

TWENTY FIRST CENTURY (INDIA) LIMITED

MERCANTILE BUILDING, 9/12, LAL BAZAR STREET

'B' BLOCK, 3RD FLOOR, KOLKATA - 700 001

Phone : (033) 2231 2890

E-mail : info@21stcenturyindia.net

Website : www.21stcenturyindia.net

Date November 20, 2013

The Listing Manager,
Calcutta Stock Exchange,
7, Lyons Range,
Kolkata 700001

Sub :- Compliance of Listing Agreement

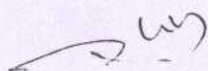
Dear Sir,

We are enclosing herewith following reports required to be submitted to stock exchanges as per clauses of listing agreement.

- ✓ Annual Report Six copy for the year ended 31st March 2013 as per Clause 31 of the Listing Agreements.

Kindly acknowledge the receipt.

Thanking you.
Yours Truly,



Cc to:
The Delhi Stock Exchange Association Ltd
DSE House
3/1, Asaf Ali Road
New Delhi 11 0002

Encl: a/a.



28th
Annual Report
2012 - 2013



**TWENTY FIRST CENTURY
(INDIA) LIMITED**

28th Annual Report 2012 - 2013

BOARD OF DIRECTORS : PRADEEP KUMAR GARG
Managing Director
AVIJIT DEY
KAMAL BARIK
SANJAY CHATTERJEE
HARE KRISHANA BEHERA

AUDITORS : SUBHASH ARJUN & CO.
Chartered Accountants

BANKERS : INDIAN BANK

REGISTERED OFFICE : 9, LALBAZAR STREET
MERCANTILE BUILDING
BLOCK - B, 3RD FLOOR
KOLKATA - 700 001



NOTICE

Notice is hereby given that the 28th Annual General Meeting of the Members of **Twenty First Century (India) Ltd.** will be held at the Registered Office at 9, Lalbazar Street, Mercantile Building, Block - B, Kolkata - 700 001 on Wednesday, the 26th September, 2013 at 11.00 A.M. to transact the following business :-

GENERAL BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2013 and Statement of Profit & Loss for the year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Sri Avijit Dey and Sri Sanjay Chatterjee, who retire by rotation and being eligible, offers themselves for re-appointment.
3. To appoint Auditors of the Company and to fix their remuneration.

Registered Office :

9, Lalbazar Street, Mercantile Building
Block - B, Kolkata - 700 001

Dated : The 30th day of May, 2013

By order of the Board
For **Twenty First Century (India) Ltd.**

Sd/-
Pradeep Kumar Garg
(Chairman)

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE TIME FIXED FOR THE MEETING.
2. The Register of Beneficial Owners, Register of Members and the share transfer books of the Company will remain closed from 19th September, 2013 to 26th September, 2013 (both days inclusive).
3. Members are requested to notify immediately any change in their addresses to the Registrar and Transfer Agent M/s. Link In Time Pvt. Ltd., 59C, Chowringhee Road, 3rd Floor, Kolkata - 700 020.
4. Shareholders seeking any information with regard to Accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.
5. Members are requested to bring their copies of the Annual Report at the Meeting, as no extra copies shall be provided. Shareholders desiring any information as regards the Accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready.



DIRECTORS' REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the 28th Annual Report together with the Audited Accounts of the Company for the financial year ended 31st March, 2013, along with the Auditor's Report thereon.

1. FINANCIAL RESULTS

The Financial results of the Company for the year ended 31st March, 2013 are summarized below :

Turnover and Other Income	Year ended 31.03.2013 (Rs. in Lakh)	Year ended 31.03.2012 (Rs. in Lakh)
Profit/(Loss) before Taxation	0.05	1.01
Less : Provision for Taxation - Current Tax	0.00	0.28
- Deferred Tax	0.05	0.00
Profit/(Loss) after Taxation	0.00	0.73
Add : Balance brought forward from previous year	(508.25)	(508.98)
Balance carried to Balance Sheet	(508.25)	(508.25)

2. DIVIDEND

In order to plough back the resources of the Company into business, the Directors do not recommend any dividend for the year ended 31.03.2013.

3. DIRECTORS

Sri Avijit Dey and Sri Sanjay Chatterjee retire by rotation and being eligible offer themselves for reappointment.

4. DIRECTOR'S RESPONSIBILITIES STATEMENT

Pursuant to the requirement under section 217(2AA) of the Companies Act, 1956 with respect to Director's Responsibility Statement, it is hereby confirmed:

- that in the preparation of the annual accounts for the financial year ended 31st March, 2013, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- that the directors had selected such accounting policies and applied them consistently and made judgements and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for the year under review;
- that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- that the directors had prepared the accounts for the financial year ended 31st March, 2013 on a going concern basis.



5. AUDITORS REPORT

The Notes on Accounts as per Notes 1 to 20 referred into Auditor's Report are self – explanatory and hence do not require any further clarifications.

6. AUDITORS

Subhash Arjun & Co, Chartered Accountants, hold the office till the conclusion of this Annual General Meeting and being eligible, offer themselves for re-appointment. Your Directors recommend their re-appointment.

7. PERSONNEL

As per the requirements of section 217(2A) of the Companies Act, 1956 none of the employees were in receipt of remuneration in aggregate of Rs. 60,00,000/- for the whole year or Rs. 5,00,000/- P.M. for part of the year under review.

8. STATUTORY INFORMATION

The Company being basically in the financial sector, requirement regarding the disclosures of particulars relating to conservation of energy or technology absorption prescribed by the rules is not applicable.

9. FOREIGN EXCHANGE

The company has no foreign inflow or outflow during the year under review.

10. CORPORATE GOVERNANCE REPORT AND MANAGEMENT DISCUSSION AND ANALYSIS STATEMENT

A report on Corporate Governance is attached to this Report as also a Management Discussion and Analysis Statement.

11. EMPLOYER EMPLOYEE RELATIONSHIP

The Company maintained a cordial relationship with its employees which resulted in smooth flow of business operations during the period under review.

12. APPRECIATION AND ACKNOWLEDGEMENT

The Company maintained a cordial relationship with its employees, which resulted in smooth flow of business operations during the period under review.

Your directors' place on record their deep appreciation for the support and guidance provided by SEBI, Stock Exchange and all Regulatory bodies. Your Directors also take this opportunity to acknowledge the assistance and co-operation received from Banks, Reserve Bank of India and other Government Agencies and Shareholders

Your directors' place on record their appreciation for the valuable service rendered by employees of the Company and look forward to their continued support in the future as well.

