

Sudha Commercial Company Limited

Friday, November 01, 2013


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

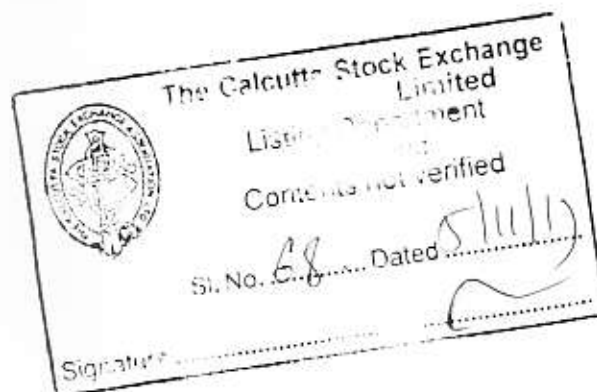
Dear Sir,

Pursuant to Clause 31 (a) of the listing agreement, we are enclosing herewith six copies of Balance Sheet, Profit & Loss Account, Director's and Auditor's Report for the year ended 31st March, 2013.

Thanking you.

Yours faithfully,
For **Sudha Commercial Company Ltd.**


Director/Authorised Signatory



**30TH
ANNUAL REPORT
2012-2013**

**SUDHA COMMERCIAL
COMPANY LIMITED**

Sudha Commercial Company Limited

**Thirtieth Annual Report
2012 - 2013**

DIRECTORS

Sri Anand Krishna Maitin
Sri Pawan Kumar Saraf
Sri Ashiwini Kumar Tripathi

BANKERS

Indusind Bank Limited
HDFC Bank Ltd

AUDITORS

R. P. Dalmia & Co.
Chartered Accountants

REGISTRAR & TRANSFER AGENTS

C. B. Management Services Pvt. Ltd.
P-22, Bondel Road
Kolkata - 700 019

REGISTERED OFFICE

4, Lee Road
Vaibhav
5th Floor
Kolkata - 700 020

SUDHA COMMERCIAL COMPANY LIMITED

Notice

Notice is hereby given that the Thirtieth Annual General Meeting of the members of Sudha Commercial Company Limited will be held at the Registered office of the company at Vaibhav, 4, Lee Road, 5th floor, Kolkata – 700 020 on Friday, the 28th day of June, 2013 at 1.00 P.M. to transact the following business:

As Ordinary Business:

1. To consider and adopt the Statement of Profit & Loss for the year ended 31st March, 2013 and the Balance Sheet as on that date and the Directors' and Auditors' Report thereon.
2. To appoint a director in place of Sri Anand Krishna Maitin who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint auditors and authorize the Board of Directors to fix their remuneration.

Registered Office:

Vaibhav, 4, Lee Road,
5th Floor,
Kolkata – 700 020

Dated, the 28th day of May, 2013

By Order of the Board
Anand Krishna Maitin
Director

NOTES:

1. A member entitled to attend and vote at the meeting, is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the company. Proxies in order to be effective must be deposited with the company at its Registered office not less than 48 hours before the meeting.
2. The Register of Members and Share Transfer Register of the company will remain closed from 26th June, 2013 to 28th June, 2013 (both days inclusive).
3. Members are requested to intimate the change, if any, in their registered address-
 - to their Depository Participants in respect of equity shares held in electronic form (Demat form); and
 - to the company or its Registrar and Share Transfer agent viz C. B. Management Services Pvt. Ltd., P-22, Bondel Road, Kolkata- 700 019 in respect of equity shares held in physical form.
4. Members are requested to send their queries relating to share transfer/transmission etc. to the Registrar and Share Transfer agent viz C. B. Management Services Pvt. Ltd., P-22, Bondel Road, Kolkata- 700 019.

SUDHA COMMERCIAL COMPANY LIMITED

DIRECTORS' REPORT TO THE SHAREHOLDERS

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

FINANCIAL RESULTS:

PARTICULARS	(Figures in lacs)	
	Year ended 31st March, 2013 (₹)	Year ended 31st March, 2012 (₹)
Profit/(Loss) before Depreciation and Tax	(68.75)	36.97
Less: Depreciation	2.93	0.50
Profit/(Loss) before Tax	(71.68)	36.47
Less: Provision for Tax	27.34	29.34
Profit/(Loss) after Tax	(99.02)	7.13
Less: Transferred to Statutory Reserve Fund	-	1.43
Surplus / (Deficit) brought forward from last year	35.39	29.69
Securities Transaction Tax	-	-
Income Tax for earlier years	(0.32)	-
Balance Carried Forward	(63.95)	35.39

PERFORMANCE AND PROSPECTS:

During the year under review Company's business continued to be that of investment and dealing in shares and securities. Company also had income from interest. The company had incurred a loss of ₹.71.68 lacs during the year as compared to the last year's profit before tax of ₹. 36.47 lacs.

DIVIDEND:

The Board of Directors does not recommend any dividend for the year.

DIRECTORS:

In accordance with the provisions of Article 91 of the Articles of Association of the company Sri Anand Krishna Maitin retires by rotation at the forthcoming Annual General Meeting and being eligible, offers himself for re-appointment.

AUDITORS:

M/s R. P. Dalmia & Co., Chartered Accountants, Auditors of the company retire at the conclusion of the forthcoming Annual General Meeting and being eligible offer themselves for re-appointment. The company has received letter from them to the effect that their appointment, if made, would be within the prescribed limits under Sec. 224(1-B) of the Companies Act, 1956.

AUDITORS' REPORT:

The observations made by the auditors are self-explanatory and do not require any further clarification.

SUDHA COMMERCIAL COMPANY LIMITED

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the provisions of section 217(2AA) of the Companies Act, 1956 your directors confirm that:

- i) in the preparation of the Annual Accounts, the applicable accounting standards have been followed alongwith proper explanations relating to material departures;
- ii) they have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the loss of the company for the year under review;
- iii) they have 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 frauds and other irregularities;
- iv) they have prepared the Annual Accounts on a going concern basis.

COMPANY'S COMPLIANCE CERTIFICATE:

The company has obtained a Compliance Certificate under Section 383A of the Companies Act, 1956 from a Company Secretary in Wholtime Practice, a copy of which is attached hereto.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The company being an investment company, information in accordance with Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of the Particulars in the report of the Board of Directors) Rules, 1988 relating to the conservation of energy and technology absorption is not provided. The company has no outgo or income from foreign exchange during the year.

INFORMATION PURSUANT TO SECTION 217(2A) OF THE COMPANIES ACT, 1956:

As no employee of the company is in receipt of remuneration of ₹.60.00 lacs or more for the year or ₹.5.00 lacs or more per month, the provision is not applicable to the company.

LISTING OF THE SHARES AT THE STOCK EXCHANGES:

The Equity shares of the company are listed with Calcutta Stock Exchange and Uttar Pradesh Stock Exchange.

DEMATERIALISATION OF EQUITY SHARES:

The company continues having connectivity with both the depositories, i.e. National Securities Depositories Ltd (NSDL) & Central Depository Services (India) Ltd (CDSL). Members are requested to avail the facility of dematerialization of company's equity shares. The ISIN number allotted to the company is INE828B01014. As at 31st March 2013, 2,26,600 equity shares representing 92.49 % of the paid-up share capital of the company as been dematerialized.

Presently, M/s C. B. Management Services Pvt Ltd is acting as Registrar and Share Transfer Agents of the company for both physical and demat form.

