

Board of Directors

Mr. Rakesh Sirohia	:	Managing Director / Promoter
Mr. Rajat Sirohia	:	Whole Time Director / Promoter
Mr. Jitendra Sirohia	:	Director / Promoter
Mr. Rajesh Sirohia	:	Director / Promoter
Mr. Debjit Banerjee	:	Independent Director
Ms. Richa Choudhary	:	Independent Director
Mr. Akhtar Khan	:	Independent Director
Mr. Ajay Kumar Shaw	:	Independent Director

Company Secretary

Mr. Pratik Kanitkar

Auditors

Lahoti & Co.
Chartered Accountants
14, Ganesh Chandra Avenue
2nd Floor, Room No.18,
Kolkata - 700013, West Bengal

Bankers

Federal Bank Ltd
Bhowanipore Branch
4/1, Lala Lajpat Rai Sarani
Kolkata – 700020

Registered Office

16, Bonfields Lane
Kolkata – 700001
West Bengal

Share Transfer Agent

Adroit Corporate Services Pvt. Ltd.
17-20, Jafferbhoy Ind. Estate,
1st Floor, Makwana Road,
Marol Naka, Andheri (E), Mumbai 400059,
Tel: +91 (0) 22 42270400
Fax: +91 (0)22 28503748
Website: www.adroitcorporate.com

CONTENTS	PAGE NO.
Notice	3
Director's Report	6
Auditors' Report	9
Balance Sheet	14
Statement of Profit & Loss Account	15
Statement of Cash Flow	16
Notes forming part of the accounts	17

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty-Fourth Annual General Meeting of the Members of the Company will be held at its Registered Office at 16, Bonfield Lane, Kolkata – 700001 on the 29th September 2014 at 1.30 P.M. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2014 and the Profit and Loss Account of the Company for the year ended on that date together with the reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Rajesh Sirohia having DIN 00356431, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration:
M/s Lahoti & Co., Chartered Accountants, Auditors of the Company, retire at the forthcoming annual general meeting. M/s Lahoti & Co. has expressed their unwillingness for re-appointment. Hence, the Board proposes to appoint M/s. S. Poddar & Co. as the new auditors of the Company.

Registered Office:
16, Bonfield Lane,
Kolkata – 700001

Dated the 31st July 2014

By Order of the Board

For **SIROHIA & SONS LTD.**

SIROHIA & SONS LTD.

Rajat Sirohia
Director

RAJAT SIROHIA
WHOLETIME DIRECTOR

Notes:

1. A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.

3. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.

Copy of the Notice as well as the Attendance Slip shall be made available to members at the meeting venue who have opted to receive the Annual Report in Electronic Form.

4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

5. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.

6. The Company has notified closure of Register of Members and Share Transfer Books from September 26, 2014 to September 29, 2014 (both days inclusive).

7. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company’s records which will help the Company and the Company’s Registrars and Transfer Agents, Adroit Corporate Services Pvt Ltd (Adroit) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Adroit.

8. Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact the Company or Adroit, for assistance in this regard.

9. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Adroit, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.

10. Members desiring any information as regards the Accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready at the Meeting.

14. Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF):

Pursuant to Sections 205A and 205C and other applicable provisions, if any, of the Act, all unclaimed/unpaid dividend, application money, remaining unclaimed/unpaid for a period of seven years from the date they became due for payment, in relation to the Company have been transferred to the IEPF established by the Central Government. No claim shall lie against the IEPF or the Company for the amounts so transferred nor shall any payment be made in respect of such claim.

It may kindly be noted that once the unclaimed dividend is transferred to the above said Fund of the Central Government, no claim shall lie in respect thereof.

DIRECTORS' REPORT

**TO
THE SHAREHOLDERS,
SIROHIA & SONS LIMITED
(FORMERLY SIROHIA & SONS PVT LTD)**

Your Directors have pleasure in presenting herewith their Twenty-Fourth Annual Report and Audited Statement of Accounts of the Company for the year ended 31st March 2014.

FINANCIAL HIGHLIGHTS

(Figures in ₹)		
PART CULARS	2013-14	2012-2013
Income	114,971,538.68	168,911,504.76
Profit before Depreciation & Tax	2,081,854.22	1,199,555.55
Less:- Depreciation	77,753.00	107,559.00
Prior Period Adjustments	31,077.00	-
Tax Expenses		
- Provision for Tax	618,198.00	339,881.00
- Deferred Tax	1,070.00	(2,453.00)
Profit after Tax	1,353,756.22	754,568.55
Profit & Loss Balance brought forward	7,825,471.24	7,070,902.69
Balance transferred to Balance Sheet	9,179,227.46	7,825,471.24

FINANCIAL REVIEW:

Accounts of the Company for the year under review after meeting all expenses shows a profit of ₹ 20,04,101.22; from which is deducted Exceptional Items amounting to ₹ 31,077.00, Provision for Current Tax Liability amounting to ₹ 6,18,198.00 and Provision for Deferred Tax amounting to ₹ 1,070.00; thus resulting in Profit After Tax of ₹ 13,53,756.22 which is carried over to the Balance Sheet.

DIVIDEND:

The Board of Directors of the Company had not declared and paid any dividend for the current financial year.

SHARE CAPITAL:

During the financial year 2013-14, your company issued 4,96,600 equity shares of ₹ 10/- each at a premium of ₹ 20/- per equity shares to promoter of the company. The issued, subscribed & paid up share capital of the company is increased to ₹ 7,25,50,920/- and the balance in share premium account which is increased to ₹ 14,00,38,560/-

DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956 with respect to Director's Responsibility Statement, it is hereby confirmed that:

- a) That in the preparation of the annual accounts for the financial year ended 31st March 2014; the applicable Accounting Standards had been followed along with proper explanation relating to material departures;
- b) That the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the State of Affairs of the Company at the end of the financial year and of the profit of the Company for the year under review;
- c) That the Directors had taken proper care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) That the Directors had prepared the accounts for the financial year ended 31st March 2014 on the "Going Concern Basis".

STATUTORY AUDITORS:

M/s Lahoti & Co., Chartered Accountants, Auditors of the Company, retire at the forthcoming annual general meeting. M/s Lahoti & Co. has expressed their unwillingness for re-appointment. Hence, the Board proposes to appoint M/s. S. Poddar & Co. as the new auditors of the Company. M/s S.Poddar & Co, Chartered Accountants have forwarded the eligibility certificate u/s 224 (1B) of the Companies Act 1956 and sections 139 (1) read with section 141 of the Companies Act 2013. Members are requested to consider the appointment of M/S S.Poddar & Co, Chartered Accountants at the forthcoming Annual General Meeting of the Company.

INFORMATION PURSUANT TO SECTION 217(1)(e) OF THE COMPANIES ACT, 1956:

Since there is nothing to disclose, particulars as required in terms of Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are not disclosed.

PARTICULARS OF EMPLOYEES UNDER SECTION 217(2A) OF THE COMPANIES ACT, 1956:

The Company has no employee of the category specified in Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.