sd/-
(K. R. PARIKH)
PARTNER
(Membership No.036517)

Place : MUMBAI
Date : 27th May, 2013.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Sd/-
ANIL V. CHOKSI - Managing Director

Sd/-
NAIMISH N. CHOKSI - Whole-Time Director

Sd/-
NIKITA PEDHDIYA - Company Secretary

Place : MUMBAI
Date : 27th May, 2013.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note 2.1 Share Capital

Particulars	As at 31st March 2013 ₹ in Lakhs	As at 31st March 2012 ₹ in Lakhs
(a) Authorised (1,50,00,000 Equity Shares of ₹ 10/- each)	1500.00	1500.00
(b) Issued subscribed & Fully paid up (please refer note) 3900000 Equity Shares of ₹ 10/- each fully paid up (Previous year 39,00,000 Equity Shares of ₹ 10/- each)	390.00	390.00
Total	390.00	390.00

Note: Subscribed & paid up Share Capital includes
Equity share holding more than 5% of equity shares alongwith number of Equity share held is given below :

Name of Shareholders	Number of Shares Held	As at 31st March 2013 %	Number of Share Held	As at 31st March 2012 %
Suresh Vadilal Choksi	-	-	236792	6.07
Minaxi Suresh Choksi	293204	7.52	-	-
Gaurav Suresh Choksi	194960	5.00	194960	5.00

Note 2.2 Reserves and surplus

Particulars	As at 31st March 2013 ₹ in Lakhs	As at 31st March 2012 ₹ in Lakhs
General reserve		
Opening balance	123.00	123.00
Closing balance	123.00	123.00
Opening balance	1,401.62	1,320.31
Add: Profit / (Loss) for the year	22.82	126.64
Amounts transferred from:		
Dividends proposed to be distributed to equity shareholders (₹ 0.50/- per share)	19.50	39.00
Tax on dividend	3.16	6.33
Closing balance	1,401.78	1,401.62
Total	1,524.78	1,524.62

Note 2.3 Long-term borrowings

Particulars	As at 31st March 2013 ₹ in Lakhs	As at 31st March 2012 ₹ in Lakhs
Deposits:		
Public deposits (Unsecured)	0.86	44.36
Total - Deposits	0.86	44.36
Note: Public Deposits is ₹ 44.91 which includes ₹ 44.05 payable within one year and Balance ₹ 0.86 within next years, outoff ₹ 44.05, ₹ 0.55 unpaid during the year. Unpaid Public Deposit ₹ 0.055 (0.03) in lakh is included under the Head Unpaid Maturity Deposit & Interest Accrued thereon.		

(All figures are in ₹ Lakhs unless specifically mentioned.)

Note 2.3 Short-term borrowings

Particulars	As at 31st March 2013 ₹ in Lakhs	As at 31st March 2012 ₹ in Lakhs
(a) Loans repayable on demand From banks Secured (refer note no.1)	1275.06	1091.50
	1275.06	1091.50
From Intercompany Deposit Unsecured	310.25	480.25
	310.25	480.25
(b) Loans and advances from related parties (refer note no.2)		
Unsecured		
Directors	547.41	681.61
Related Parties	1087.89	977.54
	1635.30	1659.15
(c) Deposits		
Unsecured Public Deposits (refer note no.3)	44.05	142.92
	44.05	142.92
Total	3,264.66	3,373.82

Notes:

- 1) Company is using Cash Credit Facilities for Working Capital & which is secured by
 - a) Hypothecation of raw materials, stock in process, finished goods, packing materials, stores & book debts,
 - b) Charge on fixed assets and machineries of the company
 - c) Personal guarantee of certain Directors
- 2) Unsecured loan from Directors and related parties includes following amounts

Name	Designation	As at 31.03.13	As at 31.03.12
Anil V.Choksi	Managing Director	187.09	188.15
Suresh V.Choksi	Whole Time Director	-	196.36
Gaurav S. Choksi	Whole Time Director	59.21	-
Samir K.Choksi	Whole Time Director	278.01	276.24
Naimish N.Choksi	Whole Time Director	23.10	20.86

Related Parties

Loans & Advances from related parties includes the balance of ₹ 1077.86 (891.71) of Choksi Brothers Pvt. Ltd. and ₹ 10.03 (85.83) of Hi-Tech Imaging Pvt.Ltd. in which the Directors are interested.

Note 2.4 Deferred Tax

₹ In Lakhs

Nature of Timing Difference	Deferred Tax Asset / liability as on 01.04.2012	Credit for the Current Year changes to Profit & Loss account	Deferred Tax Asset liability as at 31.03.2013
A) Deferred Tax Liability			
Fixed Assets	71.48	6.02	77.50
Total	71.48	6.02	77.50
Deferred Tax Liabilities Net	71.48	6.02	77.50

(All figures are in ₹ Lakhs unless specifically mentioned.)

