

S & T  *Corporation Limited*

2011-2012

28th ANNUAL REPORT



BOARD OF DIRECTORS

Mr. Surendra T. Savai	Chairman & Managing Director
Mr. Ajay S. Savai	Joint Managing Director
Mr. Tejas. J. Bakhai	Director
Mr. Narayan. K. Bhatt	Director
Mr. Tejas. H. Shah	Director
Mr. Sharad. K. Sheth	Director
Mr. Rajesh. B. Patel	Director
Mr. Shantilal. L. Chengede	Director

Bankers

Dena Bank
ICICI Bank

Auditors

Pankaj Dalal & Associates
Chartered Accountants

Registered Office :

195, Walkeshwar Road, Teen Batti, Mumbai-400 006.

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S & T Corporation Limited
TWENTY EIGHTH ANNUAL REPORT
NOTICE

Notice is hereby given that the Twenty Eighth Annual General Meeting of the Members of Company will be held on Wednesday, 20th June 2012, at 12.00 noon at Mumbai Textile Merchants Mahajan Hall, 250, Sheikh Memon street, Zaveri Bazar, Mumbai - 400002.

ORDINARY BUSINESS:

1. To consider & adopt the Audited Accounts for the year ended 31st March 2012 together with Directors & Auditors Report thereon.
2. To Appoint a Director in place of Mr. T. H. Shah, who retires by rotation at this meeting & being eligible, offers himself for reappointment.
3. To Appoint a Director in place of Mr. S. K. Sheth, who retires by rotation at this meeting & being eligible, offers himself for reappointment.
4. To Appoint a Director in place of Mr. R. B. Patel, who retires by rotation at this meeting & being eligible, offers himself for reappointment.
5. To appoint Auditors & fix their remuneration.

SPECIAL BUSINESS

1. To consider and if thought fit, to pass with or without modification(s) the following resolution as **SPECIAL RESOLUTION :-**

“RESOLVED THAT Article No. 3 of Articles of Association of the company be altered in accordance with provisions of Section 31 of the Companies Act, 1956 & other applicable provisions wherever applicable as given hereunder :-

Article No. 3

The Authorized Share Capital of the Company shall be such amount and be divided into such shares as may, from time to time, be provided in clause V of Memorandum of Association with power to subdivide consolidate and increase and with power from time to time, to issue any shares of the original capital with and subject to any preferential qualified or special rights, privileges or conditions as may be, thought fit, and upon the sub-division of shares to apportion the right to participate in profits, in any manner as between the shares resulting from sub-division.

2. To consider and if thought fit, to pass with or without modification(s) the following resolution as **SPECIAL RESOLUTION:-**

“RESOLVED THAT pursuant to Section 16, Section 94 and all other applicable provisions of the (Rupee Five Crore) divided into 50,00,000 (Fifty Lacs) Equity share of Rs. 10/ each to Rs. 10,00, 00,000/- (Rupee Ten Crore) divided into 1,00,00,000 (One Crore) Equity shares of Rs. 10/- each.

By Order of the Board

Mumbai,
Date : 28th May, 2012

Surendra T. Savai
Chairman & Managing Director

NOTES:

A MEMBER ENTITLED TO ATTEND & VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND & VOTE INSTEAD OF HIMSELF & A PROXY NEED NOT BE A MEMBER.

THE PROXY FORM DULY COMPLETED & SIGNED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

THE REGISTER OF MEMBERS & SHARE TRANSFER BOOKS OF THE COMPANY WILL BE CLOSED FROM 14TH JUNE 2012 TO 20TH JUNE 2012 (BOTH DAYS INCLUSIVE)

Explanatory Statement Pursuant to Section 173(2) of the Companies Act

Item No. 1

The Board of Director of the Company intends to make Article No. 3 of Articles of association of the company in accordance with Clause V of Memorandum of Association of the company.

Alteration of Articles requires approval of the members by special resolution in legal Compliance of Section 31 of the Companies Act, 1956.

The board of directors of company recommends passing of the resolution as special Resolution.

None of the Directors of the Company is in any way concerned or interested in the above-said resolution.

Item No.2

The present authorised share capital of the Company is Rs. 5,00 00,000/- (Rupee Five Crore).

The growth of the Company's operations requires augmentation of fresh resources. Accordingly, increase in authorised share capital of the Company is recommended. Amendment in Clause V of the Memorandum is consequential.

Increase of Authorised Capital requires approval of the members by Special Resolution in legal Compliance of Section 94 of the Companies Act, 1956.

The board of directors of company recommends passing of the resolution as Special Resolution.

None of the Directors of the Company is in any way concerned or interested in the above-said resolution.

Item No. 3

As per the provisions of section 293(1) (d) of the Companies Act, 1956 the Board of Directors shall not except with the consent of the share holders in General Meeting , borrow moneys in the aggregate of Paid up capital and free reserves (reserves not set apart for any specific purpose).

Article 82 of Articles of Association of the Company provides for borrowing powers of the Board subject to such limits as may be approved by the shareholders.

The present borrowings are within the limits laid down under section 293(1)(d) of the Companies Act, 1956 as approved by the shareholders. Further, the consent of the shareholders is sought for to increase the said limit to meet the various expenditure of capital as well as revenue nature. Also, there is increase in the span of business and for its expansion; there is requirement of various funds. Hence, the Board thinks that with Company's plans for expansion it is necessary to secure the approval of the shareholders, which is solicited vide resolution No. 8.

The board of directors of company recommends passing of the resolution as Ordinary Resolution

None of the Directors of the Company is in any way concerned or interested in the above-said resolution.

By Order of the Board

Mumbai,
Date : 28th May, 2012

Surendra T. Savai
Chairman & Managing Director

DIRECTORS' REPORT

To,
The Members,
S & T Corporation Limited

Your Directors present herewith 28th Annual Report of your company together with Audited Accounts for the year ended 31st March 2012.

FINANCIAL RESULTS :

	Current year 2011-12	Previous year 2010-11
Sales	96,55,523	1,39,58,194
Other Income	37,59,579	8,17,959
Cost of Material Sold	83,69,940	1,21,72,552
Administrative & other expenses	29,61,335	15,00,831
Depreciation	53,412	39,541
Profit before Tax	20,30,415	10,63,229
Provision for Tax	4,50,000	2,06,000
Profit after Tax	15,69,368	6,62,968

2. DIVIDEND:

In view of past accumulated losses, your directors regret their inability to recommend any dividend.

3. FUTURE OUTLOOK:

AMALGAMATION

The Company has completed the amalgamation with Shubh Management Consultants Private Limited. High court has approved the Scheme of amalgamation and also the petition. Company received the High court order dated 30th March 2012. The same has also been filed with Registrar of Companies as per requirement of Companies Act.

