




MANSOON TRADING COMPANY LIMITED

FORM A

(Pursuant to Clause 31 (a) of Listing Agreement)

(For Audit Report on Standalone Financial Statements with Unmodified Opinion)

1	Name of the Company	Mansoon Trading Company Limited
2	Annual Financial statements for the year ended	31 st March, 2015
3	Type of Audit Observation:	Unmodified – Standalone Financial Statements
4	Frequency of observation	Not Applicable
5	To be signed by CEO/Managing Director/CFO/Auditor of the Company/Audit Committee Chairman	<i>For Mansoon Trading Company Ltd</i>  P. K. Jajodia Director
		 Shyam Malpani Proprietor Membership No. 34171 SHYAM MALPANI & ASSOCIATES Chartered Accountants Firm Regn No. 120438W 

Place: Mumbai
Date: 13.05.2015

MANSOON TRADING COMPANY LIMITED

30th ANNUAL REPORT

FINANCIAL YEAR – 2014-15

MANSOON TRADING COMPANY LIMITED

Regd. Office: Commerce House, 4th Floor, 3 Currimbhoy Road, Ballard Estate, Mumbai – 400 001
CIN No: L99999MH1985PLC035905

NOTICE

NOTICE is hereby given that the Thirtieth Annual General Meeting of the shareholders of Mansoon Trading Company Limited shall be held on Wednesday, the 30th day of September, 2015 at 3:00 PM at the registered office of the Company at Commerce House, 4th Floor, 3 Currimbhoy Road, Ballard Estate, Mumbai – 400 001 to transact the following business :

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit & Loss for the year ended 31st March, 2015 and the Report of the Directors and Auditors of the Company thereon.
2. To appoint a Director in place of Mr. Rohit Kothari (DIN No: 00054811), who retires from office by rotation and being eligible offers himself for reappointment.
3. To re-appoint M/s Shyam Malpani & Associates, Chartered Accountants, Mumbai, (Firm Registration No. 120438W), as the Statutory Auditors of the Company and to authorize the Board of Directors to fix their remuneration.

“Resolved That pursuant to the provisions of Section 139 and Section 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s Shyam Malpani & Associates, Chartered Accountants, Mumbai, (Firm Registration No. 120438W), having their office at 307, Chartered House, 297/299, Dr. C.H. Street, Near Marine Lines Church, Mumbai - 400002 be and is hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration (including re-imbursment of out of pocket expenses) as may be decided by the Board of Directors of the Company in consultation with M/s Shyam Malpani & Associates.”

Special Business:

4. Appointment of Mrs. Sangeeta Maheswari as an Additional Director of the Company.



"RESOLVED THAT Mrs. Sangeeta Maheswari (holding DIN: 00469584), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. March 30, 2015 in terms of Section 161 (1) of the Companies Act, 2013 and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company."

**By order of the Board of Directors of
Mansoon Trading Company Limited**



A handwritten signature in black ink, appearing to read "P.K. Jajodia".

**P.K. Jajodia
Director
(DIN: 00376220)**

Place: Mumbai

Date: - 04.09.2015

NOTES:

1. A member entitled to attend and vote at the General Meeting (the 'Meeting') is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Explanatory Statement in respect of Special Business is attached.
3. The proxy form duly completed and signed should be deposited at the Registered office of the Company not less than 48 hours before the time fixed for the Meeting.
4. The Register of Members and Share Transfer Register will remain closed from 24th September, 2015 to 30th September, 2015, both days inclusive
5. Members are requested to bring their copy of the Notices at the Annual General Meeting.



THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

The Board of Directors at their meeting held on March 30, 2015 appointed Mrs. Sangeeta Maheswari (DIN: 00469584), as an Additional Director of the Company w.e.f March 30, 2015.

Under Section 161(1) of the Companies Act, 2013, Mrs. Sangeeta Maheswari (DIN: 00469584) holds office only upto the date of this Annual General Meeting of the Company. A notice has been received from a member proposing Mrs. Sangeeta Maheswari as a candidate for the office of Director of the Company.

Mrs. Sangeeta Maheswari (DIN: 00469584) is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given her consent to act as Director.

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

None of the Directors except Mrs. Sangeeta Maheswari or Key Managerial Personnel of the Company and their relatives is/are, in any way, concerned or interested, financially or otherwise, in the aforesaid Resolution No. 5 of the Notice.

**By order of the Board of Directors of
Mansoon Trading Company Limited**



P.K. Jajodia

**P.K. Jajodia
Director
(DIN: 00376220)**

Place: Mumbai

Date: - 04.09.2015

MANSOON TRADING COMPANY LIMITED

Regd. Office: Commerce House, 4th Floor, 3 Currimbhoy Road, Ballard Estate, Mumbai – 400 001
CIN No: L99999MH1985PLC035905

DIRECTORS REPORT

To,
The Members,

The Directors of your Company are pleased to present their Thirtieth Annual Report and the Audited Financial Statements of Mansoon Trading Company Limited for the financial year ended 31st March, 2015.

FINANCIAL RESULTS

The financial performance of the Company, for the financial year ended 31st March, 2015 is summarized below:

Particulars	2014-15 Rs.	2013-14 Rs.
Income	23,20,552	16,47,681
Expenses	2,73,236	8,55,234
Profit / (Loss) before tax	20,47,316	7,92,447
Tax expenses:		
Current Tax	(6,00,000)	(3,60,000)
Profit after tax	14,47,316	4,32,447

PERFORMANCE REVIEW

During the year under review, the Company has incurred a Net Profit After Tax of Rs 14,47,316/- (Previous Year Net Profit After Tax of Rs. 4,32,447/-). Your Directors are hopeful of achieving even better performance in the current year.

FINANCE

Your Company has made provisions for sufficient borrowing facilities to meet its long-term and short-term requirements in order to support the business operations uninterruptedly.



DIVIDEND

With a view to conserve the resources of the Company, your Directors do not recommend any dividend for the year under review.

TRANSFER TO RESERVES

During the Financial Year 2014-15 the Company has transferred Rs.2,89,463/- (Previous Year Rs.86,489/-) to Reserve Fund under RBI Act, 1934 out of the Surplus available in the Statement of Profit & Loss. Apart from the above no amount was transferred and/ or required to be transferred to the reserves during the financial year ended 31st March, 2015.

PUBLIC DEPOSIT

During the year, the Company has not accepted or renewed any deposit from the public as covered under Section 73 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014.

SHARE CAPITAL

The Authorised Share Capital as on 31st March, 2015 was Rs.2,50,00,000 /-(Rupees Two Crore Fifty Lakhs Only) divided into 25,00,000 Equity Shares of Rs. 10/- each.

There has been no change in the Share Capital of the Company during the financial year 2014-15.

The Issued Share Capital as on 31st March, 2015 was Rs 2,45,47,000/- (Rupees Two Crore Forty Five Lakh Forty Seven Thousand Only) divided into 24,54,700 Equity Shares of Rs. 10/- each.

SUBSIDIARY

As at the end of the year under review i.e. on 31st March, 2015 and also as on the date of this report, your Company does not have any subsidiary.

