

FORM A

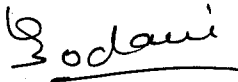

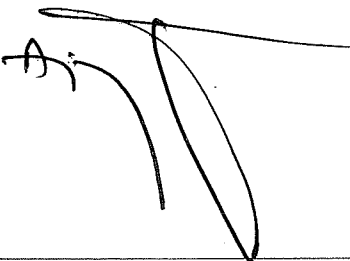
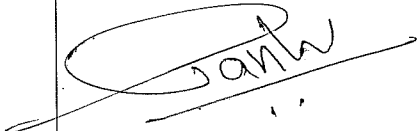
Submission of Annual Audit Report as per Clause 31 of the Listing Agreement for the Financial Year 31st March, 2015

Name of the Company : SUCHITRA FINANCE & TRADING CO.LTD.

Annual Financial Statements for the year ended : 31st March, 2015

Type of Audit Observation : Un-qualified

Frequency of Observation : N.A.

Name	Designation	Signature
Mr. Vinod K. Sodani	Chairman of the Board	
Mrs, Anjana Soni Thakur	Whole Time Director	
Mr. Ajay Daga	Partner, K K Khadaria & Co., Statutory Auditor	
Mr. Pankaj Dhoot	Chairman, Audit Committee	

Annual Report

**SUCHITRA FINANCE & TRADING
CO. LIMITED**

F.Y. 2014-2015

Forward- looking statements:

The report contains forward-looking statements that involve risks and uncertainties. When used in this discussion, the words like ‘plans’, ‘expects’, ‘anticipates’, ‘believes’, ‘intends’, ‘estimates’ or any other similar expressions as they relate to Company or its business are intended to identify such forward-looking statements. Forward Looking statements are based on certain assumptions and expectations of future events. The Company’s actual results, performance or achievements could differ materially from those expressed or implied in such forward-looking statements. The Company undertakes no obligation or responsibility to publicly amend, update, modify or revise any forward-looking statements, on the basis of any new information, future event, subsequent development or otherwise.

CONTENTS

1. Corporate Information
2. Notice
3. Directors’ Report
4. Report on Corporate Governance.
5. Management Discussion and Analysis
6. Certificate by WTD/CEO
7. Auditor’s Certificate on Corporate Governance.
8. Auditor’s Certificate
(NBFC Auditor’s Report (Reserve Bank) Directions, 2008)
9. Auditors’ Report
10. Balance Sheet
11. Statement of Profit and Loss.
12. Cash Flow Statement
13. Significant Accounting Policies & Notes on Financial statements.
14. Attendance Slips/ Proxy Forms.

CORPORATE INFORMATION

CIN NO: L65910MH1981PLC234305

BOARD OF DIRECTORS

- | | | |
|----|------------------------|-----------------------------------|
| 1. | Mr. Vinod K. Sodani | Chairman & Non-Executive Director |
| 2. | Mrs. Anjana Soni. | Whole time Director/CEO |
| 3. | Mr. Mahesh C. Lakhotia | Non- Executive Director |
| 4. | Mr. Pankaj Dhoot | Independent Director |
| 5. | Mr. Raj Kumar Jagetia | Independent Director |

CHIEF FINANCIAL OFFICER

Ms. Antima Soni

COMPANY SECRETARY

Ms. Deepal Shah

AUDITORS

M/s K K Khadaria,
Chartered Accountants
401-A, Pearl Arcade, Opp. P.K. Jewellers,
Off. J.P. Road, Andheri (W). Mumbai- 400 058

BANKER'S NAME

Corporation Bank
HDFC Bank

REGISTRAR & SHARE TRANSFER AGENT

M/s Niche Technologies Private Ltd,
D-511, Bagree Market, 5th Floor,
71, B.R.B. Basu Road,
Kolkata- 700 001

REGISTERED OFFICE ADDRESS

B/306-309, Dynasty Business Park,
Opp. Sangam Cinema, A.K.Road,
Andheri (E), Mumbai (M.H.) - 400 059
Phone No: 022-61115222
Fax No: 022-2822 7865

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Thirty Second** Annual General Meeting of the **M/s SUCHITRA FINANCE & TRADING CO. LIMITED** will be held at its registered office of the Company at B/306-309, Dynasty Business Park, Opp. Sangam cinema, Andheri (E), Mumbai (M.H.) - 400 059 on Wednesday, the **30th September, 2015** at 11.00 a.m. to transact, with or without modification(s) the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements of the Company for the year ended **March 31, 2015**, including the audited Balance Sheet as at **March 31, 2015**, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of **Mr. Vinod Kumar Sodani, (DIN No.:00403740)** who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass, the following resolution as **ordinary resolution:**

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other relevant provisions of the Companies Act, 2013 and the Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of **M/s. K. K. Khadaria & Co., Chartered Accountants**, Mumbai (having FRN: 105013W with the Institute of Chartered Accountants of India), as Auditors of the Company, by resolution passed at the 31st AGM until the conclusion of 36th AGM, be and is hereby ratified for the balance term and accordingly they continue to hold office from the conclusion of the 32nd AGM until the conclusion of the 36th AGM on such remuneration as may be agreed upon by the Audit Committee/ Board of Directors in consultation with the Auditors.”

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s), if any, the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of **Section 180(1)(c)** of the Companies Act, 2013 (including any statutory modification or re-enactment thereto from time to time) and other applicable provisions, Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions as may be necessary, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called “the Board”) to borrow from time to time of such sum(s) of money(ies), secured or unsecured, as it may deem requisite, notwithstanding that money(ies) to be borrowed together with the money(ies) already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) would exceed the aggregate of the paid up share capital of the Company and its free reserves, provided that the total amount up to which money(ies) may be borrowed shall not exceed the sum **Rs. 100,00,00,000/- (Rupees One Hundred Crores Only)** outstanding at any point of time.

RESOLVED FURTHER THAT the Board, any Director or any Person(s) as may be authorized by the Board be and are hereby severally authorized to take such actions and steps to sign all such forms and returns and other documents and to do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

5. To consider and if thought fit, to pass with or without modification(s), if any, the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of **Section 186** and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the Company be and is hereby given to the Board of Directors of the Company (“Board”), any Director of the Company (“Director”) and/or any person(s) as may be authorised by Board (“Authorised Person(s)”) to make any loan(s) to any person(s) and/or body corporate(s), give any guarantee(s) and/or provide security in connection with a loan(s) to any body corporate(s) and/or any other person(s) and/or acquire by way of subscription, purchase or otherwise the securities of any body corporate(s), provided that the principal amount of such loan(s) made /to be made by the Company, the loan(s) for which the guarantee(s) and/or security have been/will be provided by the Company and/or such investment(s) by the Company shall not exceed **Rs. 100,00,00,000/- (Rupees One Hundred Crores Only)** in the aggregate, notwithstanding that such loan(s), guarantee(s), security and/or the investments made/provided and/or to be made/provided by the Company shall be in excess of any or all the limits specified in, inter alia, sub-section (2) of the said section 186 and provisos thereto.

“RESOLVED FURTHER THAT the Board, the Director and/or the Authorised Person(s) be and are hereby severally authorised to take from time to time all decisions and steps necessary, expedient or proper, in respect of the loan(s) to be made, guarantee(s) and/or security to be given in connection with loan(s) to any body corporate(s) and/or any other person(s) and/or the investments to be made including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them, either in part or in full, as it/he/she may, in its/her/his absolute discretion, deem appropriate, subject to the limits specified above, take such actions and steps, including delegation of authority, as may be necessary and to settle all matters arising out of and thereto, and to sign and execute deeds, applications, agreements, undertakings, documents, amendments and/or writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution”.

By order Board of Directors
For, **M/s Suchitra Finance & Trading Co. Limited**

Date: 13th August, 2015
Place: Mumbai

Sd/-
Vinod Kumar Sodani
Chairman
(DIN: 00403740)

CIN No.: L65910MH1981PLC234305
Registered Office:
B/306-309, Dynasty Business Park,
Opp. Sangam cinema, Andheri(e), Mumbai- 400 059
Email id: suchitra@sangamgroup.com, www.sftc.co.in

NOTES:

1. **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 OF THE COMPANY.**

THE INSTRUMENT APPOINTING A PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

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

2. **The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means.** Instructions and other information relating to e-voting are given in this Notice under Note No. 17. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately.
3. The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
4. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
6. A statement giving the details of the Directors seeking appointed / reappointed, nature of their expertise in specific functional areas, names of the companies in which they hold directorships, memberships / chairmanships for Board / Committees, shareholding and relationship between Directors inter-se as stipulated in Clause 49 of the Listing Agreement with Stock Exchange, are provided in the Annexure.
7. The Register of Members & Share Transfer Books shall be closed from **Thursday, 24th September, 2015 to Wednesday, the 30th September, 2015** (both days inclusive).
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their De-mat accounts. Members holding shares in physical form should submit their PAN to the Registrar /Company.
9. Members desirous of seeking any information concerning the Accounts of the Company are requested to address their queries in writing to the Company at least seven days before the date of the meeting so that the requested information can be made available at the time of the meeting.
10. Members / Proxies are requested to please bring their copies of the Annual Report to the meeting.
11. The Company's shares are listed on BSE Limited, CSE Limited & GSE Limited.

12. Members holding shares in physical form are requested to notify immediately any change in their address with PIN CODE to the Registrar and Transfer Agent of the Company at the address given below AND in case their shares are held in De-mat, this information should be passed on directly to their respective Depository Participants and not to the Company.

Niche Technologies Private Limited
D-511, Bagree market, 5th Floor,
71 B.R.B. Basu Road, Kolkata- 700 001
Tel: 033-2234-3576
Email: nichetechpl@nichetechpl.com

13. Members/Proxies holding their Shares in Physical mode are requested to fill the enclosed attendance slip and handover the same at the entrance with signature. In the absence thereof, they may not be admitted to the meeting venue.
14. Members who are holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification at the meeting.
15. In all correspondence with the Company, members are requested to quote their Folio Number and in case their shares are held in De-mat form, they must quote their DP ID and Client ID Number.
16. **Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**
17. **VOTING THROUGH ELECTRONIC MEANS:**

- (i) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by Central Depository Services (India) Limited (CDSL).
- (ii) The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- (iii) **The process and manner for remote e-voting are as under:**
- (i) The voting period begins on **September 27, 2015 at 9.00 A.M. & ends on September 29, 2015 at 5.00 P.M.** During this period shareholders’ of the Company, holding shares either in physical form or in Dematerialized form, as on the cut-off date (record date) of **September 23rd, 2015**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Shareholders should log on to the e- voting website www.evotingindia.com during the voting period.
- (iii) Click on “Shareholders” tab.
- (iv) Now Enter your User ID
- a. For CDSL : 16 digits beneficiary ID,

- b. For NSDL : 8 Character DP ID followed by 8 digits clients ID,
 c. Members holding shares in Physical Form should enter Folio Number Registered with the Company, excluding the special characters.
 (v) Next enter the Image Verification as displayed and click on Login.
 (vi) If you are holding shares in De-mat form and had logged on to ww.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
 (vii) If you are a first time user follow the steps given below:

	For Members holding shares in De-mat Form & Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both De-mat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. <p>(1) In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
DOB	<p>Enter the Date of Birth as recorded in your De-mat account with the depository or in the Company records for your folio in dd/mm/yyyy format.</p>
Bank Account Number (DBD)	<ul style="list-style-type: none"> Please enter the DOB or Bank account NO. in order to Login. <p>If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).</p>

- (vii) After entering these Details appropriately, click on “SUBMIT” tab.
 (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in De-mat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the De-mat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 (ix) For members holding share in Physical form, the details can be used only for e-voting on the resolution contained in this Notice.
 (x) Click on the EVSN for the relevant **“SUCHITRA FINANCE & TRADING CO. LIMITED”** in which you choose to vote.
 (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and option NO implies that you dissent to the Resolution.

