

**SUJALA TRADING & HOLDINGS LIMITED**



**ANNUAL REPORTS**

**2013-2014**

**Regd. Off. : 1A, GRANT LANE, 2ND FLOOR ROOM NO-201, KOLKATA-700 012 (West Bengal)**  
**Phone: (91-033) 2236-4330, E-mail: sujala\_trading@yahoo.com, enquiry@sujalagroup.com,**  
**CIN-151109WB1981PLC034381 Website-www.sujalagroup.com**

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**BOARD OF DIRECTORS:**

**Mr. SUBHADEEP MUKHERJEE (MANAGING DIRECTOR)**  
**Mr. GOURAV GOEL**  
**Ms. ANJANA GUTA**  
**Mr. DHIRAJ RAM**

**AUDITOR:**

**M/S.MAROTI & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**  
**9/12,LAL BAZAR STREET,**  
**BLOCK-E, 3RD FLOOR,**  
**ROOM NO-2,KOLKATA-700 001**

**REGISTERED OFFICE:**

**1A,GRANT LANE,**  
**2ND FLOOR,ROOM NO-202**  
**KOLKATA-700012**

**COMPANY SECRETARY**

**ROHIT GOEL**

**REGISTRARS & SHARE TRANSFER AGENT:**

**M/S.ABS CONSULTANT PVT LTD**  
**"STEPHEN HOUSE"ROOMNO.99,**  
**6TH FLOOR, 4B.B.D.BAG (East)**  
**KOLKATA-700001**



## SUJALA TRADING & HOLDINGS LTD.

Regd. Off: 1A, GRANT LANE, 2ND FLOOR ROOM NO 202, KOLKATA-700 012 (West Bengal)  
Phone: (91-033) 2236-4330, E-mail: sujala\_trading@yahoo.com /enquiry @sujalagroup.com,  
CIN-L51109WD1981PLC034381 Website-www.sujalagroup.com

### NOTICE

**NOTICE** is hereby given that the 33<sup>rd</sup> Annual General Meeting of the Members of M/S SUJALA TRADING & HOLDINGS LTD will be held on the day of Tuesday, 30th September, 2014 at the Registered Office of the Company at 1A, Grant Lane, 2nd Floor, Room No-202, Kolkata-700 012 at 11.00 A.M to conduct the following business:

#### **ORDINARY BUSINESS:**

##### **Item No-1-Adoption of financial Statement**

To receive, considered and adopt the Financial Statement of the Company for the Year ended 31<sup>st</sup> March, 2014, including audited Balance Sheet as at 31<sup>st</sup> March, 2014, the Profit & Loss Account for the year ended 31<sup>st</sup> March 2014, the Cash flow Statement for the Year ended 31<sup>st</sup> March, 2014 and the Reports of the Board of Directors and Auditors' thereon.

##### **Item No-2-Appointment of Statutory Auditors**

To appoint Auditors M/s Maroti & Associates, Chartered Accountants (Firm Regn No.322770E) as the Statutory auditor of the Company to hold office from the conclusion of this 33<sup>rd</sup> Agm until the conclusion of the 36<sup>th</sup> AGM of the Company and to fix their remuneration and pass following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provision of section 139 of the Companies Act, 2013 and rules made thereunder, and pursuant to the recommendations of the audit Committee and Board of Directors of the Company M/s. Maroti & Associates, Chartered Accountant (Firm Regn No 322770E), be and is hereby appoint appointed as auditor of the Company, to hold office from the Conclusion of this 33<sup>rd</sup>AGM to the Conclusion of the 36<sup>th</sup>AGM (Subject to rectification of the appointment by the members at every AGM held after this AGM) and that Board of Directors be and hereby authorized to fix such remuneration as may be recommended by the audit Committee in consultation with the auditors"



## **SPECIAL BUSINESS**

### **Item No-3 To ratify the appointment of Mr. Subhadeep Mukherjee as a Managing Director:**

To considered, and if through fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**.

**"RESOLVED THAT** as recommended by Nomination and Remuneration Committee pursuant to the provision of section 196,197,203 any other applicable provision of the Companies Act 2013 and the Rules made thereunder (including any statutory modification (s) or re-enactment thereof for the time being of force), read with Schedule V of the companies Act, 2013 the Company be and is hereby accorded its approval for its appointment of **Mr. Subhadeep Mukherjee (Holding Din-03060827)** as the Managing Director of the Company for a period of 3 years with effect from 29.03.2014 on a monthly remuneration of Rs.7,000/- and such term and condition as may be agreed between company and **Mr.Subhadeep Mukherjee**, and the Board of director be and is hereby authorised to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in schedule V of the companies Act,2013 as may be agreed to by the Board of Directors and **Mr.Subhadeep Mukherjee** and the period of office not liable to retire by rotation.

### **Item No-4- Appointment of Mr.Gourav Goel as an Independent Director**

To considered, and if through fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**.

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), **Mr.Gourav Goel (Holding Din 06850998)** who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and who holds office up to the date of the ensuing Annual General Meeting and in respect of whom the company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years w.e.f of this Agm and the period of office not liable to retire by rotation







**Item No-5- Appointment of Ms.Anjana Gupta as an Women Independent Director**

To considered, and if through fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**.

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), **Ms. Anjana Gupta** (Holding Din 06752529), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and who holds office up to the date of the ensuing Annual General Meeting and in respect of whom the company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years w.e.f of this Agm and the period of office not liable to retire by rotation."

**Item No-6 Appointment of Mr.Dhiraj Ram as an Director**

To considered, and if through fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**.

"RESOLVED THAT **Mr.Dhiraj Ram** (Holding DIN 06752534), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 29<sup>th</sup> March, 2014, in terms of Section 260 of the Companies Act, 1956 [corresponding to Section 161(1) of the Companies Act, 2013] and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation."

**Regd office:**

1A, Grant Lane,  
2<sup>nd</sup> Floor, Room No-202,  
Kolkata-700 012

Date: 30th May, 2014.

Place : Kolkata

By order of the Board

For Sujala Trading & Holdings Ltd



*Rubik Loyal*  
Company Secretary



#### IMPORTANT NOTES

1. The Register of Members and the Share Transfer books of the Company will remain closed from Thursday, 25th September, 2014 to Tuesday, 30th September, 2014(both days inclusive) for annual closing Accounts.

2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.

3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

The instrument of Proxy in order to be effective should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

4. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

5. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.

6. Members are requested to intimate directly to the Company's Registrar and Share Transfer Agent M/s. **ABS CONSULTANTS PVT LTD** :

- a) changes, if any in their address at an early date
- b) apply for consolidation of folios, if shareholdings are under multiple folios
- c) quote ledger folio numbers in all their correspondence
- d) send their share certificate(s) for consolidation
- e) request for nomination forms for making nominations as per amended provisions of the Companies Act, 2013.
- f) to send their email address for forwarding all communication on mail as per green initiatives of Ministry of Corporate Affairs



7. Voting through electronic means:

- i. In compliance with provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members holding shares either in physical form or in dematerialized form the facility to exercise their right to vote at the 33rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).

The instructions for e-voting are as under:

The notice of the 33<sup>rd</sup> Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form is being dispatched to all the Members. The e-Voting particulars are provided at the bottom of the Attendance Slip for the 33<sup>rd</sup> Annual General Meeting (AGM) :

- a. Log on to the e-voting website: [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- b. Click on "Shareholders" tab
- c. Now, select Electronic Voting Sequence No. as mentioned in the Attendance Slip along with "Sujala Trading & Holdings Ltd", from the drop down menu and click on "SUBMIT".
- d. Now Enter your User ID (as mentioned in the Attendance Slip) :
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- e. Next enter the Image Verification as displayed and Click on Login
- f. If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- g. However, if you are a first time user, please use the e-Voting particular provided in the Attendance Slip and fill up the same in the appropriate boxes:
- h. After entering these details appropriately, click on "SUBMIT" tab.
- i. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach Password Creation menu wherein they are required to mandatory enter their login password in the new password field.





Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- j. For Members holding shares in physical form, the details in Attendance Slip can be used only for e-voting on the resolutions contained in this Notice.
- k. Click on the relevant EVSN "Sujala Trading & Holdings Ltd" for which you choose to vote.
- l. On the voting page, you will see "Resolution Description" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- m. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- n. After selecting the resolution you have decided to vote on, click on "START". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- o. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- p. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- q. If Demat account holder has forgotten the **changed password** then enter the User ID and image verification code, click on **Forgot Password** & enter the details as prompted by the system
- r.
  - Institutional shareholders (i.e. other than individuals, H.U.F. and NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.





- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Authorised Person/Custodian, if any, in PDF format in the system for the scrutinizer to verify the same
- ii. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). You can also contact the helpdesk on the toll free number: 1800-200-5533.
- iii. The e-voting period begins from 23.09.2014 from 9.00 A.M. and ends on 25.09.2014 till 6.00 P.M. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off/entitlement date of 08.08.2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.  
  
Once the vote on a resolution is cast by the shareholder by electronic means, the shareholder shall not be allowed to change it subsequently or cast his vote by any other means.
- iv. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off/entitlement date of 08.08.2014.
- v. Mr./Ms. Kishor Chourasia Practising Company Secretary, CP. No.13445 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- vi. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against; if any, forthwith to the Chairman of the Company.

The Results shall be declared on or after the 33<sup>rd</sup> Annual General Meeting (AGM) of the Company. This Notice as well as the Results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL within two (2) days of passing of the resolutions at the 33<sup>rd</sup> Annual General Meeting (AGM) of the Company on 30<sup>th</sup> September, 2014 and communicated to the Stock Exchange(s)





## ANNEXURE TO THE NOTICE

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACTS, 2013

#### Item No-3

The Board of Directors of the Company at their meeting held on 27.03.2014 appointed Mr. Subhadeep Mukherjee as an Additional Director of the company. Mr. Subhadeep Mukherjee was re-designated Managing Director by the Board of Directors in their meeting held on 29.03.2014. He is appointed for a period of 3 years, w.e.f 29.03.2014, subject to the approval of the Members in a General Meeting and all other statutory approval, if any required.

**Mr. Subhadeep Mukherjee**, aged 25 years, possesses experience in the field of Finance, Administration & Management.

The Board is of the opinion that the company would be benefited immensely from the knowledge and experience of **Mr. Subhadeep Mukherjee** and in the best interest of the company recommends that the resolution as set out in the item no-3 be approved and adopted.

Apart from the respective appointee, No other director is concerned or interested in the resolution.

#### Item No-4

Mr. Gourav Goel is a Non-executive Independent Director of the company. He joined the Board of Director in March, 2014. Mr. Gourav Goel is also Chairman of the Audit Committee and Nomination & Remuneration Committee of the Board of Directors of the Company.

Mr. Gourav Goel is a Qualification in Commerce Graduate & CA inter and having experience in the field of accounts, finance and management.

Mr. Gourav Goel does not hold by himself or for any person on a beneficial basis, any shares in the company.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Gourav Goel being eligible and offering himself for is proposed to be appointed as an independent Director for a term of Five consecutive years from this AGM. A notice has been received from a member proposing Mr. Gourav Goel as a candidate for the office of Director of the company.

In the opinion of the Board Mr. Gourav Goel fulfils the conditions specified in the Companies Act, 2013 and the Rules made there under for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Gourav Goel as an independent Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.





The Board considers that his continued association would be of immense benefit to the Company and is it desirable to continue to avail services of Mr.Gourav Goel as an Independent Director.

Accordingly, the Board recommends the resolution in relation to appointment of Mr.Gourav Goel as an Independent Director, for the approval by the shareholders of the company

Except Mr.Gourav Goel, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item no. 4.

**Item No 5**

Ms.Anjana Gupta is a Non-executive Independent Director of the company. She joined the Board of Director in March, 2014. Ms.Anjana Gupta is also Chairman of the Shareholders/Investor Grievances Committee and the member of Audit Committee of the Board of Directors of the Company.

Ms.Anjana Gupta is a Qualification Commerce Graduate and having experience in the field of corporate finance, Accounting & Management.

Ms.Anjana Gupta does not hold by himself or for any person on a beneficial basis, any shares in the company

In terms of Section 149 and other applicable provisions of the Companies act, 2013, Ms.Anjana Gupta being eligible and offering himself for is proposed to be appointed as an Women independent Director for a term of five consecutive years from this AGM. A notice has been received from a member proposing Ms.Anjana Gupta as a candidate for the office of Director of the company

In the opinion of the Board Ms.Anjana Gupta fulfils the conditions specified in the Companies Act, 2013 and the Rules made there under for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Ms. Anjana Gupta as an independent Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would be of immense benefit to the Company and is it desirable to continue to avail services of Ms.Anjana Gupta as an Independent Director.

Accordingly, the Board recommends the resolution in relation to appointment of Ms.Anjana Gupta as an Independent Director, for the approval by the shareholders of the company

Except Ms.Anjana Gupta, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item no. 5





**Item No-6**

The Board of director at their meeting was held on 29<sup>th</sup> March, 2014 appoint Mr.Dhiraj Ram as an Additional director of the Company and appoint a Director of the company.

Mr.Dhiraj Ram having experience in the fields of Marketing & Management and he takes care of administration of the company

Under Section 161(1) of the Companies Act, 2013 (corresponding to Section 260 of the Companies Act, 1956) read with the Articles of Association of the Company, Mr. Dhiraj Ram holds office only up to the date of this Annual General Meeting of the Company. A notice has been received from a member proposing Mr.Dhiraj Ram is a candidate for the office of Director of the Company.

Mr.Dhiraj Ram does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

The Board considers that the appointment of Mr.Dhiraj Ram as a Director of the Company would be of immense benefit to the Company.

Accordingly, the Board of Directors recommends his appointment as a Director of the Company whose period of office is liable to determination by retirement of directors by rotation.

Except Mr.Dhiraj Ram, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6 This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.