EXTRACT OF ANNUAL RETURN

Pursuant to the requirements under Section 92(3) and Section 134(3) of the Act read with Rule 12 of Companies (Management and Administration) Rules, 2014, an extract of Annual Return in prescribed Form MGT-9 is given in the Report as **Annexure I**.



PARTICULARS OF EMPLOYEES

The information regarding employee remuneration as required pursuant to Rule 5(2) and Rule 5(3) of the (Appointment and Remuneration of Managerial Personnel) Rules 2014 are not required as there are no employees in the Company for this category.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All the related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company with Promoters, Key Management Personnel or other related parties which may have potential conflict with the interest of the Company at large.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There are no significant material orders passed by the regulators/courts/tribunals which would impact the going concern status of the Company and its future operations.

RISK MANAGEMENT AND INTERNAL CONTROL

The Company has a well defined risk management framework in place. Further, the elements of risk threatening the Company's existence are very minimal.

The internal financial controls with reference to the Financial Statements are commensurate with the size of the Company and nature of its business.

Compliance processes form an integral part of your Company's Corporate Governance practices and is fundamental to achieving its strategic and operational business objectives.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to sub-Section (5) of Section 134 of the Companies Act, 2013 and to the best of their knowledge and belief and according to the information and explanations obtained /received from the operating management, your Directors make the following statement and confirm that:-

- i) in the preparation of the annual accounts for the year ended 31 March 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31 March 2015 and of the profit of the Company for year ended on that date;



- iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) the Directors have prepared the Annual Accounts on a 'going concern basis';
- v) the Directors have laid down internal financial controls and that such internal financial controls are adequate and are operating effectively; and
- vi) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has established a vigil mechanism to provide appropriate avenues to the Directors and employees to bring to the attention of the Management, the concerns about behavior of employees that raise concerns including fraud by using the mechanism provided in the Whistle Blower Policy.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The particulars of loans, guarantees or investments covered under the provisions of Section 186 of the Companies Act, 2013, if any, are given in the Audited Financial Statements, wherever applicable.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

In view of the nature of activities which are being carried on by the Company, the particulars as prescribed under Section 134(3)(m) of the Act read with Companies' (Accounts) Rules, 2014 regarding Conservation of Energy and Technology Absorption, and research and development are not applicable to the Company.

There were no foreign exchange earnings and outgoings during the year under review.

STATEMENT CONTAINING SALIENT FEATURES OF FINANCIAL STATEMENTS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

Pursuant to sub-section (3) of Section 129 of the Act, the statement containing the salient feature of the financial statement of a company's subsidiary or subsidiaries, associate company or companies and joint ventures is attached to this Report and forms part of it as **Annexure II**.

The company does not have any subsidiary. Further, brief about the only one associate is given hereunder:-



1. Shree Beesat Investments Private Limited (Associate)

Shree Beesat Investments Private Limited (Shree Beesat) is a associate of Mansoon Trading Company Limited.

The Total Revenue of Shree Beesat during the Financial Year 2014-15 was Rs.2.09 lacs (Previous Year Rs.1.76 lacs) and Net Profit for the year was Rs.1.72 lacs (Preivious Year Rs.1.46 lacs).

DIRECTORS

During the year Mrs Sangeeta Maheswari (DIN: 00469584) was appointed as an Additional Director of the Company. As per Section 161(1) of the Companies Act, 2013 she holds office only upto the date of ensuing Annual General Meeting of the Company. A notice has been received from a member of the Company proposing the name of Mrs Sngeeta Maheswari as a candidate for the office of director of the Company. The board recommends her appointment.

Mr. Rohit Kothari (DIN No: 00054811) retire by rotation from the Board and being eligible offers himself for re-appointment.

ANNUAL EVALUATION BY THE BOARD OF ITS OWN PERFORMANCE AND THAT OF ITS COMMITTEES AND INDIVIDUAL DIRECTORS

The Independent Directors of the Company met during the year and have made an evaluation of the performance of the Board of Directors, all the Committees of the Board of Directors as also all the individual Directors. The performance was found to be satisfactory.

DECLARATION OF INDEPENDENCE

The Company has received Declarations of Independence as stipulated under Section 149(7) of the Companies Act, 2013 from each of the Independent Directors confirming that he/she is not disqualified from appointing/continuing as an Independent Director.

COMMITTEES OF THE BOARD

AUDIT COMMITTEE

Your Company under the provisions of Section 177 of the Companies Act, 2013 has re-constituted an "Audit Committee" comprising of minimum 3 Directors with Independent Directors forming a majority.

The Audit Committee acts in accordance with the terms of reference specified by the Board.



The Composition of the Committee is as under:

The Board has constituted the Audit Committee which comprises of Mr. Rohit Kothari, Mr. Sunil Kumar Daga and Mr. Suresh Tapuriah. Mr.Suresh Tapuriah is the Chairman of the Audit Committee.

The functions of the Audit Committee are broadly to:

- a. Overview of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- b. Review and monitoring of internal control system and compliance of audit observations of the Auditors.
- c. Review of the financial statements before submission to the Board.
- d. Supervision of other financial and accounting matters as may be referred to by the Board.
- e. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of internal control systems
- f. Discussions with statutory auditors before the audit commence, about the nature and scope of audit as well as have post-audit discussion to ascertain any area of concern.
- g. Reviewing the Company's financial and risk management policies.
- h. Overseeing vigil mechanism for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the chairperson of the Audit Committee in appropriate and exceptional cases.

NOMINATION AND REMUNERATION COMMITTEE

In accordance with Section 178 of the Companies Act, 2013 your Company has constituted a Nomination and Remuneration Committee comprising of 2 (Two) Independent Directors and 1 (One) Non-Executive Director.

The Board has constituted the Nomination and Remuneration Committee which comprises of Mr. Rohit Kothari, Mr. Sunil Kumar Daga and Mr. Suresh Tapuriah. Mr. Suresh Tapuriah is the Chairman of the Nomination and Remuneration Committee.

The Nomination and Remuneration Committee has formulated policy on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-Section (3)



of Section 178 and the policy formulated by the Committee is attached herewith in Annexure III.

BOARD MEETINGS

During the year under review, seven meetings of the Board of Directors of the Company were held i.e on 15.05.2014, 30.06.2014, 14.08.2014, 02.09.2014, 14.11.2014, 20.01.2015 and 30.03.2015. The intervening gap between the meetings was within the period prescribed under the provisions of the Companies Act, 2013.

STATUTORY AUDITORS, THEIR REPORT AND NOTES TO FINANCIAL STATEMENTS

In the last AGM held on September 30, 2014, M/s Shyam Malpani & Associates, Chartered Accountants, Mumbai have been appointed as Statutory Auditors of the Company to hold office from the conclusion of that Annual General Meeting till the conclusion of the next Annual General Meeting of the Company. It is now proposed to reappoint M/s Shyam Malpani & Associates, Chartered Accountants, Mumbai, as the Statutory Auditors of the Company to hold office from the conclusion of the this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration (including reimbursement of out of pocket expenses) as may be decided by the Board of Directors of the Company in consultation with Shyam Malpani & Associates.

