

# ANNUAL REPORT

2012-2013

# SUPER DOMESTIC MACHINES LIMITED

# SUPER DOMESTIC MACHINES LIMITED

## BOARD OF DIRECTORS

- Mr. Gaurish Shantilal Shah Director
- Mr. Maunesh Hargovindas Devara Director
- Mr. Kandarp Narendra Pandya Director

## AUDITORS

M/s. Vishves A. Shah & Co.  
Chartered Accountants  
Ahmedabad

## REGISTERED OFFICE

52, H.A. Market, 2<sup>nd</sup> Floor,  
Nr. Moti Mahal Hotel,  
Kapasias Bazar,  
Ahmedabad – 380 002

# SUPER DOMESTIC MACHINES LIMITED

## NOTICE

NOTICE is hereby given that the Annual General Meeting of the company will be held on 23<sup>rd</sup> September 2013 at 11.00 a.m. at the registered office of the company to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet & Profit & Loss account for the year ended 31<sup>st</sup> March 2013 and the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Maunesh Hargovindas Devara who retires by rotation and being eligible offers himself for reappointment.
3. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General meeting and to fix their remuneration.

### **SPECIAL BUSINESS:**

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

**"RESOLVED THAT** Mr. Kandarp N. Pandya who was appointed as additional Directors of the company by the Board of Directors with effect from 23<sup>rd</sup> June, 2012 and who according to section 260 of the companies Act ,1956 hold office up to the date of this Annual General Meeting and in respect of whom the company has received a notice from shareholders in writing proposing his candidature for the office of the Directors pursuant to Section 257 of the Act, be and is hereby appointed as a Director of the company".

**DATE : 29<sup>th</sup> May 2013**  
**PLACE: AHMEDABAD**

**BY ORDER OF THE BOARD OF DIRECTORS**

**SD/-**  
**(CHAIRMAN)**

## **NOTES:**

A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and Vote Instead of himself and the proxy need not be a Member. Proxy in order to be valid must be received by the company not less than 48 hours before the time of holding the meeting.

1. Members/Proxies should bring the Attendance Slip, duly filled in, for attending the meeting.
2. Members/Proxies attending the Meeting should bring their copy of the Annual Report for reference at the meeting.
3. The Register of Members and share transfer books of the Company will remain closed from 20.09.2013 to 23.09.2013 (both days inclusive)
4. The Members are requested to communicate all their correspondence including share transfer at the Registered Office of the Company.
5. Members are requested to intimate to the registered office of the Company, changes if any, in their registered address immediately.
6. Members desiring any information regarding the accounts are requested to write to the Company at least Seven Days before the meeting so as to enable the management to keep the same ready.

### **Explanatory Statement pursuant to Section – 173(2) of the Companies Act, 1956.**

#### **Item No. 4**

Mr. Kandarp N. Pandya was appointed as additional director of the company by the Board of Directors w.e.f. 26.06.2013. He holds office upto the ensuing Annual General Meeting. The company has received notice from the member proposing appointment of Mr. Kandarp N. Pandya as a Director of the company.

Except Mr. Kandrap N. Pandya, none of the Directors of the Company are interested in aforesaid Resolution.

**DATE : 29<sup>th</sup> May 2013**  
**PLACE: AHMEDABAD**

**BY ORDER OF THE BOARD OF DIRECTORS**

**SD/-**  
**(CHAIRMAN)**

**INFORMATION AS REQUIRED UNDER CLAUSE 49(IV)(G) OF THE LISTING AGREEMENT IN RESPECT OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING**

<b>Name of Director</b>	<b>Mr. Maunesh Hargovindas Devara</b>	<b>Mr. Kandarp Narendra Pandya</b>
Date of Birth	31.07.1965	02.03.1966
Date of appointment	16.03.2011	23.06.2012
Qualification	B.Com	M.Com
Expertise in specific functional area	He is having experience of about 9 years in Machinery Industry.	He is engaged in the field of Finance and related services for more than 10 years.
Directorship held in other companies (excluding private & foreign companies)	NIL	NIL
Membership/ Chairmanship of committees in other public company	NIL	NIL
Shareholding in the company	NIL	NIL

# SUPER DOMESTIC MACHINES LIMITED

## DIRECTOR'S REPORT

**TO,  
THE MEMBERS  
SUPER DOMESTIC MACHINES LIMITED**

Your Directors have pleasure in presenting the Annual Report together with the Audited Statement of Account for the Period Ended on 31st March 2013.

### **FINANCIAL RESULT:**

<b>Particulars</b>	<b>2012-2013</b>	<b>2011-2012</b>
Income	10952000	12110000
Depreciation	138915	138916
Net Profit before Tax	97963	206084
Current Tax	57020	68000
Net Profit after Tax	40943	138084

### **DIVIDEND:**

Your directors do not recommend any dividend for this financial year Ended 31.03.2013.

### **DIRECTORS:**

Mr. Maunesh Hargovindas Devara, Director of the company is retiring by rotation and being eligible, offer himself for reappointment. Board recommends his reappointment.

Mr. Kandarp Narendra Pandya was appointed as additional director of the company by the Board of Directors w.e.f. 23.06.2012. He holds office upto the ensuing Annual General Meeting. The company has received the notice from members proposing appointment of Mr. Kandarp Pandya as director of the company. Accordingly, Board recommend to appoint him Appointment as Director at the ensuing annual general meeting.

Mr. Manoj A. Shah has resigned from the post of Directorship of the Company w.e.f. 23.06.2012.

### **LISTING :**

Equity Shares of the company are listed on the Bombay Stock Exchange Limited (BSE), and Ahmedabad Stock Exchange (ASE). Presently trading in the shares of the company is under suspension.

## **CORPORATE GOVERNANCE :**

As per Clause 49 of the Listing Agreement with the Stock Exchanges, a separate section on Corporate Governance together with a certificate from the Company's Auditors confirming compliance there to is set out in the Annexure forming part of this report.

## **MANAGEMENT DISCUSSION AND ANALYSIS :**

The Management Discussion and Analysis Report is attached herewith and forms part of the Director Report.

## **AUDITORS:**

M/s. Vishves A. Shah & Co., Chartered Accountants, Auditors of the company retires at the conclusion of this annual general meeting and being eligible, are recommend for reappointment.

## **AUDITORS REPORT:**

Observation of the auditors in their report and notes attached to the accounts are self-explanatory and do not require and further clarification.

## **DIRECTOR'S RESPONSIBILITY STATEMENT:**

Pursuant to the requirement under section 217(2AA) of the companies amendment Act, 2000 with respect to Director's responsibility statement, it is hereby confirmed:

1. That in the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March, 2013 the applicable accounting standards had been followed along with proper explanation relating to material departures;
2. That the directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for the year under review;
3. That the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the companies Act, 1956. For safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
4. That the director had prepared the accounts for the financial year ended 31<sup>st</sup> March 2013 on a going concern basis.

## **SECRETARIAL COMPLIANCE REPORT:**

In Compliance of the Provision of section 383A of the Companies Act, 1956 the Board is pleased to enclose the Secretarial Compliance Report of practicing Company Secretaries for the Year 2012-2013 as part of this Directors Report.

**PARTICULARS OF THE EMPLOYEES:**

The Company has no employee to whom the provision of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 apply and so, forming part of the report is nil

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, RESEARCH & DEVELOPMENT AND FOREIGN EXCHANGE EARNING AND OUT GO:**

The Additional information required under Section 217(1)(e) of the Companies Act, 1956 relating to Conservation of energy, technology absorption and Research & Development are not applicable to the Company. The Company has no foreign exchange earnings or outgoes.

**ACKNOWLEDGMENT:**

Your Directors wish to thank the Bankers and Shareholders of the Company for their continuous support and faith in the management.

**DATE : 29.05.2013**  
**PLACE: AHMEDABAD**

**BY ORDER OF THE BOARD OF DIRECTORS**

**SD/-**  
**(CHAIRMAN)**



**A.SANTOKI & ASSOCIATES**  
**Company Secretaries**

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**Ajit M. Santoki**  
**B.B.A.,F.C.S.**

**203,AbhishekComplex**  
**B/h. Navgujarat College,**  
**Income-Tax,**  
**Ahmedabad-380014.**  
**Ph.(O)079-27541156**

COMPLIANCE CERTIFICATE

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To,  
The Members,  
Super Domestic Machines Limited.  
Ahmedabad.