Registered Office :

9, Lalbazar Street, Mercantile Building
Block - B, Kolkata - 700 001

Dated : The 30th day of May, 2013

For and on behalf of the Board

Pradeep Kumar Garg
Managing Director



REPORT ON CORPORATE GOVERNANCE

The Directors present the Company's report on Corporate Governance

1. CORPORATE GOVERNANCE

Effective Corporate Governance has always been an integral part of the Company's business philosophy. The Company lays lot of importance to issues of Corporate Governance in order to bring in transparency and to increase the stakeholders' wealth. It is the firm belief of the Company that good corporate governance should be an internally driven need and not only compliance of the statutory requirements.

2. BOARD OF DIRECTORS

(a) Composition of the Board

The Composition of the Board of Directors of the Company consists of qualified executive and non-executive directors. The Board is based and comprises of persons who have excelled in their respective areas having good standing.

The composition of the Board of Directors during the financial year ended 31.03.13 was as follows :

Sr. No.	Name of Director	Executive/ Non-Executive	No. of other		
			Directorships*	Committee**	
				Chairman	Member
1	Shri Pradeep Kumar Garg - M.D.	Executive	1	—	—
2	Shri Avijit Dey	Non-Executive & Independent	1	—	—
3	Shri Hare Krishana Behera	Non-Executive & Independent	1	—	—
4	Shri Sanjay Chatterjee	Non-Executive & Independent	1	—	—
5	Shri Kamal Barik	Non-Executive & Independent	1	—	—

* Excluding Directorship held in Private Limited / Foreign Companies and companies incorporated under section 25 of the Companies Act, 1956.

** Represents Chairmanship/Membership of the Audit Committee, Compensation Committee and Shareholder's/ Investors' Grievance Committee of other Companies.

(b) Changes in the composition of the Board of Directors since last Annual General Meeting :

There has been no change in the Board of Directors since last Annual General Meeting.

(c) Details of sitting fees, remuneration etc. paid to Directors :

The details of remuneration paid to the Managing Director of the Company during the year 2012-2013 are given below :

Name of the Director

Shri Pradeep Kumar Garg – Managing Director

Salary & Perquisites

Rs. 1,80,000/-



(d) Board Meetings held in the Financial Year 2012-2013 and attendance of Directors :

The Board meets at least once in a quarter to consider amongst other business, the quarterly performance of the Company and financial results. During the year under review, 15 Board meetings were held on 02.04.2012, 11.05.2012(Twice), 30.06.2012, 24.07.2012, 26.09.2012, 07.11.2012, 30.11.2012, 15.12.2012, 31.12.2012, 10.01.2013, 30.01.2013, 13.02.2013, 12.03.2013, and 30.03.2013.

★ Attendance of each Director at the Board of Directors meetings and the last AGM :

Director	No. of Meetings		Attendance at last AGM - Held on 26th Sept., 2012
	Held	Attended	
Shri Pradeep Kumar Garg - M.D.	15	15	Yes
Shri Avijit Dey	15	15	Yes
Shri Kamal Barik	15	15	Yes
Shri Sanjay Chatterjee	15	15	Yes
Shri Hare Krishana Behera	15	15	Yes

3. DIRECTORS INTEREST IN THE COMPANY

No director is related to any other director.

None of the directors received any loan and advances from the Company during the year.

4. COMMITTEES OF DIRECTORS

In accordance with requirements of the Listing Agreement with the Stock Exchanges on Corporate Governance, following 2 committees were operational during the year.

- Audit Committee
- Share Transfer and Investors Grievance Committee.

Audit Committee

The Company set up its Audit Committee in 2001. The Audit Committee of the Company consists of 3 Directors. The Composition of members of the Committee are Executive & Non-Executive Directors. During the Year under review 4 Audit Committee Meetings were held on 30th June, 2012, 31st July, 2012, 30th October, 2012 and 31st January, 2013.

The composition of the Audit Committee and the attendance of each director at these meetings were as follows :

Sr. No.	Members of Audit Committee	No. of meetings held	No. of meetings attended
1	Shri Kamal Barik	4	4
2	Shri Avijit Dey	4	4
3	Shri Pradeep Kumar Garg	4	4

Audit Committee is responsible for reviewing with the management the annual financial statement before submission to the Board. The main function of audit Committee is to supervise the companies' financial reporting process and the disclosure of it financial information to ensure that the financial statements are correct.



a) Share Transfer and Investors' Grievance Committee :

The Company set up its Share Transfer and Investors Grievance Committee in 2001. The Committee deals with the various matters relating to :

- * transfer / transmission of shares,
- * issue of duplicate share certificate,
- * review of shares dematerialised and all other related matters,
- * monitors expeditious redressal of investors' grievances,
- * all other matters related to shares.

There was no meeting of the Share Transfer and Investors' Grievance Committee in the year under review since all the Share Transfers were in electronic mode and there was no physical share transfer.

The composition of the Committee as at 31st March, 2013 is as under :-

Sr. No.	Members of Share Transfer and Investors Grievance Committee
1	Shri Kamal Barik - Chairman
2	Shri Pradeep Kumar Garg
3	Shri Avijit Dey

As required by the Listing agreement with the Stock Exchanges, Mr. Avijit Dey, has been designated as 'Compliance Officer' to monitor the shares transfer process and resolve investors' grievances.

The status of investors queries / complaints received during the year is as under :

No. of investors queries / complaints received during the year ended 31st March, 2013	Pending at the end of the year	No. of pending share transfers
Nil	Nil	Nil

REMUNERATION COMMITTEE

The Company has only one Managing Director on the Board, whose appointment and remuneration has been fixed by the Board and in terms of resolution passed by the members. In view of this, no Remuneration Committee was constituted.

5. ANNUAL GENERAL MEETING

Location and time, where last three Annual General Meetings held :

Year	Date	Place	Time
2012	26/09/2012	9, Lal Bazar Street, Mercantile Building Block-B, Kolkata- 700 001	11.00 A.M.
2011	24/09/2011	9, Lal Bazar Street, Mercantile Building Block-B, Kolkata- 700 001	11.00 A.M.
2010	25/09/2010	9, Lal Bazar Street, Mercantile Building Block-B, Kolkata- 700 001	11.00 A.M.