The observations made in the Auditors' Report are self-explanatory and therefore do not call for any further comments from your Board. The Auditors Report does not contain any qualification, reservation or adverse remark.

SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Rules made thereunder the Company has appointed, M/s Dilip Bharadiya & Associates, Company Secretaries in Practice having Membership Number 7956 to undertake the secretarial audit of the Company. Secretarial Audit Report for the year 2014-15 as issued by him in the prescribed form MR-3 is annexed to this Report as **Annexure IV**. The said Secretarial Audit Report does not contain any qualification, reservation or adverse remark or disclaimer made by secretarial auditor.



COST AUDIT

The provisions of Cost Audit as prescribed under Section 148 of the Companies Act, 2013 are not applicable to the Company.

OTHER DISCLOSURES

- Your Company has not issued: -
 - Any shares with differential rights;
 - Any sweat equity shares

- There are no significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operation in future.

- There were no material changes and commitments affecting the financial position of your Company between the end of the financial year and the date of this report.

- There was no revision in the financial statements.

- Your Company has not received any complaints under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.



APPRECIATION

Your Directors express their deep sense of gratitude to the banks, financial institutions, stakeholders, business associates, Central and State Governments for their co-operation and unstinted support received from them during the year and look forward to their continued support in future.



By order of the Board of Directors of
Mansoon Trading Company Limited

A handwritten signature in black ink, appearing to be "P.K. Jajodia".

P.K.Jajodia
Director
(DIN: 00376220)

A handwritten signature in black ink, appearing to be "Suresh Tapuriah".

Suresh Tapuriah
Director
(DIN: 00372526)

Place : Mumbai

Date : 04.09.2015

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on March 31, 2015
of

MANSOON TRADING COMPANY LIMITED

[Pursuant to Section 92(1) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- i) CIN : L99999MH1985PLC35905
ii) Registration Date: 10.04.1985
iii) Name of the Company: Mansoon Trading Company Limited
iv) Category / Sub-Category of the Company: Company having Share Capital
v) Address of the Registered Office and contact details: Commerce House, 4th Floor, 3 Currimbhoy Road, Ballard Estate, Mumbai – 400 001
vi) Whether listed company Yes
vii) Name, Address and contact details of Registrar & Transfer Agents (RTA), if any: No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	Investment Activity	64200	100%



III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	SHRI BEESAT INVESTMENTS PRIVATE LIMITED	U65993RJ1994PTC008168	Associate	43.75%	Sec 2(6)

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	0	0	0	0.00	0	0	0	0.00	
b) Central Govt. or State Govt.	0	0	0	0.00	0	0	0	0.00	
c) Bodies Corporates	0	1580900	1580900	64.4	0	1580900	1580900	64.4	0
d) Bank/FI	0	0	0	0.00	0	0	0	0.00	
e) Any other	0	0	0	0.00	0	0	0	0.00	
SUB TOTAL:(A) (1)	0	1580900	1580900	64.4	0	1580900	1580900	64.4	0
(2) Foreign									
a) NRI- Individuals	0	0	0	0.00	0	0	0	0.00	
b) Other Individuals	0	0	0	0.00	0	0	0	0.00	
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	
d) Banks/FI	0	0	0	0.00	0	0	0	0.00	
e) Any other...	0	0	0	0.00	0	0	0	0.00	
SUB TOTAL (A) (2)	0	0	0	0.00	0	0	0	0.00	



Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	0	1580900	1580900	64.4	0	1580900	1580900	64.4	0
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0
b) Banks/FI	0	0	0	0.00	0	0	0	0.00	0
c) Central govt	0	0	0	0.00	0	0	0	0.00	0
d) State Govt.	0	0	0	0.00	0	0	0	0.00	0
e) Venture Capital Fund	0	0	0	0.00	0	0	0	0.00	0
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0
g) FIIS	0	0	0	0.00	0	0	0	0.00	0
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0
SUB TOTAL (B)(1):	0	0	0	0.00	0	0	0	0.00	0
(2) Non Institutions									
a) Bodies corporates	0	846000	846000	34.46	0	846000	846000	34.46	0
i) Indian	0	846000	846000	34.46	0	846000	846000	34.46	0
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	0	27800	27800	1.13	0	27800	27800	1.13	0
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	0	0	0	0.00	0	0	0	0.00	0
c) Others (specify)	0	0	0	0.00	0	0	0	0.00	0
SUB TOTAL (B)(2):	0	873800	873800	35.60	0	873800	873800	35.60	0
Total Public Shareholding (B)= (B)(1)+(B)(2)	0	873800	873800	35.60	0	873800	873800	35.60	0



C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0
Grand Total (A+B+C)	0	2454700	2454700	100	0	2454700	2454700	100	0

(ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Sushree Trading Limited	1216300	49.55	0	1216300	49.55	0	0
2	Aakarshak Synthetics Limited	120000	4.89	0	120000	4.89	0	0
3	Meenakshi Steel Industries Limited	122400	4.99	0	122400	4.99	0	0
4	Nilkanth Engineering Limited	122200	4.98	0	122200	4.98	0	0

(iii) Change in Promoters' Shareholding (please specify, if there is no change): There is no change in the shareholding of the Promoter



(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr.No	For Each of the Top 10 Shareholders	Date of Change	Shareholdings at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	No. of shares	No. of shares	% of total shares of the Company
1	Umang Commercial Company Private Limited	No Change	488500	19.90	488500	19.90
2	Jatayu Textiles & Industries Limited	No Change	330000	13.44	330000	13.44
3	Rutgers Investment And Trading Co. Pvt. Ltd.	No Change	150000	6.11	150000	6.11
4	Ganesh Chandra Das	No Change	1100	0.04	1100	0.04
5	VKS Ramaiya	No Change	1000	0.04	1100	0.04
6	Rajeev Agarwal	No Change	700	0.03	700	0.03
7	Kamal Kishor Agarwal	No Change	800	0.03	800	0.03
8	Manish Agarwal	No Change	600	0.02	600	0.02
9	Vinod Haritwal	No Change	500	0.02	500	0.02
10	Vikas Uswadkar	No Change	400	0.01	400	0.01

(v) Shareholding of Directors and Key Managerial Personnel: Nil

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment: Nil



VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:
Not Applicable since there is no MD / WTD / Manager in the Company

B. Remuneration to other directors: Nil

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER/WTD – Not Applicable since there is no Key Managerial Personnel other than MD/Manager/WTD

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: Nil



For and on behalf of the Board of Directors of
Mansoon Trading Company Limited

A handwritten signature in black ink, appearing to be "P.K. Jajodia".

P.K.Jajodia
Director
(DIN: 00376220)

A handwritten signature in black ink, appearing to be "Suresh Tapuriah".