Company is now awaiting the Certificate of Approval from Registrar of Companies which it shall receive in due course.

4. DIRECTORS:

Mr. T. H. Shah, Mr. S. K. Sheth & Mr. R. B. Patel, directors of the company retire at the ensuing Annual General Meeting & being eligible, offer themselves for reappointments.

5. PARTICULARS OF EMPLOYEES:

There were no employees pursuant to section 217(2A) of the companies act 1956, read with the companies (particulars of employees) rules 1975, as amended.

6. CONSERVATION OF ENERGY, TECHNOLOGY & FOREIGN EXCHANGE EARNINGS AND OUTGO.

As the company did not engage itself in manufacturing activities during the year under report, provisions relating to technology absorption & conversion of energy are not applicable, during the year under report, there were neither earnings nor out goes in foreign exchange.

7. DIRECTORS RESPONSIBILITY STATEMENT

As required under Section 217(2aa) of the companies Act, 1956, the Director state that:

- i) That in the preparation of the annual accounts, the applicable accounting standards have been followed & that no material departures have been made from the same.
- ii) That they have selected such accounting policies & applied them consistently & made judgments & estimates that are reasonable & prudent so as to give a true fair view of the state of affairs of the company.
- iii) That they have taken proper & sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the companies' act 1956 for safeguarding the assets of the company & for preventing & detecting fraud & other irregularities.
- iv) That they have prepared the annual accounts on a going concern basis.

8. SECRETARIAL COMPLIANCE CERTIFICATE

The Secretarial Compliance Certificate from practicing Company Secretary M/s Harshad Mane & Associates as require U/s 383(A) of the Company Act, 1956 as amended up to date.

9. AUDITORS

Your Directors recommend the appointment of M/S. Pankaj Dalal & Associates, Chartered Accountants whose term expire on ensuing Annual general meeting, as Statutory Auditors from the ensuing Annual General meeting till next annual general meeting and on remunerations as may be decided by the Chairman. You are requested to appoint them as auditors.

10. CORPORATE GOVERNANCE

Pursuant to clause 49 of the listing agreement (a) management discussion & analysis, (b) report of the directors on the practices prevalent on corporate governance in the company & (c) the Auditors certificate on compliance of mandatory requirements of corporate governance are given as an annexure to this report.

11. ACKNOWLEDGEMENT

Your directors wish to place on record their application for the efforts, hardwork, dedication and commitment put by employees at all levels as also for the valuble support by the bankers and other business

By Order of the Board

Mumbai,
Date : 28th May, 2012

Surendra T. Savai
Chairman & Managing Director

Management Discussion & analysis Report

Industry Structure & Developments

The stable economic growth that the country is witnessing is one of the major boosters for the real estate industry. Liberalization of the economy has been driving the sector towards further development. Furthermore, the influx of foreign investments and the growing middle class makes this sector highly attractive offering immense growth potential for the Company's business.

The growing urbanization of the Indian population has sparked an acute shortage of housing units.

RBI has recently started adopting loose monetary policy. Ease in interest rate is resulting in increase in Credit availability for real estate and also decline in EMIs due to the fall in housing finance rates and the availability of tax incentives on housing loans are increasing the need for housing units in cities and towns shall boost the business of the Company in real estate. There is an increasing demand from the growing IT/ITES sector, the retail industry, the entertainment and the hospitality & tours & travel industry as well. The Opportunity is huge.

The Company is planning to operate in a highly fragmented and competitive industry. Our competition varies depending on the size, nature and complexity of the project to be executed. The level of transparency and sharing of data among players is a potential concern. One of the main drivers of growth for real estate is the availability of finance at low rates. The threat of rising interest rates may dampen this growth. Increasing raw material prices is another area of concern. Construction involves a lot of pre-determined revenue valuation. Realization of this revenue is scattered across the period of construction. A significant threat that the real estate developers face is dealing with increase in raw material prices which may lead to spiraling costs. With superior methodologies, prior experience of the board of directors and improved processes and systems, the Company strives to differentiate itself and ensure strong growth and profitability.

Opportunities, Threats, Risks & Concerns

Your company has amalgamated Shubh Management Consultants Private Limited with itself. This has resulted in entrance of Company in the new business line of Real estate and construction. The procedure which initiated last year has been completed. Company has altered its Memorandum to commence new business of development of real estate business, construction, consultation in real estate, land development which shall increase the avenues of revenue generation for Company along with its existing business. The Company shall be benefited with the expertise and existence of Shubh Consultants over a period of time. The Authorised Capital of the Company is also proposed to be increased by approval of members in this general meeting from 5 Crores to 10 Crores which shall allow company to raise capital through additional equity shares/private placement.

Our business may be substantially affected by the prevailing economic conditions in India. A general slowdown in the economic growth in India could cause a delay in the execution of our projects. Our performance and the quality of our assets are necessarily dependent on the health of the overall Indian economy and the local economies.

All this bodes well for companies engaged in real estate development.

Segment-wise or product wise performance

Revenue for the Company was generated from interest & professional charges during the year. In Our Opinion Segment Reporting As Required Under Accounting Standard-17 Issued By The Institute Of Chartered Accountants Of India (ICAI) Is Not Applicable To the company

Outlook

Sustained growth factors like rising incomes and easy financing continue to supplement the growth of the real estate industry. The outlook for the Company remains upbeat. While your Company plans to continue with development in and around Mumbai, we also plan to target high-growth markets across India. The Company is currently exploring many projects and intends take advantage of all the opportunities coming its way, which it can further scale up and leverage its business.

Internal Control Systems & their adequacy

Your company's internal control system is well defined & is commensurate with the size & nature of the business.

Financial Performance

The financial performance of the company is given separately in the Directors Report.

Material developments in Human Resources/Industrial Relations front

There were no material developments in relation to human resources/industrial relations in your company as the company has minimum employee strength. The company has on its roll 2 employees & the rest of the operations are carried through board of directors.

Cautionary Statement

The above statements are as perceived by the directors based on the current scenario & the input available. Any extraneous developments & force majeure conditions may have an impact on the above perceptions.

REPORT ON CORPORATE GOVERNANCE

The guidelines on corporate Governance as per listing agreement with Stock Exchanges are applicable to the Company for the Year 2011-12. The Company has been following steps towards implementation of the corporate governance.

Company's Philosophy on Corporate Governance

Corporate Governance is to combination of voluntary practice and compliance with laws and regulations Leading to effective control and management of the Company. Good Corporate Governance leads to long term shareholder value and enhances the interest of other stake holders. It brings into focus the fiduciary and the trusteeship role of the Board to align and direct the actions of the organization keeping in mind the interest of the shareholders and the society.

