

SPOTLIGHT VANIJYA LIMITED

2, Red Cross Place, Kolkata - 700 001

Phone : (033) 2254-3100, Fax : (033) 2254-3130

Date: 29.08.2013

The Secretary,
The Calcutta Stock Exchange Ltd.,
7, Lyons Range,
Kolkata-700 001

Dear Sir,

Sub: Submission of Annual Report for the year ended 31st March, 2013 & Form-A

Please find enclosed herewith Form-'A' along with six sets of Annual Reports for the financial year ended 31st March, 2013 in accordance with the Clause 31 of the Listing Agreement of the Company for your reference and record.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,
For Spotlight Vanijya Limited

N.D. Maheshwari
Director

Encl: as above.



FORM A

Format of covering letter of the annual audit report to be filed with the stock exchanges

1.	Name of the Company:	Spotlight Vanijya Limited
2.	Annual financial statements for the year ended	31st March, 2013
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	Not Applicable

N. D. Maheshwari
N. D. Maheshwari

Chairman of Audit Committee

At

For Patni & Co.
Chartered Accountants

S. Sureka

S. Sureka ^{Partner}

(Partner of Patni & Co.)

SPOTLIGHT VANIJYA LIMITED

Registered Office: 2, Red Cross Place, Kolkata - 700 001

NOTICE

NOTICE is hereby given that the Thirtieth Annual General Meeting of the shareholders of Spotlight Vanijya Ltd. will be held on Friday 6th September, 2013, at 11.00 a.m. at the Registered Office at 2, Red Cross Place, Kolkata- 700 001 to transact, the following business:

ORDINARY BUSINESS

ITEM 1: ADOPTION OF ANNUAL ACCOUNTS

To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2013, the Statement of Profit and Loss for the year ended on that date, the Reports of the Directors' and the Auditors' thereon.

ITEM 2: RE-APPOINTMENT OF DIRECTOR

To appoint a Director in place of Shri Mukul Somany, who retires by rotation and being eligible, offers himself for re-appointment.

ITEM 3: RE-APPOINTMENT OF DIRECTOR

To appoint a Director in place of Shri Chandra Kumar Somany, who retires by rotation and being eligible, offers himself for re-appointment.

ITEM 4: APPOINTMENT OF STATUTORY AUDITORS

To re-appoint M/s. Patni & Co., Chartered Accountants, as Statutory Auditors of the Company for the period commencing from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to authorise the Board of Directors to fix their remuneration and to pass the following resolution:

"RESOLVED THAT M/s. Patni & Co., Chartered Accountants, be and is hereby re-appointed as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting on such remuneration as may be determined mutually by the Board of Directors and the Auditors."

SPECIAL BUSINESS

ITEM 5: APPOINTMENT OF SHRI RAKESH KUMAR SHARMA, AS DIRECTOR OF THE COMPANY LIABLE TO RETIRE BY ROTATION

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as ORDINARY RESOLUTION:

"RESOLVED THAT Shri Rakesh Kumar Sharma who was appointed as an Additional Director of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom, the Company has received a notice in writing pursuant to the provisions of Section 257 of the Companies Act, 1956, from a member signifying its intention to propose Shri Rakesh Kumar Sharma as a candidate for the office of Director be and is hereby appointed as a Director of the Company, liable to retire by rotation."

Registered Office:
2, Red Cross Place
Kolkata - 700 001

By Order of the Board of Directors
For Spotlight Vanijya Limited

Date: 9th August, 2013
Place: Kolkata

N. D. Maheshwari
Director

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING MAY APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF IN THE MEETING. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. A proxy form, duly completed and stamped, must reach the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 30th August, 2013 to Friday, 6th September, 2013 (both days inclusive) for the purpose of Annual General Meeting and payment of dividend (if any).
4. The Register of Directors' Shareholdings, maintained under Section 307 of the Companies Act, 1956, will be available for inspection by the members at the AGM.
5. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, setting out all material facts in respect of Item Nos. 5 of the Notice are attached hereto.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT,
1956

ITEM 5

Shri Rakesh Kumar Sharma appointed as Additional Director of the Company with effect from 09.08.2013, pursuant to Section 260 of the Companies Act, 1956, read with Article 104A of the Articles of Association of the Company. He holds office of the Director upto the date of Annual General Meeting. The Company has received notice in writing from a member proposing the candidature of Shri Rakesh Kumar Sharma for the office of Director under the provisions of Section 257 of the Companies Act, 1956.

The Board recommends the resolution set out at Item No. 5 of the Notice for the approval of the Members.

None of the Directors other than the one who is being appointed is interested or concerned in the resolution.

Registered Office:
2, Red Cross Place
Kolkata - 700 001

By Order of the Board of Directors
For Spotlight Vanijya Limited

Date: 9th August, 2013
Place: Kolkata

Sd-
N. D. Maheshwari
Director

Annexure to the Notice

Details of the Directors retiring by rotation seeking re-election at this Annual General Meeting

Particulars	Shri Chandra Kumar Somany	Shri Mukul Somany	Shri Rakesh Kumar Sharma
Date of Birth & Age	25.06.1933 80 years	15.10.1965 48 years	12.06.1952 61 years
Appointed on	25/10/2000	25/10/2000	09/08/2013
Expertise in specific functional areas	Expert in glass technology and holds F.B.I.M (London) degree & degree in Glass Plant Instrumentation	He holds a Bachelors of Commerce (Hons.) degree.	He has vast experience in Operations, Projects, Business Management related to Cement & Minerals, Iron & Steel and Power Industry
Directorship held in other public companies	Glass Equipment (India) Limited, HNG Cement Limited, HNG Power Limited, Mould Equipment Limited, Somany Foam Limited I	Glass Equipment (India) Ltd., AMCL Machinery Ltd., Somany Foam Ltd. HNG Cement Ltd., HNG Power Ltd., HNG Float Glass Ltd., The Calcutta Stock Exchange Ltd., Mould Equipment Ltd.	AMCL Machinery Limited, Hindusthan National Glass & Industries Limited
Memberships/chairmanships of Audit and Investor Grievances Committee across public companies	Nil	Audit Committee of HNG Float Glass Limited Shareholder's Grievance Committee of Hindusthan National Glass & Industries Limited	NIL
Shareholding	93442	58226	NIL

SPOTLIGHT VANIJYA LIMITED

2, Red Cross Place, Kolkata – 700 001

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the Annual Report together with the Audited Accounts for the year ended 31st March, 2013.

FINANCIAL RESULTS

	<u>YEAR ENDED</u> <u>31.03.2013</u> (Rs)	<u>YEAR ENDED</u> <u>31.03.2012</u> (Rs)
Profit/(Loss) Before Tax	4,06,24,575	4,28,19,508
Less: Provision for income Taxation	53,00,000	74,00,000
Deferred Tax		
Add: Income tax for earlier year	40,170	1090
Profit after Tax	3,52,84,405	3,54,18,418
Transferred to Reserve Fund	71,00,000	77,42,287
Balance brought from Last Year	16,39,19,911	9,47,90,885
Add: Additions consequence to scheme of Arrangement	21,04,33,722	4,14,52,895
Balance Carried Forward	402538038	16,39,19,911
Basic Earnings Per Share (EPS)	60.51	148.82
Diluted Earnings Per Share (EPS)	53.38	56.18

DIVIDEND

With a view to conserve the resources of the Company, the Directors do not recommend any Dividend for the year.

PUBLIC DEPOSIT

The Company has not accepted any deposits.

DIRECTORS

Shi Rakesh Kumar Sharma has been appointed as a Director of the Company with effect from 9th August, 2013.

Shri Mukul Somany and Shri Chandra Kumar Somany, Directors of the Company retires by rotation from the Board of Directors of the Company at the ensuing Annual General Meeting and being eligible, offer themselves for reappointment.

Consolidated Financial Statements

Consolidated financial statements have been prepared in accordance with Accounting Standards issued by the Institute of Chartered Accountants of India and form part of this Annual Report and Accounts in accordance with disclosure made in respect thereto in the notes on Financial Statements.

Subsidiary Companies

As on March 31, 2013, your Company has two subsidiaries namely: Somany Foam Limited and AMCL Machinery Limited.

Pursuant to the General Circular No. 2/2011 issued by Ministry of Corporate Affairs, granting general exemption to the companies from attaching annual accounts of the subsidiary companies, the Board of Directors in its meeting held on May 30, 2013 has given its consent for not attaching the balance sheet of its subsidiaries.

Shareholders of the Company as well as of the subsidiary companies who are interested in obtaining annual accounts of the subsidiary companies and related detailed information may write to the Director at the Registered Office of the Company. These documents will be available during business hours for inspection by the shareholders of the Company and of the subsidiary companies at the Registered Offices of the Company and at the Registered Offices of its subsidiaries.

AUDITORS' REPORT

The observation made in the Auditors' Report are self-explanatory and therefore, do not call for any further comments under Section 217(3) of the Companies Act, 1956.

AUDITORS

M/s. Patni & Co., Chartered Accountants, Registration no. 320304E, Statutory Auditors of the Company retires at the conclusion of the ensuing Annual General Meeting and has confirmed their eligibility and willingness to accept the office of the Statutory Auditor, if re appointed. Your Directors recommend their re-appointment.

COMPLIANCE CERTIFICATE

In accordance with Section 383A of the Companies Act, 1956 and Companies (Compliance Certificate) Rules, 2001, the Company has obtained a certificate from a Secretary in whole time practice confirming that the Company has complied with all the provisions of the Companies Act, 1956 and a copy of such certificate is annexed to this report.

PARTICULARS AS PER SEC. 217(2A) OF THE COMPANIES ACT, 1956

The Company has no employees in the category specified under Section 217(2A) of the Companies Act, 1956.

CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS & OUTGO

There are no Foreign Exchange earnings and outgo during the year under review. In view of the nature of our operation, we have nothing to report on the above matter.

DIRECTORS' RESPONSIBILITY STATEMENT PURSUANT TO SECTION 217 (2AA) OF THE COMPANIES ACT, 1956

Your Directors hereby confirm:-

1. that in the preparation of annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
2. that the Directors had 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 ended on 31.03.2013 and of the profit or loss of the Company for the year ended 31.03.2013.
3. that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. that the Directors had prepared the annual accounts on a 'going concern basis'.

ACKNOWLEDGEMENT

The Directors gratefully acknowledge the support received from the Central & State Government, Banks, and Financial Institutions.

Registered Office:
2, Red Cross Place
Kolkata - 700 001

On behalf of the Board of Directors

Sd-
C.K. Somany
(Director)

Sd-
Mukul Somany
(Director)

Place : Kolkata
Date : 30th May, 2013

The Directors present the Company's Report on Corporate Governance.

1. Company's philosophy on Code of Governance

We, at Spotlight, believe good Corporate Governance must lay strong emphasis on transparency, accountability, control, ethical corporate citizenship and integrity. In addition to compliance with the regulatory requirements, the Company endeavours to ensure that the highest standards of ethical conduct are maintained.

During 2012-13, the Company kept its commitment towards the required norms and disclosures on Corporate Governance under the Listing Agreement entered into with the stock exchange, on which the shares of the Company are listed.

2. Board of Directors

The Company formed an active, well-informed Board with the half of it comprising Independent Directors to uphold the Company's commitment to high standards of ethical values and business integrity.

➤ Present composition and size of the Board:-

The composition of the Board of Directors as on March 31, 2013 is given below.

Out of the total 6 Directors on the Board:-

- * Three are Non - Executive Directors
- * Three are Independent Directors

➤ Attendance of Directors at the previous Annual General Meeting (AGM)

The last Annual General Meeting was held on September 29, 2012 at the Registered office of the Company at 2, Red Cross Place, Kolkata - 700 001 and the same was attended by Shri Chandra Kumar Somany and Shri Mukul Somany.

➤ Attendance of Directors at the Board meeting and number of other directorships and other Board Committee memberships, among others, during the year under review.

Name of the Director	Category of Directorship	Number of Board meeting(s) attended	Directorship in other companies incorporated in India^	#Number of committees (other than that of the Company) in which he is		
				Chairman	Member	Total
Shri Chandra Kumar Somany	Non-Executive Non Independent	9	8	-	-	-
Shri Sanjay Somany	Non-Executive Non Independent	1	9	-	-	-
Shri Mukul Somany	Non-Executive Non Independent	9	10	-	1	1
Shri Narain Das Maheshwari	Independent	9	2	-	-	-
Shri Alok Jalan	Independent	9	1	-	-	-
Shri Satish Biyani	Independent	9	-	-	-	-

^excludes directorship of companies u/s 25 of the Companies Act, 1956, private limited companies, Limited Liability companies and foreign companies.

Membership/Chairmanship of Audit Committees and Shareholders'/Investors' Grievance Committees have been considered.

➤ Board meetings held during the year:-

During 2012-13, ten Board meetings were held. The maximum time gap between two Board meetings does not exceed 120 days. The details of the meetings are as follows:-

Serial number	Date of meeting	During the quarter	No. of Directors present
1	20 th April, 2012	April 2012 - June 2012	8
2	15 th May, 2012	April 2012 - June 2012	9
3	30 th May, 2012	April 2012 - June 2012	8
4	9 th July, 2012	July 2012 - September 2012	8
5	10 th August, 2012	July 2012 - September 2012	8
6	3 rd September, 2012	July 2012 - September 2012	8
7	7 th November, 2012	October 2012 - December 2012	8
8	14 th November, 2012	October 2012 - December 2012	8
9	13 th February, 2013	January 2013- March 2013	8
10	6 th March, 2013	January 2013- March 2013	8

The Board meetings are normally convened on the directions received from the Director of the Company. A detailed agenda is circulated to the members of the Board, at least three days prior to the date of the meeting. Agenda items are circulated along with relevant information to enable the Board members to take appropriate decisions. The minutes of the Committees of the Board are regularly placed before the Board.

3. Audit Committee

➤ Terms of reference

The terms of reference of the Audit Committee are as follows:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and if required, the replacement or removal of the statutory auditors, tax auditors and internal auditors of the Company and the fixation of their audit fees.
3. Approval of payment to statutory auditors for any other services rendered by them.
4. Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement forming a part of the Board's Report in terms of Section 217(2AA) of the Companies Act, 1956.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.

- c. Major accounting entries involving estimates based on the exercise of judgment by the management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of any related party transactions.
 - g. Qualifications in the Auditors' Report.
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
 6. Reviewing, with the management, performance of statutory auditors.
 7. Discussion with statutory auditors, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
 8. To look into the reasons for substantial defaults in the payment to the depositors, debenture-holders, shareholders (in case of non-payment of declared dividends) and creditors.
 9. Carrying out any other function as mentioned in the terms of reference of the Audit Committee.

➤ **Composition, meetings and attendance during the year:-**

During 2012-13, 4 meetings of the Audit Committee were held and the attendance of each member of the Committee is given below:-

Dates of meetings: - May 30, 2012, August 10, 2012, November 7, 2012, February 13, 2013

Members of the Audit Committee have the requisite financial and management expertise.

Total strength of the Audit Committee: Three				
Designation	Members	Category	Number of meetings held	Number of meetings attended
Chairman	Shri Narain Das Maheshwari	Non-Executive, Independent Director	4	4
Member	Shri Mukul Somany	Non-Executive,	4	4
Member	Shri Satish Biyani	Non-Executive, Independent Director	4	4

4. Remuneration Committee

➤ **Terms of reference-** To formulate and determine the Company's policy regarding remuneration packages for Directors including any compensation payments.

➤ **Composition, meetings and attendance during the year:-**

During 2012-13, no meeting of the Remuneration Committee was held.

Total strength of the Remuneration Committee: - Three				
Designation	Members	Category	Number of meetings held	Number of meetings attended
Chairman	Shri Narain Das Maheshwari	Non-Executive, Independent Director	-	-
Member	Shri Alok Jalan	Non-Executive, Independent Director	-	-
Member	Shri Satish Biyani	Non-Executive, Independent Director	-	-

➤ No sitting fees was paid to any of the Directors during the year 2012-13.

5. Share Transfer and Shareholders' Grievance Committee

□ **Composition, meetings and attendance during the year:-**

Total strength of the Share Transfer and Shareholders' Grievance Committee : Four				
Designation	Members	Category	Number of meetings held	Number of meetings attended
Chairman	Shri Mukul Somany	Non-Executive	2	2
Member	Shri Narain Das Maheshwari	Non-Executive Independent Director	2	2
Member	Shri Satish Biyani	Non-Executive Independent Director	2	2

➤ **Shareholders' complaints and pending share transfer**

There were no investor grievance complaints received during 2012-13. All complaints were resolved and there were no complaints pending at the year ended March 31, 2013.

6. General Body Meetings

The details of day, date, venue and time of the last three Annual General Meetings held are as follows :-

General Meeting	Venue	Day and date	Time
29 th Annual General Meeting	2, Red Cross Place, Kolkata - 700 001	Saturday, September 29, 2012	1.00 pm
28 th Annual General Meeting	2, Red Cross Place,	Friday,	1.30 pm

	Kolkata - 700 001	September 30, 2011	
27 th Annual General Meeting	2, Red Cross Place, Kolkata - 700 001	Thursday, September 30, 2010	1.30 pm

Details regarding special resolutions passed during the previous three years are given below:-

Shareholders' meeting	Special business requiring special resolution
29 th Annual General Meeting	<ol style="list-style-type: none"> 1. Resolution requiring approval for appointment of Smt. Amita Somany, a relative of director to an office or place of profit. 2. Resolution requiring approval for appointment of Smt. Rashmi Somany, a relative of director to an office or place of profit.
28 th Annual General Meeting	1. No Special Resolution was passed.
27 th Annual General Meeting	1. No Special Resolution was passed.

Postal ballot

No Postal Ballot was conducted during 2012-13.

The Company will seek shareholders' approval through Postal Ballot in respect of resolutions relating to such business as prescribed in the Companies (Passing of the Resolutions by Postal Ballots) Rules, 2011, as and when the occasion arises.

7. Disclosures

- ◆ During the last three years, there were no strictures or penalties imposed on the Company by either the Securities and Exchange Board of India (SEBI) or the stock exchanges, or any other statutory authority for non-compliance of any matter related to the capital market.
- ◆ Shri C. K. Somany, Shri Sanjay Somany & Shri Mukul Somany, Non- Executive Directors of the Company holds 93442 shares, 45946 shares, 58226 shares respectively.
- ◆ During 2012-13, the Company didn't make any public or rights issue.