- (xii) Click on the “RESOLUTION FILE LINK” if you wish to view the entire Resolution details.
 - (xiii) After selecting the resolution, you have to decide to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote click “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
 - (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the voting page.
 - (xvi) If Demat Account Holder has forgotten the same password, then enter the User ID and the image verification code and click on forgot password & enter the details as prompted by the system.
 - (xvii) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - (xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
18. Institutional Members/ 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 authorized signatory (ies) who are authorized to vote through e-mail at suchitra@sangamgroup.com with a copy marked to helpdesk.evoting@cdslindia.com on or before **September 29th, 2015 upto 05.00 p.m.** without which the vote shall not be treated as valid.
19. The facility for voting through ballot/polling paper shall also be made available at the venue of the 32nd AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting right at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not entitle to cast their vote again at the AGM.
20. The voting rights of the shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of **23rd September, 2015**.
21. Investors who became members of the Company subsequent to the dispatch of the Notice by the Company and wish to holds the shares till the cut-off date i.e. **23rd September, 2015** are requested to send the written/email communication to the Company at suchitra@sangamgroup.com by mentioning their Folio No./DP ID and Client ID to obtain the Login-ID and Password for e-voting.

22. The shareholders shall have one vote per equity share held by them as on the cut-off date (record date) of **23rd September, 2015**. The facility of e-voting would be provided once for every folio/client id, irrespective of number of joint holders.
23. **CS Manish L. Ghia, Partner, M/s. Manish Ghia & Associates**, Company Secretary, Mumbai has been appointed as the Scrutinizer for providing facility to the member of the Company to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witness not in the employment and make a scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the chairman of the Company.
24. The results shall be declared on or after the AGM of the Company. The results declared along with Scrutinizer' Report shall be placed on the website of CDSL & website of Suchitra Finance & Trading Co. Ltd. within two days of passing of the resolution at the AGM of the Company and will be communicated to the stock exchanges.
25. The Company has listed its shares on:
 - i) BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001
 - ii) Calcutta Stock Exchange Ltd, 07, Lyons Range, Kolkata-700001.
 - iii) Guwahati Stock Exchange Ltd, 2nd Floor, Shine Towers, S.J.Road, Arya Chowk, Rehabari, Guwahati, Assam- 781001. (note:- Guwahati Stock Exchange is under process of delisting)
26. The Listing Fees of these Exchanges have been paid regularly.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

Item No. 4:

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 (the 'Act'), since notified, the Board can exercise such borrowing powers only with the approval of Members of the Company by way of Special Resolution.

It was considered desirable that the said borrowing limits of the Company be enhanced to Rs. 100,00,00,000/- (Rupees One Hundred Crores Only). The resolution is accordingly recommended for approval as a Special Resolution under the Act.

None of the Directors, Key Managerial Personnel of the Company, and/or their relatives may be deemed to be concerned or interested in the proposed resolution.

Item No. 5:

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) Hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company.

As a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof, for making further investment, providing loans or give guarantee or provide security in connection with loans to any body corporate or any person for an amount not exceeding Rs. 100,00,00,000/- (Rupees One Hundred Crores Only).

The Directors expect that the proposed guarantee and security will not prejudice the interest of shareholders.

The Board recommends special resolution for your approval.

None of the Directors, Key Managerial Personnel of the Company, and/or their relatives may be deemed to be concerned or interested in the proposed resolution.

ANNEXURE TO THE NOTICE

In Pursuance of the Clause 49(VIII) (E) of the Listing Agreement details of Director seeking appointment/ re-appointment at the ensuing Annual General Meeting are as follow:

Name	Mr. Vinod Kumar Sodani
Directors Identification Number (DIN)	00403740
Age	45 years
Qualification	Chartered Accountant (CA)
Expertise in Specific Area	Audit, Accounts, Treasury, capital markets, Corporate finance, Project finance and general management.
Date of first Appointment on the Board of the Company	8 th November, 2010
Shareholding in Suchitra Finance & Trading Co. Ltd.	Nil
List of Directorship held in other companies	1. Sangam Energy Limited 2. Sangam Infratech Limited 3. Snagam (India) Limited 4. Hawamahal Finance Private Limited 5. Geetanjali Infosystems Private Limited
Membership/Chairmanships of Audit and Stakeholders Remuneration Committee	Refer to Report on Corporate Governance

For and on behalf of the board
For, **M/s Suchitra Finance & Trading Co. Limited**

Date: 13th August, 2015

Place: Mumbai

Sd/-
Vinod Kumar Sodani
Chairman
(DIN: 00403740)

CIN No.: L65910MH1981PLC234305

Registered Office:

B/306-309, Dynasty Business Park,

Opp. Sangam cinema, Andheri(e), Mumbai- 400 059.

Email id: suchitra@sangamgroup.com, www.sftc.co.in

DIRECTORS' REPORT

To the Members,

Your Directors have pleasure in presenting the 32nd Annual Report on the business and operations of the Company together with the Audited Accounts for the year ended 31st March, 2015.

Financial Highlights:

The summarized financial results for the year ended 31st March, 2015 are as follows:-

Particulars	For the year ended 31.03.2015	For the year ended 31.03.2014.
	Amount (in Lakhs)	Amount (in Lakhs)
Sales/Revenue from operations	34.19	8.65
Other Income	0.03	-
Total Revenue	34.22	8.65
Less: Total Expenses	20.62	4.55
Profit before Depreciation, Finance Cost & Tax	13.60	4.10
Less: Depreciation	0.15	0.10
Finance Cost	9.17	-
Profit/Loss before Tax	4.28	4.00
Less: Tax	1.91	0.84
Profit/(Loss) after Tax	2.37	3.16
Earnings Per share	0.03	0.03

Review of Operations:

During the year under review, the Company has registered revenue of Rs. 34.19 Lakhs (Previous year Rs.8.65 Lakhs) and Net Profit after tax of Rs. 2.37 Lakhs (Previous year Rs. 3.16 Lakhs). The Company continued to operate in the same business and there was no change in business activity. No material changes of the Company occurred between end of the financial year and the date of this report.

Dividend:

Since the Company has inadequate profits, your Directors think it prudent to plough back the profits and therefore, do not recommend any dividend for the year under review.

Directors:

In accordance with the Articles of Association of the Company and in view of the provisions of Section 152 of the Companies Act, 2013, **Mr. V. K. Sodani (DIN: 00403740)**, directors of the Company retire at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

The Company has received declaration from all the Independent Directors of the Company confirming that they meet the criteria of Independent Director prescribed both under section 149 (6) of the Companies Act, 2013 and under clause 49 of the Listing Agreement entered into with the Stock Exchanges.

Public Deposits:

During the year under review, the Company has not accepted any deposits within the meaning of section 73 and 76 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

Subsidiaries & associate companies:

The Company does not have any subsidiary or associate companies.

Segment Reporting:

The Company has single segment, hence Accounting Standard on Segment Reporting (AS-17) need not be given.

Reserve Bank of India Guidelines for NBFCs:

(Non Banking Financial Companies)

The Guidelines of Reserve Bank of India are being revised time and again during the year under review. The Company has observed all the prudential norms prescribed by Reserve Bank of India.

Extract of Annual Return:

An extract of Annual Return in MGT 9 is appended to this Report as **Annexure 'A'**.

Listing of Shares on BSE Limited:

The Equity Shares of the Company are listed on BSE Limited and admitted for trading w.e.f. 17th October, 2014.

Significant and Material Orders Passed by the Regulators or Courts:

There are no significant and material orders passed by the Regulators or Courts that would impact the going status of the Company and its future operations.

Director's responsibility statement:

To the best of our knowledge and belief and according to the information and explanations obtained, Directors make the following statement in terms of Section 134 (3) (c) of the Companies Act, 2013:

- (a) that in the preparation of the Annual Accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- (b) that the Directors had 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 profit and loss of the Company for that period;
- (c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors had prepared the annual accounts on a going concern basis;

- (e) the Directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- (f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Key Managerial Personnel:

During the year under review, the Company has appointed the following persons as the Key Managerial Personnel.

Sr. No.	Name of the person	Designation
1.	Mrs. Anjana Soni	Whole Time Director
2.	Ms. Deepal Shah	Company Secretary
3.	Ms. Antima Soni	Chief Financial Officer

Board evaluation:

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an evaluation after taking into consideration various aspects of the Board's functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, remuneration, obligations and governance.

The performance evaluation of the Independent Directors was completed. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors in their meeting held on 22nd September, 2014. The Board of Directors expressed their satisfaction with the evaluation process.

Number of Meetings of the Board of Directors:

The details of the number of meetings of the Board held during the Financial Year 2014-15 forms a part of the Corporate Governance Report.

Audit Committee:

In accordance with the provisions of the Listing Agreement and Corporate Governance, the Company has constituted an Audit Committee comprising of Independent Directors. The Audit Committee acts in accordance with the terms of reference specified from time to time by the Board. The details of the terms of audit committee and other details are explained in the Corporate Governance Report.

Remuneration & Nomination Policy:

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. The policy lays down the criteria for selection and appointment of Board Members. The details of the policy are explained in the Corporate Governance Report.

Vigil Mechanism / Whistle Blower Policy:

The Company has a Vigil Mechanism / Whistle Blower policy to report genuine concerns, grievances, frauds and mismanagements, if any. The Vigil Mechanism /Whistle Blower policy has been posted on the website of the Company (www.sftc.co.in)

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. All Related Party Transactions are placed before the Audit Committee for approval.

The Company has not entered into any transaction of a material nature with any of the related parties which are in conflict with the interest of the Company.

The details of related party transactions are disclosed in Note No. 20 attached to and forming part of the accounts.

Depository Services:

The Company's Equity Shares have been admitted to the depository mechanism of the National Securities Depository Limited (NSDL) and also the Central Depository Services (India) Limited (CDSL). As a result the investors have an option to hold the shares of the Company in a dematerialized form in either of the two Depositories. The Company has been allotted ISIN No. INE475D01010.

Shareholders therefore are requested to take full benefit of the same and lodge their holdings with Depository Participants [DPs] with whom they have their Demat Accounts for getting their holdings in electronic form.

Code of Conduct:

Your Company is committed to conducting its business in accordance with the applicable laws, rules and regulations and highest standards of business ethics. In recognition thereof, the Board of Directors has implemented a Code of Conduct for adherence by the Directors, Senior Management Personnel and Employees of the Company. This will help in dealing with ethical issues and also foster a culture of accountability and integrity. The Code has been posted on the Company's website www.sftc.co.in.

All the Board Members and Senior Management Personnel have confirmed compliance with the Code.

