

GROVY EXPORTS & MARKETING LTD

28TH ANNUAL REPORT

2012-2013

**Registered Office :-131,MOTI BAZAAR ,CHANDNI
CHOWK ,DELHI-110006**

GROVY EXPORTS & MARKETING LIMITED
131, MOTI BAZAR, CHANDNI CHOWK, NEW DELHI-110006

NOTICE

Notices is hereby given that the 28th Annual General Meeting of the Members of **M/S GROVY EXPORTS & MARKETING LIMITED**. Will be held on 25th September , 2013 at 11.00 A.M at its registered office at 131, Moti Bazar, Chandni Chowk, Delhi-110006, to transact the following business: -

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet for the year ended 31st March, 2013 and Statement of Profit & Loss for the period ended on that date together with Reports of the Auditors and Directors and compliance certificate pursuant to section 383A of the Companies Act, 1956.
2. To Appoint a Director in Place of Mr. Rohan Jalan who retires by rotation and being eligible, offers himself for reappointment.
3. To Appoint Auditors who shall hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary Resolution.

"RESOLVED THAT M/s Wadhwa & Co., 22 DDA Flats, Panchsheel Park, Shivalik Road, New Delhi-110017. be and is hereby appointed as auditor of the Company from the conclusion of this Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS

1. To Appoint Secretarial Auditors pursuant to section 383A of the Companies Act, 1956, who shall hold Office from the Conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of section 383A of the Companies Act, 1956 M/s M.A. & Associates, Company Secretaries, New Delhi be and is hereby appointed as Secretarial Auditor of the Company from the conclusion of this Annual General Meeting of the Company until the conclusion of next Annual General Meeting to give compliance Certificate for the year ended 31st March, 2014.

By Order of the Board
For GROVY EXPORTS & MARKETING LIMITED

Place: New Delhi

(PRAKASH CHAND JALAN)

Dated: 10/05/2013

CHAIRMAN

(2)

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. THE INSTRUMENT APPOINTING PROXY SHOULD BE DEPOSITED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. THE REGISTER OF MEMBERS AND SHARE TRANSFER BOOKS OF THE COMPANY SHALL REMAIN CLOSED ON 23/09/2013 TO 25/09/2013(BOTH DAYS INCLUSIVE)
4. MEMBERS ARE REQUESTED TO NOTIFY THE CHANGE IN THEIR ADDRESS (IF ANY), AT THE EARLIEST.
5. MEMBERS DESIRING ANY INFORMATION AS REGARDS ACCOUNTS ARE REQUESTED TO WRITE TO THE COMPANY AT ITS REGISTERED OFFICE AT LEAST 10 DAYS BEFORE THE DATE OF ANNUAL GENERAL MEETING SO AS TO ENABLE THE MANAGEMENT TO KEEP THE INFORMATION READY.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT AS REQUIRED U/S 173(2) OF THE COMPANIES ACT, 1956

ITEM NO. 1 of Special Business.

The term of Secretarial Auditors M.A. & Associates, Company Secretaries, expire at the conclusion of ensuing Annual General Meeting and being eligible, offers themselves for reappointment, yours approval is required for reappointment, you are requested to pass the resolution mentioned at item No. 1.

**By Order of the Board
For GROVY EXPORTS & MARKETING LIMITED**

Sd/-
(PRAKASH CHAND JALAN)

Place: New Delhi

Dated: 10/05/2013

Chairman

GROVY EXPORTS & MARKETING LIMITED

DIRECTORS REPORT

To

The Members,

Your Directors have pleasure in presenting the 28th Annual General Report for the period ended 31st March, 2013 together with audited Statement of accounts and Auditors Report thereon.

1. **FINANCIAL RESULTS**

The Working Result of the Company is summarised as under:

| | (In Rs.) | |
|--|------------------|-----------------|
| | (2012-13) | (2011-12) |
| Profit Before Tax | 145293.7 | 13128.00 |
| Less: Income Tax Paid | 0 | 0 |
| | 145293.7 | 13128.000 |
| Less: Tax Expense(Current Tax+ Deferred Tax Liability) | 20938.56 | -7449.00 |
| PROFIT AFTER TAXATION | 124355.14 | 20577.00 |
| Add: Brought forward Profit from Previous year | 51539.98 | 30963.00 |
| | 175895.12 | 51540.00 |
| <u>APPROPRIATIONS</u> | | |
| 1) Proposed Dividend | 0 | 0 |
| 2) Tax on Proposed Dividend | 0 | 0 |
| 3) Transfer to General Reserve | 0 | 0 |
| 4) Surplus C/o Balance Sheet | 0 | 0 |
| | 0 | 0 |

2. **DIVIDEND**

No dividend declared in previous year.

3. **OPERATIONS**

a) Shares & Securities

During the year the company has done major activities for sale and purchase of shares, mutual funds, future & option. Overall the company has earned profit before tax of Rs1,45,293.70 /- However the management of the company expects better results in this segment in future years.

b) Property/Construction Activities

The Company has not undertaken carry any project during the year.

4. **PROSPECTS**

There has been an increasing tendency in share market and good opportunities in property segment, your director expects better results in the current year.

Contd....2/-

5. **DEPOSITS**

The Company has not accepted deposits from public within the purview of section 58A of Companies Act, 1956.

6. **LISTING**

The company's equity shares are listed on Delhi Stock Exchange.

7. **AUDITORS REPORT**

The Auditor's report on the Accounts of the Company is self-explanatory and requires no comment.

