

## INFORMATION MEMORANDUM

[In accordance with SEBI (Listing of specified securities on Institutional Trading Platform) Regulations, 2013]



### JAISUKH DEALERS LIMITED

Our Company was originally incorporated in Kolkata as "Jaisukh Dealers Private Limited" on 2<sup>nd</sup> February, 2005 under the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, West Bengal. Our Company was subsequently converted in to a public limited company and consequently name was changed from Jaisukh Dealers Private Limited to "Jaisukh Dealers Limited" vide fresh certificate of incorporation dated 8<sup>th</sup> May, 2013 issued by the Registrar of Companies, West Bengal.

**Registered office & Corporate Office:** Centre Point, 2<sup>nd</sup> floor, Room no.230, 21, Hemanta Basu Sarani, Kolkata-700001; Tel: 91-33-3028-7789; Fax: 91-33-3028-7788

Website: [www.jaisukh.com](http://www.jaisukh.com); E-Mail: [jaisukh21@yahoo.com](mailto:jaisukh21@yahoo.com)

**Contact Person & Compliance Officer:** Ms. Nisha Jain, Company Secretary & Compliance Officer;

**PROMOTERS OF THE COMPANY:** MR. KISHAN KUMAR JAJODIA, MR. PRAKASH KUMAR JAJODIA & MR. AMIT JAJODIA

This Information Document is In terms of the Chapter XC of the SEBI (ICDR) Regulations, 2009, as amended from time to time and we propose to list our Equity Shares on Institution Trading Platform (ITP) of BSE SME.

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## GENERAL

### DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates, the following terms have the meanings given below. References to statutes, rules, regulations, guidelines and policies will be deemed to include all amendments and modifications notified thereto.

In this Information Memorandum, unless the context otherwise indicates, all references to “JDL”, “the Company”, “our Company” are to Jaisukh Dealers Limited, a company incorporated in India under the Companies Act, 1956 (the “Companies Act”) with its Registered Office at Centre Point, 21, Hemanta Basu Sarani, 2<sup>nd</sup> Floor, Room no.230, Kolkata-700001. Furthermore, all references to the terms “we”, “us” and “our” are to Jaisukh Dealers Limited.

#### Company/ Industry related terms

Term	Description
Act/Companies Act	The Companies Act, 1956 and amendment thereto.
AGM	Annual General meeting
Articles/Articles of Association	Articles of Association of the Company
AS	Accounting Standard as issued by the Institute of Chartered Accountant of India
Auditor	M/s Bajoria Mayank & Associates, Chartered Accountants the statutory auditors of our Company.
Board/Board of Directors of the Company	Board of Directors of our Company i.e. Jaisukh Dealers Limited
BSE	BSE Limited
BSE-SME	SME platform of BSE Limited
Capital/ Share Capital/Equity Share Capital	Equity Share Capital of the Company
CDSL	Central Depository Services (India) Limited
DP	Depository Participant
Depository	The Depositories Act, 1996 and amendment thereto.
Equity Share(s) or Share(s)	Means the equity shares of the Company having a face value of Rs. 10/- unless specified otherwise in the context thereof.
Equity Shareholder	Means a holder of Equity Shares of Our Company
Financial Year/Fiscal/FY	Period of 12 month ended March 31 of that particular year unless stated otherwise.
ITP	Institutional Trading Platform
Memorandum/Memorandum of Association	Memorandum of Association of the Company
MBO	Multi Brand Outlets
NCS	National Chain Store
Promoter(s)	Mr. Kishan Kumar Jajodia, Mr. Prakash Kumar Jajodia, and Mr. Amit Jajodia
RBI	Reserve Bank of India
ROC	Registrar of Company, Kolkata, West Bengal
RTS	Ready to Stitch
RTW	Ready to Wear
TUFS	Technology Up gradation Fund Scheme
SEBI Regulation/ SEBI (ICDR) Regulations	The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended
T.P.	Transfer of Property Act, 1882
SEBI	Securities and Exchange Board of India

Term	Description
Stock Exchange	Shall refer to the BSE Limited where the Shares of the Company proposed to list.
WTO	World Trade Organization

#### Abbreviations

ABBREVIATION	FULL FORM
AGM	Annual General Meeting
AS	Accounting Standards issued by the Institute of Chartered Accountants of India
A.Y.	Assessment Year
B.A	Bachelor of Arts
B.Com	Bachelor of Commerce
BG/LC	Bank Guarantee / Letter of Credit
CAGR	Compounded Annual Growth Rate
C. A.	Chartered Accountant
CDSL	Central Depository Services (India) Limited
CEO	Chief Executive Officer
C.S.	Company Secretary
DP	Depository Participant
ECS	Electronic Clearing System
EGM / EOGM	Extra Ordinary General Meeting of the shareholders
EPS	Earnings per Equity Share
FY / Fiscal	Financial Year
GDP	Gross Domestic Product
GIR Number	General Index Registry Number
INR / Rs./ Rupees	Indian Rupees, the legal currency of the Republic of India
SME	Small And Medium Enterprises
M. Com.	Master of Commerce
M.E.	Master of Engineering
NAV	Net Asset Value
No.	Number
NR	Non Resident
NSDL	National Securities Depository Limited
P/E Ratio	Price/Earnings Ratio
Eqty	Equity
PAN	Permanent Account Number
RBI	The Reserve Bank of India
RBI Act	The Reserve Bank of India Act, 1934, as amended from time to time
RoC/Registrar of Companies	The Registrar of Companies, Kolkata, West Bengal
RONW	Return on Net Worth
USD/ \$/ US\$	The United States Dollar, the legal currency of the United States of America

## GENERAL INFORMATION

### JAISUKH DEALERS LIMITED

Our Company was originally incorporated in Kolkata as "Jaisukh Dealers Private Limited" on 2<sup>nd</sup> February, 2005 under the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, West Bengal. Our Company was subsequently converted in to a public limited company and consequently name was changed to "Jaisukh Dealers Limited" vide fresh certificate of incorporation dated 8<sup>th</sup> May, 2013 issued by the Registrar of Companies, West Bengal.

#### REGISTERED OFFICE:

Centre Point, 2<sup>nd</sup> floor, Room no.230  
21, Hemanta Basu Sarani,  
Kolkata-700001  
Tel: 91-33-3028-7789  
Fax: 91-33-3028-7788  
Website: [www.jaisukh.com](http://www.jaisukh.com)  
E-Mail: [jaisukh21@yahoo.com](mailto:jaisukh21@yahoo.com)

COMPANY IDENTIFICATION NUMBER: U65100WB2005PLC101510

#### ADDRESS OF REGISTRAR OF COMPANIES

Nizam Palace,  
2<sup>nd</sup> MSO Building, 2<sup>nd</sup> floor,  
234/4, A.J.C.B. Road,  
Kolkata-700020  
Tel: 033-22877390,  
Fax: 033-22903795,  
Email: [roc.kolkata@mca.gov.in](mailto:roc.kolkata@mca.gov.in)

#### BOARD OF DIRECTORS:

Our Board of Directors comprise of the following members:

NAME	DESIGNATION	DIN	ADDRESS
Mr. Kishan Kumar Jajodia	Managing Director	00674858	7, Burnt Salt Gola Lane, 6 <sup>th</sup> Floor, Howrah-711101, West Bengal, India.
Mr. Prakash Kumar Jajodia	Non-Executive Director	00633920	Ganges Garden, Block-9, Flat-G+H, 106 Kiran Chandra Singha Road, Howrah-711102, West Bengal, India.
Mr. Soumen Sen Gupta	Independent Director	02290919	19/1, Madhusudan Gupta Lane, 6 <sup>th</sup> Floor, Howrah-712222, West Bengal, India.
Mr. Somnath Gupta	Independent Additional Director	02238654	30/3 Nisith Sen Sarani, P.O. Baidyabati, Dist-Hooghly, Baidyabati-712222, West Bengal, India

For further details of Management of our Company, please refer to section titled "Our Management" on page 37 of this Information Memorandum.

#### COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Nisha Jain,  
Centre Point, 2<sup>nd</sup> floor, Room no.230

21, Hemanta Basu Sarani,  
Kolkata-700001  
Tel: 91-33-3028-7789  
Fax: 91-33-3028-7788  
Website: [www.jaisukh.com](http://www.jaisukh.com)  
E-Mail: [jaisukh21@yahoo.com](mailto:jaisukh21@yahoo.com)

#### **STATUTORY AUDITORS**

Bajoria Mayank & Associates  
19, R.N.Mukherjee Road  
Eastern Building, 1<sup>st</sup> Floor  
Kolkata-700 001  
Tel: +91 9748950623,  
**Contact Person:** Mr. Anish Kumar Bajoria  
Firm Registration No.- 327336E

#### **INVESTING MERCHANT BANKER**

**GUINNESS CORPORATE ADVISORS PVT. LTD.**  
18, Deshapriya Park Road, 2<sup>nd</sup> Floor,  
Kolkata- 700 026  
Tel: +91-33-3001 5555  
Fax: +91-33-30015531  
Email: [gmbpl@guinnessonline.net](mailto:gmbpl@guinnessonline.net)  
Website: [www.16anna.com](http://www.16anna.com)  
**Contact Person:** Ms. Alka Mishra  
SEBI Regn. No: INM 000011930

#### **REGISTRAR OF THE COMPANY**

**C B MANAGEMENT SERVICES PVT. LTD.**  
P-22, Bondel Road,  
Kolkata-700 019  
Tel: 033-40116700, 40112280, 40116692  
Fax: 033-40116739,  
Email: [rt@cbmsl.com](mailto:rt@cbmsl.com)  
Website: [www.cbmsl.com](http://www.cbmsl.com)  
**Contact Person:** Mr. T. K. Biswas  
SEBI Registration No: 001302

## **ELIGIBILITY CRITERIA**

We are an unlisted company as on date and we propose to list our Equity Shares on Institution Trading Platform (ITP) of BSE SME In terms of the Chapter XC of the SEBI (ICDR) Regulations, 2009. Our Company is eligible for the listing in terms of 106 Y and other provisions of Chapter XC of the SEBI (ICDR) Regulations, 2009.