Board of Directors

(a) Composition/ Category of Directors

Name	Designation	No. of Board Meeting during the period	Last AGM Attended
Mr. Surendra T Savai	Chairman	7	yes
Mr. Ajay S Savai	Director	7	yes
Mr. Tejas J Bakhai	Director	7	yes
Mr. Narayan K Bhatt	Director	7	yes
Mr. Sharad K Sheth	Director	7	yes
Mr. Rajesh B Patel	Director	7	yes
Mr. Tejas H Shah	Director	7	yes
Mr. Shantilal L Chengde	Director	7	yes

(b) Number of Board Meeting held during the year 2011-12

The Board of the Company met 7 times during the period from 1 st April, 2011 to 31st March, 2012 on the following dates; i.e. 8th April 2011, 30th April 2011, 31st July 2012, 1st August 2011, 30th October 2011, 27th November 2010, 31st January 2012.

(c) The members of the Board have been provided with the requisite information mentioned in the listing agreement well before the Board Meeting and same were dealt with appropriately, None of the Directors is disqualified for appointment as Director under any of the provisions of the Companies Act, 1996.

Board Committees

The Board has constituted following Committees of Directors:

Shareholders Grievance Committee:

Mr. Tejas Bakhai - Chairman
Mr. Sharad Sheth - Director
Mr. Tejas Shah - Director

Audit Committee:

Mr. Ajay Savai - Chairman
Mr. Narayan Bhatt - Director
Mr. Shantilal. Chengade - Director

Remuneration Committee:

Mr. Surendra Savai - Chairman
Mr. Rajesh Patel - Director
Mr. Narayan Bhatt - Director

Annual General Meetings:

The details of the previous three Annual General Meetings held by the Company are as under:

Date of AGM	Place of AGM	Time	Book Closure Date
30/09/09	Mumbai Textile Merchants Hall	12.00 p.m.	07/09/09 to 14/09/09
30/09/10	Mumbai Textile Merchants Hall	12.00 p.m.	20/09/10 to 27/09/10
30/09/11	Mumbai Textile Merchants Hall	12.00 p.m.	23/09/10 to 30/09/10

Special Resolutions

There were no Special resolution passed in Annual General meetings.

Subsidiaries:

The Company does not have any subsidiary.

Means of Communications:

The annual, half yearly and quarterly results and share distribution statements are generally submitted to the Mumbai Stock Exchange

General Shareholder Information:

Listing of Shares on Stock Exchanges & Information regarding Registrars & Transfer Agents:

The shares of the Company are listed in the Mumbai. The Company has been paying the listing fees of Mumbai Stock Exchange regularly.

The company has entered into agreement with M/S. Sharex Dynamic (India) Pvt. Ltd. & has appointed them share transfer agent.

Market Price Data:

During the Year ended 31ST March 2012, there was no trading in Companies Share.

Share Transfer System:

The company's shares are present in physical form only, Shares sent for transfer in physical form are registered by the share transfer agent within 30 days of receipt of the documents, if the documents are founded in order, and shares under objection are return within two weeks. However company is making necessary steps to convert share in demat form.

Financial Calendar, 2012-13:

First quarterly results	:	last week of July
Second quarterly results	:	last week of October
Third quarterly results	:	last week of January
Fourth Quarterly Audited Annual Results	:	last week of May / June
Annual General Meeting for the year 2012	:	20 th June 2012
Date of book closure of last year	:	14 th June 2012 to 20 th June 2012.

Distribution of Shareholding:

The distribution of shareholding as on 31st March, 2012 is given below:

DISTRIBUTION SCHEDULE

S & T CORPORATION LIMITED

DATE : 31-03-2012

Share Holding of Nominal Value of		No. of Share Holders		Share Account	
Rs.	Rs.	Number	% to Total	(In Rs.)	% to Total
Upto	— 5,000	21,543	97.28	26,782,500	57.15
5,001	— 10,000	425	1.92	3,747,000	7.99
10,001	— 20,000	113	0.51	1,758,000	3.75
20,001	— 30,000	32	0.14	843,000	1.80
30,001	— 40,000	7	0.03	260,000	0.55
40,001	— 50,000	12	0.05	565,000	1.20
50,001	— 1,00,000	10	0.05	790,000	1.69
1,00,001 & Above		5	0.02	12,124,000	25.87
TOTAL		22147	100%	4,68,69,500	100%

By Order of the Board

Mumbai,
Date : 28th May, 2012

Surendra T. Savai
Chairman & Managing Director

CERTIFICATE OF COMPLIANCE OF CORPORATE GOVERNANCE

To,
The Shareholders of
S & T Corporation Limited
(Formerly Manav Yarn Products Limited)

We have examined the compliance of conditions of Corporate Governance by S&T Corporation Ltd, for the year ended on 31st March 2012. As stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our Examination was limited to proceeds and 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 our information and explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement, except for the followings :-

- 1) Quarterly results are not published in News papers; however the same were submitted with stock exchange.
- 2) The Company has not appointed full time Company Secretary as required by Section 383A Companies Act but avails the services of practicing Company Secretary as and when required.

As informed, by management there is no unresolved investor/shareholder complaint.

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

Mumbai,
Date : 28th May, 2012

For Pankaj Dalal & Associates
Chartered Accountants
FRN : 107347W

CA. Pankaj Dalal
Proprietor
Membership No. 41233

Pankaj Dalal & Associates
Chartered Accountants

AUDITORS' CERTIFICATE

We have verified the above Cash Flow Statement of S & T CORPORATION LIMITED for the year ended on 31st March, 2012. The statement has been prepared by the company in accordance with the requirement of Clause 32 with Stock Exchange and is based on and in agreement with corresponding Profit & Loss and Balance Sheet of the Company covered by our report of even date to the members of the Company.

Mumbai,
Date : 28th May, 2012

For M/S. Pankaj Dalal & Associates
Chartered Accountants
FRN : 107347W

CA. Pankaj Dalal
Proprietor
Membership No. 41233

AUDITOR'S REPORT

**Auditor's Report to the Members of
S & T Corporation Limited
Mumbai.**

We have audited the attached Balance Sheet of S & T CORPORATION LTD. As at 31st March, 2012 and also the Profit and Loss Account for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

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

As required by the Companies (Auditor's Report) Order, 2003. Issued by the Central Government in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.

Further to our comments in the Annexure referred to above, we report that:

- i. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
- ii. In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books;
- iii. The Balance Sheet and Profit and Loss Account dealt with by this report are in agreement with the books of account;
- iv. In our opinion, the Balance Sheet and Profit and Loss Account dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
- v. In our opinion, there was no cess payable under section 441A
- vi. On the basis of written representations received from the directors, as on 31st March, 2012, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March 2012 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;

In our opinion and to the best of our information and according to the explanations given to us, subject to the said accounts, read together with notes thereon, give the information required by the Companies Act, 1956 in the manner so required and gives a true and fair view in conformity with the accounting principles generally accepted in India:

- a. in the case of the Balance Sheet, of the state of affairs of the company as at 31st March, 2012; and
- b. in the case of Profit and Loss Account of the Profit for the year ended on that date.

