

BOARD OF DIRECTORS

SHRI RAJENDRA SOMANI (up to 09.11.2011)

SHRI ADARSH SOMANI

SHRI V. N. KHANNA

SHRI B. K. SINGHI (up to 01.03.2012)

SHRI K. P. MAHESHWARI (w.e.f. 01.03.2012)

BANKERS

CENTRAL BANK OF INDIA

PUNJAB NATIONAL BANK

AUDITORS

S. G. KABRA & CO.

Chartered Accountants,

MUMBAI

REGISTERED OFFICE

1076, DR. E. MOSES ROAD,

WORLI,

MUMBAI 400 018

SVARAJ TRADING AND AGENCIES LIMITED

NOTICE

NOTICE is hereby given that the **Thirty- Second** Annual General Meeting of the Company will be held on Saturday 15th September, 2012 at 1076, Dr E Moses Road, Worli, Mumbai - 400018 at 1.00 P.M to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance-sheet as at 31st March, 2012 and Profit & Loss Accounts for the year ended 31st March, 2012 and the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Shri V N Khanna who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS :

To consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:

4. **"RESOLVED THAT** Shri K P Maheshwari who has been appointed as a Additional Director of the Company with effect from 1st March, 2012 by the Board of Directors and who holds office of directorship upto the date of this Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956, and in respect of whom the company has received Notice in writing from a member under section 257 of the Companies Act, 1956 signifying his intention to propose Shri K P Maheshwari as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the company whose period of office shall be liable to determination by retirement of Director by rotation."

By Order of the Board

ADARSH SOMANI
Director

Place : Mumbai
Date : 30/05/2012

Registered Office:

1076, Dr. E. Moses Road
Worli, Mumbai – 400 018.

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from 7th September, 2012 to 15th September, 2012 (both days inclusive).
3. Members are requested to intimate change in their address, if any, to the Company / R & T Agent.

ANNEXURE TO THE NOTICE

The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 for the item No. 4 of the accompanying notice is as under:

Shri K P Maheshwari was appointed as an additional director of the Company on 1st March, 2012.

Shri K P Maheshwari by qualification is a Law graduate and had a rich experience in a field of administration, and corporate affairs.

The Board of directors is of the view that services of Shri Maheshwari to the company will be beneficial to the interest of the company. Therefore the Board recommends the passing of the resolution.

None of the directors other than Shri Maheshwari is concerned or interested in the resolution.

By Order of the Board

ADARSH SOMANI
Director

Place : Mumbai
Date : 30/05/2012

SVARAJ TRADING AND AGENCIES LIMITED

DIRECTORS' REPORT

To

The Members

Your Directors have pleasure in presenting the **THIRTY SECOND ANNUAL REPORT** together with the Audited Statement of Accounts for the year ended March 31, 2012.

Financial Highlights :

	Rs. In Lacs	
	Current Year	Previous Year
Gross Profit / (Loss)	6.00	23.61
Less: Interest	0.00	0.00
Depreciation	0.00	0.00
Provision for Income Tax	0.00	2.83
Leaving a Balance	6.00	20.78
Balance brought forward from previous year	(595.15)	(615.94)
Balance carried to balance sheet	(589.15)	(595.15)

DIVIDEND

Your Directors do not recommend any dividend, for the year, under review.

FIXED DEPOSITS :

During the year under review the Company has not accepted any deposit from the public.

MERGER / AMALGAMATION :

The Hon'ble High Court Bombay vide its order dated 27th April 2012 has approved the Scheme of merger of Kamala Udyoga Ltd, a wholly owned subsidiary with the Company.

The Transferor Company i.e. Kamala Udyoga Limited is a 100% Subsidiary of the Transferee Company i.e. Svaraj Trading And Agencies Limited and it shall not issue and allot any shares to the shareholders of the Transferor Company Kamala Udyoga Limited.

INCREASE IN AUTHORISED SHARE CAPITAL

Pursuant to the approval of Scheme of Amalgamation/ Merger of Kamala Udyoga Ltd with the Company the Authorized Share Capital of the Company is increased to Rs. 1,50,00,000/- (Rupees One crores Fifty Lacs) comprising of 15,00,000 (Fifteen Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each.

PARTICULARS OF EMPLOYEES :

None of the employees are drawing salary and allowance exceeding the limits prescribed U/S. 217(2A) of the Companies Act, 1956 hence the information need not to be given.

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

Since the Company has no manufacturing activities the disclosure of particulars as required under section 217(1)(e) of the Companies Act, 1956 , read with the (Disclosure of particulars in the Report of the Board of Directors) Rules 1988 are not applicable in so far it relates to the conservation of energy and technology absorptions.

There were no foreign exchange earnings and outgo during the year under review :

DIRECTORS RESPONSIBILITY STATEMENT AS PER SECTION 217(2AA) OF THE COMPANIES ACT, 1956

The Board of Directors of the Company Confirms:

- (I) that in the preparation of the accounts for the financial year ended 31st March 2012, the applicable accounting standards have been followed.
- (II) that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.

SVARAJ TRADING AND AGENCIES LIMITED

- (III) that the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguard of the assets of the Company and for preventing and detecting fraud and other irregularities;
- (IV) that the directors have prepared the accounts for the financial year ended 31st March , 2012 on a 'going concern' basis.

