

Towa Sokki Limited



TWENTY SECOND ANNUAL REPORT 2013 - 2014



BOARD OF DIRECTORS

Shri O.J.Bansal	Managing Director
Shri S.J.Bansal	Director
Smt. S.O.Bansal	Director
Shri M.S.Agarwal	Director
Shri G.C.Agarwala	Director
Shri Anil Gupta	Director

BANKERS

Bank of Baroda
Axis Bank Ltd.

AUDITORS

M/S. BHAVAN PATEL & CO.
204-B, Vertex Vikas,
Sir M. V. Road
Andheri (East)
MUMBAI-400 069.

COMPANY LAW CONSULTANTS

MR. KASHYAP SHAH
B-203, Manubhai Tower,
Sayajigunj,
VADODARA - 390 005

REGISTERED OFFICE

A-919/3 G.I.D.C Estate,
Makarpura,
VADODARA - 390 010
CIN : L51909GJ1993PLC019111
Tel. Fax : 0265-2652851
Email : towasurvey@yahoo.co.in
Website : www.towasokki.in

NOTICE

22nd Annual General Meeting will be held at Matruhaya Farm & Garden Restaurant, N. H. No-8, Tarsali By-Pass, Makarpura, Vadodara. on Monday, 29th September, 2014 at 10.00 A.M.

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NOTICE

Notice is hereby given that the Twenty Second Annual General Meeting of the members of TOWA SOKKI LIMITED will be held on Monday, 29th September 2014, at 10.00 a.m. at Matruchhaya Farm & Garden Restaurant, National Highway No - 8, Tarsali By-Pass, Makarpura, Vadodara, to transact the following Business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statement of the Company including Profit & Loss Account for the year ended 31st March, 2014, Balance Sheet as at that date and the Directors' and Auditors' Reports thereon.
2. To appoint a Director in place of Shri G.C. Agarwala (DIN: 1796739), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT M/s. Bhavan Patel & Co., Chartered Accountants, (Firm Registration No. 101362W), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting to be held during the year 2017 at such remuneration as may be mutually agreed upon between the Board of Directors of the Company."

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Clause 49 of the Listing Agreement, Shri Hashmukhbhai Patel (DIN: 06918528), who was appointed as an Additional Director by the Board of Directors pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of this 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 an Independent Director of the Company to hold office for five consecutive years up to the conclusion of 27th Annual General Meeting of the Company in the calendar year 2019."

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Clause 49 of the Listing Agreement, Shri Heeralal Barot (DIN: 06920366), who was appointed as an Additional Director by the Board of Directors pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of this 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 an Independent Director of the Company to hold office for five consecutive years up to the conclusion of 27th Annual General Meeting of the Company in the calendar year 2019.”

6. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“ RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Registered Office :
919/3, GIDC Estate,
Makarpura
Vadodara – 390010
CIN : L51909GJ1993PLC019111
Date : 12-08-2014

By Order of the Board
For Towa Sokki Limited
Sd/-
O.J. Bansal
Chairman & Managing Director

NOTES :

1. A Member entitled to attend and vote at this Annual General Meeting is entitled to appoint a proxy to attend and vote, instead of himself/herself. A proxy need not be a Member of the Company. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder.
2. The instrument of proxy in order (duly completed & signed) to be effective must reach at the Registered Office of the Company not less than 48 hours before the commencement of meeting.
3. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution/authority authorizing their representative to attend and vote at the Annual General Meeting.
4. A proxy shall not vote except on a poll. A proxy form is appended with the attendance slip.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
6. Member seeking any clarification on account of the company are requested to send their query in writing to the company at registered office addressing to Managing Director or through e-mail at towasurvey@yahoo.co.in. The query must reach to the company either by mail or e-mail at least seven working days before the date of AGM (excluding the date of AGM).
7. The Register of Members and Share Transfer Books of the Company will remain closed from 24th September, 2014 to 29th September, 2014 (both days inclusive)
8. As a measure of economy, copies of the Annual Report will not be distributed at the Meeting. Members are, therefore, requested to bring their copies of Annual Report.
9. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository.
10. Members are requested to send all their communications pertaining to shares & notify change in their address/mandate/bank details to The Registrar & Share Transfer Agent, M/s System Support Services, to facilitate better servicing.

11. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to The Registrar & Share Transfer Agent, M/s System Support Services, for their doing the needful.
12. In furtherance of the Green Initiative and Section 101 of the Companies Act, 2013 read with Rule 18(3) (i) of the Companies (Management & Administration) Rules, 2014 and Rule 11 of the Companies (Accounts) Rules, 2014, the Company urges the Members to register their email address with the Company and / or its Registrar and Share Transfer Agent, M/s System Support Services, for receiving the Annual Report and Accounts, Notices etc. in electronic mode. In future all the Annual Report and Accounts, Notices and other communications etc. will be sent in electronic mode to the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member requests for a physical copy of the same.
13. In future electronic copy of the Notice of General Meetings of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form will be sent to the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member requests for a physical copy of the same.
14. Members are advised that it is mandatory to furnish copy of PAN Card both side signed as self attested in the following cases:
 - i) Transferees' PAN Cards for transfer of shares,
 - ii) Legal heirs' PAN Cards for transmission of shares,
 - iii) Surviving joint holders' PAN Cards for deletion of name of deceased Shareholder and
 - iv) Joint holders' PAN Cards for transposition of shares.
15. Members may also note that the Notice of the Annual General Meeting and the Annual Report 2013-2014 will also be available on the Company's website www.towasokki.in for being downloaded. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days till the date of the meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's email id : towasurvey@yahoo.co.in

16. Process and manner for members opting for E-voting.

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members holding shares either in physical form or in dematerialized form the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).
- II. Similarly, members opting to vote physically can do the same by remaining present at the meeting and should exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e. physically and e-voting, then votes casted through e-voting shall be only taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid.
- III. The instructions for e-voting are as under:
 - (i) The e-voting period begins on 23-09-2014 from 10.00 A.M. and ends on 25-09-2014 till 6.00 P.M. During this period, shareholders' of the Company, holding shares either in physical form or dematerialized form, as on cut-off Date (Record Date) of 22-08-2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
 - (iii) Click on "Shareholders" tab.
 - (iv) Now, select the "Towa Sokki Limited" from the drop down menu and click on "SUBMIT"
 - (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
 - (vi) Next enter the Image Verification as displayed and Click on Login.
 - (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company / Depository Participant are requested to enter default PAN No SYSSS1234G
DOB #	Enter the Date of Birth as recorded in your demat account maintained with the DP registered with CDSL. Physical shareholders and demat shareholders with NSDL DP will enter date of Birth as 01/01/1990
Dividend Bank Detail #	Enter the Dividend Bank Details as recorded in your demat account or with the company, otherwise enter account no as SYSSUP123

Please enter any one of the details in order to login.

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the relevant EVSN for “Towa Sokki Limited” on which you choose to vote.
- (xiii) On the voting page, you will see “Resolution Description” and against the same the option “YES/ NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Not for Institutional shareholders
- * Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as corporates
 - * A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - * After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - * The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - * A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
17. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on cut-off Date (Record Date) of 22-08-2014
18. Mr. Kashyap Shah, A Practicing Company Secretary, C.P. Membership No. 6672 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
19. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
20. The Results shall be declared on or after the Annual General Meeting (AGM) of the Company. This Notice as well as the Results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL within two (2) days of passing of the resolutions at the Annual General Meeting (AGM) of the Company and communicated to the Stock Exchange.

