

**21<sup>st</sup> ANNUAL REPORT**  
**2012 – 2013**



**SUNGOLD**  
CAPITAL LIMITED

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**SUNGOLD CAPITAL LIMITED**

# **SUNGOLD CAPITAL LIMITED**

## **21<sup>ST</sup> ANNUAL GENERAL MEETING**

**DATE :** 27<sup>th</sup> September, 2013  
**DAY :** Friday  
**TIME :** 9.30 AM  
**VENUE :** 3<sup>rd</sup> Floor, Ganesh Plaza,  
Near Mahavir Nagar, Ranip,  
Ahmedabad – 382 480



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## CORPORATE INFORMATION

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### BOARD OF DIRECTORS

Mr. Rajiv Kotia – Chairman & Managing Director  
Mr. Ashok G. Modi  
Mr. Sharad Gandhi.  
Mr. Rafiullahkhan Pathan  
Mr. Keyur Gandhi  
Mr. Anand Ashokkumar Kapatel (w.e.f 30/07/13)

### AUDITORS

R.K. Somani & Associates (Chartered Accountants)  
Shop no. 9, Gr. Floor Ambaji Darshan,  
Near National School, Bhattipada Cross road,  
Bhandup (W), Mumbai- 400078

### COMPLIANCE & LEGAL DEPARTMENT

Ms. Bhumika Sidhpura (Compliance Officer)  
Ms. Snehal Rembalkar (Assistant Compliance Officer)

### BANKERS

The Bhuj Mercantile Co. Operative Bank Limited  
Bank of Baroda  
The Kalapur Commercial Co-Operative Bank Limited

### REGISTRAR AND SHARE TRANSFER AGENT

Satellite Corporate Services Pvt. Ltd.  
B – 302, Sony Apartment,  
Opp. St. Jude’s High School,  
Off Andheri-Kurla Road,  
Jarimari, Sakinaka,  
Mumbai – 400072

### CONSULTANT COMPANY SECRETARY

SG & Associates  
Company Secretaries  
Room no. 8, 2<sup>nd</sup> Floor,  
New Vora House,  
Gram panchayat Road  
Above Kajol Jewellers, Goregoan(W),  
Mumbai – 400062

### REGISTERED OFFICE

41, Green Villa Complex,  
Near H. B. Kapadia School,  
Gurukul Road, Ahmedabad- 380052.

Email ID – [sungold2006@gmail.com](mailto:sungold2006@gmail.com)  
Web site – [www.sungoldcapitallimited.com](http://www.sungoldcapitallimited.com)  
[www.sungoldentertainment.com](http://www.sungoldentertainment.com)



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## CHAIRMANS' STATEMENT

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*Dear fellow shareholders,*

*Today, SUNGOLD CAPITAL LIMITED is confidently marching ahead to reach the next level of success. The last five years have been very significant in terms of growth and presence and the year 2012-2013, in particular, has been noteworthy for the company.*

***Financial Performance:***

*The company has significantly increased its revenue and there has been tremendous growth in the overall financial performance. The balance sheet remains strong and liquid, enhancing investor's value and confidence.*

*The equity of the company has grown; there has been overall increase in the capital. With the infused capital we plan to carry out new aspiring initiatives and undertake expansion & Diversification. Our various investments in different segments have given healthy returns; Company has made further investment in our subsidiaries and acquired the remaining 49 % stake by making them wholly Owned Subsidiaries of Sungold.*

***Operational Performance:***

*The Entertainment segment (SunGold Entertainment) continues to give positive results. The division has successfully completed the production of the midyear fashion calendar for 2013-2014 and soon shall be launching it on a national level.*

*The company has collaborated with one of the prime digital cable TV network Gujarat Telelink Pvt. Ltd- GTPL for production of various movies, commercial advertisement, drama and reality shows in various languages such as Gujarati, Marathi, Bengali and Hindi. This march shall influence regional languages to attain good repute. SunGold Entertainment is poised for astonishing growth in the areas of Media & Entertainment.*

***Demerger:***

*Our Company is planning to demerge its entertainment division by incorporating a new public company namely Sungold Entertainment limited to widespread its entertainment business. This shall give a new identity to the Company and enhances the ability towards production, distribution and exhibition. It shall also lead to concentration towards entertainment field, boost shareholders value, Corporate attempt to adjust to the changing economic and political environment of the country.*

*On behalf of the Board, I would like to thank our entire group of employees &, other stakeholders for their contribution to these excellent results. Their commitment and hard work are critical to our performance and ensures we deliver the quality that underpins our reputation.*

***Rajiv Kotia***

***Chairman & Managing Director***



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## CORPORATE SOCIAL RESPONSIBILITY

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### Corporate social responsibility (CSR) is:

- An obligation, beyond that required by the law and economics, for a firm to pursue long term goals that are Good for society.
- The continuing commitment by business to behave ethically and contribute to economic development while Improving the quality of life of the workforce and their families as well as that of the local community and Society at large.
- About how a company manages its business process to produce an overall positive impact on society.

Corporate social responsibility also called corporate conscience, corporate citizenship, social performance, or sustainable responsible business/ Responsible Business is a form of corporate self-regulation integrated into a business model. CSR policy functions as a built-in, self-regulating mechanism whereby a business monitors and ensures its active compliance with the spirit of the law, ethical standards, and international norms. The goal of CSR is to embrace responsibility for the company's actions and encourage a positive impact through its activities on the environment, consumers, employees, communities, stakeholders and all other members of the public sphere who may also be considered as stakeholders.

CSR behaviour benefits the firm in following manner:

- It aids the attraction and retention of staff
- It attracts green and ethical investment
- It attracts ethically conscious customers
- It can lead to a reduction in costs through re-cycling
- It differentiates the firm from its competitor and can be a source of competitive advantage
- It can lead to increased profitability in the long run

### **SUNGOLD FOUNDATION**

Your Company is of the view to establish a Non- Profit Company named as SUNGOLD FOUNDATION (subject to the name availability at Ministry of Corporate Affairs) to encourage Corporate Social Responsibility. The Managing Director, Mr. Rajiv Kotia and the Director Mr. Ashok Modi will contribute their valuable efforts towards this nonprofit organization. The foundation will carry out the various kind of activities related to charitable activities relating to the development of Rural and Community Development Activities and Empowerment of Women, Primary and Secondary Education, Economic Development, Special programmes on health related issues and HIV/AIDS were organized for adolescent boys and girls in the schools, Primary Health Care.

As part of its Corporate Social Responsibility the company has initiated development of a Non- Profit Company to be referred as “Sungold Foundation”. The Proposed Company aims in promoting social and cultural welfare within as well as beyond the organizational environment.

Sungold Foundation shall focus on different elements such as education, health, rural development, arts, culture and heritage. It would thrive to implement new programmes and charitable activities to fulfill its objective. It shall address the constraints of poverty and its adversities.

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## NOTICE

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**NOTICE** is hereby given that the **21st Annual General Meeting of Sungold Capital Limited** will be held on Friday, 27<sup>th</sup> day of September, 2013 at 9.30 A.M. at 3<sup>rd</sup> Floor, Ganesh Plaza, Near Mahavir Nagar, Ranip, Ahmedabad – 382 480 to transact the following business:

### **ORDINARY BUSINESS:**

#### **ITEM NO. 1**

To receive, consider and adopt the Profit & Loss Account for the year ended 31<sup>st</sup> March, 2013 and Audited Balance Sheet as on that date together with the Reports of the Board of Directors and the Auditors report and notes thereon.

#### **ITEM NO. 2**

To re-appoint Mr. Ashok Modi, Director of the Company who is liable to retire by rotation and being eligible offers himself for re-appointment.

#### **ITEM NO. 3**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 224(1) of the Companies Act, 1956 M/s. R. K. Somani & Associates, Chartered Accountants, Mumbai, be and are hereby reappointed as the Auditors of the Company to hold office, from the conclusion of ensuing Annual General Meeting to the conclusion of the next Annual General Meeting of the Company at a remuneration as may be decided by the Board with the mutual consent of the auditors.”

### **SPECIAL BUSINESS:**

#### **ITEM NO. 4**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 257 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 1956, and subject to the approval of shareholders in general meeting, Mr. Anand Ashokkumar Kapatel who was appointed as an Additional Director in the meeting of the Board of Directors held on 30th July, 2013 whose term expires at the ensuing Annual General Meeting of the company and for the appointment of whom the Company has received a notice in writing proposing his candidature for the office of the Director be and is hereby appointed as a Director of the Company whose period of office will be liable to determination by retirement of directors by rotation.”

**“RESOLVED FURTHER THAT** Mr. Rajiv Kotia be and is hereby authorized to do all the acts, deeds and things which are necessary to give effect to the above said resolution.

#### **ITEM NO. 5**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** “Sungold Entertainment” (A Division of Sungold Capital Limited) be demerged subject to compliances of various provisions of the Companies Act, 1956, Listing agreement, BSE/ NSDL / CDSL/ SEBI/ High Court approval and any other statutory permissions / approval as the case may be including Members’ approval for such demerger.”

**“RESOLVED FURTHER THAT** Mr. Rajiv Kotia, Managing Director of the Company be and is hereby authorized to draft such scheme for demerger including all relevant papers / documents including valuation / swap ratio and for that purpose to hire services of any legal firm / advocates/ accountants as the case may be.”



**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized on behalf of the Company to do all such act, deeds and things to give effect to such resolution including convening of postal ballot, Extra-ordinary general meeting and any other thing as may be required to give effect to such demerger.”

**By Order of the Board**

**Place: Ahmedabad**

**Date: 03/09/ 2013**

**Registered Office:**

**41, Green Villa Complex,**

**Near H. B. Kapadia School,**

**Gurukul Road, Ahmedabad- 380052**

**Mr. Rajiv Kotia  
Chairman & Managing Director**

**NOTES:**

**A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

1. The relevant Explanatory Statements pursuant to Section 173(2) of the Companies Act, 1956, in respect of the Special Business to be transacted at the meeting is annexed hereto.
2. The Register of Members and the Shares Transfer Books of the Company will be closed from Saturday, 21<sup>st</sup> September, 2013 to Friday, 27<sup>th</sup> September, 2013 (Both Days Inclusive).
3. The members are requested to:
  - (a) Intimate to the Company’s Registrars and Share Transfer Agents, M/s. Satellite Corporate Services Pvt. Ltd.(for shares held in physical form) and to their Depository Participants (DP) (for shares held in dematerialized form) the changes, if any, in their registered address, Bank account number / details etc. at an early date, quote ledger folio numbers /DP Identity and Client Identity Numbers in all their correspondences;
  - (b) Bring the copy of the Annual Report and the Attendance Slip duly filled in for attending the Annual General Meeting;
4. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions to the Company at the registered office address so as to reach at least seven days before the date of the Meeting, to enable the information required to be made available at the Meeting, to the best extent possible.
5. Members / Beneficial Owners are requested to quote their full name as per Company’s record, Folio No. / DP and Client ID Nos. as the case may be, in all correspondence with the company.
6. 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.

7. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board resolution authorizing their representatives to attend and vote at the Annual General Meeting.

**EXPLANATORY STATEMENT UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956 IN RESPECT OF ITEM NOS. 4 TO OF THE NOTICE:**

**ITEM NO. 4**

The Board of Directors of the company, at its meeting held on 30<sup>th</sup> July 2013, appointed Mr. Anand Ashokkumar Kapatel as an Additional Director of the Company under section 260 of the Companies Act, 1956 with effect from that date. He holds office till the date of the ensuing Annual General Meeting. The Company has received a notice under Section 257 of the Companies Act, 1956 proposing his candidature for the office of the Director and is eligible for appointment.

None of the Directors of the Company except Mr. Anand Ashokkumar Kapatel is directly or indirectly concerned or interested in this resolution. The Board of Directors recommends the resolution for approval of the members.

**ITEM NO. 5**

Your Company is considering demerger of its division viz: Sungold Entertainment, as a separate resulting Company from “Sungold Capital Limited”. This decision at this juncture is very primitive in nature and depends on various factors including valuation, approvals of the authorities including BSE, ROC, SEBI and approvals of the Members and so on and so forth.

Management is looking for expansion of its division into a separate company which will focus only in the Media & Entertainment. This decision if approved by the Members will give a thrust and boost to the Company as a whole and to its shareholders.

None of the Directors of the Company is directly or indirectly concerned or interested in this resolution. The Board of Directors recommends the resolution for approval of the members.

**By Order of the Board**

**Place: Ahmedabad**

**Date: 03/09/2013**

**Registered Office:**

**41, Green Villa Complex,**

**Near H. B. Kapadia School,**

**Gurukul Road, Ahmedabad- 380052**

**Mr. Rajiv Kotia**  
**Chairman & Managing Director**

**ANNEXURE TO NOTICE:****Information pursuant to Clause 49 of the Listing Agreement:-**

Brief details in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting:

<b>Names of Directors</b>	<b>Mr. Anand Ashokkumar Kapatel (Appointment)</b>	<b>Mr. Ashok Modi (Reappointment)</b>
Date of Birth	26/08/1986	12/01/1959
Date of Appointment	30/07/2013	30/05/1997
Qualifications	M.SC.	S.S.C.
Profession	Service	Business
Other Directorships	NIL	NIL
Chairman/Member of the Committee of Board of Directors of the Company	Chairman - Audit Committee Member- Remuneration Committee (w.e.f 30/07/2013)	Chairman – Shareholder’s Grievance Committee Member – Audit Committee

**Information under Clause 49 of the Listing Agreement**

<b>Name</b>	<b>Date of Birth</b>	<b>Profession</b>	<b>Qualification</b>	<b>List of other Directorship Held excluding Private companies</b>	<b>Chairman/ Member of the Committee of Board of Directors of the company</b>	<b>Chairman / Member of the Committee of Board of Directors of other Companies</b>
Mr. Sharad Gandhi	29/01/1944	Business	B.A.	NIL	Member (Remuneration Committee)	NIL
Mr.Rafiullah Khan Pathan	06/07/1976	Writer& Film Director	M.A	NIL	Member (Shareholder grievance Committee) Chairman (Remuneration Committee)	NIL
Mr.Keyur Gandhi	17/07/1974	Graphics Designer	B.Com	NIL	Member (Audit & Shareholder grievance committee)	NIL
Mr. Rajiv Kotia	21/04/1961	Business	B.Com	1. Shree Krishna Infrastructure Ltd 2. Shree Krishna Holiday Home & Farms Ltd *w.e.f. 30/06/13	NIL	NIL

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## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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This Management Discussion and Analysis report forms a part of the Annual Report. It indicates the company's movement in the external environment vis-à-vis its own strengths and resources.

