

NOTICE

NOTICE is hereby given that the **22nd Annual General Meeting** of Sungold Capital Limited will be held on **Friday, 26th September, 2014** at 9.30 A.M. at 3rd Floor, Ganesh Plaza, Near Mahavir Nagar, Ranip, Ahmedabad – 382 480 to transact the following business:

ORDINARY BUSINESS:

ITEM NO. 1

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

“RESOLVED THAT the Audited Statements of Accounts of the Company for the year ended March 31, 2014 and the Directors’ and Auditors’ Reports thereon, be and are hereby approved and adopted.”

ITEM NO. 2

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

“RESOLVED THAT Mr. Sharad Gandhi (DIN No. 02844017) who retires by rotation at this Annual General Meeting be and is hereby appointed as Director of the Company, liable to retire by rotation.”

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 provision of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and Rule framed thereunder (including any statutory modification (s) or re- enactment thereof for the time being in force), M/s. Rakesh Parmar & Co., (FRN No. 134967W) be and is hereby appointed as the Statutory Auditor for the term of five years i.e. from the Conclusion of this Annual General Meeting till the Conclusion of twenty seventh AGM of the Company (subject to ratification of their appointment by the Members at every AGM), on such terms and remuneration as agreed upon between the Audit Committee/Board of Directors and the Auditors.

SPECIAL BUSINESS:

ITEM No.4

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

“RESOLVED THAT pursuant to the provision of Section 149, 152 and other applicable provisions of the Companies Act , 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and clause 49 of the Listing Agreement, Mr. Anand Kapatel (DIN 05338189), Director of the Company, be and is hereby appointed as Independent Director of the Company for 5 (five) Consecutive years from the conclusion of this AGM to the conclusion of twenty seventh AGM , not liable to retire by rotation.

ITEM No.5

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

“RESOLVED THAT pursuant to the provision of Section 149, 152 and other applicable provisions of the Companies Act , 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and clause 49 of the Listing Agreement, Ms. Anoma Contractor (DIN 02620016), who was appointed as an additional director pursuant to the provision of section 161 (1) of the Companies Act, 2013 and the Article of Association of the company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received the notice in writing under hereby appointed as an Independent Director of the Company for 5(five) Consecutive years from the conclusion of this AGM to the conclusion of twenty seventh AGM , not liable to retire by rotation.

ITEM No.6

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

“RESOLVED THAT pursuant to the provision of Section 149, 152 and other applicable provisions of the Companies Act , 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and clause 49 of the Listing Agreement, Mr. Uma Maheswararao Sikhinam (DIN 02914295), who was appointed as an additional director pursuant to the provision of section 161 (1) of the Companies Act, 2013 and the Article of Association of the company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received the notice in writing under hereby appointed as an Independent Director of the Company for 5(five) Consecutive years from the conclusion of this AGM to the conclusion of twenty seventh AGM, not liable to retire by rotation.

ITEM No.7

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

"RESOLVED THAT pursuant to the provision of Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and clause 49 of the Listing Agreement, Mr. Harish Laddha (DIN 06938422), who was appointed as an additional director pursuant to the provision of section 161 (1) of the Companies Act, 2013 and the Article of Association of the company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received the notice in writing under hereby appointed as an Independent Director of the Company for 5(five) Consecutive years from the conclusion of this AGM to the conclusion of twenty seventh AGM, not liable to retire by rotation.

ITEM No. 8

To consider and if thought fit, to pass with or without modification the following resolution as Special resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

RESOLVED FURTHER THAT the Company Secretary of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Place: Ahmedabad
 Date: 21.08.2014

By Order of the Board

Mr. Rajiv Kotia
 Chairman & Managing Director
 DIN 00135912

CINNo: L65910GJ1993PLC018956

Registered Office:

8- I, Vardan Exclusive, Nr. Vimal House,
 Stadium Road, Navrangpura,
 Ahmedabad- 380009 Gujarat

Tel No: 079-26460145, Fax No: 079-26460145

E-mail id: sungold2006@gmail.com, info@sungoldcapitallimited.com

Website: www.sungoldcapitallimited.com

NOTES:

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON POLL TO VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF THE MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, SHOULD BE DULY COMPLETED, STAMPED AND MUST BE DEPOSITED AT TH OFFICE OF THE REGISTRAR & SHARE TRANSFER AGENTS OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE TIME FROM COMMENCEMENT OF THE MEETING.

1. Explanatory statement pursuant to section 102 of the Companies Act, 2013 setting out the details relating to the special business to be transacted at the meeting is annexed hereto.
2. Pursuant to the provision of Section 91 of the Companies Act, 2013, the register of Members and the Share Transfer Books of the Company will remain close from Saturday, 20th September, 2014 to Friday, 26th September, 2014 (Both Days Inclusive).
3. As per clause 49 (IV) (G) (1) of the listing agreement, the brief profile of the Director appointed and retiring by rotation and eligible for re-appointment is annexed to this Notice.
4. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
5. Members holding shares in electronic mode are requested to intimate any change in their address to their Depository Participant (s). Members holding shares in physical form are requested to advise any change in their address immediately to the Company/Registrar Share Transfer Agent M/s. Satellite Corporate Services (P) Ltd. B-302, Sony Apt., Opp. St. Jude's High School, 90 Ft Road, Jarimari, Sakinaka, Andheri (east) Mumbai-400 072.

6. Shareholders seeking any information with regard to accounts are requested to write to the undersigned at the Registered office of the Company at 8-1, Vardan Exclusive, Nr. Vimal House, Stadium Road, Navrangpura, Ahmedabad- 380009, at least 15 days in advance, so as to keep the information ready at the meeting.
7. Pursuant to section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 (a copy of which is placed on the website of Company www.sungoldcapitallimited.com) with the Company's share transfer agent. In respect of shares held in electronic form, the nomination form may be filed with the respective depository participant.
8. Detailed information regarding the various Stock Exchanges where the equity shares of the Company are listed, along with their address and stock code given to the Company by the respective Stock Exchanges are indicated in Corporate Governance Report, forming part of the Annual Report.
9. SEBI has made mandatory for the every participant in the securities/capital market to furnish the details of the Income Tax Permanent account Number (PAN). Accordingly, all the shareholders holding shares in physical form are requested to submit their details of PAN along with the photocopy of both side of the PAN card, duly attested, to the Registrar and Share Transfer Agents of the Company, the shareholders holding shares in Electronic Form are therefore, requested to submit the PAN to their Depository Participant with whom they are maintain their Demat Accounts.
10. Members holding Shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risk associated with physical shares and for ease in portfolio management. Members can contact the Company or Company's Registrar and Transfer Agents for assistance in this regards.
11. The Annual Report and Notice for the 22nd Annual General Meeting along with the attendance slip and proxy form, is being sent by electronic mode to all members whose email address are registered with the Company/Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by permitted mode. Members may also note that the aforesaid documents are also available on the Company's website www.sungoldcapitallimited.com for download. Members/proxies are requested to bring their copy of Annual Report together with the notice along with the Attendance Slip sent herewith, duly filled in, to attend the meeting.
12. In case of the joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
13. Members/Proxy holders are requested to produce at the entrance, the attached admission slip for admission to the meeting hall. Duplicate attendance slip is not to be provided at the hall.
14. As per the provisions of the Companies Act 2013, facility for making nominations is available to the shareholders in respect of the shares held by them in physical form. Nomination forms can be obtained from the Registrar and Share Transfer Agents of the Company. The Shareholders holding Shares in dematerialized form may approach their respective Depository Participants to avail and/or effect any change in nomination facility.
15. Shareholders holding shares in physical form under multiple folios are requested to send the Company's Registrar and Share transfer Agent details such folios together with the Share Certificate for Consolidate their holdings in single folios as to enable us to serve them in a better, most efficient and effective manner. The share certificate will be returned to the Members after making the requisite changes, thereon.
16. Non – Resident Indian Shareholders are requested to inform about the following to the Company or its Registrar & Share Transfer agent or the Concerned Depository Participant, as the case may be, immediately of :
 - a. The change in the residential status on return to India for permanent settlement.
 - b. The particulars of the NRE account with a bank in India, if not furnished earlier.
17. SEBI vide circular dated January 7, 2010 has made it mandatory for the legal heir(s) to furnish their PAN in addition to the legal procedural document duly attested in the following cases in respect of shares in listed companies held in physical form:
 - a. Deletion of name of the deceased shareholder(s) where the shares are held in the names of two or more shareholders.
 - b. Transmission of shares, in favour of legal heir(s), where the shares are held in the names of two or more shareholders.
 - c. Transposition of shares, when there is a change in order of names in which physical shares are jointly in the names of two or more shareholders.

18. All the documents referred to in the accompanying Notice shall be kept open for inspection at the registered office of the Company during the normal business hours (10.00 am. to 6.00 pm) on all working days except Saturday, up to and including the date of the Annual General Meeting of the Company.

19. **Voting through electronic means**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e- voting facility to the members to cast their votes electronically on all resolutions set forth in the notice conveying 22nd Annual General Meeting to be held on Friday, 26th September, 2014 at 9.30. a.m. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e- voting facility. The instructions for E-Voting are as under:

- Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com
- Click on "Shareholder" tab to cast your votes.
- Select the Electronic Voting Sequence Number (EVSN) i.e. "140819014" along with the Company name "Sungold Capital Limited" from the drop down menu and click on Submit.
- Enter the user id and the CAPTCHA code as appearing on the screen.
- If you are holding shares in Demat form and have already voted earlier on www.evotingindia.com for voting of any other Company, then your existing password are to be used.
- If you are a first time user follow the steps given below:
Fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical
User ID	For NSDL : 8 Character DP ID followed by 8 Digits Client ID	Folio Number registered with the Company
	For CDSL : 16 digit beneficiary ID	
PAN*	Enter your 10 digit alpha numeric *PAN number issued by Income Tax Department and updated with the Company when promoted by the system while e- voting (applicable for both demat shareholders as well as physical shareholders). *Members who have not updated their PAN with the Company /Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account number/folio number in the PAN field. In case the folio number is less than 8 digits enter applicable numbers of 0's before the number after two characters of the name in CAPITAL LETTERS. Eg: If your name is Rajesh Kumar with folio 100 then enter RA00000100 in the PAN field.	
DOB#	Enter the date of Birth as recorded in your demat account or in the company records for the demat account or Folio No. in dd/mm/yyyy format. Members who have not updated their date of birth with the Company /Depository Participant are requested to type 22/08/2014.	
Bank Details #	Enter the bank details as recorded in your demat account or in the company records for the said demat account or folio. Members who have not updated their date of birth with the Company /Depository Participant are requested to type no of shares held in their demat a/c no or in folio no.	

Please enter any of the one details for log in. In case either of the details is not recorded with the depository/company, please enter the number of shares held by you in the bank details.