Note 2.5 Short-term Provisions

Particulars	As at 31st March 2013 ₹ in Lakhs	As at 31st March 2012 ₹ in Lakhs
(a) Provision for employee benefits:		
(i) Provision for bonus	18.59	19.78
(ii) Provision for proposed equity dividend	18.59	19.78
(iii) Provision for tax on proposed dividend	19.50	39.00
	3.16	6.33
	22.66	45.33
Total	41.25	65.11

Note: The Board of Directors has recommended Dividend of ₹ 0.50/- per share for the period ended 31.03.13 and had declared Dividend of ₹ 1/- per share for the year ended 31.03.12

Note 2.6 Trade Payables

Particulars	As at 31st March 2013 ₹ in Lakhs	As at 31st March 2012 ₹ in Lakhs
Trade payables: Acceptances	4,466.12	4,866.55
Total	4,466.12	4,866.55

Note :

- The outstanding of Micro, Small and Medium scale industrial undertaking has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the Auditors
There is no outstanding supplier from Micro, Small & Medium undertaking more than 45 Days as informed
There is no claims from suppliers under the interest on delayed payment to small scale Ancillary Industrial Undertaking as informed by the Management.
- Trade Acceptances includes of ₹ 0.46 of S.S. Digitech Impex Pvt. Ltd & Photo Marketing Services ₹ 31.62 in which Key Management persons are interested & Maximum Balance of Outstanding anytime during the year ₹ 4.27(6.56) and ₹ 31.62(30.12) Respectively.

Note 2.7 Other current liabilities

Particulars	As at 31st March 2013 ₹ in Lakhs	As at 31st March 2012 ₹ in Lakhs
(a) Income received in advance (Unexpired Annual maintenance contracts)	15.14	2.35
(b) Unpaid dividends	7.06	6.72
(c) Unpaid matured deposits and interest accrued thereon	0.05	0.03
(d) Other payables		
(i) Statutory remittances (Contributions to PF and ESIC, Withholding Taxes, Excise Duty, VAT, Service Tax, TDS etc.)	114.54	83.41
(ii) Security deposits received	39.70	44.60
(iii) Advances from customers	200.34	134.09
(iv) Other	153.50	129.71
a) Outstanding Expenses ₹ 63.92 (38.88)		
b) Professional Fees ₹ 0.27 (0.078)		
c) Excise Duty on Closing Stock ₹ 79.39 (74.42)		
d) Salary Payable ₹ 1.97 (1.86)		
e) Advance ₹ 6.36 (1.71)		
f) Security Deposits ₹ - (0.14)		
g) Rent Payable ₹ 1.58 (12.62)		
Total	530.33	400.91

(All figures are in ₹ Lakhs unless specifically mentioned.)

FIXED ASSETS

NOTE 2.8 Tangible

NO.	PARTICULARS	GROSS BLOCK (AT COST)		DEPRECIATION / AMORTISATION				NET BLOCK	
		ASAT 01.04.12 ₹ In Lakhs	ADDITION ₹ In Lakhs	DEDUCT. ₹ In Lakhs	ASAT 31.03.12 ₹ In Lakhs	FOR THE YEAR ₹ In Lakhs	ADJ. FOR YEAR ₹ In Lakhs	AS AT 31.03.13 ₹ In Lakhs	ASAT 31.03.12 ₹ In Lakhs
1	LAND	13.68	-	-	-	-	-	13.68	13.68
2	BUILDING	533.94	-	-	64.25	11.03	75.28	458.66	469.68
3	PLANT & MACHINERY	322.37	0.79	-	181.29	15.34	196.63	126.53	141.08
4	FURNITURE & FIXTURE	95.79	3.71	-	19.26	5.38	24.64	74.86	76.53
5	VEHICLES	75.13	-	-	41.60	7.13	48.73	26.40	33.53
6	OFFICE EQUIPMENTS	32.72	3.02	0.38	9.83	1.87	11.55	23.81	22.89
7	OFFICE PREMISES	299.10	-	-	12.28	4.88	17.16	281.94	286.83
8	OTHER (COMPUTER)	77.42	1.16	-	48.07	8.91	56.98	21.60	29.37
		1,450.15	8.68	0.38	376.58	54.54	430.97	1,027.48	1,073.57
	PREVIOUS YEAR	1,180.78	269.36		323.93	52.64	376.57	1,073.57	856.85

Note : Intangible

NO.	PARTICULARS	GROSS BLOCK (AT COST)		DEPRECIATION / AMORTISATION				NET BLOCK	
		ASAT 01.04.12 ₹ In Lakhs	ADDITION ₹ In Lakhs	DEDUCT. ₹ In Lakhs	ASAT 31.03.12 ₹ In Lakhs	FOR THE YEAR ₹ In Lakhs	ADJ. FOR YEAR ₹ In Lakhs	AS AT 31.03.13 ₹ In Lakhs	ASAT 31.03.12 ₹ In Lakhs
1	GOODWILL	50.00	-	-	40.00	5.00	45.00	5.00	10.00
2	COMPUTER (SOFTWARE)	6.69	5.42	-	3.17	1.30	4.47	7.64	3.52
		56.69	5.42	-	43.17	6.30	49.47	12.64	13.52
	PREVIOUS YEAR	56.69			37.09	6.08	43.17	13.52	19.60

Notes : i) Land includes ₹ 1000/-, 10 shares of ₹ 100/- each of Silvassa Industrial Co-op. Society Ltd., Silvassa.
ii) Building includes ₹ 500/- towards share capital in Silvassa Estates Pvt. Ltd.

