



# SOBHAGYA MERCANTILE LIMITED

61, Mittal Towers, 'B' Wing, 210, Nariman Point, Mumbai - 400 021.

Tel. : 6630 1060 • Fax : 6630 1058

CIN NO - L51900MH1983 PLCO 31671

## FORM A.

Format of covering letter of the annual audit report to be filed with the Stock exchanges.

1. Name of the company : Sobhagya Mercantile Limited.
2. Annual financial statements for  
The year ended : 31.03.2015.
3. Type of Audit Observation : Unqualified.
4. Frequency of Observation : Not Applicable
5. To be signed by SOBHAGYA MERCANTILE LIMITED

1. Director

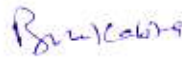
  
DIRECTOR

2. Auditor of the company

VIJAY R. TATER & CO.  
(CHARTERED ACCOUNTANTS)

  
(SURESH G. KOTHARI)  
PARTNER  
M. No. 47625

3. Audit Committee Chairman.



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**31st Annual Report  
2014-2015**

**SOBHAGYA MERCANTILE LIMITED**

**ANNUAL REPORT 2014-2015**

# **SOBHAGYA MERCANTILE LIMITED**

**CIN: L51900MH1983PLC031671**

<b>BOARD OF DIRECTORS</b>	<b>: MR. BRIJMOHAN KABRA : MR. KAUSHAL MEHTA : MR. MUKESH NOLKHA : MS. SNEH LATA GUPTA</b>
<b>AUDITORS</b>	<b>: M/s. VIJAY R. TATER &amp; CO.</b>
<b>SECERETARIAL AUDITORS</b>	<b>: M/s. R.S. MITTAL &amp; CO.</b>
<b>BANKERS</b>	<b>: UNION BANK OF INDIA</b>
<b>REGISTERED OFFICE</b>	<b>: 61, Mittal Towers, 'B' Wing, 6th Floor, 210, Nariman Point, Mumbai-400021.</b>
<b>REGISTRARS &amp; SHARE TRANSFER AGENTS</b>	<b>: M/s. PURVA SHAREGISTRY (INDIA) PVT. LTD. Shivshakti Industrial Estate, Gala No. 9, Sitaram Mills Compound, J.R. Boricha Marg, Mahalaxmi, Mumbai – 400 011.</b>
<b>DEPOSITORY</b>	<b>: National Security Depository Ltd (NSDL.) Central Depository Services (INDIA) LTD.(CDSL)</b>

## **NOTICE**

**NOTICE** is hereby given that the Thirty-first Annual General Meeting of the members of M/s. SOBHAGYA MERCANTILE LIMITED will be held on **Wednesday, 30<sup>th</sup> September, 2015 at 12.00 noon at Registered Office of the Company at 61 'B' Wing, Mittal Tower, 6<sup>th</sup> Floor, 210, Nariman Point, Mumbai – 400 021, to transact the following business.**

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance sheet as at and Profit & loss Account for the year ended 31<sup>st</sup> March 2015 and the Director's Report and Auditor's Report thereon.
2. To appoint a Director in place of Shri Mukesh Nolkha (DIN 02880197), who retires by rotation and being eligible, offers himself for reappointment.
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 pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Rules made thereunder, as amended from time to time, the appointment of M/s. Vijay R. Tater & Co., Chartered Accountants, Mumbai (Firm Registration No. 111426W) as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Thirty-second AGM of the Company for the financial year 2015-16, on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors, be and is hereby ratified."*

### **SPECIAL BUSINESS:**

4. To appoint Ms. Sneh Lata Gupta as Director of the Company to consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

*"RESOLVED that Ms. Sneh Lata Gupta ( DIN 03170342) , who was appointed as an Additional Director of the Company with effect from March 27,2015 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act) but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing her candidature for the office of Director, be and is hereby appointed a Director of the Company."*

BY ORDER OF THE BOARD OF DIRECTORS  
For **Sobhagya Mercantile Limited**

**Place: Mumbai**  
**Date: 31/08/2015**

**Registered Office:**  
61 'B' Mittal Tower  
6<sup>th</sup> Floor,  
210, Nariman Point,  
Mumbai – 400 021.

**Sd/-**  
**Brijmohan Kabra**  
**Director**

**NOTES FOR MEMBERS' ATTENTION:**

1. *A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE VALID, THE INSTRUMENTS APPOINTING THE PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE SCHEDULED TIMING OF THE MEETING.*
2. *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.*
3. *The Register of Members & Share Transfer Books of the Company shall remain closed from Friday 25<sup>th</sup> September, 2015 to Tuesday, 29<sup>th</sup> September 2015.*
4. *Explanatory Statement (Pursuant to Section 102 of the Companies Act, 2013) are enclosed with the notice.*
5. *Members are requested to intimate the change of address if any to the Company or its Registrar & Share Transfer Agents, M/s. Purva Shareregistry (India) Pvt. Ltd. having its office at Shivshakti Ind. Est., Gala No. 9, Sitaram Mills Compound, J.R. Boricha Marg, Mahalaxmi – 400 011.*

**6. E-voting:**

*In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended vide Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement entered into with the Stock Exchanges, the Company is pleased to provide to the Members facility of voting by electronic means in respect of businesses to be transacted at the 31st Annual General Meeting (AGM) through remote e-voting (i.e. voting electronically from a place other than the venue of the general meeting). The Company also proposes to provide the option of voting by means of Ballot Form at the AGM in addition to the electronic voting system mentioned above. The Company has engaged the services of National Securities Depository Limited (NSDL) for facilitating voting by electronic means and the business may be transacted through e-Voting services provided by National Securities Depository Limited (NSDL).*

*Shri Rajesh Kumar Mittal, Practising Company Secretary (Membership No.F4627, C. P. No. 8745), who had consented to act as the Scrutiniser, was appointed by the Board of Directors as the Scrutiniser to scrutinise the voting process (electronically or otherwise) for the 31st Annual General Meeting of the Company in a fair and transparent manner and submit a consolidated Scrutiniser's report of the total votes cast to the Chairman or a person authorised by him in writing.*

➤ *The procedure with respect to e-voting is provided below:*

*A) In case of Members receiving notice by e-mail from NSDL:*

- i) Open e-mail and open the attached PDF file viz; "SML.e-voting.pdf" with your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password. The said PDF file contains your "user ID" and "password for e-voting". Please note that this password is an initial password.*
- ii) Launch internet browser by typing the URL <https://www.evoting.nsdl.com>.*

- iii) Click on "Shareholder-Login".
  - iv) Put your user ID and password as initial password noted in step (i) above. Click Login. If you are already registered with NSDL for e-voting, you can use your existing user ID and password for casting your vote.
  - v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
  - vi) Home page of e-voting opens. Click on "e-voting: Active Voting Cycles".
  - vii) Select "EVEN" (E Voting Event Number) of Sobhagya Mercantile Limited for casting our vote.
  - viii) Now you are ready for e-voting as "Cast Vote" page opens.
  - ix) Cast your vote by selecting appropriate option and click on: "Submit" and also "Confirm" when prompted.
  - x) Upon confirmation, the message "vote cast successfully" will be displayed.
  - xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - xii) Institutional Shareholders and bodies corporate (i.e. other than individuals, HUF, NRI etc) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote to the Scrutiniser through e-mail to- [rajeshmittal@gmail.com](mailto:rajeshmittal@gmail.com) with a copy marked to-evoting@nsdl.co.in.
- B) In case of Members receiving physical copy of Notice of Annual General Meeting :
- a. User ID and Initial password sent separately.
  - b. Please follow all steps from Sl. No. (ii) to Sl. No.(xii) mentioned in (A) above, to cast your vote.