CERTIFICATE OF COMPLIANCE:

The Certificate of Compliance for all the provisions the Companies Act 1956, by a secretary in whole time practice is attached hereto, as required under section 383A of the said Act.

LISTING/TRADING OF SHARES :

Your Company shares are listed with The Bombay Stock Exchange Limited, P.J Towers, Dalal Street, Mumbai – 400001.

The Scrip code of shares of the company is 503624.

The Listing fee for the current year 2012 -2013 has been paid.

DIRECTORS

During the year Shri Rajendra Somani and Shri B K Singhi has resigned from directorship of the Company. The Board thank for their services and support rendered by them to the company.

Shri K P Maheshwari has been appointed as an additional director of the Company. Necessary resolution for his appointment as director liable to retire by rotation are incorporated in the Notice convening 32nd Annual General Meeting of the Company.

Shri V N Khanna retires by rotation and being eligible offers themselves for reappointment.

AUDITORS

The Auditors, M/s. S G Kabra & Co. Chartered Accountants, hold office until the conclusion of the Annual General Meeting and are recommended for reappointment, Certificate from the Auditors has been received to the effect that therein reappointment, if made, would be within the limits prescribed under section 224(1B) of the Companies Act 1956.

FOR AND ON BEHALF OF THE BOARD

V. N. Khanna (Director)

Adarsh Somani (Director)

K. P. Maheshwari (Director)

Place: Mumbai
Date : 30/05/2012

SVARAJ TRADING AND AGENCIES LIMITED

COMPLIANCE CERTIFICATE

(Under Proviso to Sub-Section (1) of Section 383A of the Companies Act, 1956)

Registration No. : 11-022315 of 1980
Nominal Capital : Rs. 1, 50,00,000/-
Paid-up Capital : Rs. 10,00,000/-

To
The Members,

SVARAJ TRADING AND AGENCIES LIMITED

We have examined the registers, records, books and papers of **SVARAJ TRADING AND AGENCIES LIMITED** having its registered office at 1076 Dr. E. Moses Road, Worli, Mumbai – 400 018 as required to be maintained under the Companies Act, 1956, (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the company for the financial year ended on 31st March, 2012. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that in respect of the aforesaid financial year:

01. the company has kept and maintained all registers as stated in Annexure "A" to this certificate as per the provisions and the rules made thereunder and all entries therein have been duly recorded.
02. the company has duly filed the forms and returns as stated in Annexure "B" to this certificate with the Ministry of Corporate Affairs within the time prescribed under the Act and the rules made thereunder.
03. the company is a public limited company and hence comments are not required .
04. the Board of Directors duly met 7 times on 13th May, 2011, 13th August, 2011, 20th August, 2011, 19th September, 2011, 14th November, 2011, 13th February, 2012 and 1st March, 2012 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Books maintained for the purpose.
05. the company has closed its Register of Members during the year from 23rd September, 2011 to 30th September, 2011 and has complied with the provisions of the Act.
06. the Annual General Meeting for the financial year ended on 31st March, 2011 was held on 30th September, 2011 after giving due notice to the members of the company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
07. one extra ordinary general meeting was held during the financial year of the giving due notice to the members of the company and the resolution passed thereat were duly recorded In the minutes book maintained for the purpose.
08. the company has not advanced any loan to its directors and/or persons or firms or companies referred in the Section 295 of the Act.
09. the company has duly complied with the provisions of Section 297 of the Act in respect of contracts specified in that section.
10. the company has made necessary entries in the register maintained under Section 301 of the Act.
11. as there were no instances falling within the purview of Section 314 of the Act, the company has not obtained any approvals from the Board of Directors, members or Central Government.
12. the company did not issue any duplicate share certificates during the financial year under scrutiny.
13. the company has :
 - i. delivered all the certificates on lodgment thereof for transfer in accordance with the provisions of the Act.
 - ii. not deposited any amount in a separate Bank Account as no dividend was declared during the financial year.
 - iii. not posted warrants to any member of the company as no dividend was declared during the financial year.
 - iv. no amounts unpaid in dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years and hence transferring of the same to the Investor Education and Protection Fund does not arise.
 - v. duly complied with the requirements of Section 217 of the Act.