7



Postal Ballot

No special resolution was put through postal ballot during last year.

6. DISCLOSURES**(a) Disclosures on materially significant related party transactions :**

There were no materially significant related party transactions during the year having conflict with the interests of the Company.

(b) Details of Non-Compliance by the Company, penalties, structure imposed on the Company by the Stock Exchanges, SEBI or any statutory authorities or any matter related to capital markets :

The Company has complied with all requirements of the listing agreement with the stock exchanges as well as regulations and guidelines of SEBI except payment of listing fees to Delhi Stock Exchange.

7. MEANS OF COMMUNICATION

The Board of Directors of the Company approves and take on record un-audited financial results in the proforma prescribed by the stock exchange, within 45 days of the close of the every quarter and announces forthwith the results to all the stock exchanges where the shares of the Company are listed. Shareholders are intimated through print media of quarterly financial results and performance besides significant matters, within time period stipulated from time to time by stock exchanges. The quarterly Un-Audited Financial Results and Annual Audited Financial Results are published in leading national newspaper and a vernacular newspaper.

8. GENERAL SHAREHOLDER'S INFORMATION**1. Annual General Meeting**

Date & Time	26th September, 2013 at 11.00 A. M.
Venue	9, Lalbazar Street, Mercantile Building Block - B, Kolkata - 700 001

2. Financial Calendar (Tentative)

Financial reporting for the quarter ending June 30, 2013	End of July 2013
Financial reporting for the quarter ending September 30, 2013	End of October 2013
Financial reporting for the quarter ending December 31, 2013	End of January 2014
Financial reporting for the quarter/year ending March 31, 2014	End of June 2014
Annual General Meeting for the year ending March 31, 2014	Mid of September 2014

3. Date of Book closure	From 19-09-2013 to 26-09-2013 (Both days inclusive)
4. Dividend Payment Date	No dividend has been recommended by the Board
5. Listing on Stock Exchanges at	The Calcutta Stock Exchange Association Ltd. 7, Lyons Range, Kolkata - 700 001 The Delhi Stock Exchange Association Ltd. DSE House, 3/1, Asaf Ali Road, New Delhi-110 002.
6. Payment of Listing fees	Listing fees upto Financial Year 2013-14 to Stock Exchange has been paid.



WENTY FIRST CENTURY (INDIA) LIMITED

7. Stock Code

Name of the Exchange	Code
The Calcutta Stock Exchange Association Ltd.	10030274
The Delhi Stock Exchange Association Ltd.	20049
ISIN No.	INE188D01019

8. Stock Market Data

Market Price Data : High / Low during each month in last financial year :

	Calcutta Stock Exchange (CSE) (In Rs.)	
	High	Low
Apr-12	325.75	325.10
May-12	325.80	324.70
Jun-12	325.25	324.70
Jul-12	325.65	325.00
Aug-12	326.20	325.60
Sep-12	326.25	325.00
Oct-12	326.75	326.40
Nov-12	327.10	198.70
Dec-12	327.15	326.70
Jan-13	327.25	198.70
Feb-13	327.35	327.20
Mar-13	327.25	327.10

9. Registrar and Transfer Agents

For Physical and Dematerialised Form	M/s. Link In Time Pvt. Ltd. 59C, Chowringhee Road 3rd Floor, Kolkata - 700 020
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10. Share Transfer System

The Company's shares being tradable in compulsory demat form are transferable through the depository system. Further as per SEBI Circular No.D&CC/FITTC/CIR-15/2002 dated 27th December, 2002, M/s. Niche Technologies Pvt. Ltd., C-444, Bagree Market, 71, B. R. B. Basu Road, Kolkata - 700 001, has been appointed as Registrar for Shares held in Physical as well as in Electronic Mode. The share transfer committee of the Company meets as and when required.

11. Investor Services - Complaints received during the year 2012-2013

No investors complaints were received during the financial year.



12. Distribution of shareholding as on 31st March, 2013 :

No. of Equity shares held	No. of shareholders holding shares		No. of shares held	
	No.	%	Nos.	%
1-100	503	11.04	158423	0.23
501-1000	885	19.43	660950	0.97
1001-2000	905	19.87	1487571	2.19
2001-3000	352	7.72	925399	1.36
3001-4000	573	12.58	2038759	3.00
4001-5000	232	5.09	1127768	1.66
5001-10000	512	11.24	3921014	5.77
10001	592	12.99	57542116	84.79
TOTAL	4554	100.00	67862000	100.00

13. Categories of shareholding as on 31st March, 2013 :

Category	No. of share Holders	% of Share Holders	No. of Shares held	% share holding
Individuals	4263	93.62	25573432	37.69
Corporates	281	6.17	41887481	61.73
Promoters	1	0.02	179648	0.26
Clearing Member	9	0.19	221439	0.32
Total	4554	100	67862000	100

Note : Both in physical & electronic form.

14. Dematerialisation of Shares and Liquidity :

Trading in the securities of the Company is permitted only in dematerialized form as per notification issued by the Securities & Exchange Board of India (SEBI).

15. Details on use of public funds obtained in the last three years :

No funds have been raised from the public in the last 3 years.

16. Outstanding GDRs / ADRs / Warrants or any convertible instruments, conversion data likely impact on equity :

N. A.

17. Plant Locations :

N.A.

18. Investors Correspondence :

For correspondence, queries and suggestions, investors can write at the Registered Office of the Company	The Director & Compliance Officer Twenty First Century (India) Limited 9, Lalbazar Street, Mercantile Building Block - B, Kolkata - 700 001
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TWENTY FIRST CENTURY (INDIA) LIMITED

DECLARATION ON CODE OF CONDUCT

I, **PRADEEP KUMAR GARG**, Managing Director of **Twenty First Century India Limited** having its Registered Office at 9, Lalbazar Street, Mercantile Building, Block - B, Kolkata - 700 001 hereby declare that the Company has formulated a code of conduct for its Directors and Senior Management Personnel and that all Board Members and Senior Management Personnel have affirmed compliance of the code for the Financial Year 2012-13.

