

SAGAR INTERNATIONAL LIMITED.

2, Clive Ghat Street, 2nd Floor, "Sagar Estate"
Room No. 8 & 9, Kolkata – 700 001, INDIA
Phone : +91 33 30223076/22315592
Fax : +91 33 2230 9479
E-mail : s_jhanwar@hotmail.com

Date: 12th September, 2013

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

Re: 20th Annual General Meeting.

- (1) Balance Sheet as at 31st March, 2013 (Six Copies).
 - (2) Annual Result as at 31st March, 2013.
 - (3) Cash Flow Statement as at 31st March, 2013.
 - (4) Distribution Schedule.
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Dear Sir,

Enclose herewith please find six copies of Balance Sheet, Annual Result, Cash Statement and Distribution Schedule of 20th Annual General Meeting of the members of M/s Sagar International Limited held on 31st August, 2013 for your doing the needful.

You are requested, further if you require any other details may kindly be communicate to us and we assure you to give immediate compliance.

Thanking you,

Yours faithfully,
SAGAR INTERNATIONAL LIMITED

Sure Kumar

DIRECTOR

Encl: As stated above.



SAGAR INTERNATIONAL LIMITED

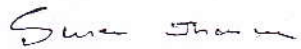
N O T I C E

NOTICE is hereby given that the 20th Annual General Meeting of the Company will be held at the Registered Office of the Company at 2, Clive Ghat Street, "SAGAR ESTATE", Room No. 8 & 9, 2nd Floor, Kolkata - 700 001 on Friday, the 30th day of August, 2013 at 12.00 A.M. to transact the following business:

1. To receive, consider and adopt Directors' Report and Auditors' Report and the Audited Statement of Accounts and Secretarial Compliance Certificate for the year ended 31st March, 2013.
2. To elect a Director in place of Sri Sagarmal Jhanwar who retires by rotation and being eligible offers himself for re-election.
3. To elect a Director in place of Sri Tarun Daga who retires by rotation and being eligible offers himself for re-election.
4. To appoint Messrs. Dangi Jain & Co., Chartered Accountants, the retiring auditor of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company, for the financial year 2013-2014 on such remuneration plus service tax as may be mutually agreed upon between the Board of Directors and the Auditor in connection with the work of Audit to be carried out by them.

Registered Office,
2, Clive Ghat Street,
Room No. 8 & 9, 2nd Floor,
Kolkata - 700 001.
Dated: 30.05.2013.

By Order of the Board of Directors


(SURESH JHANWAR)
Director

SAGAR INTERNATIONAL LTD


Director

NOTES

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him/her and such proxy need not be a shareholder. The proxies should, however, be deposited at the Registered Office of the company not later than 48 hours before the commencement of the meeting.
2. Members are requested to immediately notify any change in their address to the Registrar Share Transfer agent of the Company M/s. MCS Limited, 77/2A, Hazra Road, Kolkata – 700 025 in all correspondence with the Company, members are requested to quote their Account / Folio Numbers.
3. The Register of Members and share Transfer Books of Company will be closed from 26th August, 2013 to 30th August, 2013 (both days inclusive).
4. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID No. and those who hold shares in physical form are requested to write their folio No. in the attendance slip for attending the meeting.
5. All documents referred to in the accompanying Notice are open for inspection at the registered office of the Company on all working days except Saturday & Sunday between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting.
6. The details regarding the Director's Qualifications and Directorships held in companies are set out in the Annexure to this notice.
7. Under the provisions of the Companies Act, 1956 shareholders desirous of availing nomination facilities for their share holding may file nomination forms in respect of their shareholdings. Any shareholder willing to avail of their facility may submit the prescribed form the Registrars and transfer agent of the company M/s MCS Limited, 77/2A Hazra Road, Kolkata – 700 029.

Information required to be furnished under the listing Agreement:

As required under the listing Agreement, the particulars of Directors proposed to be appointed / re-appointed are given below.

- | | | |
|------------------------------|---|---|
| 1. Name | : | Sri Sagarmal Jhanwar. |
| Age | : | 63 years. |
| Qualification | : | B. Com. |
| Experience | : | He has over 17 years experience in Non-Banking Finance Company and 15 years experience in Crane Chartered Hiring Business and 13 years experience in Oil Field Industrial Supply. He also has rich experience in Financial and Industrial Sector. He is also experienced in Stock and Money Market. |
| Date of Appointment | : | 19.12.2011 |
| Other company's Directorship | : | Sagarmal Suresh Kumar Pvt. Ltd.
Sagarmal Ramesh Kumar Pvt. Ltd.
Trishakti Electronics & Industries Ltd.
S.M. Corporate Financial Consultants (P) Ltd. |
| 2. Name | : | Sri Tarun Daga. |
| Age | : | 39 years. |
| Qualification | : | B. Com. |
| Experience | : | He has over 18 years of experience in Iron and Steel Casting Industries and 14 years experienced in Tour and Travel Business and also have experience in Money Market & overall Business Administration and Management. |
| Date of Appointment | : | 18.06.2003 |
| Other company's Directorship | : | Trishakti Electronics & Industries Ltd. |

SAGAR INTERNATIONAL LIMITED

DIRECTORS' REPORT

TO THE SHAREHOLDERS:

Your Directors submit herewith their 20th Annual Report together with the Audited Accounts of the company for the year ended 31st March, 2013.

FINANCIAL RESULTS:

The year's working results after meeting all expenses of operation & management are set out as below:-

	This Year	Previous Year		
	Rs.	P.	Rs.	P.
Profit / (Loss) for the year		2189087.00		(7013408)
Provision for				
Current Income Tax		(420000.00)	
Deferred Tax		(983950.00)		1567100
Wealth Tax		(11250)	
Profit after Taxation		773887		(5446308)
Provision for Standard Assets		(26057)		(32843)
Balance brought forward from previous year		28744919		25338070
Balance at the end of the year :		29492749		28744919

OPERATION:

During the year the sales Rs. Nil (Previous year Rs. Nil) interest income Rs. 2807529/- (Previous Year Rs. 2988057/-), other income was Rs. 5374786/- (Previous Year Rs. 836738/-), commission was Rs. Nil, (Previous year Rs. 50399/- and (Loss)/Profit on sale of investments was Rs. (1003165) (Previous year Rs. 1628998).

OUTLOOK ON OPPERTUNITIES:

- (A) The company expects good business performance as a Commission Agent of various foreign company M/s Oilman Group Ltd. of China for participate the Global Tender of Oil & Natural Gas Corporation Limited (ONGC) for ERW Line Pipes, where our company will be acting as a Commission Agent.

- (B) A China based company M/s Oilman Rig Co., Ltd. participates in the tender with Oil & Natural Gas Corporation Ltd., (ONGC) for supply of Hole opener, Stabilizer etc etc for ONGC. Where our company will be acting as a Commission Agent.
- (C) A China based company M/s Oilman Group Ltd. participates in the tender with Oil & Natural Gas Corporation Ltd. (ONGC) for supply Drill Collars for ONGC. Where our company will be acting as a Commission Agent.
- (D) A Romania based company M/s Confind SRL participates in the tender with Oil & Natural Gas Corporation Ltd (ONGC) for supply of Drill Pipe, Drill Collar, Elevator, Casing & Manual Power Tong for ONGC. Where our company will be acting as a Commission Agent.
- (E) A China based company M/s Zhongnan Equipment Company participates in the tender with Oil & Natural Gas Corporation Ltd. (ONGC) for supply of Sub Surface Pump etc etc for ONGC. Where our company will be acting as a Commission Agent.
- (F) A China based company M/s Zhongnan Equipment Company participates in the tender with Oil & Natural Gas Corporation Ltd. (ONGC) for supply of SRP and its Accessories for ONGC. Where our company will be acting as a Commission Agent.

DIRECTORS:

In accordance with the Articles of Association of the company SRI SAGARMAL JHANWAR AND SRI TARUN DAGA retire by rotation in the forthcoming Annual General Meeting and being eligible offers themselves for re-appointment.

CORPORATE GOVERNANCE:

Pursuant to clause 49 of the Listing Agreement with the Stock Exchange we have complied with the recommendation of the committee on corporate governance constituted by the Securities and Exchange Board of India (SEBI). For fiscal year 2013, the compliance report is provided in the Corporate Governance Report section of this annual report. The company secretary's Certificate on compliance with the mandatory recommendations of the committee in Annexed to this report.

We have documented our internal policies corporate governance. In line with the committee's recommendations, the management's discussion and analysis of the financial position of the company is provided in this Annual Report and is incorporated hereby reference. We continue our practice of providing a report on our compliance with corporate governance for the benefit our shareholders.

DIRECTORS RESPONSIBILITIES :

Directors Responsibilities Statement

Pursuant to section 217(2AA) of Companies Act, 1956, the directors confirm the following in respect of the audited annual accounts for the year ended 31st March, 2013 :

The financial statement are prepared in conformance with the accounting standards issued by the Institute of Chartered Accountants of India and the requirements of the Companies Act, 1956, to the extent applicable to us; on the historical cost convention; as a going concern and on the accrual basis. There are no material departures from prescribed accounting standards in the adoption of the

accounting standards. The accounting policies used in the preparation of the financial statements have been consistently applied except as otherwise stated in the notes on accounts.

The Board of Directors accepts responsibility for the integrity and objectivity of these financial statements. The estimates and judgments relating to the financial statements have been made on the prudent and responsible basis, in order that the financial statements reflect in a true and fair manner, the form and substance of transactions, and reasonably present our state of affair and profit for the year. To ensure this, we have taken proper and sufficient care in implementing a system of internal control and accounting records; for safeguarding assets; and for preventing and detecting frauds as well as other irregularities; which are reviewed, evaluated and updated on an ongoing basis. Our statutory auditors have conducted audits to provide reasonable assurance that the established policies and procedures have been followed. However, there are inherent limitations that should be recognized in weighing the assurance provided by any system of internal controls and accounts.

The audit committee meets periodically with the statutory auditors to review the manner in which the auditors are discharging their responsibilities, and to discuss auditing, internal control and financial reporting issues. To ensure complete independence, the statutory auditors have full and free access to the members of the audit committee to discuss any matter of substance.