**Other Instructions:**

- I. Persons who have acquired shares and became Members of the Company after the dispatch of the Notice of the AGM but before the cut-off date of 23rd September, 2015, may obtain their user ID and password for e-voting from the Company or NSDL (Toll free tele no. 1800 222 990). If the member is already registered with NSDL e-voting platform then he can use existing User ID and password for casting the vote through remote e-voting.
- II. The remote e-voting facility starts on Sunday, 27th September, 2015 at 9.00 a.m. and ends on Tuesday, 29th September, 2015 at 5.00 p.m. During this period, Members of the Company holding shares either in physical form or in dematerialised form, as on the cut off date of 23rd September, 2015, may cast their votes electronically. The remote e-voting module will be disabled by NSDL for voting thereafter at 5.00 p.m. on Tuesday, 29th September, 2015. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- III. In case of any queries, you may refer to the "Frequently Asked Questions (FAQs)" for Shareholders and e-voting user manual for Shareholders available at the "downloads" section of NSDL website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following Toll free Telephone No.: 1800 222 990.
- IV. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date. In case of joint holders, only one of the joint holders may cast his vote.

- V. *Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their voting right at the meeting through ballot. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.*
- VI. *The Scrutiniser shall, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutiniser shall submit a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, not later than three days after the conclusion of the AGM to the Chairman or a person authorised by the Chairman. The Chairman or a person authorised by the Chairman, shall declare the result of the voting forthwith.*
- VII. *The declared results along with the Scrutiniser's Report will be available on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and will also be forwarded to the Stock Exchanges where the Company's shares are listed. Subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of the AGM.*
7. *All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours on all working days except Saturday.*
8. *Members holding shares in physical mode are requested to provide their email id, CIN/Regn. No. (for corporate members), Unique Identification No., PAN, in case member is minor than date of birth of minor and name of guardian, declaration regarding beneficial ownership (if any), nomination details, lien details (if any), particulars of dividend mandate etc. and such other information as mentioned under Section 88 (1)(a) of the Companies Act, 2013 and Rule 3(1) of the Companies (Management and Administration) Rules, 2014.*
9. *Members holding in demat mode are requested to provide the above information to their depository participant.*

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(2) OF THE COMPANIES ACT, 2013:**

**Item No. 4 of the Notice**

*The Board of Directors of your Company had co-opted Ms. Sneh Lata Gupta as an Additional director with effect from March 27, 2015, in terms of Section 161 of the Companies Act, 2013 Ms. Sneh Lata Gupta will hold office till the date of ensuing Annual General Meeting of the Company and being eligible offer themselves for re-appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing her candidature for the office of Director.*

*Ms. Sneh Lata Gupta is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.*

*None of the directors, except MS. Sneh Lata Gupta, are concerned or interested in the said resolution.*

*The Board commends this resolution for members' approval.*

## **DIRECTOR'S REPORT**

To,  
The Members,  
Sobhagya Mercantile Limited.

Your Directors have pleasure in presenting the Thirty-first Annual Report with the audited statement of Accounts for the year ended 31<sup>st</sup> March 2015.

### **Financial Results:**

Summary of the working result of the company for the Thirty First Accounting Year ended 31<sup>st</sup> March, 2015 are given as below:

	<b>Rs. 2014-15</b>	<b>Rs. 2013-14</b>
Gross Profit/(Loss)	(2,14,060.00)	(1,14,360.00)
Less : Depreciation	-	940.00
Profit/(Loss) before tax	<u>(2,14,060.00)</u>	<u>(1,15,300.00)</u>
Less: Income Tax paid earlier year	-	-
Profit/(Loss) after tax	(2,14,060.00)	(1,15,300.00)
Less : Adjustment on Account of Depreciation as per Schedule II of Companies Act, 2013	-	-
Add : Balance brought forward from previous year	<u>(66,840.00)</u>	<u>48,460.00</u>
	<u><u>(2,80,900.00)</u></u>	<u><u>(66,840.00)</u></u>

### **Dividend:**

On account of accumulated losses, your directors regret their inability to recommend payment of dividend for the financial year under review.

### **Transfer to Reserves**

The Company has not transferred any amount to reserves.

### **Operation:**

The Company has reported total income of Rs.20,787/- for the current year as compared to Rs.7,066/- in the previous year. The Net Loss for the year under review amounted to Rs. -214060/- in the current year as compared to Rs.-1,15,300/- in the previous year.

### **Material Changes between the date of the Board report and end of financial year.**

There have been no material changes and commitments, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

### **Significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future:**

During the year under review there has been no such significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.



**Subsidiary Company:**

*As on March 31, 2015, the Company does not have any subsidiary.*

**Statutory Auditor & Audit Report:**

*M/s. Vijay R. Tater & Co., Chartered Accountants, who are the statutory auditors of your Company, hold office until the conclusion of the Thirty-fifth AGM to be held in the year 2019, subject to ratification of their appointment at every AGM. The Members, year on year, will be requested, to ratify their appointment as Auditors and to authorise the Board of Directors to fix their remuneration.*

*The notes on accounts referred to in the Auditors' Report are self-explanatory and therefore do not call for any further explanations/comments.*

**Secretarial Audit Report**

*Pursuant to the provisions of Section 204 of the Companies Act, 2013, the Company has appointed M/s. R.S. Mittal & Co., Company Secretaries to undertake the secretarial audit of the Company for the financial year 2014-15. The Secretarial Audit Report for the financial year ended 31st March, 2015 is attached as Annexure 'I' and forms a part of the reports of the Directors.*

*The observation made by the secretarial auditors in their report are self-explanatory and therefore do not call for any further explanations/comments.*

**Change in the nature of business :**

*There is no change in the nature of the business of the company*

**Director:**

*Shri. Mukesh Nolkha shall be retiring by rotation at the forthcoming Annual General Meeting and being eligible, offers himself for reappointment.*

*The Board of Directors of your Company had co-opted Ms. Sneh Lata Gupta as an Additional director with effect from March 27, 2015, in terms of Section 161 of the Companies Act, 2013 Ms. Sneh Lata Gupta will hold office till the date of ensuing Annual General Meeting of the Company and being eligible offer themselves for re-appointment.*

**Declaration by Independent Directors:**

*All the independent directors have submitted the declaration of independence, as required under Section 149(7) of the Companies Act, 2013, stating that they meet the criteria of independence as provided in Section 149 (6) of Companies Act, 2013.*

**Fixed Deposits:**

*During the period under review, your company has not accepted any deposits as contemplated under the provisions of section 73 of the Companies Act, 2013. There are no deposits unpaid or unclaimed at the year-end.*

**Conservation of Energy, Technology Absorption:**

*Your Company is a Non-Banking Finance Company and is not engaged in manufacturing activity of any kind. The disclosure of information relating to conservation of energy and technology absorption is therefore not applicable to your Company.*

**Foreign Exchange Earning & Outgo:**

There were no foreign exchange earnings or outgo for your Company during the year.

**Corporate Social Responsibility:**

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135(1) of the Companies Act, 2013 and hence it is not required to formulate policy on corporate social responsibility.

