

**SWASTI VINAYAKA ART AND  
HERITAGE CORPORATION LIMITED**  

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**29TH ANNUAL REPORT 2014-15**

## BOARD OF DIRECTORS :

### **Ramprasad Poddar**

Chairman

### **Dinesh Poddar**

Managing Director

### **Rajesh Poddar**

### **Sanjiv Rungta**

### **Piyush Shah**

### **Nirmal Jain**

### **Rakesh Garodia**

### **Shilpa Poddar**

Directors

- **REGISTERED OFFICE:**  
SWASTI VINAYAKA ART AND HERITAGE CORPORATION LIMITED  
CIN: L51900MH1985PLC036536  
303, Tantia Jogani Industrial Estate,  
J. R. Boricha Marg, Lower Parel,  
Mumbai-400 011.  
Tel:022-43443555  
Fax:022-23071511  
E-mail: investors@svgcl.com  
Website: www.svartcorp.in

- **BANKERS:**  
HDFC Bank Limited

- **AUDITORS:**  
Sanjay Raja Jain & Co.  
Chartered Accountants

- **SECRETARIAL AUDITORS:**  
Sandeep Dar & Co.  
Company Secretaries

- **29TH ANNUAL GENERAL MEETING:**  
Date : September 28, 2015  
Time : 11:30 a.m.  
Venue : Bombay YMCA,  
2, Nathalal Parekh Marg,  
Colaba, Mumbai -400 001.

- **REGISTRAR AND TRANSFER AGENT:**  
Bigshare Services Private Limited  
E/2, Ansa Industrial Estate,  
Sakivihar Road, Sakinaka, Andheri (East),  
Mumbai – 400 072.  
Tel No. : 022-40430200  
Fax No.: 022-28475207  
E-mail : investor@bigshareonline.com  
Website: www.bigshareonline.com

## SWASTI VINAYAKA ART AND HERITAGE CORPORATION LIMITED

### ● 29th Annual Report 2014 - 15 ●

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# SWASTI VINAYAKA ART AND HERITAGE CORPORATION LIMITED

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### NOTICE

NOTICE is hereby given that the 29th Annual General Meeting of the Company will be held on Monday, 28th September, 2015 at 11:30 a.m. at Bombay YMCA, 12, Nathalal Parekh Marg, Colaba, Mumbai 400001 to transact the following business: -

#### ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Balance Sheet as on 31st March, 2015 and the Profit and Loss Account for the year ended on that date together with the Directors' and Auditors' Report thereon.
- To declare dividend on equity shares for the financial Year 2014-2015.
- To appoint a Director in place of Mr. Ramprasad Poddar (DIN-00163950), who retires by rotation and being eligible, offers himself for reappointment.
- To appoint Auditors and to fix their remuneration.

"RESOLVED THAT pursuant to the provisions of section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, M/S. SANJAY RAJA JAIN & CO. Chartered Accountants, (FRN No. 120132W) Mumbai, be and are hereby appointed as Statutory Auditors of the Company for the term of three consecutive years to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Annual General Meeting of the Company to be held in 2018 (subject to ratification of reappointment by the members at every Annual General Meeting), on a remuneration as agreed upon by the Board of Directors/ Audit Committee and the Auditors."

#### SPECIAL BUSINESS:

- To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:  
"RESOLVED THAT pursuant to the provisions of section 161(1), 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, read with Schedule IV of the said Act, Mr. Rakesh Garodia, who was appointed as additional Director of the Company and who holds office up to the date of this Annual General Meeting be and is hereby appointed as Independent Director of the Company for five years upto March 19, 2020."
- To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution.  
"RESOLVED THAT Mrs. Shilpa Dinesh Poddar, who was appointed as an additional Director of the Company and who holds office up to the date of this Annual General Meeting pursuant to the provisions of section 161(1) of the Companies Act, 2013, be and is hereby appointed as Director of the Company whose office of directorship shall be liable to retire by rotation."
- To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution.  
"RESOLVED THAT pursuant to the provision of Section 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, a new set of Articles of Association of the Company placed before the Members, be and is hereby adopted and substituted in place of the existing Articles of Association of the Company.  
RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to perform such acts, deeds and things, as may be necessary and expedient to give effect to this resolution and for the matters connected herewith or incidental hereto."

**Registered Office:**  
303, Tanta Jogani Industrial Estate,  
J. R. Boricha Marg, Lower Parel,  
Mumbai – 400 011.

By Order of the Board  
**Swasti Vinayaka Art And  
Heritage Corporation Limited**

Date: May 30, 2015  
Place: Mumbai

**Ramprasad Poddar**  
Chairman

#### NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO**

**BE EFFECTIVE SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

- THE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF THE BUSINESS UNDER ITEM NOS. 5 TO 7 OF THE NOTICE SET OUT ABOVE, IS ANNEXED HERETO.**
- The register of members and share transfer books will remain closed from Saturday, 19th September, 2015 to Monday, 28th September, 2015. (Both days inclusive).
- Dividend, if declared, shall be disbursed to the members:-
  - Whose name appears as beneficial owners as at the end of business hours on 18th September, 2015 as per the list to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form.
  - Whose names appear as members in the register of members of the Company after giving effect to valid transfers in physical form lodged with the Company or registrar and share transfer agent on or before 18th September, 2015.
- Shareholders seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so that the information is made available by the management on the day of the meeting.
- Members holding shares in physical form are requested to immediately intimate any change in their residential address to Bigshare Services Private Limited, E/2, Ansa Industrial Estate, Saki Vihar Road, Sakinaka, Andheri (East), Mumbai – 400 072, Registrar and transfer agent of the Company so that change could be effected in the register of members before closure.
  - Members who are holding shares in demat mode are requested to notify any change in their residential address, bank A/c details and/ or email address immediately to their respective Depository Participants.
  - The Government took a 'green initiative in Corporate Governance' in 2011 by allowing the Companies to service the documents to its members through electronic mode. Accordingly, the Company sends all communication including the notice along with annual report in electronic form to all members whose email Ids are registered with the Company/ Depository Participant(s) unless a specific request for hard copy has been requested.
  - Members are requested to update their email Id's by downloading the form which is available on the website of the Company i.e. [www.svartcorp.in](http://www.svartcorp.in) and submit the same at the registered office of the Company for receiving the notices and other documents at their email addresses.
- The Company has appointed M/s. Sandeep Dar & Co., Practicing Company Secretaries, Navi Mumbai, to act as the Scrutinizer, to scrutinize the remote e-voting and physical votes received through ballot in accordance with the law in a fair and transparent manner.
- The Company is pleased to offer e-voting facility, for all its members to enable them to cast their vote electronically in term of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and clause 35B of the Listing Agreement. The Facility for voting, through ballot/ polling paper will be made available at the venue of the AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights through ballot papers at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

#### The instructions for members for voting electronically are as under:-

- The voting period begins on Friday, September 25, 2015 at 09:00 a.m. and ends on Sunday, September 27, 2015 at 5:00 p.m.
  - Members holding Shares in physical or in demat form as on cut off date i.e. Monday, September 21, 2015 shall only be eligible for e-voting.
- (I) In case of members receiving Notice of AGM through e-mail:**
- Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
  - Click on "Shareholders" tab.
  - Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
  - Now Enter your User ID

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- a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your Demat account or in the Company records for the said Demat account or folio. <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non-individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

(II) In case members receiving the physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the Company / Depository Participant(s) or requesting physical copy]:

Please follow all steps from sl. no (i) to sl no. (xvi) Above, to cast vote.

(III) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all the material facts relating to the business mentioned below:

### ITEM NO 5:

Mr. Rakesh Garodia, an Independent Director who was appointed as an Additional Director w. e. f. March 19, 2015 and holds office as Director till the date of the forthcoming Annual General Meeting.

In terms of section 161(1) read with section 149 of the Companies Act 2013, Company has received a notice from a shareholder proposing candidature of Mr. Rakesh Garodia for the appointment as an Independent Director by the Shareholders of the Company. A brief profile of Mr. Rakesh Garodia has been annexed in the Corporate Governance report.

The Board considers it desirable that the Company should continue to avail itself of the services of Mr. Rakesh Garodia as Independent Director and accordingly recommends the Resolution at Item No. 5 for approval by the Members.

None of the Directors and any Key Managerial Personnel and their relatives is considered to be concerned or interested in the aforesaid Ordinary resolution.

### ITEM NO 6:

Mrs. Shilpa Poddar was appointed as an Additional Director by the Board w. e. f. March 19, 2015 and holds office as Director till the date of the forthcoming Annual General Meeting.

In terms of section 160 of the Companies Act, 2013, Company has received a notice from a shareholder proposing candidature of Mrs. Shilpa Poddar for the appointment as a Director by the Shareholders of the Company. A brief profile of Mrs. Shilpa Poddar has been annexed in the Corporate Governance report.

The Board considers it desirable that the Company should continue to avail itself of the services of

Mrs. Shilpa Poddar as Director and accordingly commends the Resolution at Item No. 6 for approval by the Members.

None of the Directors except Mr. Dinesh Poddar are interested parties in the passing of the said resolution.

### ITEM NO 7:

The Articles of Association of the Company currently in force were originally adopted when the Company was incorporated under the Companies Act, 1956.

The Articles of Association were amended from time to time in accordance with the provisions of the Companies Act, 1956. With the introduction of the Companies Act, 2013, it is proposed to replace the existing Articles of Association to make it consistent with the provisions of the Companies Act, 2013 including the rules made thereunder.

A copy of the proposed set of new Articles of Association of the Companies would be available for inspection at the registered office of the Company during the business hours on any working day, up to the date of Annual General Meeting and during the Annual General Meeting.

Directors, Key Managerial Personnel and their relatives may be considered as concerned or interested in passing of this resolution to the extent of their respective rights and obligations as shareholders or Directors in the Company.

### Registered Office:

303, Tantia Jogani Industrial Estate,  
J. R. Boricha Marg, Lower Parel,  
Mumbai – 400 011.

Date: May 30, 2015  
Place: Mumbai

By Order of the Board  
Swasti Vinayaka Art And  
Heritage Corporation Limited

Ramprasad Poddar  
Chairman

# SWASTI VINAYAKA ART AND HERITAGE CORPORATION LIMITED

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## DIRECTORS' REPORT

To  
The Members,  
Your Directors have pleasure in presenting their 29th Annual Report on the business and operations of the Company and Audited Statement of Accounts for the year ended 31st March, 2015.

### 1. FINANCIAL HIGHLIGHTS:

The Board's Report is prepared based on the stand alone financial statements of the Company. (₹ in Lacs)

No.	Particulars	2014-15	2013-14
1.	<b>Net Sales/ Income</b>	<b>1194.47</b>	778.99
2.	Total Expenditure		
	i) Cost of material consumed	84.80	5.01
	ii) Purchase of stock	64.19	71.62
	iii) Manufacturing and operating cost	34.64	29.29
	iv) Changes in inventories	205.34	(5.74)
	v) Employee benefit Expenses	115.22	89.30
	vi) Financial cost	136.37	148.62
	vii) Depreciation	62.45	41.18
	viii) Other Expenditure	256.51	253.97
	<b>Total</b>	<b>959.52</b>	633.25
3.	<b>Profit Before Tax</b>	<b>234.95</b>	145.74
4.	Provision for Taxation		
	i) Current Tax	(89.43)	(50.55)
	ii) Deferred Tax	10.30	2.22
	iii) Earlier years Tax	-	-
5.	<b>Profit After Tax</b>	<b>155.82</b>	97.41
6.	Balance carried from previous year	6.12	10.16
7.	Amount available for Appropriation	161.94	107.57
8.	<b>Appropriations:</b>		
	Proposed Dividend	(80.00)	(80.00)
	Dividend Distribution Tax	(16.37)	(13.59)
	Transferred to General Reserve	(2.15)	(7.85)
9.	<b>Balance carried to Balance Sheet</b>	<b>63.42</b>	6.13

### 2. DIVIDEND:

We pleased to announce that the Board of Directors has recommended dividend of Re. 0.20 per equity share of Re. 1/- each (i.e. 20% of face value) aggregating Rs. 80,00,000 (excluding dividend distribution tax as applicable) for the year ended on 31st March, 2015.