Statutory Auditor:

M/s. K. K. Khadaria & Co., Chartered Accountants, (Firm Registration No.105013W) were appointed as the Statutory Auditors of the Company at the AGM held on 29th September, 2014 to hold office until the conclusion of the 36th consecutive AGM, are recommended for ratification of appointment for the Financial Year **2015-16**. As required under the provisions of Section 139 of the Companies Act, 2013, the Company has obtained written confirmation from M/s. K. K. Khadaria & Co. that their appointment, if made, would be in conformity with the limits specified in the said Section.

Secretarial Audit:

Pursuant to provisions of section 204 of the Companies Act, 2013 and the Rules made thereunder, the Company has appointed **M/s. Reena S. Modi & Associates** (Membership No. 25346), a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company. The Secretarial Audit report is annexed herewith as **Annexure 'B'** and forms an integral part to this Report.

Auditor's Report/ Secretarial Audit Report:

The observations of the auditors contained in their Report have been adequately dealt with in the Notes to the Accounts which are self explanatory and, therefore, do not call for any further comments.

Internal Control Systems and their Adequacy:

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined by the Audit Committee. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board & to the Chairman & Managing Director.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies of the Company.

Based on the report of internal audit function, the Company undertakes corrective action in their respective areas and thereby strengthens the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

Corporate Governance and Management Discussion & Analysis Reports:

The Company adheres to the requirements set out by the Securities and Exchange Board of India's Corporate Governance practices and have implemented all the stipulations prescribed. The Company has implemented several best corporate governance practices.

The Corporate Governance and Management Discussion & Analysis Report, which form an integral part of this Report, are set out as a separate Annexure, together with the Certificate from the Auditors of the Company regarding compliance with the requirements of Corporate Governance as stipulated in Clause 49 of the Listing Agreement.

Conservation Of Energy, Technology Absorption And Foreign Exchange Earning

The Company being basically in the financial sector, requirements regarding the disclosure of particulars of conservation of energy and technology absorption prescribed by the rules are not applicable. The Company has no foreign exchange inflow or outflow during the year under review.

Acknowledgment:

The Board of Directors wish to place on record their appreciation for the assistance and co-operation received from the Financial Institutions, Banks, Government, and Local Authorities for their strong support and valuable guidance. The Directors are thankful to the shareholders for their continued support to the Company.

For, M/s Suchitra Finance & Trading Co. Ltd.

**Sd/-
Mr. Vinod Sodani
Chairman
DIN: 00403740**

Date: 30th May, 2015

Place: Mumbai

ANNEXURE TO DIRECTORS' REPORT**Annexure 'A'****EXTRACT OF ANNUAL RETURN****Form No.MGT-9**(As on the Financial Year ended on 31st March, 2015)

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS :

i.	CIN	L65910MH1981PLC234305
ii.	Registration Date	09/12/1981
iii.	Name of the Company	SUCHITRA FINANCE & TRADING COMPANY LIMITED
iv.	Category/Sub-Category of the Company	Company limited by shares.
v.	Address of the Registered office and contact details	B/306-309, Dynasty Business Park, Opp. Sangam Cinema, A. K. Road, Andheri (E), Mumbai – 400059, Maharashtra
vi.	Whether listed Company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s Niche Technologies Pvt. Ltd. D-511, Bagree market, 71, B.R.B. Basu Road, Kolkata- 700 001. Tel: 033-2235-7271

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr.No.	Name and Description of main products/ services	NIC Code of the Product/	% to total turnover of the Company
1	Investment and Interest Income	6430	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name And address Of The Company	CIN/GLN	Holding/ Subsidiary /Associate	%of shares held	Applicable Section
1.	Marigold Investrade Pvt. Ltd.	U67120MH1997PTC106020	Holding	54.61%	2(46)

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 (2014)				No. of Shares held at the end of the year (2015)				% Change during The year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter/ PAC									
<i>1) Indian</i>									
a) Individual/ HUF	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Central Govt	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) State Govt(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Bodies Corp	5090850	Nil	5090850	54.61%	5090850	Nil	5090850	54.61%	Nil
e) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) Any Other	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total(A) (1) :-	5090850	Nil	5090850	54.61%	5090850	Nil	5090850	54.61%	Nil
<i>2) Foreign</i>									
g) NRIs- Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
h) Other- Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
i) Bodies Corp.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
j) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
k) Any Other....	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Sub-total(A)(2):-	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) Central Govt	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) State Govt(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) Insurance Companies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
g) FIIs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
h) Foreign Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
i) Others (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total(B)(1)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
2. Non-Institutions									
a) Bodies Corp. (i) Indian (ii) Overseas	3882450	2000	3884450	41.67%	3890001	2000	3892001	41.75%	0.08
b) Individuals (i) Individual shareholders holding nominal share capital upto Rs. 1 lakh (ii) Individual shareholders holding nominal share capital	92950	76090	169040	1.81%	86573	76090	162663	1.75%	(0.06)
	178210	Nil	178210	1.91%	177036	Nil	177036	1.90%	(0.01)

in excess of Rs 1 lakh									
c) Others(Specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total(B)(2)	4153610	78090	4231700	45.39%	4153610	78090	4231700	45.40%	0.01
Total Public Shareholding (B)=(B)(1)+(B)(2)	4153610	78090	4231700	45.39%	4153610	78090	4231700	45.40%	0.01
C. Shares held by Custodian for GDRs & ADRs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Grand Total (A+B+C)	9244460	78090	9322550	100%	9244460	78090	9322550	100%	Nil

ii.Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding 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.	Marigold Investrade Pvt. Ltd.	5090850	54.61	Nil	5090850	54.61	Nil	Nil
	Total	5090850	54.61	Nil	5090850	54.61	Nil	Nil

iii.Change in Promoters' Shareholding

1. MARIGOLD INVESTRADE PVT. LTD.

Sr. no		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	5090850	54.61%	5090850	54.61%

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	5090850	54.61%	5090850	54.61%

iv. Share Holding Pattern of top ten Share Holders (other than, Directors Promoters and Holders of GDRs, ADRs)

Sr. No.	Name	Shareholding		Date	Increasing / Decreasing in shareholding	Reason	Cumulative Shareholding during the year (01-04-14 to 31-03-15)	
		No. of Shares at the beginning (01-04-2014) / end of the year (31-03-2015)	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
1	Fantastic Vyapaar Pvt. Ltd.	464000	4.98	31.03.2015	0	-	464000	4.98
2	Gawarja Merchants Pvt. Ltd.	411000	4.41	31.03.2015	0	-	411000	4.41
3	Seawoods Hospitality & Realty Pvt. Ltd.	410000	4.40	31.03.2015	0	-	410000	4.40
4	Sukaniya Properties Pvt. Ltd.	363000	3.89	31.03.2015	0	-	363000	3.89
5	Nouveau Cotspin Pvt.	300000	3.22	31.03.2015	0	-	300000	3.22

	Ltd.							
6	Golden Meadows Export Pvt. Ltd.	287500	3.08	31.03.2015	0	-	287500	3.08
7	Kelvin Merchants Pvt. Ltd.	266750	2.86	31.03.2015	0	-	266750	2.86
8	Intime Realty Pvt. Ltd.	250000	2.68	31.03.2015	0	-	250000	2.68
9	Attribute Shares and Securities Pvt. Ltd.	251900	2.70	01.04.2014	0		0	0
		0	0	14.11.2014	5000	Sell	246900	2.65
		246900	2.65	31.03.2015			246900	2.65
10	Slogan Infotech Pvt. Ltd.	240000	2.57	31.03.2015	0	-	240000	2.57

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment
(Rs. In Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not	NIL	NIL	NIL	NIL
Total(i+ii+iii)	NIL	NIL	NIL	NIL
Change in Indebtedness during the financial year				
- Addition				
- Reduction	NIL	1456.60	NIL	1456.60
		845.00		845.00
Net Change	NIL	611.60	NIL	611.60

Indebtedness at the end of the financial year				
i) Principal Amount		611.60		611.60
ii) Interest due but not paid iii) Interest accrued but not due	NIL	8.25	NIL	8.25
Total (i+ii+iii)	NIL	619.85	NIL	619.85

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
1	Name 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	Mr. V. K. Sodani (Chairman) Nil	Mrs. Anjana Soni (Whole-time director) Nil	Nil
2	Stock Option	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil
4	Commission - as % of profit - others, specify...	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil
	Total(A)	Nil	Nil	Nil
	Ceilings as per the Act			

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		Mr. M.C. Lakhotia	Mr. P.P. Dhoot	Mr. R.K. Jagetia	
	Name <u>Independent Directors</u> ·Fee for attending board committee meetings ·Commission ·Others, please specify	Nil	Nil	Nil	Nil
	Total(1)				
	<u>Other Non-Executive Directors</u> ·Fee for attending board committee meetings ·Commission ·Others, please specify	Nil	Nil	Nil	Nil
	Total(2)	Nil	Nil	Nil	Nil
	Total(B)=(1+2)	Nil	Nil	Nil	Nil
	Total Managerial Remuneration				
	Overall Ceiling as per the Act				

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	CFO	Total
1.	Name Gross salary (a)Salary as per provisions contained in section17(1)of the Income-tax Act,1961	Ms. Deepal Shah Rs.425100/-	Ms. Antima Soni Nil	Rs.425100/-

	(b)Value of perquisites/s 17(2)Income-tax Act,1961	Nil	Nil	Nil
	(c)Profits in lieu of salary under section 17(3)Income-tax Act,1961	Nil	Nil	Nil
2.	Stock Option	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil
4.	Commission - as % of profit -others, specify...	Nil	Nil	Nil
5.	Others, please specify	Nil	Nil	Nil
6.	Total	Rs.425100	Nil	Rs.425100

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

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)
A. Company					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
B. Directors					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
C. Other Officers In Default					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

Annexure 'B'

Form No. MR-3

SECRETARIAL AUDIT REPORT

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

To,

The Members,

SUCHITRA FINANCE & TRADING CO LTD
B/306-309, DYNASTY BUSINESS PARK
OPP: SANGAM CINEMA A.K. ROAD, ANDHERI (E),
MUMBAI-400069

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SUCHITRA FINANCE & TRADING CO LTD** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the **SUCHITRA FINANCE & TRADING CO LTD** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my/our opinion, the Company has, during the audit period covering the financial year ended on 2015 have 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **SUCHITRA FINANCE & TRADING CO LTD** for the financial year ended on 31st 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;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (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;

I have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India. It is not applicable in Financial Year 2014-2015.

(ii) The Listing Agreements entered into by the Company with Calcutta Stock Exchange and Bombay Stock Exchange (listed on BSE w.e.f. 17th October, 2014).

The Company was listed on Guwahati Stock Exchange and the Guwahati Stock Exchange had applied for Exit route with SEBI Circular No. CIR/MRD/DSA/14/2012 dated May 30, 2012 which was approved by SEBI on 27th January, 2015.

I 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 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 is carried through while the dissenting members' views are captured and recorded as part of the minutes.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

For Reena S Modi & Associates

Sd/-
Reena Modi
ACS No- A25346
CP No- 12621

Place : Mumbai

Date : 30th May, 2015

Note: This report is to be read with our letter of even date which is annexed as Annexure A and form forms an integral part of this report.