**Number Of Meetings Of The Board Of Directors**

**Details Of Directors Or Key Managerial Personnel**

Sr.No.	Name of Directors	Date of Appointment	Date of Cessation
1	Mr. Brijmohan Kabra	07/04/1986	--
2	Mr. Mukesh Nolkha	01/02/2001	--
3	Mr. KaushalAtul Mehta	30/03/2012	--
4	Ms. Sneh Lata Gupta	27/03/2015	--

During the year under review, 5 (Five) Board meetings were held, details of which are given below. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

Date of Meeting	No. of Directors attended the meeting
30/05/2014	3
31/07/2014	3
31/10/2014	3
30/01/2015	3
27/03/2015	4

**Audit Committee**

The Board of Directors has constituted an Audit Committee and empowered the committee to deal with all such matters which it may consider appropriate to perform as audit committee including items specified in Section 177(4) of the Companies Act, 2013 (as may be modified/amended from time to time) and such matters as may be assigned from time to time by the Board of Directors. The details of composition, meetings and attendance of the Meetings of the Audit Committee are as under:-

Sr. No.	Name	Category	Designation	No. of Meetings	
				Held	Attended
1	Mr. Brijmohan Kabra	Independent Non-Executive	Chairman	4	4
2	Mr. Mukesh Nolkha	Independent Non-Executive	Member	4	4
3	Mr. KaushalAtul Mehta	Independent Non-Executive	Member	4	4

There have been no instances of non acceptance of any recommendations of the Audit Committee by the Board during the financial year under review.

**Nomination And Remuneration Committee**

The Board constituted Nomination and Remuneration committee. The Committee has formulated a Nomination and Remuneration Policy .

**Director's Responsibility statement:**

*The Board of Directors acknowledges the responsibility for ensuring compliance with the provisions of Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013 in the preparation of the annual accounts for the year ended 31st March, 2015 and state that :*

- (i) in the preparation of the Annual Account, the applicable Accounting standards have been followed with proper explanation relating to material departures;*
- (ii) they 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 at the end of the financial year and of the state of affairs of the Company at the end of the financial year and of the profits of the Company for that period;*
- (iii) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;*
- (iv) they have prepared the annual accounts on a 'going concern' basis;*
- (v) they have laid down internal financial controls for the company and such internal financial controls are adequate and operating effectively: and*
- (vi) they have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.*

**Vigil Mechanism**

*In compliance with the requirements of Section 177 of the Companies Act, 2013 and revised Clause 49 of Listing Agreement with the Stock Exchanges, your Company has established a vigil mechanism for the Directors and Employees of the Company through which genuine concerns regarding various issues can be communicated.*

*A Vigil Mechanism under the chairmanship of the Audit Committee Chairman has been constituted. The Policy provides access to the Chairman of the Audit Committee.*

**Risk Management Policy**

*The Company's risk management framework is based on a clear understanding of various risks, disciplined risk assessment and measurement procedures and continuous monitoring. The policies and procedures established for this purpose are continuously benchmarked with group's best practices and guidelines and in line with the local laws and regulations. The Board of Directors has oversight on all the risks assumed by the Company. The business activities are undertaken within this defined policy framework.*

**Company's 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;**

*In terms of Section 178 of the Companies Act, 2013 and the Listing Agreement, the Nomination and Remuneration Committee oversee the Company's nomination process for the senior management and specifically to identify, screen and review individuals qualified to serve as Executive and Non - executive Directors, Independent Directors consistent with criteria approved by the Board and to recommend, for approval by the Board, nominees for election at the AGM of the shareholders. The Committee has the overall responsibility of approving and evaluating the compensation plans, policies and programs for Directors and the senior management. The Committee further coordinates and oversees the annual self-evaluation of the performance of the Board, Committees' and of individual Directors.*

**Particulars of loans, guarantees or investments under section 186:**

During the year under review, the Company has not advanced any loans/ given guarantees/ made investments.

**Particulars of Employee:**

None of the employee has received remuneration exceeding the limit as stated in rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

**Corporate Governance and Management Discussion and Analysis Report :**

This is not applicable/mandatory as per revised clause 49 of the listing agreement vide SEBI circular CIR/CFD/POLICY CELL/7/2014 dated 15.09.2014.

**EXTRACT OF THE ANNUAL RETURN IN FORM MGT-9:**

The details forming part of extract of annual return as per Form MGT- 9 is annexed herewith as Annexure – 'II'.

**Related Party Transactions:**

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There were no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. Hence form AOC - 2 is not applicable to the Company.

**Acknowledgement :**

Your Directors would like to express their appreciation for co-operation and assistance received from the shareholders, bankers, government authorities and employees during the year under review.

**On behalf of the Boards of Directors**

**Place : Mumbai  
Dated :31/08/2015**

**Sd/-                      sd/-  
Brijmohan Kabra    Kaushal Mehta  
Director                Director**

**ANNEXURE TO THE DIRECTOR'S REPORT**

**FORM MR – 3**

*[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]*

**SECRETARIAL AUDIT REPORT**

*For The Financial Period Ended 31 March, 2015*

To,  
The Members,  
Sobhagya Mercantile Limited  
61 'B' Wing, Mittal Tower, 6<sup>th</sup> Floor, 210,  
Nariman Point, Mumbai -400021

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Sobhagya Mercantile Limited** (hereinafter called the "**Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our 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, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **31 March 2015**, 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.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31 March 2015, according to the provisions 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 to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; If any
- V. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**'SEBI Act'**) viz :-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - 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
  
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- 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;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

**We have also examined compliance with the applicable clauses of the following:**

- i) Secretarial Standards issued by The Institute of Company Secretaries of India. (not applicable for the period under review).
- ii) The Listing Agreements entered into by the Company with BSE Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements etc mentioned above subject to following observations :

- (i) *The Company appointed Internal Auditor under section 138 of Companies Act 2013 on 27.03.2015 instead of appointing within 6 months of applicability of this Provision i.e. on or before September 30, 2014. As informed to us Filing of Form MGT 14 is pending.*
- (ii) *The BSE has levied penalty of Rs. 30,337/- for late submission of Annual Report as required under Clause 31 of Listing Agreement. The Company has also submitted Condonation of Delay for the same matter on 06/02/2015.*
- (iii) *Company doesn't have its own website for publication of information as required under listing agreement.*

**We further report that:**

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all 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.
- Majority decision are carried unanimously and recorded as part of the minutes.

**We 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.

**We further report that during the audit period there were no instances of:**

- (i) Public/Right/Preferential issue of shares / debentures/sweat equity, etc.
- (ii) Redemption / buy-back of securities
- (iii) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013
- (iv) Merger / amalgamation / reconstruction, etc.
- (v) Foreign technical collaborations

Place: Kalyan  
Date: 28.08.2015

**For R.S. MITTAL & CO.**  
*Company Secretaries*

*Sd/-*  
**Rajesh Mittal**  
*Proprietor*  
FCS No.: 4627  
C P No.: 8745

<p><b>Form No. MGT-9</b></p> <p><b>EXTRACT OF ANNUAL RETURN</b></p> <p><b>As on the financial year ended on 31/03/2015</b></p> <p><b>Of</b></p> <p><b>SOBHAGYA MERCANTILE LIMITED</b>  [Pursuant to Section 92(3) of the Companies Act, 2013  And  Rule 12(1) of the Companies (Mgt. and Administration) Rules, 2014]</p>
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**I. REGISTRATION AND OTHER DETAILS:**