8. **DIRECTORS RESPONSIBILITY STATEMENT**

Pursuant to section 217 (2AA) of the Companies (Amendment) Act, 2000 the Directors confirm that:-

- i) In the preparation of the annual accounts, the applicable Accounting standards have been followed.
- ii) Appropriate accounting policies have been selected and applied consistently, and have made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2013 and the profit of the Company for the year ended on 31st March, 2013.
- iii) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities, and
- iv) The annual accounts have been prepared on a going concern basis.

9. **DIRECTORS**

Mr. Rohan Jalan Director retires by rotation at the ensuing Annual General Meeting and being eligible offer himself for reappointment.

10. **AUDITORS**

The Auditors, M/s Wadhwa & Co. Chartered Accountants, retire at the ensuing Annual General Meeting and, being eligible, offer themselves for reappointment.

11. **SECRETARIAL AUDITORS**

M/s M.A. & Associates, Company Secretary, retire at ensuing Annual General Meeting, You are requested to appoint them and fix their remuneration.

12. **PARTICULARS OF EMPLOYEES**

Particulars of employees as required U/s 217 (2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules 1975 may be taken as NIL since no employee of the Company was in receipt of remuneration in excess of limits specified under the said rules.

13. **CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO**

The Companies (Disclosure of particulars in the report of Board of Directors) Rules, 1988 require the disclosure of particulars regarding Conservation of Energy in Form-A and Technology Absorption in form-B and that the requirements of Form A & B are not applicable to the Company. The Company has had no foreign Exchange outgo or inflow during the year under report.

14. **ACKNOWLEDGEMENTS**

Your directors wish to acknowledge their gratitude to the business associates, customers, bankers for their continued patronage, assistance and guidance. We continue to look for the same degree of help, cooperation and indulgence from them in future.

Place: Delhi
Dated: 10TH May, 2013

By order of the Board

On behalf of Board of Directors'

(PRAKASH CHAND JALAN)
Chairman

WADHWA & CO.
CHARTERED ACCOUNTANTS

22, DDA Flats, Panchsheel Park
Shivalik Road, New Delhi-17
Tel: 011-26677552/53
E-Mail:-sayujconsulting@gmail.com

AUDITOR'S REPORT

**TO THE MEMBERS OF
GROVY EXPORTS & MARKETING LIMITED**

Report On the Financial Statements

We have audited the accompanying financial statements of **GROVY EXPORTS & MARKETING LIMITED** which comprises the balance sheet as at March 31, 2013 and the statement of profit and loss account for the year ended, and a summary of significant accounting policies and other explanatory information.

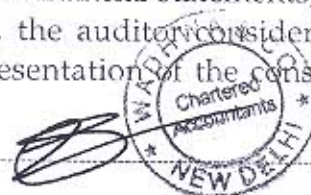
Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and presentation of the consolidated financial statements that



give a true and Fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

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

Opinion

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

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013.
- (b) In the case of statement of Profit and Loss Account, of the profit for the year ended on that date.

Report On Other Legal and Regulatory Requirements

1. The Companies (Auditor's Report) Amended Order 2004 issued by the Central Government of India in terms of sub-section (4A) of the section 227 of the Companies Act, 1956, apply to the company as the company is covered under the conditions laid down under the clause '2' of the said order.
2. As required by section 227(3) of the Act, we report that:
 - (i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (ii) 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;
 - (iii) The Balance Sheet and the Profit & Loss Account dealt with by this report are agreement with the books of account;
 - (iv) In our opinion, the Balance Sheet and the Profit and Loss Account dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;



- (v) Based on written representations received from the Directors, as on March 31,2013 and taken on record by the board of directors, we report that none of the directors is disqualified as on 31.03.2013 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the companies Act,1956.

For Wadhwa & Co.
Chartered Accountants




Proprietor
(FCA Sushil Wadhwa)
Member Ship No: - 091435
Place: New Delhi
Dated: 10.05.2013

ANNEXURE REFERRED TO PARAGRAPH 2 OF OUR REPORT OF EVEN DATE TO THE MEMBERS OF M/S GROVY EXPORTS & MARKETING LIMITED ON THE ACCOUNTS AS AT AND FOR THE YEAR ENDED 31st MARCH, 2013.

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 which in our opinion is reasonable having regard to size of the company and the nature of fixed assets, As informed, no material discrepancies were noticed on such verification.
c) During the year, the company has not disposed off a substantial part of fixed assets.
2. a) There is Stock of property held by the company. The company is holding shares & mutual funds as inventories which are in the dematerialized form.
b) In our opinion and according to information and explanations given to us, the procedure of verification of inventories followed by management was reasonable & adequate in relation to the size of the company and the nature of its business.
c) In our opinion and according to information and explanations given to us, the company is maintaining proper records of inventory. No discrepancy noticed on verification between the stocks and book records.
3. a) The company has granted an unsecured loan to one party which is covered in the register maintained under section 301 of the Companies Act, 1956. Maximum amount involved during the year was Rs 75,00,000/- and year end balance is NIL.
b) The unsecured granted by the company is interest free & other terms and conditions are not prejudicial to the company.
c) Since the unsecured loan granted by the company is repayable on demand, so we are unable to comment on the regularity of principal and interest.
d) The Company has taken unsecured loans from 3 parties which are covered in the register maintained under section 301 of the Act. Details are as follows:-

| Particulars | Maximum Amt. involved during the year (Rs.) | Balance as on 31.03.2013 |
|---------------------|---|--------------------------|
| Prakash Chand Jalan | 41,50,000 | 15,50,000 |
| Raj Kumar Jalan | 12,00,000 | 2,00,000 |
| R.K Jalan(HUF) | 64,00,000 | 64,00,000 |

- e) The unsecured loans taken by the company is interest free & other terms and conditions are not prejudicial to the company.
- f) Since the unsecured loan taken by the company is repayable on demand, so we are unable to comment on the regularity of principal and interest.