- ◆ The financial statements for 2012-13 were prepared in accordance with the applicable Accounting Standards prescribed by the Institute of Chartered Accountants of India and as required under the Companies (Accounting Standards) Rules, 2006.
- ◆ Pursuant to the requirement of Clause 49 of the Listing Agreement as amended, the Company adopted a 'Code of Conduct for Directors and Senior Management' at the meeting of the Board of Directors held on April 20, 2012. The Directors and designated employees of the Company have complied with the provisions of the said Code of Conduct.
- ◆ According to Articles of Association of the Company, one-third of the Directors retire by rotation and, if eligible, seek re-appointment at the Annual General Meeting of the shareholders. As per Article 90 of the Articles of Association of the Company, Shri Mukul Somany and Shri Chandra Kumar Somany will retire in the ensuing Annual General Meeting. The Board recommended the re-appointment of all the retiring Directors. The detailed profiles of all these Directors are provided in the "Notice for Annual General Meeting Section" of the Annual Report.
- ◆ The Central Government vide its Circular No. 2/2011, dated 8th February, 2011 has granted general exemption to the companies under Section 212 of the Companies Act, 1956 from attaching the Financial Statements of the subsidiary companies. Accordingly, Financial Statements of the subsidiary companies are not annexed hereto. Shareholders of the Company as well as of the subsidiary companies who are interested in obtaining annual Financial Statements of the subsidiary companies and related detailed information may write to the the Registered Office of the Company. These documents will also be available during business hours for inspection by the shareholders of the Company and of the subsidiary companies at the Registered Office of the Company and also at the Registered Offices of its Subsidiaries.

8. Means of communication

The quarterly, half-yearly and annual financial results are published in the proforma prescribed under the Listing Agreement in one English Newspaper (normally in *Business Standard*) having wide circulation and another in vernacular language in Bengali (normally in *Aarthik Lipi*). However, only the annual results are sent to the shareholders of the Company. Moreover, the quarterly / annual results, investor presentations and official news releases are generally sent to the Stock Exchange.

9. General shareholder information

- | | |
|--|---|
| ◆ Incorporation | The Company was incorporated in Calcutta, on 2 nd November, 1981. |
| ◆ Corporate Identification Number (CIN): | L65993WB1981PLC034252 |
| ◆ AGM: Date, time and venue | 6 th September, 2013 at 11.00 a.m.
Registered Office: 2, Red Cross Place,
Kolkata- 700 001 |
| ◆ Financial calendar | April to March |
| ❖ 1 st quarter results by | 2 nd week of August |
| ❖ 2 nd quarter results by | 2 nd week of November |
| ❖ 3 rd quarter results by | 2 nd week of February |
| ❖ 4 th quarter results by | 3 rd Week of May of next year |

- ◆ Date of book closure 30th August to 6th September 2013 (both day inclusive)
- ◆ Dividend payment date Not Applicable
- ◆ Listing on stock exchanges

Your Company's shares are listed on The Calcutta Stock Exchange Limited, 7, Lyons Range, Kolkata-700 001, Email: mop@cse-india.com, Website: www.cse-india.com

- ◆ Listing fees Paid for the year 2013-14 for all the above stock exchanges.
- ◆ Scrip code/Scrip Symbol - i. 10018003 on The Calcutta Stock Exchange Limited, Kolkata
- ◆ High / Low share price data During the financial year there was no trading.
- ◆ Registrar and Share Transfer Agent In compliance with the SEBI directive, the Company appointed M/s Maheshwari Datamatics Pvt. Ltd., as its Registrar and Share Transfer Agent for all matters relating to shares both in physical as well in dematerialised mode. However, documents relating to shares are also received at the Company's registered office at 2, Red Cross Place, Kolkata 700 001, Tel. No: (033) 2254 3100, Fax No: (033) 2254 3130, e-mail address: cosec@hngil.com
- ◆ Share transfer system The transfer of shares in physical form is processed and completed by M/s Maheshwari Datamatics Pvt. Ltd. within a period of 15 days from the date of receipt thereof, provided all the documents are in order. In case of shares in electronic form, the transfers are processed by NSDL/CDSL through respective depository participants.
- ◆ Demat ISIN Number for NSDL and CDSL INE458N01015
- ◆ Outstanding GDRSs/ADRs/ Warrants or any convertible instruments, conversion date and the likely impact on equity. None
- ◆ Address for correspondence 2 Red Cross Place, Kolkata 700 001.
Telephone No. (033) 2254 3100
Fax No. (033) 2254 3130
Email cosec@hngil.com
- ◆ E-mail ID for investors' grievance cosec@hngil.com

For and on behalf of the Board

Place-Kolkata
Date-May 30, 2013

Chandra Kumar Somany
Director

Declaration

All the Board Members and the Senior Management personnel have affirmed their compliance with the 'Code of Conduct for Directors and Senior Management' for the financial year 2012-13 in terms of Clause 49(I)(D)(ii) of the Listing Agreement with the Stock Exchanges.

Mukul Somany
Director

Sanjay Somany
Director

Place-Kolkata
Date-May 30, 2013

CERTIFICATE

The members of Hindusthan National Glass & Industries Limited

We have examined the compliance of the conditions of Corporate Governance by Hindusthan National Glass & Industries Ltd. for the year ended March 31, 2013 as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was carried out in accordance with the guidance note on certification of Corporate Governance as stipulated in Clause 49 of the Listing Agreement issued by Institute of Chartered Accountants of India and limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of the opinion on the financial statements of the Company.

In our opinion and to the best of information and explanations given to us, as well as according to the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement in all material aspects excepting the framework for risk management and its controls are in the process of being formalised/updated.

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 Patni and Co.
(Chartered Accountants)
Firm's ICAI Registration No. 320304E

Place-Kolkata

(S Sureka)
Partner
Membership Number: 057918

Date-May 30,2013

PATNI & CO.

CHARTERED ACCOUNTANTS

H.O. 1, INDIA EXCHANGE PLACE, 2ND FLOOR, R. NO. 219, KOLKATA-700 001,

PHONE : 2231 4112 / 4111, 2230 0556 / 0557

E-mail : octal1@cal2.vsnl.net.in

JAIPUR OFFICE :

GANAPATI PLAZA, M. I. ROAD

4TH FLOOR, R. NO. - 421, JAIPUR - 302 001

PHONE : 237 4836

NEW DELHI OFFICE :

4D/14, OLD RAJINDER NAGAR

BASEMENT, NEW DELHI - 110 060

PHONE : 2572 6174 / 2575 2920

AUDITOR'S REPORT

TO
THE MEMBERS OF
SPOTLIGHT VANIJYA LTD.

Report of the Financial Statements

We have audited the accompanying financial statements of Spotlight Vanijya Ltd., which comprise the Balance Sheet as at March 31, 2013 and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). 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 Standard 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 the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.



PATNI & CO.

CHARTERED ACCOUNTANTS

H.O. 1, INDIA EXCHANGE PLACE, 2ND FLOOR, R. NO. 219, KOLKATA-700 001,

PHONE : 2231 4112 / 4111, 2230 0556 / 0557

E-mail : octal1@cal2.vsnl.net.in

JAIPUR OFFICE :

GANAPATI PLAZA, M. I. ROAD

4TH FLOOR, R. NO. - 421, JAIPUR - 302 001

PHONE : 237 4836

NEW DELHI OFFICE :

4D/14, OLD RAJINDER NAGAR

BASEMENT, NEW DELHI - 110 060

PHONE : 2572 6174 / 2575 2920

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with 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 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 sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

2. As required by section 227(3) of the Act, we report that:

a. we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;

c. the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement, dealt with by this Report are in agreement with books of account;

d. in our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;



PATNI & CO.

CHARTERED ACCOUNTANTS

H.O. 1, INDIA EXCHANGE PLACE, 2ND FLOOR, R. NO. 219, KOLKATA-700 001,
PHONE : 2231 4112 / 4111, 2230 0556 / 0557
E-mail : octal1@cal2.vsnl.net.in

JAIPUR OFFICE :

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- e. on the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a directors in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
- f. Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

Place: 1, India Exchange Place
Kolkata - 700 001

For PATNI & CO.
CHARTERED ACCOUNTANTS
(Firm Reg. No. 320304E)

S. Sureka

Dated: The 30th day of May 2013

S. SUREKA
(Partner)
Membership No. 057918



PATNI & CO.

CHARTERED ACCOUNTANTS

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ANNEXURE TO THE AUDITOR'S REPORT

In term of the information and explanations given to us and books of account examined by us in the normal course of audit and to the best of our knowledge and belief, we state as under: -

- i) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets. The fixed assets of the company were physically verified by the management during the year. We have been informed that no material discrepancies have been noticed on such physical verification. Substantial parts of fixed assets have not been disposed off during the year, which will affect its status as going concern.
- ii) Since the company has not dealt in any of the commodities. Hence requirement of reporting on physical verification of inventory or maintenance of inventory records does not arise.
- iii) The Company had granted unsecured loan to "3" parties covered in the register required to be maintained u/s 301 of the Companies Act, 1956. The maximum amount involved during the year was ₹ 9,80,23,523/-.

In our opinion, the rate of interest and other terms and conditions of loan given by the company to companies, firms or other parties listed in the register required to be maintained under section 301 of the Companies Act, 1956 are not, prima facie, prejudicial to the interest of the company. The parties to whom loan have been given are regular in payment of interest. There are no specific stipulations with regard to repayment of loans. As there is not stipulation with regard to repayment of loan, so we are unable to make any comment whether any outstanding amount is overdue or not.

The company has not taken any loan, secured or unsecured from companies, firms or other parties covered in the register required to be maintained under section 301 of the Companies Act, 1956. Hence question of reporting whether the terms and conditions of such loans are prejudicial to the interest of the company does not arise.

- iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and



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- the nature of its business for purchase of inventory and fixed assets and for sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal control.
- v) As per information and explanations given to us we are of the opinion that the contracts or arrangements that need to be entered into a register required to be maintained in pursuance of section 301 of the Act have been so entered.
- vi) According to information and explanations given to us, in our opinion, the company has not accepted public deposits upto 31.03.2013.
- vii) In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
- viii) The company is not engaged in production, processing, manufacturing or mining activities. Hence, the provisions of section 209(1)(d) do not apply to the company. Hence in our opinion, no comment on maintenance of cost records u/s 209(1)(d) is required.
- ix) According to the records of the company, the company is regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income Tax, Wealth Tax, Sales Tax, Customs Duty, Excise Duty & Cess and any other statutory dues with appropriate authorities applicable to it. According to information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, sales tax, custom duty and excise duty were outstanding as at the last date of the accounting year for a period of more than six months from the date they became payable. According to records of the company, there are no dues of sales tax, income tax, custom duty, wealth tax, excise duty and cess which have not been deposited on account of any dispute.
- x) The company has no accumulated losses. The company has not incurred cash losses in the financial year under report and in the immediately preceding financial year.
- xi) According to records of the company, the company has not borrowed from financial institutions, banks or issued debentures till 31.03.2013. Hence, in our opinion, the question of reporting on defaults in repayment of dues to financial institutions or banks or debenture holders does not arise.
- xii) As informed to us, the company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures and other similar securities.



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- xiii) The company is not a chit fund, nidhi or mutual benefit fund / society.
- xiv) The company has maintained proper records of the transactions and contracts of dealing in shares, securities, debentures and other investment and we have been informed that timely entries have been made therein. As explained to us, all the shares, securities and other investments have been held by the company in its own name except to the extent of exemption granted u/s 49 of Companies Act, 1956.
- xv) The company has not given any guarantee for loans taken by others from bank or financial institutions.
- xvi) The company has not taken any term loans. Hence, comments under the clause are not called for.
- xvii) According to the information and explanation given to us, we report that no funds raised on short-term basis have been used for long term investment by the company and vice versa.
- xviii) The company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under section 301 of the Act.
- xix) The company has not issued any debenture.
- xx) The company has not raised any money by public issues during the period covered by our audit report.
- xxi) During the checks carried out by us, no fraud on or by the company has been noticed or reported during the year under report.

Place: 1, India Exchange Place
Kolkata - 700 001

For PATNI & CO.
CHARTERED ACCOUNTANTS
(Firm Reg. No. 320304E)

S-Sureka

S. SUREKA
(Partner)
Membership No. 057918

Dated: The 30th day of May 2013



SPOTLIGHT VANIJYA LIMITED
Balance Sheet as at 31st March, 2013

(Amount in Rs.)

Particulars	Note No	As at March 31, 2013	As at March 31, 2012
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2.1	63,04,350	23,80,000
(b) Reserves and Surplus	2.2	4,87,04,77,630	4,42,73,04,072
(2) Share Suspense pending allotment	2.3	7,79,170	1,26,90,120
(3) Current Liabilities			
(a) Other current liabilities	2.4	1,13,979	96,675
(b) Short-term provisions	2.5	4,32,42,062	3,15,37,328
Total		4,92,09,17,191	4,47,40,08,195
II. Assets			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	2.6	33,43,758	35,25,588
(b) Non-current investments	2.7	4,32,52,02,437	4,15,41,42,327
(c) Long term loans and advances	2.8	90,580	46,500
(2) Current assets			
(a) Current investments	2.7	1,24,32,397	2,20,66,079
(b) Cash and Bank balances	2.9	6,13,946	1,00,419
(c) Short-term loans and advances	2.10	57,92,34,073	29,41,27,282
Total		4,92,09,17,191	4,47,40,08,195

Summary of Significant Accounting Policies
Notes on Financial Statements

1
2.1 to 2.25

The accompanying notes are an integral part of the Financial Statements.

In terms of our report of even date
For Patni & Co.
Firm Registration No.: 320304E
Chartered Accountants

S. Sureka

(S Sureka)
Partner
Membership No. 057918
Place:
1, India Exchange Place,
2nd Floor, Room No. 219
Kolkata-700001
Date: 30/05/2013

For & on behalf of the Board

[Signature]

Director

[Signature]

Director



SPOTLIGHT VANIJYA LIMITED
Statement of Profit and Loss for the year ended 31st March, 2013

(Amount in Rs.)

Particulars	Note No	For the year ended 31st March, 2013	For the year ended 31st March, 2012
Income			
I. Revenue from operations	2.11	76,06,478	2,08,64,787
II. Other Income	2.12	3,70,46,702	2,70,20,448
III. Total Revenue (I + II)		4,46,53,180	4,78,85,235
Expenses:			
Employee benefit expense	2.13	12,00,000	12,00,000
Other expenses	2.14	26,51,213	29,28,188
IV. Total Expenses		38,51,213	41,28,188
V. Earnings before Interest, Tax, Depreciation and Amortisation (EBITDA)	(III - IV)	4,08,01,967	4,37,57,047
Depreciation and amortization expense	2.6	1,77,392	1,89,998
Finance costs	2.15	-	7,47,541
	(VI)	1,77,392	9,37,539
VII. Profit before exceptional and extraordinary items and tax	(V - VI)	4,06,24,575	4,28,19,508
VIII. Exceptional Items		-	-
IX. Profit before extraordinary items and tax	(VII-VIII)	4,06,24,575	4,28,19,508
X. Extraordinary Items		-	-
XI. Profit before tax	(IX-X)	4,06,24,575	4,28,19,508
XII. Tax expense:			
(1) Current tax		53,00,000	74,00,000
(2) Income Tax for earlier years		40,170	1,090
XIII. Profit/(Loss) for the period	(XI-XII)	3,52,84,405	3,54,18,418
XIV. Earning per equity share:			
(1) Basic	2.16	60.51	148.82
(2) Diluted	2.16	53.38	56.18
Number of shares used in computing earnings per share			
(1) Basic	2.16	5,83,128	2,38,000
(2) Diluted	2.16	6,61,045	6,30,435

Summary of Significant Accounting Policies
Notes on Financial Statements

1
2.1 to 2.25

The accompanying notes are an integral part of the Financial Statements.

In terms of our report of even date
For Patni & Co.
Firm Registration No.: 320304E
Chartered Accountants

S. Sureka

(S Sureka)
Partner
Membership No. 057918

Place:
1, India Exchange Place,
2nd Floor, Room No. 219
Kolkata-700001
Date: 30/05/2013



For & on behalf of the Board

[Signature]

Director

[Signature]

Director

SPOTLIGHT VANIYA LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2013

(Amount in Rs.)

Particulars	for the year ended March 31, 2013	for the year ended March 31, 2012
Cash Flow from operating activities		
Profit before tax	4,06,24,575	4,28,19,508
Non-cash adjustments to reconcile profit before tax to net cash flows		
Depreciation/Amortisation	1,77,392	1,89,998
Wealth Tax during the year	60,000	20,000
Loss/(profit) on sale/discard of fixed assets	4,438	-
Dividend Income on Long term Investments	(2,43,29,560)	(2,43,91,932)
Net Loss/(Gain) on sale of Current Investments	(42,30,671)	(14,39,286)
Net Loss/(Gain) on sale of Non-Current Investments	(71,77,756)	4,48,373
Operating Profit before working capital changes	51,28,418	1,76,46,661
Movement in working capital :		
Increase/(Decrease) in short-term provisions	39,312	89,438
Increase/(Decrease) in other current liabilities	17,304	36,633
Decrease/(Increase) in long-term loans and advances	(44,080)	(46,500)
Decrease/(Increase) in short-term loans and advances	(18,75,11,281)	(4,02,75,081)
Cash generated from/(used in) operations	(18,23,70,327)	(2,25,48,849)
Direct taxes paid (net of refunds)	56,69,543	(15,31,78,529)
Net Cash Flow from/(used in) operating activities (A)	(17,67,00,784)	(17,57,27,378)
Cash Flow from investing activities		
Purchase of fixed assets, including intangible assets, CWIP and capital advances	-	(37,15,586)
Purchase of current investment	(1,23,55,941)	(2,17,13,960)
Proceeds from sale of current investment	2,62,20,294	14,39,286
Purchase of non-current investment	(17,60,22,382)	(4,01,72,54,912)
Proceeds from sale of non-current investment (Refer Note 2.21)	41,12,63,411	3,42,39,38,026
Share Application Money Paid	(9,70,00,000)	(7,70,00,000)
Dividend received from others	2,43,29,560	2,43,91,932
Net Cash Flow from/(used in) investing activities (B)	17,64,34,942	(66,99,15,214)
Cash Flow from financing activities		
Repayment from short-term borrowings	-	(3,48,56,400)
Issue of Equity Shares	7,79,170	88,05,01,350
Net Cash Flow from/(used in) financing activities (C)	7,79,170	84,56,44,950
Net Increase/(decrease) in cash and cash equivalents (A+B+C)	5,13,328	2,358
Cash and cash equivalents at the beginning of the year	1,00,419	88,061
Cash and cash equivalents at the end of the year	6,13,747	1,00,419
Components of Cash and cash equivalents		
Balances with banks:		
In current accounts	6,12,392	99,634
Cash and Cash Equivalents		
Cash on hand	1,355	785
Total cash and cash equivalents (Note 2.9)	6,13,747	1,00,419

Summary of Significant Accounting Policies

1

The accompanying notes are an integral part of the Financial Statements.