### I. INDUSTRY STRUCTURE & DEVELOPMENT

The Company's operations are predominantly classified into Media & Entertainment (M&E) industry and NBFC business.

In Media & Entertainment industry the company is involved in Production, Distribution, Marketing and digitalization. The company also undertakes sponsorship of events & Awards Functions, advertisements and other forms of Media.

Indian Media & Entertainment industry is the ever growing industry with tremendous growth in each upcoming year. It is one of the biggest Industries in the world. There is huge growth opportunity and potential in this Industry. In Global World the scenario of Indian industry plays an important role.

In NBFC Business the company undertakes expansion & diversion activities. Various fruitful investments are made giving positive results. The company indulges in strategic planning and restructuring to strengthen the financial backbone and lay strong capital foundation.

Non-Banking Financial Companies (NBFC) have rapidly emerged as an important segment of the Indian financial system. Moreover, NBFCs assume significance in the small business segment as they primarily cater to the credit requirements of the unorganized sector such as wholesale & retail traders, small-scale industries and small borrowers at the local level.

### II. OPPORTUNITIES AND THREATS

The segment has witnessed considerable growth in the last few years and is now being recognized as complementary to the banking sector due to implementation of innovative marketing strategies, introduction of tailor-made products, customer-oriented services, and attractive rates of return on deposits and simplified procedures, etc.

Due to the financial uncertainties the financial division is cautious of its NBFC business. There are huge opportunities in this area and also the satisfaction of serving the country at its most grass-root level. We are confident that we will uncover the potential in the fullness of time.

### III. BUSINESS OPERATION

#### Segment-Wise Performance:

#### 1. Entertainment Division:

Sungold Entertainment [A Division of Sungold Capital Limited] has completed the dubbing of Gujarati Feature Film "**HUN PREMI NO.1**" in hindi. The concept of Movie is unique in various aspects. Mr. Rajiv Kotia [Executive Producer] has chosen a totally different & untouched subject which has attracted the Gujarati audience. Its romantic & comedy movie but at the same time it gives message to our youth to understand their parents love & do not get confuse between the necessity of life & the goal of life.

Sungold Entertainment has completed its shoot for the upcoming **Fashion Calendar 2013-2014** posing famous and glamorous models.

The division has entered into an association with **GTPL Channel** for production of telefilms, shows, serials & advertisement etc. in various languages such as Gujarati, Bengali, Marathi etc.

Sungold Entertainment is also moving forward in this direction and making its space in Gujarati as well as Hindi Television. Sungold Entertainment proposes to work on Daily soaps in Hindi, Gujarati & Bengali based on different and new subjects.

## **2. NBFC Business:**

As a NBFC Company has been growing day by day and also performing well in various sectors. Sungold Capital Ltd. has undertaken further acquisition of remaining 49% stake in two Unlisted Public Companies i.e. Shree Krishna Infrastructure Limited and Shree Krishna Holiday Home and Farms Limited with an intention to make them Wholly Owned Subsidiaries of the Company.

Shree Krishna Infrastructure is engaged in business of Infrastructure, which will be beneficial to the company for the entertainment division And Shree Krishna Holiday Home and Farms Limited is engaged in business of real estate developer and acquisition of resorts, hotels, etc which can benefit company for the film location purposes.

In order to focus on its NBFC Business and expand its entertainment operations the company proposes to demerge its entertainment division into separate entity. With Demerger the business and functions of entertainment division would be improvised and lead to optimum utilization of resources.

## **IV. OUTLOOK**

Media business is successful today due to content. Depending on what part of the value chain one belongs to the content and packaging place and predominant role in driving audiences and revenues to the table. Hence maximizing the intellectual properties. That helps to make a better position and capitalize on their assets while amplifying profits.

## **V. RISKS AND CONCERNS**

Like any booming industry the Media & Entertainment industry has tremendous Opportunities but is loaded with lots of downside, especially for mid-sized companies. The quality of work force in the industry is a big issue and the better known technicians and artists tend to incline themselves towards big production houses as they pay better. The budgets of films end to go higher. Right now however, the company is looking at talented newcomers who are looking for a platform to prove their worth. The newer technology is making things much easier and cheaper in both productions as well as in the distribution area.

## **VI. INTERNAL CONTROLS AND THEIR ADEQUACY**

The Company believes in formulating adequate and effective internal control systems and implementing the same to ensure that the assets and interests of the Company are safeguarded and reliability of accounting and its accuracy are ensured with proper checks and balances.

The Company has strong internal audit programme, which examines and evaluates the adequacy and effectiveness of Internal Control Systems. The internal audit ensures that the systems designed and implemented, provide adequate internal control, commensurate with the size and operations of the Company. An effective budgetary control on all capital expenditure ensures that the actual spends are in line with the capital budget.

The Audit committee on the Board, Statutory Auditors and the Top Management are regularly apprised of internal audit findings. The Audit Committee of the Company consisting of Non-Executive Independent Directors, periodically reviews and recommends the financial statements of the Company. The Shareholder grievance committee and Remuneration Committee undertake the function to monitor investor grievances and director remuneration respectively.

## **VII. CAUTIONARY STATEMENT**

Statement in this Management Discussion and Analysis Report, describing the Company's Objectives, Projections, estimates, expectation may be 'forward looking statements' with the meaning of applicable laws and regulations. Actual results could differ materially from those expressed or implied.

**For and on behalf of the Board of Directors**

**Place: Ahmedabad**

**Date: 28/05/ 2013**

**Mr. Rajiv Kotia  
Chairman & Managing Director**

## CORPORATE GOVERNANCE REPORT

The detailed report on Corporate Governance, for the Financial year April 1, 2012 to March 31, 2013 as per the format prescribed by SEBI and incorporated in Clause 49 of the Listing Agreement is set out below:

### 1. Company's Philosophy On Code Of Governance

Corporate Governance is a set of systems and practices to ensure that the affairs of the Company are being managed in a way which ensures accountability, transparency, and fairness in all its transactions in widest sense and meet up its stakeholder's aspirations and societal expectations.

The Company has always endeavored to implement the Corporate Governance process in the most democratic form as maximization of shareholders wealth is cornerstone of your company. For the Company the advent of the revised Clause 49 of the Listing Agreement has paved way for sharing with the stakeholders, the corporate governance practices, which are deeply rooted in the corporate culture of the Company. Your Company has been committed in adopting and adhering to global recognized standards of corporate conduct towards its employees, clients and the society at large. The management team of your Company exerts the strict adherence to corporate governance practices in order to cover the entire spectrum of governance activities and benchmark its practices with the prevailing guidelines of Corporate Governance.

### 2. Board of Directors

The Board of Company consists of six Directors with a fair representation of executive, non-executive and independent directors. The Chairman being Executive, as per Listing Agreement, the Company should have minimum three Independent Directors. Accordingly the Company has three independent Directors.

There is no institutional nominee on the Board. Details of Directors retiring by rotation and their brief are provided in the notice to Annual General Meeting.

#### 2.1 Composition and category of Directors

Pursuant to the provisions of the Companies Act 1956, Mr. Ashok Modi retires by rotation and being eligible, offers himself for re-appointment. During the year, Mr. Nareshkumar Modi have ceased to be Director of the Company and Mr. Anand Ashokkumar Kapatel has been appointed as additional director (Independent) with effect from 30<sup>th</sup> July, 2013

Category	Name of Director
Promoter / Executive Director	Mr. Rajiv Kotia
Non Executive Director	Mr. Ashok G. Modi Mr. Sharad Gandhi
Non Executive and Independent Director	Mr. Rafiullahkhan Pathan Mr. Keyur Gandhi Mr. Anand Ashokkumar Kapatel

#### 2.2 Board Meetings Attendance of each Director at the Board meetings and the last Annual General Meeting:

The Company holds regular Board Meetings. The detailed agenda along with the explanatory notes is circulated to the Directors well in advance. The Directors can suggest inclusion of any item(s) in the agenda at the Board Meeting. The Company Held 12 (Twelve) Board Meetings during the year ended 31<sup>st</sup> March, 2013. These were held on 10<sup>th</sup> April, 2012; 11<sup>th</sup> May, 2012; 14<sup>th</sup> May, 2012; 28<sup>th</sup> June, 2012; 17<sup>th</sup> July, 2012; 13<sup>th</sup> August, 2012; 25<sup>th</sup> September, 2012; 29<sup>th</sup> October, 2012; 09<sup>th</sup> November, 2012; 07<sup>th</sup> February, 2013; 14<sup>th</sup> February, 2013; 19<sup>th</sup> March, 2013

The attendance of the Directors at the Board Meeting and the Annual General Meeting held during the year ended 31<sup>st</sup> March 2013 was as follows:

Directors	Board Meetings attended during the year	Whether attended last AGM	Other Directorships/ Board Committees (Numbers)	
			Directorship	Board Committee Membership/ (Chairmanship)
Mr. Rajiv Kotia	12	YES	-	-
Mr. Ashok G. Modi	12	YES	-	-
Mr. Sharad Gandhi	12	YES	-	-
Mr. Rafiullahkhan Pathan	12	YES	-	-
Mr. Keyur Gandhi	12	YES	-	-
Mr. Nareshkumar Modi	12	YES	-	-
Mr. Anand Ashokkumar Kapatel	N.A.	N.A.	-	-

\* Mr. Nareshkumar Modi have ceased to be Director of the Company and Mr. Anand Ashokkumar Kapatel has been appointed as additional director w.e.f. 30/07/13

### 1.3 Information provided to the Board:

The Board of the Company is presented with all information under the following heads, whenever applicable and materially significant. These are summarized either as part of the agenda will in advance of the Board Meetings or are tabled in the course of the Board Meetings. This, inter-alia, include:

- General Notices of interest of Directors.
- Appointment, remuneration and resignation of Directors.
- Formation and Reconstitution of Board Committees.
- The Minutes of the Board meetings of unlisted subsidiary companies.
- Appointment and resignation of Chief Financial officer and Company Secretary.
- Annual financial results of the company, auditor's report and the report of the board of directors.
- Quarterly secretarial Audit reports submitted by secretarial auditors.
- Takeover of company or acquisition of a controlling or substantial stake in another company.
- Appointment of and fixation of remuneration of the Auditors as recommended by the audit committee.
- Proposal for major investments, Mergers & Acquisitions.
- Annual operating plans of businesses, capital budgets, updates.
- Quarterly results of the Company and its operating divisions or business segments.
- Minutes of the Audit Committee and other committees.
- Internal Audit Findings and External Audit Reports (Through the Audit Committee)
- Information on recruitment and remuneration of senior officers just below the Board level.
- Materially important litigations, show cause, demand, prosecution and penalty notices.
- Fatal or serious accidents.
- Any material default in financial obligations to and by the Company or substantial non-payment for services rendered by the Company.
- Details of any joint venture or collaboration agreement or new client win.
- Any issue, which involves possible public liability claims of substantial nature, including any judgment or order, which, may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company.
- Transactions had involved substantial payments towards good-will, brand equity, or intellectual property.
- Significant development in the human resources front.
- Sale of material, nature of investments, subsidiaries, assets which is not in the normal course of business.
- Quarterly details of foreign exchange exposure and the steps taken by management to limit the risks of adverse exchange rate movement.
- Quarterly update on the return from deployment of surplus funds.



- Non-compliance of any regulatory or statutory provisions or listing requirements as well as shareholder services as non-payment of dividend and delays in share transfer.
- Compliance certificate certifying compliance with all the laws as applicable to the company.
- Reconciliation of Share Capital Audit Report under SEBI (Depositories and Participants) Regulations, 1996
- Brief on statutory developments, changes in government policies etc. with impact thereof, director's responsibilities arising out of any such developments.

#### **2.4. Brief resume of Directors who will be retiring by rotation at this Annual General Meeting of the Company**

Mr. Ashok Modi, aged 54 years, residing at Ahmedabad has been the Director of Sungold Capital Limited since 1993. He has the experience of more than 30 years in the business of Petroleum Products and Business Administration.

#### **2.5. Brief resume of Additional Director to be regularized as Director at this Annual General Meeting of the Company subject to members approval**

Mr. Anand Ashokkumar Kapatel aged 26years, residing at Ahmedabad was been appointed as Additional Director of the Company. He has good knowledge of pharmaceutical business and is a young and aspiring Director.

### **3. Audit Committee:**

The primary objective of the Audit Committee is to monitor and provide effective supervision of the management's financial reporting progress with a view to ensuring accurate timely and proper disclosures and transparency, integrity and quality of financial reporting. The Committee oversees the work carried out by the management, internal auditors on the financial reporting process and the safeguards employed by them.

#### **3.1 Brief Description of the Terms of Reference**

The terms of reference of the Audit Committee are as follows:

- (a) To oversee the Company's financial reporting process and the disclosure of its financial information and to ensure that the financial statements are correct, sufficient and credible.
- (b) To recommend the appointment / removal of external auditors, fixing auditors fees and to approve payments for any other services.
- (c) To review with management the annual financial statements before submission to the Board, focusing primarily on:
  - Any change in accounting policies and practices.
  - Major accounting entries based on exercise of judgment by management Qualifications in the draft audit report.
  - Significant adjustments arising out of audit.
  - The going concern assumption.
  - Compliance with the accounting standards.
  - Compliance with Stock Exchange and legal requirements concerning financial statements.
  - Any related party transactions i.e. transactions of the Company of material nature, with promoters or the management, their subsidiaries or relative etc. that may have potential conflict with the interests of the Company at large.
- (d) To review and approve annual accounts of the Company and recommended to the Board for consideration or otherwise.

- (e) To review with Management; external and internal auditors, and review the efficacy of internal control systems.
- (f) To review the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
- (g) To discuss with internal auditors about any significant findings and follow – up thereon.
- (h) To review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- (i) To discuss with external auditors before the audit commences the nature and scope of audit as well as have post – audit discussions to ascertain any area of concern.
- (j) To review the Company’s financial and risk management policies.
- (k) To look into the reasons for substantial defaults in the payments to the depositors, debenture holders, shareholders (in case of non- payment of declared dividends) and creditors.

### 3.2 Composition, Name of Members and Chairman:

As on 31<sup>st</sup> March, 2013 the Audit Committee of the Company consists of three Directors as under.

- |    |                      |   |          |
|----|----------------------|---|----------|
| 1. | Mr. NareshKumar Modi | - | Chairman |
| 2. | Mr. Keyur Gandhi     | - | Member   |
| 3. | Mr. Ashok Modi       | - | Member   |

\* The Audit Committee was re-constituted as on 30/07/13 by resignation of Mr. NareshKumar Modi and appointment of Mr. Anand Ashokkumar Kapatel as Chairman.