4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. In our opinion and according to the information and explanations given to us, there is no continuing failure to correct major weaknesses in internal control system.
5. In respect of transactions entered in the register maintained in pursuance of section 301 of the Companies Act, 1956.
 - a) Based on audit procedures applied by us, to the best of our knowledge and belief and according to the information and explanations given to us, we are of the opinion that the particulars of contracts or agreements referred to in section 301 of the Act have been entered in the register required to be maintained under that section.
 - b) According to the information and explanations given to us, the transactions made in pursuance of such contracts or agreements have been made at prices, which are reasonable, having regard to the prevailing market prices at the relevant time.
6. The Company has not accepted any deposits from the public within the meaning of section 58A, 58AA or any other relevant provisions of the act, and the rules framed there under and therefore not applicable to the Company.
7. In our opinion and, the company has an internal audit system commensurate with the size of the company and the nature of its business.
8. The maintenance of cost records has not been prescribed by the Central Government under section 209(1)(d) of the Companies act, 1956.
9.
 - a) Undisputed statutory dues including Provident Fund, Investor Education & Protection Fund, Employee's State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, wherever applicable have generally been regularly deposited with the appropriate authorities during the year.
 - b) According to the information and explanation given to us, no undisputed amounts payable in respect of Income Tax, Sales Tax, Custom Duty, Excise Duty and cess were outstanding at the year end for a period of more than six months from the date they become payable.
 - c) According to the information and explanation given to us, there are no dues of Income Tax, Sales Tax Custom Duty, Excise Duty and cess which have not been deposited on account of any dispute.
10. The Company does not have accumulated losses at the end of the year and the company has not incurred cash losses during current and the immediately preceding such financial year.
11. Based on our audit procedures and on the basis of information and explanations given by the management, we are of the opinion that the company has not defaulted in the repayment of dues to financial institutions, banks and debentures & other securities.
12. The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other similar securities during the year.
13. The provisions of any special statute applicable to Chit Fund, Nidhi or Mutual Benefit Society are not applicable to the Company.
14. In our opinion and according to information and explanations given to us, 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.
15. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
16. Based on information and explanations given to us by the management, the company has not received any term loans.



17. According to the information and explanations given to us and overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term basis.
18. We are informed that the company has not made any preferential allotment of shares to companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956.
19. The Company has not issued any Debentures and hence requirements of reporting regarding creation of security or charge in respect of debentures issued do not arise.
20. The Company has not raised any money by public issue during the year.
21. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the company, noticed or reported during the year, nor have we been informed of such case by the management.

Place: New Delhi.

Date: 10th May, 2013

For Wadhwa & Co.
Chartered Accountants,


(FCA. SUSHIL WADHWA)
M.No.-091435
NEW DELHI

GROVY EXPORTS AND MARKETING LIMITED
BALANCE SHEET AS AT 31.03.2013

(Figures in Rupees)

| Particulars | Note No. | 31st March,2013 | 31st March,2012 |
|---------------------------------|----------|----------------------|----------------------|
| Equity & Liabilities | | | |
| Shareholders Funds:- | | | |
| (a) Share Capital | 2.1 | 14,000,000.00 | 14,000,000.00 |
| (b) Reserves & Surplus | 2.2 | 14,615,895.14 | 14,491,540.00 |
| Current Liabilities | | | |
| (a) Short Term Borrowings | 2.3 | 8,150,000.00 | 3,100,000.00 |
| (b) Other Current Liabilities | 2.4 | 13,604.75 | 13,600.00 |
| (c) Short Term Provisions | 2.5 | 24,441.00 | 1,500.00 |
| Total | | 36,803,940.89 | 31,606,640.00 |

Assets

Non-Current Assets

| | | | |
|------------------------------|-----|------------|------------|
| (a) Fixed Assets | | | |
| Tangible Assets | 2.6 | 219,232.00 | 248,696.00 |
| (b) Non Current Investments | 2.7 | 344,169.00 | 344,169.00 |
| (c) Deferred Tax Assets(Net) | 2.8 | 13,431.44 | 11,429.00 |
| (d) Other Non-Current Assets | 2.9 | | |

Current Assets

| | | | |
|---------------------------------|------|---------------|---------------|
| (a) Inventories | 2.10 | 150,000.00 | 500,000.00 |
| (b) Cash & Cash Equivalents | 2.11 | 841,157.45 | 233,085.00 |
| (c) Short Term Loans & Advances | 2.12 | 35,235,951.00 | 30,269,261.00 |

Total

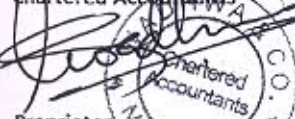
36,803,940.89 31,606,640.00

Accounting Policies & Notes to Accounts
forming part of the **Financial Statements**
As per our report of even date attached

For Grovy Exports and Marketing Limited

For Wadhwa & Co.

Chartered Accountants



Proprietor
FCA Sushil Wadhwa

Membership No. 091435

Date:- 10/05/2013

Place:- New Delhi

For Grovy Exports & Marketing Ltd.


Director/Auditor

For Grovy Exports & Marketing Ltd.


