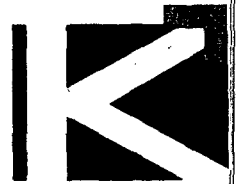


K K KHADARIA & Co

CHARTERED ACCOUNTANTS

Office : 401 - A, Pearl Arcade, Opp. P. K. Jewellers, Off J. P. Road, Andheri (W), Mumbai - 400 058.
Tel. : 022 - 26778155, 26797750, 26783178 • Telefax : 022 - 26781187



CERTIFIED TRUE COPY
FOR HIND COMMERCE LIMITED.

[Signature]

Director.

AUDITORS' REPORT

TO THE MEMBERS OF HIND COMMERCE LIMITED

We have audited the attached Balance Sheet of HIND COMMERCE LIMITED as at 31st March, 2009, the related Profit and Loss Account of the Company for the year ended on that date annexed thereto, and the Cash Flow Statement for the year ended on that date, which we have signed under reference to this report. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

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

1. As required by the Companies (Auditor's Report) Order, 2003 as amended by the Companies (Auditors' Report) Amendment Order 2004 issued by the Central Government in terms of Section 227(4A) of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in the paragraphs 4 and 5 of the said Order.
2. Further to our comments on the Annexure referred to in paragraph 1 above, we report that :-
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of the books;
 - c) The Balance Sheet, Profit and Loss Account and the Cash Flow statement dealt with by this report are in agreement with the books of account;

Contd.....2

K K KHADARIA & Co

CHARTERED ACCOUNTANTS

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....2....

- d) In our opinion, the Balance Sheet, Profit & Loss Account and the Cash Flow statement comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956.
- e) On the basis of the written representations received from the directors, as on 31st March, 2009, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2009 from being appointed as a director in terms of Clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956;
- f) In our opinion and to the best of our information and according to the explanations given to us, the accounts read with Accounting Policies and notes given in Schedule "M" give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with accounting principles generally accepted in India;
- i) in the case of Balance Sheet, of the state of affairs of the Company as at 31st March, 2009, and
- ii) in the case of Profit & Loss Account, of the loss for the year ended on that date,
- and
- iii) in the case of Cash Flow Statement, of the cash flows for the year ended on that date.

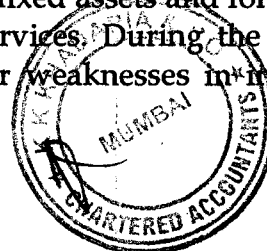
For **K K KHADARIA & CO**
CHARTERED ACCOUNTANTS

PLACE : MUMBAI
DATED : 25th August, 2009



ANNEXURE TO THE AUDITORS' REPORT
(Referred to in Paragraph '1' of our report of even date)

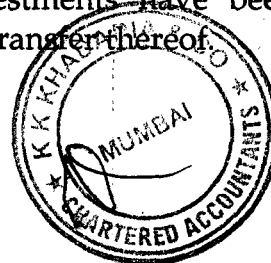
- (1) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - (b) Fixed assets have been physically verified by the Management during the year. In our opinion, the frequency of verification of fixed assets by the management is reasonable having regard to the size of the Company and the nature of its assets. No discrepancies have been noticed in respect of the assets physically verified during the year.
 - (c) The Company has not disposed off, any fixed assets during the year.
2. (a) As explained to us, inventories have been physically verified during the year by the management;
 - (b) In our opinion, the procedures of verification of inventory by the management are reasonable and adequate in relation to the size of the Company & nature of its business.
 - (c) On the basis of our examination of the inventory records of the Company we are of the opinion that, the Company is maintaining proper records of its inventory and no material discrepancies were noticed on physical verification of such stocks as compared to book records.
3. (a) The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act., 1956. Accordingly, clauses (iii)(a) to (iii)(d) are not applicable.
 - (b) The Company has not taken any loans, secured or unsecured, from companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act., 1956. Accordingly, clauses (iii)(e) to (iii)(g) are not applicable.
4. In our opinion, and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to the purchase of inventory and fixed assets and for sale of goods. The Company does not provide any services. During the course of our audit, we have not observed any major weaknesses in internal control system.



5. (a) In our opinion and according to the information and explanations given to us, the transactions that needed to be entered into the register maintained under Section 301 of the Companies Act, 1956 have been so entered.

(b) In our opinion and according to the information and explanations given to us, there are no transactions made in pursuance of contracts or arrangements entered into the register maintained under Section 301 of the Companies Act, 1956 & exceeding the value of Rs. 5,00,000/-or more in respect of any party.
6. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits to which the provision of section 58A, 58AA or any other relevant provisions of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975 apply.
7. The Company does not have a formal system of internal audit, but there are adequate checks & controls at all level.
8. The provisions of sec. 209(1)(d) of the Companies Act, 1956 regarding maintenance of Cost records is not applicable to the Company.
9. (a) In our opinion and according to the information and explanations given to us, the Company has been regular in depositing undisputed statutory dues applicable to it.