We Confirm that

1. The name of our company, our promoters, any of our group companies or directors do not appear in the wilful defaulters list of Reserve Bank of India as maintained by Credit Information Bureau (India) Limited;
2. There is no winding up petition against the company that has been admitted by a competent court;
3. Our company, group companies or subsidiaries have not been referred to the Board for Industrial and Financial Reconstruction within a period of five years prior to the date of application for listing;
4. No regulatory action has been taken against the company, its promoter or director, by the Board, Reserve Bank of India, Insurance Regulatory and Development Authority or Ministry of Corporate Affairs within a period of five years prior to the date of application for listing;
5. The paid up capital of the company has not exceeded twenty five crore rupees in any of the previous financial years;
6. We have completed fiscal 2012-13 being one full year of audited financial statements, for the immediately preceding financial year at the time of making listing application;
7. M/s Guinness Corporate Advisors Private Limited (A SEBI Registered Merchant Banker) in accordance with Regulation 106 Y (h) (iv) of SEBI (ICDR) Regulations, 2009, as amended has conducted due diligence and invested a sum of Rs. 50 Lacs on dated 28<sup>th</sup> October, 2013 by applying 5,00,000 Equity Shares of our Company at a price of Rs. 10 Each and these shares would be under lock in for a period of Three years from the date of listing.
8. In accordance with Regulation 106 ZB of Chapter XC of the SEBI (ICDR) Regulations, 2009, Our Promoters i.e. Mr. Kishan Kumar Jajodia, Mr. Prakash Kumar Jajodia and Mr. Amit Jajodia have given their consent to lock-in 28,34,140 Equity Share representing 20.04 % of Paid up Capital of the Company.
9. We have entered tripartite depository agreement with NSDL as well as CDSL.

### **Absolute Responsibility of Jaisukh Dealers Limited**

Jaisukh Dealers Limited having made all reasonable inquiries, accepts responsibility for, and confirms that this Information Memorandum contains all information with regard to the Company, which is material, that the information contained in the Information Memorandum is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Information Memorandum as a whole or any of such information or the expression of any such opinions are intentions misleading in any material respect.

## SECTION I - BUSINESS

### DESCRIPTION OF OUR BUSINESS AND OPERATIONS

#### Description of our Business and Operations:

Our Company was originally incorporated in Kolkata as "Jaisukh Dealers Private Limited" on 2<sup>nd</sup> February, 2005 under the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, West Bengal. Our Company was subsequently converted in to a public limited company and consequently name was changed to "Jaisukh Dealers Limited" vide fresh certificate of incorporation dated 8<sup>th</sup> May, 2013 issued by the Registrar of Companies, West Bengal.

We have evolved our operations by venturing as commission agents of fabric and textile products. Later on we have expanded our operations by trading and distribution of sarees and other commodities in the textile market. We predominantly cater to Kolkata and nearby markets. We supply entire range of sarees and other dress materials and apparels and we adopt creativity, market intelligence and industry experience to select apparels to suit the dynamic needs of young generations.

Our business process can be summarized as under:-

**Identification of current market trend:** Our team headed by our management keeps a close eye on the customer preference and change in the fashion and taste of wide range of customer in textile industry

**Sourcing the material:** Based on feedback of our team, we explore the various options for sourcing the products. For identifying the vendors, we assess the various possible options on factors such as capacity, credibility in the market, quality awareness and experience. After identifying the vendors for the goods, we place purchase orders.

**Tapping the retailers:** Simultaneously with the sourcing of material, our marketing team constantly keeps in touch with retailers of saree and other fabric products and showcase its samples and collects purchase orders and build delivery schedule and process to our inventory scheduling team.

#### **Competition**

We operate in an industry which faces intense competition from established as well as unorganized players. Our competition depends on several factors which include quality, price and most importantly our pace in keeping up with the changing trends in fashion industry. Competition emerges from both organized as well as unorganized sector. Our wide range of products and core competencies provide us an edge in the competition. We propose to create awareness of our produce by conducting and participating exhibitions, fairs, education programs.

#### **Marketing Arrangement**

Our Company is primarily focused, predominately in Kolkata and adjacent territories. The marketing strategy of the company is the combination of direct marketing, using the distribution network and sales force. Conversation with retailers on an individual basis, educating them and campaigning for the company's products all the year round is part of the strategy. We support our marketing efforts with the activities at the grass root level through field work by maintaining regular contacts and meetings. We also participate regularly in exhibition and fairs being conducted at various levels.



## **Proposed Embroidery Unit**

Going forward, we would like to diversify ourselves in to manufacturing facility by setting up of an embroidery unit. As an initial step towards embroidery unit we have acquired land admeasuring Fifty seven decimals along with three storied building comprising area of 2900 sq. feet each storey situated in the district of South 24 Parganas, Pargana, Ajimabad, Bishnupur, West Bengal.

We believe that setting up an embroidery unit would leverage on the marketing exposure and contacts which we generate from our trading activities which will be useful for converting our trading clients as clients of our manufactured products. The embroidery unit would be equipped with state of art infrastructure and imported machineries.

### **Our Products:**

Our range of products consists are:

- Wide range of sarees
- Women dress materials
- Men and Women ethnic wears.
- Fabrics

Our products are mainly supplied to retailers based at Kolkata and adjacent territories. Few of our customers are listed below:

- Annpurna Enterprise, Kolkata
- Ashirwad Suppliers Pvt. Ltd, Howrah
- Barbrik Vanijya Pvt.Ltd, Kolkata
- Barbrik Vanijya Pvt.Ltd, Kolkata
- Kamal Kant Vinimay Pvt.Ltd, Kolkata
- Original Fashion Traders Pvt.Ltd, Kolkata
- Faithful Cloth Merchants Pvt.Ltd, Kolkata
- Gruff Sales Pvt.Ltd, Kolkata
- Sidhsilver Commercial Pvt.Ltd, Kolkata

### **Raw Materials:**

As present, we are engaged in trading operations hence we do not source any raw material however we source finished goods from local distributors and bulk market. For embroidery unit, the major material is Fabric. Major part of Fabric would be procured from local sources. We will obtain Cotton, Silk, Synthetic Fabrics, and Sarees, Dress Material from manufacturers and wholesalers and Distributors. The other material, which company will require, will be threads which are available in plenty.

### **Industry Segment overview:**

#### **Indian Textile Industry**

The Indian textile industry contributes about 14% to industrial production, 4 per cent to the country's gross domestic product (GDP) and 17% to the country's export earnings,. The industry provides direct employment to over 35 million people and is the second largest provider of employment after agriculture.

As per the Index of Industrial Production (IIP) data released by the Central Statistical Organisation (CSO), cotton textiles has registered a growth of 8.2 per cent, while wool, silk and man-made fibre textiles have registered a growth of 2.2 per cent while textile products including wearing apparel have registered a growth of 3 per cent.

## Indian embroidery market

The size of the Indian embroidery market is slated to be around Rs 1200 crore per annum. Realizing the huge potential of embroidery, some large players have entered the sector. Embroidery, till a decade ago, was largely in the unorganized sector, with very small units, typically with 2 and 4 embroidery machines. Today, 60 per cent of the market is accounted by the organised players and the rest of the market is accounted by the unorganized player, with very small units situated in various parts of the country. This is more a cottage industry. Therefore the company has decided to enter this vast segment.

### Intellectual Property:

Presently, we do not own any patent or trademark.

### Licenses:

Our business operations do not envisage any requirement of licenses.

### Franchisee / concessions:

As on date we do not have any franchisee. We have not entered in to any concession agreements.

### Working Capital:

Our business requires a substantial amount of working capital. In many cases, working capital is required to finance the purchase of materials before payment is received from clients, in addition to that our working capital comprises of receivables from our debtors. Our working capital requirements may increase if, in certain contracts, payment terms do not provide for advance payments to us or if payment schedules are less favorable to us.

As on 31<sup>st</sup> March, 2013, our working capital comprised of followings:

Particulars	Amount (Fiscal 2013) Rs. in Lacs
Inventories	233.81
Debtors	410.42
Cash and Bank Balances	3.57
<b>Total (A)</b>	<b>647.80</b>
<b>Less:</b>	
Creditors	424.34
Expenses & Other Liabilities	0.28
Short term provisions	6.17
<b>Total (B)</b>	<b>430.79</b>
<b>Net Working Capital (A-B)</b>	<b>217.02</b>

We have funded our entire working capital requirement from our own funds. Companies engaged in industry in which we operate, finance its working capital through borrowed funds (mainly bank and financial institutions) and its own funds.

**Research & Developments:**

We have not incurred any amount during the last three fiscal years on company-sponsored research and development activities.

