ANNUAL REPORT

2013-2014

REGD. OFFICE: Office No. 1, 1st Floor, Rangbhavan (Patel House), M. G. Cross Road, Near Bank of Baroda, Vile Parle (East), Mumbai - 400057

CIN: L51900MH1985PLC035669

Email: sofotel@yahoo.com

Tel: 022-26191266

Fax: 022-26191269

NOTICE

NOTICE is hereby given that the 28th Annual General Meeting of the Members of **WHITE HALL COMMERCIAL COMPANY LIMITED** will be held at the Registered Office of the Company at No.1, First Floor, Rangbhavan, M G Cross Road, Near Bank of Baroda, Vile Parle (E), Mumbai – 400 057 on Wednesday, 24th September, 2014 at 2 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 Profit and Loss Account for the year ended on that date along with the Reports of Directors and Auditors thereon
- 2. To appoint the Directors in place of Mr. Rohit Shah and Mr. Yogesh J. Kapadia, who retires by rotation at the ensuing Annual General Meeting and being eligible, offers him for reappointment.
- 3. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.

"RESOLVED THAT M/s. HMA & Associates., Chartered Accountants, [Firm Registration No. 100537W registered with ICAI, retiring Auditors be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of the this Annual General Meeting until the conclusion of the next Annual General Meeting at a remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors, plus out of pocket expenses incurred in connection with Audit of the accounts of the Company for the financial year 2014-15."

FOR AND ON BEHALF OF THE BOARD

Place: Mumbai

Dated: 27th May, 2014

YOGESH KAPADIA DIRECTOR ROHIT SHAH DIRECTOR

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and a 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. Proxies, in order to be effective, must be received at the Company's Registered Office not later than 48 (forty eight) hours before the time fixed for the holding the meeting.
- 3. The Register of Members and Share Transfer Books shall remain closed from 18th September, 2014 to 24th September, 2014 (both days inclusive).
- 4. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their queries to the Compliance Officer of the Company, so as to reach the Registered Office of the Company at least seven days before the date of the meeting, to enable the Company to make available the required information at the meeting to the extent possible.
- 5. Members are requested to bring their copy of Annual Report to the meeting.
- 6. Members are requested to bring the Attendance slip sent herewith duly filled for attending the meeting.

Details of Directors seeking Appointment / Re-Appointment at the forthcoming Annual General Meeting:

Name of the Director	Mr. Rohit Shah	Mr. Yogesh	J.	Mr. Dharmendra
		Kapadia		J. Mehta
Date of Birth	11/11/1958	25/10/1957		24/02/1968
Date of appointment	16/04/1990	16/04/2010		16/04/2010
Director Identification	00217271	00216556		03047265
Number				

~	B.E. CIVIL	B. Com., Inter C.A.	B. Com.
Expertise List of other Companies in which he holds Directorship	1) Hightide Investments Private Limited 2) Blackhill Investments Private Limited 3) Greypoint Investments Private Limited 4) Vision Management Services Pvt. Ltd. 5) Robust Marketing Services Private Limited 6) Pristine Property Management Private Limited 7) Mahadhan Investments & Finance Private Limited 8) Vittakshem Insurance And Financial Services Private Limited 9) Signassure Services (India) Private Limited 10) Sandhya Commercial Ltd. 11) Priyank Mercantile Limited	Solutions Private Limited 3) Sheffly Investments Private Limited 4) Robust Marketing Services Private Limited 5) Sandhya Commercial Ltd. 6) Priyank Mercantile Limited	N.A.

	12) Performance		
	Chemiserve		
	Private Limited		
Chairman/ member of	N.A	N.A	N.A
Committees of the	,		
board of the other			
Companies in which he			
is director as on			
31/03/2010			
Equity Share held in	76050	8600	N.A
the Company			

FOR AND ON BEHALF OF THE BOARD

Place: Mumbai

Dated: 27th May, 2014

YOGESH KAPADIA DIRECTOR ROHIT SHAH DIRECTOR

REGD. OFFICE: Office No. 1, 1st Floor, Rangbhavan (Patel House), M. G. Cross Road, Near Bank of Baroda, Vile Parle (East), Mumbai - 400057.