SVARAJ TRADING AND AGENCIES LIMITED

14. the Board of Directors of the company is duly constituted and the appointment of a director has been duly made in accordance with the provisions of the Act during the financial year under scrutiny.
15. the company has not appointed any Managing Director or Whole-time Director during the financial year under scrutiny.
16. the company has not appointed any sole-selling agents during the financial year under scrutiny.
17. the company was not required to obtain any approvals of the Central Government, Regional Director, Registrar of Companies and such other authorities prescribed under the various provisions of the Act except that the company has filed a Petition to the Company Law Board for scheme of amalgamation and obtained necessary orders.
18. the Directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.
19. the company has not issued any shares/debentures/other securities during the financial year under scrutiny.
20. the company has not bought back any shares during the financial year under scrutiny.
21. the company has not issued any preference shares/debentures and hence there is no question of redemption of the same.
22. during the year there was no need for the company to keep in abeyance right to dividend, rights shares and bonus shares.
23. the company has not invited/accepted any deposits falling within the purview of Section 58A during the financial year under scrutiny.
24. the amounts borrowed by the company from bodies corporate are within the borrowing limits of the company and that necessary resolution as per Section 293(1)(d) of the Act has been passed in earlier years.
25. the company has made investments in other bodies corporate in compliance with the provisions of the Act and has made necessary entries in the register kept for the purpose.
26. the company has not altered the provisions of the Memorandum of Association with respect to situation of the company's registered office from one state to another during the year under scrutiny.
27. the company has not altered the provisions of the Memorandum of Association with respect to the objects of the company during the year under scrutiny.
28. the company has not altered the provisions of the Memorandum of Association with respect to name of the company during the year under scrutiny.
29. the company has not altered the provisions of the Memorandum of Association with respect to share capital of the company during the year under scrutiny.
30. the company has not altered its Articles of Association during the year under scrutiny.
31. there was no prosecution initiated against or show cause notice received by the company and no fines or penalties or any other punishment was imposed on the company during the financial year, for the offences under the Act.
32. the company has not received any sum as security from its employees during the year under scrutiny.
33. the provisions of Section 418 of the Act are not applicable to the company during the year under scrutiny.

For **GMJ & ASSOCIATES**
COMPANY SECRETARIES

(ALKA MODI)
PARTNER
C.P. NO. 5419

Place : Mumbai
Date : 30/05/2012

SVARAJ TRADING AND AGENCIES LIMITED

Registration No. : 11-022315 of 1980
Nominal Capital : Rs. 1, 50,00,000/-
Paid-up Capital : Rs. 10,00,000/-

Annexure A

Registers as maintained by the Company

1. Register of Charges U/S. 143.
2. Register of Members U/S. 150.
3. Attendance Register for General Meetings U/S. 174.
4. Minutes Books of General Meetings and Board Meetings U/S. 193.
5. Attendance Register for Board Meetings U/S. 287.
6. Register of Contracts U/S. 301.
7. Register of Directors U/S. 303.
8. Register of Directors Shareholding U/S. 307.
9. Register of Share Transfer.
10. Books of Accounts U/S. 209.
11. Register of Investments U/S. 372A.

Annexure B

Forms and Returns as filed by the company with the Ministry of Corporate Affairs during the financial year ended on 31st March, 2012.

Sr. No.	Form No./ Return	Filed under Section	For	Date of filing	Whether filed within prescribed time Yes/No	If delay in filing whether requisite additional fee paid Yes/No.
01	Compliance Certificate in Form No.66	383A	the year ended 31st March, 2011	31st October, 2011	Yes	—
02	Annual Return in Form No. 20B.	159	as on the date of the Annual General Meeting held on 30th September, 2011.	4th November, 2011	Yes	—
03	Form No. 23B	224(1A)	appointment of Auditor	17th November, 2011	—	—
04	Form No. 23B	224(1A)	appointment of Auditor	18th November, 2011	—	—
05	Form No. 32	303(2)	retirement of Shri Rajendra Somani as Director of the company w.e.f 9th November, 2011	22nd November, 2011	Yes	—
06	Balance Sheet and Profit & Loss Account in Form No. 23AC XBRL& 23ACA XBRL.	220	the year ended 31st March, 2011	24th December, 2011	Yes	—

SVARAJ TRADING AND AGENCIES LIMITED

Sr. No.	Form No./ Return	Filed under Section	For	Date of filing	Whether filed within prescribed time Yes/No	If delay in filing whether requisite additional fee paid Yes/No.
07	Form No. 32	303(2)	appointment of Mr. Kailashprasad Govardhanlal Maheshwari as Additional Director of the Company w.e.f. 1 st March, 2012 and retirement of Mr. Bal Krishna Singi as Director of the company w.e.f. 1 st March, 2012.	2nd March, 2012	Yes	—

SVARAJ TRADING AND AGENCIES LIMITED

AUDITORS' REPORT

To,
THE MEMBERS OF SVARAJ TRADING AND AGENCIES LTD.

We have audited the attached Balance Sheet of M/S. SVARAJ TRADING AND AGENCIES LTD, as at 31st March, 2012 and the Profit & Loss Account and the Cash flow statement for the year ended on that date annexed thereto. 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.

1. 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.
2. As required by the Companies (Auditor's Report) Order 2003 and read with the amendments made by the Companies (Auditor's Report) (Amendment) Order 2004 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, and on the basis of such checks of books and records of the company as we considered appropriate and according to the information and explanation given to us we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said order to the extent they are applicable to the Company.
3. Further to our comments in the Annexure referred to in paragraph 2 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 purpose of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company, so far as appears from our examination of those books.
 - (c) The Balance Sheet and Profit and Loss Account and Cash Flow statement dealt with by this report are in agreement with the books of accounts.
 - (d) In our opinion, the Balance Sheet and Profit & Loss Account and Cash Flow statement dealt with by this report comply with the mandatory Accounting Standards referred in sub-section (3C) of section 211 of the Companies Act, 1956 to the extent applicable.
 - (e) On the basis of written representations received from the directors of the company, as on 31st March, 2012 and taken on record by the Board of Directors, we report that none of the Director is disqualified as on 31st March, 2012 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
 - (f) We further report that :-
Note No. 14(6) regarding some of balances of sundry debtors, sundry creditors, deposits, loans & advances and unsecured loan are subject to confirmation and adjustments necessary upon reconciliation, if any consequential impact thereof on the financial statement is not ascertainable.
 - (g) In our opinion and to the best of our information and according to the explanations given to us, the said accounts, subject to para (e) above and read together with the significant Accounting Policies and other notes thereon give the information required by the Companies Act, 1956, in the manner so required and present a true and fair view, in conformity with the accounting principles generally accepted in India:
 - (i) In so far as it relates to Balance Sheet, of the state of affairs of the Company as at 31st March, 2012;
 - (ii) In so far as it relates to the Profit and Loss Account, of the Profit of the Company for the year ended on that date; and
 - (iii) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date

