

ANNUAL REPORT

2012-2013


SINDHU TRADE LINKS LIMITED

REGD.OFFICE:

129, TRANSPORT CENTRE, PUNJABI BAGH

NEW DELHI-110035

FORM A

1.	Name of the company	Sindhu Trade Links Limited
2.	Annual financial statements for the year ended	31 st March 2013
3.	Type of Audit observation	No qualification
4.	Frequency of observation	Whether appeared first time repetitive/Since how long period NIL
5.	<p>To be signed by</p> <p>Managing Director</p> <p>CFO</p> <p>Auditor Of the company</p> <p>Audit committee chairman</p>	<p><i>[Signature]</i></p> <p>For Sindhu Trade Links Limited</p> <p>Chief Financial Officer</p> <p><i>Deepak N</i></p> <p><i>Ram Nivas</i></p> 

DIRECTORS' REPORT

To
The Members,
Sindhu Trade Links Limited

Your directors have immense pleasure in presenting their 21ST Annual Report together with the Audited Statement of Accounts for the financial year ended on 31st March 2013.

1. FINANCIAL RESULTS

The financial results for the year under reviews are as follows:

(Amount in Rupees)

Particulars	Standalone		Consolidated	
	For the year ended 2013	For the year ended 2012	For the year ended 2013	For the year ended 2012
Net profit / (Loss) before interest, tax & Depreciation (EBIDTA)	544434987	396037942	636142176	619268973
Less: Interest & financial charges	130748283	60728487	253873658	128920321
Net Profit & (Loss) before Tax & Depreciation (PBDT)	413686704	335309455	382268518	490348652
Less: Depreciation	65020761	56010077	129832304	108543540
Net profit / (loss) after Depreciation before Tax (PBT)	348665943	279299378	252436214	381805112
Add: Balance in Profit/ (Loss) Account brought forward from last year	327600308	116556454	637469834	293714558
Less: Provision for Income Tax- Current	116191650	68182355	157865532	103323142
Provision for Income Tax- Deferred	(2028778.74)	(505143)	(5184429)	(223205)
Provision for fringe benefit tax	-	-	-	-
Provisions for earlier years	-	-	529825	578312
Tax Paid for earlier years	(529825)	(578312)	9934561	-
Other Adjustments	-	-	(112328408)	21423943
Total Profit/ (Loss) available for appropriation	561573555	327600308	614,432,151	464,695,781

2. OPERATION

During the year under report, the Company extracts its major revenue from the logistics, trading of oil and lubricants, investment and finance and from media operations.

3. KEY SUBSIDIARIES:

The subsidiaries in which the shareholding of the Company is presently more than half of the nominal capital of the Company as per section 4(1)(b) of the Companies Act, 1956 are:

➤ **SHYAM INDUS POWER SOLUTIONS PRIVATE LIMITED(SIPSPL)**

Introduction:

A Private Limited Company incorporated on 24th June, 2004 by Registrar of Companies, National Capital Territory of Delhi and Haryana. It is an ISO 9001 certified project engineering, procurement, and Construction Company established in June 2004 with Registered office /Head office in New Delhi. It has seen multifold growth since its inception. SIPSPL is a well renowned company in the Power Sector. It is known in the industry for commitment, quality & unmatched services. The strength of the company is well qualified and committed team equipped with latest technology to carry out the turnkey power project in a timely manner with innovative approach.

Specialised Areas:

It is presently engaged in the execution of turnkey projects of power distribution. The turnkey projects consist of getting preliminary design approved, procurement of accessories such as conductors, transformers, insulators, hardware accessories etc., construction, execution of civil work, laying of cables, installation of transformers resulting in customized infrastructure set-up as per the requirement of the utility. Beside the aforesaid projects, it provides services like meter Installation, Complete operation & maintenance of zone, System augmentation, Survey and Energy Audit, Meter Reading & Bills Distribution, GIS Mapping, Street Lighting & maintenance etc.

Area of Business:

The Company has its business operations in Delhi, Haryana, Punjab, Himachal Pradesh, Madhya Pradesh, Chhattisgarh, Uttar Pradesh, Kerala, Karnataka. It is also exploring possibilities of business and ventures in other states of the country.