(All figures are in ₹ Lakhs unless specifically mentioned.)

Note 2.9 Long-term Loans and Advances

Particulars	As at 31st March 2013 ₹ in Lakhs	As at 31st March 2012 ₹ in Lakhs
(a) Security deposits		
Statutory	0.48	0.48
Utilities	17.64	12.89
Others	49.65	18.37
	67.77	31.74
(b) Prepaid expenses - Unsecured, considered good (For e.g. Insurance premium, Annual maintenance contracts, etc.)	1.50	0.85
(c) Advance income tax net of provisions ₹ 6.90 (as at 31st March,2013) Unsecured, considered good	75.64	76.98
(d) Other loans and advances Unsecured (Advances paid for Purchase of materials)	0.29	14.55
	77.43	92.38
Total	145.20	124.12

Note 2.10 Inventories

Particulars	As at 31st March 2013 ₹ in Lakhs	As at 31st March 2012 ₹ in Lakhs
(a) Raw materials & Packing Materials (at cost)		
Medical X-Ray Films	673.01	129.04
Industrial X-Ray Films	47.35	143.85
Others	193.07	190.96
	913.43	463.85
(b) Finished goods (other than those acquired for trading)(at cost)		
Medical X-Ray Films	615.04	526.38
Industrial X-Ray Films	78.08	126.78
Scrap	9.64	-
	702.76	653.16
(c) Stock-in-trade (acquired for trading)		
Stent	1438.34	3035.46
Other Trading Goods	1052.60	987.55
Goods-in-transit	16.81	0.46
	2,507.75	4,023.47
Total	4,123.94	5,140.48

Note 2.11 Trade receivables

Particulars	As at 31st March 2013 ₹ in Lakhs	As at 31st March 2012 ₹ in Lakhs
Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
Unsecured, considered good	331.47	502.46
	331.47	502.46
Others Trade receivables		
Unsecured, considered good	3,976.60	2,627.42
	3,976.60	2,627.42
Total	4,308.07	3,129.88

Note: Other Trade Receivables Includes ₹ NIL (₹ 125.98) of Medical Solutions (India) Pvt. Ltd. in which Key Management Persons are interested Maximum Balance is outstanding anytime during the year NIL (₹ 125.98)

(All figures are in ₹ Lakhs unless specifically mentioned.)

Note 2.12 Cash and cash equivalents

Particulars	As at 31st March 2013 ₹ in Lakhs	As at 31st March 2012 ₹ in Lakhs
(a) Cash on hand	4.53	6.06
(b) Balances with banks		
(i) In current accounts	84.83	83.60
(ii) In deposit accounts (Refer Note (i) below)	28.10	76.64
(iii) Unpaid dividend accounts	7.06	6.72
(iv) Unpaid matured deposits	0.05	0.03
Total	124.57	173.05

Notes:

- (i) Margin money amounting to ₹ 28.10 (As at 31st March, 2013) which have an original maturity of more than 12 months for letter of credit & Bank Guarantee (₹ 76.64)

Note 2.13 Short-term Loans and Advances

Particulars	As at 31st March 2013 ₹ in Lakhs	As at 31st March 2012 ₹ in Lakhs
(a) Security deposits Unsecured, considered good (Earnest Money, Tender Deposit & Security Deposit)	28.08	36.51
(b) Loans and advances to employees Unsecured, considered good	0.01	0.85
(c) Prepaid expenses - Unsecured, considered good (For e.g. Insurance premium, Annual Maintenance contract etc)	17.23	13.22
(d) Balances with government authorities Unsecured, considered good CENVAT credit receivable	444.75	830.74
(e) Others Unsecured, considered good (Advance Paid to Suppliers against Materials)	53.62	151.54
Total	543.69	1,032.86

Note 2.14 Other Current Assets

Particulars	As at 31st March 2013 ₹ in Lakhs	As at 31st March 2012 ₹ in Lakhs
(a) Accruals		
(i) Interest accrued on deposits	-	1.44
(b) Others		
(i) Insurance claims	-	13.46
(ii) Others (Excise Recievable on Export)	4.77	34.47
(iii) Service Tax on AMC	4.72	-
(iv) Other Receivable	0.42	-
Total	9.91	49.37

(All figures are in ₹ Lakhs unless specifically mentioned.)

