

Company Information

Directors : A. V. SETALVAD
A. R. BROACHA
V. C. VAIDYA
GAURAV SWARUP
VIKRAM SWARUP

Bankers : DEUTSCHE BANK
BANK OF INDIA
ICICI BANK LIMITED

Auditors : V.S. SOMANI & CO.
Chartered Accountants

Registered Office : 125, MAKER CHAMBERS III,
NARIMAN POINT,
MUMBAI - 400 021.
TEL.: 22854243

Registrars & Transfer Agents : LINK INTIME INDIA PVT. LTD.
C-13, PANNALAL SILK MILLS COMPOUND,
L.B.S. MARG, BANDUP (WEST),
MUMBAI-400 078.
TEL.: 25946970
Email-Id: rnt.helpdesk@linkintime.co.in

Notice to the Shareholders

NOTICE is hereby given that the Ninety-Seventh Annual General Meeting of **THE INDUSTRIAL & PRUDENTIAL INVESTMENT COMPANY LIMITED** will be held at Bajaj Bhavan, Ground Floor, (Kamalnayan Bajaj Hall), 220, Nariman Point, Mumbai – 400 021, on September 11, 2013 at 3.00 p.m. to transact the following items of business:

1. To receive, consider, and adopt the audited Balance Sheet and Statements of Profit and Loss of the Company for the year ended March 31, 2013, the Board's Report and the Auditors' Report.
2. To declare a dividend.
3. To appoint a Director in place of Mr. A.R. Broacha, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. A.V. Setalvad, who retires by rotation and, being eligible, offers himself for re-appointment.
5. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting and to fix their remuneration.

NOTES:

- (a) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.
- (b) The register of Members and the Share Transfer Books of the Company will remain closed from Monday, September 02, 2013 to Wednesday, September 11, 2013 (both days inclusive).
- (c) Dividend on equity shares as recommended by the Board of Directors for the year ended March 31, 2013, when declared at the Annual General Meeting, will be paid to the members whose names appear:
 - (i) As Beneficial Owners as per list to be furnished by the Depositories in respect of the shares held in demat form;
 - (ii) As members on the Register of Members, as on September 1, 2013, after giving effect to all valid share transfers in physical form that are received by the Company upto closure of business hours on September 1, 2013.And payment will be made on or after 23, September, 2013.
- (d)
 - (i) Pursuant to the provision of Section 205A(5) of the Companies Act, 1956, all dividends which remained unpaid or unclaimed upto the financial year ended March 31, 1994, have been transferred to the General Revenue Account of the Central Government. Concerned members are requested to claim the amount from the office of the Registrar of Companies, Maharashtra, C. G. O. Complex, 2nd Floor, A Wing, CBD – Belapur, Navi Mumbai – 400 614.
 - (ii) Pursuant to Section 205C of the Companies Act, 1956, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of its transfer to the unpaid Dividend Account of the Company shall be transferred to the Investor Education and Protection Fund (the Fund) set up by the Government of India and no payments shall be made in respect of any such claims by the Fund. Members who have not yet encashed their dividend warrant(s) for the financial year ended 31st March, 2006 onwards, are requested to make their claims to the Company accordingly, without any delay.

By Order of the Board

A. V. SETALVAD
Chairman

Registered Office:

125, Maker Chambers III,
Nariman Point, Mumbai 400 021.

Mumbai, May 24, 2013.

Board's Report

Your Directors beg to submit their report and audited Balance Sheet and Statement of Profit and Loss Account of the Company for the year ended 31st March 2013.

1. ACCOUNTS:

	2012-2013	Rs. in Lacs <u>2011-2012</u>
Income	845.00	559.06
Expenditure:		
(a) Expenses	60.22	45.49
(b) Adjustments to the carrying amount of current investments	—	18.88
(c) Exceptional expenses	5.96	—
Profit before Taxation	778.82	<u>494.69</u>
Provision for Taxation:		
Current Tax		
— for the year	4.95	—
— Minimum alternate Tax credit	(4.95)	—
— relating to earlier years	(0.95)	—
Deferred Tax	—	(0.11)
	(0.95)	<u>(0.11)</u>
Net Profit	779.77	494.80
Add: Balance brought forward from Balance Sheet	1,043.86	1,070.95
Profit for Appropriation	1,823.63	<u>1,565.75</u>
Appropriation:		
Dividend	319.98	319.98
Tax on Dividend	54.38	51.91
Special Reserve (in terms of Section 45-IC of RBI Act, 1934)	156.00	100.00
General Reserve	78.00	50.00
Balance Carried to Balance Sheet	1,215.27	1,043.86
	1,823.63	<u>1,565.75</u>

2. DIVIDEND:

From the profit of the year, your Directors recommend a dividend of Rs. 55.00 per share (previous year Rs.55.00 per Share).

3. CONSOLIDATED ACCOUNTS:

As per the requirement of SEBI, Consolidated accounts in accordance with Accounting Standard (AS) - 21 have been annexed to this Annual Report.

4. DIRECTORS:

In accordance with the provisions of the Companies Act, 1956 and the the Articles of Association of the Company, Mr. A. R. Broacha and Mr. A. V. Setalvad retire by rotation and, being eligible, offer themselves for re-appointment

Board's Report — contd.

5. AUDITORS:

You are requested to appoint auditors for the current year and fix their remuneration. The retiring auditors, Messrs V. S. Somani & Co., Chartered Accountants, are eligible and offer themselves for re-appointment. The Company has received a certificate from Messrs V. S. Somani & Co., Chartered Accountants, to the effect that their re-appointment, if made, will be within the prescribed limits in Section 224(1-B) of the Companies Act, 1956.

6. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 217(2AA) of The Companies Act, 1956, the Board of Directors report that:

- in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any.
- accounting policies have been selected and applied consistently and that the judgements and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period.
- proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of The Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- the annual accounts have been prepared on a going concern basis.

7 COMPLIANCE CERTIFICATE

A copy of Compliance Certificate U/s. 383A of the Companies Act. 1956, received from Mr. Mayur Mehta, Practising Company Secretary is annexed and form part of this report.

8 SUBSIDIARY'S ACCOUNTS:

New Holding And Trading Company Limited's Accounts for the year ended March 31, 2013 are attached.

9 EMPLOYEES:

The Company has no employees covered under section 217(2A) of the Companies Act, 1956.

For and on behalf of the Board of Directors

A. V. SETALVAD
Chairman

Mumbai, May 24, 2013.

Secretarial Compliance Certificate

Registration No of the Company : L65990MH1913PLC000374
Nominal Capital : Rs. 1,00,00 (Rs. in Thousand)
Issued & Paid Up Capital : Rs. 58,72 (Rs. in Thousand)

To:

The Members,

M/S. THE INDUSTRIAL & PRUDENTIAL INVESTMENT COMPANY LIMITED.

I have examined the registers, records, books and papers of Industrial & Prudential Investment Company Limited as required to be maintained under the Companies Act, 1956, (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2013. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I 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 and the rules made there under 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 authority within the time prescribed under the Act and the rules made thereunder.
3. The Company is a public limited company and its shares are listed on the Bombay Stock Exchange.
4. The Board of Director duly met 4 times on 18.05.2012, 26.07.2012, 07.11.2012 and 12.02.2013 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose.
5. The Company closed its Register of Members during the financial year ended 31st March, 2013 Monday, July 23, 2012 to Thursday, August 2, 2012 (both days inclusive).
6. The Annual General Meeting for the financial year ended on 31st March 2012 was held on August 2, 2012 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 Extraordinary General Meeting was held during the financial year under review.
8. The Company has not advanced loan to its directors and /or persons or firms or companies referred to in the section 295 of the Act.
9. The Company has not entered into any contracts falling within the purview of Section 297 of the Act.
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 Board of Directors or duly constituted Committee of Directors has approved the issue of duplicate share certificates.
13. The Company has:
 - (i) Delivered all the certificates on lodgement thereof for transfer/transmission or any other purpose in accordance with the provisions of the Act.
 - (ii) Declared dividend of Rs. 55 per equity share of Rs 10 each for the financial year ended 31st March, 2012 at the annual general meeting held August 2, 2012 and deposited the amount of dividend declared in a separate bank account with Deutsche Bank, Mumbai Branch on August 6, 2012 which is within five days from the declaration of such dividend.
 - (iii) Posted warrants for dividend to all the members within a period of 30 (thirty) from the date of declaration and that all unclaimed/unpaid dividend has been transferred to Unpaid Dividend Account of the Company with Deutsche Bank on September 5, 2012.

Secretarial Compliance Certificate

- (iv) Transferred the amounts in unpaid dividend account for the year ended 31st March, 2005 which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund.
- (v) Duly complied with the requirements of Section 217 of the Act.
14. The Board of Directors of the Company is duly constituted and there was no appointment of directors, additional directors, alternate directors and directors to fill casual vacancy.
15. The Company has not appointed any Managing Director or whole time director or manager during the financial year under review.
16. The Company has not appointed sole-selling agents during the financial year.
17. The Company was not required to obtain approvals of the Central Government, Company Law Board, Regional Director, Registrar or such other authorities as may be 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 there under.
19. The Company has not issued any shares or debenture or other securities during the financial year under review.
20. The company has not bought back any shares during the financial year.
21. There was no redemption of any preference/debentures during the financial year.
22. There were no transactions necessitating the company to keep in abeyance the rights to dividend, right shares and bonus shares pending registration of transfer of shares.
23. The Company has not invited or accepted any deposits including any unsecured loans falling within the purview of Section 58A of the Act read with Companies (Acceptance of Deposit) Rules 1975, during the financial year under review from public.
24. The Company has not borrowed money during the financial year under review.
25. The Company's principal business is the acquisition of shares, stock, debentures and/or other securities and therefore section 372A of the Act does not apply.
26. The Company has not altered provisions of memorandum with respect to situation of the company's registered office from one state to another during the financial year under review.
27. The Company has not altered provisions of memorandum with respect to the objects of the company during the financial year under review.
28. The Company has not altered provisions of memorandum with respect to name of the company during the year under scrutiny.
29. The Company has not altered provisions of memorandum with respect to share capital of the company during the year under scrutiny.
30. The Company has not altered its Articles of Association.
31. There was no prosecution initiated against or Show Cause Notice received by the company, and no fines or penalties or any other punishment imposed on the company for offences under the Act.
32. The Company has not received any money as security from its employees during the year under certification.
33. The Company is not required to make any contribution to Provident Fund with prescribed authorities pursuant to Section 418 of the Act.

Note: The Qualification, reservation or adverse remarks, if any, may be stated at the relevant place(s).

Signature

MAYUR MEHTA
Company Secretary

C.P.No. 9952

Membership No. A 3132

Place : Mumbai

Date : May 24, 2013.

Secretarial Compliance Certificate

ANNEXURE 'A'

Statutory Registers maintained by Industrial & Prudential Investment Company Limited

Sr No.	Particulars of Registers	Section
1	Register of Investments as applicable to Investment Company	49
2	Register of Members	150
3	Minutes Book of the Board of Directors and its Committees	193
4	Books of Accounts	209
5	Register of Particulars of contracts in which directors are interested	301
6	Register of Directors, Managing Director, Manger and Secretary	303
7	Register of Directors' Shareholdings	307
8	Fixed Assets Register	
9	Register of Transfer	

ANNEXURE 'B'

Forms and Returns as filed by the company with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ending 31st March, 2013.

Sr.	Form No./ Return	Filed under Section	Particular	Date of filing	Whether filing within prescribed time Yes/No	If delay in filing whether requisite additional fee paid Yes/No
1.	Form No. 20B	159	Annual return for the period ended 31.03.2012	SRN P 89123665 28.09.2012	Yes	No delay
2.	Form No.23AC/ ACA	220	Balance Sheet and Profit and Loss Account for the Period ended on 31.03.2012	SRN P 95771481	No	Yes
3.	Form No. 66	383A	Secretarial Compliance Certificate	11.10.2011 588562327 26.08.2012	Yes	No delay
4.	Form No. 1	205C	Unclaimed dividend for 7 years for 31.03.2005	SRN B	Yes	No delay
5.	Form No. 5	Rule 3 of the IEPF rules 2012	After AGM Newly introduced rule	SRN S 20222329 12.02.2013 and resubmitted vide SRN S 20570743 18.03.2013	Yes	No.

Independent Auditors' Report

TO THE MEMBERS OF THE INDUSTRIAL & PRUDENTIAL INVESTMENT COMPANY LIMITED

We have audited the accompanying financial statements of **THE INDUSTRIAL & PRUDENTIAL INVESTMENT COMPANY LIMITED** (the Company), which comprise the Balance Sheet as at 31st March 2013, the statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). 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 of 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 misstatements 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 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 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 Statement of Profit and Loss, of the Profit for the year ended on that date; and
- iii. in the case of the Cash Flow Statement, of the Cash Flow 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("the Order"),as amended, issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order to the extent applicable.
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 purposes of our audit;

Independent Auditors' Report

- 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, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account;
- d. in our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report comply with the Accounting Standards prescribed by the Companies (Accounting Standards) Rules, 2006 as sub-section (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;

For V. S. SOMANI & CO.

Chartered Accountants

Firm Registration No.: 117589W

CA. V. S. SOMANI

Proprietor

Membership No.: 102664

Mumbai, May 24, 2013.