In terms of our report of even date
For Patni & Co.
Firm Registration No.: 320304E
Chartered Accountants

For & on behalf of the Board

S. Sureka

(S Sureka)
Partner
Membership No. 057918
Place:
1, India Exchange Place,
2nd Floor, Room No. 219
Kolkata-700001
Date: 30/05/2013

Director

Director

Director

Director



NOTES 1: SIGNIFICANT ACCOUNTING POLICIES

i) Basis of preparation of financial statements

- a) The financial statements are prepared under the historical cost convention in accordance with the generally accepted accounting principles in India, the provisions of the Companies Act, 1956 and Non-Banking Financial Companies (Reserve Bank) Directions issued by the Reserve Bank of India.
- b) The Company generally follows mercantile system of accounting and recognizes significant items of income & expenditure on accrual basis.

ii) Fixed Assets

Fixed assets are carried at cost less accumulated depreciation / amortisation and impairment losses, if any. Cost comprises of the purchase price and any directly attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition of fixed assets which takes substantial period of time to get ready for their intended use, are also capitalized to the extent they relate to the period till such assets are ready to put to use.

iii) Depreciation

Depreciation has been provided on "Written Down Value Method" on the fixed assets at the rate and in the manner prescribed in the Schedule – XIV to the Companies Act, 1956.

iv) Investments

Investments intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost and market price determined category-wise. All long term investments including investments in Subsidiary Companies are carried at cost. However, provision for diminution in value, other than temporary in nature, is made to recognize a decline on an individual basis. The cost of Investments acquired on amalgamations is determined as per the terms of the scheme of amalgamation.

v) Advances, Income Recognition and Provisioning

- a) Advances in the nature of loans are classified as per the RBI guidelines into performing and non-performing assets.
- b) Income from Loans is recognized in the Statement of Profit and Loss on accrual basis as stated herein below, except in the case of non-performing assets where it is recognized, upon realization, as per the Prudential Norms / Directions of the Reserve Bank of India, applicable to Non-Banking Financial Companies.
- c) The Company makes provision for Standard and Non-Performing Assets as per the Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007, as amended from time to time.
- d) Income from Dividend of shares of corporate bodies is accounted when the right to receive the payment is established.



- e) Income from operating lease is recognized on straight line basis over the period of the lease.
- f) Profit or Loss on sale of investments and stock for trade is recognized when a binding obligation has been entered into.
- g) Income from investment in units of Funds is recognised on cash basis as per the Prudential Norms of the Reserve Bank of India.
- h) All other operating income is accounted for on accrual basis.

vi) **Segment Reporting**

Based on the risks and returns associated with business operations and in terms of Accounting Standard-17 (Segment Reporting), the Company is predominantly engaged in a single reportable segment of 'Investment & Finance' during the year.

vii) **Cash and cash equivalents**

Cash and cash equivalents in the cash flow statement comprise of cash at bank and in hand, cheques on hand, and short term investments with an original maturity of three months or less.

viii) **Taxation**

Provision for current income tax is being made in accordance with the Income Tax Act, 1961. Deferred tax is measured in accordance with 'Accounting Standard – 22 – Accounting for Taxes on Income'. The Deferred Tax Liabilities and assets are recognized at substantively enacted tax rates, subject to the consideration of prudence, on timing difference, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

ix) **Earnings Per Share (EPS)**

Basic EPS is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted EPS, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

x) **Contingent Liabilities**

Contingent liabilities are not recognized but are disclosed in the notes.

xi) **Retirement Benefits**

The Company does not pay any retirement benefit to its employee.



2.1 SHARE CAPITAL

Particulars	Ref	(Amount in Rs.)	
		As at March 31, 2013	As at March 31, 2012
Authorised			
Equity Shares of Rs. 10/- each			
1,50,90,000 (1,33,40,000) Equity Shares of Rs 10/- each	2.1.1	15,09,00,000	13,34,00,000
Preference Shares of Rs. 10/- each			
15,00,000(15,00,000) Preference Shares of Rs.10/- each.		1,50,00,000	1,50,00,000
		<u>16,59,00,000</u>	<u>14,84,00,000</u>
Issued and Subscribed			
Equity Shares of Rs. 10/- each			
6,30,435 (2,40,000) Equity Shares of Rs 10/- each		63,04,350	24,00,000
Paid-up			
Equity Shares of Rs. 10/- each			
6,30,435 (2,38,000) Equity Shares of Rs 10/- each		63,04,350	23,80,000
Out of above 3,92,435 (Previous Year: Nil) Equity Shares, have been issued pursuant to a Scheme of Amalgamation and arrangement for consideration other than cash.			
		<u>63,04,350</u>	<u>23,80,000</u>

The Company has only one class of shares referred to as equity shares having a par value of Rs. 10 each. Each holder of equity shares is entitled to one vote per share.

2.1.1 Of the above shares, 1,75,00,000 Equity Shares transferred from Transferor Companies, Microwave Merchants Private Limited, amalgamated with the Company as per Scheme of Arrangement. [Refer Note 2.21]

Reconciliation of the number of equity shares outstanding

Particulars	As at March 31, 2013	As at March 31, 2012
Number of shares at the beginning	2,38,000	2,40,000
Add: Shares issued during the year	3,92,435	-
Less: Shares bought back/cancelled during the year	-	2,000
Number of shares at the end	<u>6,30,435</u>	<u>2,38,000</u>

Reconciliation of the number of preference shares outstanding

Particulars	As at March 31, 2013	As at March 31, 2012
Number of shares at the beginning	-	-
Add: Shares issued during the year	-	-
Less: Shares bought back/cancelled during the year	8,76,577	-
Number of shares at the end	<u>8,76,577</u>	<u>-</u>

Details of the Share holders holding more than 5% shares alongwith number of shares held

Name of Share Holders		Number of Shares held			Number of Shares held	
	% of Shareholding	As at March 31, 2013		% of Shareholding	As at March 31, 2012	
Spotme Tracon Private Limited	17.81%	1,12,276		24.85%		59,150
Rungamattae Trexim Private Limited	12.99%	81,923		12.10%		28,800
Trustees of Spotlight Trust	10.17%	64,087		0.00%		-
Trustees of Noble Trust	9.80%	61,792		14.98%		35,650
Chandra Kr Somany	7.70%	48,512		22.44%		53,400
Chandra Kr Somany (HUF)	5.97%	37,650		-		-
Trustees of Topaz Trust	5.89%	37,145		-		-
Rashmi Somany Jt. Mukul Somany	-	-		15.46%		36,800



2.2

RESERVES AND SURPLUS

Particulars	Ref	(Amount in Rs.)	
		As at March 31, 2013	As at March 31, 2012
Capital Reserves		3,29,75,72,931	-
As per last Balance Sheet	2.21	2,94,40,971	3,31,79,47,193
Add: Addition consequent to Scheme of Arrangement	2.2.1	-	2,03,74,262
Less: Book Value of Beneficial Interest in own Shares held in Trusts		3,32,70,13,902	3,29,75,72,931
Securities Premium		86,78,11,230	-
As per last Balance Sheet	2.21	8,23,50,000	86,78,11,230
Add: Addition consequent to Scheme of Arrangement		95,01,61,230	86,78,11,230
General Reserve		2,20,00,000	2,20,00,000
As per last Balance Sheet	2.21	2,96,14,460	-
Add: Addition consequent to Scheme of Arrangement		5,16,14,460	2,20,00,000
Other Reserves	2.2.2		
Reserve Fund		7,60,00,000	2,75,00,000
As per last Balance Sheet	2.21	5,60,50,000	4,07,57,713
Add: Additions consequent to Scheme of Arrangement		71,00,000	77,42,287
Add: Transfer from Statement of Profit and Loss		13,91,50,000	7,60,00,000
Surplus as per Statement of Profit and Loss		16,39,19,911	9,47,90,885
As per last Balance Sheet	2.21	21,04,33,722	4,14,52,895
Add: Additions consequent to Scheme of Arrangement		3,52,84,405	3,54,18,418
Add: Net Profit after Tax transferred from Statement of Profit and Loss		40,96,38,038	17,16,62,198
Amount available for appropriation			
Appropriations:	2.2.2		
Amount transferred to Reserve Fund		71,00,000	77,42,287
		40,25,38,038	16,39,19,911
		4,87,04,77,630	4,42,73,04,072
Total Reserves and Surplus			

2.2.1 In view of the shares being held by Spotlight Trust, Noble Trust and Topaz Trust for the sole benefit of the company as mentioned above, book value of the shares held by these trusts as on March 31, 2012 pending realisation of the proceeds there against, have been shown under Share Holders Fund and thereby adjusted against Capital Reserve.

2.2.2 20% of the Profit after tax has been transferred to Reserve Fund as per section 45(IC) of RBI Act, 1934

2.3 SHARE SUSPENSE PENDING ALLOTMENT

Particulars	Ref	(Amount in Rs.)	
		As at March 31, 2013	As at March 31, 2012
Share Suspense (pending allotment pursuant to the Scheme of Arrangement)	2.3.1	7,79,170	39,24,350
77,917(3,92,435) Equity Share Suspense of Rs 10/- each			
NIL(8,76,577) 8% Cumulative Redeemable Preference Share Suspense of Rs 10/- each to be issued at a premium of Rs. 990/- each	2.21(c)	-	87,65,770
		7,79,170	1,26,90,120

2.3.1 77,917 Equity Shares to be allotted to the shareholders of Microwave Merchants Private Limited (being transferor companies) pursuant to Scheme of Amalgamation. The same has subsequently been allotted on 25th April 2013. [Refer Note 2.21]

2.4 OTHER CURRENT LIABILITIES

Particulars	Ref	(Amount in Rs.)	
		As at March 31, 2013	As at March 31, 2012
Statutory Dues payable		12,360	9,265
Trade Payable (Kotak PMS NOVE3)		111	-
Other payables		1,01,508	87,410
		1,13,979	96,675

2.5 SHORT TERM PROVISIONS

Particulars	Ref	(Amount in Rs.)	
		As at March 31, 2013	As at March 31, 2012
Provision for Income Tax		4,30,09,212	3,14,00,000
Provision for Wealth Tax		1,04,100	47,890
Contingent Provisions against Standard Assets		1,28,750	89,438
		4,32,42,062	3,15,37,328



SPOTLIGHT VANIJYA LIMITED

Note 2.5

FIXED ASSETS :

PARTICULARS	GROSS BLOCK					DEPRECIATION					NET BLOCK		
	As at 01.04.2012	Additions Consequent to Amalgamation	Addition during the year	Deductions / Adjustments	As at 31.03.2013	As at 01.04.2012	Additions Consequent to Amalgamation	For the Year	Sale/	Deductions / Adjustments	Up to 31.03.2013	As at 31.03.2013	As at 31.03.2012
Flat	61,72,572	-	-	-	61,72,572	26,61,612	-	1,75,548	-	-	28,37,160	33,35,412	35,10,960
Furniture & Fixture	67,120	-	-	-	67,120	56,930	-	1,844	-	-	58,774	8,346	10,190
Computer	95,800	-	-	95,800	-	91,362	-	-	-	91,362	-	-	4,438
Total	63,35,492	-	-	95,800	62,39,692	28,09,904	-	1,77,392	-	91,362	28,95,934	33,43,758	35,25,588
Previous Year	-	63,35,492	-	-	63,35,492	-	26,19,906	1,89,998	-	-	28,09,904	35,25,588	-



INVESTMENTS

INVESTMENTS		(Amount in Rs.)	
Particulars	Ref	As at March 31, 2013	As at March 31, 2012
Non-Current investments - At cost			
Other than trade			
Investment Properties		39,08,096	-
Flat at Rajarhat			
Other than trade (Unquoted)			
Equity Instruments			
Subsidiaries - Fully paid-up Equity Shares		45,03,27,500	36,02,62,000
4,00,000(3,20,000) AMCL Machinery Limited(FV Rs 100/sh)		23,24,20,000	22,58,20,000
2,32,42,000(2,25,82,000) Somany Foam Limited (FV Rs 10/sh)			
Associates - Fully paid-up Equity Shares	2.7.1	50,31,897	50,31,897
4,73,315(4,73,315) Brabourne Commerce Private Limited (FV Rs 10/sh)	2.7.1	79,04,46,406	76,09,96,406
7,90,25,000(7,60,80,000) HNG Float Glass Limited (FV Rs 10/sh)	2.7.1	-	37,33,672
NIL (6,09,580) Microwave Merchants Private Limited (FV Rs 10/sh)	2.7.1	-	2,28,600
NIL(22,860) Niket Advisory & Trading Co. Limited (FV Rs 10/sh)	2.7.1	-	
Other Body Corporate - Fully paid-up Equity Shares		-	10,00,000
NIL(1,00,000) C Det Explosive Industries Private Limited (FV Rs 10/sh)		16,94,030	16,94,030
3,48,148(3,48,148) Rungamattee Trexim Private Limited (FV Rs 10/sh)		7,24,550	7,24,550
2,67,100(2,67,100) Spotme Tracon Private Limited (FV Rs 10/sh)			
Other than trade (Unquoted)			
Preference Shares			
Subsidiaries - Fully paid-up Preference Shares		6,57,30,000	1,96,80,000
65,730(19,680) Somany Foam Limited (FV Rs 1000/sh)			
Other than trade (quoted) in Equity Instruments			
1,61,99,975(1,61,99,975) Hindusthan National Glass and Industries Limited (FV Rs 2/sh)		2,75,85,42,349	2,75,85,42,349
200(200) Riddhi Siddhi Commercial Limited (FV Rs 10/sh)		2,000	2,000
2,000(2,000) Mohan Meakin Limited (FV Rs 5/sh)		2,42,000	2,42,000
16(16) Rampur Fertilizer Limited (FV Rs 10/sh)		106	106
Investments under Portfolio Management Scheme	Annexure 1	40,85,993	41,37,207
Investments in Mutual Funds - Non Current			
10,00,000(10,00,000) CIG Reality Fund - I		1,00,00,000	1,00,00,000
2,00,000(2,00,000) Sundaram BNP Paribas Energy Opportunities Fund		20,00,000	20,00,000
		47,510	47,510
Others		4,32,52,02,437	4,15,41,42,327
Jewellery and Ornaments			
Current Investments - At Lower of Cost or Market Value			
Investments in Mutual Funds - Current			
2258.09(NIL) IDFC Cash Fund-Growth		31,86,601	-
625.34(NIL) SBI Premier Fund-Growth		11,50,152	-
3990.24(NIL) SBI Magnum Insta Cash Fund-Growth		80,00,000	-
NIL(1197423.31) DWS Insta Cash Fund-Growth		-	2,01,50,000
NIL(1027.99) Baroda Pioneer Liquid Fund-Growth		-	18,39,623
5293.50 (4520.57) Kotak Floater Short Term-Growth under Portfolio Management Scheme	Annexure 1	95,644	76,456
		1,24,32,397	2,20,66,079
Aggregate amount of quoted non-current investments			
Aggregate market value of quoted non-current investments			
NAV of Mutual Fund- Non Current Investments			
NAV of Mutual Fund- Current investments			
2,76,28,72,448			
3,14,61,22,468			
1,92,43,080			
1,25,13,449			
2,76,29,23,662			
3,14,65,48,804			
1,94,18,840			
2,21,47,735			

2.7.1

Investment in Associates:

Name of Associate	Percentage of Holding as at	
	31-Mar-13	31-Mar-12
Brabourne Commerce Private Limited	30.17%	30.17%
Microwave Merchants Private Limited#	Nil	35.39%
HNG Float Glass Limited	31.36%	31.36%
Niket Advisory & Trading Co. Limited	Nil	31.06%

Since amalgamated with the Company vide Scheme of Arrangement duly approved by the Hon'ble High Court at Calcutta vide its order dated 15th March, 2013. [Refer note 2.21]



SPOTLIGHT VANIJYA LIMITED

Annexure 1

Details of Investments under Portfolio Management Scheme

	As at 31.03.2013		As at 31.03.2012	
	Qty.	Cost	Qty.	Cost
Investments under Portfolio Management Scheme with Kotak Securities Limited (NOVE3)				
A. Shares & Securities				
Aptech Limited	0	-	3000	3,91,252
Bombay Burman Trading Corporation Limited	3310	2,81,078	662	2,81,079
Century Textiles & Industries Limited	630	2,71,641	-	-
CESC Limited	0	-	686	2,14,040
Den Networks Limited	1931	1,52,882	3463	2,78,614
Escorts India Limited	2859	2,83,831	2859	2,83,831
GVK Power & Infrastructure Limited	29263	4,95,453	15953	3,07,185
Hinduja Ventures Limited	835	3,69,849	-	-
Hindusthan Oil Exploration Company Limited	3670	4,56,387	2045	2,76,412
Infrastructure Development Finance Company Limited	1412	2,19,263	1412	2,19,263
Jaiprakash Associates Limited	3700	2,50,156	3700	2,50,156
Kesoram Industries Limited	1490	2,24,094	1490	2,24,094
Mercator Lines Limited	0	-	6179	3,08,187
Pantaloon Retail (India) Limited	1165	2,59,668	1165	2,59,668
PTC India Limited	2037	2,10,544	2037	2,10,544
Sterite Technologies Limited	13438	6,11,147	9138	4,64,112
United Spirits Limited	0	-	175	1,68,770
		40,85,993		41,37,207
B. Mutual Fund				
Kotak Floater Long Term-G	5233.5041	95,644	4520.5671	76,456
		95,644		76,456
Total		41,81,637		42,13,663
Aggregate market value of Quoted Shares		30,38,562		37,21,861



2.8 LONG TERM LOANS AND ADVANCES

(Amount in Rs.)