Suresh Tapuriah
Director
(DIN: 00372526)

Place : Mumbai

Date : 04.09.2015

Annexure 2

**Statement containing salient features of the financial statement of subsidiaries/
associate companies/ joint ventures**

Part "A": Subsidiaries

Name of the subsidiary	
1. Reporting period for the subsidiary concerned, if different from the holding company's reporting period	
2. Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	
3. Share capital	
4. Reserves & surplus	
5. Total assets	NIL
6. Total Liabilities	
7. Investments	
8. Turnover	
9. Profit before taxation	
10. Provision for taxation	
11. Profit after taxation	
12. Proposed Dividend	
13. % of shareholding	

The following information shall be furnished:-

1. **Names of subsidiaries which are yet to commence operations**
2. **Names of subsidiaries which have been liquidated or sold during the year.**



Part "B": Associates and Joint Ventures

Name of Associates/Joint Ventures	Shree Beesat Investments Private Limited
1. Latest audited Balance Sheet Date	31.03.2015
2. Shares of Associate/Joint Ventures held by the company on the year end	
No.	91880
Amount of Investment in Associates/Joint Venture	11,65,188
Extend of Holding %	43.75%
3. Description of how there is significant influence	Since the Company hold more than 20% voting power significant influence is assumed
4. Reason why the associate/joint venture is not consolidated	N.A
6. Networth attributable to Shareholding as per latest audited Balance Sheet	15,59,017/-
7. Profit / Loss for the year i. Considered in Consolidation ii. Not Considered in Consolidation	N.A



The following information shall be furnished:-

1. Names of associates or joint ventures which are yet to commence operations: Nil
2. Names of associates or joint ventures which have been liquidated or sold during the year: Nil



For and on behalf of the Board of Directors of
Mansoon Trading Company Limited

A handwritten signature in black ink, appearing to be "P.K. Jajodia".

P.K.Jajodia
Director
(DIN: 00376220)

A handwritten signature in black ink, appearing to be "Suresh Tapuriah".

Suresh Tapuriah
Director
(DIN: 00372526)

Place : Mumbai

Date : 04.09.2015

NOMINATION AND REMUNERATION POLICY**A. PREAMBLE**

The Nomination and Remuneration Committee (the Committee) set up, pursuant to the provisions of the Companies Act, 2013 ('the Act') and the Rules made thereunder, is required to formulate a Policy relating to the remuneration of the Directors, Key Managerial Personnel (KMP) and other employees of the Company and recommend to the Board for its adoption. The Committee is also required to formulate the criteria for identifying persons who are qualified to become Directors determining qualifications, positive attributes and independence of a Director apart from identifying persons who may be appointed in senior management. The Company is required to disclose the Policy in its Board's Report.

B. POLICY

In compliance of the above requirements, the Board of Directors of the Company has adopted this Nomination and Remuneration Policy, as recommended by the Committee, which would be reviewed at regular intervals by the Committee.

C. POLICY OBJECTIVES

The Nomination and Remuneration Policy is guided by a set of principles, inter alia, pertaining to determining qualifications, positive attributes, integrity, independence and objectives particularly envisaged under Section 178 of the Act and the Articles of Association of the Company. The key objectives of the Policy, inter alia, includes the following :

- a) Enable the Company to attract, retain and motivate appropriately qualified persons / members for the Board and executive level.
- b) Ensure that the interests of the Directors, KMP and senior management are aligned with the business strategy and risk tolerance, objectives, values and long-term interests of the Company and be consistent with the 'Pay for Performance' principle.
- c) Ensure that the remuneration of Directors, KMP and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

D. APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT**1. Appointment criteria and qualifications:**

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Independent Director, KMP or at senior management level and recommend to the Board his / her appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.
- b) An Independent Director shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, human resources, research, corporate governance, operations or other disciplines related to the Company's business.



c) An Independent Director shall be a person of integrity, who possesses relevant expertise and experience and who shall uphold ethical standards of integrity and probity; act objectively and constructively; exercise his responsibilities in a bona-fide manner in the interest of the Company; devote sufficient time and attention to his professional obligations for informed and balanced decision making; and assist the Company in implementing the best corporate governance practices.

d) An Independent Director should meet the requirements of the Act and Rules made thereunder concerning independence of Directors.

2. Term / Tenure

a) **Managing Director / Whole-time Director / Manager (Managerial Person):**

The Company shall appoint or re-appoint any person as its Managerial Person for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term. The Company shall not appoint or continue the employment of any person as Managing Director / Whole-time Director / Manager who has attained the age of seventy years. However, the term of the person holding this position may be extended beyond the age of seventy years with the approval of Members of the Company by passing a special resolution.

b) **Non-Executive Director :** The term of the Non-Executive Directors, unless otherwise specified, shall be in accordance with the Articles of Association of the Company.

c) **Non-Executive Independent Director:** An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's Report. No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. The Independent Director shall, during the said period of three years, not be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

d) **KMP and Senior Management:** The term of the KMP (other than the Managing / Whole-time Director / Manager) and senior management shall be decided on a case to case basis.

3. Evaluation:

The Committee shall carry out performance evaluation of every Director, KMP and senior management on yearly basis.

The Committee shall identify evaluation criteria based on which Directors will evaluate knowledge to perform the role, time and level of participation, performance of duties, level of oversight, professional conduct and independence. The appointment / re-appointment / continuation of Directors on the Board shall, inter alia, be subject to the outcome of the yearly evaluation process.

In conformity with the requirement of the Act, the performance evaluation of Independent Directors shall be done by entire Board excluding the Director being evaluated.



The Independent Directors of the Company shall hold atleast one meeting in a year to review the performance of Non-Independent Directors, performance of the Chairman of the Company and the Board as a whole, assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

4. Removal :

Due to reasons for any disqualification mentioned in the Act and Rules made thereunder or under any other applicable statutes or the Articles of Association of the Company, the Committee may recommend to the Board with reasons recorded in writing, removal of a Director, KMP or senior management.

5. Retirement:

The Director(s), KMP and senior management shall retire as per the applicable Service Rules, provisions of the Act and the Articles of Association of the Company. The Board shall have the discretion to retain the Director, KMP, senior management in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company, subject to necessary approvals as may be required under the Act.

E. REMUNERATION OF DIRECTOR, KMP AND OTHER EMPLOYEES

1. Remuneration payable to Non-Executive Directors:

The Non-Executive Non-Independent Directors of the Company shall not be paid any commission or fee for attending the meetings. However, they shall be entitled to all travelling, hotel or other expenses incurred by them in attending and returning from the meetings of the Board, Committees, or General Meetings of the Company, including adjourned meetings thereof, and generally in connection with the business of the Company.

2. Remuneration payable to Non-Executive Independent Directors :

The Board shall, in consultation with the Committee, approve the remuneration by way of sitting fees payable to Non-Executive Independent Directors, which shall take into account the Company's overall performance, Directors' contribution for the same and trends in the industry in general, in a manner which will ensure and support a high performance culture. The Non-Executive Independent Directors shall be paid sitting fees for attending the Board and Committee Meetings, Independent Directors' Meeting, as may be approved by the Board based on the recommendation of the Committee subject to the ceiling stipulated in the Act and the Rules made thereunder. In addition to the above, they shall be entitled to reimbursement of all expenses as may be incurred by them, while performing their role as an Independent Director of the Company including obtaining, subject to prior consultation with the Board, professional advice from independent advisors in the furtherance of their duties as an Independent Director. Increments to the existing remuneration structure may be recommended by the Committee to the Board and shall be subject to approval of Members of the Company, wherever required.