**ANNEXURE TO THIS NOTICE**

**Details of Directors Seeking Newly Re-Appointment/Appointment at the Forthcoming Annual General Meeting (In Pursuance of clause 49 of Listing Agreement)**

**Mr.Gourav Goel**

Mr.Gourav Goel born on 11.08.1987 is a graduate in Commerce from University of Calcutta,CA (Intor).He Specializes in the areas of Accounts, Finance and Management. He holds Nil shares in the Company. The Directorship and Membership of Board Committees of Mr.Gourav Goel as on Dates are as follows:

SL.No	Name of the Company	Nature of office
1.	Sujala Trading & Holdings Ltd	Director Chairman -Audit Committee Member--Shareholder/ Investors Grievance Committee Chairman -Nomination & Remuneration Committee

Mr.Gourav Goel, Director is not related to any other director of the Company as per Section 2(77) of the Companies Act,2013

**Ms.Anjana Gupta**

Ms.Anjana Gupta born on 30.12.1990 is a graduate in Commerce. She has a experience in the field of Accounting Management. She holds Nil Shares in the Company. The Directorship and Membership of Board Committees of Ms.Anjana Gupta as on Dates are as follows:

SL.No	Name of the Company	Nature of office
1.	Sujala Trading & Holdings Ltd	Director Member-Audit Committee Chairman-Shareholder/ Investors Grievance Committee Member-Nomination & Remuneration Committee
2.	Vedanta Power Projects Pvt Ltd	Additional Director
3.	Asthbhuja Sales Pvt Ltd	Additional Director

Ms.Anjana Gupta, Director is not related to any other director of the Company as per Section 2(77) of the Companies Act, 2013





**Mr.Dhiraj Ram**

Mr.Dhiraj Ram born on 09.11.1980.He takes care of administration of the Company He holds Nil Shares in the Company. The Directorship and Membership of Board Committees of Mr.Dhiraj Ram as on Dates are as follows:

Sl.No	Name of the Company	Nature of office
1.	Sujala Trading & Holdings Ltd	Director Member-Nomination & Remuneration Committee
2.	Yedanta Power Projects Pvt Ltd	Additional Director
3.	Asthbhuja Sales Pvt Ltd	Additional Director

Mr.Dhiraj Ram, Director is not related to any other director of the Company as per Section 2(77) of the Companies Act, 2013

**Regd office:**

3A, Grant Lane,  
2<sup>nd</sup> Floor, Room No-202,  
Kolkata-700 012

Date : 30th May, 2014

Place : Kolkata

**By order of the Board**

**For Sujala Trading & Holdings Ltd**



*Rohit Goel*

**Company Secretary**



## SUJALA TRADING & HOLDINGS LTD.

Regd. Off. : 1A, GRANT LANE, 2ND FLOOR, ROOM NO-202, KOLKATA-700 012 (West Bengal)  
Phone: (91-033) 2236-4330, E-mail: sujala\_trading@yahoo.com /enquiry @sujalagroup.com,  
CIN-L51109WB1981PLC034381 Website-www.sujalagroup.com

### DIRECTOR'S REPORT

To  
The Members,

The Board of Directors has pleased in presenting their Annual Report of the Company together with Audited Accounts for the year ended 31<sup>st</sup> March, 2014

### FINANCIAL HIGHLIGHT

	Year Ended 31 <sup>st</sup> March, 2014	Year Ended 31 <sup>st</sup> March, 2013
<b>Profit before Taxation</b>	7,65,061	51685
Less: <u>Provision for Taxation</u>		
Current Tax	239232	19000
Deferred Tax	5218	2793
<b>Profit after Taxation</b>	531047	35478
Less: Transferred to Special Reserved	106209	10000
Less: Contingent provision for Standard Assets	476000	41000
Add: Balance brought forward	(1798788)	(1783266)
Add: Income tax for earlier year	2233	-
<b>Balance Carried to Balance Sheet</b>	( 1847717)	(1798788)

### FUTURE PERFORMANCE

In the year under review, the Company has made profit of Rs. 7,65,061(PBT). Your Directors are identifying prospective area and will make appropriate investments that will maximize the revenue of the company in the current Financial Year. However at present the overall economic condition is sluggish and does not warrant any investment that will yield revenue to the company.





### **DIVIDEND**

In view of Normal Profit, your Directors do not recommend any dividend for the year.

### **STATUROT Y INFORMATION**

Particulars in respect of Conservation of Energy, technology absorption etc. as required under Section 217 (1) (e) of the Companies Act, 1956 are not applicable to this Company. The Company has not carried out any R&D activities.

1. CONSERVATION OF ENERGY: Nil

2. TECHNOLOGY ABSORPTION & ADOPTION : Nil

3. FOREIGN EXCHANGE EARNING & OUTFLOW: Nil

### **PARTICULARS OF EMPLOYEES**

None of the employees of the company have drawn remuneration in excess of the limits prescribed under section 271 (2A) of the Companies Act, 1956 (as re-enacted by Companies Act, 2013) read with relevant rules framed thereunder. Therefore, there are no particulars to be furnished in this connection

### **AUDITORS**

M/S MAROTI & ASSOCIATES, Chartered Accountants, are the present statutory auditor of your Company and shall hold office till the end of this Annual General Meeting. They have already completed the term of ten years of appointment as the statutory auditors of your Company. Hence in terms of the Companies Act, 2013 they can now be re-appointed as auditors for another term of 3 Year only (when is the transition phase). Hence M/s Maroti & Associates, chartered Accountant, who retire on the conclusion of this ensuing Annual General Meeting, being eligible, offer themselves for reappointment for a period three years.

### **DIRECTOR**

During the Year Mr. Vinay Kumar Shah, Mr. Lalan Kumar Pandey, Mr. Sushil Kumar Agarwal and Mr. Shiv Nath Tiwari ceased to be Director of your Company consequent to his resignation. Your Board of Directors wishes to place on record their sincerest appreciation for the contribution made by him during his tenure.

In term of the requirement of the Companies Act, 2013 the independent Director of the Company, namely Mr. Gourav Goel and Ms. Anjana Gupta will be appointed for a term of 5 Years w.e.f the date of this Annual General Meeting once the approval of the Shareholder at this Annual General Meeting is obtained. All the Director will not liable to retire by rotation







Mr.Subhadeep Mukherjee has be appointed as the Managing Director w.e.f March 29, 2014, based on the approval of the Board at its meeting held on March 27, 2014, subject to approval of the members of this Annual General Meeting

Mr.Dhiraj Ram was a has been appointed as a Additional Director w.e.f March 27,2014 has been going to appointed as Director, retire by rotation

#### **DEPOSITS**

The company has not accepted any deposits from the public in the meaning of section 58A of the companies Act, 1956.

#### **SUBSIDIARY COMPANY**

The Company has 24 Subsidiary Company as on 31<sup>st</sup> march, 2014

In the light of MCA Circular No.2/2011 issued by the Central Government dated 08<sup>th</sup> Febuary,2011 the Company is exempted from attaching the Annual Account of each of its Subsidiary companies with the Balance Sheet of the Company. The Board of Directors of the Company has,by Resoulution passed in its meeting held on 30<sup>th</sup> May,2014,given consent for not attaching the Balance Sheet of the Subsidiaries concerned.

The Consolidated financial Statements of the Company and its subsidiary duly audited by the statutory auditors are presented in the Annual Report. The Consolidated Financial Statement have been prepared in strict compliance with applicable Accounting Standards and, where applicable, Listing Agreement as prescribed by the Securities and Exchange Board of India. The annual Accounts of the Subsidiary companies shall also be kept for inspection by any shareholder in the head office of the Company and the offices of its subsidiary companies.

#### **DIRECTORS RESPONSIBILITY STATEMENT:**

In accordance with section 217(2AA) of the companies Act, 1956 the directors of the company hereby state that: -

- a) In the preparation of the annual Accounts, the applicable accounting standards have been followed.
- b) The Directors had selected such accounting policies and applied them consistently and made judgment and estimates that are 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 that period.
- c) The Director had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the companies act for safeguarding the assets of the company and for preserve ting and detecting fraud and other irregularities.
- d) The Directors had prepared the annual accounts on a going concern basis.





### **LISTING**

The shares of the Company are listed at The Calcutta Stock Exchange Ltd and the listing fees are paid unto date and the company are waiting for the In-Principal approval from BSE

### **CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS REPORTS**

Corporate Governance report and Management Discussion and Analysis Reports are set out as separate annexure to this report

### **ACKNOWLEDGEMENTS**

The Board wished to place on record their gratitude for the co-operation and assistance received all those who contributed by some means or other for the performance of the company and expect the same in the future.

**Date:** 30th May, 2014  
**Place:** Kolkata



For on behalf of  
The Board of Directors

A handwritten signature in blue ink, appearing to read 'S. K. Sen'.

**Chairman**



## SUJALA TRADING & HOLDINGS LTD.

Head Office : 1A, GRANT LANE, 2ND FLOOR, ROOM NO-202, KOLKATA-700 012 (West Bengal)

Phone: (91-033) 2236-4330, E-mail: sujala\_trading@yahoo.com/enquiry@sujalagroup.com

CIN-L51109WBT19N/PLC034381 Website-www.sujalagroup.com

### Report on Corporate Governance

#### Company's Governance Philosophy

The spirit of Corporate Governance enshrines the overarching philosophy that drives an organization. It reconciles various processes, policies, strategies and a culture of swift decision-making and accelerated delivery to unleash sustainable stakeholder value. Accordingly, declarations regarding financials, operational performance, ownership and overall governance of the Company remain integral to the philosophy of Corporate Governance. This enhances transparency regarding varied organizational aspects, reinforcing stakeholder confidence. Your Company is committed to conduct business in accordance with the highest ethical standards and sound Corporate Governance practices.

#### Board of Directors

The Board of Directors of the Company comprises of an optimum combination of Non-Executive and Independent Directors. There are four directors in the Board i.e. one Executive Director, Two Non-Executive Independent Director and remaining one director Non executive Non-independent capacity. The directors are eminent person drawn from amongst persons with rich experience in business & industry, finance, and public enterprises. Further, the Independent Directors do not have any pecuniary relationship or transaction with the Company, Promoters, management which may affect their judgment in any manner. All the directors are above 21 yrs of age and not related to each other.

The composition of the Board and the attendance at the Board Meetings held during the year under review and the last Annual General Meeting and also number of other Directorship and Committee membership and Chairmanship are given below:





Sl. No.	Name of Director	Category of Director-ship	No. of Board Meetings held during the year	No of Board meeting Attended	Last AGM attended	No of Director-ship in other public Ltd. Companies*	No of Committee - Membership in other public limited Companies*	No of Committee - Chairman-ship in other public limited companies*
1.	Sri Vinay Kumar Shah*	Independent Non-Executive Director	8	7	Yes	8	NIL	NIL
2.	Sri Lalan Kumar Pandey**	Independent Non-Executive Director	8	7	Yes	8	NIL	NIL
3.	Sri Shiv Nath Tiwari***	Non-Independent Non-Executive Director	8	3	Yes	NIL	NIL	NIL
4.	Sri Sushil Kumar Agarwal** **	Independent Non-Executive Director	8	4	Yes	8	NIL	NIL
5.	Sri Subhadeep Mukherjee #	Managing Director	8	1	No	NIL	NIL	NIL
6.	Sri Gourav Goel ##	Independent Non-Executive Director	8	1	No	NIL	NIL	NIL





7.	Ms.Anjana Gupta###	Independent Non-Executive Director	0	1	No	Nil	Nil	Nil
8.	Sri.Dhiraj Ram####	Non-Independent Non-Executive Director	0	Nil	No	Nil	Nil	Nil

\* Number of Directorships/Memberships held in other companies excludes Directorships/ Memberships in private limited companies, foreign companies, membership of various committees of various chambers / bodies and Companies under Section 25 of the Companies Act, 1956 and alternate Directorships whereas the Membership or Chairmanship of any committee includes Audit Committee and Shareholders'/Investors' Grievance Committees only.

\*Mr.Vinay Kumar Shah ceased to be Director effective 29/03/2014

\*\*\*Mr.Lajan Kumar Pandey ceased to Director effective 29/03/2014

\*\*\*Mr.Shiv Nath Tiwari ceased to Director effective 29/03/2014

\*\*\*\*Mr.Sushil kumar Agarwal ceased to Director effective 29/03/2014

# Mr.Subhadip Mukherjee was appointed effective 27/03/2014

##Mr.Gaurav Goyal was appointed to be Director effective 27/03/2014

###Ms.Anjana Gupta was appointed to be Director effective 27/03/2014

####Mr.Dhiraj Ram was appointed to Director effective 29/03/2014

#### Details of Board Meeting held during the year

The Board met 8 times during the year and the time gap between two Board Meetings is not more than four months. Details of Board Meeting held during the year 2013-2014 are as under:

Date of Board Meeting	Strength of the Board	No. of Directors Present
24.05.2013	4	3
29.07.2013	4	3
14.08.2013	4	3
15.11.2013	4	3
31.12.2013	4	3
10.02.2014	4	3
27.03.2014	4	3
29.03.2014	4	3





### **Code of Conduct:**

The Company has formulated and implemented a Code of conduct for all Board Members and Senior Management of the Company in compliance with clause 49 of the Listing Agreement and also Posted on the Website of the Company i.e. ([www.sujalagroup.com](http://www.sujalagroup.com)) All Board Members and Senior Management personnel has affirmed compliance with the code on annual basis. A declaration to this effect duly signed by Managing Director of the Company is annexed with this report.

### **Board Committees**

#### **i) Audit Committee**

The Committee comprises of three Independent Non Executive Directors –Shri Vinay Kumar Shah, Shri Lalun Kumar Pandey and Shri Shiv Nath Tiwari. Shri Vinay Kumar Shah is the Chairman of the Committee. The terms of reference of the Audit Committee are in line with clause 49 of the Stock Exchange Listing Agreement and Section 292A of the Companies Act, 1956. The Committee acts as a link between the Management, Auditors and the Board of Directors of the Company and has full access to financial information.

The Committee has met 4 times during the year and the time gap between two meetings are not more than four months. Details of Committee Meetings held during the year 2013-2014 are as under:-

<b>Name of the Committee Members</b>	<b>24.05.13</b>	<b>14.08.13</b>	<b>15.11.13.</b>	<b>10.02.14.</b>
Sri Vinay Kumar Shah*	Yes	Yes	Yes	Yes
Sri Lalun Kumar Pandey *	Yes	Yes	Yes	Yes
Sri Shiv Nath Tiwari*	No	No	Yes	Yes

*\*Note: Mr. Vinay Kumar Shah, Mr. Lalun Kumar Pandey and Mr. Shiv Nath Tiwari resign w.e.f 29.03.2014 and Mr. Gourav Goel, Mr. Anujan Gupta and Mr. Subharoop Mukherjee was included in the Board and re-constituted the Audit Committee on 03.04.2014*

#### **Functions of the Committee**

Purvisions of the Committee, inter alia, include:

1. Review with the management and/or Internal Audit Department and /or Statutory Auditors:
  - i) Company's financial statements and reports;
  - ii) Disclosure of company's financial information to ensure that the same are correct, sufficient and credible;
  - iii) Changes/Improvements in Financial/Accounting practices;
  - iv) Adequacy of Internal Audit Function and Systems; and
  - v) Charter of Audit Committee.
2. Hold discussion with:
  - i) Statutory Auditors, before and after audit, on the scope and area of coverage;
  - ii) Internal Audit Department on its significant findings and also failure of Internal control systems, if any; and
  - iii) Management before submission of financial statements to the Board.
3. The Company Secretary act as Chairman of the Audit Committee.