(b) In our opinion and according to the information & explanations given to us, there are no disputed statutory dues.
10. The Company does not have any accumulated losses as at the end of the financial year. The Company has incurred cash losses during the current financial year and not in the immediately preceding financial year.
11. The Company has neither taken any loans from financial institutions or banks nor issued any debentures. Accordingly, clause 4(xi) of the Order is not applicable.
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 Company is not a chit fund or a nidhi/mutual benefit fund/society.
14. The Company has maintained proper records of transactions and contracts in respect of dealing in shares, securities, debentures and other investments and timely entries have been made therein. All the shares, securities, debentures and other investments have been held by the Company in its own name or pending transfer thereof.

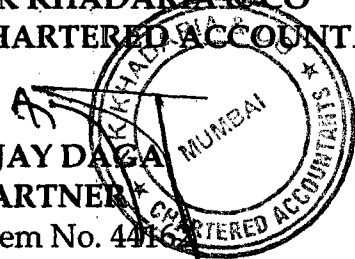


15. In our opinion, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
16. The Company has not raised any term loan during the year and hence clause 4(xvi) of the Order is not applicable.
17. According to the information and explanations given to us and on an overall examination of the balance sheet & cash flow statement of the Company, we report that funds raised on short term basis have prima facie not been used for long term investments.
18. According to the information and explanations given to us, the Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act.
19. According to the information and explanations given to us, the Company has not issued any debentures during the period covered by our audit report.
20. The Company has not raised any money by way of public issue during the year.
21. According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.

For K K KHADARIA & CO
CHARTERED ACCOUNTANTS

AJAY DASA
PARTNER
Mem No. 4416

PLACE : MUMBAI
DATED : 25th August, 2009



HIND COMMERCE LIMITED

BALANCE SHEET AS AT 31st MARCH, 2009

SCHEDULES	AS AT		
	31.03.2009	31.03.2008	
	AMT (Rs.)	AMT (Rs.)	
I. SOURCES OF FUNDS			
1. Shareholders' Funds			
a. Share Capital	A	30000000	30000000
b. Reserves & Surplus	B	34420303	37239923
2. Deferred Tax Liability		2537	2841
Total		64422840	67242764
II. APPLICATION OF FUNDS			
1. Fixed Assets	C		
Gross Block		31000	31000
Less : Depreciation		20941	19468
Net Block		10059	11532
2. Investments	D	64650256	65047712
3. Current Assets,			
Loans and Advances			
a. Sundry Debtors	E	1974257	10605656
b. Cash & Bank Balances	F	39811	525652
c. Loans & Advances	G	1095196	1817914
		3109264	12949223
Less: Current Liabilities			
& Provisions			
a. Current Liabilities	H	3346739	10651966
b. Provisions	I	NIL	113737
Net Current Assets		(237475)	2183520
Total		64422840	67242764

NOTES TO ACCOUNT M

As per our Report of even date attached

For K K KHADARIA & CO
CHARTERED ACCOUNTANTS

AJAY DAGA
PARTNER

PLACE : MUMBAI

DATED : 25th August, 09

The Schedules referred to
above & Notes to Account
form an integral part
of the Balance Sheet.


DIRECTORS

HIND COMMERCE LIMITED

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31st MARCH, 2009

	<u>SCHEDULES</u>	<u>FOR THE</u>	<u>FOR THE</u>
		<u>YR. ENDED</u>	<u>YR. ENDED</u>
		<u>31.03.2009</u>	<u>31.03.2008</u>
		<u>AMT (Rs.)</u>	<u>AMT (Rs.)</u>
<u>INCOME</u>			
Sales		61,993,036	50155354
Other Income	J	1,348,578	3903803
Profit on sale of Investments		NIL	4093563
		<u>63341613</u>	<u>58152720</u>
<u>EXPENDITURE</u>			
Purchases		61,940,826	50119712
Employees' Remuneration & Other Benefits	K	757,063	487435
Loss on sale of Investments		2,796,587	NIL
Administrative & Other Exp.	L	568,155	478156
Depreciation		1,473	1473
		<u>66064104</u>	<u>51086775</u>
Profit/(Loss) before Tax		(2722491)	7065945
Less : Provision for Tax			
- Current Tax		NIL	355360
- Deferred Tax		(304)	(260)
- Fringe Benefit Tax		3265	2136
- MAT Credit		NIL	(142125)
- For earlier year(s)		94168	NIL
Profit/(Loss) after Tax		<u>(2819620)</u>	<u>6850835</u>
Balance brought forward from previous year		37238923	30388088
Balance carried to Balance Sheet		<u>34419303</u>	<u>37238923</u>
Basic & Diluted Earning per Share (Rs.)		(0.94)	2.28
Nominal Value per Share (Rs.)		10.00	10.00

NOTES TO ACCOUNT

M

As per our Report of even date attached

For K K KHADARIA & CO
CHARTERED ACCOUNTANTS

AJAY DAGA
PARTNER

PLACE : MUMBAI

DATED : 25th August, 09

The Schedules referred to above & Notes to Account form an integral part of the Profit & Loss Account.