3. Remuneration of KMP and Other Executives :

The Board shall, in consultation with the Committee, approve the remuneration to be paid to Managerial Person in accordance with the statutory provisions of the Act and the Rules made thereunder. It shall also be subject to the approval of the Members of the Company.

F. DEVIATIONS FROM THIS POLICY :

Deviations on elements of this Policy in extraordinary circumstances, when deemed necessary in the interests of the Company, will be made if there are specific reasons to do so in an individual case.

G. OTHER PROVISIONS :

This Policy shall continue to guide all future employment of Directors, Company's senior management including KMP and other employees. Any matter not provided for in this Policy shall be dealt with in accordance with the provisions in the Articles of Association of the Company, the Act, relevant state laws and other applicable statutes. The right to interpret this Policy shall vest in the Board of Directors of the Company.

H. DISCLOSURE OF INFORMATION:

Information on the total remuneration of the Company's Board of Directors, KMP / senior management may be disclosed in the Company's annual financial statements as per statutory requirements. This includes any deferred payments and extraordinary contracts during the preceding financial year.

I. AMENDMENTS:

Amendments from time to time to the Policy, if any, shall be considered by the Board based on the recommendations of the Committee and / or as may be required by the changes in the regulatory framework. The term "Senior Management" shall mean personnel of the Company who are members of its core management team excluding Board of Directors. This would include all members of management one level below the executive directors, including the functional heads, if any.



Dilip Bharadiya

B.Com., A.C.A., F.C.S.
Proprietor

DILIP BHARADIYA & ASSOCIATES

COMPANY SECRETARIES

Phone : 91-22-2240 3756

Mobile : 91-98202 90360

Email : dilipbcs@gmail.com

: dilip@csdilip.com

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,
The Members,
Mansoon Trading Company Limited
Commerce House,
4th Floor, 3 Currimbhoy Road,
Ballard Estate,
Mumbai - 400 001

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to corporate practices by Mansoon Trading Company Limited (hereinafter called "the Company") for the audit period covering the Financial year ended on March 31, 2015. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2015, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company as given in **Annexure I**, for the financial year ended on March 31, 2015, according to the provisions (to the extent applicable) of:
 - (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
 - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
 - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder applicable to the extent of receipt of funds on non-repatriation basis from foreign investor;
 - (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

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- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; and The Securities And Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
2. I have relied on the representations made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.
3. I have also examined compliance with the applicable clauses of the Listing Agreement entered into by the Company with the Stock Exchange. During the year under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines etc. as mentioned above. The Company is in the process of appointing the Key Managerial Personnel. During the period under review, provisions of the following regulations were not applicable to the Company :
- (i) The Securities And Exchange Board of India (Delisting of Equity Shares) Regulations, 2009
 - (ii) The Securities And Exchange Board of India (Buyback of Securities) Regulations, 1998
 - (iii) Secretarial Standards issued by The Institute of Company Secretaries of India (since not approved by the Central Government).

I further report that -

The Board of Directors of the Company is duly constituted with five Directors including Woman Director/ Independent Director. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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All resolutions/decisions at the Board and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or the Committee.

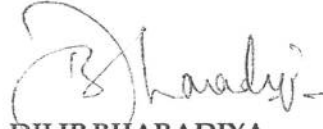
I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines except as mentioned above.

I further report that during the audit year there were no instances of:

- (i) Public issue of Equity Shares & Equity Warrants / Sweat Equity
- (ii) Buy-back of securities
- (iii) Merger / Amalgamation / Reconstruction, etc.
- (iv) Foreign Technical Collaborations

Place : Mumbai

Date : September 4, 2015



DILIP BHARADIYA

Proprietor

DILIP BHARADIYA & ASSOCIATES

FCS No.: 7956, C P No.: 6740



ANNEXURE - I

List of documents verified:

1. Memorandum & Articles of Association of the Company
2. Annual Report for the financial year ended March 31, 2014
3. Minutes of the meetings of the Board of Directors, Audit Committee, Nomination & Remuneration Committee along with Attendance Register held during the financial year under report
4. Minutes of General Body Meetings held during the financial year under report
5. Statutory Registers
6. Agenda papers provided to all the Directors / Members for the Board Meetings and Committee Meetings
7. Declarations received from the Directors of the Company pursuant to the provisions of Section 299 of the Companies Act, 1956 and 184 of the Companies Act, 2013
8. E-Forms filed by the Company, from time-to-time, under applicable provisions of the Companies Act, 1956 and Companies Act, 2013 and attachments thereof during the financial year under report



Independent Auditors' Report

To the Members
Mansoon Trading Company Limited

I. Report on the Financial Statements

We have audited the attached financial statements of Mansoon Trading Company Limited (hereinafter referred to as the Company), comprising of the Balance Sheet as at 31st March 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year ended along with the Significant Accounting Policies and other explanatory information forming an integral part thereof.

II. Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to 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 Section 133 of the Companies Act, 2013 (hereinafter referred to as the Act), read with Rule 7 of the Companies (Accounts) Rules, 2014 and in accordance with the accounting principles generally accepted in India. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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.

III. Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. 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 financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, 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 reasonable basis for our audit opinion.

IV. Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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, of the state of affairs of the Company as at 31st March 2015 and its Profit and its cash flows for the year ended on that date.


V. Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we enclose in the Annexure a statement on the matters specified in paragraph 3 of the said Order, to the extent applicable to the Company during the year under review.
2. Further to our comments in the Annexure referred to in 1. above as per the requirements of Section 143(3) of the Act, we report as follows:
 - (a) We have sought and 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, the Statement of Profit and Loss and the 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 the Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) On the basis of written representations received from the respective directors as on 31st March 2015 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2015 from being appointed as a director in terms of sub-section (2) of Section 164 of the Act;



- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us;
- i) the Company does not have any pending litigations which would impact its financial position;
 - ii) the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
 - iii) there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Shyam Malpani & Associates
Chartered Accountants
Firm Registration No. 120438 W


Shyam Malpani
Proprietor

Membership No. F-034171

Mumbai, dated 16th June 2015



Annexure to the Auditors' Report
(Referred to in paragraph V(1) of our report of even date)

In terms of the information and explanations given to us and the books and records examined by us and on the basis of such checks as we considered appropriate, we further report as under:

- (i) There were no fixed assets with the Company at any time during the year.
- (ii) There was no inventory with the Company at any time during the year.
- (iii) During the year, the Company has not granted any loans, secured or unsecured to the parties covered in the register maintained under Section 189 of the Act.
- (iv) In our opinion, there are adequate internal control procedures commensurate with the size of the Company and nature of its business for the provisions of services. During the course of the audit, we have not come across any major weakness in the internal controls prevailing in the Company.
- (v) According to the information and explanations given to us, the Company has not accepted deposits as per the directives issued by Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under.
- (vi) As explained to us, maintenance of cost records has not been prescribed by the Central Government for the Company under Section 148(1) of the Act.
- (vii) (a) As per the financial and other records verified by us, the Company is regular in depositing undisputed statutory dues in respect of Income-tax dues with the appropriate authorities and there are no undisputed dues in respect of the same outstanding for a period exceeding six months as at the close of the year.