Particulars	Ref	As at March 31, 2013	As at March 31, 2012
Unsecured, Considered good			
Security Deposits(For Flat)		90,580	46,500
		90,580	46,500

2.9 CASH AND BANK BALANCES

(Amount in Rs.)

Particulars	Ref	As at March 31, 2013	As at March 31, 2012
Cash and Cash Equivalents			
Cash on hand		1,554	785
Balances with banks:			
In Current Accounts		4,46,257	90,670
Balances with PMS Bank A/Cs(Kotak Securities Limited (NOVE3))		455	8,964
Cheques in hand		1,65,680	-
		6,13,946	1,00,419

2.10 SHORT TERM LOANS AND ADVANCES

(Amount in Rs.)

Particulars	Ref	As at March 31, 2013	As at March 31, 2012
Unsecured, Considered good			
Tax Deducted at Source		56,42,739	41,78,381
Advance Income tax		15,72,74,691	14,77,38,896
Advance wealth tax		39,495	23,071
Income Tax Refundable		-	91,80,080
MAT Credit Entitlement		1,44,87,953	1,57,28,741
Loans and Advance to Related Parties	Refer RPT Note	5,15,00,000	1,37,05,080
Loans and Advance to Other Body Corporates		-	2,20,70,000
Others			
Share Application Money		17,40,00,000	7,70,00,000
Other Advances	2.10.1	17,62,58,000	45,00,000
Dividend Receivable (Kotak PMS NOVE3)		3,431	-
Prepaid expenses		27,764	3,033
		57,92,34,073	29,41,27,282

2.10.1 In the opinion of the Management, the "Current Assets Loans and Advances" have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet.

2.11 REVENUE FROM OPERATIONS

(Amount in Rs.)

Particulars	Ref	For the year ended March 31, 2013	For the year ended March 31, 2012
Interest	2.2	76,06,478	2,08,64,787
(TDS Rs. 7,80,649/- Previous year Rs 20,86,481/-)		76,06,478	2,08,64,787

2.12 OTHER INCOME

(Amount in Rs.)

Particulars	Ref	For the year ended March 31, 2013	For the year ended March 31, 2012
Dividend Income on Non Current Investments		2,43,29,560	2,43,91,932
Net Gain on sale of Current Investments		42,30,671	14,39,286
Net Gain on sale of Non-Current Investments		71,77,756	-
Contingent Provision against Standard Assets Written Back	2.12.1	47,188	2,89,835
Lease Rental Received	2.12.2	6,00,000	6,00,000
Interest on Income tax refund		6,61,518	2,99,360
Miscellaneous Income		9	35
		3,70,46,702	2,70,20,448

2.12.1 Provision on loan given, considered as standard asset, has been made @ 0.25% of Closing balance of loan given, as per RBI guideline.

2.12.2 The Company has given two flats on operating lease to Hindusthan National Glass & Industries Limited for a monthly lease payment of Rs 25,000/month per flat. Lease Rent is recognised as part of "Other Income" in Statement of Profit and Loss and Lease Asset is part of the Block as referred in Note 2.6.



2.13

EMPLOYEE BENEFIT EXPENSES

(Amount in Rs.)			
Particulars	Ref	For the year ended March 31, 2013	For the year ended March 31, 2012
		12,00,000	12,00,000
Salaries and Wages		12,00,000	12,00,000

2.14

OTHER EXPENSES

(Amount in Rs.)			
Particulars	Ref	For the year ended March 31, 2013	For the year ended March 31, 2012
		88,252	47,218
Rates and Taxes		53,893	2,34,224
Legal and Professional Fees		6,61,600	3,82,494
Merger Expenses		15,00,000	15,00,000
Insurance Premium		-	4,48,373
Net Loss on sale of Non-Current Investments		4,438	-
Loss on Discard of Assets		24,660	-
Prior Period Expenses	2.14.1	3,18,370	3,15,879
Other Miscellaneous Expenses		26,51,213	29,28,188

2.14.1

Other Misc Expenses include:

Payment to Auditors:		67,416	73,034
Statutory Audit		-	16,854
Tax Audit		69,101	82,727
For Certification		26,737	37,532
Advertisement		11,077	18,300
Filing Fees		11,798	23,163
Listing Fees		59,865	38,503
Custody and Demat charges		72,376	25,766
Miscellaneous expenses			

2.15

FINANCE COSTS

(Amount in Rs.)			
Particulars	Ref	For the year ended March 31, 2013	For the year ended March 31, 2012
		-	7,47,541
Interest Expense	2.21	-	7,47,541

2.16

Basic and Diluted Earnings/Share

a) Net Profit/(Loss) for the year		3,52,84,405	3,54,18,418
b) Profit available for Equity Share Holders		3,52,84,405	3,54,18,418
c) Weighted Average no. of Equity Share outstanding during the year (Basic)		5,83,128	2,38,000
d) Weighted Average no. of Equity Share outstanding during the year (Diluted)		6,61,045	6,30,435
e) Basic EPS(a/b)		60.51	148.82
f) Diluted EPS(a/c)		53.38	56.18

2.17

Deferred Tax Assets are not recognised in the books in absence of virtual certainty of sufficient future taxable income.



Segment Reporting

- 2.18 Since the Company is operating in a single line of business i.e. Investment & Finance, no segment reporting is required as defined by Accounting Standard (AS - 17) - "Segment Reporting".
- 2.19 The Company has been registered as Non Banking Finance Company with Reserve Bank of India under Section 45 IA of the Reserve Bank of India Act, 1934; vide Registration No 05.01397 dated 01.04.1998 and continues to carry on the business of non-banking financial institution (NBFI), hence is entitled to continue to hold the said NBFC certificate.

2.20 RELATED PARTY DISCLOSURES

I Names of the related parties and nature of relationship

A) Subsidiary Companies

- AMCL Machinery Limited
Somany Foam Limited

B) Associate Companies

- (i) Brabourne Commerce Private Limited
(ii) HNG Float Glass Limited

C) Key Management Personnels and their relatives

- (i) Mr. C. K. Somany - Director
(ii) Mr. Sanjay Somany-Director
(iii) Mr. Mukul Somany-Director
(iv) Mr. Alok Kumar Jalan - Director
(v) Smt. Amita Somany - Relative of Director
(vi) Smt. Rashmi Somany - Relative of Director

D) Enterprises over which any person described in [C (i) to (vi)] above is able to exercise significant influence and with whom the Company has transactions during the year.

- (i) HNG Cement Limited
(ii) Hindusthan National Glass & Industries Limited

II Related Party Transactions		Amount in Rs	
Nature of Transaction	Name of Related Party	Current Year	Previous Year
Share Application Money Paid	HNG Float Glass Limited	3,50,00,000	4,70,00,000
Share Application Money Paid	HNG Cement Limited	-	3,00,00,000
Share Application Money Paid	Hindusthan National Glass & Industries Limited	9,20,00,000	-
Loan Given	AMCL Machinery Limited	2,00,00,000	2,30,00,000
Loan Given	HNG Float Glass Limited	4,65,00,000	-
Loan Given	Somany Foam Limited	4,03,00,000	15,25,00,000
Loan Given (Repaid)	Somany Foam Limited	5,28,00,000	27,79,42,714
Loan Given (Repaid)	AMCL Machinery Limited	1,50,00,000	2,27,00,000
Loan Taken (Repaid)	Chandra Kumar Somany	-	3,03,28,439
Interest Paid (Gross)	Chandra Kumar Somany	-	7,47,541
Interest Received (Gross)	AMCL Machinery Limited	4,48,767	21,88,229
Interest Received (Gross)	HNG Float Glass Limited	18,409	-
Interest Received (Gross)	Somany Foam Limited	32,39,374	1,52,27,869
Lease Rental Received	Hindusthan National Glass & Industries Limited	6,00,000	6,00,000
Remuneration Paid (Gross)	Rashmi Somany	6,00,000	6,00,000
Remuneration Paid (Gross)	Amita Somany	6,00,000	6,00,000

III Related Party Balances		Amount in Rs	
Nature of Balance	Name of Related Party	Current Year	Previous Year
Share Application Money Paid	HNG Float Glass Limited	8,20,00,000	4,70,00,000
Share Application Money Paid	Hindusthan National Glass & Industries Limited	9,20,00,000	-
Share Application Money Paid	HNG Cement Limited	-	3,00,00,000
Loan Given	AMCL Machinery Limited	50,00,000	-
Loan Given	HNG Float Glass Limited	4,65,00,000	-
Loan Given	Somany Foam Limited	-	1,37,05,080



- 2.21 (a) Pursuant to Scheme of Amalgamation (the scheme) between the Company (referred to as Transferee Company) engaged in the non-banking financial business and Microwave Merchants Private Limited (referred to as Transferor Companies) as approved by the Hon'ble High Court at Calcutta vide its order dated 15th March, 2013, the transferor company stands amalgamated with the transferee company with effect from 1st April 2012 (the appointed date) on completion of all the legal formalities as may be required from time to time. Appointed date has been construed as Effective date for the purpose of accounting for amalgamation.
- 2.21 (b) The amalgamation has been accounted for under "Pooling of Interest Method" as prescribed by the Accounting Standard-14 "Accounting of Amalgamation". Amalgamation has been done in the nature of merger.
- 2.21 (c) In accordance with the Scheme of Amalgamation:
- (i) The Assets and Liabilities of the transferor companies have been incorporated in the financial statement of the transferee companies at the carrying amount as at 31st March 2012.
- (ii) In terms of said scheme of amalgamation,
- a) Shareholders holding 100 (One Hundred) Equity Share of M/s Microwave Merchants Private Limited, the Transferor Company, are to be allotted 7 (Seven) Equity Share of Rs.10/- each fully paid up of the Transferee Company. Accordingly, after elimination of cross holding of 6,09,580 Equity Share of Rs 10/- each, share holders holding 11,13,100 equity shares of the Transferor Company to be allotted 77,917 equity share of the Transferee Company as per scheme of arrangement duly passed by the Hon'ble High Court at Calcutta dated 15th March, 2013. The face value of pending allotment of share Rs 7,79,170/- has been shown as "Share Suspense Pending Allotment" in Notes 2.3
- b) 8,76,577 Preference Share of the company allotted to the transferor company, Microwave Merchants Private Limited, as per scheme of arrangement of merger of Noble Enclave & Towers Private Limited and Topaz Commerce Limited vide order of the Hon'ble High Court at Calcutta dated 20th December 2011 have been eliminated.
- c) An amount of Rs 54,57,661/- (PY Rs 3,31,79,47,193) being excess over assets & liabilities taken over and share allotted to the existing shareholders of the transferor companies have been shown under "Capital Reserve" as per scheme of amalgamation.
- 2.22 There are no vendors covered under Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure relating to amount paid for the year ended together with interest paid / payable under this Act is not applicable to the Company and hence not stated.
- 2.23 Investment, Expenses and Income under Portfolio Management Scheme subscribed by the Company have been accounted for on the basis of audited certified statement of accounts provided by portfolio manager for the year ended 31st March, 2013
- 2.24 The Company as one of the Promoter Companies of Hindusthan National Glass & Industries Ltd. (HNGIL), has provided Promoter Undertaking for maintaining Debt Equity Ratio at 75:25 to Rabobank International, Hongkong Branch for providing financial assistance to HNGIL in the form of External Commercial Borrowing of USD 25 million.
- 2.25 Previous year's figures have been re-grouped/re-arranged, wherever considered necessary. The figures for the current year are not comparable with the previous year figures as the figures of previous year do not include the figures of Microwave Merchants Private Limited amalgamated with the Company in the current year.

In term of our report of even date.

For Patni & Co.
Firm Registration No.:320304E
Chartered Accountants

S. Sureka

(S Sureka)
Partner
Membership No- 057918
1, India Exchange Place,
2nd Floor, Room No. 219
Kolkata-700001
Date:

For & on behalf of the Board



Director



Director



SPOTLIGHT VANIJYA LIMITED

SCHEDULES ANNEXED TO AND FORMING PART OF STATEMENT OF ACCOUNTS
FOR THE YEAR ENDED 31ST MARCH, 2013[As required in terms of Paragraph 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies
Prudential Norms (Reserve Bank) Directions, 2007]

		(Rs. In lakhs)	
	Particulars		
	Liabilities side:		
1	Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not <u>paid</u> :	<u>Amount outstanding</u>	<u>Amount overdue</u>
	(a) Debentures: Secured	Nil	Nil
	: Unsecured	Nil	Nil
	(Other than falling within the meaning of public deposits)		
	(b) Deferred Credits	Nil	Nil
	(c) Terms Loans	Nil	Nil
	(d) Inter-Corporate loans and borrowing	Nil	Nil
	(e) Commercial Paper	Nil	Nil
	(f) Public Deposits	Nil	Nil
	(g) Unsecured loan From Directors	Nil	Nil
2	Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued <u>thereon but not paid</u>):		
	(a) in the form of unsecured debentures	Nil	Nil
	(b) in the form of partly secured debenture i.e., debenture where there is a shortfall in the value of security	Nil	Nil
	(c) Other public deposits	Nil	Nil
	Assets side:		
		Amounts outstanding	
3	Break-up of loans and advances including bills receivables (other than those included in(4) below):		
	(a) secured		Nil
	(b) unsecured		2255.00



4	Break-up of leased assets and stock on hire and hypothecation loans counting toward EL/HP activities	
	<p>(i) Lease assets including lease rentals under sundry debtors:</p> <p>(a) Financial lease</p> <p>(b) Operating lease</p> <p>(ii) Stock on hire including hire charges under sundry debtors:</p> <p>(a) Assets on hire</p> <p>(b) Repossessed Assets</p> <p>(iii) Hypothecation loans counting toward EL/HP activities</p> <p>(a) Loans where assets have been repossessed</p> <p>(b) Loans other than (a) above</p>	<p>Nil</p> <p>Nil</p> <p>Nil</p> <p>Nil</p> <p>Nil</p> <p>Nil</p> <p>Nil</p>
5	<p>Break-up of investments:</p> <p>Current Investments:</p> <p>1. Quoted:</p> <p>(I) Share: (a) Equity</p> <p>(b) Preference</p> <p>(ii) Debentures and Bonds</p> <p>(iii) Units of mutual funds</p> <p>(iv) Governments Securities</p> <p>(v) Others (please specify)</p> <p>2. Unquoted:</p> <p>(I) Share: (a) Equity</p> <p>(b) Preference</p> <p>(ii) Debentures and Bonds</p> <p>(iii) Units of mutual funds</p> <p>(iv) Governments Securities</p> <p>(v) Others (please specify)</p>	<p>Nil</p> <p>Nil</p> <p>Nil</p> <p>124.32</p> <p>Nil</p> <p>Nil</p> <p>Nil</p> <p>Nil</p> <p>Nil</p> <p>Nil</p> <p>Nil</p> <p>Nil</p> <p>Nil</p> <p>Nil</p> <p>Nil</p>



SPOTLIGHT VANIJYA LIMITED

Long Terms Investments:		
1. Quoted:		27628.72
(i) Share: (a) Equity		Nil
(b) Preference		Nil
(ii) Debentures and Bonds		Nil
(iii) Units of mutual funds		Nil
(iv) Governments Securities		Nil
(v) Others		Nil
2. Unquoted:		14806.44
(i) Share: (a) Equity		657.30
(b) Preference		Nil
(ii) Debentures and Bonds		120
(iii) Units of mutual funds		Nil
(iv) Governments Securities		0.48
(v) Others (Jewellery & Flat)		
6 Borrower group -wise classification of all leased assets, stock-on-hire and loans and advances:		
Category	Amount net of provision	
	Secured	Unsecured
1.Related Parties		
(a) Subsidiaries	Nil	50.00
(b) Companies in the same group	Nil	Nil
(c) Other related parties	Nil	2205.00
2.Other than related parties	Nil	0.00
Total	Nil	2,255.00
7 Investor group-wise classification of all investments(current and long term) in share and securities (both quoted and unquoted):		
Category	Market value/Break up or fair value or NAV	Book value(net of provisions)
1. Related Parties	2869.53	7484.775
(a) Subsidiaries	0.00	0.00
(b) Companies in the same group	48593.97	35540.21
(c) Other related parties	748.80	351.37
2.Other than related parties	52212.30	43376.35
Total		
8 Other information		Amounts
Particulars		
(i) Gross Non-Performing Assets		
(a) Related parties		Nil
(b) Other than related parties		Nil
(ii) Net Non -Performing Assets		
(a) Related parties		Nil
(b) Other than related parties		Nil
(iii) Assets acquired in satisfaction of debt		Nil

For Patni & Co.

Firm Registration No.:320304E

Chartered Accountants

S. Sureka

(S Sureka)

Partner

Membership No.: 057918

Place:

1, India Exchange Place,
2nd Floor, Room No. 219
Kolkata - 700 001.

Date: 30/05/2013



PATNI & CO.

CHARTERED ACCOUNTANTS

H.O. 1, INDIA EXCHANGE PLACE, 2ND FLOOR, R. NO. 219, KOLKATA-700 001,
PHONE : 2231 4112 / 4111, 2230 0556 / 0557
E-mail : octal1@cal2.vsnl.net.in

JAIPUR OFFICE :

GANAPATI PLAZA, M. I. ROAD
4TH FLOOR, R. NO. - 421, JAIPUR - 302 001
PHONE : 237 4836

NEW DELHI OFFICE :

4D/14, OLD RAJINDER NAGAR
BASEMENT, NEW DELHI - 110 060
PHONE : 2572 6174 / 2575 2920

AUDITOR'S REPORT

TO
THE BOARD OF DIRECTORS OF
SPOTLIGHT VANIJYA LIMITED

We have audited the accompanying consolidated financial statements of Spotlight Vanijya Limited and its subsidiaries, which comprise the consolidated Balance Sheet as at March 31, 2013, and the consolidated Statement of Profit and Loss and the consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated 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 consolidated 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 consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated 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 presentation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also



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includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the consolidated 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 explanation give to us, the consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

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

1, India Exchange Place
Kolkata - 700 001

For PATNI & CO.
CHARTERED ACCOUNTANTS
(Firm Reg. No. 320304E)

S. Sureka

Dated: The 30th day of May' 2013

S. SUREKA
(Partner)
Membership No. 057918



SPOTLIGHT VANIJYA LIMITED
CONSOLIDATED BALANCE SHEET AS AT MARCH 31ST, 2013

(Amount in Rs.)