### 3.3 Meetings and Attendance during the year 2012-13

The Audit Committee met 4 (Four) times during the year and the attendance record is as per the table given below:

Date of Meeting	Mr. Nareshkumar Modi	Mr. Keyur Gandhi	Mr. Ashok Modi
14/05/2012	√	√	√
13/08/2012	√	√	√
09/11/2012	√	√	√
14/02/2013	√	√	√
<b>Total Meetings attended</b>	<b>4</b>	<b>4</b>	<b>4</b>

### 4. Remuneration:

The remuneration committee determines and recommends to the Board of Directors, the remuneration payable to the Executive Directors. The Board of Directors approved the remuneration to the Executive Directors on the basis of the performance as well as Company’s performance, subject to consents as may be required. The Non Executive Directors are not paid any remuneration. The resolution for the appointment and remuneration payable to the Executive Director is approved by the shareholders of the company.

The Remuneration Committee was re-constituted by the Board of Directors at their meeting held on 28<sup>th</sup> May, 2013 in accordance with the requirements of Schedule XIII to the Companies Act, 1956, and Clause 49 of the Listing Agreement.

The Remuneration Committee was constituted comprising of:

1. Mr. Rafiullahkhan Pathan - Chairman
2. Mr. Naresh Kumar Modi - Member
3. Mr. Sharad Gandhi - Member

\* The Remuneration Committee was re-constituted as on 30/07/13 by resignation of Mr. NareshKumar Modi and appointment of Mr. Anand Ashokkumar Kapatel as Member.

The details of remuneration of Whole-time Directors for the financial year 2012-2013 are given below:

<i>Particulars</i>	(Rs. in lacs)	
	2012-13	2011-12
Salary and Allowances (Rs.)	220000/-	180000/-
Contribution to PF, Superannuation and Gratuity Funds (Rs.)	-	-
Commission (Rs.)	-	-
Total (Rs.)	220000/-	180000/-

The Chairman and Managing Director's compensation has been set at Rs. 2,20,000/- as against Rs. 24,00,000/- that he is eligible as per the shareholder's approval, reflecting his desire to set a personal example for moderation in managerial compensation levels.

#### **Disclosure of the Equity Shares and Convertible instruments held by Non- Executive Directors:-**

Sr. No.	Name of the Non-Executive Director	No. of shares Held	No. of Convertible Instruments (Warrants) Held	Total Shareholding	% of shareholding to Total paid up capital
1.	Ashok Modi	1336200	700000	1336200	7.26%

#### **5. Shareholders' Grievance Committee**

The Shareholders Committee looks after requests for share transfers, issue of duplicate share certificates, splitting of shares; transmission of shares Demat requests and remat requests of the shareholders. The Committee comprises of the following directors.

- |                          |            |
|--------------------------|------------|
| Mr. Ashok G Modi         | - Chairman |
| Mr. Rafiullahkhan Pathan | - Member   |
| Mr. Keyur Gandhi         | - Member   |

#### **The Compliance Officer**

Ms. Bhumika Sidhpura is the Compliance Officer for complying with the requirements of the Securities laws, Company law, RBI compliances and the Listing Agreement with the Stock Exchanges.

#### **5.1 Scope of the Committee**

The scope of the Shareholders Grievance Committee is to review and address the grievance of the shareholders in respect of share transfers, transmission, non-receipt of annual report, non-receipt of dividend etc, and other related

activities. In addition, the Committee also looks into matters which can facilitate better investor's services and relations.

## 5.2 Shareholders Complaints:

During the year 1 investor complaint was received and resolved to the satisfaction of the investor. No complaint remained unresolved at the end of the year.

## 5.3 Composition of the Committee

The Committee is headed by Mr. Ashok G Modi, (Non-Executive Director).

Other members of the Committee includes

- Mr. Rafiullahkan Pathan - Member
- Mr. Keyur Gandhi - Member

## 6. General Body Meetings

### 6.1 Location and time, where last three AGMs were held

Following table details the particulars of the last Three Annual General Meetings of the Company which were held at 3<sup>rd</sup> Floor, Ganesh Plaza, Near Mahavir Nagar, Ranip, Ahmedabad – 382 480

Financial Year	Date & Time	Special Resolutions passed
2009 – 2010	30 <sup>th</sup> September, 2010 at 9.30 a.m.	3
2010-2011	30 <sup>th</sup> September, 2011 at 9.30 a.m.	1
2011-2012	11 <sup>th</sup> August, 2012 at 9.30 a.m.	3

### 6.2 Details of the special resolutions passed through postal ballot

No Special Resolution was passed through postal ballot during the Financial year 2012-13. None of the businesses proposed to be transacted in the ensuing Annual General Meeting require passing a special resolution through Postal Ballot.

## 7. Disclosures

### 7.1 Disclosures regarding materially significant related party transactions

No transaction of material nature has been entered into by the Company with its Promoters or Directors or management or subsidiaries or relatives etc. that may have potential conflict with the interest of the Company. All transactions with the Related Parties were in the ordinary course of business and at arm's length.

### 7.2 Disclosure of non-compliance by the Company

There was no non-compliance during the year and no penalties were imposed on the Company by the Stock Exchange, SEBI or any other statutory authority. The Company obtained a certificate from the statutory auditor of the Company with respect to compliance with the conditions of corporate governance and annexed the certificate with the Directors' Report and sent the same to all the shareholders of the Company and to all the concerned Stock Exchanges along with the annual reports filed by the Company.

### 7.3 Prevention of Insider Trading

In compliance With the Securities and Exchange Board of India (Prevention of Insider Trading) Regulations 1992, as amended till date on prevention of Insider Trading, the Company has a comprehensive code of conduct and the same is being strictly adhered by its management staff and relevant business associates. The code expressly lays



down the guidelines and the procedure to be followed and disclosures to be made while dealing with shares of the company and cautioning them on the consequences on non-compliance thereof.

The Company follows quiet periods (closure of trading window) prior to its publication of unpublished price sensitive information. During the quiet period, the Company has set up a mechanism where the management and relevant staff and business associates of the Company are informed not to trade in Company's securities. The company also affirms that no personnel have been denied access to the audit committee.

#### **7.4 Code of conduct**

In terms of Clause 49 of the Listing Agreement(s), the Company has adopted a Code of Conduct for the board of Directors and Senior Management Personnel of the Company. The same has been posted on the Company's website. The Declaration by the Chairman and Managing Director of the Company forms part of this Report.

#### **7.5 Details of Compliance with Clause 49 of the Listing Agreement**

The Company has complied with the provisions of Clause 49 of the Listing Agreement.

### **8. Means of Communication**

(a) The Company placed all the quarterly results and annual result in daily newspaper in Gujarati and English and on the Company's Website i.e. [www.sungoldcapitallimited.com](http://www.sungoldcapitallimited.com)

(b) The Audited annual accounts, Consolidated Financial Statements, Director's Report, Auditor's Report & Management Discussion and Analysis (MD&A) report has been included in this Annual Report. Also it is displayed on Company's Website.

(c) BSE corporate compliances and Listing Centre (The Listing Centre): All the periodical compliance filing like shareholders report, Corporate Governance report etc. are filed electronically on the BSE's Listing Centre

(d) SEBI Complaints Redressal system (SCORES): The Investors complaints are processed in a centralized web based complaint redressal system. Any complaints against the company could be registered by the investors at SCORES.

### **9. General shareholders information**

#### **9.1 Company Registration details**

The company is registered in the state of Gujarat, India. The Corporate Identity Number (CIN) is L65910GJ1993PLC018956 allotted by Ministry of Corporate Affairs.

#### **9.2 Forth Coming Annual General Meeting**

The forthcoming Annual General Meeting of the Company is scheduled to be held on Friday , 27<sup>th</sup> September, 2013 at 9.30 a.m. at 3<sup>rd</sup> Floor, Ganesh Plaza, Near Mahavir Nagar, Ranip, Ahmedabad – 382 480.

#### **9.3 Financial Year of the Company**

1<sup>st</sup> April, 2012 to 31<sup>st</sup> March, 2013

#### **9.4 Date of Book Closure**

Saturday, 21<sup>st</sup> September, 2013 to Friday, 27<sup>th</sup> September, 2013 (both days inclusive)

## 9.5 Listing on Stock Exchange

The Bombay Stock Exchange Limited, Mumbai  
 The Ahmedabad Stock Exchange Limited, Ahmedabad

## 9.6 Stock Code

531433 The Bombay Stock Exchange Limited, Mumbai  
38315 The Ahmedabad Stock Exchange, Ahmedabad

## 9.7 The ISIN NO. NSDL and CDSL: INE271D01013

## 9.8 NBFC Registration No. 01-00174

## 9.9 IMMPA Membership No. 8368

## 9.10 IMMPPA Membership No. 14/22032011/O/SGETM/21-1093/R4

## 9.11 Market Price Data:

High Low during each month in Financial Year i.e. April 2012 to March 2013

Months	BSE	
	High	Low
April 2012	9.33	6.31
May 2012	7.77	5.27
June 2012	7.39	5.18
July 2012	7.43	5.20
August 2012	6.46	5.00
September 2012	6.48	3.81
October 2012	10.08	6.47
November 2012	9.85	6.80
December 2012	6.80	5.68
January 2013	8.27	5.95
February 2013	6.70	4.82
March 2013	5.06	3.57

## 9.12 Registrar and Share Transfer agents

**Satellite Corporate Services Pvt. Ltd.**  
 B-302, Sony Apartment, Opp. St. Jude's High  
 School, Off Andheri-Kurla Road,  
 Jarimari, Sakinaka, Mumbai -400072.

## 9.13 Share Transfer System

Shares sent for transfer in physical form are registered and returned by Registrar and Share transfer agents within 7 days from the date of receipt of documents, provided the documents are found in order. The Company obtains from a Company Secretary in Practice half yearly Certificate of Compliance with the share transfer formalities as required under clause 47(c) of the Listing Agreement and filed the same to the stock exchange.



9.14 Distribution of shareholding and shareholding pattern as on March 31<sup>st</sup> 2013

**Distribution of shareholding**

Shares holding of nominal value of		Shareholders		Share Amount				
Rs.	Rs.	Number	% of Total	Physical (In Rs.)	Nsdl Demat (In Rs.)	Cdsl Demat (In Rs.)	Total (In Rs.)	% of Total
Upto 5,000	--	3,225	77.861	3,108,000	713,180	585,990	4,407,170	2.395
5,001 to 10,000	--	249	6.012	580,000	791,180	760,210	2,131,390	1.158
10,001 to 20,000	--	178	4.297	357,000	1,373,900	1,106,590	2,837,490	1.542
20,001 to 30,000	--	105	2.535	412,000	1,209,940	1,131,710	2,753,650	1.496
30,001 to 40,000	--	59	1.424	378,000	799,150	947,510	2,124,660	1.154
40,001 to 50,000	--	60	1.449	231,000	1,236,130	1,393,190	2,860,320	1.554
50,001 to 1,00,000	--	91	2.197	840,000	3,533,890	2,072,590	6,446,480	3.503
1,00,001 and above	and	175	4.225	76,478,250	44,841,440	39,154,000	160,473,690	87.197
<b>T o t a l</b>		<b>4,142</b>	<b>100.000</b>	<b>82,384,250</b>	<b>54,498,810</b>	<b>47,151,790</b>	<b>184,034,850</b>	<b>100.000</b>

**Shareholding Pattern as on March 31<sup>st</sup>, 2013**

Category code	Category of Shareholder	Number of Shareholders	Total number of shares	Number of shares held in dematerialized form	Total shareholding as a percentage of total number of shares		Shares Pledged or otherwise encumbered	
					As a percentage of (A+B) <sup>1</sup>	As a percentage of (A+B+C)	Number of shares	As a percentage
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)= (VIII)/(IV)*100
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group<sup>2</sup></b>							
<b>1</b>	<b>Indian</b>							
(a)	Individuals/ Hindu Undivided Family	3	4478200	2178200	24.33	24.33	0	0.00
(b)	Central Government/ State Government(s)	0			0.00	0.00	0	0.00
(c)	Bodies Corporate	0	0	0	0.00	0.00	0	0.00
(d)	Financial Institutions/ Banks	0	0	0	0.00	0.00	0	0.00
(e)	Any Others(Specify)	0	0	0	0.00	0.00	0	0.00
(e-i)					0.00	0.00	0	0.00
(e-ii)					0.00	0.00	0	0.00

	<b>Sub Total(A)(1)</b>	<b>3</b>	<b>4478200</b>	<b>2178200</b>	24.33	24.33	<b>0</b>	0.00
<b>2</b>	<b>Foreign</b>							
a	Individuals (Non-Residents Individuals/ Foreign Individuals)	0	0	0	0.00	0.00	0	0.00
b	Bodies Corporate	0	0	0	0.00	0.00	0	0.00
c	Institutions	0	0	0	0.00	0.00	0	0.00
d	Qualified Foreign Investor	0	0	0	0.00	0.00	0	0.00
d-i	Any Others(Specify)							0.00
d-ii								0.00
	<b>Sub Total(A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	0.00	0.00	<b>0</b>	0.00
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	<b>3</b>	<b>4478200</b>	<b>2178200</b>	24.33	24.33	<b>0</b>	0.00
<b>(B)</b>	<b>Public shareholding</b>							
<b>1</b>	<b>Institutions</b>							
(a)	Mutual Funds/ UTI	0	0	0	0.00	0.00	0.00	0.00
(b)	Financial Institutions/ Banks	0	0	0	0.00	0.00	0.00	0.00
(c)	Central Government/ State Government(s)	0	0	0	0.00	0.00	0.00	0.00
(d)	Venture Capital Funds	0	0	0	0.00	0.00	0.00	0.00
(e)	Insurance Companies	0	0	0	0.00	0.00	0.00	0.00
(f)	Foreign Institutional Investors	0	0	0	0.00	0.00	0.00	0.00
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0.00	0	0.00
(h)	Qualified Foreign Investor	0	0	0	0.00	0.00	0	0.00
(h-i)	Any Other (specify)				0.00	0.00		
(h-ii)					0.00	0.00		
	<b>Sub-Total (B)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	0.00	0.00	<b>0</b>	0.00
<b>B 2</b>	<b>Non-institutions</b>							
(a)	Bodies Corporate	94	2355757	707907	12.80	12.80	0	0
(b)	Individuals				0.00	0.00	0	0
	Individuals -i. Individual shareholders holding nominal share capital up to Rs 1 lakh	3859	2146757	1563257	11.66	11.66		
<b>I</b>							0	0
<b>II</b>	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	133	8777578	5070503	47.70	47.70		
							0	0
(c)	Qualified Foreign Investor	0	0		0.00	0.00	0	0



(c-i)	Non Resident Indians	2	2800	2800	0.02	0.02	0	0
(c-ii)	Clearing Members	8	7080	7080	0.04	0.04	0	0
(c-iii)	Hindu Undivided Families	43	635313	635313	3.45	3.45	0	0
	Any Other (specify)						0	0
	<b>Sub-Total (B)(2)</b>	<b>4139</b>	<b>13925285</b>	<b>7986860</b>	<b>75.67</b>	<b>75.67</b>	<b>0</b>	<b>0</b>
<b>(B)</b>	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>4139</b>	<b>13925285</b>	<b>7986860</b>	<b>75.67</b>	<b>75.67</b>	<b>0</b>	<b>0</b>
	<b>TOTAL (A)+(B)</b>	<b>4142</b>	<b>18403485</b>	<b>10165060</b>	<b>100.00</b>	<b>100.00</b>	<b>0</b>	<b>0</b>
<b>(C)</b>	<b>Shares held by Custodians and against which Depository Receipts have been issued</b>							
1	Promoter and Promoter Group	0	0	0	0	0.00	0	0.00
2	Public	0	0	0	0	0.00	0	0
	<b>Sub-Total (C)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>4142</b>	<b>18403485</b>	<b>10165060</b>	<b>100.00</b>	<b>100.00</b>	<b>0</b>	<b>0.00</b>

### 9.15 Dematerialization of Shares

As on 31<sup>st</sup> March, 2013, 5449881 equity shares of Rs.10/- each were in dematerialized form with NSDL and 4715179 equity shares of Rs. 10/- each were in dematerialized form with CDSL constituting 29.61% and 25.62% respectively of the paid-up capital.