Considering the present operations of the Company, there can be no liability on account of Excise Duty, Sales Tax, Service Tax, Customs Duty, ESIC, and Cess. As explained to us, there were no dues arising to the Company in respect of the Wealth Tax during the year.

- (b) As per the records and based on the explanations given to us, following are the disputed Income tax dues of the Company as at the close of the year:

Statute	Nature of Dues	Amount (Rs.)	Assessment Year	Forum
Income Tax Act, 1961	Income Tax and Interest	505.03 Lacs	2011-12	Commissioner of Income Tax, Mumbai (5)

- c) According to the information and explanations given to us, there are no dues of Investor Education and Protection Fund and rules made thereunder which is required to be transferred.



Shyam Malpani & Associates

Chartered Accountants

- (viii) As per the accounts verified by us, the Company has no accumulated losses as at the end of the current financial year nor it has incurred cash losses in the current/immediately preceding financial years.
- (ix) As per the records verified by us, the Company has not availed any loan/facility from banks/financial institutions and hence the question of default in repayment of the same does not arise. Further, no amounts were borrowed by the Company through Debentures.
- (x) As explained to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xi) No term loans were obtained by the Company during the year.
- (xii) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the company, noticed or reported during the year, nor have we been informed of such case by the management

For Shyam Malpani & Associates
Chartered Accountants
Firm Registration No. 120438 W



Shyam Malpani
Proprietor

Membership No. F-034171

Mumbai, dated 16th June 2015



Mansoon Trading Company Limited

Balance Sheet as at 31st March, 2015

Particulars	Notes	As at 31.03.2015 (Amount in Rs.)	As at 31.03.2014 (Amount in Rs.)
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	2,45,47,000	2,45,47,000
Reserves and Surplus	3	1,39,44,017	1,24,96,701
Non-Current Liabilities			
Long-term Provisions	4	83,830	59,965
Current Liabilities			
Other Current Liabilities	5	50,562	48,315
Total		3,86,25,410	3,71,51,981
ASSETS			
Non-Current Assets			
Non-Current Investments	6	1,40,92,486	1,41,02,086
Long-term Loans and Advances	7	4,78,190	4,78,190
Current Assets			
Current Investments	8	1,41,076	1,59,930
Cash and Cash Equivalents	9	1,24,131	1,47,312
Short-term Loans and Advances	10	2,19,00,000	2,11,00,000
Other Current Assets	11	18,89,527	11,64,463
Total		3,86,25,410	3,71,51,981

Notes form an integral part of the financial statements

As per our attached report of even date
For Shyam Malpani & Associates
Chartered Accountants



Shyam Malpani
Proprietor

Place : Mumbai

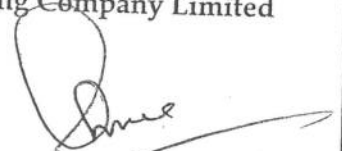
Date : 16 JUN 2015



For Mansoon Trading Company Limited



P.K. Jajodia
Director



Suresh Tapuriah
Director



Mansoon Trading Company Limited

Statement of Profit and Loss for the year ended 31st March, 2015

Particulars	Notes	Current Year (Amount in Rs.)	Previous Year (Amount in Rs.)
Revenue:			
Revenue from Operations	12	20,99,474	12,93,848
Other Income	13	2,21,078	3,53,833
Total Revenue		23,20,552	16,47,681
Expenses:			
Other Expenses	14	2,73,236	8,55,234
Total Expenses		2,73,236	8,55,234
Profit before tax		20,47,316	7,92,447
Tax expenses:			
Current Tax		(6,00,000)	(3,60,000)
Profit for the year		14,47,316	4,32,447
Earning per share (Face Value Rs.10.00 each)			
Basic & Diluted		0.59	0.18

Notes form an integral part of the financial statements

As per our attached report of even date
For Shyam Malpani & Associates
Chartered Accountants



Shyam Malpani
Proprietor



Place : Mumbai

Date : 16 JUN 2015

For Mansoon Trading Company Limited



P.K. Jajodia
Director



Suresh Tapuriah
Director




Mansoon Trading Company Limited

Cash Flow Statement for the year ended 31st March , 2015

Particulars	Amount (Rs.)	Year ended 31.3.2015 Amount (Rs.)	Amount (Rs.)	Year ended 31.3.2014 Amount (Rs.)
A. Cash Flow from operating activities				
Net profit before tax and extraordinary items		20,47,316		7,92,447
<u>Adjusted for</u>				
1. (Profit) / Loss on Sale of Current Investments	(25,723)		(1,00,398)	
2. (Profit) / Loss on Sale of Long Term Investments	-		-	
4. Provision For Diminution in Investment	9,600		6,70,200	
4. Dividend Income	(1,95,355)		(2,53,355)	
5. Other Expenses	-		-	
6. Contingent Provision against Standard Asset	3,813	(2,07,665)	50,863	3,67,310
Operating profit before working capital changes		18,39,651		11,59,757
<u>Adjusted for</u>				
1. Trade & Other receivables	(15,25,064)		(2,03,45,161)	
2. Trade payables	2,247		3,371	
Cash generated from operations		(15,22,817)		(2,03,41,790)
Income Tax paid		(5,79,947)		(3,82,815)
Cash flow before extraordinary items		(2,63,112)		(1,95,64,848)
Extraordinary items		-		(1,50,00,000)
Net cash used in operating activities (A)		(2,63,112)		(45,64,848)
B. Cash Flow from investing activities				
1. Income from Investment Activities	25,723		1,00,398	
2. Sale of Investments	18,854		7,93,286	
3. Purchase of Investments	-		-	
4. Dividend Income	1,95,355		2,53,355	
Net cash from investing activities (B)		2,39,932		11,47,039
C. Cash Flow from Financing Activities				
Proceed from issue of Share Capital	-		-	
Payment of long term borrowings	-		-	
Unsecured loan taken	-		-	
Dividend paid	-		-	
Cash used in Financing Activities (C)		-		-
Net Increase/(Decrease) in cash & cash equivalents (A + B + C)		(23,181)		(34,17,809)
Opening Balance of cash & cash equivalents		1,47,312		35,65,121
Closing Balance of cash & cash equivalents		1,24,131		1,47,312
Net Increase/(Decrease) as disclosed above		(23,181)		(34,17,809)

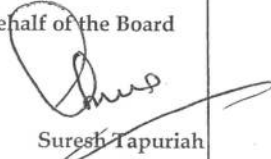
As per our attached report of even date
For Shyam Malpani & Associates
Chartered Accountants


Shyam Malpani
Proprietor



For and on behalf of the Board


P.K. Jajodia
Director


Suresh Tapuriah
Director

Place : Mumbai

Date: 16 JUN 2015

Mansoon Trading Company Limited

Note - 1 Significant Accounting Policies

1 Basis of Accounting

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respect with the accounting standards notified under the Companies (Accounts) Rules, 2014, (as amended) and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on an accrual basis and under the historical cost convention, except to the extent stated otherwise.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current - noncurrent classification of assets and liabilities.