Achievements:

- A transmission line job of 132 kv a, 66kv and 220 kv of in Haryana funded by world bank.
- 33/11 KV GIS (Gas insulated substation) in Himachal Pradesh State Electricity board.

% of Holding by the Company:

The present authorised share capital of the company is Rs. 30,00,00,000/- divided into 3,00,00,000 equity shares of Rs. 10/- each. The present paid- up share capital of the company is Rs.25,16,85,000/- divided into 2,51,68,500 equity shares of Rs. 10/- each. ("STLL") is holding 59.08% of the nominal capital of SIPSPL.

➤ **HARI BHOOMI COMMUNICATIONS PRIVATE LIMITED (HBCPL)**

Introduction:

Hari Bhoomi Communications Private Limited is a Private Limited Company incorporated on 08.05.2007 by Registrar of Companies, National Capital Territory of Delhi and Haryana. The company took over a running business of printing and publishing of newspaper named as "Hari Bhoomi" from M/s Sindhu Holdings Limited. Presently, the company is engaged in Publication of daily newspaper of Hindi in the State of Chhatisgarh, Madhya Pradesh, Delhi and Haryana under the name "Hari Bhoomi".

Specialised Areas:

This newspaper contains news of current events, informative articles, diverse features and advertising. It has contributed immensely in the field of media through its eye-opening articles and independent views. "Hari Bhoomi" was started initially as a Weekly in 1996 but later on in 1998 it became a Daily. It was the first Daily to be published from Rohtak(Haryana). "Hari Bhoomi" launched its first edition in Chhatisgarh in 2001 from Bilaspur and added Raipur in 2002. Hari Bhoomi started its Jabalpur Edition in 2008. Very recently, Hari Bhoomi started its edition from Raigarh (Chhatisgarh).

Hari Bhoomi is a member of Indian Newspaper Society, Audit Bureau of Circulations (Two esteemed organisations of Newspapers/Magazines/Advertising Agencies/Advertisers) and also member of MRUC (Media Research Users Council), an organisation conducting Indian Readership Survey.

% of Holding by the Company:

The present authorised share capital of the company is Rs. 2,00,00,000/- divided into 20,00,000 equity shares of Rs. 10/- each. The present paid- up share capital of the company is Rs.1,74,00,000/- divided into 17,40,000 equity shares of Rs. 10/- each. STLL is holding 73.27% of the nominal capital of HBCPL.

➤ **INDUS AUTOMOBILES PRIVATE LIMITED (IAPL)**

A Private Limited Company incorporated on 31st March, 2011 by Registrar of Companies, National Capital Territory of Delhi and Haryana. The company acts from manufacturers to retailers, storers and warehousemen, importers, exporters, repairers, hirers in all types of automotive vehicles usable on land, sea or air and to do all the allied activities relating thereto.

Present Financial Structure and % of holding of STLL

The present authorised share capital of the company is Rs. 5,00,000/- divided into 50,000 equity shares of Rs. 10/- each. The present paid- up share capital of the company is Rs.2,50,000/- divided into 25,000 equity shares of Rs. 10/- each. STLL is holding 60% of the nominal share capital of IAPL.

➤ **INDUS AUTOMOTIVES PRIVATE LIMITED (IAPL)**

A Private Limited Company incorporated on July 05, 2013 by Registrar of Companies, National Capital Territory of Delhi and Haryana. The company acts from manufacturers to retailers, storers and warehousemen, importers, exporters, repairers, hirers in all types of automotive vehicles usable on land, sea or air and to do all the allied activities relating thereto.

Present Financial Structure and % of holding of STLL

The present authorised share capital of the company is Rs. 5,00,000/- divided into 50,000 equity shares of Rs. 10/- each. The present paid- up share capital of the company is Rs.2,50,000/- divided into 25,000 equity shares of Rs. 10/- each. STLL is holding 60% of the nominal share capital of IAPL.