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO
SECTION 102 OF THE COMPANIES ACT, 2013**

Item No. 4 and 5

Shri Hashmukhbhai Patel and Shri Heeralal Barot has joined the Board with effect from 28th July, 2014 as Additional Directors of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Shri Hashmukhbhai Patel and Shri Heeralal Barot will hold the office up to the date of ensuing AGM. The Company has received notice in writing along with requisite deposit under the provisions of Section 160 of the Companies Act, 2013, from members proposing the candidature of Shri Hashmukhbhai Patel and Shri Heeralal Barot for their appointment as Independent Directors.

Shri Hashmukhbhai Patel and Shri Heeralal Barot are not disqualified from being appointed as a Directors in terms of Section 164 of the Act and has given their consent to act as a Director.

As per the provision of Section 149 of the Act inter alia prescribed the criteria for acting as Independent Director a Company propose to appoint Independent Director on its Board. As per the said Section 149, an Independent Director can hold office for a term upto 5 (five) consecutive years on the Board of a Company and he shall not be included in the total number of Directors for retirement by rotation.

In the opinion of the Board, Shri Hashmukhbhai Patel and Shri Heeralal Barot fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for their appointment as Independent Directors of the Company and are independent of the management.

The Company has received declaration from Shri Hashmukhbhai Patel and Shri Heeralal Barot that they meets with the criteria of Independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. Shri Hashmukhbhai Patel has appropriate skills, experience and knowledge, inter alia, in the field of Design and Marketing and Shri Heeralal Barot has appropriate skills, experience and knowledge, inter alia, in the field of Banking and Finance.

Brief resume of Shri Hashmukhbhai Patel and Shri Heeralal Barot, nature of their expertise in specific functional areas and names of Companies in which they holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between Directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange, is provided in the Annexure to the Notice forming part of the Annual Report.

Copy of the draft letter for respective appointment of Shri Hashmukhbhai Patel and Shri Heeralal Barot appropriate skills, experience and knowledge, inter alia, in their field as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company during Business hours on any week days excluding Sunday and Public Holiday.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

Except Shri Hashmukhbhai Patel and Shri Heeralal Barot, being appointees, None of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 and 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 and 5 of the Notice for approval by the shareholders.

Item No. 6

The existing AoA are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Act. The Act is now largely in force. With the coming into force of the Act several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles. The new AoA to be substituted in place of the existing AoA are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares.

The proposed new draft AoA is being uploaded on the Company's website for perusal by the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 6 of the Notice.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

Details of Directors seeking appointment/re-appointment at the ensuing Annual General Meeting.

(Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges)

Name of Director	Shri G.C. Agarwala	Shri Hashmukhbhai Patel	Shri Heeralal Barot
Date of birth	15-03-1942	19-01-1965	21-03-1944
Date of appointment	1-04-1995	28-07-2014	28-07-2014
Expertise in specific functional areas	Advocate and Notary	Designing and Marketing	Banking and Finance
Qualifications	B. Com LLB	Diploma in Fine Arts	Non Graduate
List of other companies in which directorship held	Nil	Nil	Nil
Chairman/Member of the committee of other public companies on which the individual is a director	Nil	Nil	Nil
Number of shares held in the Company	Nil	Nil	Nil
Relationship between directors inter se	Nil	Nil	Nil

Regd. Office :
919/3, GIDC Estate,
Makarpura,
Vadodara-390 010
CIN : L51909GJ1993PLC019111
Date : 12-08-2014

By order of the Board,
For Towa Sokki Limited
Sd/-
O. J. Bansal
Chairman & Managing Director

DIRECTORS' REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the 22nd Annual Report together with audited statement of accounts for the year ended 31st March, 2014.

FINANCIAL HIGHLIGHTS :**(Amount in Rs.)**

Particulars	31-03-2014	31-03-2013
Total Income	4157938	3503929
Depreciation	254648	254515
Profit (Loss) Before Tax	(466155)	(621261)
Provision for Tax	--	--
Profit (Loss) after Tax	(466155)	(621261)

OPERATIONS AND FUTURE PLANS :

The operations for the year under review shows a loss of Rs. 466155

During the year under review, the manufacturing sales have not been much improved. This is mainly attributed to overall economic slowdown in the Country.

Your directors are hopeful of achieving a steady growth in sales and job work activity and resultant net margin in the years to follow.

DIVIDEND :

In view of the accumulated losses, management does not propose any dividend for the year 2013-2014

PREFERENTIAL ALLOTMENT OF EQUITY SHARES

The Company has allotted 800000 Equity Shares at a price of Rs 10/- per share by way of preferential allotment to Promoters and Others in accordance with the preferential issue guidelines contained in SEBI (ICDR) Regulations, 2009.

DIRECTORS :

Shri G.C. Agarwala retires at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

Shri Hashmukhbhai Patel and Shri Heeralal Barot has joined the Board with effect from 28th July, 2014 as Additional Directors of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Shri Hashmukhbhai Patel and Shri Heeralal Barot will hold the office up to the date of ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from members proposing the candidature of Shri Hashmukhbhai Patel and Shri Heeralal Barot for their appointment as Independent Directors.

The Board recommends re-appointments / appointments of all the above Directors.

The Company has received declaration from all the Independent Directors of the Company confirming that they meet with criteria of Independence as prescribed under sub-section (6) of section 149 of the Companies Act, 2013 and under clause 49 of the Listing Agreements with the Stock Exchange.

None of the Directors of your Company is disqualified under Section 162 (2) of the Companies Act, 2013. As required by law, this position is also reflected in the Auditors' Report.

Shri Anil Gupta, the Independent Director of the Company has resigned from the Board with effect from 14th July, 2014 and Shri Madhududan Agarwal has resigned as Independent Director of the Company with effect from 16th July, 2014.

The Board accepted their resignations and place on record their appreciation for the valuable guidance and advice provided by Shri Anil Gupta and Shri Madhusudan Agarwal during their tenure as Directors of the Company.

DIRECTOR'S RESPONSIBILITY STATEMENT :

Pursuant to Section 217 (2AA) of the Companies Act, 1956 and, based upon representations from the management, the Board, to the best of its knowledge and belief, confirms that :

- a) that in the preparation of the annual accounts, the applicable accounting standard had been followed along with proper explanations relating to material departures;
- b) that the Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for the period;



- c) that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities ;
- d) that the Directors had prepared the annual accounts on a going concern basis.

FIXED DEPOSITS :

Your company has neither invited nor accepted any Fixed Deposits from the public during the financial year under review.

CORPORATE GOVERNANCE AND COMPLIANCE CERTIFICATE :

Separate notes on Corporate Governance and Management Discussion and Analysis Report are set out as Annexure "A" and "B" respectively. A Certificate from the Auditor of the Company certifying compliance conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement is attached to this report.

LISTING AGREEMENTS REQUIREMENTS :

The securities of your company are listed at Bombay Stock Exchange Ltd. The Annual Listing Fee for the year 2014-2015 has been paid to the Bombay Stock Exchange Ltd.

BUY-BACK OF SHARES :

There was no buy-back of shares during the year under review.

PARTICULARS OF THE EMPLOYEES :

None of the employees employed during the year was in receipt of remuneration in excess of the prescribed limit specified in section 217 (2A) of the Companies Act, 1956. Hence, furnishing of particulars under the Companies (Particulars of Employees) 1975 does not arise.