- After entering these details appropriately click on "SUBMIT" tab.
- Members holding the physical form will then reach directly the EVSN section screen. However the members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. The new password has to be minimum eight digit characters consisting of atleast one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that the password is to be used by the demat holders for voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- Click on the EVSN of the Company i.e. 140819014 to vote.
- On the voting page you will see the Resolution Description and against the same option "Yes/No" for voting. Select the option "YES" or "NO" as desired. The option YES implies that you assent the resolution and option NO implies that you dissent to the Resolution.
- Click on the "Resolution File" link if you wish to view the entire Resolutions.
- After selecting the resolutions you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- Once you "CONFIRM" your vote on resolution, you will not be allowed to modify your vote.
- If the demat account holders have forgotten the changed password, then enter the user ID and Captcha Code, click on Forgot password and enter the details as prompted by the system.
- Institutional holder (i.e. other than HUF, individual, NRI, etc) are required to login to [http:// www.evotingindia.co.in](http://www.evotingindia.co.in) and registered themselves as the corporate, link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the board resolution and power of attorney in favor of the Custodian who they have authorized to vote on their behalf, if any, in PDF format in the system for the scrutinizer to verify the same.
- The voting period begins on Wednesday 17, 2014 (9.00 a.m.) to Friday September 19, 2014 (6.00 p.m.). During this period the shareholders of the Company, holding shares either in physical or in dematerialized form, as on cut- off 22nd August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on the resolution is cast by the shareholder, the shareholder will not be allowed to change it subsequently.

- In case if you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQs) and e- voting manual available at www.evotingindia.co.in under the help section or write an email to helpdesk.evoting@cDSLindia.com.
- The voting rights of the shareholders shall be proportionate to their shares of the paid up capital of the Company as on the cut-off date of 22nd August, 2014.
- The Board of directors has appointed Mr. Suhas Ganpule , Practising Company Secretary (Membership No. 12122), as the Scrutinizer for conducting the electronic (e-voting) process in accordance with the provisions of the Act and Rules made thereunder in a fair and transparent manner and he has consented to act such.
- The scrutinizer shall within a period of not exceeding three working days of the e-voting period unblock the votes in presence of atleast two witnesses not in the employment of the Company and the scrutinizer 's report of the votes cast in favor or against , if any, forthwith to the Chairman of the Company.
- The result of e-voting along with the scrutinizer's report shall be placed on the Company's website www.sungoldcapitallimited.com and on the website of CDSL within two working days of passing the said resolution at the AGM of the Company. The result will be communicated to the stock exchanges where the shares of the Company are listed.

CONTACT DETAILS	
COMPANY	Sungold Capital limited (CIN No: L65910GJ1993PLC018956) Redg office: 8- I , Vardan Exclusive, Nr. Vimal House, Stadium Road, Navrangpura, Ahmedabad- 380009 Gujarat. Tel No: 079-26460145, Fax No: 079-26460145 E-mail id: sungold2006@gmail.com , info@sungoldcapitallimited.com Website: www.sungoldcapitallimited.com
REGISTRAR AND TRANSFER AGENT	M/S. Satellite Corporate Services (P) Limited B-302, Sony Apt., Opp. St. Jude's High School, 90 Ft Road, Jarimari, Sakinaka, Andheri (East) Mumbai-400 072 Ph: 022 28520461/62. Fax: 022 28511809 Mail Id: service@satellitecorporate.com
E- VOTING AGENCY	Central Depository Services (India) Limited E Mail Id: helpdesk.evoting@cDSLindia.com
SCRUTINIZER	CS Suhas Ganpule Practising Company Secretary Mumbai E- Mail Id: suhas62@yahoo.com sg.sqfirm@gmail.com

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. 4

Mr. Anand Kapatel (DIN No. 05338189) has been an Independent Director of the Company under the Listing Agreement since 2013. The Board of Directors at their meeting held on 21.08.2014 elected Mr. Anand Kapatel as the member of the Remuneration Committee of the Company. Consequent upon the enactment of the Companies Act, 2013 (the Act), is now incumbent upon every Listed Company to appoint "Independent Director" as defined under Section 149(6) of the Act and the rules made there under. The Board of Directors of the Company after viewing the provisions of the Act are of the opinion that Mr. Anand Kapatel fulfills the conditions specified under Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is Independent of the management. The Company has received declaration from Mr. Anand Kapatel that he meets with the criteria of independence as prescribed both under sub- section (6) of section 149 of the Act and clause 49 of the Listing Agreement. Copy of the draft letter of appointment of Mr. Anand Kapatel as an Independent Director setting out the terms and conditions would be available for inspection at the Registered Office of the Company during the normal course of the business hours on any working day, excluding Saturdays.

Section 149 of the Act inter alia stipulates the criteria of independence and the Company proposes to appoint independent director on its Board. As per Section 149, an Independent Director can hold the office for a term of 5 (five) consecutive years on the Board of the Company and she shall not be included in the total number of directors for retirement by rotation.

The Board considers that his continued association would be immense benefit to the Company and it is desirable to continue to avail service of Mr. Anand Kapatel as an Independent Director. Accordingly, the Board recommends the resolution set forth in item No. 4 of the notice for the approval of the members.

The profile of Mr. Anand Kapatel, as required by clause 49 of the Listing Agreement is annexed to the Notice.

Except Mr. Anand Kapatel, being appointee, none other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in resolution.

ITEM NO. 5

The Board of Directors of the Company appointed pursuant to section 161 (1) of the Companies Act, 2013 (the Act) and Article of Association of the Company, Ms. Anoma Contractor (DIN No. 02620016) as an additional director of the company w.e.f. 21.08.2014. In term of the provisions of section 161 (1) of the Companies act, 2013 Ms. Anoma Contractor (DIN No. 02620016) would hold office upto the date of the ensuing Annual General meeting.

The Company has received notice in writing under section 160 of the Act proposing the candidature of Ms. Anoma Contractor (DIN No. 02620016) for the office of Director and she is not disqualified from being appointed as Director in terms of Section 164 of the Act and provided the consent to act as a Director.

Section 149 of the Act inter alia stipulates the criteria of independence and the Company proposes to appoint independent director on its Board. As per Section 149, an Independent Director can hold the office for a term of 5 (five) consecutive years on the Board of the Company and she shall not be included in the total number of directors for retirement by rotation.

The Company has received declaration from Ms. Anoma Contractor that she meets with the criteria of independence as prescribed both under sub-section (6) of section 149 of the Act and clause 49 of the Listing Agreement. Copy of the draft letter of appointment of Ms. Anoma Contractor as an Independent Director setting out the terms and conditions would be available for inspection at the Registered Office of the Company during the normal course of the business hours on any working day, excluding Saturdays.

Accordingly, the Board recommends the resolution set forth in item No. 5 of the notice for the approval of the members.

The profile of Ms. Anoma Contractor, as required by clause 49 of the Listing Agreement is annexed to the Notice.

Except Ms. Anoma Contractor, being appointee, none other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in resolution.

ITEM NO. 6

The Board of Directors of the Company appointed pursuant to section 161 (1) of the Companies Act, 2013 (the Act) and Article of Association of the Company, Mr. Uma Maheswararao Sikhinam (DIN 02914295) as an additional director of the company w.e.f. 21.08.2014. In term of the provisions of section 161 (1) of the Companies act, 2013 Mr. Uma Maheswararao Sikhinam (DIN 02914295) would hold office upto the date of the ensuing Annual General meeting.

The Company has received notice in writing under section 160 of the Act proposing the candidature of Mr. Uma Maheswararao Sikhinam (DIN 02914295) for the office of Director and he is not disqualified from being appointed as Director in terms of Section 164 of the Act and provided the consent to act as a Director.

Section 149 of the Act inter alia stipulates the criteria of independence and the Company proposes to appoint independent director on its Board. As per Section 149, an Independent Director can hold the office for a term of 5 (five) consecutive years on the Board of the Company and he shall not be included in the total number of directors for retirement by rotation.

The Company has received declaration from Mr. Uma Maheswararao Sikhinam (DIN 02914295) that he meets with the criteria of independence as prescribed both under sub- section (6) of section 149 of the Act and clause 49 of the Listing Agreement. Copy of the draft letter of appointment of Mr. Uma Maheswararao Sikhinam (DIN 02914295) as an Independent Director setting out the terms and conditions would be available for inspection at the Registered Office of the Company during the normal course of the business hours on any working day, excluding Saturdays.

Accordingly, the Board recommends the resolution set forth in item No. 6 of the notice for the approval of the members.

The profile of Mr. Uma Maheswararao Sikhinam as required by clause 49 of the Listing Agreement is annexed to the Notice.

Except Mr. Uma Maheswararao Sikhinam, being appointee, none other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in resolution.

ITEM NO. 7

The Board of Directors of the Company appointed pursuant to section 161 (1) of the Companies Act, 2013 (the Act) and Article of Association of the Company, Mr. Harish Laddha (DIN 06938422) as an additional director of the company w.e.f. 21.08.2014. In term of the provisions of section 161 (1) of the Companies act, 2013 Mr. Harish Laddha (DIN 06938422) would hold office upto the date of the ensuing Annual General meeting.

The Company has received notice in writing under section 160 of the Act proposing the candidature of Mr. Harish Laddha (DIN 06938422) for the office of Director and he is not disqualified from being appointed as Director in terms of Section 164 of the Act and provided the consent to act as a Director.

Section 149 of the Act inter alia stipulates the criteria of independence and the Company proposes to appoint independent director on its Board. As per Section 149, an Independent Director can hold the office for a term of 5 (five) consecutive years on the Board of the Company and he shall not be included in the total number of directors for retirement by rotation.

The Company has received declaration from Mr. Harish Laddha (DIN 06938422) that he meets with the criteria of independence as prescribed both under sub-section (6) of section 149 of the Act and clause 49 of the Listing Agreement. Copy of the draft letter of appointment of Mr. Harish Laddha (DIN 06938422) as an Independent Director setting out the terms and conditions would be available for inspection at the Registered Office of the Company during the normal course of the business hours on any working day, excluding Saturdays.

Accordingly, the Board recommends the resolution set forth in item No. 7 of the notice for the approval of the members.

The profile of Mr. Harish Laddha as required by clause 49 of the Listing Agreement is annexed to the Notice.

Except Mr. Harish Laddha, being appointee, none other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in resolution.

ITEM NO.8

The existing Articles of Association ("AOA") are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Act.

With the Coming into the force of the Companies Act, 2013 several regulations of the existing AOA of the Company require alteration or deletion. Accordingly, it is proposed to replace the entire existing AOA by a set of new Articles.

The new AOA to be substituted in place of existing AOA are based on Table 'F' of the Companies Act, 2013 which sets out the model Articles of Association for a company limited by shares.

The proposed new draft of AOA is being uploaded on the Company's website for perusal by the shareholders.

The Board of Directors recommends the above resolution for your approval.

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution.

The Board commends the Special Resolution set out at Item No. 9 of the Notice for approval by the shareholders.