PUBLIC DEPOSIT:

The company is not accepting / holding any type of Public deposits from public or any other (as per Reserve Bank direction 1998) as on date and will not accept any deposit in future without obtaining the written prior permission of Reserve Bank of India.

DIVIDEND:

In view of conservation of resources, no dividend is being recommended.

SECRETARIAL COMPLIANCE CERTIFICATE

As stipulated U/s 383A of the Companies Act 1956 as amended by companies (Amendment) Act 2008, a secretarial compliance certificate from M/s MR & Associates, a practicing whole time Company Secretary is Annexed herewith.

CODE OF CONDUCT

The Board has laid down a code of conduct for all Board Members and Senior Management of the company. The code of conduct has been posted on the Company's Website.

LISTING AT STOCK EXCHANGE

The Equity shares of the company continue to be listed on Delhi Stock Exchange Association Limited and Calcutta stock exchange Ltd. The annual listing fees for the year 2013-14 have been paid to the stock exchanges except Delhi Stock Exchange.

CEO / CFO CERTIFICATION

The CEO/CFO have certified to the Board of Directors in respect of review of the financial statement and cash flow statement for the year in terms of the requirement of Clause 49(V) of the Listing Agreement with the Stock Exchange.

DEPOSITARY

The Equity shares of the Company is trading permitted only in dematerialized form, the company has made the requisite arrangement with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to enable investors to hold shares in dematerialized form. The annual custodial fees for the year 2013-14 have been paid to those Depositories.

EMPLOYEES:

None of the employees is drawing remuneration as specified in section 217(2A) of the Companies Act, 1956. Hence the required particulars are not furnished.

ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE:

Information in accordance with the provision of section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988 regarding conservation of energy, technology absorption and foreign exchange earnings and out go have been given in the annexure.

AUDITORS:

The Auditors, M/S. Dangi Jain & Company Chartered Accountants, retire at the ensuing Annual General Meeting and have confirmed their eligibility and willingness to accept office, if re-appointment.

AUDITORS' OBSERVATION:

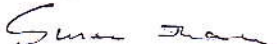
Auditors' observations are self explanatory and need not required any further clarifications.

ACKNOWLEDGEMENTS

Your Directors wish to place on record their appreciation for the continued support and co-operation of the shareholders, Banks various Regulatory and Government authorities and for the valuable contributions made by employees of the company.

REGISTERED OFFICE

2, Clive Ghat Street
Room No. 8 & 9, 2nd Floor,
Kolkata - 700001
Dated: 30.05.2013.


SURESH JHANWAR
Director

Annexure to Directors' Report

Particulars required under the Companies (Disclosures in the Board of Directors) Rules 1988.

	<u>2012-2013</u>	<u>2011-2012</u>
(1) Conservation of Energy Technology absorption.	Not applicable	Not applicable
(2) Foreign Exchange Earnings & out go: Activities relating to exports, initiatives taken to increase the exports, development of new export market for trading goods and export plan.	Export plan and new activities are under constant study.	Export plan and new activities are under constant study.
(3) Total Foreign exchange used and earned -		
(i) Foreign exchange spent:		
(a) Travelling Expenses	9,26,540	6,59,100
(b) Tender Fees	34,084	Nil
(c) Bank Charges	Nil	14,320
(d) Cost of Computer	Nil	64,713
(ii) Foreign exchange earned:		
(a) Commission	Nil	50,399
(b) Miscellaneous Receipt	Nil	8,333
Tender fee reimbursement	137,932	96,762

SAGAR INTERNATIONAL LIMITED

MANAGEMENT DISCUSSION & ANALYSIS

INDUSTRY STRUCTURE AND DEVELOPMENTS:

The economy of India is the ninth-largest in the world by nominal GDP and the third-largest by purchasing power parity. The country is one of the G-20 major economies and a member of BRICS. On a per-capita-income basis, India ranked 141st by nominal GDP and 130th by GDP in 2012 according to the IMF. India is the 19th largest exporter and the 10th largest importer in the world. The economy slowed to around 5.0% for the 2012-13 fiscal year compared with 6.2% in the previous fiscal. India GDP grew by 9.3% in 2010-11. Thus the growth rate has nearly halved in just 3 years.

GDP growth rose marginally to 4.8% during the quarter through March 2013, from about 4.7% in the previous quarter. The government has forecast a growth rate of 6.1%-6.7% for the year 2013-14, whilst the RBI expects the same to be at 5.7%. But despite the low growth figure, India remains one of the fastest growing economies of the world as all major countries including the fast growing emerging economies are seeing a significant slowdown. Macro environment continues to be challenging. This is reflected in issues such as inflationary trends and as well as ensuring inclusive growth for all sections of the Indian society.

The NBFC sector in India has become mature with reduced dependence on the acceptance of public deposits as part of overall funding. The NBFC sector is now represented by a mixed of a few large companies with nationwide presence and a large number of small and medium sized Companies with regional focus.

OPPORTUNITIES & THREAT:

India Inc. is in serious need of funds and most of its traditional sources are failing to provide any real assistance, is an ideal opportunity for NBFCs to enter the big arena and create a space for themselves in the corporate sector; if not turn out to be their biggest saviour. For sure, many would like to argue about a possibility of PE funding. But the fact remains that while PE funding generally comes with an expected return of 25-26% (and that's apart from PE players' desire to control the management), the same funds can be arranged from an NBFC at a cost of 18-20. As per data available, while PE investment in the real estate sector has fallen thick and fast from \$6.7 billion in 2007 to \$850 million in 2011, NBFCs have deals worth \$580 million in this year despite being late entrants. And it's expected to grow further in the next year. Undoubtedly, the number of NBFCs operating in this sector has shot up from just about six in 2008 to close to twenty in 2011. Like the realty sector last year, NBFCs definitely have a huge opportunity in the cash-strapped Indian corporate sector now.

While it presently has sufficient funds to meet the short-term funding needs, the Company shall continue to identify various alternative sources of funding to maintain a low cost of funds and shall continue to assign its loan receivables to banks and other NBFCs, to enhance liquidity.

SEGMENTWISE PERFORMANCE:

The Company has achieved better performance in its NBFC segments of its business operation.

OUTLOOK:

The current situation will anyway help NBFCs to strengthen their base by providing them quality borrowers and bigger deals. Simultaneously, with bank lending to NBFCs not being considered as priority sector lending anymore, NBFCs can now breathe free and park their money at their will, which will again open many doors for them.

However, uncertainties about the path of future global recovery and risks arising from large sovereign debt continue to threaten the return of stability in the international financial markets. These developments in the global financial markets transmitted to the domestic financial markets could give way to volatility in stock prices and the exchange rates. The Company on being granted the NBFC registration from RBI intends to actively pursue growth opportunities in the fast growing financial sector in the country, by providing financial services with wide activities.

Particulars of the Foreign Company and business agreements with them as Indian Agent.

(A) The Company expects good business performance as a Commission Agent of Foreign Company M/s Oilman Group Ltd. Of China for participate The Global Tender of Oil & Natural Gas Corporation Ltd. (ONGC) for ERW Line Pipes, where our Company will be acting as Commission Agent.

(B) A China based Company M/s Oilman Rig Co. Ltd participates in the tender with Oil & Natural Gas Corporation Ltd. (ONGC) for supply of Hole opener, Stabilizer etc. For ONGC, where our Company will be acting as Commission Agent.

(C) A China based company M/s Oilman Group Ltd. Participates in the tender with Oil & Natural Gas Corporation Ltd. (ONGC) for supply of Drill Collars for ONGC, where our Company will be acting as Commission Agent.

(D) A Romania based company M/s Confide SRL participates in the tender with Oil & Natural Gas Corporation Ltd. (ONGC) for supply of Drill Pipe, Drill Collar, Elevator, casing and manual power tong for ONGC, where our Company will be acting as Commission Agent.

(E) A China based company M/s Zhongnan Equipment Company participates in the tender with Oil & Natural Gas Corporation Ltd. (ONGC) for supply of Sub Surface Pump etc. for ONGC, where our Company will be acting as Commission Agent.

(F) A China based company M/s Zhongnan Equipment Company participates in the tender with Oil & Natural Gas Corporation Ltd. (ONGC) for supply of SRP & Accessories for ONGC, where our Company will be acting as Commission Agent.

RISKS AND CONCERNS:

The Company like any other Company is exposed to specific risks that are particular to its business and the environment within which it operates. Not all NBFCs will be able to pull out a great card in this context. Some, especially the bigger NBFCs, will do great, while the smaller ones will struggle. This, for that matter, will make the industry more polarized. But at the same time, this will help the sector a lot in the long run as players then will be more focused on the segments they want to cater to. The Company is exposed to the market risk(including liquidity risk) which is inter alia includes economic cycle, fluctuation in the stock prices in the market, besides the interest rate volatility and credit risk.

Your Company is confident of managing these risks by maintaining a conservative financial profile and by following prudent business and risk management practices.

INTERNAL CONTROL SYSTEMS & THEIR ADEQUACY:

The Company has adequate internal control systems to ensure operational efficiency, accuracy and promptness in financial reporting and compliance of various laws and regulations. The internal control system is supported by the internal audit process. The internal control is supplemented by an extensive internal audits, review by management and audit committee, documented policies, guidelines and procedures; incorporating various internal controls to the extent appropriate to the size and nature of the business.

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

Sales of Spare Parts & Equipment & NBFC business revenue amounted to Rs. 71.79 lacs as compared to the Rs. 28.47 lacs for the last financial year. During the year under review which ended on 31.03.13 the PBDIT margin was Rs. 23.90 lacs as compared to Rs. 67.50 lacs with the last year. The profit after tax amounted to Rs. 21.89 lacs during the year as compared to Rs. 70.13 lacs for the last financial year.