We have examined the relevant registers, records, books and papers of **M/s. Super Domestic Machines Limited** (the company) as required to be maintained under the Companies Act, 1956 (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the company for the financial year ended on 31st March, 2013. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company and its officers, we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all register as stated in **Annexure `A'** to this Certificate as per the Provisions of the Act and the rules made thereunder and all entries have been duly recorded.
2. The company has duly filed the forms and returns as stated in **Annexure `B'** to this Certificate with the Registrar of Companies Gujarat within the time prescribed under the Act, and the rules made thereunder.
3. The Company being a Public Limited Company, comment is not required.
4. The Board of Directors duly met 5 times in a year on 18.04.2012, 23.06.2012, 19.07.2012, 02.11.2012 and 23.01.2013 in respect of which meetings proper notice were given and the proceedings were properly recorded and signed the Minutes Book maintained for the purpose.
5. The Company has closed its register of Members from 17.05.2012 to 23.05.2012 ( both days inclusive) during the year.
6. The Annual General Meeting for the Financial year ended on 31.03.2012 was held on 23<sup>rd</sup> May 2012 after giving due notice to the Members of the Company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No Extra Ordinary General Meeting was held during the financial year.
8. No Loan falling within the purview of Section 295 of the act, was advanced during the year by the Company.

9. According to the Register of Contracts, the Company has not entered into any contract falling within the purview of Section 297 of the Companies Act, 1956.
10. The Company has made necessary entries in the register maintained under Section 301 of the Companies Act, 1956.
11. The Provisions of Section 314 of the Companies Act, 1956 have not been attracted and therefore no approval was required to be taken.
12. The Company has not issued any duplicate Share Certificate during the year.
13. The Company has:
  - (i) Dispatched all share certificates on lodgement there of for transfer in accordance with the provisions of the Act. However, there was no any allotment / transmission of securities during the financial year under review.
  - (ii) The Company has not deposited any amount in a separate bank account as no dividend was declared during the financial year.
  - (iii) The company was not required to post warrants to any member of the company as no dividend was declared during the financial year.
  - (iv) No amount lying in the Books of Accounts in respect of unpaid dividend, application money due for refund, matured deposits, matured debentures and the interest occurred thereon.a
  - (v) Duly complied with the requirements of Section 217 of the Act.
14. The Board of Directors of the Company is duly constituted and appointment of Additional Director was duly made. However, there was no appointment of director, alternative directors or directors to fill casual vacancy during the financial year.
15. The Company has not appointed any Managing Director/ Whole time director during the year under review.
16. The Company has not appointed any sole selling agent during the year under review.
17. There were no such transactions or events during the year requiring particular approvals of Central Government, Company Law Board, Regional Director, Registrar or such other authorities as prescribed under the provisions of the Act.
18. The Directors have disclosed their interest in other firms/Companies to the Board of Directors pursuant to the Provisions of the Act, and the rules made thereunder.
19. The Company has not issued any shares, debentures or any other Securities during the year.
20. The Company has not bought back any shares during the year under review.
21. The Company has not redeemed any preference Shares/debentures during the year under review.

22. There were no transactions necessitating the company to keep in abeyance rights to dividend, right shares and bonus shares pending registration of transfer of shares.
23. The Company has not accepted any deposits under Section 58A of the Act.
24. The amount borrowed by the company during the financial year ending 31.03.2013 is within the borrowing limits of the company.
25. The Company has complied with the provisions of Section 372A of the Act regarding Loans and Investments made by the company.
26. The Company has not altered the Provisions of the Memorandum with respects to situation of the registered office of the Company during the year under review.
27. The Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the year under review.
28. The Company has not altered the provisions of the Memorandum with respect to name of the company during the year under review.
29. The Company has not altered the Provisions of the Memorandum with respect to Share Capital of the Company during the year under review.
30. The Company has not altered its Articles of Association during the year.
31. No Prosecution has been initiated or show cause notices received by the company for any offences under the Act during the year under review.
32. The Company has not received any amount as security form its employees during the year under review.
33. The provisions of Section - 418 is not applicable to the company.

**PLACE : AHMEDABAD**  
**DATE : 29.05.2013**

**FOR A. SANTOKI & ASSOCIATES**  
**COMPANY SECRETARIES**

**SD/-**  
**(AJIT SANTOKI)**  
**PARTNER**  
**C.P.NO.:2539**

**Annexure`A`**

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Registers maintained by the Company :

1. Members register u/s. 150 of the Act.
2. Register of transfer.
3. Directors Register u/s. 303 of the Act.
4. Register of Director's share holding u/s 307 of the Act.
5. Register of Contracts, Companies and firms in which Directors of the company are interested u/s.299, 301 and 301 (3) of the Act.
6. Minutes of the general Meeting & Board meeting u/s 193 of the Act.
7. Directors' Attendance Register attending their meeting.

**Annexure`B`**

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Forms and Returns as filed by the Company with the Registrar of Companies during the financial year ending on 31st March, 2013

<b>Sr. No.</b>	<b>Form No.</b>	<b>Filed u/s.</b>	<b>Date of filing</b>	<b>Whether filed in time or not</b>
1	Form 23ACA (XBRL) For F.Y. 2011-12	220	11.01.2013	Yes
2	Form 23AC(XBRL) For F.Y. 2011-12	220	11.01.2013	Yes
3	Form 20B For F.Y 2011-2012	161	12.07.2012	Yes
4	Form 66	383A	22.06.2012	Yes
5	Form 32	303(2)	23.06.2012	Yes
6	Form 32	303(2)	22.06.2012	Yes
7	Form 32	303(2)	19.04.2012	Yes

**PLACE : AHMEDABAD**

**DATE : 29.05.2013**

**FOR A. SANTOKI & ASSOCIATES**

**COMPANY SECRETARIES**

**SD/-  
(AJIT SANTOKI)  
PARTNER  
C.P.NO.:2539**

## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **1. Financial Review**

Company earned net profit of Rs. 40,943 during the year as compared to net profit of Rs. 138,084 for the previous year.

### **2. Future Outlook**

Based on the buoyancy of the Indian Economy, the overall scenario and steps taken by the management, the future outlook of your company looks bright.

### **3. Risk and Concern**

There are no specific risks and concerns.

### **4. Internal Control System and their adequacy**

Considering the size of the company, your company has adequate system of internal control to provide reasonable assurance that assets are safeguarded and protected from unauthorized use or disposition.

### **5. Environmental Issues**

As the company is not in the field of manufacture, the matter relating to produce any harmful gases and the liquid effluents are not applicable.

### **6. Cautionary Statement**

Statement in this report on Management Discussion and Analysis may be forward looking statements within the meaning of applicable security laws or regulations. These statements are based on certain assumptions and expectations of future events. Actual results could however, differ materially, from those expressed or implied. Important factors that could make a difference to the company's operations include global and domestic demand supply conditions, finished goods prices, raw material cost and availability and changes in government regulation and tax structure, economic development within India and the countries with which the company has business contacts and other factors such as litigation and industrial relations.

The Company assumes no responsibility in respect of forward - looking statements, which may be amended or modified in future on the basis of subsequent developments, information or events.

## SUPER DOMESTIC MACHINES LIMITED

### REPORT ON CORPORATE GOVERNANCE

#### COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

The Company believes in functioning in a transparent manner with the basic philosophy being to enhance the shareholder value, keeping in mind the needs and interest of other shareholder. The following information is placed before the shareholders.

#### BOARD OF DIRECTORS

Company has three members on the Board of the Company constituting Non – executive directors. Composition of board of directors is as under:

- (1) Mr. Gaurish S. Shah - Director & Promoter (Executive)
- (2) Mr. Maunesh H. Devara - Director (Non-Executive, Independent)
- (3) Mr. Kandarp Narendra Pandya- Additional Director(Non-Executive, Independent)

#### **a) Numbers of Board Meeting held and the dates on which held :**

During the year the Company has held 5 Board Meetings as against the minimum requirement of 4 meeting. The meetings were held on:

18<sup>th</sup> April, 2012, 23<sup>rd</sup> June, 2012, 19<sup>th</sup> July, 2012, 2<sup>nd</sup> November, 2012 and 23<sup>rd</sup> January, 2013.