Registered Office:

Vaibhav, 4, Lee Road,
5th Floor,
Kolkata – 700 020
Dated, the 28th day of May, 2013

By Order of the Board
Anand Krishna Maitin
Chairman

SUDHA COMMERCIAL COMPANY LIMITED

Annexure to Directors' Report

MUKESH CHATURVEDI

B. Com (Hons), ACS, LLB, DSW

Secretary (in whole time Practice)

169, Arabindo Sarani,

Kolkata – 700 006

COMPLIANCE CERTIFICATE

Registration No. of Company: 21 – 035615

CIN No. : L51225WB1982PLC035615

Nominal Capital : Rs.10,000,000/-

Paid up Capital : Rs.2,450,000/-

To,

The Members,

Messers Sudha Commercial Company Limited

4, Lee Road, 5th Floor,

Kolkata – 700 020

I have examined the registers, records, books and papers of Messers Sudha Commercial Company Limited (the Company) as required to be maintained under the Companies Act, 1956(the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2013 (financial year). In my opinion and to the best of my information and according to the examination carried out by me and explanation furnished to me by the Company, its officers and agents, I certify that in respect of the aforesaid financial year:-

- 1) The Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions of the Act and the rules made there under and all entries therein have been duly recorded.
- 2) The Company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities, as applicable, within the time prescribed under the Act and the rules made there under including on payment of additional fees.
- 3) The Company being a Public Limited Company, has the minimum prescribed Paid up Capital.
- 4) The Board of Directors duly met 12(Twelve) times respectively on 28.4.2012, 11.06.2012, 27.06.2012, 13.07.2012, 30.07.2012, 01.09.2012, 06.10.2012, 30.10.2012, 21.01.2013, 28.01.2013, 30.01.2013 and 30.03.2013 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
- 5) The Company has closed its Register of Members from 25.09.2012 to 27.09.2012 during the financial year in compliance with the provisions of Sec.154 of the Companies Act.1956.
- 6) The annual general meeting for the financial year ended on 31st March, 2012 was held on 27th September, 2012 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in Minute Book maintained for the purpose.
- 7) No extra ordinary general meeting was held during the year.
- 8) According to explanation given by the Company has not advanced any loan to its directors and/or persons or firms or companies referred to under section 295 of the Act.
- 9) According to explanation given by the Company it has not entered into any contracts falling within the purview of section 297 of the Act.

SUDHA COMMERCIAL COMPANY LIMITED

Annexure to Directors' Report

MUKESH CHATURVEDI
B. Com (Hons), ACS, LLB, DSW
Secretary (in whole time Practice)

169, Arabindo Sarani,
Kolkata - 700 006

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- 10) The Company has made entries in the register maintained under section 301 of the Act.
- 11) As there were no instance falling within the purview of section 314 of the Act, the Company has not obtained any approvals from the Board of Directors, members or Central Government, as the case may be.
- 12) The Company has not issued any duplicate share certificates during the financial year.
- 13) The Company has:
 - i) not transferred equity shares during the financial year.
 - ii) not deposited any amount in a separate Bank Account as no dividend was declared during the financial year.
 - iii) The Company was not required post warrants to any member of the company as no dividend was declared during the financial year.
 - iv) The Company was not required to transfer the amounts in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years requiring transfer to Investor Education and Protection Fund.
 - v) The Company has duly complied with the requirements of section 217 of the Act.
- 14) The Board of Directors of the Company is duly constituted. There was no appointment of additional directors, alternate directors and directors to fill casual vacancy during the financial year.
- 15) The Company has not appointed any Managing Director / Whole-time Director / Manager during the financial year.
- 16) The Company has not appointed any sole selling agents during the financial year.
- 17) According to Company it was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar of Companies and / or such authorities prescribed under the various provisions of the Act during the financial year.
- 18) The Directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
- 19) The Company has not issued any shares, debentures or other securities during the financial year.
- 20) The company has not bought back any shares during the financial year.
- 21) The Company was not required to redeem any preference shares or debentures during the year as the Company has not issued any preference shares or debentures.

SUDHA COMMERCIAL COMPANY LIMITED

Annexure to Directors' Report

MUKESH CHATURVEDI

B. Com (Hons), ACS, LLB, DSW
Secretary (in whole time Practice)

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- 22) There were no transactions necessitating the company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
- 23) The Company has not invited / accepted any deposits including any unsecured loans falling within the purview of section 58A during the financial year.
- 24) The Company has not made any borrowings during the financial year.
- 25) The Company has made investments to bodies corporate but the provisions of Sec.372A are not applicable to the company.
- 26) The Company has not altered the provisions of the Memorandum with respect to situation of the Company's registered office from one state to another during the year under scrutiny.
- 27) The Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the year under scrutiny.
- 28) The Company has not altered the provisions of the Memorandum with respect to name of the Company during the year under scrutiny.
- 29) The Company has not altered the provisions of the Memorandum with respect to share capital of the company during the year under scrutiny.
- 30) The Company has not altered its Articles of Association during the financial year.
- 31) As per the explanations given by the company, there was no prosecution initiated against or show cause notices received by the company, during the financial year, for offences under the Act.
- 32) The Company has not received any money as security from its employees during the financial year.
- 33) Since the Company has not constituted any Fund, Provision of Section 418 of the Act pertaining to deposit of both Employees and Employers Provident Fund contribution are not applicable to this Company.

Place : Kolkata.

Mukesh Chaturvedi
Secretary in Whole-Time Practice, CP – 3390
Name of the Company Secretary: MUKESH CHATURVEDI
C.P. No.: 3390

Date : The 28th day of May, 2013.

SUDHA COMMERCIAL COMPANY LIMITED

Annexure to Directors' Report

MUKESH CHATURVEDI
B. Com (Hons), ACS, LLB, DSW
Secretary (in whole time Practice)

169, Arabindo Sarani,
Kolkata - 700 006

Annexure-"A"

Registers as maintained by the Company
Statutory Registers

Sl. No.	Name of Register	Under Section
1.	Register of Transfers	108
2.	Register of Members and Share Ledger	150 & 151
3.	Directors' Minute Book	193
4.	Shareholders' Minute Book	193
5.	Register of Directors etc.	303
6.	Register of Directors' Shareholding	307
7.	Register of Loans and Investments	372A
8.	Register of Application & Allotment of shares	
9.	Register of Contracts	301

Annexure -"B"

Forms and returns as filed by the Company with Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ending 31st March, 2013.

Sl. No.	Form No/ Return	Filed under Section	For	Date of filing	Whether filed within prescribed time Yes/No	SRN
1.	Balance Sheet, (FORM 23AC)	220	31.03.2012	26.10.2012	Yes.	P92289339
2.	Annual Return (FORM 20B)	159	27.09.2012	26.11.2012	Yes.	Q02663524
3.	Compliance Certificate (FORM 66)	383A	27.06.2012	13.10.2012	Yes.	P90194176

**Independent Auditor's Report
To the Members of SUDHA COMMERCIAL COMPANY LIMITED**

Report on the Financial Statements

We have audited the accompanying financial statements of SUDHA COMMERCIAL COMPANY LIMITED which comprises the balance sheet as at 31st March 2013 and the Statement of Profit and Loss and Cash Flow Statement of the Company for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position and financial performance 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 Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2013; and
- (ii) in the case of the Statement of Profit and Loss, of the LOSS for the year ended on that date.
- (iii) in the case of Cash Flow Statement, of 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 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 and Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) subject to our observations reported in Notes to Accounts, in our opinion, the Balance Sheet and Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
 - e) on the basis of written representations received from the directors as on March 31st, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31st, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956; and
 - 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 : Kolkata
Dated : 28th Day of May, 2013

For R.P.Dalmia & Co.
Chartered Accountants
Firm's Registration No. 305092E
R. P. Dalmia
Proprietor
Membership No.008074

ANNEXURE TO THE AUDITORS' REPORT

(Referred to in paragraph 3 of our Report of even date.)

