BALANCE SHEET

FOR THE

FINANCIAL YEAR

2008-09

All Van

OF

Certified True Copy

For LWS Knit rear Lig.

M/S. LWS KNITWEAR LTD: G.T.ROAD (WEST) LUDHIANA

LWS KNITWEAR LTD. LUDHIANA

NOTICE

NOTICE is hereby given that 20TH Annual General Meeting of the members of the company will be held on Wednesday, the 30th September 2009 at 11.00 A.M. at the Registered office of the company situated at G.T. Road (West), Ludhiana to transact the following business:-

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Balance Sheet & Profit & Loss Account for the year ended 31st March, 2009 together with the Directors' & Auditors' Report thereon.
- 2. To appoint a Director in place of Sh. Girish Kapoor who retires on ensuing annual general meeting and being eligible offers himself for reappointment.
- 3. To appoint auditors and to fix their remuneration. M/s. Rajesh K. Sharma & Associates, Chartered Accountants, Ludhiana auditors of the company, retire at this Annual General Meeting and are eligible for re-appointment.
- . 4. Any other business with the permission of the chair.

BY ORDER OF THE BOARD FOR LWS KNITWEAR LTD.

(GIRISH KAPOOR) MG. DIRECTOR

Place: LUDHIANA Dated: 28.08.2009

NOTES:

- 1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and to vote on a poll instead of himself/herself. The proxy so appointed, need not to be a member of the company. Proxy forms in order to be affective must be received by the company not less than 48 hours before the meeting. The blank proxy form is enclosed.
- 2. Members desiring any information on accounts are requested to write to the company at least 10 days prior to the date of meeting so as to enable the management to keep the information ready.

For LWS Aut UV

Cortified True Copy

- 3. Members are requested to notify the change in their address, if any, to the company immediately.
- 4. Members/Proxies for their own convenience are requested to bring their own copy of Annual Report and attendance slip duly filled in for attending the meeting.

BY ORDER OF THE BOARD FOR LWS KNITWEAR LTD.

Place: LUDHIANA Date: 28.08.2009 (GIRISH KAPOOR) MG. DIRECTOR

For LWS Knitweer Ltd

LWS KNITWEAR LTD.

DIRECTORS REPORT

The Members, LWS KNITWEAR LTD. Ludhiana

Your Directors feel pleasure in presenting their 20TH Annual Report of the company along with Audited Statement of Accounts & Profit & Loss Accounts of the company for the year ended 31st March, 2009.

FINANCIAL RESULTS:

PARTICULARS	2008-09	2007-08
Sales	0.00	84.71
Profit before interest & Depreciation	892.27	37.39
Less Interest	0.00	0.00
Less Depreciation	3.65	3.81
Less Provision for Tax	0.24	0.22
Net Profit/(Loss)	888.38	33.36

FINANCIAL ANALYSIS AND SALES REVIEW

The company has not made any commercial activities and hence it has no sale and purchase during the FY 08-09. The company made agreement with the PNB during the FY 08-09 for the settlement of the dues and as per the terms of the agreement, the company made the major part of the payments to the bank. During the year, the company write off the entire payable amount to the PNB except the two installments pending for payment during the FY 09-10. Due to written off the dues of the PNB, the company shown a profit of Rs. 888.38 in the annual accounts.

The company is also a partner in a partnership concern from which it has also earned profit of Rs. 659.99 lacs.

SHARE CAPITAL

The Authorised Capital of the company is Rs 5,50,00,000/- divided into 5500000 shares of Rs.10 each. The paid up capital of the Company as on 31.03.2009 was Rs.3,05,84,000/- divided into 3058400 Equity shares of Rs. 10/- each and Rs. 1,00,00,000/- divided into 2000000 equity shares of Rs.5/- each. Calls in Arrear stands at Rs. 129500/- as at 31.03.2009 as against previous figure of Rs.129500/-.

DIRECTORS

During the year Sh. Girish Kapoor, the retiring Director, being eligible offered himself for reappointment.

For LWS KP YEAR Lid.

AUDITORS

M/s. Rajesh K. Sharma & Associates, Chartered Accountants, Ludhiana are the present Statutory Auditors of the company. In terms of the provisions of Section 224 of the Companies act, 1956, they would retire at the forthcoming Annual General Meeting of the company. Being eligible, they have offered themselves for re-appointment. The Board of Directors have received a certificate from them to the effect that their re-appointment, if made, will be within the limits specified in Section 224 (1B) and (1C) of the Companies Act, 1956.

COMMENTS ON AUDITORS REPORT

The associate concerns of the company namely LWS Exports Ltd. is dealing with Punjab National Bank. However its accounts had been classified as non performing assets (NPA) during the year 2001-02 by the PNB. LWS Knitwear made the entire dues to PNB and it is hopeful that during the next year, the firm will come out of the preview of the NPA.

The company has accepted the deposits from the corporates only keeping in view the stipulations laid down by the bankers. Hence the section 58-A of the Companies Act 1956 for the acceptance of Deposits is not applicable to the company.

The company has issued a placement letter with the placement agencies for the appointment of the suitable Company Secretary. But however no replies have been received from the placement agencies.

PERSONNEL

Statement of employees pursuant to Section 217 (2A) of the Companies Act, 1956, read with Companies (Particulars of Employees) Rules, 1975 is Nil

DISCLOSURE OF PARTICULARS UNDER SECTION 217(I)(E):

The information required under section 217(i)(e) of the Companies Act,1956 read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules 1988 with respect to these matters is appended hereto and forms part of this report.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217 (2AA) of the Companies Act, 1956 with respect to Directors Responsibility Statement, it is confirmed that:

- 1. In the preparation of the annual accounts, the applicable accounting standards as specified by the Institute of Chartered Accountants of India have been followed along with proper explanation relating to material departures.
- The Accounting Policies have been applied consistently and judgments and estimates that have been made for the preparation of the accounts are reasonable

For LWS Knitwear Ltd.

and prudent so as to give a true and fair view of the state of the affairs of the Company at the end of financial year and of the profit of the company for the

- Company has taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 and taken steps to safeguard the assets of the company and for preventing & detecting fraud and other ir-regularities;
- Final accounts have been prepared on going concern basis.