### 9.16 Outstanding GDRs/ ADRs/ Warrants or any convertible instruments, conversion date and likely impact on equity

Out of 38,00,000 fully convertible warrants 23,00,000 warrants have been converted in to Equity shares at value of Rs. 10/- each at par on 07<sup>th</sup> February, 2013 on the basis of Preferential Allotment to promoter & promoter group.

### 9.17 Address for correspondence

#### For any Query relating to the Shares of the Company

Satellite Corporate Services Pvt. Ltd.  
B-302, Sony Apartment,  
Opp. St. Jude's High School,  
Off Andheri-Kurla Road,  
Jarimari, Sakinaka,  
Mumbai – 400072

#### Any other Query

Secretarial Department

Sungold Capital Limited

www.sungoldcapitallimited.com

Email: [sungold2006@gmail.com](mailto:sungold2006@gmail.com)

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## DECLARATION

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**To,  
The Board of Directors,  
SUNGOLD CAPITAL LIMITED  
Ahmedabad**

**Dear Sir,**

**Subject: Declaration**

Pursuant to Clause 49 (I)(D) of the listing agreement with Bombay Stock Exchange, I Rajiv Kotia, Managing Director of SUNGOLD CAPITAL LIMITED hereby confirm and declare that all Board Members and Senior Management Executives have affirmed compliance with the “Code of Business Conduct for Directors and Senior Management Executives of the Company” for the year ended March 31, 2013

**Thanking you,**

**For SUNGOLD CAPITAL LIMITED**

**Place: Ahmedabad  
Date: 28/05/2013**

**Rajiv R Kotia  
Chairman & Managing Director**



## CEO / CFO CERTIFICATION

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**To,  
The Board of Directors,  
SUNGOLD CAPITAL LIMITED  
Ahmedabad**

We hereby certify to the Board that:

- a. We have reviewed the Financial Statements and the Cash Flow Statements for the year 2012 – 2013 and that to the best of our knowledge and belief:
  - i) These statements do not contain any materially untrue statement or omit any material fact or contains statements that might be misleading.
  - ii) These statements together present a true and fair view of Companies affair and are in Compliance with existing Accounting Standards, Applicable Laws and Regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year, 2012 – 2013 which are fraudulent, illegal or violative of the Company's code of conduct.
- c. We accept the responsibility for establishing and maintaining the internal controls for the Financial Reporting and that we have evaluated the effectiveness of the internal control systems of the company pertaining to the financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operations of such internal controls, if any, of which we are aware and steps we have taken or proposed to take to rectify these deficiencies.
- d. We have indicated to the auditors and the Audit Committee :
  - i) Significant changes in internal controls over financial reporting during the year 2012 – 2013.
  - ii) Significant changes in the accounting policies during the year 2012 – 2013 and that the same have been disclosed in the notes to financial statements; and
  - iii) Instances of significant fraud, if any of which we have become aware, and involvement therein, if any, of the Management or an Employees having a significant role in Companies internal control system over financial reporting.

**For SUNGOLD CAPITAL LIMITED**

**Place: Ahmedabad  
Date: 28/05/2013**

**Rajiv R Kotia  
Chairman & Managing Director**

## DIRECTORS' REPORT

Your Directors have pleasure in submitting their 21<sup>st</sup> Annual Report and Accounts for the year ended on 31<sup>st</sup> March, 2013.

### FINANCIAL RESULTS:

(Rs. in Lacs)

Particulars	Year ended 31 <sup>st</sup> March, 2013	Year ended 31 <sup>st</sup> March, 2012
Sales & Other Income from Operation	72.48	113.13
Other Income	1.00	1.21
Total Expenditure	64.22	110.72
Profit before Depreciation	9.26	3.62
Depreciation	1.05	1.10
Profit before Tax	<b>8.21</b>	2.52
Provision for Taxation	2.77	0.69
Net Profit after Tax	5.44	1.83

### PERFORMANCE:

During the year under review, the company has earned a Net Profit after Tax Rs. 5.44 Lacs.

### DIVIDEND:

With a view to conserve the financial resources for the future operation and proposed expansion activities of the company, the directors have thought if prudent not to recommend any dividend for the year ended 31st March, 2013.

### EMPLOYEES:

The Company does not have any employee in the category as specified under Section 217(2A) of the Companies Act, 1956.

### DIRECTORS:

Mr. Ashok Modi is eligible to retire by rotation and being eligible offered himself for re-appointment.

Mr. Anand Ashokkumar Kapatel, additional director has given notice to the company as to his willingness to be appointed as Director of the Company.

### DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement under section 217 (2AA) of the Companies Act, 1956, the Directors report that:

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the Profit of the company for that year;
- iii) The 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) The Directors have prepared the annual accounts on a going concern basis.



## **FIXED DEPOSITS:**

The company has not accepted any fixed deposits from general public within the purview of Section 58A, of the Companies Act, 1956, during the year under review.

## **AUDITORS:**

M/s R. K. Somani & Associates ; Chartered Accountants, Mumbai retires as Auditors of the Company at the conclusion of the ensuing Annual General and being, eligible, offer themselves for re- appointment.

## **LISTING OF EQUITY SHARES:**

The equity shares of your Company are listed on the Bombay Stock Exchange Limited, Mumbai (BSE) and Ahmedabad Stock Exchange Limited (ASE).

## **CONSERVATION OF ENERGY, TECHNOLOGY ABORPTION & FOREIGN EXCHANGE EARNING & OUTGOING:**

Information pursuant to Section 217 (1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 relating to the foregoing matters is given hereunder.

a) Conservation of energy	Nil
b) Technology absorption, research & development	Nil
c) Foreign Exchange earning & outgoings	Nil

## **NEW INITIATIVE:**

Your Company, as mentioned in Management Discussion and Analysis Report has completed the dubbing of Gujarati Feature Film under the production of its Division Sungold Entertainment into Hindi. Besides this company is also planning to work on new unnamed Film projects in Gujarati, Hindi & Telugu Languages. The Entertainment division has entered into association with GTPL. Also it has completed the Fashion Calendar Shoot for 2013-2014.

## **DETAILS OF SUBSIDIARIES:**

In accordance with the general circular issued by the Ministry of Corporate Affairs, Government of India, the Balance Sheet, Profit and Loss Account and other documents of the subsidiary companies are not being attached with the Balance Sheet of the Company. However the financial information of the subsidiary companies is disclosed in the Annual Report in compliance with the said circular. The Company will make available the Annual Accounts of the subsidiary companies and the related detailed information to any member of the Company who may be interested in obtaining the same. The annual accounts of the subsidiary companies will also be kept open for inspection at the Registered Office of the Company and that of the respective subsidiary companies. The Consolidated Financial Statements presented by the Company include the financial results of its subsidiary companies.

Details of major subsidiaries of the Company are covered in Management's Discussion and Analysis Report forming part of the Annual Report.

## **DEMERGER:**

Your company is proposing for approval of Demerger of its division Sungold Entertainment into Sungold Entertainment Limited. Company has taken this step to improvise the business and functions of Entertainment Division. As the Division has so many new projects and various upcoming events in a pipeline so as to seeing the expansion and growth of the business it was felt necessary by the directors of the company to demerge it and make it a separate entity to make the full utilization of resources. The business of entertainment division needs a large space and manpower that's why your directors propose to demerge the division of the company.

## **RBI GUIDELINES:**

Your Company has complied with all the RBI guidelines and norms, as applicable.

## **CORPORATE GOVERNANCE**

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by SEBI. The Company has also implemented several best Corporate Governance practices as prevalent globally. The Report on Corporate Governance as stipulated under Clause 49 of the Listing Agreement forms part of the Annual Report. The requisite Certificate from the Auditors of the Company confirming compliance with the conditions of Corporate Governance as stipulated under the aforesaid Clause 49, is attached to this Report.

## **ACKNOWLEDGEMENT**

Your Directors would like to express their appreciation for the assistance and co-operation received from the subsidiaries, Shree Krishna Infrastructure Limited & Shree Krishna Holiday Home & farms Limited, banks, Government authorities, customers, vendors and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the executives, staff and workers of the Company.

**For and on behalf of the Board of Directors**

**Place: Ahmedabad**

**Date: 28/05/ 2013**

**Mr. Rajiv Kotia**  
**Chairman & Managing Director**



## **INDEPENDENT AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE:**

### **TO THE MEMBERS OF SUNGOLD CAPITAL LIMITED**

We have examined the compliance conditions of Corporate Governance by Sungold Capital Limited (the Company) for the year ended 31st March, 2013, as stipulated in Clause 49 of the Listing Agreement of the Company with the Stock Exchange.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance conditions of 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 according to the explanation given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We have been explained that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Company.

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

**For R.K Somani & Associates**  
**FRN:-118666W**  
**Chartered Accountants,**

**(R.K Somani)**  
**Proprietor**  
**Membership No:-104927**

**Place: Mumbai**  
**Date: 28/05/2013**

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## INDEPENDENT AUDITORS' REPORT ON FINANCIAL STATEMENTS

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**To  
The Members of  
SUNGOLD CAPITAL LIMITED**

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

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

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

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. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's 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 procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

## Opinion

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

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013.
- (b) in the case of the Statement of Profit and Loss, of the profit 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 sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

2. As required by section 227(3) of the Act, we report that:

- a. we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from branches not visited by us;
- 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 and with the returns received from branches not visited by us;
- d. in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
- e. on the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

f. Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

**For R.K Somani & Associates**  
**FRN:-118666W**  
**Chartered Accountants,**

**(R.K Somani)**  
**Proprietor**  
**Membership No:-104927**

**Place: MUMBAI**  
**Date: 28/05/2013**



SUNGOLD  
CAPITAL LIMITED

## Annexure to Independent Auditor's Report

### Referred to in Paragraph 3 of our report even date.

1. In respect of its fixed assets:

- a) The Company has maintained proper records showing full particulars, including quantitative detail and situation of its fixed assets.
- b) The fixed assets have been physically verified during the year by the management in accordance with a program of verification, the frequency of which is reasonable. According to the information given to us, no material discrepancies were noticed on such verification.
- c) In our opinion, the Company has not disposed off any substantial part of its fixed assets and the going concern status of the company is not affected.

2. In respect of the inventories:

- a) As explained to us, inventories were physically verified during the year by the management at reasonable intervals.
- b) In our opinion and according to the information and explanations given to us, the procedure of physical verification of inventories followed by the management was reasonable and adequate in relation to the size of the Company and the nature of its business.
- c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.

3. According to the information and explanations given to us, the Company has neither granted nor taken unsecured loans to/from Companies, firms and 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 are adequate internal control procedures commensurate with the size of the company and the nature of its business. During the course of our audit, no major weakness has been noticed in the internal controls and there is no continuing failure for the same.

5. (a) Based on the audit procedures applied by us and according to the information and explanations provided by the management, we are of the opinion that the transactions that need 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 register maintained under Section 301 and exceeding the value of five lakhs rupees in respect of any party during the year are reasonable having regard to the prevailing market price at the relevant time.

6. The Company has not accepted any deposits from the public during the year.
7. The Company has an internal audit system commensurate with the size and nature of the Company's business.
8. The maintenance of the cost records has not been prescribed by the Central Government under Section 209 (1) (d) of the Companies Act, 1956, for the year under review.
9. Statutory and other dues:
  - a) According to information and explanations given to us Provident Fund and Employee's State Insurance Scheme are not applicable to the Company.
  - b) According to the information and explanations given to us and the records examined by us, the company is regular in depositing undisputed statutory dues including Income-Tax, Sales-Tax, Custom Duty and Excise Duty and there were no undisputed statutory dues outstanding as on 31st March, 2012 for a period of more than six months from the date they became payable.
10. The company does not have accumulated losses at the end of the year. The company has not incurred any cash loss during the financial year covered by the audit and in the immediately preceding financial year.
11. Based on the information and explanations given to us, the Company has not defaulted in repayment of any dues to financial institutions and banks.
12. Based on our examination of the records and the information and explanations given to us, the Company has not granted any loans and/or advances on the basis of security by way of pledge of shares, debentures and other similar securities.
13. To the best of our knowledge and belief and according to the information and explanations given to us, the company has maintained proper records of the transactions for dealing in shares, securities and other investments and timely entries have been made therein. The shares, securities and other investments have been held by the company in its own name.
14. The company is not a chit fund, nidhi, mutual benefit fund or a society.
15. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
16. According to the information and explanations given to us, the company has not raised any working capital loan. Therefore, the question of its use does not arise.
17. 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 by the company or vice-versa.
18. The Company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under Section 301 of the Companies Act, 1956 during the year.

19. During the year covered under the audit report the company has not issued any secured debentures.

20. The company has raised money by Conversion of Convertible Warrants into Equity during the year covered by our report.