Place : Kolkata
Date : 30th May, 2013

Pradeep Kumar Garg
(Managing Director)

CERTIFICATION BY
MANAGING DIRECTOR AND CHIEF ACCOUNTS OFFICER

We hereby certify that for the financial year ending 31st March, 2013, on the basis of the review of the financial statements and the cash flow statement and to the best of our knowledge and belief that :-

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading ;
2. 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 ;
3. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year 2012-13 which are fraudulent, illegal or violative of the Company's code of conduct ;
4. We accept responsibility for establishing and maintaining internal controls. We have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the Auditors and the Audit Committee those deficiencies, of which we are aware, in the design or operation of the internal control systems and that we have taken the required steps to rectify these deficiencies ;
5. We further certify that :
 - (a) there have been no significant changes in internal control system during this year.
 - (b) there have been no significant changes in accounting policies during this year.
 - (c) there have been no instances of significant fraud of which we have become aware and the involvement therein, of management or an employee having a significant role in the Company's internal control system.

Pradeep Kumar Garg
Managing Director

Avijit Dey
Chief Accounts Officer

Place : Kolkata
Date : 30th May, 2013



To
The Members of
Twenty First Century (India) Limited

AUDITORS' CERTIFICATE

We have examined the compliance of conditions of Corporate Governance by **Twenty First Century (India) Limited** for the year ended on March 31, 2013 as stipulated in Clause 49 of the listing agreement of the Company with the Stock Exchange.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned listing agreement.

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

For **SUBHASH ARJUN & CO.**
Chartered Accountants

Subhash Agrawal
Proprietor
Membership No. 060747

Place : Kolkata
Date : 30th May, 2013



MANAGEMENT DISCUSSION AND ANALYSIS

Industry Structure and Development – Overview

ECONOMIC OVERVIEW

With a strong GDP growth rate of 9.5% in 2006, backed by an excellent performance in manufacturing and service sectors, the Indian economy is experiencing a growth thrust in recent times. With India emerging as one of the fastest growing economies. On account of improved FDI inflow and healthy foreign exchange reserves, the Indian rupee has become stronger. Despite the same, with increased focus on exports, the export target of \$125 billion for the FY 2006-07 was achieved. With increased globalization and India's growth story translating into reality. The Indian capital markets have moved in sync with global stock market indices. All this augurs well for Indian businesses going forward. However, in the prevailing environment of strong economic growth and buoyant investment climate, rising inflation rate has emerged as a threat.

TEXTILE DIVISION :

INDUSTRY CONDITIONS

The Quota-free era has benefited the Indian textile industry and has put India ahead of its regional peers in terms of export of value-added products. While the export for value added products is growing, resulting in an increase in India's market share, the favourable product-mix has contributed to higher realisations and better margins. In continuation of its policy to support the Indian textile sector, the government of India had allocated TUF subsidies of \$124 million for Investments in the sector. This along with increasing FDI in retail has provided huge opportunities to Indian textile players. Internationally, fashion cycles are becoming shorter, which provides opportunities to large vertically integrated players who can source domestically and provide a one step solution to the global retailers who invest in India.

The buoyant Indian economy has led to higher disposable incomes. Consumer preferences are changing in terms of styles and fashion preferences and more consumers are shifting towards high and value added products necessitating efficient service couple with brand offerings. This provides new opportunities for the textile and apparel industry.

Many large integrated players have recognized the changing trends and are vying for their slice of the retail pie given that retail in India is at an inflexion point and organised retail is expected to grow at a CAGR of more than 20% over the next five years as suggested by many research reports. A strong brand image, world class production facilities, further expansion of the existing distribution network and emphasis on retail would be the keys to maintaining market leadership by your company in the textile and clothing industry,

Opportunities and Threats

International players are seeking manufactures with vertically integrated product development facilities, and ability for managing quality and costs. Though India is being recognised in this regard and sourcing of value-added products from India is increasing. China continues to be a dominant player in the market with better infrastructure facilities. With its currency in an advantageous position and removal of quota restrictions in 2008 by US. China is a stronger competitor in exports as well as in the domestic market.

The company is experiencing pressure on margins due to severe competition from other low-cost countries and stronger Indian rupee vis-à-vis the US dollar.



There is also a threat of high inflation rate as the prices of commodities have been increasing over the past three quarters. In its efforts to combat inflation, the Central bank's actions over the year have resulted in an increasing interest rate scenario, which in turn could cause rupee to appreciate against the dollar impacting exports.

Textile being a labour intensive industry, rising labour and skilled human resource costs can put pressure on margins.

In order to take advantage of quota-free era, textile and apparel industry require huge investments in infrastructure to improve efficiencies and productivity.

The textile/apparel manufacturing and retail space is increasingly witnessing domestic players tying up with foreign companies in order to have access to the latest technology and processes and offer internationally reputed brands Indian consumers. Thus Indian Companies are increasingly competing with foreign textile players and with foreign brands in the retail space.

Further, inflows of spurious fabric material, counterfeit and takes into India continue despite government measures to curb the same.

The retail boom in India and entry of international retailers will open doors for domestic sourcing from large integrated players who can offer one-stop solutions. Also, alliances with international companies will aid in moving up the value chain and establishing a global presence.

Textile Division Overview

The Company is now concentrating on new avenues to increase sales and is geared up to meet opportunities for growth in new market segments like corporate-wear, service industry, hospitality industry etc. which are emerging as big segments for textile manufacturers.

The export and domestic market opportunity is being tapped through the following avenues:

Setting up of a design in Italy in a Joint venture, for cotton shirting fabric, which is fully operational and providing design inputs for the products:

Setting up of garmenting facilities for factored exports:

Setting up a green field manufacturing facility at Vapi with latest machinery, and providing efficient and cost effective production lines:

Focus on product innovation with new blends & new finishes leading to increased market penetration and commensurate increase in the customer base in the European market:

Expansion of retail network in the domestic market as well as in the middle East and SAARC nations:

The above capabilities would also enable the company face the competition in the domestic market from both domestic and international brands. The Company plans to invest significantly in the coming years in strengthening and extending the product offerings and expanding its marketing and distribution network.