Director

GROVY EXPORTS AND MARKETING LIMITED
PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2013

(Figures in Rupees)

| Particulars | Note No. | 31st March, 2013 | 31st March, 2012 |
|--|----------|----------------------|---------------------|
| CONTINUING OPERATION | | | |
| Revenue from Operations | 2.13 | 17,261,575.20 | 2,492,130.00 |
| Other Income | 2.14 | 249,885.65 | 52,218.00 |
| Total Revenue | | 17,511,460.85 | 2,544,348.00 |
| Expenses:- | | | |
| (a) Purchases of Stock in Trade | | 16,729,118.90 | 1,713,225.00 |
| (b) (Increase)/Decrease in Stock in Trade | | 350,000.00 | 451,082.00 |
| (c) Employee Benefits Expense | 2.15 | 180,000.00 | 168,000.00 |
| (d) Finance Cost | 2.16 | 349.00 | 1,077.00 |
| (e) Depreciation | 2.6 | 29,464.00 | 39,756.00 |
| (f) Audit Fees | | 10,113.00 | 10,113.00 |
| (g) Other Expenses | 2.17 | 67,122.25 | 123,698.00 |
| (h) Misc Exp Written off | | | 24,269.00 |
| Total Expenses | | 17,366,167.15 | 2,531,220.00 |
| Profit / (Loss) before tax | | 145,293.70 | 13,128.00 |
| Less:- Provision for Income Tax | | 22,941.00 | |
| Less:- Provision for Deferred Tax Liability/(Asset) | | (2,002.44) | (7,449.00) |
| Less:- Income Tax for Earlier Years | | | |
| | | 124,355.14 | 20,577.00 |
| Earning Per Equity Share(Nominal Value Per Share Rs 10) | | | |
| (a) Basic | | 0.09 | 0.01 |
| (b) Diluted | | 0.09 | 0.01 |

Accounting Policies & Notes to Accounts forming part of the Financial Statements As per our report of even date attached

For Wadhwa & Co.

Chartered Accountants

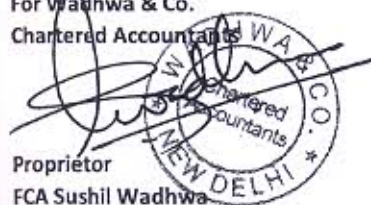
Proprietor

FCA Sushil Wadhwa

Membership No. 091435

Date:- 10/05/2013

Place:- New Delhi



For Grovy Exports and Marketing Limited

For Grovy Exports & Marketing Ltd.

Director

Director/Auth. Sign.
Director

(Signature)
Anita Talan

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

The Previous period figures have been regrouped/reclassified, wherever necessary to conform to the current period presentation

Note 2.1- Share Capital

| | As at 31st March,2013 Amount(Rs.) | As at 31st March,2012 Amount(Rs.) |
|---|--------------------------------------|--------------------------------------|
| Authorised Share Capital 15,00,000(15,00,000)Equity Shares of Rs.10/-each with voting | 15,000,000.00 | 15,000,000.00 |
| Issued,Subscribed & Paid Up Share Capital 14,00,000(14,00,000)Equity Shares of Rs.10/-each with voting | 14,000,000.00 | 14,000,000.00 |
| | <u>14,000,000.00</u> | <u>14,000,000.00</u> |

The Company has only one class of shares referred to as equity shares having a par value of Rs 10/-. 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 any of the remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

As the opening & closing balances of the issued, subscribed & paid up are same, hence no reconciliation is necessary.

The Details of shareholder holding more than 5% are given as follows together with its holding in no. of shares:-

| Name of Shareholders | 31st March,2013 | | 31st March,2012 | |
|----------------------|-------------------|---------------------|-------------------|---------------------|
| | No.of Shares held | % holding in Shares | No.of Shares held | % holding in Shares |
| Abhishek Jalan | 84,000.00 | 6.00 | 84,000.00 | 6.00 |
| Ankur Jalan | 78,000.00 | 5.57 | 78,000.00 | 5.57 |
| Raj Kumar Jalan | 120,000.00 | 8.57 | 120,000.00 | 8.57 |
| Rishabh Bimal Jalan | 117,000.00 | 8.36 | 117,000.00 | 8.36 |
| Sarjeev Gupta | 200,000.00 | 14.29 | 200,000.00 | 14.29 |
| Vinod Aggarwal | 200,000.00 | 14.29 | 200,000.00 | 14.29 |

Note 2.2 :- Reserves & Surplus

| Particulars | As at 31st March,2013 | As at 31st March,2012 |
|--|-----------------------|-----------------------|
| (a) Securities Premium Account | | |
| Opening Balance | 2,400,000.00 | 2,400,000.00 |
| Add:- Premium on Shares issued during the year | | |
| Closing Balance | <u>2,400,000.00</u> | <u>2,400,000.00</u> |
| (b) General Reserve | | |
| Opening Balance | 12,040,000.00 | 12,040,000.00 |
| Add:- Transfer from Profit & Loss A/c | | |
| Closing balance | <u>12,040,000.00</u> | <u>12,040,000.00</u> |
| (c) Surplus in statement of Profit & Loss A/c | | |
| Opening Balance | 51,540.00 | 30,963.00 |
| Add:- Profit/Loss Transferred for the year | 124,355.14 | 20,577.00 |
| Less:- | | |
| Proposed Dividend | - | - |
| Tax on Dividend | - | - |
| Closing Balance | <u>175,895.14</u> | <u>51,540.00</u> |
| Total | <u>14,615,895.14</u> | <u>14,491,540.00</u> |