Particulars	Note No	As at March 31, 2013	As at March 31, 2012
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2.1	3,77,74,350	7,99,00,000
(b) Reserves and Surplus	2.2	4,58,38,28,368	4,17,49,90,894
(2) Share Suspense pending allotment	2.3	7,79,170	1,26,90,120
Minority Interest		3,04,14,963	5,86,04,147
(3) Non-Current Liabilities			
(a) Long-term borrowings	2.4	8,40,21,484	8,67,63,650
(d) Long term provisions	2.5	19,32,270	20,63,891
(4) Current Liabilities			
(a) Short-term borrowings	2.6	14,79,03,413	12,33,38,720
(b) Trade payables	2.7	6,48,94,428	4,71,97,114
(c) Other current liabilities	2.8	4,76,14,054	3,84,74,520
(d) Short-term provisions	2.9	20,93,64,462	22,74,41,658
Total		5,20,85,26,962	4,85,14,64,714
II. Assets			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	2.10	31,49,07,209	33,29,54,951
(ii) Intangible assets	2.10	17,78,608	21,54,128
(iii) Capital work-in-progress		8,58,680	36,05,371
(iv) Goodwill on Consolidation		37,48,08,214	30,15,43,759
(b) Non-current investments	2.11	3,42,17,79,810	3,38,31,70,232
(d) Long term loans and advances	2.12	15,77,196	24,31,131
(e) Other non-current assets	2.13	6,31,025	-
(2) Current assets			
(a) Current investments	2.11	1,24,32,397	2,20,66,079
(b) Inventories	2.14	23,55,84,186	22,32,22,248
(c) Trade receivables	2.15	5,54,04,520	5,21,98,988
(d) Cash and bank balances	2.16	79,18,777	98,75,723
(e) Short-term loans and advances	2.17	78,07,31,695	51,80,97,678
(f) Other current assets	2.18	1,14,645	1,44,426
Total		5,20,85,26,962	4,85,14,64,714

Summary of Significant Accounting Policies
Notes on Consolidated Financial Statements

1
2.1 to 2.44

The accompanying notes are an integral part of the Consolidated Financial Statements.

In terms of our report of even date
For Patni & Co.
Firm Registration No.: 320304E
Chartered Accountants

For & on behalf of the Board

S. Sureka

(S Sureka)
Partner
Membership No. 057918
Place:
1, India Exchange Place,
2nd Floor, Room No. 219
Kolkata-700001
Date: 30th May, 2013

[Signature]

Director

[Signature]

Director



SPOTLIGHT VANIJYA LIMITED
Consolidated Statement of Profit and Loss for the year ended 31st March, 2013

		(Amount in Rs.)	
Particulars	Note No	For the year ended March 31, 2013	For the year ended March 31, 2012
Income			
I. Revenue from operations(Gross)	2.19	30,52,51,425	27,72,79,186
Less : Excise Duty		1,10,05,260	45,77,575
I. Revenue from operations (Net)		29,42,46,165	27,27,01,611
II. Other Income	2.20	3,89,87,712	3,30,45,251
III. Total Revenue (I +II)		33,32,33,877	30,57,46,862
Expenses			
Cost of materials consumed	2.21	20,04,15,856	17,55,59,746
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	2.22	(97,84,158)	74,73,836
Employee benefit expense	2.23	3,55,76,541	3,72,69,798
Other expenses	2.24	7,86,27,055	8,00,76,449
IV. Total Expenses		30,48,35,294	30,03,79,829
V. Earnings before Interest, Tax, Depreciation and Amortisation (EBITDA)	(III - IV)	2,83,98,583	53,67,033
Depreciation and amortization expense	2.10	2,07,04,784	1,93,63,420
Finance costs	2.25	1,64,85,058	1,77,02,561
	(VI)	3,71,89,842	3,70,65,981
VII. Profit before exceptional and extraordinary items and tax	(V - VI)	(87,91,259)	(3,16,98,948)
VIII. Exceptional Items		-	-
IX. Profit before extraordinary items and tax	(VII-VIII)	(87,91,259)	(3,16,98,948)
X. Extraordinary Items		-	-
XI. Profit before tax (VIII - IX)	(IX-X)	(87,91,259)	(3,16,98,948)
XII. Tax expense:			
(1) Current tax		53,00,000	74,00,000
(2) Income Tax for earlier years		6,92,604	1,090
Total Tax Expenses		59,92,604	74,01,090
XIII. Profit after tax before share of results of associates and minority interests	(XII-XIII)	(1,47,83,863)	(3,91,00,038)
XIV. Less:Minority Interests		(45,44,521)	(1,66,42,022)
XV. Add:Share of Profit of Associates			
Microwave Merchants Private Limited [Refer note 2.40]		1,06,99,250	(16,52,10,096)
Brabourne Commerce Private Limited		-	3,86,229
Niket Advisory & Trading Co. Limited [Refer Note 1.1.(c)]		1,06,94,078	1,14,81,448
HNG Float Glass Limited [Refer Note 1.1.(c)]		5,172	42,881
		-	(17,71,20,653)
XVI. Profit/(Loss) for the period	(XIV + XV)	4,59,908	(18,76,68,112)
XVII. Earning per equity share:			
(1) Basic	2.26	0.79	-788.52
(2) Diluted	2.26	0.70	-297.68
Number of shares used in computing earnings per share			
(1) Basic	2.26	5,83,128	2,38,000
(2) Diluted	2.26	6,61,045	6,30,435

Summary of Significant Accounting Policies
Notes on Consolidated Financial Statements

1
2.1 to 2.44

The accompanying notes are an integral part of the Consolidated Financial Statements.

In terms of our report of even date
For Patni & Co.
Firm Registration No.: 320304E
Chartered Accountants

For & on behalf of the Board

S. Sureka

[Signature]

[Signature]

(S Sureka)
Partner
Membership No. 057918
Place:
1, India Exchange Place,
2nd Floor, Room No. 219
Kolkata-700001

Director

Director

SPOTLIGHT VANIJYA LIMITED
CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2013

Particulars	(Amount in Rs.) for the year ended March 31, 2013
Cash Flow from operating activities	
Profit before tax	(87,91,259)
Non-cash adjustments to reconcile profit before tax to net cash flows	
Depreciation/Amortisation	2,07,04,784
Wealth Tax during the year	60,000
Loss/(profit) on sale/discard of fixed assets	1,63,859
Bad Debts and Provision for Doubtful Debts	1,20,855
Dividend Income on Long term Investments	(2,43,29,560)
Net Loss/(Gain) on sale of Current Investments	(42,30,671)
Net Loss/(Gain) on sale of Non-Current Investments	(71,29,703)
Interest Expenses	2,01,73,199
Interest Income from Services	(9,22,007)
Liability no longer required written back	(13,07,003)
Operating Profit before working capital changes	(54,87,506)
Movement in working capital :	
Increase/(Decrease) in trade payables	3,19,35,212
Increase/(Decrease) in long-term provisions	1,20,270
Increase/(Decrease) in short-term provisions	1,36,918
Increase/(Decrease) in other current liabilities	1,44,97,731
Decrease/(Increase) in trade receivables	(1,97,25,446)
Decrease/(Increase) In deposit accounts (With original maturity of less than 12 months)	(21,451)
Decrease/(Increase) in inventories	(1,23,62,268)
Decrease/(Increase) in long-term loans and advances	2,01,653
Decrease/(Increase) in short-term loans and advances	(18,95,63,653)
Cash generated from/(used in) operations	(18,02,68,540)
Direct taxes paid (net of refunds)	85,15,084
Net Cash Flow from/(used in) operating activities (A)	(17,17,53,456)
Cash Flow from investing activities	
Purchase of fixed assets, including intangible assets, CWIP and capital advances	(5,06,585)
Proceeds from sale of fixed assets	16,06,627
Purchase of current investment	(1,23,55,941)
Proceeds from sale of current investment	2,62,20,294
Purchase of non-current investment	(17,60,22,382)
Proceeds from sale of non-current investment (Refer Note 2.40)	41,12,63,411
Share Application Money Paid	(9,70,00,000)
Interest received	9,49,362
Dividend received from others	2,43,29,560
Movement in Fixed Deposits	(55,000)
Net Cash Flow from/(used in) investing activities (B)	17,84,29,346



SPOTLIGHT VANIJYA LIMITED
CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2013

Particulars	(Amount in Rs.) for the year ended March 31, 2013
Cash Flow from financing activities	
Net Proceeds from long term borrowings	(14,35,513)
Net Proceeds from Short term borrowings	2,98,00,751
Interest paid	(3,78,53,616)
Issue of Equity Shares	7,79,170
Capital Subsidy received	6,31,025
Net Cash Flow from/(used in) financing activities (C)	<u>(80,78,183)</u>
Net increase/(decrease) in cash and cash equivalents (A+B+C)	(14,02,293)
Cash and cash equivalents at the beginning of the year	53,86,419
Cash and cash equivalents at the end of the year	<u>39,84,126</u>

Components of Cash and cash equivalents

Balances with banks:	37,63,997
In current account	
Cash on hand	2,20,129
Total cash and cash equivalents (Note 2.16)	<u>39,84,126</u>

Previous year being the first occasion that consolidated Financial Statement were presented, Consolidated Cash Flow Statement was not prepared, hence comparative figures of previous year for the year ended 31st March 2012, is not presented in this financial statement.

Summary of Significant Accounting Policies

1

The accompanying notes are an integral part of the Financial Statements.

In terms of our report of even date
For Patni & Co.
Firm Registration No.: 320304E
Chartered Accountants

For & on behalf of the Board

S. Sureka

[Signature]

[Signature]

(S Sureka)
Partner
Membership No. 057918
Place:
1, India Exchange Place,
2nd Floor, Room No. 219
Kolkata-700001
Date: 30th May, 2013

Director

Director



Notes: 1

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

1. Principle of Consolidation

a) The Consolidated Financial Statements have been prepared in accordance with the Accounting Standard 21 (AS 21) on "Consolidated Financial Statements" and Accounting Standard 23 (AS 23) on "Accounting for Investments in Associates in Consolidated Financial Statements" as notified vide Companies (Accounting Standards) Rules, 2006.

b) The Subsidiaries (which along with Spotlight Vanijya Limited, the holding company, constitute the group) have been considered in the preparation of these consolidated financial statements are:

Name of Subsidiary	Country of Incorporation	Percentage of voting power either directly or through subsidiaries as at	
		31 March 2013	31 March 2012
AMCL Machinery Limited	India	80%	100%
Somany Foam Limited	India	77.40%	75.20%

c) Investment in Associates:

Name of Associate	Country of Incorporation	Percentage of voting power either directly or through subsidiaries as at	
		31 March 2013	31 March 2012
Brabourne Commerce Private Limited	India	30.17 %	30.17%
Niket Advisory & Trading Co. Limited*	India	Nil	31.06 %

*Associate till 19th June, 2012

However, in absence of the financial statements of HNG Float Glass Limited, associate company for the year, the results of the same could not be accounted as per Accounting Standard 23 on Accounting for Investments in Associates in Consolidated Financial Statements.

d) Consolidation Procedures:

i) For preparation of consolidated financial statements, the financial statements of the Company and its subsidiaries have been combined on a line -by - line basis by adding together like items of assets, liabilities, income and expenditures after eliminating Intra group balances and transactions and the resulting unrealised profit and losses.

ii) Investment in Associate is accounted in accordance with AS-23 on "Accounting for Investments in Associates in Consolidated Financial Statements", under "Equity Method". Unrealised Profit / Loss are eliminated from the Statement of Profit and Loss.

iii) The difference between the cost of investment in the associate and the share of net assets at the time of acquisition of shares in the associate is identified in the financial statements as Goodwill or Capital Reserve as the case may be.

iv) As far as possible, the consolidated financial statements are prepared using uniform accounting policies for similar material transactions and other events in similar circumstances otherwise as stated elsewhere.



2. Basis of preparation of financial statements:

- 2.1 The financial statements are prepared under the historical cost convention in accordance with the generally accepted accounting principles in India, (Indian GAAP) and comply with the mandatory Accounting Standards issued by the Institute of Chartered Accountants of India and the relevant provisions of Companies Act 1956 and Non-Banking Financial Companies (Reserve Bank) Directions issued by the Reserve Bank of India.
- 2.2 The Company generally follows mercantile system of accounting and recognizes significant items of income & expenditure on accrual basis.

3. Fixed Assets:

- 3.1 Fixed assets are carried at cost less accumulated depreciation / amortisation and impairment losses, if any. Cost comprises of the purchase price and any directly attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition of fixed assets which takes substantial period of time to get ready for their intended use, are also capitalized to the extent they relate to the period till such assets are ready to put to use.
- 3.2 Leasehold Assets are amortised over the period of lease

4. Depreciation and Amortisation

- 4.1 Depreciation has been provided on "Written Down Value Method" on the fixed assets at the rate and in the manner prescribed in the Schedule – XIV to the Companies Act, 1956.
- 4.2 Depreciation on straight line method in respect of assets specifically acquired and put to use for Butibori Works
- 4.3 Intangible assets like License Rights, Trade Marks are amortized over a period of contract from the date of commercial production of the respective product / effective validity.
- 4.4 Software Cost is amortized over a period of Three years.

4. Impairment of assets:

- 4.1 An asset is treated as impaired when the carrying cost of asset exceeds its estimated recoverable value. An impairment loss is charged to Statement of Profit & Loss in the year in which an asset is identified as impaired.
- 4.2 The impairment loss recognized in prior accounting periods is further provided or reversed if there is a change in the estimate of recoverable amount.

5. Foreign Currency Transactions:

- 5.1 Transactions denominated in foreign currencies other than those covered by forward contracts are recorded at the rates prevailing on the dates of transactions.
- 5.2 In respect of items covered by forward exchange contracts the premium or discount arising at the inception of such a forward exchange contract is amortized as expense or income over the life of the contract. Any profit or loss arising on cancellation or renewal of such a forward exchange contract is recognized as income or expense for the period.
- 5.3 Foreign currency assets and liabilities not covered by forward contract as on the date of Balance Sheet are computed at the year end exchange rate and loss or gain arising thereon is taken to the Profit & Loss Account.



5.4 Gain or loss arising out of translation/conversion is taken credit for or charged to the Statement of Profit & Loss.

5.5 Foreign currency exchange difference arising due to repayment or restatement of liabilities incurred for the purpose of acquiring fixed assets in respect of transactions in foreign currencies entered, in which case exchange differences are adjusted in the carrying amount of the respective fixed assets.

6. Investments

Investments intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost and market price determined category-wise. All long term investments including investments in Subsidiary Companies are carried at cost. However, provision for diminution in value, other than temporary in nature, is made to recognize a decline on an individual basis. The cost of Investments acquired on amalgamations is determined as per the terms of the scheme of amalgamation.

7. Inventories:

7.1 Stock of raw materials, stores & spares, packing materials, loose tools, patterns etc. whether indigenous or imported are measured at lower of weighted average cost or net realizable value after providing for obsolesces if any. Cost of inventories comprises of cost of purchase, cost of conversion and other costs incurred in bringing them to their respective present location and conditions.

7.2 Cost of work in process and finished goods stock are determined on the basis of weighted average of Raw Material cost, Direct Labour and Factory Overheads.

7.3 Provision for obsolete/old inventories is made, wherever required, as per the consistently followed system.

8. Advances, Income Recognition and Provisioning

- a) Advances in the nature of loans are classified as per the RBI guidelines into performing and non-performing assets.
- b) Income from Loans is recognized in the Statement of Profit and Loss on accrual basis as stated herein below, except in the case of non-performing assets where it is recognized, upon realization, as per the Prudential Norms / Directions of the Reserve Bank of India, applicable to Non-Banking Financial Companies.
- c) The Company makes provision for Standard and Non-Performing Assets as per the Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007, as amended from time to time.
- d) Income from Dividend of shares of corporate bodies is accounted when the right to receive the payment is established.
- e) Income from operating lease is recognized on straight line basis over the period of the lease.
- f) Profit or Loss on sale of investments and stock for trade is recognized when a binding obligation has been entered into.
- g) Income from investment in units of Funds is recognised on cash basis as per the Prudential Norms of the Reserve Bank of India.
- h) All other operating income is accounted for on accrual basis.



- i) Domestic Sales are accounted on dispatch of products and are stated net of returns. Export Sales are accounted on the basis of dates of Bill of Lading.
- j) Income from consultancy and other services rendered is accounted for as per the terms of contract.
- k) Income from Erection Contracts is accounted on the basis of stage completion of the contracts.
- l) Revenue from sales is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer, which generally coincides with the delivery and net of claims, returns etc.

9. Excise Duty:

- 9.1 Excise duty & cess recovered in respect of finished products cleared are included in the gross sales of the products taken to the Profit & Loss Account and then shown as deduction to arrive at net sales.
- 9.2 Excise duty & cess included in the valuation of stock of finished products are accounted for as an item of manufacturing & other expenses in the Statement of Profit & Loss.

10. Accounting of Claims:

- 10.1 Claims receivables are accounted at the time of lodgment depending on the certainty of receipt and claims payable is accounted at the time of acceptance.
- 10.2 Claims raised by Government authorities regarding taxes and duties, which are disputed by the Company, are accounted for based on legality of each claim. Adjustments if any, are made in the year in which disputes are finally settled

11. Employee Benefit:

11.1 Defined Contribution Plan

Company's contribution paid / payable during the year to Provident Fund, Officers' Superannuation Fund, Gratuity Fund, ESIC and Labour Welfare Fund are charged to Statement of Profit & Loss.

11.2 Defined Benefit Plan

The Company has a Defined Benefit Plan comprising of Gratuity Fund and Leave Encashment. The liability for the Gratuity, Leave Encashment towards Earned Leave including Sick Leave is determined on the basis of independent actuarial valuation at the year end. The actuarial method used for measuring the liability is the Projected Unit Credit method. The obligations are measured at the present value of estimated future cash flow discounted at the rates reflecting the prevailing market yields of Government Bonds as at the Balance Sheet date for the estimated term of obligations. Past services are recognized on a straight line basis over the average period until the amended benefits become effective. The estimate of future benefit increase takes into account the inflation, promotion and other relevant factors. Actuarial gain and losses are recognized immediately in the statement of Statement of Profit & Loss as income or expense.