Place: Ahmedabad
Date: 21.08.2014

CIN No: L65910GJ1993PLC018956
Registered Office:
8- I, Vardan Exclusive, Nr. Vimal House,
Stadium Road, Navrangpura,
Ahmedabad- 380009 Gujarat
Tel No: 079-26460145, Fax No: 079-26460145
Website: www.sungoldcapitallimited.com
E-mail id: sungold2006@gmail.com, info@sungoldcapitallimited.com

By Order of the Board

Mr. Rajiv Kotia
Chairman & Managing Director
DIN 00135912

ANNEXURE TO NOTICE

Information pursuant to Clause 49 of the Listing Agreement:-

Brief profile of the Directors seeking appointment and re appointments at the Annual General Meeting is given below:

Names of Directors	Mr. Sharad Gandhi	Mr. Anand Ashokkumar Kapatel	Ms. Anoma Contractor	Mr. Uma Maheswararao Sikhinam	Mr. Harish Laddha
Date of Birth	29/01/1944	26/08/1986	16/11/1984	17/07/1964	24/06/1990
Date of Appointment	30/05/1997	30/07/2013	11/08/2014	11/08/2014	11/08/2014
DIN No.	02844017	05338189	02620016	02914295	06938422
Qualifications	B.A.	M.SC.	Diploma in Fashion Texttile Design	M L W from Gujarat University & B Sc from Nagarjuna University	B.Com, CA
Expertise in specific functional area	Petroleum Business	Pharmaceutical sector	Actress	Human Resource Management	Finance & Taxation
Chairman/Directorship of other Companies	NA	NA	NA	NA	NA
Chairman/Member of the Committee of Board of Directors of the Company	Member of the Audit committee	Member of Remuneration Committee	Member of Shareholder Grievance & Nomination Committee	Chairman of Remuneration & Nomination. Member of Audit & Shareholder Grievance Committee	Chairman Of Audit Committee and Member of Remuneration & Nomination Committee
Number of Shares held in the Company	NIL	NIL	NIL	NIL	NIL



SUNGOLD
CAPITAL LIMITED

SUNGOLD CAPITAL LIMITED
(CIN No: L65910GJ1993PLC018956)

Regd. Office: 8- I, Vardan Exclusive, Nr. Vimal House, Stadium Road, Navrangpura,
Ahmedabad- 380009 Gujarat. Tel No: 079-26460145, Fax No. 079-26460145
E-mail id: sungold2006@gmail.com, info@sungoldcapitallimited.com
Website: www.sungoldcapitallimited.com

PROXY FORM (Form MGT – 11)

{Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rule, 2014}

Name of the members (s)	
--------------------------------	--

Registered address:	
----------------------------	--

E – mail Id:	
---------------------	--

Folio No./ Client Id																			
-----------------------------	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

DP ID																			
--------------	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

I/We, being the member(s) of _____ shares of the above named company, hereby appoint :

Name :	E- mail:
---------------	-----------------

Address:	
	Signature _____

or failing him/her

Name :	E- mail:
---------------	-----------------

Address:	
	Signature _____

Or failing him/her

Name :	E- mail:
---------------	-----------------

Address:	
	Signature _____

As my/our proxy to attend and vote (on poll) for me/us on my /our behalf at the 22nd Annual General Meeting of the Company to be held on Friday, 26th September, 2014 at 9.30 a.m. at 3rd Floor, Ganesh Plaza, Near Mahavir Nagar, Ranip, Ahmedabad – 382 480 at any adjournment thereof and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	Vote (Optional, see Note 2)		
		For	Against	Abstain
	ORDINARY BUSINESS			
1.	Adoption of Balance Sheet, Statement Profit & Loss , Report of Board of Directors and Auditors for the financial year ended March 31, 2014 (Ordinary Resolution)			
2.	Appointment of Director in place of Mr. Sharad Gandhi who retire by rotation and being eligible, seeks re-appointment. (Ordinary Resolution)			
3.	Appointment of Mr. Rakesh Parmar as the Statutory Auditor of the Company (Ordinary Resolution)			
	SPECIAL BUSINESS			
4.	Appointment of Mr. Anand Patel as an Independent Director (Ordinary Resolution)			
5.	Appointment of Ms. Anoma Milind Contractor as an Independent Director (Ordinary Resolution)			
6.	Appointment of Mr. Uma Maheswararao Sikhnam as an Independent Director (Ordinary Resolution)			
7.	Appointment of Mr. Harish Laddha as an Independent Director (Ordinary Resolution)			
8.	Approving and adoption of new Article of Association of the Company (Special Resolution)			

Signed this _____ day of _____ 2014

_____ Signature of Shareholder	_____ Signature of Proxy holder (s)
--	---

Affix Rs. 1 Revenue Stamp
--

NOTE:

1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of meeting.
2. It is optional to indicate your preference. If you leave 'for', 'against' or 'abstain' column blank against any or all resolutions, your proxy will entitled to vote in the manner as he/she may deem appropriate.

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22nd ANNUAL REPORT 2013-2014



SUNGOLD
CAPITAL LIMITED

SUNGOLD CAPITAL LIMITED

22ND ANNUAL REPORT 2013-2014

COMPANY INFORMATION

BOARD OF DIRECTORS

Mr. Rajiv Kotia, Chairman & Managing Director
 Mr. Ashok Modi
 Mr. Sharad Gandhi
 Mr. Keyur Gandhi (resigned w.e.f. 21.08.2014)
 Mr. Rafiullahkhan Pathan (resigned w.e.f. 21.08.2014)
 Mr. Anand Kapatel
 Ms. Anoma Contractor (w.e.f. 21.08.2014)
 Mr. Uma Maheswararao Sikhnam (w.e.f. 21.08.2014)
 Mr. Harish Laddha (w.e.f. 21.08.2014)

CHIEF EXECUTIVE OFFICER

Mr. Ushik Gala, (w.e.f. 21.08.2014)

COMPANY SECRETARY

Mr. Uday Sawant (w.e.f. 21.08.2014)

COMPLIANCE OFFICER

Ms. Bhumika Sidhpura

AUDITOR

R.K. Somani & Associates
 (Chartered Accountants), Mumbai

REGISTERED OFFICE

8- I, Vardan Exclusive, Nr. Vimal House,
 Stadium Road, Navrangpura,
 Ahmedabad- 380009
 CIN No: L65910GJ1993PLC018956

BANKERS

The Kalupur Commercial Co-Operative Bank Limited
 Bank of Baroda
 HDFC Bank Limited
 Union Bank of India
 The Bhuj Mercantile 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
 Mumbai - 400 062

IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless Compliance by the Companies and has issue a Circular stating that Service of Notice /Documents including Annual Report can be sent by e/mail to its members. To support this Green Initiative of the Government in full measure, Members who have not registered their email address, so far, are requested to register their email address in respect of electronic holdings, and change their in from time to time with the Depository through their Concern Depository Participants. Members who hold shares in Physical Form are also requested to register the same with the Company's Share Transfer Agent. MCS Limited. New Delhi

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DIRECTOR'S REPORT

Your Directors have pleasure in submitting their 22nd Annual Report and Account for the year ended on 31st March, 2014.

FINANCIAL RESULTS:

PARTICULARS	YEAR ENDED	YEAR ENDED
	31-03-2014	31-03-2013
	(RS. IN LACS)	(RS. IN LACS)
Sales & Other Income from Operation	87.94	72.48
Other Income	1.60	1.00
Total Expenditure	80.23	64.22
Profit before Depreciation	9.30	9.26
Depreciation	0.66	1.05
Profit before Tax	8.65	8.21
Provision for Taxation	2.69	2.77
Net Profit after Tax	5.95	5.44

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, 2014.

PERFORMANCE OF THE COMPANY:

Despite of the adverse economic situation, Directors of the Company have made effort to improve the net income of the Company to it's their best possible extend.

CONSOLIDATED FINANCIAL STATEMENT:

The audited consolidated financial statements of your Company as on 31st March, 2014 , which forms the part of the annual report , have been prepared pursuant to clause 41 of the Listing Agreement entered with the Stock Exchange, in accordance with the provisions of the Companies Act, 1956 and Accounting Standards AS -21 on Consolidated Financial Statements.

DIRECTOR:

In terms of the provisions of the Companies Act, 2013, Mr. Sharad Gandhi retires by rotation and being eligible for re-appointment.

The Company have received declaration from Mr. Keyur Gandhi (DIN No: 03494183), Mr. Rafiullahkhan Pathan (DIN No: 01779253), Anand Kapatel (DIN No: 05338189) Independent Directors of the Company confirming that they meet with the criteria of Independence as prescribed both under sub - section (6) of the Section 149 of the Companies Act, 2013 and clause 49 of the Listing Agreement with the Stock Exchanges.

Mr. Keyur Gandhi (DIN No: 03494183) & Mr. Rafiullahkhan Pathan (DIN No: 01779253) filed their resignation with the Company on 21.08.2014.

Mr. Uma Maheswararao Sikhnam (DIN No: 02914295), Ms. Anoma Contractor (DIN No: 02620016) and Mr. Harish Laddha (DIN No: 06938422) were appointed w.e.f. 21.08.2014, 2014 as an Independent Directors of the Company confirming that they meet with the criteria of Independence as prescribed both under sub - section (6) of the Section 149 of the Companies Act, 2013 and clause 49 of the Listing Agreement with the Stock Exchanges.

Brief details of Directors proposed to be appointed/re-appointed as required under clause 49 of the Listing Agreement are provided in the Notice of Annual General Meeting forming part of this Annual Report.

FIXED DEPOSITS:

The company has not accepted any fixed deposits from general public.

AUDITORS:

R. K. Somani & Associates, Chartered Accountants, Mumbai (FRN:-118666W), hold office upto the date of conclusion of the ensuing Annual General Meeting. In view of his pre- occupation schedule and on the recommendation of the Audit Committee, the Board of Directors at its meeting held on August 21, 2014, appointed M/s. Rakesh Parmar & Co., Chartered Accountant (FRN: 134967W), as the Statutory Auditor of the Company for the term of five years i.e from this financial Year 2014-2015 to financial year 2018-2019 and to hold office till the conclusion of twenty seventh Annual General Meeting of the Company.

KEY MANGERIAL PERSONNEL:

In terms of Section 203 of the Companies Act, 2013, Mr. Rajiv Kotia, Managing Director & CEO of the Company continues to hold the office, Mr. Ushik Gala, is appointed as a CFO of the Company w.e.f. 21.08.2014, and Mr. Uday Sawant is hereby appointed as Company Secretary and Compliance officer of the Company w.e.f. 21.08.2014 which constitutes the KMPs of the Company.

PERSONNEL:

During the year under review, there was no employee in receipt of any remuneration in excess of the limits prescribed in Section 217 (2A) of the Companies Act, 1956 read with the companies (Particulars of Employees) Rules, 1975 as amended.

DIRECTOR'S RESPONSIBILITY STATEMENT:

The Board of Directors of the Company confirms:

- That in the preparation of the annual accounts, the applicable accounting standards have been followed and there has been no material departure.
- That the selected accounting policies were applied consistently and the directors made judgments and estimated that are reasonable and prudent so as to give a true and fair view of the state affairs of the company as at March 31, 2014 and of the profit or loss of the company for the year ended on that date.
- That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance, with the provisions of the Companies Act, 1956 for safeguarding assets of the company and for preventing and detecting fraud and other irregularities.
- That the annual account has been prepared on a going concern basis.

CONSERAVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNING & OUTSTANDING:

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 forgoing matters is given here under.

1. Conversation of energy	Nil
2. Technology absorption, research & dev.	Nil
3. Foreign Exchange earning & outgoing	Nil

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).

NEW INITIATIVE:

You're Company, as mentioned in Management Discussion and Analysis Report has completed the Fashion Calendar 2014-2015 and successful launched the calendar on leading Gujarati news channels namely: GTPL. And Gujarat Samachar.

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.

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.

CHANGE OF REGISTER OFFICE OF THE COMPANY:

During the year the Company shifted from 41, Green Villa Complex, Near H.B. Kapadia School, Gurukul Road, Ahmedabad – 380052 to 8- I, Vardan Exclusive, Nr. Vimal House, Stadium Road, Navrangpura, Ahmedabad – 380009 vide its Board Meeting dated 11.10.2013.

FORMATION OF VARIOUS COMMITTEES:

Details of various committees which have been constituted and reconstituted by the Board of Directors as per the provision of Clause 49 of the Listing Agreement and Companies Act, 2013 are given in the Corporate Governance Report forming the part of Annual Report separately.

MANAGEMENT DISCUSSION ANALYSIS REPORT:

A detailed chapter on “Management Discussion and Analysis Report” pursuant to clause 49 of the Listing Agreement is given elsewhere in Annual Report separately.