Mumbai,
Date : 28th May, 2012

For M/S. Pankaj Dalal & Associates
Chartered Accountants
FRN : 107347W

CA. Pankaj Dalal
Proprietor
Membership No. 41233

ANNEXURE TO THE AUDITOR'S REPORT

Re: **S & T CORPRATION LTD.**

Annexure Referred to in paragraph 3 of our report of even date.

1. Fixed Assets

- a. The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b. All the assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.

2. Inventory

- a. The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- b. The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- c. On the basis of our examination of the records of inventory, we are of the opinion that the company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material.

3. Loans taken / granted by the Company

- a. The company has not taken any loans from companies, firm and other parties covered in the Register maintained under Section 301 of the Companies Act, 1956.
- b. The following are the particulars of loans granted by the company to companies, firms and other parties covered in the register maintained under section 301 of the companies act, 1956:

S. N.	Name of Party	Relationship with Company	Amount (in ₹)	Year End Balance (in ₹)
1	Victory Realtors - loan Account	Partnership Firm	12,67,533/-	8,71,386/-
2	Victory Realtors - Partners Contribution Towards Capital	Partnership Firm	12,000/-	Nil
3	Rajyog Enterprise - loan Account	Partnership Firm	2,30,13,136/-	2,26,74,118/-
4	Rajyog Enterprise - Partners Contribution Towards Capital	Partnership Firm	27,000/-	27,000/-
5	Rajyog Construction - loan Account	Partnership Firm	5,75,67,416/-	4,45,17,416/-
6	Rajyog Construction - Partners Contribution Towards Capital	Partnership Firm	2,200/-	2,200/-

- b. In our opinion, the rate of interest and other terms and conditions on which loans have been taken from/granted to companies, firm or other parties listed in the registers maintained under Section 301 of the Companies Act, 1956 are not, prima facie, prejudicial to the interest of the company.

4. Internal Control over purchase of inventory and fixed assets and for sale of goods

In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal controls.

5. Transactions with parties listed u/s 301 of the Companies Act, 1956

- a. Based on the audit procedure applied by us and according to the information and explanations provided by the management, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 have been so entered.
- b. In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the registers maintained under section 301 and exceeding the value of five lakhs rupees in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.

6. Deposits from the public

In our opinion, and according to the information and explanation given to us, the provisions of section 58A of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975, are not applicable to the company.

7. Internal Audit System

In our opinion, the company has an internal audit system commensurate with the size and nature of its business.

8. Cost Records

The Central Government has not prescribed the maintenance of cost records under section 209(1) (d) of the Companies Act, 1956.

9. Statutory Dues

- a. According to the records of the company, the company is regular in depositing with appropriate authorities, undisputed statutory dues including provident fund, investor education protection fund, employees' state insurance, income-tax, sales-tax, wealth-tax, custom duty, excised-duty, cess and other material statutory dues applicable to it.
- b. According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, sales tax, custom duty and excise duty were outstanding, as at 31/03/2012 for a period of more than six months from the date they became payable.
- c. According to the records of the company, there are no dues of sale tax, income-tax, customs tax/wealth-tax, excise duty/cess which have not been deposited on account of any dispute..

10. Sick Company

In our opinion, the accumulated losses of the company are not more than fifty percent of its net worth. The company has not incurred any cash losses during the financial year covered by our audit & in the immediately preceding financial year.

11. Default in Financial dues

Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of dues to financial institution, bank or debenture holders in the financial year covered by our audit.

12. Documents in respect of loans granted

Based on our examination of documents and records, we are of the opinion that the company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.

13. Chit funds/Nidhi/Mutual benefit fund/society

In our opinion, the company is not a chit fund or a nidhi mutual benefit fund/society. Therefore the provisions of clause 4(xiii) of the Companies (Auditors Reports) Order, 2003 are not applicable to the company.

14. Companies dealing/trading of shares and other instruments

Based on our examination of the records and evaluation of the related internal controls In our opinion the company is not dealing/trading in shares & other securities in the financial year covered by our audit.

15. Guarantees for Loans

Based on our examination of documents and records, we are of the opinion that the company has not given any guarantees for loans taken by others from banks or financial institutions.

16. End use of Term Loans

According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that no term loan funds were raised by the company.

17. Short-term & Long-term Investment

According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that no funds raised on short-term basis have been used for long-term investment. No long-term funds have been used to finance short-term assets except permanent working capital.

18. Preferential Allotment

According to the information and explanations given to us, the company has not made any preferential allotment of shares of parties and companies covered in the register maintained under section 301 of the Act.

19. Debentures

According to the information and explanation given to us, during the period covered by our audit report, the company has not issued any debentures.

20. End use of Public Issues

According to the information and explanation given to us, during the period covered by our audit report, the company has not raised any money by way of public issue.

21. Frauds

Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the company has been noticed or reported during the course of our audit.

Mumbai,
Date : 28th May, 2012

For M/S. Pankaj Dalal & Associates
Chartered Accountants
FRN : 107347W

CA. Pankaj Dalal
Proprietor
Membership No. 41233

BALANCE SHEET AS AT 31ST MARCH, 2012

Particulars		Note No.	As at 31 March, 2012 ₹	As at 31 March, 2011 ₹
A	EQUITY AND LIABILITIES			
1	Shareholders' funds			
	(a) Share capital	1	21,653,710	46,869,500
	(b) Reserves and surplus	2	56,219,185	-24,543,945
			77,872,895	22,325,555
2	Share application money pending allotment	3	42,008,700	-
3	Non-current liabilities			
	(a) Long-term borrowings		-	-
	(b) Deferred tax liabilities (net)		-	-
	(c) Other long-term liabilities		-	-
	(d) Long-term provisions		-	-
			-	-
4	Current liabilities			
	(a) Short-term borrowings		-	-
	(b) Trade payables		-	-
	(c) Other current liabilities	4	84,000	30,000
	(d) Short-term provisions	5	26,06,000	206,000
			2,690,000	236,000
	TOTAL		122,571,595	22,561,555
B	ASSETS			
1	Non-current assets			
	(a) Fixed assets			
	(i) Tangible assets	6.A	904,613	933,725
	(ii) Intangible assets	6.B	37,066,500	-
	(iii) Capital work-in-progress		-	-
	(iv) Intangible assets under development		-	-
	(v) Fixed assets held for sale		-	-
			37,971,113	933,725
	(b) Non-current investments	7	29,200	17,000
	(c) Deferred tax assets (net)		-	-
	(d) Long-term loans and advances		-	-
	(e) Other non-current assets		-	-
			29,200	17,000
2	Current assets			
	(a) Current investments		-	-
	(b) Inventories		-	-
	(c) Trade receivables	8	90,870	298,100
	(d) Cash and cash equivalents	9	946,640	1,007,014
	(e) Short-term loans and advances	10	83,520,512	20,305,716

