

**ANNUAL REPORT  
2013-2014**

**VIRDHI COMMERCIAL COMPANY LTD**

**BOARD OF DIRECTORS**

Manjula Agarwal- Chairperson and CEO  
Alpana Agarwal - Chief Financial Officer  
K. K. Poddar - Non Executive Director

**AUDITORS**

M/s. RUNGTA & RUNGTA  
Chartered Accountants  
25, R.N.Mukherjee Road

**BANKERS**

CENTRAL BANK OF INDIA

**REGISTERED OFFICE**

711, "KRISHNA",  
224, A.J.C.Bose Road,  
7<sup>th</sup> Floor Kolkata-700 017  
Phone: (033) 2290-7902, 22877892,  
2287-7622  
Fax: (033) 2287-8577

**SHARE TRANSFER AGENT**

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

**CONTACT PERSON**

Mr. S. Abbas  
Phone: (033) 2235727071/3070  
Fax: (033) 22156823  
E-mail: [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com)

**EXCHANGE ON WHICH COMPANY'S SHARES ARE LISTED**

CALCUTTA STOCK EXCHANGE LTD.

**VIRDHI COMMERCIAL CO. LTD.**  
CIN: L67120WB1982PLC034846  
Registered Office: "Krishna", 7<sup>TH</sup> Floor Rno 711  
224, A.J.C.Bose Road, Kolkata-700 017  
www.virdhicommercial.net, E-mail : virdhicommm@rediffmail.com

**NOTICE**

NOTICE is hereby given that 32<sup>nd</sup> Annual General Meeting of the Members of Virdhi Commercial Company Limited will be held at its Registered Office at 'Krishna' Room No.711, 224, A. J. C. Bose Road, Kolkata-700 017 on Monday, 29<sup>th</sup> September 2014 at 12.30 P.M. to transact the following business:-

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited profit and loss Account for the financial year ended 31<sup>st</sup> March, 2014 and Balance Sheet as at that date together with the Reports of the Directors and Auditors thereon.
2. To elect a director in place of Mr. K.K.Poddar (DIN:01105058) who retires by rotation and being eligible, offers himself for reappointment as pursuant to section 152(6) of Companies Act, 2013
3. To consider and, if thought fit, to pass, with or without modification, the following Resolution as an ordinary Resolution:

"Resolved that pursuant to the provision of sections 139-142 and other applicable provisions, if any, of the Companies Act, 2013 read with the underlying rules Viz. Companies (Audit and Auditors) Rules, 2014 as may be applicable, Rungta & Rungta, firm, Chartered Accountant (Registration No. 0305134E), be and is hereby re-appointed as auditors of the company to hold office from the conclusion of this meeting until the conclusion of 35<sup>th</sup> Annual General Meeting of the Company to be held in the year 2017 (subject to the ratification of their appointment at every AGM) at such remuneration to be fixed by the Board of directors of the company, in addition to reimbursement of out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the company."

**SPECIAL BUSINESS:**

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

"**RESOLVED THAT** pursuant to provisions of Section 14 and all other applicable provisions of Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), the draft regulations contained in the Articles of Association

## VIRDHI COMMERCIAL CO. LTD.

submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

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

### Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE, INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE SHOULD BE COMPLETED STAMPED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. Pursuant to provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the company may appoint single person as proxy who shall not act as proxy for any other person or shareholder. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
2. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of the business under Item Nos.4 of the Notice, is annexed hereto.
3. Pursuant to the provision of section 91 of the Companies Act, 2013, the Register of Members and Transfer Books of the Company will be closed from 25<sup>th</sup> September 2014 to 29<sup>th</sup> September 2014, both days inclusive.
4. The members holding shares in the dematerialized mode are requested to intimate all changes with respect to their mandate, nomination, power of attorney, change of address, change in name etc. to their depository participant (DP), which would be changed automatically in the company's record which will help the company to provide efficient and better service to the members.
5. Since the securities of the Company are compulsorily tradable in electronic form, to ensure better investor service and elimination of risk of holding securities in physical

**VIRDHI COMMERCIAL CO. LTD.**

6. form, it is requested that the members holding shares in physical form to get their shares dematerialised at the earliest.
7. All documents if any referred to in the notice are open for inspection at the registered office of the Company between 11.00 a.m. to 1.00 p.m. on any working day prior to the date of the meeting and also at the meeting.
8. Members intending to require information about accounts to be explained at the meeting are requested to write to the Company at least seven days in advance of the AGM.
9. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
10. Members/Proxies are requested to bring their Attendance Slip for attending the Meeting.
11. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
12. Electronic copy of the Annual Report for 2014 is being sent to all the Members whose e-mail ids are registered with the Company/Depository Participants(s) for communication purposes unless any Member has requested for a hard copy of the same. For the Members who have not registered their e-mail address, physical copies of the Annual Report for 2014 is being sent in the permitted mode. Rule 18(3)(i) of the Companies (Management and Administration) Rules, 2014 requires a Company to provide advance opportunity atleast once in a financial year, to the Member to register his e-mail address and any changes therein. In compliance with the same, we request the Members who do not have their e-mail id registered with the Company to get the same registered with the Company. Members are also requested to intimate to the Company the changes, if any in their e-mail address. The Annual Report of the Company, circulated to the Members of the Company, will also be made available on the Company's website i.e. [www.virdhicommercial.net](http://www.virdhicommercial.net)

## VIRDHI COMMERCIAL CO. LTD.

### **13. VOTING THROUGH ELECTRONIC MEANS**

- I. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote by electronic means. As an alternative to vote physically at the AGM, and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL)
- II. Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e. physically and e-voting, then votes casted through e-voting shall be only be taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid. The instructions for e-voting are as under, Members are requested to follow the instruction below to cast their vote through e-voting:
- III. **The instructions for shareholders voting electronically are as under:**
  - (i) The e-voting period commences on Tuesday, 23<sup>rd</sup>, September, 2014 (10.00 a.m. IST) and ends on Thursday, 25<sup>th</sup> September, 2014 (6.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut off date 22.08.2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
  - (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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 Client 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.

**VIRDHI COMMERCIAL CO. LTD.**

(vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><li>Members who have not updated their PAN with the Company / Depository Participant are requested to enter in capital letters the PAN field of 10 characters as First 2 Characters of the First Holder Name followed by 8 characters consisting of Folio Number prefix by "0" (or 8 characters from right of BO-ID). No special characters or space will be taken from the name and folio number and name shall be excluded of titles like Mr. / Mrs. / Smt. / Miss / Ms. / M/s. etc.</li></ul> <p>Example:</p> <p>(1) Mr. V. N. Swami and Folio Number is S/0245, the PAN will be VN000S0245</p> <p>(2) M/s. 4-square Company Ltd. and Folio Number is C-0052 the PAN will be 45000C0052</p>
DOB	<p>Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"><li>Please Enter the DOB or Bank Account Number in order to Login.</li><li>If both the details are not recorded with the depository or company then please enter member id/folio number in the Dividend Bank details field the number of shares held by you as on Cut off date (record date) of August 22, 2014.</li></ul>

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions

## VIRDHI COMMERCIAL CO. LTD.

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.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant "Virdhi Commercial Co.Ltd." on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) Note for Institutional Shareholders
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



## VIRDHI COMMERCIAL CO. LTD.

- After receiving the login details they have to create 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](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

- 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 [ajasso.abhijeet@gmail.com](mailto:ajasso.abhijeet@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before September 25<sup>th</sup>, 2014, upto 6 pm. without which the vote shall not be treated as valid

B. In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/Depositories):

i. Please follow all steps from Sl. No. (i) to Sl. No. (xviii) above, to cast vote.