ACKNOWLEDGEMENT:

Your Director would like to put on record their grateful appreciation for the assistance and co-operation received from the Bankers of the Company, valued Customers of the Company, Ahmedabad Stock Exchange and Bombay Stock Exchange and various Government and semi – government authorities, agencies and offices.

Your Directors would like to put on record with thanks their deep sense of appreciation for assistance, diligence and co- operation of the executives and staff of the Company.

Place: Ahmedabad

Date: 21.08.2014

For and on behalf of the Board

Mr. Rajiv Kotia
Chairman & Managing Director

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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.

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 New Government is committed to encourage, the healthy growth in Capital Market for development of Economy. The market regulatory is also concerned in regaining the confidence of investors, which is adversely affected due to economic slowdown and scams.

III. BUSINESS OPERATION

Segment-Wise Performance:

1. Entertainment Division:

Sungold Entertainment (A Division of Sungold Capital Limited) has successfully launched its **Fashion Calendar 2014-2015** posing famous and glamorous models Ms. Ashmita Bakshi other renowned models. The Company has launched its Calendar on Gujarat's famous News Channel i.e. "GTPL" and "Gujarat Samachar" at Ahmedabad.

The Company is soon going to launch its own Rock Band named as "Brain Freezers"

2. NBFC Business:

The Company As a NBFC Company has been growing day by day and also performing well in various sectors. Sungold Capital Ltd. has made investment in its two wholly owned subsidiaries Shree Krishna Infrastructure Limited and Shree Krishna Holiday Home and Farms Limited.

Shree Krishna Infrastructure is engaged in business of Infrastructure, which will 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.

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

Place: Ahmedabad

Date: 28.05.2014

Mr. Rajiv Kotia
Chairman & Managing Director

CORPORATE GOVERNANCE REPORT

The detailed report on Corporate Governance, for the Financial year April 1, 2013 to March 31, 2014 as per the format prescribed by SEBI and incorporated in Clause 49 of the Listing Agreement is set out below:

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.

1. Board of Directors

A. Composition and category of Directors

The Board of Company consists of six Directors with a fair representation of executive, non-executive and independent directors. The Chairman & Managing Director being Executive, the Company has minimum three Independent Directors. The Composition is in conformity as per Clause 49 of the Listing Agreement.

The day to day management of the Company rest with the Managing Director. The Independent Director have confirmed that they satisfy the 'criteria of independence' as stipulated in clause 49 of the Listing Agreement and as per the Companies Act, 2013 and other applicable provisions. There is no nominee Director on the Board. Details of Directors retiring by rotation and their brief are provided in the notice to Annual General Meeting.

Sr. No.	Name of Director	Category
1.	Mr. Rajiv Kotia (DIN No: 00135912)	Promoter Executive (Chairman) & Managing Director
2.	Mr. Ashok Modi (DIN No: 00948944)	Promoter Non - Executive Director
3.	Mr. Sharad Gandhi (DIN No: 02844017)	Non- Executive Director
4.	Mr. Rafiullahkhan Pathan (DIN No: 01779253)	Non –Executive Independent Director
5.	Mr. Keyur Gandhi (DIN No: 03494183)	Non –Executive Independent Director
6.	*Anand Kapatel (DIN No: 05338189)	Non –Executive Independent Director

*Appointed w.e.f. 30.07.2013

B. 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 7 (Seven) Board Meetings during the year ended 31st March, 2014. These were held on 28th May, 2013; 30th July, 2013; 23rd August, 2013; 3rd September, 2013; 11th October, 2013; 29th October, 2013; 11th February, 2014.

The attendance of the Directors at the Board Meeting and the Annual General Meeting held during the year ended 31st March 2014 was as follows:

Directors	Board Meetings attended during the year	Whether attended last AGM	Other Directorships/ Board Committees (Numbers)	
			Directorship	Board Membership/ (Chairmanship) Committee
Mr. Rajiv Kotia	7	YES	2	2
Mr. Ashok G. Modi	7	YES	2	-
Mr. Sharad Gandhi	5	YES	-	-
Mr. Rafiullahkhan Pathan	4	YES	-	-
Mr. Keyur Gandhi	7	YES	2	2
Mr. Anand Ashokkumar Kapatel	3	YES	-	-

* There are no inter-se relationships between our Board Members.

** Independent Directors of the Company does not hold any equity share in the Company.

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

Mr. Sharad Gandhi, aged 68 years, residing at Rajpipla has been the Director of Sungold Capital Limited since 1997. He has the experience of more than 30 years in the business of Petroleum Products and Business Administration.

D. 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.

2. Audit Committee:

A. Composition, Meetings an Attendance during the Financial Year 2013-2014.

The Audit Committee of the Company is constituted in line with the provisions of clause 49 of the Listing Agreements entered into with the Stock Exchange. The committee comprises of three members viz: Mr. Anand Kapatel (Non - Executive Independent Director), Mr. Keyur Gandhi (Non- Executive Independent Director) & Mr. Ashok Modi (Non Executive Director). Mr. Anand Kapatel, Independent Director is the Chairman of the Audit Committee. The Managing Director Mr. Rajiv Kotia is the permanent invitee to the Audit Committee Meetings.

During the financial year ended March 31, 2014, the Audit Committee met four times on May 28, 2013, July 30, 2013, October 29, 2013, and February 11, 2014 and the maximum gap between the two Audit Committee Meetings does not exceeds four months. The necessary quorum was present at all the meetings.

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

Sr. No.	Name of the Members	Category	No. of meetings held and attendance
1	*Mr. Anand Kapatel	Non- Executive, Independent	4
2	Mr. Keyur Gandhi	Non- Executive, Independent	4
3	Mr. Ashok Modi	Non - Executive	4

*Appointed w.e.f. 30.07.2013

B. Brief Description of the Terms of Reference

To oversee the company's financial reporting process, internal control systems, reviewing the accounting policies and practices, ensuring that financial statements are correct, sufficient and credible, reviewing with management the annual financial statements for submission to the Board, reviewing the internal audit observations and action taken thereon, ensuring compliance with Stock Exchange and other legal requirements and also recommending of the appointment and removal of independent auditors, fixation of audit fee and also approval for payment for any other

services. The composition, role, functions and powers of the Audit Committee are in consonance with the requirements of applicable laws, rules and regulations.

3. Remuneration:

A. Terms of Reference.

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 except Mr. Ashok Modi whom the Company has paid remuneration. The resolution for the appointment and remuneration payable to the Executive Director is approved by the shareholders of the company.

B. Composition and details of Remuneration Committee.

The Remuneration Committee was re-constituted by the Board of Directors at their meeting held on 28th May, 2014 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. Anand Kapatel - Member
3. Mr. Sharad Gandhi - Member

C. Remuneration paid to the Executive Director.

The details of remuneration of Managing Director for the financial year 2013-2014 are given below:

(Rs. in lacs)

Particulars	2013-14
Salary and Allowances (Rs.)	3,60,000/-
Contribution to PF, Superannuation and Gratuity Funds (Rs.)	-
Commission (Rs.)	-
Total (Rs.)	3,60,000/-

The Chairman and Managing Director's compensation has been set at Rs. 3, 60,000/- 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.

D. Remuneration to Directors.

No remuneration or sitting fees is paid to any of its Director except Mr. Ashok Modi to whom the Company has paid Rs. 1, 92,000/- , other Directors of the Company waive their remuneration and sitting fees as none of them Director were interested

E. 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.	Mr. Ashok Modi	13,36,200	7,00,000	13,36,200	7.26%
2.	Mr. Sharad Gandhi	-	-	-	-

4. Shareholders' Grievance Committee

A. Functions of the Committee

The Shareholders Committee looks after requests for share transfers, issue of duplicate share certificates, splitting of shares; transmission of shares, non- receipt of balance sheet, dividend/ share certificates, demat requests and remat requests of the shareholders, delay in transfer of shares, investigate into investors complaint and take into record the necessary steps for redressal thereof, to perform all functions relating to the interest of the shareholders/ investors of the Company as may be required by the Companies act , Listing Agreements and guidelines issued by SEBI or any regulatory authorities.

B. Composition and details of the Meetings of the Shareholders/Investors Grievance Committee held during the year 2013-2014

As on March 31, 2014 the Shareholders/Investors Grievance Committee comprises of Mr. Ashok Modi, Mr. Rafiquallahkhan Pathan & Mr. Keyur Gandhi. Mr. Ashok Modi, is the Chairman of the Committee. The composition meets the requirement of Clause 49 of the Listing Agreement.

During the Financial year 2013-2014 the Committee met nine times on 27th June, 2013, 3rd July, 2013, 17th July, 2013, 25th July, 2013, 31st January, 2014, 12th February, 2014, 28th February, 2014, 21st March, 2014 & 25th March, 2014.

During the year ended March 31, 2014 the Company did not received any complaints from any of its members.

The particulars of compositions and the meeting held and attended during the financial year 2013-2014 are as under.

Sr. No.	Name of the Members	Category	No. of Meetings held and attended
1	Mr. Ashok Modi	Non – Executive	9
2	Mr. Rafiquallahkhan Pathan	Non – Executive, Independent	9
3	Mr. Keyur Gandhi	Non – Executive , Independent	9

C. 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.

6. General Body Meetings

A. 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 3rd Floor, Ganesh Plaza, Near Mahavir Nagar, Ranip, Ahmedabad – 382 480

Financial Year	Date & Time
2010-2011	30 th September, 2011 at 9.30 a.m.
2011-2012	11 th August, 2012 at 9.30 a.m.
2012-2013	27 th September, 2013 at 9.30 a.m.

B. Details of the special resolutions passed through postal ballot

No Special Resolution was passed through postal ballot during the financial year 2013-14. None of the businesses proposed to be transacted in the ensuing Annual General Meeting require passing a special resolution through Postal Ballot.

7. Disclosures

A. 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, relatives or its wholly owned subsidiaries.

B. 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.

C. Disclosure of Accounting treatment

The Company has followed the Guideline of Accounting Standards laid down by Institute of Chartered Accountant of India (ICAI) in preparation of its Financial Statements.

D. 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.

E. 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 published all the quarterly results and annual result in daily newspapers 'LOKMITRA' in Gujarati edition and 'FREE PRESS GUJARAT' English edition and on the Company's Website i.e. www.sungoldcapitallimited.com. As such the Company does not send the unaudited financial results to the shareholders individually.

(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 reconciliation of share capital audit report, shareholding pattern, Corporate Governance report, financial results 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

A. Corporate Identification Number.

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

B. Forth Coming Annual General Meeting

The forthcoming Annual General Meeting of the Company is scheduled to be held on Friday September 26, 2014 at 9.30 a.m. at 3rd Floor, Ganesh Plaza, Near Mahavir Nagar, Ranip, Ahmedabad – 382 480.

C. Financial Year of the Company

The Financial year of the Company is 1st April, 2014 to 31st March, 2015 and financial results will be declared as per the following Schedule.