Note 2.15 Revenue from operations

Particulars	For the year ended 31st March 2013 ₹ in Lakhs	For the year ended 31st March 2012 ₹ in Lakhs
(a) Sale of products (Refer Note (i) below) Less: Excise duty	24655.45 1886.97	19448.64 1210.72
(b) Sale of services (Refer Note (ii) below)	22768.48 81.37	18237.92 79.83
(c) Other operating revenues (Refer Note (iii) below)	116.42	108.88
(i) Sale of products comprises: Manufactured goods X-RAY FILMS Traded goods Stent Others	16878.33 5020.86 2756.26	12632.23 5020.50 1795.91
Total - Sale of products	24655.45	19448.64
(ii) Sale of services comprises : SERVICE CHARGES (Including Annual maintenance charges &Comprehensive maintenance charges for X-Ray Processor & Equipment & C.R.System)	81.37	79.83
Total - Sale of services	81.37	79.83
(iii) Other operating revenues comprise: Sale of scrap Commission	116.42 -	101.22 7.66
Total - Other operating revenues	116.42	108.88
Other Income Interest income	12.74	6.86
Total	12.74	6.86
Miscellaneous income (net of expenses directly attributable) Sundry Debtors and creditors Balance Written off	11.76 -	13.89 3.11
Total - Other non-operating income	11.76	17.00
Total	24.50	23.86
Note: Miscellaneous Income is ₹ NIL (₹ 3.11) for appropriation of all debtors & creditors Written off		

Note 2.16 Cost of Raw Materials & Packing Materials consumed

Particulars	For the year ended 31st March 2013 ₹ in Lakhs	For the year ended 31st March 2012 ₹ in Lakhs
Opening stock	463.85	1,060.98
Add: Purchases	13,542.01	9,480.89
Less: Closing stock	913.43	463.85
Cost of material consumed	13,092.43	10,078.02

(All figures are in ₹ Lakhs unless specifically mentioned.)

Note 2.17 Purchase of Traded Goods

Particulars	For the year ended 31st March 2013 ₹ in Lakhs	For the year ended 31st March 2012 ₹ in Lakhs
Stent	2,764.29	5,857.61
Others	2,646.17	1,987.95
Total	5,410.46	7,845.56

Note 2.18 Changes in inventories of finished goods

Particulars	For the year ended 31st March 2013 ₹ in Lakhs	For the year ended 31st March 2012 ₹ in Lakhs
Work in process and stock in trade		
Inventories at the end of the year:		
Finished goods	702.76	653.16
Stock In Trade	2,490.94	4,023.01
	3,193.70	4,676.17
Inventories at the beginning of the year:		
Finished goods	653.16	612.61
Stock In Trade	4,023.01	1,581.16
	4,676.17	2,193.77
Net (increase) / decrease in stock in Trade	1,532.07	(2,441.85)
Net (increase) / decrease in Finished Goods	(49.60)	(40.55)
Net (increase) / decrease	1,482.47	(2,482.40)
Closing of Finished goods includes adjustment of excise duty		

Note 2.19 Employee Benefits Expense

Particulars	For the year ended 31st March 2013 ₹ in Lakhs	For the year ended 31st March 2012 ₹ in Lakhs
Salaries and wages	550.68	530.42
Contributions to provident and other funds	31.53	32.41
Staff welfare expenses	16.53	18.52
Total	598.74	581.35

Note 2.20 Finance Costs

Particulars	For the year ended 31st March 2013 ₹ in Lakhs	For the year ended 31st March 2012 ₹ in Lakhs
Interest expense on : Borrowings	378.25	328.71
Total	378.25	328.71

Note 2.21 Other Expenses

Particulars	For the year ended 31st March 2013 ₹ in Lakhs	For the year ended 31st March 2012 ₹ in Lakhs
Consumption of stores and spare parts	0.86	0.66
Increase / (decrease) of excise duty on inventory	4.97	15.23
Power and fuel	24.06	25.33
Rent including lease rentals	33.66	30.61
Repairs and maintenance - Buildings	0.76	0.59
Repairs and maintenance - Machinery	8.15	8.08
Repairs and maintenance - Others	6.14	13.79
Insurance	31.63	22.69
Rates and taxes	8.04	5.84
Communication	26.39	25.00
Travelling and conveyance	216.94	204.19
Printing and stationery	13.65	17.66
Freight and forwarding	417.24	354.52
Sales commission	352.04	216.89
Business promotion	79.42	113.74
Payments to auditors (Refer Note (i) below)	5.00	3.75
Bad trade and other receivables, loans and advances written off	17.66	14.35
Donation	3.70	-
Net loss on foreign currency transactions and translation (other than considered as finance cost)	237.62	416.52
Miscellaneous expenses	443.91	364.45
Total	1931.84	1853.89
(i) Payments to the auditors comprises (net of service tax input credit, where applicable) :		
As auditors - statutory audit	4.00	3.00
For taxation matters	0.50	0.50
For other services	0.50	0.25
Total	5.00	3.75