HUMAN RESOURCES:

Human Resources continues to be the biggest assets of the Company. In spite of difficult economic environment, the team has remained as committed as ever and produced results that are considered significant. Quality, quick delivery and focus on resolving customer

issues are the hallmark of the team performance. Our team provides specialized research, trading, securities lending and innovative portfolio strategies to owners and managers of institutional assets. Our goal is to help enhance and preserve portfolio values for our clients through original flow-based research, proprietary portfolio and risk management technologies, trading optimization.

CAUTIONARY STATEMENT:

Certain words and statements in this "Management Discussion and Analysis" describing the Company's objectives, projections, estimates, expectations or predictions may be forward looking statements within the meaning of applicable securities laws and regulations and also based on numerous assumptions regarding your Company's present and future business strategies and the environment in which your Company will operate in the future. The important factors that could cause actual results, performance or achievements to differ materially from such forward – looking statements include, among others, changes in demand and supply, tax regimes, government policies or regulations, political and economic development within and outside India and other factors such as litigation etc.

MR & Associates

Company Secretaries
46, B. B. Ganguly Street
Kolkata 700012

Phone No: 2237 9517, 9831074332

SECRETARIAL COMPLIANCE CERTIFICATE

To
The Members,
M/s. Sagar International Ltd.
2, Clive Ghat Street, 2nd Floor,
Room No 8 & 9,
Kolkata- 700 001

We have examined the registers, records, books and papers of M/s. Sagar International Ltd. as required to be maintained under the Companies Act, 1956, (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended 31st March, 2013. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we 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 and 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 office of the Registrar of Companies, within the time prescribed under the Act and Rules made there under. There were no forms and returns to be filed with the Regional Director, Central Government, Company Law Board or other authorities.
3. The company, being a public limited company, has the minimum prescribed paid up capital.
4. The Board of Directors of the Company duly met 10 times respectively on 17.04.2012, 30.04.2012, 25.07.2012, 30.07.2012, 27.09.2012, 31.10.2012, 26.12.2012, 30.01.2013, 07.02.2013 and 20.03.2013 in respect of such meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The Company closed its Register of Members from 24.08.2012 to 31.08.2012 (both days inclusive) during the Financial Year.
6. The Annual General Meeting for the financial year ended on 31st March, 2012 was held on 31st August, 2012 after giving due notice to the members of the company and the resolution passed there at were duly recorded in Minutes Books maintained for the purpose.
7. No Extra Ordinary General Meeting(s) was/were held during the financial year.
8. As per the information given to us the Company has not advanced any loans to its directors or persons or firms or companies referred to under section 295 of the Act.
9. The Company has not entered into any contracts specified in section 297 of the Act during the financial year.



10. The Company has made necessary entries in the Register maintained under section 301 of the Act.
11. As there were no instances 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 pursuant to Section 314 of the Act.
12. The Company has not issued any duplicate share certificates during the financial year.
13. The Company has:
 - (i) Not delivered any Certificates on allotment/ transfer/ transmission of securities during the financial year;
 - (ii) Not deposited any amount in a separate bank account, as no dividend was declared during the financial year;
 - (iii) Not posted warrants to any member of the Company as no dividend was declared during the financial year;
 - (iv) Informed to us that the rules of unpaid dividend are not applicable to the company.
 - (v) Duly complied with the requirements of section 217 of the Act.
14. The Board of Directors of the company is duly constituted and there was no resignation/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 agent(s) during the financial year.
17. The company 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.
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 during the financial year.
20. The Company has not bought back any shares during the financial year.
21. There was no redemption of preference shares or debentures during the financial year.
22. There were no transactions necessitating the Company to keep in abeyance rights to dividend, right shares and bonus shares pending registration of transfer of shares.
23. As per the information and explanations given to us the Company has not invited/accepted any deposit including any unsecured loans falling within the purview of section 58A and 58AA of the Act read with the Companies (Acceptance of Deposit) Rules, 1975 the applicable directions issued by the Reserve Bank of India/any other authority during the financial year.
24. The provisions of section 293(1)(d) are not applicable to the Non-Banking Finance Company.



25. The Company has not made any loans and advances or given guarantees or provided securities to other bodies corporate in compliance with the provisions of the Act during the financial year as per the information given, although the company is a Non-Banking Financial Company.
26. The Company has not altered the provisions of the Memorandum of Association 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 of Association 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 of Association 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. There was/were 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. The Company has not deducted any contribution towards Provident Fund during the financial year as the provisions of the same are not applicable as per the information given to us.

Place: Kolkata
Date: 30th May, 2013

For MR & Associates
Company Secretaries



Partner
C.P. No. : 2554



ANNEXURE- 'A'

Registers and Records as maintained by the Company

1. Register of member u/s. 150
2. Index of member u/s. 151
3. Register of transfer
6. Register of Directors, Managing Director u/s. 303
7. Register of Directors shareholding u/s. 307
8. Register of Directors Attendance
9. Minute Book of Directors & Members u/s.193
10. Register of Contracts u/s. 301
11. Register of Loans & Investments u/s. 372A
12. Register of Fixed Assets

ANNEXURE-'B'

Forms and Returns as filed by the Company with the Registrar of Companies, during the financial year ended on 31st March 2013.

Sl. No.	Form No./ Return	Filed u/s	For filed on	Filed in Due Date	Additional Filling Fees Paid
1.	Form 66	383A	For 31.03.2013 A.G.M. held on 31.08.2012 filed on 07.09.2012	Yes	No
2.	Form 23AC /ACA	220	For 31.03.2013 A.G.M. held on 31.08.2012 filed on 26.10.2012	Yes	No
3.	Form 20B	159	For 31.03.2013 A.G.M. held on 31.08.2012 filed on 18.09.2012	Yes	No





DANGI JAIN & COMPANY
CHARTERED ACCOUNTANTS

4, N. S. ROAD
1ST FLOOR
KOLKATA – 700001
PH : 2230-4469/6914

INDEPENDENT AUDITORS' REPORT
To the members of
SAGAR INTERNATIONAL LIMITED
For the Year ended 31st March, 2013

Report on the Financial Statements

We have audited the accompanying financial statements of **SAGAR INTERNATIONAL LIMITED** which comprise the Balance Sheet as at 31st March, 2013, the statement of Profit & Loss and Cash Flow Statements 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, 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. 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.

Auditors' 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 auditors' 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.



Contd...P/2



DANGI JAIN & COMPANY
CHARTERED ACCOUNTANTS

4, N. S. ROAD
1ST FLOOR
KOLKATA – 700001
PH : 2230-4469

: 2 :

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements subject to significant accounting policies and other Notes thereon give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India :-

- a. In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March 2013,
- b. in the case of the statement of Profit & Loss of the "Profit" of the Company for the year ended 31st March, 2013 and
- c. In the case of 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 (Auditors' 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 :
 - i) 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;
 - ii) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of the books;
 - iii) The Balance Sheet, Statement of Profit & Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - iv) In our opinion, the Balance Sheet, Statement of Profit & Loss and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956.
 - v) On the basis of written representation 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 director in terms of Clause (g) of Sub-section (1) of Section 274 of the Companies Act, 1956.





DANGI JAIN & COMPANY
CHARTERED ACCOUNTANTS

4, N. S. ROAD
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: 3 :


- vi) 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

For Dangi Jain & Company
Chartered Accountants
Firm Registration No. 308108E



Kolkata

Dated : the 30th day of May, 2013


(S. K. Dangi)

Partner

Membership No. 12529



DANGI JAIN & COMPANY
CHARTERED ACCOUNTANTS

4, N. S. ROAD
1ST FLOOR
KOLKATA – 700001
PH : 2230-4469/6914

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

To the members of

SAGAR INTERNATIONAL LIMITED

Referred to Para I of our Report on Other Legal and Regulatory Requirements

For the Year ended 31st March, 2013

- 1
 - a) The Company has maintained proper records showing full particulars including Quantitative details and situation of its Fixed Assets.
 - b) During the year, the management has physically verified the fixed assets of the company. The discrepancies noticed on such verification were not material and have been properly dealt with in the books of account.
 - c) The company has not disposed off any fixed assets during the year.
- 2 The Company does not have any inventory and as such clauses 4(ii)(a), 4(ii)(b) and 4(ii)(c) of the Order are not applicable to the Company.
- 3
 - a) The company has not granted loan to any party covered in the register maintained under section 301 of the Companies Act, 1956.
 - b) The company has taken loans from four parties covered in the Register maintained under section 301 of the Companies Act, 1956 aggregating to Rs. 51.00 lacs, maximum balance outstanding at any time during the year and closing balance of such loan as on 31st March, 2013 were Rs. 51 lacs and Rs. Nil respectively.
 - c) As per information and explanations given by the management, the rate of interest and other terms and conditions on which loans have been taken from companies and other parties are not, prima facie, prejudicial to the interest of the company.
 - d) There is no overdue amount of loan taken from the companies and other parties listed in the register maintained under section 301 of the Companies Act, 1956.
- 4 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 the nature of its business for service rendered. Further on the basis of our examination of the books and records of the company and according to the information and explanations given to us, we have neither come across nor have been informed of any continuing failure to correct major weakness in the aforesaid internal control procedures.
- 5
 - a) Based on the audit procedures applied by us and according to the information and explanations provided by the management, we are of the opinion that the transactions that need to be entered into the register maintained under Section 301 of the Act have been so entered.