C. Other Instructions:

- The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on cut off date 22.08.2014.
- CS Abhijeet Jain of A&J Associate, Practicing Company Secretarie has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

**VIRDHI COMMERCIAL CO. LTD.**

- iv. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.virdhicommercial.net](http://www.virdhicommercial.net) and on the website of CDSL [www.evoting.com](http://www.evoting.com) within two days of the passing of the resolutions at the 32<sup>nd</sup> AGM of the Company on September 29, 2014 and communicated to the CSE Limited where the shares of the Company is listed.

By Order of the Board

Manjula Agarwal

(Director)

(DIN: 00050203)

Kolkata, 14<sup>th</sup> August 2014

(CIN) : L67120WB1982PLC034846

Website: [www.virdhicommercial.net](http://www.virdhicommercial.net)

E-mail : [virdhicom@rediffmail.com](mailto:virdhicom@rediffmail.com)

Registered Office:

"Krishna", 224, A.J.C.Bose Road,

Kolkata-700 017

## VIRDHI COMMERCIAL CO. LTD.

### Explanatory Statement

(Pursuant to section 102 of the Companies Act, 2013)

As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4 of the accompanying Notice:

#### Item No.4.

The existing Articles of Association ("AoA") are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Act. With the coming into force of the Companies Act, 2013, several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The new AoA to be substituted in place of the existing AoA are based on Table 'F' of the Act which sets out the model Articles of Association for a Company limited by shares. Shareholder's attention is invited to certain salient provisions in the new draft of AoA of the Company viz;

1. Provisions relating to the appointment of independent and women directors have been added.
2. Provisions relating to the appointment of Key Managerial Personnel have been added.
3. Provisions relating to giving of special notice by shareholders for moving any resolution at a shareholders meeting have been amended in accordance with the Act.
4. Provisions relating to disclosures to be made by directors at meetings of the board and vacation of office by directors have been amended in accordance with the Act.
5. Provisions relating to use of the electronic medium to communicate with the shareholders and directors have been added.
6. Various existing articles have been aligned with the Act.
7. The statutory provisions of the Act which permit a company to do some acts "if so authorized by its articles" or provisions which require a company to do acts in a prescribed manner "unless the articles otherwise provide" have been specifically included.

The proposed new draft of AoA is being uploaded on the company's website for perusal by the Shareholders. The proposed new draft of AoA is available for inspection by the members at the Registered Office of the Company on any working day excluding public holidays and Sundays, between 11.00 A.M. to 1.00 P.M. upto and including the date of Annual General Meeting.

**VIRDHI COMMERCIAL CO. LTD.**

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financial or otherwise, in the Special Resolution set out at item no. 4 of the Notice.

The Board of Directors recommends the Special Resolution for your approval.

By Order of the Board

Manjula Agarwal

{Director}

{DIN: 00050203}

Kolkata, 14<sup>th</sup> August,, 2014

(CIN) : L67120WB1982PLC034846

Website: [www.virdhicommercial.net](http://www.virdhicommercial.net)

E-mail : [virdhicom@rediffmail.com](mailto:virdhicom@rediffmail.com)

Registered Office:

"Krishna", 224, A.J.C.Bose Road,

Kolkata-700 017

## VIRDHI COMMERCIAL COMPANY LIMITED

### DIRECTORS' REPORT TO THE SHAREHOLDERS

Your Directors have pleasure in submitting the 32<sup>nd</sup> annual Report together with Audited Statement of Accounts of the Company for the year ended 31st March, 2014.

### FINANCIAL RESULTS :

<b>Particulars</b>	<b>31.03.2014</b>	<b>31.03.2013</b>
Profit before Depreciation	1311486	1281206
Depreciation and amortization expenses	30966	39267
Profit before Taxation	1280520	1241939
Provision for Taxation	402000	380000
Deferred Tax	3705	2808
Excess/ (Short) Provision for Tax written back	1784	601
Profit after Tax	937307	859732
Less: Transfer to Statutory Reserve Fund	350000	350000
Add:Balance in Profit & Loss A/c	20353677	19843945
Balance carried to Balance Sheet	20940984	20353677

### DIVIDEND:

In view of long term requirement of funds, your directors do not recommend any dividend.

### DEPOSITS:

Your Company has not accepted any deposits from the public during the year.

### DIRECTORS:

Shri Kishan Kumar Poddar, Director of the Company retires by rotation and being eligible, offers himself for re-appointment pursuant to section 152(6) of the Companies Act, 2013.

### CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS & OUTGO :

As required Under Section 217(1)(e) of the Companies Act,1956, since the Company is not a manufacturing Company, there is nothing to report under this section.

There was no earnings or outgo in foreign exchange.

### PERSONNEL:

No employee of the Company is covered under Section 217(2A) of the Companies Act,1956 read with the Companies (Particulars of Employees) Rules, 1975 as amended.

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

In compliance with Section 217(2AA) of the Companies Act, 1956 as amended by the Companies (Amendment) Act, 2000, your Directors state that:

- i. In the preparation of annual accounts, the applicable accounting standards have been followed.
- ii. Your Directors have selected such accounting policies and applied them consistently and made judgment 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 of the company for that period.
- iii. Your Directors have 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.
- iv. Your Directors have prepared the accompanying Annual Accounts for the year ended 31<sup>st</sup> March 2013 on a going concern basis.

#### **AUDITORS AND AUDITOR'S REPORT:**

M/s. Rungta & Rungta, Chartered Accountants, statutory auditors of the company hold office until the conclusion of the ensuing Annual General meeting and being eligible offer themselves for re-appointment. The members are requested to consider their appointment as the statutory auditors of the company from the conclusion of this annual general meeting of the company until the conclusion of Thirty Five Annual General Meeting on such remuneration as may be decided by the Board of Directors in consultation with the auditors of the Company.

There are no qualifications or adverse remarks in the Auditor's report which require any clarification/explanation. The notes on accounts referred to in the Auditors' Report are self explanatory and therefore do not call for any further comments.

#### **COMPLIANCE CERTIFICATE FROM M/S. S.M.GUPTA & CO., COMPANY SECRETARIES:**

A Compliance certificate as required under proviso to Section 383A(1) of the Companies Act, 1956 read with Companies (Compliance Certificate) Rules, 2001 issued by M/S.S.M. Gupta & Co., Company Secretaries is annexed hereto and forms part of this report.

#### **LISTING AGREEMENT**

The Equity Shares of the Company are listed on Calcutta Stock Exchange.