Particulars	Tentative Schedule
Quarterly Unaudited Results	
Quarter ending 30 th June, 2014	On or before 14 th August, 2014
Quarter ending 30 th September, 2014	On or before 14 th November, 2014
Quarter ending 31 st December, 2014	On or before 14 th February, 2015
Annual Audited Results	
Year ending 31 st March, 2015	Within 60 days from 31 st March, 2015

D. Date of Book Closure

Saturday, 20th September, 2014 to Friday, 26th September, 2014 (both days inclusive)

E. Dividend

Not applicable

F. Listing on Stock Exchange

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

G. Stock Code

531433 The Bombay Stock Exchange Limited, Mumbai

38315 The Ahmedabad Stock Exchange, Ahmedabad

H. The ISIN NO. NSDL and CDSL: INE271D01013

I. NBFC Registration No. 01-00174

J. IMMPA Membership No. 8368

K. IMMPDA Membership No. 14/22032011/O/SGETM/21-1093/R4

L. Market Price Data:

High Low during each month in Financial Year i.e. April 2013 to March 2014

Months	BSE	
	High	Low
April 2013	4.19	3.43
May 2013	4.08	2.93
June 2013	3.48	2.69
July 2013	3.35	2.37
August 2013	3.34	1.92
September 2013	4.78	1.81
October 2013	3.40	1.89
November 2013	1.95	1.66
December 2013	1.75	1.46
January 2014	2.59	1.70
February 2014	1.99	1.46
March 2014	1.76	1.15

M. 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.
Ph: 022 28520461/62. Fax: 022 28511809
Mail Id: service@satellitecorporate.com

N. 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.

O. Distribution of shareholding and shareholding pattern as on March 31st 2014

Distribution of shareholding

Shares holding of		Shareholders		Share Amount				
nominal value of								
Rs.	Rs.	Number	% of Total	Physical	NsdI Demat	Cdsl Demat	Total	% of Total
				(In Rs.)	(In Rs.)	(In Rs.)	(In Rs.)	
Upto --	2,500	2,386	62.087	20,32,000	2,40,380	2,19,010	24,91,390	1.354
2,501 -	5,000	334	8.691	5,21,000	5,05,310	4,21,840	14,48,150	0.787
5,001 -	10,000	291	7.572	5,80,000	10,08,020	9,18,330	25,06,350	1.362
10,001 -	20,000	199	5.178	3,36,000	13,46,340	15,06,500	31,88,840	1.733
20,001 -	30,000	128	3.331	3,61,000	16,53,080	13,32,840	33,46,920	1.819
30,001 -	40,000	67	1.743	3,78,000	10,15,260	10,20,690	24,13,950	1.312
40,001 -	50,000	79	2.056	2,31,000	17,04,980	18,86,730	38,22,710	2.077
50,001 -	1,00,000	132	3.435	6,98,000	51,45,290	36,90,610	95,33,900	5.180
1,00,001 &	Above	227	5.907	2,88,37,250	6,41,90,510	6,22,54,880	1,55,28,2640	84.377
** TOTAL **		3842	100.000	3,39,74,250	7,68,09,170	7,32,51,430	18,40,34,850	100.000

Shareholding Pattern as on March 31st, 2014

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) ¹	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
(A)	Shareholding of Promoter and Promoter Group²							
1	Indian							
(a)	Individuals/ Hindu Undivided Family	3	4478200	4478200	24.33	24.33	0	0.00
(b)	Central Government/ State Government(s)	0	0	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
	Sub Total(A)(1)	3	4478200	4478200	24.33	24.33	0	0.00
2	Foreign							
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)							
	Sub Total(A)(2)	0	0	0	0.00	0.00	0	0.00
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	3	4478200	4478200	24.33	24.33	0	0.00
(B)	Public shareholding							
1	Institutions							
(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		
	Sub-Total (B)(1)	0	0	0	0.00	0.00	0	0.00
B 2	Non-institutions							
(a)	Bodies Corporate	101	1313648	932923	7.14	7.14	0	0
(b)	Individuals				0.00	0.00	0	0
I	Individuals -i. Individual shareholders holding nominal share capital up to Rs 1 lakh	3503	2618104	2111504	14.23	14.23	0	0
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	183	9269609	6759509	50.37	50.37	0	0
(c)	Qualified Foreign Investor	0	0	0	0.00	0.00	0	0
(c-i)	Non Resident Indians	4	4620	4620	0.03	0.03	0	0
(c-ii)	Clearing Members	6	28672	28672	0.16	0.16	0	0
(c-iii)	Hindu Undivided Families	42	690632	690632	3.75	3.75	0	0
	Any Other (specify)						0	0
	Sub-Total (B)(2)	3839	13925285	10527860	75.67	75.67	0	0
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	3839	13925285	10527860	75.67	75.67	0	0
	TOTAL (A)+(B)	3842	18403485	15006060	100.00	100.00	0	0
(C)	Shares held by Custodians and against which Depository Receipts have been issued							
1	Promoter and Promoter Group	0	0	0	0	0.00	0	0.00
2	Public	0	0	0	0	0.00	0	0
	Sub-Total (C)	0	0	0	0	0	0	0
	GRAND TOTAL (A)+(B)+(C)	3842	18403485	15006060	100.00	100.00	0	0.00

P. Dematerialization of Shares

As on 31st March, 2014, 76,80,917 equity shares of Rs.10/- each were in dematerialized form with NSDL and 73,25,143 equity shares of Rs. 10/- each were in dematerialized form with CDSL constituting 41.74% and 39.80% respectively of the paid-up capital.

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

Out of 38,00,000 convertible equity warrants 23, 00,000 are converted into equity shares and remaining 15,00,000 are pending for conversion since the Company has applied for extension vide letter dated 10.04.2014 to the exchange and the reply is still awaited .

R. Address for correspondence

Registrar & 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
Tele. : +91-22-2852 0461 / 2852 0462
Fax : +91-22-2851 1809
E- mail Id: service@satellitecorporate.com

Registered office Address

CIN No. L65910GJ1993PLC018956

Sungold Capital Limited

8- I , Vardan Exclusive, Nr. Vimal House,
Stadium Road, Navrangpura,
Ahmedabad- 380009
Tel No: 079-26460145, Fax No: 079-26460145
E-mail id: sungold2006@gmail.com, info@sungoldcapitallimited.com
Website: www.sungoldcapitallimited.com

DECLARATION

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, 2014.

Thanking you,

Place: Ahmedabad
Date: 28.05.2014

For SUNGOLD CAPITAL LIMITED

Rajiv R Kotia
Chairman & Managing Director

CEO / CFO CERTIFICATION

**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 2013 – 2014 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, 2013 – 2014 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 2013 – 2014.
 - ii) Significant changes in the accounting policies during the year 2013 – 2014 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: 28.05.2014**

**Rajiv R 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, 2014 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: 28/05/2014



INDEPENDENT AUDITORS' REPORT ON FINANCIAL STATEMENTS

INDEPENDENT AUDITOR'S REPORT

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, 2014, 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, 2014;
- (b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of 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, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

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,

Place: MUMBAI
Date: 28/05/2014

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

Annexure to Independent Auditor's Report
Referred to in Paragraph 3 of our report even date.

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.

In respect of the inventories:

As explained to us, inventories were physically verified during the year by the management at reasonable intervals.

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.

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.

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.

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.

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.

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, 2014 for a period of more than six months from the date they became payable.

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.

Based on the information and explanations given to us, the Company has not defaulted in repayment of any dues to financial institutions and banks.

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.

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.

The company is not a chit fund, nidhi, mutual benefit fund or a society.

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.

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.

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.

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.

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

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

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.

Place: Mumbai
Date: 28/05/2014

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

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

BALANCE SHEET AS AT 31ST MARCH, 2014

	Notes	March 31, 2014 Rs.	March 31, 2013 Rs.
EQUITY AND LIABILITIES			
Shareholders' Funds			
(a) Share Capital	1	184,034,850	184,034,850
(b) Reserves and Surplus	2	27,925,259	27,329,765
(c) Money received against share warrants.		3,750,000	3,750,000
		215,710,109	215,114,615
Non Current Liabilities			
(a) Deferred Tax Liability (net)	3	26,300	13,598
Current Liabilities			
(a) Trade Payables	4	815,156	1,143,037
(b) Short Term Provisions	5	603,003	346,523
		1,418,159	1,489,560
		217,154,568	216,617,773
TOTAL			
ASSETS			
Non-current Assets			
(a) Fixed Assets	6		
(i) Tangible Assets		537,397	603,533
(II) Intangible Assets		121,000	121,000
(b) Non-current Investments	7	87,740,140	17,557,750
(c) Long Term Loans and Advances	8	114,905,229	177,209,947
		203,303,766	195,492,230
Current Assets			
(a) Trade Receivables	9	11,862,206	19,925,342
(b) Cash and Cash Equivalents	10	563,924	493,382
(c) Other Current Assets	11	1,424,672	706,819
		13,850,802	21,125,543
		217,154,568	216,617,773
TOTAL			

Significant Accounting Policies

Notes on Financial statements

1 to 15

As per our report of even date

For R.K.SOMANI & ASSOCIATES

For SUNGOLD CAPITAL LIMITED

FRN:-118666W

Chartered Accountants.

Rajiv Kotia
Managing Director

Ashok Modi
Director

R.K.SOMANI
PROPRIETOR
Membership No:-104927

Place:- Mumbai
Dated:- 28/05/2014

STATEMENT OF PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST, MARCH, 2014

	Notes	March 31, 2014 Rs.	March 31, 2013 Rs.
INCOME			
Revenue from Operations	12	8,953,889	7,347,791
Total Revenue (I)		8,953,889	7,347,791
EXPENDITURE			
Operating Expenses	13	2,746,843	2,415,064
Administrative and General Expenses	14	4,809,649	3,599,456
Selling and Marketing Expenses	15	466,586	159,517
Preliminary Expenses written Off	11	-	247,562
Depreciation and Amortisation Expenses	6	66,136	105,513
Total Expenses (II)		8,089,214	6,527,112
Profit Before Tax (I-II)		864,675	820,679
Tax Expenses			
Current Tax		256,479	261,510
Deferred Tax		12,702	15,543
Profit for the year		595,494	543,626
Earnings Per Equity Share of face value of Rs 10 each.			
Basic		0.032	0.030
Diluted		0.032	0.030

Significant Accounting Policies

Notes on Financial statements 1 to 15

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:- 28/05/2014

Raiv Kotia
Managing Director

Ashok Modi
Director

CASH FLOW STATEMENT FOR THE YEAR ENDING 31ST, MARCH, 2014

Particulars	For the year ended 31st March 2014		For the year ended 31st March 2013	
	Rs.	Rs.	Rs.	Rs.
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit Before Tax as per Profit & Loss Account		864,675		820,679
Adjusted for:				
Depreciation and Amortisation expenses	66,136		105,513	
Preliminary expenses/ Merger expenses.	-	66,136	247,562	353,075
Operating Profit Before Working Capital Changes		930,811		1,173,754
Adjusted for:				
Decrease / (Increase) in Trade Receivables	8,063,136		(3,991,500)	
Decrease / (Increase) Long Term Loans and Advances	62,304,718		(49,134,179)	
Increase / (Decrease) in Trade Payables	(327,881)		686,197	
Short Term Provisions	-		(4,900)	
		70,039,973		(52,444,382)
Cash Generated for Operations		70,970,784		(51,270,628)
Income Tax Paid		(717,853)		(645,663)
Net Cash from Operating Activities (A)		70,252,931		(51,916,291)
B. CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Fixed Assets	-		-	
Purchase of Investment	(73,950,140)		(5,528,300)	
Sale of Investments	3,767,750		-	
Net Cash Used in Investing Activities (B)		(70,182,390)		(5,528,300)
C. CASH FLOW FROM FINANCING ACTIVITIES :				
Warrant Application Money received	-		-	
Long Term Borrowings	-		-	
Issue of Share Capital	-		45,375,000	
Share premium	-		11,675,000	
Share Capital Issued to Shareholder pursuant to scheme of merger	-		-	
Payment of Short Term Borrowings	-		-	
Net cash used in Financing Activities (C)		-		57,050,000
NET INCREASE IN CASH & CASH EQUIVALENT (A+B+C)		70,542		(394,592)
CASH & CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR		493,382		887,974
CASH & CASH EQUIVALENTS AT THE END OF THE YEAR		563,924		493,382

As per our report on even date

For R.K.SOMANI & ASSOCIATES

FRN:-118666W

Chartered Accountants.