Internal Control systems and their adequacy

The Company has in place adequate internal control systems and procedures commensurate with the size and nature of its business. These procedures are designed to ensure :



g over the ear have e against	That all assets and resources are used efficiently and are adequately protected; That all internal policies and statutory guidelines are complied within letter & spirit; The accuracy and timing of financial reports and management information.
pressure	Financial operational performance The financial statements have been prepared in compliance with the requirements of the Companies Act, 1956 and Generally Accepted Accounting Principles (GAAP) in India.
ments in	Material Development in Human Resources / Industrial relations/ number of people employed The Company believes that people are the key ingredient to the success of an organization. Looking after people makes good business sense because, if people are motivated, service excellence will follow. The Company recognizes the importance and contribution of its Human resources towards its growth and development and is committed to the development of its people.
tying up nd offer mpeting	Cautionary statement Statement in the Management's Discussion and Analysis describing the Company's projections estimates, expectations or predictions may be forward looking predictions within the meaning of applicable securities laws and regulations. These forward-looking statements are based on certain assumptions and expectations of future events over which the Company exercises no control. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. Actual results may differ materially from such estimates, projections, etc. whether expressed or implied.
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**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS
OF
M/S. TWENTY FIRST CENTURY (INDIA) LIMITED**

Report on the Financial Statements

We have audited the accompanying financial statements of **M/s. Twenty First Century (India) Ltd.** which comprise the Balance Sheet as at 31st March, 2013 and the Statement of Profit and Loss 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 flow of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these 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 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and 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.:

- i) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2013.
- ii) In the case of the Statement of Profit and Loss of the Profit 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 as amended, issued by the Central Government of India in terms of subsection (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.
- c. The Balance Sheet and the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account.
- d. In our opinion, the Balance Sheet and the Statement of Profit and Loss 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 31st March, 2013 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;
- f. Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

For SUBHASH ARJUN & CO.
Chartered Accountants

Subhash Agrawal
Proprietor

Membership No. 60747

Kolkata, the 30th day of May, 2013



Re. : Twenty First Century (India) Limited (31.03.2013)

Annexure referred to in paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even dated

- i) a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b) All the assets have been physically verified by the management during the year under a regular programme of verification which in our opinion, is reasonable having regard to the size of the company and the nature of the assets. No material discrepancies were noticed on such verification.
- c) No part of Fixed Assets has been disposed off during the year.
- ii) a) The inventory of the company consists only of shares/securities in demat form. As per the information given to us, the demat statement is verified from time to time by the management and no discrepancy has been found on such verification.
- b) The procedures 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) The Company is maintaining proper records of inventory and no material discrepancies have been noticed on physical verification.
- iii) a) The company has not granted any loan to companies, firms or other parties covered in the register maintained u/s 301 of the Companies Act 1956.
- b) The company has during the year not taken any loan secured or unsecured from any party covered in the register maintained under section 301 of the Companies Act, 1956. Unsecured Loan taken in earlier year has been repaid in full.
- c) In our opinion, the rate of interest and other terms and conditions of unsecured loans taken by the company were not prima-facie prejudicial to the interest of the company.
- d) In our opinion, payment of the principal amount and interest were regular.
- iv) In our opinion and according to the information and explanation given to us, there are adequate internal control procedures, commensurate with the size of the company and the nature of its business, for the purpose of purchase and sale of shares and sale of services. During the course of our audit, no major weakness has been noticed in the internal control system.
- v) i) To the best of our knowledge and belief and according to the information and explanations given to us, we are of the opinion that the particulars of contract and arrangements referred to in section 301 of the Act have been entered in the register maintained under that section, and
- ii) According to the information and explanations given to us, there is no transactions made in pursuance of such contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of rupees five lakhs in respect of any party during the financial year.
- vi) In our opinion and according to the information and explanations given to us, the company has not accepted any deposits from public during the year within the provisions of Sec. 58A & 58AA and any other relevant provisions of the Companies Act, 1956 and the rules framed there under.
- vii) In our opinion, the company has an internal audit system commensurate with the size and nature of its business.



- viii) The activities of the Company doesn't require any cost records to be maintained.
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- ix) The company is regular in depositing with appropriate authorities undisputed statutory dues like Income tax, and other material statutory dues applicable to it. As informed to us, provisions of Provident Fund, Investor Education and protection fund, ESI, Wealth tax, Service Tax, Custom duty, Excise Duty are not applicable to the company this year. In our opinion, there are no disputed statutory dues.
- x) The Company accumulated losses at the end of the financial year are less than fifty percent of its net worth. The company has incurred cash losses during the financial year covered by our audit. However, it did not incur cash losses in the immediately preceding financial year.
- xi) In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to any financial institution or bank. The company has not issued any debentures.
- xii) According to the information and explanation given to us the company has not granted loans & advances on the basis of security by way of pledge of shares, debentures and other securities.
- xiii) The Provisions of any special statute as specified under paragraph(xiii) of the order are not applicable to the Company.
- xiv) The Company is dealing in shares and securities, and proper records have been maintained of the transactions and contracts and timely entries have been made therein. The shares and securities have been held by the Company in its own name.
- xv) According to the information and explanation given to us, the Company has not given any guarantee for loans taken by others, from banks or financial institutions.
- xvi) According to information and explanation given to us, the term loan (Housing loan) taken by the Company was applied for the purpose for which loan was obtained.
- xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that the no funds raised on short-term basis have been used for long-term investment.
- xviii) According to the information and explanations given to us, the company has not made preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act.
- xix) In our opinion as the company has not issued any debentures, the provisions of paragraph (xix) are not applicable to the Company.
- xx) The Company has not raised any money through public issue during the year.
- xxi) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

Kolkata, the 30th day of May, 2013

For **SUBHASH ARJUN & CO.**
Chartered Accountants**Subhash Agrawal**
Proprietor
Membership No. 60747

BALANCE SHEET As At 31st March, 2013

<u>Particulars</u>	<u>Note</u>	<u>As at March 31, 2013</u>	<u>As at March 31, 2012</u>
I. EQUITY AND LIABILITIES			
1. Shareholder's Funds			
a Share Capital	1	678,620,000.00	678,620,000.00
b Reserve & Surplus	2	6,943,931.31	6,943,741.05
2. Non-current Liabilities			
a Long Term Borrowings	3	5,000,000.00	57,500,000.00
b Deferred Tax Liability		5,172.00	—
3. Current Liabilities			
a Trade Payable		8,604,831.77	—
b Short Term Borrowings	4	305,288.00	305,288.00
c Other Current Liabilities	5	35,590.00	16,545.00
Total		699,514,813.08	743,385,574.05
II. ASSETS			
1. Non-Current Assets			
a Fixed Assets			
Tangible Assets	6	70,978.00	19,777.00
b Non Current Investments	7	518,724,800.00	615,474,950.00
c Other Non Current Assets		25,664,435.00	25,664,435.00
2. Current Assets			
a Cash & Cash Equivalents	8	1,038,490.02	1,385,042.30
b Short Term Loans and Advances	9	154,016,110.06	100,841,369.75
Total		699,514,813.08	743,385,574.05