Place : Mumbai
Date : 30/05/2012

**For S. G. Kabra & Co.,
Chartered Accountants
(F.R.N. 104507W)**

**(Malvika P. Mitra)
Partner
Membership No. 44105**

SVARAJ TRADING AND AGENCIES LIMITED

Annexure to Auditors' Report

Referred to in paragraph 2 of our report of even date

On the basis of such checks, as we considered appropriate and in terms of the information and explanations given to us, we state that :-

1. In respect of its fixed assets:
 - a) The Company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets.
 - b) We have been informed that most of fixed assets have been physically verified by the management during the year. In our opinion the frequency of the verification is reasonable. No material discrepancies were noticed on such verification.
 - c) No substantial part of fixed assets has been disposed off during the year.
2.
 - a) The Inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
 - b) According to the information and explanations given to us, the procedures followed for physical verification of the inventory are, in our opinion, reasonable and adequate in relation to the size of the Company and the nature of its business;
 - c) According to the records produced before us for our verification, there were no material discrepancies notices on physical verification of stocks referred to in para 2(a) above as compared to the books records;
3. In respect to loans, secured or unsecured, granted or taken by the Company to/from companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956.
 - a) The Company has not granted/taken any loan secured or unsecured to/from firms or other parties listed in register maintained under section 301 of the Companies Act, 1956 during the year under audit. Therefore, Clause (b), © and (d) of the Companies (Auditor's Report) Order, 2003 is not applicable to the company for the year. The Company has not taken any loans, secured or unsecured, from companies, firms or other parties during the year.
 - b) In our opinion and according to the information and explanation given to us the rate of interest and other terms and conditions on which these loans have been taken/granted are not prima facie prejudicial to the interest of the Company.
 - c) The Company is regular in repaying the principal amounts as stipulated and has been regular in the payment of interest.
4. In our opinion and according to the information and explanation given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchase of inventory, fixed assets and also for the sale of goods. During the course of our audit, we have not observed any major weaknesses in internal controls.
5. In respect of transactions covered under Section 301 of the Companies Act, 1956
 - a) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements, have been entered in the register required to be maintained under that section.
 - b) In our opinion and according to the information and explanation given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Companies Act, 1956 have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
6. The Company has not accepted any deposits from the public.
7. In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
8. The Central Government has not prescribed maintenance of Cost Records under Sanction 209 (1) (d) of the Companies Act, 1956 for any of the product of the Company
9. In respect of statutory dues.
 - a) According to the records of the Company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-Tax, Sales-Tax, Wealth tax, Customs Duty, Excise Duty, Cess and other statutory dues have been generally regularly deposited with the appropriate authorities. According to the information and explanation given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2012 for a period of more than six months from the date of becoming payable.
 - b) There are no disputed statutory dues that have not been deposited on account of matters pending before appropriate authorities.
10. There are no accumulated losses of the Company. The Company has not incurred cash losses during the financial year

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covered by our audit and also has not incurred cash losses in the immediately preceding financial year.

11. Based on our audit procedures and according to the information and explanation given to us, we are of the opinion that the Company has not defaulted in repayment of dues to financial institutions, banks or debenture holders.
12. In our opinion and according to the information and explanation given to us, no loans and advances have been granted by the Company on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the Company is not a chit fund or a nidhi/mutual benefit fund/society. Therefore, clause 4(xiii) of the Companies (Auditor's Report) Order 2003 is not applicable to the Company.
14. The Company has maintained proper records of transactions and contracts in respect of trading in securities, debentures and other investments and timely entries have been made therein. All shares, debentures and other investments have been held by the company in its own name except to the extent of the exemption granted under section 49 of the Company Act 1956 and save for certain share which are either lodged for transfer or held with valid transfer form.
15. The Company has not given any guarantees for loans taken by others from banks or financial institutions, the terms and conditions whereof are prejudicial to the interest of the company except for certain shares pledged by the company for loan taken by the other company. However, in the opinion of the management, the same is not prejudicial to the interest of the company.
16. The Company has not raised any new term loans during the year.
17. In our opinion, the funds raised on short – term or long – term basis have been used for the purpose for which they were raised.
18. During the year, the Company has not made any preferential allotment of shares to parties and Companies covered in the Register maintained under Section 301 of the Companies Act, 1956.
19. The Company has not made any debenture issue.
20. The Company has not raised any money by way of public issue during the year.
21. In our opinion and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year, that causes the financial statements to be materially misstated.