For Sungold Capital Limited

R.K.SOMANI
PROPRIETOR
Membership No:-104927

Raiv Kotia
Managing Director

Ashok Modi
Director

Place:-Mumbai
Dated:- 28/05/2014

SIGNIFICANT ACCOUNTING POLICIES & NOTES

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 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

	2013-2014	2012-13
Audit Fees	0.27	0.27
Total	0.27	0.27

2. **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

Wholly Own Subsidiaries

I. Shree Krishna Holiday Homes and Farms Limited

II. Shree Krishna Infrastructure Limited

3. **Leases (Accounting Standard – 19)**

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

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

Particulars	Year ended 31 st March 2014	Year ended 31 st March 2013
Profit attributable to Equity Shareholders (in Rs.)	5,79,410	5,43,626
No of Weighted Average Equity Shares outstanding during the year of Rs. 10 Each fully paid up.	184,03,485	184,03,485
Nominal Value of Equity Shares (in Rs.)	10	10
Basic Earnings per Share (in Rs.)	0.031	0.030
Diluted Earnings per Share (in Rs.)	0.031	0.030

5. **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	658,397
Fixed assets as per Income Tax Act	573,284
Difference	85,112
Tax@30%	25,534
EducationCess@3%	766
Provision required	26,300

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014

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

1 SHARE CAPITAL	March 31, 2014	March 31, 2013
	Rs.	Rs.
Authorized Shares		
2,00,00,000 Equity Shares of Rs. 10 each.	200,000,000	200,000,000
	200,000,000	200,000,000
Issued, Subscribed and Fully Paid-up Shares		
18,403,485 Equity Shares of Rs. 10 each Fully paid-up.	184,034,850	184,034,850
15,00,000 Fully Convertible Warrants into equity @ Face Value Rs.10 each, Paid up value Rs.7.5 each	11,250,000	11,250,000
Less: Receivable upon conversion	(11,250,000)	(11,250,000)
	184,034,850	184,034,850

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

Name of the Shareholder	As at		As at	
	March 31, 2014		March 31, 2013	
	No. of Shares	% Held	No. of Shares	% Held
NIL				

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

Particulars	As at March 31, 2014	As at March 31, 2013
	No. of Shares	No. of Shares
Equity Shares at the beginning of the year.	18403485	14083485
Add:-Equity Shares issued to Other than Promoters	0	1705000
Add:-Conversion of warrants into equity shares.	0	315000
Add:-Equity Shares issued to Promoters	0	2300000
Add:-Shares issued pursuant to Scheme of merger.	0	0
Equity Shares at the end of the year.	18403485	18403485

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

2 RESERVES AND SURPLUS	March 31, 2014	March 31, 2013
	Rs.	Rs.
(a) Security Premium Account		
Balance as per Last Financial Statements	19,880,475	8,205,475
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
Closing Balance	19,880,475	19,880,475
(b) <u>General Reserve</u>		
Balance as per Last Financial Statements	349,148	349,148
Add: Transfer from Profit and Loss account	-	-
Closing Balance	349,148	349,148
(c) <u>Special Reserve Fund</u>		
Balance as per Last Financial Statements	1,299,243	1,190,518
Add: Transfer from Profit and Loss account	119,099	108,725
Closing Balance	1,418,342	1,299,243
(d) Profit & Loss Account		
Balance as per Last Financial Statements	5,800,899	5,365,998
Net Profit for the year	595,494	543,626
Deduct : Transfer to Special Reserves @ 20%	119,099	108,725
Net Surplus in the Statement of Profit and Loss	6,277,294	5,800,899
GRAND TOTAL	27,925,259	27,329,765

Notes to the Financial Statements as at March 31, 2014

3 Deferred Tax Liability	March 31, 2014	March 31, 2013
	Rs.	Rs.
Deferred Tax Liability	26,300	13,598
Total	26,300	13,598
4 TRADE PAYABLES	March 31, 2014	March 31, 2013
	Rs.	Rs.
Trade Payables	815,156	1,143,037
Total	815,156	1,143,037
5 SHORT TERM PROVISIONS	March 31, 2014	March 31, 2013
	Rs.	Rs.
Provision for Taxation	575,428	318,948
Audit fees Payable	27,575	27,575
Total	603,003	346,523

6 TANGIBLE ASSETS

	Gross Block			Accumulated Depreciation				Net Block		
	Balance as at	Additions	Deductions/ Adjustment	Balance as at,	Balance as at	For the year	Deductions/ Adjustment	Balance as at,	Balance as at,	Balance as at,
	April 1, 2013			March 31, 2014	April 1, 2013			March 31, 2014	March 31, 2013	March 31, 2014
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
Computer	362,762	-	-	362,762	362,762	-	-	362,762	-	-
Typewriter	15,000	-	-	15,000	15,000	-	-	15,000	-	-
Printers	5,851	-	-	5,851	1,161	279	-	1,440	4,690	4,411
Mobile	38,020	-	-	38,020	5,885	1,806	-	7,691	32,135	30,329
Air-Conditioner	118,035	-	-	118,035	63,623	5,607	-	69,229	54,413	48,807
Furniture	451,282	-	-	451,282	255,707	28,566	-	284,273	195,575	167,009
Electrical Installation	66,456	-	-	66,456	61,129	3,157	-	64,285	5,328	2,172
Fax Machine	34,200	-	-	34,200	34,200	-	-	34,200	-	-
Refridgerator	5,200	-	-	5,200	1,456	247	-	1,703	3,744	3,497
LCD Television	30,690	-	-	30,690	8,006	1,458	-	9,464	22,684	21,226
Projector	310,500	-	-	310,500	35,244	21,952	-	57,197	275,256	253,303
Film Harddisk	18,900	-	-	18,900	9,192	3,065	-	12,256	9,708	6,644
Total (A)	1,456,896	-	-	1,456,896	853,364	66,136	-	919,500	603,533	537,397
INTANGIBLE ASSETS										
Film rights	121,000	-	-	121,000	-	-	-	-	121,000	121,000
Total (B)	121,000	-	-	121,000	-	-	-	-	121,000	121,000
GRAND										
TOTAL(A+B)	1,577,896	-	-	1,577,896	853,364	66,136	-	919,500	724,533	658,397
Previous Years										
Figures	1,577,896	-	-	1,577,896	747,851	105,513	-	853,364	-	724,533

7 NON CURRENT INVESTMENTS

March 31, 2014 March 31, 2013
Rs. Rs.

Non-trade Investments (Valued at Cost unless stated otherwise)

(a)

Investment in Subsidiaries

5,47,510 equity shares @ Rs. 9.99(Round off) each of Shree Krishna Holiday Home And Farms Limited.	5,468,190	5,468,190
1,095,020 equity shares @ 13.10 (Round off) received against Right Issue	14,340,000	-
580,700 equity shares @ Rs.10.03(Round off.) each of Shree Krishna Infrastructure Limited.	5,821,810	5,821,810
1,161,400 equity shares @ 13.82 (Round off) received against Right Issue	16,050,000	-

(b)

Investment in Other Companies

250,000 equity shares @ Rs. 10 each of Teflas Commodity Interface P. Ltd	2,500,000	2,500,000
126,775 equity shares @ Rs. 10 each of Andura Info Products Private Ltd	-	1,267,750
50,000 equity shares @ Rs. 10 each of Chandresh Cable Private Ltd	-	500,000
200,000 equity shares @ Rs. 10 each of Shree Bajrang Power & Ispat Ltd	-	2,000,000
37,400 equity shares @ Rs. 400 each Amitara Industries Limited.	14,960,000	-
476,669 equity shares @ Rs. 60 each Crystal Ceramic Industries Pvt.Ltd.	28,600,140	-
Total	87,740,140	17,557,750

Notes:

- (a) Aggregate amount of Unquoted Investments - At Book Value Rs 87,740,140.
(b) Aggregate amount of Quoted Investments - At Book Value Nil

8 LONG-TERM LOANS AND ADVANCES

	March 31, 2014 Rs.	March 31, 2013 Rs.
Security deposit		
Unsecured, considered good	374,430	374,430
	(A) <u>374,430</u>	<u>374,430</u>
Advances recoverable in Cash or Kind		
Unsecured, considered good	114,530,799	176,835,517
	(B) <u>114,530,799</u>	<u>176,835,517</u>
Total (A + B)	<u>114,905,229</u>	<u>177,209,947</u>

9 TRADE RECEIVABLES

	March 31, 2014 Rs.	March 31, 2013 Rs.
Other receivables		
Unsecured, considered good	11,862,206	19,925,342
Total	<u>11,862,206</u>	<u>19,925,342</u>

10 CASH AND CASH EQUIVALENTS

	March 31, 2014 Rs.	March 31, 2013 Rs.
Balances with Banks:		
On Current Accounts	98,117	207,137
Cash on Hand	465,807	286,245
Total	<u>563,924</u>	<u>493,382</u>

11 OTHER CURRENT ASSETS

	March 31, 2014 Rs.	March 31, 2013 Rs.
Unamortised Expenditure		
Preliminary Expenses	-	247,562
Written off during the year	-	247,562
	(A) <u>-</u>	<u>-</u>
Others		
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)	646,968	645,663
Tax Deducted at Sources (13-14)	716,548	-
	(B) <u>1,424,672</u>	<u>706,819</u>
Total	<u>1,424,672</u>	<u>706,819</u>

12 REVENUE FROM OPERATIONS

	March 31, 2014 Rs.	March 31, 2013 Rs.
(A) Entertainment Division Income	3,166,942	380,000
(B) Interest - NBFC Income	5,626,947	6,867,791
(C) Software Development Income	160,000	100,000
Revenue from Operations .	8,953,889	7,347,791

13 OPERATING EXPENSES

	March 31, 2014 Rs.	March 31, 2013 Rs.
Entertainment Division Expenses	2,746,843	2,415,064
Total	2,746,843	2,415,064

14 ADMINISTRATIVE AND GENERAL EXPENSES

	March 31, 2014 Rs.	March 31, 2013 Rs.
Salary Expenses	2,081,337	754,173
Telephone Expenses	51,036	26,562
Electricity Expenses	51,380	54,054
Rent	291,496	213,440
Repair & Maintenance Charges	396,204	218,110
Bank Charges	4,533	6,947
Newspaper & Periodics	19,430	11,452
Internet Expense	6,428	-
Legal & Consultancy Expenses	120,000	27,500
Office Expenses	318,236	276,722
Postage & Courier / Telegram	29,836	41,583
Printing & Stationery / Zerox	79,978	59,455
Professional Fees	5,618	26,409
ROC Filling Charges	9,580	160,784
Stamp Duty Charges	-	942,985
Certification Advisory Expenses	-	19,000
General Expenses	-	3,710
Merger Expenses	-	43,214
RTA Charges	1,487	29,634
STA Annual fees	-	25,000
Staff Wealfare Expense	120,646	-
Bse Limited Listing fees	44,944	213,484
NSDL- CDSL Listing Fees	67,416	87,664
Website Maintance Expense	50,320	-
Interest on TDS Expense	169	-
(A)	3,750,074	3,241,881