2 Use of Estimates

The preparation of the financial statements in conformity with the generally accepted accounting principles requires the Management to make estimates and assumptions to be made that affect the reported amounts of revenues and expenses during the reporting period, the reported amounts of assets and liabilities and the disclosures relating to the contingent liabilities on the date of financial statements. Examples of such estimates include useful lives of Fixed Assets, provision for doubtful debts/advances, deferred tax, etc. Actual results could differ from those estimates and the same are recognized in the period in which the results are known or materialize.

3 Revenue Recognition

- a. Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.
- b. Dividend Income is accounted as and when the Company's right to receive dividend is established.
- c. Profit on sale of investments is recognized as and when the investments is sold / redeemed.



4 Investments

Investments are valued as per the Non Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015 issued by the Reserve Bank of India and Accounting Standard 13 as under.

- a) Long Term Investments are stated at cost. A provision for diminution, if any, is made to recognize a decline, other than temporary, in the book value of investments.
- b) Current Investments are valued at cost or the net asset value declared by the Mutual Fund, whichever is lower.

5 Taxation

Current Taxes

- a) The provision for current taxation is made for the income of the previous year as per the provisions of the Income tax Act, 1961.
- b) The Company has the policy of reviewing and passing adjustment entries for Income Tax paid, provision for Income Tax made and excess/ short provision for the year after receiving orders from the Income Tax authorities. The Company also makes a fair estimate of the Income Tax Liability for the said year and gives effect to it in the Books of Account.

Deferred Taxes

All temporary differences at the Balance Sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purpose is provided by way of Deferred Tax Liability. Similarly for all deductible temporary differences, carry forward of unused tax assets and unused tax losses (if any), to the extent that it is probable that sufficient taxable profit will be available in the future against which these items can be utilized are recognized as Deferred Tax Assets.

At each Balance Sheet date the carrying amount of deferred tax assets is reviewed and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets to be utilized.

Deferred Tax Assets and Liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on tax rates (and the tax laws) that have been enacted subsequent to the Balance Sheet date.



Mansoon Trading Company Limited

Notes forming part of the financial statements as at 31st March 2015

Note: 2 Share Capital

Particulars	As at 31 March 2015		As at 31 March 2014	
	Number	Rs.	Number	Rs.
<u>Authorised</u> Equity Shares of Rs. 10 each	25,00,000	2,50,00,000	25,00,000	2,50,00,000
		2,50,00,000		2,50,00,000
<u>Issued, Subscribed & Paid up</u> Equity Shares of Rs. 10/- Each Fully Paid Up	24,54,700	2,45,47,000	24,54,700	2,45,47,000
		2,45,47,000		2,45,47,000

(i) Reconciliation of number of Shares outstanding

Particulars	As at 31 March 2015		As at 31 March 2014	
	Number	Rs.	Number	Rs.
Equity Shares of Rs. 10 each fully paid up				
As at the beginning of the year	24,54,700	2,45,47,000	24,54,700	2,45,47,000
Add: Issued during the year	-	-	-	-
Less: Buy Back during the year	-	-	-	-
Outstanding at the end of the year	24,54,700	2,45,47,000	24,54,700	2,45,47,000

(ii) Disclosure of Shareholders holding more than 5% of Share Capital:

Name of Shareholder	As at 31st March, 2015		As at 31st March, 2014	
	No. of Shares held	% of holding	No. of Shares held	% of holding
Jatayu Textiles & Industries Limited	3,30,000	13.44%	3,30,000	13.44%
Kajal Synthetics And Silk Mills Limited	3,66,000	14.91%	3,66,000	14.91%
Rutgers Investments And Trading Company Private Limited	1,50,000	6.11%	1,50,000	6.11%
Sushree Trading Limited	12,16,300	49.55%	12,16,300	49.55%

(iii) Rights, preferences and restrictions attached to the Ordinary Shares

The Company has only one class of shares referred to as equity shares having a par value Rs. 10/- each holder of equity shares is entitle to one vote per share.



Mansoon Trading Company Limited

Notes forming part of the financial statements as at 31st March 2015

Note : 3 Reserves & Surplus

Particulars		As at 31.03.2015 (Amount in Rs.)		As at 31.03.2014 (Amount in Rs.)
Reserve Fund under RBI Act, 1934				
As per last Balance Sheet	37,99,639		37,13,150	
Add : Amount transferred from Surplus balance in the Statement of Profit & Loss	2,89,463	40,89,102	86,489	37,99,639
(a)		40,89,102		37,99,639
Surplus in the Statement of Profit & Loss				
As per Last Balance Sheet		86,97,062		84,36,213
Add: Tax adjustments for earlier years		-		(85,109)
Add: Profit for the Year		14,47,316		4,32,447
		1,01,44,378		87,83,551
Appropriations :				
Reserve Fund under RBI Act, 1934		2,89,463		86,489
(b)		98,54,915		86,97,062
Total (a+b)		1,39,44,017		1,24,96,701

Note : 4 Long Term Provisions

Particulars	As at 31.03.2015 (Amount in Rs.)	As at 31.03.2014 (Amount in Rs.)
Provision against Standard Assets	59,474	55,661
Provision for Tax (net of Advance Tax and TDS)	24,357	4,304
Total	83,830	59,965

Note : 5 Other Current Liabilities

Particulars	As at 31.03.2015 (Amount in Rs.)	As at 31.03.2014 (Amount in Rs.)
Trade Payables Others Audit Fees Payable	46,062	40,450
Other Liabilities	4,500	7,865
TOTAL	50,562	48,315



Mansoon Trading Company Limited

Notes forming part of the financial statements as at 31st March 2015

Note 6 : Non-Current Investments

Particulars	As at 31.03.2015 (Amount in Rs.)	As at 31.03.2014 (Amount in Rs.)
At Cost, Non-trade, Long Term		
In Equity Shares of face value Rs.10 each		
Quoted		
190 Shares in Century Enka Limited	20,909	20,909
29953 Shares in HGI Industries Limited	11,432	11,432
29000 Shares in Jayashree Tea & Industries Limited	9,91,955	9,91,955
95000 Shares in Meenakshi Steel Industries Limited	2,28,000	2,28,000
60000 Shares in Nilkanth Engineering Limited	1,39,800	1,39,800
14473 Shares in Umang Commercial Company Limited *	-	25,98,748
* Ceased to be Quoted shares		
(a)	13,92,096	39,90,844
Aggregate Market Value of Quoted Investments Rs.32,63,821 (Previous Year Rs.35,15,126)		
Unquoted		
120000 Shares in Aakarshak Synthetics Limited	12,03,000	12,03,000
27243 Shares in Essel Mining & Industries Limited	20,53,442	20,53,442
139000 Shares in Jatayu Textiles & Industries Limited	6,57,440	6,57,440
1900 Shares in Osiris Online Private Limited	19,048	19,048
38000 Shares in Rutgers Investment & Trading Company Private Limited	38,07,500	38,07,500
91880 Shares in Shree Beesat Investments Private Limited	11,65,188	11,65,188
60000 Shares in Sushree Trading Limited	1,52,010	1,52,010
14473 Shares in Umang Commercial Company Limited	25,98,748	-
Less: Diminution in book value of Unquoted Investments	(6,79,800)	(6,70,200)
(b)	1,09,76,576	83,87,428
Total (A) = (a) + (b)	1,23,68,672	1,23,78,272
Assets held for disposal(Net of advances received)	17,23,814	17,23,814
(B)	17,23,814	17,23,814
Total (A) + (B)	1,40,92,486	1,41,02,086