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DIRECTORS' REPORT

To, THE MEMBERS OF WHITE HALL COMMERCIAL COMPANY LTD.

Your Directors have pleasure in presenting their 28th Annual Report, together with the Audited Accounts of the Company for the year ended 31st March, 2014.

FINANCIAL RESULTS:

(Amount in Rupees		
Particulars	Current Year	Previous Year
Total Revenue (Including Other Income)	-	4,20,000
Total Expenses	5,07,960	11,55,261
Loss Before Tax	5,07,960	7,35,261
Less : Current Tax	-	<u> </u>
Deferred Tax	1,64,808	2,38,701
Loss for the period	3,43,152	4,96,560
Add : Surplus brought forward	14,34,199	19,30,759
Surplus carried to Balance Sheet	10,91,047	14,34,199

DIVIDEND:

Directors do not recommend any equity dividend at the Annual General Meeting.

DIRECTORS:

Shri Rohit P. Shah, Director & Shri Yogesh J. Kapadia, Director, retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

None of the Directors are disqualified from being appointed as Directors as specified in terms of Section 274(1) (g) of the Companies Act, 1956.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Sec. 217 (2AA) of The Companies (Amendment) Act, 2000, the Directors to the best of their knowledge and belief confirm that

- 1. In the preparation of the annual accounts, the applicable accounting standards have been followed;
- 2. Appropriate accounting policies have been selected and applied consistently, and have 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 as at 31st March, 2014 and of the Loss of the Company for the year ended on 31st March, 2014;
- 3. Proper and sufficient care has been taken for the maintenance of the 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;
- 4. The annual accounts have been prepared on going concern basis.

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: 2:

AUDITORS:

The M/s. HMA & Associates, Chartered Accountants, appointed as the Auditors of the Company, retire at the conclusion of the ensuing Annual General Meeting but being eligible, offer themselves for reappointment. In this connection, the Company has received the requisite certificate U/S. 224 (IB) of the Companies Act, 1956.

AUDITORS' REPORT:

The observations made by the Auditors of the Company in their report read with relevant notes as given in the Notes to the Accounts for the year ended 31st March, 2014 are selfexplanatory and therefore do not call for any further comments under Section 217(3) of the Companies Act, 1956.

FIXED DEPOSITS:

During the year, the Company has not accepted any deposits from the public except from the exempted categories.

CONSERVATION OF ENERGY, RESEARCH & DEVELOPMENT, **TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:**

As the company has not carried out any manufacturing activities, prescribed information regarding compliance of rules relating to conservation of energy, technology absorption and foreign exchange earnings and outgo are not applicable to the Company.

EMPLOYEES:

None of the employees are in receipt of remuneration exceeding the limits prescribed u/s.217 (2A) of the companies Act, 1956 and rules made thereunder, during the year.

SECRETARIAL COMPLIANCE CERTIFICATE:

Pursuant to the proviso to Section 383A(1) of the Companies Act, 1956 read with the Companies (Compliance Certificate) Rules 2001, Secretarial Compliance Certificate from M/s Rathi & Associates, Company Secretaries in Whole-time Practice, is attached to the Report.

ACKNOWLEDGEMENTS:

The Directors greatly value the support and co-operation received during the year from the Company's Bankers, Statutory Authorities and all organisations connected with its business. The Directors also take pleasure in commending the valuable contributions made by the Company's employees at all levels during the year under review.

FOR AND ON BEHALF OF THE BOARD

Place: Mumbai

Dated: 27th May, 2014

Rohit P. Shah

Director

Yogesh J. Kapadia

Director



Head Off.: 1, Runwal Pratishtha, 1202/27, Shivajinagar, Apte Road, Behind Santosh Bakery, Pune 411 004.

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■ Branch Offices: PUNE, THANE, NASIK

INDEPENDENT AUDITOR'S REPORT

To the Members of Whitehall Commercial Company Ltd.