CORPORATE GOVERNANCE

The company is listed in Bombay Stock Exchange, Delhi Stock Exchange, Ludhiana Stock Exchange and Baroda Stock Exchange, but however due to non compliance of the provisions of the SEBI, the trading of the shares in all the stock exchanges had been stopped. A certificate from the auditors of the company regarding compliance of corporate governance as stipulated under Corporate Governance Clause of the Listing Agreement is annexed to the report of the Corporate Governance.

ACKNOWLEDGEMENT

The Directors place on record with pleasure their sincere thanks to workers, staff members and executives who helped the organization by their continued co-operation and zealous efforts which is acknowledged by us as great impelling force for the company to grow. Our thanks are also due to Bankers, Financial Institutions, Shareholders and other business constituents for their continued support.

> FOR AND ON BEHALF OF THE BOARD FOR LWS KMTWEAR LTD.

GIRASH KAPOOR)

MG. DIRECTOR

Place: LUDHIANA Date: 28.08.2009

LWS KNITWEAR LTD. LUDHIANA

INFORMATION AS PER SECTION 217 (1) (E) READ WITH THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES 1988 AND FORMING PART OF THE DIRECTOR'S REPORT FOR THE YEAR ENDED 31ST MARCH 2009.

ANNEXURE: I

I. CONSERVATION OF ENERGY:

- a) The company has undertaken the following steps for conservation of energy:-
- Better regulation and control of the equipment operation.
- Better selection and checking at regular intervals of devices/motors/Transmission system.
- Reduction of waste.

As a result of implementation of scheme, the company has been able to save energy consumption.

FORM 'B'

II. PARTICULARS AS PER FORM 'B'

RESEARCH AND DEVELOPMENT

The company is carrying the R & D activities for the development of new products, improvement in the production process and quality of process.

TECHNOLOGY, ABSORPTION, ADOPTION AND INNOVATION

The latest technology has been adopted in the plant and machinery which is improving the productivity and product quality and is reducing the consumption of scarce raw materials and energy.

III. FOREIGN EXCHANGE EARNING AND OUTGO

PARTICULARS	2008-09	2007-08
Foreign Exchange Earning	Nil .	Nil .
Foreign Exchange Outgo	Nil	Nil

For LWS Knitwear Ltd.)

REPORT ON CORPORATE GOVERNANCE

CORPORATE GOVERNANCE

Your company has been practicing the principles of good corporate governance, which comprises all activities that result in the control of the company in a regulated manner, aiming to achieve transparent, accountable and fair management.

The details of the Corporate Governance complied by the company as per the revised clause 49 of the listing agreement with stock Exchanges are as under:-

A. COMPLIANCE OF MANDATORY REQUIREMENTS:

1. COMPANY PHILOSOPHY ON CORPORATE GOVERNANCE

The basic philosophy of Corporate Governance in the company is to achieve business excellence and dedicate itself to increase long term shareholders value, keeping in view the needs and interests of all its stakeholders. The company is committed to transparency in all its dealings and place emphasis on business ethics.

2. BOARD OF DIRECTORS

a) Board Meetings

During the financial year 2008-09, seven board meetings were held on the following dates:-

- 18 April 2008
- 03 July 2008
- -21 Aug. 2008
- 18 Dec. 2008
- 21 Jan. 2009
- 11 Feb. 2009
- 26 Mar. 2009

b) Composition

The board of directors comprises of a Managing Director and two independent directors

The composition of the Board of Directors and their attendance at the Board Meetings during the year and at last Annual General Meeting of the company and also the number of other directorship/Chairmanship in Indian Public Limited Companies, are as follows:-

For LWS Knitwear Ltd.

Name of the director	Designation and Category	No. of Board Meetings attended	Attendance at Last AGM	Total No. of Director ship in other Companies	No. of Committee Member ship in other companies	Total No. of Board Chairman ship in other Companies	Total No. of Comm ittee Chair man ship in other companies
Sh. Girish Kapoor	Mg. Director	7	Yes	2	-	-	
Sh. Sat Parkash Kapoor	Independent Director	7	Yes	-1		-	1
Sh. Daya Nand	Independent Director	7	Yes	2	-		-

3. AUDIT COMMITTEE

The Audit Committee as on 31.03.2009 consists of two independent directors. Four meetings were held during the year ended 31st March 2009 on 10 June 2008, 15 Sep. 2008, 09 Oct. 2008 and 23 Jan. 2009. The composition of the Audit Committee and the attendance of each Director at these meetings are as follows:-

Sr. no.	Members	No. of Meetings Attended
1.	Sh. Sat Parkash Kapoor	7
2.	Sh. Daya Nand	7

4. DIRECTORS REMUNERATION

During the year under review, remuneration of Rs.1.74 lacs had been paid to Sh. Girish Kapoor, Director of the Company.

5. SHAREHOLDER'S/INVESTORS GRIEVANCE COMMITTEE

The Share Holder's/Investors Grievance Committee consisting of Sh. Girish Kapoor and Sh. Daya Nand as members met three times during the year on 05.06.2008, 19.11.2008 and 08.01.2009 which were attended by both the members.

During the financial year 2008-09, the company received no complaints. Further, there is no pendency in any respect.

For LW3 Knitwear Ltd.