- 1) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets. All the assets have been physically verified by the Management during the year and no material discrepancies were noticed on verification.
- 2) The Company has not disposed of during the year any substantial part of the fixed asset, which may have any affect on it as a going concern.
- 3) The stock of shares & securities has been physically verified by the management at reasonable intervals.
- 4) The procedure of physical verification of inventory followed by the management is reasonable and adequate in relation to the size of the Company and nature of its business.
- 5) No discrepancies have been noticed on physical verification of inventory as compared to book record.
- 6) The Company has neither granted nor taken any loan secured or unsecured to / from Companies, Firms or other Parties covered under the register maintained under the Section 301 of the Act.
- 7) In our opinion and according to the information and explanations given to us, there is adequate internal control procedure commensurate with the size of the Company and nature of its business for the purchase of inventory and fixed assets and for the sale of shares and securities. During the course of the audit we have not observed any continuing failure to correct major weaknesses if any, in internal controls.
- 8)
 - (a) According to the information and explanations given to us, we are of the opinion that the contracts or arrangements that need to be entered in the register maintained under section 301 of the Companies Act, 1956, have been so entered.
 - (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 exceeding the value rupees five lacs in respect of each party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time where such market prices are available.
- 9) The Company has an internal audit system commensurate with size and nature of its business.
- 10) In our opinion and according to the information given to us maintenance of cost records has not been prescribed by the Central Government under clause (d) of sub-section 1 of Section 209 of the Act.
- 11)
 - a) According to the information and explanations given to us, the Company is not liable to Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Sales Tax, Custom Duty and Excise Duty as the relevant statutes are not applicable as yet.
 - b) In our opinion and according to the information given to us, the Company is regular in depositing undisputed Income Tax applicable to it with appropriate authorities.
 - c) According to the information and explanations given to us, there are no undisputed amounts payable in respect of Income Tax, as at 31st March, 2013 which are outstanding for a period of more than six months from the date they become payable.
- 12) There is no accumulated loss at the end of the financial year. The company has not incurred any cash losses during the year. However, no cash losses were incurred in the immediately preceding financial year.
- 13) In our opinion the company has not taken any advance from banker.
- 14) That company has not given any loans against the pledge of shares.
- 15) The provisions of special statute applicable to chit fund and nidhi / mutual benefit fund / society are not applicable to the Company.

- 16) The Company is dealing or trading in shares, securities, debentures and other investments and proper records have been maintained of the transactions and contracts and timely entries have been made therein. The shares and other investments, have been held by the Company in its own name or in the process of transfer in its name or held with valid transfer forms.
- 17) In our opinion and according to information and explanations given to us, Company has not given any guarantee for loans taken by others.
- 18) In our opinion and according to the information and explanations given to us the Company has not taken any term loan during the year.
- 19) In our opinion and according to information and explanations given to us the Company has taken loan from a company. There is no stipulation regarding the repayment. The loan stand at the end of the financial year.
- 20) The Company has not made any preferential allotment of shares during the year and therefore, paragraph 4 (xviii) of the Order is not applicable.
- 21) The Company has not issued any debentures during the year and therefore paragraph 4(xix) of the Order is not applicable.
- 22) The Company has not raised any money by way of public issue during the year and therefore paragraph 4(xx) of the Order is not applicable.
- 23) According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

Place: Kolkata

Dated, the 28th day of May, 2013.

For R. P. DALMIA & CO.
Chartered Accountants
R. P. Dalmia
Proprietor
Membership No. 008074
(Firm Registration No.305092E)

SUDHA COMMERCIAL COMPANY LIMITED

Balance Sheet as at 31st March, 2013

Particulars	Note No.	As at 31st March, 2013 ₹	As at 31st March, 2012 ₹
<u>EQUITY AND LIABILITIES</u>			
<u>Shareholders' Fund</u>			
Share Capital	1	2,450,000	2,450,000
Reserves and Surplus	2	12,358,790	22,293,294
		14,808,790	24,743,294
<u>Non-Current Liabilities</u>			
Long Term Borrowings	3	79,871,022	179,151,272
Other Long Term Liabilities	4	298,800,000	275,451,901
Long Term Provisions	5	203,889	179,459
		378,874,911	454,782,632
<u>Current Liabilities</u>			
Trade Payables	6	23,605,454	1,296,676
Other Current Liabilities	7	5,992,050	3,331,216
Short Term Provisions	8	804,308	796,654
		30,401,812	5,424,546
TOTAL		424,085,513	484,950,472
<u>ASSETS</u>			
<u>Non-Current Assets</u>			
<u>Fixed Assets</u>			
Tangible Assets	9	849,967	1,124,368
		849,967	1,124,368
Non-Current Investments	10	188,021,766	83,341,020
Long Term Loans and Advances	11	50,283,367	64,559,323
		239,155,100	149,024,711
<u>Current Assets</u>			
Current Investments	12	23,478,410	287,864,687
Trade Receivables	13	160,986,103	46,283,449
Cash and Bank Balances	14	465,900	1,777,625
		184,930,413	335,925,761
TOTAL		424,085,513	484,950,472
Notes forming part of Financial Statements	1 - 23		

As per our Report of Even Date

For and on behalf of the Board of Directors

For R. P. DALMIA & CO.

Chartered Accountants
(Registration No. 305092E)
R. P. DALMIA
Proprietor
Membership No.008074

Pawan Kumar Saraf
[Director]

Anand Krishna Maitin
[Director]

Ashiwini Kumar Tripathi
[Director]

Kolkata, 28th day of May, 2013.

SUDHA COMMERCIAL COMPANY LIMITED

Statement of Profit & Loss for the year ended 31st March, 2013

Particulars	Note No.	For the year ended 31st March, 2013 ₹	For the year ended 31st March, 2012 ₹
REVENUE			
Revenue from Operations	15	1,002,496,113	254,292,356
Other Income	16	188,479	(3,594,329)
TOTAL		1,002,684,592	250,698,027
EXPENSES			
Purchases	17	708,564,026	488,684,377
Change in inventories of finished goods, work-in-progress and Stock-in-Trade	18	264,386,277	(248,415,513)
Employee Benefit Expenses	19	715,515	747,014
Finance costs	20	19,705,885	3,091,761
Provisions and Contingencies	21	13,153,454	915,434
Depreciation and Amortisation Expenses	9	292,892	50,854
Other Expenses	22	3,034,281	1,976,719
TOTAL		1,009,852,330	247,050,646
Profit/(Loss) Before Tax		(7,167,738)	3,647,381
Tax Expense			
Current Tax (Incl. Wealth Tax & S.T.T.)		2,734,406	2,933,952
Earlier year tax adjustments		32,360	-
Profit/(Loss) for the year from Continuing Operations		(9,934,504)	713,429
 Earnings Per Equity Share - Basic and Diluted (Face value per share Rs 10)	 23.(viii)	 (40.55)	 2.91
 Notes forming part of Financial Statements	 1 - 23		

As per our Report of Even Date

For and on behalf of the Board of Directors

For R. P. DALMIA & CO.
Chartered Accountants
(Registration No. 305092E)
R. P. DALMIA
Proprietor
Membership No.008074

Pawan Kumar Saraf	Anand Krishna Maitin
[Director]	[Director]
Ashwini Kumar Tripathi	
[Director]	

Kolkata, 28th day of May, 2013.