**For S. G. Kabra & Co.,
Chartered Accountants
(F.R.N. 104507W)**

**Place : Mumbai
Date :30/05/2012**

**(Malvika P. Mitra)
Partner
Membership No. 44105**

SVARAJ TRADING AND AGENCIES LIMITED

BALANCE SHEET AS AT 31ST MARCH'2012

	Note	Figure as at the end of current reporting Period	Figure as at the end of previous reporting Period
I. EQUITY AND LIABILITIES			
(1) Shareholders Funds:			
(a) Share Capital	1	1,000,000	1,000,000
(b) Reserve & Surplus	2	24,695,332	(59,515,006)
(2) Non- Current Liabilities			
(a) Long Term borrowings	3	65,227,678	7,12,27,678
(3) Current Liabilities			
(a) Short Term borrowings			
(b) Trade Payables	4	49,068,179	49,068,179
(c) Other current liabilities	5	6,560,358	597,432
(d) Short - Term Provisions		0	244,992
Total		146551547	(62623275)
II. Assets			
(1) Non - Current assets			
(a) Non - Current investments	6	133,135,352	34,670,131
Jewellery		75,500	75,500
(2) Current assets			
(a) Inventories	7	301,889	272,774
(b) Trade receivables	8	417,500	15,599,465
(c) Cash and cash equivalents	9	350,047	162,617
(d) Short term Loans and advances	10	12,057,144	6,548,144
(e) Other current assets	11	214,115	5,294,644
Total		146,551,547	62,623,275
Significant Accounting Policies & Notes on Accounts	14		

As per our Report of even date

For and on Behalf of the Board

For S. G. KABRA & CO
Chartered Accountants
(F.R.N. 104507W)

V.N. Khanna (Director)

Adarsh Somani (Director)

(MALVIKA P. MITRA)
Partner
Membership No. 44105

K. P. Maheshwari (Director)

Place :- Mumbai
Date :- 30/05/2012

SVARAJ TRADING AND AGENCIES LIMITED

STATEMENT OF PROFIT & LOSS ACCOUNT FOR THE PERIOD ENDED 31ST MARCH'2012

	Note	Figure as at the end of current reporting Period	Figure as at the end of previous reporting Period
I. Revenue from Operations			
Sale of Shares		0	0
II. Other Income	12	914,676	3,803,647
III Increase/ (Decrease) in stock in Shares		29,115	(96)
Total Revenue (I+III)		943,791	3,803,551
III. EXPENSES:			
Purchase of Shares & Debentures		5,621	0
Other expenses	13	337,654	1,442,187
Total Expenses		343,275	1,442,187
IV. Profit before tax		600,516	2,361,364
(1) Current Tax		0	283,000
(2) Deferred Tax		0	0
V. Profit(Loss) from the period from continuing operations		600,516	2,078,364
Significant Accounting Policies & Notes on Accounts	14		

As per our Report of even date

For S. G. KABRA & CO
Chartered Accountants
(F.R.N. 104507W)

(MALVIKA P. MITRA)
Partner
Membership No. 44105

Place :- Mumbai
Date :- 30/05/2012

For and on Behalf of the Board

V.N. Khanna (Director)

Adarsh Somani (Director)

K. P. Maheshwari (Director)

SVARAJ TRADING AND AGENCIES LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2012

PARTICULARS	For the Year Ended 31.03.2012	For the Year Ended 31.03.2011
CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax and Prior period Adjustment & exceptional item	600,516	2,361,364
Adjustments for:		
Dividend Received	(738,168)	(700,128)
Interest Expenses	-	-
Interest Received	-	-
Profit on Sale of long term Investments	-	(2,814,875)
Operating Profit before Working Capital changes	<u>(137,652)</u>	<u>(1,153,639)</u>
Adjustments for:		
Trade & Other Receivables	(134,471)	(23,106,109)
Inventories	(29,115)	96
Trade Payables	<u>5,711,022</u>	<u>109,855</u>
Cash generated from Operations	<u>5,409,784</u>	<u>(24,149,797)</u>
Direct Taxes Paid (Net of Refund)	-	(283,000)
Cash Flow before prior period Adjustments	<u>5,409,784</u>	<u>(24,432,797)</u>
Prior period adjustments	-	-
NET CASH FROM OPERATING ACTIVITIES: TOTAL (A)	<u><u>5,409,784</u></u>	<u><u>(24,432,797)</u></u>
CASH FLOW FROM INVESTMENT ACTIVITIES		
Sale of Investment	-	23,742,465
Purchase of Investment	-	(530,000)
Interest Received	-	-
Dividend Received	<u>738,168</u>	<u>700,128</u>
NET CASH FROM / (USED IN) INVESTING ACTIVITIES: TOTAL (B)	<u><u>738,168</u></u>	<u><u>23,912,593</u></u>
CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Unsecured Loans (Net of Proceeds)	<u>(6,000,000)</u>	<u>(934,500)</u>
NET CASH FROM FINANCING ACTIVITIES: TOTAL (C)	<u><u>(6,000,000)</u></u>	<u><u>(934,500)</u></u>
Net Increase in Cash and Cash Equivalents Total: (A+ B+ C)	147,951	(1,454,705)
Cash and Cash Equivalents - Opening Balance	162,617	1,617,322
Cash and Cash Equivalents taken over on amalgamation (KUL)	39,479	-
Cash and Cash Equivalents - Closing Balance	350,048	150162,617

Notes:

1. Above statements have been prepared in the indirect method.
2. Cash and Cash Equivalents represents Cash and Bank balances only.
3. Previous years' figures have been regrouped and reclassified, wherever necessary.