DANGI JAIN & COMPANY
CHARTERED ACCOUNTANTS

4, N. S. ROAD
1ST FLOOR
KOLKATA – 700001
PH : 2230-4469/6914

: 2 :

- b) In our opinion and according to the information & explanations given to us, no transaction has been made in pursuance of contracts or arrangements entered in to the register maintained under section 301 of the Act exceeding the value of Rupees five lacs in respect of any party during the year.
- 6 In our opinion and according to the information and explanations given to us, the company has not accepted deposits from the public and therefore, the directives issued by the Reserve Bank of India and the provisions of section 58A and 58AA of the Companies Act, 1956 and Rules thereunder are not applicable to the company.
- 7 The Company does not have formal internal audit. However internal control system commensurate with its size and the nature of its business.
- 8 The Central Government has not prescribed the maintenance of Cost Records under clause (d) of Sub-section (1) of Section 209 of the Companies Act, 1956.
- 9 a) In our opinion and according to the information and explanations given to us, the company is generally regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Custom Duty, Service Tax, Excise Duty, Cess and any other statutory dues with the appropriate authorities where applicable. There are no arrears of aforesaid statutory dues as at the last day of the financial year and outstanding for a period of six months from the date they became payable.
- b) There are no cases of non deposit with appropriate authorities of disputed dues of Sales Tax, Income Tax, Custom Duty, Wealth Tax, Excise Duty, Service Tax and Cess.
- 10 The company has no accumulated losses at the end of the financial year and it has not incurred cash losses in the financial year under report but incurred cash losses in the immediately preceding financial year.
- 11 The company has not borrowed money from banks or financial institutions or against debenture and hence the question of default in payment of dues does not arise.
- 12 The company has not granted any loans and advances on the basis of Security by way of pledge of shares, debentures and other securities.
- 13 The provisions of any Special Statute applicable to Chit Fund, Nidhi or Mutual Benefit Fund / Societies are not applicable to the Company.
- 14 In respect of dealing or trading in shares, securities, debentures and other investments, the company is maintaining proper records for transactions and contracts and timely entries have been made therein. The shares, Securities, Debentures and other investments are held by the company in its own name.





DANGI JAIN & COMPANY
CHARTERED ACCOUNTANTS

4, N. S. ROAD
1ST FLOOR
KOLKATA – 700001
PH : 2230-4469/6914

: 3 :

- 15 According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from banks and financial institutions.
- 16 The company has not obtained term loans during the financial year.
- 17 According to the information and explanations given to us and on an overall examination of the balance sheet of the company, in our opinion, fund raised on short term basis has not been used for long term investments. The company has not raised any fund on long term basis.
- 18 The company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under Section 301 of the Companies Act, 1956.
- 19 No debentures have been issued by the Company and hence the question of creating security in respect thereof does not arise.
- 20 During the period, the Company has not raised money by Public Issue.
- 21 During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the company, noticed or reported during the year, nor have we been informed of such case by the management.

Kolkata
Dated : the 30th day of May, 2013



For Dangi Jain & Company
Chartered Accountants
Firm Registration No. 308108E

(S. K. Dangi)
Partner
Membership No. 12529

SAGAR INTERNATIONAL LIMITED

Balance Sheet

As at 31st March 2013

	Note No.	As at 31 st March 2013 Rs.	As at 31 st March 2012 Rs.
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	35,000,000	35,000,000
(b) Reserves & Surplus	2	29,492,749	28,744,919
(2) Short Term Borrowings	3	7,043	-
(3) Current Liabilities			
(a) Other Current Liabilities	4	353,729	114,179
(b) Short Term Provisions	5	58,900	32,843
Total		64,912,422	63,891,941
II ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets			
Tangible Assets	6	497,133	689,676
(b) Non Current Investments	7	6,201,427	9,815,473
(c) Deferred Tax Assets (net)	8	9,978,750	10,962,700
(d) Long Term Loans & Advances	9	2,922	2,922
(2) Current Assets			
(a) Trade Receivables	10	-	3,095,969
(b) Cash & Bank Balances	11	10,156,827	25,689,072
(c) Short Term Loans and Advances	12	38,052,832	13,537,274
(d) Other Current Assets	13	22,531	98,855
Total		64,912,422	63,891,941

Notes to the Financial Statements and Significant Accounting Policies

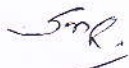
19

III The notes are an integral part of these financial statements

SAGAR INTERNATIONAL LTD
Suresh Jhanwar
Director

As per our Report attached of even date

For **Dangi Jain & Company**
Chartered Accountants
Firm Registration No. 308108E

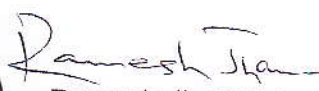

S.K. DANGI
Partner

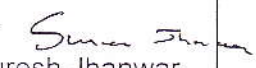
Membership No. 12529
4, N. S. Road,


Kolkata, the 30th day of May, 2013




For and on behalf of the Board


Ramesh Jhanwar
Director


Suresh Jhanwar
Director


Sagarmal Jhanwar
Director


Vikash Shraff
Director

SAGAR INTERNATIONAL LIMITED
STATEMENT OF PROFIT & LOSS
For the year ended 31st March 2013

	Note No.	For the year ended 31 st March 2013 Rs.	For the year ended 31 st March 2012 Rs.
INCOME			
Revenue from Operations	14	8,182,315	(5,312,776)
Other Income	15	(1,003,090)	2,465,735
TOTAL REVENUE		7,179,225	(2,847,041)
EXPENSES			
Employee Benefit Expenses	16	1,951,860	1,796,373
Other Expenses	17	2,824,997	2,107,132
Finance Cost	18	11,898	-
Depreciation	6	201,383	262,862
TOTAL EXPENSES		4,990,138	4,166,367
Profit/(Loss) before Tax		2,189,087	(7,013,408)
Less : Tax Expense - Current		(420,000)	-
- Deferred Tax		(983,950)	1,567,100
- Wealth Tax		(11,250)	-
Surplus/(Deficit) for the year after Taxation		773,887	(5,446,308)
Basic & Diluted Earnings per Share		0.22	(1.56)
Notes to the Financial Statements and Significant Accounting Policies	19		
The notes are an integral part of these financial statements			


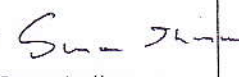
This is the Statement of Profit & Loss referred to in our Report.
For **Dangi Jain & Company**
Chartered Accountants
Firm Registration No 308108E

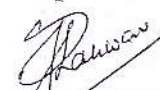

S.K. DANGI

Partner
Membership No. 12529
4, N. S. Road,
Kolkata, the 30th day of May, 2013



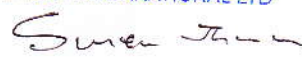
For and on behalf of the Board

 
Ramesh Jhanwar Suresh Jhanwar
Director Director


Sagarmal Jhanwar
Director


Vikash Shraff
Director

SAGAR INTERNATIONAL LTD


Director

SAGAR INTERNATIONAL LIMITED
Notes forming part of the Financial Statements

	As at 31st March 2013 Rs.	As at 31st March 2012 Rs.
1 Share Capital		
<u>Authorised</u>		
55,00,000 (previous year 55,00,000) Equity Shares of Rs. 10 each	55,00,000	55,00,000
	<u>55,00,000</u>	<u>55,00,000</u>
<u>Issued & Subscribed</u>		
35,00,000 (previous year 35,00,000) Equity Shares of Rs. 10 each	35,00,000	35,00,000
	<u>35,00,000</u>	<u>35,00,000</u>
<u>Paid-up</u>		
35,00,000 (previous year 35,00,000) Equity Shares of Rs. 10 each fully paid up in cash	35,00,000	35,00,000
	<u>35,00,000</u>	<u>35,00,000</u>

(a) Reconciliation of number of Shares

	As at 31st March, 2013		As at 31st March, 2012	
	No. of Shares	Amount (Rs.)	No. of Shares	Amount (Rs.)
<u>Equity Shares</u>				
Opening Balance	3,500,000	35,00,000	3,500,000	35,00,000
Changes during the year	-	-	-	-
Closing Balance	<u>3,500,000</u>	<u>35,00,000</u>	<u>3,500,000</u>	<u>35,00,000</u>

(b) Terms/rights attached to Equity Shares

The Company has only one class of equity share having a par value of Rs. 10 per share. Each holder of equity share is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

During the year ended 31st March, 2013, the board of directors have not proposed any dividend.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) Details of Shares held by Shareholders holding more than 5% of the aggregate Shares in the Company

	As at 31st March 2013		As at 31st March 2012	
	No. of Shares held	% held	No. of Shares held	% held
Sagarmal Suresh Kumar Pvt. Ltd.	515850	14.74%	409000	11.69%
Sagarmal Ramesh Kumar Pvt. Ltd.	378000	10.80%	378000	10.80%
S M Corporate Financial Consultants Pvt. Ltd.	385600	11.02%	347000	9.91%
Sagarmal Jhanwar	373300	10.67%	373300	10.67%
RVS Shares & Stock Broking Services Pvt. Ltd	242750	6.94%	242750	6.94%
Santi Devi Jhanwar	206800	5.91%	206800	5.91%

(d) Terms of Securities Convertible into Equity Shares

The Company has not issued any securities convertible into Equity Shares.



SAGAR INTERNATIONAL LIMITED

Notes forming part of the Financial Statements

6 Fixed Assets

Sl. No.	Particulars	COST				DEPRECIATION				NET ASSETS	
		As at 31.03.2012	Additions during the year	Sales/ Adjustments during the year	As at 31.03.2013	Upto 31.03.2012	For the year	Adjustment for Assets sold/ written off during the Year	Upto 31.03.2013	As at 31.03.2013	As at 31.03.2012
		Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	
	<u>Tangible Assets</u>										
1	Computer	2,642,553	8,840	-	2,651,393	2,370,019	109,944	-	2,479,963	171,430.38	272,534
2	Xerox Machine	123,422	-	-	123,422	102,803	2,868	-	105,671	17,751	20,619
3	Fax Machine	25,695	-	-	25,695	19,344	883	-	20,227	5,468	6,351
4	Motor Car	611,000	-	-	611,000	332,072	72,214	-	404,286	206,714	278,928
5	Air Conditioners	115,527	-	-	115,527	35,866	11,081	-	46,947	68,580	79,661
6	Refrigerator	42,000	-	-	42,000	10,417	4,393	-	14,810	27,190	31,583
	Current Year's figures	3,560,197	8,840	-	3,569,037	2,870,521	201,383	-	3,071,904	497,133	689,676
	Previous Year's figures	3,475,264	84,933	-	3,560,197	2,607,659	262,862	-	2,870,521	689,676	



SAGAR INTERNATIONAL LIMITED

Notes forming part of the Financial Statements

As at 31st March, 2012

7 Non Current Investments

(Long Term - At Cost)
(Other than Trade Investments)

SI Name of the Company

No.	Face Value	No. of Shares	Amount Rs.	No. of Shares	Amount Rs.
Quoted Shares :					
1	Trishakti Electronics & Industries Ltd.	316937	3,151,913	315360	3,124,890
2	Spice Jet Ltd.	-	-	100000	4,590,582
		316937	3,151,913	415360	7,715,473
	Gold	1257.118	3,049,514	953.765	2,100,000
			6,201,427		9,815,473
	Market Value of Quoted Investments		5,387,929		7,589,976
	Book Value of Quoted Investments		3,151,913		7,715,473

All investments are long term Investments which have been valued at cost. The market value of the investments in shares and securities have been substantially eroded due to prevailing depressed market condition. The same being temporary in nature, in the opinion of the management, no provision for diminution of the value of Long Term Investments (Quoted) amounting to Rs. Nil, (previous year Rs. 22,35,582) has been made in the books of accounts.