Annexure to the Auditors' Report

The Annexure referred to in our report to the members of THE INDUSTRIAL & PRUDENTIAL INVESTMENT COMPANY LIMITED ('the Company') for the year ended March 31, 2013. We report that:

The Clause No.4 (ii), 4(viii), 4(x), 4(xvi) of the Order is not applicable to the Company

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.
- (b) The fixed assets of the Company have been physically verified by the management during the year. No material discrepancies were noticed on such verification as compared with the book records.
- (c) The Company has not disposed off substantial part of fixed asset during the year.
- ii. The Company has neither granted nor taken any loans, secured or unsecured, to/from companies, firms and other parties listed in the register maintained under section 301 of the Companies Act, 1956. Accordingly sub-clause (b),(c),(d), (f) and (g) of clause 4(iii) of the Order are not applicable.
- iii. In our opinion, there are adequate internal control systems commensurate with the size of the Company and the nature of its business for the purchase of fixed assets. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal control system.
- iv. There are no particulars of contracts or arrangements referred to in Section 301 of the Companies Act, 1956 that need to be entered into the register maintained in pursuance of section 301. Accordingly, sub-clause (b) is not applicable.
- v. The Company has not accepted any deposits from the public.
- vi. The Company have an internal audit system commensurate with the size and nature of its business.
- vii. (a) According to the records of the Company, the Company is generally regular in depositing with appropriate authorities undisputed applicable statutory dues including Provident Fund, Investor Education and Protection Fund, Income-tax, Wealth Tax, cess and any other statutory dues applicable to it. Based on our audit procedures and according to the information and explanations given to us, there are no arrears of undisputed statutory dues which remained outstanding as at 31st March, 2013 for a period of more than six months from the date they became payable.
- (b) According to the records made available to us and the information and explanations given by the management, there are no dues of income tax, wealth tax, cess that have not been deposited on account of any dispute.
- viii. The Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses in the financial year and in the financial year immediately preceding such financial year.
- ix. The Company has no dues payable to banks, financial institutions, or debenture holders. Accordingly, provision of clause 4(xi) is not applicable to the Company.
- x. The Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- xi. The Company is not a chit/nidhi/mutual benefit fund/society.
- xii. Based on our examination of the records and evaluation of the related internal controls, we are of the opinion that in respect of current investments, wherein the Company is dealing in shares, securities and other investments, proper records have been maintained of those transactions and contracts and entries therein have generally been made on timely basis. The Company has held the investments in its own name except as permissible under section 49 of the Act.
- xiii. The Company has not given any guarantee for loans taken by others from banks or financial institutions.
- xiv. During the year the Company has not raised any funds on short term basis.
- xv. The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act.

Annexure to the Auditors' Report

- xvi. During the year the Company has not issued any debentures.
- xvii. The Company has not raised any money by public issue during the year.
- xviii. 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.

For V. S. SOMANI & CO.

Chartered Accountants

Firm Registration No.: 117589W

CA. V. S. SOMANI

Proprietor

Membership No.: 102664

Mumbai, May 24, 2013.

THE INDUSTRIAL & PRUDENTIAL INVESTMENT COMPANY LIMITED

Balance Sheet as at 31st March, 2013

		Rs. in Thousand	
	NOTES	As at 31-03-2013	As at 31-03-2012
I EQUITY AND LIABILITIES			
(1) SHAREHOLDERS' FUNDS			
(a) Share Capital	2	5,821	5,821
(b) Reserves and Surplus	3	276,592	236,051
(c) Money received against Share Warrants		—	—
Sub-Total- Shareholders Funds		282,413	241,872
(2) SHARE APPLICATION MONEY			
Pending allotment		—	—
(3) NON - CURRENT LIABILITIES			
(a) Long - term borrowings		—	—
(b) Deferred tax Liabilities (Net)		—	—
(c) Other Long Term Liabilities		—	—
(d) Long - term Provisions		—	—
Sub-Total- Non Current Liabilities		—	—
(4) CURRENT LIABILITIES			
(a) Short - term borrowings		—	—
(b) Trade Payables		1,136	1,135
(c) Other Current Liabilities	4	2,641	2,284
(d) Short - term Provisions	5	37,931	38,339
Sub-Total- Current Liabilities		41,708	41,758
TOTAL-I		324,121	283,630
II ASSETS			
(1) NON - CURRENT ASSETS			
(a) Fixed assets			
(i) Tangible assets	6	82	84
(ii) Intangible assets		—	—
(iii) Capital work in progress		—	—
(iv) Intangible assets under development		—	—
(b) Non-Current Investments	7	245,134	245,458
(c) Deferred Tax assets		—	—
(d) Long Term loans and Advances		—	—
(e) Other non-current assets		15	15
Sub-Total — Non Current Assets		245,231	245,557
(2) CURRENT ASSETS			
(a) Current Investments	8	28,320	27,701
(b) Inventories		—	—
(c) Trade receivables		1	—
(d) Cash and Cash equivalents	9	43,316	8,171
(e) Short Term Loan and Advances	10	886	1,449
(f) Other Current assets	11	6,367	752
Sub-Total — Current Assets		78,890	38,073
TOTAL-II		324,121	283,630

See accompanying notes to the financial statements

As per our report attached

For V. S. SOMANI & CO.

Chartered Accountants

CA. V. S. SOMANI

Proprietor

Mumbai, May 24, 2013.

For and on behalf of the Board of Directors

A. V. SETALVAD

Chairman

A. R. BROACHA

Director

Mumbai, May 24, 2013.

Statement of Profit and Loss for the year ended 31st March, 2013

		Rs. in Thousand	
	NOTES	For the year ended 31.03.2013	For the year ended 31.03.2012
I Revenue from operations - Interest		11	11
II Other Income	14	84,489	55,895
III Total Revenue (I + II)		84,500	55,906
IV Expenses			
Cost of Materials Consumed		—	—
Purchase of Stock in Trade		—	—
Changes in inventories of finished goods, work in progress and stock in Trade		—	—
Employee benefits Expenses		752	701
Finance Cost		—	—
Depreciation and amortisation Expenses		18	16
Other Expenses	15	5,252	5,720
TOTAL EXPENSES		6,022	6,437
V Profit before exceptional and extraordinary items and tax (III-IV)		78,478	49,469
VI Exceptional items (Refer Note No. 20)		596	—
VII Profit before extraordinary items and tax (V-VI)		77,882	49,469
VIII Extraordinary Items		—	—
IX Profit before Tax (VII - VIII)		77,882	49,469
X Tax Expenses			
(1) Current Tax		495	—
(2) Minimum Alternate Tax credit		(495)	—
(3) Short/(Excess) provision of earlier year		(95)	—
(4) Deferred Tax		—	(11)
		(95)	(11)
XI Profit for the year from continuing operations		77,977	49,480
XII Profit/(Loss) from discontinuing operations		—	—
XIII Tax Expenses of discontinuing operations		—	—
XIV Profit/(Loss) from discontinuing operations (after Tax) (XII-XIII)		—	—
XV Profit /(Loss) for the year		77,977	49,480
XVI Earning per equity Share			
(1) Basic		134.03	85.05
(2) Diluted		134.03	85.05

See accompanying notes to the financial statements

As per our report attached

For and on behalf of the Board of Directors

For V. S. SOMANI & CO.
Chartered Accountants

A. V. SETALVAD *Chairman*

CA. V. S. SOMANI
Proprietor

A. R. BROACHA *Director*

Mumbai, May 24, 2013.

Mumbai, May 24, 2013.

Cash Flow for the year ended 31st March, 2013

	As at 31.03.2013	As at 31.03.2012
Rs. in Thousand		
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax	77,882	49,469
Adjusted for:		
Depreciation	18	16
Investment income	(79,527)	(54,841)
Carrying amount of investments (net)	(2,865)	1,888
	<u>(82,374)</u>	<u>(52,937)</u>
Operating Profit/(Loss) before Working Capital Changes .. Changes in	(4,492)	(3,468)
Trade & Other Receivable	(5,613)	(734)
Trade and other Payables	—	(54)
NET CASH USED IN OPERATING ACTIVITIES.....	(10,105)	(4,256)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(16)	—
Purchase of Investments	(147,993)	(216,432)
Sale of Investments	148,780	202,141
Dividend Received	79,708	53,498
Distributable Income from Mutual Fund	1,602	1,400
Cash Generated from Investing Activities.....	<u>82,081</u>	<u>40,607</u>
Direct Taxes Paid	—	(159)
NET CASH FROM INVESTING ACTIVITIES	82,081	40,448
C. CASH FLOW FROM FINANCIAL ACTIVITIES		
Dividend Paid	(31,640)	(31,386)
Tax on Dividend	(5,191)	(5,191)
NET CASH USED IN FINANCIAL ACTIVITIES	(36,831)	(36,577)
NET CHANGES IN CASH & CASH EQUIVALENTS (A+B+C)	35,145	(385)
CASH AND CASH EQUIVALENTS - OPENING BALANCE.....	8,171	8,556
CASH AND CASH EQUIVALENTS - CLOSING BALANCE	43,316	8,171

NOTES: 1. All figures in brackets are outflows.

2. Cash and Bank Balances includes balance lying with designated Banks in unclaimed dividend accounts Rs. 2,516/- (Previous year Rs. 2,158/-).

3. Previous year figures have been regrouped wherever necessary.

As per our report attached

For V. S. SOMANI & CO.

Chartered Accountants

CA. V. S. SOMANI

Proprietor

Mumbai, May 24, 2013.

For and on behalf of the Board of Directors

A. V. SETALVAD

Chairman

A. R. BROACHA

Director

Mumbai, May 24, 2013.

Notes Forming Part of the Statement for the year ended 31st March, 2013

NOTE – 1 — SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of preparation

The financial statements have been prepared on historical cost convention and on accrual basis. The financial statements have been prepared in accordance with the Accounting Standards notified by Companies (Accounting Standards) Rules, 2006 and referred to in Section 211 (3C) of the Companies Act, 1956.

(b) Fixed Assets

Fixed assets are stated at cost less depreciation. Cost comprises the cost of acquisition and any attributable costs of bringing the asset to the condition for its intended use.

(c) Depreciation

Depreciation is provided on the written down value method prescribed in Schedule XIV of the Companies Act, 1956.

(d) Investments

- (i) Investments have been categorised as Long Term or Current by the Board of Directors.
- (ii) Long Term Investments are stated at cost plus brokerage and other relevant charges. A provision for diminution is made to recognise a decline, other than temporary, if any.
- (iii) Current Investments are valued at lower of Cost or Market value.

(e) Revenue Recognition

Dividend Income from Investment is recognised when right to receive the payment is established. Insurance claim are being accounted on cash basis.

(f) Retirement Benefits

The Company does not have any Retirement Benefits specifically laid down.

(g) Taxes on Income:

- (i) Current Tax
Provision for Income Tax is determined in accordance with the provisions the Income Tax Act, 1961.
- (ii) Deferred Tax
Deferred tax is recognised on timing differences being the differences between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent period(s).

(h) Provisions and Contingent Liabilities:

- (i) A provision is recognised when there is present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimate.
- (ii) A disclosure for a contingent liability is made when there is a possible or present obligation that may, but probably will not require an outflow of resources. When there is a possible obligation in respect of which the likelihood of out flow of resources is remote, no provision or disclosure is made.

Notes Forming Part of the Statement for the year ended 31st March, 2013

Rs. in Thousand

NOTE – 2 — SHARE CAPITAL

Authorised:

10,00,000 Equity Shares of Rs. 10 each

Issued, Subscribed and Paid-up:

5,81,780 Equity Shares of Rs. 10 each

Forefited Shares

As at 31-03-2013	As at 31-03-2012
10,000	10,000
5,818	5,818
3	3
5,821	5,821

(a) Reconciliation of the number of shares

	2012-13		2011-12	
	Equity Shares		Equity Shares	
	Numbers	Amount	Numbers	Amount
Shares outstanding at the beginning of the year	581,780	5,818	581,780	5,818
Shares Issued during the year	—	—	—	—
Shares bought back during the year	—	—	—	—
Shares outstanding at the end of the year	581,780	5,818	581,780	5,818

(b) Terms and Rights attached to equity shareholders

The Share holders have all rights as available to Equity Shareholders as per the provisions of the Companies Act, 1956, read together with the Memorandum of Association and Articles of Association of the Company, as applicable.

(c) Name of the Shareholder holding more than 5 % Equity Shares, (As certified by the Management on which Auditors have relied.)

Name of the Shareholder	31/03/2013		31/03/2012	
	No. of Shares	% of Holding	No. of Shares	% of Holding
1. Paharpur Cooling Towers Ltd.	248,967	42.79	248,967	42.79
2. Paharpur Corporation Limited	63,850	10.97	63,850	10.97
3. Melvin Powell Vanaspati & Engineering Industries Limited	51,600	8.87	51,600	8.87

Notes Forming Part of the Statement for the year ended 31st March, 2013

	Rs. in Thousand	
	As at 31-03-2013	As at 31-03-2012
NOTE – 3 — RESERVES AND SURPLUS		
Capital Reserve		
Balance as per last Balance Sheet	65	65
General Reserve		
Balance as per last Balance Sheet	54,600	49,600
Add: Transferred from surplus	7,800	5,000
	62,400	54,600
Special Reserve		
(In terms of Section 45-IC of Reserve Bank of India Act)		
Balance as per last Balance Sheet	77,000	67,000
Add: Transferred from surplus	15,600	10,000
	92,600	77,000
Surplus		
Balance as per last Balance Sheet	104,386	107,095
Add: Profit for the year as per Profit and Loss Statement	77,977	49,480
	182,363	156,575
Less: Appropriations:		
Transferred to:		
Special Reserve	15,600	10,000
General Reserve	7,800	5,000
Proposed Dividend	31,998	31,998
Tax on Dividend	5,438	5,191
	60,836	52,189
	121,527	104,386
TOTAL	276,592	236,051
NOTE – 4 — OTHER CURRENT LIABILITIES		
	As at 31-03-2013 Rupees	As at 31-03-2012 Rupees
Unclaimed Dividend	2,516	2,158
Tax Deducted at source	125	126
TOTAL	2,641	2,284
NOTE – 5 — SHORT TERM PROVISIONS		
	As at 31-03-2013 Rupees	As at 31-03-2012 Rupees
Provision for Income Tax	495	1,150
Provision for Proposed Dividend	31,998	31,998
Tax on Proposed Dividend	5,438	5,191
TOTAL	37,931	38,339

Notes Forming Part of the Statement for the year ended 31st March, 2013

NOTE – 6 — TANGIBLE FIXED ASSETS

Rs. in Thousand

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01.04.2012	Additions during the year	Deductions/ Adjustments during the year	As at 31.03.2013	Upto 01.04.2012	For the year	Deductions/ Adjustments during the year	As at 31.03.2013	As at 31.03.2013	As at 31.03.2012
1 Office Premises	152	—	—	152	120	2	—	122	30	32
2 Furnitures and Fixtures	380	—	—	380	368	2	—	370	10	12
3 Office Equipments	117	—	—	117	88	4	—	92	25	29
4 Others Computers	450	16	—	466	439	10	—	449	17	11
TOTAL	1,099	16	—	1,115	1,015	18	—	1,033	82	84
Previous year	1,099	—	—	1,099	981	18	—	999	84	100

NOTE: Office Premises includes Rs. 250 (Previous year Rs. 250/-) being the cost of shares in Co-operative Society.