DIRECTORS

HIND COMMERCE LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2009

	<u>FOR THE YR. ENDED 31.3.2009 AMT.(Rs.)</u>	<u>FOR THE YR. ENDED 31.3.2008 AMT.(Rs.)</u>
A. CASH FLOW FROM OPERATING ACTIVITIES :		
a) NET PROFIT / (LOSS) BEFORE TAX AND EXTRAORDINARY ITEMS	(2,722,491)	7,065,945
ADJUSTMENTS FOR:		
DEPRECIATION	1,473	1,473
(PROFIT) / LOSS ON SALE OF INVESTMENTS	2796587	(4,093,563)
INTEREST RECEIVED	(28952)	(30,911)
DIVIDEND	(1319626)	(3,872,892)
b) OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	(1,273,011)	(929,948)
ADJUSTMENTS FOR:		
DEBTORS	8,631,399	(10,385,467)
OTHER CURRENT ASSETS	NIL	1,099,400
LOANS & ADVANCES	982,670	(7,142)
TRADE PAYABLES	(7,305,227)	10,448,533
CASH GENERATED FROM OPERATIONS	1,035,831	225,375
DIRECT TAXES PAID (INCLUDING FBT)	(471,119)	NIL
NET CASH FROM OPERATING ACTIVITIES	564,712	225,375
B. CASH FLOW FROM INVESTING ACTIVITIES:		
PURCHASE & SALE OF INVESTMENTS	(2,399,131)	(4,201,350)
NET CASH USED IN INVESTING ACTIVITIES	(2,399,131)	(4,201,350)
C. CASH FLOW FROM FINANCING ACTIVITIES :		
DIVIDEND	1319626	3,872,892
SHORT TERM LOAN BORROWED	30000	NIL
SHORT TERM LOAN REPAID	(30000)	NIL
INTEREST RECEIVED	28952	30,911
NET CASH FROM FINANCING ACTIVITIES	1,348,578	3,903,803
NET INCREASE IN CASH AND CASH EQUIVALENTS	(485,842)	(72,172)
CASH AND CASH EQUIVALENTS (AT THE BEGINNING OF THE YEAR)	525,652	597,824
CASH AND CASH EQUIVALENTS (AT THE END OF THE YEAR)	39,811	525,652