**Human Resources:**

The details of manpower employed as on 31<sup>st</sup> October, 2013 are as under:

<b>Sr. no</b>	<b>Category</b>	<b>No. of employees</b>
1.	Managing Director	1
2.	Accounts, Administration & Finance	2
3.	Material Sourcing	3
4.	Distribution	4
5.	Company Secretary	1
	<b>TOTAL</b>	<b>9</b>

## FINANCIAL INFORMATION

The audited annual Balance Sheet, Profit & Loss Account, Cash Flow statement, with attendant annexure and notes to accounts for the fiscal 2012-2013 is produced as under:-

Balance Sheet as at 31st March, 2013				
	Particulars	Note No.	As at the end of 31.03.2013	(Amount in Rs.) As at the end of 31.03.2012
<b>I.</b>	<b>EQUITY AND LIABILITIES</b>			
<b>(1)</b>	<b>Shareholders' funds</b>			
	(a) Share capital	02	8,55,000	8,55,000.00
	(b) Reserves and surplus	03	2,08,76,045	1,95,00,045
			<b>2,17,31,045</b>	<b>2,03,55,045</b>
<b>(2)</b>	<b>Non-current liability</b>			
	(a) Deferred tax liability(net)	04	3,297	-
			<b>3,297</b>	<b>-</b>
<b>(3)</b>	<b>Current liabilities</b>			
	(a) Other current liabilities	05	27,472	10,000
	(b) Trade Payables	06	4,24,33,936	-
	(c) Short-term provisions	07	6,16,791	1,64,427
			<b>4,30,78,199</b>	<b>1,74,427</b>
	<b>TOTAL</b>		<b>6,48,12,541</b>	<b>2,05,29,472</b>
<b>II.</b>	<b>ASSETS</b>			
<b>(1)</b>	<b>Non-current assets</b>			
	(a) Fixed Assets	08	32,009	-
	(b) Non-Current Investments	09	-	1,97,75,000
	(c) Other Non-current assets	10	-	4,006
			<b>32,009</b>	<b>1,97,79,006</b>
<b>(2)</b>	<b>Current assets</b>			
	(a) Inventories	11	2,33,81,179	-
	(b) Trade Receivables	12	4,10,42,688	6,05,136
	(c) Cash and cash equivalents	13	3,56,665	1,33,588
	(d) Short-term Loans and Advances	14	-	11,742
			<b>6,47,80,532</b>	<b>7,50,466</b>
	<b>TOTAL</b>		<b>6,48,12,541</b>	<b>2,05,29,472</b>

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

				(Amount in Rs.)
	Particulars	Note No.	For the Period Ended 31.03.2013	For the Period Ended 31.03.2012
I.	Revenue from operations (Gross)	15	6,86,44,670	5,65,801
II.	Other income		-	-
III.	<b>Total Revenue (I + II)</b>		<b>6,86,44,670</b>	<b>5,65,801</b>
IV.	<b>Expenses:</b>			
	Purchases		8,96,96,115	-
	Change in Inventories of Finished Goods	16	(2,33,81,179)	-
	Employee benefits expense	17	1,32,000	36,000
	Depreciation		21,339	-
	Other expenses	18	1,80,307	19,520
	<b>Total expenses</b>		<b>6,66,48,583</b>	<b>55,520</b>
V.	Profit/Loss before exceptional and extraordinary items and tax (III-IV)		<b>19,96,087</b>	<b>5,10,281</b>
VI.	Exceptional items		-	-
VII.	Profit/Loss before extraordinary items and tax (V - VI)		<b>19,96,087</b>	<b>5,10,281</b>
VIII.	Extraordinary Items		-	-
IX.	Profit/Loss before tax (VII- VIII)		<b>19,96,087</b>	<b>5,10,281</b>
X.	Tax expense:			
	(1) Current tax (MAT, if applicable)		6,16,791	1,57,677
	(2) Deferred tax		3,297	-
	(3) Income Tax for Earlier Years		-	-
			6,20,088	1,57,677
XI.	<b>Profit/(Loss) for the period</b>		<b>13,75,999</b>	<b>3,52,604</b>
XII.	Earnings per equity share			
	Basic and Diluted		<b>16.09</b>	<b>4.12</b>

## CASH FLOW STATEMENT

Particulars	31.03.13	31.03.12
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net profit before tax	19,96,087	5,10,281
<b>Adjustment for:</b>		
Add: Depreciation	21,339	-
Add: Preliminary Expenses	4006	4006
<b>Operating Profit before Working capital changes</b>	<b>20,21,432</b>	<b>514287</b>
<b>Adjustments for:</b>		
Decrease (Increase) in Trade & Other Receivables	(4,04,37,552)	(5,65,801)
Decrease (Increase) in Inventories	(2,33,81,179)	-
Decrease (Increase) in Loans & Advances	-	-
Decrease (Increase) in Other Assets	-	-
Increase (Decrease) in Current Liabilities	4,24,51,408	5000
Increase (Decrease) in provisions (Other than Taxes)	-	-
<b>Net Changes in Working Capital</b>	<b>(2,13,67,323)</b>	<b>(5,60,801)</b>
<b>Cash Generated from Operations</b>	<b>(1,93,45,891)</b>	<b>(46,514)</b>
Taxes	(152685)	(850)
<b>Net Cash Flow from Operating Activities (A)</b>	<b>(1,94,98,576)</b>	<b>(47,364)</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Sale / (Purchase) of Fixed Assets	(53,348)	-
(Sale / (Purchase) of Investments	1,97,75,000	-
<b>Net Cash Flow from Investing Activities (B)</b>	<b>1,97,21,652</b>	<b>-</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Issue of share capital and Proceeds / (Refund) from Share Application Money	-	-
Increase / (Repayment) of Secured/unsecured loans	-	-
Preliminary Expenses incurred	-	-
<b>Net Cash Flow from Financing Activities (C)</b>	<b>-</b>	<b>-</b>
<b>Net Increase / (Decrease) in Cash &amp; Cash Equivalents</b>	<b>2,23,076</b>	<b>(47,364)</b>
Cash and cash equivalents at the beginning of the year / Period	1,33,588	1,80,952
<b>Cash and cash equivalents at the end of the year/ Period</b>	<b>3,56,665</b>	<b>1,33,588</b>

<b>NOTE-1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES</b>	
<b>A</b>	<b>GENERAL INFORMATION</b>
	Jaisukh Dealers Limited is a public limited company incorporated under the provisions of the Indian Companies Act, 1956. The Company is engaged in the business of trading of various kinds of Shares & other commodities.
<b>1</b>	<b>SIGNIFICANT ACCOUNTING POLICIES</b>
<b>1.1</b>	<b>Basis of accounting and preparation of financial statements</b>
	The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared on accrual basis under the historical cost convention method. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.
<b>1.2</b>	<b>Use of estimates</b>
	The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable.
	Difference between the actual results and estimates are recognised in the period in which the results are known/ materialized.
<b>1.3</b>	<b>Inventories</b>
	Inventories are valued at the lower of cost and the net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to the point of sale, including octroi and other levies, transit insurance and receiving charges. Work-in-progress and finished goods include appropriate proportion of overheads and, where applicable, excise duty.
<b>1.4</b>	<b>Tangible Fixed Assets, Depreciation and amortisation</b>
<b>i</b>	Fixed Assets are stated at cost less accumulated depreciation and impairment loss, if any.
<b>ii</b>	Depreciation has been provided on the written down method as per the rates prescribed in Schedule XIV to the Companies Act, 1956.
<b>1.5</b>	<b>Investments</b>

	<p>Long-term investments (excluding investment properties), are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value. Cost of investments include acquisition charges such as brokerage, fees and duties. Investment properties are carried individually at cost less accumulated depreciation and impairment, if any. Investment properties are capitalised and depreciated (where applicable) in accordance with the policy stated for Tangible Fixed Assets. Impairment of investment property is determined in accordance with the policy stated for Impairment of Assets.</p>
<b>1.6</b>	<b>Earnings per share</b>
	<p>Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.</p>
<b>1.7</b>	<b>Taxes on income</b>
	<p>Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.</p> <p>Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.</p> <p>Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise such assets. Deferred tax assets are recognised for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability.</p> <p>Current and deferred tax relating to items directly recognised in equity are recognised in equity and not in the Statement of Profit and Loss.</p>



<b>1.8</b>	<b>Provisions and contingencies</b>
	A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes.
<b>1.9</b>	<b>Revenue Recognition</b>
	<b>Interest:</b>
	Revenue is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.
	<b>Dividends:</b>
	Revenue is recognised on actual receipt basis.
	<b>Other Income:</b>
	The amounts receivable from various agencies are accounted on accrual basis to the extent it is possible to ascertain the income with reasonable accuracy.
<b>1.10</b>	<b>MSMED Act, 2006</b>
	The Government of India has promulgated an Act namely The Micro, Small and Medium Enterprises Development Act, 2006 which comes into force with effect from October 2, 2006. As per the Act, the company is required to identify the Micro, Small & Medium suppliers and pay them interest on over dues beyond the specified period irrespective of the terms agreed with the suppliers. The Company does not have any dues to any entity covered under The Micro, Small and Medium Enterprises Development Act, 2006
<b>1.11</b>	<b>Change of Name:</b>
	The name of the company i.e. Jaisukh Dealers Private Limited having CIN no. U51909WB2005PTC101510 has been changed to Jaisukh Dealers Limited having CIN no.U65100WB2005PLC101510 as per the Ministry of Corporate Affairs order dated Eight day of May Two Thousand Thirteen.

Note 02		
SHARE CAPITAL		
	31.03.2013	31.03.2012
<b>Authorized shares</b>	Rs.	Rs.
100,000 Equity shares of Rs. 10 each (P.Y. 100,000 Equity Shares of Rs. 10 each)	10,00,000	10,00,000
<b>Issued, Subscribed and Paid up</b>		
85,500 Equity shares of Rs.10 (P.Y. 85,500 Equity shares of Rs. 10) Each fully paid-up	8,55,000	8,55,000

**Additional Disclosures:**

**(i) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period**

Equity shares	31.03.2013		31.03.2012	
	No.	Rs.	No.	Rs.
At the beginning of the period	85,500	8,55,000.00	69,500.00	6,95,000.00
Issued during the period	-	-	16,000.00	1,60,000.00
Outstanding at the end of the period	85,500	8,55,000.00	85,500.00	8,55,000.00

**(ii) Terms/rights attached to equity shares**

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

**(iii) Details of shareholders holding more than 5% shares in the company**

Equity shares	31.03.2013		31.03.2012	
	No.	%	No.	%
Kishan Kumar Jajodia	42,500	49.71	33000	38.60
Prakash Kumar Jajodia	42,600	49.82	36500	42.69
Highgrowth Vincom Pvt Ltd	-	-	16000	18.71
<b>Total</b>	<b>85,100</b>	<b>99.53</b>	<b>85,500</b>	<b>100.00</b>