Director

6. GENERAL BODY MEETINGS

The detail of last three Annual General Meetings are given as follows:-

Meeting	Day, Date and Time of the Meeting	Venue	No. of Special Resolutions
Meeting for the FY	Tuesday, 30 th September 2008 at 11.00 A.M.	Regd. office : G.T.Road (West), Ludhiana	Nil
18 th Annual General Meeting for the FY	Saturday, 29 th September 2007 at 11.00 A.M.	Regd. office : G.T.Road (West), Ludhiana	Nil
17 th Annual General Meeting for the FY ended 31 st March 2006	Saturday, 30 th September 2006 at 11.00 A.M.	Regd. office : G.T.Road (West), Ludhiana	Nil

7. DISCLOSURE

During the year, there was no material significant transaction with the Directors, management, their relatives, etc. that have any potential conflict with the interest of the company at large. The company has not complied with all the mandatory requirements of Clause 49 of the Listing Agreement.

8. MEANS OF COMMUNICATION

The company communicates with the Shareholders through Annual Reports and filing of various reports and returns with the Registrar of Companies.

GENERAL INFORMATION FOR SHAREHOLDERS

i) 20	th Annual	General	Meeting
-------	----------------------	---------	---------

Date : 30th September 2009

Time : 11.00 A.M.

Venue : Regd. Office, G.T.Road (West)

Ludhiana

ii) Dates of Book Closure : 28.08.2009 to 30.09.2009

(Both days inclusive)

iii) Listing : The equity shares of the company are

listed on the following Stock

Exchanges:-

1. Bombay Stock Exchange

2. Ludhiana Stock Exchange

3. Delhi Stock Exchange

4. Baroda Stock Exchange

For LWS Knitwear Ita.

iv) Stock Codes

v) Stock Market Data

Due to non compliance of Clause

No-49 of the Listing Agreement, Trading activities had been stopped all the stock exchanges, hence this

information is not available.

vi) Plant Location

G.T.Road (West), Ludhiana

vii) Address for Correspondence

G.T.Road (West), Ludhiana

MANAGING DIRECTOR'S DECLARATION

I. Girish Kapoor, Managing Director of LWS Knitwear Limited declare that all Board Members and Senior Management personnel have affirmed compliance with 'Code of Conduct for Board & Senior Management Personnel' for the year ended 31st March 2009.

Place: LUDHIANA Date: 28.08.2009

(GIRISH KAPOOR) MG. DIRECTOR

For LWS Knitween Ltd.

. Director

AUDITOR'S CERTIFICATE ON COMPLIANCE OF CORPORATE GOVERNANCE UNDER CORPORATE GOVERNANCE CLAUSE OF LISTING AGREEMENT(S)

To
The Members of
LWS Knitwear Limited

We have examined the compliance of the conditions of Corporate Governance by LWS Knitwear Limited for the year ended on 31st March 2009 as stipulated in clause 49 of the listing Agreement of the Company with Stock Exchanges.

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

In our opinion and to the best of our information and accordance to the explanations given to us and based on the representations made by the Directors and the management, we certify that the company has not complied with the conditions of Corporate Governance as stipulated in the listing agreement.

We further certify 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 Rajesh K. Sharma & Associates,

ACCOUNTANTS

M. No. 92948

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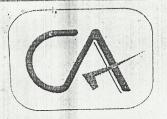
Chartered Accountants,

(Rajesh Sharma)

Date: 28.08.2009

Place: Ludhiana

For LWS Knitwear Ltd



RAJESH K. SHARMA & ASSOCIATES

CHARTERED ACCOUNTANTS

B-XXXIV-17, BAWA COLONY, BACKSIDE GREWALZ LAL KOTHI, HAIBOWAL KALAN, LUDHIANA- 141001 PH- 98887-68300, 98883-68330 e-mail- myselfca@gmail.com, myselfca@sify.com

AUDITOR'S REPORT

The Share Holders, M/s. LWS KNITWEAR LTD. LUDHIANA

Dear Sirs,

SUBJECT: AUDIT REPORT FOR THE YEAR ENDING 31.03.2009.

We have audited the attached Balance Sheet of M/s. LWS KNITWEAR LTD., LUDHIANA and also Profit & Loss Account & Cash Flow Statement for the year ended 31.03.2009 annexed thereto. These financial statements are responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.

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

- 1. As required by the Manufacturing and other Companies (Auditors Report) Order 2005, issued by the Central Govt. of India in terms of Section 227(4A) of the Companies Act, 1956, we annexe a statement on the relevant matters specified in paragraph 4 & 5 of the said order.
- 2. Further to our comments in annexure referred to above, we report that:
- (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
- (b) In our opinion, proper books of accounts as required by law have been kept by the Company so far as appears from our examination of such books.

(c) The Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with referred to by this report are in agreement with the books of account of the company.

For LWS Knitwear Ltd.

. Director

- (d) In our opinion, Balance Sheet, Profit & Loss Account and Cash Flow statement dealt with by this report comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956.
- (e) The Directors are disqualified as on 31.03.2009 for being appointed as director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act,
- (f) In our opinion and to the best of our information and according to the explanations given to us and subject to the notes on accounts given at, Annexure XVI, the said accounts read together with the notes thereon give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view:-
 - (i) In the case of the Balance Sheet of the State if affairs of the company as at 31.03.2009 and;
 - (ii) In the case of Profit & Loss Account of the profits for the year ended on that date and;
 - (iii) In the case of the Cash Flow Statement, of the Cash Flows for the period ended on that date.

For Rajesh K. Sharma & Associates, Chartered Accountants,

Date: 28.08.2009

Place: Ludhiana

For LWE Knitwear Ltd.

ANNEXURE TO AUDIT REPORT FOR THE YEAR ENDING 31.03.2009.