SUDHA COMMERCIAL COMPANY LIMITED

Cash Flow Statement for the year ended 31st March, 2013

	For the year ended 31st March, 2013 ₹	For the year ended 31st March, 2012 ₹
A. Cash Flow from Operating Activities:		
Net Profit before tax and Extraordinary Items	(7,167,738)	3,647,381
Sundry Balances (Written back)/Written off	-	25,478
Adjustments for:		
Depreciation	292,892	50,854
Provision for doubtful assets written off/(written back)	13,129,024	455,000
Contingent provisions against standard assets	24,430	82,994
Provision for diminution in value of investments W/off/(W/back)	(2,806,445)	377,440
(Profit)/Loss on sale of Investments(shares)	8,507,262	4,551,243
Dividend from Non Current Investments	(1,217,121)	(435,059)
Operating Profit/(Loss) before working capital changes	10,762,304	8,755,331
Adjustments for:		
Trade & other receivables	(113,594,678)	(38,348,402)
Current Investments	264,386,277	(248,415,513)
Trade Payables	48,386,026	161,489,189
Cash generated from / (used in) operations	209,939,929	(116,519,395)
Taxes paid	(2,720,156)	(3,278,262)
Cash inflow (used) before extraordinary items	207,219,773	(119,797,657)
Sundry Balances Written back / (Written off)	-	(25,478)
Net Cash inflow / (used in) operating activities (A)	207,219,773	(119,823,135)
B. Cash Flow from Investing Activities:		
Purchase of fixed assets	(19,480)	(971,583)
Sale of Fixed assets	989	-
Purchase of Non Current Investments	(279,180,642)	(72,489,487)
Sale of Non Current Investments	168,799,079	6,625,747
Dividend from Non Current Investments	1,217,121	435,059
Net cash inflow / (used in) investing activities (B)	(109,182,933)	(66,380,264)
C. Cash Flow from Financing Activities:		
Inflow/(Outflow) from Borrowings	(99,348,565)	179,360,000
Net cash inflow / (used in) financing activities (C)	(99,348,565)	179,360,000
Net increase/(Decrease) in cash and cash equivalents	(1,311,725)	(6,843,399)
Opening Cash and cash equivalents	1,777,625	8,621,024
Closing Cash and cash equivalents	465,900	1,777,625

As per our Report of Even Date

For R. P. DALMIA & CO.

Chartered Accountants
(Registration No. 305092E)
R. P. DALMIA)
Proprietor
Membership No.008074

Kolkata, 28th day of May, 2013.

For and on behalf of the Board of Directors

Pawan Kumar Saraf
[Director]

Anand Krishna Maitin
[Director]

Ashwini Kumar Tripathi
[Director]

SUDHA COMMERCIAL COMPANY LIMITED

Notes forming part of the Financial Statements

Note 1: SHARE CAPITAL

Authorised

1000000 (P.Y. 1000000) Equity Shares of Rs 10 each

As at 31st March, 2013	As at 31st March, 2012
₹	₹
10,000,000	10,000,000
10,000,000	10,000,000

Issued, Subscribed and Fully Paid Up

245000 (P.Y. 245000) Equity Shares of Rs 10 each

2,450,000	2,450,000
2,450,000	2,450,000

a) Reconciliation of Number of Shares Outstanding

Equity Shares

Opening Balance

Closing Balance

As at 31st March, 2013	As at 31st March, 2013	As at 31st March, 2012	As at 31st March, 2012
No. of Shares	₹	No. of Shares	₹
245,000	2,450,000	245,000	2,450,000
245,000	2,450,000	245,000	2,450,000

b) Terms / Rights and restrictions attached to Equity Shares

The company has only one class of equity shares having a par value of Rs 10 per share issued in cash. Each holder of equity shares is entitled to one vote per share held and equal right for dividend and other rights.

c) Shareholders holding more than 5% shares in the Name of the Shareholders

Equity Shares of Rs 10 each fully paid up

Vincent Commercial Company Ltd.

Mackertich Consultancy Services Pvt. Ltd.

Pinnacle Trades & Investments Ltd.

C Mackertich Ltd.

Vatican Commercials Ltd.

As at 31st March, 2013	As at 31st March, 2012
No. of Shares	No. of Shares
66,800	66,800
72,200	36,400
-	36,000
36,000	-
-	35,800

Note 2: RESERVES AND SURPLUS

Statutory Reserve Fund (u/s 45-IC of the RBI Act, 1934)

As per last account

Add: Transferred during the year

As at 31st March, 2013	As at 31st March, 2012
₹	₹
18,754,000	18,611,000
-	143,000
18,754,000	18,754,000

Surplus/(Deficit) in the statement of Profit & Loss

Opening balance

Add: Profit / (Loss) for the Year

Closing balance

Less: Transferred to Statutory Reserve Fund

3,539,294	2,968,865
(9,934,504)	713,429
(6,395,210)	3,682,294
-	143,000
(6,395,210)	3,539,294
12,358,790	22,293,294

Note 3: LONG TERM BORROWINGS

Loans from Others (Secured)

Term Loans (Secured)

- From HDFC Bank Ltd.

(Secured by Hypothecation of Vehicles)

79,327,316	178,560,000
543,706	591,272
79,871,022	179,151,272

Note 4: OTHER LONG TERM LIABILITIES

Advances from Related Parties (Against sale of shares)

Advances from Others (Against sale of shares)

71,250,000	114,971,401
227,550,000	160,480,500
298,800,000	275,451,901

Note 5: LONG TERM PROVISIONS

Contingent Provisions against Standard Assets

203,889	179,459
203,889	179,459

SUDHA COMMERCIAL COMPANY LIMITED

Notes forming part of the Financial Statements

Note 6 : TRADE PAYABLES

Sundry Creditors

(Refer Note 23(xi) for details of dues to Micro, Small and Medium Enterprises)

As at 31st March, 2013	As at 31st March, 2012
₹	₹
23,605,454	1,295,676
23,605,454	1,295,676

Note 7 : OTHER CURRENT LIABILITIES

Current Maturities of Long term Debt

- Vehicle loan from Bank

Interest accrued and due on borrowings

TDS Payable

Liability for Expenses

140,413	208,728
5,240,805	2,779,565
582,732	308,840
28,100	34,083
5,992,050	3,331,216

Note 8 : SHORT TERM PROVISIONS

Provision for Taxation

Provision for Wealth Tax

750,000	750,000
54,308	46,654
804,308	796,654

NOTE 9 : FIXED ASSETS

ASSETS	Gross Block				Depreciation				Net Carrying Value	
	As at	Deductions		As at	Up To	For The	Deductions	Up To	As at	As at
	01.04.2012	Additions	Transfers	31.03.2013	01.04.2012	Year	/ Transfers	31.03.2013	31.03.2013	31.03.2012
Tangible Assets	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
Furniture & Fixture	44,160	-	44,160	-	42,952	219	43,171	-	-	1,208
Vehicles	1,779,522	10,480	-	1,790,002	668,958	289,998	-	958,956	831,046	1,110,554
Mobile Phones	35,989	9,000	-	44,989	23,393	2,675	-	26,068	18,921	12,596
GRAND TOTAL	1,859,671	19,480	44,160	1,834,991	735,303	292,892	43,171	985,024	849,967	1,124,368
PREVIOUS YEAR	888,088	971,583	-	1,859,671	684,449	50,854	-	735,303	1,124,368	-

Note: Sale include assets impaired.