Note 2.3 Short Term Borrowings

| Particulars | As at 31st March,2013 | As at 31st March,2012 |
|--|-----------------------|-----------------------|
| Loans & Advances from Related Parties(Unsecured) | 8,150,000.00 | 3,100,000.00 |
| | <u>8,150,000.00</u> | <u>3,100,000.00</u> |

Note 2.4 Other Current Liabilities

| Particulars | As at 31st March,2013 | As at 31st March,2012 |
|------------------------|-----------------------|-----------------------|
| Shri Ganeshji Maharaaj | 120.75 | 116.00 |
| Auditors Reimbursement | 10,113.00 | 10,113.00 |
| MA & Associates | 3,371.00 | 3,371.00 |
| | <u>13,604.75</u> | <u>13,600.00</u> |

Note 2.6 Short Term Provisions

| Particulars | As at 31st March,2013 | As at 31st March,2012 |
|---------------------------|-----------------------|-----------------------|
| Provision for Income Tax | 22,941.00 | |
| Provision for Filing Fees | 1,500.00 | 1,500.00 |
| | <u>24,441.00</u> | <u>1,500.00</u> |



Grovy Exports & Marketing Ltd.

Director/Auth. Sign.

GROVY EXPORTS AND MARKETING LTD

Note No. 2.6

FIXED ASSETS as on 31.03.2013

| DESCRIPTION | RATE OF DEPRECIATION | Original Cost as on 01.04.2012 ₹ | GROSS BLOCK | | DEPRECIATION | | NET BLOCK | | |
|----------------------|----------------------|----------------------------------|-----------------------------|--------------------------|-------------------|------------------|--------------------------|---------------------------|---------------------------|
| | | | Additions during the year ₹ | Total as on 31.03.2013 ₹ | Upto 01.04.2012 ₹ | For the Year ₹ | Total as on 31.03.2013 ₹ | W.D.V. as on 31.03.2013 ₹ | W.D.V. as on 31.03.2012 ₹ |
| Office Building | | 648,000.00 | - | 648,000.00 | 513,107.00 | - | 513,107.00 | 134,893.00 | 134,893.00 |
| Car | 25.89% | 249,500.00 | - | 249,500.00 | 135,697.00 | 29,464.00 | 165,161.00 | 84,339.00 | 113,803.00 |
| CURRENT YEAR | | 897,500.00 | - | 897,500.00 | 648,804.00 | 29,464.00 | 678,268.00 | 219,232.00 | 248,696.00 |
| PREVIOUS YEAR | | 897,500.00 | - | 897,500.00 | 609,048.00 | 39,756.00 | 648,804.00 | 248,696.00 | 288,452.00 |

For Grovy Exports & Marketing Ltd.

Director/Alm Sign



Grovy Exports and Marketing Limited

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note 2.7 Non-Current Investments

| Particulars | As at 31st March,2013 | As at 31st March,2012 |
|---|-----------------------|-----------------------|
| Investment in Equity Instruments | | |
| P & G (150 Shares) | 61,846.00 | 61,846.00 |
| Uniphos Enterprises(400 Shares) | 32,400.00 | 32,400.00 |
| Hind Lever(1000 Shares) | 175,073.00 | 175,073.00 |
| Jindal Photo Ltd(24 Shares) | | |
| Investment in Debentures/Bonds | | |
| Insilco Debenture(499 Units) | 74,850.00 | 74,850.00 |
| | 344,169.00 | 344,169.00 |

Note:- Non- Current Investments are valued at Cost

Note 2.8:- Provision For DTL/DTA

As per Accounting Standard 22 " Accounting for Taxes on Income" issued by the the Institute of Chartered Accountants of India, the Company has recognised Rs 13431- as Deferred Tax Assets which result from the timing difference between the Book Profits & the Tax Profits. Details are as follows:-

| Provision For DTL/DTA | |
|---|------------------|
| Opening Balance | 11,429 |
| Dep as per Co. Act. | 29,464 |
| Dep as per It. Act. | 22,984 |
| Difference | 6,480 |
| Disallowance w/s 37 | |
| Provision for Deferred Tax Assets during the year | 2,002.44 |
| Deferred tax assets as on 31.03.2013 | 13,431.44 |

Note 2.9 Other Non Current Assets

| Particulars | As at 31st March,2013 | As at 31st March,2012 |
|---------------------------------------|-----------------------|-----------------------|
| Unamortised Expenses | | |
| Authorised Capital increased Expenses | - | 24,269.00 |
| Less:- Written off during the year | - | 24,269.00 |
| | | |



For Grovy Exports & Marketing Ltd

Director/Auth. Sign.

Grovy Exports and Marketing Limited

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note 2.10 Inventories

| Particulars | As at 31st March,2013 | As at 31st March,2012 |
|------------------|-----------------------|-----------------------|
| Mutual Funds | | |
| JM Money Manager | 150,000.00 | 500,000.00 |
| | 150,000.00 | 500,000.00 |

* Inventories are valued at Cost as AS 2 does not apply to shares, debentures and other financial instruments.