As required by the Manufacturing and Other Companies (Auditor's Report) order,2004, issued by the Company Law Board in terms of Section 227(4A) of the Companies Act,1956, we further report that:-

- (1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets, which are in process of up-dation/completion.
 - (b) As explained to us, the fixed assets have been physically verified by the management according to the phased programme. Pursuant to programme, physical verification of the fixed assets was carried out during the period by the management and discrepancies noticed were not material.
 - (c) No Substantial part of the fixed assets has been disposed during the year.
- (2) (a) The inventories have been physically verified by the management during the year at reasonable intervals.
 - (b) In our opinion and according to the information & explanations given to us, the proceeds of physical verification followed by the management are reasonable and adequate in relation to the size of the company and nature of the business.
 - (c) The company has not maintained stock records of inventories hence we are unable to give our opinion on this issue.
- (3) (a) The Company has taken loans (secured or unsecured) aggregating to Rs. 184.30 lacs from Shareholders/other parties covered under Section 301 of the Companies Act, 1956. The company has also granted loans to companies, firms and other parties covered under section 301 of the Act.
 - (b) In our opinion and according to the information and explanations given to us, the above said loans are taken free of interest; the principal amount is repayable on demand.
 - (c) In respect of loan taken from shareholders/directors, the principal amount is repayable on demand.
 - (d) There is no overdue amount in respect of loans taken by the company.
- (4) In our opinion and according to information provided to us, there are adequate internal control procedures commensurate with the size of the company and nature of the business for the purchase of the inventory and fixed assets of the company and for the sale of the goods. During the course of our audit, we have not observed any major weaknesses in internal controls.
- (5) (a) According to the information and explanation given to us and audit in accordance with generally accepted auditing practices, in our opinion, the transactions that need to be entered into the register in pursuance of section 301 of the Act have been so entered.

ACCOUNTANTS M. No. 92948

For LWS Mnitwear Md.

. Director

- (b) In our opinion and according to information and explanations given to us, the transactions with parties as stated in para 5(a) above, with whom transactions exceeding Rs.5,00,000/- have been entered into during the financial year are at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- (6) As per the information and documents provided to us, during the year the company has not accepted any deposits from the public as defined under section 58A and 58AA of the Companies Act 1956, and the rules framed there under.
- (7) In our opinion the company has an internal audit system commensurate with the size and nature of the business.
- (8) During the year under review, Maintenance of Cost records under section 209(1) of the Companies Act, 1956, is not applicable to company.
- (9) (a) According to the records of the company, the company is regular in depositing with appropriate authorities undisputed statutory dues including P.F., ESI, Income Tax, Sale Tax, Wealth Tax, Custom Duty, Excise Duty, Cess and other statutory dues which are applicable to it. According to the information and explanation given to us, disputed amount payable in respect of the statutory dues which are remained outstanding as at 31.03.2009 for a period more than 6 months is Nil.
 - (b) According to the records and information and explanations given to us, there are dues of Rs. Nil in respect of P.F., ESI, Income Tax, Sale Tax, Wealth Tax, Custom Duty, Excise Duty, Cess and other statutory dues that have not been deposited on account of dispute.
- (10) The company has accumulated profits of Rs. 366.99 Lacs at the year ended 31.03.2009 and it has not incurred cash losses during the financial year under review.
- (11) Based on our audit procedures and on the information and explanations provided by the management, the company has not defaulted in repayment of dues to bank. There were no dues to debenture holders during the year, however there was default in the repayment of the dues of financial institutions.
- (12) According to the information and explanations provided to us and based on the documents and records produced before us, the company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (13) Clause (xiii) is not applicable to the company as the company is not a Chit fund company or nidhi/mutual benefit fund/society.

For LWS Knitwear Ltd.

- In our opinion and according to information and explanations given to us, the (14)company is not dealing in shares, securities, debentures and other investments and therefore clause (xiv) of the Order is not applicable to the company.
- According to information and explanations given to us, the company has given (15)guarantee for loans taken by others from the bank or financial institutions.
- According to information and explanations given to us, the no term loan has been (16)availed during the year under review.
- According to information and explanations given to us, and on overall (17)examination of the Balance Sheet of the company, we are of the opinion that the company has not used funds raised on short term basis for long term investments and vice versa.
- The company has not made any preferential allotment of shares to parties and (18)companies covered in the Register maintained under section 301 during the year.
- No debentures has been issued/outstanding during the year hence the provision of (19)clause (xix) of the said order is not applicable.
- The company has not raised money by public issues during the year. (20)
- Based on the audited procedures performed and information and explanation (21)given by the management, we report that no fraud on or by the company has been noticed or reported during the course of our audit.

For Rajesh K. Sharma & Associates **Chartered Accountants**

ACCOUNTANTS

M. No. 92941

Date: 28.08.2009

Place: Ludhiana

LUDHIANA.

	NCE SHEET AS AT 31.03.2009 PARTICULARS	ANNEXURE	AS AT 31.03.09 (RS.)	AS AT 31.03.08 (RS.)
I.	SOURCES OF FUNDS SHAREHOLDERS' FUNDS			7
Α.	Share Capital	I	40454500.00	40454500.00
	Reserves & Surplus	П	38698761.52	2000000,00
6.00	No the second se		79153261.52	42454500.00
В.	LOAN FUNDS			
В.	Secured Loans	III	15750000.00	52891628.70
	Unsecured Loans	IV	18430514.00	530514.00
			113333775.52	95876642.70
II.	APPLICATION OF FUNDS			
C.	FIXED ASSETS	V	6133201.57	6232851.57
	Gross Block	V	3799437.15	3536927.90
	Less Depreciation		2333764.42	2695923.67
D.	Investments	VI	104086575.98	33121049.58
E.	Current Assets, Loans & Advance	s VII	27337142.12	26106805.08
F.	Less: Current Liabilities & Prov.	VIII	20423707.00	18188943.60
•	Net Working Capital	(D-E)	6913435.12	7917861.48
G.	MISC. EXPENDITURE			
	(To the extant not written			
	off or adjusted)		0.00	0.00
H.	Profit & Loss Account		0.00	52141807.97
			113333775.52	95876642.70
		37737	113333773.32	73070042.70
. T	an Accounts	XIV .		