Mkt Rate	Mkt Value	Diminishing Value
17.00	5387929	
	5387929	0
2961.00	3722328	
	400956	
	4123282	11232.82398

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SAGAR INTERNATIONAL LIMITED

Notes forming part of the Financial Statements

Particulars	As at 31 st March 2013 Rs.	As at 31 st March 2012 Rs.
8 <u>Deferred Tax Assets</u>		
Carried Forward Business Loss & Depreciation	9,965,000	10,966,000
Difference in the tax and books written down value of Fixed Assets	13,750	(3,300)
	9,978,750	10,962,700
9 <u>Long Term Loans & Advances</u>		
[Unsecured and Considered Good]		
Security Deposit	2,922	2,922
	2,922	2,922
10 <u>Trade Receivables</u>		
[Unsecured and Considered Good]		
Outstanding for a period more than six months from the date they are due for payment		3,095,969
Others	-	-
	-	3,095,969
11 <u>Cash and Bank Balances</u>		
<u>Cash and Cash Equivalents</u>		
(a) Balance with Scheduled Bank		
on Current Account	883,315 ✓	4,567,468
on Fixed Deposit Account	9,000,000	21,008,000
(b) Cash on Hand [As certified]	273,511 ✓	113,604
	10,156,827	25,689,072



SAGAR INTERNATIONAL LIMITED

Notes forming part of the Financial Statements

Particulars	As at 31 st March 2013 Rs.	As at 31 st March 2012 Rs.
12 <u>Short Term Loans & Advances</u> [Unsecured and Considered Good]		
Unsecured Loans (Partly Confirmed)	23,559,729	13,137,301
Advances [Recoverable in cash or in kind for value to be received pending adjustments]	-	51
Prepaid	4,081	-
Advance against Properties	14,282,481	-
Advance Income Tax (Net of Provisions)	206,541	399,922
	38,052,832	13,537,274
13 <u>Other Current Assets</u> Interest Receivable	22,531	98,855
	22,531	98,855



SAGAR INTERNATIONAL LIMITED

Notes forming part of the Financial Statements

Particulars	For the Year ended 31 st March 2013	For the Year ended 31 st March 2012
	Rs.	Rs.
14 Revenue from Operations		
Interest :		
On Loan (Gross- Tax deducted at source Rs. 1,70,198, Previous year Rs. 1,11,470)	1,812,711	1,287,719
On Term Deposit (Gross- Tax deducted at source Rs. 99482, Previous year Rs. 1,70,034)	994,818	1,700,338
Derivative Profit	5,374,786	(8,351,232)
Commission Received	-	50,399
	8,182,315	(5,312,776)
15 Other Income		
Dividend	75	-
On Long Term Investments		
Net Gain on Sale of Investments	(1,003,165)	-
- Long Term Capital Gain	-	1,628,998
- Short Term Capital Gain	-	821,642
Fluctuation of Foreign Currency	-	15,095
Miscellaneous Income	-	
	(1,003,090)	2,465,735



SAGAR INTERNATIONAL LIMITED

Notes forming part of the Financial Statements

Particulars	For the Year ended 31 st March 2013 Rs.	For the Year ended 31 st March 2012 Rs.
16 Employee Benefit Expenses		
Salaries & Allowances	1,216,600 ✓	1,042,800
Directors Remuneration	720,000 ✓	720,000
Staff Welfare Expenses	15,260 ✓	33,573
	1,951,860	1,796,373
17 Other Expenses		
Travelling & Conveyance (Certified by management)	1,189,430	979,217
Printing & Stationery	2,529	11,658
Rent	14,400 ✓	14,400
Vehicle Maintenance	107,427 ✓	123,161
Keymen Insurance	595,707 ✓	595,707
Auditors' Remuneration :		
For Audit Fee	23,820 ✓	15,169
For Certification Fee	6,180 ✓	8,386
Repairs & Maintenance	54,635 ✓	43,958
Postage, Telegram & Telephones	170,140 ✓	183,028
Legal & Professional Charges	8,988 ✓	14,500
General Expenses	62,273	52,304
Insurance	868 ✓	-
Demat Charges	1,878	10,864
Tender Fee (Net)	145,730	-
Filing Fee	2,000	3,000
Bank Charges	11,027	21,079
Advertisement	6,520 ✓	6,240
Listing Fee	11,798	11,581
Share Registrars' Fee	11,236	11,030
Donation	250,000 ✓	-
Rates & Taxes	-	1,850
Balances Written Off	139,553	-
Prior Period Expenses	8,859	-
	2,824,997	2,107,132
18 Finance Cost		
Interest Expense		
To Bodies Corporate	7,825	-
To Bank	4,073	-
	11,898	-



SAGAR INTERNATIONAL LIMITED
Notes forming part of the Financial Statements

NOTE 19

A Significant Accounting Policies & Practices

- i) **Basis of Preparation**
These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. These financial statements have been prepared to comply in all material aspects with the accounting standards notified under section 211(3C) [Companies (Accounting Standards) Rules, 2006, as amended] and other relevant provisions of the Companies Act, 1956. All the assets and liabilities have been classified as current or non current as per the company's normal operating cycle and other criteria set out in schedule VI of the Companies Act, 1956. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the company has ascertained its operating cycle to be less than 12 months
- ii) **Fixed Assets :**
Fixed Assets are stated at original cost which includes expenditure incurred in acquisition and installation and other related expenses.
- iii) **Depreciation :**
Depreciation on Assets has been provided on written down value method as prescribed in the schedule XIV of the companies Act, 1956.
- iv) **Investments**
Long-term investments and current maturities of long-term investments are stated at cost less provision for other than temporary diminution in value. Current investments, except for current maturities of long term investments, are stated at the lower of cost and fair value, determined on a portfolio basis.
- v) **Retirement Benefits & Leave Salary :**
Retirement benefits to the employees of the Company are not applicable during the year under review. The same will be provided as and when become due. Leave encashment for the year is paid within the year.
- vi) **Revenue Recognition**
The Company maintains its accounts on accrual basis, except otherwise stated.
- vii) **Expenses :**
Material known liabilities are provided on the basis of available information /estimates.
- viii) **Foreign Exchange Transaction :**
a) Transaction in foreign currency relating to (a) imports are recorded at the exchange rate prevailing at the time of such transaction. (b) Exports are recorded at the realised value as certified by the banks, however exports for which Exchange sale forward contracts have been entered into with the banks are recorded at the respective forward contract value.
b) Realised gains/losses on foreign exchange transaction are recognised in the Statement of Profit and Loss at the time of actual realisation of gains/losses.
c) Unrealised exports, commission and unexpired foreign letter of credit are recorded at the exchange rate prevailing at the close of the year. However, unrealised exports for which exchange sale forward contracts have been entered into with the banks are recorded at the respective forward contract value.
- ix) **Income Tax**
Provision is made for income tax liability estimated to arise on the results for the year at the current rate of tax in accordance with the Income Tax Act, 1961.
Deferred Income Tax is provided, using the liability method, on all temporary differences at the Balance Sheet date between the tax basis of assets and liabilities and their carrying amounts for financial reporting purpose.
Deferred tax assets are recognised only to the extent that there is a reasonable certainty that sufficient future taxable profits will be available against which such deferred tax assets can be realised.
Deferred Tax Assets and Liabilities are measured using the tax rates and the tax laws that have been enacted or subsequently enacted at the Balance Sheet date.
- x) **Impairment:**
Impairment of cash generating units/assets is ascertained and considered where the carrying cost exceeds the recoverable amount being the higher of net realisable amount and value in use.
- xi) **Contingent Liabilities :**
Contingent liabilities are disclosed by way of notes on accounts.



SAGAR INTERNATIONAL LIMITED

Notes forming part of the Financial Statements for the year ended 31st March 2013

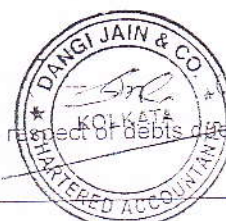
		As at 31st March,	
		2013	2012
		Rs.	Rs.
B Other Informations			
i)	Expenditure in Foreign Currency :		
	Travelling Expenses	926,540	659,100
	Bank Charges		14,320
	Cost of Computer		67,713
	Tender Fee	34,081	-
ii)	Earnings in Foreign Exchange :		
	Commission Received		50,399
	Miscellaneous Receipt		8,333
	Reimbursement of Tender Fee	137,932	96,762
iii)	Dividend has been accounted for on cash basis.		
iv)	In the opinion of the Board, the current assets, loans and advances are approximately of value stated, if realised in the ordinary course of business. The provision for all known liabilities is adequate and not in excess of the amount reasonably necessary		
v)	Related party disclosure in accordance with the Accounting Standard 18 issued by the Institute of Chartered Accountants of India. (Related parties and nature of relationship are as certified by the management and relied upon by the auditors).		