SUDHA COMMERCIAL COMPANY LIMITED

Notes forming part of the Financial Statements

Note 10 : NON-CURRENT INVESTMENT

Non Trade (Valued at cost unless stated otherwise)

Quoted Equity Shares (Fully paid up)	FV (₹)	As at 31st March, 2013		As at 31st March, 2012	
		No. of Shares	₹	No. of Shares	₹
Arihant Industries Ltd.	10	70,000	84,000	-	-
Bijco Holdings Ltd.	10	50,600	1,051,390	50,600	1,051,390
Credit Analysis & Research Ltd.	10	20,899	19,481,575	-	-
GKW Ltd.	10	2	-	2	-
Indian Capital Corporation Ltd.	10	25,000	375,000	25,000	375,000
Katare Spinning Mills Ltd.	10	4,500	87,525	4,500	87,525
Milk Food Ltd.	10	489,103	35,909,753	489,103	35,909,752
Manphool Exports Ltd.	10	66,810	204,775	66,810	204,775
Maya Trade Links Ltd.	10	163,300	658,115	163,300	658,115
Medinova Diagnostic Services Ltd.	10	16,300	266,557	-	-
Netvista Information Technology Ltd.	10	500	1,345	500	1,345
Nachmo Knitex Ltd.	10	155,174	485,281	-	-
Pinnacle Trades & Investments Ltd.	10	62,500	465,707	62,500	465,707
PTC Industries Ltd.	10	13,200	13,200	-	-
Ritesh International Ltd.	10	29	580	-	-
Reliance Communication Ltd.	10	20	-	-	-
Reliance Infrastructure Ltd.	10	1	-	-	-
SMIFS Capital Markets Ltd	10	140,500	3,658,620	140,500	3,658,620
Source Industries Ltd.	10	7,500	75,000	-	-
Vincent Commercial Company Ltd	10	86,060	979,011	86,060	979,011
Vatican Commercials Ltd.	10	138,000	483,107	138,000	483,107
Veejay Lakshmi Engineering Ltd.	10	127,000	3,357,880	127,000	3,357,880
Aggregate amount of Quoted Investments		1,636,998	67,638,421	1,353,875	47,232,227

Unquoted Equity Shares (Partly paid up)

Alberta Agro Pvt.Ltd.	10	20,000	200,000	20,000	200,000
Arihant Industries Ltd. (Quoted during the year)	10	-	-	70,000	84,000
Aravali Enclave Private Ltd.	10	12,500	625,000	12,500	625,000
Bombay Stock Exchange Ltd.	10	30,000	10,200,000	30,000	10,200,000
Enzen Global Solutions Pvt.Ltd.	100	20,629	103,660,725	-	-
Mid-India Oils & Exports Ltd.	10	360,000	1,440,000	360,000	1,440,000
Majories Ltd.	10	18,275	18,275	18,275	18,275
Medinova Diagnostic Services Ltd. (Quoted during the year)	10	-	-	16,300	266,557
Nachmo Knitex Ltd. (Quoted during the year)	10	-	-	155,174	485,281
PTC Industries Ltd. (Quoted during the year)	10	-	-	13,200	13,200
Ritesh International Ltd. (Quoted during the year)	10	-	-	29	580
Rain Commodities Ltd. (Bonus shares)	10	-	-	4,500	-
Sparr Equipments Ltd.	10	3,000	36,495	3,000	36,495
Satellite Inter-Continental Pvt.Ltd.	10	48,000	387,500	48,000	387,500
Surya Herbal Ltd.	10	-	-	632,100	632,100
Tirumala Seung Han Textiles Ltd.	10	-	-	7,500	75,000
Ultimedia Technologies Pvt.Ltd.	10	-	-	108,610	20,635,900
Webel Sen Capacitors Ltd.	10	2,500	50,000	2,500	50,000
		514,904	116,617,995	1,501,688	35,149,888
Less: Provision for Diminution in Value of Investments			-		2,806,445
Aggregate amount of Unquoted Investments			116,617,995		32,343,443
TOTAL (A+B)		2,151,902	184,256,416	2,855,563	79,575,670

IMMOVABLE PROPERTY

Flat at Elgin Road, Kolkata			3,765,350		3,765,350
Aggregate amount of Immovable Property			3,765,350		3,765,350
TOTAL (A+B+C)			188,021,766		83,341,020

Market Value of Quoted Investments			62,002,579		61,499,576
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Note: Bonus shares have been taken at nil value.

SUDHA COMMERCIAL COMPANY LIMITED

Notes forming part of the Financial Statements

Note 11 : LONG TERM LOANS AND ADVANCES (Unsecured, Considered Good)

	As at 31st March, 2013 ₹	As at 31st March, 2012 ₹
Advances to Others	5,793,500	30,050,000
Advance to Related Parties	19,189,500	-
Advance against purchase of property	28,625,000	33,625,000
Advance Tax and TDS	1,234,321	1,199,310
Income Tax Refundable	-	81,621
Wealth Tax Payments	45,616	37,962
Security Deposit	20,430	20,430
	54,908,367	65,014,323
Less: Provision for Non-Performing Assets	4,625,000	455,000
	50,283,367	64,559,323

Note 12 : CURRENT INVESTMENT

STOCK IN TRADE: (At aggregate of categorywise cost or market value whichever is lower)

Quoted Equity Shares (Fully paid up)	FV (₹)	As at 31st March, 2013		As at 31st March, 2012	
		No. of Shares	₹	No. of Shares	₹
Ashima Ltd.	10	17,000	255,850	17,000	255,850
ATV Projects Ltd.	10	495,800	2,117,066	495,800	2,117,066
Aditya Birla Chemicals (India) Ltd.	10	50	3,499	50	3,499
Birla Corporation Ltd.	10	4,884	1,323,383	-	-
Calvision Products Ltd.	10	209,000	2,955,260	-	-
Cals Refiners Ltd.	10	300,000	78,000	300,000	78,000
Coromandel International Ltd.	10	300	-	-	-
Coromandel International Ltd. (Preference shares)	10	300	-	-	-
Everest Organics Ltd.	10	-	-	147,000	565,780
EIH Associates Ltd.	10	18,125	2,215,767	11,000	2,210,373
First Leasing Company of India Ltd.	5	-	-	10,428	601,383
Force Motors Ltd.	10	-	-	702	338,308
Godfrey Phillips India Ltd.	10	490	1,425,366	-	-
Globus Corporation Ltd.	2	100,000	40,000	100,000	40,000
Globsyn Infotech Ltd.	10	-	-	83,664	896,071
Galaxy Entertainment Corporation Ltd.	10	249,500	2,160,670	-	-
HSIL Ltd.	10	-	-	15,905	2,095,909
IFB Industries Ltd.	10	-	-	110	8,720
Innovassynth Investments Ltd.	10	136	681	136	681
India Nippon Electricals Ltd.	10	600	113,926	2,490	472,792
Integra Garments and Textiles Ltd.	3	644	1,953	-	-
JMT Auto Ltd.	10	-	-	33,350	1,962,314
JBF Industries Ltd.	10	15	1,719	15	1,719
Jaihind Synthetics Ltd.	10	63,900	540,594	63,900	540,594
Kesoram Industries Ltd.	10	100	7,888	-	-
Kallam Spinning Mills Ltd.	10	11,900	363,545	11,900	363,545
KCCL Plastic Ltd.	10	100,000	1,980,000	-	-
Lloyd Steel Industries Ltd.	10	59,000	1,005,697	59,000	1,005,697
Modi Rubber Ltd.	10	81,500	2,135,300	-	-
Mahanagar Telephone Nigam Ltd.	10	-	-	250,000	8,443,593
Modipon Ltd.	10	35,900	334,229	35,900	334,229
Morajee Textiles Ltd.	10	644	4,558	644	6,511
Oudh Sugar Mills Ltd.	10	20,100	634,155	20,100	634,155
Opto Circuits (India) Ltd.	10	-	-	1,243,406	260,589,782
Precision Fasteners Ltd.	10	100,000	257,000	-	-
Reliance Capital Ltd.	10	1	-	-	-
S R Industries Ltd.	10	100,000	391,000	100,000	391,000
Southern Online Bio Technologies Ltd.	10	289,493	7,652,082	289,493	7,652,082
Secure Earth Technologies Ltd.	10	83,664	896,071	-	-
TV18 Broadcast Ltd.	2	-	-	4	465
Torrent Power Ltd.	10	-	-	6,990	1,642,078
Uniworth International Ltd.	10	200	3,000	-	-
Upper Ganges Sugar & Industries Ltd.	10	20,200	1,001,314	20,200	1,001,314