As per our Report of even date attached

For K K KHABARIA & CO
CHARTERED ACCOUNTANTS

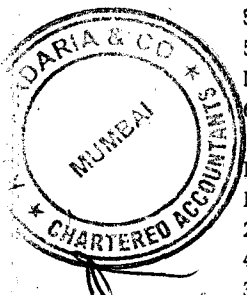
AJAY DADA
PARTNER

PLACE : MUMBAI
DATED : 25th August, 09


DIRECTORS

HIND COMMERCE LIMITED**SCHEDULES ANNEXED TO AND FORMING PART OF THE ACCOUNT**

	<u>AS AT</u> <u>31.03.2009</u> <u>AMT (Rs.)</u>	<u>AS AT</u> <u>31.03.2008</u> <u>AMT (Rs.)</u>
SCHEDULE A		
SHARE CAPITAL		
AUTHORISED CAPITAL		
11000000(11000000) Equity Shares of Rs 10/- each	<u>11000000</u>	<u>11000000</u>
ISSUED, SUBSCRIBED & PAID UP CAPITAL		
3000000(3000000) Equity Shares of Rs 10/- each fully paid up	<u>3000000</u> <u>3000000</u>	<u>3000000</u> <u>3000000</u>
SCHEDULE B		
RESERVES & SURPLUS		
Securities Premium Account	1000	1000
Profit & Loss Account	<u>34419303</u> <u>34420303</u>	<u>37238923</u> <u>37239923</u>
SCHEDULE D		
INVESTMENTS		
(LONG TERM)(NON TRADE)		
Equity Shares/Debentures		
Quoted		
12500(12500) Eq. Sh. of Rs. 10/- each of Comfort Intech Ltd.	65625	65625
707500(707500) Eq. Sh of Rs. 2/- each of Lahoti Overseas Ltd.	3113000	3113000
NIL(800) Eq. Sh. of Rs. 2/- each of ABB Ltd.	NIL	815888
2155(2155) Eq. Sh. of Rs. 10/- each of ABG Shipyard Ltd.	2001672	2001672
1500(1500) Eq. Sh. of Rs. 10/- each of Ankur Drugs & Pharma Ltd.	516300	516300
1150(1150) Eq. Sh. of Rs. 10/- each of Bharti Airtel Ltd.	971727	971727
NIL(960) Eq. Sh. of Rs. 2/- each of DLF Ltd.	NIL	988757
1500(1500) Eq. Sh. of Re. 1/- each of Godrej Ind Ltd.	666824	666825
NIL(2000) Eq. Sh. of Rs. 10/- each of Guj Alkali & Chem Ltd.	NIL	346517
335(335) Eq. Sh. of Re. 1/- each of HDFC Ltd.	981436	981436
NIL(5800) Eq. Sh. of Re. 1/- each of ITC Ltd.	NIL	997542
1100(1100) Eq. Sh. of Rs. 10/- each of ICICI Bank Ltd.	996738	996738
1000(1000) Eq. Sh. of Rs. 10/- each of Indus Fila Ltd.	239500	239500
3250(3250) Eq. Sh. of Rs. 2/- each of Jai Prakash Associates Ltd.	989885	989885
120(120) Eq. Sh. of Rs. 10/- each of Century Enka Ltd.	20724	20724
1200(1200) Eq. Sh. of Rs. 2/- each of Emami Ltd.	84000	84000
100(100) Eq. Sh. of Rs. 10/- each of FCS Ltd.	5000	5000
106(106) Eq. Sh. of Rs. 10/- each of Jet Airways Ltd.	104161	104161
3800(NIL) Eq. Sh. of Rs. 10/- Nagarjuna Construction Ltd.	497391	NIL
400(400) Eq. Sh. of Rs. 5/- each of Nirma Ltd.	22000	22000
* 5(1) Eq. Sh. of Rs. 2/- each of Provogue India Ltd.	150	150
2560(NIL) Eq. Sh. of Rs. 10/- Praj Industries Ltd.	497331	NIL
132(132) Eq. Sh. of Rs. 10/- each of Punjab National Bank Ltd.	51480	51480
121(121) Eq. Sh. of Rs. 10/- each of Sasken Comm Tech Ltd.	60656	60656
690(690) Eq. Sh. of Rs. 10/- each of SBI Ltd.	1189110	1189110
1600(1600) Eq. Sh. of Rs. 10/- each of Union Bank of India Ltd.	25600	25600
750(750) Eq. Sh. of Rs. 10/- each of KPR Mill Ltd.	168750	168750
750(750) Eq. Sh. of Rs. 10/- each of Kotak Mahindra Bank Ltd.	945375	945375
** 1290(645) Eq. Sh. of Rs. 10/- each of Larsen & Toubro Ltd.	2437320	2437319
NIL(1185) Eq. Sh. of Rs. 10/- each of Mahindra & Mahindra Ltd.	NIL	992118
555(555) Eq. Sh. of Rs. 10/- each of Maruti Suzuki Ltd.	497230	497230
74(74) Eq. Sh. of Rs. 10/- each of Mundra Port Ltd	32560	32560
3000(3000) Eq. Sh. of Rs. 10/- each of Pioneer Dist Ltd	354590	354590
2500(2500) Eq. Sh. of Rs. 10/- each of Power Grid Corp Ltd	390683	390682
5000(5000) Eq. Sh. of Rs. 10/- each of Radha Madhav Ltd	597915	597915
5915(5915) Eq. Sh. of Rs. 10/- each of Rain Commodities Ltd	1033232	1033232
NIL(2000) Eq. Sh. of Rs. 5/- each of Reliance Comm Ltd.	NIL	898724
620(620) Eq. Sh. of Rs. 10/- each of Reliance Ind Ltd.	1481151	1481151
3500 (NIL) Eq. Sh. of Rs. 5/- each of Sarda Energy & Minerals Ltd.	640471	NIL
NIL(6500) Eq. Sh. of Rs. 5/- each of Sathvana Ispat Ltd.	NIL	499501
NIL(1000) Eq. Sh. of Rs. 5/- each of Sterlite Ind Ltd.	NIL	1010441
250(750) Eq. Sh. of Rs. 10/- each of Tech Mahindra Ltd.	388750	998273
49(49) Eq. Sh. of Rs. 5/- each of Vishal Retail Ltd.	13230	13230
300(300) Eq. Sh. of Rs. 10/- each of SB&T Int Ltd. (Bonus)	<u>NIL</u>	<u>NIL</u>
	(I) 22081567	27605383