12. Provision for current and deferred tax:

- 12.1 Provision for current tax is determined as per the provisions of Income Tax Act, 1961 and accounted for.



12.2 The deferred tax charge is recognized on timing difference, being the difference between the taxable income and the accounting income that originate in one period and are capable of reversed in or more subsequent periods. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognized if there is virtual certainty that there will be sufficient future income available to realize such losses. Deferred tax assets and liability are reviewed at each Balance Sheet date based on developments during the period and available case laws to reassess the realization or liability.

13. Cash and cash equivalents

Cash and cash equivalents in the cash flow statement comprise of cash at bank and in hand, cheques on hand and short term investments with an original maturity of three months or less.

14. Segment Reporting:

The Company is engaged in the business of corporate financing Segments have been identified by the Company in line with the Accounting Standard on Segment Reporting (AS-17), taking into account the organisational structure as well as the different risk and returns of these segments.

Details of these segments are as follows:

Non-Banking Finance - Engaged in the business of Corporate Financing and Investments
Engineering Products - Engaged in the business of Engineering Products
Polyurethane Foam - Manufacture of polyurethane foam

14. Contingent Liabilities:

Provision is recognized when the Company has a present obligation as a result of past event; it is probable that an outflow of resources embodying economic benefit will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on the best estimate of the expenditure required to settle the obligation at the Balance sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimate. A contingent liability is disclosed, unless the possibility of an outflow of resources embodying the economic benefit is remote

15. Subsidies and Grants

Grants and subsidies from the Government are recognized when there is reasonable assurance that the grants/subsidy will be received and all attaching conditions will be complied with.

16. Borrowing Costs

Borrowing costs that is attributable to the acquisition/construction of Qualifying Fixed Assets are capitalized as part of the respective assets. Other borrowing costs are recognized as an expense in the year in which they are incurred.

17. Miscellaneous Expenditure

Preliminary expenses are amortized over a period of five year from the month of commencement of commercial production.



18. Use of Estimates

The preparation of financial statements requires management to make estimates and assumption that affect the reported amount of assets and liabilities and disclosures relating to contingent liabilities and assets as at the balance Sheet date and the reported amounts of income and expenses during the year. Difference between the actual results and the estimates are recognized in the year in which the results are known / materialized.

19. Expenditure on new projects, substantial expansion and during construction period

Expenditure directly relating to construction activity is capitalized. Indirect expenditure incurred during construction period is capitalized as part of the indirect construction cost to extent to which the expenditure is indirectly related to construction or is incidental there to. Other indirect expenditure (including borrowing cost) incurred during the construction period, which is not related to construction activity nor is incidental thereto is charged to the Statement of Profit & Loss. Income earned during construction period is deducted from the total of indirect expenditure.

Expenditure during construction /installation period is included under capital work –in-progress and the same is allocated in Respective Fixed Assets on the completion of its construction.

20. Earnings per Share (EPS)

Provision for current income tax is being made in accordance with the Income Tax Act, 1961. Deferred tax is measured in accordance with 'Accounting Standard – 22 – Accounting for Taxes on Income'. The Deferred Tax Liabilities and assets are recognized at substantively enacted tax rates, subject to the consideration of prudence, on timing difference, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

21. Earnings per Share (EPS)

Basic EPS is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted EPS, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.



2.1 SHARE CAPITAL

Particulars	Ref	(Amount in Rs.)	
		As at March 31, 2013	As at March 31, 2012
Authorised			
Equity Shares of Rs. 10/- each		15,09,00,000	13,34,00,000
1,50,90,000 (1,33,40,000) Equity Shares of Rs 10/- each	2.1.1		
		1,50,00,000	1,50,00,000
Preference Shares of Rs. 10/- each			
15,00,000 (15,00,000) Preference Shares of Rs.10/- each.		9,72,00,000	9,72,00,000
Preference Shares of Rs. 1,000/- each			
97,200 (97,200) Preference Shares of Rs.1,000/- each.		26,31,00,000	24,56,00,000
Issued and Subscribed			
Equity Shares of Rs. 10/- each		63,04,350	24,00,000
6,30,435 (2,40,000) Equity Shares of Rs 10/- each			
Paid-up			
Equity Shares of Rs. 10/- each		63,04,350	23,80,000
6,30,435 (2,38,000) Equity Shares of Rs 10/- each			
Out of above 3,92,435 (Previous Year: Nil) Equity Shares, have been issued pursuant to a Scheme of Amalgamation and arrangement for consideration other than cash.			
31,470 (Previous Year: 77,520) 10% Cumulative Redeemable		3,14,70,000	7,75,20,000
Preference Shares of Rs. 1000/- each.		3,77,74,350	7,99,00,000

The Company has only one class of shares referred to as equity shares having a par value of Rs. 10 each. Each holder of equity shares is entitled to one vote per share.

- 2.1.1 Of the above shares, 1,75,00,00 Equity Shares transferred from Transferor Companies, Microwave Merchants Private Limited, amalgamated with the Company as per Scheme of Arrangement.[Refer Note 2.40]

Reconciliation of the number of equity shares outstanding

Particulars	Ref	As at March 31, 2013	As at March 31, 2012
Number of shares at the beginning		2,38,000	2,40,000
Add: Shares issued during the year		3,92,435	-
Less: Shares bought back/cancelled during the year		-	2,000
Number of shares at the end		6,30,435	2,38,000

Details of the Share holders holding more than 5% shares along with number of shares held

Name of Share Holders	% of Shareholding	Number of Shares As at March 31, 2013	% of Shareholding	Number of Shares held As at March 31, 2012
Spotme Tracon Private Limited	18%	1,12,276	24.85%	59,150
Rungamattree Trexim Private Limited	13%	81,923	12.10%	28,800
Trustees of Spotlight Trust	10%	64,087	0.00%	-
Trustees of Noble Trust	10%	61,792	14.98%	35,650
Chandra Kr Somany	8%	48,512	22.44%	53,400
Chandra Kr Somany (HUF)	6%	37,650	0.00%	-
Trustees of Topaz Trust	6%	37,145	0.00%	-
Rashmi Somany Jt. Mukul Somany	0%	-	15.46%	36,800

Particulars	Ref	As at March 31, 2013	As at March 31, 2012
Capital Reserves			
As per last Balance Sheet		3,29,98,28,875	-
Add: Capital investment subsidy received	2.2.3	6,31,025	30,00,000
Add: Addition consequent to Scheme of Arrangement	2.40	2,94,40,971	3,31,79,47,193
Less: Book Value of Beneficial Interest in own Shares held in Trusts	2.2.1	-	(2,03,74,262)
Adjustment for Minority Interest		(1,42,612)	(7,44,056)
		<u>3,32,97,58,259</u>	<u>3,29,98,28,875</u>
Securities Premium			
As per last Balance Sheet		86,78,11,230	-
Add: Addition consequent to Scheme of Arrangement	2.40	8,23,50,000	86,78,11,230
		<u>95,01,61,230</u>	<u>86,78,11,230</u>
General Reserve			
As per last Balance Sheet		13,27,59,646	13,27,59,646
Add: Addition consequent to Scheme of Arrangement	2.40	2,96,14,460	-
Adjustment for Consolidation		(11,07,59,646)	-
		<u>5,16,14,460</u>	<u>13,27,59,646</u>
Other Reserves			
Reserve Fund	2.2.2		
As per last Balance Sheet		7,60,00,000	2,75,00,000
Add: Additions consequent to Scheme of Arrangement	2.40	5,60,50,000	4,07,57,713
Add: Transfer from Statement of Profit and Loss	2.2.2	71,00,000	77,42,287
		<u>13,91,50,000</u>	<u>7,60,00,000</u>
Surplus as per Statement of Profit and Loss			
As per last Balance Sheet		(20,14,08,858)	(4,74,51,353)
Add: Additions consequent to Scheme of Arrangement	2.40	21,04,33,722	4,14,52,895
Adjustment for Consolidation		11,07,59,646	-
Add: Net Profit transferred from Statement of Profit and Loss		4,59,909	(18,76,68,112)
Amount available for appropriation		12,02,44,419	(19,36,66,570)
Appropriations:			
Amount transferred to Reserve Fund	2.2.2	71,00,000	77,42,287
		<u>11,31,44,419</u>	<u>(20,14,08,857)</u>
Total Reserves and Surplus		<u>4,58,38,28,368</u>	<u>4,17,49,90,894</u>

2.2.1 In view of the shares being held by Spotlight Trust, Noble Trust and Topaz Trust for the sole benefit of the company as mentioned above, book value of the shares held by these trusts as on March 31, 2012 pending realisation of the proceeds there against, have been shown under Share Holders Fund and thereby adjusted against Capital Reserve.

2.2.2 20% of the Profit after tax has been transferred to Reserve Fund as per section 45(IC) of RBI Act, 1934

2.2.3 The Capital Investment subsidy Rs 6,31,025 (Previous Year: Rs Nil) received from National Horticulture Board under the scheme " Development of commercial Horticulture through production and post harvest management " .

2.3 SHARE SUSPENSE PENDING ALLOTMENT

(Amount in Rs.)

Particulars	Ref	As at March 31, 2013	As at March 31, 2012
Share Suspense Account			
(pending allotment pursuant to the Scheme of Arrangement)			
77,917(3,92,435) Equity Share Suspense of Rs 10/- each	2.3.1	7,79,170	39,24,350
NIL(8,76,577) 8% Cumulative Redeemable Preference Share Suspense of Rs 10/- each to be issued at a premium of Rs. 990/- each	2.40(c)	-	87,65,770
		<u>7,79,170</u>	<u>1,26,90,120</u>

2.3.1 77,917 Equity Shares to be allotted to the shareholders of Microwave Merchants Private Limited (being transferor companies) pursuant to Scheme of Amalgamation. The same has subsequently been allotted on 25th April 2013. (Refer Note 2.40)



2.4 LONG TERM BORROWINGS

(Amount in Rs.)

Particulars	Ref	As at March 31, 2013	As at March 31, 2012
Secured Loans			
Term Loans From Banks	2.4.1	13,32,763	15,39,701
Long Term maturities of finance lease obligation	2.4.2	30,83,100	40,65,100
Unsecured Loans			
Sales Tax Deferment Loan	2.4.3	7,96,05,621	8,11,58,849
		<u>8,40,21,484</u>	<u>8,67,63,650</u>

- 2.4.1 Term Loan is secured by hypothecation of Crops and Green House of floricultural business carries interest rate aggregating of 14% per annum (previous year 14% per annum) and repayable in 10 half yearly instalments starting from May'2013 to November'2017.
- 2.4.2 Finance lease obligations are secured by hypothecation of 5 Vehicles purchased under the respective scheme and the same are repayable in 59 monthly instalments of each vehicle (31 monthly instalments payable after 31st March' 2014) (Previous year 43 monthly instalments payable after 31st March' 2013) with interest @ 10.81 % P.A.
- 2.4.3 In terms of eligibility certificate for new units for sales tax incentives under Part-I of 1993 scheme as notified under govt. of Maharashtra resolution No. D 8 dated 07/05/93, the company was sanctioned the benefit of interest free sales-tax deferral by SICOM Ltd. in respect of Maharashtra Sales Tax and Central Sales Tax with effect from 01.12.1999 to 30.09.2007. The Company has availed the scheme for the whole period till September, 2007 which was further adjusted for amount of liability due to subsequent increase/increase at the time of final assessment by the Sales Tax department and option availed by the Company to repay/reduce the liability as per the Net Present Value scheme of the Govt. The net balance outstanding in this account has been shown as Unsecured Loan out of which Rs.2,46,225 due within one year shown under "Current Liabilities". Repayment of the present outstanding starts from April 2013 and ends in the year 2022 as per the scheme.

2.5 LONG TERM PROVISIONS

(Amount in Rs.)

Particulars	Ref	As at March 31, 2013	As at March 31, 2012
Provision for Employee Benefits	2.5.1	19,32,270	20,63,891
		<u>19,32,270</u>	<u>20,63,891</u>

- 2.5.1 Provision for Employees Benefit is towards leave encashment arrived at based on Actuarial Valuation.

2.6 SHORT TERM BORROWINGS

(Amount in Rs.)

Particulars	Ref	As at March 31, 2013	As at March 31, 2012
Secured Loans			
Working Capital Facilities From Banks repayable on demand	2.6.1	6,37,57,041	3,23,38,720
Working Capital Facilities From Banks - Others	2.6.1	91,46,372	-
Unsecured Loans			
Loans repayable on demand		7,50,00,000	9,10,00,000
-From Bodies Corporate		<u>14,79,03,413</u>	<u>12,33,38,720</u>

- 2.6.1 Working capital loan is secured by first charge on current assets of the Company, both present and future, comprising stock of Raw Materials, Work-in-Progress, Stock in Transit, Consumable Stores, Spares, Receivables, etc.

2.7 TRADE PAYABLES

(Amount in Rs.)

Particulars	Ref	As at March 31, 2013	As at March 31, 2012
Payables for goods and services	2.7.1, 2.7.2 & 2.7.3	6,48,94,428	4,71,97,114
		<u>6,48,94,428</u>	<u>4,71,97,114</u>

- 2.7.1 There are no Small Scale Industries to whom the Company owes any sum, at the Balance Sheet date and included in Trade Payables. Small 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.

- 2.7.2 Payable for goods and service includes acceptances Rs. 1,98,88,156 (Previous Year Rs 2,12,35,360).

- 2.7.3 Trade payables are subject to confirmations and reconciliations.

2.8 OTHER CURRENT LIABILITIES

(Amount in Rs.)			
Particulars	Ref	As at March 31, 2013	As at March 31, 2012
Current maturities of Long Term debt	2.4.1	6,56,000	5,20,000
Current maturities of finance lease obligations	2.4.2	9,82,000	8,81,515
Sundry Creditors for Capital Goods		39,52,338	39,52,338
Advance from Customers		2,38,55,775	95,44,384
Interest accrued and due on borrowings		68,18,583	1,08,14,454
Interest accrued but not due on borrowings		21,000	-
Trade Deposit		27,74,794	27,24,749
Statutory Dues Payable		28,00,001	55,18,442
Other payables		57,53,563	45,18,638
		<u>4,76,14,054</u>	<u>3,84,74,520</u>

2.9 SHORT TERM PROVISIONS

(Amount in Rs.)			
Particulars	Ref	As at March 31, 2013	As at March 31, 2012
Provision for Employee Benefits		2,20,000	5,40,745
Others	2.9.1	8,53,09,212	11,96,92,026
Income Tax		1,04,100	47,890
Wealth Tax		1,28,750	89,438
Contingent Provisions against Standard Assets		-	-
Other Provisions	2.9.2 & 2.9.3	12,36,02,400	10,70,71,558
Sales Tax /Excise Duty etc		<u>20,93,64,462</u>	<u>22,74,41,658</u>

- 2.9.1 Includes Provision of Income Tax of Rs. 4,23,00,000 (previous year Rs. 4,23,00,000) pertains to Assessment Year 2007-08 and Rs. NIL (previous year Rs. 4,45,00,000) for the Assessment Year 2006-07, which shall be adjusted on receipt of final order from the respective forum.
- 2.9.2 Includes provision of Rs 9,04,000 (Previous Year : 9,04,000) made for difference of rate dispute on levy of sales tax for the FY 2000-01 towards one of the products [Bulkers]. The case is under litigation. Once the case is settled this amount will also be adjusted.
- 2.9.3 The Central Excise Department has raised demand for excise duty on Polyurethane Foam Blocks being intermediate product manufactured during the process of manufacture. Since the company is availing benefit of exemption under notification 50/2003 CE dated 10.06.2003 therefore the company has disputed the demand. However the company has deposited excise duty Rs Rs 12,26,99,000 (previous year Rs. 10,48,99,000) (including for the year Rs 1,65,31,000) against the above demand under protest and initially filed an appeal before The commissioner (Appeals) Meerut -1, Meerut. Due to unfavourable decision by The Commissioner (Appeals) Meerut -1, Meerut, the company has filed an appeal before CESTAT, New Delhi. Pending settlement of the case, excise duty paid under protest has been kept in current assets (refer note 2.17) and short term provision (refer note 2.9) towards duty paid under protest has been made in the books of accounts. The company continue to avail cenvat credit and has accumulated balance in cenvat account Rs 158,42,000 (previous year Rs. 176,94,000) as at year end.



