

**BOARD OF DIRECTORS**

Shri Jaysukhlal N Shah (Resigned on 14.01.2010)  
Shri Harisingh Shyamsukha  
Shri Anilkumar Rajan  
Shri Umaidmal J Kala (Appointed on 14.01.2010)

**BANKERS**

HDFC Bank Limited  
Oriental Bank of Commerce

**AUDITORS**

M/s Ajmera Ajmera and Associates  
Chartered Accountants,  
Sonal Link Industrial Estate,  
2/ 334, 3<sup>rd</sup> Floor, Near Movie Theatre,  
Malad (West), Mumbai-400 064.

**REGISTERED OFFICE**

209-210, Arcadia Building,  
2<sup>nd</sup> Floor, Plot No. 195,  
Nariman Point,  
Mumbai - 400021.  
Tel. : 6670 8600 Fax : 6670 8650

**REGISTRAR & SHARE TRANSFER AGENT  
TSR DARASHAW LIMITED**

6-10, Haji Moosa Patrawala Industrial Estate,  
20, Dr. E. Moses Road,  
Mahalaxmi, Mumbai - 400 011.

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**NOTICE**

**NOTICE** is hereby given that the Twenty Seventh Annual General Meeting of the Members of **Saraswati Commercial (India) Limited** will be held at the Registered office of the Company at 209-210, Arcadia Building, 2<sup>nd</sup> Floor, Plot No. 195, Nariman Point, Mumbai - 400021 on Saturday, the 25<sup>th</sup> day of September, 2010 at 3.00 p.m. to transact the following business :

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Balance Sheet as at 31<sup>st</sup> March, 2010 and Profit and Loss Account and annexures thereto for the year ended on that date together with Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri Harisingh Shyamsukha, who retires by rotation at the ensuing Annual General Meeting and being eligible, offers him for re-appointment.
3. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorise the Board of Directors to fix their remuneration.

**SPECIAL BUSINESS:**

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

**“RESOLVED THAT** Shri Umaidmal J Kala, who was appointed as an Additional Director of the Company on 14<sup>th</sup> January, 2010 pursuant to the provisions of Section 260 of the Companies Act, 1956 read with the Articles of Association of the Company and who would vacate his office at the ensuing Annual General Meeting and in respect of whom the Company has received a notice under Section 257 of the Companies Act, 1956 along with necessary deposit from a Shareholder proposing the candidature of Shri Umaidmal J Kala as a Director of the Company, be and is hereby appointed as a Director of the Company whose office shall be liable to retirement by rotation.”

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**“Resolved That** subject to the provisions of the Companies Act, 1956, Securities Contracts (Regulation) Act, 1956, and the rules framed thereunder, listing agreement, SEBI (Delisting of Securities) Guidelines 2003 and SEBI (Delisting of Equity Shares)

Regulation, 2009, and such other applicable laws, rules, regulations and guidelines, and subject to such approvals, permission and sanctions, as may be necessary, the Board of directors of the company be and is hereby authorised to seek voluntarily delisting of its securities from The Calcutta Stock Exchange Limited. “

**Resolved Further That** the Equity Shares of the company shall continue to be listed on the stock exchange having nation wide trading terminals i.e. Bombay Stock Exchange Limited and therefore as per the said guidelines issued by the Securities and Exchange Board of India, no exit opportunity need to be given to the shareholders of the Company.

For and on behalf of the Board of Directors

**Place :** Mumbai

**Dated :** 16th August, 2010

**ANILKUMAR RAJAN**  
DIRECTOR

**REGISTERED OFFICE :**

209-210, Arcadia Building,  
2<sup>nd</sup> Floor, Plot No. 195,  
Nariman Point,  
Mumbai - 400021.

**NOTES :**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their queries to the Chairman., so as to reach the registered office of the Company at least seven days before the date of the meeting, to enable the Company to make available the required information at the meeting, to the extent possible.
3. The Register of Members and Share Transfer Books will remain closed from Monday, 20<sup>th</sup> September, 2010 to Saturday, 25<sup>th</sup> September, 2010 (both days inclusive).
4. Members are requested to notify immediately any change in their address / bank mandate to their respective Depository Participant (DP) in respect of their electronic share accounts and to the Company's Registrar & Share Transfer Agent at M/s. TSR Darashaw Limited, 6-10, Haji Moosa Patrawala Industrial Estate, 20 Dr. E Moses Road Mahalaxmi Mumbai - 400 011 in respect of their physical share folios.
5. Members are requested to bring their copy of Annual Report to the Meeting.
6. Members are requested to bring the Attendance Slip sent herewith duly filled for attending the Meeting.
7. The Explanatory Statement pursuant to Section 173 of the Companies Act, 1956, in respect of Item Nos. 4 to 5 is annexed hereto.

**BRIEF RESUME OF PERSONS PROPOSED TO BE RE-APPOINTED AS DIRECTORS OF THE COMPANY AT THE ANNUAL GENERAL MEETING :**

<b>Name</b>	Shri Harisingh Shyamsukha	Shri Umaidmal J Kala
AGE	61	69
Qualification	B.Sc.[Chem.]	B.Com.
Nature of Expertise	Investment & Trading	Investment & Trading
Experience	Experience of over 20 Years in the field of Investment & Trading and Finance.	Experience of over 10 Years in the field of Investment & Trading and Finance.
Name of Companies in also holds Directorship	1. Elrose Mercantile Pvt. Ltd. 2. GeeCee Ventures Ltd. 3. Kurmaraj Investments and Trading Co. Pvt. Ltd. 4. Rakhee Dyechem Pvt. Ltd. 5. Ananya Online IT Designs Pvt. Ltd.	N/A
Name of the Companies in Committees of which holds membership / chairmanship	—	—
Shareholding in Saraswati Commercial [India] Limited	NIL	NIL

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956 :****Item No. 4**

Shri Umaidmal J Kala was appointed as an Additional Director of the Company w.e.f. 14th January 2010 and will hold office upto the date of the ensuing Annual General Meeting of the Company.

The Company has received a notice under Section 257 of the Companies Act, 1956 from a member signifying his intention for appointment of Shri Umaidmal J Kala as a Director of the Company.

Considering varied experience of Shri Umaidmal J Kala in field of handling commercial and management aspects of the organisation it will be in the interest of the company to appoint him as a director. Your Director recommends the appointment of Shri Umaidmal J Kala as a Director.

None of the Directors except Shri Umaidmal J Kala are interested or concerned in the aforesaid resolution.

**Item No. 5**

The Securities & Exchange Board of India (SEBI) notified guidelines for voluntary delisting of securities from the stock exchanges. As per clause 5.2 of SEBI (Delisting of Securities) Guidelines 2003 and & clause 7.1 of SEBI (Delisting of Equity Shares) Regulation, 2009 an exit opportunity to the shareholders need not be given where securities of the company remain listed on the stock exchange having nation wide trading terminal.

At present the equity shares of the company are listed on The Calcutta Stock Exchange Limited and Bombay Stock Exchange Limited.

The consent of Members is required to delist the shares from any exchange by way of special resolution as provided in the SEBI (Delisting of Securities) Guidelines 2003 and SEBI (Delisting of Equity Shares) Regulation, 2009.

Considering the negligible volume of trading and as a part of its cost reduction measure, the consent of Members is sought for getting its securities delisted from The Calcutta Stock Exchange Limited as proposed in the special resolution. The securities of the company shall continue to be listed on the Bombay Stock Exchange Limited.

The Board recommends the resolution for approval of members.

None of the directors is, in any way, concerned or interested in the said resolution.

For and on behalf of the Board of Directors

Place : Mumbai

Dated : 16th August, 2010

**ANILKUMAR RAJAN**  
DIRECTOR

## DIRECTORS' REPORT

The Members,

Your Directors have pleasure in presenting the 27<sup>th</sup> Annual Report on the operations of the Company together with the Audited Accounts for the year ended 31<sup>st</sup> March, 2010.