HIND COMMERCE LIMITED

Unquoted

24000(24000) Eq. Sh. of Rs. 100/- each of Kirti Stock Brokers Pvt Ltd.	2400000	2400000
37500(37500) Eq. Sh of Rs. 10/- each of Rugbystar Properties (P) Ltd.	1500000	1500000
32500(32300) Eq. Sh of Rs. 10/- each of Asthvinayak Textile Trading (P) Ltd.	325000	323000
92500(22500) Eq. Sh of Rs. 10/- each of Balchandaram Clothing (P) Ltd.	925000	225000
35000(34800) Eq. Sh of Rs. 10/- each of Jamvant Textiles (P) Ltd.	350000	348000
32500(32300) Eq. Sh of Rs. 10/- each of Janaksuta Textile & Yarn (P) Ltd.	325000	323000
22500(22500) Eq. Sh of Rs. 10/- each of Mansadevi Text & Yarn Supp (P) Ltd.	225000	225000
32500(32300) Eq. Sh of Rs. 10/- each of Mast Mast Textile Trading (P) Ltd.	325000	323000
22500(22500) Eq. Sh of Rs. 10/- each of Pawansoot Textiles (P) Ltd.	225000	225000
32500(32300) Eq. Sh of Rs. 10/- each of Shakambri Fabrics (P) Ltd.	325000	323000
92500(22500) Eq. Sh of Rs. 10/- each of Step by Step Exports (P) Ltd.	925000	225000
25000(25000) Eq. Sh. of Rs. 10/- each of Sanghi Spinners India Ltd.	750000	750000
2(2) Debentures of Rs. 1000000/- each of DSP Memory Feature Eq Linked	2000000	2000000
2(NIL)Debentures of Rs. 1000000/- each of DSPML- Contingent Early Redeemable	2000000	NIL
70(70) Debentures of Rs. 30/- each of Rajashree Poly	2100	2100

(II)	<u>12602100</u>	<u>9192100</u>
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Units of Mutual Funds

Unquoted

14595.496 (14595.496) units of Birla Midcap Fund Growth	1400000	1400000
5172.648 (5172.648) units of Birla Sunlife Equity Fund Growth	1448651	1448651
70587.892 (NIL) units of Birla Sunlife Dynamic Bond Fund	1007332	NIL
25158.182(NIL) units of Birla Sunlife Income Plus Growth	1000000	NIL
2518.186 (NIL) units of DSPBR Money Manager Fund- Reg Div	2522201	NIL
954.962 (NIL) units of DSPBR Money Manager Fund Reg Weekly Div.-Direct	956304	NIL
55890.901 (NIL) units of DSPML Top 100 Equity Fund Regular Plan Div .	1000000	NIL
232130.894 (NIL) units of DSP Merrill Lynch Liquidity Fund Reg Div	2878423	NIL
115202.108 (248833.64) units of DSP Merrill Lynch India Tiger Fund Reg Div	2500000	5172699
9353.746 (9353.746) units of DSP Merrill Lynch India Tiger Fund Growth	516757	516757
NIL(2724.656) units of DSP Merrill Lynch Liquid Plus Fund Weekly Div	NIL	2726798
NIL(114.462) units of DSP Merrill Lynch Liquid Plus Fund Weekly Div	NIL	114602
NIL(849.659) units of DSP Merrill Lynch Liquid Plus Fund Weekly Div	NIL	850000
NIL(864.992) units of DSP Merrill Lynch Liquid Plus Fund Weekly Div	NIL	866326
103457.917(103457.917) units of Fidelity Equity Fund Dividend Option	2000000	2000000
78144.461(78144.461) units of Fidelity India Special Situations Fund Growth	1331347	1331347
34902.935 (34902.935) units of HDFC Growth Fund	2000000	2000000
9682.792 (9682.792) units of HDFC Equity Fund Dividend, Option, Payout	500000	500000
36865.943 (NIL) units of J M Money Manager Fund Superplus Plan	368854	NIL
96746.73 (96746.73) units of J M Emerging Leaders Fund Growth Plan	1500000	1500000
147806.77 (NIL) units of IDFC Money Manager Treasury Weekly Div.	1488999	NIL
NIL (41560.829) units of Prudential ICICI Infrastructure Fund Div	NIL	668846
59283.413 (NIL) units of Reliance Medium Term Fund Weekly Div.	1014706	NIL
38240.882 (35741.372) units of Reliance Growth Fund Div Plan	2069459	1997976
16655.563 (16655.563) units of SBI Magnum Contra Fund Div Plan	500000	500000
50000 (50000) units of SBI Infrastructure Fund I Dividend	500000	500000
86355.6 (86355.6) units of Sundaram BNP Paribas Equity Multiplier Fund	863556	863556
NIL(71333.133) units of Sundaram BNP Select Focus Fund	NIL	920091
26325.95 (111675.385) units of Tata Infrastructure Fund Dividend	600000	2372581

(III)	<u>29966590</u> ✓	<u>28250228</u>
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TOTAL (I+II+III)

	<u>64650256</u>	<u>65047712</u>
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AGGREGATE BOOK VALUE OF QUOTED INVESTMENTS (I)

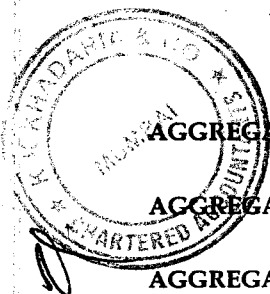
	<u>22081567</u>	<u>27605383</u>
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AGGREGATE BOOK VALUE OF UNQUOTED INVESTMENTS (II +III)

	<u>42568690</u>	<u>37442328</u>
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AGGREGATE MARKET VALUE OF QUOTED INVESTMENTS

	<u>9535606</u>	<u>24261030</u>
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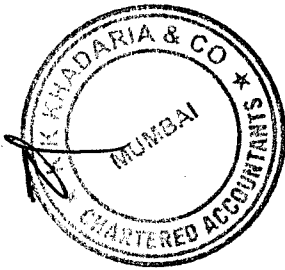


* Equity share of Rs 10/-each of Provogue India Limited sub divided into equity share of Rs 2/- each.