21. As per the information given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

**For R.K Somani & Associates**  
**FRN:-118666W**  
**Chartered Accountants,**

**(R.K Somani)**  
**Proprietor**  
**Membership No:-104927**

**Place: Mumbai**  
**Date: 28/05/2013**

**BALANCE SHEET AS AT 31<sup>ST</sup> MARCH 2013**

	Notes	March 31, 2013 Rs.	March 31, 2012 Rs.
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
(a) Share Capital	1	184,034,850	140,834,850
(b) Reserves and Surplus	2	27,329,765	15,111,139
(c) Money received against share warrants.		3,750,000	1,575,000
		<b>215,114,615</b>	<b>157,520,989</b>
<b>Non Current Liabilities</b>			
(a) Deferred Tax Liability (net)	3	13,598	-
<b>Current Liabilities</b>			
(a) Trade Payables	4	1,143,037	456,840
(b) Short Term Provisions	5	346,523	89,913
		<b>1,489,560</b>	<b>546,753</b>
<b>TOTAL</b>		<b>216,617,773</b>	<b>158,067,742</b>
<b>ASSETS</b>			
<b>Non-current Assets</b>			
(a) Fixed Assets	6		
(i) Tangible Assets		603,533	709,046
(II) Intangible Assets		121,000	121,000
(b) Non-current Investments	7	17,557,750	12,029,450
(c) Deferred Tax Assets (net)	8	-	1,945
(d) Long Term Loans and Advances	9	177,209,947	128,075,768
		<b>195,492,230</b>	<b>140,937,209</b>
<b>Current Assets</b>			
(a) Trade Receivables	10	19,925,342	15,933,842
(b) Cash and Cash Equivalents	11	493,382	887,973
(c) Other Current Assets	12	706,819	308,718
		<b>21,125,543</b>	<b>17,130,533</b>
<b>TOTAL</b>		<b>216,617,773</b>	<b>158,067,742</b>

Significant Accounting Policies  
 Notes on Financial statements  
 As per our report of even date

1 to 16

For R.K.SOMANI & ASSOCIATES  
 FRN:-118666W  
 Chartered Accountants.

For SUNGOLD CAPITAL LIMITED

R.K.SOMANI  
 PROPRIETOR  
 Membership No:-104927

Rajiv Kotia  
 MANAGING DIRECTOR

Ashok Modi  
 DIRECTOR

Place:- Mumbai  
 Dated:- 28/05/2013



## STATEMENT OF PROFIT AND LOSS ACCOUNT

	Notes	March 31, 2013 Rs.	March 31, 2012 Rs.
<b>INCOME</b>			
Revenue from Operations	13	7,347,791	11,433,998
<b>Total Revenue (I)</b>		<b>7,347,791</b>	<b>11,433,998</b>
<b>EXPENDITURE</b>			
Decrease in Inventories		-	7,542,417
Operating Expenses	14	2,415,064	1,189,124
Administrative and General Expenses	15	3,599,456	2,090,966
Selling and Marketing Expenses	16	159,517	249,877
Preliminary Expenses written Off	12	247,562	-
Depreciation and Amortisation Expenses	6	105,513	109,922
<b>Total Expenses (II)</b>		<b>6,527,112</b>	<b>11,182,307</b>
Profit Before Tax (I-II)		<b>820,679</b>	<b>251,691</b>
<b>Tax Expenses</b>			
Current Tax		261,510	59,788
Deferred Tax		15,543	8,965
<b>Profit for the year</b>		<b>543,626</b>	<b>182,938</b>
<b>Earnings Per Equity Share of face value of Rs 10 each.</b>			
Basic		0.030	0.013
Diluted		0.030	0.013

Significant Accounting Policies

Notes on Financial statements 1 to 16

As per our report of even date

For R.K.SOMANI & ASSOCIATES.

FRN:-118666W

Chartered Accountants.

For SUNGOLD CAPITAL LIMITED

R.K.SOMANI

PROPRIETOR

Membership No:-104927

Place:- Mumbai

Dated:- 28/05/2013

Rajiv Kotia

MANAGING DIRECTOR

Ashok Modi

DIRECTOR



## **SIGNIFICANT ACCOUNTING POLICIES & NOTES**

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### **A Significant Accounting Policies:**

#### **1. Method of Accounting**

The Company follows mercantile system of accounting and recognizes income and expenditure on an accrual basis. Financial Statements are prepared under historical cost convention, in accordance with the Generally Accepted Accounting Principles in India (GAAP) and comply in all material aspects, with mandatory accounting standards as notified by the Companies (Accounting Standards) Rules, 2006, relevant provisions of the Companies Act and statements issued by the Institute of Chartered Accountants of India. The significant accounting policies followed by the Company are set out below.

#### **2. Fixed Assets**

- a) Fixed assets are stated at cost of acquisition less accumulated depreciation. The Cost includes all expenses related to acquisition and installation of such assets. No revaluation has been made in any fixed assets.
- b) Intangible assets are stated at cost of acquisition less accumulated amortization/depletion. The costs and expenses attributable to the intangible assets are capitalized.

#### **3. Depreciation**

Depreciation for the year is provided on Straight line Method at the rates specified in Schedule XIV to the Companies Act, 1956 for the assets in use for full year. On the assets added during the year, on pro –rata basis with reference to the date of addition.

#### **4. Investments**

All investments are held as long term Investments, unless otherwise mentioned and are stated at cost. Provision for diminution in the value of long term investments is made only if such a decline is other than temporary.

#### **5. Revenue Recognition**

Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection. Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable. Income from entertainment division, distribution and exhibition of drama and film is recognized on accrual basis.

#### **6. Provision for Current Tax and deferred Tax**

- a) Tax expense comprises both current and deferred tax at the applicable enacted/substantively enacted rates. Current tax represents the amount of income tax payable in respect of the taxable income for the reporting period.
- b) Deferred tax represents the effect of timing differences between taxable income and accounting income for the reporting period that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets are recognized only to the extent there is reasonable certainty of realization in future. Such assets are reviewed as at each Balance Sheet date to reassess realization.

## 7. Provisions & Contingent Liabilities

Provisions are recognized when the company has a legal and constructive present obligation as a result of a past event, for which it is probable that outflow of resources will be required and a reliable estimate can be made of the amount of the obligation. Contingent liabilities are disclosed when there is a possible obligation that may result in an outflow of resources. Contingent assets are neither recognized nor disclosed. Contingent Liabilities not provided for: NIL .Contingent Assets are neither recognized nor disclosed in the financial statements.

### B Notes to Accounts

#### 1. Auditor's Remuneration:

Rs. in Lakhs

	2012-2013	2011 -12
Audit Fees	0.27	0.27
Total	0.27	0.27

#### 2. Accounting for Amalgamation (As-14)

##### Composite Scheme of Arrangement

A scheme of arrangement under section 391 to 394 of the Companies Act,1956 (the scheme) with regard to merger of Magic touch InfoTech Limited (Transferor Company ) with Sungold Capital Limited (Transferee Company) was sanctioned by the Hon'ble High Court of Gujarat on 20<sup>th</sup> March,2012.

Upon filing of certified copy of the high court with the register of companies, the scheme had become effective on 30<sup>th</sup> March, 2012.

- The amalgamation of the transferor company with the transferee company took effect from 01<sup>st</sup> April, 2011, being the merger appointed date.
- Sungold Capital Limited which is into the business of NBFC and has a entertainment division, whereas Magic Touch Infotech limited which is into the business of Software development, investment and finance.
- The transferor company Magic Touch Infotech Limited dissolved without undergoing the process of winding up.
- The Pooling of interest method of accounting is followed for amalgamation in the nature of merger.
- The Transferor Company Magic Touch Infotech Limited had a Authorized Capital of Rs 7 Crore divided in to **7, 00, 00,000[Seven Crore]** Equity shares of Rs 1/- Each. The Issued, Subscribed & Paid up Capital of Company was Rs 6,99,00,000/= [Six Crore Ninety Nine Lacs only] divided in to 6,99,00,000 [Six Crore Ninety Nine Lacs only] Equity Shares of Rs 1/= Each. Under the scheme of Amalgamation 1[ **One**] Equity Shares of Face Value of Rs 10/- each of the transferee Comp. has been allotted for every 10[Ten] Equity Shares of transferor company. Therefore a total of **69, 90,000/-(Sixty Nine Lacs Ninety Thousand)Equity Shares of Rs 10/-** each has been allotted to the shareholders of Magic Touch Infotech Limited.

- f) The entire undertaking Magic Touch Infotech Limited including all assets and liabilities were transferred to and vested in the company with effect from 01<sup>st</sup> April, 2011.
- g) The Scheme has accordingly given effects to in the accounts. The amalgamation has been accounted for under the in the manner as specified in the scheme ' Pooling of Interest' method surplus arising out of amalgamation shall be treated as Free Reserve & accordingly the Company has credited the surplus of Rs 2,82,822 to the Free Reserve as per the Scheme

### **3. Related Party Transactions (Accounting Standard -18):**

#### **Name of Related Parties & Descriptions of Relationships:**

**a) Directors having a Significant Influence / Key Management Personnel:**

I. Mr. Rajiv Kotia –Managing Director

**b) Wholly owned Subsidiaries**

I. Shree Krishna Holiday Home and Farms Limited

II. Shree Krishna Infrastructure Limited

### **4. Leases (Accounting Standard – 19)**

The company has not entered into any operating leases during the year.

### **5. Earning Per share : (Accounting Standard – 20)**

<b>Particulars</b>	<b>Year ended 31<sup>st</sup> March 2013</b>	<b>Year ended 31<sup>st</sup> March 2012</b>
Profit attributable to Equity Shareholders (in Rs.)	5,43,626	1,82,938
No of Weighted Average Equity Shares outstanding during the year of Rs. 10 Each fully paid up.	184,03,485	140,83,485
Nominal Value of Equity Shares (in Rs.)	10	10
Basic Earnings per Share (in Rs.)	0.030	0.013
Diluted Earnings per Share (in Rs.)	0.030	0.013

6. **Deferred Tax (Accounting Standard - 22)**

The tax effects of significant timing (temporary) differences that resulted in Deferred Tax assets and liabilities and description of Financial Statement items that creates these differences are as follows:-

Fixed assets as per Books		724,533
Fixed assets as per Income Tax Act		674,233
Difference		<hr/> 50,300
	Tax@30%	15,090
	EducationCess@3%	453
	<b>Provision required</b>	<hr/> <b>15,543</b>



## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2013

The previous year figures have been regrouped/ reclassified, wherever necessary to conform to the current year presentation

1 SHARE CAPITAL	March 31, 2013	March 31, 2012
	Rs.	Rs.
<b><u>Authorised Shares</u></b>		
2,00,00,000 Equity Shares of Rs. 10 each. (Previous year :1,70,00,000 )	200,000,000	170,000,000
	<b><u>200,000,000</u></b>	<b><u>170,000,000</u></b>
<b><u>Issued, Subscribed and Fully Paid-up Shares</u></b>		
18,403,485 Equity Shares of Rs. 10 each Fully Paidup. (Previous year :1,40,83,485 )	184,034,850	140,834,850
15,00,000 Fully Convertible Warrants into equity @ Face value Rs.10 each , paid up value Rs. 7.5 each (Previous year :3,15,000 equity @ Rs. 10 each)	11,250,000	3,150,000
Less: Receivable upon conversion	(11,250,000)	(3,150,000)
	<b><u>184,034,850</u></b>	<b><u>140,834,850</u></b>

1. Rs 170,50,000 The Company issued 17,05,000 Equity Shares of Rs. 10 each to other than Promoters on Preferential Basis Equity Share of Rs 10 each at a Premium of Rs 5 per share.
2. Rs.31,50,000 Fully Convertible Warrants were converted into Equity Shares of the Company by issue of 315,000 Equity Share of Rs 10 each to Promoters on preferential basis.  
Equity Share of Rs 10 each at a Premium of Rs 10 per share.
3. Rs. 2,30,00,000 Fully Convertible Warrants were converted into Equity Shares of the Company by issue of 23,00,000 Equity Share of Rs 10 each to Promoters and Promoter group on preferential basis.  
Equity Share of Rs 10 each at Par.
4. Rs. 6,99,00,000 The Company issued 69,90,000 Equity Shares Of Rs 10 each to the Shareholders Of Magic Touch Infotech Limited as per Order Of Hon'ble High Court Of Gujarat dated 20<sup>th</sup> March, 2012 for merger of Magic Touch Infotech Limited with the Company for consideration other than cash.

### 2. The details of shareholders holding more than 5% shares.

Name of the Shareholder	As at March 31, 2013		As at March 31, 2012	
	No. of Shares	% Held	No. of Shares	% Held
NIL				

**3. The reconciliation of the number of shares outstanding is set out below:**

<b>Particulars</b>	<b>As at March 31, 2013 No. of Shares</b>	<b>As at March 31, 2012 No. of Shares</b>
Equity Shares at the beginning of the year	14083485	6743485
Add:-Equity Shares issued to other than promoters	1705000	0
Add:-Conversion of warrants into equity shares	315000	350000
Add:-Equity Shares issued to promoters	2300000	0
Add:-Shares issued pursuant to Scheme of merger.	0	6990000
<b>Equity Shares at the end of the year</b>	<b>18403485</b>	<b>14083485</b>

**4. The company has 15,00,000 convertible warrants pending for conversion into equity shares of Rs. 10/- at par.**

## 2 RESERVES AND SURPLUS

March 31, 2013 March 31, 2012

	Rs.	Rs.
<b>(a) Security Premium Account</b>		
Balance as per Last Financial Statements	8,205,475	4,705,475
Add: on issue of 3,50,000 Equity Shares at a Premium of Rs 10 each upon conversion.	-	3,500,000
Add: on issue of 17,05,000 Equity Shares at a Premium of Rs 5 each.	8,525,000	-
Add: on issue of 315,000 Equity Shares at a Premium of Rs 10 each upon conversion.	3,150,000	-
<b>Closing Balance</b>	<b>19,880,475</b>	<b>8,205,475</b>
<b>(b) General Reserve</b>		
Balance as per Last Financial Statements	349,148	66,326
Add: Arising Out Of Merger Of Magic Touch Infotech Limited with the Company	-	282,822
Add: Transfer from Profit and Loss account	-	-
<b>Closing Balance</b>	<b>349,148</b>	<b>349,148</b>
<b>(c) Special Reserve Fund</b>		
Balance as per Last Financial Statements	1,190,518	1,153,930
Add: Transfer from Profit and Loss account	108,725	36,588
<b>Closing Balance</b>	<b>1,299,243</b>	<b>1,190,518</b>
<b>(d) Profit &amp; Loss Account</b>		
Balance as per Last Financial Statements	5,365,998	5,219,647
Net Profit for the year	543,626	182,938
Deduct : Transfer to Special Reserves @ 20%	108,725	36,588
<b>Net Surplus in the Statement of Profit and Loss</b>	<b>5,800,899</b>	<b>5,365,998</b>
<b>GRAND TOTAL</b>	<b>27,329,765</b>	<b>15,111,139</b>

<b>3 Deferred Tax Liability</b>	<b>March 31, 2013</b>	<b>March 31, 2012</b>
	<b>Rs.</b>	<b>Rs.</b>
Deferred Tax Liability	13,598	-
<b>Total</b>	<b>13,598</b>	<b>-</b>