<b>Note 03</b>		
<b>Reserves and Surplus</b>		
	<b>31.03.2013</b>	<b>31.03.2012</b>
	Rs.	Rs.
<b>Securities Premium Account</b>		
Balance as per the last financial statement	1,91,45,000	1,13,05,000
Add : Premium on shares issued during the year	-	78,40,000
Add: Transfer from Profit & Loss Account	-	-
Balance as at the end of the year	1,91,45,000	1,91,45,000
<b>Surplus/(deficit) in the statement of profit and loss</b>		
Balance as per the last financial statement	3,55,046	2,441
Add : Profit for the year	13,75,999	3,52,604
Less : Transfer to General Reserve	-	-
Net surplus in the statement of profit and loss	17,31,045	3,55,046
<b>Total Reserves and Surplus</b>	<b>2,08,76,045</b>	<b>1,95,00,046</b>

<b>Note 04</b>		
<b>Deferred tax Liability</b>		
<b>Particulars</b>	<b>31.03.2013</b>	<b>31.03.2012</b>
	Rs.	Rs.
A. WDVas per Companies Act.	32,009	-
B. WDV as per Income Tax Act.	21,339	-
Difference (A-B)	10,670	-
Deferred Tax Liability (30%)	3,201	-
Add: Education Cess (2%)	64	-
Add: Higher Secondary Education Cess (1%)	32	-
Deferred Tax Liability during the year (A)	3,297	-
Opening Deferred Tax Liability provision (B)	-	-
<b>Total Deferred Tax Liability provision required (A-B)</b>	<b>3,297</b>	<b>-</b>

<b>Note 05</b>		
<b>Other Current Liabilities</b>		
<b>Particulars</b>	<b>31.03.2013</b>	<b>31.03.2012</b>
	Rs.	Rs.
Liability for expenses		
- Auditors Remuneration		
Bajoria Mayank & Associates	27,472	10,000
<b>Total</b>	<b>27,472</b>	<b>10,000</b>

<b>Note 06</b>		
<b>Trade Payables</b>		
<b>Particulars</b>	<b>31.03.2013</b>	<b>31.03.2012</b>
	Rs.	Rs.
Faithful Cloth Merchants Pvt. Ltd.	2,61,65,536	-
Gruff sales Pvt. Ltd.	89,59,352	-
Sidhsilver Commercial Pvt. Ltd.	71,15,048	-
Creditor for expenses	1,94,000	-
<b>Total</b>	<b>4,24,33,936</b>	<b>-</b>

<b>Note 07</b>		
<b>Short Term Provisions</b>		
<b>Particulars</b>	<b>31.03.2013</b>	<b>31.03.2012</b>
	Rs.	Rs.
Provision for income tax		
- for others	-	5,850
- for FY 2010-11	-	900
- for FY 2011-12	-	1,57,677
- for FY 2012-13	6,16,791	-
<b>Total</b>	<b>6,16,791</b>	<b>1,64,427</b>

**Note 08****Tangible Assets**

		Gross Block			Depreciation			Net Block	
Particulars	Rate	As on 01.04.2012	Addition/Deduction	As on 31.03.2013	Up to 31.03.2012	For the Year	Up to 31.03.2013	As on 31.03.2013	As on 31.03.2012
Computer	40%	-	53,348	53,348	-	21,339	21,339	32,009	-
<b>Total</b>		-	53,348	53,348	-	21,339	21,339	32,009	-

**Note 09****Non Current Investments**

	Particulars	31.03.2013	31.03.2012
<b>A</b>	<b>Other Investments</b>		
	(a) Unquoted Equity Investments	-	1,97,75,000
	<b>Total</b>	-	<b>1,97,75,000</b>

**Note 10****Other Non-current Assets**

Particulars	31.03.2013	31.03.2012
	Rs.	Rs.
Unamortised expenses		
- Preliminary expenses		
Opening	4,006	8,012
Incurred during the period	-	-
Less: Written off during the period	4,006	4,006
<b>Total</b>	-	<b>4,006.00</b>

<b>Note 11</b>		
<b>Inventories</b>		
<b>Particulars</b>	<b>31.03.2013</b>	<b>31.03.2012</b>
	Rs.	Rs.
Finished Goods	2,33,81,179	-
<b>Total</b>	<b>2,33,81,179</b>	<b>-</b>

<b>Note 12</b>		
<b>Trade Receivables</b>		
<b>Particulars</b>	<b>31.03.2013</b>	<b>31.03.2012</b>
	Rs.	Rs.
<b>Trade Receivables</b>		
Trade receivables outstanding for a period exceeding six months from the date they were due for payment	-	-
<b>Other Trade Receivables</b>		
- Third Eye Commodities Pvt. Ltd.	-	6,05,136
- Annapurna Enterprises	75,36,847	-
- Ashirwad Suppliers Pvt. Ltd.	58,04,213	-
- Barbrik Vanijya Pvt. Ltd.	77,30,563	-
- Kamalkant Vinimay Pvt. Ltd.	95,94,268	-
- Original Fashion Ltd.	1,03,76,797	-
<b>Total</b>	<b>4,10,42,688</b>	<b>6,05,136</b>

<b>Note 13</b>		
<b>Cash &amp; cash Equivalent</b>		
	<b>31.03.2013</b>	<b>31.03.2012</b>
	Rs.	Rs.
Cash in hand	60,341	57,173
Balances with banks (Current Account)		
- Indian Bank	2,96,324	76,415
<b>Total</b>	<b>3,56,665</b>	<b>1,33,588</b>

<b>Note 14</b>		
<b>Short-term loans and advances</b>		
<b>Particulars</b>	<b>31.03.2013</b>	<b>31.03.2012</b>
	<b>Rs.</b>	<b>Rs.</b>
<b>Loans and advances to Others</b>		
- Income tax Payment 2008-09	-	836
- Income tax Payment 2009-10	-	10,056
- Income tax Payment 2010-11	-	850
<b>Total</b>	-	11,742

<b>Note 15</b>		
<b>Revenue From Operations</b>		
	<b>31.03.2013</b>	<b>31.03.2012</b>
	<b>Rs.</b>	<b>Rs.</b>
Sale of Shares and other commodities	6,77,96,138	5,65,801
Other Business Income	8,48,532	
<b>Revenue From Operations (Net)</b>	<b>6,86,44,670</b>	<b>5,65,801</b>

<b>Note 16</b>		
<b>Changes in Inventories of finished goods</b>		
	<b>31.03.2013</b>	<b>31.03.2012</b>
	<b>Rs.</b>	<b>Rs.</b>
Inventories at the end of the year:		
Finished goods	2,33,81,179	-
Inventories at the beginning of the year:		
Finished goods	-	-
<b>Net (increase) / decrease</b>	<b>(2,33,81,179)</b>	<b>-</b>

<b>Note 17</b>		
<b>Employee Benefit Expenses</b>		
	<b>31.03.2013</b>	<b>31.03.2012</b>
	<b>Rs.</b>	<b>Rs.</b>
Salaries, Allowance and Bonus	1,32,000	36,000
<b>Total</b>	<b>1,32,000</b>	<b>36,000</b>

<b>Note 18</b>		
<b>Other Expenses</b>		
	<b>31.03.2013</b>	<b>31.03.2012</b>
	<b>Rs.</b>	<b>Rs.</b>
Audit Fees	22,472	5,000
Bank Charges	30	-
Filing Fees	3,300	600
Printing & Stationery	8,767	-
Income tax	4,992	-
Telephone charges	16,788	-
Demat charges	214	-
Gen. Expenses	70,638	3,218
Postage & Telegram	13,980	2,948
Conveyance Charges	35,120	3,748
Preliminary Expenses (Written Off)	4,006	4,006
<b>Total</b>	<b>1,80,307</b>	<b>19,520</b>



## CAPITAL STRUCTURE

The share capital of the Company as at the date of this Information Memorandum, is set forth below.

Sr. No	Particulars	Aggregate value at face value / Aggregate Nominal Value (Rs. in Lacs)
<b>A.</b>	<b>Authorized Share Capital</b>	
	1,87,50,000 Equity Shares of face value of Rs.10 each	1875.00
<b>B.</b>	<b>Issued, subscribed and paid-up Equity Share Capital</b>	
	1,41,41,500 Equity Shares of face value of Rs. 10 each	1414.15

The securities premium account of the Company is set forth below.

Particulars	Share Premium (Rs. in Lacs)	Cumulative share premium (Rs. in Lacs)
59500 Equity Shares allotted on 31/03/2009 at a premium of Rs. 190 Each	113.05	113.05
16000 Equity Shares allotted on 20/02/2012 at a premium of Rs. 490 Each	78.40	191.45
Utilized in Bonus Issue	(191.45)	Nil
18,75000 Equity Shares allotted on 25/09/2013 at a premium of Rs. 5 Each	93.75	93.75

The Equity Share Capital history of our Company, is set forth below.