The notes form an integral part of these financial statements

In terms of our report of even date annexed

For **SUBHASH ARJUN & CO.**

Chartered Accountants

FRN : 324568E

SUBHASH AGRAWAL

Proprietor

Membership No. 060747

Place : Kolkata

Date : 30th May, 2013

For and on behalf of the Board

PRADEEP KUMAR GARG

Managing Director

AVIJIT DEY

Director



STATEMENT OF PROFIT & LOSS For the year ended 31st March, 2013

As at 31, 2012	Particulars	Note	As at March 31, 2013	As at March 31, 2012
	I. Revenue from Operations	10	9,393,528.31	1,149,850.00
20,000.00	Other Income	11	—	3,176.00
13,741.05	II. Total Revenue		<u>9,393,528.31</u>	<u>1,153,026.00</u>
10,000.00	III. EXPENSES			
—	Employee benefits expenses	12	146,000.00	302,000.00
—	Depreciation & amortization expenses	6	22,596.00	7,138.00
15,288.00	Other expenses	13	9,219,570.05	742,901.82
6,545.00	IV. Total Expenses		<u>9,388,166.05</u>	<u>1,052,039.82</u>
15,574.05	V. Profit before tax (II - III)		5,362.26	100,986.18
	VI. Tax Expenses :			
	Current Tax		—	28,422.00
9,777.00	Deferred Tax		5,172.00	—
14,950.00	VII. Profit/(Loss) for the Year (V - VI)		<u>190.26</u>	<u>72,564.18</u>
14,435.00	VIII. Earnings per equity share of Rs. 10/- each	14		
5,042.30				
1,369.75				
5,574.05				

The notes form an integral part of these financial statements

For the Board
PRADEEP KUMAR GARG
Director
JIT DEY
Director

In terms of our report of even date annexed
For SUBHASH ARJUN & CO.
Chartered Accountants
FRN : 324568E
SUBHASH AGRAWAL
Proprietor
Membership No. 060747
Place : Kolkata
Date : 30th May, 2013

For and on behalf of the Board
PRADEEP KUMAR GARG
Managing Director
AVIJIT DEY
Director



CASH FLOW STATEMENT

DESCRIPTION	Year ended 31st March, 2013 (Rs.)	Year ended 31st March, 2012 (Rs.)
A. Cash Flow from Operating Activities		
Net Profit before Tax as per Profit and Loss Account	108,659	100,986
Adjusted for :		
Depreciation	22,596	7,138
Tax Expenses	(28,403)	(28,422)
Operating Profit before Working Capital Changes	102,852	108,124
Changes in :-		
Trade Receivable	(53,015)	—
Other Current Assets	—	—
Loans & Advances	(53,174,740)	8,017,861
Current Liabilities	8,551,998	44,967
Cash from Operating Activities (A)	(44,675,757)	8,062,828
B. Cash Flow from Investing Activities	(44,572,905)	8,142,530
Purchase of Investments	96,800,150	(1,109,251)
Purchase of Fixed Assets	(73,797)	(28,951)
Cash Flow from Investing Activities (B)	96,726,353	(1,136,166)
C. Cash Flow from Financing Activities		
Capital Raised (including Securities Premium)	—	—
Amalgamation Reserve	—	—
Capital Issue Expenses	—	—
Increase/(Decrease) in Loan Taken	(52,500,000)	(6,500,000)
Net Cash Flow from Financing Activities (C)	(52,500,000)	(6,500,000)
Net Increase in Cash and Cash Equivalents (A+B+C)	(346,552)	506,364
Opening Balance of Cash and Cash Equivalents	1,385,042	878,678
Closing Balance of Cash and Cash Equivalents	1,038,490	1,385,042

Notes :

1. All figures in brackets are outflow.
2. Income Tax paid is treated as arising from Operating Activities and are not bifurcated between Investing and Financial Activities.
3. Cash and Cash Equivalent in Cash and Bank balances as per Balance Sheet.

In terms of our report of even date annexed

For **SUBHASH ARJUN & CO.**

Chartered Accountants

FRN : 324568E

SUBHASH AGRAWAL

Proprietor

Membership No. 060747

Place : Kolkata

Date : 30th May, 2013

For and on behalf of the Board

PRADEEP KUMAR GARG
Managing Director

AVIJIT DEY
Director



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2013

Year ended
March, 2012
(Rs.)

Note - 1 : SHARE CAPITAL

Authorised

6,90,70,000 Equity Shares of Rs. 10/- each

Issued, Subscribed and fully Paid up Shares

6,78,62,000 (31st March, 2012 : 6,78,62,000) Equity
Shares of Rs. 10/- each

The Company has only one class of equity shares having a par value of Rs. 10/- per share. Dividend, if any declared by the company is payable in Indian Rupee. Each Shareholder is eligible for one vote per share. In the event of liquidation, the equity shareholders are eligible to receive remaining assets of the company, after distribution of all preferential amounts, in proportion of their shareholding.

Details of shares held by Shareholders holding more than 5% of the aggregate shares in the Company :

Name of Shareholder	As at 31.03.2013		As at 31.03.2012	
	No. of shares	% of Holding	No. of shares	% of Holding
	NIL		NIL	

Note - 2 : RESERVE & SURPLUS

Amalgamation Reserve

Securities Premium Account

Balance as per last account

Surplus/(Deficit) in the statement of Profit & Loss

Balance as per last financial statements

Profit/(Loss) for the year

Net Surplus/(Deficit) in the statement of Profit & Loss

Total Reserve & Surplus

As at
March 31, 2013

As at
March 31, 2012

7,657,596.02 7,657,596.02

50,111,506.00 50,111,506.00

57,769,102.02 57,769,102.02

(50,825,360.97) (50,897,925.15)

190.26 72,564.18

(50,825,170.71) (50,825,360.97)

6,943,931.31 6,943,741.05



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2013 (Contd.)