The below mentioned list of Companies are subsidiaries of SIPSP which itself is a subsidiary of STLL:

<i>Name of Subsidiaries of Shyam Indus Power Solutions Private Limited which itself is a subsidiary of STLL</i>	<i>Date of Incorporation</i>	<i>Main Objects of the Company</i>	<i>Present Financial Structure and % of holding in the Company by "SIPSP"</i>
<i>Subsidiary of SIPSP since incorporation</i>			
➤ <i>Shyam Indus Solar Power Private Limited</i>	May 14, 2010 by Registrar of Companies, National Capital Territory of Delhi And Haryana.	The Company carries out, and run solar power generating plants, all necessary substances etc. for generating, conservation, distribution and supply of electricity for commercial, industrial and consumable purpose.	The nominal share capital of the company is Rs. 91,00,000/- divided into 91,000 equity shares of Rs. 10/- each. SIPSP (Subsidiary of STLL) is holding 99.50% of the nominal share capital of Shyam Indus Solar Power Private Limited.
➤ <i>Indus Sor Urja Private Limited</i>	June 25, 2010 by Registrar of Companies, National	The Company carries out all the construction, establishment, promotion, installation, operation and running services for solar generation, distribution	The nominal share capital of the company is Rs. 1,00,000/- divided into 10,000 equity shares of Rs. 10/- each.

	Capital Territory of Delhi and Haryana.	and supply and to deal in all power equipments.	SIPSPL (<i>Subsidiary of STLL</i>) is holding 99.50% of the nominal share capital of Indus Sor Urja Private Limited.
➤ Shyam Indus Hydel Power Private Limited	August 26, 2010 by Registrar of Companies, National Capital Territory of Delhi and Haryana	To deal in the purchasing, selling, importing, exporting, producing, trading, manufacturing, or otherwise dealing in all aspects of planning, consultancy, investigation, research, design and preparation of preliminary, feasibility and definite project reports, construction, generation, operation and maintenance of Hydroelectric power stations and projects and other allied activities.	The nominal share capital of the company is Rs. 1,00,000/- divided into 10,000 equity shares of Rs. 10/- each. SIPSPL (<i>Subsidiary of STLL</i>) is holding 100.00% of the nominal capital of Indus Sor Urja Private Limited. The Company is a wholly- owned subsidiary of SIPSPL.
➤ Shyam Indus Energy Private Limited	August 24, 2010 by Registrar of Companies, National Capital Territory of Delhi and Haryana	To carry on in India or elsewhere the business to generate, receive, produce, improve, buy, sell, resell, acquire, use, transmit, accumulate, employ, distribute, develop, handle, protect, supply and to act as agent, broker, representative, consultant, collaborator, or otherwise to deal in hydraulic power plants, thermal power plants, atomic power plants, wind power plants, solar power plants and other power plants based on any source of energy as may be developed or invented in future.	The nominal share capital of the company is Rs. 1,00,000/- divided into 10,000 equity shares of Rs. 10/- each. SIPSPL (<i>Subsidiary of STLL</i>) is holding 100.00% of the nominal capital of Shyam Indus Energy Private Limited. The Company is a wholly- owned subsidiary of SIPSPL.
➤ Vaishnawi Energy Distribution Private Limited	April 01, 2011 by Registrar of Companies, National Capital Territory of Delhi and Haryana	The company deals in all kinds of sources of energy and buy, sell, supply, function as a licensee and deal in electrical power and energy to the State Electricity Boards, State Government, appropriate authorities etc. in the state of Himachal Pradesh and Punjab upto 33 KV.	The nominal share capital of the company is Rs. 1,00,000/- divided into 10,000 equity shares of Rs. 10/- each. SIPSPL (<i>Subsidiary of STLL</i>) is holding 60.00% of the nominal capital of Vaishnawi Energy Distribution Private Limited .
➤ SIPS Utilities Private Limited	February 03, 2012 by Registrar of Companies, National Capital Territory of Delhi and Haryana.	To carry on the business of generation, develop, purchase, use, sale, supply, distribute Power by any means of hydro, solar, wind power, Thermal, Atomic at power station, to erect, commissioning of transmission lines, all types of dams to carry on the business of all related equipments, structure and technology purchasing, selling, importing, exporting, trading manufacturing agency business in all aspects of projects, investigation, transmission, planning designing and other allied industries.	The nominal share capital of the company is Rs. 1,00,000/- divided into 10,000 equity shares of Rs. 10/- each. SIPSPL (<i>Subsidiary of STLL</i>) is holding 99.00% of the nominal capital of SIPS Power Distribution Private Limited
➤ River Side Utilities Private Limited	November 09, 2012 by Registrar of Companies, National Capital Territory of Delhi and	To distribute and supply of energy whether conventional or non-conventional and to construct, fix facilities necessary for distribution and supply for electricity for every purpose in the state of Orissa.	The nominal share capital of the company is Rs. 1,51,00,000/- divided into 1510000 equity shares of Rs. 10/- each. SIPSPL (<i>Subsidiary of STLL</i>) is holding 76.00% of the nominal capital of SIPS Power Distribution Private Limited