### 3. RESERVES:

The Board of Directors have decided to transfer Rs. 2,15,000 to General reserve.

### 4. EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Report in form MGT-9, as required under Section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, are included in this Report as Annexure- I and forms an integral part of this report.

### 5. OPERATIONS:

During the period under review the profit after tax (PAT) stood at 155.82 Lacs (Previous Year Rs. 97.41 Lacs), there was an increase of 59.96 % as compared to last financial year.

### 6. DIRECTORS' RESPONSIBILITY STATEMENT:

The Directors state that:

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the Directors had prepared the Annual Accounts on a going concern basis;
- the Directors, had laid down internal financial controls to be followed by the Company

- and that such internal financial controls are adequate and were operating effectively; and the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### 7. DIRECTORS AND KEY MANAGERIAL PERSONNEL APPOINTMENTS/ RESIGNATIONS DURING THE YEAR:

- The following Independent Directors were appointed during the financial year 2014-2015:
  - Mr. Rakesh Garodia (DIN: 00143438)
  - Mr. Sanjiv Rungta (DIN: 00381643)
  - Mr. Nirmal Jain (DIN: 00894735)
  - Mr. Piyush Shah (DIN: 02333557)

- Mrs. Shilpa Poddar (DIN: 00164141) was appointed as Woman Director of the Company, in terms of provisions of Section 149(1) of the Companies Act, 2013 read with Clause 49 of the Listing Agreement.

However, there were no Resignations from the Board of Directors during the financial year.

### 8. PARTICULARS OF EMPLOYEES:

- The information required pursuant to Rule 5 (1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as Annexure III to the Directors Report.
- Particulars of employees drawing remuneration in excess of limits prescribed under Section 134 (3)(q) read with Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 :  
There are no employees drawing remuneration exceeding Rupees. 60 Lacs per annum if employed throughout the financial year or Rupees 5 Lacs per month if employed for part of the financial year or draws remuneration in excess of Managing Director or Whole time Director or Manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the Company.

### 9. NUMBER OF MEETINGS OF BOARD:

No.	Particulars	No. of meetings held
1.	Board Meetings	Five
2.	Audit Committee Meetings	Five
3.	Nomination and Remuneration Committee Meeting	One
4.	Risk Management Committee Meeting	One
5.	Stakeholders Relationship Committee Meeting	One
6.	Independent Directors Meeting	One

### 10. FORMAL ANNUAL EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration, Risk Management and Stakeholders Relationship Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board cultures, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

### 11. DECLARATION BY INDEPENDENT DIRECTORS:

Declarations by the Independent Directors that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 has been received by the Company.

### 12. REMUNERATION POLICY:

The Board has, on the recommendation of the Nomination and Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The said policy is also uploaded on the website of the Company; i.e. www.svartcorp.in.

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## 13. AUDITORS:

The Auditors, M/s. Sanjay Raja Jain & Co., Chartered Accountants, (FRN 120132W), Mumbai, will retire at the ensuing Annual General Meeting and, being eligible; offer themselves for reappointment for a period of three years from the conclusion of this Annual General Meeting [AGM] till the conclusion of the Annual General Meeting to be held in the year 2018.

The report given by the Auditors on the financial statements of the Company is part of the Annual Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

## 14. SECRETARIAL AUDIT REPORT:

In terms of Section 204 of the Companies Act, 2013 and Rules made thereunder, M/s. Sandeep Dar and Co., Practicing Company Secretaries have been appointed as Secretarial Auditor of the Company. The report of the Secretarial Auditors is enclosed as Annexure IV to this report. The report is self-explanatory however the Company has initiated necessary steps to comply with various non-compliances as per the provisions of various statute mentioned under the Secretarial Audit Report.

## 15. VIGIL MECHANISM:

Pursuant to the provisions of sub-section (9) and (10) of Section 177 of the Companies Act, 2013, a Vigil Mechanism for Directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at [www.svartcorp.in](http://www.svartcorp.in)

## 16. COMPOSITION OF AUDIT COMMITTEE:

Composition of Audit Committee is required under section 177 (8) of the Companies Act, 2013.

The Composition of Audit Committee is as follows:

1. Mr. Piyush Shah - Chairman
2. Mr. Nirmal Jain - Member
3. Mr. Rajesh Poddar - Member

17. There were no material changes and commitments, which adversely affects the financial position of the Company, which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

18. The Risk management Policy has been uploaded on the website of the Company at [www.svartcorp.in](http://www.svartcorp.in). There were no risks identified during the year under review which would threaten the existence of the Company.

## 19. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

## 20. DEPOSITS:

The Company has not accepted any deposits during the year.

## 21. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

During the year under review, the Company has not made any loans, guarantees or investments under Section 186 of the Companies Act, 2013.

## 22. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto is disclosed in Form AOC-2 which is enclosed as Annexure-II

## 23. CORPORATE GOVERNANCE:

Your Company believes that Corporate Governance is a code of self discipline. In the line with this policy, the Board of Directors strongly believes that it is very important that the Company follows healthy Corporate Governance practices and reports to the shareholders the progress made on the various measures undertaken. The Corporate Governance certificate from Practicing Company Secretaries regarding compliance of conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement is annexed with this report.

## 24. MANAGEMENT DISCUSSION AND ANALYSIS:

### GEMSTONE CARVINGS, SIGNIO PAINTINGS AND COUTURE JEWELLERY:

This year we feel that we have seen the bottom in the demand in the luxury products market. From here on, there will be a slow but steady growth in the market place. Our efforts in three directions should yield very good results in the coming years. Corporate gifting as a segment is continuously giving us better results year after year. Our exports to the US are getting more value added and catering to a niche clientele. With the US economy and consumer confidence increasing, we are confident of doing better in that market in the future. In India, we are delighted to report that our regular customers continuously keep coming back to us for their gemstone requirements. This gives us confidence that our product and pricing is in tune with the market expectations. Ultimately when the market reaches its full potential in the next 3-4 years, we are confident of delivering good results due to having a strong and loyal customer base as well as many new customers being getting added to the gemstone collector's list.

### REAL ESTATE:

During the year 2014-15, we have not witnessed a revival in the commercial real estate market. With the new government taking a lot of initiatives to revive the corporate activity in the country, there is a general and upbeat sentiment that we could see growth returning to this industry in 2015-16. Unlike the residential real-estate market, which has seen softness only since last year, the commercial real estate market has been depressed for the last five years. As per the cycle and time theory, we feel the revival in this industry is just round the corner. Needless to say, we see a better performance for 2015-16 and the following years.

### 25. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

Company has adopted a policy for prevention of Sexual Harassment of Women at workplace as required under the Act.

The following is a summary of sexual harassment complaint received or disposed of during the year 2014-15.

- No. of Complaint received : NIL
- No. of Complaint disposed off : NIL

### 26. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

In the view of the nature of the Company, Rule 8 of Company (Accounts) Rules, 2014 concerning conservation of energy and technology absorption respectively are not applicable to the Company.

### FOREIGN EXCHANGE EARNINGS AND OUTGO:

During the year under review, the total foreign exchange used was Rs. 43.97 lacs and the total foreign exchange earned was Rs. 26.95 lacs.

### 27. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

No significant or material orders were passed by the regulators or courts or Tribunals which impact the going concern status and Company's operations in future.

### 28. LISTING AGREEMENT WITH THE STOCK EXCHANGE:

Your Company continues to be listed on the Stock Exchange, Mumbai where the Company's shares are being traded. The Company confirms that it has paid the Annual Listing Fees for the year 2014-2015 to BSE Limited where the Company's Shares are listed.

### 29. ACKNOWLEDGEMENT:

We record our gratitude to the Banks and others for their assistance and co-operation during the year. We also wish to place on record our appreciation for the dedicated services of the employees of the Company. We are equally thankful to our esteemed investors for their co-operation extended to and confidence reposed in the management.

### Registered Office:

303, Tania Jogan Industrial Estate,  
J. R. Boricha Marg, Lower Parel,  
Mumbai - 400 011.

Date: May 30, 2015  
Place: Mumbai

By Order of the Board  
Swasti Vinayaka Art and  
Heritage Corporation Limited

Ramprasad Poddar  
Chairman

# SWASTI VINAYAKA ART AND HERITAGE CORPORATION LIMITED

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## ANNEXURE I Form No. MGT-9 EXTRACT OF ANNUAL RETURN

**As on the financial year ended on March 31, 2015**

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

### I. REGISTRATION AND OTHER DETAILS:

CIN	L51900MH1985PLC036536
Registration Date	10/06/1985
Name of the Company	Swasti Vinayaka Art And Heritage Corporation Limited
Category / Sub-Category of the Company	Company Limited By Shares
Address of the Registered office and contact details	303 Tantia Jogani Industrial Estate, J. R. Boricha Marg, Lower Parel, Mumbai – 400 011.
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	Bigshare Services Private Limited E/2, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (East), Mumbai – 400 072.

### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

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

Sr No	Name and Description of main products/services	NIC Code of the Product /service	% to total turnover of the Company
1	Compensation /Renting of Immovable Property	681	58.31
2	Jewellery/Carvings/ Gemstone/Diamonds	321	36.15

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

There are no Holding, Subsidiary and Associate Companies.

### IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY):

#### (i) Category-wise Share Holding

Category of Shareholder	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total No of Shares	% of Total Shares	Demat	Physical	Total No of Shares	% of Total Shares	
<b>A. Promoters</b>									
1) Indian :									
a) Individual/ HUF	18827000	-	18827000	47.07	19261000	-	19261000	48.15	1.08
b) Bodies Corporate	1573000	-	1573000	3.93	1139000	-	1139000	2.85	-1.08
Sub total (A)(1) :	20400000	-	20400000	51.00	20400000	-	20400000	51.00	0.00
2) Foreign (A)(2) :	-	-	-	-	-	-	-	-	-
Total holding for promoters (A)=(A)(1) + (A)(2)	20400000	-	20400000	51.00	20400000	-	20400000	51.00	-
<b>B. Public Shareholding</b>									
1. Institutions (B)(1)	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp. :									
i) Indian	3135521	-	3135521	7.84	6694471	-	6694471	16.74	8.90
b) Individuals									
i) Capital upto Rs. 1 lakh	11057539	227383	11284922	28.21	9882174	227383	10109557	25.27	(2.94)
ii) Capital in excess of Rs. 1 lakh	3832322	-	3832322	9.58	2736025	-	2736025	6.84	(2.74)
c) Others ( i) NRI/OBC	15884	-	15884	0.04	25658	-	25658	0.06	0.02
(ii) Clearing members	1331351	-	1331351	3.33	34289	-	34289	0.09	(3.24)
Sub total (B)(2) :	19372617	227383	19600000	49	1937617	227383	19600000	49.00	-
Total Public Shareholding (B)=(B)(1) + (B)(2)	19372617	227383	19600000	49	1937617	227383	19600000	49.00	-
Total (A) + (B) :	39772617	227383	40000000	100	39772617	227383	40000000	100.00	-
<b>C. Shares held by Custodians for (GDRs &amp; ADRs)</b>									
	-	-	-	-	-	-	-	-	-
<b>Grand Total (A) + (B) + (C)</b>	<b>39772617</b>	<b>227383</b>	<b>40000000</b>	<b>100</b>	<b>39772617</b>	<b>227383</b>	<b>40000000</b>	<b>100.00</b>	<b>-</b>