AUDITORS :

M/s BHAVAN PATEL & COMPANY, (Firm Registration No. 101362W) Chartered Accountants, Auditors of the Company retire at the ensuing Annual General Meeting. They have expressed their willingness for reappointment.

STATUTORY COMPLIANCE :

The Company has Complied with the various provisions of the Companies Act, 1956, the SEBI regulations and provisions of the Listing Agreement.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION :

During the year under review, there were no activities, which required heavy consumption of energy. However adequate measures have been taken to make sure that there is no wastage of energy. Since the requisite information with regard to the conservation of energy, technology absorption (Disclosure of Particulars in the report of Board of Directors) Rules are irrelevant/not applicable to the Company during the year under review, the same are not reported.

FOREIGN EXCHANGE EARNING AND OUTGO :

1. Earnings in Foreign Exchange	NIL
2. Expenditure in Foreign Currency	NIL

ACKNOWLEDGEMENTS

The Board of Directors wish to place on record their appreciation for the co-operation and support of the Company's Bankers, its valued customers, employees and all other intermediaries concerned with the Company's business.

Your directors sincerely thank all members for supporting us during the difficult days. We look forward to your continued support and reiterate that we are determined to ensure that the plans are successfully implemented.

Place : Vadodara
Date : 12-08-2014

By order of the Board,
For Towa Sokki Limited
Sd/-
O. J. Bansal
Chairman & Managing Director

CORPORATE GOVERNANCE:

“Annexure - A”

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The Company's Philosophy on governance is founded upon and structured on a rich legacy of principles and practices that predicates dealing with stakeholders, based on fairness, transparency and ethical behavior.

In accordance with Clause 49 of the Listing Agreement with the Bombay Stock Exchange, the details of governance including compliances by the Company with the provisions of Clause 49 as under:

1. BOARD OF DIRECTORS:

As on 31-03-2014, the Company's Board consisted of two promoter Executive Directors, one promoter Non-Executive Director, and three Independent Directors.

The Board of the Company met Five times during the last financial year on the following dates :
3-05-2013, 24-05-2013, 12-08-2013, 11-11-2013, and 10-02-2014

Code of Conduct:

The Company has already implemented a Code of Conduct for all Board Members and Senior Management of the Company in compliance with Clause 49(1) of the Listing Agreement. But, since the operations of the Company were not much, the application of the code of conduct was limited to that extent. The constitution of the Board (as on 31-03-2014) and the attendance of the Directors is given below:

Name of the Director	Category of the Director	No. of other Directorship (*)	No. of Board Meetings Attended	Attendance at Last AGM
O.J. Bansal	Promoter / Executive	NIL	5	Yes
S.J. Bansal	Promoter / Executive	NIL	4	Yes
S.O. Bansal	Promoter / Non-Executive	NIL	5	Yes
M.S. Agarwal	Independent	NIL	1	No
G.C. Agarwala	Independent	NIL	1	No
Anil Gupta	Independent	NIL	5	Yes

* Excludes Directorship in Indian Private Limited Companies, Foreign Companies, Companies u/s 25 of the Companies Act, 1956

* The Director(s) are neither Chairman nor members of any other committee(s) other than Audit committee, Grievance committee, remuneration committee of Towa Sokki Ltd. as mentioned in this report.

* Leave of absence was given to Shri S.J. Bansal, Shri M.S. Agarwal and Shri G.C. Agarwala for those Board meetings which they could not attend.

Detailed agenda is circulated / sent to the members of the Board in advance. The Board discuss deliberate and decides on all the topics / matters including those suggested in the Listing Agreement, as and when the requirement arises.

Risk Mitigation Plan : The Company has already adopted a risk mitigation plan, suitable to the Company. During the year there were no activities that required the assessment of risk.

2. AUDIT COMMITTEE:

The total strength of the Audit Committee is three. The said committee was constituted to exercise powers and discharge functions as stipulated in Clause 49 of the listing Agreement and other relevant statutory and regulatory provisions. The Chairman of the audit committee is an independent director, and of the other two members are independent director and non-executive director.

During the relevant financial year, four Audit Committee Meetings were held on 24-05-2013, 12-08-2013, 11-11-2013, and 10-02-2014

The constitution of the committee (as on 31-03-2014) and the attendance of each member of the Committee is given below:

Name of the Member	Category	No. of Meetings	Attendance (Nos.)
Anil Gupta	Independent Director	4	4
M.S. Agarwal	Independent Director	4	1
S.O. Bansal	Non-Executive Director	4	4

3. SHARE HOLDERS' GRIEVANCE / SHARE TRANSFER COMMITTEE:

Share Holders' Grievance Committee

Share Holders Grievance Committee consists of two independent directors and one compliance officer who have met on 24-05-2013, 12-08-2013, 11-11-2013, and 10-02-2014

The data for the year is as follows: No complaint is received from share holders during the year. No complaint is pending as on 31-03-2014.

The constitution of the committee (as on 31-03-2014) and the attendance of each member of the Committee is given below:

Name of the Member	Category	No. of Meetings	Attendance (Nos.)
S.J. Bansal	Compliance Officer	4	3
G.C. Agarwala	Independent Director	4	1
Anil Gupta	Independent Director	4	4

4. REMUNERATION COMMITTEE :

The total strength of the Remuneration Committee is three. The said committee was constituted to exercise powers and discharge functions as stipulated in Clause 49 of the listing agreement and other relevant statutory and regulatory provisions. The Chairman and the members of the remuneration committee are independent directors.

During the relevant financial year, one meeting of Remuneration Committee was held on 24-05-2014

The constitution of the committee (as on 31-03-2014) and the attendance of each member of the Committee is given below:

Name of the Member	Category	No. of Meeting	Attendance (Nos.)
Anil Gupta	Independent Director	1	1
M. S. Agarwal	Independent Director	1	1
G. C. Agarwala	Independent Director	1	1

REMUNERATION PAID TO DIRECTORS DURING THE YEAR:

Name of Director	Designation	Salary / Remuneration
1) Shri O.J. Bansal	Managing Director	Rs. 480000
2) Shri S. J. Bansal	Director	Rs. 360000

5. OTHER DETAILS / INFORMATION:

The details of Annual General Meeting held in last 3 years are as under:

Year Ended	Venue	Date	Time
31-03-2013	919/3, GIDC Estate, Makarpura, Vadodara – 39001031-03-2010	28-09-2013	10.00 AM
31-03-2012	919/3, GIDC Estate, Makarpura, Vadodara – 39001031-03-2010	29-09-2012	10.00 AM
31-03-2011	Matruchhaya Farm & Garden Restaurant N. H. No.-8, Tarsali By Pass, Makarpura, Vadodara	29-09-2011	10.00 AM

* Postal Ballot

During the year, two Special Resolutions were passed through Postal Ballot. Shri Kashyap Shah, Practicing Company Secretary was appointed as the Scrutinizer for the Postal Ballot Process. The result of the Postal Ballot were announced by the Chairman of the Company at the Registered Office of the Company on 20th April, 2013 and also advertised in the Newspapers.

*** Means of Communication:**

The Company is filing all the quarterly / half yearly / annual results with the Stock Exchanges and press release are made in English and Gujarati news papers. The Company has its own website and all vital informations relating to the company's quarterly share holding pattern and quarterly results etc. are posted on the website. The Company's website address is www.towasokki.in

*** Compliance of Insider Trading Norms:**

Company has adopted the code of internal procedure and thus complies with the insider trading norms.