Rs. in Thousand

NOTE – 7 — NON CURRENT INVESTMENTS

Name of the Company	Face Value Rupees	Holding 31-03-2013 Nos.	As at 31-03-2013	As at 31-03-2012
I. A. LONG TERM — (NON TRADE) (AT COST)				
(a) Investment in Equity Instruments (Fully Paid)				
3i Infotech Limited	10	45,000	2,065	1,979
ACC. Limited	10	7,000	438	438
Alstom T. & D. India Limited	2	50,000	788	788
Amara Raja Batteries Limited.....	1	105,000	1,004	1,004
Andhra Cements Limited	1	—	—	1,553
Ashapura Minechem Limited	2	50,000	1,726	—
BASF India Limited	10	7,000	279	279
BEML Limited	10	8,500	1,877	1,877
Bharat Electronics Limited	10	3,000	1,196	1,196
Bharat Forge Limited	2	16,000	1,383	1,383
Bharti Airtel Limited	5	17,500	2,274	2,274
Bosch Limited	10	2,000	11	11
Century Textile and Industries Limited	10	1,000	426	426
Cairn India Limited	10	4,400	1,484	—
Dish TV India Limited	1	5,000	71	71
Dr. Reddy's Laborateries Limited	5	4,000	2,029	2,029
Gail (India) Limited	10	28,500	4,322	4,322
Great Offshore Limited	10	—	—	1,296
Hindustan Unilever Limited.....	1	73,000	191	191
IDBI Bank Limited	10	15,000	1,170	1,170
Infosys Technologies Limited	5	108,000	2,111	2,111
ITC Limited	1	18,000	1,127	1,127
KSB Pumps Limited	10	7,140,000	17,401	17,401
LIC Housing Finance Limited	2	7,500	1,463	1,46
Monsanto India Limited	10	1,600	673	673

Notes Forming Part of the Statement for the year ended 31st March, 2013

		Rs. in Thousand		
NOTE – 7 — NON CURRENT INVESTMENTS — contd.	Face Value Rupees	Holding 31-03-2013 Nos.	As at 31-03-2013	As at 31-03-2012
Name of the Company				
N C C Ltd.	2	54,000	1,458	1,458
Nestle India Limited	10	14,000	178	178
NTPC Limited	10	21,000	1,684	1,684
Orient Abrasives Limited	1	90,000	862	862
Orient Refractories Limited	1	90,000	401	401
Piramal Entertainment Ltd	2	20,500	1,557	1,557
Piramal Glass Ltd.	10	12,356	1,128	1,128
Praj Industries Limited	2	—	—	2,415
Ranbaxy Laboratories Limited	5	5,000	892	892
Reliance Industries Limited	10	16,000	1,455	1,455
Satyam Computer Services Limited	2	25,000	1,869	1,869
Schneider Electric Infrastructure Limited	10	50,000	237	237
Seamec Limited	10	—	—	1,507
Selan Exploration Technology Limited	10	11,000	805	805
Siemens Limited	2	25,000	195	195
State Bank of India	10	3,800	2,156	2,156
Tata Consultancy Services Limited	1	14,000	6,671	6,671
Tata Motors Limited	2	20,000	388	388
Tata Motors Limited (DVR)	2	39,250	3,395	3,395
Tata Steel Limited	10	10,800	2,764	2,764
The Federal Bank Limited	10	3,000	1,041	1,041
The Great Eastern Shipping Company Limited	10	30,400	5,057	5,057
The Indian Hotels Company Limited	1	79,200	1,508	1,508
The Karur Vysya Bank Limited	10	38,000	3,591	3,591
The Tata Power Company Limited	1	260,000	780	780
Timken India Limited	10	7,000	1,433	—
Titan Industries Limited	1	282,000	3,084	2,630
Vikas WSP Limited	1	30,000	2,231	—
Zee Entertainment Enterprises Limited	1	20,808	799	799
Sub-Total – (a)			93,128	92,485
 (b) Debenture (Non-convertible Secured):				
Dr. Reddy's Laboratories Limited	5	24,000	—	—
(Date of redemption After 36 months from 24.03.2011)				
Deutsche Investments India Pvt. Ltd. SR GRO135 BR NCD 23SP 13 (Date of redemption 23-09-2013)	1,00,000	—	—	30,300
Sub-Total – (b)			—	30,300
Total – I-A (a + b)			93,128	122,785

Notes Forming Part of the Statement for the year ended 31st March, 2013

		Rs. in Thousand		
NOTE – 7 — NON CURRENT INVESTMENTS — contd.	Face Value Rupees	Holding 31-03-2013 Nos.	As at 31-03-2013	As at 31-03-2012
Name of the Company				
I. B. Unquoted Long Term				
(a) Equity Shares (Fully Paid)				
(i) In Subsidiary (Trade)				
New Holding and Trading Company Limited ...	100	5,025	3	3
[Sub Total (i)]			3	3
(ii) Others (Non-Trade)				
Bombay Stock Exchange Limited	1	13,500	3,078	3,078
Niyuprene Plastics Company Limited	10	1,000	—	—
Siltronics (India) Limited	10	30	—	—
[Sub Total (ii)]			3,078	3,078
Total a [(i) + (ii)]			3,081	3,081
(b) Investments In Mutual Fund (Non-Trade)				
Birla Sunlife Mutual Fund:				
1. Income Plus Growth	10	197,594	10,000	—
2. Income Plus-Quarterly Dividend Payout	10	482,614	6,000	6,000
3. Dynamic Boand Fund-retail Quarterly Dividend Payout	10	1,209,085	14,000	14,000
HDFC Mutual Fund:				
1. High Interest Fund-Short Term Plan-Dividend Payout	10	—	—	10,002
2. Quarterly Interval Fund-Plan B- Retail Dividend Retail Dividend Payout	10	—	—	6,003
3. High Interest Qtrly Dividend	10	262,881	3,000	—
ICICI Prudential Mutual Fund				
1. Regular Saving Fund Qtrly Dividend	10	963,679	10,000	10,000
2. Income Plan Institutional Dividend	10	408,844	5,000	5,000
3. Income Plan Growth	10	280,568	10,000	—
4. Income Plan-Div. Payout	10	1,504,121	20,000	—
5. Regular Saving Plan-Growth	10	422,608	5,000	—
IL & FS Milestone Fund - II	1000	20,000	20,000	20,000
IDFC Super Saver-Income Plan-Growth	10	391,751	10,533	—
JM Mutual Fund				
1. Money Manager Super Plus- Daily Dividend	10	—	—	31,312
2. G-Sec Fund- Regular Plan Dividend	10	254,635	4,000	4,000
3. Short term fund-Daily Dividend	10	808,089	8,117	—
Master Plus-1991 Unit Trust of India	10	40,000	775	775
Reliance Regular Saving Fund-Debt Plan Quarterly Dividend Payout	10	605,058	7,500	7,500
Reliance Regular Saving Fund-Debt Plan-Growth .	10	327,345	5,000	—
UTI Short Term-Income Fund-Div. Payout	10	761,800	10,000	—
Franklin Templeton Investment-Low Duration Fund Quarterly Dividend Payout	10	—	—	5,000
Sub Total b			148,925	119,592
[Total — B (a + b)]			152,006	122,673
TOTAL — I (A + B)			245,134	245,458
Aggregate Cost of Quoted Investments			93,128	122,785
Aggregate Cost of unquoted Investments			152,006	122,673
Market Value of Quoted Investments			2,214,153	2,521,418

Notes Forming Part of the Statement for the year ended 31st March, 2013

Rs. in Thousand

NOTE – 8 — CURRENT INVESTMENTS, OTHER INVESTMENTS (LOWER OF COST OR MARKET VALUE)	Face Value Rupees	Holding 31-03-2013 Nos.	As at 31-03-2013	As at 31-03-2012
Name of the Company				
A. Current Quoted				
(a) Equity Shares (Fully Paid)				
Abbott India Limited	10	—	—	1,982
Akzo Nobel India Ltd.	10	3,838	3,468	1,799
Axis Bank Limited	10	1,950	2,519	2,235
Bajaj Crop Limited	1	—	—	1,188
Bharat Heavy Electricals Limited	2	—	—	1,028
Cairn India Ltd.	10	6,300	1,717	—
Eicher Motors Limited	10	1,562	1,992	1,992
Hathway Cable and Datacom Ltd	10	14,700	2,535	—
IDFC Limited	10	10,855	1,559	1,434
Lupin Limited	2	3,350	370	370
Omnitech Infosolutions Limited	10	—	—	1,325
Power Grid Corporation of India Ltd.,	10	—	—	2,014
State Bank of India	10	—	—	2,100
Sterlite Industries (India) Ltd.	1	—	—	793
Tech Mahendra Limited	10	2,000	1,926	—
Titan Industries Limited	1	28,500	1,910	1,910
TV 18 Broadcast Limited	2	120,000	2,516	—
Ultra Tech Cement Limited	10	1,000	1,869	—
Unichem Laboratories Limited	2	8,750	1,520	1,198
Voltas Limited	1	—	—	1,509
Sub Total — a			23,901	22,877
(b) Mutual Fund				
Benchmark Mutual Fund - Liquid Bees (PP)	1000	1,919	1,919	4,824
Sub Total — b			1,919	4,824
TOTAL A (a + b)			25,820	27,701
B. Current Unquoted Mutual Fund				
Reliance Pharma Fund-Div. Plan-Div. Payout	10	62,468	2,500	—
TOTAL B			2,500	—
TOTAL (A + B)			28,320	27,701
Aggregate Cost of Quoted Investments			25,820	27,701
Aggregate Cost of Unquoted Investments			2,500	—
Market Value of Quoted Investments			40,458	36,242
Provision for diminution in the value of Investments			973	3,839

Notes Forming Part of the Statement for the year ended 31st March, 2013

	Rs. in Thousand	
	As at 31-03-2013	As at 31-03-2012
NOTE – 9 — CASH AND CASH EQUIVALENTS		
Balance with banks in Current Account	40,796	6,009
Cash in hand	4	4
Earmarked balance with Banks in Dividend Accounts	2,516	2,158
TOTAL	43,316	8,171
<hr/>		
	As at 31-03-2013	As at 31-03-2012
NOTE – 10 — SHORT TERM LOANS AND ADVANCES (Unsecured, Considered Good)		
Prepaid expenses	10	14
Advance Income Tax	380	1,435
MAT Credit Entitlement	495	—
TOTAL	885	1,449
<hr/>		
	As at 31-03-2013	As at 31-03-2012
NOTE – 11 — OTHER CURRENT ASSETS (Unsecured, Considered Good)		
Proceeds receivable on sale of Units of a Mutual Fund	6,000	—
Dividend Receivable	367	752
TOTAL	6,367	752
<hr/>		
	As at 31-03-2013	As at 31-03-2012
NOTE – 12 — CONTINGENT LIABILITIES AND COMMITMENTS		
Contingent liabilities not provided for:	—	—
Commitments:		
Purchase of Units of Mutual Fund	6,000	—
TOTAL	6,000	—
<hr/>		
NOTE – 13		
The Board of Directors for the current year recommend a Dividend of Rs. 55 per share (Previous year Rs. 55 per share).		
<hr/>		
	As at 31-03-2013	As at 31-03-2012
NOTE – 14 — OTHER INCOME		
Dividend on Investments:		
Long Term	79,162	52,780
Current	546	718
	79,708	53,498
Distributable Income from Mutual Funds	1,602	1,400
Profit on Sale of Long Term Investments (Net)	314	997
Adjustments to the carrying amount of current Investments (net)	2,865	—
TOTAL	84,489	55,895

Notes Forming Part of the Statement for the year ended 31st March, 2013

	Rs. in Thousand	
	As at 2012-2013	As at 2011-2012
NOTE – 15 — OTHER EXPENSES		
Legal and Professional Fees	1,026	833
Rates and Taxes	413	315
Directors' Sitting Fees	67	64
Travelling Expenses	—	195
Loss on sale of Current Investments (Net)	2,097	1,054
Auditors' Remuneration:		
Audit Fees	40	40
Certification etc.	29	33
Reimbursement of Expenses	13	13
	<u>82</u>	<u>86</u>
Repairs and Maintenance	152	49
Commission to Directors	1,000	900
Adjustments to the carrying amounts of current investment (Net)	—	1,888
Miscellaneous Expenses	415	336
	<u>5,252</u>	<u>5,720</u>
TOTAL	5,252	5,720

NOTE – 16

The investment activity is considered as a single segment in accordance with the Accounting Standard (AS-17) "Segment Reporting."

NOTE – 17

Related Party Disclosures:

A. Name of the related party and nature of relationship where control exists:

Name of the Party	Nature of Relationship
New Holding and Trading Company Limited	Subsidiary Company

Notes Forming Part of the Statement for the year ended 31st March, 2013

B. Related Party Transactions:

Rs. in Thousand

Nature of Transactions	Subsidiary Company	Key Management Personnel	Relatives of Key Management Personnel	Individuals having significant influence over the enterprise.	Relatives of Individuals having significant influence over the enterprise.	Enterprise over which key Management personnel exercise significant influence	Enterprise over which Individuals having significant influence over the reporting enterprise exercise significant influence	TOTAL
Directors' Sitting Fees	— (—)	57 (48)	— (—)	10 (16)	— (—)	— (—)	— (—)	67 (64)
Commission	— (—)	400 (360)	— (—)	600 (540)	— (—)	— (—)	— (—)	1,000 (900)
Dividend paid	— (—)	113 (113)	247 (247)	105 (105)	729 (729)	— (—)	20,043 (20,043)	21,237 (21,237)
Dividend Received	— (—)	— (—)	— (—)	— (—)	— (—)	60,690 (35,700)	— (—)	60,690 (35,700)
Legal and Professional Fees	— (—)	111 (95)	— (—)	— (—)	— (—)	— (—)	— (—)	111 (95)
Amount outstanding at the end of the year - Payable	— (—)	511 (455)	— (—)	600 (540)	— (—)	— (—)	— (—)	1,111 (995)

- NOTES:
- There is no provision for doubtful debts as at the end of the year in respect of related parties.
 - There are no amounts written off or written back during the year in respect of debts due from or to related parties.
 - Previous Year figures are shown within Brackets.
 - The related parties included in the various categories above, where transactions have taken place are given below:

Subsidiary Company	New Holding And Trading Company Limited
Key Management Personnel	Mr. A. V. Setalvad Mr. A. R. Broacha Mrs. J. A. Setalvad
Relatives of Key Management Personnel.	
Individuals having significant influence over the enterprise.	Mr. V. C. Vaidya Mr. Gaurav Swarup Mr. Vikram Swarup
Relatives of individual having significant influence over the enterprise.	Mr. Mahendra Swarup Mrs. Bindu Swarup Mrs. Gyan Swarup Mrs. Parul Swarup
Enterprise over which key Management Personnel exercise significant influence.	—
Enterprises over which Individuals having significant influence over the reporting enterprise exercise significant influence.	Paharpur Cooling Towers Limited Paharpur Corporation Limited Melvin Powell Vanaspati & Engineering Industries Limited

Notes Forming Part of the Statement for the year ended 31st March, 2013

NOTE – 18

Earnings per Share

- (a) The amount used as the numerator in calculating basic and diluted earnings per share is the Net Profit for the year disclosed in the Profit and Loss Account.
- (b) The weighted average number of equity shares used as the denominator in calculating both basic and diluted earnings per share is 5,81,780.
-

NOTE – 19

Employee benefits expenses includes Rs. 7/- (Previous year Rs. 7/-) Incurred on staff welfare.