Note 2.22 Contingent liabilities and commitments (to the extent not provided for)

Particulars	As at 31st March 2013 ₹ in Lakhs	As at 31st March 2012 ₹ in Lakhs
Contingent liabilities		
(a) Guarantees	13.90	53.15
(b) Letter of Credit	14.18	23.49
(c) Claim not Acknowledge by Company (refer note)	143.75	-

Note:

No Provision has been made in books of Account as Company is of the opinion that there will not be any Liability. As Company is confident of winning both the cases inclusive of ₹ 128.50 of Bright Care Diagnostic Centre and ₹ 15.25 of Dr.Jai Thakur

Note 2.23 Value of imports calculated on CIF Basis:

Particulars	As at 31st March 2013 ₹ in Lakhs	As at 31st March 2012 ₹ in Lakhs
Raw materials	11125.87	7619.31
	11125.87	7619.31
Equipement, Spares & X-Ray Accessories & Other Finished Goods	3197.77	6288.27
	3197.77	6288.27

(All figures are in ₹ Lakhs unless specifically mentioned.)

Note 2.24 Expenditure in foreign currency:

Particulars	As at 31st March 2013 ₹ in Lakhs	As at 31st March 2012 ₹ in Lakhs
Expenses Including Foreign Travelling	9.60	15.27

Note 2.25 Details of consumption of imported and indigenous items

Particulars	As at 31st March 2013	
	₹ in Lakhs	%
Imported		
Raw materials	11938.62 (9167.57)	91.19% (90.97%)
Indigenous		
Raw materials & Packing Material	1153.82 (910.36)	8.81% (9.03%)

Note: Figures / percentages in brackets relates to the previous year

Note 2.26 Earnings in foreign exchange:

Particulars	As at 31st March 2013 ₹ in Lakhs	As at 31st March 2012 ₹ in Lakhs
Export of goods calculated on FOB basis	726.45	553.29

Note 2.27 Remittance in Foreign Currency on account of dividend

Particulars	For the year ended 31st March 2013 ₹ in Lakhs	For the year ended 31st March 2012 ₹ in Lakhs
Dividend	1.48	1.69

Note 2.28 Disclosures under Accounting Standards

Particulars
Segment information
The Company is engaged only in one business segment viz. the business of manufacturing and dealing in Photosensitised materials and other products for Healthcare industry. Hence the the Segment wise information as required by AS 17 is not applicable.

Note 2.29

A) Consequent upon Amendment to Section 205A of the Companies Act 1956 and introduction of Section 205C by the Companies (Amendment Act)1999,the amount of dividend remaining unclaimed for a period of seven years from the date of transfer to Unpaid dividend account in respective years in respect of Accounting year 2005-06,2006-07,2007-08,2008-09, 2009-10, 2010-11& 2011-12subsequent dividend payment,shall be transferred to the "Investors Education and Protection Fund" account.

B) Related Parties & Relationship

- a) Company and firm in which Directors and their relatives are Directors or Partner
Choksi Brothers Pvt.Ltd.(CBPL), Medical Solution (India) Pvt.Ltd., Unique Imaging, S.S.Digitech Impex Pvt.Ltd., Photo Marketing Services & Hitech Imaging Pvt.Ltd.
- b) Directors of the company
Anil Choksi, Suresh Choksi, Samir Choksi, Naimish Choksi, Gaurav Choksi
- c) Relatives
Sunil Choksi, Kusum Choksi, Sunil Choksi-HUF
- d) Key Management personnel
Tushar K.Choksi, Sunil A.Choksi

Details of Transaction with above parties

₹ In Lakhs

Particulars	Companies in which the Company has substantial interest	Directors of the Company & their relatives	Key Management Personnel	Total
Salaries	-	67.96	39.83	107.79
Purchase of Goods	28.31	-	-	28.31
Sales of Goods	2.00	-	-	2.00
Rent paid to CBPL-Delhi	21.06	-	-	21.06
Rent paid to Hitech Imaging	4.58	-	-	4.58
Interest Expenses on Deposit Taken	122.63	67.08	-	189.70
Deposit taken	706.07	180.6	-	886.67
Deposit Repaid	718.35	378.75	-	1097.10

- e) Disclosure in respect of material related transaction during the year
 - a) Purchase Goods from Unique Imaging is ₹ 22.71
 - b) Purchase Goods from Medical Solution(India) Pvt.Ltd. is ₹ NIL and sales ₹ 2.00
 - c) Purchase Goods from S.S. Digitech Impex Pvt.Ltd. is ₹ 5.60
 - d) Fixed Deposit Repaid to Sunil Choksi HUF ₹ 10.30 & Sunil Choksi ₹ 1.07 Including Interest Repaid to Kusum Choksi ₹ 82.75 including interest
 - e) Remuneration to key management personnel Tushar. K. Choksi ₹ 17.04, Sunil A. Choksi ₹ 17.04 for the year 2012-13 & Gaurav S. Choksi ₹ 5.75 from April to July-12.