Annexure A to the Secretarial Audit Report

To,

The Members,

SUCHITRA FINANCE & TRADING CO LTD

**B/306-309, DYNASTY BUSINESS PARK
OPP: SANGAM CINEMA A.K. ROAD, ANDHERI (E),
MUMBAI-400069**

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, followed provide a reasonable basis for opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on the random test basis.
5. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company

For Reena S Modi & Associates

Sd/-
Reena Modi
ACS No- A25346
CP No- 12621

Place : Mumbai
Date : 30th May, 2015

REPORT ON CORPORATE GOVERNANCE:

In accordance with Clause 49 of the Listing Agreement with the BSE Limited (BSE) on Corporate Governance, the report containing the details of Corporate Governance is as under:

1. Corporate Governance

Corporate Governance refers to a set of laws, regulations and good practices that enable an organization to perform efficiently and ethically generate long term wealth and create value for all its stakeholders.

2. Company's Philosophy On Code Of Corporate Governance:

The Company's essential character revolves around the values based on transparency, integrity, professionalism and accountability. At the Highest level, the Company continuously endeavors to improve upon these aspects on an ongoing basis and adopts innovative approaches for leveraging resources, converting opportunities into achievements through proper empowerment and motivation, fostering a healthy growth and development of human resources to take the Company forward.

3. Board Of Directors

The Board of Directors provides strategic directions and thrust to the operations of the Company, thereby enhancing the value of the stakeholders.

(a) Composition:

The Board of Directors of the Company has an optimum combination of executive and non-executive and independent directors. There are 5 Directors on Board of the Company, comprising of One Whole Time Director, 2 Independent Directors and 2 Non- Executive Directors as on **March 31, 2015**. The Chairman of the Board is Non-Executive Director. The directors have made necessary disclosures regarding positions occupied by them in other companies.

The Composition of the Board of Directors of the Company as on **31st March, 2015** are as under with details of other directorships and committee memberships:-

S.No.	Name	Status	No. of other Directorships and Committee Memberships	
			Other Directorships	Committee Membership
1.	Mr. V. K. Sodani	Chairman (Non-Executive Director)	05	-
2.	Mr. Mahesh. C. Lakhota	Non-Executive Director	06	-
3.	Mrs. Anjana Soni	Whole Time Director	07	-
4.	Mr. Pankaj Dhoot	Independent Director	09	-
5.	Mr. Raj Kumar Jagetia	Independent Director	03	-

Note 1: Other directorships include Private Limited Companies.

Note 2: Only Audit Committee, Nomination & Remuneration committee & Shareholders/Investors Grievance Committee are reckoned for the purpose of committee memberships.

Note 3: None of the directors hold the office in more than the permissible number of companies under the Companies Act, 2013. Also, the Committee Chairmanships/ Memberships are within the limits laid down in Clause 49 of the Listing Agreement.

(b) Meetings of the Board and Attendance of the Directors:

Attendance at Board meetings during the year and last Annual General Meetings are as follows:

- 7 meetings of the Board are held on 15th April, 2014; 17th May, 2014; 13th August, 2014; 22nd September, 2014; 12th November, 2014, 12th February, 2015, & 28th March, 2015.
- The Last Annual General Meeting was held on 29th September, 2014.

S. No.	Name of the Director	No. of Board Meeting attended	Whether attended Last AGM
1.	Mr. V. K. Sodani	06	Yes
2.	Mr. Mahesh. C. Lakhotia	03	Yes
3.	Mrs. Anjana Soni	07	Yes
4.	Mr. Pankaj Dhoot	05	Yes
5.	Mr. Raj Kumar Jagetia	04	No

None of the above directors are related inter-se.

(c) Board Procedure:

The annual calendar of board meetings is agreed upon at beginning of the year. The Agenda is circulated in advance to the Board Members. The items in the Agenda are backed by comprehensive background information to enable the Board to take appropriate decisions.

(d) Code of Conduct for Directors and Senior Management:

The Company has adopted a Code of Conduct for Directors and Senior Management personnel one level below the Executive Directors including all Functional Heads, which is in Compliance with requirements of Para 1(D) of Clause 49 of the listing Agreement entered into with the Stock Exchanges. The same is also posted on the website of the Company.

Further all the Board Members and Senior management personnel have affirmed compliance with the code. A Declaration to this effect signed by the Chairman under Clause 49 for the year ended **31st March, 2015** forms part of this report. (Annex- I)

As mandated by Clause 49, the Independent Directors on SFTCL's Board:

- Apart from receiving Sitting fees, do not have any material pecuniary relationships or transactions with the Company, its promoters, its Directors, its senior Management, its subsidiaries and associates, which may affect independence of the Director;
- Are not related to promoters or persons occupying Management positions at the Board level or at one level below the Board;
- Have not been an executive of the Company in the immediately preceding three financial years;
- Are not partners or executives, or were not partners or executives during the preceding three years of any of the following:
 - Statutory audit firm or the internal audit firm that is associated with the Company, and Legal firm(s) and consulting firm(s) that have a material association with the Company;

- Are not material suppliers, service providers or customers or lessors or lessees of the Company, which may affect independence of the Director;
- Are not substantial shareholders of the Company i.e. owning two per cent or more of the block of voting shares;
- Are not less than 21 years of age.

Information placed before Board of Directors:

The Board has complete access to all information with the Company.

All Board meetings are governed by a structured agenda which is backed by comprehensive background information. Inter-alia, the following information is regularly provided to the Board, as part of the agenda papers well in advance of the Board meetings, or is tabled in the course of the Board meeting:

- a. Annual operating plans and budgets and any updates.
- b. Quarterly results for the Company.
- c. Minutes of meetings of audit committee and other committees of the board.
- d. The information on recruitment and remuneration of senior officers just below the board level, including appointment or removal of Chief Financial Officer and the Company Secretary.
- e. Show cause, demand, prosecution notices and penalty notices which are materially important.
- f. Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- g. Any material default in financial obligations to and by the Company, or substantial non-payment for goods sold by the Company.
- h. Any issue, which involves possible public or product liability claims of substantial nature, including any judgment or order which, may have passed structures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company.
- i. Details of any joint venture or collaboration agreement.
- j. Any transactions that involves substantial payment towards goodwill, brand equity, or intellectual property.
- k. Sale of material, nature of investments, subsidiaries, assets, which is not in normal course of business.
- l. Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as nonpayment of dividend, delay in share transfer etc.

The Board has an effective post meeting follow up procedure. The Action taken report on the decisions taken in a meeting is placed at the immediately succeeding meeting for information of the Board.

The Board has established procedures to enable the Board to periodically review compliance reports of all laws applicable to the Company, prepared by the Company, as well as steps taken by the Company to rectify instances of non-compliance.

4. Board Committees:

The Board currently has 3 Committees:

- (a) Audit Committee.
- (b) Nomination & Remuneration Committee.
- (c) Shareholders'/Investors' Grievance Committee.

(a) Audit Committee:**(i) Terms of Reference:**

1. Oversight of the Company's financial reporting process, review of internal control system and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending the appointment of the Statutory Auditors and fixation of their remuneration.
3. Reviewing the major accounting policies and practices and adoption of applicable Accounting Standards.
4. Reviewing the management, the annual financial statements before submission to the board for approval.
5. Reviewing with the management, the quarterly financial statements before submission to the Board for approval, with particular reference to:-
 - a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub section 3 of section 134 of the Companies Act, 2013.
 - b) Changes, if any, in accounting policies and practices and reasons for the same.
 - c) Major Accounting entries involving estimates based on the exercise of judgment by management.
 - d) Significant adjustments made in the financial statements arising out of audit findings.
 - e) Compliance with listing and other legal requirements relating to financial statements.
 - f) Disclosure of any related party transactions.
 - g) Qualifications in the draft audit report.
6. Discussion with the internal/statutory auditors on any significant finding and follow-up there on.
7. Reviewing the risk management mechanisms of the Company.
8. Approval of the appointment of the Chief Executive officer (CEO).

Minutes of the Audit Committee Meetings are circulated to the Members of the Board of Directors and taken care of.

(ii) Composition:-

The composition of Audit Committee as on **31st March, 2015** is as follows:-

S.No.	Name of the Director	Composition
1.	Mr. Pankaj Dhoot	Chairman (Independent Director)
2.	Mr. Raj Kumar Jagetia	Member (Independent Director)
3.	Mr. V. K. Sodani	Member (Chairman & Non-Executive Director)

(iii) Meeting and Attendance:

The Committee met 4 times during the year on 17th May, 2014, 13th August, 2014; 12th November, 2014 and 12th February, 2015.

The attendances of the Members at the meetings were as follows:-

Name of the Director	Status	No. of Meetings during the year	No. of Meetings Attended

Mr. Pankaj Dhoot	Chairman	4	4
Mr. Raj Kumar Jagetia	Member	4	4
Mr. V. K. Sodani	Member	4	4

All the members of the Audit Committee are financially literate and have Accounting or related financial management expertise. The Chief Financial Officer and Head of the Corporate Audit Services are permanent invitees to the meetings of the Audit Committee. The Company Secretary is the Secretary to the Committee.

(b) Nomination & Remuneration Committee:

As per Section 178 of the companies Act, 2013, there is need to constitute Nomination & Remuneration Committee, so the Board in its meeting held on 22nd September, 2014, reconstituted Remuneration Committee as “**Nomination & Remuneration Committee**”.

(i) Terms of Reference:

The Remuneration Committee is there to identify persons qualified to become directors & KMPs, formulate and recommend to the Board the compensation/ remuneration structure for managing director/whole time directors & KMPs, their evaluation & removal. However, at present, no compensation or remuneration is paid to Executive & Non-Executive directors.

(ii) Composition:-

The composition of the Nomination & Remuneration Committee as on **31.03.2015** is as follows:-

S.No.	Name of the Director	Composition
1.	Mr. Raj Kumar Jagetia	Chairman (Independent Director)
2.	Mr. Vinod K. Sodani	Member (Chairman & Non-executive Director)
3.	Mr. Pankaj Dhoot	Member (Independent Director)

(iii) Meeting and Attendance:

The Committee met 4 times during the year on 25th June, 2014, 12th August, 2014; 15th September, 2014 and 11th February, 2015.

The attendances of the Members at the meetings were as follows:-

Name of the Director	Status	No. of Meetings during the year	No. of Meetings Attended
Mr. Raj Kumar Jagetia	Chairman	4	4
Mr. Pankaj Dhoot	Member	4	4
Mr. V. K. Sodani	Member	4	4

All the members of the Nomination & Remuneration Committee are financially literate and have Accounting or related financial management expertise. The Company Secretary is the Secretary to the Committee.

(c) Shareholders/Investors Grievance Committee:

(i) Terms of Reference:

The Committee oversees redressal of shareholders/investors grievances, transfers of shares, non-receipt of balance sheets and related matters. It also reviews the system of dealing with and responding to correspondence from the Investors viz- shareholders and the reporting of the same to the Board periodically.

(ii) Composition:-

The composition of the Shareholders/Investors Committee as on **31.03.2015** is as follows:-

S.No.	Name of the Director	Composition
1.	Mr. Pankaj Dhoot	Chairman (Independent Director)
2.	Mr. Raj Kumar Jagetia	Member (Independent Director)
3.	Mr. V. K. Sodani	Member (Chairman & Non- Executive Director)

(iii) Meeting and Attendance:

The Committee met 4 times during the year on 17th May, 2014, 13th August, 2014; 12th November, 2014 and 12th February, 2015.

The attendances of the Members at the meetings were as follows:-

Name of the Director	Status	No. of Meetings during the year	No. of Meetings Attended
Mr. Pankaj Dhoot	Chairman	4	4
Mr. Raj Kumar Jagetia	Member	4	4
Mr. V. K. Sodani	Member	4	4

All the members of the Shareholders/Investors Grievance Committee are financially literate and have Accounting or related financial management expertise. The Company Secretary is the Secretary to the Committee.