**Financial highlights:**

Particulars	(Amount in Rs.)	
	Year ended 31.03.2010	Year ended 31.03.2009
Sales and other Income	58870222.66	2432839.00
Profit before Interest, Depreciation, and Tax	57965862.31	1995751.00
Less: Interest	-	45.00
Less: Depreciation	238.00	392.00
Profit before Tax	57965624.31	1995314.00
Add/(Less): Provision for Taxation		
a) for earlier year		292.00
b) Current Tax	(9600000.00)	(25000.00)
c) Deferred Tax	28.00	66.00
Net Profit after Taxation	48365652.31	1970672.00
Add: Balance brought forward from Previous Year	13306374.89	11729837.00
Less : Transferred to Reserved U/F 45IC of RBI Act.	9673130.00	394134.00
Balance carried to Balance Sheet	51998897.20	13306375.00

**Dividend :**

Your Directors are not recommending any dividend for the year ended on 31<sup>st</sup> March 2010 to conserve the resources for future.

**Operations & Performance :**

During the year ended 31<sup>st</sup> March, 2010, your Company achieved a total income aggregating to Rs. 58,870,222.66. After providing for Depreciation and Finance Charges, the Company has registered a profit before tax of Rs. 57,965,624.31. After making provision for tax in respect of current year, the profit after tax of Rs. 48,365,652.31 has been carried to the Balance sheet.

The Company maintains adequate internal control systems covering all its operation areas. The Directors are putting in their efforts and are hopeful of improved working during the years to come.

Barring unforeseen circumstances, your Directors are confident of achieving better results in the ensuing year.

**Directors :**

Shri Harisingh Shyamsukha, Director, retire by rotation and being eligible, offers himself for re-appointment at the ensuing Annual General Meeting.

Shri Jayshukhlal N. Shah was resigned as director of the Company on 14th January, 2010. The Board places on record their deep appreciation for the services rendered by Shri Jayshukhlal N. Shah during his respective tenure on the Board.

Shri Umaidmal J Kala was appointed as an Additional Directors of the Company w.e.f 14th January, 2010 pursuant to Section 260 of the Companies Act, 1956 read with the Articles of Association of the Company. He will hold his office as such till the ensuing Annual General Meeting. The Company has received a Notice under Section 257 of the said act from a shareholder proposing the candidature of the said Additional Director for the office of Director of the Company.

A brief profile of Directors proposed to be appointed/ re-appointed is given in the notes to the Notice of the ensuing Annual General Meeting.

**Public deposits :**

The company has not accepted any deposits from public.

**Voluntary De-listing of Equity Shares of the Company from The Calcutta Stock Exchange Limited [CSE]:**

We know that the Company's Equity Shares Listed on Bombay Stock Exchange Limited [BSE] and The Calcutta Stock Exchange Limited [CSE]. The Board has reviewed the past record and found that none of the shares of the company were traded on the CSE for the last few years. Therefore it was now proposed by the Board of Directors to get its shares Voluntarily de - listed from CSE and continued with their listing at BSE only The Company is now proposing to get necessary approvals for this de - listing from its members and CSE.

**Particulars of Employees :**

The Company does not have any employee in receipt of remuneration equal to or exceeding the limits prescribed under Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975 as amended.

**Directors' Responsibility Statement :**

Pursuant to the requirements of Section 217(2AA) of the Companies Act, 1956, your Directors confirm the following:

- in the preparation of the annual accounts, the applicable accounting standards have been followed;
- That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2010 and of the profit of the Company for that period;
- That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- That the annual accounts for the year ended March 31, 2010 have been prepared on a going concern basis.

**Auditors :**

M/s. Ajmera Ajmera & Associates, Chartered Accountants, the Statutory Auditors of the Company retire at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. Members are requested to appoint auditors for the current year and to authorize the Board to fix their remuneration.

**Auditors' Report :**

The observations made by the Auditors in their Report read with the relevant notes as given in the Notes on Accounts for the year ended 31<sup>st</sup> March, 2010 are self explanatory and therefore do not call for any further comments under Section 217(3) of the Companies Act, 1956.

**Secretarial Compliance Certificate :**

The Secretarial Compliance Certificate issued by M/s. Nishant Jawa & Associates, Company Secretaries, pursuant to the requirement of proviso to sub-section (1) of section 383A of the Companies Act, 1956 is enclosed herewith.

**Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo:****A] Conservation of Energy and Technology Absorption :**

The Company has not engaged in any manufacturing activity and had no foreign collaboration and also has not imported or exported any goods and services.

**B] Foreign Exchange Earnings & Outgo :****(Rs. In Lacs)**

<b>PARTICULARS</b>	<b>2009-2010</b>	<b>2008-2009</b>
Foreign Exchange Earning	Nil	Nil
Foreign Exchange Outgo	Nil	Nil

**Acknowledgements :**

Your Directors take this opportunity to express their gratitude for the support and co-operation from the investors, Financial Institutions, Banks, and Statutory Authorities, Customers. Your Directors express their deep appreciation to the Company's employees at all levels for their unstinted efforts and valuable contributions during the year.

For and on behalf of the Board of Directors

Place : Mumbai

Dated : 29th May, 2010

**Harisingh Shyamsukha**  
Director

**Anilkumar Rajan**  
Director

## COMPLIANCE CERTIFICATE

To,  
The Members,  
Saraswati Commercial (India) Limited,  
Mumbai

We have examined the registers, records, books and papers of **Saraswati Commercial (India) Limited** (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended **31st March 2010** (financial year). In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in **Annexure 'A'** to this certificate, as per the provisions of the Act and the rules made thereunder and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in **Annexure 'B'** to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made thereunder.
3. The Company, being a public limited Company, comments are not required.
4. The Board of Directors duly met **Eleven** times respectively on **6<sup>th</sup> April 2009, 11<sup>th</sup> April 2009, 29<sup>th</sup> June 2009, 30<sup>th</sup> July 2009, 13<sup>th</sup> August 2009, 18<sup>th</sup> August 2009, 30<sup>th</sup> October 2009, 7<sup>th</sup> December 2009, 14<sup>th</sup> January 2010, 29<sup>th</sup> January 2010 and 9<sup>th</sup> March 2010** in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The Company closed its Register of Members from Saturday, 19<sup>th</sup> September, 2009 to Saturday, 26<sup>th</sup> September, 2009 and necessary compliance of Section during the financial year of the Act has been made.
6. The annual general meeting for the financial year ended 31st March 2009 was held on 26<sup>th</sup> September, 2009 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.

7. No extra ordinary general meeting was held during the financial year.
8. The Company has not advanced any loans to its directors or persons or firms or companies referred to under section 295 of the Act.
9. The Company has duly complied with the provisions of section 297 of the Act in respect of contracts specified in that section.
10. The Company has made necessary entries in the register maintained under section 301 of the Act.
11. As there were no instances falling within the purview of section 314 of the Act, the Company has not obtained any approvals from the Board of Directors, Members or Central Government.
12. The Company has not issued any duplicate share certificate during the financial year.
13. The Company:
  - (i) delivered all the Share certificates on lodgment thereof for transfer/ transmission and there was no allotment of securities during the financial year.
  - (ii) has not deposited any amount in a separate Bank Account as no dividend was declared during the financial year.
  - (iii) was not required to post warrants to any member of the company as no dividend was declared during the financial year.
  - (iv) was not required to transfer any amount to Investor Education and Protection Fund.
  - (v) has duly complied with the requirements of section 217 of the Act.
14. The Board of Directors of the Company is duly constituted and the appointment of directors, additional directors, alternate directors and directors to fill casual vacancies has been duly made.
15. The Company has not appointed any Managing Director / Whole time Director / Manager during the financial year.
16. The Company has not appointed any sole selling agents during the financial year.
17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar and / or such authorities prescribed under the various provisions of the Act during the financial year.