*** General shareholder's information:**

a) AGM date, time and venue:

Venue	Date	Time
Matruchhaya Farm & Garden Restaurant, N. H. No.-8, Tarsali By Pass, Makarpura, Vadodara	29-09-2014	10.00 AM

b) Financial year ending : 31st March 2014.

c) Book Closure date : 24th September 2014 to 29th September 2014 (both days inclusive)

d) Listing on Stock Exchanges : The shares are listed in Bombay Stock Exchange Ltd.

e) Distribution schedule as on 31-03-2014 :

Category	Number of Shareholders	Number of Share Held	% (percentage)
1 - 1000	571	394600	88.253
1001 - 2000	13	20600	2.009
2001 - 3000	10	29100	1.546
3001 - 4000	1	4000	0.154
4001 - 5000	5	25000	0.773
5001 - 10000	3	22500	0.464
10001 and above	42	7844300	6.801
Total	645	8340100	100.000

f) Share price movements :

Monthly high and Low quotes basing on the closing prices and no. of shares traded during the Financial Year 2013-2014 on Bombay Stock Exchange Limited.

Month	Highest Rs.Ps.	Lowest Rs. Ps.	No. of Shares Traded
April 2013	--	--	--
May 2013	3.41	3.41	500
June 2013	--	--	--
July 2013	--	--	--
August 2013	--	--	--
September 2013	--	--	--
October 2013	--	--	--
November 2013	--	--	--
December 2013	--	--	--
January 2014	--	--	--
February 2014	--	--	--
March 2014	--	--	--

g) Share Holding Pattern as on 31-03-2014 :

Category	No. of shares	% of Equity
Promoter Group	3290100	39.45
NRI Promoters	--	--
Resident Body Corporate	--	--
Banks/FI/FII/MF/Trust	--	--
NRI/OCB	--	--
Indian Public	5050000	60.55
TOTAL	8340100	100.00

h) Additional information:

a) Director retiring by rotation / reappointment:

- * Shri G. C. Agarwala who retires by rotation and being eligible offers himself for reappointment. He is Advocate & Notary and having more then 37 years of experience. He is Independent Director of the Company.

b) The shares of the Company are in physical and dematerialized forms.

c) Share transfer system : The Company is having facility of shares transfer at the Share Transfer Agent.

d) The Company has not proposed / declared any dividend during the year.

e) Financial Calender for the year 2014-2015

Financial reporting for 2014-15 (tentative and subject to change)

- * 1st Quarter : Mid August, 2014
- * 2nd Quarter : Mid November, 2014
- * 3rd Quarter : Mid February, 2015
- * Financial Year Closing : 31-03-2015
- * 4th Quarter : End May, 2015

f) Address for correspondence:

- * **Registered Office :** 919/3, GIDC Estate, Makarpura, Vadodara – 390010
- * **CIN :** L51909GJ1993PLC019111
- * **E-mail id of the Company :** towasurvey@yahoo.co.in
- * **Telephone No. :** 0265-2652851
- * **Share Transfer Agents :** System Support Services,
209, Shivai Ind. Estate, 89, Andheri Kurla Road,
Near Logitech Park, Saki Naka, Andheri (E),
Mumbai-400 072.
Phone : 022-28500835, Fax : 022-28501438
E-mail : sysss72@yahoo.com

g) Stock Code: 531771 (BSE)

ISIN No. : The ISIN allotted to the Company by NSDL and CDSL is INE311M01018 The Annual Listing Fee for the year 2014-2015 has been paid to the Bombay Stock Exchange Ltd.

h) Dematerialization of shares.

about (45.26 %) Equity Shares of the Company have been Dematerialized

i) Outstanding GDRs / ADRs / Warrants or any other convertible instruments, conversion date and likely impact on equity : **NIL**



- j) Conversion date and likely impact on Equity Shares: No such warrants instruments have so far been issued by the Company.
- k) There are no materially significant transactions with there related parties viz, Promoters, Directors and their relatives, Subsidiary Company conflicting with Company's interest. The transactions with related parties are disclosed in Note No. 22 to the Accounts in the Annual Report.
- l) No Penalties or strictures have been imposed on the Company by BSE or SEBI or any statutory authority or any matter related to capital markets during the period under review:
- m) Performance in comparison to broad-based indices such as BSE Sensex, CRISIL Index etc.
 - a) There were no rating such as CRISIL or by any other authorities / bodies.
 - b) No data were available for comparison purpose.
- n) Whistle Blower Policy: The Company is yet to implement such a system due to the low level of operations. The management will introduce / implement such a policy as and when the need comes and the operations become more complex and diversified.
- o) Training of Board Members: Company is yet to commence such a program. Lack / shortage of fund were one of the reasons.
- p) Mechanism for evaluating non-executive Board members: At present company does not have any such mechanism, because the activities of the company are still in a minimum scale which does not call for such evaluation.

Management Discussion And Analysis

Overall review, Industry Structure and Developments:

As mentioned in the Directors report, your Directors are hopeful of achieving a steady growth in sales and job work activity and resultant net margin in the years to follow.

In the current scenario the Board believed that Indian market will offers the opportunities for the revival of the product.

Opportunities and Threat

The opportunities in the domestic market is large though at the moment it is also affected by the economic scenario the world over. But we believe it is a passing phase and the signs of recovery are already there. By the time the Company launches its plans it is expected that the economic recovery would be well on its way.

Segment wise Performance

The Company does not have multiple products / segments

Out look

The Board is positive on the future outlook of the company and is examining various business options.

Internal control System

Company at present has internal control procedures, which is commensurate with the present requirements. Internal controls are being monitored, reviewed and upgraded on an ongoing basis.

Human relations

The Board is keen to have a fully equipped HR Department, once the activity is started in a big way. During the year under review, the activities were in a minimal scale and manpower utilization was meager and so there was no need for such a department.

Financial performance with respect to operational performance

Particulars	(Amount in Rs.)	
	31-03-2014	31-03-2013
Total Income	4157938	3503929
Depreciation	254648	254515
Profit (Loss) Before Tax	(466155)	(621261)
Provision for Tax	--	--
Profit (Loss) after Tax	(466155)	(621261)

Caution

The views expressed in the Management Discussions and Analysis are based on available information, assessments and judgment. They are subject to alterations. The Company's actual performance may differ due to national or international ramifications, government regulations, policies, Tax Laws, and other unforeseen factors over which the Company may not have any control.

**CEO & CFO CERTIFICATION**

The Board of Directors
Towa Sokki Limited
Vadodara

Re- financial Statements for the year 2013-14 – Certification

We, O.J. Bansal, Chairman & Executive Director and S.J. Bansal, CFO, on the basis of the review of the financial statements and the cash flow statement for the financial year ending March 31, 2014 and to the best of our knowledge and belief, thereby certify that: -

1. These statements do not contain any materially untrue statements or omit any material fact or contains statements that might be misleading.
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. There are to the best of our knowledge and belief, no transaction entered into by the company during the year ended March 31, 2014 which are fraudulent, illegal or violative of the Company's code of conduct.
4. We accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee those deficiencies, of which we are aware, in the design or operation of the internal control systems and that we have taken the required steps to rectify these deficiencies.
5. We further certify that :
 - a) There have been no significant changes in the internal control over financial reporting during this year
 - b) There have been no significant changes in accounting policies during this year and that the same have been disclosed in the notes to the financial statements.
 - c) There have been no instances of significant fraud of which we have become aware and the involvement therein, of management or an employee having significant role in the Company's internal control systems over financial reporting.