(d) Risk Management Policy

During the year, your Directors have constituted a Risk Management Committee which has been entrusted with the responsibility to assist the Board:

1. To ensure that all the current and future material risk exposures of the Company are identified, assessed, quantified, appropriately mitigated, minimized and managed i.e. to ensure adequate systems for risk management and
2. To establish a framework for the Company's risk management process and to ensure its implementation
3. To enable compliance with appropriate regulations, wherever applicable.

4. To assure business growth with financial stability.

5. Shareholders Meetings:

The date, time and venue of the Annual General Meetings of last three years are given below:

Financial Year	Date	Time	Venue
2011-2012	29.09.2012	11.00 a.m.	Registered Office
2012-2013	20.09.2013	11.00 a.m.	Registered Office
2013-2014	29.09.2014	01.00 p.m.	Registered Office

All resolutions moved at the Last Annual General Meeting were passed unanimously.

No Extra – Ordinary General Meeting were held during the financial year 2011-12, 2012-2013, 2013-2014.

6. Secretarial Audit

Secretarial Audit is being carried out by Company Secretary in practice on quarterly basis to reconcile the total admitted capital with the National Securities Depository Limited (NSDL) & Central Depository Services Ltd. (CDSL) and the total issued and listed capital. The audit confirms that the total issued and listed capital. The audit confirms that the total issued/paid up capital is in agreement with the total number in physical form and total number of dematerialized shares held with NSDL & CDSL.

7. Disclosures:

i) The Company did not have any material significant related party transaction having a potential conflict with the interest of the Company at large.

ii) The financial statements have been prepared in accordance with the Accounting Standards and policies generally accepted on India.

iii) There was no non-compliance by the Company on any matter related to the Capital Markets, resulting in disciplinary action against the Company by the Stock Exchanges or SEBI or any other statutory authority, during the last three years.

iv) The Company has implemented the mandatory requirements of Corporate Governance as set out in the Listing Agreement. The annual financial results are published in English and Marathi newspapers.

v) The Company has a Risk Management Policy Framework for risk identification, assessment and control to effectively manage risks associated with the business of the Company.

vi) Vigil Mechanism/ Whistle Blower Policy:

Pursuant to Section 177 (9) of the Companies Act, 2013 and Clause 49 of the Listing Agreement the Company has adopted a Vigil Mechanism/ Whistle Blower Policy. The Company believes in professionalism, transparency, integrity and ethical behavior and had thus 'Whistle Blower Policy'

to facilitate employees to report concerns of any unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. No employee of the Company has been denied access to the Audit Committee of the Board of Directors.

vii) Proceeds From Public Issue:

The Company has not made any Public issue during the financial year March 31, 2015.

viii) CEO Certification:

As required under clause 49(v) of the Listing Agreement, the CEO/CFO certification is annexed.

ix) Compliance certificate of the Auditors on Corporate Governance:

The Company has obtained a certificate from the Statutory Auditors regarding compliance of conditions of Corporate Governance as stipulated in clause 49(VIII) of the Listing Agreement and the same is annexed.

8. Means Of Communication:

i.) The quarterly/annual financial results are regularly submitted to the Stock Exchanges in accordance with the Listing Agreement and published in one English daily and one Marathi daily.

ii) The Management Discussion and Analysis Report, in compliance with requirements of Clause 49 of the Listing Agreement is annexed to the Directors' Report and forms part of the Annual Report being sent to all the members of the Company.

iii) Any website where displayed: www.sftc.co.in

9. General Shareholder Information:

1.	32 nd Annual General Meeting	
	- Date & Time	30.09.2015 & 11 a.m.
	- Venue	B/306-309, Dynasty Business Park., Opp. Sangam Cinema, A.K.Road, Andheri(E), Mumbai- (M.H.)- 400 059.
2.	Financial Calendar	
	- Unaudited results for the quarter ended June, 2015	2 nd week August, 2015.
	- Unaudited results for the quarter /half year ended September, 2015	2 nd week November, 2015
	- Unaudited results for the quarter ended December, 2015	2 nd week February, 2016
	- Audited results for the year ending March 31 st , 2016	Audited result by end of May, 2016.
3.	Book Closure Date	24.09.2015 to 30.09.2015 (Both days inclusive)
4.	The listing fees has been paid up to the date To all the stock exchanges	Yes
	Bombay Stock Exchange Ltd. (BSE)	538714

	Calcutta Stock Exchange Ltd. (CSE)	29400
	Guwahati Stock Exchange (GSE)	GSE/L/732

10. Distribution of Equity Share as on 31st March, 2015

S.No.	Category	Shareholder		Shareholding	
		Number	%	Number	%
1.	0-500	449	89.26	63,979	0.69
2.	501-1000	6	1.19	5,505	0.06
3.	1001-5000	19	3.78	50,880	0.54
4.	5001-10000	6	1.19	57,500	0.62
5.	10001-50000	7	1.40	1,39,186	1.49
6.	50001-100000	1	0.20	58,000	0.62
7.	100001 – above	15	2.98	89,47,500	95.98
	Total	503	100	93,22,550	100

11. Pattern of Shareholding as on 31st March, 2015.

8. Category	No. of shares held	% of Share holding
PROMOTERS HOLDINGS		
a) Individual	Nil	Nil
b) Body Corporate	5090850	54.61
PUBLIC HOLDINGS		
a) Institutions	Nil	Nil
b) <u>Non Institutions</u>		
i) Body Corporate	3892001	41.75
ii) <u>Individual</u>		
a) Shareholders Nominal Share upto 1 lacs.	162612	1.74
b) Shareholders Nominal Share more than 1 lacs.	177086	1.90
iii) Any Other	1	Nil
Total	9322550	100.00

12. Details Of Demat Shareholding

As notified by SEBI, the Company's Equity shares have been included in the compulsory trading in electronic form (Demat mode). As on 31st March, 2015, the total percentage of shares in Demat

form was 99.16% i.e. 92,44,460. Efforts for converting the remaining Physical Shareholding in Demat mode are in place.

Dematerialization of shares as on **31st March, 2015** is as follows:-

Mode of Holding	No. of shares Held	% of shares
NSDL	1114421	11.95%
CDSL	8130039	87.21%
Total Demat Holding	9244460	99.16%
Physical Holding	78090	0.84%
Total Shareholding	9322550	100

13. Registrars and Transfer Agents:

The Niche Technologies Private Limited,
D-511, Bagree market,
71, B.R.B. Basu Road,
Kolkata - 700 001.
Phones: 2235-7270/ 7271, 2234-3576
Fax: 2215-6823
Email: nichetechpl@nichetechpl.com

14. Address For Correspondence:

Requests or complaints in other matters such as Unpaid/Unclaimed Dividend/Change of Address/Splitting of shares etc. are sent to:

M/s Suchitra Finance & Trading Co. Ltd.
B/306-309, Dynasty Business Park,
Opp. Sangam Cinema, A.K.Road,
Andheri (E), Mumbai- 400 059.
Tel.: 022 61115216
Email: suchitra@sangamgroup.com
Website: www.sftc.co.in

15. Declaration:

All the members of the Board and senior Management Personnel of the Company have affirmed due observation of the code of the conduct, framed pursuant to clause 49 of the Listing Agreement with Stock Exchange is so far as it is applicable to them and there is no non-compliance thereof during the year ended **31st March, 2015**.

Registered Office:
B/306-309, Dynasty Business Park,
Opp. Sangam Cinema, J. B. Nagar,
Andheri (East),
Mumbai - 400 059.

For and on behalf of the Board
M/s Suchitra Finance & Trading Company Limited

Date:- 30th May, 2015.
Place: Mumbai

Sd/-
Vinod Kumar Sodani
Chairman
(DIN: 00403740)

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Business Review

The Company is incorporated mainly to finance Industrial Enterprises and to promote, form or acquire, any Company to pursue the business as empowered by the Memorandum of Association and to give or take loans, guarantees, collaterals, and to obtain or provide securities to any other Company or companies, institutions, whether or not promoted by this Company.

Industry Structure and Review

In the scenario of ensuring credit availability, NBFC continues to play a crucial role in providing an impetus to the India's credit market. NBFCs providing specialized funding solutions offer a conducive platform for corporate deals and are ideal for last mile funding of large projects.

Consequently, in spite of the overall challenges in FY 2014-2015, NBFC managed to stage a good show in the face of stricter governance by RBI. This was essentially made possible because of their presence in niche segments.

On the regulatory environment, the Reserve Bank of India is working on creating an updated regulatory framework. This is relevant from its announcement in April 2015 that will not issue fresh NBFC Licence for one year.

Opportunities/Threats/Risks/Concerns

In the light of this vulnerable economic scenario, it is being estimated by some analysts that the year 2015 would prove to be quite challenging for the NBFC on account of downside risks such as tepid loan demand, slow down in commercial vehicles and unpredictable rural demand. On the up side, the creation of new stable government at the centre is being seen as a big opportunity for the NBFCs to grow healthy.

The global financial market volatility and snoring crude oil prices are the principal external risk being faced which has led to non-performance of structural reforms and relatively weaker economic development.

Operating & Financial Performance

- Company's Sales Revenue from operations as on 31st March, 2015 stand at Rs. 34.19 Lacs against Rs. 8.65 lacs recorded in the previous year.
- Despite of considerable increase in the Revenue, the Company has been able to post Net Profit of Rs. 2.36 lacs as against Net Profit of Rs.3.16 lacs of previous year.

Your Company being an investment Company seeks opportunities in financing business entities.

Debt Structure

The Company has taken unsecured loan from Body Corporate.

Outlook

The loss of growth momentum that started in 2011-2012 has extended into 2014-2015 though the pace of deceleration moderated in initial quarters. Nevertheless, the growth remains below trend and persistent weakness in investment activity has clouded the outlook.

In this situation, the performance of NBFCs will depend a lot on the quality of their risk management process, market understanding and due diligence systems.

Segment wise Performance

The Company is engaged in the business of financing industrial enterprises and accordingly this is the only single reportable segment.

Internal Control Systems and their Adequacy:

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined by the Audit Committee. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board & to the Chairman & Managing Director.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies of the Company.

Based on the report of internal audit function, the Company undertakes corrective action in their respective areas and thereby strengthens the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

Human Resources

Your Company recognizes the employees as the real assets of the organization and lays due emphasis on all round development of its human resources. Various HR initiatives are taken to align the HR Policies according to the emerging requirement including training programmes to upgrade their professional, inter-personal and management skills. Our relationship with the employees continues to remain cordial throughout the year.

Cautionary Note

Certain Statements in the “Management Discussion and Analysis” section may be forward looking and are stated as required by the applicable laws and regulations. Many factors may affect the actual results, which could be different from what the Management envisages in terms of future performance and outlook. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis, of any subsequent developments, events or information.

For and on behalf of the board

For, **M/s Suchitra Finance & Trading Co. Limited**

Date: 30th May, 2015

Place: Mumbai

Sd/-
Vinod Kumar Sodani
Chairman
(DIN: 00403740)

CIN No.: L65910MH1981PLC234305

Registered Office:

B/306-309, Dynasty Business park,

Opp. Sangam cinema, Andheri(e), Mumbai- 400 059.