**ii) Remuneration Committee:**

No remuneration Committee has been constituted during the year 2013-2014. All the directors of the Company are non-executive directors. The Company does not have a policy to pay remuneration to its non-executive directors. Sitting fees Paid during the year to director are as follows.

Sl.No	Name	Amount (Rs)
1.	Vinay Kumar Shah	Nil
2.	Lalan Kumar Pandey	Nil
3.	Sushil Kumar Agarwal	Nil

The Board meeting was held on 03.04.2014 the Company has constituted Remuneration & Nomination Committee to recommend the remuneration to Executive Director i.e. Managing Director.

The company does not have any stock option / convertible instruments / ADR /

Shares/Convertible Instruments held by Non-Executive directors as on 31.03.2014:

Name of the Non-Executive Directors	No. of shares of the company	Convertible Instruments
Mr. Vinay Kumar Shah*	17500	N.A.
Mr. Sushil Kumar Agarwal*	31500	N.A.
Mr. Lalan Kumar Pandey*	Nil	N.A.
Mr. Shiv Nath Tiwari*	Nil	N.A.

\*Note: All the director are resigned w.e.f 29.03.2014

**iii) Shareholders' / Investors' Grievance Committee:**

The Shareholders' / Investors' Grievance Committee comprised of Shri Lalan Kumar Pandey, Shri Shiv Nath Tiwari and Shri Sushil Kumar Agarwal, Shri Lalan Kumar Pandey is the Chairman of the Committee and the Company has not received any complaints from shareholders. There are no pending transfers/complaints as on 31st March, 2014. During the year review no meeting was held.

The Board meeting was held on 03.04.2014 the Company has re-constituted Shareholders' / Investors' Committee.





### **General Body Meetings**

The last three Annual General Meetings of the Company were held as under:

Year	Location	Date	Time
2010-2011	1A, Grant Lane, 1st Floor, Kolkata - 700012	30.09.2011	3.30 P.M
2011-2012	-do-	29.09.2012	11.00 A.M
2012-2013	1A, Grant Lane, 2nd Floor Room No-202, Kolkata-700 012	30.09.2013	3.30 P.M

### **Postal Ballot**

There was no special resolution required to be passed through postal ballot at any of the above General Meetings. None of the resolution proposed for the ensuing Annual General Meeting need to be passed by Postal Ballot.

### **Means of Communication**

The Company communicates with the Shareholders at large through its Annual Report, publication of Unaudited Financial Results in the newspapers. The Company's notice, results etc. are generally published in Financial Express/Business Standard (English edition) and Duranta Batra (Bengali - Vernacular language).

Websites: The Company website is [www.Sujalagroup.com](http://www.Sujalagroup.com) press releases, Quarterly and annual result as well as Quarter end Shareholding Pattern, Corporate Governances and other necessary statutory disclosures are posted on the websites.

### **Disclosures**

- i) The financial statements are prepared following the Accounting Standards and there is no deviation from it in general.
- ii) Disclosures on materially significant related party transactions, i.e. transactions of the Company of material nature, with its promoters, the Directors or the Management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of the company at large:





There are no significant transactions with related parties which may have a potential conflict with the interests of the Company. The Register of Contracts containing transactions in which directors are interested is placed before the Board regularly.

4. The Company has complied with all the mandatory and non-mandatory requirements of the revised Clause 49 of the Listing Agreement. The extent of compliance of the following non-mandatory requirements are given below:

- a) With regard to training of Board Members, the directors of the Company are continuously trained in the business model of the Company and the risk profile of business parameters through various presentations at Board/Committee Meetings.
- b) With regard to Whistle Blower Policy, the Company is examining the formulation and implementation of the same, after which the same would be submitted to the Board.

#### Subsidiary Company:

The company has 24 non-Listed Indian Subsidiary Company as on 31.03.2014

#### CEO / CFO Certificate

As per Clause 49(v) of the listing agreement, the CEO (i.e. Managing Director) of the Company and the CFO of the Company, certifies to the Board regarding the review of the financial Statement, compliance with the accounting Standard, maintenance of the internal Control for Financial reporting, accounting policies, among other

#### Shareholders Information

- a) Annual General Meeting  
Date & Time : on Tuesday, 30th September, 2014 at 11.00 A.M.  
Venue : 1A, Grant Lane, 2nd floor, Room No-202, Kolkata-700 012
- b) Date of Book Closure  
The Register of Members and the Share Transfer Register of the Company shall remain closed from 25.09.2013 to 30.09.2013 (both days inclusive).
- c) Registrar and Share Transfer Agents & address for Investor's correspondence  
ABS Consultant Pvt Ltd, 4, B.B.D.Bag (East), Kolkata-70001, Phone No.- 2243-0153, Fax no. 2243-0153, email : [absconsultant@vsnl.net](mailto:absconsultant@vsnl.net)
- d) Financial Calendar for 2014-15 (tentative)

01	<u>Un-Audited Results</u>	<u>for the Quarter</u>	
		ended 30 <sup>th</sup> June 2014	by 14 <sup>th</sup> August, 2014
	-do-	ended 30 <sup>th</sup> Sept.2014	by 14 <sup>th</sup> November, 2014
	-do-	ended 31 <sup>st</sup> Dec. 2014	by 14 <sup>th</sup> February, 2015





(ii) **Audited Financial Results for the Year ended:**

31<sup>st</sup> March, 2015 - by 30<sup>th</sup> May, 2015

(iii) **Annual General Meeting** - by September, 2015

e) **Listing on Stock Exchange and payment of Listing Fees**

The equity shares of the Company are listed at:

The Calcutta Stock Exchange Limited

7, Lyons Range, Kolkata-700 001

Scrip Code-10029412

Listing Fee has been paid up-to-date to the above stock exchanges

f) **Dematerialization of Shares**

The shares of the Company are in compulsory Demat mode with NSDL and CDSL. As on 31<sup>st</sup> March, 2014 1,11,150 equity shares of the Company (representing of 1.95% of the total issued Capital) were held in physical mode and 5610600 equity shares of the Company (representing of 98.05 % of the total issued capital) were held dematerialization form with NSDL. M/s. ABS Consultants Pvt LTD is the Registrar & Transfer Agents for the Company.

Demat ISIN No. - INE029H01016

g) **Stock Market Rate**

The Company's shares are not frequently traded

h) **Distribution of Shareholding (as on 31.03.2014)**

Sl.No	Category	Total No of Shares	Total Shareholding % of Total Capital
1.	Promoters/Promoters Group	8,91,000	15.57%
2.	Mutual Funds and UTI	-	-
3.	Banks/ Financial Institutions,	-	-
4.	Insurance Companies	-	-
5.	Body Corporate	13,11,700	75.36
6.	Indian Public	5,19,050	8.27
7.	NRIs / OCBS	-	-
	Total	57,217,50	100%





**Q) Distribution Schedule (as on 31.03.2014)**

Share Holding	Shareholder Number	%	No. of Shares	%
1 to 500	217	88.57	25450	0.44
501 to 1000	Nil	Nil	Nil	Nil
1001 to 2000	Nil	Nil	Nil	Nil
2001 to 3000	Nil	Nil	Nil	Nil
3001 to 4000	2	0.82	7000	0.12
4001 to 5000	2	0.82	9200	0.16
5001 to 10000	1	0.41	6000	0.10
10001 to 50000	5	2.04	103400	2.66
50001 to 100000	5	2.04	308000	5.38
100001 & Above	13	5.31	520700	90.93
Total	245	100.00	5721750	100

**Grievances Redressal Division/Compliance officer**

**Mr.Rohit Goel**

Company Secretary & Compliance officers

Sujala Trading & Holdings Ltd

1A,Grant Lane,2<sup>nd</sup> Floor, Room No-202,Kolkata-700 012

Phone-033 2236 4330

E-mail:Sujala\_trading@yahoo.com/enquiry@sujalagroup.com

**Cautionary Statement:**

Details given here in above relating to various activities and future plans may be 'forward looking statements' within the meaning of applicable laws and regulations. The actual performance may differ from those Expressed or implied.





**Compliance Certificate :**

The Company has obtained a Certificate from CA Madan Kumar Maroti Chartered Accountant of M/s Maruti & Associates Chartered Accountant regarding compliance of Corporate Governance as stipulated in Clause 49 of the Listing agreement and the same is enclosed herewith. All material requirements with respect to Corporate Governance as stipulated in the Listing Agreement have been complied with.

**For and on behalf of  
The Board of Directors**



  
**Managing Director**  
(Subhadeep Mukherjee)

  
**Rohit Goel**  
(Company Secretary)

**Place: Kolkata**

**Dated: 30th May, 2014**





**CERTIFICATE OF COMPLIANCE OF THE CODE OF CONDUCT OF THE COMPANY**

This is to confirm that a Code of Conduct for the Board Members and Senior Management Personnel of the Company has been adopted by the Board and the same was also circulated. The Company received affirmation for compliance of the Code from the persons concerned for the Financial Year ended 31<sup>st</sup> March, 2014 and the same has also been noted by the Board.



**For and on behalf of  
The Board of Directors**

*Subhadeep Mukherjee*

**Managing Director  
(Subhadeep Mukherjee)**

**Place: Kolkata**

**Dated: 30th May, 2014**



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## **Management Discussions and Analysis Report**

### **Industry Trend and Development**

The Company is primarily engaged in the business of investment in shares and securities and lending. The financial market during the year witnesses a modest global recovery with strong growth in the developing countries. The growth stimulus and measures undertaken by the Indian Government at the Centre has led to the growth in our economy. With significant growth in the manufacturing sector, the trend is on upward side. With the revival in the Indian economy, the financial markets seem to be poised up in the near future.

### **Opportunities and Threats**

The Company's business being in the small sized NBFC Sector the business opportunities are very limited.

### **Risk and Concern**

In view of the inherent risk involved in the investment business it is the Management's intention to minimize the risk factor by constantly reviewing market trend and economic conditions.

### **Outlook**

Your Company being an NBFC continues to do better despite the current market scenario. In the present scenario, the Management considers to be prudent to concentrate on its current business and shuffle its investment portfolio as and when necessary to derive maximum benefit and look for new opportunities in financial sector.

### **Internal Control and System**

The Company maintains an efficient internal control system and the management is constantly reviewing for achieving improved operational efficiency.



**CERTIFICATION FROM MANAGING DIRECTOR & COMPANY SECRETARY**  
(In terms of Clause 49(V) of the Listing Agreement)

The Board of Directors,  
Sujala Trading & Holdings Ltd  
1A, Grant Lane, 2nd Floor,  
Room No-202, Kolkata-700 001

*Dear Sir,*

- (a) We have reviewed financial statements and the cash flow statement of the Company for the quarter and year ended 31<sup>st</sup> March, 2014 and to the best of our knowledge and belief;
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit Committee:
- (i) significant changes in internal control over financial reporting during the year;
  - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) there are no instances of significant fraud and no involvement therein of the management or an employee having a significant role in the Company's internal control system over financial



**Managing Director**  
(Subhadeep Mukherjee)



**Rohit Goel**  
(Company Secretary)

Place: Kolkata  
Dated: 30th May, 2014

# MAROTI & ASSOCIATES

Chartered Accountants

MERCANTILE BUILDING  
9/12, Lal Bazar Street, "E" Block  
3<sup>rd</sup> Floor, Room No - 2  
Kolkata - 700 001  
Ph.: +91 33 2231 9392, 2231 9391  
Fax : +9133 2243 8371  
Email : [mkmaroti@gmail.com](mailto:mkmaroti@gmail.com)  
(M ) : +91 98310 48621

**AUDITORS CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE  
AS STIPULATED IN CLAUSE 49 OF THE LISTING AGREEMENT**

To  
The Members of  
**SUJALA TRADING & HOLDINGS LIMITED**

We have examined the Compliance of the Conditions of Corporate Governance by M/s. **SUJALA TRADING & HOLDINGS LIMITED** for the year ended on **March 31, 2014** as stipulated in clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

The Compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring Compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion of the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we confirm that the Company has generally complied with the conditions of Corporate Governance as stipulated in clause 49 of the above-mentioned Listing Agreement.

As required by the Guidance note issued by the Institute of Chartered Accountants of India, we have to state that based on the report given by the Registrar of Company to the Investor's Grievance Committee, there was no Investor's Grievance matter remaining unattended for more than 30 days as on 31<sup>st</sup> March, 2014, against the Company.

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

Date: - 30<sup>th</sup> May 2014  
Place: Kolkata



For MAROTI & ASSOCIATES  
Chartered Accountants

  
(M.K. MAROTI)  
Proprietor

M.No-057073

Firm Reg No-322770E

**MAROTI & ASSOCIATES**  
Chartered Accountants

Mercantile Building, 612, Lal Bazar Street  
"C" Block, 3rd Floor, Suite No. 2  
Kolkata - 700 001  
Phone : 033-2231 9391/92  
Tel/Fax : (033) 2243-8374  
Mobile : 98310 48621  
E-mail :  
mkmaroti@gmail.com

**INDEPENDENT AUDITORS' REPORT**

To the Members  
**SUJALA TRADING & HOLDINGS LIMITED**

**REPORT ON THE FINANCIAL STATEMENTS**

We have audited the accompanying financial statements of **SUJALA TRADING & HOLDINGS LIMITED**, which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

**MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS**

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 311 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 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. These Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to



**MAROTI & ASSOCIATES**  
Chartered Accountants

Mercantile Building, 3/12, Lal Bazar Street,  
E Block, 3rd Floor, Suite No. 7,  
Kolkata - 700 091  
Phone : 033-2231 8381/82  
Tel/Fax : (033) 2243-8371  
Mobile : 98310 48621  
E-mail :  
mkmaroti@gmail.com

fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. 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, 2014;
- (b) in the case of the statement of Profit and Loss, of the PROFIT for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the Cash Flows for the year ended on that date.

**REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS**

- 1. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
- 2. As required by section 227(3) of the Act, we report that:
  - 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;



**MAROTI & ASSOCIATES**  
Chartered Accountants

Mansarovar Building, 9/12, Lal Bazar Street  
1<sup>st</sup> Block, 3<sup>rd</sup> Floor, Suite No. 2  
Kolkata - 700 001  
Phone : 033-2231 9391/92  
Tel/Fax : (033) 2243-8371  
Mobile : 98310 48621  
E-mail :  
mkmamti@gmail.com

- c. The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d. In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
- e. On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For MAROTI & ASSOCIATES  
Chartered Accountants



M.K. MAROTI  
(Proprietor)  
(M. No. 057073)

(Firm Reg. No: 322720E)

Place : Kolkata  
Date : 30th Day of May, 2014

**MAROTI & ASSOCIATES**  
Chartered Accountants

Mercantile Building, 4/12, Lal Bazar Street,  
'E' Block, 3rd Floor, Suite No. 3,  
Kolkata - 700 001  
Phone : 033-2231 9391/92  
Tel/Fax : (033) 2243-8371  
Mobile : 98310 48621  
E-mail :  
mkmaroti@gmail.com

**ANNEXURES TO THE AUDITORS' REPORT**

(Refer to it in paragraph 1 under 'Report on Other legal and Regulatory Requirements' section of our Report of even date).

- 1) a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets .  
b) All the fixed assets have been physically verified by the management during the year which, in our opinion , is reasonable having regard to the size of the company and the nature of its business . As informed , no material discrepancies were noticed on such verification .  
c) There was No disposal of fixed assets during the year .
- 2) a) During the year, the inventories have been physically verified by the management. In our opinion, the frequency of verification is reasonable.  
b) In our opinion and according to the information and explanation given to us, the procedure of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.  
c) On the basis of our examination of the record of inventories, we are of the opinion that the Company is maintaining proper records of inventories. No material discrepancies have been noticed on physical verification of inventories with book records and the same have been properly dealt with in the books of accounts
- 3) a) The Company has not granted secured / unsecured loans to parties covered in the Register maintained under Sec 301 of the Companies Act . Hence clause 4( III ) ( b ) ( c ) and ( d ) are not applicable .  
e) The Company has not taken secured / unsecured Loan from Party covered in the Register maintained under Sec 301 of the Act . Hence clause 4( III ) ( f ) and ( g ) are not applicable .





**MAROTI & ASSOCIATES**  
Chartered Accountants

Resorbable Building, 912, Lal Bazar Street  
"E" Block, 2nd Floor, Suite No. 2  
Kolkata - 700 001  
Phone : 033-2231 8331/02  
Tel/Fax : (033) 2243 8371  
Mobile : 98310 48621  
E-mail :  
mkmaroti@gmail.com

- 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 with regard to purchase and sale of shares and mutual funds. Further on the basis of our examinations and according to the information and explanations given to us we have neither come across nor have we been informed of any instance of major weakness in the aforesaid internal control systems.
- 5) a) In our opinion and according to the information and explanations given to us we are of the opinion that the transactions in which Directors are interested as contemplated under Sec 299 of the Companies Act, 1956 and which required to be so entered in the register maintained under SEC 301 of the said Act, have been so entered.
- b) In our opinion and according to the information and explanations given to us the transactions made in pursuance of such contracts or arrangements exceeding value of Rupees five lakhs have been so entered into during the financial year 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. In our opinion and according to the information and explanations given to us the directives issued by the Reserve Bank of India and the provisions of sections 58B, 58DA or any other relevant provisions of the Act and the rules framed there under, to the extent applicable have been complied with.
- 7) In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
- 8) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under clause (d) of sub-section (1) of Section 209 of the Companies Act, 1956 in respect of services carried out by the Company.
- 9) a) Based on test check carried out by us and as per the information furnished to us, the company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Investor Education Protection Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and other statutory dues applicable to it.



**MAROTI & ASSOCIATES**  
Chartered Accountants

Mercantile Building, 912, Lal Bazar Street,  
E Block, 3rd Floor, Suite No. 7  
Kolkata - 700 001  
Phone : 033-2231 9391/92  
Tel/Fax : (033) 2243-8371  
Mobile : 98310 46621  
E-mail :  
mkmaroti@gmail.com

- b) According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Investor Education Protection Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and other statutory dues were outstanding at the year end for a period of more than six months from the date they became payable.
- 10) The Company has accumulated loss at the end of the financial year, which is less than fifty percent of its net worth. Further, it has not incurred cash losses in the current year and in the immediately preceding financial year.
- 11) Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of dues to financial institutions or bank. There were no outstanding debentures during the year.
- 12) According to the information and explanations given to us and based on the documents and records produced to us, the company has not granted loans and advances 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 *midh* / mutual benefit fund/society. Therefore, the provisions of clause 4(xii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- 14) In respect of dealing / trading in shares in our opinion and according to the information and explanations given to us proper records have been maintained of the transactions and contracts and timely entries have been made therein in . The shares 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) The Company has not obtained any term loans. Accordingly clause 4(xvii) of the Order is not applicable.



**MAROTI & ASSOCIATES**  
Chartered Accountants

Mercantile Building, 9/13, Lal Bazar Street,  
1<sup>st</sup> Block, 3<sup>rd</sup> Floor, Suite No. 2  
Kolkata - 700 001  
Phone : 033-2231 9391/92  
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Mobile : 98310 48621  
E-mail :  
mkmaroti@gmail.com

- 17) According to the information and explanations given to us and on the basis of an overall examination of the balance sheet of the Company, we report that the Company has not utilized any funds raised on short term basis for long term investments.
- 18) The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act. Accordingly, clause 4(xvii) of the order is not applicable.
- 19) The Company did not have any outstanding debentures during the year. Accordingly, clause 4(xix) of the order is not applicable.
- 20) The Company has not raised any money by public issues during the year. Accordingly, clause 4(xxx) of the order is not applicable.
- 21) Based upon audit procedures performed for the purposes of reporting the true and fair view of the financial statements and as per the information and explanation given by the management, we report that no fraud on or by the company has been noticed or reported by the management during the year under audit.

Place : Kolkata  
Date : 30th Day of May, 2014



For **MAROTI & ASSOCIATES**  
(CHARTERED ACCOUNTANTS)

**M.K. MAROTI**  
(PROPRIETOR)  
( M.NO :057073 )  
( FIRM REG NO : 322770E )

<b>SUJALA TRADING &amp; HOLDINGS LIMITED</b>			
<b>BALANCE SHEET AS AT 31ST MARCH, 2014</b>			
	Note No	31ST MARCH ,	31ST MARCH ,
		2014	2013
		Rs.	Rs.
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	2	57,317,500	57,217,500
(b) Reserves and Surplus	3	97,203,973	97,146,693
<b>(2) Non Current Liabilities</b>			
(a) Deferred Tax Liabilities	4	-	3,053
<b>(3) Current Liabilities</b>			
(a) Short Term Borrowings	5	135,499,082	
(b) Other current liabilities	6	36,765,907	64,670,100
(c) Short term provisions	7	978,817	288,585
<b>TOTAL</b>		<b>327,361,279</b>	<b>219,326,031</b>
<b>II. Assets</b>			
<b>(1) Fixed Assets</b>			
(a) Tangible Assets	8	35,566	55,634
<b>(2) Non Current Assets</b>			
(a) Non Current Investments	9	12,000,000	12,000,000
(b) Deferred Tax Asset	10	2,165	-
<b>(3) Current assets</b>			
(a) Inventories	11	72,889,110	81,733,480
(b) Cash and cash equivalents	12	61,788	2,053,133
(c) Short-term loans and advances	13	267,612,611	111,718,271
(d) Other current assets	14	11,207,839	11,265,816
<b>TOTAL</b>		<b>327,361,279</b>	<b>219,326,031</b>

SIGNIFICANT ACCOUNTING POLICIES	1
OTHER NOTES ON ACCOUNTS	24

Place : Kolkata

Date : 30th May, 2014

For SUJALA TRADING & HOLDINGS LTD.

*[Signature]*  
Managing Director

For SUJALA TRADING & HOLDINGS LTD.

*[Signature]*  
Director

In terms of our report of even date

**FOR MAROTI & ASSOCIATES**  
( Chartered Accountants )

*[Signature]*  
( M.K. MAROTI )  
( Proprietor )

M.No : 057073

Firm Reg. No : 322730E



For SUJALA TRADING & HOLDINGS LTD.

*[Signature]*  
Company Secretary

## SUJALA TRADING & HOLDINGS LIMITED

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2014

	PARTICULARS	Note No	31ST MARCH, 2014 Rs.	31ST MARCH, 2013 Rs.
I	REVENUE FROM OPERATIONS	15	18,763,181	12,595,721
II	OTHER INCOME	16	48,285	-
	<b>III TOTAL REVENUE ( I + II )</b>		<b>18,811,466</b>	<b>12,595,721</b>
IV	EXPENSES			
	Purchase of Stock in Trade	17	32,880,760	32,092,736
	Change in Inventories	18	48,844,370	(21,283,389)
	Employee Benefit Expenses	19	2,067,534	1,292,583
	Depreciation and Amortization Expense	20	19,467	35,486
	Finance Cost	21	3,444,538	-
	Other Expenses	22	789,735	687,511
	<b>TOTAL EXPENSES</b>		<b>88,046,405</b>	<b>12,098,036</b>
V	Profit Before Tax		<b>765,061</b>	<b>51,685</b>
VI	TAX EXPENSES			
	a Current Tax		(239,732)	(19,000)
	b Deferred Tax		3,218	2,793
XV	<b>PROFIT / ( LOSS ) FOR THE PERIOD</b>		<b>531,047</b>	<b>35,478</b>
XVI	Earnings Per Equity Share:			
	a Basic	23	0.09	0.01
	b Diluted	23	0.09	0.01

SIGNIFICANT ACCOUNTING POLICIES  
OTHER NOTES ON ACCOUNTS

1  
24

Place : Kolkata

Date : 30th May, 2014

In terms of our report of even date  
FOR MAROTI & ASSOCIATES  
( Chartered Accountants )

( M.K. MAROTI )  
( Proprietor )

M.No : 057073

Firm Reg No : 322770E



For SUJALA TRADING & HOLDINGS LTD.

*[Signature]*  
Managing Director

For SUJALA TRADING AND HOLDINGS LTD.

*[Signature]*  
Director

For SUJALA TRADING & HOLDINGS LTD.

*[Signature]*  
Company Secretary

**NOTE - 1**

**SIGNIFICANT ACCOUNTING POLICY :**

**1. Basis of Accounting :**

The financial statements are prepared under historical cost convention , on an accrual basis and in accordance with the generally accepted accounting principles in India , the applicable mandatory Accounting Standards as notified by the Companies ( Accounting Standard ) Rules , 2006 and the relevant provisions of the Companies Act , 1956.

**2. Inventories:**

Inventories of shares are valued at cost computed on FIFO Basis or fair value, whichever ever is lower.

**3. Recognition of Income and Expenditure :**

Income and expenditure are accounted for on accrual basis. Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable. Dividend income is recognized when the shareholder's right to receive payment is established by the balance sheet date.

**4. Depreciation on Fixed Assets:**

Depreciation has been provided on written down value method at the rates and in the manner prescribed in schedule XIV of the Companies Act, 1956.

**5. Fixed Assets:**

Fixed Assets are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

**6. Impairment of Assets:**

- I. The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized whenever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing the value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.

- II. After impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.



For SUJALA TRADING & HOLDINGS LTD.

*[Signature]*

Managing Director

For SUJALA TRADING AND HOLDINGS LTD.

*[Signature]*

Director

For SUJALA TRADING & HOLDINGS LTD.

*[Signature]*

Company Secretary

**7. Investment :**

Investments that are readily realizable and intended to be held for not more than a year are classified as Current Investments. All other Investments are classified as Non Current Investments. Current Investments are stated at lower of cost and market rate on an individual investment basis. Non Current Investments are considered "at cost" on individual investment basis, unless there is a decline other than temporary in the value, in which case adequate provision is made against such diminution in the value of Investments.

**8. Earnings per share:**

- Earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders, by the weighted average number of equity shares outstanding during the year.
- For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares.

**9. Provision and Deferred Tax :**

The Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961.

Deferred Tax resulting from "timing difference" between book and taxable profit is accounted for using the tax rates and laws that have been enacted or substantially enacted as on the Balance Sheet date. The Deferred Tax Asset is recognized and carried forward only to the extent that there is a reasonable certainty that the assets will be realized in future.

**10. Contingencies:**

These are disclosed by way of notes on the Balance sheet. Provisions is made in the accounts in respect of those contingencies which are likely to materialize into liabilities after the year end , till the finalization of accounts and material effect on the position stated in the Balance Sheet .



For SUJALA TRADING & HOLDINGS LTD.

Managing Director

For SUJALA TRADING AND HOLDINGS LTD.

Director

For SUJALA TRADING & HOLDINGS LTD.

Company Secretary

## SUJALA TRADING & HOLDINGS LIMITED

NOTE FORMING PART OF THE BALANCE SHEET AS AT  
& STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2014

	31ST MARCH, 2014	31ST MARCH, 2013
	Rs.	Rs.
<b>NOTE - 2</b>		
<b>SHARE CAPITAL</b>		
(Authorised)		
18,00,000 Equity Shares of Rs.10/- each	58,000,000	58,000,000
<b>Issued, Subscribed &amp; Paid up</b>		
(7,21,250 Equity Shares of Rs.10/- each)	72,12,500	57,217,500
	<b>57,217,500</b>	<b>57,217,500</b>

**A.**  
Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

	31ST MARCH, 2014		31ST MARCH, 2013	
	Nos.	Amount	Nos.	Amount
Shares outstanding at the beginning of the year	5,721,750	57,217,500	5,721,750	57,217,500
Shares issued during the year	-	-	-	-
Shares outstanding at the end of the year	5,721,750	57,217,500	5,721,750	57,217,500

**B**  
**TERMS/ RIGHTS ATTACHED TO EQUITY SHARES**

The Company has only one class of equity share having par value of Rs.10 / per share. Each holder of equity share is entitled to one vote per share.  
In the event of liquidation of the company, the holder of equity shares will be entitled to receive remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**C**  
**Details of shareholders holding more than 2% shares of the Company**

NAME OF THE SHAREHOLDER (EQUITY SHARES OF RS.10/- EACH FULLY PAID UP)	31ST MARCH, 2014		31ST MARCH, 2013	
	Nos.	%	Nos.	%
1. SULTANA VINE CONSULTANTS PVT LTD	-	-	32900	0.68
2. SODRAL TRADES AND HOLDINGS PVT LTD	891000	15.51	900000	1.53
3. MEDIPURRI AGRIUMS PVT LTD	385000	6.73	-	-
4. MADHAN AGENCIES PVT LTD	300000	5.24	-	-
5. HORGREL MERCHANTS PVT LTD	400000	7.00	-	-
6. SHREE SUDHARSHAN CASTING PVT LTD	420000	7.38	-	-
7. SHREE SUDHARSHAN PVT LTD	426900	7.46	-	-
8. SHAH TELCOM LTD	450000	7.88	-	-
9. GOKHNA TRADING PVT LTD	650000	11.35	-	-
10. LEGALMAY TRADE AND HOLDINGS PVT LTD	450000	7.88	-	-
11. LILIPRIGHT TRADING PVT LTD	450000	7.88	-	-

As per the records of the Company, including its Register of Members and other declarations received from the shareholders regarding beneficial interest, the above shareholders represent their ownership of shares.