BALANCE SHEET AS AT 31ST MARCH, 2012

Particulars		Note No.	As at 31 March, 2012 ₹	As at 31 March, 2011 ₹
(f)	Other current assets	11	13,260	-
TOTAL			84,571,282	21,610,830
See accompanying notes forming part of the financial statements			122,571,595	22,561,555

As per our report of even date

For Pankaj Dalal & Associates

Chartered Accountants

FRN : 107347W

Pankaj N. Dalal

Proprietor

Membership No. 041233

Place : Mumbai

Date : 28th May, 2012

For & on behalf of the Board of Directors

Surendra T. Savai

Chairman & Managing

Director

Ajay S. Savai

Jt. Managing Director

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH, 2012

Particulars		Note No.	As at 31 March, 2012 ₹	As at 31 March, 2011 ₹
A	CONTINUING OPERATIONS			
1	Revenue from operations (gross)	12	13,415,102	14,776,153
	Less: Excise duty		-	-
	Revenue from operations (net)		13,415,102	14,776,153
2	Other income		-	-
3	Total revenue (1+2)		13,415,102	14,776,153
4	Expenses			
	Purchases of stock-in-trade	13	8,369,940	12,172,552
	Employee benefits expense	14	717,193	502,495
	Depreciation and amortisation expense	6.C	53,412	39,541
	Other expenses	15	2,244,142	998,336
	Total expenses		11,384,687	13,712,924
5	Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4)		2,030,415	1,063,229
6	Exceptional items		-	-
7	Profit / (Loss) before extraordinary items and tax (5 + 6)		2,030,415	1,063,229
8	Extraordinary items		-	-
9	Profit / (Loss) before tax (7 + 8)		2,030,415	1,063,229
10	Tax expense:			
	Current tax expense for current year		450,000	206,000
	Current tax expense relating to prior years		11,047	194,261
	Net current tax expense		461,047	400,261
11	Profit / (Loss) from continuing operations (9 + 10)		1,569,368	662,968
12	Profit / (Loss) from discontinuing operations		-	-
C	TOTAL OPERATIONS		1,569,368	662,968
13	Profit / (Loss) for the year		1,569,368	662,968

As per our report of even date

For Pankaj Dalal & Associates

Chartered Accountants

FRN : 107347W

Pankaj N. Dalal

Proprietor

Membership No. 041233

Place : Mumbai

Date : 28th May, 2012

For & on behalf of the Board of Directors

Surendra T. Savai

Chairman & Managing

Director

Ajay S. Savai

Jt. Managing Director

NOTE : 1 - FORMING PART OF ACCOUNTS

Particulars	As at 31 March, 2012		As at 31 March, 2011	
	Number of shares	₹	Number of shares	₹
(a) Authorised 50,00,000 Equity shares of ₹ 10/- each	50,00,000	50,000,000.00	50,00,000	50,000,000
(b) Issued 21,65,371 Equity shares of each with voting rights	2,165,371	21,653,710	4,686,950	46,69,500
(c) Subscribed and fully paid up 21,65,371 Equity shares of ₹ 10/- each with voting rights	2,165,371	21,653,710	4,686,950	46,869,500
(d) Subscribed but not fully paid up	-	-	-	-
Total	2,165,371	21,653,710	4,686,950	46,869,500

NOTE:

1. PESUANT TO SCHEME OF AMALGAMATION OF SHUBH MANAGEMENT CONSULANTANTS PVT. LTD

APPROVED BY HIGH COURT BOMBAY ORDER DATED 30/03/2012, ISSUED SUBSCRIBED & PAID UP CAPITAL STANDS REDUCED BY RS.5.38 PER SHARE & SHALL BE CONSOLIDATED TO MAKE THEM PAID UP TO ₹ 10 EACH I.E. 21,65,371 EQUITY SHARES OF ₹ 10/- EACH FULLY PAID UP P.Y. 46,86,950 EQUITY SHARES OF ₹ 10/- EACH FULLY PAID-UP

Share Capital Reco

(l) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	Opening Balance	Fresh issue	Bonus	ESOP	Conversion	Buy Back	Other Changes	Closing Balance
Equity shares with voting rights							Persuant	
Year ended 31 March, 2012							To Scheme Approved By High Court Bombay Reduction on 30/3/2012 in Capital W.e.f 01/04/10	
- Number of shares	4,686,950							2,165,371
- Amount ₹	46,869,500							21,653,710
Year ended 31 March, 2011								
- Number of shares	4,686,950							4,686,950
- Amount ₹	46,869,500							46,869,500

NOTE : 2 - RESERVES AND SURPLUS

Particulars	As at 31 March, 2012 ₹	As at 31 March, 2011 ₹
AMALGAMATION RESERVE	48,482,268	-
Other reserves		
Opening balance	18,068,379	18,068,379
Add: Additions / transfers during the year	-	-
Less: Utilisations / transfers during the year AS PER THE SCHEME APPROVED BY HIGH COURT BOMBAY ORDER DATED 30/03/2012	18,068,379	-
Closing balance	-	18,068,379
Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	(42,612,324)	(43,275,292)
Add: Profit / (Loss) for the year	1,569,368	662,968
Add: Acquired from Shubh Management Consultants Pvt. Ltd.	5,495,704	
LESS: REDUCTION PERSUANT TO SCHEME APPROVED BY HIGH COURT ORDER DATED 30/03/2012	43,284,169	-
Closing balance	7,736,917	(42,612,324)
Total	56,219,185	(24,543,945)

NOTE:

PERSUANT TO SCHEME OF AMALGAMATION OF SHUBH MANAGEMENT CONSULTANTS PRIVATE LTD. APPROVED BY HIGH COURT BOMBAY VIDE ITS ORDER DATED 30/03/2012, THE VALUE OF THE NET ASSETS OF THE TRANSFEROR COMPANY OVER THE PAID UP VALUE OF EQUITY SHARES TO BE ISSUED IS CREDITED TO AMALGAMATION RESERVE.

NOTE : 3 - SHARE APPLICATION MONEY PENDING ALLOTMENT

PESUANT TO SCHEME OF AMALGAMATION OF SHUBH MANAGEMENT CONSUULTANTS PVT. LTD. WITH THE COMPANY, HAS TO ALLOT 42,00,870 EQUITY SHARES OF RS. 10/- EACH TO THE SHARE HOLDERS OF SHUBH MANAGEMENT CONSUULTANTS PVT. LTD.