#### **b) Director's presence in the Board Meeting held during the year:**

The details in regard to the attendance of Directors at Board Meetings/Shareholders Meetings held during the year as also the number of Directorship/s held by them in other Companies and the position of membership of Committee/s are given below:

Name of Director	Category of Director	No. of Board Meetings attended	Attend ance at the last AGM	Directorshi ps in other Indian Public Companie s* as at 31 <sup>st</sup> March 2013	Other Mandatory Committee** membership as at 31 <sup>st</sup> March 2013	
					Chairman	Member
Mr. Gurish S. Shah	Promoter, Executive	5	N.A.	NIL	NIL	NIL
Mr. Maunesh H. Devara	Non-Executive, Independent	5	N.A.	NIL	NIL	NIL
Mr. Manoj A. Pandya***	Additional Director	2	N.A.	NIL	NIL	NIL
Mr. Kandarp Narendra Pandya****	Additional Director	3	N.A.	NIL	NIL	NIL

\*Excludes Directorships in private/foreign companies and companies incorporated under Section 25 of the Companies Act, 1956.

\*\*Represents Membership / Chairmanship of the Audit Committee, Shareholders/ Investors Grievance Committee and Remuneration Committee of other companies.

\*\*\*Mr. Manoj A. Pandya has resigned from the post of Directorship of the Company w.e.f. 23.06.2012.

\*\*\*\*Mr. Kandarp N. Pnadya has appointed as additional of the company w.e.f 23.06.2012

### **c) Management & Function of the Board:**

The day-to-day management of the Company is conducted by the Chairman and subject to the supervision and control of the Board of Directors. The required information as enumerated in Annexure I to Clause 49 of the Listing Agreement is made available to the Board of Directors for discussions and consideration at Board Meetings.

### **d) Committees of the Board**

Currently the Board has three committees viz Audit Committee, Shareholders' / Investors' Grievance Committee and Remuneration Committee.

### **AUDIT COMMITTEE**

#### **a) Brief description of terms of reference:**

Terms of Reference of the Audit Committee are as per Section 292A of the Companies Act, 1956 and the guidelines set out in the listing agreements with the Stock Exchanges that inter-alia, include overseeing financial reporting processes, reviewing periodic financial results, financial statements and adequacy of internal control systems with the Management and adequacy of internal audit functions, discussions with the auditors about the scope of audit including the observations of the auditors and discussion with internal auditor on any significant findings.

#### **b) Composition:**

The Audit Committee has been constituted in conformity with the requirements of Section - 292A of the Companies Act, 1956 and Clause – 49 of the Listing Agreement with Stock Exchanges.

At present the Audit Committee comprises of Three Directors as under :

- (1) Mr. Maunesh H. Devara, Chariman
- (2) Mr. Kandarp Narendra Pandya, Member
- (3) Mr. Gaurish S. Shah, Member

Minutes of meetings of the Audit Committee are circulated to members of the Committee and the Board is kept apprised.

During the year under review, Audit committee met Four times on 18<sup>th</sup> April, 2012, 19<sup>th</sup> July, 2012, 2<sup>nd</sup> November, 2012, and 23<sup>rd</sup> January, 2013 where all the members were present.

### **REMUNERATION COMMITTEE**

The remuneration committee consists of the following two Non – Executive, Independent Directors:

- (1) Mr. Kandarp Narendra Pandya, Chairman
- (2) Mr. Maunesh Hargindas Devara , Member

At present, no remuneration is paid to any Directors of the company. As there was no business to discuss, meeting of the Remuneration committee was not held during the year.

## **SHAREHOLDERS COMMITTEE**

The Company has complied the requirement of the sub clause VI (A), (B) of the clause 49 of the Listing Agreement.

Shareholder's Committee consists of following two Directors :

- (1) Mr. Maunesh Hargindas Devara , Chairman
- (2) Mr. Gaurish Shantilal Shah, Member

During the year under review, Shareholders committee met Six times.

The meetings were held on 30<sup>th</sup> April, 2012, 30<sup>th</sup> June, 2012, 31<sup>st</sup> August, 2012, 30<sup>th</sup> November, 2012, 30<sup>th</sup> January, 2013 and 30<sup>th</sup> March, 2013.

The Company addresses all complaints, suggestions and grievances expeditiously and replies have been sent / issues resolved usually within 15 days except in case of dispute over facts or other legal constraints. During the year complaints were received from SEBI or shareholders were resolved satisfactory. No requests for share transfers are pending except those that are disputed or sub-judice.

Mr. Mahendra N. Soni, is the Compliance Officer of the Company.

## **GENERAL BODY MEETING:**

<b>DATE</b>	<b>TYPE</b>	<b>TIME</b>	<b>VENUE</b>
23/05/2012	AGM	11.00. A.M.	52, H.A. Market, 2nd Floor, Nr. Moti Mahal Hotel, Kapasia Bazar, Ahmedabad – 380 002
01/08/2011	AGM	11.00. A.M.	2283, Khadiyatani Khadki, Opp. Central Bank of India, Raipur Chakla, Raipu, Ahmedabad – 380 001
30/09/2010	AGM	11.00. A.M.	GOPI HOUSE, 1392 PATEL VAS, MITHAKHALI, AHMEDABAD - 380006

Company has not passed any resolution through postal ballot during the year.

## **DISCLOSURE**

As per the disclosures given by the Directors of the Company there were no materially related party transactions attracting Section 297 of the Companies Act, 1956.

All the guidelines issued by the SEBI and Stock Exchange or other statutory authority on the matter related to capital markets are generally complied.

The Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India, to the extent applicable, in the preparation of the financial statement.

## **DETAILS OF COMPLIANCE WITH MANDATORY REQUIREMENT**

Clause 49 of the Listing Agreement mandates to obtain a certificate from either the Auditors or practicing company secretaries regarding compliance of conditions of Corporate Governance as stipulated in the clause and annex the certificate with the Director's Report, which is sent annually to all the Shareholders. The Company has obtained a certificate from its Auditors to this effect and the same is given as annexure to this report.



## **UNCLAIMED DIVIDENDS**

The Company will be required to transfer dividends which have remained unpaid/unclaimed for the period of 7 years to the Investor Education & Protection Fund established by the Government. However there is no such unclaimed/unpaid dividend for which Company has to transfer the same to the Investor Education & Protection Fund in this financial year.

## **CODE OF CONDUCT FOR SENIOR MANAGEMENT**

The Company has adopted a Code of Conduct for Directors and Senior Management. It is the responsibility of all employees and Directors to familiarize themselves with the Code and comply with the same. The Code includes provisions where the employees of the Company can voice their concerns on violation and potential violation of this Code in a responsible and effective manner. All Board members and senior management personnel have confirmed compliance with the code. A declaration signed by the Managing Director is attached and forms part of the Annual Report of the company.

## **CEO CERTIFICATION**

Chief Executive Officer (CEO) certification on financial statements pursuant to the provisions of Clause 49 of the listing agreement is annexed and forms part of the Annual Report of the company.

## **MEANS OF COMMUNICATION**

The means of communication between the Shareholders and Company are transparent and investor friendly. The quarterly results of the Company are published in one English newspaper circulating substantially in whole of India and one in the gujarati language as required by the listing agreement.

## **GENERAL SHAREHOLDERS INFORMATION**

Annual General Meeting: (Date, Time and Venue)	Date: 23/09/2013 Time: 11.00 A.M. Venue: 52, H.A. Market, 2nd Floor, Nr. Moti Mahal Hotel, Kapasia Bazar, Ahmedabad – 380 002
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Financial Calendar:	1 <sup>st</sup> April 2012 to 31 <sup>st</sup> March 2013
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Date of Book Closure:	20 <sup>th</sup> September, 2013 To 23 <sup>rd</sup> September, 2013
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Dividend Payment Date:	No dividend declared.
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### Tentative Financial Calendar

Publication of Quarterly Results ending 30 <sup>th</sup> June, 2013	Last week of July 2013
Publication of Quarterly Results ending 30 <sup>th</sup> Sep. 2013	Last week of Oct. 2013
Publication of Quarterly Results ending 31 <sup>st</sup> Dec. 2013	Last week of Jan. 2014
Publication of Quarterly Results ending 31 <sup>st</sup> March 2014	Last week of April 2014

## **LISTING ON STOCK EXCHANGE**

1. Bombay Stock Exchange Limited
2. Ahmedabad Stock Exchange.

## **STOCK MARKET DATA**

Shares of the Company are generally not traded in the Stock Market. Presently the trading of the shares is suspended.

## **SHARE TRANSFER SYSTEM**

The Company has appointed Registrars and Share Transfer Agent at:

Cameo Corporate Service Limited  
202, Pawan Flats, 7, Anand Nagar Society,  
Productivity Road, Alkpuri,  
Baroda – 390 007

However at present the share transfer work is still handled by the company.

## **ISIN**

No Dematerialization is made by the Company.