** During the year L&T Limited has declared a bonus in the ratio of 1:1

During the year, the Company has purchased and sold following investments :

Scheme	Face Value	Units	Amt (at Cost)
DSP Black Rock -Top 100 Equity Fund Regular Plan (G)	10	35980.00	2279785
ICICI Pru- Infrastructure Fund	10	6011.69	62341
DSP Black Rock - Money Manager Fund	1000	2943.05	2944067
DSP Black Rock - Liquid Plus Reg.Plan	1000	2731.52	2735371
Reliance Liquid Plus Monthly Fund	1000	494.74	500000
DWS Money Fund	10	101219.34	1014815
HSBC Liquid Plus Fund	10	102687.80	1028131
Tata Liquid High Investment Fund	1000	2006.49	2049718
HSBC- Gilt Fund Short Term Weekly	10	132647.59	1327975
HDFC-Cash Management Fund Retail Weekly	10	247867.38	2483486
DSPML Bond Fund Reg. Plan -Growth	10	85807.71	2394867
Birla Sun Life Income Plus Growth	10	25661.82	1000000
JM Money Manager Fund Super Plus Plan	10	13992.58	140000
Scrip	Face Value	Shares	Amt (at Cost)
BHEL	10/-	300	483156
Idea Cellular Limited	10/-	5000	505450



HIND COMMERCE LIMITED

SCHEDULE C:

FIXED ASSETS

<u>ASSETS</u>	<u>GROSS BLOCK</u>			<u>DEPRECIATION</u>			<u>NET BLOCK</u>	
	<u>AS AT</u> <u>1.4.08</u>	<u>ADDITIONS/</u> <u>(DELETIONS)</u> <u>DURING THE</u> <u>YEAR</u>	<u>AS AT</u> <u>31.3.09</u>	<u>AS AT</u> <u>1.4.08</u>	<u>PROVIDED</u> <u>DURING THE</u> <u>YEAR</u>	<u>AS AT</u> <u>31.3.09</u>	<u>AS AT</u> <u>31.3.09</u>	<u>AS AT</u> <u>31.3.08</u>
ELECTRONIC TYPE WRITER	31000	NIL	31000	19468	1473	20941	10059	11532
TOTAL	<u>31000</u>	<u>NIL</u>	<u>31000</u>	<u>19468</u>	<u>1473</u>	<u>20941</u>	<u>10059</u>	<u>11532</u>
PREVIOUS YEAR	31000	NIL	31000	17995	1473	19468	11532	13005



HIND COMMERCE LIMITED

**SCHEDULE E
SUNDRY DEBTORS**

(Unsecured, considered good)
Due for more than six months
Other Debts

**AS AT
31.03.2009
AMT (Rs.)**

**AS AT
31.03.2008
AMT (Rs.)**

234439	169020
1739818	10436630
<u>1974257</u>	<u>10605650</u>

**SCHEDULE F
CASH & BANK BALANCES**

Cash on hand
Balance with Scheduled Banks in
Current A/cs

190	4870
39621	520770
<u>39811</u>	<u>525650</u>

**SCHEDULE G
LOANS & ADVANCES**

(Unsecured, considered good)
Loans
Advances recoverable in cash or in kind
or for value to be received
MAT Credit Entitlement
Deposits
Advance Tax, etc. (net of provisions)

313988	1312340
27921	12230
142125	142120
351210	351210
259952	NIL
<u>1095196</u>	<u>1817910</u>

**SCHEDULE H
CURRENT LIABILITIES**

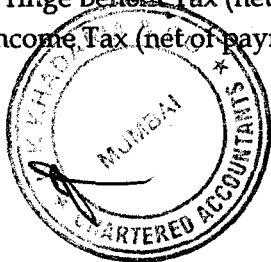
Sundry Creditors
- Due to Micro, Small and Medium Enterprises
- Others
Overdrawn Bank Balance (excess cheques drawn)

NIL	NIL
1995128	10651960
1351610	NIL
<u>3346739</u>	<u>10651960</u>

**SCHEDULE I
PROVISIONS**

- for Fringe Benefit Tax (net of payments)
- for Income Tax (net of payments)

NIL	2140
NIL	111590
<u>NIL</u>	<u>113730</u>



HIND COMMERCE LIMITED

FOR THE
YEAR ENDED
31.03.2009
AMT (Rs.)

FOR THE
YEAR ENDED
31.03.2008
AMT (Rs.)