### **NEW COMPANIES ACT, 2013-BOARD'S REPORT**

The provisions of Companies Act, 2013 along with relevant Rules therein have been brought into force with effect from 1<sup>st</sup> April, 2014. However, the Financial statement, Auditor's Report and Board's report have been prepared under the provisions of Companies Act, 1956, in view of General Circular no: 08/2014 dated 04.04.2014 issued by MCA.

The Provision of section 134 of the Companies Act, 2013 and the Rules made thereunder regarding certain additional disclosures in the Board's Report would be applicable to your Company from the Financial Year ending on 31<sup>st</sup> March, 2015.

### **ACKNOWLEDGEMENT**

Your Directors wish to place on record their appreciation for all associates for their Co-operation extended to the Company during the year.

Place: Kolkata  
Date : 14.08.2014

By Order of the Board

Alpana Agarwal  
Director  
(DIN:00050237)

Manjula Agarwal  
Director  
(DIN:00050203)

**FORM A**

(Disclosure of Particulars with respect to Conservation of Energy)

<b>A.</b>	<b>Power and fuel consumption</b>	<b>2013-14</b>	<b>2012-13</b>
1.	<b>Electricity</b>		
	<b>a) Purchased</b>		
	Units (in Lacs-KWH)	NOT APPLICABLE	N.A
	Total amount (Rs.in Lacs)		
	Cost/Unit (Rs./KWH)		
	<b>b) Own Generation</b>		
	i) Through Diesel Generation		
	Units (in Lacs-KWH)		
	Unit per liters of high speed diesel (KWH)		
	Cost/Unit ( Rs./ KWH)		
	ii) Through Steam Turbine/Generator		
	Units (in Lacs-KWH)		
	Total amount (Rs.in Lacs)		
	Cost/Unit (Rs./KWH)		
2	<b>Coal *</b>		
	Quantity (in MT)		
	Total Cost ( Rs. in Lacs)		
	Average Rate (in Rs.)/MT		
	* used in production of Sponge Iron & Power Plant		
3	<b>Furnace Oil</b>		
	Quantity (KL)		
	Total Cost ( Rs in Lacs)		
	Average Rate (in Rs.)		
<b>B</b>	<b>CONSUMPTION (IN UNITS) PER SFT OF PRODUCTION</b>		
	Electricity (KWH)		
	Coal (Tonne)		
	Furnace Oil (Lt.)	-	-



**FORM - B**

(Disclosure of particulars with respect to Technology Absorption)

**A. Research & Development (R&D)**

Specific Areas in which R & D carried out by the Company	N.A
Benefits derived as a result of the above R & D	N.A
Future plan of action	N.A
<b>Expenditure on R &amp; D</b>	N.A
a) Capital	N.A
b) Recurring	
c) Total	
d) Total R&D expenditure as a percentage of total turnover	

**B. Technology Absorption, Adaption and Innovation** N.A

1. **Efforts, in brief, made towards technology absorption, adoption and innovation:**
2. **Benefits derived as a result of the above efforts:**
3. Particulars of imported Technology during last 5 years

Place: Kolkata  
Date : 14.08.2014

By Order of the Board

Alpana Agarwal  
Director  
(DIN:00050237)

Manjula Agarwal  
Director  
(DIN:00050203)

**RUNGTA & RUNGTA**  
**CHARTERED ACCOUNTANTS**  
**INDEPENDENT AUDITORS' REPORT ON FINANCIAL STATEMENTS**

**To the Members of Virdhi Commercial Company Limited**

Report on the Financial Statements

We have audited the accompanying financial statements of Virdhi Commercial Company Limited (the "Company"), which comprise the Balance Sheet as at March 31, 2014 and the statement of profit and loss and cash flows statement for the year ended, and a summary of significant accounting policies and other explanatory information, which we have signed under reference to this report.

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

The Company Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting standards referred to in sub-section (3C) of section 211 of 'The Companies Act, 1956' of India ( the "Act") read with the General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 . This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditors' Responsibility**

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

An audit involves performing procedure to obtain audit evidence, about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgement, 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 auditors consider internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing the Opinion on the effectiveness of the Companies internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the management, as well as evaluating the overall presentation of the financial statements.

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

#### Opinion

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

- a) In the case of the balance sheet, of the state of affairs of the company as at March 31, 2014;
- b) In the case of the statement of profit and loss, of the profit for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) order, 2003 ("the Order") issued by the Central Government of India in terms of Section 227(4A) of the Act, we give in the Annexure a statement on the matter specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
  - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - (b) In our Opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - (c) The Balance Sheet, Statement of profit and loss and 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 Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 read with the General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013; and
  - (e) On the basis of written representations received from the directors as on March 31, 2014 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

**For Rungta & Rungta**  
(Registration No 0305134E)  
Chartered Accountants

25, R.N.Mukherjee Road  
Kolkata: May 29, 2014

**S.K.Roongtaa**  
(Partner)  
Membership No. 15234

## **ANNEXURE TO AUDITORS' REPORT**

Referred to in paragraph 1 of the Auditors' Report of even date to the members of Virdhi Commercial Co.Ltd., on the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we reported that:-

1. In respect of Fixed Assets:-

- (i) The Company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.
- (ii) The Fixed Assets are physically verified by the management at reasonable intervals, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets..
- (iii) The Companies has not disposed off any substantial part of fixed assets during the year.

2. (i) The physical and demat verification in respect of stock of shares has been conducted by the management at reasonable intervals.
- (ii) In our opinion and according to the best of information and explanation given to us, the procedure of physical verification of stocks of shares followed by the management is reasonable and adequate in relation to the size of the Company and the nature of its business.
- (iii) On the basis of our examination of the inventory records, in our opinion, the Company is maintaining proper records of inventories.

3. (i) The Company has granted unsecured loan to four Companies listed in the register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year and the year end balance of such loan aggregated Rs.4,04,52,826/- and Rs.3,86,77,913/- respectively.
- (ii) In our opinion, the rate of interest and other terms and conditions of unsecured loans given by the company, are not prima-facie prejudicial to the interest of the Company.
- (iii) In respect of the aforesaid loans, there is no stipulation as to repayment of loan and/or interest thereon. Further the loans are repayable by the party on demand/call loan policy framed by the Company, therefore the question of overdue does not arise.
- (iv) The company has not taken any loan, secured or unsecured, from Companies, Firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.

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 and the nature of its business for purchase of inventory and fixed assets and for sale of goods and services. During the course of our audit, and according to the information and explanations given to us we have not come across, nor have been informed of any continuing failure to correct major weakness in the aforesaid internal control system.

5. i) In our opinion the particulars of contracts or arrangements referred to in section 301 of the Act have been so entered wherever applicable in the register required to be maintained under that section.
- ii) In our opinion, and according to the information and explanations given to us, the transactions made in pursuance of such contract or arrangements and exceeding the value of Rupees Five Lakhs in respect of any party during the year have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.

18. The Company has not made any preferential allotment of shares during the year to parties or Companies covered in the register maintained under section 301 of the Companies Act,1956.
19. The Company has not issued any debentures during the year. The Company did not have any debentures outstanding during the year.
20. The Company has not raised any money by public issue during the year.
21. 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 fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.