Outstanding GDRs/ ADRs/ Warrants or any  
Convertible Instruments, Conversion date and  
Likely impact on equity: Not Applicable

## **Distribution of Shareholding as on March 31, 2013.**

<b>No. of Equity shares held</b>	<b>No of share holders</b>	<b>% of shareholders</b>	<b>No of shares held</b>	<b>% of holding</b>
Upto 5000	1363	93.68	7,65,200	17.67
5001-10000	5	0.34	46,500	1.07
10001-20000	4	0.27	71,700	1.66
20001-30000	4	0.27	1,05,200	2.43
30001-40000	71	4.88	27,02,300	62.42
40001-50000	1	0.07	40,500	0.94
50001-100000	5	0.34	3,76,500	8.70
100001 & above	2	0.15	2,21,500	5.11
<b>Total</b>	<b>1455</b>	<b>100.00</b>	<b>43,29,400</b>	<b>100.00</b>

**Categories of Shareholders as on March 31, 2013**

	<b>Category</b>	<b>No. of Shares</b>	<b>% of Shares</b>
A	<b>Promoter's Holding</b>		
1	<b>Indian Promoters</b>	<b>472800</b>	<b>10.92</b>
2	<b>Foreign Promoters</b>	<b>NIL</b>	<b>NIL</b>
	<b>Sub total</b>	<b>472800</b>	<b>10.92</b>
B	<b>Non-Promoters</b>		
3	<b>Institutional Investors</b>	<b>NIL</b>	<b>NIL</b>
	<b>A Mutual Funds and UTI</b>	<b>NIL</b>	<b>NIL</b>
	<b>B Banks, Financial Inst., Insurance Com.</b>	<b>NIL</b>	<b>NIL</b>
	<b>(Central State Gov. Inst. /Non- Gov Inst.)</b>	<b>NIL</b>	<b>NIL</b>
	<b>C FIIS</b>	<b>NIL</b>	<b>NIL</b>
	<b>Sub total</b>	<b>NIL</b>	<b>NIL</b>
4	<b>Others</b>		
	<b>A Private corporate Bodies</b>	<b>700</b>	<b>0.02</b>
	<b>B Indian Public</b>	<b>3823700</b>	<b>88.32</b>
	<b>C NRIs / Clearing Member/OCBs/Trust</b>	<b>32200</b>	<b>0.74</b>
	<b>Sub total</b>	<b>3856600</b>	<b>91.36</b>
	<b>GRAND TOTAL</b>	<b>4329400</b>	<b>100.000</b>

Address for correspondence

Registered Office of the company  
52, H.A. Market, 2<sup>nd</sup> Floor,  
Nr. Moti Mahal Hotel,  
Kapasia Bazar,  
Ahmedabad – 380002

## DECLARATION

The Board has laid down a code of conduct for all Board Members and Senior Management of the Company. The Board members and Senior Management have affirmed compliance with the code of conduct.

**Place: Ahmedabad**

**Date: 29.05.2013**

**For and on behalf of the Board**

**Sd/-  
Gaurish S. Shah  
Director**

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## CEO CERTIFICATION

I, Mr. Gaurish S. Shah, Director, certify to the Board that:

(a) We have reviewed financial statements and the cash flow statement for the year ended on 31.03.2013 and that to the best of their knowledge and belief:

(i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(ii) 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.

(b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.

(c) We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps they have taken or propose to take to rectify these deficiencies.

(d) We have indicated to the auditors and the Audit committee

(i) significant changes in internal control during the year;

(ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

(iii) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system.

**Place: Ahmedabad**

**Date: 29.05.2013**

**For and on behalf of the Board**

**Sd/-  
Gaurish S. Shah  
Director**

**CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE  
GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT(S)**

1. We have examined the Compliance of conditions of Corporate Governance by **Super Domestic Machines Limited** ("the Company ") for the period from during the year ended 1st April, 2012 to 31st March, 2013 as stipulated in Clause 49 of the Listing Agreement of the said Company with the stock exchange.
2. The compliance of conditions of corporate governance is the responsibility of the management .Our examination has been limited to a review of the 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.
3. In our opinion and to the best of our information and according to the explanations given to us , and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.
4. As required by the Guidance Note issued by the Institute of Chartered Accountant of India we have to state that based on the report given by the the Company to the Investor's Grievance Committee, as on 31st March, 2013, there were no investor grievance matter against the Company remaining unattended /pending for more than 30 days.
5. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date : 29th May, 2013  
Place : Ahmedabad

**For, Vishves A. Shah & Co.**  
Chartered Accountants  
Firm No:-121356W

Sd/-  
(Vishves A. Shah)  
Proprietor  
M. No. 109944

# VISHVES A. SHAH & CO.

Chartered Accountants

22, Narayan Park -1, Bopal, Ahmedabad – 380058

Ph. +91 98254 71182, +91 93777 71182

E-Mail: vishvesca@gmail.com

## Independent Auditor's Report

To,  
The Members of,  
**SUPER DOSMETIC MACHINES LIMITED**

We have audited the accompanying financial statements of “**SUPER DOSMETIC MACHINES LIMITED**”, which comprise the Balance Sheet as at March 31, 2013, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
  - b) in the case of the Statement of Profit and Loss, of the profit/ loss for the year ended on that date; and
  - c) In the case of the Cash Flow Statement, of the cash flow for the year ended on that date.
1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
  2. As required by section 227(3) of the Act, we report that:
    - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
    - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
    - c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
    - d) In our opinion, the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956; except AS 22 relating to the Taxes on Income read with notes forming part of accounts.
    - e) On the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

- f) It may be noted that at present, no Rules relating to the amount of cess for rehabilitation or revival or protection of assets of sick industrial companies, payable by a company under section 441A of the Act have been notified by the central Government. Thus, it would not be possible for the auditor to comment on the regularity or otherwise about the cess till the time relevant rules or regulations are issued.

Date : 29<sup>th</sup> May, 2013

Place : Ahmedabad

**For, Vishves A. Shah & Co.**

Chartered Accountants

Firm No.121356w

Sd/-

(Vishves A. Shah)

Proprietor

M. No. 109944



## **SUPER DOSMETIC MACHINES LIMITED**

**Annexure referred to in paragraph 1 of our report even date.**

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

1. (a) Proper records showing full particulars including quantitative details and situation of Fixed Assets of the company are being updated
- (b) The management physically verifies the fixed assets of the Company. No material discrepancies were noticed on verification.
- (c) No substantial parts of the fixed assets have been disposed off during the year.
2. (a) In respect of its Inventories:
  - a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
  - b) The procedure of physical verification of inventories followed by the management is reasonable and adequate in relation to the size of the company and the nature of its business.
  - c) The company is maintaining proper records of inventory except that for the purpose of valuation the accounting system is not perfect enough to value inventory and for which company relies on its own valuations systems. The discrepancies noticed on verification between the physical stocks and the book records were not material.
3. (a) The company has not taken any loans from Companies, Firms or other parties other than directors; Register maintained under section 301 of the Act. No amount was borrowed from the directors of the company during the year & other financial institutes.
- (b) In our opinion, the terms and conditions, on which loans have been taken from companies, firms or other parties listed in the register maintained under section 301 of the Companies Act 1956 and from the companies under the same management, are not, prima facie, prejudicial to the interest of the company.
- (c) The Principal amount and interest has been repaid as stipulated.
- (d) There are no overdue payments.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business, with regard to purchases of plant and machinery, equipment and other assets and with regard to the sale of goods.

5. (a) According to the information and explanation given to us, we are of the opinion at the transactions that need to be entered into the register maintained under section 301 of the Act, have been so entered.
- (b) In our opinion and according to the information and explanation given to us, There is no any transaction more than Rs. 500000/ or more of purchase of goods and materials and sale of goods, materials and services, made in pursuance of contracts or arrangements entered in the registers maintained under section 301 and aggregating during the year in respect of each party, so this provision is not applicable.
6. In our opinion and according to the information and explanation given to us, the company has not accepted any deposits; hence the provision of section 58A of the Companies Act 1956 and Companies (acceptance of Deposits) Rules, 1975 with regard to the deposits accepted from the public are not applicable.
7. In our opinion, the company has no required any internal audit system commensurate with the size and nature of its business.
8. The Central Government has not prescribed for maintenance of cost records under section 209(1) (d) of the Companies Act, 1956 for the products of the Company.
9. (a) According to the information and explanation given to us, the company is generally regular in depositing with the appropriate authorities, undisputed statutory dues including Provident Fund, ESIC, Income Tax, Sales Tax, Excise Duty, Cess and any other material statutory dues applicable to it
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, sales tax, custom duty, excise duty and cess were outstanding, as at 31<sup>st</sup> March, 2013 for a period of more than six months from the date they become payable.
10. The company has accumulated losses of Rs. 15726248/-. The company has incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
11. In our opinion and according to the information and explanation given to us, the company has not defaulted in repayment of dues to financial institutions or banks.
12. According to the information and explanations given to us, the company has not granted loans and advances on the basis of securities by way of pledge of shares, debentures and other securities. Therefore the provisions of clause 4(xii) of the Companies (Auditors Report) order, 2003 are not applicable to the company.