Report on the Financial Statements

We have audited the accompanying financial statements of Whitehall Commercial Company Ltd, which comprise the Balance Sheet as at 31st March 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 (the Act) read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March 2014;
- (b) In the case of the Statement of Profit and Loss, of the profit/ loss for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date



Report on Other Legal and Regulatory Requirements

- 1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
- 2. As required by section 227(3) of the Act, we report that:
 - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books {and proper returns adequate for the purposes of our audit have been received from branches not visited by us}
 - c. the Balance Sheet, Statement of Profit and Loss and Cash flow Statement dealt with by this Report are in agreement with the books of account [and with the returns received from branches not visited by us]
 - d. in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards notified under the Act read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013.
 - e. On the basis of written representations received from the directors as on 31st March 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956

For HMA & Associates Chartered Accountants

Anand B. Jòshi Partner

M. No. 113805 FRN – 100537W

Place : Pune

Date : 27th May 2014



Head Off.: 1, Runwal Pratishtha, 1202/27, Shivajinagar, Apte Road, Behind Santosh Bakery, Pune 411 004.

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ANNEXURE TO INDEPENDENT AUDITORS' REPORT

Referred to in Paragraph 1 under the heading of "Report on other legal & regulatory requirements" of our report of even date.

Re: - WHITEHALL COMMERCIAL COMPANY LIMITED (F.Y. 2013-14)

1. Fixed assets -

- The Company has maintained proper record showing full particulars including quantitative details and situation of fixed assets.
- The management, at the end of the year, has physically verified the fixed assets and we have been informed that no material discrepancies were noticed on such verification as compared to book records.
- The Company has not disposed off substantial part of fixed assets during the year & hence the question of its effect on going concern basis does not arise.

2. Inventory –

- The company does not have any stock of raw materials, work in progress, finished goods, stores & spares and hence the question of frequency of verification does not arise.
- The company does not have any stock of raw materials, work in progress, finished goods, stores & spares and hence the question of reasonableness and adequacy of procedures of physical verification of inventory followed by the management in relation to size of Company & nature of its business does not arise.
- The company does not have any stock of raw materials, work in progress, finished goods, stores & spares and hence the question of proper maintenance of records of the inventory does not arise.

3. <u>Loans</u> –

A. Loans granted – Unsecured loans have been granted to Companies, firms or other parties listed in the register maintained u/s 301 of Companies Act 1956. Our comments on following matters are as follows (figures in the bracket are pertaining to previous year) –



- Number of parties & amount involved in the transactions 1 & ₹ 6,56,150/-. (1 and ₹ 6,56,150/-)
- Whether the rate of interest & other terms & conditions are prima facie prejudicial to the interest of the Company – No.
- Whether receipt of principal & interest is regular Principal outstanding Nil, Interest outstanding ₹ 6,56,150/-. (Nil & ₹ 6,56,150/-)
- In case overdue amount is more than Rs. 1 lakh, whether reasonable steps have been taken
 by the Company for recovery of principal & interest. No documentation available for
 recovery of Interest.
- B. Loans taken Unsecured loans have been taken from Companies, firms or other parties listed in the register maintained u/s 301 of Companies Act 1956. Our comments on following matters are as follows (figures in the bracket are pertaining to previous year)
 - Number of parties & amount involved in the transactions 1 & ₹ 5,49,192/- (Previous year 1 & ₹ 5,49,192/-)
 - Whether the rate of interest & other terms & conditions are prima facie prejudicial to the interest of the Company – No.
 - Whether payment of principal & interest is regular –
 Principal outstanding ₹ 5,00,000/- & Interest outstanding ₹ 49,192/- (net)
 (Previous year ₹ 5,00,000/- & ₹ 49,192/-)
- 4. <u>Internal control system</u> In our opinion & according to the information & explanations given to us, there is an adequate internal control system commensurate with the size of the Company & nature of its business with regard to purchase of inventory, & fixed assets & for sale of goods & services. In our opinion & according to the information & explanations given to us, there is no continuing failure to correct major weaknesses in the internal control system.

5. Contracts with interested parties -

- There were contracts or arrangements that need to be entered into a register in pursuance of Section 301 of the Companies Act.
- In our opinion, the prices at which such contracts or arrangements have been entered are reasonable having regard to prevailing market prices at the relevant time.

