




30th

Annual Report
2011 - 2012

PUSHKAR BANIJYA LIMITED

Regd. Office :

89, Netaji Subhas Road
1st Floor, Kolkata-700 001



PUSHKAR BANIJYA LIMITED

NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTIETH ANNUAL GENERAL MEETING OF PUSHKAR BANIJYA LIMITED WILL BE HELD ON SATURDAY, THE 29TH SEPTEMBER, 2012 AT 11.30 A.M. AT 89, NETAJI SUBHAS ROAD, 1ST FLOOR, KOLKATA-700 001 TO TRANSACT THE FOLLOWING BUSINESS:

Ordinary Business:

- 1) To receive, consider and adopt the Audited Statement of Profit and Loss Account for the year ended 31st March, 2012 and the Balance Sheet as at that date together with the report of the Directors and the Auditors thereon.
- 2) To discuss and declare dividend, if any.
- 3) To appoint a Director in place of Mrs. Vidya Chandak who retires by rotation and being eligible, offers herself for re-appointment.
- 4) To appoint a Director in place of Mrs. Prabha Tosniwal who retires by rotation and being eligible, offers herself for re-appointment.
- 5) To appoint Mr. Pramod Kumar Jhavar as a Director, who was appointed as additional director of the Company with effect from 31st October, 2011, and holds office pursuant to Section 260 of the Companies Act, 1956 upto the date of ensuing Annual General Meeting.
- 6) To appoint M/s. S. Jaykishan, as the auditor for the financial year ending 31st March, 2013 and to fix their remuneration.

Registered Office:
89, Netaji Subhas Road
1st Floor
Kolkata-700 001

By order of the Board

Pawan Kumar Chandak
(Chairman Cum Managing Director)

Place : Kolkata
Date : 30th of April,2012

PUSHKAR BANIJYA LIMITED

NOTES:

1. **A member entitled to attend and vote is entitled to appoint proxy to attend and vote instead of himself and the proxy need not be a member. The proxy as per the format included in the annual report should be returned to the registered office of the company not less than forty-eight hours before the time for holding the meeting. Proxies submitted on behalf of limited companies, societies/ partnership firms, etc. Must be supported by appropriate resolution/authority, as applicable, issued by the member organisation.**
2. Proxy form duly stamped and executed in order to be effective, must reach the Registered Office of the Company not less than 48 hours before the time of commencement of the Annual General Meeting.
3. Members are informed that Share Transfer and related activities are being carried out by the Registrar & Share Transfer Agents, M/s. Niche Technologies Private Ltd., D511, Bagree Market, 71, B.R.B. Basu Road, Kolkata – 700001. All Correspondence may kindly be sent to the above address only.
4. Corporate Members are requested to send to the Registered Office of the Company a duly certified copy of the Board Resolution, pursuant to Section 187 of the Companies Act, 1956, authorizing their representative to attend and vote at the Annual General Meeting.
5. Members / proxy holders are requested to bring their attendance slip duly signed so as to avoid inconvenience.
6. Members are requested to notify immediately any change in their address to the Company.
7. The Register of Members and Share Transfer Books of the Company shall remain closed from September 22, 2012 to September 29, 2012 (both days inclusive).
8. Pursuant to the provisions of section 109A and 109B of the Companies Act, 1956 members are informed that every holder of shares at any time may nominate in the prescribed manner, a person to whom his share in the Company shall vest in the event of his death.
9. 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.

PUSHKAR BANIJYA LIMITED

PUSHKAR BANIJYA LIMITED

Regd. Office : 89, Netaji Subhas Road, 1st Floor, Kolkata-700 001

ATTENDANCE SLIP

| | | |
|-----------------------|---|-------|
| Registered Folio No./ | : | _____ |
| Client ID No. | : | _____ |
| DP ID No. | : | _____ |
| Name | : | _____ |
| Address | : | _____ |

I certify that I am a Registered shareholder / proxy for the registered shareholder of the Company.
I hereby record my presence at the **Thirtieth Annual General Meeting** of the Company held at 89, Netaji Subhas Road, 1st Floor, Kolkata-700 001 on **Saturday, the 29th day of September, 2012** at 11.30 A.M.

| | |
|---|--|
| NAME OF THE SHAREHOLDER/PROXY IN BLOCK LETTERS | SIGNATURE OF THE SHAREHOLDER/ PROXY |
|---|--|



PUSHKAR BANIJYA LIMITED

Regd. Office : 89, Netaji Subhas Road, 1st Floor, Kolkata-700 001

PROXY

I/We _____ of _____ in the state of _____ being a member / members of PUSHKAR BANIJYA LIMITED, hereby appoint Mr./Mrs./Ms. _____ of _____ or failing him/her Mr./Mrs./Ms. _____ of _____ as my / our proxy to vote for me/us and on my/our behalf, at the **Thirtieth Annual General Meeting** of the Company held at 89, Netaji Subhas Road, 1st Floor, Kolkata-700 001 on **Saturday, the 29th day of September, 2012** at 11.00 A.M. and at any adjournment thereof. In WITNESS thereof I/we put my/our hand/hands this _____ day of _____ 2012.

Ledger Folio No. : _____
DP ID No. : _____
Client ID No. : _____
Number of Shares held : _____
Date : _____ Signature _____

| |
|---|
| Please affix Revenue Stamp here |
|---|

PUSHKAR BANIJYA LIMITED

PUSHKAR BANIJYA LIMITED

Regd. Office : 89, Netaji Subhas Road, 1st Floor, Kolkata-700 001

NOMINATION FORM

(To be filled in by individual applying singly or jointly)
(if jointly, only upto two persons)

FORM 2B

(See Rules 4CCC and 5D)

I/We _____ and _____ the holder of Shares/Debentures/

Deposit Receipt bearing number(s) _____ of M/s _____

wish to make a nomination and do hereby nominate the following person in whom all rights and/or amount in respect of shares/debentures/deposits shall vest in the event of my/our death.

Name and Address of Nominee

Name : _____

Address : _____

Date of Birth* : _____

(* To be furnished in case of Nominee is a minor)

** The Nominee is a minor whose guardian is _____

Name & Address _____

(*To be ignored if not applicable)

Signature : _____ Signature : _____

Name : _____ Name : _____

Address : _____ Address : _____

Date : _____ Date : _____

Signature of Witnesses

Name and Address Signature with date

1. _____

2. _____

PUSHKAR BANIJYA LIMITED

Instructions:

1. Please read the instructions given below very carefully and follow the same to the letter. If the form is not filled as per instructions, the same will be rejected.
2. The nomination can be made by individuals only. Non-individuals including society, trust, body corporate, partnership firm, Karta of Hindu Undivided Family, holder of power of attorney cannot nominate. If the shares are held jointly, all joint holders will sign (as per the specimen registered with the Company) the nomination form.
3. A minor can be nominated by a holder of shares and in that event the name and address of the Guardian shall be given by the Holder.
4. The nominee shall not be a society, trust, body corporate, partnership firm, Karta of Hindu Undivided family, and holder of power of attorney.
5. Transfer of shares in favour of a nominee and repayment of amount to nominee shall be a valid discharge by a company against the legal heir.
6. Only one person can be nominated for a given Folio.
7. Details of the holders in the folio need to be filled; else the request will be rejected.
8. The nomination will be registered only when it is complete in all respects including the signature of (a) all registered holders (as per the specimen lodged with the company) and (b) the nominee.
9. Whenever the shares in the given folio are entirely transferred or transposed with some other folio, then this nomination will stand rescinded.
10. Upon the receipt of duly executed nomination form, the company will register the form and allot a registration number. This number and folio no. should be quoted by the nominee in all future correspondence.
11. The nomination can be varied or cancelled by executing fresh nomination form.
12. The company will not entertain any claims other than those of a registered nominee, unless so directed by a Court.

| |
|----------------------------|
| FOR OFFICE USE ONLY |
|----------------------------|

| |
|--------------------------------|
| Nomination registration Number |
|--------------------------------|

| |
|----------------------|
| Date of Registration |
|----------------------|

| |
|--|
| Checked by and signature of Authorised Signatory |
|--|

BOARD OF DIRECTORS

SRI PAWAN KUMAR CHANDAK -*Chairman Cum Director*
SMT. VIDYA CHANDAK - *Director*
SMT. PRABHA TOSHNIWAL - *Director*
SRI PROMOD KUMAR JHAWAR - *Director*
SRI MUKESH JAIN - *Director*