O.J. Bansal
Chairman & Executive Director

S.J. Bansal
CFO

Place : Vadodara
Date : 12-08-2014

DECLARATION – COMPLIANCE WITH THE CODE OF CONDUCT

In accordance with clause 49 of the Listing Agreement with the Stock Exchange, I, O.J. Bansal, Chairman & Executive Director of the Company, hereby declare that the Board Members and Senior Management Personnel have affirmed compliance with the said Code of Conduct, as mentioned in this report, for the year ended March 31, 2014.

Place : Vadodara
Date : 12-08-2014

For Towa Sokki Limited
O.J. Bansal
Chairman & Executive Director



AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To,

The Members of,
Towa Sokki Limited, Baroda.

We have examined the compliance of conditions of Corporate Governance by Towa Sokki Limited ('The Company') for the year ended March 31, 2014 as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchange.

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

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

We state that as per the records maintained by the Registrars and Share Transfer Agents of the Company and presented to the Shareholders / Investors Grievance Committee no investor grievance are pending for a period exceeding one month against the Company.

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

Place : Mumbai
Date : 12-08-2014

For BHAVAN PATEL & CO.
CHARTERED ACCOUNTANTS
(Firm Registration No. : 101362W)
B. H. PATEL
Proprietor
(Membership No. 36103)

AUDITOR'S REPORT

To

The Members of TOWA SOKKI LIMITED,

We have audited the attached Balance Sheet of Towa Sokki Limited, as at 31st March, 2014 and also the Profit and Loss Account of the Company for the year ended on that date, annexed thereto. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.

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

We report that :

1. As required by the Companies (Auditor's Report) Order, 2003, issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
2. Further to our comments in the Annexure referred to in Paragraph 1 above, 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 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 the books;
 - c) The Balance Sheet and Profit and Loss Account dealt with by this report are in agreement with the books of account ;
 - d) In our opinion, the Balance Sheet and Profit and Loss Account complies with the mandatory Accounting Standards referred to in Section 211 (3C) of the Companies Act, 1956.
 - e) On the basis of written representations received from the directors and taken on record by the Company, we report that none of the director is disqualified as on Balance Sheet date from being appointed as a Director in terms of Section 274 (1)(g) of the Companies Act, 1956.
 - f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts read with Significant Accounting Policies (refer Notes to the Accounts) give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view :
 - i) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2014 and
 - ii) In the case of the Profit and Loss Account, of the loss for the year ended on that date.
 - iii) In the case of the Cash Flow Statement of cash flow for the year ended on that date.

Place : Mumbai
Date : 26-05-2014

For BHAVAN PATEL & CO.
CHARTERED ACCOUNTANTS
(Firm Registration No. : 101362W)
B. H. PATEL
Proprietor
(Membership No. 36103)

ANNEXURE TO THE AUDITOR'S REPORT

(Referred to in paragraph 1 of our report of even date)

1. (i) The Company has maintained proper records showing full particulars including Quantitative details and situation of its fixed assets.
(ii) As explained to us, the fixed assets have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable and having regard to the size of the Company and nature of its assets and on the basis of the explanations received, no material discrepancies were noticed on such physical verification and the same has been appropriately dealt with.
2. (i) During the year, inventory has been physically verified by the management at a reasonable interval.
(ii) In our opinion and according to the information and explanations given to us, the procedures of physical verification/confirmation of inventory followed by the management are reasonable and adequate in relation to the size of the Company and nature of its business.
(iii) In our opinion and according to the information and explanation given to us and on the basis of our examination of the record of inventory the Company has maintained proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to the book records were not material and have been properly dealt with in the books of account.
3. The Company has neither granted nor taken any loans, secured or unsecured, to/from companies, firms or other parties covered in the Register Maintained under Section 301 of the Companies Act, 1956 and accordingly sub clause (a) to (g) of clause (iii) of paragraph 4 of the order are not applicable
4. In our opinion, and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and nature of its business with regards to purchase inventories and fixed assets and for the sale of goods. During the course of our audit, no major weakness has been noticed in the internal controls.
5. (i) Based on the information and explanations given to us, the transactions pertaining to contracts and arrangements that need to be entered into a register in pursuance of section 301 of the Companies Act, 1956 have been so entered.
(ii) According to information and explanations given to us, there are no transactions of purchase and sale of goods, materials and services made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 aggregating during the year to Rs. 500000/- or more in respect of each party.
6. The Company has not accepted any deposits from the public.
7. In our opinion, the Company has an internal audit system commensurate with its size and nature of its business.

8. As informed to us, the Central Government has not prescribed the maintenance of cost records under 209-(1) (d) of the Companies Act, 1956 for any of the products of the Company.
9. (a) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-Tax, Gujarat VAT, Wealth Tax, Custom Duty, Excise Duty, Cess and any other dues during the year with the appropriate authorities. As at 31st March 2014, there are no undisputed dues payable for a period of more than six months from the date they become payable.

(b) According to the information and explanations given to us, there are no amounts in respect of income tax, customs duty, wealth tax, cess that have not been deposited with the appropriate authorities on account of any dispute.
10. The Company has an accumulated business losses.
11. Based on our audit procedures and the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to bank during the year.
12. According to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The Company is not a chit fund / nidhi / mutual benefit fund / society.
14. In our opinion, the Company is not dealing in shares, securities, debentures or other interments and hence, the requirements of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
15. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
16. In our opinion, the working capital loan has been applied for the purpose for which it was raised.
17. According to information & explanations given to us & on the basis of our over all examination of the Cash Flow statement, the funds raised on short term and long term basis have not been used for long-term investments and short-term investments respectively.
18. The company has, during the year, issued Equity Shares on preferential allotment basis to parties and companies covered in the register maintained under Section 301 of the Companies Act, 1956



19. The Company did not have outstanding debentures during the year. Accordingly, no securities have been created.
20. The Company has not raised any money by way of public issues during the year.
21. According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.

Place : Mumbai
Date : 26-05-2014

For BHAVAN PATEL & CO.
CHARTERED ACCOUNTANTS
(Firm Registration No. : 101362W)
B. H. PATEL
Proprietor
(Membership No. 36103)



BALANCE SHEET AS AT 31st MARCH, 2014

Rupees

Particulars	Note No.	As at 31-3-2014	As at 31-3-2013
EQUITY AND LIABILITIES			
1. Shareholders' Funds			
(a) Share Capital	2	64472000	56472000
(b) Reserves and Surplus	3	(7603122)	(7136967)
		56868878	49335033
2. Current Liabilities			
(a) Short-terms Borrowings	4	--	400336
(b) Trade Payables	5	58637	58637
(c) Other Current Liabilities	6	111025	164254
		169662	623227
Total		57038540	49958260
II ASSETS			
1 Non-Current Assets			
(a) Fixed Assets - Tangible Assets	7	4149042	4185190
(b) Loans and Advances	8	35989548	35254240
		40138590	39439430
2. Current Assets			
(a) Inventories	9	3245317	1836150
(b) Trade Receivable	10	11919289	8473100
(c) Cash and Bank Balance	11	1735344	209580
		16899950	10518830
Total		57038540	49958260