C) Derivatives contract entered by the Company & Outstanding as on 31.03.13

- a) Nominal amount of derivative contract entered by the Company
Outstanding as on 31.03.13 is NIL Previous year NIL
- b) Foreign Currency exposure that are not hedged by derivative investement as on 31.03.13 is as follows:

Particulars	Foreign Currency	Amount ₹ in Lakhs
Account Recievable	USD- (207200)	(106.00)
Account Payable	USD.6710803.43 (8345251.38)	3650 (4269.14)
	Euro.414636 (82689)	288.35 (56.51)
	Yen.7195950 (3804085)	41.56 (23.75)

(All figures are in ₹ Lakhs unless specifically mentioned.)

Note 2.30 Disclosure as per Accounting Standard-15

Defined Benefit Plan	2011-2012 ₹ in Lakhs	2012-2013 ₹ in Lakhs
Changes in Present value of obligations		
Opening balance of Present value of Obligations	51.07	58.38
Interest Cost	4.28	5.26
Current Service Cost	3.52	4.95
Benefits Paid	(0.50)	(1.68)
Actuarial (gain) / loss on obligations	-	-
Present value of Obligations as at 31 st March	58.38	66.91
Changes in Fair Value of plan assets		
Opening Fair Value of Plan Assets	51.07	58.38
Expected return on Plan Assets	3.73	4.68
Actuarial gain / (losses) on Plan Assets	-	-
Contributions by Employer	4.07	5.53
Benefits Paid	(0.50)	(1.68)
Fair Value of Plan Assets as at 31 st March	58.38	66.91
Amount to be recognised in the Balance Sheet		
Present Value of Funded Obligations as at 31 st March	58.38	66.91
Fair Value of Plan Assets as at 31 st March	58.38	66.91
Expense recognised in the Profit & Loss Account		
Current Service Cost	3.52	4.95
Interest Cost	4.28	5.26
Expected return on Plan Assets	(3.73)	(4.68)
Net Actuarial Loss	-	-
Expense recognised in the Profit & Loss Account	4.07	5.53
Description of Plan Assets		
Insurer Managed Funds	100%	100%
Assumptions		
Mortality Rate	LIC(1994-96) Ultimate	LIC (1994-96) Ultimate
Withdrawal Rate	1 % to 3 % depending on age	1 % to 3 % depending on age
Discount Rate	8.0%	8.0%
Salary Escalation	5.0%	5.0%

Note 2.31 Disclosures under Accounting Standard-20

Particulars	For the year ended 31st March, 2013 ₹ in Lakhs	For the year ended 31st March, 2012 ₹ in Lakhs
Earnings per share		
Basic		
Continuing operations		
Net profit / (loss) for the year from continuing operations	22.82	126.64
Net profit / (loss) for the year from continuing operations attributable to the equity shareholders	22.82	126.64
Weighted average number of equity shares		
Par value per share	39.00	39.00
Earnings per share from continuing operations - Basic	0.59	3.25

SCHEDULE : 14**NOTES FORMING PART OF ACCOUNTS.****1. Significant Accounting Policies:****a. Basis of Preparation**

The financial statements of Choksi Imaging Ltd. have been prepared and presented in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises accounting standards notified by the Central Government of India under Section 211 (3C) of the Companies Act, 1956, other pronouncement of Institute of Chartered Accountants of India, the provisions of Companies Act, 1956. The financial statements are rounded off to the nearest Rupees lakhs.

The company has prepared these Financial Statements as per the format prescribed by Revised Schedule VI to the Companies Act, 1956 issued by Ministry of Corporate Affairs.

b. Use of Estimates

The preparation of the Financial Statement in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the date of the financial statement and reported amounts of revenues and expenses for the year. Actual results could differ from these estimates. Any revision to accounting estimates is recognized prospectively in the current and future periods.

c. Revenue Recognition

Revenue from sale of goods is recognized when significant risks and rewards in respect of ownership of products are transferred to customers.

Revenue from sale of goods has been presented both gross and net of excise duty.

Revenue from product sales is stated exclusive of returns, sales tax and applicable trade discounts and allowances.

Revenue from sale of services is recognized when the related services are performed and debits notes are raised.

Income from interest on deposits, loans and interest bearing securities is recognized on the time proportionate method based on underlying interest rates.

Insurance and other claims/refunds are accounted for as and when admitted by appropriate authorities.

d. Valuation of Inventories

Items of inventories are measured at lower of cost and net realisable value. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads, excluding depreciation incurred in bringing them to their respective present location, condition, net of Cenvet and VAT benefit. Cost of raw materials, stores and spares, packing materials, trading and other products are determined on First in First out method. Scrap is valued at net realisable value.

e. Contingencies and Event occurring after Balance Sheet date

Event occurring after the date of Balance sheet, which provide further evidence of conditions that existed at the Balance Sheet date or that arose subsequently, are considered up to the date of approval of accounts by the Board of Directors, where material.

f. Fixed Assets and Depreciation

(a) Tangible Fixed Assets are stated at cost of acquisition inclusive of inward freight, duties, taxes and incidental expenses related to acquisition. In respect of construction period, related pre-operational expenses form part of value of the assets capitalized. The purchase cost of Fixed Assets has been considered net of CENVAT credit availed on such purchases.