- 6. Deposits The Company has not accepted any deposits from the public. Hence our comments on compliance of the directives of Reserve Bank of India, provisions of Sec.58A & 58AA or any other relevant provisions of the Act & the rules framed there under are not required. The nature of contravention is not applicable. No order has been passed by Company Law Board, or National Company Law Tribunal or Reserve Bank of India or any court or any other Tribunal requiring any compliance.
- 7. <u>Internal audit system</u> The Company is required to have internal audit system commensurate with its size & nature of its business since the Company is listed on Stock Exchange. The internal audit function is carried by the Company without appointing an external agency but is commensurate with the size of the company & nature of its business.
- 8. Cost records The Company is not required to maintain cost records pursuant to the Companies (Cost Accounting Records) Rules 2011 prescribed by Central Government u/s 209(1) (d) of Companies Act 1956

9. Statutory dues -

- According to the information & explanations given to us, Company is regular in depositing
 undisputed statutory dues including Provident Fund, Investor Education and Protection
 Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom
 Duty, Excise Duty, Cess and any other statutory dues with appropriate authority. No such
 undisputed dues were outstanding as at the last day of financial year for a period of more
 than six months from due date.
- No such dues were outstanding on account of any dispute pending with any forum.
- 10. Net worth & losses The Company was registered on 19th March, 1985. Hence the Company is registered for a period more than five years. Its accumulated losses at the end of financial year are Nil, i.e. not more than 50% of its net worth & has incurred cash loss of ₹ 5,07,228/- during the financial year & cash loss of ₹ 7,34,223/- in the immediately preceding financial year.
- 11. <u>Defaults in repayment</u> The Company has not defaulted in repayment of dues to a Bank or financial institution or debenture holders. Hence it is not necessary to report the period & amount of such default.

- 12. <u>Loans against pledge of securities</u> The Company has not granted loans or advances against the security of pledge of shares, debentures or other securities. Hence our comments on the adequacy of documents & records, or the deficiencies therein are not required.
- 13. Nidhi/Chit fund The Company is not a chit fund or nidhi/mutual benefit fund/society. Hence our comments on compliance of any special statute, ratio greater than 1:20 of net own funds to deposit liability, compliance of prudential norms on income recognition & provisioning, adequacy of procedures for appraisal of credit proposal & repayment schedule based on repayment capacity of the borrower are not required.
- 14. Share/Security trading The Company is not dealing or trading in shares, securities, debentures and other investments. Hence our comments on maintenance of proper records of the transactions and contracts, and whether timely entries have been made therein; also whether the shares, securities, debentures and other securities have been held by the company, in its own name except to the extent of the exemption, if any, granted under section 49 of the Act are not required.
- 15. <u>Third party guarantee</u> The Company has not given any guarantee for loans taken by others from bank or financial institutions. Hence our comments are not required on whether the terms and conditions are prejudicial to the interest of the Company.
- 16. <u>Utilization of Term loans</u> The company has not obtained any term loans and hence the question of our comment on its application does not arise.
- 17. <u>Utilization of short-term funds</u> Short terms funds raised by the company have not been utilised for long term purposes and vice versa.
- 18. <u>Preferential allotment of shares</u> The Company has not made preferential allotment of shares to parties and companies covered in the Register maintained under section 301 of the Act. Hence our comments on whether the price at which shares have been issued is prejudicial to the interest of the company or not are not attracted.

- 19. <u>Debentures</u> The Company has not issued any debentures. Hence our comments on whether security or charge has been created in respect of debentures issued are not attracted.
- 20. <u>Utilization of funds raised by public issue</u> The Company has not raised funds by way of public issue. Hence our comments on disclosure by the management on the end use of money raised by public issues its verification are not attracted.
- 21. <u>Fraud</u> No fraud on or by the company has been noticed or reported during the year. Hence our comments on the nature of fraud and the amount involved are not required.
- 22. <u>Reasons for qualification</u> The reasons for any of our unfavourable or qualified report/remark are mentioned in the relevant point itself.