Significant Accounting Policies

1

The accompanying notes are an integral part of the financial statement

As per our report of even date attached

For and on behalf of the Board of Directors

For BHAVAN PATEL & CO.
CHARTERED ACCOUNTANTS
(Firm Registration No. : 101362W)

B. H. PATEL

Proprietor

(Membership No. 36103)

Place : Mumbai

Date : 26th May 2014

O. J. BANSAL

S. J. BANSAL

Directors

Place : Baroda

Date : 26th May 2014



STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2014

Particulars	Note No.	Rupees	
		2013-14	2012-13
INCOME			
Revenue from Operations (Net)	12	3917100	3375875
Other Income	13	240838	128054
Total Revenue		4157938	3503929
EXPENSES			
Cost of Raw Materials Consumed	14	2855900	1578690
Purchase of Traded Goods		133089	121536
(Increase) / Decrease of Inventories of Finished Goods	15	(287467)	272840
Employee Benefit Expenses	16	294084	480084
Other Expenses	17	1373474	1413341
Total Expenses		4369080	3866491
Earning before Interest, Tax & Depreciation		(211142)	(362562)
Depreciation	18	254648	254515
Finance Costs	19	365	4184
Profit (Loss) Before Tax		(466155)	(621261)
Tax Expenses		--	--
Profit (Loss) for the Year		(466155)	(621261)
Earning Per Equity Share (Face Value of Rs. 10 each)			
Basic & Diluted before Exceptional item		(0.056)	(0.08)
Basic & Diluted after Exceptional item		(0.056)	(0.08)

As per our report of even date attached

For and on behalf of the Board of Directors

For BHAVAN PATEL & CO.
CHARTERED ACCOUNTANTS
(Firm Registration No. : 101362W)

B. H. PATEL

Proprietor

(Membership No. 36103)

Place : Mumbai

Date : 26th May 2014

O. J. BANSAL

S. J. BANSAL

Directors

Place : Baroda

Date : 26th May 2014



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

Rupees

Particulars	2013-2014	2012-2013
(A) CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit / (Loss) before Tax	(466155)	(621261)
Adjustments for :		
Depreciation	254648	254515
Interest and Finance charges Paid	365	4184
Operating Profit Before Working Capital Changes	(211142)	(362562)
Adjustments for Change in Working Capital & Provisions		
(Increase) / Decrease in Liabilities	(53229)	36587
(Increase) / Decrease in Trade Receivables	(3446189)	(2743635)
(Increase) / Decrease in Inventories	(1409167)	316730
(Increase) / Decrease in Short Terms Advances	(735308)	23947
(Increase) / Decrease in Trade Payables	--	(56512)
Net Cash Flow From Operating Activities	(5855035)	(2785445)
(B) CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(218500)	(165000)
Interest Received on Allotment Money Due	--	--
Net Cash Flow from Investing Activities	(218500)	(165000)
(C) CASH FLOW FROM FINANCING ACTIVITIES		
Interest and Finance Charges Paid	(365)	(4184)
Increase / (Decrease) in short term borrowings	(400336)	294216
Increase / (Decrease) in Share Capital	8000000	--
	7599299	290032
Net Cash Used in Financing Activities		
Net Cash Outflow During the Year	1525764	(2660413)
Cash & Cash Equivalents at the Beginning of the Year	209580	2869993
Cash & Cash Equivalents at the End of the Year	1735344	209580

The above Cash Flow statement has been prepared under the "Indirect Method" set out in Accounting Standard 3 on Cash Flow Statement by the ICAI

As per our report of even date attached

For and on behalf of the Board of Directors

For BHAVAN PATEL & CO.
CHARTERED ACCOUNTANTS
(Firm Registration No. : 101362W)

B. H. PATEL

Proprietor

(Membership No. 36103)

Place : Mumbai

Date : 26th May 2014

O. J. BANSAL

S. J. BANSAL

Directors

Place : Baroda

Date : 26th May 2014

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2014**Corporate Information**

Towa Sokki Limited is a public limited company domiciled in India and incorporated under the Companies Act, 1956. Equity shares of the company are listed in Bombay Stock Exchange Ltd. in India. The Company is engaged in manufacturing and selling of Survey Instruments.

Note 1 – Basis of Accounting

- i) The financial statements have been prepared under the historical cost convention in accordance with the generally accepted accounting principles to comply with the applicable Accounting Standards as prescribed under the Companies (Accounting Standards) Rules, 2006 and the relevant provisions of the Companies Act, 1956.
- ii) The Company generally follows the mercantile system of accounting and recognises significant items of income and expenditure on accrual basis.
- iii) Use of estimates : The preparation of financial statements in conformity with generally accepted accounting principles in India requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements.

1.1 Summary of Significant Accounting Policies**i) Fixed Assets :**

- a) Fixed Assets are shown at cost of acquisition including direct material, labour and overheads if any, less accumulated depreciation and less sold during the year.
- b) Works under erection / installation / execution for capital works are shown as "Capital Advances and includes interest on borrowings and advances to suppliers etc.

ii) Inventories :

- a) Raw Materials, Stores, & Spares are valued at cost.
- b) Finished Goods are valued at cost or market value whichever is lower. Stock of purchased items traded is valued as lower of the landed cost or realisable value.

iii) Depreciation :

- a) Depreciation on all fixed assets is provided on "Straight Line Method" at the rates specified in the Schedule XIV to the Companies Act, 1956. Depreciation on additions to fixed assets is charged on prorata basis.
- b) Depreciation in respect of assets acquired and put to use for implementation of the new project is grouped under Pre-Operative Expenses.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2014**iv) Encashment Of Leave and Other Retirement Benefits :**

The company extends benefit of encashment of leave to its employees while in service as well as on retirement. Encashment of leave accumulated while in service is generally accounted when paid on yearly basis. Further, any liability on this account is recognised only when claim is received. Other retirement benefits such as Gratuity etc. are recognised only when the liability for such payments arises.

v) Accounting For Miscellaneous Expenditure :

Preliminary Expenses (for New Project) and Share Capital Expenses / Public Issue Expenses (for New Project) will be amortised over the period of ten years from the year in which the commencement of commercial production (for New Project) is started.



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2014

Particulars	As at 31-3-2014		As at 31-3-2013	
	No. of Shares	Rupees	No. of Shares	Rupees
Note 2 - Shareholders' Fund				
a) Authorised				
Equity shares of Rs. 10 each with voting rights	9000000	90000000	8000000	80000000
b) Issued				
Equity shares of Rs. 10 each with voting rights	8340100	83401000	7540100	75401000
c) Subscribed and fully paid up				
Equity shares of Rs. 10 each with voting rights	4504800	45048000	3704800	37048000
d) Subscribed but not fully paid up				
Equity shares of Rs. 10 each with voting rights	3835300	19424000	3835300	19424000
subject to fully paid up				
	8340100	64472000	7540100	56472000

- e) Reconciliation of the number of shares and amount outstanding at the beginning and at end of the reporting period :

Particulars	Opening Balance	Addition on issue of equity shares on preferential basis	Closing Balance
Equity Shares with voting rights			
Year ended 31 March, 2014			
No. of Shares	3704800	800000	4504800
Amount (Rupees)	37048000	8000000	45048000
Year ended 31 March, 2013			
No. of Shares	3704800	--	3704800
Amount (Rupees)	37048000	--	37048000
Equity Shares with voting rights subject to fully paid up			
Year ended 31 March, 2014			
No. of Shares	3835300	--	3835300
Amount (Rupees)	19424000	--	19424000
Year ended 31 March, 2013			
No. of Shares	3835300	--	3835300
Amount (Rupees)	19424000	--	19424000