(b) Tangible Fixed Assets are stated at historical cost less depreciation.

(c) I) Depreciation on fixed assets has been provided on a straight line basis at the rates prescribed in Schedule XIV to the Companies Act, 1956.

II) In respect of assets acquired/sold/discarded during the financial period, depreciation is provided on Prorata basis with reference to the period each assets was put to use during the financial period.

(d) Intangible Fixed Assets and Amortization.

Items of expenditure that meets the recognition criteria mentioned in Accounting Standard – 26 on

"Intangible Assets" are classified as intangible assets and are amortized over the period of economic benefits. Goodwill is amortized over a period of 10 years.

Intangible being Software are amortized on straight line basis over a period of eight years.

g. Foreign Currency Transactions

Foreign currency transactions are accounted at the exchange rates prevailing on the date of transactions. Exchange differences arising on Foreign currency transaction settled during the year are recognized in the statement of Profit and Loss. Monetary Assets and Liabilities denominated in Foreign currency as at the Balance Sheet date are re-stated using the Foreign Exchange rates as at Balance Sheet date. The resultant exchange differences are recognized in the statement of Profit and Loss.

h. Employee Benefits

(i) Short Term Benefits

- a) All employee benefits including bonus/ex-gratia (incentives) payable wholly within twelve months of rendering the service are classified as short term employee benefits and are charged to the statement of Profit and Loss.

(ii) Long Term Benefits

- a) Post Employment Benefits
- (i) Defined Contribution Plans : Retirement/Employee benefits in the form of Provident Fund and labour welfare fund are considered as defined contribution plan and contribution to the respective funds administered by the Government are charged to the statement of profit and loss of the year when the contribution to the respective funds are due.
- (ii) Gratuity : The Company provides for gratuity to all employees. The benefit is in the form of lump sum payment to vested employees on resignation, retirement, on death while in employment or on termination of employment of an amount equivalent to 15 days basic salary payable for each completed year of service. Vesting occurs upon completion of five years of service. The company makes annual contribution to funds administered by trustees and managed by insurance companies for amounts notified by the said insurance companies. The defined gratuity benefit plans are valued by an independent external actuary as at the balance sheet date using the projected unit credit method of determined the present value of defined benefit obligation and the related service costs. Under this method, the determination is based on actuarial calculations, which include assumption about demographics, early retirement, salary increased and interest rates. Actuarial gain or loss is recognized in the profit and loss account. Leave encashment is being provided on yearly basis as per rules.

i. Taxation

- a) **Current Tax** : The current charge of Income-tax is calculated in accordance with relevant tax regulations applicable to the company.
- b) **Deferred Tax** : Deferred tax charge or credit reflects the tax effects of timing differences between accounting income and taxable income for the period. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantially enacted by the balance sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in future; however, where there is unabsorbed depreciation or carry forward losses, deferred tax assets are recognized only if there is a virtual certainty of realization of such assets. Deferred tax assets are reviewed at such balance sheet date and are written down or written up to reflect the amount that is reasonably / virtually certain (as the case may be) to be realized. The break-up of the major components of the deferred tax assets and liabilities as at balance sheet date has been arrived at after setting off deferred tax assets and liabilities where the Company has a legally enforceable right to set off assets against liabilities and where such assets are liabilities relate to taxes on income levied by the same governing taxation laws.

j. Impairment of Assets

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication amount 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 amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the statement of profit and loss. 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 subject to a maximum of amortised historical cost.

k. Accounting for Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized in terms of Accounting Standard -29 on "Provisions, Contingent Liabilities and Contingent Assets", when there is a present legal or statutory obligation as a result of past events leading to probable outflow of resources, where a reliable estimate can be made to settle the same.

Contingent Liabilities are recognized only when there is a possible obligation arising from past events due to occurrence or non-occurrence of one or more uncertain future events, not wholly within the control of the Company, or where any present obligation cannot be measured in terms of future outflow of resources, or where a reliable estimate of the obligation cannot be made. Obligations are assessed on an ongoing basis and only those having a largely probable outflow of resources are provided for.

Contingent Assets are not recognized in the financial statements.

l. Earning Per Share

Basic and diluted earnings per share are computed in accordance with Accounting Standard 20 – Earnings per share. Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the year.