Notes on Accounts In terms of our separate report of even date attached.

for Rajesh K.Sharma & Associates Chartered Accountants

Dated: 28.08.2009

Place: Ludhiana

For LWS Knitwear Limited

(Girish Kapoor) (Daya Nand) Mg. Director

MANUFACTURING, TRADING & PROFIT & LOSS A/C FOR THE YEAR

	ENDED 31.03.2009		
	PARTICULARS	CURRENT YEAR (RS.)	PREVIOUS YEAR (RS.)
	INCOME		(265.)
	Sales	0.00	8471012.75
	Income from other sources	23869286.70	10719945.30
	Share of Profit from Partnership Firm	65998889.40	5267255.86
	EXPENDITURE	89868176.10	24458213.91
	EXTENDITURE		San
	Material Consumed IX	0.00	
	Manufacturing Expenses X	0.00	12287211.65
	Personnel Expenses XI	76997.00	76148.00
	Administrative Expenses XII	36650.00	30514.00
	Selling Expenses XIII	500537.00	430940.60
	Financial F	0.00	7894353.00
	Depreciation XIV	26699.36	35.00
		365097.32	381250.59
		1005980.68	21100452.84
	Profit Before Tax		
	Provision of Tax	88862195.42	3357761.07
		0.00	0.00
	Provision for FBT	24564.00	21000.00
	Profit after tax	88837631.42	3336761.07
,	Less Previous Years expenses/income/Provisions	0.00	900.00
	Add: Depreciation Adjustments	2938.07	0.00
IIIa.	Add: Balance B/F	(52141807.97)	(55477669.04)
	Balance carried forward to Balance Sheet	36698761.52	(52141807.97)
	Notes on Accounts XV		(02111007.97)
	In terms of our separate report of even date attached	l.	

for Rajesh K.Sharma & Associates Chartered Accountants 455

(Rajesh Sharma)

Partner

Dated: 28.08.2009 Place: Ludhiana

For LWS Knitwear Limited

(Girish Kapoor) (Daya Nand) Mg. Director

Director

Dergo Frond

DETAIL OF SHARE CAPITAL		ANNEXURE - I
PARTICULARS	AS AT 31.03.09 (RS.)	AS AT 31.03.08 (RS.)
AUTHORISED		
5500000 Equity Shares of Rs. 10 (Ten) each.	55000000.00	55000000.00
ISSUED CAPITAL		
5252900(P.Y 5252900) Equity Shares of Rs. 10 each.	52529000.00	52529000.00
UBSCRIBED CAPITAL		•
5058400(P.Y 5058400) Equity Shares of Rs. 10 each.	50584000.00	50584000.00
CALLED-UP & PAID UP CAPITAL		
3058400 Equity Shares of Rs. 10/- each 2000000 Equity Shares of Rs. 5/- each	30584000.00 10000000.00	30584000.00 10000000.00
Less Calls in Arrear	(129500.00)	(129500.00)
	40454500.00	40454500.00

Annexure to the Balance Sheet of even date.

for Rajesh K.Sharma & Associates

Chartered Accountants

Partner

Dated: 28.08.2009

Place: Ludhiana

For LWS Knitwear Limited

(Girish Kapoor) (Daya Nand) Mg. Director Director

DEATIL OF RESERVE & SURPLUS		ANNEXURE - II
PARTICULARS	AS AT 31.03.09 (RS.)	AS AT 31.03.08 (RS.)
Profit & Loss	36698761.52	0.00
Share Premium	2000000.00	2000000.00
	38698761.52	2000000.00

annexure to the Balance Sheet of even date.

for Rajesh K.Sharma & Associates Chartered Accountants

Dated: 28.08.2009

Place: Ludhiana

For LWS Knitwear Limited

(Girish Kapoor) (Daya Nand) Mg. Director Director

EATIL OF SECURED LOANS

ANNEXURE-III

PARTICULARS

AS AT 31.03.09

AS AT 31.03.08

(RS.)

(RS.)

Punjab National Bank (Cash Credit)

15750000.00

52891628.70

15750000.00

For LWS Knitwear Limited

52891628.70

Annexure to the Balance Sheet of even date.

for Rajesh K.Sharma & Associates

Chartered Accountants 4.

(Rajesh Sharma) ACCOUNTY 92948

(Girish Kapoor) (Daya Nand) Mg. Director

Deya Home Director

Jated: 28.08.2009 Place: Ludhiana

DETAIL OF UNSECURED LOANS

PARTICULARS	AS AT 31.03.09 (RS.)	AS AT 31.03.08 (RS.)
From Directors	, 0.00	0.00
From Corporates	18430514.00	530514.00
	18430514.00	530514.00

...nexure to the Balance Sheet of even date.

for Rajesh K.Sharma & Associates Chartered Accountants

Partner

Dated: 28.08.2009

Place: Ludhiana

For LWS Knitwear Limited

(Girish Kapoor) (Daya Nand) Mg. Director

Director

Derga Hons

|--|

ST AS ON	ADDITIONS	072C	CA3 F.	TOTAL COST	DEPRECA	DEPRECE. DEPRECE TRANSFER TOTAL WINGAGE	TOTAL	WDVAC
90	BEFORE	AFTER		OF OF	ATION AS AT ATION FOR	ATION FOR	DEPRECIA-	DEPRECIA- ON 31.03.09
	30.09.2008	.09.2008 30.09.2008	1-	ACOUISITION	01.04.2008 THE YEAR	THE YEAR	TION	