For SUJALA TRADING & HOLDINGS LTD.

*Sukanya*  
Managing Director

For SUJALA TRADING & HOLDINGS LTD.

*Goway Gopal*  
Director

For SUJALA TRADING & HOLDINGS LTD.

*Rohit Gopal*  
Company Secretary





**SUJALA TRADING & HOLDINGS LIMITED**

NOTE FORMING PART OF THE BALANCE SHEET AS AT  
& STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2014

	31ST MARCH	
	2014	2013
	RS.	RS.
<b>NOTE - 3</b>		
<b>RESERVES AND SURPLUS</b>		
<b>General Reserve</b> <small>(Reserve for contingencies (as permitted by actual provisions))</small>		
	18,000,304	18,174,365
	<b>18,000,304</b>	<b>18,174,365</b>
<b>Special Reserve</b>		
Opening Balance	111,173	101,173
Add: Transferred during the year	106,200	10,000
	<b>217,373</b>	<b>111,173</b>
<b>Profit &amp; Loss Account</b>		
Opening Balance	(1,798,788)	(1,783,266)
Add: Profit for the year	531,047	35,478
Add: Income Tax for earlier years	2,233	-
Less: Transfer to Special Reserve	(204,309)	(10,000)
Less: Contingency provision for identified Assets	(1,266,031)	(51,000)
	<b>(1,495,748)</b>	<b>(1,778,788)</b>
<b>TOTAL (A+B+C+D)</b>	<b>17,815,927</b>	<b>16,486,631</b>
<b>NOTE - 4</b>		
<b>DEFERRED TAX LIABILITY</b>		
Opening Balance	3,053	8,816
Add: Generated during the year	13,608	20,000
Less: Transferred during the year	-	3,053
Closing Liability		
<b>NOTE - 5</b>		
<b>SHORT TERM BORROWINGS</b>		
Bank Term Loans	125,175,000	-
	<b>125,175,000</b>	
<b>NOTE - 6</b>		
<b>OTHER CURRENT LIABILITIES</b>		
Other Advances	30,330,000	64,600,000
Liabilities For Expenses	41,493	20,200
TDS Payable	344,454	-
	<b>30,715,947</b>	<b>64,620,200</b>
<b>NOTE - 7</b>		
<b>PROFIT TERM PROVISION</b>		
Provision for Taxation	278,817	64,585
Contingency Provision for Identified Assets	700,365	218,111
	<b>979,182</b>	<b>282,696</b>
<b>NOTE - 10</b>		
<b>DEFERRED TAX ASSET</b>		
Opening Balance	-	-
Add: Generated during the year	2,165	-
Less: Reversed during the year	-	-
Closing Liability	<b>2,165</b>	
<b>NOTE - 11</b>		
<b>INVENTORIES</b>		
Cost of Stock of merchandise, spare parts	10,933,000	10,700,000
	<b>10,933,000</b>	<b>10,700,000</b>
<b>NOTE - 12</b>		
<b>CASH &amp; BANK BALANCEMENTS</b>		
Cash & Bank (17th APRIL 2014)	61,178	100,000
Balance with M. S. Bank (as per Bank Statement)	553,603	1,755,331
	<b>614,781</b>	<b>1,855,331</b>

For SUJALA TRADING & HOLDINGS LTD.

*S. S. S.*  
Managing Director

For SUJALA TRADING AND HOLDINGS LTD.

*G. S. S.*  
Director

For SUJALA TRADING & HOLDINGS LTD.

*R. S. S.*  
Company Secretary



<b>NOTE - 13</b> <b>SHORT TERM LOANS &amp; ADVANCES</b> (Unsecured - Considered good) Loans Advances	303,802,011 25,133,033 278,915,044	1,301,118,648 3,817,000 1,304,935,648
<b>NOTE - 14</b> <b>OTHER CURRENT ASSETS</b> Security Deposit Share Acquisition Fund T & A Allowance	690,880 12,000,000 1,187,078 14,207,039	280,880 10,250,000 1,428,814 11,765,816
<b>NOTE - 15</b> <b>RECEIVABLE FROM OPERATIONS</b> Loans of others Interest received on Loan	775,148,188 114,513,048 88,765,161	1,044,018 1,131,953 12,696,721
<b>NOTE - 16</b> <b>OTHER INCOME</b> Interest on LT Refund	48,285 48,285	- -
<b>NOTE - 17</b> <b>PURCHASE OF STOCKS IN TRADE</b> Purchase of shares	12,880,760 32,880,760	20,000,754 32,000,730
<b>NOTE - 18</b> <b>CHANGE IN INVESTMENTS</b> Opening Stock Less: Closing Stock	81,733,480 31,300,130 48,844,378	60,450,000 31,300,400 29,549,600
<b>NOTE - 19</b> <b>EMPLOYEE BENEFIT EXPENSES</b> Salary & Allowances Staff Welfare	1,905,000 82,534 2,067,534	1,144,139 58,480 1,202,683
<b>NOTE - 20</b> <b>DEPRECIATION &amp; AMORTISATION</b> Depreciation	19,467 19,467	35,466 35,466
<b>NOTE - 21</b> <b>FINANCE COST</b> Interest paid	3,444,538 3,444,538	- -
<b>NOTE - 22</b> <b>OTHER EXPENSES</b> Accounting Charge Audit Fees Advertisement Bank Charges Complaints Maintenance Charges Computer Expenses Directorship Retainer Charges Director Sitting Fees Donation Filing Fees General Expenses Folio Maintenance Charges Listing Fees Postage & Stamp Professional Fees Professional Tax Printing & Stationery Rent Repairs & Maintenance Charges Security Maintenance Tax Service Tax Fixed Assets Written Off Tax Audit Fees Telephone Charges Traveling & Entertainment Miscellaneous	42,068 22,400 26,960 430 6,740 21,318 33,708 - - 3,000 139,180 13,483 19,563 43,132 20,029 2,500 85,984 120,000 6,499 - - 7,965 14,000 24,800 3,134 288,748	72,006 18,888 28,496 3,325 - 15,430 56,180 8,000 3,000 7,000 484,174 48,623 19,663 27,003 1,002 2,190 20,270 50,000 2,000 11,000 4,403 2,963 5,615 14,000 44,000 1,000 482,821
<b>NOTE - 23</b> <b>EARNING PER SHARE</b> Basic and diluted (after tax on per ordinary share of RM1.00) (RM) Basic and diluted (after tax on per ordinary share of RM1.00) (RM) Basic and diluted (after tax on per ordinary share of RM1.00) (RM) Basic and diluted (after tax on per ordinary share of RM1.00) (RM)	151,747 1,711,799 - 8,093	48,787 1,701,700 11 11,000



For SIALA TRADING & HOLDINGS LTD.

*Signature*

Managing Director

For SIALA TRADING AND HOLDINGS LTD.

*Signature*

Director

For SIALA TRADING & HOLDINGS LTD.

*Signature*

Company Secretary

**SUJALA TRADING & HOLDINGS LIMITED**

NOTE FORMING PART OF THE BALANCE SHEET AS A STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2014.

**NOTES  
FIXED ASSETS**

Description	Gross Block			Depreciation		Net Block			
	As on 01.04.2013	Addition	Deletion	As on 31.03.2014	For the year*	Adjustment For Deletion	Upto 31.03.2014	As on 31.03.2014	As on 31.03.2013
	₹	₹	₹	₹	₹	₹	₹	₹	₹
Computer	106,655			105,655	61,864	5,258	97,781	6,174	14,751
Printer - T13 Epson	2,000			2,000	4,200		1,931	1	1
Typewriter	4,805			4,815	4,200	310	6,814	1	39
Telexifier	17,000			13,000	5,152	1,885	6,278	6,722	7,608
Furniture	1,052			1,062	2,023	8	1,89	1	7
Plant & Machinery	6,000			6,000	628	106	1,631	4,272	4,058
Printer HP 2000	2,404			2,444	1,131	1,429	2,641	3	1,330
Scanner	3,328			3,328	3,327	0	3,327	1	1
Printer With Copier/Scanner Machinery	55,000			53,040	27,828	1,0,708	27,441	15,353	15,985
<b>Total</b>	<b>197,344</b>			<b>192,344</b>	<b>837,313</b>	<b>19,467</b>	<b>186,778</b>	<b>35,516</b>	<b>55,034</b>
Previous Year	109,816	5,328	3,902	192,344	802,233	(9,15)	137,310	55,034	

For SUJALA TRADING & HOLDINGS LTD.

*(Signature)*

Managing Director

For SUJALA TRADING & HOLDINGS LTD.

*(Signature)*

Director

For SUJALA TRADING & HOLDINGS LTD.

*(Signature)*

Company Secretary





**NOTE- 24**

**OTHER NOTES ON ACCOUNTS**

1. Based on the information / documents available with the Company, no creditor is covered under Micro, Small and Medium Enterprise Development Act, 2006. As a result, no interest provision/payments have been made by the Company to such creditors, if any, and no disclosures thereof are made in these accounts.
2. Provision for taxation for the year has been provided for under the normal provisions of Income Tax being higher than the tax computed under the provisions of Sec 115JB.
3. No provision has been made on account of gratuity as none of the employees have put in completed years of service as required by the payment of gratuity act.
4. No provision has been made on account of leave salary as there are no leave to the credit of employees as at the end of the year.
5. The Company is engaged in the business of Non Banking financial business and there is no separate reportable segment as per Accounting Standard 17 - "Segment Reporting" notified by the Companies Accounting Standard Rules, 2006.
6. Particulars required to be furnished by the NBFCs as per paragraph 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 issued by the RBI are given as per Annexure-B attached hereto.
7. The figures of previous year have been regrouped and / or rearranged wherever necessary.

For SUJALA TRADING & HOLDINGS LTD.

*[Signature]*

Managing Director

For SUJALA TRADING AND HOLDINGS LTD.

*[Signature]*

Director

For SUJALA TRADING & HOLDINGS LTD.

*[Signature]*

Company Secretary



### 8. RELATED PARTY TRANSACTIONS

Related Party Disclosure as required by Accounting Standard - 18 are given below:

a) List of related parties:

#### Subsidiaries

1. Foremost Barter Ltd
2. Foremost Dealcomm Ltd
3. Hulbert Trading Ltd
4. Hulbert Vinimay Ltd
5. Jagmata Mercantile Ltd
6. Jagmata Vintrade Ltd
7. Kotiratan Commercial Ltd
8. Kotiratan Marketing Ltd
9. Mangaldham Agents Ltd
10. Mangaldham Suppliers Ltd
11. Mangalsudha Barter Ltd
12. Mangalsudha Commercial Ltd
13. NirmalKunj Agency Ltd
14. NirmalKunj Tradecom Ltd
15. Nityadhara Barter Ltd
16. Nityadhara Traders Ltd
17. Over Grow Barter Ltd
18. Over Grow Tie-up Ltd
19. Sarvlok Commercial Ltd
20. Sarvlok Dealcom Ltd
21. Speed Fast Marketing Ltd
22. Speed Fast Vincom Ltd
23. Vishawdham Tradelink Ltd
24. Vishawdham Merchants Ltd

#### Key management personnel

1. Subhadeep Mukherjee - Managing Director
2. Arjana Gupta - Additional Director
3. Dhirej Ram - Additional Director
4. Gourav Goel - Additional Director

b) Details of transactions with related parties:



Name of the Persons	Nature of Transaction	(in Rs)	
		2013 - 2014	2012- 2013
Foremost Barter Ltd	INVESTMENT SUBSIDIARY	TN NIL	Rs 5,00,000/-
Foremost Dealcomm Ltd	DD	NIL	Rs 5,00,000/-
Hulbert Trading Ltd	DD	NIL	Rs 5,00,000/-
Hulbert Vinimay Ltd	DD	NIL	Rs 5,00,000/-
Jagmata Mercantile Ltd	DD	NIL	Rs 5,00,000/-

For SUDALA TRADING & HOLDINGS LTD. For SUDALA TRADING AND HOLDINGS LTD.

Managing Director

Director

For SUDALA TRADING & HOLDINGS LTD.

Company Secretary

Jagmata Vintrade Ltd	DD	NIL	RS 5,00,000 /-
Kodraton Commercial Ltd	DD	NIL	RS 5,00,000 /-
Kodraton Marketing Ltd	DD	NIL	RS 5,00,000 /-
Mangaldham Agents Ltd	DD	NIL	RS 5,00,000 /-
Mangaldham Suppliers Ltd	DD	NIL	RS 5,00,000 /-
Mangalsudha Barter Ltd	DD	NIL	RS 5,00,000 /-
Mangalsudha Commercial Ltd	DD	NIL	RS 5,00,000 /-
NirmaKunj Agency Ltd	DD	NIL	RS 5,00,000 /-
NirmaKunj Tradecom Ltd	DD	NIL	RS 5,00,000 /-
Nityadhara Barter Ltd	DD	NIL	RS 5,00,000 /-
Nityadhara Traders Ltd	DD	NIL	RS 5,00,000 /-
Over Grow Barter Ltd	DD	NIL	RS 5,00,000 /-
Over Grow Tie-up Ltd	DD	NIL	RS 5,00,000 /-
Sarvlok Commercial Ltd	DD	NIL	RS 5,00,000 /-
Sarvlok Dealcom Ltd	DD	NIL	RS 5,00,000 /-
Speed Fast Marketing Ltd	DD	NIL	RS 5,00,000 /-
Speed Fast Vincom Ltd	DD	NIL	RS 5,00,000 /-
Vishwadharm Tradelink Ltd	DD	NIL	RS 5,00,000 /-
Vishwadharm Merchants Ltd	DD	NIL	RS 5,00,000 /-
<b>Total</b>		<b>NIL</b>	<b>RS 1,20,00,000/-</b>

As per our report of even date

For Maroti & Associates  
Chartered Accountants



M.K. Maroti  
Proprietor

Membership No. : 057073

Firm Registration No. : 322770E

Place : Kolkata

Date : 30<sup>th</sup> May, 2014

For SUJALA TRADING & HOLDINGS LTD.

Managing Director

For SUJALA TRADING AND HOLDINGS LTD.

Director

For SUJALA TRADING & HOLDINGS LTD.