As per our Report of even date

For and on Behalf of the Board

For **S. G. KABRA & CO**
Chartered Accountants
(F.R.N. 104507W)

V.N. Khanna (Director)

Adarsh Somani (Director)

(MALVIKA P. MITRA)
Partner
Membership No. 44105

K. P. Maheshwari (Director)

Place :- Mumbai
Date :- 30/05/2012

SVARAJ TRADING AND AGENCIES LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENT

	As at 31st March'2012	As at 31st March'2011
NOTE "1"	₹	₹

SHARE CAPITAL

Authorised :

15,00,000 (Prev. Year 5,00,000) Equity Shares of Rs.10/- each	15,00,000	5,00,000
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	15,00,000	5,00,000
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Issued ,Subscribed and Paid-up

1,00,000 Equity Shares of Rs.10/- each	1,00,000	1,00,000
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	1,00,000	1,00,000
--	----------	----------

Notes :

1. The Company has only one class of shares referred to as equity shares having a par value of Rs.10/- each. Each holder of the equity shares is entitled to one vote per share.
2. The details of shareholders holding more than 5% of the equity shares of the Company as at Period /Year end is as below.

Name of Shareholder	Number of Equity shares Held	% of Holding	Number of Equity shares Held	% of Holding
Satyanarayan Properties Pvt. Limited	20000	20.00%	20000	20.00%
Kopran Laboratories Pvt.Limited	15000	15.00%	15000	15.00%
Kopran Pharmaceuticals Pvt.Limited	11680	11.68%	11680	11.68%
-	-		-	

3. The reconciliation of the number of equity shares outstanding as at the period /year end set is as below

Number of Equity Shares at the beginning of the year	100,000
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Add :- Equity shares issued during the year	-
---	---

Number of equity shares at the end of the year	100,000
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NOTE "2"

RESERVES AND SURPLUS :

Surplus - Profit and Loss Account

Capital Reserve	83,609,822	-
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Opening Balance	(59,515,006)	(61,593,370)
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Add :- Net Profit/(Loss) after tax from continuing operations	600,516	2,078,364
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Closing Balance	24,695,332	(59,515,006)
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SVARAJ TRADING AND AGENCIES LIMITED

NOTE "3"

Long Term Borrowings ₹ ₹

Unsecured Loans		
Inter-corporate Loans	65,227,678	71,227,678
	<u>65,227,678</u>	<u>71,227,678</u>
	<u>65,227,678</u>	<u>71,227,678</u>

NOTE "4"

Trade Payable		
	49,068,179	49,068,179
	<u>49,068,179</u>	<u>49,068,179</u>
	<u>49,068,179</u>	<u>49,068,179</u>

NOTE "5"

Other current liabilities		
Other liabilities		
Deposit	6,390,608	425,898
Tds Payable	169,750	169,750
	0	1,784
	<u>6,560,358</u>	<u>597,432</u>
	<u>6,560,358</u>	<u>597,432</u>

NOTE "6"

Non - Current Investments (At Cost)

INVESTMENTS (AT COST)
LONG TERM INVESTMENT
(As certified by Director)

(A) QUOTED

(1) Fully paid up Equity Shares

Face Value	Nos.	₹	Nos.	₹
02 Oricon Enterprises Limited (Previous Year Face Value Rs.10/-)	1536800	98,303,893	1378	68,372
10 Kopran Ltd.,	352300	8,832,419	352300	8,832,419
10 KDL Biotech Limited	55200	1,002,434	55200	1,002,434
		<u>108,138,746</u>		<u>9,903,225</u>
(2) Partly paid up Equity Shares				
10 Keynote Corporate Services Limited	5000	150,000	5000	150,000
TOTAL (A)		<u>108,288,746</u>		<u>10,053,225</u>
		<u>108,288,746</u>		<u>10,053,225</u>