	Haryana.		
➤ Seaside Utilities private Limited	December 11, 2012 by Registrar of Companies, National Capital Territory of Delhi and Haryana.	To distribute and supply of energy whether conventional or non-conventional and to construct, fix facilities necessary for distribution and supply for electricity for every purpose in the state of Orissa.	The nominal share capital of the company is Rs. 51,00,000/- divided into 5,10,000 equity shares of Rs. 10/- each. <i>SIPSPL (Subsidiary of STLL) is holding 76.00% of the nominal capital of SIPS Power Distribution Private Limited</i>
➤ SIPS Power Distribution Private Limited	February 10, 2012 by Registrar of Companies, National Capital Territory of Delhi and Haryana.	To carry on the business of generation, develop, purchase, use, sale, supply, distribute Power by any means of hydro, solar, wind power, Thermal, Atomic at power station, to erect, commissioning of transmission lines, all types of dams to carry on the business of all related equipments, structure and technology purchasing, selling, importing, exporting, trading manufacturing agency business in all aspects of projects, investigation, transmission, planning designing and other allied industries.	The nominal share capital of the company is Rs. 1,00,000/- divided into 10,000 equity shares of Rs. 10/- each. <i>SIPSPL (Subsidiary of STLL) is holding 99.00% of the nominal capital of SIPS Power Distribution Private Limited</i>
➤ SIPS Bio Power Private Limited	February 10, 2012 by Registrar of Companies, National Capital Territory of Delhi and Haryana.	To carry on in India or abroad the business of establishing, commissioning, setting up, operating and maintaining bio power transmission systems/networks, power systems, generating stations based on conventional/ non-conventional resources for evacuation, transmission, distribution, trading or supply of power through establishing or using stations, tie-lines, sub-stations and transmission or distribution lines in any manner including build, own and transfer (BOT), and/or build, own and operate (BOO) and/or build, own, lease and transfer (BOLT) and/or build, own, operate and transfer (BOOT) basis or otherwise ,and to acquire in any manner power transmission systems/networks, power systems,etc.	The nominal share capital of the company is Rs. 1,00,000/- divided into 10,000 equity shares of Rs. 10/- each. <i>SIPSPL (Subsidiary of STLL) is holding 99.00% of the nominal share capital of SIPS Bio Power Private Limited</i>
Subsidiary of SIPSPL on 15.09.2010			
➤ Flair Electric Projects Private Limited	January 09, 2006 by Registrar of Companies, National Capital Territory of Delhi and Haryana	To undertake distribution of power purchased from power plants, acquire, manufacture and deal in al equipments etc. for distribution of power and provide all manpower solutions for the same activities.	The nominal share capital of the company is Rs. 10,00,000/- divided into 1,00,000 equity shares of Rs. 10/- each. <i>SIPSPL (Subsidiary of STLL) is holding 55.00% of the nominal capital of Flair Electric Projects Private Limited</i>

OVERSEAS SUBSIDIARIES

The subsidiaries in which the shareholding of the Company is presently more than half of the nominal capital of the Company as per Foreign Acts and Regulations are:

Directors' report for the year 2012-13(Contd.)