	As at March 31, 2013	As at March 31, 2012
Note - 3 : LONG TERM BORROWINGS		
Unsecured Loans from other Party		
Abhideep Exports Pvt. Ltd.	1,000,000.00	1,000,000.00
Chitrakoot Metals Pvt. Ltd.	4,000,000.00	36,500,000.00
Micro Technology Ltd.	—	20,000,000.00
	<u>5,000,000.00</u>	<u>57,500,000.00</u>

Note - 4 : SHORT TERM BORROWINGS

Provision for Taxation	305,288.00	305,288.00
	<u>305,288.00</u>	<u>305,288.00</u>

Note - 5 : OTHER CURRENT LIABILITIES

Other Payables	33,090.00	16,545.00
Rates & Taxes Payable	2,500.00	—
	<u>35,590.00</u>	<u>16,545.00</u>



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2013 (Contd.)

Note - 7 : NON CURRENT INVESTMENTS

A. Non Trade Investments (At Cost / Book Value)

Investment in Associates

Equity Shares

Face Value of Rs. 10/- each

	As at 31st March, 2013			As at 31st March, 2012		
	Shares	Rs.	P.	Shares	Rs.	P.
Aryan Multi Business Pvt. Ltd.	256667	38,500,050.00		256667	38,499,950.00	
Khunkhunji Ornaments Pvt. Ltd.	25000	10,000,000.00		25000	10,000,000.00	
Paharia Markets & Investments Pvt. Ltd.	256667	40,999,750.00		256667	38,500,000.00	
Subham Coal Processors Pvt. Ltd.	64000	8,000,000.00		64000	8,000,000.00	
Aspapers Pvt Ltd	200000	40,000,000.00		200000	40,000,000.00	
Atibacement Pvt. Ltd.	2478	2,500,000.00		2478	2,500,000.00	
B. N. Ornaments Pvt. Ltd.	35000	14,000,000.00		35000	14,000,000.00	
Gangaur Tradelink Pvt. Ltd.	69400	27,760,000.00		69400	27,760,000.00	
Girija Vincom Pvt. Ltd.	74950	29,980,000.00		74950	29,980,000.00	
Guruaashish Tex Fab Ltd.	—	—		29000	29,000,000.00	
Jajoo Enterprises Pvt. Ltd.	—	—		4625	37,000,000.00	
Kamal Jajoo Ventures Pvt. Ltd.	—	—		250000	20,000,000.00	
Lala Jugal Kishore Jewellers Pvt. Ltd.	324000	81,000,000.00		324000	81,000,000.00	
Lemonade Trading (I) Pvt. Ltd.	40000	445,000.00		40000	400,000.00	
Nita Jajoo Ventures Pvt. Ltd.	250000	20,000,000.00		250000	20,000,000.00	
Praladrai Fabrics Ltd.	41250	33,000,000.00		41250	33,000,000.00	
Prapti Tradelink Pvt. Ltd.	12425	4,970,000.00		68163	27,265,000.00	
Satguru Aashish Tradelink Pvt. Ltd.	250000	20,000,000.00		250000	20,000,000.00	
Sati Developers & Tower Pvt. Ltd.	22000	22,000,000.00		22000	22,000,000.00	
Scoope Vintrade Pvt. Ltd.	68000	34,000,000.00		68000	34,000,000.00	
Shankar Vincom Pvt. Ltd.	70175	28,070,000.00		70175	28,070,000.00	
Shree Keshav Agro Pvt. Ltd.	165000	49,500,000.00		165000	49,500,000.00	
Starlite Infotech Ltd.	100000	5,000,000.00		100000	5,000,000.00	
Success Vyapaar Pvt. Ltd.	7000	3,500,000.00		—	—	
Vibgyar Allied Infrastructure Ltd.	55000	5,500,000.00		—	—	
		518,724,800.00			615,474,950.00	

Note - 8 : CASH AND CASH EQUIVALENTS

Cash and Cash Equivalents

Balances with banks

Cash in Hand

	As at 31st March, 2013		As at 31st March, 2012	
	Rs.	P.	Rs.	P.
Balances with banks	325,652.38		973,734.66	
Cash in Hand	712,837.64		411,307.64	
	1,038,490.02		1,385,042.30	



3 (Contd.)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2013 (Contd.)

Note - 9 : SHORT TERM LOANS & ADVANCES

(Unsecured, considered good)

As at 31st March, 2012 Rs. P.	Value Rs. P.	As at 31st March, 2013 Rs. P.	As at 31st March, 2012 Rs. P.
199,950.00	Abhishek Agarwal	5,000,000.00	—
100,000.00	Aguata Sugar & Chemicals Ltd.	36,250,000.00	36,250,000.00
00,000.00	Ajay Bharat Pvt. Ltd.	581,000.00	581,000.00
00,000.00	Alom Extrusions Ltd.	7,781,838.00	—
00,000.00	ASJ Developers Ltd.	1,000,000.00	1,000,000.00
00,000.00	Bhavya Enterprises Pvt. Ltd.	3,000,000.00	—
00,000.00	Cordial Tradecom Pvt. Ltd.	—	2,566,885.00
00,000.00	GD Reality Pvt. Ltd.	1,729,500.00	1,729,500.00
00,000.00	Harsh Traders Pvt. Ltd.	600,603.00	600,603.00
60,000.00	Icon Veneer	6,000,000.00	—
90,000.00	Kishna Agrawal	200,000.00	200,000.00
30,000.00	Kotsin Ore Pvt. Ltd.	5,369,863.00	—
30,000.00	Mono Herbicides Ltd.	25,092,466.00	25,092,466.00
30,000.00	M. R. Raghav Saraf	6,745,932.00	6,070,932.00
30,000.00	Novel Construction Pvt. Ltd.	15,332,676.00	15,000,000.00
30,000.00	Novel Infotech	9,710,822.00	—
30,000.00	Paharia Markets & Invest Pvt. Ltd.	—	2,500,000.00
30,000.00	Premier Irrigation Adritech Pvt. Ltd.	14,302,725.31	—
15,000.00	Rani Sati Farms and Dairy Products	2,500,000.00	2,500,000.00
0,000.00	Retro Tradecom Pvt. Ltd.	—	5,130,820.00
0,000.00	R N A	808,000.00	808,000.00
0,000.00	Tirumala Suppliers Pvt. Ltd.	2,736,713.00	—
0,000.00	Vivek Kumar Bhuwarka	5,369,370.00	—
3,000.00	ADVANCES		
—	Advance Tax	34,549.00	34,549.00
—	Income Tax Refundable	65,923.00	65,923.00
1,950.00	Tax Deducted at Sources	1,545,609.75	710,691.75
		<u>154,016,110.06</u>	<u>100,841,369.75</u>

Note - 10 : REVENUE FROM OPERATIONS

Interest Received

(TDS Rs. 7,63,271/-, P.Y. Rs. 1,07,893/-)

734.86	9,393,528.31	1,149,850.00
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307.64	<u>9,393,528.31</u>	<u>1,149,850.00</u>
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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2013 (Contd.)