Note 2.11:- Cash & Cash Equivalents

| Particulars | As at 31st March,2013 | As at 31st March,2012 |
|-------------------------|-----------------------|-----------------------|
| (a) Cash in hand | 45,084.00 | 19,157.00 |
| (b) Balances with banks | | |
| - In Current Accounts | 786,128.45 | 203,918.00 |
| - In earmarked Accounts | 9,945.00 | 10,010.00 |
| | 841,157.45 | 233,085.00 |

Note 2.12: Short term loan & advances

| Particulars | As at 31st March,2013 | As at 31st March,2012 | |
|--|-----------------------|-----------------------|--------------|
| (a) Loans & Advances to related parties | | | |
| Unsecured,considered good | | | |
| (b) Balances with government authorities | | | |
| Unsecured,considered good | | | |
| - TDS | 20,000.00 | 10,000.00 | |
| - Income Tax Refund | 761.00 | 761.00 | |
| - INcome Tax Refund (A.Y.2012-13) | 10,000.00 | | |
| (c) Others | | | |
| Unsecured,considered good | | | |
| -Advance against Property | 35,205,190.00 | 30,258,500.00 | |
| | 35,235,951.00 | 30,269,261.00 | 4,966,690.00 |

In the opinion of the Board of Directors, the realizable values of Short Term Loans & Advances in the ordinary course of business is at least equal to the amount stated in the Balance Sheet.

Advance against Property includes a sum of Rs 2,58,500/- (Previous year Rs 2,58,500/-) for which the company have been undergoing legal proceedings



For Grovy Exports & Marketing Ltd.

Director/Auth. Sign

Grovy Exports and Marketing Limited

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note 2.13:- Revenue from Operations

| Particulars | As at 31st March,2013 | As at 31st March,2012 |
|---------------------------------|-----------------------|-----------------------|
| Sale of Shares and Mutual funds | 17,261,575.20 | 2,392,130.00 |
| Commission | | 100,000.00 |
| | 17,261,575.20 | 2,492,130.00 |

Note 2.14: Other Income

| Particulars | As at 31st March,2013 | As at 31st March,2012 |
|--|-----------------------|-----------------------|
| Dividend | 24,899.00 | 16,049.00 |
| Income from Commodities & Share Business | 24,986.65 | 36,169.00 |
| Interest on property booking | 200,000.00 | |
| | 249,885.65 | 52,218.00 |

Note 2.15: Employee Benefits Expense

| Particulars | As at 31st March,2013 | As at 31st March,2012 |
|------------------|-----------------------|-----------------------|
| Salaries & Wages | 180,000.00 | 168,000.00 |
| | 180,000.00 | 168,000.00 |

Note 2.16: Finance Cost

| Particulars | As at 31st March,2013 | As at 31st March,2012 |
|--------------|-----------------------|-----------------------|
| Bank Charges | 349.00 | 1,077.00 |
| | 349.00 | 1,077.00 |

Note 2.17: Other Expenses

| Particulars | As at 31st March,2013 | As at 31st March,2012 |
|---------------------------|-----------------------|-----------------------|
| General Expenses | 10,038.25 | 4,825.00 |
| Printing & Stationery | 8,870.00 | 3,200.00 |
| Postage & Telegrams | 5,170.00 | 715.00 |
| Advertisement | 8,487.00 | 11,495.00 |
| Legal & Professional Fees | 18,621.00 | 66,371.00 |
| Property Tax | 2,598.00 | 2,598.00 |
| Membership & Subscription | | 16,545.00 |
| Conveyance | | 850.00 |
| Security Transaction Tax | 102.00 | 4,568.00 |
| ROC Fees | 2,000.00 | 1,500.00 |
| Listing Fees | 11,236.00 | 11,030.00 |
| | 67,122.25 | 123,697.00 |



Grovy Exports & Marketing Ltd.

Director/ Auth. Sign.

FINED ASSETS

For the Assets till 31.03.2013-As per Income Tax Act

Annexure :- A

| PARTICULARS | Rate of Dep. | As at 01.04.2012 | GROSS BLOCK | | DEPRECIATION | | | NET BLOCK | | |
|-----------------|--------------|------------------|--------------------|---------------------|------------------|------------------|-------------------------|------------------|------------------|------------------|
| | | | ADDITIONS 1st Half | ADDITIONS 1Ind Half | As at 31.03.2013 | As at 01.04.2012 | For the Year 31.03.2013 | Up to 31.03.2013 | As at 31.03.2013 | As at 31.03.2012 |
| Office Building | | 648,000 | - | - | 648,000 | 526,931 | - | 526,931 | 121,069 | 121,069 |
| Car | 15% | 249,500 | - | - | 249,500 | 96,276 | 22,984 | 119,260 | 130,240 | 153,224 |
| | | 897,500 | - | - | 897,500 | 623,207 | 22,984 | 646,191 | 251,309 | 274,293 |



For Grovy Exports & Marketing Ltd

Director/Auth. Sign

Annexure 1:-**Loans & Advances from Related Parties(Unsecured)**

| Particulars | As at 31st March,2013 | As at 31st March,2012 |
|----------------------|-----------------------|-----------------------|
| -Prakash Chand Jalan | 1,550,000.00 | 1,000,000.00 |
| -Raj Kumar Jalan | 200,000.00 | 1,000,000.00 |
| -RK Jalan HUF | 6,400,000.00 | 1,100,000.00 |
| | 8,150,000.00 | 3,100,000.00 |

Annexure 2:-**Loans & Advances to Related Parties(Unsecured)**

| Particulars | As at 31st March,2013 | As at 31st March,2012 |
|-------------|-----------------------|-----------------------|
| | - | - |

Annexure 3:-**Advance against Property**

| Particulars | As at 31st March,2013 | As at 31st March,2012 |
|---------------------------|-----------------------|-----------------------|
| Advance against Property | 258,500.00 | 258,500.00 |
| Meera Batra | - | 20,000,000.00 |
| Saluja Costruction Co Ltd | 10,000,000.00 | 10,000,000.00 |
| Ashish Aggaarwal | 7,000,000.00 | |
| Property at Hauz Khas | 17,946,690.00 | |
| | 35,205,190.00 | 30,258,500.00 |



For Grovy Exports & Marketing Ltd

Director/Auth. Sign.