18. The directors have disclosed their interest in other firms / companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.
19. The Company has not issued any shares / debenture or other securities during the financial year.
20. The Company has not bought back any shares during the financial year.
21. There was no redemption of preference shares or debentures during the financial year.
22. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The Company has not invited/accepted any deposits including any unsecured loans falling within the purview of the section 58A during the financial year.
24. The amounts borrowed by the Company from directors, members, public, financial institutions, banks and others during the financial year ending 31st March, 2010 are within the borrowing limits of the Company.
25. The principal business of the Company is the acquisition of shares, stock, debentures and other securities and therefore provisions of Section 372A of the Companies Act, 1956 are not applicable to the Company.
26. The Company has not altered any provisions of the Memorandum with respect to situation of the registered office of the Company.
27. The Company has not altered the provisions of the Memorandum of Association with respect to the objects of the Company.
28. The Company has not altered the provisions of the Memorandum with respect to name of the Company during the year under scrutiny.
29. The Company has not altered the provisions of the Memorandum with respect to share capital of the Company during the year under scrutiny.
30. The Company has not altered its Articles of Association of the Company during the year under scrutiny.
31. There was no prosecution initiated against or show cause notices received by the Company and no fines or penalties or any other punishment was imposed on the Company during the period, for offences under the Act.

32. The Company has not received any money as security from its employees during the financial year.
33. The Company was not required to deduct any contribution towards Provident Fund during the financial year.

Place : Mumbai  
Date : 29<sup>th</sup> May, 2010

For **Nishant Jawasa & Associates**  
Company Secretaries

**Nishant Jawasa**  
Proprietor  
(C.P. No. 6993)

#### “Annexure A”

##### Registers as maintained by the Company

##### Statutory Registers:

1. Register of Members u/s 150
2. Register of Directors, Managing Director, Manager and Secretary u/s 303
3. Register of Disclosures of Interest by Directors u/s 301(3)
4. Minutes Book u/s 193
5. Register of Contracts u/s 301
6. Register of Directors Shareholdings u/s 307

##### Other Registers:

Register of Transfers

#### “Annexure B”

**Forms and Returns as filed by the Company with Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ended 31<sup>st</sup> March 2010.**

Sr. No.	Form No./ Return	Filed under Section	For	Date of Filing	Whether filed within prescribed time Yes/No	If delay in filing whether requisite additional fee paid Yes/No
1.	Form No. 23AC & 23ACA	S 220	Annual Requirement	21.10.2009	Yes	No
2.	Form No. 20B	S 159	Annual Requirements	18.11.2009	Yes	No
3.	Form No. 66	S 383A	Annual Requirements	13.10.2009	Yes	No
4.	Form 32	S 303	Change in directorship of the Company	15.01.2010	Yes	No
5.	Form 18	S 146	Shifting of registered office of the Company	17.08.2009	Yes	No

## AUDITOR'S REPORT

REPORT TO THE MEMBERS OF  
SARASWATI COMMERCIAL (INDIA) LIMITED.

We have audited the attached Balance Sheet of, SARASWATI COMMERCIAL (INDIA) LIMITED as at 31<sup>st</sup> March, 2010 and also the Profit and Loss Account for the year ended on that date annexed thereto and cash flow statement for the year ended on that date. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

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

As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government in terms of section 227(4A) of the Companies Act, 1956, as amended by Companies (Auditor's Report)(Amendment) Order, 2004, and on the basis of such checks of the books and records of the company, as we considered appropriate, we enclose in the annexure a statement on the matters specified in Paragraphs 4 and 5 of the said order to the extent applicable.

Further to our comments in the Annexure referred to above, we report that:

- i) We have obtained all the informations and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.
- ii) In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books.
- iii) The Balance Sheet and Profit and Loss Account dealt with by this report are in agreement with the books of account.
- iv) **In our opinion, subject to note no. 3 of Schedule 'XII' regarding valuation of stock in trade of shares at cost instead of at lower of cost or market value and note no.7 of Schedule 'XII' regarding nondisclosure of defined benefits as per A.S-**

**15, the Balance Sheet, the Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956.**

- v) On the basis of written representations received from the directors, as on 31<sup>st</sup> March, 2010 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31<sup>st</sup> March 2010 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
- vi) In our opinion and to the best of our information and according to the explanations given to us, the said accounts subject to Note No. 3 of Schedule 'XII', regarding valuation of stock in trade, valued at cost price instead of lower of cost or market price and note no.7 regarding nondisclosure of defined benefits as per A.S-15, read together with other notes thereon appearing on schedule - 'XII' and elsewhere, give the information required by the Companies Act, 1956, 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 31<sup>st</sup> March, 2010;
  - b) in the case of the Profit and Loss Account, of the 'Profit' for the year ended on that date; and
  - c) in the case of cash flow statement, of the cash flows for the year ended on that date.

**FOR AJMERA AJMERA AND ASSOCIATES**

**CHARTERED ACCOUNTANTS**

Firm's Registration Number : 123989W

**(SANDEEP AJMERA)**

**PARTNER**

**MEMBERSHIP NO.: 48277**

Place : Mumbai

Dated : 29th May, 2010

## ANNEXURE TO THE AUDITOR'S REPORT

Annexure referred to in paragraph 3 of the Auditors' Report to the Members of Saraswati Commercial (India) Limited, on the Accounts for the year ended 31<sup>st</sup> March 2010.

- 1) (a) The Company is maintaining proper records to show full particulars including quantitative details and situation of fixed assets.  
(b) As per information and explanations given to us, physical verification of fixed assets has been carried out in terms of the phased programme of verification of its fixed assets adopted by the company and no material discrepancies were noticed on such verification. In our opinion the frequency of verification is reasonable having regard to the size of the Company and nature of its business.  
(c) During the year, the Company has not disposed off any substantial / major part of fixed assets.
- 2) (a) The management has conducted physical verification of inventory at reasonable intervals.  
(b) In our opinion, the procedure followed by the management for such physical verification are reasonable and adequate in relation to the size of the Company and nature of its business.  
(c) The Company is maintaining proper records of Inventory. No discrepancies were noticed on verification between physical Inventory and the books records.
- 3) (a) The Company has granted loan to One party covered in the register maintained under section 301 of the Companies Act 1956 and maximum amount involved during the year was Rs. 3,64,264/- and year end balance of loan granted to such parties was Rs. Nil/-.  
(b) In our opinion and according to the information and explanations given to us, the rate of interest, wherever applicable and other terms and conditions are not Prima facie Prejudicial to the interest of the Company.  
(c) The Company is regular in receipt of principal amount and interest wherever stipulated.  
(d) There is no overdue amount more than Rs.100000/- from such parties.  
(e) The Company has not taken any loans, secured or unsecured, from companies, firms or other parties listed in the register maintained u/s 301 of the Companies Act 1956, the clauses iii (e) (f) (g) of the order are not applicable to the company.

- 4) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the Size of the Company and the nature of its business for purchases of inventory and fixed assets and for the sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal control system.
- 5) (a) Based on the audit procedures applied by us and according to the information and explanations provided by the management, we are of the opinion that the particulars of contracts or arrangements referred to in section 301 of the Companies Act 1956 have been entered in the register required to be maintained under that section.  
  