Date of issue allotment of Shares	No. of Equity Shares Issued	Face value (Rs)	Issue price (Rs.)	Consideration (cash, bonus, consideration on other than cash)	Nature of allotment (Bonus, swap etc.)	Cumulative no. of Equity Shares	Cumulative paid-up share capital (Rs.)	Cumulative share premium (Rs.)
02/02/2005	10000	10	10	Cash	Subscription to MOA	10000	100,000	Nil
31/03/2009	59,500	10	200	Cash	Further Allotment	69,500	6,95,000	11,305,000
20/02/2012	16,000	10	500	Cash	Further Allotment	85,500	85,50,000	1,91,45,000
06/05/2013	18,81,000	10	Nil	Consideration on other than cash	Bonus issue (in the ratio of 22:1)	19,66,500	1,96,65,000	Nil
15/05/2013	98,00,000	10	10	Cash	Preferential Allotment	1,17,66,500	11,76,65,000	Nil

Date of issue allotment of Shares	No. of Equity Shares Issued	Face value (Rs)	Issue price (Rs.)	Consideration (cash, bonus, consideration other than cash)	Nature of allotment (Bonus, swap etc.)	Cumulative no. of Equity Shares	Cumulative paid-up share capital (Rs.)	Cumulative share premium (Rs.)
25/09/2013	18,75,000	10	15	Cash	Preferential Allotment	1,36,41,500	13,64,15,000	93,75,000
28/10/2013	5,00,000	10	10	Cash	Allotment to M/s Guinness Corporate Advisors Private Limited	1,41,41,500	14,14,15,000	93,75,000

Shareholding of our Promoters:

Set forth below are the details of the build-up of shareholding of our Promoters

1. MR. KISHAN KUMAR JAJODIA							
Date of Allotment / Transfer	Consideration	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition/Transfer price (Rs.)	Nature of Transactions	shareholding %	
16/11/2009	Cash	33000	10	10	Acquisition		
25/03/2013	Cash	10000	10	10	Acquisition		
25/03/2013	Cash	(400)	10	10	Transfer		
06/05/2013	Consideration other than cash	937200	10	Nil	Bonus issue (in the ratio of 22:1)		
25/09/2013	Cash	300000	10	15	Preferential Allotment		
<b>Total</b>		<b>1279800</b>					<b>9.05</b>

2. MR. PRAKASH KUMAR JAJODIA							
Date of Allotment / Transfer	Consideration	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition/Transfer price (Rs.)	Nature of Transactions	shareholding %	
16/11/2009	Cash	36500	10	10	Acquisition		
25/03/2013	Cash	6000	10	10	Acquisition		
06/05/2013	Consideration other than cash	935000	10	Nil	Bonus issue (in the ratio of 22:1)		
25/09/2013	Cash	300000	10	15	Preferential Allotment		
<b>Total</b>		<b>1277500</b>					<b>9.03</b>

3. MR. AMIT JAJODIA						
Date of Allotment / Transfer	Consideration	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition/Transfer price (Rs.)	Nature of Transactions	shareholding %
23/03/2013	Cash	80	10	10	Acquisition from	
06/05/2013	Consideration other than cash	1760	10	Nil	Bonus issue (in the ratio of 22:1)	
25/09/2013	Cash	275000	10	15	Allotment	
<b>Total</b>		<b>276840</b>				<b>1.96</b>

Statement showing Share Holding Pattern of Jaisukh Dealers Limited as per clause 34 of Listing on Institutional Trading Platform

(I)(a)

Category code (I)	Category of shareholder (II)	Number of shareholders (III)	Total number of shares (IV)	Number of shares held in dematerialized form (V)	Total shareholding as a percentage of total number of shares	Shares Pledged or otherwise encumbered	
					As a percentage of (A+B) (VI)	Number of Shares (VII)	As a percentage (VIII)= (VII) / (IV) *100
<b>(A)</b>	<b>Promoter and Promoter Group</b>						
<b>(1)</b>	<b>Indian</b>						
(a)	Individuals/ Hindu Undivided Family	7	3837820	2818240	27.14	-	-
(b)	Central Government/ State Government(s)	-	-	-	-	-	-
(c)	Bodies Corporate	-	-	-	-	-	-
(d)	Financial Institutions/ Banks	-	-	-	-	-	-
(e)	Any Other (specify)	-	-	-	-	-	-
	<b>Sub-Total (A)(1)</b>	<b>7</b>	<b>3837820</b>	<b>2818240</b>	<b>27.14</b>	-	-
<b>(2)</b>	<b>Foreign</b>						
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	-	-	-	-	-	-
(b)	Bodies Corporate	-	-	-	-	-	-
(c)	Institutions	-	-	-	-	-	-
(d)	Qualified Foreign Investor	-	-	-	-	-	-

Category code (I)	Category of shareholder (II)	Number of shareholders (III)	Total number of shares (IV)	Number of shares held in dematerialized form (V)	Total shareholding as a percentage of total number of shares	Shares Pledged or otherwise encumbered	
						As a percentage of (A+B) (VI)	Number of Shares (VII)
(e)	Any Other (specify)	-	-	-	-	-	-
	<b>Sub-Total (A)(2)</b>	-	-	-	-	-	-
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	<b>7</b>	<b>3837820</b>	<b>2818240</b>	<b>27.14</b>	-	-
<b>(B)</b>	<b>Public shareholding</b>						
<b>(1)</b>	<b>Institutions</b>						
(a)	Mutual Funds/UTI	-	-	-		NA	NA
(b)	Financial Institutions/ Banks	-	-	-		NA	NA
(c)	Central Government/ State Government(s)	-	-	-		NA	NA
(d)	Alternate Investment Funds / Venture Capital Funds	-	-	-		NA	NA
(e)	Insurance Companies	-	-	-		NA	NA
(f)	Foreign Institutional Investors	-	-	-		NA	NA
(g)	Foreign Venture Capital Investors	-	-	-		NA	NA
(h)	Any Other -Merchant Banker	1	500000	-	3.54	NA	NA
	<b>Sub-Total (B)(1)</b>	<b>1</b>	<b>500000</b>	<b>-</b>	<b>3.54</b>	<b>NA</b>	<b>NA</b>
<b>(2)</b>	<b>Non- institutions</b>						
(a)	Bodies Corporate	10	5373824	5373824	38.00	NA	NA
(b)	Individuals	548	4429856	4429856	31.33		
(c)	Qualified Foreign Investors	-	-	-	-	N.A	N.A
(d)	Any Other	-	-	-	-		
	<b>Sub-Total (B)(2)</b>	<b>558</b>	<b>9803680</b>	<b>9803680</b>	<b>69.33</b>	<b>N.A</b>	<b>N.A</b>
	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>559</b>	<b>10303680</b>	<b>12621920</b>	<b>72.87</b>	<b>N.A</b>	<b>N.A</b>
	<b>TOTAL (A)+(B)</b>	<b>566</b>	<b>14141500</b>	<b>12621920</b>	<b>100.00</b>	<b>N.A</b>	<b>N.A</b>

**(l)(b) Statement showing Shareholding of persons belonging to the category “Promoter and Promoter Group”**

Sr. No.	Name of Shareholder	Details of Shares Held		Shares pledged or otherwise encumbered			Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		No. of Shares Held	As a % of grand total (A) + (B) + (C)	No.	As a percentage	As a % of grand total (A) + (B) + (C) of sub-clause (l)(a)	Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	As a % total number of warrants of the same class	
<b>Promoter</b>											
1	Kishan Kumar Jajodia	1279800	9.05	-	-	-	-	-	-	-	9.05
2	Prakash Kumar Jajodia	1277500	9.03	-	-	-	-	-	-	-	9.03
3	Amit Jajodia	276840	1.96	-	-	-	-	-	-	-	1.96
<b>Promoter Group</b>											
4	Anita Jajodia	401840	2.84	-	-	-	-	-	-	-	2.84
5	Kishan Kumar Jajodia-HUF	100000	0.71	-	-	-	-	-	-	-	0.71
6	Prakash Kumar Jajodia-HUF	100000	0.71	-	-	-	-	-	-	-	0.71
7	Sabita Jajodia	401840	2.84	-	-	-	-	-	-	-	2.84
	<b>TOTAL</b>	<b>3837820</b>	<b>27.14</b>	-	-	-	-	-	-	-	<b>27.14</b>

**(l)(c) Statement showing Shareholding of persons belonging to the category “Public” and holding more than 1 % of the total number of shares**

Sr. No.	Name of Shareholder	Number of shares	Shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (l)(a) above}
1	FLOWTOP RETAILERS PRIVATE LIMITED	846000	5.98
2	FOREMOST TEXTILES PRIVATE LIMITED	215500	1.52
3	GUINNESS CORPORATE ADVISOR PRIVATE LIMITED	500000	3.54
4	MOONRISE LOGISTICS PRIVATE LIMITED	1250000	8.84
5	PANCHSHREE LOGISTICS PRIVATE LIMITED	329000	2.33
6	RITUDHARA RETAILERS PRIVATE LIMITED	250074	1.77
7	RUDRAMUKHI INFRASTRUCTURE PRIVATE LIMITED	545750	3.86
8	SNOWBLUE REALCON PRIVATE LIMITED	1250000	8.84
9	STARWISE HOUSING PRIVATE LIMITED	650000	4.60
	<b>TOTAL</b>	<b>5836324</b>	<b>41.27</b>

**(d) Statement showing details of locked-in shares**

Sr. No.	Name of Shareholder	Number of locked-in shares	Locked-in shares as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (l)(a) above}
1	KISHAN KUMAR JAJODIA	1279800	9.05
2	PRAKASH KUMAR JADODIA	1277500	9.03
3	AMIT JAJODIA	276840	1.96
4	GUINNESS CORPORATE ADVISOR PRIVATE LIMITED	500000	3.54
	<b>TOTAL</b>	<b>3334140</b>	<b>23.58</b>

**(II) (a) Statement showing details of Depository Receipts (DRs)**

Sr. No.	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of outstanding DRs	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (l)(a) above}
	<b>TOTAL</b>	<b>NIL</b>		

**(II) (b) Statement showing holding of Depository Receipts (DRs), where underlying shares are in excess of 1 % of the total number:**

Sr. No.	Name of DR Holder	Type of outstanding DR (ADRs, GDRs, SDRs, etc.)	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para (l)(a) above}
<b>TOTAL</b>		<b>NIL</b>		

## PROPERTY

Description of Properties of Company are set forth below.

### Registered Office:

Our Registered Office is located at Centre Point, 2<sup>nd</sup> floor, Room no. 230, 21, Hemanta Basu Sarani, Kolkata-700001. The registered office is owned by persons forming part of promoter group i.e. Ms. Anita Jajodia and Ms. Sabita Jajodia. They have permitted us to use the premises as Registered Office without any rent.