# SWASTI VINAYAKA ART AND HERITAGE CORPORATION LIMITED

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(ii) Shareholding of Promoters:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Ramprasad Poddar	1331000	3.33	-	3268500	8.17	-	4.84
2	Ramprasad Rajeshkumar HUF	2781400	6.95	-	2781400	6.95	-	0.00
3	Ramprasad Dineshkumar HUF	2550750	6.38	-	2550750	6.38	-	0.00
4	Ramprasad Poddar & Sons HUF	2543300	6.36	-	2543300	6.36	-	0.00
5	Dinesh Rajesh Bros. HUF	2397650	5.99	-	2397650	5.99	-	0.00
6	Pushpadevi Poddar	1638200	4.10	-	1762100	4.41	-	0.31
7	Swasti Vinayaka Investech Private Limited	1573000	3.93	-	1139000	2.85	-	-1.09
8	Rajesh Kumar Poddar	895000	2.24	-	895000	2.24	-	0.00
9	Dinesh Kumar Poddar	840000	2.10	-	840000	2.10	-	0.00
10	Dinesh Ramprasad Poddar- HUF	564400	1.41	-	821600	2.05	-	0.64
11	Rhea Dineshkumar Poddar	245200	0.61	-	471500	1.18	-	0.57
12	Aryan Rajesh Poddar	320200	0.80	-	362700	0.91	-	0.11
13	Rajesh Ramprasad Poddar HUF	36300	0.09	-	296700	0.74	-	0.65
14	Prabhat Poddar	180200	0.45	-	200300	0.50	-	0.05
15	Vedaant Rajesh Poddar	24900	0.06	-	28500	0.07	-	0.01
16	Shilpa D Poddar	21000	0.05	-	21000	0.05	-	0.00
17	Nupur R Poddar	20000	0.05	-	20000	0.05	-	0.00
18	Ramprasad Poddar & Co. HUF	2437500	6.09	-	0	0.00	-	-6.09
		20400000	51.00	-	20400000	51.00	-	0.00

(iii) Change in Promoters' Shareholding: ( please specify, if there is no change)

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	20400000	51.00	20400000	51.00
1	Ramprasad Poddar & Co HUF	-2437500	-6.09	17962500	44.91
2	Swasti Vinayaka Investech Pvt. Ltd.	-434000	-1.09	17528500	43.82
3	Ramprasad Poddar	1937500	4.84	19466000	48.66
4	Pushpadevi Poddar	123900	0.31	19589900	48.97
5	Dinesh Ramprasad Poddar HUF	257200	0.64	19847100	49.61
6	Rhea Dinesh Poddar	226300	0.57	20073400	50.18
7	Aryan Rajesh Poddar	42500	0.11	20115900	50.29
8	Rajesh Ramprasad Poddar HUF	260400	0.65	20376300	50.94
9	Prabhat Poddar	20100	0.05	20396400	50.99
10	Vedaant Rajesh Poddar	3600	0.01	20400000	51.00
	At the End of the year	20400000	51.00	20400000	51.00

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Sr. No.	Name of Shareholders	Shareholding at the beginning of the year		Bought during the year	Sold during the year	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company			No. of shares	% of total shares of the company
1	Upsurge Investment & Finance Ltd.	0	0.00	4660103	50000	4,610,103	11.53
2	NNM Securities Pvt Ltd.	0	0.00	1227008	778806	448,202	1.12
3	Manjusha Saraf	0	0.00	413526	0	413,526	1.03
4	Swapnil Kashinath Kawi	0	0.00	388800	73400	315,400	0.79
5	Ashwani Maheshwari	0	0.00	225824	0	225,824	0.56



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6	Ankur Agarwal	230,250	0.58	3325	10575	223,000	0.56
7	Shambhu Lal Gupta	200,938	0.50	0	0	200,938	0.50
8	Pranali Commodities Pvt. Ltd	200,000	0.50	0	0	200,000	0.50
9	Rachit Mukesh Panday	200,000	0.50	0	0	200,000	0.50
10	Vimal Kumar Didwania	184,476	0.46	0	5000	179,476	0.45

### (v) Shareholding Pattern of Directors and Key Managerial Personnel

Sr. No.	Name of Shareholders	Shareholding at the beginning of the year		Bought during the year	Sold during the year	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company			No. of shares	% of total shares of the company
1	Ramprasad Poddar	1331000	3.33	1937500	-	3268500	8.17
2	Rajesh Kumar Poddar	895000	2.24	-	-	895000	2.24
3	Dinesh Kumar Poddar	840000	2.10	-	-	840000	2.10
4	Shilpa Poddar	21000	0.05	-	-	21000	0.05

### V. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount due	14036360	70150000	--	84186360
ii) Interest due but not paid	146561	641659	--	788220
iii) Interest accrued but not paid	--	--	--	--
Total (i+ii+iii)	14182921	70791659	--	84974580
Change in Indebtedness during the financial year				
• Addition	--	29325000	--	29325000
• Reduction	(6824840)	(50740715)	--	(57565555)
Net Change	(6824840)	(21415715)	--	(28240555)
Indebtedness at the end of the financial year				
i) Principal Amount	7304627	48900000	--	56204627
ii) Interest due but not paid	53454	475944	--	529395
iii) Interest accrued but not due	--	--	--	--
Total (i+ii+iii)	7358081	49375944	--	56734025

### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Particulars of Remuneration	Name of MD/WTD/ Manager		Total
	Ramprasad Poddar	Dinesh Poddar	
Gross salary			
(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	10,80,000	11,55,000	22,35,000
(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	2,12,242	5,15,740	7,27,982
Total	12,92,242	16,70,740	29,62,982
Ceiling as per the Act	30,00,000	30,00,000	60,00,000

**B. Remuneration to other Directors:** The Company does not pay remuneration to its other Directors

**C. Remuneration To Key Managerial Personnel other than MD/ Manager/WTD:** The Company does not pay remuneration to any of its Key Managerial Personnel.

### VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties / punishment/ compounding of offences for breach of any provisions under the Companies Act, against the Company or its Directors or other officers, if any, during the year.

**ANNEXURE II  
Form No. AOC-2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

**Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto**

**1. Details of contracts or arrangements or transactions not at arm's length basis: Not Applicable**

**2. Details of material contracts or arrangements or transactions at arm's length basis:**

Sr. No	Name of the related party and nature of relationship	Nature of contracts / arrangements / transactions	Duration of contracts / arrangements / transactions	Salient features of contracts / arrangements / transactions, including value, if any	Justification for entering into such contracts / arrangements / transactions	Date(s) of approval by the Board / Audit Committee	Amount paid as advances, if any	Date on which special resolution was passed in general meeting u/s 188(1)
1.	Swasti Vinayaka Realstate Development Pvt. Ltd.	Compensation paid	01/04/2014 To 31/03/2019	Agreement of Lease	The Company has obtained premises for business purpose	23/01/2014	N.A.	N.A.
2.	Ashirwad Shelters Pvt. Ltd.	Compensation paid	01/04/2014 To 31/03/2019	Agreement of Lease	The Company has obtained premises for business purpose	23/01/2014	N.A.	N.A.
3.	Ashirwad Capital Ltd.	Compensation paid	01/04/2014 To 31/03/2019	Agreement of Leave and License	The Company has obtained premises for business purpose	23/01/2014	3,30,000	N.A.
4.	Swasti Vinayaka Synthetics Ltd.	Compensation paid	01/04/2014 To 31/03/2019	Agreement of Leave and License	The Company has obtained premises for business purpose	21/03/2014	27,00,000	N.A.

**ANNEXURE III**

**Remuneration details of Directors and employees**

i.) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Sr No.	Directors Name	Remuneration FY 2014-15	Median Remuneration of employees FY 2014-15	Ratio
1.	Mr. Ramprasad Poddar	12.92	1.53	19.76
2.	Mr. Dinesh Poddar	16.71	1.53	25.57

ii.) The percentage increase in the remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

Sr No.	Directors Name	Remuneration FY 2014-15	Remuneration FY 2013-14	% Increase
1.	Mr. Ramprasad Poddar	12.92	8.81	46.65
2.	Mr. Dinesh Poddar	16.71	9.56	74.79

iii.) The percentage increase in the median remuneration of employees in the financial year:

Median Remuneration of employees FY 2014-15	Median Remuneration of employees FY 2013-14	% Increase
1.53	1.83	-16.39

iv.) The number of permanent employees on the rolls of company: 32

v.) The explanation on the relationship between average increase in remuneration and the company performance:

The Company follows performance appraisal methodology where in performances of employees are linked to the key deliverables and key control areas of the Company. The increase in remuneration thus suggests better performance of the Company in terms of profitability and customer satisfaction, stronger processes and controls, better compliances with various regulations and establishment of better relationship with stakeholders.

vi.) Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company:

Remuneration of KMP FY 2014-15	PAT of the Company	Remuneration to PAT%
29.63	155.82	19.01

vii.) Variations in the market capitalization of the Company, price earnings ratio as the closing date of the current financial year and previous financial year and percentage increase over

decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of listed Companies, and in case of unlisted Companies, the variations in net worth of the Company as at the close of the current financial year and previous financial year:

	FY 2014-15	FY 2013-14	Variation
Market Capitalization	1688	780	908
Price Earning Ratio	10.82	8.13	2.69

viii.) Average percentile increase already made in the salaries of employees other than managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

	FY 2014-15	FY 2013-14	% Increase
Employees Salary	74.13	60.66	22.20
Managerial Remuneration	29.63	18.37	61.29

The Company follows performance appraisal methodology where in performances of employees are linked to the key deliverables and key control areas of the Company.

ix.) Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company

Name of KMP	Remuneration of KMP FY 2014-15	PAT of the Company FY 2014-15	Remuneration to PAT%
Mr. Ramprasad Poddar	12.92	155.82	8.29
Mr. Dinesh Poddar	16.71	155.82	10.72

x.) The key parameters for any variable component of remuneration availed by the Directors The above clause is not applicable as there is no variable component of remuneration which are availed by the Directors of the Company.

xi.) The ratio of the remuneration of the highest paid Director to that of the employees who are not directors but receive remuneration in excess of the highest paid Director during the year: The above clause is not applicable as there are no employees drawing remuneration in excess of the highest paid Director during the year.

xii.) Affirmation that the remuneration is as per the remuneration policy of the Company: It is affirmed that the remuneration is as per the remuneration policy of the Company

# SWASTI VINAYAKA ART AND HERITAGE CORPORATION LIMITED

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## ANNEXURE IV Form No. MR-3 SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015

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

To,  
The Members,  
Swasti Vinayaka Art And Heritage Corporation Limited  
CIN: L51900MH1985PLC036536  
303, Tantia Jogani Industrial Estate  
J. R. Boricha Marg, Lower Parel, Mumbai- 400011.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Swasti Vinayaka Art And Heritage Corporation Limited (hereinafter called "the company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2015 (hereinafter referred to as "Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity shares) Regulations, 2009; and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

(vi) We have been informed by the Management that there are no other laws specifically applicable to the Company.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreement entered into by the Company with Stock Exchange.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

1. Company has appointed Managing Director as Key Managerial Personnel (KMP) under section 203(1) of the Companies Act, 2013. However, compliance under clause (ii) and (iii) of sub-section (1) of section 203 is not complied with regard to the appointment of Company Secretary and Chief Financial Officer.
2. Appointment of an Internal Auditor under section 138 of the Companies Act, 2013 is pending.
3. Company started filing MGT -10 return for the change exceeding 2% in the shareholding of the Promoters / Top ten shareholders with Registrar of Companies from 30 October, 2014 onwards.

### We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the Audit Period were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

**We further report that** there are adequate systems and processes in the Company which commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** during the audit period the following specific events/ actions occurred having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

(a) Special Resolution under Section 180(1)(c) of the Companies Act, 2013 passed by the members at the Annual General Meeting dated July 26, 2014 for setting borrowing limits of the Board up to Rs. 100 Crores only.

For Sandeep Dar & Co.

Place: Navi Mumbai  
Date: May 30, 2015

Proprietor  
FCS: 3159  
C. P. No.: 1571

## CORPORATE GOVERNANCE REPORT

Your Company has complied with all material aspects of the Corporate Governance Code as per Clause 49 of the Listing Agreement with the Stock Exchange. A Report on the Corporate Governance compliance is furnished below:

### 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

Transparency and accountability are the two basic tenants of Corporate Governance. Good Corporate Governance helps enhancement of long term shareholders value and interest of other stakeholders. This is achieved through increased awareness for responsibility, transparency, professionalism, focus on effective control and management of the organization. The Board of Directors of the Company are committed to the consistent adherence to the Corporate Governance code and constant review of the Board processes, practices and the Management Systems to maintain a greater degree of responsibility and accountability.