**For Rungta & Rungta**  
(Registration No 0305134E)  
Chartered Accountants

25, R.N.Mukherjee Road,  
Kolkata, the 29<sup>th</sup> day of May, 2014

**S.K.Roongtaa**  
(Partner)  
Membership No. 15234

6. The Company has not accepted any deposits from the public within the meaning of Sections 58A and 58AA or any other relevant provisions of the Act and the rules framed thereunder.
7. In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
8. To the best of our knowledge and as explained, the Central Government of India has not prescribed maintenance of Cost Records under section 209 (1)(d) of the Companies Act, 1956.
9. (i) The Company has been generally regular in depositing undisputed statutory dues including Professional Tax, Income Tax, Wealth Tax, and other material statutory dues as applicable with the appropriate authorities
- (ii) At the end of financial year there were no dues of , Income Tax, Wealth Tax, which have not been deposited on account of any dispute except the following:-

Sr No	Name of the Statue	Nature of Duty	Amount(Rs)	Forum where dispute is pending
1	Income Tax Act,1961	Fringe Benefit Tax (AY 2006-07)	49270.00 Pertaining to the USD Inds Pvt Ltd (Transferror Company)	Income Tax Officer(Jorhat) U/s 154.

10. The Company has no accumulated losses as at March 31, 2014 and it has not incurred any cash Losses in the current financial year or in the immediately preceding financial year.
11. Based on our audit procedures and according to the information and explanations given to us by the management there being no dues to banks, as such the question of delay and default does not arise.
12. The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The provisions of any special statute applicable to chit fund or a nidhi / mutual benefit fund / societies are not applicable to the Company.
14. In our opinion, proper records have been maintained of the transactions and contracts and timely entries have been made therein: the shares, securities, debentures and other investments have been held by the Company in its own name(unless otherwise stated) except to the extent of exemption, if any , granted under section 49 of the Act.
15. In our opinion and according to the information and explanations given to us, no term loans has been taken by the Company during the year..
16. In our opinion and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institution during the year. Accordingly, the provision of clause 4(xv) of the Order are not applicable to the Company.
17. In our opinion and according to the information and explanations given to us there are no funds raised on short-term basis, which have been used for long term investment.

Name of the Company : VIRDHI COMMERCIAL COMPANY LTD  
Balance Sheet as at 31.03.2014

Particulars		Note No.	As at 31 March 2014	As at 31 March 2013
			₹	₹
<b>I. EQUITY AND LIABILITIES</b>				
<b>1 Shareholders' funds</b>				
	Share capital	2	18,686,020	18,686,020
	Reserves and surplus	3	193,545,837	192,608,530
<b>2 Non-current liabilities</b>				
	Deferred Tax Liabilities		9,907	6,202
<b>3 Current liabilities</b>				
	Other current liabilities	4	123,771	356,830
	Short-term provisions	5	402,000	459,728
<b>TOTAL</b>			<b>212,767,534</b>	<b>212,117,310</b>
<b>II. ASSETS</b>				
<b>1 Non-current assets</b>				
	Fixed assets	6		
	(i) Tangible assets		133,680	164,646
	Non-current investments	7	164,723,986	164,723,986
	Long-term loans and advances	8	1,212,000	1,548,000
	Other non-current assets	9	1,072,540	1,065,054
<b>2 Current assets</b>				
	Inventories	10	747,626	747,980
	Cash and cash balances	11	41,666	71,410
	Short-term loans and advances	12	44,736,036	43,767,906
	Other current assets	13	100,000	28,328
<b>TOTAL</b>			<b>212,767,534</b>	<b>212,117,310</b>

Significant Accounting Policies

1

The notes referred to above form an integral part of the Accounts. This is the Balance Sheet referred to in our report of even date.

**For Rungta & Rungta**  
Chartered Accountants  
(Registration No.0305134E)

On Behalf of the Board

**(S K Roongtaa)**  
(Partner)  
Membership No 15234

Alpana Agarwal  
Director

Manjula Agarwal  
Director

25, R.N Mukherjee Road,  
Kolkata, the 29th Day of May, 2014

**Name of the Company : VIRDHI COMMERCIAL COMPANY LTD**  
**Statement of Profit and loss for the year ended 31.03.2014**

Particulars	Note No.	As at 31 March 2014	As at 31 March 2013
		₹	₹
I. Revenue from operations	14	3,672,042	3,574,608
II. Total Revenue		3,672,042	3,574,608
III. Expenses:			
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	15	354	68,236
Employee benefits expense	16	1,540,613	1,519,728
Depreciation and amortization expense	17	30,966	39,267
Other expenses	18	819,590	705,438
Total expenses		2,391,522	2,332,669
IV. Profit before exceptional items and tax (II - III)		1,280,520	1,241,939
V. Exceptional items			
Prior Period Adjustment (Refer Note No 36)		60,708	-
VI. Profit before Tax (IV - V)		1,341,228	1,241,939
VII. Tax expense:-			
(1) Current tax		402,000	380,000
(2) Deferred tax		3,705	2,808
(3) (Short)/Excess Provision for Tax of Earlier Years		1,784	601
VIII Profit (Loss) for the year (VI - VII)		937,307	859,732
IX Profit (Loss) for the year (VII)		937,307	859,732
X Earnings per equity share:(Face Value Rs 10/- each)			
(1) Basic		0.50	0.46
(2) Diluted		0.50	0.46

The notes referred to above form an integral part of the Accounts. This is the Profit & Loss Account referred to in our report of even date.

**For Rungta & Rungta**  
Chartered Accountants  
(Registration No.0305134E)

**(S K Roongtaa)**  
(Partner)  
Membership No 15234

On Behalf of the Board

Alpana Agarwal  
Director

Manjula Agarwal  
Director

25, R. N Mukherjee Road,  
Kolkata, the 29th Day of May, 2014



**VIRDHI COMMERCIAL COMPANY LIMITED**

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2014**

	<b>31.03.2014</b>	<b>31.03.2013</b>
	<b>₹</b>	<b>₹</b>
<b><u>A. CASH FLOW FROM OPERATING ACTIVITIES</u></b>		
Net Profit before tax and extra ordinary items	1,341,228	1,241,939
Adjustment for :		
1. Depreciation	30,966	39,267
2. Miscellaneous to the extent written off	28,328	28,280
<b>Operating profit before working capital changes</b>	<b>1,400,522</b>	<b>1,309,486</b>
<b>Adjustments for :</b>		
1. Trade payables and other liabilities	(290,787)	(5,171)
2. Inventories	354	68,236
3. Trade and other receivables	(739,616)	(993,640)
<b>Cash generated from operations activities</b>	<b>(1,030,050)</b>	<b>(930,575)</b>
<b>Adjustment for</b>		
1. Direct Tax Paid	(403,921)	(382,207)
<b>Net cash used in operating activities</b>	<b>(33,449)</b>	<b>(3,296)</b>
<b><u>B. CASH FLOW FROM INVESTING ACTIVITIES</u></b>		
Purchase of Fixed Assets		
Sale of Investment	-	-
Purchase of Investments	-	-
<b>Net cash used in Investing activities</b>	<b>-</b>	<b>-</b>
<b><u>C. CASH FLOW FROM FINANCING ACTIVITIES</u></b>		
Proceeds from Issue of Share Capital	-	-
Increase in Reserves	-	-
Increase in Borrowing	-	-
Increase in deferred tax Liability	3,705	2,808
<b>Net Cash from Financing Activities</b>	<b>3,705</b>	<b>2,808</b>
<b>D. Net increase/(decrease) in cash and cash equivalents (A+B+C)</b>	<b>(29,744)</b>	<b>(488)</b>
<b>Cash and Cash equivalents at the beginning of the year</b>	<b>71,410</b>	<b>71,898</b>
<b>Cash and Cash equivalents at the end of the year</b>	<b>41,666</b>	<b>71,410</b>

Note (I) Figures for the previous year have been rearranged and regrouped, wherever considered necessary.