GROVY EXPORTS & MARKETING LIMITED

CASH FLOW STATEMENT FOR THE YEAR 2012-13

(Rs. In '000)

| S. No. | PARTICULARS | AMOUNT | |
|---|---|----------------|----------------|
| | | 2012-13 | 2011-12 |
| A. CASH FLOW FROM OPERATING ACTIVITIES | | | |
| | Net profit before tax, extraordinary items & Interest | 145 | 13 |
| Adjustment for | | | |
| | Depreciation | 29 | 40 |
| | Dividend Received | (25) | (16) |
| | Other Income Received | (25) | (36) |
| | Miscellaneous Expenditure Written off | - | 24 |
| | Loss on sale of Securities | - | - |
| | Income Tax Refund/ Adjustment | - | - |
| | Operating Profit before Working capital changes | <u>125</u> | <u>25</u> |
| ADJUSTMENT FOR INCREASE/DECREASE IN | | | |
| | 1. Trade & Other Receivables | - | - |
| | 2. Inventories | 350 | 451 |
| | 3. Trade Payable | - | - |
| | 4. Loans & advances | (4,967) | (3,250) |
| | 5. Other Liabilities | 0 | 0 |
| | Cash generated from operation | <u>(4,492)</u> | <u>(2,774)</u> |
| | Direct Taxes Paid | - | - |
| | Income Tax | - | (17) |
| | Dividend Tax | - | (23) |
| | Miscellaneous Expenses (Increase) | - | - |
| | Net cash flow from operating activities | <u>(4,492)</u> | <u>(2,813)</u> |
| B. CASH FLOW FROM INVESTING ACTIVITIES | | | |
| | 1. Purchase of fixed Assets | - | - |
| | 2. Purchase of Investments | - | - |
| | 3. Sale of Investments | - | - |
| | 4. Sale of fixed assets | - | - |
| | 5. Other Income | 25 | 36 |
| | 6. Dividend received | 25 | 16 |
| | 7. FDR Interest/ Int on Property Booking | - | - |
| | Net cash Used in Investing Activities | <u>50</u> | <u>52</u> |
| C. CASH FLOW FROM FINANCIAL ACTIVITIES | | | |
| | Proceeds form issue of share capital | - | - |
| | Proceeds form borrowings | 5,050 | 3,100 |
| | Dividend paid | - | (140) |
| | Interest Paid | - | - |
| | Net cash used in Financing activities | <u>5,050</u> | <u>2,960</u> |
| | Net Cash used in Operating, Investing & Financing Activities(A+B+C) | <u>608</u> | <u>199</u> |
| | Opening Cash & Cash equivalents | 233 | 34 |
| | Closing Cash & Cash equivalents | 841 | 233 |

For Grovy Exports & Marketing Ltd. or Grovy Exports & Marketing Ltd

Director/ Auth. Sign.

DIRECTOR

Director/ Auth. Sign.

DIRECTOR

AUDITOR'S CERTIFICATE

We have verified the above cash Flow statement of GROVY EXPORTS & MARKETING LIMITED derived from the Audited Annual Financial statements for the year ended 31st March, 2012 and 31st March, 2013 and found the same to be drawn in accordance therewith and also with the requirements of Clause 32 of the listing agreement with Stock Exchange.



Annexure B

Quantitative Details of trading of share and Mutual Fund during the year

| | JM Money Manager Fund | JM High Liquid Fund | Rice Variety | Sugar M 30 | Hindustan copper |
|---------------|--------------------------|------------------------|-----------------|---------------|---------------------|
| Opening Stock | 33202 | | 0 | | |
| Purchase | 18944 | 244426 | 750 | 1100 | 3350 |
| Sale | 43025 | 244426 | 750 | 1100 | 3350 |
| Closing Stock | 9121 | | 0 | 0 | 0 |




 er Grevy Exports & Marketing Ltd
 Director/Auth. Sign.

timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax assets and liabilities are recognized for the future tax consequences of timing differences subject to consideration of prudence and are measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date.

d. Earnings per share

In determining earnings per share (EPS), the Company considers the net profit after tax and includes the post tax effect of any extra-ordinary / exceptional item. In absence of any dilutive effect of equity shares the basic and diluted EPS are calculated on the same basis. The number of shares used in computing basic and diluted earnings per share is the weighted average number of shares outstanding during the period.

e. Provisions , Contingent Liabilities and Contingent Assets

Provisions are recognised for liabilities when the Company has a present obligation as a result of past events, a probable outflow of resources is expected to settle the obligation and the amount can be reliably estimated.

Contingent liability is disclosed in the case of:

- a) present obligation from the past event when it is not probable that an outflow of resources will be required to settle the obligation;
- b) a possible obligation, unless the probability of outflow is remote;

Contingent assets are not recognised in the financial statements.

Note 2.19:- Notes forming part of the Final Accounts for the year ended 31.03.2013.