SUDHA COMMERCIAL COMPANY LIMITED

Notes forming part of the Financial Statements

Note 12 : CURRENT INVESTMENT - CONTINUED

STOCK IN TRADE: (At aggregate of categorywise cost or market value whichever is lower)

Quoted Equity Shares (Fully paid up)	FV (₹)	As at 31st March, 2013		As at 31st March, 2012	
		No. of Shares	₹	No. of Shares	₹
Uniworth Textiles Ltd.	10	100	3,000	100	3,000
Valecha Engineering Ltd.	10	90,589	6,098,513	91,089	6,132,174
WPIL Ltd.	10	1,100	210,111	1,100	210,111
Websol Energy Systems Ltd.	10	258,734	10,077,166	258,734	10,077,166
		2,713,969	46,288,363	3,670,210	310,675,961
Less: Adjusted against the categorywise diminution in market value of quoted shares			22,977,110		23,236,431
Aggregate amount of quoted Stock		2,713,969	23,311,253	3,670,210	287,437,530

Unquoted Equity Shares (Fully paid up)	FV (₹)	As at 31st March, 2013		As at 31st March, 2012	
		No. of Shares	₹	No. of Shares	₹
Indian Maize and Chemicals Ltd.	10	100	1,313	100	1,313
Jiyajeerao Cotton Mills Ltd.	10	5,000	40,740	5,000	40,740
Precision Fasteners Ltd.	10	-	-	100,000	257,000
Prestige Hm-Polycontainers Ltd.	10	200	104	200	104
Schafhorst Engineering (I) Ltd.	10	25,000	125,000	25,000	125,000
Uniworth International Ltd.	10	-	-	200	3,000
Aggregate amount of Unquoted Stock		30,300	167,157	130,500	427,157
TOTAL (A+B)		2,744,269	23,478,410	3,800,710	287,864,687

Debentures:

Un-quoted: Fully paid up

Name of the company

Garware Nylons Ltd.	25	6,000	150,000	6,000	150,000
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(12.5% Non Convertible Debentures)

Aggregate amount of Unquoted Stock		6,000	150,000	6,000	150,000
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TOTAL (A+B+C)

2,750,269	23,628,410	3,806,710	288,014,687
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Less: Provisions for doubtful & sub-standard assets (against debentures)

150,000	150,000
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TOTAL

23,478,410	287,864,687
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As at 31st March, 2013	As at 31st March, 2012
₹	₹

Note 13 : TRADE RECEIVABLES

(Unsecured, Considered Good)

Debts outstanding for a period exceeding six months from due date

- Considered Doubtful

89,590,240

Others

- Considered Good

80,354,887

169,945,127

Less: Provision for Non-Performing Assets

8,959,024

160,986,103

46,283,449

Note 14 : CASH AND BANK BALANCES

Cash & Cash Equivalents

Cash in hand

248,420

55,000

- Current Accounts with Banks

204,140

1,709,894

- Saving Account (Gratuity fund account)

13,340

12,731

465,900

1,777,625

SUDHA COMMERCIAL COMPANY LIMITED

Notes forming part of the Financial Statements

	For the year ended 31st March, 2013 ₹	For the year ended 31st March, 2012 ₹
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Note 15 : REVENUE FROM OPERATIONS

Sale of shares	839,561,453	-212,215,457
Profit/(Loss) on trading in derivatives (Net)	177,428,181	41,253,267
Share Difference (Net)	(14,917,607)	823,037
Interest on Savings Bank	707	595
Interest on Loan	393,205	-
Interest from Mutual Fund	21,614	-
Interest on IT Refund	8,560	-
	<u>1,002,496,113</u>	<u>254,292,356</u>

Note 16 : OTHER INCOME

Profit/(Loss) on sale of Investments (Shares)	(8,507,262)	(4,551,243)
Dividend income - from Non Current Investments	1,217,121	435,059
Dividend income - from Current Investments	4,519,096	521,634
Miscellaneous income	153,079	221
Provision for diminution in the value of investments written back	2,806,445	-
	<u>188,479</u>	<u>(3,594,329)</u>

Note 17 : PURCHASES

Purchase of shares	708,564,026	488,684,377
	<u>708,564,026</u>	<u>488,684,377</u>

Note 18 : CHANGE IN INVENTORIES / STOCK

Opening stock	288,014,687	39,599,174
Closing stock	23,628,410	288,014,687
	<u>264,386,277</u>	<u>(248,415,513)</u>

Note 19 : EMPLOYEE BENEFIT EXPENSES

Salaries	592,010	691,804
Gratuity Fund	98	32,997
Staff Welfare Expenses	23,407	22,213
	<u>715,515</u>	<u>747,014</u>

Note 20 : FINANCE COSTS

Interest on Loans	19,705,885	3,091,761
	<u>19,705,885</u>	<u>3,091,761</u>

Note 21 : PROVISIONS AND CONTINGENCIES

Provision for Diminution in Value of Investments	-	377,440
Provision for doubtful & sub-standard assets	13,129,024	455,000
Contingent provisions against standard assets	24,430	82,994
	<u>13,153,454</u>	<u>915,434</u>

SUDHA COMMERCIAL COMPANY LIMITED

Notes forming part of the Financial Statements

	For the year ended 31st March, 2013 ₹	For the year ended 31st March, 2012 ₹
Note 22 : OTHER EXPENSES		
Rates and Taxes	4,350	4,350
Legal and Professional Fees	953,181	17,177
Bank Charges	1,916	7
Sundry Balances Written off	-	25,47
Miscellaneous Expenses	231,370	38,30
Payment to Auditors (Audit Fees)	47,500	45,00
Rent paid	5,256	4,93
Repairs & maintenance	15,513	41,46
Filing fees	1,500	1,50
Travelling expenses	183,432	133,15
Conveyance expenses	39,172	99,90
Printing & Stationery	11,098	6,04
Postage & Stamps	2,334	2,05
Advertisement	28,082	9,45
Telephone expenses	22,442	36,33
Business Promotion Expenses	-	313,17
Car maintenance	67,014	42,92
Car insurance charges	20,283	6,35
Loss on Impairment of Fixed Assets	989	6,00
Director fees	-	-
Listing fees	14,798	15,31
Share Transfer/Transaction/D.P.Charges	1,384,051	1,127,61
	3,034,281	1,976,71

Note 22.1 : PAYMENT TO AUDITORS

Audit Fee	25,000	25,000
Tax Audit	5,000	5,000
In other Capacity : For Certification	17,500	15,000
	47,500	45,000

SUDHA COMMERCIAL COMPANY LIMITED

Notes forming part of the Financial Statements

Note No. 23

A) SIGNIFICANT ACCOUNTING POLICIES :

i) BASIS OF PREPARATION

The financial statements have been prepared to comply, in all material respects, with the mandatory Accounting Standards issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 1956.

The financial statements have been prepared under the historical cost convention on an accrual basis.

The accounting policies have been consistently applied by the Company and except for the changes in accounting policy discussed more fully below, are consistent with those used in the previous year.

ii) FIXED ASSETS

All Fixed Assets are stated at cost, less accumulated depreciation.

iii) METHOD OF DEPRECIATION

Depreciation has been provided on written down value methods at the rates as prescribed in the Schedule XIV of the Companies Act, 1956.

iv) VALUATION OF INVESTMENTS

The Investments made by the Company are shown in the Balance Sheet at cost. The fall in the value on investments, if any, has been considered temporary in nature by the management. In absence of any information relating to the investee company, in case of unquoted shares, it is not possible to ascertain any permanent diminution in the value of the unquoted investments.

v) VALUATION OF INVENTORIES

Quoted Shares held as Stock-in-Trade are valued at lower of category wise aggregate cost or market value. The diminution in the value of unquoted shares has not been considered and the same has been taken at cost.

vi) TREATMENT OF GRATUITY AND LEAVE PAY

(a) The Company has taken a policy from Life Insurance Corporation of India for Group Gratuity Scheme for the Company's employees and liabilities for gratuity for the year has been paid as determined under the scheme.