CEO & MANAGER

SRI PANKAJ JINDAL

COMPLIANCE OFFICER

SRI PAWAN KUMAR CHANDAK

AUDITORS

S. JAYKISHAN
CHARTERED ACCOUNTANTS
12, HO CHI MIN SARANI
2ND FLOOR SUIT NO. 2D & 2E KOLKATA-700071

BANKERS

HDFC BANK LTD
THE KARUR VYSYA BANK LTD

REGISTRARS & SHARE TRANSFER AGENT

NICHE TECHNOLOGIES PVT. LTD.
D-511, BAGREE MARKET, 5TH FLOOR
71, B.R.B. BASU ROAD, KOLKATA -700001

REGISTERED OFFICE

89, NETAJI SUBHAS ROAD
1ST. FLOOR, KOLKATA-700 001

PUSHKAR BANIJYA LIMITED

THIRTIETH ANNUAL REPORT 2011-2012

C O N T E N T S

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PUSHKAR BANIJYA LIMITED

DIRECTORS' REPORT

Dear Shareholders,

Your Directors have pleasure in presenting their Thirtieth Annual Report of the Company together with the audited Statement of Accounts for the year ended 31st March 2012.

Financial Performance:

| Financial Results For the Year Ended | 31st March 2012 | 31st March 2011 |
|--|------------------------|------------------------|
| Total Income | 216.79 | 1439.44 |
| Total Expenditure | 204.92 | 1407.88 |
| Profit Before Exceptional, Prior Period adjustments & Taxation | 11.87 | 31.56 |
| Less: Exceptional & Prior Period Adjustments | 1.91 | (15) |
| Profit before tax | 9.96 | 16.56 |
| Provision for taxation | .15 | (18.07) |
| Profit after taxation | 9.81 | (1.51) |
| Add: Balance brought forward from previous year | 109.27 | 110.78 |
| Profit available for appropriation | 119.08 | 109.27 |
| Appropriations | 1.96 | - |
| Balance Transferred to Balance Sheet | 117.12 | 109.27 |

Dividend

Due to inadequate profit and with a view of long term plans to further strengthen the financials of the Company, the Board do not recommend any dividend for the year ended 31st March, 2012.

Review of Operations:

Your Company has earned a profit after taxation of Rs.9.81 lacs compared to last year loss of Rs 1.51 lacs. The Company is in the process of expanding the investments in various other business segments with a focus on overall growth.

Listing with Stock Exchange:

The equity shares of your Company are listed on The Calcutta Stock Exchange Limited and The Uttar Pradesh Stock Exchange Association Limited.

PUSHKAR BANIJYA LIMITED

Auditors' Report:

The notes given in the Auditors' Report are self-explanatory and needs no further clarification.

Statutory and Other Information:

There are no employees falling within the purview of Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975.

There was no expenditure or income in foreign currency during the year under review.

Since your Company does not own any manufacturing unit, the disclosure of information on the matter required to be disclosed in terms of section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in Report of Board of Directors) Rules, 1988, is not applicable and hence not given.

Corporate Governance :

As per clause 49 of the Listing Agreement with the stock exchange, a separate report on "Corporate Governance" along with Auditors Certificate on its compliance are annexed hereto as a part of Annual Report.

Directors:

Pursuant to the provision of section 255 of the Companies Act, 1956 and Article 126 of the Articles of Association of the Company, Mrs. Vidya Chandak & Mrs Prabha Toshniwal, Directors of the Company are liable to retire by rotation in the forthcoming Annual General Meeting of the Company and being eligible, offers themselves for reappointment.

The Board at its meeting held on 31st October, 2011, appointed Mr Pramod Kumar Jhawar as an Additional Director who will hold office as Director up to the date of the forthcoming Annual General Meeting. A notice in writing has been received from a member of the Company under section 257 of the Companies Act, 1956, signifying his intention to propose Mr Pramod Kumar Jhawar as a candidate for the office of Director of the Company.

In the said meeting held on 31st October, 2011, Mr Saurabh Kumar Baheti, the director and Chief Executive officer of the company resigned from the office of director and CEO. The Board appreciated the contributions of Mr Saurabh Kumar Baheti to the company during his regime.

Auditors:

M/S S. Jaykishan, Chartered Accountants of 12, Ho Chi Minh Sarani, Suite No. 2D, 2E & 2F, Kolkata – 700071, Auditors of the Company retire at the ensuing Annual General Meeting and being eligible, offer themselves for reappointment.

Directors Responsibility Statement:

As per the relevant provisions of section 217(2AA) of the Companies Act, 1956, the Directors of your Company confirm that:

- i) In the preparation of the Annual accounts, the applicable accounting standards have been followed and there is no material departure from the above.
- ii) The directors have selected such accounting policies and applied them consistently and made judgement 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 the Profit of the Company for that period.

PUSHKAR BANIJYA LIMITED

- iii) The directors have taken proper and sufficient 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 to the best of their knowledge and ability.
- iv) The directors have prepared the annual account on a going concern basis.

Compliance Certificate

In terms of Section 383(A)(1) of the Companies Act, 1956, the compliance certificate has been obtained by the company from Mr Sandip Kumar Kejriwal, a Company Secretary in whole time in practise.

Acknowledgements:

Your Directors would like to express their admiration and gratitude for the assistance and co-operation received from the bankers, government authorities, customers and members during the period.

Your Directors wish to place on record their deep admiration for the devoted services rendered by employees of the Company.

Place: Kolkata
Date: 30/04/2012

For and on behalf of the Board of Directors
(Pawan Kumar Chandak)
Chairman Cum Managing Director

MANAGEMENT DISCUSSION & ANALYSIS

Industry Structure/Outlook & Development

The financial year 2011-12 was a good year in the Industries all over the world and more so in India. The Stock market momentum took a fundamentals supported positive turn and the conditions were favourable for the NBFC'S and other financial service industry. Some part of the year was effected by high inflation rate. We continue to hope for a better growth curve in the Indian Economy, which would provide for a strong foundation for the overall sustainable development in various business segments.

Opportunities and Threats

The Indian financial sector has a very high growth potential. The macro economic fundamentals are sound to allow the economy to make rapid stripes. There is a significant growth opportunity for your Company in the changing economy scenario. The management also believes that it needs to focus more on the infrastructure and service sector opportunities for the benefit of the company.

Segment-wise or Product-wise Performance

The Company is engaged primarily in the business of financing/investment in shares and trading of shares and accordingly, there are no separate reportable segments as per the Accounting Standard- 17.

Outlook

The unprecedented revival in the Indian business environment during the course of the financial year ended March 2012 has been met with unparalleled action by Governments and Central Bank across the country.

Risk & Concern

Market conditions in particular the performance of the equity markets, contribute substantially to the Company's growth and will impact on our ability to improve on the earnings.

Internal Control Systems & their Adequacy

Your Company has an adequate system of internal controls to ensure accuracy of accounting records, compliance with all laws and regulations and compliance with all rules, procedures and guidelines prescribed by the management.

Humans Resource Development

The Company is making conscious efforts on its human resources front. The company has been improving the skill set of employees through various incentives and programs.

Place: Kolkata
Date: 30.04.2012

For and on behalf of the Board of Directors
Pawan Kumar Chandak
(Chairman Cum Managing Director)

PUSHKAR BANIJYA LIMITED

REPORT ON CORPORATE GOVERNANCE

(Forming Part of The Directors' Report for the year ended 31st March, 2012)

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The company continues to focus on good corporate governance with its primary objective to create and adhere to a corporate culture of conscience and consciousness, integrity, transparency and accountability for efficient and ethical conduct of business for meeting its obligations towards both stakeholders and shareholders.

Corporate Governance is an integral part of Pushkar Banijya Limited and in its pursuits of excellence, growth and value creation, it continuously endeavour to leverage resources to translate opportunities into reality. The Company endeavors to improvise its internal policies and systems with the aim to meet the best in the Industry.