i)	CIN:	L51900MH1983PLC031671																							
	Foreign Company Registration Number/GLN	NA																							
	Registration Date [DDMMYY]	27/12/1983																							
ii)	<b>Category of the Company</b> [Pl. tick]	1. Public Company <input checked="" type="checkbox"/> 2. Private Company																							
iii)	<b>Sub Category of the Company</b> [ Please tick whichever are applicable]	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr><td>1. Government Company</td><td><input type="checkbox"/></td></tr> <tr><td>2. Small Company</td><td><input type="checkbox"/></td></tr> <tr><td>3. One Person Company</td><td><input type="checkbox"/></td></tr> <tr><td>4. Subsidiary of Foreign Company</td><td><input type="checkbox"/></td></tr> <tr><td>5. NBFC</td><td><input type="checkbox"/></td></tr> <tr><td>6. Guarantee Company</td><td><input type="checkbox"/></td></tr> <tr><td>7. Limited by shares</td><td><input checked="" type="checkbox"/></td></tr> <tr><td>8. Unlimited Company</td><td><input type="checkbox"/></td></tr> <tr><td>9. Company having share capital</td><td><input checked="" type="checkbox"/></td></tr> <tr><td>10. Company not having share capital</td><td><input type="checkbox"/></td></tr> <tr><td>11. Company Registered under Section</td><td><input type="checkbox"/></td></tr> </table>		1. Government Company	<input type="checkbox"/>	2. Small Company	<input type="checkbox"/>	3. One Person Company	<input type="checkbox"/>	4. Subsidiary of Foreign Company	<input type="checkbox"/>	5. NBFC	<input type="checkbox"/>	6. Guarantee Company	<input type="checkbox"/>	7. Limited by shares	<input checked="" type="checkbox"/>	8. Unlimited Company	<input type="checkbox"/>	9. Company having share capital	<input checked="" type="checkbox"/>	10. Company not having share capital	<input type="checkbox"/>	11. Company Registered under Section	<input type="checkbox"/>
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10. Company not having share capital	<input type="checkbox"/>																								
11. Company Registered under Section	<input type="checkbox"/>																								
iv)	Whether shares listed on recognized Stock Exchange(s)	Yes																							
	If yes, details of stock exchanges where shares are listed	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th>SN</th> <th>Stock Exchange Name</th> <th>Code</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Bombay Stock Exchange</td> <td>512014</td> </tr> </tbody> </table>		SN	Stock Exchange Name	Code	1	Bombay Stock Exchange	512014																
SN	Stock Exchange Name	Code																							
1	Bombay Stock Exchange	512014																							
vii)	Name and Address of Registrar & Transfer Agents ( RTA ):- Full address and contact details to be given.																								
	Registrar & Transfer Agents ( RTA ):-	Purva Share Registry India Pvt. Ltd.																							
	Address	Shiv Shakti Industrial Estate, Gala No.9, Sitaram Mills Compound, J R Boricha Marg, Mahalaxmi																							



Town / City	Mumbai
State	Maharashtra
Pin Code:	400011
Telephone (With STD Area Code Number)	022-23016761
Fax Number :	022-23012517
Email Address	busicomp@gmail.com

**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)**

SN	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Financial Activities (Financial and Related Services)	9971	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**  
[No. of Companies for which information is being filled]

S. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE
1.	Mangalam Exim Private Limited	U27100MH1984PTC032160	Associate Company

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2014]				No. of Shares held at the end of the year[As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF									
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp.	49130	--	49130	20.47	49130	--	49130	20.47	--
e) Banks / FI									
f) Any other									

<b>Total shareholding of Promoter (A)</b>	<b>49130</b>	<b>--</b>	<b>49130</b>	<b>20.47</b>	<b>49130</b>	<b>--</b>	<b>49130</b>	<b>20.47</b>	<b>--</b>
<b>B. Public Shareholding</b>									
1. Institutions									
a) Mutual Funds									
b) Banks / FI									
c) Central Govt									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
<b>Sub-total (B)(1):-</b>	<b>00</b>	<b>00</b>	<b>00</b>	<b>00</b>	<b>00</b>	<b>00</b>	<b>00</b>	<b>00</b>	<b>00</b>
<b>2. Non-Institutions</b>									
<b>a) Bodies Corp.</b>									
i) Indian									
ii) Overseas									
<b>b) Individuals</b>									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	0	62820	62820	26.18	0	62820	62820	26.18	--
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	33700	94350	128050	53.35	33700	94350	128050	53.35	--
<b>c) Others (specify)</b>									

<b>Sub-total (B)(2):-</b>	<b>33700</b>	<b>157170</b>	<b>190870</b>	<b>79.53</b>	<b>33700</b>	<b>157170</b>	<b>190870</b>	<b>79.53</b>	--
Total Public Shareholding (B)=(B)(1)+(B)(2)	33700	157170	190870	79.53	33700	157170	190870	79.53	--
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	--	--	--	--	--	--	--	--	--
<b>Grand Total (A+B+C)</b>	<b>82830</b>	<b>157170</b>	<b>240000</b>	<b>100.00</b>	<b>82830</b>	<b>157170</b>	<b>240000</b>	<b>100.00</b>	--

ii) Shareholding of Promoter-

SN	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	Mangalam Exim Private Limited	48530	20.22	--	48530	20.22	--	--
2	Shree Kumar Mangalam Traders Private Ltd.	600	0.25	--	600	0.25	--	--

iii) Change in Promoters' Shareholding (please specify, if there is no change) **NO**

SN		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	49130	20.47	49130	20.47
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	--	--	--	--
	At the end of the year	49130	20.47	49130	20.47

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

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Vinita Bagrodia	72800	30.33	72800	30.33
2	Kumar Mangalam Bagrodia	33700	14.04	33700	14.04
3	Sitaram Agarwala	21550	8.97	21550	8.97
4	Chandra J Vyas	5000	2.08	5000	2.08
5	Shailesh Chandra Bagrodia	4000	1.66	4000	1.66
6	Mahesh Chandra Bagrodia	3500	1.45	3500	1.45
7	O D Agarwal	2250	0.93	2250	0.93
8	Mahendra J Vyas	2000	0.83	2000	0.83
9	Suresh Kumar Jhunjhunwala	1500	0.62	1500	0.62
10	O D Agarwal	1050	0.43	1050	0.43
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NA	NA	NA	NA

**v) Shareholding of Directors and Key Managerial Personnel: NIL**

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	---	---	---	---
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	---	---	---	---
	At the end of the year	---	---	---	---

**V. INDEBTEDNESS** -Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	0	750300	0	750300
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	

<b>Total (i+ii+iii)</b>	0	750300	0	750300
<b>Change in Indebtedness during the financial year</b>				
* Addition	0	219500	0	219500
* Reduction	0	0	0	0
<b>Net Change</b>	0	0	0	0
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	0	969800	0	969800
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	0	969800	0	969800

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-NIL

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager: NIL

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
1	Gross salary	----	----	----	---	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961					
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961					
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961					
2	Stock Option					
3	Sweat Equity					
4	Commission - as % of profit - others, specify...					
5	Others, please specify					
	Total (A)					
	Ceiling as per the Act					

### B. Remuneration to other directors NIL

SN.	Particulars of Remuneration	Name of Directors				Total Amount
		----	----	----	----	
1	<b>Independent Directors</b>					
	Fee for attending board committee meetings					

	Commission					
	Others, please specify					
	Total (1)					
2	<b>Other Non-Executive Directors</b>					
	Fee for attending board committee meetings					
	Commission					
	Others, please specify					
	Total (2)					
	Total (B)=(1+2)					
	Total Managerial Remuneration					
	Overall Ceiling as per the Act					

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD N.A.**

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	N.A.	N.A.	N.A.	N.A.
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2	Stock Option				
3	Sweat Equity				
4	Commission				
	- as % of profit				
	others, specify...				
5	Others, please specify				
	Total				

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty					
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty					
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment					
Compounding					

## INDEPENDENT AUDITORS' REPORT

To,  
The Members of  
**Sobhagya Mercantile Limited**

### **Report on the Financial Statements**

We have audited the accompanying financial statements of **Sobhagya Mercantile Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss, and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for Financial Statements**

The Management and Board of Directors of the Company are responsible for the matters stated 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 principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies(Accounts) Rules, 2014. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; design, implementation and maintenance of adequate internal financial controls, that are 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.