<b>4 TRADE PAYABLES</b>	<b>March 31, 2013</b>	<b>March 31, 2012</b>
	<b>Rs.</b>	<b>Rs.</b>
Trade Payables	1,143,037	456,840
<b>Total</b>	<b>1,143,037</b>	<b>456,840.00</b>

<b>5 SHORT TERM PROVISIONS</b>	<b>March 31, 2013</b>	<b>March 31, 2012</b>
	<b>Rs.</b>	<b>Rs.</b>
Provision for Taxation	318,948	59,788
TDS Payable	-	2,550
Audit fees Payable	27,575	27,575
<b>Total</b>	<b>346,523</b>	<b>89,913</b>

## 6 TANGIBLE ASSETS

	Gross Block				Accumulated Depreciation				Net Block	
	Balance as at April 1, 2012	Additions	Deductions/ Adjustment	Balance as at, March 31,2013	Balance as at April 1, 2012	For the year	Deductions/ Adjustment	Balance as at, March 31,2013	Balance as at March 31, 2012	Balance as at, March 31,2013
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
Computer	362,762	-	-	362,762	323,383	39,379	-	362,762	39,379	-
Typewriter	15,000	-	-	15,000	15,000	-	-	15,000	-	-
Printers	5,851	-	-	5,851	883	278	-	1,161	4,968	4,690
Mobile	38,020	-	-	38,020	4,079	1,806	-	5,885	33,941	32,135
Air-Conditioner	118,035	-	-	118,035	58,016	5,607	-	63,623	60,019	54,413
Furniture	451,282	-	-	451,282	227,141	28,566	-	255,707	224,141	195,575
Electrical Installation	66,456	-	-	66,456	57,972	3,157	-	61,129	8,484	5,328
Fax Machine	34,200	-	-	34,200	34,200	-	-	34,200	-	-
Refridgerator	5,200	-	-	5,200	1,209	247	-	1,456	3,991	3,744
LCD Television	30,690	-	-	30,690	6,548	1,458	-	8,006	24,142	22,684
Projector	310,500	-	-	310,500	13,292	21,952	-	35,244	297,208	275,256
Film Harddisk	18,900	-	-	18,900	6,128	3,064	-	9,192	12,772	9,708
<b>Total (A)</b>	<b>1,456,896</b>	<b>-</b>	<b>-</b>	<b>1,456,896</b>	<b>747,851</b>	<b>105,513</b>	<b>-</b>	<b>853,364</b>	<b>709,046</b>	<b>603,533</b>
<b>INTANGIBLE ASSETS</b>										
Film rights	121,000	-	-	121,000	-	-	-	-	121,000	121,000
<b>Total (B)</b>	<b>121,000</b>	<b>-</b>	<b>-</b>	<b>121,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>121,000</b>	<b>121,000</b>
<b>GRAND TOTAL(A+B)</b>	<b>1,577,896</b>	<b>-</b>	<b>-</b>	<b>1,577,896</b>	<b>747,851</b>	<b>105,513</b>	<b>-</b>	<b>853,364</b>	<b>830,046</b>	<b>724,533</b>
Previous Years Figures	1,070,276	507,620	-	1,577,896	637,927	109,922	-	747,849	-	830,046

**7 NON CURRENT INVESTMENTS**
**March 31, 2013**
**March 31, 2012**
**Rs.**
**Rs.**
**Non-trade Investments (Valued at Cost unless stated otherwise)**
**(a) Investment in Subsidiaries**

2,44,325 equity shares @ Rs. 11.40(Round off) each of Shree Krishna Holiday Home And Farms Limited.

2,785,340

2,785,340

34,900 equity shares received against Bonus Issue

-

-

2,68,285 equity shares @ 10 acquired against cash consideration as further investment is been made of remaining 49% Stake to make it wholly owned Subsidiary

2,682,850

-

222,115 equity shares @ Rs.13.40(Round off.) each of Shree Krishna Infrastructure Limited.

2,976,360

2,976,360

74,040 equity shares received against Bonus Issue

-

-

2,84,545 equity shares @ 10 acquired against cash consideration as further investment is been made of remaining 49% Stake to make it wholly owned Subsidiary

2,845,450

-

**(b) Investment in Other Companies**

250000 equity shares of Rs. 10 each of Teflas Commodity Interface P. Ltd

2,500,000

2,500,000

126775 equity shares of Rs. 10 each of Andura Info Products Private Ltd

1,267,750

1,267,750

50000 equity shares of Rs. 10 each of Chandresh Cable Private Ltd

500,000

500,000

200000 equity shares of Rs. 10 each of Shree Bajrang Power &amp; Ispat Ltd

2,000,000

2,000,000

**Total**
**17,557,750**
**12,029,450**
**Notes:**

- (a) Aggregate amount of Unquoted Investments - At Book Value Rs 17,557,750.  
 (b) Aggregate amount of Quoted Investments - At Book Value Nil  
 (c) Investment of Rs.37,67,750 has been received pursuant to Scheme of merger with Magic touch Infotech Limited dated 20th March 2012.

**8 DEFERRED TAX ASSET**
**March 31, 2013**
**March 31, 2012**
**Rs.**
**Rs.**

Deferred Tax Asset

-

1,945

**Total**
**-**
**1,945**

**9 LONG-TERM LOANS AND ADVANCES**

	March 31, 2013 Rs.	March 31, 2012 Rs.
<b>Security deposit</b>		
Unsecured, considered good	374,430	373,560
	<b>(A) 374,430</b>	<b>373,560</b>
<b>Advances recoverable in Cash or Kind</b>		
Unsecured, considered good	176,835,517	127,702,208
	<b>(B) 176,835,517</b>	<b>127,702,208</b>
<b>Total (A + B)</b>	<b>177,209,947</b>	<b>128,075,768</b>

**10 TRADE RECEIVABLES**

	March 31, 2013 Rs.	March 31, 2012 Rs.
<b>Other receivables</b>		
Unsecured, considered good	19,925,342	15,933,842
<b>Total</b>	<b>19,925,342</b>	<b>15,933,842</b>

**11 CASH AND CASH EQUIVALENTS**

	March 31, 2013 Rs.	March 31, 2012 Rs.
Balances with Banks:		
On Current Accounts	207,137	57,677
Cash on Hand	286,245	830,296
<b>Total</b>	<b>493,382</b>	<b>887,973</b>

**12 OTHER CURRENT ASSETS**

	March 31, 2013 Rs.	March 31, 2012 Rs.
<b>Unamortised Expenditure</b>		
Preliminary Expenses	247,562	247,562
Written off during the year	247,562	-
	<b>(A) -</b>	<b>247,562</b>
<b>Others</b>		
Tax Deducted at Sources (10-11)	3,715	3,715
Tax Deducted at Sources (11-12)	57,441	57,441
Tax Deducted at Sources (12-13)	645,663	-
	<b>(B) 706,819</b>	<b>61,156</b>
<b>Total</b>	<b>706,819</b>	<b>308,718</b>



**13 REVENUE FROM OPERATIONS**

	March 31, 2013	March 31, 2012
	Rs.	Rs.
(A) Entertainment Division Income	380,000	9,622,622
(B) Interest - NBFC Income	6,867,791	1,690,376
(C) Software Development Income	100,000	121,000
<b>Revenue from Operations .</b>	<b>7,347,791</b>	<b>11,433,998</b>

**14 OPERATING EXPENSES**

	March 31, 2013	March 31, 2012
	Rs.	Rs.
Entertainment Division Expenses	2,415,064	1,189,124
<b>Total</b>	<b>2,415,064</b>	<b>1,189,124</b>

**15 ADMINISTRATIVE AND GENERAL EXPENSES**

	March 31, 2013	March 31, 2012
	Rs.	Rs.
Membership & Subscription Fees	-	9,025
Salary Expences	754,173	601,572
Telephone Expences	26,562	20,717
Electricity Expences	54,054	42,810
Rent	213,440	208,000
Repair & Maintenance Charges	218,110	140,174
Bank Charges	6,947	3,500
Boarding & Lodging	-	4,950
Books & Periodics	11,452	1,320
Education Training Fees	-	5,515
Insurance Exp ( Vehicle)	-	13,777
Legal & Consultancy Expences	27,500	32,500
Office Expences	276,722	301,167
Postage & Courier / Telegram	41,583	21,824
Printing & Stationery / Zerox	59,455	102,687
Professional Fees	26,409	29,430
ROC Filling Charges	160,784	55,164
Stamp Duty Charges	942,985	13,712
Sundry w/off	-	173
Certification Advisory Expences	19,000	-
General Expences	3,710	-
Merger Expences	43,214	-
RTA Charges	29,634	-
STA Annual fees	25,000	-
Donation 80G (Gujarat Law Society)	-	51,000
Bse Limited Listing fees	213,484	303,325
NSDL- CDSL Listing Fees	87,664	57,326
Registrar Expences	-	43,724
<b>(A)</b>	<b>3,241,881</b>	<b>2,063,391</b>

**Payment to Auditor:**

	March 31, 2013	March 31, 2012
	Rs.	Rs.
As Auditor:		
Audit Fee	27,575	27,575
<b>(B)</b>	<b>27,575</b>	<b>27575</b>

**Payment to Directors:**

Remuneration	330,000	-
<b>(C)</b>	<b>330,000</b>	<b>-</b>
<b>Total(A+B+C)</b>	<b>3,599,456</b>	<b>2,090,966</b>

**16 SELLING AND MARKETING EXPENSES**

	March 31, 2013	March 31, 2012
	Rs.	Rs.
Advetisment Expences	39,608	59,452
Buisness Promotion Expences	-	2,995
Travelling & Conveyance Charges	119,909	179,930
Website Designing Charges	-	7,500
<b>Total</b>	<b>159,517</b>	<b>249,877</b>

**Disclosure of details as required by para 13 of Non Banking Financial (Non- Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007**

		(Rs. in lakhs)	
Particulars			
		2012-2013	
<b>Liabilities:</b>			
		<b>Amount outstanding</b>	<b>Amount overdue</b>
<b>(1)</b>	<b>Loans and advances availed by the nonbanking financial company inclusive of interest accrued thereon but not paid:</b>		
	(a) Debentures : Secured	NIL	NIL
	Unsecured (other than falling within the meaning of public deposits*)	NIL	NIL
	(b) Deferred Credits	NIL	NIL
	(c) Term Loans	NIL	NIL
	(d) Inter-corporate loans and borrowing	NIL	NIL
	(e) Commercial Paper	NIL	NIL
	(f) Other Loans		
<b>Assets:</b>		<b>Amount outstanding</b>	
<b>(2)</b>	<b>Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :</b>		
	(a) Secured	NIL	
	(b) Unsecured	1768.36	
<b>(3)</b>	<b>Break up of Leased Assets and stock on hire and other assets counting towards AFC activities</b>		
	(i) Lease assets including lease rentals under sundry debtors :		
	(a) Financial lease	NIL	
	(b) Operating lease	NIL	
	(ii) Stock on hire including hire charges under sundry debtors:		
	(a) Assets on hire	NIL	
	(b) Repossessed Assets	NIL	
	(iii) Other loans counting towards AFC activities		
	(a) Loans where assets have been repossessed	NIL	
	(b) Loans other than (a) above	NIL	
<b>(4)</b>	<b>Break-up of Investments :</b>		
	Current Investments :		
	1. Quoted :		
	(i) Shares :		
	(a) Equity	NIL	
	(b) Preference	NIL	
	(ii) Debentures and Bonds	NIL	
	(iii) Units of mutual funds	NIL	
	(iv) Government Securities	NIL	
	(v) Others	NIL	

	2.	Unquoted :				
	(i)	Shares :				
		(a)	Equity		NIL	
		(b)	Preference		NIL	
	(ii)	Debentures and Bonds			NIL	
	(iii)	Units of mutual funds			NIL	
	(iv)	Government Securities			NIL	
	(v)	Others			NIL	
	Long Term investments :					
	1.	Quoted :				
	(i)	Shares :				
		(a)	Equity		NIL	
		(b)	Preference		NIL	
	(ii)	Debentures and Bonds			NIL	
	(iii)	Units of mutual funds			NIL	
	(iv)	Government Securities			NIL	
	(v)	Others			NIL	
	2.	Unquoted :				
	(i)	Shares :				
		(a)	Equity		175.58	
		(b)	Preference		NIL	
	(ii)	Debentures and Bonds			NIL	
	(iii)	Units of mutual funds			NIL	
	(iv)	Government Securities			NIL	
	(v)	Others			NIL	
<b>(5)</b>	<b>Borrower group-wise classification of assets financed as in (2) and (3) above :</b>					
	<b>Category</b>			<b>Amount net of provisions</b>		
				<b>2012-2013</b>		
				<b>Secured</b>	<b>Unsecured</b>	<b>Total</b>
	1.	Related Parties				
		(a)	Subsidiaries	-	-	NIL
		(b)	Companies in the same group	-	-	NIL
		(c)	Other related parties	-	-	NIL
	2.	Other than related parties		-	1768.36	1768.36
	Total			-	1768.36	1768.36
<b>(6)</b>	<b>Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):</b>					
	<b>Category</b>			<b>Market Value / Break up or fair value or NAV</b>		<b>Book Value (Net of Provision)</b>
	1.	Related Parties				
		(a)	Subsidiaries	-	112.90	112.90
		(b)	Companies in the same group	-	-	-
		(c)	Other related parties	-	-	-
	2.	Other than related parties		-	62.68	62.68
	Total			NIL	175.58	175.58
<b>(7)</b>	<b>Other information</b>					
	<b>Particulars</b>			<b>Amount</b>		
	(i)	Gross Non-Performing Assets				

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

**For R.K.SOMANI & ASSOCIATES**

FRN:-118666W

**Chartered Accountants.**

**R.K.SOMANI**

**PROPRIETOR**

**Membership No:-104927**

Place:- Mumbai

Dated:- 28/05/2013

**For SUNGOLD CAPITAL LIMITED**

**Rajiv Kotia**

**Ashok Modi**

**MANAGING  
DIRECTOR**

**DIRECTOR**



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## **INDEPENDENT AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENTS**

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To  
The Board of Directors of  
SUNGOLD CAPITAL LIMITED

We have audited the accompanying consolidated financial statements of **SUNGOLD CAPITAL LIMITED** (the Company) and its subsidiaries (collectively referred to as “the group”), which comprise the consolidated Balance Sheet as at March 31, 2013, and the consolidated Statement of Profit and Loss and the consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

We report that the consolidated financial statements have been prepared by the company’s management in accordance with the requirements of Accounting Standard (AS) 21, consolidated financial statements as notified by companies (Accounting Standards) Rules, 2006.