(b) In our opinion and according to the information and explanation given to us, the transactions made in pursuance of the contracts or arrangements entered in the register maintained under section 301 of the Companies Act 1956 have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- 6) In our opinion and according to the information and explanations given to us, the company has not accepted any deposits from the public within the meaning of Section 58A and 58AA or any other relevant provision of the Companies Act 1956 and the rules framed hereunder. Hence, the Clause (vi) of the order is not applicable.
- 7) The Company has an internal audit system, which in our opinion, is commensurate with the size and nature of its business.
- 8) As informed to us, the maintenance of cost records has not been prescribed by the Central Government u/s. 209(1)(d) of the Companies Act 1956, in respect of the activities carried on by the Company.
- 9) (a) According to the information and explanations given to us and the records examined by us, the Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employees state insurance, income tax, wealth tax, service tax ,custom duty, excise duty, cess and other statutory dues wherever applicable. According to the information and explanations given to us, no undisputed arrears of statutory dues were outstanding as at 31<sup>st</sup> March 2010 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no dues of Sales tax, income tax, custom duty, excise duty, wealth Tax, service Tax, and cess which have not been deposited on account of any dispute.
- 10) The Company has no accumulated losses at the end of the financial year and it has not incurred any cash loss in the current year nor in the immediately preceding financial year.
- 11) According to the information and explanations given to us and the records examined by us, the company has not defaulted in repayment of dues to financial institutions or banks or debenture holders.
- 12) In our opinion and according to the information and explanation given to us, no loans and advances have been granted by the company on the basis of security by way of pledge of Shares, Debentures and other securities.
- 13) In our opinion the Company is not a Chit fund or a nidhi / mutual benefit fund / Society. Therefore clause 4(XIII) of the Companies (Auditor's Report) order 2003 is not applicable to the Company.
- 14) The Company has maintained proper records of transactions and contracts in respect of trading in securities, debentures and other investments and timely entries have been made therein. All shares, debentures and other investments have been held by the company in its own name.
- 15) As per the information and explanations given to us, the terms and conditions of the guarantees given for loans taken by others from banks or financial institutions are not prejudicial to the interests of the company.
- 16) The company has not raised any new term loans during the year, nor any term loans were outstanding at the beginning of the year.
- 17) On the basis of an overall examination of the balance sheet and cash flow of the Company and the information and explanations given to us, we report that the company has not utilised any funds raised on short-term basis for long-term investments.
- 18) The Company has not made any preferential allotment of shares during the year.
- 19) The Company has not issued any debentures.
- 20) The Company has not raised any money by way of public issue during the year.

21) In our opinion and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year that causes the financial statements to be materially misstated.

As required by the Non Banking Financial Companies Auditors Report (Reserve Bank) Directions, 1998. We further state that we have submitted a Report to the Board of Directors of the Company containing a statement on the matters as specified in the said directions namely the followings:

- (i) The Company incorporated prior to January 9, 1997 had applied for registration as provided in section 45 IA of the Reserve Bank of India Act, 1934 (2 of 1934) and has been granted Registration Certificate No. 13.01860 dated 27.04.2007.
- (ii) The Board of Directors has passed a Resolution for non-acceptance of any Public Deposits on 06-04-2009
- (iii) The Company has not accepted any Public Deposits during the year under reference.
- (iv) The Company has complied with the prudential norms relating to income recognition, accounting standards, asset classification and provisioning for bad and doubtful debts as applicable to it.
- (v) The Company is engaged in the business of non-banking financial institution in the year under reference requiring it to hold certificate of registration under section 45IA of the RBI Act 1934.

**FOR AJMERA AJMERA AND ASSOCIATES**

**CHARTERED ACCOUNTANTS**

Firm's Registration Number : 123989W

**(SANDEEP AJMERA)**

PARTNER

MEMBERSHIP NO.: 48277

Place : Mumbai

Dated : 29th May, 2010

## BALANCE SHEET AS AT 31ST MARCH, 2010

	Schedule	As on 31/3/2010 Rs.	As on 31/3/2009 Rs.
<b>I. SOURCES OF FUNDS</b>			
<b>1. SHARE HOLDER'S FUNDS</b>			
a) Share Capital	'I'	6,400,000.00	6,400,000.00
b) Reserves & Surplus	'II'	100,864,382.80	52,498,730.49
<b>2. LOAN FUNDS</b>			
a) Unsecured Loans	'III'	-	74,610.00
<b>TOTAL Rs. ....</b>		<b>107,264,382.80</b>	<b>58,973,340.49</b>
<b>1. FIXED ASSETS (AT COST)</b>	'IV'		
a) Gross Block		42,064.00	42,064.00
b) Less : Depreciation		41,682.00	41,444.00
c) Net Block		382.00	620.00
<b>2. INVESTMENTS (AT COST)</b>	'V'	105,214,563.89	41,411,368.90
<b>3. CURRENT ASSETS, LOANS AND ADVANCES</b>			
a) Stock in Trade	'VI'	<b>471,250.00</b>	15,575,648.28
b) Cash and Bank Balances	'VII'	<b>968,552.75</b>	970,283.92
c) Sundry Debtors - (Less than Six Month)		-	-
d) Loans and Advances	'VIII'	<b>10,310,515.84</b>	1,057,343.56
		<b>11,750,318.59</b>	<b>17,603,275.76</b>
Less : CURRENT LIABILITIES AND PROVISION			
a) Current Liabilities	'IX'	76,065.68	17,080.17
b) Provisions - Provision for Taxation		9,625,000.00	25,000.00
		<b>9,701,065.68</b>	<b>42,080.17</b>
Net Current Assets		<b>2,049,252.91</b>	<b>17,561,195.59</b>
<b>4. DEFFERED TAX ASSETS</b>		<b>184.00</b>	156.00
<b>TOTAL Rs. ....</b>		<b>107,264,382.80</b>	<b>58,973,340.49</b>

NOTES ON ACCOUNTS

'XIII'

IN TERMS OF OUR ATTACHED  
REPORT OF EVEN DATEFor AJMERA AJMERA AND ASSOCIATES  
CHARTERED ACCOUNTANTS

Firm's Registration Number : 123989W

(SANDEEP AJMERA),  
PARTNER  
Membership No. 48277PLACE: MUMBAI  
DATED : MAY 29, 2010For AND ON BEHALF OF THE  
BOARD OF DIRECTORS

ANILKUMAR RAJAN

HARISINGH SHYAMSUKHA  
DIRECTORS

## PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2010

	Schedule	Current Year Rs.	Previous Year Rs.
<b>INCOME</b>			
Sales		-	24,498.39
Interest Received (Gross) (TDS RS. 6841.64 Previous Year Rs. 1,13,074.02)		79,661.88	566,970.03
Dividend Received		2,110,638.71	1,542,597.88
Share of Profit from Partnership Firm		157,703.51	242,092.83
Profit on Sale of Investments	'X'	56,521,448.28	56,680.18
Other Income		770.28	-
		<b>58,870,222.66</b>	<b>2,432,839.31</b>
<b>EXPENDITURE</b>			
Increase / (Decrease) in Stock	'XI'	-	15,000.00
Administrative and Other Expenses	'XII'	904,360.35	422,088.02
Interest Paid		-	45.00
Depreciation		238.00	392.00
		<b>904,598.35</b>	<b>437,525.02</b>
Net Profit/(Loss) Before Tax		57,965,624.31	1,995,314.29
Provision for Taxation			
- for earlier year		-	292.00
- Current Tax		(9,600,000.00)	(25,000.00)
- Deferred Tax		28.00	66.00
Profit/(Loss) after Taxation		48,365,652.31	1,970,672.29
Add: Balance Brought forward from previous year		13,306,374.89	11,729,836.60
Less: Transferred to Reserves u/s. 45 IC of RBI Act		9,673,130.00	394,134.00
Balance Carried to Balance Sheet		<b>51,998,897.20</b>	<b>13,306,374.89</b>
Basic and Diluted Earnings (in Rs.) Per equity share of Rs. 10/- each.		<b>75.571</b>	<b>3.079</b>

NOTES ON ACCOUNTS

'XIII'

IN TERMS OF OUR ATTACHED  
REPORT OF EVEN DATEFor **AJMERA AJMERA AND ASSOCIATES**  
CHARTERED ACCOUNTANTS

Firm's Registration Number : 123989W

**(SANDEEP AJMERA),**  
PARTNER  
Membership No. 48277PLACE: MUMBAI  
DATED : MAY 29, 2010For **AND ON BEHALF OF THE**  
**BOARD OF DIRECTORS****ANILKUMAR RAJAN****HARISINGH SHYAMSUKHA**  
DIRECTORS