PARTICULARS

FIXED ASSETS

LAND & BUILDING						1				
LAND	0.00	00.0	0.00	0.00	0.00	00.00	0.00	0.00	0.00	0.00
BUILDING	0.00	00.0	0.00	0.00	0.00	00.0	00.0	0.00	0.00	0.00
	- 00'0	00.00	0.00	00.0	00.00	0.00	0.00	00.0	0.00	00.00
PLANT & MACHINERY										
Machinery	4438148.50	0.00	0.00	00.00	4438148.50	2265577.70	210812.05	0.00	0.00 2476389.75	1961758.75
В	4438148.50	0.00	00.00	0.00	4438148.50	2265577.70	210812.05	0.00	2476389.75	1961758.75
MISC. ASSETS										
Furniture & Fixture	94915.20	0.00	0.00	0.00	94915.20	37989.72	6008.13	0.00	43997.85	50917.35
Office Equipments	78651.87	0.00	0.00	00.0	78651.87	36582.72	3735.96	0.00	40318.68	38333.19
Vehicles	1521486.00	0.00	0.00	00.00	1521486.00	1094189.69	144541.17	0.00	1238730.86	282755.14
Computer	99650.00	0.00	0.00	00.05966	00.0	102588.07	00.00	102588.07	0.00	00.00
U	1794703.07	0.00	0.00	00.05966	1695053.07	1271350.20	154285.27	102588.07	1323047.40	372005.67
A+B+C	6232851.57	0.00	0.00	99650.00	6133201.57	3536927.90	365097.32	102588.07	3799437.15	2333764.42

Annexure to the Balance Sheet of even date.

for Rajesh K. Sharma & Asseriates Chartered Accouptants

(Rajesh Sha

Dated: 28.08.2009

Place: Ludhiana

For LWS Knitwear Limited

(Girish Kapoor) (Daya Nand) Mg. Director Director

DETAIL OF INVESTMENTS		ANNEXURE-VI
PARTICULARS	AS AT 31.03.09 (RS.)	AS AT 31.03.08 (RS.)
QUOTED(EQUITY SHARES AT COST)		
M/s. Riba Textile Limited	3000000.00	3000000.00
M/s. Sportking India Limited	300000.00	300000.00
Other investment in Partnership Concern	100786575.98	29821049.58
de.		
	104086575.98	33121049.58

Annexure to the Balance Sheet of even date.

for Rajesh K.Sharma & Associates

Chartered Accountants

(Rajesh Sharma)No. 92948 Partner

Dated: 28.08.2009

1 race: Ludhiana

For LWS Knitwear Limited

(Girish Kapoor) (Daya Nand) Mg. Director

ANNEXURE - VII

DETAILS OF CURRENT ASSETS, LOANS & ADVANCES

PAR	TICULARS	AS AT 31.03.09 (RS.)	AS	AT 31.03.08 (RS.)
I.	INVENTORIES			•
	Raw Material	0.00		0.00
	Finished Goods & Semi Finished Goods	0.00		0.00
	Stores & Spares	8750.00		8750.00
		8750.00	,	8750.00
II.	RECEIVABLES			
	More than 6 months	9796347.46		2534558.71
	Others	0.00		7332918.75
		9796347.46	-	9867477.46
III.	CASH & BANK BALANCES			
	Cash in Hand	6821381.64		6362047.24
i in	Balance with Schedule Banks.	4663.02		22456.38
	FDR	0.00		2097342.00
		6826044.66		8481845.62
IV.	LOANS & ADVANCES			
	Advances recoverable in cash or kind	10697000.00		7650000.00
	or for value to be received			
	Security Deposits	9000.00		98732.00
	Security Deposits	10706000.00	-	7748732.00
		10,00000.00		,,,0732.00
		27337142.12	-	26106805.08
		2/33/11/2:12		20100000.00

Annexure to the Balance Sheet of even date.

for Rajesh K.Sharma & Associates Chartered Accountants &

(Rajesh Sha Partner (

Dated: 28,08.2009 Place: Ludhiana

For LWS Knitwear Limited

(Girish Kapoor) (Daya Nand) Mg. Director

ANNEXURE -VIII

DETAIL OF CURRENT LIABILITIES & PROVISIONS

PARTICULARS	AS AT 31.03.09 (RS.)	AS AT 31.03.08 (RS.)
I. CURRENT LIABILITIES		
Sundry Creditors Other Liabilities	20285562.00 113581.00	18023041.00 144902.60
II. PROVISIONS		
Provision for Income Tax	0.00	0.00
Provision for FBT 24564. Less Advance FBT 0.	00 00 24564.00	21000.00
	20423707.00	18188943.60

Annexure to the Balance Sheet of even date.

for Rajesh K.Sharma & Associates Chartered Accountable &

Partner

Dated: 28.08.2009

Place: Ludhiana

For LWS Knitwear Limited

Girish Kapoor) (Daya Nand) Mg. Director

ANNEXURE-IX

MATERIAL CONSUMPTION FOR THE YEAR ENDING 31.03.2009

PARTICULARS	CURRENT YEAR (RS.)	PREVIOUS YEAR (RS.)
Opening Stock		
Raw Material	0.00	4679512.65
Finished & Semi Finished Goods	0.00	1293859.00
(A)	0.00	5973371.65
Add: Purchases	0.00	6313840.00
Closing Stock		
A. Carrier and Car		
Raw Material	0.00	0.00
Finished & Semi Finished Goods	0.00	0.00
(C)		0.00
(A+B-C)	0.00	12287211.65

Annexure to the Profit & loss a/c of even date.

for Rajesh K.Sharma & Associates Chartered Accountain

(Rajesh Sha Partner /

Dated: 28.08.2009

Place: Ludhiana

For LWS Knitwear Limited

(Girish Kapoor) (Daya Nand) Mg. Director

ANNEXURE-X

MANUFACTURING EXPENSES FOR THE YEAR ENDED 31.03.2009

PARTICULARS	CURRENT YEAR (RS.)	PREVIOUS YEAR (RS.)
Power & Fuel	76997.00	71592.00
Fabrication Charges	0.00	4556.00
	76997.00	76148.00

Annexure to the Profit & loss a/c of even date.

or Rajesh K.Sharma & Associates

Chartered Accountants

(Rajesh Sharma) Partner

Dated: 28.08.2009

Place: Ludhiana

For LWS Knitwear Limited

(Girish Kapoor) (Daya Nand)