NOTE – 20

During the year, the Company has settled a claim for fraudulent transfer of shares of the Company.

NOTE – 21

The Company has recognised the MAT Credit during the year to the extent of virtual certainty of taxable income in accordance with the tax laws.

NOTE – 22

Disclosures as per the revised Schedule VI has been given to the extent those are applicable to the Company.

NOTE – 23

Previous year figures have been regrouped wherever necessary to conform current year classification.

Signatures to Note 1 to 23

As per our report attached

For V. S. SOMANI & CO.
Chartered Accountants

CA. V. S. SOMANI
Proprietor

Mumbai, May 24, 2013.

For and on behalf of the Board of Directors

A. V. SETALVAD *Chairman*

A. R. BROACHA *Director*

Mumbai, May 24, 2013.

Annexure to the Directors' Report

Statement pursuant to Section 212 of the Companies Act, 1956 relating to the Subsidiary Company — New Holding And Trading Company Limited

	Rs. in Thousand
1. The Financial Year of the Company ended on	March 31, 2013
2. Shares of the Subsidiary held by The Industrial & Prudential & Investment Company Limited	
Equity —	
Number	5025 fully paid-up
Extent Holding	100%
3. The net aggregate of profits/(losses) of the Subsidiary Company so far as it concerns the members of The Industrial & Prudential Investment Company Limited —	(Rs. In Thousands)
(a) Not dealt with in the accounts of The Industrial & Prudential Investment Company Limited for the year ended March 31, 2013 amount to —	
(i) for the subsidiary financial year ended as above	2,880
(ii) for the previous financial years of the Subsidiary since it become the Holding Company's subsidiary	32,056
(b) Dealt with in the accounts of The Industrial & Prudential Investment Company Limited for the year ended March 31, 2013 amount to —	
(i) for the Subsidiary's financial year ended as ended as above	Nil
(ii) for the previous financial years of the subsidiary since it became the holding Company's subsidiary	Nil

For and on behalf of the Board of Directors

A. V. SETALVAD *Chairman*

Mumbai, May 24, 2013.

A. R. BROACHA *Director*

Schedule to the Balance Sheet of a Non-Banking Financial Company

as required in terms of Paragraph 9BB of

Non-Banking Financial Companies Prudential Norms (Reserve Bank) Direction, 1998

Particulars	Rs. in Thousand	
	Amount Outstanding	Amount overdue
Liabilities side:		
(1) Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not Paid:		
(a) Debentures : Secured		
: Unsecured (other than falling within the meaning of public deposits*)	NIL	NIL
(b) Deferred Credits		
(c) Term Loans		
(d) Inter-corporate loans and borrowing		
(e) Commercial Paper		
(f) Public Deposits*		
(g) Other Loans (specify nature)		
* Please see Note 1 below		
(2) Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but net paid):		
(a) In the form of Unsecured debentures	NIL	NIL
(b) In the form of partly secured debentures i.e; debentures where there is a shortfall in the value of security		
(c) Other public deposits		
*Please see Note 1 below		
Assets side:		
(3) Break-up of Loans and Advances including bills receivables (Other than those included in (4) below):		NIL
(a) Secured		
(B) Unsecured		
(4) Break-up of Leased Assets and stock on hire and hypothecation loans counting towards		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:		
(a) Assets on hire		
(b) Repossessed Assets		
(iii) Hypothecation loans counting towards EL/HP activities:		
(a) Loans where assets have been repossessed		
(b) Loans other than (a) above		
(5) Break-up of investments:		
Current investments:		
1. Quoted:		
(i) Shares: (a) Equity	239.01	
(b) Preference	—	
(ii) Debentures and Bonds	—	
(iii) Units of Mutual Funds	19.19	
(iv) Government securities	—	
(v) Others (please specify)	—	
2. Unquoted:		
(i) Shares: (a) Equity	—	
(b) Preference	—	
(ii) Debentures and Bonds	—	
(iii) Units of Mutual Funds	25.00	
(iv) Government Securities	—	
(v) Others (please specify)	—	

	Particulars	Rs. in Thousand		
	Long Term Investments: (AT COST):			
	1. Quoted:			
	(i) Shares:	(a) Equity	931.28	
		(b) Preference	—	
	(ii) Debentures and Bonds	—		
	(iii) Units of Mutual Funds	—		
	(iv) Government Securities	—		
	(v) Others (please specify)	—		
	2. Unquoted:			
	(i) Shares:	(a) Equity	30.81	
		(b) Preference	—	
	(ii) Debentures and Bonds	—		
	(iii) Units of Mutual Funds	1489.25		
	(iv) Government Securities	—		
	(v) Others (please specify)	—		
(6)	Borrower group-wise classification of all leased assets, stock-on-hire and Loans and advances: Please see Note 2 below			
		Amount net of provisions		
	Category	Secured	Unsecured	Total
	1. Related Parties**			
	(a) Subsidiaries			
	(b) Companies in the same group		NIL	
	(c) Other related parties			
	2. Other than related parties			
	TOTAL			
(7)	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/ Breakup or fair Value or NAV	Book Value (Net of Provisions)	
	1. Related Parties**			
	(a) Subsidiaries	354.88	0.03	
	(b) Companies in the same group	—	—	
	(c) Other related parties	14,565.60	174.01	
	2. Other than related parties	9,532.86	2,560.50	
	TOTAL	24,098.46	2,734.54	
(8)	Other information			
	(i) Gross Non-Performing Assets	NIL		
	(a) Related parties			
	(b) Other than related parties			
	(ii) Net Non-Performing Assets	NIL		
	(a) Related parties			
	(b) Other than related parties			
	(iii) Assets acquired in satisfaction of debt	NIL		

Note:

- 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 debt. However, market value in respect of quoted investments and break-up/fair value/NAV in respect of unquoted investments should be disclosed irrespectively of whether they are classified as long term or current in columns (5) above.

THE INDUSTRIAL & PRUDENTIAL INVESTMENT COMPANY LIMITED

STATEMENT OF NET OWNED FUNDS AS ON MARCH 31, 2013

Rs. in thousand

	AMOUNT
i. Paid-up Equity Capital	5,821
ii. Free Reserves	2,76,527
iii. Total (i + ii)	2,82,348
iv. Accumulated balance of loss	—
v. Deferred Revenue Expenditure	—
vi. Other intangible assets	—
vii. Total (iv + v + vi)	—
viii. Owned Funds (iii – vii)	2,82,348
ix. Investment in shares of:	
a. Subsidiaries	3
b. Companies in the same Group	—
c. Other non-banking financial companies	3,022
x. The book value of debentures, bonds, outstanding loans and advances made to and deposits with:	
a. Subsidiaries	—
b. Companies in the same Group	—
xi. Total {ix (a) + ix (b) + ix (c) + x (a) + (b)}	3,025
xii. Amount of item xi in excess of 10% of item viii above	—
xiii. Net Owned Funds (viii-xii)	2,82,348

As per our report attached

For V. S. SOMANI & CO.
Chartered Accountants

CA. V. S. SOMANI
Proprietor

Mumbai, May 24, 2013.

For and on behalf of the Board of Directors

A. V. SETALVAD *Chairman*

A. R. BROACHA *Director*

Mumbai, May 24, 2013.

Independent Auditors' Report on the Consolidated Financial Statements

To the Board of Directors of
The Industrial & Prudential Investment Company Limited

We have audited the accompanying consolidated financial statements of **THE INDUSTRIAL & PRUDENTIAL INVESTMENT COMPANY LIMITED** ('the Company'), which comprise the consolidated balance Sheet as at 31st March 2013, the consolidated statement of Profit and Loss and the Cash Flows Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

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

AUDITOR'S RESPONSIBILITY

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The Procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatements 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 consolidated financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of 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 opinion.

OPINION

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on the financial statements of the subsidiary. The financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Consolidated Balance Sheet, of the State of affairs of the Company and its subsidiary as at 31st March 2013;
- (b) in the case of the Consolidated Profit and Loss Account, of the Profit for the year ended on that date; and
- (c) in the case of the Consolidated Cash Flow Statement, of the Cash Flow for the year ended on that date.

Independent Auditors' Report on the Consolidated Financial Statements

OTHER MATTERS

We did not audit the financial statements of the subsidiary of, New Holding and Trading Company Limited, whose financial statements reflect total assets (net) of Rs. 354.64 Lacs as at 31st March 2013, the total revenues of Rs. 30.86 Lacs and cash outflows amounting to Rs. 41.84 Lacs for the year ended on that date, as considered in the consolidated financial statements. These financial statements and other information of the subsidiary have been audited by other firm of Chartered Accountants, and our opinion, in so far as it relates to the amounts included in respect of the subsidiary are based solely on their audit report.

For V. S. SOMANI & CO.
Chartered Accountants
Firm Registration No.: 117589W

CA. V. S. SOMANI
Proprietor
Membership No.: 102664

Mumbai, May 24, 2013.

THE INDUSTRIAL & PRUDENTIAL INVESTMENT COMPANY LIMITED

Consolidated Balance Sheet as at 31st March, 2013

Rs. in Thousand

PARTICULARS	NOTES	As at 31-03-2013	As at 31-03-2012
I EQUITY AND LIABILITIES			
(1) SHAREHOLDERS' FUNDS			
(a) Share Capital	2	5,821	5,821
(b) Reserves and Surplus	3	312,028	268,607
(c) Money received against Share Warrants		—	—
Sub-Total- Shareholders Funds		317,849	274,428
(2) SHARE APPLICATION MONEY			
Pending allotment		—	—
(3) NON - CURRENT LIABILITIES			
(a) Long - term borrowings		—	—
(b) Deferred tax Liabilities (Net)		—	—
(c) Other Long Term Liabilities		—	—
(d) Long - term Provisions		—	—
Sub-Total- Non Current Liabilities		—	—
(4) CURRENT LIABILITIES			
(a) Short - term borrowings		—	—
(b) Trade Payables		1,161	1,164
(c) Other Current Liabilities	4	2,641	2,284
(d) Short - term Provisions	5	37,932	38,346
Sub-Total- Current Liabilities		41,734	41,794
TOTAL I		359,583	316,222
II ASSETS			
(1) NON - CURRENT ASSETS			
(a) Fixed assets			
(i) Tangible assets	6	82	84
(ii) Intangible assets		—	—
(iii) Capital work in progress		—	—
(iv) Intangible assets under development		—	—
(b) Non-Current Investments	7	277,526	270,747
(c) Deferred Tax assets (net) assets		—	—
(d) Long Term loans and Advances		—	—
(e) Other non-current assets		15	15
Sub-Total- Non Current Assets		277,623	270,846
(2) CURRENT ASSETS			
(a) Current Investments	8	28,320	27,701
(b) Inventories		—	—
(c) Trade receivables		1	—
(d) Cash and Cash equivalents	9	46,385	15,423
(e) Short Term Loan and Advances	10	887	1,455
(f) Other Current assets	11	6,367	797
Sub-Total- Current Assets		81,960	45,376
TOTAL II		359,583	316,222
See accompanying notes to the financial statements	1		

As per our report attached

For and on behalf of the Board of Directors

For V. S. SOMANI & CO.

Chartered Accountants

A. V. SETALVAD

Chairman

CA. V. S. SOMANI

Proprietor

A. R. BROACHA

Director

Mumbai, May 24, 2013.

Mumbai, May 24, 2013.

Consolidated Statement of Profit and Loss for the year ended 31st March, 2013

		Rs. in Thousand	
	NOTES	For the year ended 31-03-2013	For the year ended 31-03-2012
I Revenue from operations - Interest		11	11
II Other Income	14	87,541	58,896
III Total Revenue (I + II)		87,552	58,907
IV Expenses			
Cost of Materials Consumed		—	—
Purchase of Stock in Trade		—	—
Changes in inventories of finished goods, work in progress and stock in Trade		—	—
Employee benefits Expenses		752	701
Finance Cost		—	—
Depreciation and amortisation Expenses		18	16
Other Expenses	15	5,424	5,805
TOTAL EXPENSES		6,194	6,522
V Profit before exceptional and extraordinary items and tax (III-IV)		81,358	52,385
VI Exceptional items (Refer Note No. 17)		596	—
VII Profit before extraordinary items and tax (V-VI)		80,762	52,385
VIII Extraordinary Items		—	—
IX Profit before Tax (VII - VIII)		80,762	52,385
X Tax Expenses			
(1) Current Tax		495	1
(2) Minimum Alternate Tax credit		(495)	—
(2) Short /(Excess) provision of earlier year		(95)	—
(3) Deferred Tax		—	(11)
		(95)	(10)
XI Profit for the year from continuing operations		80,857	52,395
XII Profit/(Loss) from discontinuing operations		—	—
XIII Tax Expenses of discontinuing operations		—	—
XIV Profit/(Loss) from discontinuing operations (after Tax) (XII-XIII)		—	—
XV Profit /(Loss) for the year		80,857	52,395
XVI Earning per equity Share			
(1) Basic		138.98	90.05
(2) Diluted		138.98	90.05

See accompanying notes to the financial statements

1

As per our report attached

For and on behalf of the Board of Directors

For V. S. SOMANI & CO.
Chartered Accountants

A. V. SETALVAD *Chairman*

CA. V. S. SOMANI
Proprietor

A. R. BROACHA *Director*

Mumbai, May 24, 2013.