### **Management’s Responsibility for the Consolidated Financial Statements**

Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor’s Responsibility**

Our responsibility is to express an opinion on these consolidated 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 consolidated financial statements are free from material misstatement.

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

- (a) in the case of the consolidated Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- (b) in the case of the consolidated Profit and Loss Account, of the profit for the year ended on that date; and
- (c) in the case of the consolidated Cash Flow Statement, of the cash flows for the year ended on that date.

**For R.K Somani & Associates**  
**FRN:-118666W**  
**Chartered Accountants,**

**(R.K. Somani)**  
**Proprietor**  
**Membership No:-104927**

**Place: MUMBAI**  
**Date: 28/05/2013**

SUNGOLD  
CAPITAL LIMITED**CONSOLIDATED BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2013**

	Notes	March 31, 2013 Rs.	March 31, 2012 Rs.
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
(a) Share Capital	1	184,034,850	140,834,850
(b) Reserves and Surplus	2	27,445,907	15,139,439
(c) Money received against share warrants.		3,750,000	1,575,000
<b>Minority Interest</b>		-	5,562,944
		<b>215,230,757</b>	<b>163,112,233</b>
<b>Non Current Liabilities</b>			
(a) Deferred Tax Liability (net)	3	13,598	-
<b>Current Liabilities</b>			
(a) Short Term Borrowings	4	10,283,950	14,388,950
(b) Trade Payables	5	1,143,037	456,840
(c) Short Term Provisions	6	381,546	117,929
		<b>11,808,533</b>	<b>14,963,719</b>
<b>TOTAL</b>		<b>227,052,887</b>	<b>178,075,952</b>
<b>ASSETS</b>			
<b>Non-current Assets</b>			
(a) Fixed Assets			
(i) Tangible Assets	7	603,533	709,046
(ii) Intangible Assets	7	121,000	121,000
(b) Non-current Investments	8	6,267,750	6,517,750
(c) Deferred Tax Assets (net)	9	-	1,945
(d) Long Term Loans and Advances	10	190,043,336	133,268,768
		<b>197,035,619</b>	<b>140,618,509</b>
<b>Current Assets</b>			
(b) Trade Receivables	11	28,661,342	36,203,992
(c) Cash and Cash Equivalents	12	627,139	944,733
(d) Other Current Assets	13	728,787	308,718
		<b>30,017,268</b>	<b>37,457,443</b>
<b>TOTAL</b>		<b>227,052,887</b>	<b>178,075,952</b>

Significant Accounting Policies  
Notes on Financial statements  
As per our report of even date

1 to 17

For R.K.SOMANI &amp; ASSOCIATES

FRN:-118666W

Chartered Accountants.

For SUNGOLD CAPITAL LIMITED

R.K.SOMANI  
PROPRIETOR  
Membership No:-104927

Rajiv Kotia  
MANAGING DIRECTOR

Ashok Modi  
DIRECTOR

Place:- Mumbai  
Dated:- 28/05/2013

## CONSOLIDATED STATEMENT OF PROFIT & LOSS AS AT 31<sup>ST</sup> MARCH, 2013

	Notes	March 31, 2013	March 31, 2012
		Rs.	Rs.
Revenue from Operations	14	9,295,263	11,716,724
<b>Total Revenue (I)</b>		<b>9,295,263</b>	<b>11,716,724</b>
<b>EXPENDITURE</b>			
Decrease in Inventories		-	7,542,417
Operating Expenses	15	2,415,064	1,189,124
Administrative and General Expenses	16	5,345,858	2,366,631
Selling and Marketing Expenses	17	283,607	249,877
Preliminary Expenses written Off	13	247,562	-
Depreciation and Amortisation Expenses	7	105,513	109,922
<b>Total Expenses (II)</b>		<b>8,397,604</b>	<b>11,457,971</b>
Profit Before Tax (I-II)		<b>897,659</b>	<b>258,754</b>
<b>Tax Expenses</b>			
Current Tax		285,297	61,971
Deferred Tax		15,543	8,965
<b>Profit for the year</b>		<b>596,819</b>	<b>187,818</b>
<b>Earnings Per Equity Share of face value of Rs 10 each.</b>			
Basic		0.0324	0.0133
Diluted		0.0324	0.0133

Significant Accounting Policies

Notes on Financial statements

1 to 17

As per our report of even date

**For R.K.SOMANI & ASSOCIATES**

FRN:-118666W

**Chartered Accountants.**

**For SUNGOLD CAPITAL LIMITED**

**R.K.SOMANI**

**PROPRIETOR**

Membership No:-104927

**Rajiv Kotia**

**MANAGING DIRECTOR**

**Ashok Modi**

**DIRECTOR**

Place:- Mumbai

Dated:- 28/05/2013



## CONSOLIDATED CASH FLOW STATEMENT AS AT 31<sup>ST</sup> MARCH, 2013

Particulars	For the year ended 31st March 2013		For the year ended 31st March 2012	
	Rs.	Rs.	Rs.	Rs.
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net Profit Before Tax as per Profit & Loss Account		897,659		258,754
<b>Adjustments for :</b>				
Depreciation	105,513		109,922	
Preliminary expenses/ Merger expenses	247,562		-	
		353,075		109,922
<b>Operating Profit Before Working Capital Changes</b>		<b>1,250,734</b>		<b>368,676</b>
<b>Adjustments for changes in working capital :</b>				
Trade and Other Receivables	7,542,650		23,372,695	
Inventories	-		7,594,516	
Loans and Advances	(56,774,568)		(92,941,190)	
Trade Payables	686,197		240,292	
Short Term Provisions	(21,680)		-	
		(48,567,401)		(61,733,687)
<b>Cash Generated for Operations</b>		(47,316,667)		(61,365,011)
Income Tax Paid		(667,631)		(57,441)
<b>Net Cash from Operating Activities (A)</b>		<b>(47,984,298)</b>		<b>(61,422,452)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
Purchase of Fixed Assets	-		(507,620)	
Purchase of Investment	(5,528,300)		(3,277,250)	
Sale of Investments	250,000		-	
<b>Net Cash Used in Investing Activities (B)</b>		<b>(5,278,300)</b>		<b>(3,784,870)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES :</b>				
Issue of Share Capital	45,375,000		1,750,000	
Share premium	11,675,000		3,500,000	
Share Capital Issued to Shareholder pursuant to scheme of merger	-		69,900,000	
Payment/Receipt of Short Term Borrowings	(4,105,000)		(14,761,000)	
Reserve & Surplus arising out of merger	-		282,822	
<b>Net cash used in Financing Activities (C)</b>		<b>52,945,000</b>		<b>60,671,822</b>
<b>NET INCREASE IN CASH &amp; CASH EQUIVALENT (A+B+C)</b>		<b>(317,593)</b>		<b>(4,535,500)</b>
CASH & CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR		944,733		5,480,233
CASH & CASH EQUIVALENTS AT THE END OF THE YEAR		<b>627,139</b>		<b>944,733</b>

As per our report of even date

For R.K.SOMANI & ASSOCIATES

FRN:-118666W

Chartered Accountants.

For SUNGOLD CAPITAL LIMITED

R.K.SOMANI

PROPRIETOR

Membership No:-104927

Place:- Mumbai

Dated:- 28/05/2013

Rajiv Kotia

MANAGING DIRECTOR

Ashok Modi

DIRECTOR

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## SIGNIFICANT ACCOUNTING POLICIES ON CONSOLIDATED ACCOUNTS

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### A Principles of consolidation

The consolidated financial statements relate to Sungold Capital Limited ('the Company') and its subsidiary companies. The consolidated financial statements have been prepared on the following basis:

- a) The financial statements of the Company and its subsidiary companies are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions in accordance with Accounting Standard (AS) 21 - "Consolidated Financial Statements".
- b) The difference between the cost of investment in the subsidiaries, over the net assets at the time of acquisition of shares in the subsidiaries is recognized in the financial statements as Goodwill or Capital Reserve as the case may be.
- c) Minority Interest's share of net profit of consolidated subsidiaries for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to shareholders of the Company.
- d) Minority Interest's share of net assets of consolidated subsidiaries is identified and presented in the consolidated balance sheet separate from liabilities and the equity of the Company's shareholders.
- e) As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate financial statements.

**B.** Investments other than in subsidiaries and associates have been accounted as per Accounting Standard (AS) 13 on "Accounting for Investments".

### C. Other significant accounting policies.

These are set out under "Significant Accounting Policies" as given in the Company's separate financial statements.



## NOTES TO THE FINANCIAL STATEMENTS AS AT YEAR ENDED 31<sup>ST</sup> MARCH, 2013

The previous year figures have been regrouped/ reclassified, wherever necessary to conform to the current year presentation

1 SHARE CAPITAL	March 31, 2013	March 31, 2012
	Rs.	Rs.
<b>Authorised Shares</b>		
2,00,00,000 Equity Shares of Rs. 10 each. (Previous year :1,70,00,000 )	200,000,000	170,000,000
	<b>200,000,000</b>	<b>170,000,000</b>
<b>Issued, Subscribed and Fully Paid-up Shares</b>		
18,403,485 Equity Shares of Rs. 10 each Fully Paidup. (Previous year :1,40,83,485 )	184,034,850	140,834,850
15,00,000 Fully Convertible Warrants into equity @ Face value Rs.10 each , paid up value Rs. 7.5 each (Previous year :3,15,000 equity @ Rs. 10 each)	11,250,000	3,150,000
Less: Receivable upon conversion	(11,250,000)	(3,150,000)
	<b>184,034,850</b>	<b>140,834,850</b>

- Rs 170,50,000 The Company issued 17,05,000 Equity Shares of Rs. 10 each to other than Promoters on Preferential Basis Equity Share of Rs 10 each at a Premium of Rs 5 per share.
- Rs.31,50,000 Fully Convertible Warrants were converted into Equity Shares of the Company by issue of 315,000 Equity Share of Rs 10 each to Promoters on preferential basis.  
Equity Share of Rs 10 each at a Premium of Rs 10 per share.
- Rs. 2,30,00,000 Fully Convertible Warrants were converted into Equity Shares of the Company by issue of 23,00,000 Equity Share of Rs 10 each to Promoters and Promoter group on preferential basis.  
Equity Share of Rs 10 each at Par.
- Rs. 6,99,00,000 The Company issued 69,90,000 Equity Shares Of Rs 10 each to the Shareholders Of Magic Touch Infotech Limited as per Order Of Hon'ble High Court Of Gujarat dated 20<sup>th</sup> March, 2012 for merger of Magic Touch Infotech Limited with the Company for consideration other than cash.

### 2. The details of shareholders holding more than 5% shares.

Name of the Shareholder	As at March 31, 2013		As at March 31, 2012	
	No. of Shares	% Held	No. of Shares	% Held
NIL				

**3. The reconciliation of the number of shares outstanding is set out below:**

<b>Particulars</b>	<b>As at March 31, 2013 No. of Shares</b>	<b>As at March 31, 2012 No. of Shares</b>
Equity Shares at the beginning of the year	14083485	6743485
Add:-Equity Shares issued to other than promoters	1705000	0
Add:-Conversion of warrants into equity shares	315000	350000
Add:-Equity Shares issued to promoters	2300000	0
Add:-Shares issued pursuant to Scheme of merger.	0	6990000
<b>Equity Shares at the end of the year</b>	<b>18403485</b>	<b>14083485</b>

**4. The company has 15,00,000 convertible warrants pending for conversion into equity shares of Rs. 10/- at par.**

## 2 RESERVES AND SURPLUS

	March 31, 2013	March 31, 2012
	Rs.	Rs.
<b>(a) Capital Reserve</b>		
Balance as per Last Financial Statements	78,799	-
On Consolidation of Subsidiaries.	34,648	78,799
<b>Closing Balance</b>	<b>113,447</b>	<b>78,799</b>
<b>(b) Security Premium Account</b>		
Balance as per Last Financial Statements	8,205,475	4,705,475
Add: on issue of 3,50,000 Equity Shares at a Premium Of Rs 10 each upon conversion.	-	3,500,000
Add: on issue of 17,05,000 Equity Shares at a Premium of Rs 5 each.	8,525,000	-
Add: on issue of 315,000 Equity Shares at a Premium of Rs 10 each upon conversion.	3,150,000	-
<b>Closing Balance</b>	<b>19,880,475</b>	<b>8,205,475</b>
<b>(c) Special Reserve Fund</b>		
Balance as per Last Financial Statements	1,187,520	1,153,930
Add: Transfer from Profit and Loss account	119,364	33,590
<b>Closing Balance</b>	<b>1,306,884</b>	<b>1,187,520</b>
<b>(d) General Reserve</b>		
Balance as per Last Financial Statements	349,148	66,326
Add: Arising Out Of Merger Of Magic Touch Infotech Limited with the Company	-	282,822
Add: Transfer from Profit and Loss account	-	-
<b>Closing Balance</b>	<b>349,148</b>	<b>349,148</b>
<b>(e) Profit &amp; Loss Account</b>		
<b>Balance as per Last Financial Statements</b>	5,318,497	5,164,269
Net Profit/ (Net Loss) for the year	596,819	187,818
Deduct : Transfer to Special Reserves@ 20%	(119,364)	(33,590)
<b>Net Surplus in the Statement of Profit and Loss</b>	<b>5,795,952</b>	<b>5,318,497</b>
<b>GRAND TOTAL</b>	<b>27,445,907</b>	<b>15,139,439</b>

## 3 Deferred Tax Liability

	March 31, 2013	March 31, 2012
	Rs.	Rs.
Deferred Tax Liability	13,598	-
<b>Total</b>	<b>13,598</b>	<b>-</b>

<b>4 SHORT-TERM BORROWINGS</b>	<b>March 31, 2013</b>	<b>March 31, 2012</b>
	<b>Rs.</b>	<b>Rs.</b>
<b>Unsecured Borrowings</b>		
From Director	-	-
From other	21,433,950	14,388,950
Less : Inter company transaction	11,150,000	-
<b>Total</b>	<b>10,283,950</b>	<b>14,388,950</b>
<b>5 TRADE PAYABLES</b>	<b>March 31, 2013</b>	<b>March 31, 2012</b>
	<b>Rs.</b>	<b>Rs.</b>
Trade Payables	1,143,037	456,840
<b>Total</b>	<b>1,143,037</b>	<b>456,840</b>
<b>6 SHORT TERM PROVISIONS</b>	<b>March 31, 2013</b>	<b>March 31, 2012</b>
	<b>Rs.</b>	<b>Rs.</b>
Provision for Taxation	342,735	64,068
TDS Payable	-	2,550
Audit Fees Payable	38,811	38,811
Expenses payable	-	12,500
<b>Total</b>	<b>381,546</b>	<b>117,929</b>