### 2. BOARD OF DIRECTORS:

The Board of Directors is entrusted with the ultimate responsibility of the management, general affairs, directions and performance of the Company and has been vested with requisite powers, authorities and duties. The strength of Board of Directors is 8 (Eight). Whose composition and category is given below:

#### (A) THE CONSTITUTION OF THE BOARD AS ON MARCH 31, 2015:

The Board comprises such numbers of Non-Executive, Executive and Independent Directors as required under applicable legislation. The composition of Board represents an optimal mix of professionalism, knowledge and experience and enables the Board to discharge its responsibilities and provide effective leadership to the business. The Board of the Company comprises of 8 (Eight) Directors. The Composition of the Board of Directors and also the number of other Directorship or Committees of which they are Member/ Chairperson are as given below:

Directors	Category	No. of other Directorship		No. of other Committee positions	
		Public	Private	Public	Private
Ramprasad Poddar	Promoter Non-Executive	3	6	1	2
Dinesh Poddar	Promoter Executive	2	6	3	0
Rajesh Poddar	Promoter Non-Executive	2	5	2	0
Sanjiv Rungta	Independent	2	1	2	1
Piyush Shah	Independent	2	1	1	2
Nirmal Jain	Independent	2	1	1	0
Rakesh Garodia	Independent	5	2	1	0
Shilpa Poddar	Promoter Non-Executive	2	2	0	0

#### (B) BOARD PROCEDURE:

The Board of the Company met 5 (Five) times during the year-ended 31.03.2015. Notice and Agenda were circulated in advance of each meeting of the Board of Directors. The Chairman briefed the Board at every meeting on the overall performance of the Company. The Board mainly deliberated on the following subjects:

- Strategy and Business Plans
- Considering and approving declaration/ recommendation of Dividend.
- Operations and Capital Expenditures
- Finance and Banking operations
- Adoption of Quarterly/Half yearly/ Annual Results
- Compliance with Statutory/Regulatory requirements and review of major Legal Issues
- Significant Labour Issues.

#### (C) ATTENDANCE OF EACH DIRECTOR AT THE BOARD MEETINGS AND THE LAST ANNUAL GENERAL MEETING:

During the year ended March 31, 2015 Five Board Meetings were held on May 30, 2014; July 30, 2014; October 30, 2014; January 22, 2015; and March 19, 2015; Annual General Meeting during the year was held on July 26, 2014.

Name of the Directors	No. of Board Meeting Attended	Attendance At Last AGM Held on July 26, 2014	Remarks
Ramprasad Poddar	5 (five)	Yes	--
Dinesh Poddar	5 (five)	Yes	--
Rajesh Poddar	5 (five)	Yes	--

Sanjiv Rungta	5 (five)	No	--
Nirmal Jain	5 (five)	No	--
Piyush Shah	5 (five)	Yes	--
Rakesh Garodia	0	No	Appointed on March 19, 2015
Shilpa Poddar	0	No	Appointed on March 19, 2015

#### (D) INDEPENDENT DIRECTORS' MEETING

The Company has conducted necessary induction and familiarisation programmes for Independent Directors to perform their role on the Board effectively as required under Clause 49 (1)(B)(7) of the Listing Agreement.

During the year under review, the Independent Directors met on January 22, 2015, inter-alia, to discuss:

- Evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole.
- Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors.
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.
- All the Independent Directors were present at the Meeting.

#### (E) DIRECTORS SEEKING APPOINTMENT/ RE APPOINTMENT:

The brief particulars of the Directors of the Company, being re-appointed as Directors retiring by rotation and new appointment of Director at the ensuing Annual General Meeting are as under:

##### (i) Mr. Ramprasad Poddar:

Mr. Ramprasad Poddar retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for reappointment. Mr. Ramprasad Poddar, 79 years old is having more than 43 years of business experience. His continuation on the Board will be an asset to the Company.

##### (ii) Mr. Rakesh Garodia:

Mr. Rakesh Garodia, an Independent Director who was appointed as an additional Director w. e. f. March 19, 2015 and holds office as Director till the date of the forthcoming Annual General Meeting. Mr. Rakesh Garodia, 52 years old is having B.Com educational qualification and having more than 30 years of business experience. His continuation on the Board will be an asset to the Company.

##### (iii) Mrs. Shilpa Poddar:

Mrs. Shilpa Poddar was appointed as an additional Director by the Board w. e. f. March 19, 2015. Mrs. Shilpa Poddar, 45 years old is having B.Com educational qualification and having more than 20 years of business experience. Her continuation on the Board will be an asset to the Company.

#### 3. COMMITTEES OF THE BOARD:

The Board Committees play a crucial role in the Governance structure of the Company and have been constituted to deal with specific areas/ activities which concern the Company and need a closer review. The Minutes of the Meetings of all Committees are placed before the Board for review. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action.

The Board has currently established the following Statutory and Non-Statutory Committees.

##### (i) AUDIT COMMITTEE:

The Committee's powers, roles and functions are as stipulated in Clause 49 of the Listing Agreement and under Section 177 of the Companies Act, 2013.

Some of the important functions performed by the Committee are:

- Oversight of the Company's financial reporting process and financial information submitted to the Stock Exchange, regulatory authorities or the public.
- Reviewing with the Management the quarterly unaudited financial statements and the Auditors' Limited Review Report thereon/audited annual financial statements and Auditors' Report thereon before submission to the Board for approval. This would, inter alia, include reviewing changes in the accounting policies and reasons for the same,

# SWASTI VINAYAKA ART AND HERITAGE CORPORATION LIMITED

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major accounting estimates based on exercise of judgement by the Management, significant adjustments made in the financial statements and / or recommendation, if any, made by the Statutory Auditors in this regard.

- Review the Management Discussion & Analysis of financial and operational performance.
- Discuss with the Statutory Auditors its judgement about the quality and appropriateness of the Company's accounting principles with reference to the Generally Accepted Accounting Principles in India (GAAP).
- Review the investments made by the Company.

All the Members of the Audit Committee have the requisite qualification for appointment on the Committee and possess sound knowledge of finance, accounting practices and internal controls.

During the year under review, the Audit Committee held a separate meeting with the Statutory Auditors to get their inputs on significant matters relating to their areas of audit.

### COMPOSITION

The Audit Committee consists of 2 (Two) Independent Directors and 1 (one) Non-Executive Director. Mr. Piyush Shah is the Chairman of the Committee. The members of the committee have requisite experience in corporate management, finance, accounts and corporate laws. The Audit committee held five meetings during the year and there was no time gap of more than four months between any two meetings.

The Audit Committee consists of:

- |    |                   |   |          |
|----|-------------------|---|----------|
| 1) | Mr. Piyush Shah   | - | Chairman |
| 2) | Mr. Rajesh Poddar | - | Member   |
| 3) | Mr. Nirmal Jain   | - | Member   |

### (ii) NOMINATION AND REMUNERATION COMMITTEE:

In Compliance with Section 178 of the Companies Act, 2013, the Board has renamed the existing "Remuneration Committee" as the "Nomination and Remuneration Committee."

The terms of reference of the committee inter alia, include the following:

- Succession planning of the Board of Directors and Senior Management employees;
- Identifying and selection of candidates for appointment as Directors / Independent Directors based on certain laid down criteria;
- Identifying potential individuals for appointment as Key Managerial Personnel and to other Senior Management positions;
- Formulate and review from time to time the policy for selection and appointment of Directors, Key Managerial Personnel and senior management employees and their remuneration;
- Review the performance of the Board of Directors and Senior Management employees based on certain criteria as approved by the Board.

### COMPOSITION:

The Nomination and Remuneration Committee consists of 2 (Two) Independent Directors and 1 (One) Non Executive Director. Mr. Sanjiv Rungta is appointed Chairman of the Committee.

The constitution of the present Nomination and Remuneration Committee is as follows:

- |    |                   |   |          |
|----|-------------------|---|----------|
| 1. | Mr. Sanjiv Rungta | - | Chairman |
| 2. | Mr. Piyush Shah   | - | Member   |
| 3. | Mr. Rajesh Poddar | - | Member   |

The break up of the remuneration paid to Managing Director and the Whole Time Directors are as follows: (Rs. in lacs)

Sr. No.	Name of the Directors	Salary	Benefits	Sitting fees	Total
1.	Ramprasad Poddar	10.80	2.12	-	12.92
2.	Dinesh Poddar	11.55	5.16	-	16.71

### (iii) STAKEHOLDERS RELATIONSHIP COMMITTEE

In compliance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement, the Board has renamed the existing "Shareholders'/Investors' Grievance Committee" as the "Stakeholders' Relationship Committee."

The terms of reference of the Committee are:

- transfer/transmission of shares/debentures and such other securities as may be issued by the Company from time to time;
- issue of duplicate share certificates for shares/debentures and other securities reported lost, defaced or destroyed, as per the laid down procedure;
- issue new certificates against subdivision of shares, renewal, split or consolidation of share certificates / certificates relating to other securities;
- to approve and monitor dematerialization of shares / debentures / other securities and all matters incidental or related thereto;

- to authorize the Chairman of the Committee to attend matters relating to non-receipt of annual reports, notices, non-receipt of declared dividend / interest, change of address for correspondence etc. and to monitor action taken;
- monitoring expeditious redressal of investors / stakeholders grievances;

### COMPOSITION

The present constitution of the Committee is as follows:

- |    |                   |   |          |
|----|-------------------|---|----------|
| 1. | Mr. Rajesh Poddar | - | Chairman |
| 2. | Mr. Piyush Shah   | - | Member   |
| 3. | Mr. Dinesh Poddar | - | Member   |

The Company's shares are compulsory traded in the dematerialized form and have to be delivered in the dematerialized form at Stock Exchange. To expedite transfer in the physical segment, Mr. Nagabhushan Hegde, CEO, is acting as Compliance Officer as required by the Listing Agreement.

All the complaints received are replied to the satisfaction of the Security holders. There are no pending complaints requiring intervention of the committee.

### (iv) RISK MANAGEMENT COMMITTEE

Business Risk Evaluation and Management is an on-going process within the Organization. The Company has a robust risk management framework to identify, monitor and minimize risks.

The objectives and scope of the Risk Management Committee broadly comprises:

- Oversight of risk management performed by the executive management;
- Reviewing the risk management policy and framework in line with local legal requirements and SEBI guidelines;
- Reviewing risks and evaluate treatment including initiating mitigation actions and ownership as per a pre-defined cycle;
- Defining framework for identification, assessment, monitoring, mitigation and reporting of risks.

### COMPOSITION:

The Risk Management Committee consists of 2 (Two) Independent Directors and 1 (One) Executive Director. Mr. Piyush Shah is appointed Chairman of the Committee.

The constitution of the present Risk Management Committee is as follows:

- |    |                   |   |          |
|----|-------------------|---|----------|
| 1. | Mr. Sanjiv Rungta | - | Chairman |
| 2. | Mr. Piyush Shah   | - | Member   |
| 3. | Mr. Dinesh Poddar | - | Member   |

### 4. GENERAL BODY MEETINGS:

Location and time, where last three Annual General Meetings were held is given below:

Financial Year	Date	Location of the Meeting	Time
31.03.2014	26.07.2014	SACHIVALAYA GYMKHANA, 6, General Jagannathrao Bhosale Marg, Opp. Mantralaya, Mumbai – 400 032	11:30 a.m.
31.03.2013	27.07.2013	SACHIVALAYA GYMKHANA, 6, General Jagannathrao Bhosale Marg, Opp. Mantralaya, Mumbai – 400 032	11:30 a.m.
31.03.2012	14.07.2012	SACHIVALAYA GYMKHANA, 6, General Jagannathrao Bhosale Marg, Opp. Mantralaya, Mumbai – 400 032	11:30 a.m.

No Special resolution was required to be passed through postal ballot at the last Annual General Meeting nor is it proposed this year.

### 5. PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Compliance Officer is responsible for implementation of the Code.

### 6. VIGIL MECHANISM

Pursuant to the provisions of sub-section (9) and (10) of section 177 of the Companies Act, 2013, a Vigil Mechanism for Directors and employees to report genuine concerns has been

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established. The Vigil Mechanism Policy has been uploaded on the website of the Company at www.svartcorp.in

## 7. DISCLOSURE

The Company has not entered into any transaction of a material nature which will have a conflict with its interest during the year.

The disclosure of related party transactions as required by the accounting standard (AS) 18 on 'Related Party disclosures' issued by the Institute of Chartered Accountants of India (ICAI) is given under note no. 28 of notes on the annual accounts. All the transactions covered under related party transactions were fair, transparent and at arms length.