THE COMPANY NEEDS TO INCREASE THE AUTHORISED CAPITAL TO COVER THE ALLOTMENT OF THESE SHARES, PENDING ALLOTMENT APPLICATION MONEY PENDING ALLOTMENT.

NOTE : 4 - OTHER CURRENT LIABILITIES

Particulars	As at 31 March, 2012 ₹	As at 31 March, 2011 ₹
(j) Other payables		
LEGAL & PROFESSIONAL FEES PAYABLE	30,000	-
AUDIT FEES PAYABLE	54,000	30,000
TOTAL	84,000	30,000

NOTE : 5 - SHORT-TERM PROVISIONS

Particulars	As at 31 March, 2012 ₹	As at 31 March, 2011 ₹
Provision - Others:		
(i) Provision for tax	2,606,000	206,000
TOTAL	2,606,000	206,000

SCHEDULE FORMING PART OF ACCOUNTS
NOTE : 6 - FIXED ASSETS

Tangible Assets	Balance as at 1 April, 2011	Additions	Disposals	Acquisitions through Business Combinations	Reclassified as held for sale	Revaluation increase	Effect of foreign currency exchange differences	Borrowing cost capitalised	Other Adjustments	Balance as at 31 March, 2012
Buildings Own use	800,200									800,200
Furniture & Fixtures Owned	1,937,074									1,937,074
Vehicles Owned	1,034,061									1,034,061
Office equipment Owned	1,257,834									1,257,834
Total	5,029,169									5,029,169
Previous Years	20,529,169									5,029,169

Tangible Assets	Balance as at 1 April, 2011	Depreciation / Amortisation expense for the year	Eliminated on Disposal of assets	Eliminated on reclassification as held for sale	Impairment losses recognised in statement of profit and loss	Reversal of impairment losses recognised in Statement of Profit & Loss	Other Adjustments	Balance as at 31 March, 2012	Balance as at 31 March, 2012	Balance as at 31 March, 2011
Buildings Own use	-							0	800,200	800,200
Furniture & Fixtures Owned	1,850,462	15,677						1,863,139	70,935	86,612
Vehicles Owned	1,033,108	247						1,033,355	706	953
Office equipment Owned	1,211,874	13,188						1,225,062	32,772	45,960
Total	4,095,444	29,112						4,124,556	904,613	933,725
Previous Years	4,055,903	39,541						4,095,544	933,725	16,473,266

SCHEDULE FORMING PART OF ACCOUNTS
NOTE- '6' : FIXED ASSETS

Intangible Assets	Balance as at 1 April, 2011	Additions	Disposals	Acquisitions through Business Combinations	Reclassified as held for sale	Revaluation increase	Effect of foreign currency exchange differences	Borrowing cost capitalised	Other Adjustments	Balance as at 31 March, 2012
(a) Goodwill	0	37,066,500								37,066,500
Total	-	37,066,500								37,066,500
Previous Years										

Tangible Assets	Balance as at 1 April, 2011	Depreciation / Amortisation expense for the year	Eliminated on Disposal of assets	Eliminated on reclassification as held for sale	Impairment losses recognised / (reversed) in Statement of Profit and Loss	Other Adjustments	Balance as at 31 March, 2012	Balance as at 31 March, 2012	Balance as at 31 March, 2011
(a) Goodwill	0	0	0	0	0	0	0	37,066,500	
Total								37,066,500	
Previous Years									

NOTE:

AS PER THE ACCOUNTING STANDARD 14 (ACCOUNTING FOR AMALGAMATION) EXCESS OF CONSIDERATION OVER VALUE OF NET ASSETS ACQUIRED ON AMALGAMATION IS RECOGNISED AS GOODWILL

FIXED ASSETS

C. Depreciation and amortisation relating to continuing operations:

Particulars	For the year ended 31 March, 2012 ₹	For the year ended 31 March, 2011 ₹
Depreciation and amortisation for the year on tangible assets	29,112	39,541
Depreciation and amortisation for the year on intangible assets	-	-
Less: Utilised from revaluation reserve	-	-
Preliminary Expenses W/off	24,300	-
Depreciation and amortisation relating to continuing operations	53,412	39,541

NOTE : 7 - NON-CURRENT INVESTMENTS

Particulars	As at 31 March, 2012			As at 31 March, 2011		
	Quoted ₹	Unquoted ₹	Total ₹	Quoted ₹	Unquoted ₹	Total ₹
Investments (At cost):		29,200.00	29,200.00		17,000.00	17,000.00
(d) Investment in partnership firms (Refer Note below)						
Total - Trade (A)		29,200.00	29,200.00		17,000.00	17,000.00

Note : Other details relating to investment in partnership firms

Name of the firm	As at 31 March, 2012		As at 31 March, 2011	
	Total capital Investment	Share in the profits of the firm	Total capital Investment	Share in the profits of the firm
1 Rajyog Enterprise	27,000	27%	5,000	5%
2 Rajyog Construction	2,200	22%	-	-
3 Victory Realtors	-		12,000	12%

NOTE : 8 - TRADE RECEIVABLES

Particulars	As at 31 March, 2012 ₹	As at 31 March, 2011 ₹
Trade receivables outstanding for a period exceeding six months from the date they were due for payment		
Secured, considered good	-	-
Unsecured, considered good	-	-
Doubtful	-	-
Less: Provision for doubtful trade receivables		
Other Trade receivables		
Secured, considered good	-	-
Unsecured, considered good	90,870	298,100
Doubtful	-	-
Less: Provision for doubtful trade receivables		
Total	90,870	298,100

Note : Trade receivables include debts due from:

Particulars	As at 31 March, 2012 ₹	As at 31 March, 2011 ₹
Directors *	-	-
Other officers of the Company *	-	-
Firms in which any director is a partner (give details per firm)	-	-
Private companies in which any director is a director or member (give details per company)	-	-
	-	-

NOTE : 9 - CASH & CASH EQUIVALENTS

Particulars	As at 31 March, 2012 ₹	As at 31 March, 2011 ₹
Cash on hand	377,411	236,779
Balances with banks		
(i) In current accounts	569,229	770,235
Total	946,640	1,007,014

NOTE : 10 SHORT-TERM LOANS & ADVANCES

Particulars	As at 31 March, 2012 ₹	As at 31 March, 2011 ₹
Loans and advances to related parties		
Unsecured, considered good		
VICTORY REALTORS	871,386	456,226
RAJYOG ENTERPRISE	22,674,118	18,575,000
RAJYOG CONSTRUCTION	44,517,416	-
Less: Provision for doubtful loans and advances	-	-
	68,062,920	19,031,226
Others		
Unsecured, considered good		
CHIRAG H SHAH	1,500,000	-
M J GANDHI	600,000	600,000
SHRADHA VIVEK MANIAR	3,410,000	-
SHETH REALITY	2,500,000	-
VARSH CORPORATION	4,700,000	-
CLEAR GRIP TRVEL SERVICES PVT. LTD	-	1,267
SHANTILAL CHANDALIA & CO.	-	1,150
TRACK INDIA PVT. LTD.	54,219	54,219
DEPOSIT FOR OFFICE PREMISES	384,000	384,000
DEPOSIT WITH SALES TAX DEPARTMENT	2,000	2,000
INCOME TAX	2,235,977	175,000
SERVICE TAX	25,750	25,750
TDS	45,646	31,104
Less: Provision for other doubtful loans and advances	-	-
	15,457,592	1,274,490
Total	83,520,512	20,305,716