(b) Leave due to employees are en-cashed at the end of the year as per practice consistently followed by the Company. Hence there is no liability on this account.

(c) Due to less number of employees the company has not followed the basis as required by Accounting Standards (AS) 15 issued by the Institute of Chartered Accountants of India (ICAI).

vii) PROVISION FOR TAXATION

Provision for income-tax is made on the basis of estimated taxable income for the current accounting year and in accordance with the provisions of the income-tax Act, 1961. As per computation of income tax there is no tax liability however tax payable under MAT (U/S.115JB) had been provided.

SUDHA COMMERCIAL COMPANY LIMITED

Notes forming part of the Financial Statements

Note No. 23 - Continued

B) NOTES ON ACCOUNTS

Sudha Commercial Company Limited is a Non Banking Financial Company engaged in business of dealing and Investment in shares & securities and Financing.

(i) CONTINGENT LIABILITIES NOT PROVIDED FOR:

The company does not recognized a contingent liability but discloses its existence in the financial statements.

(ii) PRUDENTIAL NORMS

Investments

a. Provision for diminution in the break-up value of unquoted shares & debentures held as Investments has been made as stated in note A(iv).

b. The Investments have been valued as per the guidelines issued by the Institute of Chartered Accountants of India. In the opinion of the management, diminution in the value of quoted long term investment of ₹ 56,35,842/- (Previous Year ₹ Nil) is of a temporary nature, hence no provision for the same is required to be made.

Inventories

Provision of ₹ 1,50,000 (Previous Year ₹1,50,000) has been made towards cost of Inventory of Debentures which are considered presently unmarketable and repayment of which are considered as doubtful.

(iii) Following Equity shares held as Investments / Stock in Trade have been kept in margin account with the brokers as security against share dealings :

Name of the Company	As on 31.03.2013	As on 31.03.2012
	No. of Shares	No. of Shares
Kennametal India Ltd.	-	-
Lloyd Steel & Industries Ltd.	-	-
Opto Circuit (India) Ltd.	-	35750
Oudh Sugar Mills Ltd.	-	20000
Southern Online Bio Technologies Ltd.	-	-
TV 18 Broadcast Ltd.	-	34000
Valecha Engineering Ltd.	-	-
Websol Energy Systems Ltd.	-	-

Following equity shares held as Investments / Stock in Trade have been given towards loan to related parties:

Name of the Company	As on 31.03.2013	As on 31.03.2012
	No. of Shares	No. of Shares
Opto Circuit (India) Ltd.	-	388700
Valecha Engineering Ltd.	-	-
Veejay Lakshmi Engineering Works Ltd.	-	-

SUDHA COMMERCIAL COMPANY LIMITED

Notes forming part of the Financial Statements

Note No. 23 - Continued

B) NOTES ON ACCOUNTS - Continued

Following equity shares have been taken as loan from related parties for the purpose of giving as margin to company's share brokers :

Name of the Company	As on 31.03.2013	As on 31.03.2012
	No. of Shares	No. of Shares
ElH Associated Ltd.	22875	-
Entegra Garments and Textiles Ltd.	97250	-
JB F Industries Ltd.	22000	-
K G Denim Ltd.	79800	-
Logix Microsystems Ltd.	32500	-
Lloyd Steel Industries Ltd.	100000	100000
Morarjee Textiles Ltd.	97250	-
Oudh Sugar Mills Ltd.	26000	-
Rasand Engineering Ltd.	160000	159500
Southern Online Bio Technologies Ltd.	-	1060507
Trident Ltd.	223000	-
TV 18 Broad Cast Ltd.	-	34000
Valecha Engineering Ltd.	108000	103411
Veejay Lakshmi Engineering Ltd.	9000	-
Webel SL Energy Ltd.	242000	242000
W S Industries Ltd.	93000	93000
ZF Steering Ltd.	44000	44000

- (iv) However Deferred tax asset/liability has been calculated, using the tax rates and laws that have been substantially enacted as on the Balance Sheet date. Subject to the consideration of prudence, on timing differences, being the differences between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

The Company is having net Deferred Tax Assets of ₹ 3,13,07,391/- which have not been recognized in the books since there is no virtual certainty of sufficient future taxable income available to realize such assets. However the position will be subsequently reviewed on yearly basis.

Major components of Deferred Tax Assets arising out of timing differences not recognized are :

Sl. No.	Particulars	Amount (₹)
(a)	Unabsorbed Business Loss	1,56,43,206
(b)	Unabsorbed Speculation Loss	58,85,809
(c)	Unabsorbed Capital Loss (Long Term)	21,80,471
(d)	Unabsorbed Capital Loss (Short Term)	60,45,596
(e)	Provision for doubtful & sub-standard assets	14,29,125
(f)	Contingent provisions against standard assets	63,002
(g)	Unabsorbed Depreciation	60,182
	Total :	3,13,07,391

- (v) The activities of the Company is of composite nature. Therefore reporting of segment income in terms of Accounting Standard for "Segment Reporting" is not applicable.

SUDHA COMMERCIAL COMPANY LIMITED

Notes forming part of the Financial Statements

Note No. 23 - Continued

B) NOTES ON ACCOUNTS - Continued

(vi) Expenditure in foreign currency ₹ Nil (Previous Year ₹ Nil).

(vii) Disclosure as required by Accounting Standard 18 (AS-18) 'Related Party Disclosures' issued by The Institute of Chartered Accountants of India are as follows :

(a) Names of the related parties and description of relationship :			
(i)	Key Management Personnel	Anand Kumar Kayan	Director
		Pawan Kumar Saraf	Director
		Ashiwini Kumar Tripathi	Director
(ii)	Person having substantial interest	Ajay Kumar Kayan	
(iii)	Enterprise having substantial interest	Mackertich Consultancy Services Pvt. Ltd.	
		C.Mackertich Ltd.	
		Vincent Commercial Company Ltd.	
		Vatican Commercials Ltd.	
		Maya Trade Links Ltd.	
		Pinnacle Trades & Investments Ltd	
		Webtek Labs Pvt.Ltd.	
		Antriksh Vyapaar Ltd.	
		Alberta Agro Pvt.Ltd.	
(b) Details of Transactions :			
		Person having Substantial interest (₹)	Enterprise having Substantial interest (₹)
Purchase of Shares	-	-	19,80,000 (5,48,79,500)
Sale of Shares	-	-	36,75,000 (5,80,37,320)
Purchase of Investments	-	-	10,36,60,728 (3,09,43,045)
Sale of Investments	(2,000)	-	69,53,100 (46,54,645)
Dividend Received	2,93,761	-	54,000
Credit balance outstanding	-	-	2,14,70,154
Debit balance outstanding	-	-	107,442,866 (4,60,07,354)
Advance Given	-	-	1,91,89,500
Advance Taken	-	-	71,250,000 (15,69,51,901)
Directors fees paid	-	-	-
D. P. charges Paid	-	-	2,056 (1,768)

Previous year figures have been given in bracket.

(viii) Earnings per Share ("EPS") computed in accordance with Accounting Standard 20: "Earnings Per Share".