There was no material non-compliance by the Company and no penalties or strictures imposed on the Company by the stock exchanges, SEBI or statutory authorities on any matter related to Capital Markets.

## 8. MEANS OF COMMUNICATION:

The quarterly, half yearly and annual results are communicated to the Bombay Stock Exchange where the Company's shares are listed as soon as the same are approved and taken on record by the Board of Directors of the Company. Further the results are published in widely circulating national and local dailies. The quarterly & half-yearly results are not sent individually to the shareholders but are uploaded on the Company's website www.svartcorp.in.

## 9. GENERAL SHAREHOLDERS INFORMATION:

- a. Registered Office : 303 Tantia Jogani Industrial Estate  
J R Boricha Marg, Lower Parel  
Mumbai - 400011
- b. Annual General Meeting : 28th September, 2015 at 11:30 a.m  
Date and time Venue : Bombay YMCA, 12, Nathalal Parekh Marg,  
Colaba, Mumbai 400001
- c. Financial Calendar (2015-16) : **Result to be tabled & adopted in the month of**

Sr. No.	Period	Month of adoption of accounts
1.	First Quarter ended June 30, 2015	July, 2015
2.	Half Yearly / Second Quarter ended September 30, 2015	October, 2015
3.	Third Quarter / Nine Months ended December 31, 2015	January, 2016
4.	Yearly Audited / Fourth Quarter ended March 31, 2016	May, 2016

- d. Date of Book Closure : Saturday, September 19, 2015 to  
Monday, September 28, 2015  
(Both days inclusive)
- e. Dividend payment date : Within 30 days of AGM; if approved  
by the Shareholders of the Company.
- f. Listing at stock Exchanges : The Stock Exchange, Mumbai
- g. Stock Code : Physical Segment – BSE: 512257  
NSDL/CDSL-ISIN: INE 895A01023
- h. Stock Market Data : The monthly high and low prices  
During the year at BSE is as follows:

Months	Mumbai Stock Exchange	
	High	Low
April, 2014	2.30	1.76
May, 2014	3.40	1.55
June, 2014	5.00	2.50
July, 2014	4.58	3.20
August, 2014	4.00	2.85

September, 2014	4.60	3.45
October, 2014	4.70	3.25
November, 2014	6.54	4.10
December, 2014	7.12	3.48
January, 2015	5.40	3.50
February, 2015	6.00	3.72
March, 2015	5.80	3.03

### i. SHARE HOLDING PATTERN AS ON 31.03.2015:

Category	No. of Shares	%
Promoters	20400000	51.00
Mutual Funds, Banks, etc	0	0.00
Corporate Bodies	6728760	16.82
NRI / OCB's	25658	0.06
Indian Public	12845582	32.11
<b>TOTAL</b>	<b>40000000*</b>	<b>100.00</b>

\* Out of these, 39772617 (99.43 %) shares are Dematerialized and the balance 227383 (0.57%) are lying in physical form as on 31.03.2015.

### j. SHARE TRANSFER SYSTEM:

Trading in Equity Shares of the Company is permitted only in dematerialized form as per notification issued by the Securities and Exchange Board of India (SEBI). Big Shares Services Private Limited handles both Demat and Physical Shares Transfers.

The Stakeholders Relationship Committee meets periodically to consider the transfer and other proposals and attend to shareholders grievances.

The Share Transfers, which are received in physical form, are processed and the share certificates are returned within 15 days from the date of receipt, subject to documents being valid and complete in all respects. There are no such instances pending with the Company at the year-end.

### k. DISTRIBUTION OF SHAREHOLDING AS 31.03.2015:

Share Holding of nominal value of Rupees	No. of Share-holders	% of Share-holders	No. of Shares held	% of Share-holding
1 TO 5000	2318	82.90	2851282	7.13
5001 TO 10000	207	7.40	1618523	4.05
10001 TO 20000	115	4.11	1796948	4.49
20001 TO 30000	43	1.54	1056597	2.64
30001 TO 40000	29	1.04	997735	2.49
40001 TO 50000	21	0.75	998235	2.50
50001 TO 100000	29	1.04	2094074	5.23
100001 & above	34	1.22	28586606	71.47
<b>Total</b>	<b>2796</b>	<b>100.00</b>	<b>40000000</b>	<b>100.00</b>

- l. REGISTRAR AND SHARE TRANSFER AGENT : Bigshare Services Private Limited  
E-2, Ansa Industrial Estate,  
Sakivihar Road, Saki Naka,  
Andheri (East), Mumbai - 400 072.  
Phone No.: 022-40430200.
- m. COMPLIANCE OFFICER : Mr. Nagabhushan Hegde,  
303, Tantia Jogani Industrial Estate,  
J. R. Boricha Marge, Lower Parel,  
Mumbai – 400 011.  
Phone No.: 022-43443555.

**CERTIFICATE REGARDING COMPLIANCE OF CORPORATE GOVERNANCE**

To,  
The Members of  
**SWASTI VINAYAKA ART AND HERITAGE CORPORATION LIMITED**  
303 Tantia Jogani Industrial Estate,  
J. R. Boricha Marg, Lower Parel,  
Mumbai – 400 011.

We have reviewed the compliance of conditions of Corporate Governance by SWASTI VINAYAKA ART AND HERITAGE CORPORATION LIMITED, for the year ended on March 31, 2015 as stipulated in Clause 49 of the Listing Agreement of the said Company with the Bombay Stock Exchange.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our review was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we, certify that the Company has taken steps to comply with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

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

For **SANDEEP DAR & CO.**  
**Company Secretary in Practice**

Place: Navi Mumbai  
Date: May 30, 2015

**Sandeep Dar**  
Proprietor  
C. P. No. : 1571

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**DECLARATION**

As provided under Clause 49 of the Listing Agreement with the Stock Exchange, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct and Ethics for the year ended March 31, 2015.

For **SWASTI VINAYAKA ART AND HERITAGE CORPORATION LIMITED**

Date: May 30, 2015  
Place: Mumbai

**DINESH PODDAR**  
Managing Director

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**CERTIFICATION BY CEO/CFO UNDER CLAUSE 49 IX OF THE LISTING AGREEMENT**

The Board of Directors,

**SWASTI VINAYAKA ART AND HERITAGE CORPORATION LIMITED**

We have reviewed the financial statements and the cash flow statement of Swasti Vinayaka Art and Heritage Corporation Limited for the year ended March 31, 2015 and to the best of our knowledge and belief:

- (a) (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- (ii) these statements together present a true and fair view of the Company's affairs 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 which are fraudulent, illegal or violation of the Company's Code of Conduct.

(d) We have indicated to the Auditors and the Audit Committee:

- (i) significant changes in internal control over financial reporting during the year;
- (ii) Significant changes in accounting policies made during the year and the same have been disclosed in the notes to the financial statements; and
- (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take for rectifying these deficiencies.

Date: May 30, 2015  
Place: Mumbai

**RAMPRASAD PODDAR**  
Chairman

**DINESH PODDAR**  
Managing Director

## **INDEPENDENT AUDITORS' REPORT**

To,  
The Members of **SWASTI VINAYAKA ART AND HERITAGE CORPORATION LIMITED**.

### **Report on Financial Statements**

We have audited the accompanying financial statements of **Swasti Vinayaka Art And Heritage Corporation Limited** ("the Company"), which comprises of the Balance Sheet as at March 31, 2015, 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**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone 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 principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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 have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. 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 the 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 financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

### **Opinion**

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

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet and the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company does not have any pending litigations which would impact its financial statements.
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There were no amounts that were required to be transferred to the Investor Education and Protection Fund by the Company during the year.

For **SANJAY RAJA JAIN & CO.**  
CHARTERED ACCOUNTANTS  
Firm Reg. No. 120132W

**SANJAY RAJA JAIN**  
(PARTNER)

Place : Mumbai.  
Date : May 30, 2015

Membership No. 108513



**ANNEXURE TO INDEPENDENT AUDITORS' REPORT**

(Referred to in Paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date)

**Referred to in paragraph 1 on Report on Other Legal and Regulatory Requirements in our report of even date to the members of SWASTI VINAYAKA ART AND HERITAGE CORPORATION LIMITED on the financial statement for the year ended on March 31, 2015, we report that:**

- (i) (a) The company has a maintained proper record showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of one year. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (ii) (a) The inventories have been physically verified during the year by the management. In our opinion, the frequency of physical verification is reasonable.
- (b) In our opinion and according to the information and explanations given to us, the procedures for physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) In our opinion, the Company has maintained proper records of inventory. The discrepancies between the physical stocks and the book stocks were not material and have been properly dealt with in the books of account.
- (iii) The company has not granted any secured or unsecured loans to any party covered in the register maintained under section 189 of the Companies Act, 2013. Therefore the requirements of sub-clause (a) and (b) of clause (iii) of Paragraph 3 are not applicable to the Company.
- (iv) There is an adequate internal control system commensurate with the size of the company and the nature of its business for the sale of services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.
- (v) The Company has not accepted any deposits from public in terms of section 73 of the Companies Act, 2013. We are informed that no order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or Court or any other tribunal. Accordingly, the Company has complied with the provisions of section 73 to 76 of the Companies Act, 2013.
- (vi) Central Government has not prescribed/specified the maintenance of cost records under sub-section (l) of section 148 of the Companies Act, 2013, hence clause (vi) of Paragraph 3 is not applicable to the company.
- (vii) (a) According to the information and explanations given to us, the Company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, service tax and any other statutory dues with the appropriate authorities.
- (b) According to the information and explanations given to us, there are no dues of income-tax, service tax, wealth tax, which have not been deposited on account of any dispute.
- (c) There is no amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under.
- (viii) The Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses in the financial year and in the immediately preceding financial year.
- (ix) Based on our audit procedures and on the information and explanation give to us by the management, we are of the opinion that the company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
- (x) In our opinion and according to the information and explanation give to us, the company has not given any guarantee for loans taken by others from banks or financial institutes.
- (xi) In our opinion and according to the information and explanation give to us, the company has not obtained any term loans during the year hence clause (xi) of Paragraph 3 is not applicable to the company.
- (xii) To the best of our knowledge and belief, and according to the information and explanations given to us, no fraud on or by the Company was noticed or reported during the course of our audit.

**For SANJAY RAJA JAIN & CO.**  
**Chartered Accountants**  
FRN No. 120132W

**SANJAY RAJA JAIN**  
Partner  
M. No. 108521  
Place : Mumbai  
Date: May 30, 2015

**BALANCE SHEET AS AT 31ST MARCH, 2015**

(Amounts in ₹)

Particulars	Note No.	As at 31st March, 2015	As at 31st March, 2014
<b>I. EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share Capital	1	4,00,00,000	4,00,00,000
(b) Reserves and Surplus	2	2,73,42,092	2,13,97,887
<b>2 Non-current Liabilities</b>			
(a) Long Term Borrowings	3	5,65,71,973	8,31,63,750
(b) Other Long Term Liabilities	4	4,18,61,491	3,74,90,670
(c) Long Term Provisions	5	15,55,245	11,83,265
<b>3 Current Liabilities</b>			
(a) Short Term Borrowings	6	2,36,16,801	3,28,21,514
(b) Trade Payables	7	6,50,411	5,22,837
(c) Other Current Liabilities	8	37,94,935	41,23,297
(d) Short Term Provisions	9	1,00,38,804	97,24,425
<b>TOTAL</b>		<b>20,54,31,752</b>	<b>23,04,27,645</b>
<b>II. ASSETS</b>			
<b>1 Non-current Assets</b>			
(a) Fixed assets	10		
(i) Tangible assets		1,86,62,182	2,38,64,432
(ii) Intangible assets		6,180	15,679
(iii) Capital work-in-progress		-	88,000
(b) Deferred tax assets (net)	11	37,39,101	27,08,962
(c) Long Term Loans and advances	12	6,05,11,782	6,36,79,891
<b>2 Current Assets</b>			
(a) Inventories	13	9,38,53,855	11,89,38,417
(b) Trade receivable	14	46,72,075	38,58,250
(c) Cash and cash equivalents	15	8,39,324	7,85,145
(d) Short-term loans and advances	16	1,70,46,363	1,64,88,869
(e) Other current assets	17	61,00,890	-
<b>TOTAL</b>		<b>20,54,31,752</b>	<b>23,04,27,645</b>
The notes form an integral part of these financial statements			

As per our report of even date attached

For and on behalf of the Board.