### **Auditor's 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 there under. 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 the 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 a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's management and board of 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 basis for our audit opinion.



## **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the 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 March 31, 2015, its Loss and its cash flows for the year ended on that date.

## **Report on Other Legal and Regulatory Requirements**

As required by the Companies (Auditors' Report) Order, 2015 (the "Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.

As required by Section 143 (3) of the Act, we further report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes 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 aforesaid financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of the written representations received from the directors as on March 31, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) in our opinion and to the best of our information and according to the explanations given to us we report as under 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,;

The Company does not have any pending litigations which would impact its financial position.

The Company did not have any long-term contracts including derivative contracts as such the question of commenting on any material foreseeable losses does not arise;

There has not been an occasion in case of the company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise.

**For VIJAY R. TATER & CO.**  
Chartered Accountants  
Firm Registration No. 111426W

**Sd/-**  
(Suresh G. Kothari)  
**Partner**  
**M.No.47625**

Place : Mumbai  
Date : 30.05.2015

**Annexure referred to in Paragraph 7 our report of even date to the members of Sobhagya Mercantile Limited on the accounts of the Company for the year ended 31st March 2015**

- i. (a) The company has maintained proper records to show full particulars including quantitative details and situation of its fixed assets.  
  
(b) As explained to us, during the year fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
- ii. The nature of business of the Company does not require it to have any inventory. Hence, the requirement of clause (ii) of paragraph 3 of the said order is not applicable to the Company.
- iii. According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 189 of the Companies Act, 2013. Consequently, the provisions of clauses iii (a) & (b) of the order are not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, there is generally an adequate internal control procedure commensurate with the size of the company and the nature of its business with regard to purchase of shares & securities, other assets and for the sale of share & securities and services. Further on the basis of our examination of the books of records of the company, and according to the information and explanations given to us, no major instance of continuing failure to correct any weaknesses in the internal controls has been noticed.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits during the year from the public to which the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 and any other relevant provisions of the Act and the rules framed thereunder apply.
- vi. In our opinion and according to the information and explanations given to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act.
- vii. (a) According to the information and explanations given to us, the Company is regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, cess and any other statutory dues with the appropriate authorities. There are no arrears of outstanding statutory dues as at the last day of the financial year for a period of more than six months from the date they became payable.  
  
(b) According to the records of the Company examined by us and information and explanations given to us, there were no dues of Income tax, Sales-Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax or cess, to the extent applicable, which have not been not deposited on account of any dispute.  
  
(c) There has not been an occasion in case of the company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of reporting delay in transferring such sums does not arise.

- viii. The Company has accumulated losses at the end of the financial year which is less than fifty per cent of its net worth. Also, the company has incurred cash losses during the current financial year and in the immediately preceding financial year.
- ix. The Company has not borrowed from any financial institution, bank or debenture holders. Accordingly, the Paragraph 3 (ix) of the Order is not applicable to the Company.
- X. According to the information and explanations given to us, the Company has not given any guarantees for loan taken by others from a bank or financial institution. Accordingly, the Paragraph 3 (x) of the Order is not applicable to the Company.
- xi. Based on information and explanations given to us, we report that the company has not raised any term loans during the year.
- xii. During the course of our examination of the books of account and records of the Company, carried out in accordance with generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any fraud on or by the Company noticed or reported during the year, nor have we been informed of such case by management.

For **VIJAY R TATER & CO.**  
Chartered Accountants  
FRN:111426W

Sd/-  
**Suresh G Kothari**  
(Partner)  
Membership No. : **47625**

Place: Mumbai  
Date: 30.05.2015

<b>BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2015</b>	<b>SOBHAGYA MERCANTILE LIMITED</b>
--	--

Particulars	Note No.	As at 31 <sup>st</sup> March, 2015 Rs.	As at 31 <sup>st</sup> March, 2014 Rs.
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholder's Funds</b>			
Share Capital	2	23,65,250	23,65,250
Reserves and Surplus	3	(2,85,167)	(66,840)
<b>Non -Current Liabilities</b>			
Long term borrowings	4	9,69,800	7,50,300
<b>Current Liabilities</b>			
Trade Payables	5	14,618	15,742
<b>Total</b>		<b>30,64,501</b>	<b>30,64,452</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Fixed Assets			
Tangible Assets	6	--	4,267
Non-current investments	7	10,16,943	10,16,943
Long term Loans and Advances	8	19,71,250	19,71,250
<b>Current assets</b>			
Cash and cash equivalents	9	21,532	17,216
Short-term loans and advances	10	54,776	54,776
<b>Total</b>		<b>30,64,501</b>	<b>30,64,452</b>
Significant accounting policies	1		
Other Notes on accounts from Nos 14 to 25 are an integral part of the Financial Statements			

As per our report of even date,  
For **VIJAY R. TATER & CO.** For and on behalf of the board  
Chartered Accountants

Sd/-

**SURESH G KOTHARI**  
Partner  
Membership No. 47625

Sd/-

**BRIJMOHAN KABRA**  
Director  
DIN: 00280633

Sd/-

**KAUSHAL MEHTA**  
Director  
DIN: 02449463

Place : Mumbai  
Date : 30/05/2015

<b>STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2015</b>	<b>SOBHAGYA MERCANTILE LIMITED</b>
--	--

Particulars	Note No.	As at 31 <sup>st</sup> March, 2015 Rs.	As at 31 <sup>st</sup> March, 2014 Rs.
<b>INCOME</b>			
Other Income	11	20,787	7,066
<b>Total Revenue</b>		<b>20,787</b>	<b>7,066</b>
<b>EXPENSES</b>			
Finance Costs	12	1,061	894
Depreciation and Amortization Expenses	6	--	940
Other expenses	13	2,33,786	1,20,532
<b>Total Expenses</b>		<b>2,34,847</b>	<b>1,22,366</b>
<b>Profit/Loss(-) before tax</b>		<b>(2,14,060)</b>	<b>(1,15,300)</b>
<b>Tax expenses:</b>			
Current tax		--	--
<b>Profit (Loss) for the period</b>		<b>(2,14,060)</b>	<b>(1,15,300)</b>
Earnings per equity share Basis and diluted	19	<b>(0.89)</b>	<b>(0.48)</b>
Significant accounting policies	1		
Other Notes on accounts from Nos 14 to 25 are an integral part of the Financial Statements			

As per our report of even date,  
For **VIJAY R. TATER & CO.** For and on behalf of the board  
Chartered Accountants

Sd/-

**SURESH G KOTHARI**  
Partner  
Membership No. 47625

Sd/-

**BRIJMOHAN KABRA**  
Director  
DIN: 00280633

Sd/-

**KAUSHAL MEHTA**  
Director  
DIN: 02449463

Place : Mumbai  
Date : 30/05/2015

<b>CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2015</b>		<b>SOBHAGYA MERCANTILE LIMITED</b>		
Particulars	As at 31 <sup>st</sup> March, 2015		As at 31 <sup>st</sup> March, 2014	
	Rs.	Rs.	Rs.	Rs.
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net profit after tax		-2,14,060		-1,15,300
Adjustments for :				
- Depreciation			940	
- Dividend received	-20,787	-20,787	-7,066	-6,126
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>		<b>-2,34,847</b>		<b>-1,21,426</b>
<b>(Increase)/Decrease in current assets</b>				
Loans and Advances				
<b>Increase/(Decrease) in current liabilities</b>	(1,124)	<b>-1,124</b>	-24,884	-24,884
Trade Payables				
<b>Net Cash used in Operating Activities</b>		<b>-2,35,971</b>		<b>-1,46,310</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
Dividend Received	20,787		7,066	
		20,787		7,066
<b>Net Cash Generated From Investing Activities</b>		<b>20,787</b>		<b>7,066</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
Unsecured Loan from Shareholder	2,19,500		1,32,500	
Repayment of Unsecured Loan Taken from Director	-	2,19,500	-	1,32,500
<b>Net Cash from Financing Activities</b>		<b>2,19,500</b>		<b>1,32,500</b>
<b>Net increase / (decrease) in Cash and Cash Equivalents (A+B+C)</b>		<b>4,316</b>		<b>-6,744</b>
<b>Cash and Cash Equivalents (Opening Balance)</b>		<b>17,216</b>		<b>23,960</b>
<b>Cash and Cash Equivalents (Closing Balance)</b>		<b>21,532</b>		<b>17,216</b>
<b>Notes:</b> 1) The above Cash flow statement has been prepared under the indirect method set out in AS-3 issued by the Institute of Chartered Accountants of India 2) Figures in brackets indicate cash outgo. 3) Previous period figures have been regrouped and recast wherever necessary to conform to the current period classification.				