Related party disclosure in accordance with Accounting Standard 18 issued by the Institute of Chartered Accountants of India

A. Key Management Personnel:

| S.No. | Name of Related Party | Nature of Relationship |
|-------|-----------------------------|--------------------------------------|
| 1 | Prakash Chand Jalan | Key Management Personnel(KMP) |
| 2 | Raj Kumar Jalan | Relative of Key Management Personnel |
| 3 | R.K Jalan HUF | Entity having common control |
| 4 | B.R Agarwala & Co India Ltd | Entity having common control |
| 5 | Ganesh Commodities Pvt Ltd | Entity having common control |
| 6 | Ganesh Stock Invest Pvt Ltd | Entity having common control |

B. Transactions that have taken place during the period 1st April, 2012 to 31st March, 2013

| S.No. | Particulars | Nature of Transaction | Amt.(Rs.) During the Year | Outstanding amount as on 31.03.2013(Rs.) |
|-------|---------------------|---|---------------------------------|--|
| 1 | Prakash Chand Jalan | Interest Free Unsecured Loan taken Loan Returned during the year | 31,50,000/- 26,00,000/- | 15,50,000/- |
| 2 | Raj Kumar Jalan | Interest Free Unsecured Loan taken | 2,00,000/- | 2,00,000/- |



For Grey Exports & Marketing Ltd.

Director/Airb. CMA

| | | Loan Returned during the year | 0,00,000/- | |
|---|-------------------------------|---|--------------------------|-------------|
| 3 | R.K Jalan(HUF) | Interest Free Unsecured Loan taken | 53,00,000/- | 64,00,000/- |
| 4 | B.R Agarwala & Co (India) Ltd | Interest Free Unsecured Loan given | NIL | Nil |
| 5 | Ganesh Commodities Pvt Ltd | Interest Free Unsecured Loan given and Received back during the year. | 75,00,000/- | Nil |
| | | Sale of commodities | 91,81,775/- | |
| | | Purchase of commodities | 90,29,118.90/- | |
| 6 | Ganesh Stock Invest Pvt Ltd | Sale of Investment(Shares) Purchase of Shares | 4,08,659/- 3,83,613/- | Nil |

2.20 SEGMENT REPORTING POLICIES:-

A. Primary Segment Reporting

Business Reporting:-

SEGMENT REVENUES, RESULTS AND OTHER INFORMATION

| Particulars | Property | Income from Trading in Shares/ Mutual Funds | Other Income | Total |
|---------------------------|----------|---|--------------|---------------|
| Revenue | 2,00,000 | 17,261,575.20 | 49,885.65 | 17,511,460.85 |
| Identified Operating Exp. | Nil | 17,079,118.90 | Nil | 17,079,118.90 |
| Segment Operating Income. | 0 | 2,27,823 | 52,218 | 4,32,341.95 |
| Un-allocable Expenses | | | | 2,87,048.25 |
| Operating Income | | | | 1,45,293.70 |
| Net Profit Before Tax | | | | 1,45,293.70 |
| Income Tax | | | | 22941.00 |
| Net Profit after Tax | | | | 1,22,352.70 |

| | | | | |
|-------------------------|-------------|----------|----------|-------------|
| Segment Assets | 1,83,40,083 | 1,50,000 | 3,44,169 | 1,88,34,252 |
| Unallocated Assets | | | | 1,79,69,689 |
| Total Assets | | | | 3,68,03,941 |
| Segment Liabilities | | | | NIL |
| Unallocated Liabilities | | | | 81,88,046 |
| Total Liabilities | | | | 3,68,03,941 |
| Capital Employed | | | | 2,86,15,895 |

B. Secondary Segment Information Geographical Segments

The Sales/Services of the company are mainly in India, hence there are no reportable Geographical



For Grovy Exports & Marketing Ltd.

Director/Auth. Sign

2.21 AUDITORS REMUNERATION

| | <u>2012-13</u> | <u>2011-12</u> |
|---------------------|----------------|----------------|
| i) As Auditors | 9000 | 9000 |
| ii) For Service Tax | 1113 | 1113 |

2.22 Previous year's figures have been regrouped and rearranged wherever necessary to confirm, to this year Classification.

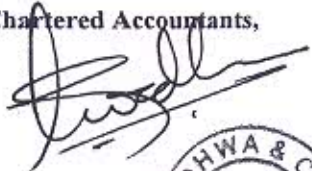
2.23 Contingent Liability

Claim made by CDSL/NSDL for Rs 65,931/- till the financial year ending 31st March 2012 & Rs 6741/- for the financial year 31st March 2013. The said liability is not acknowledged by the Company.

2.24 Foreign Currency Transactions

There is no foreign currency transaction during the year

For Wadhwa & Co.
Chartered Accountants,



Prop.
FCA Sushil Wadhwa
M. No. 091435



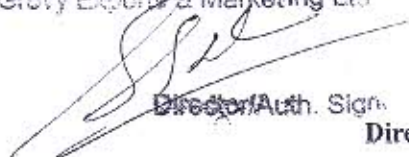
Place: New Delhi

Dated: 10th May, 2013

For Grovy Exports and Marketing Limited

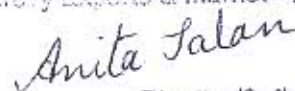
For Grovy Exports & Marketing Ltd

For Grovy Exports & Marketing Ltd



Director/ Auth. Sign.

Director



Director/ Auth. Sign.

Director

GROVY EXPORTS & MARKETING Ltd.

122, Vinobapuri, Lajpat Nagar II, New Delhi-110024 (INDIA)
Phone : 91-11-46740000, Fax : 91-11-46740030
E-mail : ganeshstock@ganeshstock.com

25.09.2013

To,

Registrar of Companies

NCT of Delhi & Haryana

The company capital being less than 3 Crores, the provisions of clause 49 of the Listing Agreement are not applicable to the Company. So the Corporate Governance report & Management discussion Analysis are not applicable to the Company.

For Grovy Export & Marketing Limited



(Director)