SCHEDULE J
OTHER INCOME

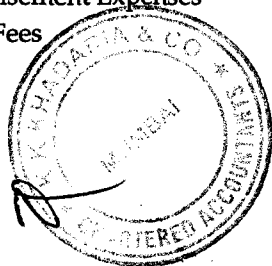
Interest	28952	30911
Dividend	1319626	3872892
	<u>1348578</u>	<u>3903803</u>

SCHEDULE K
EMPLOYEES' REMUNERATION & OTHER BENEFITS

Salary	526675	351922
Bonus	117813	62700
H.R.Allowance	63334	39551
Leave Salary	49241	33262
	<u>757063</u>	<u>487435</u>

SCHEDULE L
ADMINISTRATIVE & OTHER EXPENSES

Share Transaction Charges	61344	205379
Portfolio Management Charges	299279	65015
Securities Transaction Tax	29336	119341
Conveyance	48029	34565
Listing Fees	11200	11200
Printing & Stationery	6760	NIL
Auditors' Remuneration :		
For Audit	22066	16854
For Tax Audit	11033	5618
Legal & Professional Charges	52014	NIL
Miscellaneous Exp	475	NIL
Professional Tax	NIL	2500
Bank Charges	2982	696
Advertisement Expenses	22538	11488
Filing Fees	1100	5500
	<u>568155</u>	<u>478156</u>



HIND COMMERCE LIMITED

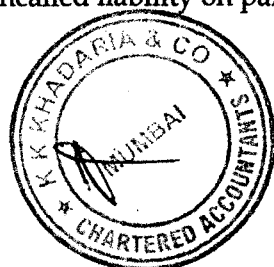
SCHEDULE 'M': NOTES TO ACCOUNT

1) Summary of Significant Accounting Policies :-

- a. The financial statements are prepared on accrual basis of accounting with the generally accepted accounting principles in India., provisions of the Companies Act 1956 (the Act) and comply in material aspects with the accounting standards notified under Section 211(3C) of the Act, read with Companies (Accounting Standards) Rules, 2006. Accounting Policies not referred to otherwise are consistent with Generally Accepted Accounting Principles and are consistent with those used in the previous year.
- b. Fixed Assets are stated at cost less depreciation. The Company capitalises all cost relating to acquisition and installation of Fixed Assets.
- c. Depreciation has been provided on pro-rata basis on straightline method at the rates & on the basis specified in Schedule XIV to the Companies Act,1956.
- d. Long term investments are stated at cost after deducting provisions made for permanent diminution in the value, if any. Current investments are stated at lower of cost & fair market value.
- e. Loans & Advances are stated after making adequate provisions for doubtful advances.
- f. Leave encashment benefit accrued as per Company's Rules are charged to the Profit & Loss Account.
- g. Income-tax expense comprises current tax and deferred tax charge or credit. The deferred tax asset and deferred tax liability is calculated by applying tax rate and tax laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax asset arising mainly on account of brought forward losses and unabsorbed depreciation under tax laws, are recognised, only if there is a virtual certainty of its realisation, supported by convincing evidence. Deferred tax asset on account of other timing differences are recognised only to the extent there is a reasonable certainty of its realisation. At each Balance Sheet date, the carrying amount of deferred tax asset is reviewed to reassure realisation.

2) Contingent Liability:

Uncalled liability on partly paid Debentures - Rs. 18900/- (P.Y. Rs. 18900/-).



HIND COMMERCE LIMITED

- 3) Deposit include Rs. 3.5 Lacs (Previous Year Rs. 3.5 Lacs) being interest free security deposit, for Office Premises, to a company in which some of the Directors are interested.
- 4) Sundry Debit/Credit balances are taken at book figures & are subject to confirmation.
- 5) The Company is engaged solely in trading activity segment and all activities of the Company revolve around this business. As such there are no other reportable segment as defined by Accounting Standard 17 on Segment Reporting issued by the Institute of Chartered Accountants of India.

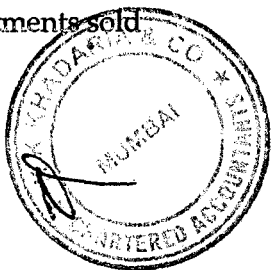
6) Related Party Disclosures :

List of Related Parties with whom transaction have taken place & Relationship.

Name of the Related Parties	Relationship
Lahoti Overseas Ltd.	Enterprises over which Key Management Personnel are able to exercise significant influence
P. S. Ware Information (P) Ltd.	Enterprises over which Key Management Personnel are able to exercise significant influence
Kirti Stock Brokers (P) Ltd.	Enterprises over which Key Management Personnel are able to exercise significant influence
Manjushree Lahoti	Relative of Key Management Personnel
Jayshree Lahoti	Relative of Key Management Personnel

Transaction with Related Parties during the year :-

	Amt(Rs.)
Relatives of Key Management Personnel	
Other transactions	NIL (2000)
Investments sold	NIL (548000)



HIND COMMERCE LIMITED

Balance as on 31.03.2009 is as under :

a.)Enterprises over which Key Management Personnel are able to exercise significant Influence

Deposits Given	350000
	(350000)

Equity Contribution	5513000
	(5513000)

b) Relatives of Key Management Personnel

Sundry Creditors (for others)	2000
	(2000)

Note: Figure in brackets pertain to previous year.