13. In our opinion, the company is not a Chit Fund or a NIDHI Mutual Benefit Fund/Society. Therefore the provisions of clause 4(xiii) of the Companies (Auditors Report) order, 2003 are not applicable to the company.
14. In our opinion, the company is dealing in or trading in shares, securities, debentures and other investments.
15. As informed to us, the company has not given any guarantee for loans taken by others from banks or financial institutions.
16. According to the information and explanations given to us, and on an overall examination of the balance sheet of the company, we report that no funds raised on short-term basis have been used for Long-term assets. No long-term funds have been used to finance short-term assets.
17. The company has not made any preferential allotment of shares to companies, firms or other parties listed in the register maintained u/s 301 of the Companies Act.
18. The company has not issued any debentures.
19. During the period covered by our audit report, the company has not raised any money by public issue.
20. To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

Date : 29<sup>th</sup> May, 2013  
Place : Ahmedabad

**For, Vishves A. Shah & Co.**  
Chartered Accountants  
Firm No. 121356W

Sd/-  
(Vishves A. Shah)  
Proprietor  
M. No. 109944

**SUPER DOMESTIC MACHINES LIMITED**

Balance Sheet as at March 31, 2013

(Amount in INR)

Particulars		Note No.	As at March 31, 2013		As at March 31, 2012	
<b>I Equity &amp; Liabilities</b>						
<b>1. Shareholders' funds</b>						
	(a) Share Capital	2	43,294,000		43,294,000	
	(b) Reserves and Surplus	3	(5,499,595)		(5,540,538)	
	(c) Money received against share warrants		-		-	
				<b>37,794,405</b>		<b>37,753,462</b>
<b>2. Share application money pending allotment</b>						
				-		-
<b>3. Non - Current Liabilities</b>						
	(a) Long -Term Borrowings	4	-		-	
	(b) Deferred Tax Liabilities (Net)		-		-	
	(c) Other Long - Term Liabilities	5	-		-	
	(d) Long - Term Provisions	6	-		-	
				-		-
<b>4. Current Liabilities</b>						
	(a) Short - Term Borrowings	7	-		-	
	(b) Trade Payables	8	-		-	
	(c) Other Current Liabilities	9	20,000		20,000	
	(d) Short - Term Provisions	10	57,020		68,000	
				<b>77,020</b>		<b>88,000</b>
	<b>TOTAL</b>			<b>37,871,425</b>		<b>37,841,462</b>
<b>II Assets</b>						
<b>1. Non - Current Assets</b>						
	(a) Fixed Assets					
	(i) Tangible Assets	11	2,121,737		2,260,652	
	(ii) Intangible Assets		-		-	
	(iii) Capital Work-in-Progress		-		-	
	(iv) Intangible Assets under Development		-		-	
	(b) Non - Current Investments	12	7,000,000		-	
	(c) Deferred tax assets (net)		-		-	
	(d) Long - Term Loans and Advances	13	1,364,136		9,953,487	
	(e) Other Non - Current Assets	14	-		-	
				<b>10,485,873</b>		<b>12,214,139</b>
<b>2. Current Assets</b>						
	(a) Current Investments	15	-		-	
	(b) Inventories		9,254,120		7,948,100	
	(c) Trade Receivables	16	17,793,910		16,419,735	
	(d) Cash and Cash equivalents	17	337,522		1,239,488	
	(e) Short - Term Loans and Advances	18	-		-	
	(f) Other Current Assets	19	-		20,000	
				<b>27,385,552</b>		<b>25,627,323</b>
	<b>TOTAL</b>			<b>37,871,425</b>		<b>37,841,462</b>
<b>Significant Accounting Policies</b>						
		1				

As per our separate report of even date

See accompanying notes to the financial statements

**For, Vishves A. Shah & Co.**

Chartered Accountants

Firm No:-121356W

For & on behalf of the Board

**SUPER DOMESTIC MACHINES LIMITED**

Sd/-

(Vishves A. Shah)

Proprietor

M. No. 109944

Sd/-

Director

Sd/-

Director

Place : AHMEDABAD

Date : 29th May, 2013

**SUPER DOMESTIC MACHINES LIMITED**  
Statement of Profit and Loss for the year ended March 31, 2013

(Amount in INR)

	Particulars	Note No.	For the year ended March 31, 2013		For the year ended March 31, 2012	
I	Revenue from Operations	20	10,952,000		12,110,000	
II	Other Income	21	-		-	
III	<b>Total Revenue (I + II)</b>			<b>10,952,000</b>		<b>12,110,000</b>
IV	<b>Expenses</b>					
	Cost of Material Consumed		-		-	
	Purchases	22	9,968,000		11,165,000	
	Changes in inventories of finished goods, work-in-progress and stock-in-trade	23	-		-	
	Employee Benefits Expenses	24	240,000		255,000	
	Finance Costs	25	-		-	
	Depreciation and Amortization Expense	26	138,915		138,916	
	Other Expenses	27	507,122		345,000	
	<b>Total Expense</b>			<b>10,854,037</b>		<b>11,903,916</b>
V	<b>Profit before Exceptional and Extraordinary Items and Tax (III-IV)</b>			<b>97,963</b>		<b>206,084</b>
VI	Exceptional Items			-		-
VII	<b>Profit before Extraordinary Items and Tax (V-VI)</b>			<b>97,963</b>		<b>206,084</b>
VIII	Extraordinary Items			-		-
IX	<b>Profit Before Tax (VII-VIII)</b>			<b>97,963</b>		<b>206,084</b>
X	<b>Tax Expense:</b>					
	(a) Current Tax		57,020		68,000	
	(b) Deferred Tax		-		-	
	(c) Tax of Earlier Year		-		-	
	(d) MAT Credit Entitlement		-		-	
				<b>57,020</b>		<b>68,000</b>
XI	<b>Profit for the Period from Continuing Operations (IX - X)</b>			<b>40,943</b>		<b>138,084</b>
XII	Profit/(Loss) for the Period from Discontinuing Operations			-		-
XIII	Tax Expense of Discontinuing Operations			-		-
XIV	<b>Profit/(Loss) from Discontinuing Operations (After Tax) (XII-XIII)</b>			-		-
XV	<b>Profit for the Period (XI + XIV)</b>			<b>40,943</b>		<b>138,084</b>
XVI	<b>Earnings Per Equity Share</b> (Face Value Rs. 10/- Per Share):	28				
	Basic (Rs.)			0.01		0.03
	<b>Significant Accounting Policies</b>	1				

As per our separate report of even date

See accompanying notes to the financial statements

**For, Vishves A. Shah & Co.**

Chartered Accountants

Firm No:-121356W

Sd/-

(Vishves A. Shah)

Proprietor

M. No. 109944

For & on behalf of the Board

**SUPER DOMESTIC MACHINES LIMITED**

Sd/-

Director

Sd/-

Director

Place : AHMEDABAD

Date : 29th May, 2013

**SUPER DOMESTIC MACHINES LIMITED**  
Notes to financial statements for the year ended March 31, 2013

**Note 2 - Share Capital**

(Amount in INR)

Particulars	As at March 31, 2013	As at March 31, 2012
<b>Authorised :</b>		
70,00,000 Equity Shares (Previous Year 70,00,000) of Rs. 10/- each	70,000,000	70,000,000
<b>TOTAL</b>	<u>70,000,000</u>	<u>70,000,000</u>
<b>Issued, Subscribed and Paid-up :</b>		
43,29,400 Equity Shares (Previous Year 43,29,400) of Rs. 10/- each	43,294,000	43,294,000
Less : Calls in Arrears		
<b>TOTAL</b>	<u>43,294,000</u>	<u>43,294,000</u>

**(b) Detailed note on the terms of the rights, preferences and restrictions relating to each class of shares including restrictions on the distribution of dividends and repayment of capital.**

- i) The Company has only one class of Equity Shares having a par value of Rs. 10/- per share. Each holder of Equity Share is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. During the year ended 31st March 2013, the Company has not declared any dividend.
- ii) In the event of liquidation of the Company, the holders of Equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity shares held by the shareholders.