This is the Cash Flow Statement referred to in our Report of even date.

For RUNGTA & RUNGTA  
Chartered Accountants  
(Registration No -0305134E)

On Behalf of the Board

25,R.N.Mukherjee Road  
Kolkata, the 29th day of May, 2014

(C.A. S. K. Roongtaa)  
Partner  
M.N. 15234

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2014****1. SIGNIFICANT ACCOUNTING POLICIES & OTHER NOTES ON ACCOUNTS.****a) Accounting Convention**

The financial statements are prepared in accordance with applicable Accounting Standards in India. The financial statement of the company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting standards notified under Section 211 (3C) under the Companies (Accounting Standards) Rules 2006(as amended) and the relevant provisions of the Companies Act.1956. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistant with those of previous year.

**b) Use of Estimates**

The preparation of financial statements in conformity with Indian GAAP requires the management to make estimates and assumptions considered in the reported amounts of Assets and Liabilities (including contingent liabilities) and the reported Income and Expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between actual results and the estimates are recognized in the periods in which the results are known/ materialise.

**Current and Non-current classificaton**

All assets and liabilities are classified into current and non-current

**Assets**

An asset is classified as current when it satisfies any of the following criteria:

- a) It is expected to be realised in, or is intended for sale or consumption in, the company's normal operating cycle;
- b) It is held primarily for the purpose of being traded;
- c) It is expected to be realised within 12 after the reporting date; or
- d) It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date

Current assets include the current portion of non-current financial assets.

All other assets are classified as non-current.

**Liabilities**

A liability is classified as current when it satisfies any of the following criteria;

- a) It is expected to be settled in the company's normal operating cycle
- b) It is held primarily for the purpose of being traded.;
- c) It is due to be settled within 12 months after the reporting date; or
- d) The company does not have an unconditional right to defer settlement of liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by issue of equity instruments do not affects its classification.

Current liability include current portion of non-current financial liabilities.

All other liabilities are classified as non-current.

**Operating cycle**

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents.

**c) Tangible Assets**

Tangible Assets are stated at cost. Cost includes cost of acquisition, non-refundable levies, directly attributable cost of bringing the assets to the working condition for intended use, expenditure during construction period and interest up to the date the assets is put to use. Profit or Loss on dispossal of tangible asset is recognised in Profit & Loss Statement.

**d) Depreciation**

Depreciation on Tangible Assets is charged on Straight Line Method as per Schedule XIV of the Companies Act, 1956, except in case of assets added or disposed off it is charged on prorata basis with reference to the date of addition/deletion.

**e) Impairment of Assets**

In accordance with Accounting Standard 28 AS ( 28) on 'Impairment of Assets' where there is an indication of impairment of the Company's assets, the carrying amount of the company's assets are reviewed at each balance sheet date to determine whether there is any impairment. The recoverable amount of the assets (or where applicable that of the cash generating unit to which the asset belongs) is estimated at higher of its net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of the assets and from its disposal at the end of its useful life. An Impairment loss is charged to the Profit & Loss Account in the year in which the carrying amount of the asset or a cash generating unit exceeds its recoverable amount .The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

**f) Investment**

Investment are stated at Cost Gains/Losses on disposal of investments are recognized as Income/Expenditure , Dividends are accounted for on cash basis.Provision for diminution in the value of long term investment is made only if such a decline is other than temporary in the opinion of the Management

**g) Inventories**

Quoted Shares are valued on the principle of " At Lower of cost or Market Value" and Unquoted Current Investments for each category are valued at the lower of cost and break up or fair value or face value or net asset value , as the case may be,

**h) Revenue Recognition**

(I) Revenue /Income and Cost/Expenditure are generally accounted for on accrual basis as they are earned or incurred, except,in case of significant uncertainties.Claims of whatsoever nature and Dividend are accounted for on cash basis Interest income is generally recognized on a time proportion basis taking into account the amount outstanding and the rate applicable, when there is reasonable certainty as to realisation

**i) Employee Benefits**

Defined Benefit Plan :The company has a defined benefit gratuity plan covering all its employees Gratuity is covered under a scheme of LIC and contribution in respect of such scheme are recognized in Profit & Loss Account The liability at the Balance Sheet date is provided for based on actuarial valuation carried out by Life Insurance Corporation of India in accordance with AS 15 of employee benefits issued by the Institute of Chartered Accountants of India

**j) Amalgamation Expenses**

The amalgamation expenses have been amortized over a period of 5 years.

**k) Taxation:**

Income - tax expense comprises Current tax and Deferred tax charge or credit.Provision for current tax is made on the assessable income at the tax rate applicable to the relevant assessment year. 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 Assets arising mainly on account of brought forward losses and unabsorbed depreciation under tax laws, are recognised,only if there is a virtual certainty of its realisation,supported by convincing evidence. Deferred tax Assets on account of other timing differences are recognised,only to the extent there is a reasonable certainty of its realisation.At each Balance Sheet date, the carrying amount of Deferred Tax Assets are reviewed to reassure realisation

**l) Earning per share**

Basic and diluted earning per share are computed by dividing the net profit after tax attributable to equity shareholders for the year, with the weighted number of equity shares outstanding during the year

**m) Contingent Liabilities**

Contingent liabilities are not provided for and are generally disclosed by way of notes to accounts.

**2) OTHER NOTES ON ACCOUNTS:**

- a) The Company is a NBFC (Non Banking Financial Company) duly registered with Reserve Bank of India
- b) Amount due to Micro, Small & Medium Enterprises as on 31st March, 2014 - Rs NIL.
- c) Previous year's figures have been regrouped / rearranged wherever necessary.
- d) Disclosure in terms of paragraph 13 of Non Banking Financial (Non Deposits Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions 2007 for the financial year ended 31st March, 2014.