Param Mitra Resources Pte Limited (PMR Pte Ltd)
The nominal share capital of the Company is 21143425 equity shares of USD 1 each. STLL is holding 86.71% of the total capital.

Advent Coal Resources Pte Ltd.	Param Mitra Coal Resources Pte Limited
The nominal share capital of the Company is 10,000 USD divided into 10,000 equity shares of USD 1/- each. PMR Pte Ltd (Subsidiary of STLL) is holding 60% of the nominal share capital of Advent Coal Resources Pte Ltd.	The nominal share capital of the Company is USD 9,200,000 divided into 9,200,000 equity shares of USD 1/- each. PMR Pte Ltd (Subsidiary of STLL) is holding 60% of the nominal share capital of Param Mitra Coal Resources Pte Limited.

Param Mitra Coal Resources Pte. One Limited	Unity holding Singapore Pte. Ltd
The nominal share capital of the company is USD divided into equity shares of USD 1/- each. Param Mitra Coal Resources Pte Limited (Subsidiary of PMR Pte Ltd) is holding 100% of the nominal share capital of Param Mitra Coal Resources Pte. One Private Limited.	The nominal share capital of the Company is USD divided into equity shares of USD 1/- each. PMR Pte Ltd (Subsidiary of STLL) is holding 76% of the nominal share capital of Unity holding Singapore Pte. Ltd.

Pt. Mesra Prima Coal	Pt. Param Mitra Coal Resources
The nominal share capital of the company is IDR 5,000,000,000 divided into 40000 equity shares of IDR 125000/- each. Param Mitra Coal Resources Pte One Limited (Subsidiary of Param Mitra Coal Resources Pte Limited) is holding 99.99% of the nominal share capital of Pt. Mesra Prima Coal.	The nominal share capital of the company is 8,932,000,000 IDR divided into 1,000,000 equity shares of IDR 8932/- each. Unity Holding Singapore Pte Ltd. (Subsidiary of PMRC Pte Ltd) is holding 99% of the nominal share capital of Pt. Param Mitra Coal Resources.

Pt. Krida Makmur Bersama	Pt. Brilliant Alam Sejahtera
The nominal share capital of the Company is IDR 10,000,000,000 divided into 10,000 equity shares of IDR 1,000,000/- each. Pt. Mesra Prima Coal (Subsidiary of Param Mitra Cola resources Pte. One Limited) is holding 99.99% of the nominal share capital of Pt. Mesra Prima Coal.	The nominal share capital of the Company is IDR 10,000,000,000 divided into 10,000 equity shares of IDR 1,000,000 each. Pt. Mesra Prima Coal (Subsidiary of Param Mitra Cola resources Pte. One Limited) is holding 99.99% of the nominal share capital of Pt. Mesra Prima Coal.

4. COMPLIANCE FOR SUBSIDIARIES:

Vide General Circular No.: 2/2011 dated 8th February, 2011, the Ministry of Corporate Affairs, GOI has granted a general exemption to companies from attaching the Balance Sheet, Profit and Loss Account and other documents referred to in

Directors' report for the year 2012-13(Contd.)

Section 212 (1) of the Act in respect of its subsidiary companies, subject to fulfillment of the conditions mentioned therein. Accordingly, the said documents are not being attached with the Balance Sheet of the Company. A gist of the financial performance of the subsidiary companies is contained in the report. The Annual Accounts of the subsidiary companies are open for inspection by any Member / Investor and the Company will make available these documents / details upon request by any Member of the Company or to any investor of its subsidiary companies who may be interested in obtaining the same.

Further, the Annual Accounts of the subsidiary companies will be kept open for inspection by any investor at the Company's Head Office.

As required under the Listing agreement with the Stock Exchanges, Consolidated Financial Statements of the Company is attached. In accordance with the Statement of Accounting Standard on Consolidated Financial Statements (AS 21) and other applicable Accounting Standards, issued by the Institute of Chartered Accountants of India, the subsidiaries, associates and Joint venture have been considered in the Consolidated Financial Statements of the Company.