SVARAJ TRADING AND AGENCIES LIMITED

(B) UNQUOTED

	Nos.	₹	Nos.	₹
(1) Fully paid up Equity Shares				
10 G. Claridge & Co. Ltd.	854000	22,626,517	779850	21,896,817
100 Digvijay Investment Limited	25	2,512	25	2,512
10 Oriental Pullex Limited	130	1,300	130	1,300
10 Venkatesh Karriers Limited	73,500	735,175	73,500	735,175
100 Kamala Udyoga Limited	0	0	5,000	500,000
10 Parijat Shipping & Finale Limited	850,000	850,000	850,000	850,000
10 Suraj Containers Limited	5,000	50,000	5,000	50,000
Less :- Diminution in the value of Investment		<u>49,999</u>		<u>49,999</u>
		<u>1</u>		<u>1</u>
10 USL Auto Services Limited	15,000	150,000	15,000	150,000
(2) Fully paid up Preference Shares				
10 2% Redeemable Preference Shares of Kempo Finvest Pvt. Ltd.	50,000	500,000	50,000	500,000
Less :- Diminution in the value of Investment		<u>499,999</u>		<u>499,999</u>
		<u>1</u>		<u>1</u>
10 11% Cumulative Redeemable Preference Shares of Sarvamangal Mercantile Co. Limited	40,000	400,000	40,000	400,000
(3) IN GOVERNMENT SECURITIES				
National Saving Certificate	3	1,100	3	1,100
TOTAL (B)		<u>24,766,606</u>		<u>24,536,906</u>
(C) PARTNERSHIP FIRM				
S. K. Somani & Co. (Capital Account)		<u>80,000</u>		<u>80,000</u>
		<u>80,000</u>		<u>80,000</u>
TOTAL (A+B+C)		<u>133,135,352</u>		<u>34,670,131</u>
Aggregate Book Value - Unquoted		24,846,606		24,616,906
Quoted		108,288,746		10,053,225
Aggregate Market Value - Quoted		<u>56,306,622</u>		<u>16,596,353</u>

SVARAJ TRADING AND AGENCIES LIMITED

NOTE "7"

INVENTORIES :

(As taken, valued and certified by a Director)

Face

Value	Nos.	₹	Nos.	₹
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(A) QUOTED - (At cost or market value which ever is lower)

1. Fully Paid up Equity Shares :

10 DSQ Bio-Tech Limited (Cost Rs.1,14,050/-)	500	1,900	500	1,900
10 Himachal Futuristic Communication Limited (Cost Rs. 1,50,233/-)	200	2,362	200	2,388
10 Kshitiz Investment Co. Limited (Cost Rs. 500/-)	50	500	50	500
10 Manali Petro Limited (Market Value Rs. 25,550/-)	2,500	12,500	2,500	12,500
10 Sudal Industries Limited (Market Value Rs. 79,975/-)	3,500	66,416	3,500	60,795
10 Sarvamangal Mercantile Co. Limited (Market value Rs.12,25,000/-)	24500	72,520	24500	49,000
10 21st Century Management Limited (Market Value Rs. 80,443/-)	10,300	18,566	10,300	18,566
10 The Aluminium Industries Limited (Cost Rs. 9,66,908/-)	62300	124,600	62300	124,600
10 Universal Cans & Containers Limited (Cost Rs.10,443/-)	972	1,652	972	1,652
10 Videocon Industries Limited (Market Value Rs.1,715/-)	10	873	10	873
TOTAL		301,889		272,774

NOTE "8"

TRADE RECEIVABLE

(Unsecured & Considered Doubtful)

Debts outstanding for a period exceeding six months	417,500	15,599,465
	417,500	15,599,465

NOTE "9"

CASH AND CASH EQUIVALENT

Cash on hand	13,207	4,935
Balance with Scheduled Banks In Current account	336,840	157,682
	350,047	162,617

SVARAJ TRADING AND AGENCIES LIMITED

NOTE "10"

Short - Term loans and advances

	₹	₹
Other Loan & Advances		
Loan & Advances	12,046,059	6,537,059
Advance recoverable in cash or kind or for value to be received	11,085	11,085
	12,057,144	6,548,144

NOTE "11"

Other Current Assets

Dividend Receivable	0	56,000
S. K. Somani & Co.	176,508	5,238,644
Advance payment of Incoem Tax (Net of Provision)	37,607	
	214,115	5,294,644

NOTE "12"

OTHER INCOME

Dividend Received	738,168	700,128
Profit From Partnership Firm	176,508	288,644
Profit on sale of Investment	0	2,814,875

TOTAL	914,676	3,803,647
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NOTE "13"

OTHER EXPENSES

Donation	0	1,000,000
Legal & Professional Charges	94,342	130,795
Demat Charges	2,866	89,181
Sundry Balance Written Back	56,000	0
Auditors' Remuneration :		
Audit Fees	11,030	11,030
Directors Sitting Fees	4,600	3,200
Miscellaneous Expenses	168,816	207,981

TOTAL	337,654	1,442,187
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NOTE – “14”