**(c) Reconciliation of number of shares outstanding at the beginning and at the end of the reporting period**

Particulars	As at March 31, 2013	As at March 31, 2012
No. of shares at the beginning of the year	4,329,000	4,329,000
<b>Add: Issue of Shares during the year</b>		
Subscriber to the Memorandum	-	-
Private Placement	-	-
Less: Forfeiture of Shares during the Year	-	-
No. of shares at the end of the year	<u>4,329,000</u>	<u>4,329,000</u>

**(d) Aggregate details for five immediately previous reporting periods for each class of shares**

Particulars	As at March 31, 2013	As at March 31, 2012
- No. of shares allotted as fully paid up pursuant to contracts without payment being received in cash	-	-
- No. of shares allotted as fully paid by way of Bonus Shares	-	-
- No. of shares bought back	-	-

**(e) Details of shareholders holding more than 5% shares in the company**

No. of Shares held by	As at March 31, 2013		As at March 31, 2012	
	Nos.	%	Nos.	%
		0.00%		0.00%
		0.00%		0.00%

**(f) Detailed note on shares reserved to be issued under options and contracts / commitment for the sale of shares / divestments including the terms and conditions.**

The company does not have any such contract / commitment as on reporting date.

**(g) Detailed terms of any securities convertible into shares, e.g. in the case of convertible warrants, debentures, bonds**

The company does not have any securities convertible into shares as on reporting date.

SUPER DOMESTIC MACHINES LIMITED  
Notes to financial statements for the year ended March 31, 2013

Note 3 - Reserves & Surplus

(Amount in INR)

Particulars	As at March 31, 2013	As at March 31, 2012
<b>(i) Capital Reserve</b>		
As per last Balance Sheet	-	-
Add: Additions during the year	-	-
Less: Utilised / transferred during the year	-	-
Closing balance	-	-
<b>(ii) Securities premium account</b>		
Opening balance	-	-
Add : Premium on shares issued during the year	-	-
Less : Utilised during the year for:	-	-
Closing balance	-	-
<b>(ii) General Reserve</b>		
As per last Balance Sheet	-	-
Add: Transferred from Profit and Loss Account	-	-
Less: Transferred to Profit and Loss Account	-	-
Closing balance	-	-
<b>(iv) Surplus in the Profit &amp; Loss Account</b>		
As per last Balance Sheet	(5,540,538)	(7,226,448)
Add: Profit / (Loss) for the year	40,943	138,084
Amount available for appropriations	<u>(5,499,595)</u>	<u>(7,088,364)</u>
<b>Appropriations:</b>		
Add: Transferred from reserves	-	-
Interest Payable Written Back	-	-
Excess Provision of Loan Interest	-	1,547,826
Less: Transferred to General reserve	-	-
Proposed dividend	-	-
	<u>-</u>	<u>-</u>
	(5,499,595)	1,547,826
		(5,540,538)
<b>TOTAL</b>	<u><u>(5,499,595)</u></u>	<u><u>(5,540,538)</u></u>

Note 4: Long Term Borrowing

(Amount in INR)

Particulars	As at March 31, 2013	As at March 31, 2012
<b>(a) Loans From Bank and Financial Institutions</b>		
Secured Loans	-	-
Unsecured Loans	-	-
Term Loan from others	-	-
Secured	-	-
Unsecured	-	-
<b>(b) Loans and advances from related parties</b>		
Secured	-	-
Unsecured	-	-
<b>(c) Other Loan &amp; Advances</b>		
Secured Loans	-	-
Unsecured Loans	-	-
Loans from Others	-	-
	<u>-</u>	<u>-</u>
	<u>-</u>	<u>-</u>

Note 5: Other Long Term Liability

Particulars	As at March 31, 2013	As at March 31, 2012
<b>(i) Trade Payable</b>		
	-	-
<b>(ii) Others</b>		
	-	-
<b>Total</b>	<u><u>-</u></u>	<u><u>-</u></u>

SUPER DOMESTIC MACHINES LIMITED  
Notes to financial statements for the year ended March 31, 2013

**Note 6: Long Term Provisions**

Particulars	As at March 31, 2013	As at March 31, 2012
(a) Provision for employee's benefits	-	-
(b) Others (Specify Nature)	-	-
	<u>-</u>	<u>-</u>

**Note 7 - Short Term Borrowings**

(Amount in INR)		
Particulars	As at March 31, 2013	As at March 31, 2012
(a) Loans repayable on demand		
From banks		
Secured	-	-
Unsecured	-	-
From Other parties	-	-
(b) Loans and advances		
Secured	-	-
Unsecured	-	-
	<u>-</u>	<u>-</u>

**Note 8 - Trade Payables**

(Amount in INR)		
Particulars	As at March 31, 2013	As at March 31, 2012
Current payables (including acceptances) outstanding for less than 12 months	-	-
	<u>-</u>	<u>-</u>

**Note 9 - Other Current Liabilities**

(Amount in INR)		
Particulars	As at March 31, 2013	As at March 31, 2012
Unpaid Salary		
Director Sitting Fees		
TDS Deducted		-
Unpaid Exp.	20,000	20,000
<b>TOTAL</b>	<u>20,000</u>	<u>20,000</u>

**Note 10 - Short-Term Provisions**

(Amount in INR)		
Particulars	As at March 31, 2013	As at March 31, 2012
Employees ESI Payable	-	-
Employee's Share of PF Payable	-	-
Employer's ESI Payable	-	-
Employer's Share of PF Payable	-	-
Provision for Audit fees	-	-
Provision for Taxation	57,020	68,000
Duties & Taxes	-	-
Provision for Tax on Proposed Dividend	-	-
	<u>-</u>	<u>-</u>
<b>TOTAL</b>	<u>57,020</u>	<u>68,000</u>



SUPER DOMESTIC MACHINES LIMITED  
Notes to financial statements for the year ended March 31, 2013

**Note -12 - Non-Current Investments**

Particulars	As at March 31, 2013	As at March 31, 2012
<b>Investments (At Cost)</b>	-	-
<b>Investment in Equity Instruments</b>	-	-
i) of Subsidiaries:	-	-
ii) of other entities:	-	-
Investment in Shares & Securities	7,000,000	-
<b>Other Non Current Investment</b>	-	-
	<u>7,000,000</u>	<u>-</u>

**Note -13 - Long Term Loan & Advances**

Particulars	As at March 31, 2013	As at March 31, 2012
(a) Capital Advances	-	-
(b) Security Deposits		
Security Deposit	92,500	92,500
Office Deposit	55,500	55,500
Unsecured Considered good Deposits	90,650	90,650
(c) Loans & Advances to Related Parties		
Unsecured considered good	-	-
(d) Other Loans & Advances (Specify Nature)		
Secured, Considered good	-	-
Unsecured Considered good	-	-
Advance to Staff	-	78,000
Due from Others	1,125,486	9,636,837
Doubtful or Bad	-	-
	<u>1,364,136</u>	<u>9,953,487</u>

**Note -14 - Other Non-Current Assets**

Particulars	As at March 31, 2013	As at March 31, 2012
(a) Long Term Trade Receivable	-	-
(b) Others (Specify Nature)		
MAT Credit	-	-
Preliminary Expenses	-	-
	<u>-</u>	<u>-</u>

**Note -15 - Current Investments**

Particulars	As at March 31, 2013	As at March 31, 2012
<b>Current Investments (At lower of cost and fair value)</b>		
SBI Mutual Fund	-	-
	<u>-</u>	<u>-</u>

**Note 16 - Trade Receivables**

(Amount in INR)		
(a) Particulars	As at March 31, 2013	As at March 31, 2012
(i) Due for a period exceeding six months		
- Unsecured, considered good	-	-
- Doubtful	-	-
Less: Provision for Doubtful Debts	-	-
	<u>-</u>	<u>-</u>
(ii) Others		
- Unsecured, considered good	17,793,910	16,419,735
- Doubtful	-	-
Less: Doubtful Debts Writtewn off	-	-
	<u>17,793,910</u>	<u>16,419,735</u>
<b>TOTAL</b>	<u>17,793,910</u>	<u>16,419,735</u>

**(b) Detailed note on debts due by the following persons :**

(Amount in INR)		
Particulars	As at March 31, 2013	As at March 31, 2012
(i) Directors and other officers	-	-
(ii) Firms in which any director is a partner	-	-
(iii) Private companies in which director is a member/director	-	-
<b>TOTAL</b>	<u>-</u>	<u>-</u>

SUPER DOMESTIC MACHINES LIMITED  
Notes to financial statements for the year ended March 31, 2013