For the purpose calculating diluted earning per share, the net profit or loss for the year attributable to equity shareholders are the weighted average number of shares outstanding during the year are adjusted for the effect of dilutive potential equity shares.

m. Cash Flow Statement

- (a) The Cash Flow Statement is prepared by the Indirect method set out in Accounting Standard (AS-3) on Cash Flow Statements and presents the cash flows by operating, investing and financing activities of the Company.
- (b) Cash and Cash Equivalents presented in the Cash Flow Statement comprise of cash on hand and balances in current accounts and deposit account with banks.

n. Borrowing Costs

- (a) Borrowing costs that are attributable to the acquisition or construction of an asset are capitalized as part of cost of such assets till such time the asset is ready for its intended commercial use.
- (b) Other borrowing costs are charged off to Revenue Account in the year in which they are incurred.

o. Leased Assets

- a) Operating lease : Assets acquired as leases where a significant portion of risks and rewards of ownership are retained by the lessor are classified as operating leases. Operating lease charges are recognized in statement of Profit and Loss on a straight line basis over the lease term.

p. Financial Derivatives Transaction

The Company uses foreign exchange forward contracts and option contracts (derivatives) to mitigate its risk of changes in foreign currency exchange rates and does not use them for trading or speculative purposes.

In case of forward contracts, the difference between the forward rate and the exchange rate, being the premium or discount at the inception of a forward exchange contract is recognized in the profit and loss account in the reporting period in which the rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognized as income or as expense for the period.

CHOKSI IMAGING LIMITED

Registered Office : 4th Floor, C Wing, Classique Centre, Plot No. 26, Mahal Indl. Estate,
Off. Mahakali Caves Road, Andheri (East), Mumbai - 400 093.

E-MAIL ID REGISTRATION FORM

I, (name of first/
individual shareholder) holding (no. of shares) equity shares
in physical mode vide folio no. in the Company,
would like to register below mentioned e-mail ID for receiving all the communications/
documents/ notices/ correspondences from the Company in electronic mode instead of
getting physical copies of the same. Kindly register the same.

E-mail ID:

Yours truly,

Name:

Address:

.....

Dated:

NOTES

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Registered Office : 4th Floor, C Wing, Classique Centre, Plot No. 26, Mahal Indl. Estate,
Off. Mahakali Caves Road, Andheri (East), Mumbai - 400 093.

ATTENDANCE SLIP

21ST ANNUAL GENERAL MEETING - ON 10TH AUGUST, 2013 AT 3.00 P.M.

Reg. Folio No.: No. of Shares held

DP ID Client ID

Mr/Ms/Mrs

Address

I Certify that I am a registered Shareholder/Proxy for the registered Shareholder of the company.

I hereby record my presence at the TWENTYFIRST ANNUAL GENERAL MEETING of the Company held at Ramee Guestline Hotel 462, A.B. Nair Road, Juhu, Mumbai -400 049 on **Saturday, 10th day of August, 2013 at 3.00 p.m.**

Member's /Proxy's name in BLOCK LETTERS

Member's/Proxy's Signature

Note : 1] Strike out whichever is not applicable. 2] Please fill this attendance slip and hand it over at the ENTRANCE OF THE HALL. Joint shareholders may obtain additional Attendance Slip on request.

----- TEAR HERE -----

CHOKSI IMAGING LIMITED

Registered Office : 4th Floor, C Wing, Classique Centre, Plot No. 26, Mahal Indl. Estate,
Off. Mahakali Caves Road, Andheri (East), Mumbai - 400 093.

FORM OF PROXY

Reg. Folio No.: No. of Shares held

DP ID Client ID

I/We.....of

..... in the district of being a member/members of the

above-named company hereby appoint..... of.....

in the district of or failing him/her

of as my/our Proxy to vote for me/us

on my/our behalf at the 21st ANNUAL GENERAL MEETING of the Company held at Ramee Guestline Hotel 462, A.B. Nair Road, Juhu, Mumbai -400 049 on **Saturday, 10th day of August, 2013 at 3.00 p.m.** and at any adjournment(s) thereof.

Affix a
One Rupee
Revenue
Stamp

Signed this day 2013 Signature across Revenue Stamp

NOTE : Proxy form in order to be effective must be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not less than 48 HOURS before the Meeting,

Book-Post

If Undelivered, Please return to :


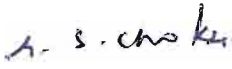

CHOKSI IMAGING LIMITED

REGISTERED OFFICE

4th Floor, C Wing, Classique Centre, Plot No. 26,
Mahal Indl. Estate, Off. Mahakali Caves Road,
Andheri (East), Mumbai - 400 093.

FORM A

(Pursuant to Clause 31(a) of the Listing Agreement)

1.	Name of the Company	Choksi Imaging Limited
2.	Annual financial statements for the year ended	31 st March, 2013
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	Not Applicable
5.	To be signed by	
	Mr. Anil Choksi Managing Director	
	Mr. Gaurav Choksi CFO	
	Mr. K.R. Parikh Statutory Auditor	
	Mr. Himanshu Kishnadwala Chairman of Audit Committee	