Particulars	31st March, 2013 (₹)	31st March, 2012 (₹)
Profit / (Loss) after tax (as per Accounts) (₹)	(99,34,504)	7,13,429
No. of shares issued	2,45,000	2,45,000
Basic and Diluted earnings per share (₹)	(40.55)	2.91

SUDHA COMMERCIAL COMPANY LIMITED

Notes forming part of the Financial Statements

Note No. 23 - Continued

B) NOTES ON ACCOUNTS - Continued

- (ix) Share transaction charges, share transfer expenses and D.P. Charges are in respect of purchases and sales of shares held as stock in trade as also held as investments have been debited to profit & loss account. Amount related to purchases and sale of shares held on Investment account have not been charged to Investment account. Amount not ascertainable.
- (x) Schedule to the Balance Sheet as on 31st March, 2013 of a Non-Banking Financial Company is Annexed (Annexure - A).
- (xi) Disclosures under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 is not applicable in respect of creditors of the company.
- (xii) Quantitative information in respect of dealings in Shares and Debentures:-

	31st March, 2013		31st March, 2012	
	Nos.	₹	Nos.	₹
OPENING STOCK :				
Equity/Preference Shares	3,800,710	39,449,174	1,924,272	39,449,174
Debentures	6,000	150,000	6,000	150,000
	3,806,710	39,599,174	1,930,272	39,599,174
PURCHASES :				
Equity Shares	5,825,458	708,564,026	4,669,247	488,684,377
	(i)		(a)	
	5,825,458	708,564,026	4,669,247	488,684,377
SALES :				
Equity Shares	6,881,899	839,561,453	2,792,809	212,215,457
	6,881,899	839,561,453	2,792,809	212,215,457
CLOSING STOCK :				
Equity Shares	2,744,269	23,478,410	3,800,710	39,449,174
Debentures	6,000	150,000	6,000	150,000
	2,750,269	23,628,410	3,806,710	39,599,174

Notes :

(i) Includes 601 equity shares received from respective companies which were sold in earlier years but were not transferred in the name of buyers have been taken at nil value.

(a) Includes 287110 equity shares received by way of bonus.

As per our Report of Even Date

For and on behalf of the Board of Directors

For R. P. DALMIA & CO.
Chartered Accountants
(Registration No. 305092E)
R. P. DALMIA)
Proprietor
Membership No.008074

Pawan Kumar Saraf
[Director]

Anand Krishna Maitin
[Director]

Ashwini Kumar Tripathi
[Director]

Kolkata, 28th day of May, 2013.

SUDHA COMMERCIAL COMPANY LIMITED

ANNEXURE 'A' TO NOTE 23(x)

Schedule to the Balance Sheet as on 31st March 2013 of a non-deposit taking Non-Banking Financial Company (as required in terms of paragraph 13 of Non-Banking Financial (Non -Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007)

Particulars		(₹ in lakh)	
Liabilities side :			
1	Loans and advances availed by the non-banking financial company inclusive of interest accrued thereon but not paid:	Amount outstanding	Amount overdue
a)	Debentures : Secured	Nil	Nil
	: Unsecured	Nil	Nil
	(other than falling within the meaning of public deposits*)	Nil	Nil
b)	Deferred Credits	Nil	Nil
c)	Term Loans	Nil	Nil
d)	Inter-corporate loans and borrowing	Nil	Nil
	: Secured	852.52	Nil
	: Unsecured	Nil	Nil
e)	Commercial Paper	Nil	Nil
f)	Other Loans (specify nature)	Nil	Nil
	Total	852.52	Nil
Assets side :			
		Amount outstanding	
2	Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :		
a)	Secured		Nil
b)	Unsecured		502.83
	Total		502.83
3	Break up of Leased Assets and stock on hire and other assets counting towards AFC activities		
i)	Lease assets including lease rentals under sundry debtors :		
a)	Financial lease		Nil
b)	Operating lease		Nil
ii)	Stock on hire including hire charges under sundry debtors:		Nil
a)	Assets on hire		Nil
b)	Repossessed Assets		Nil
iii)	Other loans counting towards AFC activities		Nil
a)	Loans where assets have been repossessed		Nil
b)	Loans other than (a) above		Nil
	Total		Nil

SUDHA COMMERCIAL COMAPNY LIMITED

ANNEXURE 'A' TO NOTE 23(x)

Schedule to the Balance Sheet as on 31st March 2013 of a non-deposit taking Non-Banking Financial Company (as required in terms of paragraph 13 of Non-Banking Financial (Non -Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007)

4 Break-up of Investments :					(₹ in lakh)
Current Investments :					
1	Quoted :				
i)	Shares :	a)	Equity	233.11	
		b)	Preference	Nil	
ii)	Debentures and Bonds			Nil	
iii)	Units of Mutual Funds			Nil	
iv)	Government Securities			Nil	
v)	Others (please specify)			Nil	
2	Unquoted :				
i)	Shares :	a)	Equity	1.67	
		b)	Preference	Nil	
ii)	Debentures and Bonds			Nil	
iii)	Units of mutual funds			Nil	
iv)	Government Securities			Nil	
v)	Others (please specify)			Nil	
Long Term Investments :					
1	Quoted :				
i)	Shares :	a)	Equity	676.38	
		b)	Preference	Nil	
ii)	Debentures and Bonds			Nil	
iii)	Units of mutual funds			Nil	
iv)	Government Securities			Nil	
v)	Others (please specify)			Nil	
2	Unquoted :				
i)	Shares :	a)	Equity	1,166.18	
		b)	Preference	Nil	
ii)	Debentures and Bonds			Nil	
iii)	Units of mutual funds			Nil	
iv)	Government Securities			Nil	
v)	Immovable Property			37.65	
Total				2,115.00	

SUDHA COMMERCIAL COMPANY LIMITED

ANNEXURE 'A' TO NOTE 23(x)

Schedule to the Balance Sheet as on 31st March 2013 of a non-deposit taking Non-Banking Financial Company (as required in terms of paragraph 13 of Non-Banking Financial (Non -Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007)

5 Borrower group-wise classification of assets financed as in (2) and (3) above :				
	Category	Amount net of provisions		
		Secured	Unsecured	Total
1	Related Parties **			
a)	Subsidiaries	Nil	Nil	Nil
b)	Companies in the same group	Nil	Nil	Nil
c)	Other related parties	Nil	191.90	191.90
2	Other than related parties	Nil	310.93	310.93
	Total	Nil	502.83	502.83
6 Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):				
	Category	Market Value / Break up or fair value or NAV		Book Value (Net of Provisions)
1	Related Parties **			
a)	Subsidiaries	Nil		Nil
b)	Companies in the same group	Nil		Nil
c)	Other related parties		55.38	44.30
2	Other than related parties		1,965.61	2,033.05
	Total		2,020.99	2,077.35
7 Other information				
	Particulars			Amount
i)	Gross Non-Performing Assets			
a)	Related parties			-
b)	Other than related parties			1,225.61
ii)	Net Non-Performing Assets			
a)	Related parties			-
b)	Other than related parties			1,177.86
iii)	Assets acquired in satisfaction of debt			Nil

For and on behalf of the Board of Directors

Pawan Kumar Saraf
[Director]

Anand Krishna Maitin
[Director]

Ashiwini Kumar Tripathi
[Director]

SUDHA COMMERCIAL COMPANY LIMITED

Registered Office:
VAIBHAV, 4, LEE ROAD
5TH FLOOR, KOLKATA - 700 020

PROXY FORM 30TH ANNUAL GENERAL MEETING

I/We _____

of _____

in the district of _____

being a member/members of the above named Company, hereby appoint _____

of _____

in the district of _____ or failing him _____

of _____ as my/our proxy to

attend and vote for me / our behalf at the Thirtieth Annual General Meeting of the Company

to be held on Friday, the 28th day of June, 2013 at 1:00 p.m.

Signed this _____ day of _____ 2013.

Affix
Re.1/-
Revenue
Stamp

Note : 1. The proxy need not be a member.

2. The proxy form duly signed across revenue stamp of Re.1/- should reach the Company's Registered Office at least 48 hours before the schedule time of meeting.