Company Secretary

**SUJALA TRADING & HOLDINGS LIMITED**

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

		31.03.2014		31.03.2013
<b>1. CASH FLOW FROM OPERATING ACTIVITIES</b>				
Profit before tax before tax	(a)	749,061		31,603
Add:				
Depreciation			38,744	
Fixed Assets Written Off	(346)		2,088	
Loss/ (Decrease) Income Tax Paid	-7405			
Sub Total - (b)		(29,818)		38,471
Operating Profit before Working Capital Changes	(a)+(b)	736,244	(a)+(b)	90,156
Adjustments:				
(Decrease)/ Increase in Current Asset	(37,845,329)		44,423,312	
(Decrease)/ Increase in Fixed Assets	74,895,379		(24,281,482)	
Decrease/ Increase in Trade Payables			15,200,000	
Decrease/ Increase in Current Liabilities	(3,136,741)		14,490,617	
Change/ (Change) in Loans & Advances	(231,875,240)		23,922,882	
Gain/ Loss	(c)			
Cash Generated from Operating Activities	A	138,143,614	A	18,763,289
		(27,224,200)		10,853,413
Less: Increase in Cash/ (Decrease)		749,066		
Net Cash from Operating Activities		139,632,474		19,616,702
<b>2. CASH FLOW FROM INVESTING ACTIVITIES</b>				
Interest/ Dividend on Investments			(1,600,000)	
Fixed Assets purchased	B		(5,328)	
Net Cash from Investing Activities			B	(1,605,328)
<b>3. CASH FLOW FROM FINANCING ACTIVITIES</b>				
(Decrease)/ Increase in Short Term Borrowings	C	13,195,042	C	
Net Cash from Financing Activities		13,195,042		
Net Increase in Cash/ (Decrease)	A+B+C	1,662,316	A+B+C	11,146,071
Cash/ Cash Equivalents (Opening)		2,093,414		1,237,744
Cash/ Cash Equivalents (Closing)		3,755,730		2,383,815

**Notes:**

1. Cash Flow Statement has been prepared under the method outlined in our Accounting Standard 3 issued by the Institute of Chartered Accountants of India.

2.

Cash & Cash Equivalents Comprise:

Cash on Hand

Balance with Schedule Banks & in other financial

31/03/2014

31/03/2013

24,170

308,007

514,288

076,228

1,074,701

2,043,291

For and behalf of the Board

Managing Director  
Place : Kolkata  
Date : 30th May, 2014

Director

For SUJALA TRADING & HOLDINGS LTD.

*[Signature]*

Managing Director

For SUJALA TRADING AND HOLDINGS LTD.

*[Signature]*

Director

For SUJALA TRADING & HOLDINGS LTD.

*[Signature]*

Company Secretary









**MAROTI & ASSOCIATES**  
Chartered Accountants

Mercantile Building, 9112, Lal Bazar Street  
E-Block, 3rd Floor, Suite No. 3  
Kolkata - 700 001  
Phone : 033-2231 9391/92  
Tel/Fax : (033) 2243-8371  
Mobile : 98310 48621  
E-mail :  
mkmaroti@gmail.com

To  
THE BOARD OF DIRECTORS  
**SUJALA TRADING & HOLDINGS LIMITED**  
2A, GRANT LANE, 3<sup>RD</sup> FLOOR,  
KOLKATA - 700012

Dear Sir,

In compliance with the Non Banking Financial Companies Auditor's Report (Reserve Bank Directions, 2008) we report that

A

1. The Company is engaged in the Business of Non Banking Financial Institution and it has obtained a certificate of Registration from the Bank.
2. On the basis of our examination of current year Balance Sheet and Statement of Profit & Loss, we hereby report that Company is entitled to continue to hold such certificate of Registration in terms of its deed / Memorandum as on 31<sup>ST</sup> March, 2014.
3. On the basis of our examination of current year Balance Sheet, we report that the Company be classified based on its assets as: **LOAN COMPANY**.

C

1. The Board of Directors has passed a resolution for Non Acceptance of any Public Deposits.
2. The Company has not accepted any deposit from the public during the year ended 31<sup>ST</sup> March, 2014.
3. The Company has complied with the prudential Norm relating to the Income Recognition, Accounting Standards, assets classification and provisioning for bad and doubtful debts as applicable to it in terms of Non Banked Financial ( Non Deposits Accepting or Holding ) Companies Prudential Norms ( Reserve Bank ) Directions - 2007.
4. The Company is not a systemically important concern as defined in paragraph 2(1)(3)(3)(d) of the Non Banking Financial ( Non Deposits Accepting or Holding ) Companies Prudential Norms ( Reserve Bank ) Directions - 2007.

For **MAROTI & ASSOCIATES**  
Chartered Accountants



**(M.K.MAROTI)**  
Proprietor  
M. No.057073  
Firm Reg.No : 322770E

Place : **Kolkata**  
Date : **30th Day of May, 2014**

**ANNEXURE REFERRED TO NOTES OF ACCOUNTS**  
**SCHEDULE ANNEXED AS PER RESERVE BANK OF INDIA PRUDENTIAL NORMS**  
**SCHEDULE TO THE BALANCE SHEET OF A NON-BANKING FINANCIAL COMPANY AS ON 31.03.2014 AS**  
**REQUIRED IN ITEM 11E PARAGRAPH 10 OF A NON-BANKING FINANCIAL (NON-DEPOSIT ACCEPTING OR**  
**HOLDING) COMPANIES PRUDENTIAL NORMS / RESERVE BANK / DIRECTIONS, 2007**

**PARTICULARS**

(Rs IN LACS)

**LIABILITIES SIDE 1**

LOANS AND ADVANCES AWAILED BY THE NBFCs INCLUSIVE OF INTEREST ACCRUED THEREON BUT NOT PAID		AMOUNT OUTSTANDING	AMOUNT OVERDUE
<b>a</b>	<b>DEBENTURES</b>		
	• SECURED	NIL	NIL
	• UNSECURED (OTHER THAN FALLING WITHIN THE MEANING OF PUBLIC DEPOSIT)	NIL	NIL
<b>b</b>	<b>PREFERRED CREDITS</b>		
<b>c</b>	<b>TERM LOANS</b>	NIL	NIL
<b>d</b>	<b>INTER-CORPORATE LOANS AND BORROWINGS</b>	1357.08	NIL
<b>e</b>	<b>COMMERCIAL PAPER</b>	NIL	NIL
<b>f</b>	<b>PUBLIC DEPOSIT</b>	NIL	NIL
<b>g</b>	<b>OTHER LOANS (SPECIFY NATURE)</b>	NIL	NIL

**ASSET SIDE**

BREAK UP OF LOANS AND ADVANCES INCLUDING BILLS RECEIVABLES OTHER THAN THOSE INCLUDED IN (d) BELOW		AMOUNT OUTSTANDING
	• SECURED	NIL
	• UNSECURED	2528.13
	<b>BREAK UP OF LEASED ASSETS AND STOCK ON HIRE AND HYPOTHECATION LOANS COUNTING TOWARDS EL/HP ACTIVITIES</b>	2678.12
	<b>LEASE ASSETS INCLUDING LEASE RENTALS UNDER SUNDRY DEPTORS</b>	NIL
	• FINANCIAL LEASE	NIL
	• OPERATING LEASE	NIL
<b>2</b>	<b>STOCK ON HIRE INCLUDING HIRE CHARGES UNDER SUNDRY DEPTORS</b>	
	• ASSETS ON HIRE	NIL
	• REPOSSESSED ASSETS	NIL
<b>3</b>	<b>HYPOTHECATION LOANS COUNTING TOWARDS EL/HP ACTIVITIES</b>	
	• LOANS WHERE ASSETS HAVE BEEN REPOSSESSED	NIL
	• LOANS OTHER THAN ABOVE	NIL
<b>BREAK UP OF INVESTMENTS</b>		
• CURRENT INVESTMENTS (STOCK IN TRADE)		
<b>1</b>	<b>QUOTED</b>	
	• SHARES	NIL
	EQUITY PREFERENCE	NIL
	• DEBENTURES AND BONDS	NIL



	• UNITS OF MUTUAL FUNDS	NIL	NIL
	• GOVERNMENT SECURITIES	NIL	NIL
	• OTHERS	NIL	NIL
7	UNQUOTED	NIL	NIL
	• SHARES	NIL	NIL
	EQUITY	328.89	328.89
	PREFERENCE	NIL	NIL
	• DEBENTURES AND BONDS	NIL	NIL
	• UNITS OF MUTUAL FUNDS	NIL	NIL
	• GOVERNMENT SECURITIES	NIL	NIL
	• OTHERS	NIL	NIL
	• LONG TERM INVESTMENTS		
1	QUOTED		
	• SHARES		
	EQUITY	NIL	NIL
	PREFERENCE	NIL	NIL
	• DEBENTURES AND BONDS	NIL	NIL
	• UNITS OF MUTUAL FUNDS	NIL	NIL
	• GOVERNMENT SECURITIES	NIL	NIL
	• OTHERS	NIL	NIL
2	UNQUOTED	NIL	NIL
	• SHARES	NIL	NIL
	EQUITY	120.00	120.00
	PREFERENCE	NIL	NIL
	• DEBENTURES AND BONDS	NIL	NIL
	• UNITS OF MUTUAL FUNDS	NIL	NIL
	• GOVERNMENT SECURITIES	NIL	NIL
	• OTHERS	NIL	NIL

**Borrower Group wise Classification of all Loans & Advances, Other than Hire and Loans and Advances**

1	CATEGORY	AMOUNT NET OF PROVISIONS		
		SECURED	UNSECURED	TOTAL
a	RELATED PARTIES			
	• SUBSIDIARIES	NIL	NIL	NIL
b	COMPANIES IN THE SAME GROUP	NIL	NIL	NIL
c	OTHER RELATED PARTIES	NIL	NIL	NIL
2	OTHER THAN RELATED PARTIES	NIL	2678.12	2678.12
	TOTAL	NIL	2678.12	2678.12

**Investor Group wise Classification of all Investments (Current and Long Term) in Shares and Securities (Both Quoted and Unquoted)**

1	CATEGORY	MARKET VALUE (BREAK UP OF FAIR VALUE OR NAV)	BOOK VALUE (NET OF PROVISION)
a	RELATED PARTIES		
	• SUBSIDIARIES	120.00	120.00
b	COMPANIES IN THE SAME GROUP	NIL	NIL
c	OTHER RELATED PARTIES	NIL	NIL
2	OTHER THAN RELATED PARTIES	328.89	328.89
	TOTAL	448.89	448.89


7.



OTHER INFORMATION		AMOUNT
	PARTICULARS	
I)	GROSS NON-PERFORMING ASSETS	
	A. RELATED PARTIES	NIL
	B. OTHER THAN RELATED PARTIES	NIL
II)	NET NON-PERFORMING ASSETS	
	A. RELATED PARTIES	NIL
	B. OTHER THAN RELATED PARTIES	NIL
III)	ASSETS ACQUIRED IN SATISFACTION OF DEBTS	NIL

As per our report of even date

**For Maroti & Associates**  
**Chartered Accountants**

  
**M.K. Maroti**  
**Proprietor**  
**Membership No. : 057073**  
**Firm Registration No. : 322770E**  
**Place : Kolkata**  
**Date : 30<sup>th</sup> MAY, 2014**

**INDEPENDENT AUDITORS' REPORT**

To the Board of Directors of  
**SUJALA TRADING & HOLDINGS LIMITED**

**REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS**

We have audited the accompanying consolidated financial statements of **SUJALA TRADING & HOLDINGS LIMITED** (the "Company") and its subsidiaries (collectively referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2014, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

**MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS**

Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the Accounting Principles generally accepted in India including 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 consolidated 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 Group's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the 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, and based on consideration of the reports of the other auditors on the financial statements/ consolidated financial statements of the subsidiaries as noted below, the consolidated financial statement give a true and fair view in conformity with the accounting principles generally accepted in India

(a) in the case of the Consolidated Balance Sheet, of the state of affairs of the Group as at March 31, 2014;

(b) in the case of the Consolidated Statement of Profit and Loss, of the **PROFIT** of the Group for the year ended on that date; and

(c) in the case of the Consolidated Cash Flow Statement, of the cash flows of the Group for the year ended on that date.

**OTHER MATTERS**

We did not audit the financial statements/ consolidated financial statements of the subsidiaries whose financial statements/ consolidated financial statements reflect total assets of Rs. **1,18,72,310** /- as at 31<sup>st</sup> March, 2014 and total revenues / ( loss ) of (Rs 74,157 /) for the year ended on that date and cash flows amounting to Rs (74,157) /- for the year then ended. These financial statements/ consolidated financial statements have been audited by other auditors whose report has been furnished to us and our opinion in so far as it relates to the amounts included in respect of the subsidiaries, is based solely on the report of the other auditors.

Place : Kolkata  
Date : 20<sup>th</sup> Day of May, 2014

For **MAROTI & ASSOCIATES**  
Chartered Accountants

  
**(M.K.MAROTI)**  
Proprietor  
M. No.057073  
Firm Reg.No : 322770E

D.  
y



**SUJALA TRADING & HOLDINGS LIMITED**  
**CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2014**

	Note No	31ST MARCH, 2014 Rs.	31ST MARCH, 2013 Rs.
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	2	57,217,500	57,217,500
(b) Reserves and Surplus	3	96,481,215	96,498,091
<b>(2) Non Current Liabilities</b>			
(a) Deferred Tax Liabilities	4	-	3,053
<b>(3) SHORT TERM BORROWINGS</b>			
Unsecured Loans	5	135,195,082	-
<b>(4) Current Liabilities</b>			
(a) Other current liabilities	6	37,360,977	64,878,700
(b) Short-term provisions	7	978,817	289,585
<b>TOTAL</b>		<b>327,233,591</b>	<b>218,885,929</b>
<b>II. Assets</b>			
<b>(1) Fixed Assets</b>			
(a) Tangible Assets:	8	35,566	55,034
<b>(2) Non Current Assets</b>			
(a) Long Term Loans and Advances	9	7,000,000	10,800,000
(b) Deferred Tax Assets	10	2,165	-
<b>(3) Current assets</b>			
(a) Inventories	11	37,145,350	61,851,980
(c) Cash and cash equivalents	12	1,230,860	2,694,828
(d) Short-term loans and advances	13	267,612,611	111,718,271
(e) Other current assets	14	14,207,039	11,765,816
<b>TOTAL</b>		<b>327,233,591</b>	<b>218,885,929</b>

SIGNIFICANT ACCOUNTING POLICIES 1  
 OTHER NOTES ON ACCOUNTS: 23

In terms of our report of even date  
**FOR MAROTI & ASSOCIATES**  
 (Chartered Accountants)

Place : Kolkata

Date : 30th May, 2014

( M.K. MAROTI )  
 (Proprietor )  
 M.No : 057073

Firm Reg No : 322770E

For SUJALA TRADING & HOLDINGS LTD.