As per our report of even date,  
For **VIJAY R. TATER & CO.** For and on behalf of the board  
Chartered Accountants  
Sd/-  
**SURESH G KOTHARI**  
Partner  
Membership No. 47625

Sd/-  
**BRIJMOHAN KABRA**  
Director  
DIN: 00280633

Sd/-  
**KAUSHAL MEHTA**  
Director  
DIN: 02449463

Place : Mumbai  
Date : 30/05/2015

**Note-1 Forming part of the accounts for the year ended 31<sup>st</sup> March, 2015**

**1.1 Basis of Accounting :**

The Financial Statements have been prepared under the historical cost convention, on accrual basis to comply in all material respects with all applicable accounting principles in India, the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, and the relevant provisions of the Companies Act, 2013.

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 realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current – non current classification of assets and liabilities.

**1.2 Use of Estimates:**

The preparation of the financial statements are in conformity with the generally accepted accounting principles that requires the management to make estimates and assumptions that affect the reported amount of assets, liabilities, revenues and expenses and disclosure of contingent assets and liabilities. The estimates and assumptions used in the accompanying financial statements are based upon management's evaluation of the relevant facts and circumstances as of the date of the financial statements. Actual results may differ from the estimates and assumptions used in preparing the accompanying financial statements. Any differences of actual results to such estimates are recognized in the period in which the results are known / materialized.

**1.3 Fixed Assets :**

The fixed assets are stated at acquisition cost less accumulated depreciation. The cost is inclusive of interest and incidental expenses incurred during construction period.

**1.4 Depreciation :**

Depreciation on tangible Assets has been provided on the WDV method over the useful life of assets in accordance with Schedule II of the Companies Act, 2013. Depreciation for assets purchased /sold during a period is proportionately charged. Assets are amortized over their respective individual estimated useful lives on a written down basis, commencing from the date the asset is available to the Company for its use.

The estimated useful lives for the fixed assets as per Schedule II of the Act are as follows:

- Office Equipment : 5 years
- Computer System & Peripherals : 3 years
- Furniture & Fixtures : 10 years
- Electrical Installations : 10 years

**1.5 Investments :**

- a) Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long term investments.
- b) Investments are classified as Quoted & Unquoted Investments.
- c) Long term Investments are stated at cost less provision for permanent diminution in value of such investments.
- d) Current Investments are stated at lower of cost and fair market value, determined by category of Investments.

**1.6 Revenue Recognition :**

- a) All incomes and expenditure are accounted for on accrual basis unless otherwise stated.

- b) Expenses are accounted on an accrual basis and at historical cost, unless otherwise stated.
- c) Dividend on shares and securities is recognized when the right to receive the dividend is established.
- d) The Company follows the prudential norms for income recognition and provides for / writes off Non-performing Assets as per the prudential norms prescribed by the Reserve Bank of India or earlier as ascertained by the management.

Sales:-

Sales are recognised on despatch of material to customers. Sales are inclusive of Excise Duty and net of trade discount, rebates and indirect taxes payable. Rebates and discounts are accounted for as and when determined.

**1.7 Inventories:**

Items of inventories are valued at lower of cost or net realisable value. Cost of inventories comprise of all costs: purchase, cost of conversion and other costs incurred in bringing the inventory to their present condition. It is in accordance with Accounting Standard 20 on "Earnings per share".

**1.8 Earnings per Share (EPS) :**

The earnings considered in ascertaining the Company's EPS comprises the net profit after tax (after providing the post tax effect of any extra ordinary items). The number of shares used in computing Basic EPS is the weighted average number of equity shares outstanding during the year.

**1.9 Taxation :**

- a) Current Tax: A provision for current income tax is made on the taxable income using the applicable tax rates and tax laws.
- b) Deferred Tax: Deferred tax arising on account of timing differences and which are capable of reversal in one or more subsequent periods is recognized using the tax rates and tax laws that have been enacted or substantively enacted. Deferred tax assets are not recognized unless there is a virtual certainty with respect to the reversal of the same in future.

**1.10 Impairment of Assets :**

An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of the asset's fair value less costs to sell vis-à-vis value in use. For the purpose of impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows.

**1.11 Provisions and Contingencies :**

The company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that probably will not require an outflow of resources or where a reliable estimate of the obligation can not be made.

**1.12 Employee Benefits:**

The company has not provided for Gratuity and Leave encashment benefits till 31.03.2015. The retirement benefits will be debited as and when paid.

**1.13 Foreign Exchange Transactions:-**

- a) Transactions in Foreign Currency are accounted at the exchange rate prevailing on the date of Transactions. Exchange fluctuations between the transaction date and the settlement date in respect of Revenue Transactions are recognized in Profit & Loss A/c.
- b) All export proceeds not realised at the year end are restated at the rate prevailing at the year end. The exchange difference arising there from has been recognised as income /



expenses in the Current Year's Profit & Loss A/c along with underlying transaction.

- c) The premium or discount arising at the inception of forward exchange contract is amortised as expense or income over the life of the contract. Exchange differences on such contracts are recognised in the statement of profit and loss in the year in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contracts is recognised as income or as expense for the year. None of the forward exchange contracts are taken for trading or speculation purpose.

**1.14 Borrowing Costs:-**

Borrowing Costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use or sale. All other borrowing costs are charged to revenue.

Particulars	As at 31 <sup>st</sup> March, 2015 Rs.	As at 31 <sup>st</sup> March, 2014 Rs.
<b>2. SHARE CAPITAL</b>		
<b>Authorised</b>		
2,50,000 (2,50,000) Equity Shares of Rs. 10/- each	25,00,000	25,00,000
<b>Issued Capital :</b>		
2,40,000 (2,40,000) Equity Shares of Rs. 10/- each	24,00,000	24,00,000
<b>Subscribed and fully paid up Capital :</b>		
2,33,050 (2,33,050) Equity Shares of Rs. 10/- each	23,30,500	23,30,500
<b>Subscribed but not fully paid up Capital :</b>		
6,950 (6,950) Equity Shares of Rs. 10/- each	34,750	34,750
<b>Total</b>	<b>23,65,250</b>	<b>23,65,250</b>

**2.1 Reconciliation of Equity Shares outstanding at the beginning and at the end of the year :**

	As at 31 <sup>st</sup> March, 2015		As at 31 <sup>st</sup> March, 2014	
	No. of Shares	Rs.	No. of Shares	Rs.
<b>Shares outstanding at the beginning of the year</b>	2,40,000	23,65,250	2,40,000	23,65,250
Add: Shares issued during the year	-	-	-	-
Less: Shares bought back during the year	-	-	-	-
<b>Shares Outstanding at the end of the year</b>	<b>2,40,000</b>	<b>23,65,250</b>	<b>2,40,000</b>	<b>23,65,250</b>

**2.2 Details of Calls unpaid**

	As at 31 <sup>st</sup> March, 2015		As at 31 <sup>st</sup> March, 2014	
	No. of Shares	Rs.	No. of Shares	Rs.
<b>Equity Shares with voting rights</b>				
- By Directors	-	-	-	-
- By Officers	-	-	-	-

- By Others	6,950	34,750	6,950	34,750
<b>Total Unpaid Calls</b>	6,950	34,750	6,950	34,750

### 2.3 Terms/Rights attached to equity shares:

The company has only one class of equity share having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share.