FIXED ASSETS		(Amount in Rs.)											
Sl. No.	Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK			
		Book Value at 01.04.2012	Additions Consequent to Amalgamation Note 2.10.1	Deductions/Adj ustments	Book Value at 31.03.2013	Upto 31.03.2012	Additions Consequent to Amalgamation Note 2.10.1	For the Year	Deductions/Adj ustments	Upto 31.03.2013	As on 31.03.2013	As on 31.03.2012	
TANGIBLE													
1	Leasehold Land	3,63,61,744	-	-	3,63,61,744	26,12,179	-	4,20,281	-	30,32,460	3,33,29,284	3,37,49,565	
2	Freehold Land	80,56,420	-	-	80,56,420	-	-	-	-	-	80,56,420	80,56,420	
3	Buildings - Non factory	13,89,22,566	-	-	13,89,22,566	2,30,58,328	-	42,90,251	-	2,73,48,579	11,15,73,987	11,58,64,238	
4	Plant and Equipment	34,02,17,712	-	20,910	34,01,44,822	18,32,05,985	-	1,09,89,651	85,743	19,41,09,893	14,60,34,929	15,70,11,727	
5	Furniture and Fixtures	40,22,111	-	35,000	40,11,513	31,56,224	-	1,37,826	4,985	32,89,065	7,22,448	8,65,887	
6	Vehicles	1,45,47,214	-	-	1,17,32,741	39,08,405	-	16,48,415	11,22,914	44,33,906	72,98,835	1,06,38,809	
7	Office Equipments	1,24,87,358	-	17,000	1,24,39,938	57,19,053	-	14,34,368	30,765	71,22,656	53,17,282	67,68,305	
8	Floriculture Assets	-	-	31,80,497	31,80,497	-	-	6,06,473	-	6,06,473	25,74,024	-	
		55,46,15,125	-	30,18,291	55,48,50,241	22,16,60,174	-	1,95,27,265	12,44,407	23,99,43,032	31,49,07,209	33,29,54,951	
INTANGIBLE													
7	Computer Software	16,74,874	-	8,00,000	24,74,874	11,33,164	-	8,03,350	-	19,36,514	5,38,360	5,40,710	
8	License Right/Trademark	7,18,96,859	-	-	7,18,96,859	7,02,82,442	-	3,74,169	-	7,06,56,611	12,40,248	16,13,417	
		7,35,71,733	-	8,00,000	7,43,71,733	7,14,15,606	-	11,77,519	-	7,25,93,125	17,78,608	21,54,127	
		62,81,86,858	-	40,53,407	62,92,21,974	29,30,75,780	-	2,07,04,784	12,44,407	31,25,36,157	31,66,85,817	33,51,09,079	
	Total	61,48,23,204	63,35,492	5,32,082	62,81,86,859	27,15,60,236	26,19,906	1,93,63,420	4,67,782	29,30,75,780	33,51,09,079		
	Previous Year												

2.10.1 Assets of Microwave Merchants Private Limited acquired by Spotlight Vaniya Limited as per Scheme of Arrangement duly passed by Hon'ble High court Calcutta vide its order dated 15th March 2013 [Refer Note 2.40]

2.10.2 Vehicle includes purchase under hire purchase schemes at original cost Rs. 52,20,000 (Previous year Rs. 52,20,000)

2.10.3 Borrowing Cost capitalised during the year Rs. 1,06,000 (Previous Year Rs. Nil)

Particulars	Ref	As at March 31, 2013	As at March 31, 2012
Non-Current investments - At cost			
Other than trade			
Investment Properties		39,08,096	-
Flat at Rajarhat			
Other than trade (Unquoted)			
Associates - Fully paid-up Equity Shares of Rs. 10 each (Face Value)	2.11.1	1,65,13,345	50,31,897
4,73,315(4,73,315) Brabourne Commerce Private Limited (FV Rs 10/sh)		1,06,94,078	1,14,81,448
Add: Share of Profit/(Losses) for the year 2012-13		2,72,07,423	1,65,13,345
7,90,25,000(7,60,80,000) HNG Float Glass Limited (FV Rs 10/sh)	2.11.1 & 1.1.(c)	58,38,75,753	76,09,96,406
Add: Addition consequent to Scheme of Arrangement [Refer note 2.40]		2,94,50,000	-
Add: Share of Profit/(Losses) for the year 2012-13 [Refer note 1.1.(c)]		61,33,25,753	(17,71,20,653)
NIL (6,09,580) Microwave Merchants Private Limited(#)	2.11.1	41,19,901	37,33,672
Add: Share of Profit/(Losses) for the year 2012-13		-	3,86,229
Less: Cancellation of holding pursuant to merger [Refer note no 2.40]		41,19,901	-
			41,19,901
NIL(22,860) Niket Advisory & Trading Co. Limited (FV Rs 10/sh)	2.11.1 & 1.1.(c)	2,71,481	2,28,600
Add: Share of Profit/(Losses) for the year 2012-13		5,172	42,881
Less: Disposal of holding in associate		2,76,653	-
			2,71,481
Other Body Corporate - Fully paid-up Equity Shares			
NIL(1,00,000) C Det Explosive Industries Private Limited (FV Rs 10/sh)		16,94,030	16,94,030
3,48,148(3,48,148) Rungamattee Trexim Private Limited (FV Rs 10/sh)		7,24,550	7,24,550
2,67,100(2,67,100) Spotme Tracon Private Limited (FV Rs 10/sh)			
		2,75,85,42,349	2,75,85,42,349
Other than trade (quoted) in Equity Instruments			
1,61,99,975(1,61,99,975) Hindusthan National Glass and Industries Limited (FV Rs 2/sh)		2,000	2000
200(200) Riddhi Siddhi Commercial Limited (FV Rs 10/sh)		2,42,000	2,42,000
2,000(2,000) Mohan Meakin Limited (FV Rs 5/sh)		106	106
16(16) Rampur Fertilizer Limited (FV Rs 10/sh)		40,85,993	41,37,207
Investments under Portfolio Management Scheme	Annexure 1		
		1,00,00,000	1,00,00,000
Investments in Mutual Funds - Non Current			
10,00,000(10,00,000) CIG Reality Fund - I		20,00,000	20,00,000
2,00,000(2,00,000) Sundaram BNP Paribas Energy Opportunities Fund			
		47,510	47,510
Others			
Jewellery and Ornaments		3,42,17,79,810	3,38,31,70,232
Current investments - At Lower of Cost or Market Value			
Investments in Mutual Funds			
2,258.09 (NIL) IDFC Cash Fund-Growth		31,86,601	-
625.34(NIL) SBI Premier Fund-Growth		11,50,152	-
3990.24(NIL) SBI Magnum Insta Cash Fund-Growth		80,00,000	-
NIL(1197423.31) DWS Insta Cash Fund-Growth		-	2,01,50,000
NIL(1027.99) Baroda Pioneer Liquid Fund-Growth		-	18,39,623
5233.50 (4520.57) Kotak Floater Short Term-Growth under Portfolio Management Scheme	Annexure 1	95,644	76,456
		1,24,32,397	2,20,66,079
Aggregate amount of quoted non-current investments		2,76,28,72,448	2,76,29,23,662
Aggregate market value of quoted non-current investments		3,14,61,22,468	3,14,65,48,804
NAV of Mutual Fund- Non Current investments		1,92,43,080	1,94,18,840
NAV of Mutual Fund- Current investments		1,25,13,449	2,21,47,735
2.11.1 Investment in Associates:			
		Percentage of Holding as at	
		31-Mar-13	31-Mar-12
Name of Associate			
Brabourne Commerce Private Limited		30.17%	30.17%
Microwave Merchants Private Limited#		Nil	35.39%
HNG Float Glass Limited		31.36%	31.36%
Niket Advisory & Trading Co. Limited		Nil	31.06%

Since amalgamated with the Company vide Scheme of Arrangement duly approved by the Hon'ble High Court at Calcutta vide its order dated 15th March, 2013.

2.12 LONG TERM LOANS AND ADVANCES

(Amount in Rs.)

Particulars	Ref	As at March 31, 2013	As at March 31, 2012
Unsecured, Considered good			8,00,000
Capital Advances	2.12.1	-	14,51,131
Security Deposits		11,75,929	
Other Loans and advances		4,01,267	1,80,000
Prepaid expenses		15,77,196	24,31,131

2.12.1 New ERP software installed and made LIVE w.e.f. 01.04.2012 and capitalised accordingly.

2.13 OTHER NON CURRENT ASSETS

(Amount in Rs.)

Particulars	Ref	As at March 31, 2013	As at March 31, 2012
Balance with bank		6,31,025	-
		6,31,025	-

2.13.1 This amount is lying for subsidy received for floricultural project and cannot be withdrawn. Same will be adjusted against last instalment of term term or after 36 months from the date of release of term loan, whichever is later (refer 2.4.1).

2.14 INVENTORIES

(Amount in Rs.)

Particulars	Ref	As at March 31, 2013	As at March 31, 2012
Raw Materials [Including in transit Rs. 1,04,62,084 (Previous Year: Rs 61,12,000)]		17,13,20,413	17,11,52,104
Work in Progress		4,66,16,550	3,56,20,310
Finished Goods		80,87,105	92,99,371
Stores and Spare		37,35,423	23,05,848
Packing Materials		58,24,695	48,44,615
		23,55,84,186	22,32,22,248

2.15 TRADE RECEIVABLES

(Amount in Rs.)

Particulars	Ref	As at March 31, 2013	As at March 31, 2012
Unsecured			
Trade receivables outstanding for a period exceeding six months from the date they are due for payment			
Considered Good	2.15.1	1,67,68,711	1,93,79,382
(Under litigation Rs. 12,96,442 Previous Year Rs. 13,86,581)		2,03,11,592	2,03,11,592
Considered Doubtful	2.15.2 & 2.15.3	(2,03,11,592)	(2,03,11,592)
Less: Provision for Doubtful Debts		1,67,68,711	1,93,79,382
Others		3,86,35,809	3,28,19,606
Considered Good		5,54,04,520	5,21,98,988

2.15.1 Balance with customers are subject to confirmations and reconciliations.

2.15.2 Provision for Doubtful Debts includes Rs. 1,44,37,120 towards Liquidated Damage [contractual deduction] pending finalisation of Company's claim for waiver. Necessary adjustment entries in the Trade Receivables Account will be given effect at the time of such waiver.

2.15.3 Due with a director Rs. 31,258 (Previous year Rs. NIL)

2.16 CASH AND BANK BALANCES

(Amount in Rs.)

Particulars	Ref	As at March 31, 2013	As at March 31, 2012
Cash and Cash Equivalents			
Balances with banks:		35,97,862	30,64,888
In current account	2.16.1	-	44,89,594
In deposit account		-	20,25,394
In Cash Credit account		455	8,964
Balances with PMS Bank A/Cs(Kotak Securities Limited (NOVE3)		1,65,680	-
Cheques on hand		2,20,129	2,86,883
Cash on hand			
Other Bank Balances	2.16.2	39,34,651	-
In deposit accounts (With original maturity of less than 12 months)		79,18,777	98,75,723

2.16.1 Deposits with Bank are pledged against margin money.

2.16.2 100% margin by way of Fixed Deposit against Bank Guarantees favouring Excise Authority.

2.17 SHORT TERM LOANS AND ADVANCES

(Amount in Rs.)

Particulars	Ref	As at March 31, 2013	As at March 31, 2012
Unsecured, Considered good		2,52,150	78,332
Security Deposits		49,316	1,77,262
Loans and Advances to employees	2.7.3	65,56,835	39,93,972
Advance to Suppliers	2.17.1 & 2.9.3	14,73,07,555	13,07,04,963
Deposit with Govt. Authorities	2.17.2	12,05,680	12,05,680
Set off receivable - sales tax		56,42,739	41,78,381
Tax Deducted at Source	2.17.3	20,64,32,237	24,60,12,508
Advance Income tax		2,28,479	5,99,304
Advance Fringe Benefit Tax		39,495	23,071
Advance wealth tax		-	91,80,080
Income Tax Refundable		1,44,87,953	1,57,28,741
MAT Credit Entitlement		4,65,00,000	-
Loans and Advance to Related Parties		-	2,20,70,000
Loans and Advance to Other Body Corporates		-	-
Others		17,40,00,000	7,70,00,000
Share Application Money		17,62,58,000	45,00,000
Other Advances		23,700	2,93,900
Amount receivable from LIC against group gratuity		3,431	-
Kotak Securities Limited (NOVE3)		17,44,125	23,51,484
Prepaid expenses		78,07,31,695	51,80,97,678

2.17.1 Includes Rs. 57,21,359/- as pre-deposits against various pending litigation cases of excise and sales tax. The same shall be adjusted on settlement of respective cases.

2.17.2 Amount relates to the set-off available and accrued prior to 1st December'99 [introduction of Sales tax deferral scheme]. The same shall be adjusted on settlement of 1999-2000 case which is under litigation.

2.17.3 Includes Advance tax of Rs. 4,84,82,387/- [previous year Rs. 4,84,82,387/-] pertains to tax paid for AY 2007-08 and Rs. NIL Lakhs (Previous year Rs. 4,56,94,563/-) for Assessment Year 2006-07, which shall be adjusted on receipt of final order from the respective forum.



2.18 OTHER CURRENT ASSETS

(Amount in Rs.)

Particulars	Ref	As at March 31, 2013	As at March 31, 2012
Interest Receivable	2.18.1	1,14,645	1,44,426
		1,14,645	1,44,426

- 2.18.1 In the opinion of the Management, the "Current Assets Loans and Advances" have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet.

2.19 REVENUE FROM OPERATIONS

(Amount in Rs.)

Particulars	Ref	For the Year ended March 31, 2013	For the Year ended March 31, 2012
Revenue from Operations		48,40,344	38,56,410
Interest		29,24,57,096	25,47,74,903
Sale of Product	2.19.1	34,94,868	25,79,358
Sale of Services			
Other Operating Revenue		44,59,117	86,10,889
Scrap Sales	2.19.2	-	74,57,626
Others			
Revenue from Operations(Gross)		30,52,51,425	27,72,79,186
Less:Excise Duty		(1,10,05,260)	(45,77,575)
Revenue from Operations(Net)		29,42,46,165	27,27,01,611

- 2.19.1 Consists of Supervision,Erection and commissioning of equipments.

- 2.19.2 Others - Sale of stores items

2.20 OTHER INCOME

(Amount in Rs.)

Particulars	Ref	For the Year ended March 31, 2013	For the Year ended March 31, 2012
Dividend Income on Non Current Investments		2,43,29,560	2,43,91,932
Net Gain/(Loss) on sale of Current Investments		42,30,671	14,39,286
Net Gain on sale of Non-Current Investments		71,29,703	
Liability no longer required written back	2.20.1	19,37,088	57,45,972
Contingent Provision against Standard Assets	2.20.2	47,188	2,89,835
Lease Rentals Received	2.20.3	6,00,000	6,00,000
Interest on Income tax refund		5,61,518	2,99,360
Exchange Gain (Net)		935	-
Profit on Sale of Fixed assets (Net)		49,053	1,80,067
Miscellaneous Income		1,996	98,799
		3,89,87,712	3,30,45,251

- 2.20.1 Includes receipts on account of Marine Insurance Claims Rs Nil in current year (Previous year : Rs 15,31,400/-)

- 2.20.2 Provision on loan given,considered as standard asset, has been made @ 0.25% of Closing balance of loan given, as per RBI guideline.

- 2.20.3 The Company has given two flats on operating lease to Hindusthan National Glass & Industries Limited for a monthly lease payment of Rs 25,000/- per flat. Lease Rent is recognised as part of "Other Income" in Statement of Profit and Loss and Lease Asset is part of the Block as referred in Note 2.10.

2.21 COST OF MATERIAL CONSUMED

(Amount in Rs.)

Particulars	Ref	For the Year ended March 31, 2013	For the Year ended March 31, 2012
Raw Materials Consumed	2.21.1	20,04,15,856	17,55,59,746
		20,04,15,856	17,55,59,746

2.21.1 Profit or loss on sale of Raw Materials and Stores has been adjusted in consumption.

2.22 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

(Amount in Rs.)

Particulars	Ref	For the Year ended March 31, 2013	For the Year ended March 31, 2012
Closing Stock			
Finished Goods		80,87,105	92,99,371
Work-in-Progress		4,66,16,550	3,56,20,310
		5,47,03,655	4,49,19,681
Less:			
Opening Stock			
Finished Goods		92,99,371	1,18,68,921
Work-in-Progress		3,56,20,126	4,05,24,596
		4,49,19,497	5,23,93,517
		(97,84,158)	74,73,836

2.23 EMPLOYEE BENEFIT EXPENSES

(Amount in Rs.)

Particulars	Ref	For the Year ended March 31, 2013	For the Year ended March 31, 2012
Salaries and Wages		2,92,75,259	3,13,32,961
Contribution to Provident and Others Funds		32,02,423	29,68,390
Workmen and Staff Welfare Expenses		30,98,859	29,68,447
		3,55,76,541	3,72,69,798



2.24 OTHER EXPENSES

		(Amount in Rs.)	
Particulars	Ref	For the year ended March 31, 2013	For the year ended March 31, 2012
Stores and Spare Parts Consumed	2.24.1	37,55,883	19,54,647
Power and Fuel		58,78,449	52,22,667
Packing Material Consumed and Packing Charges	2.24.2	56,89,784	69,48,804
Contractors/Job workers charges	2.24.3	62,15,676	38,05,485
Rent		25,93,504	21,87,778
Rates and Taxes		4,95,857	5,10,278
Repair and Maintenance:		89,997	2,000
Buildings		3,28,131	4,62,552
Plant and Machinery		5,19,029	9,67,690
Others		78,43,106	79,36,777
Freight outwards, Transport and Other Selling Expenses		75,87,068	67,86,263
Legal and Professional Fees		1,67,964	6,23,425
Bad Debts written off		-	33,59,545
Discount Allowed		6,61,600	3,82,494
Merger Expenses		21,22,371	21,30,103
Insurance Premium		-	1,68,338
Excise Duty on Increase/(Decrease) of Stock		-	4,48,373
Net (Gain)/Loss on sale of Non-Current Investments		1,40,217	-
Loss on Discard of Assets		24,660	-
Prior Period Expenses		1,69,07,994	1,49,69,231
Provision for Excise Duty on Intermediate product		31,665	21,76,644
Exchange Loss (Net)		7,89,947	11,89,670
Bank Charges	2.24.4	1,67,84,153	1,78,43,685
Other Miscellaneous Expenses		7,86,27,055	8,00,76,449

2.24.1 Stores and Spare Parts consumption includes materials consumed for Repairs and Replacement.

2.24.2 Indicates the expenses incurred towards contractors and job workers in and outside premises.

2.24.3 Includes Hire & Rental charges towards use of hired vehicle and leased accommodation for staffs of Rs. 22,25,377 (P Y Rs. 18,07,812)

2.24.4 Other Misc Expenses include:

Payment to Auditors:

Audit Fees
For Tax Audit
For Reimbursement of expenses
For Certification

Advertisement

Filing Fees

Listing Fees

Custody and Demat charges

Travelling & Conveyance

Supervision charges

Preliminary Expenses written off

Watch & Ward Expenses

Provision for Doubtful Debtors

Miscellaneous expenses

4,94,102	4,24,720
94,946	86,798
16,885	1,21,485
82,582	96,210
26,737	37,532
11,077	-
11,798	23,163
59,865	-
58,24,497	36,55,983
7,26,629	7,65,887
28,000	28,000
11,37,285	11,37,285
-	5,12,756
82,69,750	1,09,53,865

2.24.4 (a) Indicates expenses towards Engineers' visit to customer site on our behalf for supervision of Erection and Commissioning of equipment.

2.24.4 (b) Includes Royalty expenses charged to the Statement of Profit & Loss during the previous year has been paid during the year as per the terms of the Agreement dated 27.09.2005 with M/s. ShinMaywa Industries Limited, Japan and also taking into consideration the relevant guidelines issued by Reserve Bank of India.