Mg. Director Director

ANNEXURE-XI

PERSONNEL EXPENSES FOR THE YEAR ENDING 31.03.2009

PARTICULARS	CURRENT YEAR (RS.)	PREVIOUS YEAR (RS.)
Salaries	36000.00	30000.00
Employee Welfare	650.00	514.00
	36650.00	30514.00

nnexure to the Profit & loss a/c of even date.

for Rajesh K.Sharma & Associates

Chartered Accountants

Partner

Dated: 28.08.2009

Place : Ludhiana

For LWS Knitwear Limited

(Girish Kapoor) (Daya Nand)

Mg. Director

Deya Hand

ANNEXURE - XII

ADMINISTRATIVE EXPENSES FOR THE YEAR ENDING 31.03.2009

PARTICULARS	CURRENT YEAR (RS.)	PREVIOUS YEAR (RS.)
Fees & Taxes Donation	33500.00	18050.00
Postage & Parcel	11000.00 1432.00	0.00 934.00
Printing & Stationery Professional Charges	120.00	263.00
Telephone Expenses	42000.00 204161.00	0.00 146322.00
Meeting Expenses Travelling Expenses	5000.00 6355.00	5000.00
shicle Repair & Maintenance	1284.00	7560.00 1560.00
Auditors Remuneration Misc. Expenses	20000.00 200.00	20000.00 2435.00
Lease Rent	0.00	2415.00
Director's Remuneration Conveyance Expenses	174000.00	174000.00
House Tax	1485.00	1080.00 51321.60
	500537.00	430940.60

Annexure to the Profit & Loss a/c of even date.

for Rajesh K.Sharma & Associates

(Rajesh Sharma). No. 92948 Partner

Dated: 28.08.2009

Place: Ludhiana

For LWS Knitwear Limited

(Girish Kapoor) (Daya Nand) Mg. Director

ANNEXURE-XIII

FINANCIAL EXPENSES FOR THE YEAR ENDING 31.03.2009

PARTICULARS	CURRENT YEAR (RS.)	PREVIOUS YEAR (RS.)
Bank Charges	26699.36	35.00
Annexure to the Profit & loss a/c	26699.36	35.00

r Rajesh K.Sharma & Associates

unartered Accountants

of even date.

Dated: 28.08.2009

Place: Ludhiana

For LWS Knitwear Limited

(Girish Kapoor) (Daya Nand) Mg. Director

M/S LWS KNITWEAR LTD. G.T.ROAD (WEST), LUDHIANA

NOTES ON ACCOUNTS.

ANNEXURE-XIV

A. SIGNIFICANT ACCOUNTING POLICIES:

GENERAL

- (i) These accounts are prepared on the historical cost basis and on the accounting principles of going concern.
- (ii) Accounting policies not specifically referred to otherwise are consistent and in consonance with generally accepted accounting principles and mandatory Accounting Standards.

REVENUE RECOGNITION

Expenses and incomes considered payable and receivable respectively are accounted for on accrual basis.

FIXED ASSETS.

The Fixed assets are stated at Historical Cost less depreciation.

DEPRECIATION

Depreciation on fixed assets has not been provided as there was no commercial activities in the company.

METHOD OF ACCOUNTING

The company has adopted mercantile system of accounting.

VALUATION OF INVENTORIES

The company has not maintained any stock records, hence we relied upon the valuations provided by the management. Inventories of Raw Material, Stock in Process, Finished Goods and store & spares are valued and certified by the management. As per their views the stocks are valued at cost or net realisable value whichever is low, stock of waste is valued at realisable value. While calculating the valuation of stocks, FIFO Method has been adopted by the company.

PROVISION FOR CURRENT TAX AND DERERRED TAX

No provision for current tax has been made as after the adjustments of the brought forward losses, no tax liability arises.

Deferred Tax resulting from "Timing Differences" between book and taxable profits is accounted for using the tax rates and laws that have been enacted or subsequently enacted on the Balance sheet date. The deferred tax assets is recognised and carried forward only on the extent that there is a reasonable certainty that assets will be realised in future.

During the year, Deferred Tax Assets has not been accounted for on the losses brought forward as there is no hope that the company will earn profits in the coming years in terms of newly issued accounting standard interpretation (ASI) No-5 along with ASI-3 and AS-22 issued by the ICAI.

B. OTHER NOTES

- 1) All the creditors are subject to confirmation.
- 2) The company has not made any provision for gratuity as none of the employees is eligible for gratuity as per the information provided.
- 3) Investments as shown in the balance sheet are at cost. Their present market values are not ascertainable.
- 4) The company has made investments in LWS Knitwear, a partnership concern and Sh. Girish Kapoor, Mg. Director of the company is one of the partners.
- Cash Credit Account with the Punjab National Bank are classified as Non Performing Assets (NPA) by the bank. The company made an agreement with the PNB during the FY 2008-09 for the payment of dues in 4 Installments out of which the company made 2 installments on due dates and during the year under review, the company write off the difference of the outstanding amount with PNB viz-a-viz the settled amount as per agreement with the bank.
- 6) The company is a partner in LWS Knitwear. The information required by the Schedule VI of the Companies Act, 1956 in this regard is given as below:

During the year under reference the Company's share in the Profit/Loss from the firm was as under:

NAME OF THE PARTNER	AS AT 31.03.2009	AS AT 31.03.2008
Sh. Girish Kapoor	20%	20%
LWS Knitwear Limited	80%	80%

- 7) The company has not maintained any stock records hence the quantitative details couldn't be prepared.
- 8) At the time of audit only test check has been made to check the records.

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CHARTERED

9) The Company is a sick industrial company with in the meaning of Clause(O) of Sub Section(I) of Section 3 of the Sick Industrial Companies (Special Provision) Act, 1985. Hence the company deducted previous year losses from the current year profit while calculating the provision of Income Tax and MAT.