- f) Terms / rights attached to equity shares

The company has only one class of equity shares having face value of Rupees 10 per share. Each holder of fully paid up equity shares is entitled to one vote per share.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2014

g) Details of shares held by each shareholder holding more than 5% shares :

Class of shares / Name of shareholder	As at 31-3-2014		As at 31-3-2013	
	No. of Shares	%	No. of Shares	%
Equity Shares with voting rights				
O. J. Bansal	1066200	12.78	866200	11.48
S. J. Bansal	683400	8.19	503400	6.67
S. O. Bansal	641300	7.69	491300	6.51
S. S. Bansal	792800	9.51	672800	8.92

h) Details of calls unpaid:

Particulars	As at 31-3-2014		As at 31-3-2013	
	No. of Shares	Amount	No. of Shares	Amount
Equity shares with voting rights				
Aggregate of calls unpaid				
- by directors	--	--	--	--
- by officers	--	--	--	--
- by others	--	--	--	--
Equity shares with voting rights subject to fully paid up				
Aggregate of calls unpaid				
- by directors	--	--	--	--
- by officers	--	--	--	--
- by others	3835300	18929000	3835300	18929000

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2014

Rupees

Particulars	As at 31-3-2014	As at 31-3-2013
Note 3 - Reserves and Surplus		
a Capital Reserve		
Balance as per last Financial Statements	715334	715334
b General Reserve		
Balance as per last Financial Statements	37000	37000
Closing Balance	752334	752334
c Surplus in the Statement of Profit and loss		
Balance as per last Financial Statements	(7889301)	(7268040)
Profit for the year	(466155)	(621261)
Net Surplus in the Statement of Profit and Loss	(8355456)	(7889301)
Total	(7603122)	(7136967)
Note 4 - Short Term Borrowings		
Deposits from others - Unsecured	--	--
Deposits from Directors - unsecured	--	400336
Total	--	400336
Note 5 - Trade Payables		
Due to Micro Small and Medium Enterprises	--	--
Due to Others	58637	58637
Total	58637	58637
Note 6 - Other current Liabilities		
Statutory Liabilities		
VAT Payable	--	46993
CST Payable	--	1000
TDS Payable	202	11438
Salary Payable	103850	97850
Other Payables	6973	6973
Total	111025	164254

Note 7 - Fixed Assets (Tangible Assets)					Amount in Rupees		
	GROSS BLOCK (AT COST)		DEPRECIATION		NET BLOCK		
DESCRIPTION	As at 1-4-2013	Additions during the year	Deductions during the year	As at 31-3-2014	As at 1-4-2013	Provided during the year	As at 31-3-2014
Land	1958815	218500	--	2177315	--	--	2177315
Factory Shed	2267523	--	--	2267523	1208032	75736	983755
G.I.D.C. Flats	383246	--	--	383246	109853	6248	267145
Machinery	693507	--	--	693507	582054	32940	78513
Electrical Installation	91275	--	--	91275	79060	4336	7879
Office Equipments	201804	--	--	201804	91089	9584	101131
Furniture and Fixtures	211261	--	--	211261	211261	--	--
Computer Systems	146800	--	--	146800	105727	23796	17277
Vehicles	1111042	--	--	1111042	493007	102008	516027
Current Year Total	7065273	218500	--	7283773	2880083	254648	4149042
Previous year Total	6900273	165000	--	7065273	2625568	254515	4185190

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2014

Rupees

Particulars	As at 31-3-2014	As at 31-3-2013
Note 8 - Loans and Advances		
(Unsecured, considered good)		
Capital Advances	21834548	21834548
Security Deposit	30000	30000
Others Loans and Advances		
Advance Tax (TDS)	62307	67375
Balance with Central Excise	17755	17755
Misc. Expenses	3576388	3576388
Preliminary Expenses (Project)	40000	40000
Pre-Operative Expenses	10419412	9688174
Other Advance (VAT receivable)	9138	--
Total	35989548	35254240
Note 9 - Inventories (At lower of Cost or Net Realisable Value)		
Raw Materials	1138500	16800
Finished Goods	2106817	1819350
Total	3245317	1836150
Note 10 - Trade Receivables		
(Unsecured, considered good)		
Trade receivables due for more than six months	2438404	1835395
Others	9480885	6637705
Total	11919289	8473100
Note 11 - Cash and Bank Balances		
Cash and Cash Equivalents		
Cash on Hand	87942	90048
Balances with Banks		
On Current Accounts	63673	119532
Deposits with maturity of less than 3 months	1583729	--
Deposits with maturity between 3 to 12 months	--	--
Total	1735344	209580

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2014

Rupees

Particulars	As at 31-3-2014	As at 31-3-2013
Note 12 - Revenue from Operations		
Sale of Products		
Finished Goods	3800600	2792700
Job Work	116500	583175
Net Sales	3917100	3375875
Details of Product sold		
Automatic Level	3687500	2588500
Others	113100	204200
Total	3800600	2792700
Note 13 - Other Income		
Interest Income on		
Bank Deposits	240838	128054
Others	--	--
Total	240838	128054
Note 14 - Cost of Raw Material & Components Consumed		
Inventory at the begining of the year	16800	60690
Add: Purchases	3977600	1534800
Total	3994400	1595490
Less: Inventory at the end of the year	1138500	16800
Total	2855900	1578690
Details of Raw Material & Components Consumed		
Instrument box	127050	82390
Main spindle	148500	81000
Objective frame	125400	68400
Erect tube	107250	58500
Compensator	924000	504000
Eyepiece cover	97500	52000
Diaphragm socket	114000	60800
Miniature bearing	168000	89600



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2014

Rupees

Particulars	As at 31-3-2014	As at 31-3-2013
Telescope body	255000	136000
Internal slide	420000	224000
Others	369200	222000
Total	2855900	1578690
Details of Raw Material & Components Consumed		
Imported items	--	--
% to RMC	--	--
Indiginious items	2855900	1578690
% to RMC	100%	100%
Total	2855900	1578690
Note 15 - (Increase) / Decrease in Inventories		
Inventories at the end of the year - Finished Goods	2106817	1819350
Inventories at the begining of the year - Finished goods	1819350	2092190
(Increase) / Decrease in Inventories	(287467)	272840
Note 16 - Employee Benefit Expenses		
Salaries Wages & Bonus	294000	480000
Staff Welfare Expenses	84	84
Total	294084	480084



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2014

Rupees

Particulars	As at 31-3-2014	As at 31-3-2013
Note 17 - Other Expenses		
Power and Electricity	15120	19190
Tools and Stores	--	90
Freight and Octroi	5617	5787
Packing Materials	150	--
Office Expenses	5251	1459
Printing and Stationery	8379	8318
Vehical running and maintainence (Motor Car)	54530	69655
Vehical running and maintainence (Scooter)	6600	4570
Professional and Other charges	143626	115730
Post and Telegram	8718	17252
Audit Fees	22472	22472
Travelling Exenses	7330	2960
Advertisement and Publicity	20431	13387
Building Repairs	575	1964
Telephone Expenses	31206	34274
Freight Outward	--	1208
Books and Periodicals	2192	1506
Electrical Repairs	1168	2615
Entertainment Expenses	1080	726
Insurance Expenses	34866	25107
Filing Fees	10000	--
Computer Consumables	8380	1350
Professional Tax	2400	2400
Directors' Salary	870000	840000
Legal and other Charges	8500	5000
Listing Fees	61798	175027
Licence Fees	506	509
Municipal Taxes	28542	23568
GIDC Misc. Charges	13873	12051
Roundup	2	--
VAT Disallowable	162	119
CST Disallowable	--	5047
Total	1373474	1413341