5. DIVIDEND

Your Directors recommend no amount of dividend for the financial year 2012-13.

6. DIRECTORS

Sh. Rudra Sen Sindhu, Sh. Vir Sen Sindhu and Sh. Saurabh Sindhu were appointed as Additional Directors w.e.f. December 1, 2012. On June 16, 2013 Sh. Saurabh Sindhu resigned from the post of Directorship. Further, on July 01, 2013 Sh. Rudra Sen Sindhu was appointed as Non- Executive Chairman and Sh. Vir Sen Sindhu as Chairman cum Joint Managing Director by the consent of the Board of Directors of the Company. Sh. Vir Sen Sindhu, resigned from the post of Chairman cum Joint Managing Director w.e.f. 05.09.2013.

Sh. Vrit pal Sindhu and Sh. Dev Suman Sindhu, Directors of the Company retire by rotation and being eligible, have offered themselves for re-appointment. Your director recommends their re-appointment.

7. PUBLIC DEPOSITS

The Company has invited or accepted any public deposits within the meaning of Section 58A & 58AA of the Companies Act, 1956 during the year under review.

8. AUDITOR'S REPORT

The Report of Auditors' on Annual Account of the company for the year ended on 31st March, 2013 is self explanatory. Hence, no explanation is required to be given.

9. AUDITOR

M/s Nagar Goel & Chawla, Chartered Accountants, New Delhi retire at the conclusion of ensuing annual general meeting and being eligible, have offered themselves for re-appointment. The company has received a certificate from them pursuant to section 224(1B) confirming their eligibility for re-appointment.

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

The provision of section 217(1) (e) of the Companies Act, 1956 is not applicable to our Company. Hence, Statement detailing the particulars required under the said section read with the Companies (Disclosures of particulars in the report of Board of Directors) Rules, 1988 are not being furnished. There was no foreign exchange earnings and outgo in the company during the financial year.

11. PARTICULARS OF EMPLOYEE U/S 217 (2A) OF THE COMPANIES ACT, 1956

None of the employees of the Company has drawn salary in excess of the limits prescribed in the section 217(2A) of the Companies act, 1956 read with Companies (Particulars of employees) Rules, 1975 and hence no such list is being provided.

12. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to requirement under Section 217(2AA) of the Companies (Amendment) Act, 2000 with respect to Directors Responsibility Statement, it is hereby confirmed:

- a) That in the preparation of the Annual Accounts for the financial year ended on 31st March, 2013, the applicable Accounting Standards had been followed along with proper explanation relating to the material departures.
- b) That the Directors had selected such Accounting policies and applied them consistently and made judgements 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 or loss of the Company for that period.
- c) That 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 or other irregularities.
- d) That the Directors had prepared the Annual Accounts on a going concern basis.

13. CORPORATE GOVERNANCE REPORT AND MANAGEMENT DISCUSSION AND ANALYSIS STATEMENT

A detailed report on corporate governance and management discussion and analysis statement prepared in accordance with the listing agreement forms part of this report.

14. LISTING OF SHARES

The Equity Shares of the Company is listed on Delhi Stock Exchange, Madras Stock Exchange, Calcutta Stock exchange and Bombay Stock Exchange. These shares were not traded during the year under review at the Bombay Stock Exchange. The Status of Listing of shares at these Stock Exchanges is given in the Corporate Governance Report.

15. ACKNOWLEDGEMENTS

Your Directors place on record their deep appreciation to the shareholders, business associates, and financial institutions at all levels for their consistent support and encouragement of the Company. The enthusiasm and benificent efforts of the employees have enabled the Company to remain at the leading- edge of the Industry. Your Directors would also like to acknowledge the constructive suggestions from the statutory auditors for ensuring the accurate and authentic compliances for the Company.

**By Order of the Board of Directors
For Sindhu Trade Links Limited**

Place: New Delhi
Dated: 06th September, 2013

Sd/-
(Satyapal Sindhu)
Managing Director

Sd/-
(Vir Sen Sindhu)
Director