Email id: suchitra@sangamgroup.com, www.sftc.co.in

Annexure- I

CHIEF EXECUTIVE OFFICER'S DECLARATION ON CODE OF CONDUCT

As required by Clause 49 of the Listing Agreement, the CEO declaration for Code of Conduct is given below:

To

The Members of,

M/s Suchitra Finance & Trading Co. Limited.

The Company has framed a specific code of conduct for the members of the Board of Directors and the Senior Management personnel of the Company pursuant to Clause 49 of the Listing Agreement with the stock exchange to further strengthen corporate governance practices in the Company.

All the Members of the Board and Senior Management of the Company have affirmed compliance with the Code of Conduct in so far as applicable to them and there is no non-compliance thereof during the year ended 31st March, 2015.

For and on behalf of the Board of Directors
For, **M/s Suchitra Finance & Trading Co. Limited**

Date: 30th May, 2015
Place: Mumbai

Sd/-
Anjana Soni
Whole time Director
DIN: 00401469

Annexure- II

CEO CERTIFICATE

We, **Vinod K. Sodani, Chairman & Anjana Soni, Whole time Director** of **M/S Suchitra Finance & Trading co. ltd.**, to the best of my knowledge and belief, certify that:

- a) We have reviewed the Financial statements and the Cash Flow statement for the year and that to the best of our knowledge and belief:
 - I. These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading.
 - II. These statements together present a true and fair view of the Company' affairs and are in compliance with the existing Accounting standards, applicable laws and regulations.
- b) These are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and I have evaluated the effectiveness of Internal Control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware of the steps 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 controls over financial reporting during the year.
 - (ii) Significant changes in Accounting Policies during the year and that the same have also been disclosed in the notes to the accounts to the Financial statements; and
 - (iii) Instances of significant fraud of which I 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 over financial reporting.

For and on behalf of the Board of Directors
For, **M/s Suchitra Finance & Trading Co. Limited**

Sd/-
V.K. Sodani
Chairman
DIN: 00403740

Sd/-
Anjana Soni
Whole time director
DIN: 00401469

Date: 30th May, 2015
Place: Mumbai

**AUDITORS' CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF
CORPORATE GOVERNANCE:**

To

The Members of,

M/s Suchitra Finance & Trading Co. Limited.

Mumbai.

We have examined the Compliance of Corporate Governance by **SUCHITRA FINANCE & TRADING CO. LTD** for the year ended **31st March, 2015** as stipulated under Clause 49 of the Listing Agreement of the said Company with the stock exchange in India.

The Compliance of conditions of corporate Governance is the responsibility of the Company's Management. Our Examination was limited to the procedures and the implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

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

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

For **K K Khadaria & Co.,**
Chartered Accountants
(Firm Regn No. 105013W)

Sd/-
Ajay Daga
M.No. **44162**

Place: Mumbai
Date : 30th May, 2015

To,

The Board of Directors,

Suchitra Finance & Trading Co. Limited.

B/306-309, Dynasty Business Park,

Opp. Sangam Cinema, Andheri (E), Mumbai

Sub: -Audit Report in terms of “Non –Banking Financial Companies Auditor’ Report (Reserve Bank) Directions, 2008”

In compliance with the above directions, we report as under:-

1. The Company is engaged in the business of Non Banking Financial Institution and it has obtained a Certificate of Registration (CoR) from the Reserve Bank of India.
2. The Company holding CoR is entitled to continue to hold such in terms of its assets/income patterns as on **31st March, 2015.**
3. The Board of Directors has passed a resolution for Non – Acceptance of any public Deposits.
4. The Company has passed a resolution for Non Acceptance of any Public Deposits.
5. The Company has complied with the prudential norms relating to Income Recognition, Accounting Standards, Asset Classification and provisioning for bad and doubtful debts as applicable to it in terms of Non Banking financial (Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.
6. The Company is not a Systematically Important Non-Deposit taking NBFC as defined in Paragraph 2(1) (xix) of the Non Banking financial (Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.

For **K K Khadaria & Co.,**
Chartered Accountants
(Firm Regn No. 105013W)

Sd/-
Ajay Daga
M.No. 44162

Place: Mumbai
Date : 30th May, 2015

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF SUCHITRA FINANCE & TRADING COMPANY LIMITED

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

2. The Company's Board of Directors is responsible for the matter stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statement to give true and fair view of the financial position, financial performance, 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 also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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; and design, implementation and maintenance of adequate 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.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit.
4. We have taken into account the provisions of the Act and Rules made thereunder including the accounting standards and matters which are required to be included in the audit report.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements 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.
6. 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 auditors' 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 the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March, 2015, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

9. As required by the Companies (Auditor's Report) Order, 2015 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
10. As required by Section 143(3) of the Act, we 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 it appears from our examination of those books.
 - (c) The Balance Sheet, Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the Balance Sheet, Statement of Profit and Loss, and the Cash Flow Statement comply with the 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 31st March, 2015 & taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of section 164 (2) of Act.
 - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigation which would impact its financial position in its financial statement.
 - ii. The Company did not have any long-term contracts, including derivative contract, for which there were any material foreseeable losses.
 - iii. There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education & Protection Fund and, therefore, the question of delay in transferring such sum does not arise.

For K K Khadaria & Co
Chartered Accountants
Firm Regn No: 105013W

Dated : 30th May, 2015
Place : Mumbai

Sd/-
Ajay Daga
Partner
M.No. 44162

ANNEXURE TO THE AUDITORS' REPORT

(Referred to in paragraph (9) of our Report of even date)

1. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
(b) As explained to us, the Management has physically verified fixed assets during the year and no discrepancies have been noticed. In our opinion, the frequency of physical verification of fixed assets is reasonable.
2. The Company does not have any inventory and therefore, Clause 3 of Order, 2015 are not applicable to the Company.
3. As informed to us, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Therefore, the provisions of Clause 3(iii)(a) and (iii)(b) of the said Order are not applicable to the Company.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company & the nature of its business. Further, on the basis of our examination of the books and records of the Company and according to the information and explanations given to us, we have neither come across, nor have been informed of, any continuing failure to correct major weaknesses in such internal control system.
5. The Company has not accepted any deposits from the public in accordance with the provisions of Section 73 to 76 of the Act and Rules framed there under to the extent notified.
6. The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act for any of the services rendered by the Company.
7. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company has been regular in depositing undisputed statutory dues applicable to it.
(b) According to the information and explanations given to us, there are no dues of Wealth Tax, Income Tax, Service Tax, Sale Tax, Value Added Tax, Customs Duty, Excise Duty and Cess that have not been deposited with the appropriate authorities on account of any dispute.
(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there were no amounts which were required to be transferred to the Investor Education and Protection fund by the Company, accordingly the provisions of clause 3(vii c) of the Order are not applicable to the Company.
8. The Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses during the year and in the immediately preceding financial year.
9. The Company has not taken any loans from financial institution or banks or through issue of debentures. Accordingly, clause 3(ix) of the Order is not applicable.
10. According to the information and explanations given to us, the Company has not given any guarantee for loan taken by others from bank or financial institutions.
11. The Company has not raised any term loan during the year. Accordingly the provisions of clause 3(xi) of the Order are not applicable to the Company.

12. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

**For K K Khadaria & Co
Chartered Accountants
Firm Regn No: 105013W**

Dated: 30th May, 2015
Place: Mumbai

**Sd/-
Ajay Daga
Partner
M.No. 44162**

SUCHITRA FINANCE & TRADING COMPANY LIMITED

BALANCE SHEET AS AT 31st MARCH, 2015

		As At 31.03.2015	As At 31.03.2014
	Note	Amt (Rs.)	Amt (Rs.)
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	93,225,500	93,225,500
Reserves and Surplus	3	613,882,443	613,645,887
		707,107,943	706,871,387
Non-current Liabilities			
Deferred Tax Liabilities (Net)	4	Nil	1,718
Long Term Provisions	5	217,218	25,284
		217,218	27,002
Current Liabilities			
Short Term Borrowings	6	60,065,813	Nil
Other current liabilities	7	1,565,691	70,661
		61,631,504	70,661
TOTAL		768,956,665	706,969,050
<u>ASSETS</u>			
Non-current assets			
Fixed Assets			
Tangible	8	14,494	29,035
Non-current investments	9	679,499,645	679,499,645
Deferred Tax Asset	4	992	Nil
Long-term loans and advances	10	1,536,647	515,981
		681,051,778	680,044,661
Current assets			
Trade receivables	11	Nil	15,000,000
Cash and Bank Balances	12	1,017,602	1,810,979
Short-term loans and advances	13	86,887,285	10,113,410
		87,904,887	26,924,389
TOTAL		768,956,665	706,969,050

Summary of Significant Accounting Policies 1

The accompanying notes form an integral part of the Financial Statements

As per our report of even date

FOR K K KHADARIA & CO.
CHARTERED ACCOUNTANTS

For and on behalf of the Board

Sd/-
Ajay Daga

Partner

Sd/-
V.K.Sodani
00403740
ChairmanSd/-
Anjana Soni
00401469
DirectorPlace: Mumbai
Dated : 30th May, 2015Sd/-
Deepal Shah
Company SecretarySd/-
Antima Soni
CFO

SUCHITRA FINANCE & TRADING COMPANY LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015

	Note	Year ended 31.03.2015 Amt (Rs.)	Year ended 31.03.2014 Amt (Rs.)
Revenue			
Revenue from Operations	14	3,419,065	865,093
Other Income	15	3,104	NIL
Total Revenue		3,422,169	865,093
Expenses			
Employee Benefits Expenses	16	476,339	390,632
Finance Costs	17	916,786	NIL
Depreciation	8	14,541	9,212
Other Expenses	18	1,394,403	193,718
Increase/ (Decrease) in Contingent Provisions against Standard Assets		191,934	(128,717)
Total Expenses		2,994,003	464,844
Profit Before Tax		428,166	400,249
Tax Expense:			
- Current Tax		194,321	83,427
- Deferred Tax		(2,710)	478
- Tax adjustment of previous year		NIL	377
Profit For The Year		236,555	315,967

Earnings per equity share of face value of Rs.10/-each

Basic and Diluted (Rs.)	21	0.03	0.03
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Summary of Significant Accounting Policies 1

The accompanying notes form an integral part of the Financial Statements.