### Land for Proposed Embroidery Unit:

Our company has purchased a property situated at Mouza-Deylberia, Pargana-Ajimabad, Partharberia Joy Chandipur No.7 Gram Panchayat area, PS- Bishnupur, South 24 Parganas. The purchased property is free from all charges, encumbrances and attachments. The details of property occupied, leased or owned by the Company are as under:

Sr. No	Description of Property	Title	Acquired from	Agreement Date	Area	Encumbrances	Consideration
1.	Mouza-Deylberia, Pargana-Ajimabad, Partharberia Joy Chandipur No.7 Gram Panchayat area, PS-Bishnupur, South 24 Parganas.	Deed of Conveyance registered in the name of Company	1.Mr. Siten Basu 2.Ms. Soma Basu	13/09/2013	Fifty seven decimals along with three storied building comprising area of 2900 sq. feet each storey	The said property is free from all encumbrances	Rs. 99.95 Lacs

*The aforesaid land has not been acquired from any related party.*



## SECTION II - RISK FACTORS

### INTERNAL RISK FACTORS

1. **The Registered Office of our Company are not owned by us.**

Our Registered Office is located at Centre Point, 2nd floor, Room no. 230, 21, Hemanta Basu Sarani, Kolkata-700001. The registered office is owned by persons forming part of promoter group i.e. Ms. Anita Jajodia and Ms. Sabita Jajodia. They have permitted us to use the premises as Registered Office without any rent.

2. **We have reported negative cash flows.**

The detailed break up of cash flows is summarized in below mentioned table and our Company has reported negative cash flow in certain financial years and which could affect our business and growth:

Particulars	(Rs.)	
	31.03.13	31.03.12
Net Cash flow from Operative activities	(1,94,98,576)	(47,364)
Net Cash Flow from investing activities	1,97,21,652	-
Net Cash Flow from Financing activities	-	-
<b>Net Cash Flow for the Year</b>	<b>2,23,076</b>	<b>(47,364)</b>

3. **Our Company has limited operating history in the business of Embroidery and trading of fabrics and therefore investors may not be able to assess our company's prospects based on past results.**

We have evolved our operations by venturing as commission agents of fabric and textile products. Later on we have expanded our operations by trading and distribution of sarees and other commodities in the textile market from April, 2012. We propose to set up an embroidery unit to diversify in to manufacturing operations. Hence we have limited operating history in this business, there will be only limited information with which to evaluate the quality of our projects and our current or future prospects on which to base the investment decision. Due to our limited operating history, our historical financial results may not accurately predict our future performance.

4. **We are dependent on our management team for success whose loss could seriously impair the ability to continue to manage and expand business efficiently.**

Our success largely depends on the continued services and performance of our management and other key personnel. The loss of service of the Promoters and other senior management could seriously impair the ability to continue to manage and expand the business efficiently. Further, the loss of any of the senior management or other key personnel may adversely affect the operations, finances and profitability of our Company. Any failure or inability of our Company to efficiently retain and manage its human resources would adversely affect our ability to implement new projects and expand our business.

5. **Our Company does not have any long term supply contracts with our customers which may adversely affect our results of operations.**

Our Company does not have any long term commitments with our customers for purchases of our products. As a result, we may be dependent on the recurring purchase orders received from time to time. There is no assurance that our Company will continue to receive purchase orders for our products either on substantially the same terms or at all, which could have an adverse effect on our Company's operations and profitability. Further, any change in the buying pattern of our end users can adversely affect the business and results of operations of our Company.

**6. Failure on our part to meet consumer expectations could impact our business operations.**

Our business depends on consumer preferences which cannot be predicted with certainty and are subject to rapid change. We feel that if we fail to understand and in turn respond in a timely and appropriate manner to changing consumer demand with quality products, our brand name and brand image may be impaired and in turn result in decline in sales or leave us with substantial amount of unsold inventory. We may not be able to successfully meet changing consumer demands in future. In addition, any new products or brands that we introduce in future may not be successfully received by retailers and consumers. Any failure on our part to successfully meet consumer demand or preference may negatively affect our business, financial condition and results of operations.

**7. We have not protected our assets through insurance coverage and our assets are certain operating risks and this may have a material adverse impact on our business.**

We have not maintained any insurance policy to provide adequate coverage to our assets. Any damage or loss of our assets would have a material and adverse impact on our business operations and profitability.

**8. Our trademark is not registered under the Trade Marks Act our ability to use the trademark may be impaired.**

Our company's business may be affected due to our inability to protect our existing and future intellectual property rights. Currently, we do not have a registered trademark over our name and logo under the Trade Marks Act and consequently do not enjoy the statutory protections accorded to a trademark registered in India and cannot prohibit the use of such logo by anybody by means of statutory protection.

**9. We have high working capital requirements. If we experience insufficient cash flows to meet required payments on our working capital requirements, there may be an adverse effect on our results of operations**

Our business requires a substantial amount of working capital. In many cases, working capital is required to finance the purchase of materials and execution of work on projects before payment is received from clients. Our working capital requirements may increase if, in certain contracts, payment terms do not provide for advance payments to us or if payment schedules are less favourable to us. We may need to borrow funds in the future to fulfill our working capital needs. Continued increases in working capital requirements may have an adverse effect on our financial condition and results of operations.

**10. We are entering into a new line of business**

We are entering into a new line of business that is embroidery work and processing, which will have different set of customers and the present management / promoters are not well versed with this line of business. We are in the process of identifying potential markets and customers. At present, we cannot give any assurance that we shall be successful in selling our entire production.

**11. If we are unable to manage our growth, our business could be disrupted**

The growth of our business depend on the new project to realize our vision of attaining size and to improve our cost competitiveness in the textile knitted fabrics industry, and to reduce costs in our business. In order to achieve such future growth, we need to effectively manage our new project, accurately assess new markets, attract new customers, obtain sufficient financing, control our input costs, maintain sufficient operational and financial controls and make additional capital investments to take advantage of anticipated market conditions. We expect our growth to place significant demands on our management and other resources. Any inability to manage our growth could have an adverse effect on our business, financial condition and results of operations.

**12. Any decrease in demand / price of Finished Goods (Embroidery Work) will have impact an adverse impact on our business**

Our profits depend on the demand / prices for the embroidery work in the domestic and international market. If there is a drop in demand, there would be a corresponding drop in prices and our profit margins might decline as a result.

**13. All of our facilities would be geographically located in one area only**

All of our facilities would be geographically located in one area only. As a result of this, if there is any localized social unrest, natural disaster or breakdown of services and utilities in that area, it may affect our business adversely.

**EXTERNAL RISK FACTORS**

**14. Political, economic and social changes in India could adversely affect our business.**

Our business, and the market price and liquidity of our Company's shares, may be affected by changes in Government policies, including taxation, social, political, economic or other developments in or affecting India could also adversely affect our business. Since 1991, successive governments have pursued policies of economic liberalization and financial sector reforms including significantly relaxing restrictions on the private sector. In addition, any political instability in India may adversely affect the Indian economy and the Indian securities markets in general, which could also affect the trading price of our Equity Shares.

**15. Natural calamities and force majeure events may have an adverse impact on our business.**

Natural disasters may cause significant interruption to our operations, and damage to the environment that could have a material adverse impact on us. The extent and severity of these natural disasters determines their impact on the Indian economy. Prolonged spells of deficient or abnormal rainfall and other natural calamities could have an adverse impact on the Indian economy, which could adversely affect our business and results of operations.

**16. Our transition to IFRS reporting could have a material adverse effect on our reported results of operations or financial condition.**

Our Company may be required to prepare annual and interim financial statements under IFRS in accordance with the roadmap for the adoption of, and convergence with, the IFRS announced by the Ministry of Corporate Affairs, Government of India through a press note dated January 22, 2010 ("IFRS Convergence Note"). The Ministry of Corporate Affairs by a press release dated February 25, 2011 has notified that 32 Indian Accounting Standards are to be converged with IFRS. The date of implementation of such converged Indian accounting standards has not yet been determined and will be notified by the Ministry of Corporate Affairs after various tax

related issues are resolved. We have not yet determined with certainty what impact the adoption of IFRS will have on our financial reporting. Our financial condition, results of operations, cash flows or changes in shareholders' equity may appear materially different under IFRS than under Indian GAAP or our adoption of IFRS may adversely affect our reported results of operations or financial condition. This may have a material adverse effect on the amount of income recognized during that period.

**17. Any downgrading of India's debt rating by a domestic or international rating agency could negatively impact our business.**

Any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our financial results and business prospects, ability to obtain financing for capital expenditures and the price of our Equity Shares.

**18. Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.**

Terrorist attacks and other acts of violence or war may adversely affect the Indian markets on which our Equity Shares will trade. These acts may result in a loss of business confidence, make travel and other services more difficult and have other consequences that could have an adverse effect on our business. In addition, any deterioration in international relations, especially between India and its neighboring countries, may result in investor concern regarding regional stability which could adversely affect the price of our Equity Shares. In addition, India has witnessed local civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse impact on our business. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse impact on our business and the market price of our Equity Shares.

**RISKS RELATING TO THE EQUITY SHARES**

**19. Our Company may raise further rounds of equity financing in which the existing shareholders may not participate resulting in reduction of their percentage of holding in our company.**

In order to grow business, our Company may require additional funds at various points of time. Our Company may raise funds through various means including debt, equity and securities convertible into equity. Any such issuances of equity and securities convertible into equity would dilute the holding of Equity Shareholders. Difficult market conditions can adversely affect our business in many ways, including by reducing the volume of the transactions involving our advisory business, and these could materially reduce our revenue or income.

**20. Our ability to pay any dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures.**

The amount of our future dividend payments, if any, will depend upon our Company's future earnings, financial condition, cash flows, working capital requirements, capital expenditures, applicable Indian legal restrictions and other factors. There can be no assurance that our Company will be able to pay dividends.

**21. The price of our Equity Shares may be volatile.**

The trading price of our Equity Shares may fluctuate after the listing due to a variety of factors, including our results of operations and the performance of our business, competitive conditions, general economic, political and social factors, the performance of the Indian and global economy and significant developments in India's fiscal regime, volatility in the Indian and global securities market, performance of our competitors, the Indian Capital Markets, changes in the estimates of our performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnerships, joint ventures, or capital commitments. In addition, if the stock markets experience a loss of investor confidence, the trading price of our Equity Shares could decline for reasons unrelated to our business, financial condition or operating results. The trading price of our Equity Shares might also decline in reaction to events that affect other companies in our industry even if these events do not directly affect us. Each of these factors, among others, could materially affect the price of our Equity Shares.