	As at 31st March, 2013 Rs. P.	As at 31st March, 2012 Rs. P.
Note - 11 : OTHER INCOME		
Interest on Income Tax Refund	—	3,176.00
	—	3,176.00
Note - 12 : EMPLOYEE BENEFIT EXPENSES		
Salary & Bonus	146,000.00	302,000.00
	146,000.00	302,000.00
Note - 13 : OTHER EXPENSES		
Amalgamation Expenses	—	10,200.00
Auditor's Remuneration [See note (a)]	16,545.00	16,545.00
Bank Charges	29,597.80	7,942.08
CDSL	58,160.00	55,190.00
Computer Maintenance	4,573.00	15,496.00
Custodian Charges	30,287.48	91,456.24
Director's Remuneration	180,000.00	180,000.00
Listing Fees	112,000.00	107,680.50
General Expenses	15,935.00	15,602.00
Printing & Stationery	31,300.00	38,080.00
Filing Fee	10,500.00	19,000.00
Professional Charges	2,800.00	121,845.00
Postage & Telegraph	14,600.00	5,490.00
NSDL	76,180.00	33,175.00
Advertisement & Publicity	29,760.00	25,200.00
Rates & Taxes	2,500.00	—
Derivative Loss	8,604,831.77	—
	9,219,570.05	742,901.82
(a) Break up of auditor's remuneration		
i) As Statutory Audit Fees	10,000.00	10,000.00
ii) As Tax Audit Fees	6,545.00	6,545.00
iii) As other Capacities	—	—
	16,545.00	16,545.00



3 (Contd.)

As at 31st
March, 2012
Rs. P.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2013 (Contd.)

Note - 14 : Earning per Share computed in accordance with AS 20 "Earnings per Share".

No.	Particulars	As At 31.03.2013	As At 31.03.2012
1.	Profit after tax as per accounts	190.26	72,564.18
2.	No. of Equity Shares each outstanding during the year	67,862,000	67,862,000
3.	Basic Earning per Share (Rs.)	0.00	0.00

Note - 15 :

As per information available with the Company, there are no suppliers covered under Micro, Small & Medium Enterprises Development Act, 2006. As a result, no interest provision/payment have been made by the Company to such creditors, if any, and no disclosure thereof is made in this account.

Note - 16 :

The financial statements for the year ended 31st, March, 2013 had been prepared as per the then applicable, pre-revised Schedule VI to the Companies Act, 1956. Consequent to the notification under the Companies Act, 1956, the financial statements for the year ended 31st March, 2013 are prepared under revised Schedule VI. Accordingly the previous year figures have also been reclassified to conform to this year classification.

Note - 17 :

RELATED PARTY DISCLOSURE

As per Accounting Standard - 18, the disclosures of transactions with the related parties are given below :

(i) List of related parties where control exists and related parties with whom transactions have been taken place and relationships :

Name of the Related Party	Relationship
Sri Pradeep Kr. Garg	Key Managerial Person

(ii) Transaction during the year with related parties :

Nature of Transactions	31st March, 2013	31st March, 2012
Directors Remuneration Paid	180,000.00	180,000.00

Note - 18 :

SEGMENT REPORTING

The Company is mainly engaged in the business of finance & investments and operates in single geographical segment viz. India, and as such there is no reportable segment.



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2013 (Contd.)

Note - 19 :

IMPAIRMENT OF ASSETS

Pursuant to Accounting Standard 28 - Impairment of Assets issued by Institute of Chartered Accountant of India, the company assessed its fixed assets for impairment as at 31st March, 2013 and concluded that there has been no significant impaired fixed assets that needs to be recognised in the books of accounts.

Note - 20 :

SIGNIFICANT ACCOUNTING POLICIES**a) Basis of Preparation of Financial Statements**

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 1956. These financial statements have been prepared on an accrual basis and under the historical cost conventions.

b) Inventories

Stock of shares are valued at cost.

c) Fixed Assets

Fixed Assets are stated at cost of acquisition/installation less accumulated depreciation. The cost of assets comprises of purchase price and directly attributable cost of bringing the assets to working condition for its intended use.

d) Depreciation and Amortisation

Depreciation on fixed assets has been provided on straight line method (SLM) at the rates and manner prescribed under Schedule XIV to the Companies Act, 1956 of India.

e) Investments

Investments are classified into current and Long-term investment. Current Investments are stated at lower of cost and fair market value. Long Term Investments are stated at cost after deducting provision, if any, for diminution in value considered to be other than temporary in nature.

f) Earning Per Share

Basic and Diluted Earnings per shares are calculated by dividing the net profit attributable to the ordinary shareholders by the weighted average number of ordinary shares outstanding during the year.



1, 2013 (Contd.)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2013 (Contd.)

g) **Taxation**

Provision for current tax is made after taking in to consideration benefits admissible under the provisions of the Income Tax Act, 1961. Deferred tax resulting from "timing difference" between taxable and accounting income is accounted for using the tax rates and law that are enacted as on the balance sheet date. Deferred tax assets is recognised and carried forward only to the extent that there is virtual certainty that the assets will be realised in future.

h) **Employee Benefits**

Provident Fund Act and/or Superannuation Fund is not applicable to the Company during the year under review and the company do not have any other scheme for provident.

i) **Provision & Contingent Liability**

A provision is recognized when there is a present obligation as a result of past event, that probably requires an outflow of resources and a reliable estimate can be made to settle the amount of obligation. These are reviewed at each year end and adjusted to reflect the best current estimates. Contingent liabilities are not recognised but disclosed in the financial statements.

In terms of our report of even date annexed

For **SUBHASH ARJUN & CO.**

Chartered Accountants

FRN : 324568E

SUBHASH AGRAWAL

Proprietor

Membership No. 060747

Place : Kolkata

Date : 30th May, 2013

For and on behalf of the Board

PRADEEP KUMAR GARG

Managing Director

AVIJIT DEY

Director