2. THE BOARD OF DIRECTORS:

The composition of the Board of Directors of the company is as under: -

| Name of Director | Designation | Type | Executive/ Non- Executive | No. of Other Directorships | No. of Committee Positions |
|---------------------------|---------------------------------------|--------------------------------|---------------------------------|----------------------------------|----------------------------------|
| Mr. Pawan Kumar Chandak | Chairman-cum- Managing Director | Promoter | Executive | 2 | 2 |
| Mrs. Vidya Chandak | Director | Promoter | Non Executive | 1 | 2 (Chairman) |
| Mrs. Prabha Toshniwal | Director | Independent Director | Non Executive | Nil | 2 |
| Mr. Sourabh Kumar Baheti* | Manager & Director | Non Independent Director | Executive | Nil | 1 |
| Mr. Mukesh Jain | Director | Independent Director | Non Executive | 1 | 1 (Chairman) |
| Mr. Pramod Kumar Jawar** | Additional Director | Independent Director | Non Executive | 2 | 1 |

* Mr. Sourabh Kumar Baheti resigned with effect from 31st October, 2011.

** Mr Pramod Kumar Jhavar appointed as an additional director with effect from 31st October, 2011.

All the Directors duly attended the meetings of the Board of Directors of the Company, except those who were granted leave of absence for not attending any particular meeting of the Board of Directors of the Company.

The Board of Directors of the Company duly met five (5) times during the financial year ended on 31st March 2012 viz., on 21.05.2011, 25.07.2011, 31.10.2011, 11.01.2012 and 31.03.2012. The Last Annual General Meeting was held on 28.09.2011. The particulars

PUSHKAR BANIJYA LIMITED

of attendance of Directors at the Board Meeting held during the year 2011-2012 is as follows:

| Name of Director | Attendance | | |
|--------------------------|--------------------|-------------------------|------------------------|
| | Board Meeting held | Board Meetings Attended | AGM held on 28.09.2011 |
| Mr.Pawan Kumar Chandak | 5 | 5 | Yes |
| Mrs.Vidya Chandak | 5 | 5 | Yes |
| Mrs.Prabha Toshniwal | 5 | 4 | Yes |
| Mr. Sourabh Kumar Baheti | 5 | 1 | Yes |
| Mr. Mukesh Jain | 5 | 2 | Yes |
| Mr. Pramod Kumar Jhawar | 5 | 1 | No |

CODE OF CONDUCT:

The Board has framed a code of conduct for all the Board members and senior management personnel of the company focussing transparency, accountability & ethical expression in all acts and deeds. A certificate for the compliance of the code of conduct is annexed herewith. A certificate as obtained from CEO for due compliance is also annexed herein below.

Declaration as under Clause 49(1)(D) of the Listing Agreement

This is to confirm that the Board of Directors of the Company has laid down a code of conduct for its members and senior management personnel of the Company. It is further confirmed that all the Directors and senior management personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the financial year ended 31st March, 2012 as envisaged in clause 49 of the Listing Agreement with the Stock ExchangeS.

DATED: 30TH APRIL, 2012

For Pushkar Banijya Limited
PANKAJ JINDAL
(CHIEF EXECUTIVE OFFICER)

PUSHKAR BANIJYA LIMITED

3. THE AUDIT COMMITTEE:

The Company has set up an Audit Committee. The constitution of the Committee is as follows: -

| Name | Designation | Executive/Non-Executive/Independent | Profession |
|---------------------------|-------------|-------------------------------------|-------------------|
| Mr. Mukesh Jain | Chairman | Non-Executive and Independent | Commerce Graduate |
| Mr. Pawan Kumar Chandak | Member | Executive and Promoter | Commerce Graduate |
| Mrs. Prabha Toshniwal | Member | Non-Executive and Independent | Commerce Graduate |
| Mr. Sourabh Kumar Baheti* | Member | Executive | Commerce Graduate |
| Mr. Pramod Kumar Jhawar | Member | Non-Executive and Independent | Commerce Graduate |

*ceased with effect from 31st October, 2011

During the year under review of the Audit Committee duly met four times on 17th May, 2011, 20th July, 2011, 25th October, 2011 and 5th January, 2012. The attendance at the meetings was as under:-

| SI No. | Name | No. of meetings held | No. of Meetings attended |
|--------|-------------------------|----------------------|--------------------------|
| 1. | Mr. Mukesh Jain | 4 | 1 |
| 2. | Mrs. Prabha Toshniwal | 4 | 4 |
| 3. | Mr Sourabh Kumar Baheti | 4 | 3 |
| 4. | Mr Pawan Kumar Chandak | 4 | 4 |
| 5. | Mr. Pramod Kumar Jhawar | 4 | 1 |

Minutes of the Audit committee meetings were duly noted by the Board at its meetings.

Terms of Reference of the Audit Committee includes:

- ❖ Overseeing the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- ❖ Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditors and fixation of the audit fees.
- ❖ Approval of payment to statutory auditors for any other services rendered by the statutory auditors.

PUSHKAR BANIJYA LIMITED

- ❖ Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to: -
 - Matters required to be included in the Directors Responsibility Statement to be included in the Boards report in terms of the clause (2AA) of section 217 of the Companies Act, 1956.
 - Changes if any, in accounting policies and practices and reasons for the same.
 - Major Accounting entries involving estimates based on the exercise of judgment by management
 - Significant changes made in the financial statement arising out of the audit findings
 - Compliance with Listing and other legal requirements relating to financial statements
 - Disclosure of any related party transactions
 - Qualifications in the Draft Audit Report
 - Reviewing, with the management, the quarterly financial statements before submission to the Board for Approval.
 - Reviewing, with the management, performance of Statutory auditors.
 - Discussion with the Statutory Auditors before the Audit commences, about the nature and scope of audit as well as post audit discussions to ascertain any area of concern.
 - To look into the reason of substantial default in the payment to depositors, debenture holders, shareholders (in case of non payment of declared dividend) and creditors.
 - To review the functioning of the Whistle Blower mechanism, in case the same is existing.
 - Carrying out any other functions as is mentioned in the terms of reference of the Audit Committee.

Following information is mandatory reviewed by the Committee: -

- Management discussion and analysis of financial condition and results of operation
- Statement of significant related party transactions (as defined by the audit committee), submitted by management.
- Management letters/ letters of internal control weaknesses issued by the statutory auditors
- Report relating to internal control weaknesses.

4. **SHARE TRANSFER AND SHAREHOLDERS/ INVESTORS' GRIEVANCE COMMITTEE:**

(i) COMPOSITION:

The Share Transfer and Shareholders/Investors'Grievance Committee consists of Mrs Vidya Chandak (Chairman of the committee), Mr.Pawan Kumar Chandak and Mrs. Prabha Toshniwal (both members)

(ii) COMPLIANCE OFFICER :

Mr Pawan Kumar Chandak is the compliance officer of the company

(iii) INVESTOR COMPLAINTS:

The investors' grievance committee has been formed with the terms of reference to

PUSHKAR BANIJYA LIMITED

ensure redressal of the shareholders and investors complaints relating to transfer of shares. The Committee has evolved an expeditious mechanism to assess, review and then dispose off the grievances of the investors. The Committee usually meets as and when required and discusses investors' grievance elaborately and then dispose off the same in suitable manner.

The Company received **no investor complaints** during the year under review.

5. **Board Meeting:** It has always been the Company's policy and practice that apart from matters requiring the Boards approval by statute, all major decisions including quarterly results of the Company as a whole, financial restructuring, capital expenditure proposals, material investment proposals etc are regularly placed before the Board. This is in addition to information with regard to actual operation, major litigation, feedback reports, and minutes of all committee meeting.