**2 Authorised, Issued, Subscribed and Paid-up Share Capital**

<u>Share Capital</u>	As at 31 March 2014		As at 31 March 2013	
	Nos.	Amount	Nos.	Amount
<u>Authorised</u> Equity Shares of 10 /- each	3,060,000	30,600,000	3,060,000	30,600,000
<u>Issued, Subscribed and Paid-up</u> Equity Shares of 10 /- each	1,868,602	18,686,020	1,868,602	18,686,020
<b>Total</b>	<b>1,868,602</b>	<b>18,686,020</b>	<b>1,868,602</b>	<b>18,686,020</b>

**2A Reconciliation of the number of shares outstanding :**

<u>Particulars</u>	As at 31 March 2014		As at 31 March 2013	
	Nos.	Amount	Nos.	Amount
Equity Shares outstanding at the end of the year	1,868,602	18,686,020	1,868,602	18,686,020
Equity Shares Issued during the year	Nil	Nil	Nil	Nil
Equity Shares bought back during the year	Nil	Nil	Nil	Nil
Equity Shares outstanding at the end of the year	<b>1,868,602</b>	<b>18,686,020</b>	<b>1,868,602</b>	<b>18,686,020</b>

**2B Shareholders holding more than 5% shares of the Company**

<u>Name of Shareholder</u>	As at 31 March 2014		As at 31 March 2013	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Sri Rahul Agarwal	288,500	15.44%	288,500	15.44%
Sri Mudit Agarwal	238,100	12.74%	238,100	12.74%
Smt Rashi Agarwal	189,000	10.12%	189,000	10.12%
Smt Sushila Devi Killa	179,030	9.58%	179,030	9.58%
Sri Tushar Agarwal	160,000	8.56%	160,000	8.56%
Smt Manjula Agarwal	116,775	6.25%	116,775	6.25%
Smt Alpana Agarwal	114,025	6.10%	114,025	6.10%
Smt Karuna Devi Agarwal	105,445	5.64%	105,445	5.64%

**2C Rights preference and restrictions attached to the equity shares**

The equity shares of the company having par value of Rs 10, per share, rank pari passu in all respects including voting rights and entitlement to dividend and share in the company residual asset.

## 3 Reserves &amp; Surplus

Particulars	As at 31 March 2014	As at 31 March 2013
	₹	₹
<b>a. Other Reserves</b>		
<b>Revenue Reserve</b>	26,898,208	26,898,208
Consequent upon amalgamation of Utilserve Trading & Investment Co Pvt Ltd with the Company		
<b>Amalgamation Reserve</b>	143,906,645	143,906,645
Consequent upon amalgamation of USD Industries Pvt Ltd Kshitish Marketing Pvt Ltd, Mirgaya Vinimay Pvt Ltd & Glittek Infotech Ltd with the Company		
<b>Statutory Reserve</b>	1,800,000	1,450,000
(Created pursuant to 45 I C. of Reserve Bank of India Act, 1934)		
<b>Closing Balance</b>	172,604,853	172,254,853
<b>b. Surplus/(Deficit) in the statement of Profit &amp; Loss</b>		
Opening balance	20,353,677	19,843,945
(+) Net Profit/(Net Loss) For the current year	937,307	859,732
(-) Transfer to Statutory Reserve account	350,000	350,000
<b>Closing Balance</b>	20,940,984	20,353,677
<b>Total</b>	<b>193,545,837</b>	<b>192,608,530</b>

## 4 Other Current Liabilities

Particulars	As at 31 March 2014	As at 31 March 2013
	₹	₹
(d) Other Liabilities	123,771	356,830
<b>Total</b>	<b>123,771</b>	<b>356,830</b>

## 5 Short Term Provisions

Particulars	As at 31 March 2014	As at 31 March 2013
	₹	₹
Provision for Income Tax	402,000	380,000
Gratuity	-	79,728
<b>Total</b>	<b>402,000</b>	<b>459,728</b>

**7 Non-Current Investments**

Particulars	As at 31 March 2014		As at 31 March 2013	
	Nos.	₹	Nos.	₹
<b>LONG TERM (At Cost)</b>				
<b>A) (Quoted)</b>				
<u>Equity Shares</u>				
Glittek Granites Ltd. <span style="float:right">Total</span>	12,975,000	76,747,886	12,974,500	76,747,886
<b>B) (Unquoted)</b>				
Auto Sales Agenices Pvt Ltd	2,000	20,000	2,000	20,000
United Sales Agencies (Calcutta) Pvt Ltd	100	1,000	100	1,000
U.S.D. Tea Industries Pvt. Ltd.	475,470	8,529,700	475,470	8,529,700
Granite Mart Ltd.	514,640	17,627,900	514,640	17,627,900
Rubiks Agencies & Resorts Pvt Ltd	13,826	16,997,500	13,826	16,997,500
Glittek Infrastructure Pvt Ltd <span style="float:right">Total</span>	389,500	44,800,000	389,500	44,800,000
	<b>1,395,536</b>	<b>87,976,100</b>	<b>1,395,536</b>	<b>87,976,100</b>
<b>GRAND TOTAL ( A+B )</b>	<b>14,370,536</b>	<b>164,723,986</b>	<b>14,370,036</b>	<b>164,723,986</b>
Note:				
Aggregate Market Value and Book Value of the Company's Quoted Investments are as follows:				
Market Value of Quoted Investments	12,975,000	68,767,500	12,974,500	29,452,115
Book Value of Quoted Investments	12,975,000	76,747,886	12,974,500	76,747,886

**8 Long Term Loans and Advances**

(Unsecured, considered good unless otherwise stated)

Particulars	As at 31 March 2014	As at 31 March 2013
	₹	₹
a. Security Deposits	1,212,000	1,548,000
<b>Total</b>	<b>1,212,000</b>	<b>1,548,000</b>

**9 Other non-current assets**

(Unsecured, considered good)

Particulars	As at 31 March 2014	As at 31 March 2013
	₹	₹
Prepaid Expenses	-	5,301
Income Tax Refund	706,976	704,016
Tax Deducted at Source	363,687	353,860
Fringe Benefit Tax	1,877	1,877
<b>Total</b>	<b>1,072,540</b>	<b>1,065,054</b>

## 10 INVENTORIES

(Quoted Shares are valued at lower of cost or Market

Value and Unquoted Shares are valued at cost)

Particulars	As at 31 March 2014		As at 31 March 2013	
	Nos.	₹	Nos.	₹
Tata Steel Ltd.	2565	404460	2565	404460
Mirc Electronics Ltd	487	2367	487	3190
Hindustan Oil Exploration Ltd.	2392	113381	2392	125221
Gold Star Steel Alloys Ltd.	1620	-	1620	-
Steel Authority of India Ltd.	500	35700	500	31175
Khaitan Agro Complex Ltd.	500	-	500	-
Indo Maxwell Ltd.	5000	-	5000	-
J.K.Tyre & Industries Ltd.	657	46274	657	46274
Bengal Assam Company Ltd	51	17210	51	13574
Timken India Ltd	1000	90000	1000	90000
ICICI Bank Ltd	66	10230	66	10230
Software Tech Group	100	222	100	232
Himachal Futuristic Communication Ltd	600	4914	600	4914
Reliance Industries Ltd	120	10858	120	10858
Reliance Capital Ltd	3	271	3	271
Reliance Communication Ltd	60	7734	60	3312
Reliance Power Ltd *	15	1060	15	923
Reliance Infrastructure Ltd	4	146	4	146
Ceeta Industres Ltd	1000	2800	1000	3200
<b>Total</b>	<b>16,740</b>	<b>747626</b>	<b>16,740</b>	<b>747980</b>