(Rs.in Lacs)
For the Year ended at
31st March 2009 31st March 2008

10)	Contingent liabilities not provided for	Information no	t available.
11)	Estimated amount of contracts remaining to be executed on capital account.	Nil	Nil
12)	Remuneration including benefits to Managing Director & Director.	1.74	1.74
13)	Auditors Remuneration	0.20	0.20
14)	Additional information pursuant to paragraph 3,40 VI of the Companies Act, 1956 is as under:	and 4D of part of	of the Schedule
		Current Year	Previous Year
a) .	Licenced, Installed Capacity & Actual Production;		NT 4
	Licenced Capacity		N.A.
	Installed Capacity -	Information no Information no	
	Actual Production	illioilliation no	t available
		(Rs. in Lacs) For the year en	
	31.03	For the year en	
b)	31.03 Value of imported and indigenous	For the year en	ding
b)	Value of imported and indigenous raw material & spares parts consumed.	For the year en	ding
b)	Value of imported and indigenous raw material & spares parts consumed. i) Raw Material	For the year en .2009	ding 31.03.2008
b)	Value of imported and indigenous raw material & spares parts consumed. i) Raw Material Imported	For the year en 2009	ding 31.03.2008
b)	Value of imported and indigenous raw material & spares parts consumed. i) Raw Material Imported Indigenous	For the year en .2009	ding 31.03.2008
b)	Value of imported and indigenous raw material & spares parts consumed. i) Raw Material Imported Indigenous ii) Store & Spare	For the year en .2009 0.00 0.00	ding 31.03.2008 0.00 0.00
b)	Value of imported and indigenous raw material & spares parts consumed. i) Raw Material Imported Indigenous ii) Store & Spare Imported	For the year en 2009 0.00 0.00 0.00	ding 31.03.2008 0.00 0.00
b)	Value of imported and indigenous raw material & spares parts consumed. i) Raw Material Imported Indigenous ii) Store & Spare	For the year en .2009 0.00 0.00	ding 31.03.2008 0.00 0.00
	Value of imported and indigenous raw material & spares parts consumed. i) Raw Material Imported Indigenous ii) Store & Spare Imported Indigenous	For the year en 2009 0.00 0.00 0.00	ding 31.03.2008 0.00 0.00
b) c)	Value of imported and indigenous raw material & spares parts consumed. i) Raw Material Imported Indigenous ii) Store & Spare Imported Indigenous Value of imports on CIF basis.	For the year en .2009 0.00 0.00 0.00 0.00	0.00 0.00 0.00 0.00
	Value of imported and indigenous raw material & spares parts consumed. i) Raw Material Imported Indigenous ii) Store & Spare Imported Indigenous Value of imports on CIF basis. Raw Material	For the year en 2009 0.00 0.00 0.00 Nil	0.00 0.00 0.00 0.00
	Value of imported and indigenous raw material & spares parts consumed. i) Raw Material Imported Indigenous ii) Store & Spare Imported Indigenous Value of imports on CIF basis.	For the year en .2009 0.00 0.00 0.00 0.00	0.00 0.00 0.00 0.00



CHARTERED ACCOUNTANTS

LUDHI

- f) Break up of expenditure incurred on employees in receipt of remuneration amounting to Rs.2400000 or more if employed for full year or Rs.200000 or more per month if employed for part of the year.
- 15) Disclosure of related parties/related party transactions.

a) Names of the related parties: M/s. LWS Knitwear

M/s. LWS Exports Limited.

M/s. Gee Kay Knitwear (P) Ltd.

b) Key Management personnels:

Sh. Girish Kapoor Director Sh. Sat Parkash Kapoor: Director Sh. Daya Nand Director

Disclosure of related party :: Associated Key Mgt. Total

> Concerns Personnel

Sale of Material and Services Nil Nil Nil

c) Outstanding Balances as at 31.03.2009

UNSECURED LOANS

Associate Concerns Rs. Nil Key Management Personnel Rs. Nil Other related Parties : Rs. 18430514.00

SEGMENT REPORTING 16)

The company is only in one line of business activity namely textile.

Earning Per Share as required under Accounting Standard 20: 17)

	2008-09	2007-08
Profit/(Loss) for the year	888.38	33.37
Weighted average number of Equity Shares	55.00 .	55.00
(Number in Lacs)		
Basic & diluted earning per share (Rs.)	16.15	0.61

18. Additional information as required under PART IV of Schedule VI of the companies Act, 1956.

Balance sheet abstract and company's general business profile.

Registration No. - 9315 State Code - 16

Balance Sheet Date - 31.03.2009

For LWS Knitwear Ltd.

II. Capital Raised during the year (Rs. in thousand):

Nil Public issue Right Issue Bonus Share Nil Nil Private Placement

III. Position of mobilisation and development of funds (Amount in Rs. Lacs)

Total Assets: 1133.34 Total Liabilities : 1133.34

SOURCES OF FUNDS

404.55 Paid up Capital 386.99 Reserve & Surplus 157.50 Secured Loans 184.30 Unsecured Loans

APPLICATION OF FUNDS

23.34 Net Fixed Assets 1040.87 Investments 69.13 Net Current Assets 0.00 Misc. Expenditure

IV. Performance of the company (Amount in Rs. Lacs)

898.68 Turnover & Other Income 10.06 Total Expenditure 888.62 Profit Before Tax 888.38 Profit After Tax 16.15 Earning per Share 0.00 Dividend Rate

Generic Name of the Principal Product/Services of the company (as per Monetary V.

Item Code No. (ITC Code)

6002, 6110

Product Description

Knitted cloth and Hosiery Garments

For LWS KNITWEAR LTD.

for Rajesh K.Sharma & Associates

CCOUNTANTS

Chartered Accountants and &

Mg. Director

(Girish Rapoor) (Daya Nand) Director

Date: 28.08.2009

Place: Ludhiana

For LWS Knitwear