6. **DISCLOSURE:**

| | |
|--|------|
| (i) Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the directors or the management, or relatives etc. that may have potential conflict with the interest of the Company at large. | None |
| (ii) Disclosure on accounting treatment i.e. the financial statements have been prepared following the prescribed Accounting Standards and in case where a treatment is different from that prescribed in an Accounting Standard were followed, the same has been appropriately disclosed and explained. | None |
| (iii) Details of non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, or any matter related to capital markets, during the last three years. | None |

7. **MEANS OF COMMUNICATION AND share transfer system:**

The un-audited financial results on quarterly basis are taken into record by the Board of Directors and the same is furnished to the Calcutta Stock Exchange Association Limited and The Uttar Pradesh Stock Exchange Association Limited where the shares of the Company are listed. The un-audited financial results on quarterly basis are also published in one English daily and one Bengali daily.

Management Discussion and Analysis Report forms part of this Annual Report.

Registrar and Share Transfer Agents:

The applications for transfer and transmission are received by the Company at its Registered Office at 89, N.S.Road, 1st Floor, Kolkata 700001 or by Niche Technologies Pvt Ltd (Registrar & Share Transfer Agent), at D-511 Bagree Market, 5th Floor, 71

PUSHKAR BANIJYA LIMITED

B.R.B.Basu Road, Kolkata - 700001. As the Company's shares are currently traded in dematerialised form, the transfers are processed and approved in the electronics form by CDSL through their depository participants. The Company processes the physical transfers on a regular basis and the certificates are despatched by the registrar directly to the transferees within 10 to 15 days from the date of receipt.

8. SHAREHOLDERS' INFORMATION:

A. Annual General Meeting

Date and Time : 29th September, 2012 at 11.30 A.M.
Venue : 89, Netaji Subhas Road, 1st floor
Kolkata- 700 001.

B. Last Annual General Meeting

Date and Time : 28th September, 2012 at 11.00 A.M.
Venue : 89, Netaji Subhas Road, 1st floor
Kolkata- 700 001.

Note: There being no special resolutions passed at the meeting, no postal ballots were used/ invited for voting at these meetings in respect of the same. The Company shall comply with the requirements of using postal ballot as and when required.

C. Financial Calendar (Tentative and subject to change)

Financial reporting for Quarter
ending June 30, 2012 : Second Week of August, 2012
Financial reporting for Quarter
ending September 30, 2012 : Second Week of November, 2012
Financial reporting for Quarter
ending December 31, 2012 : Second Week of February, 2013
Financial reporting for Year
ending March 31, 2013 : Last Week of May, 2013

D. Date of Payment of Dividend : The directors did not recommend any dividend on equity shares for the Financial Year 2011-12.

E. Date of Book Closure : 22nd September, 2012 to 29th September, 2012 (Both days inclusive)

F. Registered Office : 89, N. S. Road, 1st Floor, Kolkata 700001

G. Listing on Stock Exchange : The Calcutta Stock Exchange Limited
7, Lyons Range, Kolkata-700 001

PUSHKAR BANIJYA LIMITED

The U. P. Stock Exchange Association Limited "Padma Towers", 14/113, Civil Lines, Kanpur – 208001

H. Stock Code : 10026217- The Calcutta Stock Exchange Association Limited.

I. Stock Market Data:

| Month | High | Low | Monthly Volume |
|-----------------|------|-----|----------------|
| April, 2011 | - | - | - |
| May, 2011 | - | - | - |
| June, 2011 | - | - | - |
| July, 2011 | - | - | - |
| August, 2011 | - | - | - |
| September, 2011 | - | - | - |
| October, 2011 | - | - | - |
| November, 2011 | - | - | - |
| December, 2011 | - | - | - |
| January, 2012 | - | - | - |
| February, 2012 | - | - | - |
| March, 2012 | - | - | - |

* The shares of the Company were not traded during the period.

J. Registrar & Share Transfer Agent : **NICHE TECHNOLOGIES (P) LTD**
(Share Transfer and communication regarding share certificates, dividends and change of address) D-511, Bagree Market, 5th Floor
71, B. R. B. Basu Road,
Kolkata - 700001

K. Investor Relations:

All complaints received by the Company from its shareholders are cleared within 10-15 days from the date of the lodgement of the complaint.

L. Distribution of Shareholding As At 31.03.2012:

| Slab of shareholding | No. of Shareholders | % | No. of Shares | % |
|----------------------|---------------------|------------|------------------|------------|
| 1-500 | 2 | 5.4054 | 315 | 0.0063 |
| 501-1,000 | 0 | 0.0000 | 0 | 0.0000 |
| 1,001-5,000 | 3 | 8.1081 | 7,200 | 0.1446 |
| 5,001-10,000 | 8 | 21.6216 | 58,600 | 1.1769 |
| 10,001-20,000 | 4 | 10.8108 | 62,050 | 1.2462 |
| 20,001-50,000 | 0 | 0.0000 | 0 | 0.0000 |
| 50,001-1,00,000 | 3 | 8.1081 | 1,94,300 | 3.9204 |
| 1,00,001-And Above | 17 | 45.9459 | 46,56,535 | 93.5235 |
| Total | 37 | 100 | 49,79,000 | 100 |

PUSHKAR BANIJYA LIMITED

M. Shareholding Pattern As On 31.03.2012

| Shareholding Pattern | Number of Shares | % of Shareholding |
|--|-------------------------|--------------------------|
| Indian Promoters & their Associates | 1646805 | 33.075 |
| Mutual Funds & UTI | - | - |
| Banks, Financial Institutions, Insurance Companies (Central & State Govt. Institutions/ Non-Govt. Institutions) | - | - |
| Other Private Corporate Bodies | 3096530 | 62.192 |
| Resident Individuals (Public) | 235665 | 4.733 |
| Any Other (Clearing Member/Corporation) | - | - |
| Grand Total | 4979000 | 100 |

**N. Dematerialisation of shares
and Liquidity**

: The Company's shares are available for trading in the depository systems with The Central Depository Services (India) Ltd. & National Securities Depository Ltd.

O. Outstanding GDR/ Warrants

: None

P. Investor Correspondence

: **M/s Niche Technologies Pvt Ltd**
D-511, Bagree Market, 5th Floor
71, B.R.B.Basu Road
Kolkata – 700001
Tel : 2235 7270/ 7271/3070
Fax: 2215 6823

Place : Kolkata
Date : 30th April, 2012

For Pushkar Banijya Limited
(Pawan Kumar Chandak)
Chairman-Cum-Managing Director

PUSHKAR BANIJYA LIMITED _____

**AUDITORS' CERTIFICATE REGARDING COMPLIANCE WITH THE
CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49
OF LISTING AGREEMENT**

To the Members of **Pushkar Banijya Limited**

We have examined the compliance of the conditions of Corporate Governance of Pushkar Banijya Limited for the 12 months period ended 31st March, 2012 as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges in India.

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

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

We state that as per the records maintained by the Registrars and share transfer agents of the company no investor grievances are pending for a period exceeding one month against the company.

We further state that such compliance is neither assurance as to the future viability of the Company nor the affairs of the company.

For S. JAYKISHAN
Chartered Accountants
FRN 309005E

Place: Kolkata
Dated: 30th April, 2012

(Y. Gupta)
Partner
Membership No: 060539

PUSHKAR BANIJYA LIMITED

The Board of Directors
Pushkar Banijya Limited
89, N.S. Road, 1st Floor,
Kolkata-700 001

Certification by Chief Executive Officer (CEO)

I, Pankaj Jindal, Chief Executive Officer of Pushkar Banijya Limited certify that:

- a) I have reviewed the Financial Statements and the Cash Flow Statement for the year ended 31st March, 2012 and to the best of my knowledge and belief:
 - i) the statements do not contain materially untrue statement, or omit any material fact or contain statements that might be misleading;
 - ii) the statements present a true and fair view of the Company's affairs and are in compliance with the 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 violative of the Company's Code of Conduct.
- c) I accept the responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.
- d) I have indicated to the Auditors and Audit Committee:
 - i. significant changes in the internal controls over financial reporting during the year;
 - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. instances of significant fraud of which I 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.

Dated: 30th April, 2012

(PANKAJ JINDAL)
Chief Executive Officer.