*S. Chandra*

Managing Director

SUJALA TRADING & HOLDINGS LTD.

*G. S. Chandra*

Director

For SUJALA TRADING & HOLDINGS LTD.

*Robert Gird*

Company Secretary

<b>SUJALA TRADING &amp; HOLDINGS LIMITED</b>				
<b>CONSOLIDATED STATEMENT OF PROFIT &amp; LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2014</b>				
	<b>PARTICULARS</b>	<b>Month</b>	<b>31ST MARCH, 2014</b>	<b>31ST MARCH, 2013</b>
			<b>Rs.</b>	<b>Rs.</b>
<b>I</b>	<b>REVENUE FROM OPERATIONS</b>	15	88,881,681	12,696,721
<b>II</b>	<b>OTHER INCOME</b>	15	49,205	-
	<b>III TOTAL REVENUE ( I + II )</b>		<b>88,929,986</b>	<b>12,696,721</b>
<b>IV</b>	<b>EXPENSES</b>			
	Purchase of Stock in Trade	17	37,137,000	32,121,216
	Change in Inventories	18	44,706,633	(21,491,990)
	Employee Benefit Expenses	19	2,067,634	1,202,591
	Depreciation and Amortization Expense	20	19,167	35,386
	Finance Cost	21	3,444,539	-
	Other Expenses	22	863,892	1,336,213
	<b>TOTAL EXPENSES</b>		<b>88,239,061</b>	<b>13,299,638</b>
<b>V</b>	Profit Before Tax		<b>690,905</b>	<b>(596,917)</b>
<b>VI</b>	<b>TAX EXPENSES</b>			
	a Current Tax		(238,232)	(18,700)
	b Deferred Tax		5,218	2,793
<b>XV</b>	<b>PROFIT / ( LOSS ) FOR THE PERIOD</b>		<b>456,021</b>	<b>(513,124)</b>
<b>XVI</b>	<b>Earning Per Equity Share</b>			
	a Basic	23	0.438	(0.113)
	b Adjusted	23	0.00	(0.113)

SIGNIFICANT ACCOUNTING POLICIES  
OTHER NOTES ON ACCOUNTS

1  
24

In terms of our report of even date  
**FOR MAROTI & ASSOCIATES**  
( Chartered Accountants )

Place : Kolkata

Date : 30th May, 2014

( M.R. MAROTI )  
( Proprietor )

M.No : 057073

Firm Reg No : 322770E

For SUJALA TRADING & HOLDINGS LTD.

*[Signature]*

Managing Director

SUJALA TRADING & HOLDINGS LTD.

*Gourav Goal*

Director

For SUJALA TRADING & HOLDINGS LTD.

*Rohit Ural*

Company Secretary

**NOTE - 1**

**SIGNIFICANT ACCOUNTING POLICY :**

**1. Basis of Accounting :**

The financial statements are prepared under historical cost convention, on an accrual basis and in accordance with the generally accepted accounting principles in India, the applicable mandatory Accounting Standards as notified by the Companies ( Accounting Standard ) Rules, 2006 and the relevant provisions of the Companies Act, 1956.

**2. Inventories:**

Inventories of shares are valued at cost computed on FIFO Basis or fair value, which ever is lower.

**3. Recognition of Income and Expenditure :**

Income and expenditure are accounted for on accrual basis. Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable. Dividend income is recognized when the shareholder's right to receive payment is established by the balance sheet date.

**4. Depreciation on Fixed Assets:**

Depreciation has been provided on written down value method at the rates and in the manner prescribed in Schedule XIV of the Companies Act, 1956.

**5. Fixed Assets:**

Fixed Assets are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

**6. Impairment of Assets:**

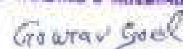
- I. The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing the value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.
- II. After impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.

For SUJALA TRADING & HOLDINGS LTD.



Managing Director

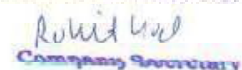
SUJALA TRADING & HOLDINGS LTD



Director



For SUJALA TRADING & HOLDINGS LTD.



Company Secretary

**7. Earnings per share:**

- Earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders, by the weighted average number of equity shares outstanding during the year.
- For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares.

**8. Provision and Deferred Tax:**

The Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961.

Deferred Tax resulting from "timings difference" between book and taxable profit is accounted for using the tax rates and laws that have been enacted or substantially enacted as on the Balance Sheet date. The Deferred Tax Asset is recognized and carried forward only to the extent that there is a reasonable certainty that the assets will be realized in future.

**9. Contingencies:**

These are disclosed by way of notes on the Balance sheet. Provisions is made in the accounts in respect of those contingencies which are likely to materialize into liabilities after the year-end, till the finalization of accounts and material effect on the position stated in the Balance Sheet.



For SUJALA TRADING & HOLDINGS LTD.

*[Signature]*

Managing Director

SUJALA TRADING & HOLDINGS LTD

*Gaurav Goel*

Director

For SUJALA TRADING & HOLDINGS LTD.

*Rohit Kumar*

Company Secretary

**SUJALA TRADING & HOLDINGS LIMITED**  
 NOTE FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT  
 & STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2014

**NOTE - 2**

**SHARE CAPITAL**

**Authorised**

58,00,000 Equity Shares of Rs.10/- each

**Issued, Subscribed & Paid up**

57,21,750 Equity Share of Rs.10/- each

31ST MARCH , 2014 Rs.	31ST MARCH , 2013 Rs.
-----------------------------	-----------------------------

58,000,000	58,000,000
------------	------------

57,217,500	57,217,500
------------	------------

<b>57,217,500</b>	<b>57,217,500</b>
-------------------	-------------------

**A.**

Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

	31ST MARCH, 2014		31ST MARCH, 2013	
Shares outstanding at the beginning of the year	5,721,750	57,217,500	5,721,750	57,217,500
Shares issued during the year	-	-	-	-
Shares outstanding at the end of the year	5,721,750	57,217,500	5,721,750	57,217,500

**B.**

**TERMS/ RIGHTS ATTACHED TO EQUITY SHARES**

The Company has only one class of equity share having par value of Rs 10 / per share. Each holder of Equity share is entitled to one vote per share.

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

**C.**

**Details of shareholders holding more than 5% shares of the Company**

NAME OF THE SHAREHOLDER	31ST MARCH, 2014		31ST MARCH, 2013	
	No.	%	No.	%
1. COLTA MINE CONSULTANTS PVT LTD				
2. SQUARE TRADES AND HOLDINGS PVT LTD	300000	19.87	300000	19.87
3. MIDNIGHT AGENCIES PVT LTD	350000	6.15	350000	6.15
4. RADIAN AGENCIES PVT LTD	300000	6.75	300000	6.75
5. POPPHEL MERCHANTS PVT LTD	300000	6.68	300000	6.68
6. SHREE SUDKASHAN CASTING PVT LTD	400000	7.00	400000	7.00
7. PROFORM FINANCE PVT LTD	420000	7.35	420000	7.35
8. SHRI TELCOM LTD	320000	7.48	320000	7.48
9. GIGRAI TRADECOM PVT LTD	400000	7.88	400000	7.88
10. PIGRAMI TRADE AND HOLDINGS PVT LTD	450000	7.90	450000	7.90
11. LUMBERT TRADECOM PVT LTD	450000	7.90	450000	7.90

As per the records of the Company, including its Register of Members and other documents received from the shareholders regarding beneficial interest, the

For SUJALA TRADING & HOLDINGS LTD.

*Sudhakar*  
 Managing Director

SUJALA TRADING & HOLDINGS LTD

*Govind Singh*

Director

For SUJALA TRADING & HOLDINGS LTD.

*Robert Noel*  
 Company Secretary



## SUJALA TRADING & HOLDINGS LIMITED

NOTE FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT  
31ST MARCH 2014 AND STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2014

	31ST MARCH, 2014 Rs.	31ST MARCH, 2013 Rs.
<b>NOTE - 3 RESERVES AND SURPLUS</b>		
<b>General Reserve</b>		
Opening Balance (generated on amalgamation)	98,834,306	98,834,306
<b>A</b>	<b>98,834,306</b>	<b>98,834,306</b>
<b>Special Reserve</b>		
Opening Balance	111,173	181,573
Add: Transferred during the year	106,219	-
<b>B</b>	<b>217,392</b>	<b>181,573</b>
<b>Profit &amp; Loss Account</b>		
Opening Balance	(2,147,390)	(1,783,266)
Add: Profit for the year	456,891	(613,174)
Add: Income Tax for earlier year	7,719	-
Add: Transfer to Special Reserve	(106,219)	(10,000)
Add: Contingency provision for standard Assets	(470,000)	(41,000)
<b>C</b>	<b>(2,179,009)</b>	<b>(1,847,440)</b>
<b>TOTAL (A+B+C)</b>	<b>96,665,315</b>	<b>96,666,941</b>
<b>NOTE - 4 DEFERRED TAX LIABILITY</b>		
Opening Balance	3,053	5,896
Add: Generated during the year	-	-
Less: Reversed during the year	(3,053)	(2,793)
Closing Liability	-	3,053
<b>NOTE - 5 SHORT TERM BORROWINGS</b>		
Unsecured Loans	135,195,082	-
	<b>135,195,082</b>	<b>-</b>
<b>NOTE - 6 OTHER CURRENT LIABILITIES</b>		
Other Advances	35,301,000	64,620,000
Trade Payables	11,200	118,500
Liabilities for Expenses	675,323	160,200
TDS Payable	344,454	-
	<b>37,360,977</b>	<b>64,908,700</b>
<b>NOTE - 7 SHORT TERM PROVISION</b>		
Provision for Taxation	278,817	64,585
Contingency Provision for Standard Assets	704,020	234,000
	<b>978,817</b>	<b>288,585</b>
<b>NOTE 9</b>		
<b>NON CURRENT ASSETS</b>		
<b>LONG TERM LOANS AND ADVANCES</b>		
	7,000,000	10,000,000
	<b>7,000,000</b>	<b>10,000,000</b>
<b>NOTE - 10 DEFERRED TAX ASSET</b>		
Opening Balance	-	-
Add: Generated during the year	2,165	-
Less: Reversed during the year	-	-
Closing Liability	2,165	-
<b>NOTE - 11 INVENTORIES</b>		
Closing Stock of Inventories (equity financed)	37,145,250	81,831,980
	<b>37,145,250</b>	<b>81,831,980</b>
<b>NOTE - 12 CASH &amp; CASH EQUIVALENTS</b>		
Cash in hand (as per bank)	303,000	3,311,100
Balance with Schedule Bank in Current Account	427,660	1,083,600
	<b>1,230,660</b>	<b>4,394,700</b>



For SUJALA TRADING & HOLDINGS LTD.

*(Signature)*

Managing Director

SUJALA TRADING & HOLDINGS LTD.

*(Signature)*

Director

For SUJALA TRADING & HOLDINGS LTD.

*(Signature)*  
Company Secretary

<b>NOTE - 13</b> <b>SHORT TERM LOANS &amp; ADVANCES</b> ( Unsecured , Considered good )		
Loans	252,862,611	108,109,668
Advances	14,750,000	3,617,693
	<b>267,612,611</b>	<b>111,727,361</b>
<b>NOTE - 14</b> <b>OTHER CURRENT ASSETS</b>		
Security Deposit	100,000	100,000
Share Application Applied	12,000,000	10,290,000
T.D.S. Receivable	1,159,039	1,415,816
	<b>14,207,039</b>	<b>11,765,816</b>
<b>NOTE - 15</b> <b>REVENUE FROM OPERATIONS</b>		
Sale of shares	78,314,000	4,583,990
Interest received on Loan	15,514,681	7,30,751
	<b>93,828,681</b>	<b>11,894,741</b>
<b>NOTE - 16</b> <b>OTHER INCOME</b>		
Interest on IT Refund	48,285	-
Sale of saree	-	-
Liabilities no longer required Written off	-	-
	<b>48,285</b>	<b>-</b>
<b>NOTE - 17</b> <b>PURCHASE OF STOCK IN TRADE</b>		
Purchase of Shares	37,137,000	32,121,236
Purchase of Saree	-	-
	<b>37,137,000</b>	<b>32,121,236</b>
<b>NOTE - 18</b> <b>CHANGE IN INVENTORIES</b>		
Opening Stock	81,851,989	80,450,000
Less: Closing stock	37,145,559	81,851,989
	<b>44,706,430</b>	<b>(21,401,989)</b>
<b>NOTE - 19</b> <b>EMPLOYEE BENEFIT EXPENSES</b>		
Salary & Allowances	1,985,000	1,144,194
Staff Welfare	82,534	58,489
	<b>2,067,534</b>	<b>1,202,683</b>
<b>NOTE - 20</b> <b>DEPRECIATION &amp; AMORTISATION</b>		
Depreciation	17,407	25,485
	<b>17,407</b>	<b>25,485</b>
<b>NOTE - 21</b> <b>FINANCE COST</b>		
Interest paid	3,444,538	-
	<b>3,444,538</b>	<b>-</b>
<b>NOTE - 22</b> <b>OTHER EXPENSES</b>		
Accounting Charges	54,000	39,500
Audit Fees	46,472	40,854
Advancement	25,916	28,428
Bank Charges	1,073	2,933
Car, Mobile Maintenance Charge	8,740	-
Computer Expenses	21,318	15,431
Demat Charges	-	-
Depository Receipt Fees	82,708	56,118
Director Sitting Fees	-	6,000
Donation	-	3,100



For SUJALA TRADING & HOLDINGS LTD.

*[Signature]*

Managing Director

SUJALA TRADING & HOLDINGS LTD

*[Signature]*

Director

For SUJALA TRADING & HOLDINGS LTD.

*[Signature]*

Company Secretary

Living Fees	26,400	126,000
General Expenses	132,777	188,368
Office Maintenance Charges	13,483	48,623
Listing Fees	19,663	19,663
Preliminary Expenses	-	486,384
Postage & Stamp	-	27,583
Professional Fees	45,192	1,062
Professional Tax	29,154	2,390
Printing & Stationary	2,500	70,270
Rates & Taxes	85,984	-
Rent	-	-
Repairs & Maintenance Charges	120,000	60,000
Securities Transaction Tax	8,750	4,000
Service Tax	-	11,807
Fixed Assets Written Off	-	4,403
Tax Audit Fees	-	2,985
Telephone Charges	7,865	5,618
Traveling & Correspondence	18,324	16,201
Website Charge	64,267	64,059
	3,134	5,000
	<b>863,092</b>	<b>1,336,213</b>
<b>NOTE - 23</b>		
<b>EARNING PER SHARE</b>		
Net Profit after tax as per Statement of Profit and Loss (A)	438,801	(610,767)
Weighted Average number of equity shares outstanding (B)	3,731,758	4,721,756
Face value per equity share (C)	10	10
Basic and Diluted Earnings per share (A/B/C) (A/B)	0.118	(0.129)

For SUJALA TRADING & HOLDINGS LTD.