Note 17 - Cash & Cash equivalents

(Amount in INR)

Particulars	As at March 31, 2013	As at March 31, 2012
(a) Cash & Cash Equivalents		
(i) Balances with Banks :	116,181	1,023,866
(ii) Cash-on-hand	221,341	215,622
(iii) Cheques & Drafts on-hand		
(iv) Others - Stamps on Hand	-	
(b) Other Bank Balances		
- Margin Money or Security Deposit		
- Repatriation Restrictions		
- Deposit Accounts more than 3 month maturity		
- Deposit Accounts more than 12 month maturity		
TOTAL	337,522	1,239,488

Note 18 - Short Term Loans & Advances

(Amount in INR)

Particulars	As at March 31, 2013	As at March 31, 2012
(a) (i) Security deposits		
Secured, considered good	-	
Unsecured, considered good	-	
Doubtful	-	-
(ii) Inter-corporate deposits		
Secured, considered good	-	
Unsecured, considered good	-	
Doubtful	-	-
(iii) Share Application Money Given		
(iv) Advance income tax and TDS - Unsecured, considered good	-	-
(v) Others		
Secured, considered good	-	
Unsecured, considered good	-	
Doubtful	-	-
Less: Provision for Doubtful Debts		
TOTAL	-	-

Note 19: Other Current Assets

Particulars	As at March 31, 2013	As at March 31, 2012
Prepaid Exp	-	20,000
	-	20,000

SUPER DOMESTIC MACHINES LIMITED

Notes to financial statements for the year ended March 31, 2013

Note 20 - Revenue from Operations

(Amount in INR)		
Particulars	For the year ended March 31, 2013	For the year ended March 31, 2012
Sales	10,952,000	12,110,000
	-	-
TOTAL	10,952,000	12,110,000

Note 21 - Other Income

(Amount in INR)		
Particulars	For the year ended March 31, 2013	For the year ended March 31, 2012
	-	-
	-	-
	-	-
TOTAL	-	-

Note 22 - Purchases

(Amount in INR)		
Particulars	For the year ended March 31, 2013	For the year ended March 31, 2012
Purchase	9,968,000	11,165,000
TOTAL	9,968,000	11,165,000

Note 23 - Changes in inventories of finished goods, work in progress and stock in trade

<u>Inventories at the end of the year:</u>		
Finished goods	-	-
Work-in-progress	-	-
Stock-in-trade	-	-
	-	-
<u>Inventories at the beginning of the year:</u>		
Finished goods	-	-
Work-in-progress	-	-
Stock-in-trade	-	-
	-	-
	-	-

Note 24 - Employee Benefit Expenses

(Amount in INR)		
Particulars	For the year ended March 31, 2013	For the year ended March 31, 2012
Director Remuneration	-	-
Director Sitting Fees	-	-
Salary	240,000	255,000
TOTAL	240,000	255,000

Note 25 - Financial Costs

(Amount in INR)		
Particulars	For the year ended March 31, 2013	For the year ended March 31, 2012
Interest Expense		
Bank Charges		
TOTAL	-	-

Note 26 - Depreciation & Amortised Cost

(Amount in INR)		
Particulars	For the year ended March 31, 2013	For the year ended March 31, 2012
Depreciation	138,915	138,916
TOTAL	138,915	138,916

SUPER DOMESTIC MACHINES LIMITED

Notes to financial statements for the year ended March 31, 2013

Note 27 - Other Expenses

(Amount in INR)

Particulars	For the year ended March 31, 2013	For the year ended March 31, 2012
Audit Fees	20,000	20,000
Power & Fuel	125,411	107,215
Repairs to Building	-	12,650
Consultancy Fees Expense	25,000	-
Office Exp.	65,896	-
Maintenance Expense	48,741	-
Printing & Stationery	9,874	-
Telephone Expense	19,743	-
Misc Expense	192,457	205,135
<b>TOTAL</b>	<b><u>507,122</u></b>	<b><u>345,000</u></b>

Note 28 - Earnings Per Equity Share

(Amount in INR)

Particulars	For the year ended March 31, 2013	For the year ended March 31, 2012
(a) Net profit after tax attributable to equity shareholders for Basic EPS	40,943	138,084
Add/Less: Adjustment relating to potential equity shares	-	-
Net profit after tax attributable to equity shareholders for Diluted EPS	40,943	138,084
(b) Weighted average no. of equity shares outstanding during the year		
For Basic EPS	4,329,000	4,329,000
(c) Face Value per Equity Share (Rs.)		
Basic EPS	0.01	0.03

Note 29 - Previous year figures

The figures of the previous year have been re-arranged, re-grouped and re-classified wherever necessary

**SUPER DOMESTIC MACHINES LIMITED**

Note : 11

**Schedule of Fixed Assets as per the Companies Act for the year ended 31st March, 2013**

Block of Asset	<u>Gross Block</u>			<u>Accumulated Depreciation and Impairment</u>			<u>Net Block</u>	
	As on	Addition	As on	As on	Depreciation	As on	As on	As on
	01.04.2012	for period	31.03.2013	01.04.2012	Exp. for the year	31.03.2013	31.03.2012	31.03.2013
Land & Site Development	1,453,560		1,453,560	0	0	0	1,453,560	1,453,560
Furniture Fixture & Electric Fittings	1,607,255		1,607,255	1,525,262	101,739	1,627,001	81,993	-19,746
Computers	487,755		487,755	487,755	0	487,755	0	0
Office Equipment	761,000		761,000	185,836	12,404	198,240	575,164	562,760
Vehicle	1,054,583		1,054,583	1,054,583	0	1,054,583	0	0
Air Conditioner	521,500		521,500	371,565	24,771	396,336	149,935	125,164
<b>Total :</b>	<b>5,885,653</b>	<b>NIL</b>	<b>5,885,653</b>	<b>3,625,001</b>	<b>138,915</b>	<b>3,763,916</b>	<b>2,260,652</b>	<b>2,121,737</b>
<b>Previous Year</b>	<b>5,885,653</b>	<b>NIL</b>	<b>5,885,653</b>	<b>3486087</b>	<b>138914</b>	<b>3625001</b>	<b>2399566</b>	<b>2,260,652</b>

**SUPER DOMESTIC MACHINES LIMITED**

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2013**

	Year ended 31st March, 2013 Rs.		Year ended 31st March, 2012 Rs.	
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net Profit before Tax for the year		97,963		206,084
<b>Adjustments for :</b>				
Misc. Expenses w/off				
Depreciation	138,915		138,914	
Non Cash Item Loss	-		-	
Interest Received	-			
Interest Paid				
Provision of loan interest in excess		138,915	1,547,826	1,686,740
<b>Operating Profit before Working Capital change</b>		236,878		1,892,824
<b>Adjustments for :</b>				
Decrease/(Increase) in Receivables	(1,374,175)		(9,369,335)	
Decrease/(Increase) in Loans & Advances	-		(6,547,826)	
Decrease/(Increase) in Inventories	(1,306,020)		(4,100,000)	
Decrease/(Increase) in Other Current Assets	20,000		-	
Increase/(Decrease) in Payables	-		-	
Increase/(Decrease) in Current Liabilities	-			
Increase/(Decrease) in Provisions	(10,980)	(2,671,175)	20,000	(19,997,161)
<b>Cash Generated From Operations</b>		(2,434,297)		(18,104,337)
Income Tax paid		57,020		44,343
<b>NET CASH FROM OPERATING ACTIVITIES Total (A)</b>		(2,491,317)		(18,148,680)
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>				
Purchase of Fixed Assets	-			
Non Current Investment	(7,000,000)		-	
Current Investment	-		-	
Non Current Assets Sold	-		-	
Interest Received				
<b>NET CASH USED IN INVESTING ACTIVITIES Total (B)</b>		(7,000,000)		-
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>				
Issue of Equity Capital - Calls in Arrears				
Share Application Money	-			
Share Premium	-			
Long Term Borrowing	-		(860,804)	
Long Term Loans & Advances	8,589,351		19,600,240	
<b>NET CASH FROM FINANCING ACTIVITIES Total (C)</b>		8,589,351		18,739,436
Net Increase/(Decrease) in Cash and Cash Equivalents Total (A+B+C)		(901,966)		590,756
Cash and Cash Equivalents -- Opening Balance		1,239,488		648,732
Cash and Cash Equivalents -- Closing Balance		337,522		1,239,488
		-		-
Note: Previous year's figures have been regrouped/rearranged wherever considered necessary.				
As per our separate report of even date				
<b>See accompanying notes to the financial statements</b>				
<b>For, Vishves A. Shah &amp; Co.</b>		<b>For &amp; on behalf of the Board</b>		
Chartered Accountants		<b>SUPER DOMESTIC MACHINES LIMITED</b>		
Firm No:-121356W				
Sd/-				
(Vishves A. Shah)				
Proprietor		Sd/-	Sd/-	
M. No. 109944		Director	Director	
Place : AHMEDABAD				
Date : 29th May, 2013				

## **1.1 SIGNIFICANT ACCOUNTING POLICIES**

### **a) BASIS FOR PREPARATION OF FINANCIAL STATEMENTS.**

The financial statements have been prepared under the historical cost convention, in accordance with Accounting Standards issued by the Institute of Chartered Accountants of India and the provisions of the Companies Act, 1956, as adopted consistently by the company. All income and expenditure having a material bearing on the financial statements are recognized on accrual basis.