PUSHKAR BANIJYA LIMITED

AUDITORS' REPORT

To
The Members of
PUSHKAR BANIJYA LIMITED

We have audited the attached Balance Sheet of **PUSHKAR BANIJYA LTD.** as at 31st March, 2012 and also the statement of Profit & Loss and the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

1. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting policies used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
2. As required by the Companies (Auditor's Report) Order, 2003 (as amended) issued by the Central Government in terms of sub-section (4A) of Section 227 of the Companies Act, 1956 and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
3. Further to our comments in the annexure referred to in paragraph (3) above we report that :
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b) In our opinion, proper Books of Account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The said Balance Sheet, statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account.
 - d) In our opinion, the said Balance Sheet, statement of Profit and Loss and the Cash Flow Statement of the Company comply with the mandatory Accounting Standards excepting *Accounting Standard – 15 "Employee Benefits"*, referred to in Sub-section (3C) of Section 211 of the Companies Act, 1956.
 - e) On the basis of the written representations received from the directors as on 31st March, 2012 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2012 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;
 - f) In our opinion and to the best of our information and according to the explanations given to us, the said financial statements of account subject to our observation in para (d) above and read with the summary of Significant Accounting Policies and Notes thereon give the information required by the Companies Act, 1956 (as amended) in the manner so required and give a true and fair view :
 - i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2012;
 - ii) in the case of the statement of Profit and Loss, of the Profit of the Company for the year ended on that date; and
 - iii) in the case of Cash Flow Statement of the cash flows for the year ended on that date.

For **S JAYKISHAN, Chartered Accountants**
FRN No. 309005E

(Y. Gupta), Partner
Mem. No. 060539
12 HO CHI MINH SARANI
KOLKATA 700071

Dated : The 30th day of April, 2012

PUSHKAR BANIJYA LIMITED

ANNEXURE REFERRED TO IN OUR REPORT OF EVEN DATE TO THE MEMBERS OF PUSHKAR BANIJYA LIMITED ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012.

- i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) According to the information and explanation given to us, the management during the year has physically verified the fixed assets and no material discrepancies were noticed on such verification as compared to the available records. In our opinion, the frequency of such verification is reasonable having regard to size of the Company and nature of its business.
- (c) According to the information and explanation given to us, the Company has not disposed off any of its fixed assets during the year.
- ii) (a) As per information furnished to us, the inventories of shares held in electronically demat form have been verified by the management during the year at reasonable intervals with the available statements received from the depositories.
- (b) The procedure of the verification of Inventory followed by the management are reasonable and adequate in relation to the size of the Company and nature of its business.
- (c) The Company is maintaining proper record of the Inventory and no material discrepancies were noticed on verification thereof.
- iii) (a) The Company has not granted any loans, secured or unsecured to Companies, firms and other parties mentioned in the register maintained under section 301 of the Companies Act, 1956. Accordingly, the provisions of clause (iii) (b), (iii) (c) and (iii) (d) of para 4 of the order are not applicable to the Company.
- (b) The company has not taken any loans, secured or unsecured from Companies, firms, or other parties covered in the register maintained under section 301 of the act. Accordingly, the provisions of clause (iii) (f) and (iii) (g) of the para 4 of the order are not applicable to the company.
- iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of business for the purchase of shares, securities and fixed assets and for the sale of shares and securities. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal control system.
- v) On the basis of the audit procedures performed by us, and according to the information and explanations given to us, we have not come across any transactions required to be entered in the register maintained u/s 301 of the said Act.
- vi) In our opinion and according to the information and explanation given to us, the Company has not accepted any deposit during the year from the public within the meaning of the provisions of Section 58A and 58AA of the Companies Act, 1956 and the Rules framed there under.
- vii) The Company has no formal internal audit system, however in our opinion, existing internal control procedures involves reasonable internal checking of the financial records, which is considered commensurate with its size and nature of business.
- viii) Maintenance of cost records under section 209(1)(d) of the Companies Act, 1956 as prescribed by the Central Government is not applicable as Company is not engaged in any production activity.

PUSHKAR BANIJYA LIMITED

- ix) (a) According to the records of the Company and the information and explanations given to us, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Income Tax and any other statutory dues applicable to it.
- (b) There were no arrears of undisputed Statutory dues payable for a period of more than six months as on 31st March 2012.
- (c) There were no disputed Statutory dues payable as on 31st March 2012.
- x) The Company has no accumulated losses as at 31st March, 2012. It has not incurred cash losses during the financial year ended on that date.
- xi) The Company has not taken any loans from banks and financial institutions. Hence, Clause No. (xi) of the order is not required to be reported.
- xii) Based on our examination of documents and records and according to the information & explanations given to us, the Company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures and other securities.
- xiii) Clause 4(xiii) of the Order is not applicable to the Company, as the Company is not a chit fund Company or nidhi / mutual benefit fund / society.
- xiv) In our opinion and according to the information and explanations given to us, the Company has maintained proper records in respect of transactions and contracts of shares and securities dealt in and timely entries have been made therein. The shares and securities have been held by the Company in its own name.
- xv) In our opinion and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from Banks and Financial Institutions.
- xvi) In our opinion and according to the information and explanations given to us, the Company has not taken any term loan during the year. According to the provision of Clause 4(xvi) of the Order is not applicable to the Company.
- xvii) Clause No 4(xvii) of the order is not applicable to the company, as the company has not raised any funds during the year.
- xviii) The Company has not made allotment of equity shares during the year hence Clause 4(xviii) of the order is not applicable to the Company.
- xix) No debentures have been issued by the Company. Accordingly, the provision of Clause 4(xix) of the Order is not applicable to the Company.
- xx) Based on the records examined by us, the Company has not raised any money by public issue during the year.
- xxi) During the course of our examination of books of account carried out in accordance with generally accepted practices in India, we have neither come across any incidence of fraud on or by the company nor have we been informed of any such case by the management.

For S JAYKISHAN
Chartered Accountants
FRN No. 309005E
(Y. Gupta)
Partner
Mem. No. 060539

Dated : The 30th day of April, 2012

12 HO CHI MINH SARANI
KOLKATA 700071

PUSHKAR BANIJYA LIMITED**BALANCE SHEET AS AT 31ST MARCH, 2012**

| | NOTES NO. | As at 31st March, 2012 Rs. | As at 31st March, 2011 Rs. |
|---|-----------|----------------------------------|----------------------------------|
| I | | | |
| <u>EQUITY AND LIABILITIES</u> | | | |
| (1) <u>SHAREHOLDERS' FUNDS</u> | | | |
| (a) Share Capital | 2 | 49,790,000 | 49,790,000 |
| (b) Reserves & Surplus | 3 | 370,143,248 | 369,162,667 |
| | | <u>419,933,248</u> | <u>418,952,667</u> |
| (2) <u>NON-CURRENT LIABILITIES</u> | | | |
| (a) Deferred Tax Liabilities | 4 | 36,530 | 22,977 |
| | | <u>36,530</u> | <u>22,977</u> |
| (3) <u>CURRENT LIABILITIES</u> | | | |
| (a) Other Current Liabilities | 5 | 42,359 | 44,120 |
| (b) Short Term Provisions | 6 | 865,332 | 40,050 |
| | | <u>907,691</u> | <u>84,170</u> |
| | | <u>420,877,469</u> | <u>419,059,814</u> |
| II | | | |
| <u>ASSETS</u> | | | |
| (1) <u>NON-CURRENT ASSETS</u> | | | |
| (a) Fixed Assets | | | |
| Tangible assets | 7 | 963,074 | 988,518 |
| (b) Long Term Loans and Advances | 8 | 2,320 | 2,320 |
| | | <u>965,394</u> | <u>990,838</u> |
| (2) <u>CURRENT ASSETS</u> | | | |
| (a) Inventories | 9 | 68,378,806 | 86,739,238 |
| (b) Cash and Bank Balances | 10 | 5,174,655 | 1,967,100 |
| (c) Short Term Loans and Advances | 11 | 346,358,615 | 329,362,639 |
| | | <u>419,912,076</u> | <u>418,068,977</u> |
| TOTAL | | <u>420,877,469</u> | <u>419,059,814</u> |

**SUMMARY OF SIGNIFICANT
ACCOUNTING POLICIES**

1

The accompanying notes form an integral part of the Financial Statements

As per our report attached of even date

CA Y. GUPTA

Partner

Member No. 060539

For and on behalf of

S JAYKISHAN

Chartered Accountants

(FRN : 309005E)