**SCHEDULES ANNEXED TO AND FORMING PART OF THE  
BALANCE SHEET AS AT 31ST MARCH, 2010**

	As on 31/3/2010 Rs.	As on 31/3/2009 Rs.
<b>SCHEDULE - 'I'</b>		
<b>SHARE CAPITAL</b>		
<b>AUTHORISED</b>		
7,50,000 Equity Shares of Rs. 10/- each	7,500,000.00	7,500,000.00
<b>ISSUED, SUBSCRIBED AND PAID-UP</b>		
6,40,000 Equity Shares of Rs. 10/- each fully paid up.	<b>6,400,000.00</b>	6,400,000.00
Of the above 4,00,000 Shares were allotted pursuant to the Scheme of Amalgamation, without payment being received in cash.		
	<b>6,400,000.00</b>	<b>6,400,000.00</b>
<b>SCHEDULE - 'II'</b>		
<b>RESERVES AND SURPLUS</b>		
General Reserve	35,922,534.75	35,922,534.75
Profit & Loss		
- As Per Profit and Loss Account Annexed	51,998,897.20	13,306,374.89
Statutory Reserves		
- Reserves u/s. 45 IC of RBI Act		
Opening Balance	3,269,820.85	
Add: Transfer from Profit & Loss Account	9,673,130.00	
	<b>12,942,950.85</b>	3,269,820.85
	<b>100,864,382.80</b>	<b>52,498,730.49</b>
<b>SCHEDULE - 'III'</b>		
<b>UNSECURED LOANS</b>		
From Body Corporates	-	74,610.00
	-	74,610.00

**SCHEDULE - 'IV'**  
**SCHEDULE OF FIXED ASSETS AS AT 31ST MARCH, 2010**

ASSET	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	COST AS AT 31.03.2009 Rs.	ADDIT-IONS Rs.	COST AS AT 31.03.2010 Rs.	UP TO 31.03.2009 Rs.	FOR THE YEAR Rs.	UP TO 31.03.2010 Rs.	AS AT 31.03.2010 Rs.	AS AT 31.03.2009 Rs.
Furniture	764.00	-	<b>764.00</b>	717.00	9.00	<b>726.00</b>	<b>38.00</b>	47.00
Computer	41,300.00	-	<b>41,300.00</b>	40,727.00	229.00	<b>40,956.00</b>	<b>344.00</b>	573.00
Total (Rupees)	<b>42,064.00</b>	-	<b>42,064.00</b>	<b>41,444.00</b>	<b>238.00</b>	<b>41,682.00</b>	<b>382.00</b>	<b>620.00</b>
Previous Year (Rupees)	42,064.00	-	42,064.00	41,052.00	392.00	41,444.00	620.00	-

**SCHEDULES ANNEXED TO AND FORMING PART OF THE  
BALANCE SHEET AS AT 31ST MARCH, 2010**

**SCHEDULE - 'V'  
INVESTMENTS (AT COST)**

QUOTED (NON TRADE)	FACE VALUE Rs.	QUANTITY NOS Rs.	AS AT 31.03.2010 Rs.	QUANTITY NOS Rs.	AS AT 31.03.2009 Rs.
<b>A) EQUITY SHARES, FULLY PAID-UP</b>					
Aroni Commercials Ltd	10/-	609,900	7,002,554.02	-	-
Bharat Gears Ltd	10/-	300	-	-	-
Gujrat Narmada Vally Fer. Ltd.	10/-	37	1,591.00	37	1,591.00
Geecee Ventures Ltd (Formerly known as Gwalior Chemical Industries Ltd )	10/-	355,580	-	1,277,280	4,754,820.02
L G Balkrishnan Ltd	10/-	200	-	-	-
LGB Forge Ltd	1/-	2,000	-	-	-
Shree Renuka Sugars Ltd	1/-	300,000	-	-	-
Winro Commercial (India) Ltd	10/-	100,150	684,208.78	-	-
<b>UNQUOTED ( NON TRADE)</b>					
<b>EQUITY SHARES FULLY PAID-UP</b>					
Arkaya Commercial Pvt Ltd	10/-	5,000	50,000.00	5,000	50,000.00
Arcies Laboratories Limited	10/-	2,500	25,000.00	-	-
Four Dimensions Capital Markets Pvt. Ltd.	10/-	650,600	6,506,000.00	600	6,000.00
Four Dimensions Commodities Pvt Ltd.	10/-	13,000	130,000.00	13,000	130,000.00
Four Dimensions Securities (I) Limited	10/-	750,000	30,000,000.00	750,000	30,000,000.00
Jacqart Financial Services Ltd.	10/-	175,500	752,635.50	-	-
Mahotsav Trading & Finance Pvt. Ltd.	10/-	41,700	417,052.50	27,700	277,052.50
Sareshwar Trading & Finance Pvt. Ltd.	10/-	73,700	1,637,052.50	73,700	1,637,052.50
Windsor Trading & Finance Pvt Ltd	10/-	10,000	100,000.00	10,000	100,000.00
<b>B) BONDS</b>					
L. G. BALKRISHNAN	101/-	-	-	222	22,422.00
<b>C) MUTUAL FUND</b>					
Birla Sunlife Cash Plus - Retail - Daily Dividend-		-	-	269,248	4,407,430.88
Birla Sunlife Cash Plus - Inst. Prem - Daily Dividend		5777081.651	57,883,469.59		
<b>D) PARTNERSHIP FIRM</b>					
M/s Rohit Financial Services			25,000.00		25,000.00
			<b>105,214,563.89</b>		<b>41,411,368.90</b>
Aggregate Cost of Quoted Investments			7,688,353.80		9,163,841.90
Aggregate Market Value of Quoted Investments			158,087,175.59		57,480,541.98
Aggregate Cost Unquoted Investments			39,642,740.50		32,247,527.00

(Note : During the year Company has converted stock of Rs 1.61,04,398.28 to Investment considering the nature of said investment being Long Term)

**SCHEDULES ANNEXED TO AND FORMING PART OF THE  
BALANCE SHEET AS AT 31ST MARCH, 2010**

**SCHEDULE - 'VA'**

Statement of Investment in Partnership Firm

- i) Name of Firm M/s Rohit Financial Services  
 ii) Total Capital of the Firm Rs. 75,000/-  
 iii) Name of the Partners and Share of each Partners

Winro Commercial (India) Limited	33.34%
Saraswati Commercial (India) Limited	33.33%
Jacqart Financial Services Limited	33.33%

100.00%

**SCHEDULE - 'VI' STOCK IN TRADE (AT COST)**

(As taken valued and certified by the Management)

Sr. No.	Name Of Script	As At 31.03.2010		As At 31.03.2009	
		Nos.	Amount	Nos.	Amount
<b>Quoted</b>					
1	Allied Resins Chem Ltd.	5,000	148,600.00	5,000	148,600.00
2	Aroni Commercials Ltd.	-	-	609,900	7,002,554.00
3	Consolidated Fibers & Chem Ltd.	50	1,000.00	50	1,000.00
4	Punit Commercial Ltd.	21,550	55,330.00	21,550	55,330.00
5	Winro Commercial (I) Ltd.	-	-	100,150	684,208.78
<b>TOTAL</b>		<b>26,600</b>	<b>204,930.00</b>	<b>736,650</b>	<b>7,891,692.78</b>