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2014
Rupees

Particulars	As at 31-3-2014	As at 31-3-2013
Payment to Auditors		
Statutory Audit Fee	22472	22472
Total	22472	22472
Note 18 - Depreciation		
Depreciation - Tangible Assets	254648	254515
Total	254648	254515
Note 19 - Financial Cost		
Bank Charges	365	4184
Total	365	4184

20) Earning Per Share

	2013-14	2012-13
Profit available for Equity Shareholder - Rupees	(466155)	(621261)
Weighted average paid-up Equity Shares - Numbers	8340100	7540100
Earning Per Equity Share (Basic and Diluted) - Rupees	(0.056)	(0.08)
Nominal value per Equity Share - Rupees	10	10

21) Segment Information

The Company has identified manufacturing and trading of Survey Instruments as its sole Primary segment. Thus the disclosure requirements as set out in Accounting Standard 17 (AS-17) "Segment Reporting" are not applicable.

22) Related Party Disclosures

i) Key Management Personnel

Name	Relationship
O.J. Bansal	Managing Director
S.J. Bansal	Director

ii) Name of Related Party and Nature of Relationship	Nature of Transaction	2013-14 Rupees	2012-13 Rupees
Miss Preeti S. Bansal (Daughter of Director)	Salary	--	204000*
Mr. Somesh O. Bansal (Son of Managing Director)	Salary	294000	276000

* Part of the year

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2014

iii) Remuneration to Key Management Personnel

Name	Remuneration (Rupees)	
O. J. Bansal	480000	480000
S. J. Bansal	390000	360000

23) Capital and other commitments

Estimated amounts of contracts remaining to be executed on capital account & not provided for net of advance Rs. 1.39 lacs (Previous year Rs. 1.39 lacs)

24) The Company has made Public Issue of Equity Shares in the year 1995-96 and the total expenditure of Rs. 35.76 Lacs incurred on the said Issue has been treated as Deferred Revenue Expenditure and shown under the head of "Miscellaneous Expenditure".

25) Details of dues to micro and small enterprises as defined under the MSMED Act, 2006 Based on the information available with the Company and relied upon by the auditors, the disclosure requirement as prescribed under the Micro, Small & Medium Enterprises Development (MSMED) Act, 2006 is as under :

Rupees

The Principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year

Principal amount due to micro and small enterprises

Interest due on above

--	--
--	--
--	--

The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amounts of payment made to the supplier beyond the appointed day during each accounting year

-- --

The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amounts of payment made to the supplier beyond the appointed day during each accounting year

-- --

The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006

-- --

The amount of interest accrued and remaining unpaid at the end of each accounting year.

-- --

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2014

26) The tax effect of the carried forward loss as tax assets in accordance with the AS-22 “Accounting for Taxes on Income” has not been reckoned in the books of accounts for the year under review in view of the perception of the management that such asset may not be realized within the applicable / reasonable time limit.

27) In the opinion of the management, there are no indications, internal or external which could have the effect of impairment of the assets of the Company to any material extent as at the Balance Sheet date, which requires recognition in terms of Accounting Standard 28 (AS-28) on “Impairment of Assets”.

28) CIF Value of Imports

Rupees

	2013-14	2012-13
Import of Raw Materials, Spares and components	NIL	NIL

29) Expenditure in Foreign Currency

NIL

NIL

30) Earning in Foreign Exchange

NIL

NIL

31) Previous years figures have been regrouped and reclassified wherever necessary to be in conformity with the figures of the current year which is as per Revised schedule VI.

As per our report of even date attached

For and on behalf of the Board of Directors

For BHAVAN PATEL & CO.
CHARTERED ACCOUNTANTS
(Firm Registration No. : 101362W)

B. H. PATEL

Proprietor

(Membership No. 36103)

Place : Mumbai

Date : 26th May 2014

O. J. BANSAL

S. J. BANSAL

Directors

Place : Baroda

Date : 26th May 2014

TOWA SOKKI LIMITED

Registered Office: 919/3, GIDC Estate, Makarpura, Vadodara - 390010

CIN : L51909GJ1993PLC019111

Tel / Fax : 0265-2652851 E-Mail: towasurvey@yahoo.co.in Website: www.towasokki.in

PROXY FORM

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

Name of the Members (s) :			
Registered Address :			
Email ID :			
Folio No. / Client ID		DP ID	

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

1. Name : _____
Address : _____
Email Id : _____
Signature : _____ or failing him
2. Name : _____
Address : _____
Email Id : _____
Signature : _____ or failing him
3. Name : _____
Address : _____
Email Id : _____
Signature : _____ or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual General Meeting of Towa Sokki Limited to be held on Monday, 29th day of September, 2014 at 10.00 a.m. at Matruchhaya Farm & Garden Restaurant, National Highway No - 8, Tarsali By-Pass, Makarpura, Vadodara, and at any adjournment hereof in respect of such Resolutions as are indicated below:

Resolution No.	Resolution
Ordinary Resolution	
1	Approval of Financial Statements for the year ended 31-03-2014
2	Re-appointment of Shri G. C. Agarwala as director liable to retire by rotation
3	Re-appointment of Statutory Auditors M/s. Bhavan Patel & Co. Chartered Accounts
Special Business - Ordinary Resolution	
4	Appointment of Shri Hasmukhbhai Patel as Independent Director
5	Appointment of Shri Heeralal Barot as Independent Director
Special Business - Special Resolution	
6	To Alter Articles of Association of the Company

Signed this _____ day of _____, 2014.

Signature of shareholder
Signature of Proxy holder(s)

Rs 1.00
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



TOWA SOKKI LIMITED

Registered Office: 919/3, GIDC Estate, Makarpura, Vadodara - 390010

CIN : L51909GJ1993PLC019111

Tel / Fax : 0265-2652851 E-Mail: towasurvey@yahoo.co.in Website: www.towasokki.in

ATTENDANCE SLIP

Name and Address of Shareholder	
No. of Shares	
Folio No. Client ID	

I / We, hereby record my / our attendance at the Twenty Second Annual General Meeting at 10.00 a.m. on Monday, 29th September, 2014 at Matruchhaya Farm & Garden Restaurant, National Highway No - 8, Tarsali By-Pass, Makarpura, Vadodara.

Signature of Shareholder or Proxy _____

E-mail address _____

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report at the meeting.

PRINTED MATTER

To,






If Undelivered Please Return to :

Towa Sokki Limited

Regd. Office : A-919/3, G.I.D.C. Estate, Makarpura, VADODARA - 390 010.

FORM A

Format of covering letter of the annual audit report to be filled with the stock exchanges

1	Name of the company	Towa Sokki Limited
2	Annual financial statements for the year ended	31 st March, 2014
3	Type of the audit observation	Unqualified / Matter of Emphasis
4	Frequency of observation	Whether appeared first time/ repetitive/ since how long period N/A
5	To be signed by:	
	* Managing Director	
	* CFO	
	* Auditor of the company	For BHAVAN PATEL & CO. Chartered Accountants  Proprietor
	* Audit Committee Chairman	