For and on behalf of the Board

Pawan Kumar Chandak Managing Director**Vidya Chandak** Director**Pankaj Jindal** Chief Executive Officer

Place : Kolkata

Dated : 30th April, 2012

PUSHKAR BANIJYA LIMITED

STATEMENT OF PROFIT & LOSS ACCOUNT

FOR THE YEAR ENDED 31ST MARCH, 2013

| | NOTES NO. | Year ended 31st March, 2012 | Year ended 31st March, 2011 |
|---|-----------|--------------------------------|--------------------------------|
| | Rs. | Rs. | |
| I INCOME: | | | |
| REVENUE FROM OPERATIONS | 12 | 19,454,200 | 141,925,332 |
| OTHER INCOME | 13 | 2,225,445 | 2,018,947 |
| TOTAL REVENUE | | 21,679,645 | 143,944,279 |
| II EXPENSES: | | | |
| PURCHASES | | | 94,720,843 |
| CHANGES IN INVENTORIES | 14 | 18,360,432 | 44,927,484 |
| EMPLOYEE BENEFITS EXPENSES | 15 | 719,583 | 575,829 |
| DEPRECIATION AND AMORTIZATION EXPENSE | | 59,644 | 61,785 |
| OTHER EXPENSES | 16 | 1,352,878 | 501,817 |
| TOTAL EXPENSES | | 20,492,538 | 140,787,758 |
| PROFIT/(LOSS) BEFORE EXCEPTIONAL ITEMS & TAXES | | 1,187,107 | 3,156,521 |
| LESS : Exceptional Items(Refer Note No 17) | | 191,173 | 1,500,000 |
| PROFIT/(LOSS) BEFORE TAX | | 995,934 | 1,656,521 |
| CURRENT TAX | | 1,800 | 5,543 |
| EARLIER YEARS TAX | | - | 1,776,426 |
| DEFERRED TAX | | 13,553 | 21,525 |
| FBT FOR EARLIER YEARS | | - | 3,798 |
| TOTAL TAX EXPENSES | | 15,353 | 1,807,292 |
| PROFIT/(LOSS) FOR THE YEAR FROM CONTINUING OPERATIONS | | 980,581 | (150,771) |
| EARNING PER EQUITY SHARE (NOMINAL VALUE OF SHARE Rs. 10/-) | | | |
| BASIC | | 0.20 | (0.03) |
| DILUTED | | 0.20 | (0.03) |

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

1

The accompanying notes form an integral part of the Financial Statements

As per our report attached of even date

CA Y. GUPTA

Partner

Member No. 060539

For and on behalf of

S JAYKISHAN

Chartered Accountants

(FRN : 309005E)

For and on behalf of the Board

Pawan Kumar Chandak Managing Director

Vidya Chandak Director

Pankaj Jindal Chief Executive Officer

Place : Kolkata

Dated : 30th April, 2012

PUSHKAR BANIJYA LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2012

| | <i>CURRENT YEAR</i> | | <i>PREVIOUS YEAR</i> | |
|---|---------------------|---------------|----------------------|---------------|
| | <i>Amount</i> | <i>Amount</i> | <i>Amount</i> | <i>Amount</i> |
| A. CASH FLOW FROM OPERATING ACTIVITIES | | | | |
| Profit before tax from continuing operations | | 332,107 | | 3,156,521 |
| Add: Provision against standard assets | | 855,000 | | - |
| Profit before tax | | 1,187,107 | | 3,156,521 |
| Non-Cash Adjustment to reconcile profit before tax to net cash flows | | | | |
| Depreciation | 59,644 | | 61,785 | |
| Tax Provision | (1,800) | | (5,543) | |
| Prior Period Adjustments | - | | - | |
| | | 57,844 | | 56,242 |
| Operating Profit before Working Capital Changes | | 1,244,952 | | 3,212,762 |
| Movements in Working Capital : | | | | |
| (Increase)/Decrease in Stock in Trade | 18,360,432 | | 44,927,484 | |
| (Increase)/Decrease in Short Term Loans & advances | (16,995,976) | | (43,336,264) | |
| (Increase)/Decrease in Trade Receivables | - | | - | |
| Increase/(Decrease) in Trade & Other Payables | 823,521 | | (29,328) | |
| | | 2,187,977 | | 1,561,892 |
| Cash generated from operations | | 3,432,929 | | 4,774,655 |
| Before Exceptional items | | (191,173) | | (1,500,000) |
| Less: Exceptional Item | | - | | (1,780,224) |
| Cash generated from Operations | | 3,241,756 | | 3,274,655 |
| Less: Income Tax Paid | | - | | (1,780,224) |
| Net Cash from Operating Activities(A) | | 3,241,756 | | 1,494,431 |
| B. CASH FLOW FROM INVESTING ACTIVITIES | | | | |
| Purchase of Fixed Assets | (34,200) | | (1,012,703) | |
| Net Cash used in Investing Activities (B) | | (34,200) | | (1,012,703) |
| C. CASH FLOW FROM FINANCING ACTIVITIES | | | | |
| Net Cash from Financing Activities (C) | | - | | - |
| Net Increase/(Decrease) in Cash/Cash Equivalents (A+B+C) | | 3,207,556 | | 481,728 |
| Cash & Cash Equivalents at the beginning of the year | | 1,967,100 | | 1,485,372 |
| Cash & Cash Equivalents at the end of the year | | 5,174,655 | | 1,967,100 |

Notes:

- The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard- 3 on 'Cash Flow Statement' notified by the Companies (Accounting Standards) Rules, 2006.
- Cash and Cash equivalents include cash and bank balances on current.
- Figures in brackets indicate cash outflows.

AUDITOR'S CERTIFICATE

We have examined the above cash flow statement of M/s. Pushkar Banijya Limited for the year ended 31st March, 2012. The statement has been prepared by the company in accordance with the requirements of Clause 32 of the listing agreement with stock exchange and is based on and in agreement with the corresponding statement of Profit and Loss and Balance Sheet of the company covered by our Report of even date to the members of the company.

As per our report attached of even date
for S.Jaykishan
Chartered Accountants
Firm's Registration Number : 309005E

PAWAN KUMAR CHANDAK
(MANAGING DIRECTOR)

CA Y GUPTA
Partner
Membership No: 060539
Place : Kolkata
Date : 30/04/2012.

VIDYA CHANDAK
(DIRECTOR)

PANKAJ JINDAL
(CHIEF EXECUTIVE OFFICER)

PUSHKAR BANIJYA LIMITED

SUMMARY OF THE SIGNIFICANT ACCOUNTING POLICIES FOR THE YEAR ENDED 31/03/2012

NOTE

1 BASIS OF ACCOUNTING

General:

- a. The financial statements are prepared in accordance with Generally Accepted Accounting Principles (Indian GAAP) under the historical cost convention on accrual basis and on principles of going concern. The accounting policies are consistently applied by the Company.
- b. The financial statements are prepared to comply in all material respects with the accounting standards notified by the Companies (Accounting Standards) Rules, 2006 and the relevant provisions of the Companies Act, 1956.

c. Revenue Items

Items of Income and Expenses are accounted for on the accrual basis.

2. REVENUE RECOGNITION

Sale of shares etc. is accounted for as and when the transaction takes place. Dividend is accounted for in the year of receipt. Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate receivable.

3. Contingent Liabilities

Contingent liabilities, if any not provided for, are disclosed by way of notes to the accounts.

4. Fixed Assets

- a. Fixed Assets are stated at cost, less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.
- b. Depreciation on Fixed Assets has been provided on Written Down Value Method at the rates and in the manner prescribed in Schedule-XIV of the Companies Act, 1956.
- c. The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the higher of the asset's net selling price and value in use, which is determined by the present value of the estimated future cash flow.

5. Inventories:

The inventories are valued at lower of cost and market value in case of quoted shares and securities and at cost in case of unquoted shares and securities.

6. Taxation:

Provision for current tax is made on the basis of the amount of tax payable on taxable income for the year in accordance with Income Tax Act, 1961.