### **b) REVENUE RECOGNITION.**

The Company follows the mercantile system of accounting and recognizes income and expenditure on accrual basis except in case of significant uncertainties. The Principles of revenue recognition are given below:

- Revenue from the sale of services is recognized when service is provided to customer and in accordance with the term of sales of service to the customers.

### **c) FIXED ASSETS AND DEPRECIATION**

- Fixed Assets are stated at the cost of acquisition less accumulated depreciation. Cost includes all identifiable expenditure incurred to bring the asset to its present condition and location.
- Depreciation on fixed asset is provided at the rates and in the manner specified in schedule XIV to the Companies Act, 1956 on strait line method on value of the asset.

### **d) INCOME TAX**

- Deferred Tax resulting from timing differences are expected to crystallize in case of deferred tax liabilities with reasonable certainty and in case of deferred tax asset with virtual certainty that there would be adequate future taxable income against which such deferred tax assets can be realized. The tax effect is calculated on the accumulated timing differences at the end of an accounting period based on prevailing enacted regulations.

## **1.2 NOTES FORMING PART OF ACCOUNTS**

- The Company deals in Consultancy.
- Balance of cash on hand at the end is accepted as certified by the management of the company.
- Balance of sundry Debtors, Creditors, unsecured loans, Loans & advances are subject to the confirmation of parties.
- The expense of electricity, telephone and maintenance include expense of properties owned by the company and occupied by the directors of the company.
- The figures of the previous year are regrouped or rearranged wherever it is necessary.
- Provision in respect of Auditors Remuneration is done.

For and on behalf of the board of directors

**For, SUPER DOSMETIC MACHINES  
LIMITED**

As per our attached report of even date

**For, Vishves .A. Shah & Co,**  
Chartered Accountants  
Firm No.121356w

Sd/-  
Directors

Place : Ahmedabad  
Date : 29<sup>th</sup> May, 2013

Sd/-  
(Vishves A Shah)  
(Proprietor)  
M No:-109944



**SUPER DOMESTIC MACHINES LIMITED**

**BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE**

**I. Registration Details**

Registration No. 

		0	2	5	1	3	0
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 State Code 

		0	4
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Balance Sheet Date 

		3	1
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**II. Capital Raised during the year (Amount in Rs. Thousands)**

<b>Public Issue</b>	<b>Rights Issue</b>																				
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							N	I	L												
							N	I	L												
<b>Bonus Issue</b>	<b>Private Placement</b>																				
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							N	I	L												
							N	I	L												

**III. Position of Mobilisation and Deployment of Funds (Amount in Rs. Thousands)**

<b>Total Liabilities</b>	<b>Total Assets</b>																						
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						3	7	8	7	1													
						3	7	8	7	1													

**Sources of Funds**

<b>Paid up Capital</b>	<b>Reserves &amp; Surplus</b>																						
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						4	3	2	9	4													
						-	5	5	0	0													
<b>Non-Current Liabilities</b>	<b>Current Liabilities</b>																						
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						7	7	.	0	2													

**Application of Funds**

<b>Non- Current Assests</b>	<b>Current Assests</b>																						
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						1	0	4	8	6													
						2	7	3	8	6													

**IV. Performance of Company (Amount in Rs. Thousands)**

<b>Turnover*</b>	<b>Total Expenditure</b>																						
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						1	0	9	5	2													
						1	0	8	5	4													
<b>*Including other Income &amp; Increase in Stock</b>	<b>+ - Profit/Loss After Tax</b>																						
<b>+ - Profit/Loss Before Tax</b>	<table border="1" style="width: 100%; border-collapse: collapse;"><tr><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td>4</td><td>0</td><td>.</td><td>9</td><td>4</td></tr></table>							4	0	.	9	4											
						4	0	.	9	4													
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						9	7	.	9	6													
<b>Earning Per Share in Rs.</b>	<table border="1" style="width: 100%; border-collapse: collapse;"><tr><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td>0.</td><td>0</td><td>1</td></tr></table>							0.	0	1													
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**V. Generic Names of Three Principal Products/ Services of Company (as per monetary terms)**

<b>I.T.C. Code</b>	<b>Product Description</b>																		
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<b>I.T.C. Code</b>	<b>Product Description</b>																		
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<b>I.T.C. Code</b>	<b>Product Description</b>																		
<table border="1" style="width: 100%; border-collapse: collapse;"><tr><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td>N</td><td>A</td></tr></table>								N	A	<table border="1" style="width: 100%; border-collapse: collapse;"><tr><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td> </td><td>N</td><td>A</td></tr></table>								N	A
							N	A											
							N	A											

# SUPER DOMESTIC MACHINES LIMITED

Registered office : 52, H.A. Market, 2<sup>ND</sup> Floor, Nr. Moti Mahal Hotel, Kapasia Bazar,  
Ahmedabad -380 002

## ATTENDANCE SLIP

To be handed over at the entrance of the Meeting Hall

Full Name of the member attending.....

Full Name of the first Joint-holder.....

(To be filled in if first named joint-holder does not attend the meeting)

Name of Proxy.....

(To be filled in if Proxy Form has been duly deposited with the Company)

I hereby record my presence at the Annual General Meeting of the Company held on Monday, the 23<sup>rd</sup>  
Day of September, 2013 at 11:00 A.M. at 52, H.A. Market, 2ND Floor, Nr. Moti Mahal Hotel, Kapasia Bazar,  
Ahmedabad -380 002

Ledger Folio No.....

No. of Share held.....

.....  
Member's/Proxy's Signature  
(To be signed at the time of handing over the slip)

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# SUPER DOMESTIC MACHINES LIMITED

Registered office : 52, H.A. Market, 2<sup>ND</sup> Floor, Nr. Moti Mahal Hotel, Kapasia Bazar,  
Ahmedabad -380 002

## PROXY

I/We.....of.....  
..... in the district  
of..... being a Member / Members of  
**SUPER DOMESTIC MACHINES LIMITED** hereby appoint  
..... of

.....in the district of..... or  
..... failing him ,.....  
..... of .....

..... in the district of ..... as my /  
our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company held on Monday,  
the 23<sup>rd</sup> day of September, 2013 at 11:00 A.M. at 52, H.A. Market, 2<sup>nd</sup> Floor, Nr. Moti Mahal Hotel, Kapasia  
Bazar,Ahmedabad -380 002 and at any adjournment thereof.

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

Ledger Folio No.....

No. of Shares held.....



(Signature of Member)

**Note :** Proxy must be deposited at the Registered Office of the Company not less than 48 Hours before the  
commencement of the meeting.

ANNEXURE 1

FORM B

Format of covering letter of the annual audit report to be filed with the stock Exchanges

1.	Name of the Company	SUPER DOMESTIC MACHINES LIMITED
2.	Annual financial statements for the year ended	31st March 2013
3.	Type of Audit qualification	Un-qualified
4.	Frequency of qualification	NOT APPLICABLE
5.	Draw attention to relevant notes in the annual financial statements and management response to the qualification in the directors report:	May give gist of qualifications/headings and management's response NOT APPLICABLE
6.	Additional comments from the board/audit committee chair:	This may relate to nature of the qualification including materiality, agreement/disagreement on the qualification, steps taken to resolve the qualification, etc. NOT APPLICABLE
7.	To be signed by-  <input type="checkbox"/> GAURISH S SHAH, CEO/Managing Director  <input type="checkbox"/> VISHVES A SHAH & CO., Auditor of the company  <input type="checkbox"/> Mr MAUNESH H DEVARA, Audit Committee Chairman"	  For, Vishves A. Shah & Co. Chartered Accountants Firm No. 121356W  Proprietor M.No. 109944  મોનેષ. એચ. દેવરા.