Mumbai, May 24, 2013.

Consolidated Cash Flow for the year ended 31st March, 2013

	As at 31.03.2013	As at 31.03.2012
Rs. in Thousand		
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax	80,762	52,385
Adjusted for		
Depreciation	18	16
Investment income	(82,578)	(56,914)
Carrying amount of investments (net)	(2,784)	961
.....	(85,344)	(55,937)
Operating Profit/(Loss) before Working Capital Changes ..	(4,582)	(3,552)
Changes in		
Trade & Other Receivable	(5,567)	(779)
Trade and other Payables	(4)	(53)
NET CASH USED IN OPERATING ACTIVITIES.....	(10,153)	(4,384)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(16)	—
Purchase of Investments	(160,493)	(226,320)
Sale of Investments	154,061	213,945
Dividend Received	82,793	55,568
Distributable Income from Mutual Fund	1,602	1,400
Cash Generated from Investing Activities.....	77,947	44,593
Direct Taxes Paid	(1)	(159)
NET CASH FROM INVESTING ACTIVITIES	77,946	44,434
C. CASH FLOW FROM FINANCIAL ACTIVITIES		
Dividend Paid	(31,640)	(31,386)
Tax on Dividend	(5,191)	(5,191)
NET CASH USED IN FINANCIAL ACTIVITIES	(36,831)	(36,577)
NET CHANGES IN CASH & CASH EQUIVALENTS (A+B+C)	30,962	3,473
CASH AND CASH EQUIVALENTS - OPENING BALANCE	15,423	11,950
CASH AND CASH EQUIVALENTS - CLOSING BALANCE	46,385	15,423

- NOTES:** 1. All figures in brackets are outflows.
 2. Cash and Bank Balances includes balance lying with designated Banks in unclaimed dividend accounts Rs. 2516/- (Previous year Rs. 2,158/-).
 3. Previous year figures have been regrouped wherever necessary.

As per our report attached

For V. S. SOMANI & CO.
 Chartered Accountants

CA. V. S. SOMANI
 Proprietor

Mumbai, May 24, 2013.

For and on behalf of the Board of Directors

A. V. SETALVAD Chairman

A. R. BROACHA Director

Mumbai, May 24, 2013.

Notes Forming Part of the Statement For the year ended 31st March, 2013

NOTE – 1 — SIGNIFICANT ACCOUNTING POLICIES

- (i) The consolidated Financial Statements are prepared in accordance with Principles of Consolidation prescribed in AS-21 Accounting Standards notified by Companies (Accounting Standards) Rules, 2006 and referred to in Section 211(3C) of the Companies Act, 1956. The Consolidated Financial Statements comprise the financial statement of the Industrial & Prudential Investment Company Limited and its wholly owned subsidiary “New Holding and Trading Company Limited”, which is incorporated in India.”
- (ii) The Accounting Policies have been consistently applied by the Company and are consistent with those used in the previous year.
- (iii) The financial statements of the Company and its subsidiary company have been consolidated on a line-by-line basis by adding together the book value of items of assets, liabilities, income and expenses after eliminating intra-group balances and intra-group transactions resulting in unrealised profits or unrealised cash losses.
- (iv) The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented, to the extent possible, in the same manner as the Company’s separate financial statements.

Rs. in Thousand

NOTE – 2 — SHARE CAPITAL

Authorised:

10,00,000 Equity Shares of Rs. 10 each

Issued, Subscribed and Paid-up:

5,81,780 Equity Shares of Rs. 10 each
Forefited Shares

	As at 31-03-2013	As at 31-03-2012
	<u>10,000</u>	<u>10,000</u>
	5,818	5,818
	3	3
	<u>5,821</u>	<u>5,821</u>

- (a) Reconciliation of the number of shares

	2012-13		2011-12	
	Equity Shares		Equity Shares	
	Numbers	Amount	Numbers	Amount
Shares outstanding at the beginning of the year	581780	5818	581,780	5,818
Shares Issued during the year	—	—	—	—
Shares bought back during the year	—	—	—	—
Shares outstanding at the end of the year	581780	5818	581,780	5,818

Notes Forming Part of the Statement For the year ended 31st March, 2013

(b) Terms and Rights attached to equity shareholders:

The Share holders have all rights as available to Equity Shareholders as per the provisions of the Companies Act, 1956, read together with the Memorandum of Association and Articles of Association of the Company, as applicable.

(c) Name of the Shareholder holding more than 5% Equity Shares (As certified by the Management on which Auditors have relied).

Name of the Shareholder	31/03/2013		31/03/2012	
	No. of Shares	% of Holding	No. of Shares	% of Holding
1. Paharpur Cooling Towers Ltd.	248,967	42.79	248,967	42.79
2. Paharpur Corporation Limited	63,850	10.97	63,850	10.97
3. Melvin Powell Vanaspati & Engineering Industries Limited	51,600	8.87	51,600	8.87

Rs. in Thousand

NOTE – 3 — RESERVES AND SURPLUS

Capital Reserve

Balance as per last Balance Sheet

65

65

General Reserve

Balance as per last Balance Sheet

66,350

61,050

Add: Transferred from surplus

8,090

5,300

74,440

66,350

Special Reserve

(In terms of Section 45-IC of Reserve Bank of India Act)

Balance as per last Balance Sheet

84,175

73,590

Add: Transferred from surplus

16,180

10,585

100,355

84,175

Surplus

Balance as per last Balance Sheet

118,017

118,696

Add: Profit for the year as per Profit and Loss Statement ...

80,857

52,395

198,874

171,091

Less: Appropriations:

Transferred to:

Special Reserve

16,180

10,585

General Reserve

8,090

5,300

Proposed Dividend

31,998

31,998

Tax on Dividend

5,438

5,191

61,706

53,074

137,168

118,017

TOTAL

312,028

268,607

Notes Forming Part of the Statement For the year ended 31st March, 2013

NOTE – 4 — OTHER CURRENT LIABILITIES

Rs. in Thousand

	As at 31-03-2013	As at 31-03-2012
Unclaimed Dividend	2,516	2,158
Tax Deducted at source	125	126
TOTAL	2,641	2,284

NOTE – 5 — SHORT TERM PROVISIONS

	As at 31-03-2013	As at 31-03-2012
Provision for Income Tax	496	1,157
Provision for Proposed Dividend	31,998	31,998
Tax on Proposed Dividend	5,438	5,191
TOTAL	37,932	38,346

NOTE – 6 — TANGIBLE FIXED ASSETS

Rs. in Thousand

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01.04.2012	Additions during the year	Deductions/ Adjustments during the year	As at 31.03.2013	As at 01.04.2012	For the year	Deductions/ Adjustments during the year	As at 31.03.2013	As at 31.03.2013	As at 31.03.2012
1 Office Premises	152	—	—	152	120	2	—	122	30	32
2 Furnitures and Fixtures	380	—	—	380	368	2	—	370	10	12
3 Office Equipments	117	—	—	117	88	4	—	92	25	29
4 Others, Computers	450	16	—	466	439	10	—	449	17	11
TOTAL	1,099	16	—	1,115	1,015	18	—	1,033	82	84
Previous year	1,099	—	—	1,099	981	18	—	999	84	100

NOTE: Office Premises includes Rs. 250 (Previous year Rs. 250/-) being the cost of shares in Co-operative Society.

**CONSOLIDATED
THE INDUSTRIAL & PRUDENTIAL INVESTMENT COMPANY LIMITED**

Notes Forming Part of the Statement For the year ended 31st March, 2013

					Rs. in Thousand	
NOTE – 7 — NON CURRENT INVESTMENTS	Face Value Rupees	Holding 31-03-2013 Nos.	As at 31-03-2013	As at 31-03-2012		
Name of the Company						
I. A. LONG TERM - QUOTED - (NON TRADE) (AT COST)						
(a) INVESTMENT IN EQUITY INSTRUMENTS (FULLY PAID)						
3i Infotech Limited.....	10	45,000	2,065	1,979		
ACC. Limited	10	7,000	438	438		
Alstom T. & D. India Limited	2	50,000	788	788		
Amara Raja Batteries Limited.....	2	105,000	1,004	1,004		
Andhra Cements Limited	10	—	—	1,553		
Ashapura Minechem Limited	2	50,000	1,726	—		
BASF India Limited	10	7,800	1,200	1,200		
BEML Limited	10	8,500	1,877	1,877		
Bharat Electronics Limited	10	3,000	1,196	1,196		
Bharat Forge Limited	2	16,000	1,383	1,383		
Bharti Airtel Limited	5	17,500	2,274	2,274		
Bosch Limited	10	2,000	11	11		
Century Textile and Industries Limited	10	1,000	426	426		
Cairn India Limited	10	4,400	1,484	—		
Dish TV India Limited.....	1	5,000	71	71		
Dr. Reddy's Laboratories Limited	5	4,000	2,029	2,029		
Gail (India) Limited	10	28,500	4,322	4,322		
Glaxo SmithKline Pharmaceuticals Limited	10	1,000	1,100	1,100		
GTL Limited	10	4,000	1,036	1,036		
GTL Infrastructure Limited	10	8,000	182	182		
Great Offshore Limited	10	—	—	1,296		
Hindustan Unilever Limited.....	1	73,000	191	191		
ICICI Bank Limited	10	6	2	2		
IDBI Bank Limited	10	15,000	1,170	1,170		
Infosys Technologies Limited	5	112,800	5,257	5,257		
ISMT Limited	5	43,750	738	738		
ITC Limited	1	18,000	1,127	1,127		
KSB Pumps Limited.....	10	7,400,000	28,409	28,409		
LIC Housing Finance Limited.....	2	7,500	1,463	1,463		
Mahanagar Telephone Nigam Limited.....	10	7,000	1,435	1,435		
Monsanto India Limited.....	10	1,600	673	673		
N C C Ltd.	2	54,000	1,458	1,458		
Nestle India Limited	10	14,000	178	178		
NTPC Limited	10	21,000	1,684	1,684		
Orient Abrasives Limited	1	90,000	862	862		
Orient Refractories Limited	1	90,000	401	401		
Piramal Glass Ltd.....	10	12,356	1,128	1,128		
Piramal Entertainment Ltd.....	2	20,500	1,557	1,557		
PVP Ventures Limited	10	—	—	154		
Praj Industries Limited.....	2	—	—	2,416		
Ranbaxy Laboratories Limited.....	5	5,000	892	892		

Notes Forming Part of the Statement For the year ended 31st March, 2013

		Rs. in Thousand		
NOTE – 7 — NON CURRENT INVESTMENTS — contd.	Face Value Rupees	Holding 31-03-2013 Nos.	As at 31-03-2013	As at 31-03-2012
Name of the Company				
Reliance Industries Limited	10	16,000	1,455	1,455
Satyam Computers Limited	2	25,000	1,869	1,869
Schneider Electric Infrastructure Limited	10	50,000	237	237
Seamec Limited	10	—	—	1,507
Selan Exploration Technology Limited	10	11,000	805	805
Siemens Limited	2	25,000	195	195
State Bank of India	10	7,100	3,947	3,947
Tata Consultancy Services Limited	1	14,000	6,671	6,671
Tata Motors Limited	2	20,000	388	388
Tata Motors Limited (DVR)	2	39,250	3,395	3,397
Tata Power Company Limited	1	260,000	780	780
Tata Steel Limited	10	17,686	3,743	3,743
The Federal Bank Limited	10	3,000	1,041	1,041
The Great Eastern Shipping Company Limited	10	30,400	5,057	5,057
The Indian Hotels Company Limited	1	79,200	1,508	1,508
The Karur Vysya Bank Limited	10	38,000	3,591	3,591
Titan Industries Limited	1	282,000	3,085	2,630
Timken India Limited	10	7,000	1,433	—
Vikas WSP Limited	1	30,000	2,231	—
Zee Entertainment Enterprises Limited	1	20,808	799	799
Sub-Total — (a)			115,467	114,978
(b) Debenture (Non-convertible Secured):				
Dr. Reddy's Laboratories Limited	5	24,000	—	—
(Date of redemption After 36 months from 24.03.2011)				
Deutsche Investments India Pvt. Ltd. SR GRO135 BR NCD 23SP 13 (Date of redemption 23-09-2013) 100,000		—	—	30,300
Sub-Total — (b)			—	30,300
Sub-Total — A (a + b)			115,467	145,277
B. Unquoted Long Term				
(a) Equity Shares (Fully Paid)				
Others (Non-Trade)				
Bombay Stock Exchange Limited	1	13,500	3,078	3,078
Niyuprene Plastics Company Limited	10	1,000	—	—
Siltronics (India) Limited	10	30	—	—
Sub-Total (a)			3,078	3,078