*John King*  
Managing Director

SUJALA TRADING & HOLDINGS LTD.

*Gowrav Goel*  
Director

For SUJALA TRADING & HOLDINGS LTD.

*Rohit Gul*  
Company Secretary





**SUJALA TRADING & HOLDINGS LIMITED**

NOTE FORMING PART OF THE BALANCE SHEET, AS AT & STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2014.

**NOTE 8  
FIXED ASSETS**

Description	Gross Block			Depreciation			Net Block			
	As on	Addition	Deletion	As on	Upto	For the	Adjustment	Upto	As on	As on
	01.04.2013	31.03.2014	31.03.2013	31.03.2014	31.03.2014	year	For Deletion	31.03.2014	31.03.2014	31.03.2014
Computer	105,455			105,455	91,864	5,810		57,781	8,874	14,791
Printer - I.L. Epson	2,000	-		2,000	1,999			1,999	1	1
Typewriter	4,815			4,815	4,785	28		4,814	1	25
Inventory	13,000			13,000	2,152	1,250		6,278	6,272	2,886
Furniture	1,062			1,062	1,058	6		1,061	1	7
Plant & Machinery	5,000			5,000	922	206		1,630	4,372	5,078
Printer Hp 2000	2,444			2,444	1,114	1,379		2,443	1	1,313
Scanner	3,328			3,328	3,327	0		3,327	1	1
Printer With Copier(Xerox Machine)	53,040			53,040	97,952	10,095		37,447	15,992	25,968
Total	192,304			192,344	137,310	19,487		156,778	35,546	55,034
Previous Year	190,986	5,328	3,900	192,344	102,739	35,486	(915)	137,310	55,034	



**SUJALA TRADING & HOLDINGS LTD.**  
*Sudhakar*  
 Managing Director

**SUJALA TRADING & HOLDINGS LTD.**  
*Gourav Goel*  
 Director

**SUJALA TRADING & HOLDINGS LTD.**  
*Rohit Kher*  
 Company Secretary

**NOTE- 24**

**OTHER NOTES ON ACCOUNTS :**

**1. BASIS OF CONSOLIDATION :**

The consolidated financial statements which relate to SUJALA TRADING & HOLDINGS LIMITED ( The Company ) and its subsidiaries have been prepared on the following basis .:

The Financial statements of the Company and its subsidiaries have been consolidated in terms of Accounting Standard – AS – 31 " CONSOLIDATED FINANCIAL STATEMENTS " notified by the Company Accounting Standard Rules ,2006 on a line by line basis by adding together the book values of like items of assets and liabilities , income and expenditure after fully eliminating intra group balances , intra group transactions and any unrealized profit / loss included therein .

The Excess / shortfall of cost to the Company of its Investment over equity in its subsidiary Companies as on the date of Investment is recognized in the financial statements as goodwill/ capital reserve as the case may be .

The Consolidated financial statements ,have been prepared using uniform accounting policies , for like transactions are presented to the extent possible in the same manner as the Company 's separate financial statements .

NAME OF THE COMPANY	COUNTRY OF INCORPORATION	% OF VOTING POWER /OWNERSHIP INTEREST AS ON 31/03/2014
FOREMOST BARTER LTD.	INDIA	100
FOREMOST DEALCOMM LTD.	INDIA	100
HULBERT TRADING LTD.	INDIA	100
HULBERT VINIMAY LTD.	INDIA	100
JAGMATA MERCANTILE LTD.	INDIA	100
JAGMATA VINTRADE LTD.	INDIA	100
KOTHRATAN COMMERCIAL LTD.	INDIA	100
KOTHRATAN MARKETING LTD.	INDIA	100



For SUJALA TRADING & HOLDINGS LTD.

*[Signature]*

Managing Director

SUJALA TRADING & HOLDINGS LTD.

*[Signature]*

Directr

For SUJALA TRADING & HOLDINGS LTD.

*[Signature]*

Company Secretary

MANGALDHAM AGENTS LTD	INDIA	100
MANGALDHAM SUPPLIERS LTD	INDIA	100
MANGALSUDHA BARTER LTD	INDIA	100
MANGAL SUDHA COMMERCIAL LTD	INDIA	100
NIRMALKUNJ AGENCY LTD	INDIA	100
NIRMALKUNJ TRADECOM LTD	INDIA	100
NETYADHARA BARTER LTD	INDIA	100
NETYADHARA TRADERS LTD	INDIA	100
OVER GROW BARTER LTD	INDIA	100
OVER GROW TIE-UP LTD	INDIA	100
SARVLOK COMMERCIAL LTD	INDIA	100
SARVLOK DEALCOM LTD	INDIA	100
SPEED FAST MARKETING LTD	INDIA	100
SPEED FAST WINCOM LTD	INDIA	100
VISHAWDHAM TRADELINK LTD	INDIA	100
VISHAWDHAM MERCHANTS LTD	INDIA	100

2. Based on the information / documents available with the Company, no creditor is covered under Micro, Small and Medium Enterprise Development Act, 2006. As a result, no interest provision/payments have been made by the Company to such creditors, if any, and no disclosures thereof are made in these accounts.
3. Provision for taxation for the year has been provided for under the normal provisions of Income Tax being higher than the tax computed under the provisions of Sec 115JB.
4. No provision has been made on account of gratuity as none of the employees have put in completed years of service as required by the payment of gratuity act.
5. No provision has been made on account of leave salary as there are no leave to the credit of employees as at the end of the year.

For SUJALA TRADING & HOLDINGS LTD.

*G. S. Singh*

Managing Director

For SUJALA TRADING & HOLDINGS LTD.

*Gowar Goel*

Director

For SUJALA TRADING & HOLDINGS LTD.

*Rohit Kumar*

Company Secretary



6. The Company is engaged in the business of Non Banking financial business and there is no separate reportable segment as per Accounting Standard 17 - "Segment Reporting" notified by the Companies Accounting Standard Rules, 2006.
7. Particulars required to be furnished by the NBFCs as per paragraph 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 issued by the RBI are given as per Annexure-B attached hereto.
8. This is the first year of consolidation hence there are no figures for the previous year .

#### 9. RELATED PARTY TRANSACTIONS

Related Party Disclosure as required by Accounting Standard - 18 are given below:

a) List of related parties:

##### Key management personnel

1. Subhadeep Mukherjee - Managing Director
2. Anjana Gupta - Additional Director
3. Dhiraj Ram - Additional Director
4. Gourav Goel - Additional Director

b) Details of transactions with related parties:

There was no transaction with the related parties during the year .


As per our report of even date

Place : Kolkata  
Date : 30.05.2014

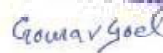
For Maroti & Associates  
Chartered Accountants

  
M.K. Maroti  
Proprietor  
Membership No. : 057073  
Firm Registration No. : 322700F  



For SUJALA TRADING & HOLDINGS LTD.

  
Managing Director

SUJALA TRADING & HOLDINGS LTD.

  
Director

For SUJALA TRADING & HOLDINGS LTD.

  
Company Secretary

**SUJALA TRADING & HOLDINGS LIMITED**

**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014**

		<b>31.03.2014</b>		<b>31.03.2013</b>
<b>1. CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net Profit/(Loss) before Tax (a)		<b>690,905</b>		(596,917)
Add :				
Depreciation	19,467		35,486	
Fixed Assets Written Off	-		2,985	
Preliminary Expenses/Written Off	-		416,354	
Loss on Disposal of Property Tax Refund	(90,285)		-	
Sub Total - (b)		<b>(28,818)</b>		524,855
<b>Operating Profit before Working Capital Changes (a)+(b)</b>		<b>662,087</b>	(a)+(b)	(72,062)
Adjustments :				
(Decrease)/ Increase in Current Liabilities	(27,507,727)		64,876,200	
(Increase)/ (Decrease) in Accounts Payable	44,706,630		(88,811,089)	
Decrease/ (Increase) in Trade Receivables	-		-	
Decrease/ (Increase) in Other Current Assets	(1,750,004)		(13,249,819)	
(Decrease)/ Increase in IT & other Expenses	(665,704)		231,630	
Decrease/ (Increase) in Loans & Advances	(284,889,299)		311,219,211)	
Sub Total - (c)		<b>(148,121,137)</b>		(140,185,229)
<b>Cash Generated from Operating Activities A</b>	<b>A</b>	<b>(140,439,050)</b>	<b>A</b>	<b>(146,207,731)</b>
<b>Net cash from Operating Activities</b>		<b>(140,439,050)</b>		<b>#R00</b>
<b>2. CASH FLOW FROM INVESTING ACTIVITIES</b>				
(Increase)/ (Decrease) in Investments	-3,000,000		(10,880,000)	
Fixed Assets purchased	-		(93,500)	
<b>Net Cash from Investing Activities B</b>	<b>B</b>	<b>(3,000,000)</b>	<b>B</b>	<b>(10,973,500)</b>
<b>3. CASH FLOW FROM FINANCING ACTIVITIES</b>				
Preliminary Expenses	-		(400,284)	
Increase in Share Capital	-		57,217,500	
Increase in Reserves	-		97,095,008	
(Decrease)/ Increase in Short Term Borrowings	135,195,682		-	
<b>Net Cash from Financing Activities C</b>		<b>135,195,682</b>		<b>153,912,224</b>
<b>Net Increase in Cash/Cash Equivalent</b>	<b>A+B+C</b>	<b>(7,243,368)</b>	<b>A+B+C</b>	<b>(2,044,007)</b>
<b>Cash/Cash Equivalents (Opening)</b>		<b>4,230,890</b>		<b>6,274,897</b>

**Notes**

- Cash Flow Statement has been prepared under the indirect method and is Arranging
- Standard 3 issued by the Institute of Chartered Accountants of India

	<b>31.03.2014</b>	<b>31.03.2013</b>
<b>2. Cash &amp; Cash Equivalents Comprise:</b>		
Cash on Hand	303200	1311135
Balance With Scheduled Banks in current Account	822660	1380600
	<u>1,125,860</u>	<u>2,691,735</u>

For and behalf of the Board

**Managing Director**  
Place : Kolkata  
Date : 30th May, 2014

**Director**



For SUJALA TRADING & HOLDINGS LTD.

*Sujal Ghosh*

**Managing Director**

SUJALA TRADING & HOLDINGS LTD.

*Gourav Goel*

**Director**

For SUJALA TRADING & HOLDINGS LTD.

*Rohit Goel*  
**Company Secretary**



## SUJALA TRADING & HOLDINGS LTD.

Regd. Off: 1A, GRANT LANE, 2ND FLOOR, ROOM NO-202, KOLKATA-700 012 (West Bengal)  
Phone: (91-033) 2236-4330, E-mail: sujala\_trading@yahoo.com /enquiry@sujalagroup.com,  
CIN-L51109WB1981PLC034381 Website-www.sujalagroup.com

### ATTENDANCE SLIP

Regd. Folio / DP ID & Client ID

Name and Address of the Shareholder

1. I/We hereby record my/our presence at the 33<sup>rd</sup> ANNUAL GENERAL MEETING of the Company being held on 30<sup>th</sup> September, 2014 at 11.00 A.M. at the Registered Office of the Company at 1A, Grant Lane, 2nd Floor, Room No-202, Kolkata-700 012

2. Signature of the Shareholder/Proxy Present

3. Shareholder / Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover the same at the entrance duly signed.

4. Shareholder / Proxy holder desiring to attend the meeting may bring his/ her copy of the Annual Report for reference at the meeting.

Note: - PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING.

### ELECTRONIC VOTING PARTICULARS

(1) EVSN [E Voting Sequence No.]	(2) USER ID.	(3) PAN or Relevant No. as under	(4) Bank Account No.
			(See Note No.1)

#### Notes:

- Where Bank Account Number is not registered with the Depositories or Company please enter your User Id. as mentioned in column (2) above.
- Please read the instructions printed under the Note No. 7 to the Notice dated 30<sup>th</sup> May, 2014 of the 33<sup>rd</sup> Annual General Meeting. The e-Voting period starts from 9.00 A.M. on 23.09.2014 and ends at 6.00 P.M. on 25.09.2014, the e-voting module shall be disabled by CDSL for voting thereafter.





## SUJALA TRADING & HOLDINGS LTD.

Regd. Off. : 1A, GRANT LANE, 7<sup>TH</sup> FLOOR, ROOM NO-202, KOLKATA-700 012 (West Bengal)  
Phone: (91-031) 2956-4330, E-mail: sujala\_trading@yahoo.com /enquiry (@sujalagroup.com,  
CIN-L31109WB1981PLC034381) Website: www.sujalagroup.com

### PROXY FORM MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s) :
Registered Address:
E-Mail Id :
Folio No/ DP ID -Client ID No:

I/We, being the member(s) of ..... shares of the above named Company, hereby appoint

- Name : ..... Address: .....  
Email ID: ..... Signature: ..... or failing him;
- Name : ..... Address: .....  
Email ID: ..... Signature: ..... or failing him;
- Name : ..... Address: ..... or failing him;  
Email ID: ..... Signature: ..... as my/our

proxy to attend and vote (a poll) for me/us and on my/our behalf at the 33<sup>rd</sup> Annual General Meeting of the Company, to be held on the 30<sup>th</sup> September, 2014 at 11.00 A.M at 1A, Grant Lane, 7<sup>th</sup> Floor, Room No-202, Kolkata-700 012 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional *	
		For	Against
<b>Ordinary Business</b>			
1.	Adoption of Financial Statements for the F.Y. Year ended 31 <sup>st</sup> March, 2014.		
2.	Appointment of M/s Merud & Associates, Chartered Accountants, as Auditor and fixing their remuneration.		
<b>Special Business</b>			
3.	To ratify the appointment of Mr. Subhadeep Mukherjee as Managing Director		
4.	Appointment of Mr. Gourav Goel as an Independent Director		
5.	Appointment of Ms. Anjana Gupta as an Woman Independent Director		
6.	Appointment of Mr. Dhirej Ram as a Director, rotating by rotation		

Signed this ..... day of ..... 2014

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue  
Stamp

Note: This form duly filled up, stamped and signed by the appointer or his attorney duly authorized in writing or if the appointer is a Body Corporate, under the seal or signed by an attorney duly authorized by it shall be deposited at the Registered Office of the Company along with the power of Attorney, if any, under which the Proxy Form is signed, not less than 48 hours before the time for holding the meeting