As per our report of even date

For K K KHADARIA & CO
 CHARTERED ACCOUNTANTS

For and on behalf of the board

Sd/-
Ajay Daga

Partner

Sd/- V.K.Sodani 00403740 Chairman	Sd/- Anjana Soni 00401469 Director
---	--

Place : Mumbai
 Dated : 30th May, 2015

Sd/- Deepal Shah Company Secretary	Sd/- Antima Soni CFO
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SUCHITRA FINANCE & TRADING COMPANY LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

	As At 31.03.2015 Amt (Rs.)	As At 31.03.2014 Amt (Rs.)
CASH FLOW FROM OPERATING ACTIVITIES :		
a) Net Profit before taxes	428,166	400,249
Adjustment for		
Depreciation	14,541	9,212
Increase/(Decrease) in Contingent Provisions against Standard Assets	191,934	(128,717)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	634,641	280,744
ADJUSTMENTS FOR:		
Decrease/(increase) in Short-term Loans and Advances	(76,773,875)	51,487,151
Decrease/(increase) in Long-term Loans and Advances	(1,020,666)	NIL
Increase/(decrease) in Other Current Liabilities	1,495,030	(24,124)
Decrease/(increase) in Trade Receivables	15,000,000	450,000
CASH GENERATED FROM OPERATIONS	(60,664,870)	52,193,771
Direct Tax (Paid)/refund	(194,321)	(86,510)
NET CASH FROM/(USED IN) OPERATING ACTIVITIES	(60,859,191)	52,107,261
CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of Investment	NIL	(51,399,645)
NET CASH FROM/(USED IN) INVESTING ACTIVITIES	NIL	(51,399,645)
CASH FLOW FROM FINANCING ACTIVITIES		
Increase/(decrease) in Short-term Borrowings	60,065,813	NIL
NET CASH FROM/(USED IN) FINANCING ACTIVITIES	60,065,813	NIL
NET INCREASE IN CASH AND CASH EQUIVALENTS	(793,378)	707,615
CASH AND CASH EQUIVALENTS (At the beginning of the year)	1,810,979	1,103,364
CASH AND CASH EQUIVALENTS (At the end of the year)	1,017,601	1,810,979

1. The above cash flow statement has been prepared under the "Indirect Method" as set out in the Accounting Standard -3 on Cash Flow Statement issued by The Institute of Chartered Accountants of India.
2. Previous Year's figure have been regrouped, rearranged, wherever necessary, to correspond with the current year's classification/disclosure.

As per our Report of even date

For K K KHADARIA & CO
CHARTERED ACCOUNTANTS

For and on behalf of the board

Sd/-
Ajay Daga

Partner

Sd/-
V.K.Sodani
Chairman
00403740

Sd/-
Anjana Soni
Director
00401469

Place: Mumbai
Date:- 30th May, 2015

Sd/-
Deepal Shah
Company Secretary

Sd/-
Antima Soni
CFO

SUCHITRA FINANCE & TRADING COMPANY LIMITED
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH ,2015

1. Summary of Significant Accounting Policies :-

- a. These financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India under the historical cost convention under accrual basis. Pursuant to Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, till the standards of accounting or an addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Consequently, these financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211 (3C) of Companies Act, 1956 (Companies (Accounting Standards), Rules, 2006, as amended) and other relevant provisions of the Companies Act, 2013.
- b. The Company follows the Prudential Norms for Asset Classification, Income Recognition, Accounting Standards, and Provisioning for bad and doubtful debts as prescribed by the Reserve Bank of India for Non Banking Financial Companies.
- c. Interest Income is recognized on a time proportion basis taking into account the amount outstanding and applicable interest rate.
- d. Fixed Assets are stated at cost less depreciation. The Company capitalizes all the cost relating to acquisition and installation of fixed assets.
- e. Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Written Down Value Method. Depreciation is provided based on the useful life of the assets as prescribed in schedule II to the Companies Act, 2013, as against the earlier practice of depreciating at the rates prescribed in Schedule XIV of the Companies Act 1956.
- f. Long-term Investments are stated at cost after deducting provision made for permanent diminution in the value, if any.
- g. Income-tax expense comprises current tax and deferred tax charge or credit. The deferred tax asset and deferred tax liability is calculated by applying tax rate and tax laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax asset arising mainly on account of brought forward losses and unabsorbed depreciation under tax laws, are recognized, only if there is a virtual certainty of its realization, supported by convincing evidence. Deferred tax asset on account of other timing differences are recognized only to the extent there is a reasonable certainty of its realization. At each Balance Sheet date, the carrying amount of deferred tax asset is reviewed to reassure realization.

SUCHITRA FINANCE & TRADING COMPANY LIMITED
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

	As At 31.03.2015 Amt (Rs.)	As At 31.03.2014 Amt (Rs.)
2 Share Capital Authorized :		
9500000 (P.Y. 9500000) Equity Shares of Rs. 10/- each	95,000,000	95,000,000
Issued, Subscribed and Paid-up:		
9322550 (P.Y. 9322550) Equity Shares of Rs. 10/- each	93,225,500	93,225,500
	93,225,500	93,225,500

- a. The number of shares and amount outstanding at the beginning and at the end of the reporting year is same.
- b. 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 same right in all the assets.
- c. Detail of shares held by the holding Company

Particulars	No. of Shares Held	No. of Shares Held
Marigold Investrade Private Limited	5090850	5090850

- d. Shares in the Company held by each shareholders holding more than 5% shares:

No. of Shareholders each holding more than 5% of the share capital	No. of Shares Held Percentage of holding	No. of Shares Held Percentage of holding
One shareholder (P.Y. One shareholder)	5090850 54.61%	5090850 54.61%

3 Reserves & Surplus		
a. Statutory Reserve (Opening & Closing Balance)	195,000	195,000
b. Amalgamation Reserve (Opening & Closing Balance)	612,651,581	612,651,581
c. Surplus in Statement of Profit and Loss		
Opening Balance	799,306	483,339
Add: Net Profit/(Loss) for the current year	236,555	315,967
Closing Balance	1,035,861	799,306
	613,882,443	613,645,887

4 Deferred Tax Liabilities/(Assets)

Major components of Deferred Tax Liability/(Assets) arising on account of temporary timing differences are given below:

Deferred Tax Assets		
Difference between Book & Tax	992	NIL

Depreciation		
Deferred Tax Liabilities	NIL	1,718
Difference between Book & Tax Depreciation		
Deferred Tax Liabilities/(Assets)	(992)	1,718
5 Long -Term Provisions		
Contingent Provisions against Standard Assets*	217,218	25,284
	<u>217,218</u>	<u>25,284</u>
6 Short-term Borrowings		
Unsecured		
--Loans from Others	60,065,813	NIL
	<u>60,065,813</u>	<u>NIL</u>
7 Other Current Liabilities		
Overdrawn Bank Balance (Excess cheques drawn)	620,615	NIL
Other Payables*	850,710	69,373
Statutory Dues	94,366	1,288
	<u>1,565,691</u>	<u>70,661</u>

* Based on information so far available with the Company, there are no dues payable to MSME as defined in the Micro, Small and Medium Enterprises Development Act, 2006.

9 Non Current Investment		
<u>Non –Trade Investment</u>	As At	As At
	31.03.2015	31.03.2014
	Amt (Rs.)	Amt (Rs.)
Unquoted		
Investment in Equity Instruments		
25000 (25000) Eq. Shares of Rs.100/- each of Finworth Investment Pvt. Ltd.	25,000,000	25,000,000
25400 (25400) Eq. Shares of Rs.100/- each of Hawamahal Finance Pvt. Ltd.	25,400,000	25,400,000
200000 (200000) Eq. Shares of Rs.10/- each of Necco Shipping Co. Pvt. Ltd.	20,000,000	20,000,000
30000 (30000) Eq. Shares of Rs.10/- each of Necco Plastic Pvt. Ltd.	3,000,000	3,000,000
100000 (100000) Eq. Shares of Rs.10/- each of Parishray Elegancy Pvt. Ltd.	10,000,000	10,000,000
95000 (95000) Eq. Shares of Rs.10/- each of Pisces Securities Pvt. Ltd.	9,500,000	9,500,000
530000 (530000) Eq. Shares of Rs.10/- each of Sangam Business Credit Ltd.	53,000,000	53,000,000

177000 (177000) Eq. Shares of Re.10/- each of Sangam E-com Ltd.	17,700,000	17,700,000
1046000 (1046000) Eq. Shares of Rs.10/- each of Sangam Infratech Ltd.	104,600,000	104,600,000
2214285 (2214285) Eq. Shares of Rs.10/- each of Mahalaxmi TMT Pvt.Ltd.	209,499,970	209,499,970
6665 (6665) Eq. Shares of Rs. 10/- each of Shiv Shivam Developers Pvt. Ltd.	1,299,675	1,299,675
	<u>478,999,645</u>	<u>478,999,645</u>

Investment in Preference Shares

2000000 (2000000) Pref. Sh. of Rs. 10/- each of Ketu Sangam Infrastructure (India) Limited

	<u>200,500,000</u>	<u>200,500,000</u>
--	--------------------	--------------------

	<u>200,500,000</u>	<u>200,500,000</u>
--	--------------------	--------------------

Total Non -Current Investments

	<u>679,499,645</u>	<u>679,499,645</u>
--	--------------------	--------------------

10 Long-Term Loans & Advances

(Unsecured, considered good)

Security Deposits	1,000,000	NIL
Other Loans & Advances		
-- Advance Income Tax (net of Provision)	536,647	515,981
	<u>1,536,647</u>	<u>515,981</u>

11 Trade Receivables

(Unsecured, considered good)

Outstanding for a period more than six months from the date they are due for payment	NIL	15,000,000
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	<u>NIL</u>	<u>15,000,000</u>
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12 Cash & Bank balances

Cash & Cash Equivalents		
--Cash on Hand	917,601	918,919
--Balance with Bank in Current Account	100,000	892,060
	<u>1,017,601</u>	<u>1,810,979</u>

13 Short-term Loans & Advances

Loans to Others	86,875,285	10,113,410
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Loans to Staff	12,000	NIL
	<u>86,887,285</u>	<u>10,113,410</u>
14 Revenue From Operations		
Interest on Loan	3,419,065	865,093
	<u>3,419,065</u>	<u>865,093</u>
15 Other Income		
Interest on I.T. Refund	3,104	NIL
	<u>3,104</u>	<u>NIL</u>
16 Employee benefits expenses		
a. Salary, bonus etc.	475,662	389,632
b. Staff Welfare	677	1,000
	<u>476,339</u>	<u>390,632</u>
17 Finance Costs		
Interest on Loan	916,786	NIL
	<u>916,786</u>	<u>NIL</u>
18 Other Expenses		
Listing Fees	772,059	16,798
Legal & Professional Fees	212,000	6,000
Depository Charges	42,950	41,572
Advertisement	67,836	47,364
Auditors' Remuneration		
- For Audit	28,090	28,090
- For Certification & Other matters	52,810	NIL
Filing Fees-ROC	16,700	11,785
Printing & Stationery	1,640	1,640
Office Rent	134,832	NIL
Membership Fees	19,101	NIL
Sundry Expenses	17,116	1,781
Telephone Expenses	NIL	7,473
Repairs and Maintenance	NIL	2,498
Electricity Charges	NIL	9,957
Office Expenses	2,630	8,531
Postage and Courier Charges	6,730	7,229
Profession Tax	12,190	NIL
Shop & Estb Charges	4,520	NIL
Web Designing Charges	3,199	3,000
	<u>1,394,403</u>	<u>193,718</u>

SUCHITRA FINANCE & TRADING COMPANY LIMITED
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

(8) Tangible Fixed Assets

Description	Rate (in %)	GROSS BLOCK				DEPRECIATION			NET BLOCK	
		As AT 01/04/14	Additions	Deductions	As At 31/03/15	As At 01/04/14	for the year	As At 31/03/15	As At 31/03/15	As At 31/03/14
COMPUTER / PRINTER	47.39	17,850	NIL	NIL	17,850	8,900	4,241	13,141	4,709	8,950
AIR CONDITIONER	51.28	23,500	NIL	NIL	23,500	3,415	10,300	13,715	9,785	20,085
Total		41,350	NIL	NIL	41,350	12,315	14,541	26,856	14,494	29,035
Previous Year		41,350	NIL	NIL	41,350	3,104	9,212	12,316	29,034	38,246

SUCHITRA FINANCE & TRADING COMPANY LIMITED
Particulars of Depreciation allowable as per Income Tax Act , 1961 A.Y. 2015-16

Block of Assets	Rate of Depreciation	As on 01/04/2014	Additions		Deduction During the year	Depreciation for the year	WDV as on 31.03.2015
			Before 1.10.2014	After 30.9.2014			
AIR CONDITIONER	15%	18,477	NIL	NIL	NIL	2,772	15,705
COMPUTERS	60%	4,998	NIL	NIL	NIL	2,999	1,999
TOTAL		23,475	NIL	NIL	NIL	5,770	17,705

SUCHITRA FINANCE & TRADING COMPANY LIMITED
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

19 Segment Reporting

The Company is engaged solely in investment activity segment and all activities of the Company revolve around this business. As such there are no other reportable segments as defined by Accounting Standard 17 on "Segment Reporting" issued by the Institute of Chartered Accountants of India.