CONSOLIDATED
THE INDUSTRIAL & PRUDENTIAL INVESTMENT COMPANY LIMITED

Notes Forming Part of the Statement For the year ended 31st March, 2013

		Rs. in Thousand		
NOTE – 7 — NON CURRENT INVESTMENTS — contd.	Face Value Rupees	Holding 31-03-2013 Nos.	As at 31-03-2013	As at 31-03-2012
Name of the Company				
(b) Investments In Mutual Fund (Non-Trade)				
Birla Sunlife Mutual Fund:				
1. Income Plus-Growth	10	197,594	10,000	—
2. Income Plus-Quarterly Dividend Payout	10	482,614	6,000	6,000
3. Dynamic Boand Fund-retail Quarterly Dividend Payout	10	1,209,085	14,000	14,000
Franklin Templeton Investment Low Duration Fund				
Quarterly Dividend Payout	10	—	—	5,000
HDFC Mutual Fund:				
1. High Interest Fund-Short Term Plan-Dividend Payout	10	—	—	14,946
2. Quarterly Interval Fund-Plan B- Retail Dividend Retail Dividend Payout	10	—	—	6,003
3. High Interest Qtrly Dividend	10	262,881	3,000	—
ICICI Prudential Mutual Fund				
1. Regular Saving Fund Qtrly Dividend	10	963,679	10,000	10,000
2. Income Plan Institutional Dividend	10	408,844	5,000	5,000
3. Income Plan Dividend Payout	10	1,504,121	20,000	—
4. Income Plan Growth	10	280,568	10,000	—
5. Regular Saving Plan-Growth	10	422,608	5,000	—
IDFC Super Saver-Income Plan-Growth	10	391,751	10,533	—
IL & FS Milestone Fund - II	1000	20,000	20,000	20,000
JM Mutual Fund				
1. Money Manager Super Plan-Daily Dividend..	10	—	—	31,312
2. G-Sec Fund-Qtrly Dividend Payout	10	282,785	5,000	—
3. G-Sec Fund- Regular Plan Dividend	10	254,635	4,000	4,000
4. Short Term Fund- daily Dividend	10	808,089	8,117	—
Kotak Contra Option Dividend Payout	10	—	—	50
Master Plus - 1991 Unit Trust of India.....	10	40,000	775	775
Principal Emerging Blue Chips Fund-Regular Dividend	10	—	—	168
Reliance Regular Saving Fund-Debt Plan Quarterly Dividend Payout	10	605,058	7,500	7,500
Reliance Regular Saving Fund-Debt Plan-Growth .	10	327,345	5,000	—
UTI Short Term-Income Fund-Dividend Payout	10	761,800	10,000	—
Mutual Fund-Bond Fund Dividend Payout	10	602,337	7,500	—
Sub Total (b)			161,425	124,754
[Total — B (a + b)]			164,503	127,832
TOTAL — I (A + B)			279,970	273,110
Less: Provision for diminution in the value of Investments			2,444	2,363
TOTAL			277,526	270,747
Aggregate Cost of Quoted Investments			115,467	145,278
Aggregate Cost of unquoted Investments			164,503	127,832
Market Value of Quoted Investments			2,293,388	2,613,372
Provision for diminution in the value of Investments			2,444	2,363

Notes Forming Part of the Statement For the year ended 31st March, 2013

					Rs. in Thousand	
NOTE – 8 — CURRENT INVESTMENTS, OTHER INVESTMENTS (LOWER OF COST OR MARKET VALUE)	Face Value Rupees	Holding 31-03-2013 Nos.	As at 31-03-2013	As at 31-03-2012		
Name of the Company						
A. Quoted Current						
(a) Equity Shares (Fully Paid)						
Abbott India Limited	10	—	—	1,982		
Akzo Nobel India Ltd.	10	3,838	3,468	1,799		
Axis Bank Limited	10	1,950	2,519	2,235		
Bajaj Crop Limited	2	—	—	1,188		
Bharat Heavy Electricals Limited	2	—	—	1,028		
Cairn India Limited	10	6,300	1,717	—		
Eicher Motors Limited	10	1,562	1,992	1,992		
Hathway Cable AND Datacom Limited	10	14,700	2,535	—		
IDFC Limited	10	10,855	1,559	1,434		
Lupin Limited	2	3,350	370	370		
Omnitech Infosolutions Limited	10	—	—	1,325		
Power Grid Corporation of India Ltd.,	10	—	—	2,014		
State Bank of India	10	—	—	2,100		
Sterlite Industries (India) Limited	1	—	—	793		
Tech Mahindra Limited	10	2,000	1,926	—		
Titan Industries Limited	1	28,500	1,910	1,910		
TV 18 Broadcast Limited	2	120,000	2,516	—		
Ultra Tech Cement Limited	10	1,000	1,869	—		
Unichem Laboratories Limited	2	8,750	1,520	1,198		
Voltas Limited	1	—	—	1,509		
Sub Total — (a)			23,901	22,877		
(b) Mutual Fund						
Benchmark Mutual Fund - Liquid Bees (PP)	1000	1,919	1,919	4,824		
Sub Total — (b)			1,919	4,824		
TOTAL A (a + b)			25,820	27,701		
B. Current Unquoted						
Mutual Fund						
Reliance Pharma Fund-Div. Plan-Div. Payout	10	62,468	2,500	—		
TOTAL B			2,500	—		
TOTAL (A + B)			28,320	27,701		
Aggregate Cost of Quoted Investments			25,820	27,701		
Aggregate Cost of Unquoted Investments			2,500	—		
Market Value of Quoted Investments			40,458	36,242		
Provision for diminution in the value of Investments			973	3,839		

CONSOLIDATED
THE INDUSTRIAL & PRUDENTIAL INVESTMENT COMPANY LIMITED

Notes Forming Part of the Statement For the year ended 31st March, 2013

	Rs. in Thousand	
	As at 31-03-2013	As at 31-03-2012
NOTE – 9 — CASH AND CASH EQUIVALENTS		
Balance with banks in Current Account	43,860	13,253
Cash in hand	9	12
Earmarked balance with Banks in Dividend Accounts	2,516	2,158
TOTAL	46,385	15,423
	As at 31-03-2013	As at 31-03-2012
NOTE – 10 — SHORT TERM LOANS AND ADVANCES (Unsecured, Considered Good)		
Prepaid expenses	10	14
Advance Income Tax	382	1,441
MAT Credit entitlement	495	—
TOTAL	887	1,455
	As at 31-03-2013	As at 31-03-2012
NOTE – 11 — OTHER CURRENT ASSETS (Unsecured, Considered Good)		
Dividend Receivable	367	797
Proceeds receivable on sale of Units of Mutual Fund	6,000	—
TOTAL	6,367	797
	As at 31-03-2013	As at 31-03-2012
NOTE – 12 — CONTINGENT LIABILITIES AND COMMITMENTS		
Contingent liabilities not provided for:		
Commitments:		
Purchase of Units of a Mutual Funds	6,000	—
TOTAL	6,000	—
	As at 31-03-2013	As at 31-03-2012
NOTE – 13		
The Board of Directors for the current year recommend a Dividend of Rs. 55 per share (Previous year Rs. 55 per share).		
	As at 31-03-2013	As at 31-03-2012
NOTE – 14 — OTHER INCOME		
Dividend on Investments		
Long Term	82,248	54,849
Current	546	718
	82,794	55,567
Distributable Income from Mutual Funds	1,602	1,400
Profit on Sale of Long Term Investments (Net)	280	1,002
Provision for Diminution in the Value of Long Term Investments (Net)	—	927
Adjustment to the carrying amount of Long Term Investment (Net)	2,865	—
TOTAL	87,541	58,896

Notes Forming Part of the Statement For the year ended 31st March, 2013

	Rs. in Thousand	
	As at 31.03.2013	As at 31.03.2012
NOTE – 15 — OTHER EXPENSES		
Legal and Professional Fees	1,026	833
Rates and Taxes	413	315
Directors' Sitting Fees	70	67
Travelling Expenses	—	195
Loss on sale of Current Investments (Net)	2,097	1,054
Auditors' Remuneration:		
Audit Fees	48	48
Certification etc.	29	33
Reimbursement of Expenses	14	14
	<u>91</u>	<u>95</u>
Commission to Directors	1,000	900
Provision for Diminution in the Value of Long Term Investments (Net)	80	—
Adjustments to the carrying amounts of current investment (Net)	—	1,888
Repairs and Maintenance	152	49
Miscellaneous Expenses	495	409
TOTAL	<u>5,424</u>	<u>5,805</u>

NOTE – 16

Related Party Disclosures:

A. Related Party Transactions:

Rs. in Thousand

Nature of Transactions	Key Management Personnel	Relatives of Key Management Personnel	Individuals having significant influence over the enterprise.	Relatives of Individuals having significant influence over the enterprise.	Enterprise over which key Management personnel exercise significant influence	Enterprise over which Individuals having significant influence over the reporting enterprise exercise significant influence	TOTAL
Directors' Sitting Fees	59 (50)	— (—)	11 (17)	— (—)	— (—)	— (—)	70 (67)
Commission	400 (360)	— (—)	600 (540)	— (—)	— (—)	— (—)	1,000 (900)
Dividend paid	113 (113)	247 (247)	105 (105)	729 (729)	— (—)	20,043 (20,043)	21,237 (21,237)
Dividend Received	— (—)	— (—)	— (—)	— (—)	62,900 (37,000)	— (—)	62,900 (37,000)
Legal and Professional Fees	111 (95)	— (—)	— (—)	— (—)	— (—)	— (—)	111 (95)
Amount outstanding at the end of the year - Payable	511 (455)	— (—)	600 (540)	— (—)	— (—)	— (—)	1,111 (995)

- NOTES:
- (i) There is no provision for doubtful debts as at the end of the year in respect of related parties.
 - (ii) There are no amounts written off or written back during the year in respect of debts due from or to related parties.
 - (iii) Previous Year figures are shown within Brackets.
 - (iv) The related parties included in the various categories above, where transactions have taken place are given below.

CONSOLIDATED
THE INDUSTRIAL & PRUDENTIAL INVESTMENT COMPANY LIMITED

Notes Forming Part of the Statement For the year ended 31st March, 2013

Key Management Personnel	Mr. A. V. Setalvad Mr. A. R. Broacha
Relatives of Key Management Personnel.	Mrs. J. A. Setalvad
Individuals having significant influence over the enterprise.	Mr. V. C. Vaidya Mr. Gaurav Swarup Mr. Vikram Swarup
Relatives of individual having significant influence over the enterprise.	Mr. Mahendra Swarup Mrs. Bindu Swarup Mrs. Gyan Swarup Mrs. Parul Swarup
Enterprise over which key Management Personnel exercise significant influence.	—
Enterprises over which Individuals having significant influence over the reporting enterprise exercise significant influence.	Paharpur Cooling Towers Limited Paharpur Corporation Limited Melvin Powell Vanaspati & Engineering Industries Limited

NOTE – 17

During the year, the company has settled a claim for fraudulent transfer of shares of the Company.

NOTE – 18

Earnings per Share

- (a) The amount used as the numerator in calculating basic and diluted earnings per share is the Net Profit for the year disclosed in the Profit and Loss Account.
- (b) The weighted average number of equity shares used as the denominator in calculating both basic and diluted earnings per share is 5,81,780.

NOTE – 19

Employee benefits expenses includes Rs. 7/- (Previous year Rs. 7/-) Incurred on staff welfare.

NOTE – 20

The Company has recognised the MAT Credit during the year to the extent of virtual certainty of taxable income in accordance with the tax laws.

NOTE – 21

Disclosures as per the revised Schedule VI has been given to the extent applicable to the Company.

NOTE – 22

Previous year figures have been regrouped wherever necessary to conform current year classification.

Signatures to Note 1 to 22

As per our report attached

For V. S. SOMANI & CO.
Chartered Accountants

CA. V. S. SOMANI
Proprietor

Mumbai, May 24, 2013.

For and on behalf of the Board of Directors

A. V. SETALVAD *Chairman*

A. R. BROACHA *Director*

Mumbai, May 24, 2013.

Board's Report

Your Directors beg to submit their report and audited Balance Sheet and Statement of Profit and Loss of the Company for the year ended March 31, 2013.

1. ACCOUNTS:

	<u>2012-2013</u>	<u>2011-2012</u>
Income	30.86	30.01
Expenses	2.06	0.85
Profit/(Loss) before Taxation	28.80	29.16
Less: Provision for Tax	—	0.01
Net Profit after Tax	28.80	29.15
Add: Balance brought forward from Balance Sheet	136.31	116.01
Profit for Appropriation	<u>165.11</u>	<u>145.16</u>
Appropriation:		
Special Reserve (in terms of Section 45-IC of RBI Act, 1934)	5.80	5.85
General Reserve	2.90	3.00
Balance Carried to Balance Sheet	156.41	136.31
	<u>165.11</u>	<u>145.16</u>

2. DIVIDEND:

The Directors do not recommend any dividend for the year.

3. DIRECTORS:

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Mr. V. C. Vaidya retire by rotation and, being eligible, offer himself for re-appointment.

4. AUDITORS:

You are requested to appoint auditors for the current year and to fix their remuneration. The retiring auditors, Messrs C. M. Gabhawala & Co., Chartered Accountants, are eligible and offer themselves for re-appointment. The Company has received a certificate from Messrs C. M. Gabhawala & Co. Chartered Accountants, to the effect that their re-appointment, if made, will be within the prescribed limits in accordance with Section 224 (1-B) of the Companies Act, 1956.

6. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 217(2AA) of The Companies Act, 1956, the Board of Directors report that:

- in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any.
- accounting policies have been selected and applied consistently and that the judgements and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period.
- proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provision of The Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- the annual accounts have been prepared on a going concern basis.

7. EMPLOYEES:

The Company has no employees covered under Section 217 (2A) of the Companies Act, 1956.

For and on behalf of the Board of Directors

A. V. SETALVAD
Chairman

Mumbai, May 17, 2013.

Independent Auditors' Report to the Members

The Members,

NEW HOLDING AND TRADING COMPANY LIMITED

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of New Holding and Trading Company Limited (the "company"), which comprise the Balance Sheet as at March 31, 2013, the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of the financial statements that 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:

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- (b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c. The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the accounting standards referred to in subsection (3C) of section 211 of the Act;
 - e. On the basis of written representations received from the directors as on March 31, 2013, and taken on record by the board of directors, none of the directors are disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub section (1) of section 274 of the Act.

For C. M. GABHAWALA & CO.

Chartered Accountants

FRN: 102870W

BIREN. C. GABHAWALA

Partner

M. NO. 40496

Mumbai, May 17, 2013.