Payment to Auditor:

	March 31, 2014	March 31, 2013
	Rs.	Rs.
As Auditor:		
Audit Fee	27,575	27,575
(B)	27,575	27,575

Payment to Directors:

Remuneration	952,000	330,000
(C)	952,000	330,000

Software Development Expenses

Software Development expenses	80,000	-
(D)	80,000	-

Total(A+B+C+D)	4,809,649	3,599,456
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15 SELLING AND MARKETING EXPENSES

	March 31, 2014	March 31, 2013
	Rs.	Rs.
Advetisement Expences	24,000	39,608
Buisness Promotion Expences	187,700	-
Travelling & Conveyance Charges	165,286	119,909
Marketing Expenses	89,600	-
Total	466,586	159,517

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

Particulars		(Rs. in lakhs)			
		2013-2014		2012-2013	
Liabilities:		Amount outstanding	Amount overdue	Amount outstanding	Amount overdue
(1)	Loans and advances availed by the nonbanking financial company inclusive of interest accrued thereon but not paid:				
	(a) Debentures : Secured	NIL	NIL	NIL	NIL
	Unsecured(other than falling within the meaning of public deposits*)	NIL	NIL	NIL	NIL
	(b) Deferred Credits	NIL	NIL	NIL	NIL
	(c) Term Loans	NIL	NIL	NIL	NIL
	(d) Inter-corporate loans and borrowing	NIL	NIL	NIL	NIL
	(e) Commercial Paper	NIL	NIL	NIL	NIL
	(f) Other Loans				
	Assets:	Amount outstanding			
(2)	Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :				
	(a) Secured	NIL		NIL	
	(b) Unsecured	1145.31		1768.36	
(3)	Break up of Leased Assets and stock on hire and other assets counting towards AFC activities				
	(i) Lease assets including lease rentals under sundry debtors :				
	(a) Financial lease	NIL		NIL	
	(b) Operating lease	NIL		NIL	
	(ii) Stock on hire including hire charges under sundry debtors:				
	(a) Assets on hire	NIL		NIL	
	(b) Repossessed Assets	NIL		NIL	
	(iii) Other loans counting towards AFC activities				
	(a) Loans where assets have been repossessed	NIL		NIL	
	(b) Loans other than (a) above	NIL		NIL	
(4)	Break-up of Investments :				
	Current Investments :				
	1. Quoted :				
	(i) Shares :				
	(a) Equity	NIL		NIL	
	(b) Preference	NIL		NIL	
	(ii) Debentures and Bonds	NIL		NIL	
	(iii) Units of mutual funds	NIL		NIL	
	(iv) Government Securities	NIL		NIL	
	(v) Others	NIL		NIL	
	2. Unquoted :				
	(i) Shares :				
	(a) Equity	NIL		NIL	
	(b) Preference	NIL		NIL	
	(ii) Debentures and Bonds	NIL		NIL	
	(iii) Units of mutual funds	NIL		NIL	
	(iv) Government Securities	NIL		NIL	
	(v) Others	NIL		NIL	
	Long Term investments :				
	1. Quoted :				
	(i) Shares :				
	(a) Equity	NIL		NIL	
	(b) Preference	NIL		NIL	
	(ii) Debentures and Bonds	NIL		NIL	
	(iii) Units of mutual funds	NIL		NIL	
	(iv) Government Securities	NIL		NIL	
	(v) Others	NIL		NIL	
	2. Unquoted :				

	(i)	Shares :						
		(a) Equity		877.40				175.58
		(b) Preference		NIL				NIL
	(ii)	Debentures and Bonds		NIL				NIL
	(iii)	Units of mutual funds		NIL				NIL
	(iv)	Government Securities		NIL				NIL
	(v)	Others		NIL				NIL
(5)	Borrower group-wise classification of assets financed as in (2) and (3) above :							
	Category		Amount net of provisions					
			2013-2014			2012-2013		
			Secured	Unsecured	Total	Secured	Unsecured	Total
	1.	Related Parties						
		(a) Subsidiaries	-	-	NIL	-	-	NIL
		(b) Companies in the same group	-	-	NIL	-	-	NIL
		(c) Other related parties	-	-	NIL	-	-	NIL
	2.	Other than related parties	-	1145.31	1145.31	-	1768.36	1768.36
		Total	-	1145.31	1145.31	-	1768.36	1768.36
(6)	Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):							
	Category		Market Value / Break up or fair value or NAV		Book Value (Net of Provision)	Market Value / Break up or fair value or NAV		Book Value (Net of Provision)
	1.	Related Parties						
		(a) Subsidiaries	-	416.80	416.80	-	112.90	112.90
		(b) Companies in the same group	-	-	-	-	-	-
		(c) Other related parties	-	-	-	-	-	-
	2.	Other than related parties	-	416.80	416.80	-	62.68	62.68
		Total	NIL	877.40	877.40	NIL	175.58	175.58
(7)	Other information							
	Particulars		Amount			Amount		
	(i)	Gross Non-Performing Assets						
		(a) Related parties		NIL			NIL	
		(b) Other than related parties		NIL			NIL	
	(ii)	Net Non-Performing Assets						
		(a) Related parties		NIL			NIL	
		(b) Other than related parties		NIL			NIL	
	(iii)	Assets acquired in satisfaction of debt		NIL			NIL	

For R.K.SOMANI & ASSOCIATES

FRN:-118666W

Chartered Accountants.

**R.K.SOMANI
PROPRIETOR**

Membership No:-104927

Place:- Mumbai

Dated:- 28/05/2014

For SUNGOLD CAPITAL LIMITED

**Rajiv Kotia
Managing Director**

**Ashok Modi
Director**

INDEPENDENT AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

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, 2014, 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 judgment, 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, 2014;
- (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: 28/05/2014

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2014

	Notes	March 31, 2014 Rs.	March 31, 2013 Rs.
EQUITY AND LIABILITIES			
Shareholders' Funds			
(a) Share Capital	1	184,034,850	184,034,850
(b) Reserves and Surplus	2	28,206,750	27,445,907
(c) Money received against share warrants.		3,750,000	3,750,000
Minority Interest			
		-	-
		215,991,600	215,230,757
Non Current Liabilities			
(a) Deferred Tax Liability (net)	3	26,300	13,598
Current Liabilities			
(a) Short Term Borrowings	4	-	10,283,950
(b) Trade Payables	5	815,156	1,143,037
(c) Short Term Provisions	6	716,664	381,546
		1,531,820	11,808,533
TOTAL		217,549,719	227,052,887
ASSETS			
Non-current Assets			
(a) Fixed Assets			
(i) Tangible Assets	7	537,397	603,533
(ii) Intangible Assets	7	121,000	121,000
(b) Non-current Investments	8	49,060,200	6,267,750
(c) Long Term Loans and Advances	9	146,363,054	190,043,336
		196,081,651	197,035,619
Current Assets			
(b) Trade Receivables	10	17,932,076	28,661,342
(c) Cash and Cash Equivalents	11	1,994,671	627,139
(d) Other Current Assets	12	1,541,322	728,787
		21,468,069	30,017,268
TOTAL		217,549,719	227,052,887

Significant Accounting Policies

Notes on Financial statements 1 to 18

As per our report of even date

For R.K.SOMANI & ASSOCIATES

FRN:-118666W

Chartered Accountants.

R.K.SOMANI

PROPRIETOR

Membership No:-104927

Place:- Mumbai

Dated:- 28/05/2014

For SUNGOLD CAPITAL LIMITED

Rajiv Kotia
Managing Director

Ashok Modi
Director

CONSOLIDATED PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2014

	Notes	March 31, 2014 Rs.	March 31, 2013 Rs.
Revenue from Operations	13	11,690,853	9,295,263
Total Revenue (I)		11,690,853	9,295,263
EXPENDITURE			
Operating Expenses	14	2,746,843	2,415,064
Administrative and General Expenses	15	7,122,159	5,345,858
Selling and Marketing Expenses	16	651,750	283,607
Preliminary Expenses written Off	17	-	247,562
Depreciation and Amortisation Expenses	7	66,136	105,513
Total Expenses (II)		10,586,888	8,397,604
Profit Before Tax (I-II)		1,103,965	897,659
Tax Expenses			
Current Tax		330,420	285,297
Deferred Tax		12,702	15,543
Profit for the year		760,843	596,819
Earnings Per Equity Share of face value of Rs 10 each.			
Basic		0.0413	0.0324
Diluted		0.0413	0.0424

Significant Accounting Policies

Notes on Financial statements 1 to 18

As per our report of even date

For R.K.SOMANI & ASSOCIATES

FRN:-118666W

Chartered Accountants.

R.K.SOMANI

PROPRIETOR

Membership No:-104927

Place:- Mumbai

Dated:- 28/05/2014

For SUNGOLD CAPITAL LIMITED

Rajiv Kotia
Managing Director

Ashok Modi
Director

CONSOLIDATED CASH FLOW STATEMENT AS AT 31ST MARCH, 2014

Particulars	For the year ended 31st March 2014		For the year ended 31st March 2013	
	Rs.	Rs.	Rs.	Rs.
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit Before Tax as per Profit & Loss Account		1,103,965		897,659
Adjustments for :				
Depreciation	66,136		105,513	
Preliminary expenses/ Merger expenses	-	66,136	247,562	353,075
Operating Profit Before Working Capital Changes		1,170,101		1,250,734
Adjustments for changes in working capital :				
Trade and Other Receivables	10,729,266		7,542,650	
Loans and Advances	54,830,282		(56,774,568)	
Trade Payables	(327,881)		686,197	
Short Term Provisions	4,696		(21,680)	
		65,236,363		(48,567,401)
Cash Generated for Operations		66,406,464		(47,316,667)
Income Tax Paid		(812,535)		(667,631)
Net Cash from Operating Activities (A)		65,593,929		(47,984,298)
B. CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Investment	(76,950,200)		(5,528,300)	
Sale of Investments	3,767,750		250,000	
Net Cash Used in Investing Activities (B)		(73,182,450)		(5,278,300)
C. CASH FLOW FROM FINANCING ACTIVITIES :				
Issue of Share Capital	22,564,200		45,375,000	
Share premium	7,825,800		11,675,000	
Payment/Receipt of Short Term Borrowings	(21,433,950)		(4,105,000)	
Net cash used in Financing Activities (C)		8,956,050		52,945,000
NET INCREASE IN CASH & CASH EQUIVALENT (A+B+C)		1,367,532		(317,593)
CASH & CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR		627,139		944,733
CASH & CASH EQUIVALENTS AT THE END OF THE YEAR		1,994,671		627,139

As per our report of even date

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

For SUNGOLD CAPITAL LIMITED

Rajiv Kotia **Ashok Modi**
Managing Director Director

R.K.SOMANI
PROPRIETOR
Membership No:-104927

Place:- Mumbai
Dated:- 28/05/2014

SIGNIFICANT ACCOUNTING POLICIES ON CONSOLIDATED ACCOUNTS

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 costs 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 31ST MARCH, 2014

1 SHARE CAPITAL	March 31, 2014	March 31, 2013
	Rs.	Rs.
<u>Authorised Shares</u>		
2,00,00,000 Equity Shares of Rs. 10 each.	200,000,000	200,000,000
	200,000,000	200,000,000
<u>Issued, Subscribed and Fully Paid-up Shares</u>		
18,403,485 Equity Shares of Rs. 10 each Fully Paidup.	184,034,850	184,034,850
15,00,000 Fully Convertible Warrants into equity @ Face Value Rs.10 each, Paid up value Rs.7.5 each	11,250,000	11,250,000
Less: Receivable upon conversion	(11,250,000)	(11,250,000)
	184,034,850	184,034,850

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

Name of the Shareholder	As at March 31, 2014		As at March 31, 2013	
	No.of Shares	% Held	No.of Shares	% Held
NIL				

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

Particulars	As at March 31, 2014	As at March 31, 2013
	No.of Shares	No.of Shares
Equity Shares at the beginning of the year.	18403485	14083485
Add:-Equity Shares issued to Other than Promoters	0	1705000
Add:-Conversion of warrants into equity shares.	0	315000
Add:-Equity Shares issued to Promoters	0	2300000
Add:-Shares issued pursuant to Scheme of merger.	0	0
Equity Shares at the end of the year.	18403485	18403485

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

2 RESERVES AND SURPLUS

March 31, 2014
Rs.