2.24.4 (c) Travelling expenses has been netted off with the recovery from clients by raising invoices during the year amounting to Rs.2,26,000 (Previous Year: Rs.4,49,000)



2.25 FINANCE COSTS

(Amount in Rs.)

Particulars	Ref	For the year ended March 31, 2013	For the year ended March 31, 2012
Interest Expense	2.25.1	1,55,12,033	1,62,62,561
Other borrowing Costs		9,73,025	14,40,000
		<u>1,64,85,058</u>	<u>1,77,02,561</u>

2.25.1 Borrowing cost is processing charges towards renewal of fund and non fund based limits with State Bank of India.

2.26 BASIC AND DILUTED EARNINGS PER SHARE

(Amount in Rs., except number of shares)

Particulars	For the year ended March 31, 2013	For the year ended March 31, 2012
a) Net Profit/(Loss) for the year	4,59,908	(18,76,68,112)
b) Weighted Average no. of Equity Share outstanding during the year (Basic)	5,83,128	2,38,000
c) Weighted Average no. of Equity Share outstanding during the year (Diluted)	6,61,045	6,30,435
d) Basic EPS(a/b)	0.79	(788.52)
e) Diluted EPS(a/c)	0.70	(788.52)

2.27 CONTINGENT LIABILITIES NOT PROVIDED FOR:

(Amount in Rs.)

Particulars	Total	Total
a) In respect of guarantee executed by bank on behalf of the Company	43,99,600	1,17,81,000
b) In respect of Letter of Credit executed by bank on behalf of the Company	1,23,68,324	64,96,560
c) In respect of demand raised by central excise / sales tax authorities against the Company. The Company has filed appeals against the demand with the appellate authorities and in respect of undertakings given by the Company.	3,69,37,525	3,36,27,000
d) In respect of demand from Income tax department	2,57,779	1,10,31,000
e) Arrear of Dividend of Cumulative Preference shares (including Dividend Distribution Tax)	2,87,35,341	4,71,42,994
In respect of items (c) and (d) future cash outflows in respect of contingent liabilities is determinable only on receipt of judgments pending at various forums/authorities.		

2.28 [a] CAPITAL COMMITMENTS:

Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of Advances) – Rs. NIL. (Previous year Rs. 2,00,000)

[b] OTHER COMMITMENTS:

- Guest House Lease - Rs. 3,92,700 (Previous year - Rs. 17,97,000) (guest house valid till Feb.'14).
 - Leased accommodation to staff - Rs. 1,27,600 (Previous year - Rs. 16,500)
 - Unexecuted Purchase orders for inventory - Rs. 3,11,41,788 (Previous year Rs. 61,83,000)
 - Wage Agreement valid till March, 2014 -Rs. 2,65,200 (Previous year - 5,10,000)
- 2.29 Deferred Tax Assets in terms of Accounting Standard 22 "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India, has not been recognised in the accounts in the absence of virtual certainty of profit.
- 2.30 The Company has been registered as Non Banking Finance Company with Reserve Bank of India under Section 45 IA of the Reserve Bank of India Act, 1934; vide Registration No 05.01397 dated 01.04.1998 and continues to carry on the business of non-banking financial institution (NBFI), hence is entitled to continue to hold the said NBFC certificate.
- 2.31 EMPLOYEE BENEFITS (AS-15):
- The Accounting Standard 15 "Employee Benefits" (AS - 15) is not applicable on the Company (Spotlight Vanijya Limited). However disclosures as applicable to subsidiaries companies have been presented in their respective financials.



SPOTLIGHT VANUVA LIMITED

Segments have been identified by the Company in line with the Accounting Standard on Segment Reporting (AS-17), taking into account the organisational structure as well as the different risk and returns of these segments. Details of these segments are as below:

2.32

Non-Banking Finance - Engaged in the business of Corporate Financing and Investments
Engineering Products - Engaged in the business of Engineering Products
Polyurethane Foam - Manufacture of polyurethane foam

Reportable Segments	Non-Banking Finance		Engineering Products		Polyurethane Foam		Eliminations		Total	
	2013	2012	2013	2012	2013	2012	2013	2012	2013	2012
I										
REVENUE										
External Sales/services	3,96,08,271	4,66,96,005	9,12,90,300	5,59,61,197	19,81,15,521	19,54,67,906			32,90,14,092	29,81,25,108
Inter-segment sales/services	37,36,194	-	-	21,88,229	-	1,52,27,869	37,36,194	1,74,16,098	-	-
Total Revenue	4,33,44,465	4,66,96,004	9,12,90,300	5,81,49,426	19,81,15,521	21,06,95,775	37,36,194	1,74,16,098	32,90,14,092	29,81,25,107
ii										
RESULT										
Segment result	3,93,15,860	4,16,30,278	(2,48,12,651)	(3,91,13,012)	(72,93,001)	(74,66,850)	37,36,194	1,74,16,098	34,74,014	(2,23,65,682)
Unallocable income									32,97,778	72,14,034
Operating profit									67,71,792	(1,51,51,649)
Interest expenses									1,64,85,058	1,69,55,020
Interest income									9,22,007	4,07,721
Profit from ordinary activities									(87,91,259)	(3,16,98,948)
Net profit									(87,91,259)	(3,16,98,948)
Income Tax-Current									53,00,000	74,00,000
Taxes for Earlier year									6,92,604	1,090
Profit after tax									(1,47,83,863)	(3,91,00,038)
iii										
OTHER INFORMATION										
Segment assets									4,98,16,96,059	4,57,57,42,629
Unallocated corporate assets	4,74,34,72,313	4,29,71,59,026	25,64,57,969	24,09,00,296	51,53,80,190	52,08,16,723	53,36,14,413	48,31,33,417	22,68,30,903	27,57,22,085
Total assets									5,20,85,26,962	4,85,14,64,714
Segment liabilities	1,13,980	96,676	19,13,38,556	14,91,96,469	28,37,35,513	26,98,62,134	50,00,000	1,37,05,080	47,01,88,049	40,54,50,200
Unallocated corporate liabilities									11,59,57,024	17,84,33,500
Total liabilities									58,61,45,074	58,38,83,700
Capital expenditure@		63,35,492	8,52,000	18,78,654	32,01,407	56,81,591	-	-	40,53,407	1,38,95,737
Depreciation @	1,77,392	28,09,904	54,63,887	51,13,815	1,50,63,505	1,40,59,607	-	-	2,07,04,784	2,19,83,326

Non-cash expenses other than depreciation

@ Includes Rs 63,95,000 (Previous Year: Rs Nil) acquired by Spotlight By way of Amalgamation



I Names of the related parties and nature of relationship

A) Associate Companies

- (i) Brabourne Commerce Private Limited
- (ii) HNG Float Glass Limited

B) Key Management Personnels and their relatives

- (i) Mr. C. K. Somany Director
- (ii) Mr. Sanjay Somany Director
- (iii) Mr. Mukul Somany Director
- (iv) Mr. Alok Kumar Jalan Director
- (v) Mr. R.L.Kapur * Director
- (vi) Mr. J P Kasera Director
- (vii) Mr. Rakesh Sharma Director
- (viii) Smt. Rashmi Somany Relative of Director
- (ix) Smt. Amita Somany Relative of Director

* Resigned from services w.e.f. 25th April, 2013

C) Enterprises over which any person described in [B (i) to (ix)] above is able to exercise significant influence and with whom the Company has transactions during the year.

- (i) Hindusthan National Glass & Industries Limited
- (ii) HNG Cement Limited
- (iii) Brabourne Commerce Private Limited
- (iv) Glass Equipment (India) Limited
- (v) Khazana Marketing Private Limited
- (vi) Saurav Contractors Private Limited
- (vii) Rungamattee Trexim Private Limited

		(Amount in Rs.)	
II Related Party Transactions:		2013	2012
Nature of Transaction	Name of Related Party		
Share Allotted	Brabourne Commerce Private Limited	-	3,00,00,000
Share Application Money Paid	HNG Float Glass Limited	3,50,00,000	4,70,00,000
Share Application Money Paid	HNG Cement Limited	-	3,00,00,000
Share Application Money Paid	Hindusthan National Glass & Industries Limited	9,20,00,000	-
Share Application Money Paid	Microwave Merchants Private Limited(#)	-	2,50,00,000
Loan Given	HNG Float Glass Limited	4,65,00,000	-
Loan Taken	Brabourne Commerce Private Limited	50,00,000	3,37,50,000
Loan Taken	Khazana Marketing Private Limited	20,00,000	50,00,000
Loan Taken	Microwave Merchants Private Limited(#)	-	2,10,00,000
Loan Taken	Rungamattee Trexim Private Limited	50,00,000	1,70,00,000
Loan Taken	Saurav Contractors Private Limited	50,00,000	65,00,000
Loan Taken (Repaid)	Chandra Kumar Somany	-	3,03,28,439
Loan Taken (Repaid)	Brabourne Commerce Private Limited	50,00,000	3,33,00,000
Loan Taken (Repaid)	Khazana Marketing Private Limited	1,30,00,000	65,00,000
Loan Taken (Repaid)	Microwave Merchants Private Limited(#)	-	2,20,00,000
Loan Taken (Repaid)	Rungamattee Trexim Private Limited	1,05,00,000	1,75,00,000
Loan Taken (Repaid)	Saurav Contractors Private Limited	1,00,00,000	90,00,000
Interest Paid (Gross)	Chandra Kumar Somany	-	7,47,541
Interest Paid (Gross)	Brabourne Commerce Private Limited	1,48,475	36,46,721
Interest Paid (Gross)	Khazana Marketing Private Limited	10,15,232	15,69,836
Interest Paid (Gross)	Microwave Merchants Private Limited(#)	-	7,03,049
Interest Paid (Gross)	Rungamattee Trexim Private Limited	6,98,960	5,07,868
Interest Paid (Gross)	Saurav Contractors Private Limited	4,88,219	3,17,927
Interest Received (Gross)	HNG Float Glass Limited	18,409	-
Lease Rental Received	Hindusthan National Glass & Industries Limited	6,00,000	-
Remuneration Paid (Gross)	Rashmi Somany	6,00,000	6,00,000
Remuneration Paid (Gross)	Amita Somany	6,00,000	6,00,000
Sale of Finished Goods	Mr. J P Kasera	32,654	-
Sale of Finished Goods	Hindusthan National Glass & Industries Limited	37,13,009	1,26,000
Sale of Finished Goods	Glass Equipment (India) Limited-Bahadurgarh	58,88,520	18,28,000
Purchase of Capital Goods	Hindusthan National Glass & Industries Limited	-	11,178
Purchase of Raw Material	Hindusthan National Glass & Industries Limited	5,29,993	6,14,605
Purchase of Consumables	Hindusthan National Glass & Industries Limited	2,38,943	1,70,809
Sale of Scrap Material	Hindusthan National Glass & Industries Limited	1,04,122	82,000
Reimbursement of expenses paid	Hindusthan National Glass & Industries Limited	16,54,773	7,58,000
Reimbursement of expenses paid	Glass Equipment (India) Limited-Bahadurgarh	8,000	-
Sale of Fixed Assets	Hindusthan National Glass & Industries Limited	6,55,119	-
Advance Received against Purchase of Material	Glass Equipment (India) Limited-Bahadurgarh	32,04,000	-
Rendering of Services	Hindusthan National Glass & Industries Limited	1,67,023	4,15,000
Corporate Guarantee given in favour of Company's Banker	Hindusthan National Glass & Industries Limited	18,00,00,000	18,00,00,000

(#) Since amalgamated with Spotlight Vanijya Limited vide Scheme of Arrangement duly approved by the Hon'ble High Court at Calcutta vide its order dated 15th March, 2013 (Refer note 2.40)

III Related Party Balances : (Amount in Rs.)			
Nature of Balances	Name of Related Party	Current Year	Previous Year
Share Application Money Paid	HNG Float Glass Limited	8,20,00,000	-
Share Application Money Paid	HNG Cement Limited	-	3,00,00,000
Share Application Money Paid	Hindusthan National Glass & Industries Limited	9,20,00,000	-
Loan Given	AMCL Machinery Limited	50,00,000	-
Loan Given	HNG Float Glass Limited	4,65,00,000	-
Loan Taken	Brabourne Commerce Private Limited	-	26,75,507
Loan Taken	Khazana Marketing Private Limited	-	1,24,12,852
Loan Taken	Microwave Merchants Private Limited (#)	-	1,25,18,443
Loan Taken	Rungmattee Termix Private Limited	-	57,23,967
Loan Taken	Saurav Contractors Private Limited	-	52,12,901
Trade Receivable	Mr. J P Kasera	31,000	-
Receivable	Hindusthan National Glass & Industries Limited	39,807	-

(#) Since amalgamated with Spotlight Vanijya Limited vide Scheme of Arrangement duly approved by the Hon'ble High Court at Calcutta vide its order dated 15th March, 2013 (Refer note 2.40)

2.34 EXPENDITURE INCURRED IN FOREIGN CURRENCY DURING THE YEAR

(Amount in Rs.)		
Particulars	For the year ended March, 31st, 2013	For the year ended March, 31st, 2012
Professional / Technical Fees (Net of TDS)	-	10,80,787
Travelling Expenses (Including Foreign Travel)	1,44,052	7,79,000
Royalty (Net of TDS)	-	3,000

2.35 VALUE OF IMPORTS CALCULATED ON C.O.F. BASIS

During the year, the company has capitalised the following expense to the cost of fixed assets / Capital Work in Progress (CWIP). Consequently, expenses disclosed in the respective note are net of amount capitalised by the company.

(Amount in Rs.)		
Particulars	For the year ended March, 31st, 2013	For the year ended March, 31st, 2012
Finance Cost	-	-
Add : Brought forward from previous year	13,000	93,000
Less : Capitalised during the year	13,000	93,000
Total Carried forward	93,000	-
	1,06,000	-
	-	93,000

2.38 DERIVATIVES OUTSTANDING AS AT THE BALANCE SHEET DATE :

(Amount in Rs.)			
Particulars	Currency Type	Original Currency	
Forward Contract to buy US Dollars	USD	1,68,302	91,73,301
(Hedge of Foreign Currency Loan including interest thereon)			-

1, India Exchange
2nd Floor, Room No. 219
Kolkata-700001
Date: 30th May, 2013

Particulars	For the year ended 31st March, 2013		For the year ended 31st March, 2012	
	% of total consumption	Value	% of total consumption	Value
Raw Material				
Imported	7.08%	1,41,80,296	34.99%	6,14,23,000
Indigenous	92.92%	18,62,35,560	65.01%	11,41,36,746
	100.00%	20,04,15,856	100.00%	17,55,59,746
Spare Parts				
Imported	0.00%	-	14.99%	2,93,000
Indigenous	100.00%	37,55,402	85.01%	16,61,647
	100.00%	37,55,402	100.00%	19,54,647

- 2.40(a) Pursuant to Scheme of Amalgamation (the scheme) between the Company (referred to as Transferee Company) engaged in the non-banking financial business and Microwave Merchants Private Limited (referred to as Transferor Companies) as approved by the Hon'ble High Court at Calcutta vide its order dated 15th March, 2013, the transferor company stands amalgamated with the transferee company with effect from 1st April 2012 (the appointed date) on completion of all the legal formalities as may be required from time to time. Appointed date has been construed as Effective date for the purpose of accounting for amalgamation.
- 2.40(b) The amalgamation has been accounted for under "Pooling of Interest Method" as prescribed by the Accounting Standard-14 "Accounting of Amalgamation". Amalgamation has been done in the nature of merger.
- 2.40(c) IN ACCORDANCE WITH THE SCHEME OF AMALGAMATION:
- The Assets and Liabilities of the transferor companies have been incorporated in the financial statement of the transferee companies at the carrying amount as at 31st March 2012.
 - In terms of said scheme of amalgamation,
 - Shareholders holding 100 (One Hundred) Equity Share of M/s Microwave Merchants Private Limited, the Transferor Company, are to be allotted 7 (Seven) Equity Share of Rs.10/- each fully paid up of the Transferee Company. Accordingly, after elimination of cross holding of 6,09,580 Equity Share of Rs 10/- each, share holders holding 11,13,100 equity shares of the Transferor Company to be allotted 77,917 equity share of the Transferee Company as per scheme of arrangement duly passed by the Hon'ble High Court at Calcutta dated 15th March, 2013. The face value of pending allotment of share Rs 7,79,170/- has been shown as "Share Suspense Pending Allotment" in Notes 2.3
 - 8,76,577 Preference Share of the company allotted to the transferor company, Microwave Merchants Private Limited, as per scheme of arrangement of merger of Noble Enclave & Towers Private Limited and Topaz Commerce Limited vide order of the Hon'ble High Court at Calcutta dated 20th December 2011 have been eliminated.
 - An amount of Rs 54,57,661/- (Previous year Rs 3,31,79,47,193) being excess over assets & liabilities taken over and share allotted to the existing shareholders of the transferor companies have been shown under "Capital Reserve" as per scheme of amalgamation.
- 2.41 There are no vendors covered under Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure relating to amount paid for the year ended together with interest paid / payable under this Act is not applicable to the Company and hence not stated.
- 2.42 Investment, Expenses and Income under Portfolio Management Scheme subscribed by the Company have been accounted for on the basis of audited certified statement of accounts provided by portfolio manager for the year ended 31st March, 2013
- 2.43 The Company as one of the Promoter Companies of Hindusthan National Glass & Industries Ltd. (HNGIL), has provided Promoter Undertaking for maintaining Debt Equity Ratio at 75:25 to Rabobank International, Hongkong Branch for providing financial assistance to HNGIL in the form of External Commercial Borrowing of USD 25 million.
- 2.44 Previous year's figures have been re-grouped/re-arranged, wherever considered necessary.

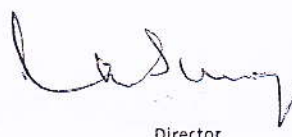
In term of our report of even date.

For Patni & Co.
Firm Registration No.:320304E
Chartered Accountants

S. Sureka

(S Sureka)
Partner
Membership No- 057918
1, India Exchange Place,
2nd Floor, Room No. 219
Kolkata-700001
Date: 30th May, 2013

For & on behalf of the Board



Director



Director