Annexure to Independent Auditor's Report

(Referred to in Paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date)

1. The Company does not have any fixed assets. Accordingly paragraphs 4 (i)(a), (b) and (c) of the Order are not applicable to the Company.
2. The Company does not have any inventory, hence sub clause (a), (b) and (c) of clause (ii) of para 4 of the order are not applicable to the Company.
3. (a) The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956. Accordingly sub clause (a), (b), (c), (d) of clause (iii) of para 4 of the Order are not applicable to the Company.
(b) The Company has not taken any loans, secured or unsecured from companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956. Accordingly sub clause (e), (f), (g), of clause (iii) of para 4 of the Order is not applicable to the company.
4. According to information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and nature of its business. No major weaknesses have been noticed in the internal control system, during the course of the Audit.
5. During the year the Company has not entered into any contracts or arrangements referred to in Section 301 of the Companies Act, 1956. Accordingly sub clause (b) of para 4 of the Order is not applicable to the Company.
6. The Company has not accepted any public deposits during the year under review.
7. The Company does not require to have formal internal audit system.
8. The Central Government has not prescribed any cost records to be maintained by the Company.
9. (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including Income Tax and other material statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts were outstanding as on the last day of the financial year for a period exceeding six months from the date they became payable.
(b) According to the information and explanations given to us, there are no dues of Income tax which have not been deposited on account of any dispute.
10. The Company does not have any accumulated losses as at the year end. The Company has not incurred any cash loss during the financial year covered by our audit and also in the immediately preceding financial year.
11. The Company has neither borrowed funds from financial institutions, banks nor issued any debentures, accordingly paragraph 4 (xi) of the Order is not applicable to the Company.
12. The Company has not granted any loans and Advances on the basis of securities by way of pledge of shares, debentures and other securities. Accordingly, clause (xii) of para 4 of the Order is not applicable to the Company.
13. In our opinion and according to information and explanations given to us, the Company is not a chit fund or a nidhi/mutual benefit fund/society. Therefore, the provisions of sub clause (a), (b), (c), (d) of clause (xiii) of para 4 of the Order, are not applicable to the Company.
14. The Company being an Investment Company, has maintained proper records of the transactions and contracts relating to dealings in shares, securities and other investments and has made timely entries. The shares, securities and other investments are held by the Company in its own name except to the extent of exemption granted under section 49 of the Companies Act, 1956.
15. The Company has not given any guarantee for loans taken by others from banks or financial Institutions. Accordingly, provisions of clause (xv) of the Order are not applicable to the Company.
16. The Company has not taken any term loans during the year, accordingly the provisions of clause (xvi) of the Order are not applicable to the Company.
17. The Company has neither raised short term nor long term funds during the year under consideration.
18. The Company has not made any preferential allotment of shares during the year. Accordingly, provisions of clause (xviii) of para 4 of the Order are not applicable to the Company.
19. The Company has not issued any debentures during the year and accordingly, the provisions of clause (xix) of para 4 of the Order are not applicable to the Company.
20. The Company has not made any public issues during the year and accordingly the provisions of clause (xx) of para 4 of the Order are not applicable to the Company.
21. Based on the audit procedures performed and according to the information and explanations given to us and representation made by the management, we report that no fraud on or by the company has been noticed or reported during the year.

For C. M. GABHAWALA & CO.
Chartered Accountants
FRN: 102870W

BIREN. C. GABHAWALA
Partner

Mumbai, May 17, 2013.

M. NO. 40496

Balance Sheet as at 31st March, 2013

Rs. in Thousand

PARTICULARS	NOTES	For the year ended 31-03-2013	For the year ended 31-03-2012
I EQUITY AND LIABILITIES			
(1) SHAREHOLDERS' FUNDS			
(a) Share Capital	1	502	502
(b) Reserves and Surplus	2	34,936	32,056
(c) Money received against Share Warrants		—	—
Sub-Total- Shareholders Funds		35,438	32,558
(2) SHARE APPLICATION MONEY			
Pending allotment		—	—
(3) NON - CURRENT LIABILITIES			
(a) Long - term borrowings		—	—
(b) Deferred tax Liabilities (Net)		—	—
(c) Other Long Term Liabilities		—	—
(d) Long - term Provisions		—	—
Sub-Total- Non Current Liabilities		—	—
(4) CURRENT LIABILITIES			
(a) Short - term borrowings		—	—
(b) Trade Payables		25	29
(c) Other Current Liabilities		—	—
(d) Short - term Provisions	3	1	7
Sub-Total- Current Liabilities		26	36
TOTAL I		35,464	32,594
II ASSETS			
(1) NON - CURRENT ASSETS			
(a) Fixed assets		—	—
(i) Tangible assets		—	—
(ii) Intangible assets		—	—
(iii) Capital work in progress		—	—
(iv) Intangible assets under development		—	—
(b) Non-Current Investments	4	32,394	25,291
(c) Deferred Tax assets (net)		—	—
(d) Long Term loans and Advances		—	—
(e) Other non-current assets		—	—
Sub-Total- Non Current Assets,		32,394	25,291
(2) CURRENT ASSETS			
(a) current Investments		—	—
(b) Inventories		—	—
(c) Trade recoverable		—	—
(d) Cash and Cash equivalents	5	3,069	7,252
(e) Short Term Loan and Advances	6	1	6
(f) Other Current assets	7	—	45
Sub-Total- Current Assets,		3,070	7,303
TOTAL II		35,464	32,594
NOTES FORMING PART OF THE ACCOUNTS	10		

As per our report attached

For and on behalf of the Board of Directors

For C. M. GABHAWALA & CO.

Chartered Accountants

FR. NO. 102870W

A. V. SETALVAD *Chairman*

CA. BIREN C. GABHAWALA

Partner

Membership No. 40496

A. R. BROACHA *Director*

Mumbai, May 17, 2013.

Mumbai, May 17, 2013.

Statement of Profit and Loss for the year ended 31st March, 2013

		Rs. in Thousand	
		For the year ended 31-03-2013	For the year ended 31-03-2012
	NOTES		
I Revenue from operations		—	—
II Other Income	8	3,086	3,001
III Total Revenue (I + II)		<u>3,086</u>	<u>3,001</u>
IV Expenses			
Cost of Materials Consumed		—	—
Purchase of Stock in Trade		—	—
Changes in inventories of finished goods, work in progress and stock in Trade		—	—
Employee benefits Expenses		—	—
Finance Cost		—	—
Depreciation and amortisation Expenses		—	—
Other Expenses	9	206	85
TOTAL EXPENSES		<u>206</u>	<u>85</u>
V Profit before exceptional and extraordinary items and tax (III-IV)		2,880	2,916
VI Exceptional items		—	—
VII Profit before extraordinary items and tax (V-VI)		2,880	2,916
VIII Extraordinary items		—	—
IX Profit before Tax (VII - VIII)		2,880	2,916
X Tax Expenses			
(1) Current Tax		—	1
(2) Tax for earlier year		—	—
		—	1
XI Profit for the year from continuing operations		2,880	2,915
XII Profit/(Loss) from discontinuing operations		—	—
XIII Tax Expenses of discontinuing operations		—	—
XIV Profit/(Loss) from discontinuing operations (after tax) (XII-XIII)		—	—
XV Profit /(Loss) for the year		2,880	2,915
XVI Earning per equity Share			
(1) Basic		573.19	580.07
(2) Diluted		573.19	580.07
NOTES FORMING PART OF THE ACCOUNTS	10		

As per our report attached

For C. M. GABHAWALA & CO.

Chartered Accountants

FR. NO. 102870W

CA. BIREN C. GABHAWALA

Partner

Membership No. 40496

Mumbai, May 17, 2013.

For and on behalf of the Board of Directors

A. V. SETALVAD Chairman

A. R. BROACHA Director

Mumbai, May 17, 2013.

Cash Flow for the year ended 31st March, 2013

	As at 31.03.2013	As at 31.03.2012
Rs. in Thousand		
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax and extra ordinary items	2,880	2,916
Adjusted for		
Investment income	(3,052)	(2,074)
Provision for diminution in value of investment	81	(927)
	<u>(2,971)</u>	<u>(3,001)</u>
Operating Profit / (Loss) before Working Capital Changes ..	(91)	(85)
Changes in		
Trade & Other Receivable	45	(45)
Trade Payables	(4)	1
Cash Generated from Operations	(50)	(129)
Direct Tax Paid (Net)	—	—
NET CASH FROM OPERATING ACTIVITIES	(50)	(129)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Investments	(12,500)	(9,888)
Sale of Investments	5,282	11,805
Interest Received	—	—
Dividend Received	3,086	2,070
Direct Taxes Paid	(1)	—
NET CASH FROM INVESTING ACTIVITIES	(4,133)	3,987
C. CASH FLOW FROM FINANCIAL ACTIVITIES		
Loan Taken	—	—
Loan Repaid	—	—
NET CASH USED IN FINANCIAL ACTIVITIES	—	—
NET CHANGES IN CASH & CASH EQUIVALENTS (A+B+C)	(4,183)	3,858
CASH AND CASH EQUIVALENTS - OPENING BALANCE	7,252	3,394
CASH AND CASH EQUIVALENTS - CLOSING BALANCE	3,069	7,252

For and on behalf of the Board of Directors

A. V. SETALVAD *Chairman*

A. R. BROACHA *Director*

Mumbai, May 17, 2013.

AUDITOR'S CERTIFICATE

To
The Board of Directors
NEW HOLDINGS AND TRADING COMPANY LIMITED
125 Makers Chambers III,
Nariman Point, Mumbai- 400 021.

We have examined the attached Cash Flow Statement of New Holding And Trading Company Limited for the year ended 31st March 2013. The Statement has been prepared by the company and in agreement with the books and records of the company and also the statement of Profit & Loss Account and Balance Sheet of the Company covered by our audit report of even date to the members of the Company.

As per our report of even date
For C. M. GABHAWALA & CO.
Chartered Accountants
FRN: 102870W

CA. BIREN C. GABHAWALA
Partner

M. NO. 40496
Mumbai, May 17, 2013.

Notes Forming Part of the Statement for the year ended 31st March, 2013

	Rs. in Thousand	
	As at 31-03-2013	As at 31-03-2012
NOTE – 1 — SHARE CAPITAL		
Authorised:		
840 Non-Cumulative Redeemable Preference Shares of Rs. 100 each	84	84
9035 Equity Shares of Rs. 100 each	903	903
125 Unclassified Shares of Rs. 100 each	13	13
	1,000	1,000
Issued, Subscribed and Paid-up:		
5025 Equity Shares of Rs. 100 each fully paid	502	502
	502	502
The entire Share capital is held by The Industrial & Prudential Investment Company Limited and its nominees.		
<hr/>		
NOTE – 2 — RESERVES AND SURPLUS		
General Reserve		
Balance as per last Balance Sheet	11,250	10,950
Add: Transferred from Profit and Loss Statement	290	300
	11,540	11,250
Special Reserve		
Balance as per last Balance Sheet	7,175	6,590
Add: Transferred from Profit and Loss Statement	580	585
	7,755	7,175
Profit and Loss Statement		
Balance as per last Balance Sheet	13,631	11,601
Add: Profit for the year as per Profit and Loss Statement	2,880	2,915
	16,511	14,516
Less: Appropriations:		
Transferred to		
Special Reserve	580	585
General Reserve	290	300
	870	885
	15,641	13,631
TOTAL	34,936	32,056
<hr/>		
NOTE – 3 — SHORT TERM PROVISIONS		
Provision for Taxation	1	7
TOTAL	1	7

Notes Forming Part of the Statement for the year ended 31st March, 2013

Rs. in Thousand				
NOTE – 4 — NON-CURRENT INVESTMENTS, OTHER INVESTMENTS (AT COST)	Face Value Rupees	Holding 31-03-2013 Nos.	As at 31-03-2013	As at 31-03-2012
Name of the Company				
A. Quoted Investments				
Equity Shares (Fully Paid)				
BASF India Limited	10	800	921	921
GlaxoSmithKline Pharmaceuticals Limited	10	1,000	1,100	1,100
GTL Limited	10	4,000	1,036	1,036
GTL Infrastructure Limited	10	8,000	182	182
ICICI Bank Limited	10	6	2	2
Infosys Technologies Limited	5	4,800	3,146	3,146
ISMT	5	43,750	738	738
KSB Pumps Limited	10	260,000	11,008	11,008
Mahanagar Telephone Nigam Limited	1	7,000	1,435	1,435
PVP Ventures Limited	10	—	—	154
State Bank of India	10	3,300	1,791	1,791
Tata Steel Limited	10	6,886	979	979
Sub-Total — A			22,338	22,492
B. Unquoted Investments				
Mutual Fund				
HDFC Mutual Fund-High Interest Fund-Short Term Plan-I	10	—	—	4,944
Kotak Contra-Option-Div. Payout	10	—	—	50
Principal Emerging Blue Chips Fund-Regular Dividend	10	—	—	168
JM G-Sec Fund - Quarterly Div. Payout	10	282,784	5,000	—
UTI MF-Bond Fund Div. Payout	10	602,337	7,500	—
Total — B			12,500	5,162
Total — (A + B)			34,838	27,654
Less: Provision for diminution in the Value of Investments			2,444	2,363
TOTAL			32,394	25,291
Aggregate Cost of Quoted Investments			22,338	22,492
Aggregate Cost of Unquoted Investments			12,500	5,162
Market Value of Quoted Investments			79,235	91,954
Aggregate Provision for diminution in the value of Investments			2,444	2,363

Notes Forming Part of the Statement for the year ended 31st March, 2013

		Rs. in Thousand	
		As at 31-03-2013	As at 31-03-2012
NOTE – 5 — CASH AND CASH EQUIVALENTS			
Balance with bank		3,064	7,244
Cash on hand		5	8
	TOTAL	<u>3,069</u>	<u>7,252</u>
NOTE – 6 — SHORT TERM LOANS AND ADVANCES (Unsecured, Considered Good)			
Advance Income Tax		1	6
	TOTAL	<u>1</u>	<u>6</u>
NOTE – 7 — OTHER CURRENT ASSETS (Unsecured, Considered Good)			
Dividend Receivable		—	45
	TOTAL	<u>—</u>	<u>45</u>
NOTE – 8 — OTHER INCOME			
Dividend Income		3,086	2,069
Net gain on Sale of investments		—	5
Adjustment to the carrying amount of investments		—	927
	TOTAL	<u>3,086</u>	<u>3,001</u>
NOTE – 9 — OTHER EXPENSES			
Directors Fees		3	3
Auditors' Remuneration:			
Audit Fees		8	8
Service Tax on Audit Fees		1	1
		<u>9</u>	<u>9</u>
Miscellaneous expenses		80	73
Loss on sale of Investments (net)		34	—
Provision for Diminution in the value of Long Term Investments		80	—
	TOTAL	<u>206</u>	<u>85</u>

Notes Forming Part of the Statement for the year ended 31st March, 2013

NOTE – 10 — NOTES FORMING PART OF THE ACCOUNTS

1. Significant Accounting Policies

- (i) Fixed Assets
The Company does not have Fixed Assets.
- (ii) Depreciation
There are no fixed asset hence no depreciation has been provided.
- (iii) Investments
Investments are valued of cost of acquisition plus brokerage and stamp charges. The Company in accordance with Accounting Standard 13 has made a provision for permanent diminution in the value of investments to account for a decline in value of long term investments.
- (iv) Inventories
There are no inventories
- (v) System of Accounting
The Company generally adopts accrual system of accounting on a going concern basis. Dividend income from investments is recognised on accrual basis, as and when the owner gets the right to receive payment.
- (vi) Miscellaneous Expenditure
There are no Preliminary Expenses.
- (vii) Gratuity
Payment of Gratuity Act does not apply.
- (viii) Earnings per Share
Earnings per share has been calculated and disclosed as per the accounting Standard 20 “Earnings Per Share” issued by The Institute of Chartered Accountants of India.
- (ix) System of Accounting Taxes on Income:
 - (a) Current Tax
Provisions for Income Tax is determined in accordance with the provision of Income Tax Act, 1961.
 - (b) Deferred Tax
Deferred tax is recognised on timing differences being the differences between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent period(s).
- (x) Provisions and Contingent Liabilities:
 - (a) A provision is recognised when there is present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimate.
 - (b) A disclosure for a contingent liability is made when there is a possible or present obligation that may, but probably will not require an outflow of resources. When there is a possible obligation in respect likelihood of resources is remote, no provision or disclosure is made.