## 11 Cash and Cash Balances

Particulars	As at 31 March 2014	As at 31 March 2013
	₹	₹
a. Balances with banks		
In current Account with Scheduled Banks	33,315	71,259
b. Cash on hand	8,350	151
<b>Total</b>	<b>41,666</b>	<b>71,410</b>

## 12 Short Term Loans and Advances

Unsecured, (considered good unless otherwise stated)

Particulars	As at 31 March 2014	As at 31 March 2013
	₹	₹
a. To related parties- refer note no 30	38,652,713	38,847,471
b. Others (specify nature)		
Others	6,083,323	4,920,435
<b>Total</b>	<b>44,736,036</b>	<b>43,767,906</b>

## 13 Other Current Assets

(Unsecured, considered good unless otherwise stated)

Particulars	As at 31 March 2014	As at 31 March 2013
	₹	₹
Others (Amalgamation Expenses)	-	28,328
Advance against LIC Group Gratuity Fund	100,000	-
<b>Total</b>	<b>100,000</b>	<b>28,328</b>

**6 FIXED ASSETS**

Sl.	Fixed Assets	Gross Block(at cost)				Depreciation and Amortization				Net Block	
		Balance as at 1 April 2013	Additions	Disposals	Balance as at 31 March 2014	Balance as at 1 April 2013	For the year	Deductions	Balance as at 31 March 2014	Balance as at 31st March 2014	Balance as at 31st March 2013
		₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
a	<b>Tangible Assets</b>										
	Furniture and Fixtures	1,514,116	-	-	1,514,116	1,400,615	20,544	-	1,421,159	92,957	113,501
	Vehicles	582,468	-	-	582,468	571,546	2,828	-	574,374	8,094	10,922
	Office equipment	685,474	-	-	685,474	649,785	6,963	-	656,748	28,726	35,689
	Other Equipments	38,826	-	-	38,826	34,292	631	-	34,923	3,903	4,534
	<b>Total</b>	<b>2,820,884</b>	<b>-</b>	<b>-</b>	<b>2,820,884</b>	<b>2,656,238</b>	<b>30,966</b>	<b>-</b>	<b>2,687,204</b>	<b>133,680</b>	<b>164,646</b>
	<b>PREVIOUS YEAR</b>	<b>2,820,884</b>	<b>-</b>	<b>-</b>	<b>2,820,884</b>	<b>2,616,971</b>	<b>39,267</b>	<b>-</b>	<b>2,656,238</b>	<b>164,646</b>	<b>203,913</b>



14 Revenue from Operation

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
	₹	₹
Interest Income	3,636,840	3,538,591
Dividend on Inventories	35,202	36,017
<b>Total</b>	<b>3,672,042</b>	<b>3,574,608</b>

15 Changes in inventories of finished goods, stock-in-process and Stock-in-trade

Particulars	As at 31 March 2014		As at 31 March 2013	
	₹	₹	₹	₹
	Nos	Amount	Nos	Amount
Opening Stock	16,740	747,980	16,740	816,216
Purchased during the year	-	-	-	-
Sales/Adjustments	-	-	-	-
Closing Stock	16,740	747,626	16,740	747,980

16 Employees Benefit Expenses

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
	₹	₹
Salaries and Allowances	1,440,000	1,440,000
Gratuity Funds	100,613	79,728
<b>Total</b>	<b>1,540,613</b>	<b>1,519,728</b>

17 Depreciation and amortization expenses

Particulars	For the year ended 31 March 2014	For the year ended 31 March 2013
	₹	₹
Depreciation	30,966	39,267
<b>Total</b>	<b>30,966</b>	<b>39,267</b>

18 Administration & Other Expenses

Particulars	As at 31 March 2014		As at 31 March 2013	
	₹	₹	₹	₹
Other Administrative and Selling Expenses				
Postage & Telephone	4,382		4,234	
Rent	240,000		120,000	
Rates & Taxes	45,879		41,251	
Legal & Professional Expenses	26,459		28,867	
Repair & Maintenance - Others	212,138		187,550	
Advertisement Expenses	46,944		50,215	
Vehicle Upkeep	33,750		32,758	
Auditors' Remuneration - refer note no 22	37,000		32,500	
Bank Charges	4,589		6,476	
Amalgamation Expenses W/Off	28,328		28,280	
Depository Services	14,321		13,393	
Office Space Charges	25,200		25,200	
Electric expenses	75,820		90,330	
Filing Fees	1,500		1,800	
General Expenses	8,797		4,786	
Listing Fees	11,798		11,798	
Sundry Balance Written Off	3		-	
Interest Paid on Income Tax	2,682		26,000	
<b>Total</b>		<b>819,590</b>		<b>705,438</b>
		<b>819,590</b>		<b>705,438</b>

**VIRDHI COMMERCIAL CO LTD**

19 In the opinion of the Board, all assets other than fixed assets and non current investments, have a realisable value in the ordinary course of business which is not different from the amount at which it is stated.

**20 Contingent liabilities and commitments**

Particulars	As at 31 March 2014	As at 31 March 2013
	₹	₹
<b>(i) Contingent Liabilities</b>		
Claims against the company not acknowledged as debt and pending judicial decisions"		
(a) Excise Duty claim on one transferor Company M/s USD Industries Pvt Ltd including Penalty of Rs 996489=90 (Previous Year-Same)	1992980	1992980
(b) Fringe Benefit Tax for Asst Year 2006-2007 under dispute	49270	49270
No Provision has been made for above demands since the Board is hopeful of a favourable decision in the pending proceedings and the chances of any liabilities arising therefore is highly remote.		
	<b>2042250</b>	<b>2042250</b>

**22 Auditors Remuneration**

Particulars	As at 31 March 2014	As at 31 March 2013
	₹	₹
a Audit	25000	25000
b Limited Review	7500	7500
c. Others	4500	-
<b>Total</b>	<b>37000</b>	<b>32500</b>

23 In Keeping with Accounting Standards 13 issued by the Institute of Chartered Accountants of India no provision has been made for depletion in market value of Non Current Investments-Long Term quoted Investments held by the Company, as the same is considered by the management to be of a temporary nature, considering the inherent value and nature of these investments.