Sr. No.	Name Of Script	As At 31.03.2010		As At 31.03.2009	
		Nos.	Amount	Nos.	Amount
<b>Unquoted Shares</b>					
1	Arcies Lab. Ltd.	-	-	2,500	25,000.00
2	Auroplast India Ltd.	2,500	25,000.00	2,500	25,000.00
3	East Aggle Plastic Ltd.	660	1,320.00	660	1,320.00
4	Four Dimensions Cap. Mkt. Pvt. Ltd.	-	-	650,000	6,500,000.00
5	Mahotsav Trading & Finance Pvt. Ltd	-	-	14,000	140,000.00
6	Meeraj Multiweb Inds. Ltd.	24,000	240,000.00	24,000	240,000.00
7	Jacqart Financial Services Ltd.	-	-	175,500	752,635.50
<b>TOTAL</b>		<b>27,160</b>	<b>266,320.00</b>	<b>869,160</b>	<b>7,683,955.50</b>

Aggregate Value of Quoted Shares (Market Value Rs. 85410/- Previous Year Rs.3,32,46,587/-)		204,930.00		7,891,692.78
Aggregate Value of Unquoted Shares		266,320.00		7,683,955.50
		471,250.00		15,575,648.28

**SCHEDULES ANNEXED TO AND FORMING PART OF THE  
BALANCE SHEET AS AT 31ST MARCH, 2010**

	As on 31/3/2010 Rs.	As on 31/3/2009 Rs.
<b>SCHEDULE - 'VII'</b>		
<b>CASH AND BANK BALANCES</b>		
Cash in Hand	38,690.16	42,001.16
(As per Books and Certified by the Management)		
Bank Balances with Scheduled Banks		
- in Current Accounts	129,862.59	128,282.76
- in Fixed Deposit	800,000.00	800,000.00
	<b>968,552.75</b>	<b>970,283.92</b>
<b>SCHEDULE - 'VIII'</b>		
<b>LOANS AND ADVANCES</b>		
(Unsecured, considered good)		
Loans	-	582,935.00
Advance Recoverable in cash or in kind or for value to be received	<b>190,004.18</b>	249,879.54
Prepaid Expenses	<b>596.00</b>	176.00
Advance Income Tax	<b>10,119,915.66</b>	224,353.02
	<b>10,310,515.84</b>	1,057,343.56
<b>SCHEDULE - 'IX'</b>		
<b>CURRENT LIABILITIES:</b>		
Other Liabilities	<b>76,065.68</b>	17,080.17
	<b>76,065.68</b>	17,080.17

**SCHEDULES ANNEXED TO AND FORMING PART OF THE  
PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2010**

	Current Year Rs.	Previous Year Rs.
<b>SCHEDULE - 'X'</b>		
<b>PROFIT ON SALE OF INVESTMENTS</b>		
Long Term Profit on Sale of Investment	83,708,860.60	56,680.18
Short Term Loss on Sale of Investment	(27,187,412.32)	-
	<b>56,521,448.28</b>	<b>56,680.18</b>
<b>SCHEDULE - 'XI'</b>		
<b>INCREASE / (DECREASE) IN STOCK</b>		
Closing Stock	<b>471,250.00</b>	15,575,648.28
Less:		
Opening Stock	15,575,648.28	15,590,648.28
Less: Transfer to Investment	15,104,398.28	-
	-	(15,000.00)
<b>SCHEDULE - 'XII'</b>		
<b>ADMINISTRATIVE AND OTHER EXPENSES</b>		
Salary, Bonus and Other Expenses	387,333.00	249,723.00
Securities Transaction Tax	201,823.00	203.00
Advertisement and Publicity	55,671.00	52,738.00
Professional Fees	54,645.00	47,427.00
Listing Fees	23,696.00	20,500.00
Custody Charges	13,236.00	8,990.00
Printing and Stationery	5,260.00	8,090.00
Postage and Telegram	372.00	300.00
Auditor's Remuneration		
- Audit Fees	10,000.00	10,000.00
Sundry Balances W/off (Net)	144,061.00	-
Filing Fees	2,804.00	2,740.00
Share Depository Charges	1,929.35	4,394.20
Electricity Charges	-	12,000.00
Rates & Taxes	3,530.00	3,530.00
Bank Charges	-	1,452.82
	<b>904,360.35</b>	<b>422,088.02</b>

**SARASWATI COMMERCIAL (INDIA) LIMITED  
SCHEDULE - 'XIII'**

**NOTES ON ACCOUNTS ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31<sup>ST</sup> MARCH 2010 AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED ON THAT DATE.**

**A. Significant Accounting Policies:**

a) Basis of Accounting:

- i) Financial statements are prepared under historical cost convention on accrual basis in accordance with the requirements of the Companies Act, 1956.
- ii) The Company generally follows mercantile system of accounting and recognises significant items income and expenditure on accrual basis.

b) Fixed Assets and Depreciation:

Fixed assets are stated at cost of acquisition less accumulated Depreciation. Depreciation has been provided on written down value method at the rates and the manner prescribed in scheduled XIV of the Companies Act, 1956. Depreciation on additions/deletions during the year is provided on pro-rata basis.

c) Investments:

Long Term Investments are stated at cost. Provision for diminution in the Market Value/ Break-up Value is made only if; such a decline is other than temporary in the opinion of Management.

d) Stock in Trade:

Stocks of shares are valued at Cost.

e) Taxation:

- i) Provision for current tax is made and retained in the accounts on the basis of estimated tax liability as per the applicable provisions of the Income Tax Act 1961.
- ii) Deferred tax for timing differences between tax profits & book profits is accounted by using the tax rates & laws that have been enacted or substantially enacted

as of the Balance Sheet date. Deferred tax assets in respect of unabsorbed Losses are recognised to the extent there is reasonable certainty that these assets can be realised in future.

f) Contingent liabilities:-

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

**B. Notes on Accounts**

1. Earning & Expenditure in Foreign Currency is Nil.

2. Related Party Information:

i). Relationships:

a)	Key Management Personnel :	Shri Harisingh Shyamsukha	- Director
		Shri Umaidmal Kala	- Director
		Shri Anil Kumar Rajan	- Director

b)	Individual owning directly or :	Ashwin Kumar Kothari
	directly an interest in the voting	Meena Kothari
	power that gives them control or	Rohit Kothari
	significant influence.	

c)	Relative of individual in (b) above :	Niyati. P. Mehta
		Tejal R. Kothari

a) d)	Associate Concerns :	Four Dimensions Securities (India) Ltd.
		Four Dimensions Capital Markets Pvt. Ltd.
		Antique Stock Broking Ltd
		Antique Finance Private Limited
		Antique Wealth Advisors Pvt Ltd
		Antique Capital Markets Pvt Ltd
		Antique Finsec Pvt. Ltd.
		Ananya Online IT Designs Pvt Ltd
		Arkaya Commercials Pvt. Ltd.
		Aroni Commercials Limited

Arcies Laboratories Ltd.  
 Better Time Realtors Pvt. Ltd  
 Four Dimensions Commodities Pvt. Ltd.  
 Geecee Ventures Ltd.  
 (Previously known as Gwalior  
 Chemical Industries Ltd)  
 GTZ (Bombay) Pvt. Ltd.  
 Grey River Realtors Pvt Ltd  
 Jacqart Financial Services Ltd.  
 Mahotsav Trading & Finance Pvt. Ltd.  
 Neptune Light Realtors Pvt Ltd  
 New Age Dyes and Chemicals Pvt Ltd  
 Rohit Financial Services  
 Red Stocks Realtors Pvt Ltd  
 Sam Jag-Deep Investment Pvt Ltd  
 Sareswar Trading and Finance Pvt. Ltd.  
 Urudavan Investment and Trading Pvt. Ltd.  
 Vidushan Commercial & Investment Pvt. Ltd  
 Windsor Trading and Finance Pvt. Ltd.