**For Sanjay Raja Jain & Co.**  
Chartered Accountants  
FRN - 120132W

**Sanjay Raja Jain**  
(Partner)  
M.No.108513

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

**Ramprasad Poddar**  
Chairman  
[DIN : 00163950]

**Dinesh Poddar**  
Managing Director  
[DIN : 00164182]

**Rajesh Poddar**  
Director  
[DIN : 00164011]

**SWASTI VINAYAKA ART AND  
HERITAGE CORPORATION LIMITED**

**29th Annual Report 2014 - 15**

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015**

(Amounts in ₹)

Particulars	Note No.	Year Ended 31st March, 2015	Year Ended 31st March, 2014
<b>1 Revenues from Operations</b>	18	<b>11,32,87,178</b>	7,78,49,474
2 Other Income	19	<b>61,60,173</b>	49,850
<b>3 Total Revenue (1+2)</b>		<b>11,94,47,351</b>	7,78,99,324
4 Expenses			
Cost of materials consumed	20	<b>84,79,935</b>	5,01,397
Purchase of stock-in-trade	21	<b>64,19,051</b>	71,62,355
Manufacturing and operating costs	22	<b>34,64,209</b>	29,28,921
Changes in inventories of finished goods, work-in-progress and stock in trade		<b>2,05,33,876</b>	(5,74,142)
Employee benefit expense	24	<b>1,15,22,053</b>	89,29,656
Finance costs	25	<b>1,36,36,654</b>	1,48,62,353
Depreciation expense		<b>62,44,949</b>	41,17,564
Other expenses	26	<b>2,56,51,084</b>	2,53,97,351
<b>Total Expenses</b>		<b>9,59,51,811</b>	6,33,25,455
<b>5 Profit before tax (3-4)</b>		<b>2,34,95,540</b>	1,45,73,869
6 Tax Expenses			
1. Current income tax		<b>(89,43,500)</b>	(50,54,800)
2. Deferred income tax		<b>10,30,139</b>	2,22,149
<b>7 Profit for the period (5-6)</b>		<b>1,55,82,179</b>	97,41,218
8 Earning per equity share of Re.1 each			
1. Basic		<b>0.39</b>	0.24
2. Diluted		<b>0.39</b>	0.24
The notes form an integral part of these financial statements			

As per our report of even date attached

For and on behalf of the Board.

**For Sanjay Raja Jain & Co.**  
Chartered Accountants  
FRN - 120132W

**Ramprasad Poddar**  
Chairman  
[DIN : 00163950]

**Sanjay Raja Jain**  
(Partner)  
M.No.108513

**Dinesh Poddar**  
Managing Director  
[DIN : 00164182]

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

**Rajesh Poddar**  
Director  
[DIN : 00164011]

**NOTES TO THE FINANCIAL STATEMENTS**

(Amounts in ₹)

	<u>As at 31st March, 2015</u>	<u>As at 31st March, 2014</u>
<b>Note 1 - Share Capital</b>		
<b>Authorised</b>		
5,00,00,000 [March 31, 2014 : 5,00,00,000] Equity Shares of Re.1/- each	<u>5,00,00,000</u>	<u>5,00,00,000</u>
<b>Issued</b>		
4,00,00,000 [March 31, 2014 : 4,00,00,000] Equity Shares of Re. 1/- each	<u>4,00,00,000</u>	<u>4,00,00,000</u>
<b>Subscribed and Paid up</b>		
4,00,00,000 [March 31, 2014 : 4,00,00,000] Equity Shares of Re. 1/- each	<u>4,00,00,000</u>	<u>4,00,00,000</u>
<b>Total</b>	<u>4,00,00,000</u>	<u>4,00,00,000</u>

The Company has only one class of equity shares having a par value of Re.1 per share. Each Shareholder is eligible for one vote per share. The dividend proposed by the Board of Directors is subject to the approval of shareholders.

**Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company :**

Name of the Shareholder	As at 31st March, 2015		As at 31st March, 2014	
	No.of shares held	% of Holdings	No.of shares held	% of Holdings
Ramprasad Rajesh Kumar Poddar HUF	27,81,400	6.95	27,81,400	6.95
Ramprasad Dinesh Kumar Poddar HUF	25,50,750	6.38	25,50,750	6.38
Ramprasad Poddar and Sons HUF	25,43,300	6.36	25,43,300	6.36
Dinesh Rajesh Brothers HUF	23,97,650	5.99	23,97,650	5.99
Ramprasad Poddar and Company HUF	-	-	24,37,500	6.09

**Note 2 - Reserves and Surplus**

**a. General Reserves**

Opening Balance	2,07,85,000	2,00,00,000
Add / (Less) : Transferred (to)/from	2,15,000	7,85,000
Closing Balance	<u>2,10,00,000</u>	<u>2,07,85,000</u>

**b. Surplus**

Opening Balance	6,12,887	10,16,269
Add : Net Profit for the year	1,55,82,179	97,41,218
Transfer from / (to) General Reserves	(2,15,000)	(7,85,000)
Proposed Dividend and Dividend Tax thereon*	(96,37,974)	(93,59,600)
Closing Balance	<u>63,42,092</u>	<u>6,12,887</u>
<b>Total</b>	<u>2,73,42,092</u>	<u>2,13,97,887</u>

\* Dividend proposed to be distributed to equity shareholders is Re.0.20/- (Previous year Re.0.20) per equity share.

**Note 3 - Long Term Borrowings**

**Secured**

**Term Loans**

From Bank and Financial Institution	<u>71,96,029</u>	<u>1,23,72,091</u>
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**NOTES TO THE FINANCIAL STATEMENTS**

(Amounts in ₹)

**Nature of Security**

Secured against property in the name of company; group companies and personal guarantee of Directors.

**Terms of payments**

- 1 Term Loan amounting to Rs.Nil ( March 31, 2014: Rs.14,88,144 )  
Repayable in 50 monthly instalment commencing from June 2010, Last instalment was due in July 2014. Rate of interest 12.00% p.a. at the end of the term loan (Previous year 12.00% p.a.)
- 2 Term Loan amounting to Rs. 71,96,029 ( March 31, 2014 : Rs.1,20,53,623)  
Repayable in 64 monthly instalment commencing from May 2011, Last instalment due in July 2016 rate of interest 11.60% p.a. at the end of the year (Previous year 12.00% p.a.)
- 3 Vehicle Loan amounting to Rs. Nil (March 31, 2014: Rs.1,97,677 )  
Repayable in 59 monthly instalment commencing from November 2009, Last instalment was due in Sept 2014. Rate of interest 9.81% p.a. at the end of the vehicle loan (Previous year 9.81% p.a.)
- 4 Vehicle Loan amounting to Rs. 1,62,052 (March 31, 2014: Rs. 3,18,468 )  
Repayable in 59 monthly instalment commencing from April 2011, Last instalment due in Feb 2016. Rate of interest 11.57% p.a. at the end of the year (Previous year 11.57% p.a.)

	<u>As at 31st March, 2015</u>	<u>As at 31st March, 2014</u>
<b>Unsecured</b>		
<b>Loans and advances from related parties</b>		
Intercompany Loans (Refer Note 29)	<u>4,93,75,944</u>	<u>7,07,91,659</u>
<b>Total</b>	<u><b>5,65,71,973</b></u>	<u><b>8,31,63,750</b></u>
<b>Note 4 - Other Long Term Liabilities</b>		
Interest free security deposits	<u>3,83,48,213</u>	<u>3,47,78,119</u>
Others	<u>35,13,278</u>	<u>27,12,551</u>
<b>Total</b>	<u><b>4,18,61,491</b></u>	<u><b>3,74,90,670</b></u>
<b>Note 5 - Long Term Provisions</b>		
Provision for Employee benefits	<u>15,55,245</u>	<u>11,83,265</u>
<b>Total</b>	<u><b>15,55,245</b></u>	<u><b>11,83,265</b></u>
<b>Note 6 - Short Term Borrowings</b>		
<b>Secured</b>		
<b>Working Capital loans from banks</b>	<u>2,36,16,801</u>	<u>3,28,21,514</u>
Secured Dropline Overdraft facility from bank secured against receivables/ property in the name of company/group companies and personal guarantee of directors)		
<b>Total</b>	<u><b>2,36,16,801</b></u>	<u><b>3,28,21,514</b></u>
<b>Note 7 - Trade Payables</b>		
Trade Payables	<u>6,50,411</u>	<u>5,22,837</u>
<b>Total</b>	<u><b>6,50,411</b></u>	<u><b>5,22,837</b></u>
<b>Note 8 - Other Current Liabilities</b>		
Current maturities of long-term debt	<u>1,62,052</u>	<u>18,10,830</u>
Statutory Dues	<u>7,60,257</u>	<u>3,79,995</u>
Unclaimed Dividend	<u>10,00,528</u>	<u>6,31,274</u>
Other Payables	<u>7,77,181</u>	<u>11,00,198</u>
Advance received against sales	<u>10,94,917</u>	<u>2,01,000</u>
<b>Total</b>	<u><b>37,94,935</b></u>	<u><b>41,23,297</b></u>

NOTES TO THE FINANCIAL STATEMENTS

(Amounts in ₹)

		As at 31st March, 2015		As at 31st March, 2014				
<b>Note 9 - Short Term Provisions</b>								
<b>Provision for Employee Benefits</b>								
Salary and Bonus payable		4,00,830		3,64,825				
<b>Other Short Term Provisions</b>								
Provision for Dividend and Dividend Tax		96,37,974		93,59,600				
<b>Total</b>		<b>1,00,38,804</b>		<b>97,24,425</b>				
<b>Note 10 - Fixed Assets</b>								
PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	As at 01/04/2014	Additions	As at 31/03/2015	Upto 01/04/2014	For The Year	Upto 31/03/2015	As at 31/03/2015	As at 31/03/2014
(i) <b>Tangible Assets</b>								
Computers and Peripherals	12,61,140	1,28,529	13,89,669	11,63,198	1,31,437	12,94,635	95,034	97,942
Furniture and Fixtures	3,55,48,811	7,16,784	3,62,65,595	2,09,63,999	48,88,431	2,58,52,430	1,04,13,165	1,45,84,812
Office Equipments	11,24,326	33,889	11,58,215	6,56,498	4,13,298	10,69,796	88,419	4,67,828
Office Premises	99,22,628	1,53,998	1,00,76,626	22,57,207	3,85,552	26,42,759	74,33,867	76,65,421
Plant and Machinery	2,34,615	-	2,34,615	1,52,824	19,493	1,72,317	62,298	81,791
Vehicles	57,58,840	-	57,58,840	47,92,202	3,97,239	51,89,441	5,69,399	9,66,638
<b>Total</b>	5,38,50,360	10,33,200	5,48,83,560	2,99,85,928	62,35,450	3,62,21,378	1,86,62,182	2,38,64,432
Previous Year	5,37,82,282	68,078	5,38,50,360	2,58,78,816	41,07,112	2,99,85,928	2,38,64,432	2,79,03,466
(ii) <b>Intangible Assets</b>								
Software	3,34,445	-	3,34,445	3,18,766	9,499	3,28,265	6,180	15,679
<b>Total</b>	3,34,445	-	3,34,445	3,18,766	9,499	3,28,265	6,180	15,679
Previous Year	3,34,445	-	3,34,445	3,08,314	10,452	3,18,766	15,679	26,131
		As at 31st March, 2015		As at 31st March, 2014				
<b>Note 11 - Deferred Tax Assets (net)</b>								
Deferred Tax Asset on account of Depreciation		32,34,502		23,25,052				
Provision for Gratuity payable to employees		5,04,599		3,83,910				
<b>Total</b>		<b>37,39,101</b>		<b>27,08,962</b>				
<b>Note 12 - Long Term Loans and advances</b>								
<b>a. Capital Advances</b>								
Unsecured, considered good		-		9,00,000				
<b>b. Security Deposits</b>								
Unsecured, considered good		6,05,70,000		6,05,30,000				
<b>c. Advance Tax (net of provision for tax)</b>								
Unsecured, considered good		(22,00,243)		63,539				
<b>d. Other Loans and advances</b>								
Unsecured, considered good		21,42,025		21,86,352				
<b>Total</b>		<b>6,05,11,782</b>		<b>6,36,79,891</b>				