Associate Companies	:	Sagarmal Suresh Kumar Pvt. Ltd.
	:	Sagarmal Ramesh Kumar Pvt. Ltd.
	:	Rvs Shares & Stock Broking Serv. Pvt. Ltd.
	:	S. M. Corporate Financial Consultants Pvt. Ltd.
Key Management Personnel	:	Sri. Ramesh Jhanwar -Director
	:	Sri. Suresh Jhanwar -Director
Relative of Key Management Personnel	:	Smt. Santi devi Jhanwar
	:	Ramesh Jhanwar (HUF)

a) Transactions taken place during the year with related parties:

Nature of transaction	Associate Companies	Key Management Personnel	Relative of Key Management Personnel	Total
		Rs.	Rs.	Rs.
Loans & Advances taken	2,200,000	2,900,000		5,100,000
	(400,000)	(—)	(—)	(400,000)
Loans & Advances refunded (taken)	2,200,000	2,900,000		5,100,000
	(403,255)	(—)	(—)	(403,255)
Interest Paid	7,825			7,825
	(—)	(—)	(—)	(—)
Rent Paid	---	---	14,400	14,400
	(—)	(—)	(14,400)	(14,400)
Directors' Remuneration	---	720,000	---	720,000
	(—)	(720,000)	(—)	(720,000)
Outstanding Balances				
At beginning of the year				
Loans & Advances taken	---	---	---	-
	(3,255)	(—)	(—)	(3,255)
Outstanding Balance				
At the end of the year				
Loans & Advances taken	7,043	---	---	7,043
	(—)	(—)	(—)	(—)

b) Amount written off or written back or provision for doubtful debts in respect of debts due from or to related parties is Rs. Nil (Previous Year Rs. Nil).



SAGAR INTERNATIONAL LIMITED

Notes forming part of the Financial Statements for the year ended 31st March 2013

Disclosure in Respect of Material Related party transaction during the year :

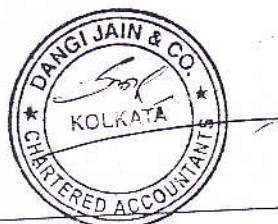
- i) Loan taken during the year from Sri. Ramesh Jhanwar - Director Rs. 12,00,000 (previous year Rs. Nil), Sri. Sagarmal Jhanwar - Director Rs. 17,00,000 (previous year Rs. Nil), M/s. S M Corporate Financial Consultants Pvt. Ltd. Rs. Nil (previous year Rs. 4,00,000), M/s. RVS Shares & Stock Broking Services Pvt. Ltd. Rs. 17,00,000 (previous year Rs. Nil) and M/s. Sagarmal Ramesh Kumar Pvt. Ltd. Rs. 5,00,000 (previous year Rs. Nil).
- ii) Repayment of loan taken during the year to Sri. Ramesh Jhanwar - Director Rs. 12,00,000 (previous year Rs. Nil), Sri. Sagarmal Jhanwar - Director Rs. 17,00,000 (previous year Rs. Nil), M/s. S M Corporate Financial Consultants Pvt. Ltd. Rs. Nil (previous year Rs. 4,00,000), M/s. RVS Shares & Stock Broking Services Pvt. Ltd. Rs. 17,00,000 (previous year Rs. Nil) and M/s. Sagarmal Ramesh Kumar Pvt. Ltd. Rs. 5,00,000 (previous year Rs. Nil).
- iii) Outstanding balance of loan taken at the beginning of the year from M/s. S M Corporate Financial Consultants Pvt. Ltd. Rs. Nil (previous year Rs. 1,036) and M/s. RVS Shares & Stock Broking Services Pvt. Ltd. Rs. Nil (previous year Rs. 2,219).
- iv) Outstanding balance of loan taken at the end of the year from M/s. RVS Shares & Stock Broking Services Pvt. Ltd. Rs. 7,043 (previous year Rs. Nil).
- v) Interest paid to M/s. RVS Shares & Stock Broking Services Pvt. Ltd. Rs. 7825 (previous year Rs. Nil).
- vi) Directors Remuneration paid to Sri Ramesh Jhanwar Rs. 3,60,000 (previous year Rs. 3,60,000), & Sri. Suresh Jhanwar Rs. 3,60,000, (previous year Rs. 3,60,000).
- vii) Rent Paid to Smt. Santi Devi Jhanwar - Relative of Director Rs. 14,400 (previous year Rs. 14,400).

vi) **Earnings per Share**

The numerators and denominators used to calculate Basic and Diluted Earnings per share :

	2012-13	2011-12
Profit attributed to the shareholders	Rs. 773,887	(5,446,308)
Equity Shares outstanding at the beginning of the year	No. 3,500,000	3,500,000
Equity Shares issued during the year	No. -	-
Equity Shares outstanding at the end of the year	No. 3,500,000	3,500,000
Nominal Value of Shares	Rs. 10	10
Basic/Diluted Earnings per share	Rs. 0.22	(1.56)

- vii) Travelling & Conveyance Expenses include Directors' travelling expenses Rs. 11,73,122, (Previous year Rs. 8,94,183).
- viii) Directors remuneration include payment of Salaries & Allowances to Whole Time Directors Rs. 7,20,000 (previous year Rs. 7,20,000)
- ix) Keymen Insurance Rs. 5,95,707 (previous year Rs. 5,95,707) is for the payment of insurance for whole time directors.
- x) Contingent liabilities and Commitments
(To the extent not provided for)
 - i) Contingent liabilities Rs. Nil (previous year Rs. Nil)
 - ii) Commitments Rs. 1,73,49,450 , (previous year Rs. Nil). Advance there against Rs.1,42,82,481 , (previous year Rs. Nil)



SAGAR INTERNATIONAL LIMITED

Notes forming part of the Financial Statements for the year ended 31st March 2013

xi Segment reporting :

- i) Segment have been identified as per accounting standards as per segment reporting (As 17) taking into account the organization structure as well as differential risks and returns of these segments.
- ii) The company has disclosed Investment, Finance and Commission as primary segment.
- iii) The Company has secondary segment (geographical segmen) which being insignificant is not disclosed.
- iv) Fixed assets used in company's business or liabilities contracted have not been identified to any of the reportable

Primary Segment Information :


Rupees in Lakh

	2012 - 2013		2011 - 2012		
	Investment	Total	Investment	Commission	Total
	Rs.	Rs.	Rs.	Rs.	Rs.
Revenues	71.79	71.79	46.32	8.72	55.04
Identifiable Operating Expenses	49.90	49.90	90.31	14.92	105.23
Segmental Operating Income	21.89	21.89	-43.99	-6.20	-50.19
Unallocable Expenses		0.00			19.94
Total Profit/Loss before tax		21.89			-70.13
Less: Taxes (Income Tax, Wealth Tax & Deferred Tax)		-14.15			15.67
Net Profit after taxes		7.74			-54.46

- xii Previous year's figures have been rearranged, recast, restated and reclassified to confirm this year's classification wherever considered necessary.

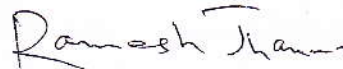

As per our Report attached of even date


For **Dangi Jain & Company**
Chartered Accountants
Firm Registration No. 308108E


S.K. DANGI
Partner
Membership No. 12529
4, N. S. Road
Kolkata, the 30th day of May, 2013



For and on behalf of the Board

 
Ramesh Jhanwar Suresh Jhanwar
Director Director


Sagarmal Jhanwar
Director


Vishal Shraff
Director

SAGAR INTERNATIONAL LTD.

P.A.No.: AABCC3265D

Date of Incorporation : 18.05.1993

F.Y. 2012-13

Assessment Year : 2013-14

COMPUTATION OF TOTAL INCOME

INCOME FROM BUSINESS

Net Profit Before Tax as Per Profit & Loss a/c

2,189,087

Add: Disallowed / Considered Separately :

- Depreciation as per Companies Act

201,383

- Long Term Capital Loss

1,003,165

1,204,548

3,393,635

Less: Disallowed / Considered Separately :

- Depreciation u/s 32 of Income Tax Act

143,489

143,489

3,250,146

TOTAL INCOME

3,250,146

ADJUSTED WITH C/F LOSSES

3,250,146

-

STATEMENT OF TAXES

Tax on Normal Income

Tax on Short Term Capital Gains @ 15%

Add: Education Cess @ 3%

MAT

Net Profit Before Tax as Per Profit & Loss a/c

2,189,087

Tax

19.055%

417,131

CARRIED FORWARD LOSSES

Assessment Year	Business Loss	Speculation Loss	Short Term Capital Loss
2009 - 10	1,262,960	20,131,850	-
Less : Adjusted during the year	(1,262,960)		
2011 - 12	7,179,406	-	-
Less : Adjusted during the year	(1,987,186)		
2012 - 13	6,922,985	-	-
	12,115,205	20,131,850	-

Deferred Tax Assets

9,964,340

SAGAR INTERNATIONAL LIMITED

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

	2012 - 2013		2011 - 2012	
	Rs.	Rs.	Rs.	Rs.
A Cash Flow from Operating Activities				
Net Profit before Tax and extra-ordinary items		2,189,087		(7,013,408)
Adjustment for :				
Depreciation	201,383		262,862	
Interest/Dividend	(2,795,706)		(2,988,057)	
Profit/Loss on Sale of Investments	1,003,165		(1,628,998)	
Fluctuation of Foreign Currency	-		(821,642)	
Balances Written Back/Written off	139,553		-	
		(1,451,605)		(5,175,835)
Operating Profit before Working Capital Changes		737,483		(12,189,243)
Working Capital Changes :				
Inventories	-		-	
Trade Receivables	2,956,416		5,282,216	
Short Term Loans & Advances	(24,708,939)		1,662,244	
Other Current Assets	76,324		378,994	
Other Current Liabilities	239,550		56,743	
		(21,436,648)		7,380,197
Cash Generated from Operation		(20,699,166)		(4,809,046)
Direct Taxes Paid	(237,868)		(327,049)	
Interest Paid	(11,898)		-	
		(249,766)		(327,049)
		(20,948,932)		(5,136,095)
Cash Flow before Extra-Ordinary Items				
Extra-Ordinary Items		-		-
		(20,948,932)		(5,136,095)
Net Cash from Operating Activities				
B Cash Flow from Investing Activities :				
Purchase of Fixed Assets	(8,840)		(84,933)	
Sale of Fixed Assets	-		-	
Acquisitions of Companies	-		-	
Purchase of Investments	(976,536)		(10,008,739)	
Sale of Investments	3,587,417		15,861,852	
Long Term Loans & Advances	-		(2,922)	
Other Non Current Assets	-		-	
Interest Received	2,807,529		2,988,057	
Dividend Received	75		-	
		5,409,645		8,753,315
Net Cash used in Investing Activities		(15,539,288)		3,617,220



Contd. 2

: 2 :

	2012 - 2013		2011 - 2012	
	Rs.	Rs.	Rs.	Rs.
Brought Forward		(15,539,288)		3,617,220
C Cash Flow from Financing Activities:				
Proceeds from Long Term Borrowings	-		-	
Proceeds from Short Term Borrowings	7,043		(3,255)	
Net Cash used in Financing Activities		7,043		(3,255)
		<u>(15,532,245)</u>		<u>3,613,965</u>
Net increase in Cash and Cash Equivalents				
Cash and Cash equivalents at the beginning of the year	25,689,072		22,075,107	
Cash and Cash equivalents at the end of the year	<u>10,156,827</u>	<u>(15,532,245)</u>	<u>25,689,072</u>	<u>3,613,965</u>

This is the Cash Flow Statement referred to in our report of even date.