During the year ended 31st March 2015, the amount of per share dividend recognized as distributions to equity shareholders was Rs. Nil (31st March 2014 Rs. Nil)

### Details of Equity shareholders holding more than 5 % shares in the Company

	As at 31 <sup>st</sup> March, 2015		As at 31 <sup>st</sup> March, 2014	
	No. of Shares	% of holding	No. of Shares	% of holding
Vinita Bagrodia	72,800	30.33	72,800	30.33
Mangalam Exim Pltd	48,530	20.22	48,530	20.22
Kumar Mangalam Bagrodia	33,700	14.04	33,700	14.04
Sitaram Agarwala	21,550	8.97	21,550	8.97
		73.56		73.56

Particulars	As at 31 <sup>st</sup> March, 2015 Rs.	As at 31 <sup>st</sup> March, 2014 Rs.
<b>3. RESERVES &amp; SURPLUS</b>		
Surplus / (Deficit) in the statement of profit and loss		
As per last Balance Sheet	(66,840)	48,460
Add: Profit /Loss (-) for the current year	(2,14,060)	(1,15,300)
Less: Adjustment on account of Depreciation as per Schedule II of Companies Act, 2013	(4,267)	-
<b>Net surplus / (Deficit) in the statement of profit and loss</b>	<b>(2,85,167)</b>	<b>(66,840)</b>
<b>4. LONG TERM BORROWINGS UNSECURED LOAN FROM :-</b>		
Related Parties (Repayable on demand)	<b>9,69,800</b>	<b>7,50,300</b>
In case of continuing default as on balance sheet date In repayment of loans and interest with respect to above borrowings		
Period of default	<b>NIL</b>	<b>NIL</b>
Amount	<b>NIL</b>	<b>NIL</b>
<b>TOTAL</b>	<b>9,69,800</b>	<b>7,50,300</b>
<b>5. TRADE PAYABLES</b>		
Other	14,618	15,742

6 Fixed assets

	(a) Furniture and Fixtures	(b) Computer	(c) Office equipment	(d) Electrical Installations	Total
<b>Cost or Valuation</b>					
<b>At 1 April 2013</b>	1,16,434	1,43,080	34,078	19,445	3,13,037
Additions	-	-	-	-	-
Disposals	-	-	-	-	-
<b>At 31 March, 2014</b>	<b>1,16,434</b>	<b>1,43,080</b>	<b>34,078</b>	<b>19,445</b>	<b>3,13,037</b>
Additions	-	-	-	-	-
Adjustments	(1,16,434)	(1,43,080)	(34,078)	(19,445)	(3,13,037)
<b>At 31 March, 2015</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Depreciation</b>					
<b>At 1 April 2013</b>	1,14,963	1,42,500	31,403	18,964	3,07,830
Charge for the year	268	232	372	68	940
Disposals	-	-	-	-	-
<b>At 31 March, 2014</b>	<b>1,15,231</b>	<b>1,42,732</b>	<b>31,775</b>	<b>19,032</b>	<b>3,08,770</b>
Charge for the year	-	-	-	-	-
Adjustments	(1,15,231)	(1,42,732)	(31,775)	(19,032)	(3,08,770)
<b>At 31 March, 2015</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>At 31 March, 2014</b>	<b>1,203</b>	<b>348</b>	<b>2,303</b>	<b>413</b>	<b>4,267</b>
<b>At 31 March, 2015</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

Notes :

1. Effect of Depreciation on Fixed Assets and on WDV of Assets has been taken based on Revised Schedule II of the Companies Act, 2013
2. Carrying life of Assets whose useful life has expired based on Revised Schedule II of the Companies Act, 2013 has been recognised in the opening balance of Profit & Loss A/c. (refer Note no 3)

7 Non-Current Investments

	Face Value (Rs.)	As at March 31, 2015		As at March 31, 2014	
		Quantity Nos.	Rs.	Quantity Nos.	Rs.
<b>Non-trade Investments</b>					
<b>Quoted- Fully paid up (At Cost)</b>					
<b>a Investments in Equity Shares:</b>					
Arvind Products Limited	10	90	88,353	90	88,353
GSL Securities Limited	10	39,200	3,90,220	39,200	3,90,220
ICICI Bank Limited	2	50	90,270	10	90,270
Jai Prakash Associates Limited	2	7,500	21,000	7,500	21,000
BPCL	10	88	11,000	88	11,000
Issued in lieu of 100 shares of Kochi Refinery Limited			-		-
Orkay Industries Limited	10	550	11,600	550	11,600
Steel Authority of India Limited	10	5,000	4,04,500	5,000	4,04,500
<b>Total Quoted Investments</b>			<b>10,16,943</b>		<b>10,16,943</b>
<b>Aggregate Market Value of Quoted Investments (Refer Note A)</b>			<b>6,75,634</b>		<b>8,21,802</b>

(A) While determining diminution other than temporary in the value of the long term quoted/unquoted investments, has not been provided as in the view of the management such diminution is temporary in nature and as such there is no requirement of making any provision.

	As at 31st March, 2015 Rs.	As at 31st March, 2014 Rs.
<b>8 Long Term Loans and Advances</b> (Unsecured, considered good)	19,71,250	19,71,250
<b>Total</b>	<b>19,71,250</b>	<b>19,71,250</b>
<b>9 Cash and Cash equivalents</b>		
Cash on Hand	8,078	5,646
Balance with Banks :		
- On Current Accounts	13,454	11,570
<b>Total</b>	<b>21,532</b>	<b>17,216</b>
<b>10 Short-term Loans and Advances</b> (Unsecured, considered good)		
<b>a Other Loans and Advances</b>		
Income Tax and TDS	54,776	54,776
<b>Total</b>	<b>54,776</b>	<b>54,776</b>
	<b>For the Year ended on March 31 ,2015 Rs.</b>	<b>For the Year ended on March 31 ,2014 Rs.</b>
<b>11 Other Income</b>		
<b>Dividend Income :</b>		
From Long Term Investments	20,787	7,066
<b>Total</b>	<b>20,787</b>	<b>7,066</b>
<b>12 Finance Costs</b>		
Demat Charges	674	674
Others (Bank Charges)	387	220
<b>Total</b>	<b>1,061</b>	<b>894</b>
<b>13 Other expenses</b>		
Rates and taxes	2,500	2,500
Printing and stationery	2,528	2,974
Postage & Courier Charges	2,040	2,200
Legal Press Release Charges	22,302	22,304
Share Transfer expenses	33,708	26,968
Legal and professional	16,000	17,750
Annual Listing Fees	1,12,360	16,854
<b>Payments to auditors:-</b>		
a For Statutory Audit	5,618	5,000
b For Certification	5,248	6,000
ROC Filing Fees	18,000	4,500
Miscellaneous expenses	13,482	13,482
<b>Total</b>	<b>2,33,786</b>	<b>1,20,532</b>

## SOBHAGYA MERCANTILE LIMITED

### NOTES TO ACCOUNTS

#### 15. Contingent Liabilities Not Provided For : -

	<u>31.03.2015</u>	<u>31.03.2014</u>
a) Estimated amount of contracts remaining to be executed on capital account	NIL	NIL
b) Claims against company not acknowledge as debts	NIL	NIL

16. Foreign Exchange earnings and out-go is Rs. NIL (P.Y. NIL)

#### 17. Segment Reporting

Segment Reporting as defined in Accounting Standards 17 is not applicable as the company is primarily engaged in Finance Activity.