**22. Active trading market for our Equity Shares may not develop.**

Till date there has been no public market for our Equity Shares. We propose to list our Equity Shares on Equity Shares on Institution Trading Platform (ITP) of BSE SME. We can not assure that pursuant to listing on ITP, active trading market of our Equity Shares or for securities convertible in to Equity Shares would develop as trading on ITP is subject to certain restrictions viz minimum trading lot on institutional trading platform is Rs. 10 Lacs. Further the securities listed on ITP will be mandatorily exited within 18 months of triggering various events such as completion of ten years on listing of ITP or attaining paid up capital of Rs. 25 Crores or attaining revenue of Rs. 300 Crores or attaining market capitalization of Rs. 500 Crores.

Pursuant to There can be no assurance that an active trading market for our Equity Shares will develop or be sustained after the listing.

**23. There are restrictions on daily movements in the price of the Equity Shares, which may adversely affect a shareholder's ability to sell, or the price at which it can sell, Equity Shares at a particular point in time.**

Pursuant to listing, we will be subject to a daily "circuit breaker" imposed by BSE, which does not allow transactions beyond specified increases or decreases in the price of the Equity Shares. This circuit breaker operates independently of the index-based, market-wide circuit breakers generally imposed by SEBI on Indian stock exchanges. The percentage limit on our circuit breakers will be set by the stock exchanges based on the historical volatility in the price and trading volume of the Equity Shares. The BSE may not inform us of the percentage limit of the circuit breaker in effect from time to time and may change it without our knowledge. This circuit breaker will limit the upward and downward movements in the price of the Equity Shares. As a result of this circuit breaker, no assurance can be given regarding shareholders ability to sell Equity Shares at any particular time.

### SECTION III - SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information concerning the beneficial ownership of our shares of by each person known by us to be the beneficial owner (In case different from registered owner) of the issued and subscribed capital.

Class / Type of Securities	Name and Address of Benefice Owner	Amount and nature of beneficial ownership	Percent
Equity Shares	Nil	N.A.	N.A.

#### SHAREHOLDERS AGREEMENTS

Our Company has not entered into any shareholders agreement as on date of this Information Memorandum.

## SECTION IV - OUR MANAGEMENT

### BOARD OF DIRECTORS

Under our Articles of Association, our Company is required to have not less than three (3) Directors and not more than twelve (12) Directors. Our Company currently has four (4) Directors on Board. The following table sets forth current details regarding our Board of Directors:

Name, Father's name, Address, Occupation, Nationality, tenure & DIN	Age	Date of Assuming office in the Company	Status of Directorship in our Company
1. Mr. Kishan Kumar Jajodia S/o Late Nand Kishore Jajodia 7 Burnt Salt Gola Lane, 6 <sup>th</sup> Floor, Howrah-711 101, West Bengal, India Occupation: Business Nationality: Indian Tenure: Five years with effect from 25 <sup>th</sup> April, 2013 DIN: 00674858	48 Yrs	04/10/2010	Executive non-Independent Director
2. Mr. Prakash Kumar Jajodia S/o Late Nand Kishore Jajodia Ganges Garden, Block-9, Flat G+H-106, Kiran Chandra Singha Road, Howrah-711 102, West Bengal, India Occupation: Business Nationality: Indian Tenure: Retire by Rotation DIN: 00633920	41 Yrs	04/10/2010	Non Executive Non-Independent Director
3. Mr. Soumen Sengupta S/o Mr. Prabir Sengupta 19/1, Madhusudan Gupta Lane, 13, Shirampur, Hooghly-712 222 West Bengal, India Occupation: Business Nationality: Indian Tenure: Retire by rotation DIN: 02290919	36 Yrs	28/11/2008	Non Executive Independent Director
4. Mr. Somnath Gupta S/o Mr. Nirodh Baran Gupta 30/3, Nisith Sen Sarani, P.O. Baidyabati, Hooghly-712 222 West Bengal, India Occupation: Business Nationality: Indian Tenure: Retire by rotation DIN: 02238654	57 Yrs	15/05/2013	Non executive Independent Director

## DETAILS OF DIRECTORS

**Mr. Kishan Kumar Jajodia** is Managing Director of our Company. He has more than 30 years of experience in Finance and trading & manufacturing of garments & embroidery business. He is responsible for overall planning & management of our Company. He is predominantly responsible of embroidery operation & finance management division of Company.

**Mr. Prakash Kumar Jajodia**, aged 41 years, is Non Executive Director of our Company. He has 20 years of experience in Finance & embroidery designing & textile sector. He is well associated with day to day affairs of this company. He is predominantly responsible of embroidery operation & logistics supply management division and day to day affairs of Company.

**Mr. Soumen Sen Gupta**, aged 37 years, is an Independent Director of our Company. He is a commerce graduate and also member of Institute of Companies Secretary of India. He has more than 8 years of experience in the field of marketing & embroidery designing sector. As an Independent Director of our Company with corporate acumen he brings value addition to our Company.

**Mr. Somnath Gupta**, aged 58 years is an Independent Director of our Company. He is a graduate in the field of commerce. He has more than 22 years of experience in the field of accounting and finance.

## NATURE OF FAMILY RELATIONSHIP AMONG DIRECTORS

Mr. Kishan Kumar Jajodia and Mr. Prakash Kumar Jajodia are brothers.

## TERMS OF APPOINTMENT AND COMPENSATION OF OUR DIRECTORS

<b>Name</b>	Mr. Kishan Kumar Jajodia
<b>Designation</b>	Managing Director
<b>Period</b>	Five years with effect from 25 <sup>th</sup> April, 2013
<b>Date of Appointment</b>	25 <sup>th</sup> April, 2013
<b>Remuneration</b>	<p><b>a) Remuneration</b> Rs. 15,000/- p.m. (Rupees Fifteen Thousand Only) with such annual increments / increases as may be decided by the Remuneration Committee from time to time.</p> <p><b>b) Perquisites</b></p> <ul style="list-style-type: none"><li>• Telephone, telefax and other communication facilities at Company's cost for Official purpose.</li><li>• Medical reimbursement including family.</li><li>• Subject to any statutory ceiling/s, the appointee may be given any other allowances, perquisites, benefits and facilities as the Remuneration Committee / Board of Directors from time to time may decide.</li></ul> <p><b>c) Valuation of perquisites</b> Perquisites/allowances shall be valued as per the Income Tax rules, wherever applicable, and in the absence of any such rules, shall be valued at actual cost.</p>
<b>Remuneration paid in FY 31<sup>st</sup> March, 2013</b>	Rs. Nil

There is no definitive and /or service agreement that has been entered into between our Company and the directors in relation to their appointment.

## NON - EXECUTIVE DIRECTORS



Currently, non-executive Directors are not being paid sitting fees or any other kind of remuneration.

## CORPORATE GOVERNANCE

Our Company stands committed to good corporate governance practices based on the principles such as accountability, transparency in dealings with our stakeholders, emphasis on communication and transparent reporting. We have complied with the requirements of the applicable regulations, including the Listing Agreement to be executed with the Stock Exchange and the SEBI Regulations, in respect of corporate governance including constitution of the Board and Committees thereof. The corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

We have a Board constituted in compliance with the Companies Act and the Listing Agreement in accordance with best practices in corporate governance. The Board functions either as a full Board or through various committees constituted to oversee specific operational areas. Our executive management provides the Board detailed reports on its performance periodically.

Currently our Board has four (4) Directors. We have one (1) executive non independent director, one (1) non-executive non independent director and two (2) independent non executive directors. The constitution of our Board is in compliance with the requirements of Clause 42 of the Listing Agreement.

**The following committees have been formed in compliance with the corporate governance norms:**

- A) Audit Committee
- B) Shareholders/Investors Grievance Committee
- C) Remuneration Committee

## AUDIT COMMITTEE

Our Company has constituted an audit committee ("**Audit Committee**"), as per the provisions of Section 292A of the Companies Act, 1956 and Clause 42 of the Listing Agreement to be entered with Stock Exchange, vide resolution passed in the meeting of the Board of Directors held on 30<sup>th</sup> October, 2013.

The terms of reference of Audit Committee complies with the requirements of Clause 42 of the Listing Agreement, proposed to be entered into with the Stock Exchange in due course. The committee presently comprises following three (3) directors. Mr. Somnath Gupta is the Chairman of the Audit Committee.

No.	Name of the Director	Status	Nature of Directorship
1.	Mr. Somnath Gupta	Chairman	Independent Director
2.	Mr. Soumen Sen Gupta	Member	Independent Director
3.	Mr. Prakash Kumar Jajodia	Member	Non Executive Non Independent Director

## Role of Audit Committee

The terms of reference of the Audit Committee are given below:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.

3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.
5. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient, and credible.
6. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
7. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
8. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
  - (a) Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956
  - (b) Changes, if any, in accounting policies and practices and reasons for the same
  - (c) Major accounting entries involving estimates based on the exercise of judgment by management
  - (d) Significant adjustments arising out of audit
  - (e) Compliance with listing and other legal requirements relating to financial statements
  - (f) Disclosure of any related party transactions
  - (g) Qualifications in the draft audit report.
9. Reviewing, with the management, the half-yearly financial statements before submission to the board for approval
10. Reviewing, with the management, the statement of uses / application of funds raised through an issue (rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
11. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
12. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing, and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
13. Discussion with internal auditors any significant findings and follow up there on.
14. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.

15. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

16. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.

17. To review the functioning of the Whistle Blower mechanism, in case if the same is existing.

18. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.

19. Carrying out any other function as mentioned in the terms of reference of the Audit Committee.

In addition, to carry out such other functions/powers as may be delegated by the Board to the Committee from time to time.

#### SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE

Our Company has constituted a shareholder / investors grievance committee ("*Shareholders / Investors Grievance Committee*") to redress the complaints of the shareholders. The Shareholders/Investors Grievance Committee was constituted vide resolution passed at the meeting of the Board of Directors held on 30<sup>th</sup> October, 2013. The committee currently comprises of three (3) Directors. Mr. Soumen Sen Gupta is the Chairman of the Shareholders/ Investors Grievance committee.