**NOTES TO THE FINANCIAL STATEMENTS**

(Amounts in ₹)

	<u>As at 31st March, 2015</u>	<u>As at 31st March, 2014</u>
<b>Note 13 - Inventories</b>		
a. Stock-in-trade	3,45,88,692	5,65,93,966
b. Raw Material	4,02,74,099	4,48,24,785
c. Work-in-progress	70,05,210	86,39,619
d. Finished Goods	1,19,85,854	88,80,047
<b>Total</b>	<u><u>9,38,53,855</u></u>	<u><u>11,89,38,417</u></u>
<b>Note 14 - Trade Receivables</b>		
Trade Receivables outstanding for a period exceeding six months		
Secured considered goods	22,53,275	20,75,981
Unsecured considered goods	3,12,500	81,950
Trade Receivables outstanding for a period less than six months		
Secured considered goods	17,76,500	11,73,769
Unsecured considered goods	3,29,800	5,26,550
<b>Total</b>	<u><u>46,72,075</u></u>	<u><u>38,58,250</u></u>
<b>Note 15 - Cash and Bank balances</b>		
<b>(i) Cash and Cash Equivalents</b>		
a. Balances with banks	(1,78,610)	65,320
b. Cash on hand	17,406	88,551
	<u>(1,61,204)</u>	<u>1,53,871</u>
<b>(ii) Other Bank balances</b>		
Unclaimed Dividend accounts	10,00,528	6,31,274
<b>Total</b>	<u><u>8,39,324</u></u>	<u><u>7,85,145</u></u>
<b>Note 16 - Short Term Loans and advances</b>		
a. Loans to employees (unsecured, considered good)	10,000	5,000
b. Prepaid Expenses	1,48,526	1,49,892
c. Manaharashtra Value Added tax Refund dues	7,11,140	7,11,140
d. Service Tax Credit receivable	6,803	6,740
e. Advances given to Creditors for goods	1,57,74,614	1,48,39,007
f. Advances given to Creditors Expenses and Services	1,50,918	6,45,900
g. Others	2,44,362	1,31,190
<b>Total</b>	<u><u>1,70,46,363</u></u>	<u><u>1,64,88,869</u></u>

NOTES TO THE FINANCIAL STATEMENTS

(Amounts in ₹)

	As at 31st March, 2015	As at 31st March, 2014		
<b>Note 17 - Other Current assets</b>				
Insurance Claim Receivable	61,00,890	-		
<b>Total</b>	<u>61,00,890</u>	<u>-</u>		
	Year Ended 31st March, 2015	Year Ended 31st March, 2014		
<b>Note 18 - Revenue from operations</b>				
<b>Sale of products</b>				
(i) Manufactured Goods	67,53,968	60,73,121		
(ii) Stock-in-trade	3,68,83,559	1,27,20,502		
	<b>4,36,37,527</b>	1,87,93,622		
<b>Sale of Service</b>				
Compensation Income	6,96,49,651	5,90,55,852		
<b>Total</b>	<u>11,32,87,178</u>	<u>7,78,49,474</u>		
<b>Note 19 - Other Income</b>				
Interest Income	59,283	49,850		
Insurance Claim	61,00,890	-		
<b>Total</b>	<u>61,60,173</u>	<u>49,850</u>		
<b>Note 20 - Cost of Material Consumed</b>				
<b>Raw material</b>				
Opening Stock	4,48,24,785	3,97,41,509		
Purchases	39,29,249	55,84,673		
	<b>4,87,54,034</b>	4,53,26,182		
Less : Closing Stock	<b>4,02,74,099</b>	4,48,24,785		
<b>Total</b>	<u>84,79,935</u>	<u>5,01,397</u>		
<b>Imported and Indigenous Raw Materials Consumed</b>	₹	%	₹	%
Imported	2,11,774	18.46	2,80,829	35.47
Indigenous	9,35,606	81.54	5,10,939	64.53
	<u>11,47,380</u>	<u>100.00</u>	<u>7,91,768</u>	<u>100.00</u>
<b>Details of Raw Material Consumed</b>				
Rough Stones [Imported]		2,11,774		2,80,829
Rough Stones [Indigenous]		9,35,606		5,10,939
		<u>11,47,380</u>		<u>7,91,768</u>



**NOTES TO THE FINANCIAL STATEMENTS**

(Amounts in ₹)

	<u>Year Ended 31st March, 2015</u>	<u>Year Ended 31st March, 2014</u>
<b>Note 21 - Purchases of Stock-in-trade</b>		
Diamonds	-	17,03,904
Gemstones	7,82,408	46,178
Paintings	2,25,000	2,50,000
Jewellery	31,17,005	23,64,154
Gemstone Carvings	22,94,638	27,98,119
<b>Total</b>	<u>64,19,051</u>	<u>71,62,355</u>
<b>Note 22 - Manufacturing and Operating Costs</b>		
Job Work / Making Charges	33,00,731	26,14,061
Other Manufacturing and Operating Expenses	1,63,478	3,14,860
<b>Total</b>	<u>34,64,209</u>	<u>29,28,921</u>
<b>Note 23 - Changes in inventories of finished goods, Work-in-progress and stock in trade</b>		
<b>Opening Stock</b>		
Finished Goods	88,80,047	79,51,583
Work-in-progress	86,39,619	83,77,561
Stock-in-trade	5,65,93,966	5,72,10,346
	<u>7,41,13,632</u>	<u>7,35,39,490</u>
<b>Closing Stock</b>		
Finished Goods	1,19,85,854	88,80,047
Work-in-progress	70,05,210	86,39,619
Stock-in-trade	3,45,88,692	5,65,93,966
	<u>5,35,79,756</u>	<u>7,41,13,632</u>
<b>Total</b>	<u>2,05,33,876</u>	<u>(5,74,142)</u>
<b>Note 24 - Employee Benefit Expenses</b>		
Salary, Wages, Bonus etc.	1,08,61,041	83,30,764
Contributions to provident and other funds	2,30,677	1,42,426
Staff Welfare Expenses	4,30,335	4,56,466
	<u>1,15,22,053</u>	<u>89,29,656</u>
<b>Note 25 - Finance Costs</b>		
Interest expenses	1,34,41,307	1,46,60,426
Other borrowing costs	1,72,488	1,65,550
Foreign Exchange rate difference	22,859	36,377
	<u>1,36,36,654</u>	<u>1,48,62,353</u>

**NOTES TO THE FINANCIAL STATEMENTS**

(Amounts in ₹)

	<u>Year Ended 31st March, 2015</u>	<u>Year Ended 31st March, 2014</u>
<b>Note 26 - Other Expenses</b>		
Advertising and Publicity Expenses	22,13,122	15,20,048
Auditors' Remuneration and Expenses	70,000	70,000
Commission and Brokerage	18,49,083	7,57,373
Compensation Expenses	60,63,232	54,70,283
Conveyance Expenses	8,54,696	8,99,300
Donation	6,00,000	6,21,000
Insurance Premium	16,70,553	20,82,562
Legal and Professional Charges	15,21,123	14,12,809
Membership and Subscription	1,23,084	2,99,006
Postage Telephone and Internet Expenses	3,30,221	3,20,679
Power and Fuel	5,89,116	5,92,604
Printing and Stationery	2,47,716	2,43,106
Rates and Taxes	13,53,304	46,74,589
Repairs and Maintenance Expenses	25,02,176	7,76,288
Sales Promotion Expenses	19,39,312	18,28,049
Security Charges	6,59,529	6,58,650
Service Charges	6,64,512	9,87,487
Stamp Duty and Registration Charges	1,94,766	2,74,842
Transportation Expenses	5,75,023	3,21,750
Travelling Expenses	11,82,018	12,09,640
Miscellaneous Expenses	4,48,498	3,77,286
<b>Total</b>	<u><u>2,56,51,084</u></u>	<u><u>2,53,97,351</u></u>
<b>Note 27 - Foreign Exchange Earnings and Outgo</b>		
<b>Total Foreign Exchange Earned</b>		
Export	26,95,886	25,43,669
<b>Expenditure in Foreign Currency</b>		
Foreign Travel	6,57,724	6,98,280
Import of goods	37,39,338	35,37,764
<b>Note 28 - Payments to Auditor</b>		
Statutory Audit Fees	60,000	60,000
Taxation Matters	10,000	10,000
<b>Total</b>	<u><u>70,000</u></u>	<u><u>70,000</u></u>

**SWASTI VINAYAKA ART AND  
HERITAGE CORPORATION LIMITED**

**29th Annual Report 2014 - 15**

**NOTES TO THE FINANCIAL STATEMENTS**

(Amounts in ₹)

<b>29. Related parties disclosures :</b>						
Particulars	Key Managerial Personnel		Relative of key Managerial Personnel		Companies/Firms Controlled by Key Managerial Personnel/ Relatives	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
Purchase of Goods	-	-	-	-	1,54,200	1,400
Sales of Goods	68,400	67,200	-	79,840	2,38,24,600	2,54,800
Remuneration & Other Benefits	29,62,982	18,37,013	-	-	-	-
Loan Taken	-	-	-	-	2,93,25,000	5,30,30,000
Repayment of Loan taken		-		-	5,05,75,000	4,81,30,000
Interest Paid		-	-	-	93,20,075	78,21,472
Compensation Paid (Incl. of tax)	-	-	-	-	71,58,669	91,62,632
Donation	-	-	-	-	6,00,000	6,00,000
Deposits /Advance given	-	-	-	-	40,000	1,81,747
<b>Outstanding Balance as on 31/03/2015</b>						
Loans and advances Taken	-	-	-	-	4,89,00,000	7,01,50,000
Loans Given	-	-	-	-	-	-
Interest on Loan Receivable	-	-	-	-	-	-
Interest on Loan Payable	-	-	-	-	4,75,944	6,41,659
Warehouse/Security/other Deposit Given	-	-	-	-	94,51,747	94,11,747
<b>a) Key Managerial Personnel:</b>			Ramprasad Poddar Dinesh Poddar Shilpa Poddar Rajesh Poddar			
<b>b) Relatives of Key Managerial Personnel:</b>			Deepak Harlalka			
<b>c) Companies/ Firms over which the Key Managerial Personnel/ Relatives have significant influence or control:</b>			Ashirwad Capital Limited Ashirwad Shelters Private Limited Fatehpur Welfare Trust Ma Passion (India) Private Limited Swasti Vinayaka Investech Private Limited Swasti Vinayaka Realestate Development Private Limited Swasti Vinayaka Synthetics Limited			
Note : No amount have been written off/provided for or written back during the year in respect of debts due from or to related parties.						

