

**Members are requested to bring
this copy of Annual Report with
them at Annual General Meeting**

INDITALIA REFCON LIMITED

28th Annual Report

(2013 - 2014)

| Content | Page No |
|--|----------------|
| Notice | 3 |
| Director's Report | 6 |
| Auditors Report | 8 |
| Auditor's Report on Corporate Governance | 12 |
| Balance Sheet | 14 |
| Profit and Loss Account | 15 |
| Notes to Financial Statements | 16 |
| Cash Flow Statements | 20 |
| Attendance Slip & Proxy Form | 22 |

BOARD OF DIRECTORS

| | | | |
|------------------|-------|----------|------------------|
| N.D.Sheth | | Director | DIN No. 02501231 |
| R. K. Mital | | Director | DIN No. 02233220 |
| Sujata R. Mittal | | Director | DIN No. 01826116 |
| P.R.Mital | | Director | DIN No. 02222219 |

AUDITORS :

M/s.V.S.Patangia & Co,
Chartered Accountants,
1/29, Kher Nagar, Bandra (East),
Mumbai 400 051

BANKERS :

UCOBANK

REGISTERED OFFICE :

7 & 8 B, IInd Floor,
West View No.1, S.V.Road,
Santacruz (West), Mumbai - 400 054

Email : ohminditalia@yahoo.com

Mobile : 9820308732

REGISTRARS & SHARE TRANSFER AGENTS (IN HOUSE) :

Inditalia Refcon Ltd.
7 & 8 B, IInd Floor,
West View No.1, S.V.Road,
Santacruz (W), Mumbai - 400 054

INDITALIA REFCON LIMITED**NOTICE**

Notice is hereby given that the 28th Annual General Meeting of the Members of **INDITALIA REFCON LIMITED** will be held at its Registered Office at 7 & 8 B, West View Bldg No.1, S.V.Road, Santacruz (West), Mumbai 400 054 on **Wednesday, December 31st 2014** at **11.00 A.M** to transact the following business:

ORDINARY BUSINESS :**Item No. – 1****Adoption of Financial Statement :**

To receive, consider and adopt the financial statement of the Company for the year ended 31st March, 2014 as well as the Reports of the Board of Directors and Auditors thereon.

Item No. – 2**Appointment of and the fixing of remuneration of the Auditor :**

To appoint Auditors and to fix their remuneration.

Under the provisions of Companies Act 2013, which have come into force w.e.f. 1st April 2014, Auditors are required to be appointed for a period of 5 years at a time. M/s V.S.Patangia & Co. who has been Statutory Auditors of the Company for last few years are not eligible to be considered for reappointment. The directors have, accordingly, approached Mr. Sanjeev Govadia, Chartered Accountant for auditing the books and financial statements of the company. As a precondition, in terms of Sec.139(1) of the Companies Act 2013 auditors are required to provide written consent to the same and a certificate from them that the appointment, if made shall be in accordance with the conditions prescribed under the provisions of the Companies Act 2013 and the rules made thereunder, as also a declaration that they satisfy the criteria laid down by Sec.141 of the Companies Act 2013. The said consent with declaration has been received and placed before the meeting.

The following resolution may be passed with or without modification as an Ordinary Resolution :

“RESOLVED THAT Mr. Sanjeev Choradia, Chartered Accountants, who have furnished their consent and Certificate pursuant to Section 139(1) and 141 of the Companies Act, 2013 be and are hereby reappointed as Auditors of the Company for a period of 5 years from 01.10.2014 till 31.03.2019 i.e. to hold office from the conclusion of the Twenty-eighth Annual General Meeting till the conclusion of the Third third AGM of the Company to be held in the year 2019 (subject to ratification of their re-appointment at every AGM as required under proviso to sec. 139 (1) of the Companies Act 2013), at such remuneration as may be agreed upon between the Board of Directors and Statutory Auditors, in addition to the reimbursement of service tax and actual out of pocket expenses incurred in relation with the audit of accounts of the Company.

FURTHER RESOLVED THAT Ms. Sujata Rajinder Mittal, Director of the company be and is hereby authorised to file e-form ADT-I with the Registrar of Companies, Mumbai as required under the provisions of Rule 4(2) of Co.’s (Audit and Audit reports) Rules 2014. ”

Item No. - 3

Appointment of Director in place of those retiring :

To appoint a Director in place of Mr. Navin D.Sheth who retires by rotation and being eligible, has offered himself for re appointment.

**For and on behalf of the
Board of Directors**

Sd/-

**Place: Mumbai
Date : 29th November 2014**

**SUJATA MITTAL
DIRECTOR
DIN No. 01826116**

REGISTERED OFFICE :

Inditalia Refcon Ltd,
7 & 8 B, IInd Floor,
West View No.1. S.V.Road,
Santacruz (West), Mumbai 400 054

Proxy Form

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

CIN : U28129MH1986PLC039591
Name of the Company : Inditalia Refcon Limited
Registered Office : 7 & 8 B, West View Bldg. No.1, 309, S.V.Road, Santacruz (W), Mumbai – 400054.

| | | |
|--------------------|---|--|
| Name of Member(s) | : | |
| Registered address | : | |
| Email Id | : | |
| Folio No/Client Id | : | |
| DP ID | : | |

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

1) Name : _____
Address : _____
Email Id : _____
Signature _____ of failing him

2) Name : _____
Address : _____
Email Id : _____
Signature _____ of failing him

3) Name : _____
Address : _____
Email Id : _____
Signature _____ of failing him

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual General Meeting of the company, to be held on the **31st, day of December 2014 At 11.00 a.m.** at the **Registered Office at 7 & 8 B, West View Building No.1, S.V. Road, Santacruz (West), Mumbai 400054** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.
1) _____
2) _____
3) _____

Signed this _ day of _____ 2014

Signature of shareholder



Signature of Proxy holder(s)

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

BOOK-POST

If undelivered please return to :
INDITALIA REFCON LIMITED.
7 & 8 B, West View Bldg. No.1, 309,
S.V.Road, Santacruz (W),
Mumbai – 400 054.