Notes forming part of Accounts for the year ended 31st March 2012

1. SIGNIFICANT ACCOUNTING POLICIES :

- a) The books of accounts are maintained on accrual basis.
 - b) Dividend Income in the books is accounted when right to receive the payment is established
 - c) Fixed Assets are stated at historical cost.
 - d) Depreciation has been provided on Written down value method at the rates specified in schedule XIV of the Companies Act, 1956.
 - e) Long Term Investments are stated at cost. Cost is determined on average method.
 - f) Stock in Trade quoted (Shares & debentures) are shown at Cost or Market value whichever is lower.
 - g) Stock in Trade unquoted (Shares & debentures) are shown at Cost.
 - h) Taxation
 - i. Income-tax expenses comprise current tax and deferred tax charge or credit
 - ii. The deferred tax asset and deferred tax liability is calculated by applying tax rate and tax loss that have been enacted or substantially enacted by the Balance Sheet date.
 - iii. Deferred tax assets 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 assets on account of other timing differences are recognised only to the extent there is a reasonable certainty of its realisation.
 - iv. At each Balance Sheet date, the carrying amount of deferred tax assets is reviewed to reassure realisation.
 - i) Other Accounting Policies are consistent with generally accepted account practices.
- 2**
- a) The Hon'ble High Court of judicature at Bombay has vide its order dated 27th April, 2012 approved the scheme of amalgamation of Kamala Udyoga Ltd (KUL), wholly owned subsidiary which was primarily engaged in the business of trading and investment business activities , with the Company. The said scheme is operative from the appointed date ie. 1st April, 2011. The effective date of the scheme is 14th May, 2012 i.e. the date of filing certified copies of the order of High Court of Judicature at Bombay with the Registrar of Companies, Maharashtra at Mumbai. The effect of the said scheme has been given in the books of accounts for the year ended 31st March, 2012.
 - b) Upon the scheme becoming effective w.e.f. 14th May, 2012, the 4,00,000 unclassified Shares of the face value of Rs. 10 / - each stands reclassified and re-organized into equity shares. Further the Authorised Share Capital of KUL of Rs. 1,00,00,000/- comprising of 10,00,000 Equity Shares of Rs. 10/- each stand transferred and credited to Authorised Share Capital of the Company . Accordingly the Authorised shares capital of the company is increased from Rs. 50,00,000/- comprising of 5,00,000 Equity Shares of Rs. 10/- each to Rs. 1,50,00,000/- comprising of 15,00,000 Equity shares of Rs. 10/- each.
 - c) In accordance with the scheme of Amalgamation, the transferor company ie. KUL is a wholly owned subsidiary of the Company, thus no new shares are issued by the company.
 - d) In accordance with the accounting treatment specified in the scheme, the assets and liabilities of KUL have been vested in the company with effect from the appointed date i.e. 1st April, 2011 and have been recorded at their respective fair value as on the appointed date.
 - e) In consideration of the transfer to and vesting of the 'Assets and Liabilities' of KUL in the Company, all the Equity shares of KUL owned/ held by the Company stands cancelled and no further consideration shall be payable by the company.

SVARAJ TRADING AND AGENCIES LIMITED

- f) In accordance with accounting treatment specified in the scheme the assets and liabilities of KUL have been vested in the Company w.e.f from the appointed date i.e. 1st April, 2011 and have been recorded at their respective fair value as on appointed date and the excess of the fair value of the assets of the KUL over fair value of liabilities have been credited to Capital Reserve.
- g) In view of amalgamation of Kamala Udyoga Ltd (KUL) with the Company with effect from 1st April, 2011, the figure of current year are not comparable with the previous year's figures. Figures of the previous year have been re-grouped, re-classified and re-arranged wherever necessary.
3. Contingent Liabilities not provided for in respect of partly paid shares Rs.3,00,000/- Previous Year Rs.3,00,000/-)
4. In the opinion of the Board, the Current Assets, Loans, and advances are approximately of the value stated in the Balance Sheets if realised in ordinary courses of the business and the provision of all known liabilities is made and is adequate and is not in excess of the amount reasonable considered necessary.
5. In the opinion of the Board, the Current Assets, Loans, and advances are approximately of the value stated in the Balance Sheets if realised in ordinary courses of the business and the provision of all known liabilities is made and is adequate and is not in excess of the amount reasonable considered necessary.
6. Some of the balances of sundry debtors, sundry creditors, deposits, loans and advances and unsecured loan are subject to confirmation and adjustments necessary upon reconciliation, if any consequential impact thereof on the financial statement is not ascertainable.
7. Earnings per shares:

Particulars	Year ended 31.03.2012	Year ended 31.03.2011
Net Profit/(Loss) attributable to share holder (in Rs.)	6,00,516	20,78,364
Weighted average number of equity shares (in No.)	1,00,000	1,00,000
Basic earning per shares of Rs.10/- each	6.00	20.78

The Company does not have any outstanding dilutive potential equity shares. Consequently, the basic and diluted earning per share of the company remain the same.

In view of time limitations on carry forward of losses and as a matter of prudence Deferred Tax Assets arising on account of brought forward losses and unabsorbed Depreciation under tax laws has not been recognised.

8. Quantitative details of Inventories (Shares & Debentures)

Particulars	No. of Shares	
	31.03.2012	31.03.2011
Openig Stock	1,04,832	1,04,832
Add:-Purchase	-	-
	1,04,832	1,04,832
Less :- Sale	-	-
Closing Sntock	1,04,832	1,04,832

The accounts are prepared on a going concern basis inspite of accumulated losses exceeding the paid up share capital and reserve & surplus.

9. Other additional information pursuant of the provisions of paragraph 3, 4C and 4D of part II of schedule VI of Companies Act, 1956 are not applicable to the company.
10. Previous year figures are regrouped, reclassified and recasted whenever necessary.

as per our Report of even date

For and on Behalf of the Board

For S. G. KABRA & CO
Chartered Accountants
(F.R.N. 104507W)

V.N. Khanna (Director)

Adarsh Somani (Director)

(MALVIKA P. MITRA)
Partner
Membership No.44105

K. P. Maheshwari (Director)

Place :- Mumbai
Date :- 30/05/2012