Note : Short-term loans and advances include amounts due from:

Particulars	As at 31 March, 2012 ₹	As at 31 March, 2011 ₹
Firms in which any director is a partner		
VICTORY REALTORS	871386	456226
RAJYOG ENTERPRISE	22674118	18575000
RAJYOG CONSTRUCTION	44517416	-
Total	68,062,920	19,031,226

Note : Loans & Advances Are Subject to Confirmations

NOTE : 11 - OTHER CURRENT ASSETS

Particulars	For the year ended 31 March, 2012 ₹	For the year ended 31 March, 2011 ₹
c Unamortised expenses	13,260	-
(i) Preliminary Expenses		
Total	13,260	-

NOTE : 12 - REVENUE FROM OPERATIONS

Particulars	For the year ended 31 March, 2012 ₹	For the year ended 31 March, 2011 ₹
Sale of products	9655523	13958194
Other operating revenues	3759579	817959
<u>Less:</u>		
Excise duty	-	-
Total	13,415,102	14,776,153

Particulars	For the year ended 31 March, 2012 ₹	For the year ended 31 March, 2011 ₹
<u>Traded goods</u>	9,655,523	13,958,194
AIRTICKETS		
Total - Sale of traded goods	9,655,523	13,958,194
Total - Sale of products	9,655,523	13,958,194
Other operating revenues		
INTEREST INCOME	2,897,940	503,518
SHARE OF PROFIT FROM PARTNERSHIP FIRM*	750,467	-
COMMISSION INCOME	111,172	310,937
MISC. INCOME	-	3,504
Total - Other operating revenues	3,759,579	817,959

Note: *The Share of Profit for the year ended 31/03/2012 from the firms in which company is partner not accounted for as the books of accounts of the firms are not finalised.

NOTE : 13 - PURCHASE OF TRADED GOODS

Particulars	For the year ended 31 March, 2012 ₹	For the year ended 31 March, 2011 ₹
AIRTICKETS	8,369,940	12,172,552
Total	8,369,940	12,172,552

NOTE : 14 - EMPLOYEE BENEFITS EXPENSE

Particulars	For the year ended 31 March, 2012 ₹	For the year ended 31 March, 2011 ₹
Salaries and wages	717,193	502,495
Total	717,193	502,495

NOTE : 15 - OTHER EXPENSES

Particulars	For the year ended 31 March, 2012 ₹	For the year ended 31 March, 2011 ₹
Power and fuel	120,955	49,696
Repairs and maintenance - Others *	29,315	13,541
Insurance	14,187	26,434
Communication *	206,444	59,130
Travelling and conveyance *	32,690	20,156
Printing and stationery*	130,695	127,278
Legal and professional *	606,877	283,846
Payments to auditors	60,000	30,000
Directors Remuneration	200,000	-
Advertisement	480,246	288,384
Bank charges	1,272	6,901
Computer expenses	8,426	18883
Demat charges	-	1,069
Listing fees	16,545	11,030
Postage	134,805	18,383
Professional tax	2,600	2,500
Membership fees	4,611	-
News & periodicals	1,626	-
Tour cancellation charges	84,740	-
Miscellaneous expenses *	108,108	41,105
Total	2,244,142	998,336

NOTE : 15 - OTHER EXPENSES (CONTD.)

Particulars	For the year ended 31 March, 2012 ₹	For the year ended 31 March, 2011 ₹
(i) Payments to the auditors comprises (net of service tax input credit, where applicable):		
As auditors - statutory audit	60,000	30,000
Total	60,000	30,000

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2012

Particulars	For the year ended 31 March, 2012 ₹	For the year ended 31 March, 2011 ₹
CASH FLOW FROM OPERATING ACTIVITIES		
NET PROFIT	1,569,368	662,969
DEPRECIATION	29,112	39,541
	1,598,480	702,510
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		
INCREASE/DECREASE IN SUNDRY DEBTORS	207,230	-276,700
INCREASE/DECREASE IN SUNDRY CREDITORS	2,454,000	-2,604,000
INCREASE/DECREASE IN LOANS & ADVANCES	-63,228,056	-9,815,120
A	-58,968,346	-11,993,310
CASH FLOW FROM INVESTING ACTIVITIES		
INCREASE/DECREASE IN INVESTMENT	-12,200	-
INCREASE/DECREASE IN FIXED ASSETS	-	15,500,000
ADJUSTMENTS IN VIEW OF MERGER	58,920,172	-
B	58,907,972	15,500,000
CASH FLOW FROM FINANCING ACTIVITIES		
INCREASE/DECREASE IN UNSECURED LOANS	-	-3,200,000
C	-	-3,200,000
NET INCREASE IN CASH & CASH EQUIVALENTS (A+B+C)	-60,374	306,690
OPENING BALANCE OF CASH & CASH EQUIVALENT ON 01/04/11	1,007,014	700,324
CLOSING BALANCE OF CASH & CASH EQUIVALENT ON 31/03/12	946,640	1,007,014

Place : Mumbai
Date : 28th May, 2012

For Pankaj Dalal & Associates
Chartered Accountants
FRN : 107347W

CA. Pankaj N. Dalal
Proprietor
Membership No. 041233

SIGNIFICANT ACCOUNTING POLICIES & NOTES TO ACCOUNTS AS AT 31/03/2012

1. The Financial statements have been prepared under the historical cost convention, in accordance with the generally accepted accounting principles & the provisions of the companies act 1956. As adopted by the company.
2. Revenue/Income and Cost/Expenditure are generally accounted on accrual as and when they are earned or incurred. In case of fee based income, revenue is recognized based on the stage of completion of assignment and the bills raised.
3. Fixed assets are stated at cost of acquisition less accumulated depreciation.
4. Depreciation on fixed assets is provided at the rates & in the manner prescribed in schedule XIV of the company's act 1956.
5. Inventory of finished goods is valued at cost or net realizable value whichever is lower.(As taken, valued & certified by the management)

6) Turnover	<u>2011 - 2012</u>		<u>2010 - 2011</u>	
Purchases-Air Tickets	297 Nos	Rs. 96,55,523.00	476 Nos	Rs. 1,21,72,551.00
Sales-Air Tickets	297 Nos	Rs. 83,69,940.00	476 Nos	Rs. 1,39,58,194.00

7. The current assets, loans & advances are fully recoverable at the values stated if realized in the ordinary course of business.
8. Company has taken unsecured loans from directors/shareholders time to time for the expenses incurred by the company & in our opinion this loans are not prejudicial to the interest of the company.
9. Current Assets & Current Liabilities are subject to confirmations.
10. The Share of Profit from the firms in which the company is partner is not accounted for as the books of accounts of the firms are not finalized.