Notes Forming Part of the Statement for the year ended 31st March, 2013

2. Contingent liability not provided in respect of Shares partly paid-up Rs. Nil (Previous year Rs. Nil).
3. The Company has no activities other than those of an investment Company and accordingly the segment reporting accounting standard is considered not applicable.

4. Related Party Disclosures

(A) Name of the related party and nature of relationship where control exists:

<u>Name of the Related Party</u>	<u>Nature of Relationship</u>
(a) The Industrial & Prudential Investment Company Limited	Holding Company
(b) KSB Pumps Limited	Key management personnel, exercise Significant influence.
(c) A.V. Setalvad	Key management personnel.
(d) A.R. Broacha	Key management personnel.
(e) V.C. Vaidya	Individual having significant influence over the enterprise.

(B) Related Party Transaction

					(Rs. in Thousand)
<u>Name of the Related Party</u>	<u>Description of Relationship</u>	<u>Nature of Transaction</u>	<u>Amount of Transaction</u>	<u>Previous year Transaction</u>	<u>Amount Outstanding at the end of the year Debit/(Credit)</u>
A. V. Setalvad	Key Management Personnel	Director's Fees	1	1	—
A. R. Broacha	Key Management Personnel	Director's Fees	1	1	—
V. C. Vaidya	Individual having significant influence over the enterprise	Directors Fees	1	1	—
KSB Pumps limited	Enterprises over which key management personnel exercise significant influence.	Dividend Received	2,210	1,300	—

NOTE: (i) There is no provision for doubtful debts as at the end of the year in respect of related parties.

(ii) There are no amounts written off or written back during the year in respect of debts due from or to related parties certain that sufficient profit will be available in.

5. Break-up of deferred tax asset as at March 31, 2013

Nature of timing Difference

Carry Forward Loss Rs. Nil (Previous Year Rs. Nil).

6. In the opinion of the Board, the Current assets, Loans, & advance have a value on realisation in ordinary course of business and at least equal to the amount stated in the Balance sheet and Provision for all known liabilities have been made and are adequate.

Notes Forming Part of the Statement for the year ended 31st March, 2013

7. Earning per share

	Current Year	Previous Year
Profit after tax	2,880	2,915
Weighted Avg. No. of Shares at the beginning of the Year	5,025	5,025
Weighted Avg. No. of Shares at the end of the Year	5,025	5,025
Face value of each Equity Shares	100	100
Basic/Diluted earning per share	573.19	580.07

8. Previous years figures have been regrouped and rearranged wherever necessary.

SIGNATURES TO NOTE 1 TO 8

As per our report attached

For C. M. GABHAWALA & CO.

Chartered Accountants

FR. NO. 102870W

CA. BIREN C. GABHAWALA

Partner

Membership No. 40496

Mumbai, May 17, 2013.

For and on behalf of the Board of Directors

A. V. SETALVAD *Chairman*

A. R. BROACHA *Director*

Mumbai, May 17, 2013.

Schedule to the Balance Sheet of a Non-Banking Financial Company

as required in terms of Paragraph 9BB of

Non-Banking Financial Companies Prudential Norms (Reserve Bank) Direction, 1998

Particulars	Rs. in Thousand	
<p>Liabilities side:</p> <p>(1) Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not Paid:</p> <p style="margin-left: 20px;">(a) Debentures : Secured : Unsecured (other than falling within the meaning of public deposits*)</p> <p style="margin-left: 20px;">(b) Deferred Credits (c) Term Loans (d) Inter-corporate loans and borrowing (e) Commercial Paper (f) Public Deposits* (g) Other Loans (specify nature) * Please see Note 1 below</p>	Amount Outstanding	Amount overdue
	NIL	NIL
<p>(2) Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but net paid):</p> <p style="margin-left: 20px;">(a) In the form of Unsecured debentures (b) In the form of partly secured debentures i.e; debentures where there is a shortfall in the value of security (c) Other public deposits *Please see Note 1 below</p>	NIL	NIL
<p>Assets side:</p> <p>(3) Break-up of Loans and Advances including bills receivables (Other than those included in (4) below):</p> <p style="margin-left: 20px;">(a) Secured (B) Unsecured</p>	Amount outstanding	
	NIL	
<p>(4) Break-up of Leased Assets and stock on hire and hypothecation loans counting towards</p> <p style="margin-left: 20px;">(i) Lease assets including lease rentals under sundry debtors: (a) Financial lease (b) Operating lease</p> <p style="margin-left: 20px;">(ii) Stock on hire including hire charges under sundry debtors: (a) Assets on hire (b) Repossessed Assets</p> <p style="margin-left: 20px;">(iii) Hypothecation loans counting towards EL/HP activities: (a) Loans where assets have been repossessed (b) Loans other than (a) above</p>	NIL	
<p>(5) Break-up of investments:</p> <p>Current investments:</p> <p>1. Quoted:</p> <p style="margin-left: 20px;">(i) Shares: (a) Equity (b) Preference</p> <p style="margin-left: 20px;">(ii) Debentures and Bonds (iii) Units of Mutual Funds (iv) Government Securities (v) Others (please specify)</p> <p>2. Unquoted:</p> <p style="margin-left: 20px;">(i) Shares: (a) Equity (b) Preference</p> <p style="margin-left: 20px;">(ii) Debentures and Bonds (iii) Units of Mutual Funds (iv) Government Securities (v) Others (please specify)</p>	NIL	

Particulars		Rs. in Thousand		
Long Term Investments: (AT COST):				
1.	Quoted:			
	(i) Shares:	(a) Equity	223.39	
		(b) Preference	—	
	(ii) Debentures and Bonds	—		
	(iii) Units of Mutual Funds	—		
	(iv) Government Securities	—		
	(v) Others (please specify)	—		
2.	Unquoted:			
	(i) Shares:	(a) Equity	—	
		(b) Preference	—	
	(ii) Debentures and Bonds	—		
	(iii) Units of Mutual Funds	125.00		
	(iv) Government Securities	—		
	(v) Others (please specify)	—		
(6)	Borrower group-wise classification of all leased assets, stock-on-hire and Loans and advances: Please see not 2 below)			
		Amount net of provisions		
	Category	Secured	Unsecured	Total
	1. Related Parties**			
	(a) Subsidiaries			
	(b) Companies in the same group		NIL	
	(c) Other related parties			
	2. Other than related parties			
	TOTAL			
(7)	Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted: Pleas see note 3 below			
	Category	Market Value/ Breakup or fair Value or NAV	Book Value (Net of Provisions)	
	1. Related Parties**			
	(a) Subsidiaries	—	—	
	(b) Companies in the same group	—	—	
	(c) Other related parties	530.40	110.08	
	2. Other than related parties	385.76	238.31	
	TOTAL	916.16	348.39	
(8)	Other information			
	(i) Gross Non-Performing Assets	NIL		
	(a) Related parties			
	(b) Other than related parties			
	(ii) Net Non-Performing Assets	NIL		
	(a) Related parties			
	(b) Other than related parties			
	(iii) Assets acquired in satisfaction of debt	NIL		

Note:

- 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 CAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break unfair value/NAV in respect of unquoted investments should be disclosed in respective of whether they are classified as long term or current in column (5) above.

NEW HOLDING AND TRADING COMPANY LIMITED

STATEMENT OF NET OWNED FUNDS AS ON MARCH 31, 2013

Rs. in thousand

	AMOUNT
i. Paid-up Equity Capital	502
ii. Free Reserves	34,936
iii. Total (i + ii)	35,438
iv. Accumulated balance of loss	—
v. Deferred Revenue Expenditure	—
vi. Other intangible assets	—
vii. Total (iv + v + vi)	—
viii. Owned Funds (iii - vii)	35,438
ix. Investment in shares of:	
a. Subsidiaries	—
b. Companies in the same Group	—
c. Other non-banking financial companies	—
x. The book value of debentures, bonds, outstanding loans and advances made to and deposits with:	
a. Subsidiaries	—
b. Companies in the same Group	—
xi. Total {ix (a) + ix (b) + ix (c) + x (a) + x (b)}	—
xii. Amount of item xi in excess of 10% of item viii above.	—
xiii. Net Owned Funds (viii-xii)	35,438

As per our report attached

For C. M. GABHAWALA & CO.

Chartered Accountants

FR. NO. 102870W

CA. BIREN C. GABHAWALA

Partner

Membership No. 40496

Mumbai, May 17, 2013.

For and on behalf of the Board of Directors

A. V. SETALVAD *Chairman*

A. R. BROACHA *Director*

Mumbai, May 17, 2013.

THE INDUSTRIAL & PRUDENTIAL INVESTMENT COMPANY LIMITED

125, MAKER CHAMBERS III,
NARIMAN POINT,
MUMBAI - 400 021
Tel.: 22854243

Dear Sir/Madam

Pursuant to the Green Initiative in the Corporate Governance initiated by the Ministry of Corporate Affairs (MCA) vide Circular dated 21/04/2011 we proposed to send the Notice/Annual Report/documents through electronic mode to our shareholders.

This, you will appreciate, would facilitate fast, secured communication and contribute towards improved environment.

To Support this green initiative in full measure, shareholders who have not registered their e-mail addresses, so far, are requested to do so in respect of electronic holding with the Depository through their concerned Participants. Shareholders who hold shares in physical form are requested to fill and send the 'e-Communication Registration Form' to the Company at its Registered Office or to its Registrar & Transfer Agent: Link Intime India Pvt. Ltd., C-13 Pannalal Silk Mills Compound, L.B.S. Marg, Bandup (W), Mumbai - 400 078. Email ID: rnt.helpdesk@linkintime.co.in for sending the future communication through Email.

Please note that, even if you subscribe to the e-mail option, the Company shall furnish, without charge, copy of Notice-Annual Report and other documents upon receipt of a requisition from you, at anytime, as a Shareholder of the Company.

We are sure you would join the Company in making the "Green Initiative" of MCA a grand success.

Thanking You,

For and on behalf of the Company,

A. V. Setalvad
Chairman

Mumbai, May 24, 2013.

E-COMMUNICATION REGISTRATION FORM

To,
Link Intime India Private Limited,
Unit: The Industrial & Prudential Investment Co. Ltd.
C-13 Pannalal Silk Mills Compound,
LBS Marg, Bahndup (West),
Mumbai - 400 078.

Dear Sir/Madam,

Re.: Green initiative in Corporate Governance

I agree to receive all documents like notices, annual reports etc. from the Company in electronic mode. Please register my e-mail Id in your records for sending all the notices/documents etc. through e-mail.

Folio No./DPID & Client ID :

Name of 1st Registered Holder :

Name of Joint Holder(s) :

Registered Address :

.....

.....

E-Mail ID :

Date:..... Signature of the 1st Shareholder

Note:

- Shareholders are requested to keep Company informed as and when there are any changes in the e-mail address. Unless the e-mail Id given is changed by you, by sending another communication in writing, the Company will continue to send the notices/documents to you on the above mentioned e-mail ID.
- If shares are held electronic mode, kindly register your e-mail ID with your DP.

THE INDUSTRIAL & PRUDENTIAL INVESTMENT COMPANY LIMITED

Registered Office:
125, Maker Chambers III, Nariman Point, Mumbai - 400 021.

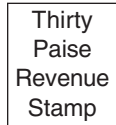
PROXY FORM ANNUAL GENERAL MEETING

I/We.....of in the district ofbeing a member/members of the above named Company, hereby appoint of.....in the district of or failing him.....of in the district ofas my/our proxy to attend and vote for me/us on my/our behalf at the Ninety Seventh annual general meeting of the Company to be held on, the **11th September, 2013** at 3.00 p.m. at Bajaj Bhavan, Ground floor, (Kamalnayan Bajaj Hall), 220, Nariman Point, Mumbai - 400 021 and at any adjournment thereof.

Signed at.....this.....day of 2013

L. F. No.

Address



Signature

This form is to be used *in favour of/ *against the Resolution. Unless otherwise instructed, the proxy will act as he thinks fit. *Strike out whichever is not required.

Note: The proxy form duly signed across the revenue stamp of 30 paise must reach the Company's Registered Office not less than 48 hours before the time of the meeting.

Tear off

THE INDUSTRIAL & PRUDENTIAL INVESTMENT COMPANY LIMITED

ATTENDANCE SLIP

I hereby record my presence at the NINETY SEVENTH ANNUAL GENERAL MEETING of the Company on, the 11th September, 2013 at 3.00 p.m. at Bajaj Bhavan, Ground floor, (Kamalnayan Bajaj Hall), 220, Nariman Point, Mumbai - 400 021.

Full name of the Member
(in block letters)

Folio No.

Signature

Full name of Proxy.....
(in block letters)

Signature

Note: Members attending the meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of the Hall.

FORM A

1.	Name of the Company	The Industrial & Prudential Investment Co. Ltd.
2.	Annual financial statements for the year ended	31st March, 2013
3.	Type of Audit observation	Unqualified
4.	Frequency of observation	Not Applicable

Refer our Audit Report dated 24.05.2013 on the financial statements of the Company

For V.S. Somani & Co.
Chartered Accountants
Registration No. 117589W

V.S. Somani
V.S. Somani
Proprietor
Membership No. 102664
Mumbai 24-05-2013



A.V. Setalvad
A.V. Setalvad

A.R. Broacha
A.R. Broacha