18. Disclosure requirements as per Accounting Standard 18 (AS-18) "Related Party Disclosure" issued by the Institute of Chartered Accountants of India

#### I. List of Related Parties :

Name of the Related Party	Nature of Relationship
Mangalam Exim Private Limited	Shareholder
Kumaar Bagrodia	Shareholder

Companies under the same Management:-

- i) GSL Securities Limited - Associate Company

Key Managerial Personnel:-

- i) Mr. Kaushal Atul Mehta – Director
- ii) Mr. Brij Mohan Kabra – Director
- iii) Mr. Mukesh Kumar Nolkha – Director
- iv) Mr Sneh Lal Gupta- Additional Director(Appointed w.e.f. 27/03/2015)

#### II. Particulars of transactions during the year with Related Parties :

Name of the Party	Nature of transaction	31/03/2015	31/03/2014
M/s. Mangalam Exim Pvt. Ltd	Interest Free Loan Taken	7,66,300	4,16,300

#### III. Particulars of Outstanding Balance at the end of the year with Related Parties

Outstanding balance at the end of the year Rs. 9,69,800 (P. Y. 7,50,300) of any related Party

#### 19. Managerial Remuneration :-

Salary and other benefits include remuneration paid to Director, as under :-

Nature of transaction	31/03/2015	31/03/2014
Salary	NIL	NIL
Medical Expenditure	NIL	NIL

**20. Deferred taxes on Income:-**

The company is entitled to create deferred tax asset/ liability in the books of A/cs with respect to timing difference of carried forward business and depreciation losses as well as depreciation. However, in view of carried forward business & depreciation losses there is no reasonable certainty that the asset can be realized. Hence the deferred tax asset is not recognized on the ground of prudence.

- 21.** In the absence of confirmation from some of the parties and pending reconciliation the debit and credit balances with regard to recoverable and payable have been taken as reflected in the books. In the opinion of the Directors, Loans and Advances and Current Assets, if realized in the ordinary course of business, have the value at which they are stated in the Balance Sheet.
- 22.** As per Accounting Standard 20 “Earning Per Share” issued by Institute of Chartered Accountant of India the Company gives following disclosure for the year.

**Basic & Diluted Earning Per Share**

	Unit	31.03.2015	31.03.2014
a) Net Profit / (Loss) attributable to equity shareholders	Rs.	(2,14,060)	(1,15,300)
b) Weighted average number of equity shares	No.	2,40,000	2,40,000
c) Nominal Value Per Share	Rs.	10	10
d) Earning Per Share	Rs.	(0.89)	(0.48)

**23. Auditors’ Remuneration**

<b>Particulars</b>	<b>31.3.2015</b>	<b>31.3.2014</b>
<b>As Auditor</b>		
Audit Fees	5,618	5,000
Certification	5,248	6,000
Tax Audit Fees	NIL	NIL
<b>Total</b>	<b>10,866</b>	<b>11,000</b>

- 24.** During the year, the Company has provided Rs. NIL/- (P.Y. NIL-), towards Non- performing Assets in accordance with the prudential norms prescribed by Reserve Bank of India.
- 25.** The figures of the previous year have been regrouped and recast wherever necessary to confirm to the groupings of the current year.
- 26.** There were no outstanding Dues to Micro, Small and Medium Enterprises to the Extent Information Available with the Company and the Payments in respect of such suppliers are made within the appointed day.

As per our report of even date attached

For **Vijay R. Tater & Co.**  
Chartered Accountants

Sd/-  
**CA. Suresh G. Kothari**  
Partner

(M.No.47625)

Place: Mumbai  
Date: 30/05/2015

For and on behalf of the Board

Sd/-  
**Kaushal Mehta**  
(Director)

**DIN: 02449463**

Sd/-  
**Brijmohan Kabra**  
(Director)

**DIN: 00280633**

**SOBHAGYA MERCANTILE LIMITED**

(CIN: L51900MH1983PLC031671)

Regd. Off.: 61'B', Mittal Towers, 6<sup>th</sup> Floor, 210, Nariman Point, Mumbai – 400021

Tel.: 022-66301060 Email: gslsec@bom3.vsnl.net.in

**ATTENDANCE SLIP**

(PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING PLACE)

*DP ID:	Regd. Folio No:
*Client ID:	No. of Shares Held:

Name of the Member:

\_\_\_\_\_

Name of the Proxy holder:

\_\_\_\_\_

I hereby record my presence at the 31<sup>st</sup> Annual General Meeting of the Company to be held on Wednesday, September 30, 2015 at 12.00 noon at the Registered Office Address of the Company at 61'B', Mittal Towers, 6th Floor, 210, Nariman Point, Mumbai – 400021

\* Applicable for investors holding shares in electronic form.

(Signature of the Member/  
Proxy)

\_\_\_\_\_

**SOBHAGYA MERCANTILE LIMITED**

(CIN: L51900MH1983PLC031671)

Regd. Off.: 61'B', Mittal Towers, 6<sup>th</sup> Floor, 210, Nariman Point, Mumbai – 400021

Tel.: 022-66301060 Email: gslsec@bom3.vsnl.net.in

**Proxy Form**

**Form No. MGT-11**

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

CIN : L51900MH1983PLC031671  
Name of the Company : Sobhagya Mercantile Limited

Name of the Member (s) : \_\_\_\_\_

Registered address : \_\_\_\_\_

E-mail 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: .....

E-mail Id: ..... Signature: .....

or failing him

2 Name: ..... Address: .....



E-mail Id: ..... Signature: .....

or failing him

3. Name: ..... Address: .....

E-mail Id: ..... Signature: .....

or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf 31<sup>st</sup> Annual General Meeting of the Company to be held on Wednesday, September 30, 2015 at 12.00 noon at the Registered Office Address of the Company at 61'B', Mittal Towers, 6th Floor, 210, Nariman Point, Mumbai – 400021, and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution	Optional	
		For	Against
<b>Ordinary Business:</b>			
1.	To receive, consider and adopt the Audited Balance sheet as at and Profit & loss Account for the year ended 31st March 2015 and the Director's Report and Auditor's Report thereon.		
2.	To appoint a Director in place of Shri Mukesh Nolkha (DIN 02880197), who retires by rotation and being eligible, offers himself for reappointment.		
3.	To appoint Auditors and fix their remuneration		
<b>Special Business:</b>			
4.	To appoint Ms. Sneha Lata Gupta as Director of the Company		

Signed this..... day of .....2015.

Signature of the Shareholder

Affix  
Re. 1/-  
Revenue  
Stamp

Signature of the Proxy holder(s)

---

**Notes:**

- 1. 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 (forty eight) hours before the commencement of the meeting.**
- 2. A proxy need not be a member of the Company.**
- A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

## **BOOK-POST**

*If Undelivered, Please return to:*

**SOBHAGYA MERCANTILE LIMITED**

**CIN: L51900MH1983PLC031671**

61 'B' Mittal Tower,

6th Floor, 210, Nariman Point,

Mumbai – 400 021.

Tel : 022- 66301060 email : [gslsec@bom3.vsnl.net.in](mailto:gslsec@bom3.vsnl.net.in)