#### 7. TANGIBLE ASSETS

	Gross Block				Accumulated Depreciation				Net Block	
	Balance as at April 1, 2012	Additions	Deductions/ Adjustment	Balance as at, March 31, 2013	Balance as at April 1, 2012	For the year	Deductions/ Adjustment	Balance as at, March 31, 2013	Balance as at March 31, 2012	Balance as at, March 31, 2013
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
Computer	362,762	-	-	362,762	323,383	39,379	-	362,762	39,379	-
Typewriter	15,000	-	-	15,000	15,000	-	-	15,000	-	-
Printers	5,851	-	-	5,851	883	278	-	1,161	4,968	4,690
Mobile	38,020	-	-	38,020	4,079	1,806	-	5,885	33,941	32,135
Air-Conditioner	118,035	-	-	118,035	58,016	5,607	-	63,623	60,019	54,413
Furniture	451,282	-	-	451,282	227,141	28,566	-	255,707	224,141	195,575
Electrical Installation	66,456	-	-	66,456	57,972	3,157	-	61,129	8,484	5,328
Fax Machine	34,200	-	-	34,200	34,200	-	-	34,200	-	-
Refridgerator	5,200	-	-	5,200	1,209	247	-	1,456	3,991	3,744
LCD Television	30,690	-	-	30,690	6,548	1,458	-	8,006	24,142	22,684
Projector	310,500	-	-	310,500	13,292	21,952	-	35,244	297,208	275,256
Film Harddisk	18,900	-	-	18,900	6,128	3,064	-	9,192	12,772	9,708
<b>Total (A)</b>	<b>1,456,896</b>	<b>-</b>	<b>-</b>	<b>1,456,896</b>	<b>747,851</b>	<b>105,513</b>	<b>-</b>	<b>853,364</b>	<b>709,046</b>	<b>603,533</b>
<b>INTANGIBLE ASSETS</b>										
Film rights	121,000	-	-	121,000	-	-	-	-	121,000	121,000
<b>Total (B)</b>	<b>121,000</b>	<b>-</b>	<b>-</b>	<b>121,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>121,000</b>	<b>121,000</b>
<b>GRAND TOTAL(A+B)</b>	<b>1,577,896</b>	<b>-</b>	<b>-</b>	<b>1,577,896</b>	<b>747,851</b>	<b>105,513</b>	<b>-</b>	<b>853,364</b>	<b>830,046</b>	<b>724,533</b>
<b>Previous Years Figures</b>	<b>1,070,276</b>	<b>507,620</b>	<b>-</b>	<b>1,577,896</b>	<b>637,927</b>	<b>109,922</b>	<b>-</b>	<b>747,849</b>	<b>-</b>	<b>830,046</b>

<b>8 NON CURRENT INVESTMENTS</b>	<b>March 31, 2013</b>	<b>March 31, 2012</b>
	<b>Rs.</b>	<b>Rs.</b>
<b>Unquoted Investments</b>		
250000 equity shares of Rs. 10 each of Teflas Commodity Interface P. Ltd	2,500,000	2,500,000
126775 equity shares of Rs. 10 each of Andura Info Products Private Ltd	1,267,750	1,267,750
50000 equity shares of Rs. 10 each of Chandresh Cable Private Ltd	500,000	500,000
200000 equity shares of Rs. 10 each of Shree Bajrang Power & Ispat Ltd	2,000,000	2,000,000
Mulki Infraproject Private Limited	-	250,000
<b>Total</b>	<b>6,267,750</b>	<b>6,517,750</b>

**Notes:**

- (a) Aggregate amount of Unquoted Investments - At Book Value Rs 6,267,750  
 (b) Aggregate amount of Quoted Investments - At Book Value Nil  
 (c) Investment of Rs.37,67,750 has been received pursuant to Scheme of merger with Magic touch Infotech Limited dated 20th March 2012.

<b>9 DEFERRED TAX ASSET</b>	<b>March 31, 2013</b>	<b>March 31, 2012</b>
	<b>Rs.</b>	<b>Rs.</b>
Deferred Tax Asset	-	1,945
<b>Total</b>	<b>-</b>	<b>1,945</b>

<b>10 LONG-TERM LOANS AND ADVANCES</b>	<b>March 31, 2013</b>	<b>March 31, 2012</b>
	<b>Rs.</b>	<b>Rs.</b>
<b>Security deposit</b>		
Unsecured, considered good	374,430	373,560
	<b>(A) 374,430</b>	<b>373,560</b>
<b>Advances recoverable in Cash or Kind</b>		
Unsecured, considered good	200,818,906	132,895,208
Less : Inter company transaction	11,150,000	-
	<b>(B) 189,668,906</b>	<b>132,895,208</b>
<b>Total (A + B)</b>	<b>190,043,336</b>	<b>133,268,768</b>

<b>11 TRADE RECEIVABLES</b>	<b>March 31, 2013</b>	<b>March 31, 2012</b>
	<b>Rs.</b>	<b>Rs.</b>
<b>Other receivables</b>		
Unsecured, considered good	28,661,342	36,203,992
<b>Total</b>	<b>28,661,342</b>	<b>36,203,992</b>
<b>12 CASH AND CASH EQUIVALENTS</b>	<b>March 31, 2013</b>	<b>March 31, 2012</b>
	<b>Rs.</b>	<b>Rs.</b>
Balances with Banks:		
On Current Accounts	256,940	77,917
Cash on Hand	370,199	866,816
<b>Total</b>	<b>627,139</b>	<b>944,733</b>
<b>13 OTHER CURRENT ASSETS</b>	<b>March 31, 2013</b>	<b>March 31, 2012</b>
	<b>Rs.</b>	<b>Rs.</b>
<b>Unamortised Expenditure</b>		
Preliminary Expenses	247,562	247,562
Written off during the year	247,562	-
<b>(A)</b>	<b>-</b>	<b>247,562</b>
<b>Others</b>		
Tax Deducted at Sources (10-11)	3,715	3,715
Tax Deducted at Sources (11-12)	57,441	57,441
Tax Deducted at Sources (12-13)	667,631	-
<b>(B)</b>	<b>728,787</b>	<b>61,156</b>
<b>Total</b>	<b>728,787</b>	<b>308,718</b>
<b>14 REVENUE FROM OPERATIONS</b>	<b>March 31, 2013</b>	<b>March 31, 2012</b>
	<b>Rs.</b>	<b>Rs.</b>
<b>(A) Entertainment Division Income</b>	380,000	9,622,622
<b>(B) Interest - NBFC Income</b>	6,867,791	1,690,376
<b>(C) Software Development Income</b>	100,000	121,000
<b>(D) Income From Operation</b>	1,947,472	282,726
<b>Revenue from Operations (Gross) ( A+B+C)</b>	<b>9,295,263</b>	<b>11,716,724</b>
<b>15 OPERATING EXPENSES</b>	<b>March 31, 2013</b>	<b>March 31, 2012</b>
	<b>Rs.</b>	<b>Rs.</b>
Entertainment Division Expenses	2,415,064	1,189,124
<b>Total</b>	<b>2,415,064</b>	<b>1,189,124</b>

**16 ADMINISTRATIVE AND GENERAL EXPENSES**

	March 31, 2013 Rs.	March 31, 2012 Rs.
Membership & Subscription Fees	-	9,025
Salary Expences	1,598,373	785,172
Accounting Fees	-	12,240
Telephone Expences	26,562	20,717
Electricity Expences	54,054	42,810
Rent	347,840	244,720
Repair & Maintenance Charges	218,110	140,174
Bank Charges	7,501	3,780
Boarding & Lodging	-	4,950
Books & Periodics	11,452	1,320
Education Training Fees	-	5,515
Insurance Exp ( Vehicle)	-	13,777
Legal & Consultancy Expences	27,500	32,500
Office Expences	606,092	307,542
Postage & Courier / Telegram	56,283	28,638
Printing & Stationery / Zexox	96,655	108,511
Professional Charges	33,151	37,080
ROC Filling Charges	184,184	56,694
Stamp Duty Charges	942,985	13,712
Sundry w/off	-	180
General Expences	3,710	-
Donation 80G (Gujarat Law Society)	-	51,000
Miscellanous Expences	-	8,894
Bse Limited Listing fees	213,484	303,325
NSDL- CDSL Listing Fees	87,664	57,326
Labour charges	284,100	-
Staff Wealfare Expences	30,000	-
Office Maintance Expences	30,500	-
Certification Advisory Expences	19,000	-
Merger Expences	43,214	-
RTA Charges	29,634	-
STA Annual fees	25,000	-
Registrar Expences	-	43,724
	<b>(A) 4,977,047</b>	<b>2,333,326</b>

**Payment to Auditor:**

	March 31, 2013 Rs.	March 31, 2012 Rs.
As Auditor:		
Audit Fee	27,575	27,575
Audit Fee-Subsidiary	11,236	5,730
	<b>(B) 38,811</b>	<b>33,305</b>

**Payment to Directors:**

Remuneration	330,000	-
	<b>(C) 330,000</b>	<b>-</b>
<b>Total(A+B+C)</b>	<b>5,345,858</b>	<b>2,366,631</b>

**17 SELLING AND MARKETING EXPENSES**

	March 31, 2013 Rs.	March 31, 2012 Rs.
Advetisement Expences	39,608	59,452
Buisness Promotion Expences	-	2,995
Travelling & Conveyance Charges	243,999	179,930
Website Designing Charges	-	7,500
<b>Total</b>	<b>283,607</b>	<b>249,877</b>

## FINANCIAL INFORMATION OF SUBSIDIARY COMPANIES

<b>DETAILS OF SUBSIDIARIES COMPANIES FOR THE FINANCIAL YEAR 2012-13</b>		
<b>NAME OF THE SUBSIDIARIES COMPANY</b>	<b>Amount (in Rs.)</b>	
	<b>SHREE KRISHNA INFRASTRUCTURE LTD</b>	<b>SHREE KRISHNA HOLIDAY HOME AND FARMS LTD</b>
Capital	5,807,000	5,475,100
Reserve	78,025	46,016
Total Assets	9,682,472	23,192,641
Total Liabilities	9,682,472	23,192,641
Investments	-	-
Turnover/Total Income	867,000	1,080,472
Profit Before Tax	39,736	37,244
Taxation	12,280	11,507
Profit after Tax	27,456	25,737
Proposed Dividend	NIL	NIL

<b>Name of the Company</b>	<b>Country of Incorporation</b>	<b>% voting power held as at 31<sup>st</sup> March, 2013</b>	<b>% voting power held as at 31<sup>st</sup> March, 2012</b>
Shree Krishna Infrastructure Ltd	India	100%	51%
Shree Krishna Holiday Home and Farms Ltd	India	100%	51%



## GREEN INITIATIVE & E-COMMUNICATION REGISTRATION FORM

Dear Shareholder,

### **Sub: Green Initiative in Corporate Governance Service of documents by electronic mode**

The Ministry of Corporate Affairs has taken a “Green Initiative in Corporate Governance “allowing paperless Compliance by Companies. In accordance with the recent circular No. 17/2011 dated 21.04.2011 and circular No. 18/2011 dated 29.04.2011 issued by the MOA Companies can now send various notices and documents including the Annual Reports to its shareholders through electronic mode to the registered email address of shareholders.

If you hold shares in Demat Form we invite you to the contribution to the cause by updating your email id details with your Depository Participant. In case you hold shares in physical form please complete the form given below and send it back to us.

Please note that as a member of the Company you are entitled to receive all such communication in physical form upon request.

**Best Regards**  
**Compliance Officer**

.....  
**E-COMMUNICATION REGISTRATION FORM**

**(In terms of Circular No. dated 21.04.2011 issued by MINISTRY OF CORPORATE Affairs)**

**To,**  
**The Sungold Capital Limited,**  
**41, Green Villa Complex,**  
**Near H. B. Kapadia School,**  
**Gurukul Road, Ahmedabad- 380052**

Dear Sir/Madam,

I/We agree to receive all communication from the Company in electronic mode. Please register my mail id in your records for sending communication through mail.

Folio no.:

DP ID:

Name of the first holder:

Name of the Joint Holder:

E-mail id (to be registered)

I/We will keep the Company informed as and when there is any change in the email address

Date:

Signature of the first Holder

Important Dates:

1. Please fill in the Capital Letters in legible handwriting.
2. Shareholders are requested to keep the Company informed as and when there is any change in email unless the email id is changed

**ATTENDANCE SLIP**
**SUN GOLD CAPITAL LIMITED**
**Regd. Office: 41, Green Villa Complex, Near H. B. Kapadia School, Gurukul Road, Ahmedabad- 380052**

PLEASE FILL THE ATTENDANCE SLIP AND HAND OVER AT THE ENTRANCE OF THE MEETING HALL.

Joint shareholders may obtain additional slip at the venue of the meeting.

DP Id*	
-----------	--

Master Folio No.	
---------------------	--

Client Id*	
---------------	--

No. of Shares	
------------------	--

 NAME AND ADDRESS OF SHAREHOLDER
 

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 I hereby record my presence at the **21<sup>ST</sup> ANNUAL GENERAL MEETING** of the company held on Friday, 27<sup>th</sup> September, 2013 at 9.30 a.m. at 3<sup>rd</sup> Floor, Ganesh Plaza, Near Mahavir Nagar, Ranip, Ahmedabad – 382 480 Gujarat

 \_\_\_\_\_  
 Signature of Shareholder/proxy

 \*Applicable for investors holding shares in electronic form.
 

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**PROXY FORM**
**SUN GOLD CAPITAL LIMITED**
**Regd. Office: 41, Green Villa Complex, Near H. B. Kapadia School, Gurukul Road, Ahmedabad- 380052**

DP Id*	
-----------	--

Master Folio No.	
---------------------	--

Client Id*	
---------------	--

No. of Shares	
------------------	--

 I/We \_\_\_\_\_ of \_\_\_\_\_ being a member of **SUNGOLD CAPITAL LIMITED** hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him/her \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to vote for me/us and on my/our behalf at the **21<sup>ST</sup> ANNUAL GENERAL MEETING** of the company to be held on Friday, 27<sup>th</sup> September, 2013 at 9.30 A.M. at 3rd Floor, Ganesh Plaza, Near Mahavir Nagar, Ranip, Ahmedabad – 382 480 at any adjournment thereof. As a witness my/our hand(s) this \_\_\_\_\_ day of \_\_\_\_\_ 2012.

**Date:**
**(Signature of the Shareholder)**

<b>Affix a 100 Paise Revenue Stamp</b>
--

\*Applicable for investors holding shares in electronic form.

**NOTE:**

1. **The proxy need NOT be the member of the Company.**
2. **The Proxy Form duly completed and signed across the stamp must reach the Registered Office of the Company not less than 48 hours before the time of holding the aforesaid meeting**

TM



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