7. Employees Retirement Benefits:

The Company provides for estimated liability for future payment of Gratuity to its eligible employees under the payment of Gratuity Act, 1872 as per the Company's rules. The Company does not have policy for payment of leave encashment.

8. Earnings per share

- a. Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.
- b. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

PUSHKAR BANIJYA LIMITED

NOTES TO AND FORMING AN INTEGRAL PART OF THE FINANCIAL STATEMENTS AS AT 31/03/2012

9. Prudential Norms:

The company follows the Prudential Norms for income recognition, asset classification and provisioning requirement as prescribed by Non-Banking Financial Companies prudential Norms (Reserve Bank of India) Direction 1998.

10. Borrowing Costs

- a. Borrowing costs that are directly attributable to the acquisition of qualifying assets are capitalised for the period until the asset is ready for its intended use. A qualifying asset is an asset that necessarily takes substantial period of time to get ready for its intended use.
- b. Other Borrowing costs are recognised as expense in the period in which they are incurred.

| | | 3/31/2012 | 3/31/2011 |
|---|--|-------------------|-------------------|
| 2. | SHARE CAPITAL: | | |
| | (1) AUTHORISED: | | |
| | 50,00,000 (P.Y. 50,00,000) Equity Shares of Rs.10/-each | 50,000,000 | 50,000,000 |
| | (2) ISSUED, SUBSCRIBED & FULLY PAID UP SHARES | | |
| 49,79,000 (P.Y. 49,79,000) Equity Shares of Rs.10/-each | 49,790,000 | 49,790,000 | |
| | | 49,790,000 | 49,790,000 |

2.1 Reconciliation of equity shares outstanding at the beginning and at the end of the reporting period

| | 3/31/2012 | | 3/31/2011 | |
|--------------------------------|------------------|-------------------|------------------|-------------------|
| | Nos. | Amount | Nos. | Amount |
| At the Beginning of the Period | 4,979,000 | 49,790,000 | 4,979,000 | 49,790,000 |
| Issued During the Period | - | - | - | - |
| At the End of the Period | <u>4,979,000</u> | <u>49,790,000</u> | <u>4,979,000</u> | <u>49,790,000</u> |

2.2 Terms/Rights attached to equity shares

The company has only one class of equity shares having a par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company after distribution of all preferential amount. The distribution will be in proportion to the number of equity shares held by the share holders.

2.3 Details of shareholders holding more than 5% shares in the company

| | 3/31/2012 | | 3/31/2011 | |
|----------------------------|---------------|-----------|---------------|-----------|
| | No. of Shares | % holding | No. of Shares | % holding |
| Pawan Kumar Chandak | 654,655 | 13.15% | 654,655 | 13.15% |
| Madan Lal Chandak | 514,650 | 10.34% | 514,650 | 10.34% |
| Vidya Devi Chandak | 308,750 | 6.20% | 308,750 | 6.20% |

PUSHKAR BANIJYA LIMITED

NOTES TO AND FORMING AN INTEGRAL PART OF THE FINANCIAL STATEMENTS AS AT 31/03/2012

| | <u>As at 31st March, 2012</u> | <u>As at 31st March, 2011</u> |
|--|-----------------------------------|-----------------------------------|
| 3 RESERVE & SURPLUS: | | |
| <u>Statutory Reserves</u> | | |
| At the beginning of the accounting period | 2,734,862 | 2,734,862 |
| Additions during the year | 196,116 | - |
| At the end of the accounting period | <u>2,930,978</u> | <u>2,734,862</u> |
| <u>Securities Premium Account</u> | | |
| At the beginning of the accounting period | 355,500,000 | 355,500,000 |
| Additions during the year | - | - |
| At the end of the accounting period | <u>355,500,000</u> | <u>355,500,000</u> |
| <u>Surplus/(Deficit) in the statement of Profit & Loss</u> | | |
| At the beginning of the accounting period | 10,927,805 | 11,078,577 |
| Profits/(Loss) for the year | 980,581 | (150,772) |
| <u>Allocations and appropriations</u> | | |
| Transfer to/from Statutory reserves u/s 451C of RBI Act | 196,116 | - |
| At the end of the accounting period | <u>11,712,270</u> | <u>10,927,805</u> |
| GRAND TOTAL | <u><u>370,143,248</u></u> | <u><u>369,162,667</u></u> |
| | | |
| 4 DEFERRED TAX LIABILITIES | | |
| <u>Components of Deferred Tax Liability</u> | | |
| Depreciation | 36,530 | 22,977 |
| | <u>36,530</u> | <u>22,977</u> |
| | | |
| 5 Other Current Liabilities | | |
| Audit Fees Payable | 42,359 | 44,120 |
| | <u>42,359</u> | <u>44,120</u> |
| | | |
| 6 SHORT-TERM PROVISIONS | | |
| For Income Tax | 10,332 | 40,050 |
| Provisions against Standard Assets | 855,000 | - |
| | <u>865,332</u> | <u>40,050</u> |

PUSHKAR BANIJYA LIMITED

NOTES TO AND FORMING AN INTEGRAL PART OF THE FINANCIAL STATEMENTS AS AT 31/03/2012

7 FIXED ASSETS

| TANGIBLE ASSETS | | | | |
|---|----------------------------|----------------------------|----------------------------|-----------------------|
| Gross Block | OFFICE PREMISES | OFFICE PREMISES | OTHER COMPUTERS | TOTAL |
| Cost as at 1st April,2010 | - | 47,000 | - | 47,000 |
| Additions | 998,903 | - | 13,800 | 1,012,703 |
| Deduction | - | - | - | - |
| Cost as at 31st March,2011 | <u>998,903</u> | <u>47,000</u> | <u>13,800</u> | <u>1,059,703</u> |
| Additions | - | 34,200 | - | 34,200 |
| Deduction | - | - | - | - |
| Cost as at 31st March, 2012 | <u>998,903</u> | <u>81,200</u> | <u>13,800</u> | <u>1,093,903</u> |
| Depreciation & amortisation | | | | |
| Upto 1st April,2010 | - | 9,400 | - | 9,400 |
| For the year | 46,524 | 15,040 | 221 | 61,785 |
| Deductions | - | - | - | - |
| Adjustments on Change in Depreciation method | - | - | - | - |
| Upto 31st march,2011 | <u>46,524</u> | <u>24,440</u> | <u>221</u> | <u>71,185</u> |
| Upto 1st April,2011 | 46,524 | 24,440 | 221 | 71,185 |
| For the year | 47,619 | 10,137 | 1,889 | 59,644 |
| Deductions | - | - | - | - |
| Adjustments on Change in Depreciation method | - | - | - | - |
| Upto 31st march,2012 | <u>94,143</u> | <u>34,577</u> | <u>2,110</u> | <u>130,829</u> |
| Net Block as at 31.03.2011 | <u><u>952,379</u></u> | <u><u>22,560</u></u> | <u><u>13,579</u></u> | <u><u>988,518</u></u> |
| Net Block as at 31.03.2012 | <u><u>904,760</u></u> | <u><u>46,623</u></u> | <u><u>11,690</u></u> | <u><u>963,074</u></u> |

PUSHKAR BANIJYA LIMITED

NOTES TO AND FORMING AN INTEGRAL PART OF THE FINANCIAL STATEMENTS AS AT 31/03/2012

| | <u>As at 31st March, 2012</u> | <u>As at 31st March, 2011</u> |
|--|-----------------------------------|-----------------------------------|
| 8 LONG TERM LOANS AND ADVANCES: | | |
| (unsecured, considered good) | | |
| Security Deposits | 2,320 | 2,320 |
| | <u>2,320</u> | <u>2,320</u> |
| 9 INVENTORIES | | |
| (As certified by the management) | | |
| Quoted Shares | 68,378,806 | 86,739,238 |
| Total | <u>68,378,806</u> | <u>86,739,238</u> |
| 10 CASH & BANK BALANCES : | | |
| Cash & Cash Equivalentents | | |
| (A)Cash In Hand | 87,174 | 690,460 |
| (C) Balance With Scheduled Banks in: | | |
| Current Accounts: | <u>5,087,481</u> | <u>1,276,640</u> |
| Cash & Cash Equivalentents | <u>5,174,655</u> | <u>1,967,100</u> |
| 11 SHORT TERM LOANS & ADVANCES: | | |
| <u>Advances recoverable in Cash or in Kind :</u> | | |
| Unsecured, Considered Good | 342,000,000 | 325,649,212 |
| <u>TDS</u> | | |
| TDS A.Y 2007 -08 | 156,957 | 156,957 |
| TDS A.Y 2009 -10 | 236,625 | 283,911 |
| TDS A.Y 2010 -11 | 515,741 | 1,687,099 |
| TDS A.Y 2011 -12 | 1,585,460 | 1,585,460 |
| TDS A.Y 2012 -13 | 1,863,832 | - |
| | <u>346,358,615</u> | <u>329,362,639</u> |