**NOTES TO THE FINANCIAL STATEMENTS**

(Amounts in ₹)

<b>30. Business Segment Information :</b>						
Particulars	Compensation from sub-lease property		Sale of Goods		Total	
	Year Ended		Year Ended		Year Ended	
	2015	2014	2015	2014	2015	2014
<b>Segment Revenue</b>						
External Sales/Income	6,96,49,651	5,90,55,852	4,36,37,527	1,87,93,622	11,32,87,178	7,78,49,474
Inter-segment transfer	-	-	-	-	-	-
<b>Unallocated Revenue</b>						
Other Income-Misc. Income	-	-	61,00,890	-	61,00,890	-
Interest Income	-	-	-	-	59,283	49,850
<b>Total Revenue</b>	<b>6,96,49,651</b>	<b>5,90,55,852</b>	<b>4,97,38,417</b>	<b>1,87,93,622</b>	<b>11,94,47,351</b>	<b>7,78,99,324</b>
<b>Segment result</b>	<b>6,20,45,983</b>	<b>4,86,43,958</b>	<b>55,39,442</b>	<b>42,89,902</b>	<b>6,76,44,707</b>	<b>5,29,83,710</b>
Unallocated Expenses	-	-	-	-	3,07,07,860	2,37,49,415
Operating profit	6,20,45,983	4,86,43,958	55,39,442	42,89,902	3,69,36,847	2,92,34,295
Less : Unallocated Interest	-	-	-	-	1,34,41,307	1,46,60,426
Profit before tax	6,20,45,983	4,86,43,958	55,39,442	42,89,902	2,34,95,540	1,45,73,869
<b>Income Tax</b>						
Current	-	-	-	-	(89,43,500)	(50,54,800)
Deferred	-	-	-	-	10,30,139	2,22,149
Tax in respect of earlier years	-	-	-	-	-	-
<b>Net Profit</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,55,82,179</b>	<b>97,41,218</b>
<b>Other Information</b>						
Segment Assets	1,29,76,578	1,21,56,490	18,00,85,943	20,08,57,286	19,30,62,520	21,30,13,776
Common Assets	-	-	-	-	1,23,69,232	1,74,68,469
<b>Total Assets</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>20,54,31,752</b>	<b>23,04,82,245</b>
Segment Liabilities	3,84,99,049	3,49,67,011	15,94,492	6,39,713	4,00,93,541	3,56,06,724
Common Liabilities	-	-	-	-	9,79,96,119	13,34,23,034
<b>Total Liabilities</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>13,80,89,660</b>	<b>16,90,29,758</b>
Capital Expenditure	-	-	-	23,150	-	23,150
Unallocated Capital Expenditure	-	-	-	-	-	44,928
Depreciation	-	-	-	-	62,44,949	41,17,564

31. There was no employee who was employed throughout the year and was in the receipt of remuneration of more than Rupees 24 Lacs per annum or not more than Rupees 2 Lacs per month.

32. During the year fire accident took place causing loss of inventory of Rs.71,62,467/- against which provision has been made for Insurance Claim receivable of Rs. 61,00,890/- from Insurance Company disclosed in the note No.19 under the head of "Other Income".

33. Previous year figures have been reclassified to conform to this year's classification.

34. Significant accounting policies and practices adopted by the Company are disclosed in the statement annexed to these financial statements as Annexure I.

As per our report of even date attached

For and on behalf of the Board.

**For Sanjay Raja Jain & Co.**

Chartered Accountants  
FRN - 120132W

**Sanjay Raja Jain**  
(Partner)  
M.No.108513

**Ramprasad Poddar**

Chairman  
[DIN : 00163950]

**Dinesh Poddar**  
Managing Director  
[DIN : 00164182]

**Rajesh Poddar**  
Director  
[DIN : 00164011]

Place : Mumbai.

Date : 30th May, 2015.

## **ANNEXURE I**

### **STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES AND PRACTICES**

(annexed to and forming part of the financial statements for the year ended 31st March, 2015)

**I. BASIS OF ACCOUNTING :**

The accounts are maintained under the Historical cost convention on accrual basis as a going concern and comply with the mandatory Accounting Standards issued by the Institute of Chartered Accountants of India.

**II. INCOME RECOGNITION :**

In respect of other income accrual basis of accounting of such income is followed.

**III. FIXED ASSETS & DEPRECIATION /AMORTISATION :**

a. Fixed Assets are stated at cost less accumulated depreciation.

b. Depreciation on Fixed Assets is provided as per written down value method using useful life prescribed in Part C of Schedule II of the Companies Act, 2013.

**IV. VALUATION OF INVENTORIES :**

Inventories are valued at cost or market value whichever is less.

**V. RETIREMENT BENEFITS :**

a) Contribution to Provident and Leave Encashment are charged to Profit & Loss Account every year at actual.

b) Liability for gratuity is accounted on estimated basis.

**VI. IMPAIRMENT :**

The management periodically assesses using internal sources whether there is any indication that an asset may be impaired. If an asset is impaired, the group recognizes an impairment loss as the excess of the carrying amount of the asset over the recoverable amount.

**VII. TAXATION :**

Income Tax Expense comprises of current tax (i.e. amount of tax for the period determined in accordance with the income tax law), deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the period). The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been substantially enacted by the balance sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in future; however, where there is unabsorbed depreciation or carried forward loss under taxation law, deferred tax assets are recognized only if there is a virtual certainty of realization of such assets. Deferred tax assets are reviewed as at each balance sheet date and written down or written up to reflect the amount that is reasonably/virtually certain (as the case may be ) to be realised.

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015**

(Amounts in ₹)

	Year Ended 31st March, 2015	Year Ended 31st March, 2014
<b>A. Cash Flow from Operating Activities</b>		
<b>Net Profit /Loss Before Tax and Extra Ordinary items</b>	<b>2,34,95,540</b>	1,45,73,869
<b>Add / (Deduct) :</b>		
Depreciation and Amortisation Expenses	62,44,949	41,17,564
Finance changes and (Gain)/Loss on variation in Foreign Exchange rates	1,36,36,654	1,48,62,353
Interest Received	(59,283)	(49,850)
<b>Operating Cash Profit Before Working Capital Changes</b>	<b>4,33,17,860</b>	3,35,03,936
<b>Add/Deduct :</b>		
(Increase)/Decrease in Trade and Other receivable	(69,14,715)	5,78,154
(Increase)/Decrease in Inventories	2,50,84,562	(56,57,418)
(Increase)/Decrease in Short terms Loans and Advances	(5,57,494)	1,84,100
(Increase)/Decrease in Long Term Loan /Advances Deposits	9,04,327	23,37,997
Increase/(Decrease) in Trade and Other Payables	(50,40,638)	45,53,740
	<b>5,67,93,902</b>	3,55,00,509
Income Tax (Paid) /Refunds received	(62,65,775)	(52,52,000)
<b>Net Cash Generated from Operating Activities</b>	<b>5,05,28,127</b>	3,02,48,509
<b>B. Cash Flow from Investing Activities :</b>		
Purchase of Fixed Assets-Work in Progress	(9,45,200)	(1,56,078)
Interest Received	59,283	49,850
<b>Net Cash (used in) / Investing Activities</b>	<b>(8,85,917)</b>	(1,06,228)
<b>C. Cash Flow from Financing Activities :</b>		
Increase / (Decrease) in Secured loans	(51,76,062)	(1,15,13,870)
Increase / (Decrease) in Unsecured Loan	(2,14,15,715)	55,41,659
Interest Paid	(1,36,36,654)	(1,48,62,353)
Dividend Paid	(80,00,000)	(80,00,000)
Dividend Tax Paid	(13,59,600)	(13,59,600)
<b>Cash Generated from Financing Activities</b>	<b>(4,95,88,031)</b>	(3,01,94,164)
<b>Net Cash Generated/(Used) in Operating, Investing and Financing Activities</b>	<b>54,179</b>	(51,883)
Cash and Cash Equivalents at the beginning of the Year	7,85,145	8,37,028
Cash and Cash Equivalents at the end of the year	<b>8,39,324</b>	7,85,145

For and on behalf of the Board.

Place : Mumbai  
Dated : 30th May, 2015

**Ramprasad Poddar**  
Chairman  
[DIN : 00163950]

**Dinesh Poddar**  
Managing Director  
[DIN : 00164182]

**Rajesh Poddar**  
Director  
[DIN : 00164011]

**AUDITORS' CERTIFICATE**

We have verified the above Cash Flow of Swasti Vinayaka Art and Heritage Corporation Limited, derived from the Audited Financial Statement and the books and records maintained by the Company for the year ended on 31st March, 2014 and 31st March 2015 and found the same to be drawn in accordance therewith.

Place : Mumbai  
Dated : 30th May, 2015

**For Sanjay Raja Jain & Co.**  
Chartered Accountants  
FRN-120132W

**Sanjay Raja Jain**  
(Partner)  
M.No.108513

# SWASTI VINAYAKA ART AND HERITAGE CORPORATION LIMITED

CIN: L51900MH1985PLC036536

Regd.Address: 303, Tantia Jogani Industrial Estates, J. R. Boricha Marg, Lower Parel, Mumbai – 400 011.

## ATTENDANCE SLIP FOR ANNUAL GENERAL MEETING (to be surrendered at the venue of the meeting)

I hereby record my presence at the 29th Annual General Meeting of the shareholders of Swasti Vinayaka Art And Heritage Corporation Limited at Bombay YMCA, 12, Nathalal Parekh Marg, Colaba, Mumbai - 400 001 held on Monday, 28th of September, 2015 at 11:30 a.m.

DP ID*	Reg. Folio No.
Client ID*	No. of Shares

Name & Address of Member

\* Applicable if shares are held in electronic form

\_\_\_\_\_  
Signature of Shareholder/Proxy/Representative  
(Please Specify)

- Notes:
- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
  - 2) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
  - 3) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

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# SWASTI VINAYAKA ART AND HERITAGE CORPORATION LIMITED

CIN: L51900MH1985PLC036536

Regd.Address: 303, Tantia Jogani Industrial Estates, J. R. Boricha Marg, Lower Parel, Mumbai – 400 011.

## PROXY FORM Form No. MGT - 11

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

Name of the member (s) : \_\_\_\_\_

Registered Address : \_\_\_\_\_

E-mail Id : \_\_\_\_\_

Folio No./Client Id : \_\_\_\_\_

DP ID : \_\_\_\_\_

I/We being the member(s) of \_\_\_\_\_ shares of Swasti Vinayaka Art And Heritage Corporation Limited hereby appoint:

(1) Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail ID : \_\_\_\_\_  
Signature : \_\_\_\_\_, or failing him,

(2) Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail ID : \_\_\_\_\_  
Signature : \_\_\_\_\_, or failing him,

(3) Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail ID : \_\_\_\_\_  
Signature : \_\_\_\_\_.

Sl. No.	Resolution(S)	Type of resolution	Vote	
			For	Against
1	Adoption of Statement of Profit and Loss, Balance Sheet, Report of Directors' and Auditor's for the financial year ended on 31st March, 2015.	Ordinary		
2	Declaration of Dividend for the financial year 2014-15.	Ordinary		
3	Appointment of Mr. Ramprasad Poddar as Director, who retired by rotation.	Ordinary		
4	Appointment of M/s. Sanjay Raja Jain & Co. as Auditors.	Ordinary		
5	Appointment of Mrs. Shilpa Poddar as Non-Executive Director.	Ordinary		
6	Appointment of Mr. Rakesh Garodia as an Independent Director.	Ordinary		
7	Adoption of new Articles of Association of the Company.	Special		

Signed this ..... Day of ..... 2015

Signature(s) \_\_\_\_\_

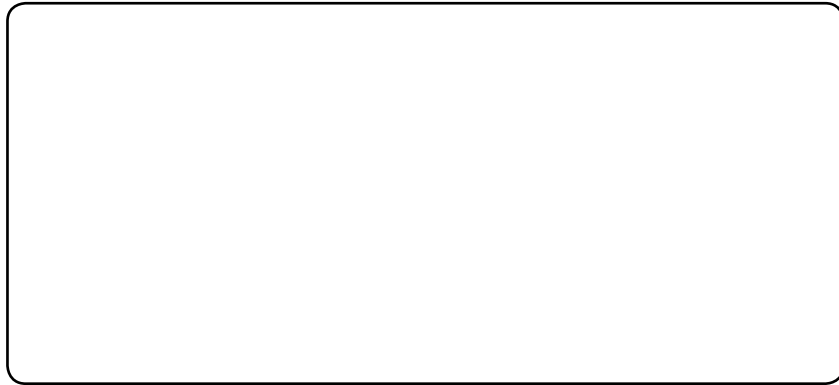
Affix  
Revenue  
Stamp

Note :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the Company, to be held on Monday, 28th of September, 2015 at 11:30 a.m. at Bombay YMCA, 12, Nathalal Parekh Marg, Colaba, Mumbai - 400 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

- 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 the Meeting.
- 2) The proxy need not be a member of the Company.

To,



# **SWASTI VINAYAKA ART AND HERITAGE CORPORATION LIMITED**

If undelivered, please return to :

**Swasti Vinayaka Art And Heritage Corporation Limited**  
303, Tantia Jogani Industrial Estate, J. R. Boricha Marg, Lower Parel, Mumbai – 400 011.  
Tel: +91 (22) 4344 3555 Fax: +91(22) 2307 1511

Web : [www.mapassion.co.in](http://www.mapassion.co.in)