24 The details of the company's post-retirement benefit plans for gratuity for its employees determined as per actuarial valuation by Life Insurance Corporation of India are given below

<b>1 Assumptions</b>	<b>31.03.2014</b>	<b>31.03.2013</b>
Discount Rate	8%	8%
Expected Rate of return	8%	8%
Salary Escalation	7%	7%
Mortality Rate	LIC(1994-96) ultimate 1% to 3%	LIC(1994-96) ultimate 1% to 3%
Withdrawal Rate	depending on age	depending on age
<b>2 Table showing changes In present value of obligations</b>	<b>31.03.2014</b>	<b>31.03.2013</b>
	₹	₹
Present value of obligations as at beginning of year	182916	79,778
Interest cost	14633	6,679
Current Service Cost	61841	60,709
Benefits Paid	0	-
Actuarial (Gain)/Loss on obligations	-8104	35,750
Present value of obligations as at end of year	251286	182,916
<b>3 Table showing changes in the fair value of plan assets</b>	<b>31.03.2014</b>	<b>31.03.2013</b>
Fair value of plan assets at beginning of year	173127	83,487
Expected return on plan assets	17930	9,912
Contributions	100498	79,728
Benefits paid	-	-
Actuarial (Gain)/Loss on plan assets	-	-
Fair value of plan assets at the end of year	291555	173,127
<b>4 Actuarial Gain/Loss recognized</b>	<b>31.03.2014</b>	<b>31.03.2013</b>
Actuarial (Gain)/Loss - obligations	(8,104)	35,750
Actuarial (Gain)/Loss - plan assets	-	-
Total (Gain)/Loss for the year	(8,104)	35,750
Actuarial (Gain)/Loss recognized in the year	(8,104)	35,750
<b>5 The amounts to be recognized in the balance sheet and statements of profit and loss</b>		
Present value of obligations as at the end of year	251,286	182,916
Fair value of plan assets as at the end of the year	291,555	173,127

**VIRDHI COMMERCIAL CO LTD**

Funded status	40,269	(9,789)
Net Asset/(liability) recognized in balance sheet1	-	-

**6 Expenses Recognised In statement of Profit & loss**

Current Service cost	61841	60709
Interest Cost	14633	6679
Expected return on plan assets	-17930	-9912
Net Actuarial (Gain)/Loss recognized in the year	(8,104)	35750
Expenses recognised in statement of Profit & loss1	-	-

a Premium paid for the year amounting to Rs. 100613/- (Previous year Rs.79728/-) has been debited to the Profit & Loss Account under Payments to & for employees.

- 25 The company does not have more than one reportable segment in terms of Accounting Standard - 17 "Segment Reporting".
- 26 Balance of Sundry Creditors, Sundry Debtors, Advances are subject to confirmation
- 27 The Company is registered as a Non Banking Financial Company under section 45 IC of the Reserve Bank of India Act, 1934
- 28 Figures for current year as well as pervious year have been rounded off to neares rupee
- 29 Some of the assets of ertwhile transferror Companies are still in process of being transferred in the name of tranferee Companies
- 30 Related party disclosure as per AS-18

As required by Accounting Standard AS-18 "Related Parties Disclosure" issued by "The Institute of Chartered Accountants of India" are as follows:-

**A Particulars of Associate / Subsidiary Companies**

Name of related Party	Nature of relationship
Granite Mart Ltd.	Associate Company
Glittek Granites Ltd	Associate Company
USD Tea Industries Pvt Ltd	Associate Company
Rubiks Agencies & Resorts Pvt Ltd	Associate Company
Glittek Infrastructure Pvt Ltd	Associate Company

**B Particulars of Key Management Personnel:**

Name	Nature of relationship
Mrs Alpana Agarwal	Director
Mrs Manjula Agarwal	Director

**C. Particulars of Relatives of Key Managerial Personnel**

Name	Nature of relationship
Mr Kamal Kumar Agarwal	Husband of Mrs Alpana Agarwal
Mr Rahul Agarwal	Son of Mrs Alpana Agarwal
Mr Ashoke Agarwal	Husband of Mrs Manjula Agarwal
Ms Tanushree Agarwal	Daughter of Mrs Manjula Agarwal
Mr Mudit Agarwal	Nephew of Director

**D. Details of transactions with Associate Company**

	Amount ₹	Amount ₹
	2013-14	2012-13
(i) Granite Mart Ltd.		
Opening Balance	22,949,634	22,997,162
Given During the year	500,000	1,815,409
Interest accrued and due	1,837,222	1,767,881
Received during the year	-	-
Balance outstanding at year end	<b>24,286,856</b>	<b>22,949,634</b>
(ii) Glittek Granites Ltd		
Opening Balance	6,188,509	6,104,937
Given During the year	2,425,000	1,570,000
Interest accrued and due	424,084	503,516
Received during the year	-	1,150,056
Balance outstanding at year end	<b>4,187,593</b>	<b>6,188,509</b>
Office Maintenance (Received)	<b>25,200</b>	<b>25,200</b>
(iii) Rubiks Agencies & Resorts Pvt Ltd		
Opening Balance	5,789,328	5,355,529
Given During the year	-	-
Interest accrued and due	468,936	433,799
Received during the year	-	-
Balance outstanding at year end	<b>6,258,264</b>	<b>5,789,328</b>
(iv) Glittek Infrastructure Pvt Ltd *		

**VIRDHI COMMERCIAL CO LTD**

Opening Balance	3,920,000	3,790,000
Given During the year	-	-
Interest accrued ( Interest Free )	-	-
Received during the year	-	130,000
Balance outstanding at year end	<b>3,920,000</b>	<b>3,920,000</b>

\* No Interest is being received Since the grant of loan In the year 2008-09.

E. Details of transactions relating to persons referred to in (B) above

(i) Remuneration to Management Personnel:

1) Mrs Alpana Agarwal	720000	720000
2) Mrs Manjula Agarwal	720000	720000

(ii) Particulars Transaction with Key management Personnel :

(a) Sri Mudit Agarwal		
Rent Paid/Payable	240000	120000

31 Earning Per Share:

Net Profit/(Loss) for the Year	937307	859732
Weighted average Number of Ordinary Shares	1868602	1868602
	Rs. 10/-each	Rs 10/-each
Basic & Diluted EPS	0.50	0.46

32 As required by Accounting Standard AS-22 on accounting for Taxes on Income, net deferred tax has been accounted for as detailed below.

PARTICULARS	As at 31 March 2014	As at 31 March 2013
	₹	₹
Deferred Tax Liability B/f	6202	3394
Difference between book & Tax Depreciation	11989	9086
Deferred Tax Liability	3705	2808

33 There is no impairment loss on any assets in terms of AS-28 issued by the Institute of Chartered Accountants of India

34 Disclosure pursuant to Note no. 5 (ii) & (iii) of Part II of Schedule VI to the Companies Act, 1956

PARTICULARS	As at 31 March 2014		As at 31 March 2013	
	Nos.	₹	Nos.	₹
Opening Stock	16740	747,980	16740	816216
Purchased during the year	-	-	-	-
Sales/Adjustments	-	-	-	-
Closing Stock	16740	747,626	16740	747980

35 Expenditure in Foreign currency: NIL (P.Y- NIL)

36 Prior Period Adjustments

Particulars	As at 31 March 2014	As at 31 March 2013
	₹	₹
<b>Debits :</b>		
Rates & Taxes	19,020	-
	<b>19,020</b>	-
<b>Credits.</b>		
Gratuity	79,728	-
	<b>79,728</b>	-

37 There are no unclaimed amounts due against interest and dividend payable by the Company . As such no amount is due to be transferred to the Investor Education and Protection Fund in terms of Section 205 C 1 of the Companies Act ,1956 vide notification dated October 1, 2001.

The Notes referred to above from an integral part of the Accounts

As per Our Report attached

For Rungta & Rungta  
Chartered Accountants  
(Registration No.0305134E)

On Behalf of the Board

Alpana Agarwal  
Director

(S K Roongtaa)  
(Partner)  
Membership No 15234

Manjula Agarwal  
Director

25, R.N.Mukherjee Road,  
Kolkata. the 29th Day of May 2014