PUSHKAR BANIJYA LIMITED

NOTES TO AND FORMING AN INTEGRAL PART OF THE FINANCIAL STATEMENTS AS AT 31/03/2012

| | <u>As at 31st March, 2012</u> | <u>As at 31st March, 2011</u> |
|-------------------------------------|-----------------------------------|-----------------------------------|
| 12 REVENUE FROM OPERATIONS | | |
| Sale Of Products | - | 124,756,901 |
| Interest on Loans & Advances | 19,454,200 | 17,168,431 |
| | <u>19,454,200</u> | <u>141,925,332</u> |
| 13 OTHER INCOME: | | |
| Dividend | 2,165,907 | 1,870,698 |
| Interest on Income Tax refund | 59,538 | 148,249 |
| | <u>2,225,445</u> | <u>2,018,947</u> |
| 14 CHANGES IN INVENTORIES | | |
| Opening Stock | 86,739,238 | 131,666,722 |
| Less: Closing Stock | 68,378,806 | 86,739,238 |
| | <u>18,360,432</u> | <u>44,927,484</u> |
| 15 EMPLOYEE BENEFITS EXPENSE | | |
| Salary,Bonus & Allowances | 691,295 | 549,656 |
| Medical & Welfare Expenses | 26,288 | 26,173 |
| Professional Tax Expense | 2,000 | - |
| | <u>719,583</u> | <u>575,829</u> |

PUSHKAR BANIJYA LIMITED

NOTES TO AND FORMING AN INTEGRAL PART OF THE FINANCIAL STATEMENTS AS AT 31/03/2012

| | As at 31st March, 2012 | As at 31st March, 2011 |
|--|-----------------------------------|-----------------------------------|
| 16 OTHER EXPENSES: | | |
| Travelling and Conveyance | 57,397 | 96,718 |
| Postage and Telegram | 2,528 | 574 |
| Telephone Charges | 27,982 | 30,248 |
| Payment To The Auditors (Refer Details Below) | 42,359 | 37,284 |
| Rates & Taxes | 12,356 | 11,500 |
| General Expenses | 55,022 | 125,055 |
| Office Maintenance Expenses | 47,137 | 40,700 |
| Legal fees | 107,107 | 25,000 |
| Accounting Charges | 25,000 | 25,000 |
| Printing and Stationery | 12,766 | 29,734 |
| Professional fees | 11,000 | 23,500 |
| Bank Charges | 138 | 175 |
| Fees to Stock Exchnage | 52,249 | 19,700 |
| Compliance fees | 2,000 | 2,000 |
| Demat Expenses | - | 2,353 |
| Filing fees | 1,530 | 1,500 |
| Share Transfer Registrar fees | - | 11,308 |
| TDS written off | 19,011 | 1,553 |
| Books & Periodicals | 4,451 | - |
| Provision against Standard Assets | 855,000 | - |
| Advertisement and Publicity | 17,845 | 15,547 |
| Future & Option loss | - | 2,368 |
| | 1,352,878 | 501,817 |
| 16.1 Payment To The Auditors As | | |
| Audit Fee | 16,545 | 16,545 |
| Tax Audit | 5,515 | 5,515 |
| Limited Review | 8,274 | 8,274 |
| For Other Services | 12,025 | 6,950 |
| Total | 42,359 | 37,284 |

PUSHKAR BANIJYA LIMITED

NOTES TO AND FORMING AN INTEGRAL PART OF THE FINANCIAL STATEMENTS AS AT 31/03/2012

| | 31.03.2012 | 31.03.2011 |
|--------------------------|------------|------------|
| 17 | | |
| EXCEPTIONAL ITEMS | | |
| Bad Debt Written off | 191,173 | 1,500,000 |
| | 191,173 | 1,500,000 |

18 The company has no contingent liabilities as on the balance sheet date.

19 In terms of AS-18 "Related Party Disclosures" issued by ICAI, particulars thereof are not given, as the company does not have any transaction with the related party and their relatives during the year.

20 In the opinion of the board and to the best of their knowledge and belief the realisable value of Current Assets, Loans and Advances in the ordinary course of business, would not be less than the amount at which they are stated. Provisions for all known liabilities have been made in the books of accounts.

21 Earning Per Share(EPS)

| | 31.03.2012 | 31.03.2011 |
|--|------------|------------|
| Net Profit for the year attributable to equity shareholders: | 980,581 | (150,771) |
| Weighted average number of Equity Shares of Rs.10 each outstanding during the period | 4,979,000 | 4,979,000 |
| Number of shares considered as weighted shares and potential shares outstanding for calculation of diluted EPS | 4,979,000 | 4,979,000 |
| Earnings Per Share(Rs.) : | | |
| Basic & Diluted | 0.20 | (0.03) |

22 Deferred Tax

| | 2011-12 | 2010-11 |
|--|---------|---------|
| Components of Deferred Tax Liability | | |
| Difference in carrying amount of fixed assets as per Companies Act, 1956 and as per Income Tax Act | 36,530 | 22,977 |
| Components of Deferred Tax Assets | - | - |
| Net Deferred Tax Liability | 36,530 | 22,977 |

23 Since the company is dealing in only one segment. Thus, Segmental Reporting as required by Accounting Standard 17 issued by ICAI is not applicable.

24 Since none of the employees is entitled to payment of gratuity, no provision has been made in the accounts in this regard

PUSHKAR BANIJYA LIMITED

NOTES TO AND FORMING AN INTEGRAL PART OF THE FINANCIAL STATEMENTS AS AT 31/03/2012

- 25 Additional information as required under PART-II of schedule VI to the companies Act,1956 to the extent relevant are given hereunder

Quantitative Statements of stock-in-trade

| Particulars | As on 31st March,2012 | | As on 31st March,2011 | |
|----------------------|-----------------------|------------|-----------------------|-------------|
| | Qty(No.) | Amount(Rs) | Qty(No.) | Amount(Rs) |
| Opening Stock | | | | |
| Equity Shares | 2,574,219 | 86,739,238 | 2,578,081 | 131,666,722 |
| Purchases | | | | |
| Equity Shares | - | - | 2,183,974 | 94,720,843 |
| Sales | | | | |
| Equity Shares | - | - | 2,187,836 | 124,756,901 |
| Closing Stock | | | | |
| Equity Shares | 2,574,219 | 68,378,806 | 2,574,219 | 86,739,238 |

26. Till the year ended 31 March 2011,the Company was using pre-revised Schedule VI to the Companies Act,1956,for preparation and presentation of its financial statements.During the year ended 31 March 2012,the revised Schedule VI notified under the Companies ACT,1956, has become applicable to the company. The company has reclassified previous year figures to conform to this year's classification. The adoption of revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements. However,it significantly impacts presentation and disclosures made in the financial statements ,particularly presentation of balance sheet.
- 27 Disclosure of details as required by para 9BB of Non-Banking Finance Companies prudential Norms (Reserve Bank) Direction, 1988 is annexed hereto.

In terms of our attached report of even date

CA Y. GUPTA

For and on behalf of the Board

Partner

Member No. 060539

Pawan Kumar Chandak *Managing Director*

For and on behalf of

Vidya Chandak *Director*

S JAYKISHAN

Pankaj Jindal *Chief Executive Officer*

Place : Kolkata

Dated : 30th April, 2012

Chartered Accountants
(FRN : 309005E)