11. Amalgamations

In terms of the Scheme of amalgamation of Shubh Management Consultants Private Ltd. With S & T Corporation Ltd. (the Scheme), Approved by the High Court Bombay, upon which the undertaking and the entire business, including The Scheme of Arrangement filed by the Company has been approved by the High Courts of Judicature at Mumbai, vide its Order dated 30th March 2012 with an appointed date of 1 April 2010.

Pursuant to the Scheme, the Company has to allot 4,20,0870 equity shares of 10/- each to the share holders of Shubh Management Consultants Pvt. Ltd.

Increase in Authorised Capital for the allotment of this shares is pending

Details of assets and liabilities acquired on amalgamation and treatment of the difference between the net assets acquired by the Company together with the shares to be issued to the shareholders is as under

Particulars	₹	₹
CASH & BANK BALANCE	263,689.00	
LOANS & ADVANCES	53,611,191.00	
MISC. EXPENDITURE	61,860.00	53,936,740.00
LESS		
CURRENT LIABILITIES	12,272.00	
PROVISIONS	500,000.00	
RESERVES & SURPLUS	48,482,268.00	
VALUE OF SHARES OF S & T CORPORATION LTD.	42,008,700.00	91,003,240.00
DIFFERENCE CONSIDERED AS GOODWILL		37,066,500.00

Share application money pending allotment

As at 31 March 2012, the Company has outstanding amount of RS.4,20,08,700 towards share application money towards 42,00,870 equity shares of the Company. The share application money is outstanding in pursuance to scheme of amalgamation of Shubh Management Consultants Pvt. Ltd. With the company approved by the High Court Bombay, the Company is required to complete the allotment formalities.

The Company has to increase the authorised capital to cover the allotment of these shares. Pending allotment of shares, the amount is credited to share application money pending allotment.

12. The company has paid Directors Remuneration as under

Name	Amount ₹
MR. AJAY SAVAI- Director of S&T Corporation Ltd. & Shubh Management Consultants Pvt. Ltd.	1,00,000/-
MRS. SONAL AJAY SAVAI- Director of Shubh Management Consultants Pvt. Ltd.	1,00,000/-

13. There is no amount for which the company is contingently liable.

14. Preliminary expenditure is being written/off over a period of five years.

15. The Revised Schedule VI has become effective from 1 April, 2011 for the preparation of financial statements. This has significantly impacted the disclosure and presentation made in the financial statements. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure & are not strictly comparable as previous years figures are pre-merger & current year figures are post merger.

As per our report of even date

For Pankaj Dalal & Associates

Chartered Accountants

FRN : 107347W

Pankaj N. Dalal

Proprietor

Membership No. 041233

Place : Mumbai

Date : 28th May, 2012

For & on behalf of the Board of Directors

Surendra T. Savai

Chairman & Managing

Director

Ajay S. Savai

Jt. Managing Director

**INFORMATION AS REQUESTED UNDER PART IV
OF SCHEDULE VI TO THE COMPANIES ACT 1956**

BALANCE SHEET ABSTRACT AND COMPANIES GENERAL BUSINESS PROFILE

1. REGISTRATION DETAILS	
Registration No.	33178
State Code	11
Balance Sheet Date	31.03.2012
2. CAPITAL RAISED DURING THE YEAR (Amount in Rs. Thousands)	
Public Issue	NIL
Rights Issue	NIL
Bonus Issue	NIL
Private Placement	NIL
3. POSITION OF MOBILISATION AND DEVELOPMENT OF FUNDS (Amount of Thousands) :	
Total Liabilities	122,571,585
Total Assets	122,571,595
SOURCES OF FUNDS	
Paid up Capital	21,653,710
Reserve & Surplus	56,218,185
Secured Loans	NIL
Unsecured Loans	NIL
APPLICATION OF FUNDS	
Net Fixed Assets	37,971,113
Investment	29
Net Current Assets	81,881,282
Miscellaneous Expenditure	NIL
Accumulated Losses	NIL
4. PERFORMANCE OF COMPANY (Amount in Rs. Thousands)	
Turnover	13,415,102
Total Expenditure	11,384,687
Profit / (Loss) Before Tax	2,030,415
Profit / (Loss) After Tax	1,569,368
Earning Per Share	NIL
Dividend Rate %	NIL
5. GENERIC NAMES OF THREE PRINCIPAL PRODUCTS OF COMPANY (AS PER MONETARY TERMS)	
Item Code No. (ITC Code)	
Product Description	Finance & Investments
Item Code No. (ITC Code)	
Product Description	Commission Agents

On Behalf of Board of Directors

Surendra T. Savai
Chairman &
Managing Director

Ajay S. Savai
Jt. Managing Director

S & T CORPORATION LIMITED

PROXY FORM

I/We _____

of _____

being a member/members of S & T Corporation Limited hereby appoint _____

_____ of _____

or failing him _____ of _____

_____ or failing him _____

_____ of _____

as my/our proxy to vote for me/us on my/our behalf at the TWENTY EIGHT ANNUAL GENERAL MEETING of the Company to be held at 12.00 p.m. on Wednesday, 20th June, 2012 and at any adjournment thereof.

As witness my/our hand(s) this _____ day of _____ 2012.

Signed by the said _____

Affix
1.00 Re.
Revenue
Stamp

Note : The proxy must be deposited at the Registered Office of the Company at 195, Walkeshwar Road, Teen Batti, Mumbai - 400 006, not less than 48 hours before the time for holding the meeting.

S & T CORPORATION LIMITED

ATTENDANCE SLIP

To be handed over at the entrance of the Meeting Hall

Name of the attending Member (in Block Letters)		Member's Ledger Folio
Name of the Proxy (in Block Letters) (To be filled in if the Proxy attends instead of the Member)		

No. of Shares held _____

I hereby record my presence at the TWENTY EIGHT ANNUAL GENERAL MEETING of the Company held at 12.00 a.m. at Mumbai Textile Merchants' Mahajan Hall, 250 Shaikh Memon Street, Zaveri Bazar, Mumbai - 400 002. on Friday, the 30th September, 2011.

Member's/Proxy Signature

BOOK-POST

TO,

If undelivered please return to :

S & T CORPORATION LIMITED

195, Walkeshwar Road, Teen Batti, Mumbai - 400 006.