No.	Name of the Director	Status	Nature of Directorship
1.	Mr. Soumen Sen Gupta	Chairman	Independent Director
2.	Mr. Somnath Gupta	Member	Independent Director
3.	Mr. Kishan Jajodia	Member	Managing Director

#### Role of shareholders/investors grievance committee

The Shareholders / Investors Grievance Committee of our Board look into:

- The redressal of investors complaints viz. non-receipt of annual report, dividend payments etc.
- Matters related to share transfer, issue of duplicate share certificate, dematerializations.
- Also delegates powers to the executives of our Company to process transfers etc.

The status on various complaints received / replied is reported to the Board of Directors as an Agenda item.

#### REMUNERATION COMMITTEE

The Remuneration Committee was constituted vide resolution passed at the meeting of the Board of Directors held on 30<sup>th</sup> October, 2013. The committee currently comprises of three (3) Directors. Mr. Soumen Sen Gupta is the Chairman of the Shareholders/ Investors Grievance committee.

No.	Name of the Director	Status	Nature of Directorship
1.	Mr. Soumen Sen Gupta	Chairman	Independent Director
2.	Mr. Somnath Gupta	Member	Independent Director
3.	Mr. Prakash Kumar Jajodia	Member	Non Executive Non Independent Director

## Role of Remuneration Committee

The Remuneration Committee of our Board looks into:

1. To recommend to the board the compensation terms of the directors.
2. Frame and implement on behalf of the board and on behalf of the shareholders a credible and transparent policy on remuneration of executive directors including ESOP, Pension Rights and any compensation payment.
3. Consider approving and recommending to the Board the changes in designation and increase in salary of the executive directors.
4. Ensure the remuneration policy is good enough to attract, retain and motivate directors.
5. Bring about objectivity in deeming the remuneration package while striking a balance between the interest of the Company and the shareholders.

## SHAREHOLDING DETAILS OF THE DIRECTORS IN OUR COMPANY

As per the Articles of Association of our Company, a Director is not required to hold any qualification shares. The following table details the shareholding of our Directors:

Name of Director	Number of Equity Shares	% of Paid up Share Capital
Kishan Kumar Jajodia	1279800	9.38
Prakash Kumar Jajodia	1277500	9.36
Somnath Gupta	Nil	-
Soumen Sen Gupta	Nil	-
<b>Total</b>	<b>2557300</b>	<b>18.74</b>

## CONFIRMATIONS

There is no arrangement or understanding between any Director and any other person(s) (naming pursuant to which he was or is to be selected as a director or nominee.

## SECTION V - OUR PROMOTERS


### OUR PROMOTERS

The Promoters of our Company are:

1. Mr. Kishan Kumar Jajodia
2. Mr. Prakash Kumar Jajodia
3. Mr. Amit Jajodia

### DETAILS OF OUR PROMOTERS ARE AS UNDER


#### 1. Mr. Kishan Kumar Jajodia

	<p><b>Mr. Kishan Kumar Jajodia</b> age 48 years is Promoter &amp; Managing Director of our Company. He is B.Com (Hons). He has 25 years of experience in Finance and trading &amp; manufacturing of garments &amp; embroidery business. He is also promoter of companies such as Quest Financial Services Limited, Rivergrove Merchandise Private Limited, Concord Vinimay Private Limited, Burnpur Power Private Limited and Nova Merchants Private Limited. He predominantly responsible of embroidery operation &amp; finance management division and day to day affairs of Company. He has been on the Board of our Company since October, 2010</p>
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#### Identification

<b>Name</b>	<b>Mr. Kishan Kumar Jajodia</b>
<b>Permanent Account Number</b>	ACUPJ9687L
<b>Passport No.</b>	J7572347
<b>Voter ID</b>	Not Available
<b>Driving License</b>	Not Available
<b>Bank Account Details</b>	SB/01/023666 Corporation Bank


#### 2. Mr. Prakash Kumar Jajodia

	<p><b>Mr. Prakash Kumar Jajodia</b>, aged 41 years, is Promoter &amp; Director of our Company. He has done his matriculation. He has 20 years of experience in Finance &amp; embroidery designing &amp; textile sector. He is also promoter of companies such as Quest Financial Services Limited, Rivergrove Merchandise Private Limited, Concord Vinimay Private Limited, Burnpur Power Private Limited and Nova Merchants Private Limited. He is well associated with day to day affairs of this company. He predominantly responsible of embroidery operation &amp; logistics supply management division of the company. He has been on the Board of Directors of our Company since September, 2011.</p>
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#### Identification

<b>Name</b>	<b>Mr. Prakash Kumar Jajodia</b>
<b>Permanent Account Number</b>	ACOPJ3493L
<b>Passport No.</b>	Not Available
<b>Voter ID</b>	WB/21/142/324135
<b>Driving License</b>	Not Available
<b>Bank Account Details</b>	SB/01/023668 Corporation Bank

### 3. Mr. Amit Jajodia

	<p><b>Mr. Amit Jajodia</b>, aged 26 years, is Non Executive Director of our Company. He has completed his B.com and C.S. from Institute of Companies Secretaries of India. He has 7 years of experience in capital and derivative market. He is also promoter of companies such as Quest Financial Services Limited, Rivergrove Merchandise Private Limited, and Concord Vinimay Private Limited.</p>
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#### Identification

<b>Name</b>	<b>Mr. Amit Jajodia</b>
<b>Permanent Account Number</b>	ACXPJ4921E
<b>Passport No.</b>	J9627252
<b>Voter ID</b>	Not Available
<b>Driving License</b>	Not Available
<b>Bank Account Details</b>	SB/01/023667

## SECTION VI - RELATED PARTY TRANSACTIONS

Transaction with related party as identified by the management in accordance with Accounting Standard 18 “Related party disclosures” issued by The Institute of Chartered Accountants of India, are as follows:

### *I. List of Related Parties*

31.03.2013	31.03.2012	31.03.2011
<b>Party Where Control Exists</b>		
Kishan Kumar Jajodia	Kishan Kumar Jajodia	Kishan Kumar Jajodia
Prakash Kumar Jajodia	Prakash Kumar Jajodia	Prakash Kumar Jajodia
Amit Jajodia	Amit Jajodia	Amit Jajodia
<b>Other Parties Where Transaction have taken place</b>		
<b>Group Companies</b>		
-	-	-
<b>Key Managerial Persons</b>		
-	-	-
<b>Relatives of Key Managerial Persons</b>		
-	-	-

### *II. Details of Transactions with Related party:*

No transactions has been entered with any related parties during the preceding three fiscal years.

## SECTION VII: OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as stated herein, there are no outstanding or pending litigation, suits, civil prosecution, criminal proceedings or tax liabilities against our Company, our Directors, our Promoters and Group Companies and there are no defaults, non-payment of statutory dues, over dues to banks and financial institutions, defaults against bank and financial institutions and there are no outstanding debentures, bonds, fixed deposits or preference shares issued by our Company; no default in creation of full security as per the terms of the issue, no proceedings initiated for economic or other offences (including past cases where penalties may or may not have been awarded and irrespective of whether they are specified under paragraph (I) of Part I of Schedule XIII of the Companies Act, 1956), and no disciplinary action has been taken by SEBI or any stock exchanges against our Promoters, our Directors or Group Companies.*

### I. CASES FILED BY OUR COMPANY

#### *Civil Cases*

There are no civil proceedings filed by our Company.

#### *Criminal Cases*

There are no criminal proceedings filed by our Company.

### II. CASES FILED AGAINST OUR COMPANY

#### *Civil proceedings*

There are no civil proceedings filed against our Company.

#### *Criminal Proceedings*

There are no criminal proceedings filed against our Company.

### III. INDIRECT TAX PROCEEDINGS INVOLVING OUR COMPANY

NIL

### IV. LITIGATIONS INVOLVING OUR PROMOTER

#### (i) Proceedings of Civil nature

(a) By the promoters

NIL

(b) Against the promoters

NIL

#### (ii) Proceedings of a Criminal nature-

(a) By the promoters

NIL



- (b) Against the promoters

NIL

**V. LITIGATIONS INVOLVING DIRECTORS OF OUR COMPANY**

**(i) Proceedings of Civil nature**

- (a) By the Directors of our Company

NIL

- (b) Against the Directors of our Company

NIL

**(ii) Proceedings of a Criminal nature-**

- (a) By the Directors of our Company

NIL

- (b) Against the Directors of our Company

NIL

**VI. LITIGATIONS INVOLVING OUR GROUP COMPANIES**

**(i) Proceedings of Civil nature**

- (a) By our Group Companies

NIL

- (b) Against our Group Companies

NIL

**(ii) Proceedings of a Criminal nature-**

- (a) By our Group Companies

NIL

- (b) Against our Group Companies

NIL

**MATERIAL DEVELOPMENTS**

In the opinion of the Board of Directors of our Company, there have not arisen, since the date of the last audited financial statements disclosed in this Information Memorandum, any circumstances that materially or adversely affect or are likely to affect our profitability or value of assets or our ability to pay material liabilities within the next twelve (12) months.

## **SECTION VIII**

### **DECLARATION**

All relevant provisions of the Companies Act, 1956, and the guidelines issued by the Government of India or the regulations issued by Securities and Exchange Board of India, applicable, as the case may be, have been complied with and no statement made in this Information Memorandum is contrary to the provisions of the Companies Act, 1956, the Securities and Exchange Board of India Act, 1992 or the rules made thereunder or regulations issued, as the case may be. We further certify that all the statements in this Information Memorandum are true and correct.

#### **SIGNED BY ALL THE DIRECTORS**

Mr. Kishan Kumar Jajodia

Mr. Prakash Kumar Jajodia

Mr. Soumen Sen Gupta

Mr. Somnath Gupta

#### **SIGNED BY THE COMPANY SECRETARY & COMPLIANCE OFFICER**

Ms. Nisha Jain

#### **SIGNED BY THE CHIEF FINANCIAL OFFICER**

Mr. Amit Jajodia

**Date:** 25.11.2013

**Place:** Kolkata