20 Related Party Disclosures**i. List of Related Party with whom transaction have taken place & Relationship.**

Name of the Related Party	Relationship
a. Sangam Infratech Limited	Enterprises over which Key Management Personnel are able to exercise significant influence
b. Deepal Shah	Key Managerial Personnel

ii. Transaction with related party during the year

	2014-15	2013-14
	Amt(Rs.)	Amt(Rs.)
a. Enterprises over which Key Management Personnel are able to exercise significant influence		
Loan advanced received back	NIL	41100000/-
Investment made	NIL	41100000/-
iii. Balance outstanding at the year end is as under :	As At	As At
	31.03.2015	31.03.2014
	Amt(Rs.)	Amt(Rs.)

Enterprises over which Key Management personnel are able to exercise significant influence :

Investments	104600000/-	104600000/-
-------------	-------------	-------------

21 Earnings Per Share (EPS)

	<u>2014-2015</u>	<u>2013-2014</u>
a) Weighted Average Number of Equity Shares outstanding during the year	9322550	9322550
b) Net Profit/(Loss) after tax available for Equity Shareholders (Rs.)	236,555	315,967
c) Basic and Diluted Earnings Per Share (Rs.)	0.03	0.03
d) Nominal Value Per Share (Rs.)	10/-	10/-

The Company does not have any outstanding dilutive potential equity shares.

22 Previous year Figures

Previous Year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosures.

For K K KHADARIA & CO
CHARTERED ACCOUNTANTS

For and on behalf of the board

Sd/-
Ajay Daga
Partner

Sd/- V.K.Sodani 00403740 Chairman	Sd/- Anjana Soni 00401469 Director
---	--

Place: Mumbai
Dated: 30th May, 2015

Sd/- Deepal Shah Company Secretary	Sd/- Antima Soni CFO
---	-----------------------------------

SUCHITRA FINANCE & TRADING COMPANY LIMITED
Schedule appended to the Balance Sheet of a non-deposit taking
non-banking financial Company
[as required in terms of paragraph 13 of Non-Banking Financial
(Non-Deposit Accepting or Holding)
Companies Prudential Norms (Reserve Bank) Directions, 2007]

Liabilities Side :

	Amount Outstanding	(In Rs.) Amount Overdue
1. Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid:		
(a) Debentures : Secured	-	-
: Unsecured	-	-
(Other than falling within the meaning of public deposits*)		
(b) Deferred Credits	-	-
(c) Term Loans	-	-
(d) Inter-corporate loans and borrowing	60,890,933	-
(e) Commercial Paper	-	-
(f) Public Deposits	-	-
(g) Others Loans	-	-
		Amount outstanding
2. Break-up of Loans and Advances including bills receivables [other than those included in (3) below]		
(a) Secured		-
(b) Unsecured		86,875,285
3. Break up of Leased Assets and stock on hire and other assets counting towards AFC activities		
(i) Lease assets including lease rentals under sundry debtors :		
(a) Financial lease		-
(b) Operating lease		-
(ii) Stock on hire including hire charges under sundry debtors:		
(a) Assets on hire		-
(b) Repossessed Assets		-
(iii) Other loans counting towards AFC activities		
(a) Loans where assets have been repossessed		-
(b) Loans other than (a) above		-

4 **Break-up of Investments :**Current Investments :a. Quoted :

(i) Shares : (a) Equity	-
(b) Preference	-
(ii) Debentures and Bonds	-
(iii) Units of mutual funds	-
(iv) Government Securities	-
(v) Others (please specify)	-

b. Unquoted :

(i) Shares : (a) Equity	-
(b) Preference	-
(ii) Debentures and Bonds	-
(iii) Units of mutual funds	-
(iv) Government Securities	-
(v) Others (please specify)	-

-

Long Term investments :i. Quoted :

(i) Shares : (a) Equity	-
(b) Preference	-
(ii) Debentures and Bonds	-
(iii) Units of mutual funds	-
(iv) Government Securities	-
(v) Others (please specify)	-

ii. Unquoted :

(i) Shares : (a) Equity	478,999,645
(b) Preference	200,500,000
(ii) Debentures and Bonds	-
(iii) Units of mutual funds	-
(iv) Government Securities	-
(v) Others (please specify)	-

TOTAL

766,374,930

5 **Borrower group-wise classification of all leased assets, stock-on-hire and loans and advances (including other Current Assets)**

	Secured	Unsecured	Total
1. Related Parties			
(a) Subsidiaries	-	-	-
(b) Companies in the same group	-	-	-
(c) Other related parties	-	-	-
2. Other than related parties	-	86,875,285	86,875,285
TOTAL		86,875,285	86,875,285

6. **Investor group-wise classification of all investments (current and long term) in shares and securities**

(both quoted and unquoted):

Category	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)
1. Related Parties		
(a) Subsidiaries	-	-
(b) Companies in the same group	-	-
(c) Other related parties	104,266,073	104,600,000
2. Other than related parties	178,336,839	574,899,645
TOTAL	<u>282,602,912</u>	<u>679,499,645</u>

7. **Other information**

	Amount
(i) Gross Non-Performing Assets	-
(a) Related parties	-
(b) Other than related parties	-
(ii) Net Non-Performing Assets	-
(a) Related parties	-
(b) Other than related parties	-
(iii) Assets acquired in satisfaction of debt	-

For K K KHADARIA & CO
CHARTERED ACCOUNTANTS

For and on behalf of the board

Sd/-
Ajay Daga

Partner

Sd/-
V.K.Sodani
00403740
Chairman

Sd/-
Anjana Soni
00401469
Director

Place: Mumbai
Dated: 30th may, 2015

Sd/-
Deepal Shah
Company Secretary

Sd/-
Antima Soni
CFO

SUCHITRA FINANCE AND TRADING CO. LIMITED

Regd. Off: B/306-309, Dynasty Business Park, Opp. Sangam Cinema, Andheri (E), Mumbai- 400 059.
CIN NO.: L65910MH1981PLC234305, Tel. No. : 022- 61115222, Fax no.022-2822-7865

ATTENDANCE SLIP
THIRTY SECOND ANNUAL GENERAL MEETING
Wednesday, September 30th, 2015

Registered Folio/
DP ID and Client ID.

Name and address of the
Sole/ First Shareholder

Joint Holder 1

Joint Holder 2

I/ We hereby record my /our presence at the **THIRTY SECOND ANNUAL GENERAL MEETING of the Company at B/306-309, Dynasty Business Park, Opp. Sangam Cinema, Andheri (E), Mumbai- 400 059 on Wednesday, September 30th, 2015 at 11.00 a.m.**

**Member's folio /DP ID client
ID No.**

**Member's /Proxy name in Block
Letters.**

Members/Proxy Signature

NOTES:

- 1. Please complete the folio /DP ID/ Client ID No. and the name of the Member/ Proxy, sign this Attendance slip and hand it over, duly signed, at the entrance of the Meeting Hall.**
- 2. Shareholder/ Proxy holder desiring to attend the meeting should bring his/ her copy of the Annual Report for reference at the meeting.**

SUCHITRA FINANCE AND TRADING CO. LIMITED

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(Annexure to the Notice for the 32nd Annual General Meeting of the Company To Be held On 30th September, 2015)

Name & Registered Address
of Sole/First named Member:

Joint Holders Name (If any) :

Folio No. / DP ID & Client ID:

No. of Equity Shares Held :

Dear Shareholder,

Subject: Process and manner for availing E-voting facility:

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Annual General Meeting (AGM) to be held Wednesday, the 30th September, 2015 at 11.00 a.m. registered office of the Company at B/306-309, Dynasty Business Park, Opp. Sangam cinema, Andheri (E), Mumbai (M.H.) - 400 059 and at any adjournment thereof.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evotingindia.com>.

The Electronic Voting Particulars are set out below:

EVSN (Electronic Voting Sequence Number)	User ID	PAN / Sequence No.
150812019		

The E-voting facility will be available during the following voting period:

Remote e-Voting Start On	Remote e-Voting End On
27 th September, 2015 at 9:00 A.M. (IST)	29 th September, 2015 at 5:00 P.M. (IST)

Please read the instructions mentioned in the Notice of the AGM before exercising your vote.

**By Order of the Board
For Suchitra Finance & Trading Co. Ltd.**

Place: Mumbai
Date : 13th August, 2015

**Sd/-
Vinod Kumar Sodani
Chairman
DIN: 00403740**

Encl: AGM Notice/Attendance Slip/Proxy Form/Annual Report

SUCHITRA FINANCE AND TRADING CO. LIMITED

Regd. Off: B/306-309, Dynasty Business Park, Opp. Sangam Cinema, Andheri (E), Mumbai- 400 059.
CIN NO.: L65910MH1981PLC234305, Tel. No. : 022- 61115222, Fax no.022-2822-7865

**Form MGT-11
PROXY FORM**

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

THIRTY SECOND ANNUAL GENERAL MEETING (Wednesday, September 30th, 2015)

Name of the member (s) : _____

Registered address: _____

Email id: _____

Folio No./DP. ID Client ID no. _____

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/her

2. Name _____

Address: _____

E mail id: _____

Signature: _____ or failing him/her

As my/or proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32nd Annual General Meeting of the Company, to be held on Wednesday, September 30th, 2015 at 11.00 a.m. at the registered office of the Company and any adjournment thereof in respect of the resolutions as are indicated below.:-

Resolution No.	Description of Resolution	For	Against
Ordinary Business			
01	Ordinary Resolution for Adoption of the Audited Financial Statements for the year ended 31 st March, 2015 together with Directors Report and Auditors' Report thereon.		
02	Ordinary Resolution for Re-appointment of Mr. V.K. Sodani (DIN NO.00403740), who retires by rotation.		
03	Ordinary Resolution for Re-appointment of M/s K. K. Khadaria & Co. Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.		

Special Business			
04	Special Resolution for Authorization to take approval of Borrowing Limit under Sec 180(1)(c).		
05	Special Resolution for Authorization to take approval of Loan & Investment under Sec 186.		

Affixed
Revenue
Stamp

Signed this _____ day of _____, 2015.

Signature of the shareholder: _____

Signature of the First proxy holder

Signature of the Second proxy holder

NOTE:

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY WITHIN 48 HOURS FROM THE COMMENCEMENT OF THE MEETING.

If undelivered, please return to:

Suchitra Finance & Trading Co. Limited.

B/306-309, Dynasty Business Park,

Opp. Sangam cinema, Andheri(E),

Mumbai (M.H)- 400 059

Tel:- 022-61115222