7) Break up of Net Deferred Tax Asset/(Liability) into major components of the respective balances are as follows :

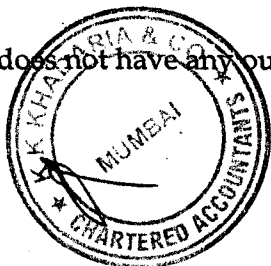
	As At 31.3.2009 <u>Amt(Rs.)</u>	As At 31.3.2008 <u>Amt(Rs.)</u>
Deferred Tax Asset	NIL	NIL
Deferred Tax Liability on account of :		

Difference between Book & Tax Depreciation	<u>2537</u>	<u>2841</u>
	<u>2537</u>	<u>2841</u>
Net Deferred Tax Asset/(Liability)	<u>(2,537)</u>	<u>(2841)</u>

As there is no virtual certainty of future taxable income against which deferred tax asset on account of carried forward losses and allowances can be realized, the same is not recognized.

8) <u>Earnings Per Share (EPS)</u>	2008-2009	2007-2008
a) Weighted Average Number of Equity Shares outstanding during the year	3000000	3000000
b) Net Profit after tax available for Equity Shareholders (Rs.)	(2819620)	6850835
c) Basic and Diluted Earnings Per Share (Rs.)	(0.94)	2.28
d) Nominal Value Per Shares (Rs.)	10.00	10.00

The Company does not have any outstanding dilutive potential equity shares.



HIND COMMERCE LIMITED

9) Quantitative Information in respect of items traded:-

<u>PARTICULARS</u>	<u>FABRICS</u> <u>(Meters.)</u>	<u>AMOUNT</u> <u>(RS.)</u>
Opening Stock	NIL (NIL)	NIL (NIL)
Purchases	1726569 (828865)	61940826 (50119712)
Sales	1726569 (828865)	61993036 (50155354)
Closing Stock	NIL (NIL)	NIL (NIL)

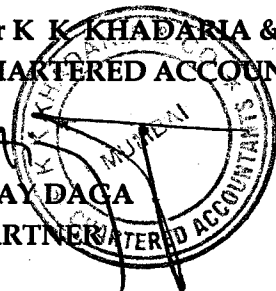
Note : Figure in brackets pertain to Previous Year.

- 10) Based on information so far available with the Company in respect of MSME (as defined in ' The Micro, Small & Medium Enterprises Development, Act 2006) there are no delays in payment of dues to such enterprises during the year and there is no such dues payable at the year end.
- 11) Previous Year's figure have been regrouped, rearranged, wherever necessary, so as to make them comparable with current year's figure.
- 12) Other information required under Part I & Part II of Schedule VI to the Companies Act, 1956 is either NIL or NOT APPLICABLE.

Signatures to Schedules "A" to "M"

For K K KHADARIA & CO
CHARTERED ACCOUNTANTS

AJAY DAGA
PARTNER



DIRECTORS

PLACE : MUMBAI

DATED : 25th August, 09.

HIND COMMERCE LIMITED

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE
FOR THE YEAR ENDED 31ST MARCH, 2009

1. Registration Details

Registration No.	:	85440
State Code	:	11
Balance Sheet Date	:	31st March, 2009

2. Capital Raised During the Year (Amt. Rs. in '000)

Public Issue	:	NIL
Rights Issue	:	NIL
Bonus Issue	:	NIL
Pvt. Placement (Promoters)	:	NIL

3. Position of mobilisation and deployment of Funds (Amt. Rs. in '000)

Total Liabilities	:	67770
Total Assets	:	67770

Sources Of Funds (Amt. Rs. in '000)

Paid Up Capital	:	30000
Reserves & Surplus	:	34420
Deferred Tax Liability	:	3
Secured Loans	:	NIL
Unsecured Loans	:	NIL

Application Of Funds (Amt. Rs. in '000)

Net Fixed Assets	:	10
Investments	:	64650
Net Deferred Tax Asset	:	NIL
Net Current Assets	:	(237)
Miscellaneous Expenditure	:	NIL
Accumulated Losses	:	NIL

4. Performance Of Company (Amt. Rs. in '000)

Turnover (Gross Receipts)	:	63342
Total Expenditure	:	66064
Profit/(Loss) before tax	:	(2722)
Profit/(Loss) after tax	:	(2820)
Earnings Per Share (in Rs.)	:	(0.94)
Dividend, if any	:	
-on Preference Shares	:	NIL
-on Equity Shares	:	NIL

5. Generic Names of Principal Products,
Services of the Company:

Item Code No. (ITC Code)	:	Not Applicable
Product Description	:	