Mansoon Trading Company Limited

Notes forming part of the financial statements as at 31st March 2015

Note 7 : Long Term Loans and Advances

Particulars	As at 31.03.2015 (Amount in Rs.)	As at 31.03.2014 (Amount in Rs.)
(Unsecured, considered good) Other Advances	4,78,190	4,78,190
Total	4,78,190	4,78,190

Note 8 : Current Investment

Particulars	Face Value (Rs.)	As at March 31, 2015		As at March 31, 2014	
		Nos.	Rs.	Nos.	Rs.
Unquoted- Fully paid up (At Cost) Investment in Mutual Funds Birla Sun Life Cash Plus - Growth	100	644	1,41,076	878	1,59,930
Total			1,41,076		1,59,930

Particulars	Book Value		Repurchase Value	
	As at March 31, 2015 (Rs.)	As at March 31, 2014 (Rs.)	As at March 31, 2015 (Rs.)	As at March 31, 2014 (Rs.)
Aggregate Value of Unquoted Investments	1,41,076	1,59,930	1,44,426	1,80,734
Total	1,41,076	1,59,930	1,44,426	1,80,734

Note 9 : Cash & Cash Equivalents

Particulars	As at 31.03.2015 (Amount in Rs.)	As at 31.03.2014 (Amount in Rs.)
Cash & Bank Balance Cash in hand	54,151	53,986
Balance with Banks in Current Accounts	69,980	93,326
Total	1,24,131	1,47,312

Note 10 : Short Term Loans and Advances

Particulars	As at 31.03.2015 (Amount in Rs.)	As at 31.03.2014 (Amount in Rs.)
(Unsecured, considered good) Loan to a Company	2,19,00,000	2,11,00,000
Total	2,19,00,000	2,11,00,000

Note 11 : Other Current Assets

Particulars	As at 31.03.2015 (Amount in Rs.)	As at 31.03.2014 (Amount in Rs.)
Interest Receivable	18,89,527	11,64,463
Total	18,89,527	11,64,463



Mansoon Trading Company Limited

Notes forming part of the Statement of Profit And Loss for the year ended 31 March, 2015

Note 12 : Revenue from Operations

Particulars	Current Year (Amount in Rs.)	Previous Year (Amount in Rs.)
Interest Income	20,99,474	12,93,848
Total	20,99,474	12,93,848

Note 13 : Other Income

Particulars	Current Year (Amount in Rs.)	Previous Year (Amount in Rs.)
Dividend on Long Term Investments	1,95,355	2,53,355
Gain from Sale of Current Investments	25,723	1,00,398
Miscellaneous Receipt	-	80
Total	2,21,078	3,53,833

Note 14 : Other Expenses

Particulars	Current Year (Amount in Rs.)	Previous Year (Amount in Rs.)
Provision towards diminution in Investments	9,600	6,70,200
Advertisement Expenses	32,640	24,600
Filing Charges	7,800	1,500
Listing Fees	1,12,360	16,854
Legal and Professional Charges	12,000	11,500
Other Expenses	2,326	1,065
Contingent Provision against Standard Asset	3,813	50,863
Auditors' Remuneration:		
Audit Fees	50,562	44,944
Certification	42,135	33,708
Total	2,73,236	8,55,234



Mansoon Trading Company Limited

Notes to the Financial Statements (Continued):

15. Contingent Liabilities as at 31.03.15 - Rs. 11,72,44,310/- for Income-tax matter under dispute (Previous Year Rs. 5,05,03,230/-).
16. There are no eligible employees in the service of the Company during the year and hence no provision towards retirement benefits has been considered in the accounts (Previous year - Nil).
17. The Assets held for disposal under Non-current Investments comprise of land and boundary wall, acquired by the Company during 2010-11 from Assets Care Enterprises Limited under SARFAESI Act, 2002. The Company had subsequently received a Letter of Intent along with an advance payment aggregating to Rs. 4.50 Crores (Previous Year Rs.4.50 Crores) from another company for purchasing the said property which has been consistently disclosed as a deduction from the said value of Assets held for disposal.
18. There were no dues outstanding amounts payable to Micro, Small and Medium Enterprises included under Current Liabilities, as per the information available with the Company and relied upon by the auditors (Previous Year - Nil).
19. In the opinion of the Board, the Current assets, and Loans and Advances have a value on realisation in the ordinary course of the business at least equal to the amount at which they are stated in the books of account and adequate provision has been made of funds all known liabilities.

20. Earnings per Share

Particulars	Amount (Rs.)	
	2014-15	2013-14
Profit for the year (a)	14,47,316	4,32,447
Number of Ordinary shares outstanding (b)	2,454,700	2,454,700
Earnings Per Share		
Basic and Diluted (a/b)	0.59	0.18

21. Provision towards current taxation has been made based on the Income Tax Act, 1961. No deferred tax is considered during the year since there were no timing differences (Previous Year - Nil).

22. Related Party Disclosures

- i) Related Party Relationship:
Key Management Personnel: Shri P.K. Jajodia
- ii) During the year, there were no transactions with any of the related parties.

Note - Related party relationship are as identified by the Company and relied upon by the Auditors.

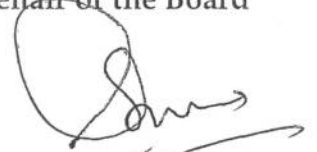


23. Since there are no employees with the Company, no provision towards gratuity or Leave Encashment has been considered necessary in the accounts as at the year end.
24. While determining diminution, other than temporary, in the individual book value of the long term quoted / unquoted investments, the strategic objective of such investments and the asset base of the investee companies have been considered. In view thereof, the decline, if any, in the market value of such investments is considered to be of a temporary nature, other than the provision considered necessary.
25. In compliance of Section 45-IC of the Reserve Bank of India Act, 1934, the Company has created Special Reserve aggregating to Rs.2,89,,463 (Previous Year - Rs.86,489) by way of a transfer from the current year Profit.
26. Since there are no reportable segments, the recommendations of Accounting Standard 17 - "Segment Reporting" are not applicable to the Company during the year under review. (Previous Year - Not applicable).
27. As per the provisions of Non Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015, the Company is a Non Systemically Important Company since the asset size of the Company is less than Rs.500 Crores as at 31.03.2015. Further, the provisions of the said Directions are not applicable to the Company (since the Company does not have any Public Fund) except Para 15 relating to submission of a Certificate from Statutory Auditor to the Reserve Bank of India on an annual basis.
28. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

For and on behalf of the Board



P.K. Jajodia
Director



Suresh Tapuriah
Director

Mumbai:
Date: 16 JUN 2015