For DANGI JAIN & COMPANY
Firm Registration # 308108E
Chartered Accountants,

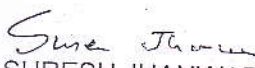


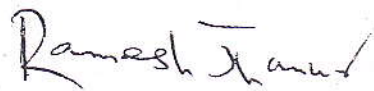
(S. K. DANGI)
Partner.

Membership # 12529
4, N. S. Road,
Kolkata, the 30th day of May, 2013.





SAGARMAL JHANWAR
Director


SURESH JHANWAR
Director


RAMESH JHANWAR
Director


VIKASH SHRAFF
Director

SAGAR INTERNATIONAL


Director

SAGAR INTERNATIONAL LIMITED

CORPORATE GOVERNANCE REPORT FOR THE YEAR 2012-2013

(As required under Clause 49 of the listing Agreements entered into with the Stock Exchanges)

1) COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The Company's philosophy on Corporate Governance refers to professional system of management lending to efficient conduct of business. The comprises transparency and accountability with the objective of serving the best interest of all the stakeholders- shareholders, customers, lenders, employees, government and society. The Company will continue to focus its resources, strengths and strategies to achieve its vision of becoming a truly Global Company, while upholding the core value of transparency, integrity, honesty and accountability, which are fundamental to the Sagar Group.

2) BOARD OF DIRECTORS:

The Board consists of 6 Directors as on 31st March, 2013 and the composition of the non-executive is more than 50% of the total Number of Directors. Chairman is the Executive Director. None of the Directors of the Board is a member of more than 10 committee and also chairman of more than 5 committee in any company (as per Clause 49 (i)(c)(ii)) across all the Companies in which he is a Director. All the directors have made requisite disclosures regarding Committee position held by them in other Companies.

The names and categories of Directors on the Board, their attendance at Board Meetings during the year and at the last Annual General Meeting and also the number of Directorships and Committee Memberships held by them in other Companies are given below:

Name	Category	No. of Board Meetings attended during 2012-13		Whether attended AGM held on 31 st August, 2012	No. of Directorships in other Indian Public Companies*		*No of Committee positions held in other Indian Public Companies**	
		Held	Attended		Chairman	Member	Chairman	Member
Suresh Jhanwar (Chairman)	Non-Independent Executive	10	10	Yes	1	4	-	-
Ramesh Jhanwar	Promoter Non-Independent Executive	10	10	Yes	3	1	-	-
Vikash Shraff	Independent Non-Executive	10	10	Yes	-	6	-	2
Sudhanshu Goswami	Independent Non-Executive	10	7	Yes	-	-	-	2
Tarun Daga	Independent Non-Executive	10	10	Yes	-	4	2	1
Sagarmal Jhanwar	Independent Non-Executive	10	10	No	-	7	-	-

**Represents Chairmanships/Memberships of Audit Committee, Shareholder's/Investors' Grievance Committee.

The Board of Directors met 10 (Ten) times during the year on the following dates:

17.04.2012, 30.04.2012, 25.07.2012, 30.07.2012, 27.09.2012, 31.10.2012, 26.12.2012, 30.01.2013, 07.02.2013 and 20.03.2013



The information as required under Annexure 1 to Clause 49 is made available to the Board. Sri Sagarmal Jhanwar and Sri Tarun Daga are liable to retire by rotation and being eligible offer themselves for reappointment. Information as required under Clause 49(VI) of the listing Agreement is annexed to the Notice of the Annual General Meeting.

Code of Conduct and Ethics:-

The company has adopted the Code of Conduct for the Executive Directors, Senior management Personnel and other executives of the Company. The company has received confirmation from the Executives Directors and the senior persons in regarding the compliance of the code of Conduct.

CEO / CFO Certification :-

The Managing Director and Chief Financial Officer of the Company have given a certificate to the Board of Directors as prescribed for due compliance under clause 49(V) of the Listing Agreement for the year ended 31st March, 2013.

3) AUDIT COMMITTEE:

The Company has an independent Audit Committee. The composition, role/functions of the committee comply with the requirements of Section 292A of the Companies Act, 1956 and Clause 49 (II) (A) of the Listing Agreement. The chairman of audit Committee is an independent Director.

The Scope of the activities of the Audit Committee is as set out in Clause 49 of the listing Agreement with the Stock Exchanges. The Terms of Reference of the Audit Committee have been narrated as under.

1. Overseeing of the company's financial reporting process and disclosures of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending the appointment and removal of external auditor, fixation of audit fees and also approval for payment for any other services.
3. Reviewing with Management the Annual Financial Statements before submission to the Board.
 - Any Changes in accounting policies and practices;
 - Major accounting entries based on exercise of judgment by management;
 - Qualification in draft audit report;
 - Significant adjustments arising out of audit;
 - The going concern assumptions;
 - Compliance with Accounting Standards;
 - Compliance with Stock Exchange and legal requirements concerning financial statements;
 - Any related party transaction that may have a potential conflict with the interest of the company at large.
4. Reviewing with the Management, External and Internal Auditors, the adequacy of internal control systems.
5. Reviewing the adequacy of Internal Audit function, including the structure of the Internal Audit Department.
6. Discussion with Internal Auditors on any significant finding & follow up thereon.
7. Reviewing the Company's financial and risk management policies.



The composition of the Audit Committee and the details of meetings attended by the Directors are given below:

Name of Members	Category	No. of Meetings attended during the year 2012-13
Tarun Daga (Chairman)	Non Executive, Independent	6
Sudhanshu Goswami	Non Executive, Independent	6
Vikash Shraff	Non Executive, Independent	6

The necessary quorum was present at the meeting.

Chairman of the Audit Committee, Mr. Tarun Daga was present at the Annual General Meeting as held on 31.08.2012. Audit Committee Meeting are attended by the Chairman. The Statutory Auditor and Executive Directors / Financial Chief Officer are invited to the meetings as and when required.

Meeting of the Committee

Six Audit Committee Meetings were held during the Year 2012-13. The dates on which the said meetings were held are 30.04.2012, 30.07.2012, 27.09.2012, 31.10.2012, 31.01.2013 and 20.03.2013.

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

4) REMUNERATION COMMITTEE:

As this being a Non-mandatory requirement, Remuneration Committee was formed. Remuneration, if any, paid to Directors of the Company are approved by the Board of Directors in their duly convened Meeting.

Remuneration, if any, paid to Directors of the Company are approved by the Board of Directors in their duly convened Meeting.

Remuneration Committee constitute of three non-executive directors namely Mr. Tarun Daga, Mr. Vikash Shraff & Mr. Sudhanshu Goswami (Chairman). One Remuneration committee meeting was held on 07/06/2012 & was attended by all the members.

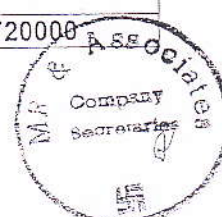
Terms of reference

The board term of reference of the Remuneration Committee are enumerated hereunder:

- To recommend to the board appointment / reappointment of Managing / Whole Time Director, retirement benefits to be paid to the MD and WTDs under retirement benefit guidelines adopted by the Board.
- To finalize the prequisites package within the overall ceiling fixed by the Board.
- To recommend to the Board salary (including annual increments), perquisites and commission to be paid to the Company's Managing / Whole Time Directors.

a) Details of Remuneration paid to Directors during the year 31st March, 2013 are as follows:

(Rupees)			
Category	Name and Term of Service	Salary	Total
Executive Director	Ramesh Jhanwar	360000	360000
	Suresh Jhanwar	360000	360000
Total			720000



Remuneration Policy:

Remuneration of employee largely consists of basic remuneration, perquisites and performance incentives.

The Committee also takes into consideration and ensures the compliance of the provisions under Schedule XIII of the Companies Act, 1956 for appointing and fixing remuneration of Managing Director and other Whole Time Directors.

(5) SHARE HOLDER'S / INVESTOR GRIEVANCE COMMITTEE:

The Company has formed a Share Transfer & Investors' / Shareholders Grievance Committee with the following terms of reference:

Ensure redressal of the shareholders and investors complaints relating to transfer of shares, non-receipt of balance sheet and any other related matters.

The meetings of the Investors' Grievance Committee were held during the Year 2012-13. The dates on which the said meetings were held were 30.04.2012, 30.07.2012, 31.10.2012 & 30.01.2013. The STC meetings are held as and when required, usually fortnight. The composition of the Investor's Grievance Committee and details of the meetings attended by the Directors are given below:-

Name of Members	Category	No. of meetings attended during the year 2012-13.
Mr. Tarun Daga (Chairman)	Non-Executive Independent	4
Mr. Sudhanshu Goswami	Non-Executive Independent	4
Mr. Vikash Shraff	Non-Executive Independent	4

Name & Designation of Compliance Officer in terms of Clause 47(a) of Listing Agreement:-

Jaydeb Pramanick --- Compliance Officer, 2 Clive Ghat Street, 2nd Floor, Kolkata-1
Phone: 91-33-2231 5592 / 3022 3076
Fax: 91-33-2230 9479
E-mail: r_jhanwar@trishakti.com

No complaints were received from Shareholders during the period under review and also no complaints /Queries and Share transfer has been pending as on 31st March 2013. All requests for dematerialization of shares as on that date were confirmed /rejected to the NSDL /CSDSL system. E mail Id earmarked for redressing Investors queries in terms of Clause 47(f) of the listing agreement is r_jhanwar@trishakti.com.