March 31, 2013
Rs.

(a) Capital Reserve

Balance as per Last Financial Statements	113,447	78,799
On Consolidation of Subsidiaries.	-	34,648
Closing Balance	113,447	113,447

(b) Security Premium Account

Balance as per Last Financial Statements	19,880,475	8,205,475
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
Closing Balance	19,880,475	19,880,475

(c) Special Reserve Fund

Balance as per Last Financial Statements	1,306,884	1,187,520
Add: Transfer from Profit and Loss account	152,169	119,364
Closing Balance	1,459,053	1,306,884

(d) General Reserve

Balance as per Last Financial Statements	349,148	349,148
Add: Transfer from Profit and Loss account	-	-
Closing Balance	349,148	349,148

(e) Profit & Loss Account

Balance as per Last Financial Statements	5,795,953	5,318,497
Net Profit/ (Net Loss) for the year	760,843	596,819
Deduct : Transfer to Special Reserves@ 20%	(152,169)	(119,364)
Net Surplus in the Statement of Profit and Loss	6,404,627	5,795,953

GRAND TOTAL

28,206,750 **27,445,907**

3	Deferred Tax Liability	March 31, 2014	March 31, 2013
		Rs.	Rs.
	Deferred Tax Liability	26,300	13,598
	Total	26,300	13,598
4	SHORT-TERM BORROWINGS	March 31, 2014	March 31, 2013
		Rs.	Rs.
	Unsecured Borrowings		
	From other	-	21,433,950
	Less : Inter company transaction	-	11,150,000
	Total	-	10,283,950
5	TRADE PAYABLES	March 31, 2014	March 31, 2013
		Rs.	Rs.
	Trade Payables	815,156	1,143,037
	Total	815,156	1,143,037
6	SHORT TERM PROVISIONS	March 31, 2014	March 31, 2013
		Rs.	Rs.
	Provision for Taxation	666,617	342,735
	Audit Fees Payable	50,047	38,811
	Total	716,664	381,546

7. TANGIBLE ASSETS

	Gross Block				Accumulated Depreciation				Net Block	
	Balance as at April 1, 2013		Balance as at March 31, 2014		Balance as at April 1, 2013		Balance as at March 31, 2014		Balance as at March 31, 2013	Balance as at March 31, 2014
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
Computer	362,762	-	-	362,762	362,762	-	-	362,762	-	-
Typewriter	15,000	-	-	15,000	15,000	-	-	15,000	-	-
Printers	5,851	-	-	5,851	1,161	279	-	1,440	4,690	4,411
Mobile	38,020	-	-	38,020	5,885	1,806	-	7,691	32,135	30,329
Air-Conditioner	118,035	-	-	118,035	63,623	5,607	-	69,229	54,413	48,807
Furniture	451,282	-	-	451,282	255,707	28,566	-	284,273	195,575	167,009
Electrical Installation	66,456	-	-	66,456	61,129	3,157	-	64,285	5,328	2,172
Fax Machine	34,200	-	-	34,200	34,200	-	-	34,200	-	-
Refrigerator	5,200	-	-	5,200	1,456	247	-	1,703	3,744	3,497
LCD Television	30,690	-	-	30,690	8,006	1,458	-	9,464	22,684	21,226
Projector	310,500	-	-	310,500	35,244	21,952	-	57,197	275,256	253,303
Film Harddisk	18,900	-	-	18,900	9,192	3,065	-	12,256	9,708	6,644
Total (A)	1,456,896	-	-	1,456,896	853,364	66,136	-	919,500	603,533	537,397
INTANGIBLE ASSETS										
Film rights	121,000	-	-	121,000	-	-	-	-	121,000	121,000
Total (B)	121,000	-	-	121,000	-	-	-	-	121,000	121,000
GRAND TOTAL(A+B)	1,577,896	-	-	1,577,896	853,364	66,136	-	919,500	724,533	658,397
Previous Years Figures	1,577,896	-	-	1,577,896	747,851	105,513	-	853,364	-	724,533

8 NON CURRENT INVESTMENTS	March 31, 2014	March 31, 2013
	Rs.	Rs.
Unquoted Investments		
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
50000 equity shares of Rs. 10 each of Chandresh Cable Private Ltd	-	500,000
200000 equity shares of Rs. 10 each of Shree Bajrang Power & Ispat Ltd	-	2,000,000
37,400 equity shares @ Rs. 400 each Amitara Industries Limited.	14,960,000	-
526,670 equity shares @ Rs. 60 each Crystal Ceramic Industries Pvt.Ltd.	31,600,200	-
Total	49,060,200	6,267,750

Notes:

- (a) Aggregate amount of Unquoted Investments - At Book Value Rs 49,060,200
 (b) Aggregate amount of Quoted Investments - At Book Value Nil

9 LONG-TERM LOANS AND ADVANCES	March 31, 2014	March 31, 2013
	Rs.	Rs.
Security deposit		
Unsecured, considered good	374,430	374,430
	(A) 374,430	374,430
Advances recoverable in Cash or Kind		
Unsecured, considered good	145,988,624	200,818,906
Less : Inter company transaction	-	11,150,000
	(B) 145,988,624	189,668,906
Total (A + B)	146,363,054	190,043,336
10 TRADE RECEIVABLES		
	March 31, 2014	March 31, 2013
	Rs.	Rs.
Other receivables		
Unsecured, considered good	17,932,076	28,661,342
Total	17,932,076	28,661,342

11 CASH AND CASH EQUIVALENTS

	March 31, 2014	March 31, 2013
	Rs.	Rs.
Balances with Banks:		
On Current Accounts	144,304	256,940
Cash on Hand	1,850,367	370,199
Total	1,994,671	627,139

12 OTHER CURRENT ASSETS

	March 31, 2014	March 31, 2013
	Rs.	Rs.
Unamortised Expenditure		
Preliminary Expenses	-	247,562
Written off during the year	-	247,562
	(A) <u>-</u>	<u>-</u>
Others		
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)	668,936	667,631
Tax Deducted at Sources (13-14)	811,230	-
	(B) <u>1,541,322</u>	<u>728,787</u>
Total	1,541,322	728,787

13 REVENUE FROM OPERATIONS

	March 31, 2014	March 31, 2013
	Rs.	Rs.
(A) Entertainment Division Income	3,166,942	380,000
(B) Interest Received	5,626,947	6,867,791
(C) Software Development Income	160,000	100,000
(D) Income From Operation	2,736,964	1,947,472
Revenue from Operations (Gross) (A+B+C)	11,690,853	9,295,263

14 OPERATING EXPENSES

	March 31, 2014	March 31, 2013
	Rs.	Rs.
Entertainment Division Expenses	2,746,843	2,415,064
Total	2,746,843	2,415,064

15 ADMINISTRATIVE AND GENERAL EXPENSES	March 31, 2014	March 31, 2013
	Rs.	Rs.
Salary Expences	3,135,737	1,598,373
Telephone Expences	51,036	26,562
Electricity Expences	51,380	54,054
Rent	534,496	347,840
Repair & Maintenance Charges	396,204	218,110
Bank Charges	6,634	7,501
Newspaper & Periodics	19,430	11,452
Legal & Consultancy Expenses	120,000	27,500
Office Expenses	631,340	606,092
Postage & Courier / Telegram	49,186	56,283
Printing & Stationery / Zexox	204,955	96,655
Professional Charges	33,598	33,151
ROC Filling Charges	23,650	184,184
Stamp Duty Charges	-	942,985
General Expences	-	3,710
Bse Limited Listing fees	44,944	213,484
NSDL- CDSL Listing Fees	67,416	87,664
Labour charges	260,180	284,100
Staff Wealfare Expenses	290,448	30,000
Office Maintance Expenses	72,310	30,500
Certification Advisory Expenses	-	19,000
Merger Expenses	-	43,214
RTA Charges	1,487	29,634
STA Annual fees	-	25,000
Internet Expense	6,428	-
Website Maintance Expense	50,320	-
Miscellaneous Expenses	169	-
	(A) 6,051,348	4,977,047

Payment to Auditor:

	March 31, 2014 Rs.	March 31, 2013 Rs.
As Auditor:		
Audit Fee	27,575	27,575
Audit Fee-Subsidiary	11,236	11,236
	(B) 38,811	38,811

Payment to Directors:

Remuneration	952,000	330,000
	(C) 952,000	330,000

Software Development Expenses

Software Development expenses	80,000	-
	(D) 80,000	-

Total(A+B+C+D)	7,122,159	5,345,858
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16 SELLING AND MARKETING EXPENSES

	March 31, 2014 Rs.	March 31, 2013 Rs.
Advertisement Expenses	24,000	39,608
Business Promotion Expenses	187,700	-
Travelling & Conveyance Charges	350,450	243,999
Marketing Expenses	89,600	-
Total	651,750	283,607

FINANCIAL INFORMATION OF SUBSIDIARY COMPANIES

DETAILS OF SUBSIDIARIES COMPANIES FOR THE FINANCIAL YEAR 2013-14

	Amount (in Rs.)	Amount (in Rs.)
Name of The Subsidiaries Company	Shree Krishna Infrastructure Ltd	Shree Krishna Holiday Home And Farms Ltd
Capital	17,421,000	16,425,300
Reserve	4,588,030	3,527,161
Total Assets	22,065,640	20,009,511
Total Liabilities	22,065,640	20,009,511
Investments	-	3,000,060
Turnover/Total Income	1,243,631	1,493,333
Profit Before Tax	107,099	132,192
Taxation	33,094	40,847
Profit after Tax	74,005	91,345
Proposed Dividend	NIL	NIL

Name of the Company	Country of Incorporation	% of voting power held as at 31st March, 2014	% of voting power held as at 31st March, 2013
Shree Krishna Infrastructure Ltd	India	100%	100%
Shree Krishna Holiday Home And Farms Ltd	India	100%	100%



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← *Marina Kuwar*

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Shezly Mahendra →

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MUMBAI MASALA 2013

DATE: 29TH JUNE, 2013 - TIME: 7.00 PM ONWARDS
VENUE: COMPANY GARDEN BAREILLY, UTTAR PRADESH



SUNGOLD
ENTERTAINMENT

PRESENTS

इक शाम

सितारों के नाम...

GEETA BASRA
ACTRESS OF
WOH AJNABI &
AFSANA BANAKE



MEGHNA NAIDU
ACTRESS OF
KALIYON KA
CHAMAN



SONU THUKRAL
POP SINGER



EHSAAN QURESHI
COMEDY KING OF
GREAT INDIAN
LAUGHTER CHALLENGE



MAMTA SHARMA

SINGER OF
MUNNI BADNAM HUI
& TINKU JIYA



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