## ii) Transactions with related parties :

PARTICULARS	ASSOCIATE CONCERN	
	AS AT 31.03.2010 Rs.	AS AT 31.03.2009 Rs.
Purchase of Investment	5,00,85,166.81	NIL
Sale of Investment	11,13,61,435.09	1,62,353.57
Interest received	NIL	4,70,991.00
Profit from Partnership Firm	1,57,703.51	2,42,092.83
Dividend Received	15,32,736.00	15,32,736.00
Electricity Expenses	NIL	12,000.00
<b>Finance &amp; Investments</b>		
Loans Advanced	NIL	3,64,264.00
Loans Advanced Refund	3,64,264.00	45,25,120.00

Loan Taken	NIL	NIL
Loan Repaid	NIL	12,74,712.00
<b>Outstandings</b>		
Loans Advanced	NIL	3,64,264.00
Loan Taken	NIL	NIL
Investments	4,73,29,503.31	3,69,79,925.02
Stock in Trade	NIL	1,51,04,398.28
Other Advances	157703.51	242092.83

3. Stock in Trade of shares is valued at cost price instead of at scrip wise lower of cost or market value as per Accounting Standard 13 issued by the Institute of Chartered Accountants of India. Had it been valued at lower of cost or market value Profit for the year would have been lower by Rs. 144520.50 (Previous Year Rs. 1,45,056.00) & stock in trade would have been lower by Rs. 1,44,520.50 (Previous Year Rs. 1,45,056.00)

4. Earning per share:	<b>2009-2010</b>	<b>2008-2009</b>
(i) Net Profit after tax available for Equity Shareholders (In Rs.)	4,83,65,652.31	19,70,672.29
(ii) Weighted average of number of equity shares outstanding during the year	6,40,000	6,40,000
(iii) Basic and Diluted Earnings per equity share of Rs. 10 each (In Rs.)	75.571	3.0792

5. Deferred Tax Asset:

	<b>AS ON 31.03.2010</b>	<b>AS ON 31.03.2009</b>
Opening Balance	156	90
Diff between book & I.T.		
- Depreciation	(28)	66
- Closing Balance	184	156

6. Additional information pursuant to the provisions of paragraphs 3, 4 (C) and 4 (D) of the Schedule VI of the Companies Act, 1956 are as under:

## A). Quantitative Details :

		Current Year		Previous Year	
		Qty.	Value	Qty.	Value
		Nos.	Rs.	Nos.	Rs.
a)	Opening Stock (Shares)	16,05,810	1,55,75,648.28	16,06,810	1,55,90,648.28
b)	Purchases (Shares)	NIL	NIL	NIL	NIL
c)	Sales (Shares)	NIL	NIL	1,000	24,498.39
d)	Transfer to Investment	15,52,050	1,51,04,398.30	NIL	NIL
e)	Closing Stock Shares	53,760	4,71,250.00	16,05,810	1,55,75,648.28

7. Gratuity Liability has not been provided for in accordance with Accounting Standard 15 issued by Institute of Chartered Accountant of India and unascertained. In the opinion of management, company is not liable to make provision of gratuity as on balance sheet date non of the employees are associated with company for more than five year.
8. Sundry Debtors, Loans and Advances, Sundry Creditors and Unsecured Loans are subject to confirmation.
9. Payment to Auditors :

	FY 2009-10	FY 2008-09
	Amount	Amount
Audit fees	11,030	11,030
Other	3,034	5,058
	<u>14,064</u>	<u>16,088</u>

(These Figures includes Service Tax on the Fees.)

10. Balance Sheet abstract and Company's general business profile as required in Part IV of Schedule VI of the Companies Act, 1956 are as under :

## I. Registration Details

Registration No.	U51909MH1983PTC166605
State Code	11
Balance Sheet Date	31.03.2010

<b>II. Capital Raised during the year</b>	<b>(Amount in Rs. Thousand)</b>
Public Issue	NIL
Rights Issue	NIL
Bonus Issue	NIL
Private Placement	NIL
<b>III. Position of Mobilisation and Deployment of Funds</b>	<b>(Amount in Rs. Thousand)</b>
Total Liabilities	1,07,264.38
Total Assets	1,07,264.38
<b>Sources of Funds</b>	
Paid up Capital	6,400.00
Reserves and Surplus	1,00,864.38
Secured Loans	NIL
Unsecured Loans	NIL
Deferred Tax	NIL
<b>Application of Funds</b>	
Net Fixed Assets	0.38
Investments	1,05,214.56
Net Current Assets	2,049.25
Deferred Tax	0.19
Miscellaneous Expenditure	NIL
Accumulated Losses	NIL
<b>IV. Performance of Company</b>	<b>(Amount in Rs. Thousand)</b>
Turnover	58,870.22
Total Expenditure	904.60
Profit/Loss before Tax	57,965.62
Profit/Loss after Tax	48,365.65
Earning Per Share (Rupees)	75.571
Dividend Rate (%)	NIL

**V. Generic Names of Three Principal**

Products/Services of Company

–

(as per monetary terms)

11. Previous year figures have been re-grouped or re-arranged wherever deemed necessary.

SIGNATURES TO SCHEDULE 'I' TO 'XIII'

AS PER OUR ATTACHED REPORT OF EVEN DATE

For **AJMERA AJMERA AND ASSOCIATES**  
CHARTERED ACCOUNTANTS

Firm's Registration Number : 123989W

**(SANDEEP AJMERA),**

PARTNER

Membership No. 48277

PLACE: MUMBAI

DATED : MAY 29, 2010

For **AND ON BEHALF OF THE**  
**BOARD OF DIRECTORS**

**ANILKUMAR RAJAN**

DIRECTORS

**HARISINGH SHYAMSUKHA**

DIRECTORS

**CASH FLOW STATEMENT PURSUANT TO CLAUSE 32 OF THE LISTING  
AGREEMENT FOR THE YEAR ENDED 31ST MARCH, 2010**

	2009-10	2008-09
<b>A) Cash Flow for operating activities:</b>		
<b>Net Profit before Tax &amp; Extra ordinary items</b>	57965624.31	1,995,314.29
Adjustments for :-		
Depreciation	238.00	392.00
Dividend income	(2110638.71)	(1,542,597.88)
Profit/(Loss) on Sale of Investment	(56521448.28)	(56,680.18)
<b>Cash Flow before Working Capital changes</b>	<b>(666224.68)</b>	<b>396428.23</b>
(Increase)/Decrease in Stock	-	15,000.00
(Increase)/Decrease in Trade & other Receivables	-	354,680.00
(Increase)/Decrease in Loans & Advances	642390.36	4,121,946.78
Increase/(Decrease) in Trade & other Payables	58985.51	(375080.83)
Advance Tax Paid (Net of Refund Received during the year)	(9895562.64)	313793.98
<b>Net Cash Flow from operating activities</b>	<b>(9860411.45)</b>	<b>4826768.16</b>
<b>B) CASH FLOW FROM INVESTING ACTIVITIES</b>		
(Purchase)/Sale of Fixed Assets	-	-
(Purchase)/Sale of Investments	7822651.57	(4269575.70)
Dividend Received on Investments	2110638.71	1542597.88
<b>Net Cash Flow from Investing Activities</b>	<b>9933290.28</b>	<b>(2726977.82)</b>
<b>C) CASH FLOW FROM FINANCING ACTIVITIES</b>		
Increase/(Decrease) in Long Term borrowings	(74610.00)	(1274712.00)
<b>Net Cash Flow from Financing Activities</b>	<b>(74610.00)</b>	<b>(1274712.00)</b>
Net Increase in Cash & Cash equivalents (A+B+C)	<b>(1731.17)</b>	<b>825078.34</b>
Opening Cash & Cash equivalents	<b>970283.92</b>	<b>145205.58</b>
Closing Cash & Cash equivalents	<b>968552.75</b>	<b>970283.92</b>

For and on behalf of the Board

Mumbai  
Dated : May 29, 2010

**HARISINGH SHYAMSUKHA**  
CHAIRMAN

**AUDITORS' CERTIFICATE**

We have verified the attached Cash Flow Statement of SARASWATI COMMERCIAL (INDIA) LTD derived from the Audited Financial Statements and the books and records maintained by the Company for the year ended 31st March,2010 and found the same to be drawn in accordance with the requirements of the clause 32of the listing agreements with stock exchange.