Complaints Disposal System

The Company and MCS Ltd., (Registrar & Share Transfer Agent) attended to all grievances of the investors received directly or through SEBI, Stock Exchange, Ministry of Corporate Affairs, Registrar of Companies etc. Continuous efforts are made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the investor.



6) GENERAL BODY MEETING

Location and time where the last three Annual General Meetings were held :-

Year	AGM / EGM	Venue	Day & Date	Time
2011-2012	AGM	2, Clive Ghat Street, "SAGAR ESTATE", 2 ND Floor, Room No. 8 & 9, Kolkata – 700 001	Friday 31.08.2012	11:00 A. M.
2010-2011	AGM	2, Clive Ghat Street, "SAGAR ESTATE", 2 ND Floor, Room No. 8 & 9, Kolkata – 700 001	Thursday 15.09.2011	11:00 A. M.
2009-2010	AGM	2, Clive Ghat Street, "SAGAR ESTATE", 2 ND Floor, Room No. 8 & 9, Kolkata – 700 001	Wednesday 15/09/2010	11:00 A. M.

- No Special Resolution was passed in the last three AGM.
- No special Resolutions were passed through postal ballot during the financial year 2012-2013. None of the businesses proposed to be transacted in the ensuing Annual General Meeting require passing a special Resolution through Postal Ballot.

7. DISCLOSURES:-

- Disclosures on materially significant related party transactions i.e. transactions of the company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of company at a large :

There is no material transactions with any related party which may have potential conflict with the interests of the company at large. However the Co. has annexed to the accounts a list of related parties as per Accounting Standard-18 and the transactions entered into with them.

- Details of non-compliance by the company, penalties, strictures imposed on the company by stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years : None
- Transactions with Related party are disclosed in Note No. V of the Notes of the Accounts.
- The Company does not have a formal Whistle Blower Policy. However, no person has been denied access to Audit Committee.
- The Company has a Remuneration Committee (non-mandatory) and has been complied with all the mandatory requirements of Clause 49 of the Listing Agreement.

8. MEANS OF COMMUNICATION:

a)	Whether half-yearly report sent to each household of shareholders	No.
b)	Quarterly Results (i) which newspapers normally published in ; (ii) Any web-site displayed :	Bengal Leader (English), Dainik Lipi (Bengali) No.
c)	Whether Web-site also displays official news releases	No.
d)	Whether presentations made to institutional investors or to the analysts	No.
e)	Whether MD &A is a part of Annual Report or not	Yes.



(9) GENERAL SHAREHOLDER INFORMATION

a)	AGM : Date, Time and Venue	Date: 30 th August, 2013. Time: 11 A. M. Venue: 2, Clive Ghat Street, "SAGAR ESTATE", 2 ND Floor, Room No. 8 & 9, Kolkata – 700 001
b)	Financial Calendar (tentative)	
	Financial reporting for the quarter ending June 30, 2013	End July, 2013.
	Financial reporting for the quarter ending September 30, 2013	End October, 2013.
	Financial reporting for the quarter ending December 31, 2013	End January, 2014.
	Financial reporting for the quarter ending March 31, 2014.	End May, 2014.
	Annual general Meeting for the year ending March 31, 2014	First week of September, 2014.
c)	Book closure period	From 20 th day of Aug, 2013 to 30 th day of Aug, 2013 (both days inclusive)
d)	Dividend Payment Date	The Directors have not recommended any dividend on ordinary shares for the financial Year 2012– 2013.
e)	Listing on Stock Exchanges and Stock Code The Company's securities are listed at : 1. Calcutta Stock Exchange Limited, 7 Lyons Range, Calcutta – 700 001- Code No. 10029474 2. The Delhi Stock Exchange Association Ltd., DSE House, 3/1 Asif Ali Road, New Delhi – 110002 Listing Fees for all the Stock Exchanges for 2013-2014 has been duly made, Except Delhi Stock Exchange as the stocks have not been traded since 2010.	
f)	International Securities Identification Number : INE 476C01010	

The annual custodial fees for the financial year 2013-14 have been paid to National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL).

g) Stock Market Data :

The Equity Shares of the Company were last traded in March, 2010 at a price of Rs. 42.10 per share and since then there has been no trading of the Equity Shares of the Company on the Stock Exchange. Accordingly the question of comparison of the prices of Company's shares with the broad-based indices does not arise.

h)	Registrar & Share Transfer Agents	MCS Limited 77/2A, Hazra Road, Kolkata – 700 029 Tele : 2454 1892/ 93 Fax : 2474-7674
i)	Share Transfer System	Shares lodged for transfer at the Registrar's address & are normally processed within 7-10 days from the date of lodgment, if the documents are clear in all respects. All requests for dematerialization of shares are processed and the confirmation is given to the depositories within 15 days. Senior Executives of the Company and the compliance officer are empowered to approve transfer of shares. Grievances received from Members and other miscellaneous correspondence on change of address, mandates etc. are processed by the Registrars within 15 days. The Company also offers transfer-cum-demat facility for the convenience of the investors.



j) DISTRIBUTION OF SHARE HOLDINGS AS ON 31.03.2013 :

Range of Ordinary Shares	No. of shares	% to Capital	No. of Holders	% of Holders
1 to 500	700	0.0200	2	3.2787
501 to 1000	950	0.0271	1	1.6393
1001 to 2000	1500	0.0429	1	1.6393
2001 to 3000	8700	0.2486	3	4.9180
3001 to 10000	72600	2.0743	18	29.5081
10001 to 50000	512650	14.6471	20	32.7869
50001 to 100000	592650	16.9329	8	13.1148
And Above 100000	2310250	66.0071	8	13.1148
Total	3500000	100.00	61	100.00

k) SHARE HOLDING PATTERN AS ON 31.03.2012:

Name of the Shareholder	No. of Shares Held	% Holding
Promoter	1044950	29.8557
Bodies Corporate	1522200	43.4914
FI's	--	--
Nationalised Banks	--	--
Mutual Funds	--	--
FIs	--	--
NRI and OBC	--	--
Retail Individuals	932850	26.6529
Total	3500000	100.00

l) DEMATERIALIZATION OF SHARES & LIQUIDITY:

Electronic holding by members comprises 94.51% of the paid up Equity Share Capital of the Company i.e Rs. 3,50,00,000, held through the National Securities Depository Limited (77.69%) and Central Depository Securities (India) Limited (16.82%) as on March 31, 2013.

m) OUTSTANDING GDRS/ADRS/WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY EQUITY: None.

n) PLANT AND LOCATION	NIL
o) Correspondences: General Correspondence:	REGISTERED OFFICE : 2, Clive Ghat Street, "SAGAR ESTATE", 2 ND Floor, Room No. 8 & 9. Kolkata – 700 001 Phone: 033-30223076 e-mail: r_jhanwar@trishakti.com
Investor's correspondence:	MCS Ltd. 77/2A, Hazra Road, Kolkata – 700 029 Tele : 2454-1892/1893 Fax: 2474-7674 e-mail: mcskol@rediffmail.com

Secretarial Audit

A qualified company Secretary carried out Secretarial Audit under Clause 55A of SEBI (Depositories and Participants Regulations), 1996 and Share Transfer Audit under Clause Audit under Clause 47(c) of the Listing Agreement and that the same are being filed to the Stock Exchanges quarterly and bi-annually, respectively, after being duly audited and certified.



Non Mandatory Requirements:

The Company has not adopted the non-mandatory requirements specified under the Listing Agreement.



CERTIFICATE

To,
The Members of
Sagar International Limited

We have read the Report of the Board of Directors on Corporate Governance and examined the relevant records relating to compliance of conditions of Corporate Governance by M/s. Sagar International Limited ("the Company") for the year ended on 31st March, 2013, as stipulated in Clause 49 of the listing Agreement of the said Company with the Stock Exchanges in India.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination or was limited to procedures and implementations thereof, adopted by the Company for ensuring compliance of the conditions of Corporate Governance. Our examination was neither an Audit nor was it conducted to express an opinion on the financial statements of the Company.

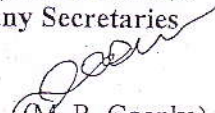
In our opinion and to the best of our information and according to the explanations given to us and on basis of our examination described above, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned listing Agreement.

We state that in respect of investor grievances not received during the year ended 31st March, 2013 and no investor grievance was pending against the Company as per the records maintained by the Shareholders / Investors' Grievance Committee of the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Kolkata, the 30th May, 2013

For M R & ASSOCIATES
Company Secretaries


(M. R. Goenka)
Partner
CP No - 2551



SAGAR INTERNATIONAL LIMITED

DECLARATION BY CEO / CFO ON CODE OF CONDUCT

I, Suresh Jhanwar, Managing Director and Goutam Sen, Chief Financial Officer of Sagar International Limited hereby certify to board that:

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

Suresh Jhanwar
Suresh Jhanwar
Managing Director

Goutam Sen
Goutam Sen
Chief Financial Officer

Kolkata, the 30th May, 2013

SAGAR INTERNATIONAL LIMITED


Declaration Regarding Compliance by Board Members and senior Management Personnel with the Code of Conduct

This is to confirm that the Company has adopted Code of Conduct for its employees including the Managing Director and Whole time Directors. In addition, the Company has adopted the Code of Conduct for Non-Executive Directors. Both these Codes are posted on the Company's website.

I confirm that the Company has in respect of the financial year ended 31st March, 2013, received from the senior management team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

For the purpose of this declaration, Senior Management Team means the Members of the Management one level below the Executive Directors as on 31st March, 2013.

Kolkata, the 30th May, 2013.


Suresh Jhanwar
Managing Director