FOR AJMERA AJMERA AND ASSOCIATES  
Chartered Accountants  
Firm's Registration Number : 123989W

Mumbai  
Dated : May 29, 2010

**(SANDEEP AJMERA),**  
Partner  
MEMBERSHIP NO.: 48277

## ANNEXURE (FORMING PART OF THE ACCOUNTS)

## Schedule to the Balance Sheet

{as required in terms of Paragraph 13 of Non-Banking Financial (Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2009}

(Rs. in Lakhs)

	Particulars		
	<b>Liabilities Side :</b>		
(1)	Loans and advances availed by the NBFCs inclusive interest accrued thereon but not paid :	Amount Outstanding	Amount Overdue
	(a) Debentures : Secured	Nil	Nil
	: Unsecured	Nil	Nil
	(Other than falling within the meaning of public deposit*)		
	(b) Deferred Credits	Nil	Nil
	(c) Term Loans	Nil	Nil
	(d) Inter-corporate Loans and Borrowings	Nil	Nil
	(e) Commercial Paper	Nil	Nil
	(f) Public Deposits*	Nil	Nil
	(g) Other Loans (specify nature)	Nil	Nil
	* Please see Note 1 below		
	<b>Assets Side :</b>		Amount outstanding
(2)	Break-up of Loans and Advances including bills receivables {other than those included in (4) below} :		
	(a) Secured		Nil
	(b) Unsecured		103.11
(3)	Break up of Leased Assets and stock of hire and hypothecation loans counting EL/HP activities		Nil
	(i) Lease assets including lease rentals under sundry debtors :		
	(a) Financial lease		
	(b) Operating lease		
	(ii) Stock on hire including hire charges under sundry debtors :		Nil
	(a) Assets on hire		
	(b) Repossessed Assets		
	(iii) Other loans counting towards AFC activities		Nil
	(a) Loans where assets have been repossessed		
	(b) Loans other than (a) above		

## ANNEXURE (FORMING PART OF THE ACCOUNTS)

(Rs. in Lakhs)

(4)	Break-up of Investments Current Investments :			
	1. Quoted :			
	i) Shares : (a) Equity			2.05
	(b) Preference			Nil
	ii) Debentures and Bonds			Nil
	iii) Units of mutual funds			Nil
	iv) Government Securities			Nil
	v) Others (Please specify)			Nil
	2. Unquoted :			
	i) Shares : (a) Equity			2.66
	(b) Preference			Nil
	ii) Debentures and Bonds			Nil
	iii) Units of mutual funds			Nil
	iv) Government Securities			Nil
	v) Others (Please specify)			Nil
	Long Term Investments :			
	1. Quoted :			
	i) Shares : (a) Equity			76.88
	(b) Preference			Nil
	ii) Debentures and Bonds			Nil
	iii) Units of mutual funds			578.83
	iv) Government Securities			Nil
	v) Others (Please specify)			Nil
	2. Unquoted :			
	i) Shares : (a) Equity			396.18
	(b) Preference			Nil
	ii) Debentures and Bonds			0
	iii) Units of mutual funds			Nil
	iv) Government Securities			Nil
	v) Others (Please specify) Share in Partnership firm			0.25
(5)	Borrower group-wise classification of all leased assets, stock-on-hire and loans and advances : Please Note 2 below			
	Category	Amount net of Provisions		
		Secured	Unsecured	Total
	1. Related Parties **			
	(a) Subsidiaries	Nil	Nil	Nil
	(b) Companies in the same group	Nil	Nil	Nil
	(c) Other Related Parties	Nil	1.58	1.58
	2. Other than Related parties	Nil	101.53	101.53
	<b>Total</b>	Nil	<b>103.11</b>	<b>103.11</b>

## ANNEXURE (FORMING PART OF THE ACCOUNTS)

(Rs. in Lakhs)

(6)	Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) : Please see Note 3 below		
	Category	Market Value/ Break up or fair value or NAV	Book Value (Net of Provision)
1.	Related Parties **		
	(a) Subsidiaries	Nil	Nil
	(b) Companies in the same group :	2211.19	473.05
	(c) Other Related Parties	0.25	0.25
2.	Other than Related parties	800.23	583.56
	<b>Total</b>	<b>3011.67</b>	<b>1056.86</b>

\*\* As per Accounting Standard of ICAI (Please see Note 3)

(7)	Other information	
	Particulars	Amount
(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 debt	Nil

## Notes :

- As defined in paragraph 2 (1) (xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
- Provisioning norms shall be applicable as prescribed in the Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998.
- All accounting standards and guidance notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debts. However, market value in respect of quoted investments and break up / fair value / NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in column (4) above.

FOR AJMERA AJMERA & ASSOCIATES  
CHARTERED ACCOUNTANTS  
Firm's Registration Number : 123989W

For and on behalf of the Board of Directors

(SANDEEP AJMERA)  
PARTNER  
MEMBERSHIP NO.: 48277

Anilkumar Rajan      Harisingh Shyamsukha  
Director                      Director

Place : Mumbai  
Dated : MAY 29, 2010

# SARASWATI COMMERCIAL (INDIA) LIMITED

Regd. Office: at 209-210, Arcadia Building, 2<sup>nd</sup> Floor, Plot No. 195,  
Nariman Point, Mumbai - 400021

## PROXY FORM

I / We \_\_\_\_\_  
of \_\_\_\_\_ being a  
member/members of **SARASWATI COMMERCIAL (INDIA) LIMITED** hereby appoint Mr./Mrs./  
Ms \_\_\_\_\_ of \_\_\_\_\_ or failing him/her Mr./  
Mrs./Ms \_\_\_\_\_ of  
\_\_\_\_\_ as my/our Proxy to attend and vote for me/us and on  
my/our behalf at the 27<sup>th</sup> Annual General Meeting of the Company, to be held on **Saturday**, the **25<sup>th</sup>**  
day of **September, 2010** at 209-210, Arcadia Building, 2<sup>nd</sup> Floor, Plot No. 195, Nariman Point, Mumbai  
- 400021 at **3:00 p.m.** and at any adjournment thereof.

Regd. Folio No. \_\_\_\_\_ No. of Shares held \_\_\_\_\_

Client ID No. \_\_\_\_\_ DP ID No. \_\_\_\_\_

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2010

(Signature)

Affix Re. 1.00 Revenue Stamp
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Note:

- 1) The Proxy Form should be signed across the stamp as per specimen signature recorded with the Company.
- 2) The Proxy form duly completed and signed must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the Meeting.

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# SARASWATI COMMERCIAL (INDIA) LIMITED

Regd. Office: at 209-210, Arcadia Building, 2<sup>nd</sup> Floor, Plot No. 195,  
Nariman Point, Mumbai - 400021

## ATTENDANCE SLIP

I/We hereby record my/our presence at the 27<sup>th</sup> Annual General Meeting of the Company held at **Regd. Office:** at 209-210, Arcadia Building, 2<sup>nd</sup> Floor, Plot No. 195, Nariman Point, Mumbai - 400021 on **Saturday**, the **25<sup>th</sup>** day of **September, 2010** at **3 : 00 p.m.**

Name \_\_\_\_\_

Regd. Folio No. \_\_\_\_\_ No. of Shares held \_\_\_\_\_

Client ID No. \_\_\_\_\_ DP ID No. \_\_\_\_\_

Name of Proxy/Representative, if any \_\_\_\_\_

Signature of the Shareholder(s)/Proxy/Representative \_\_\_\_\_

**Note:** Member/Proxy attending the Meeting must fill-in this Attendance Slip and hand it over at the entrance of the venue of this Meeting.