For HMA & Associates Chartered Accountants

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Anand D. Joshi

Partner M. No. 113805

FRN - 100537W

Place: Pune

Date : 27th May 2014

BALANCE SHEET AS AT MARCH 31,2014

		As at	As at
	Note	31-Mar-2014	31-Mar-2013
	No.	Amount (₹)	Amount (₹
EQUITY AND LIABILITIES			
[1] SHAREHOLDERS' FUNDS			
a) Share Capital	4	24,90,000	24,90,000
b) Reserves and Surplus	5	10,91,047	14,34,199
		35,81,047	39,24,199
[2] NON-CURRENT LIABILITIES			
a) Long Term Borrowings	6	1,05,00,000	1,05,00,000
b) Deferred Tax Liabilities		-	-
c) Other Long Term Liabilities	7	25,69,192	19,07,692
d) Long Term Provisions		-	
		1,30,69,192	1,24,07,692
[3] CURRENT LIABILITIES			
a) Short Term Borrowings		-	-
b) Trade Payables		-	-
c) Other Current Liabilities	8	2,500	7,35,000
d) Short Term Provisions	9	26,399	32,367
		28,899	7,67,367
TOTAL		1,66,79,138	1,70,99,258
ASSETS		:	
[1] NON CURRENT ASSETS			
(a) Fixed Assets	10	2 777	3 500
i. Tangible Assets	10	2,777	3,509
ii. Intangible Assets		1 00 25 000	1 00 25 000
(b) Non-Current Investments	11	1,00,25,000	1,00,25,000
(c) Deferred Tax Asset	12	15,29,980	13,65,172
(d) Long Term Loans and Advances	13	22,16,000	37,16,000
(e) Other Non-Current Assets	14	14,96,150	10,76,150
[2] CUDDENT ACCETS		1,52,69,907	1,61,85,831
[2] CURRENT ASSETS			
(a) Current Investments		-	-
(b) Inventories		-	-
(c) Trade Receivables	15	14.00.701	4 03 070
(d) Cash and Cash Equivalents	15	14,08,781	4,92,978
(e) Short Term Loans and Advances	4.5	-	4 20 440
(f) Other Current Assets	16	449	4,20,449
TOTAL		14,09,231	9,13,427
TOTAL		1,66,79,138	1,70,99,258
orporate Information & Basis of Preparation	1 - 2		
ummary of significant Accounting Policies	3		
animally of significant Accounting Folicies	3		
.ccompanying Notes are integral part of financial staten			

As Per Our Report of Even Date

For HMA & Associates
Chartered Accountants

Anand Joshi Partner

M.NO. 113805 Place : Pune FRN. 100537W

Date: 27th May 2014

For WHITEHALL COMMERCIAL COMPANY LTD.

Rohit P. Shah Director Yogesh J. Kapadia

Director

Place: Mumbai Date: 27th May 2014

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2014

	Note	As at	As at
	No.	31-Mar-2014	31-Mar-2013
		Amount (₹)	Amount (₹)
Revenue from Operations	19	-	4,20,000
Other Income	i i	-	-
Total Revenue		_	4,20,000
EXPENSES			
Finance Cost	20	3,505	7,35,000
Depriciation & Amortisation Exp.	21	732	1,038
Other Expenses	22	5,03,723	4,19,223
Total Expenses		5,07,960	11,55,261
Profit / (Loss) Before Exceptional &		(5,07,960)	(7,35,261)
Extraordinary Items and Tax			
Exceptional Items		-	-
Profit / (Loss) Before Extraordinary Items and Tax		(5,07,960)	(7,35,261)
Extraordinary Items		-	-
Profit / (Loss) Before Tax		(5,07,960)	(7,35,261)
Tax Expense:			
Current Tax		-	-
Tax Pertaining to Earlier Years		-	-
Deferred Tax		(1,64,808)	(2,38,701)
Profit / (Loss) After Tax for the Year		(3,43,152)	(4,96,560)
Earnings Per Share:			
Basic		(1.38)	(1.99)
Diluted		(1.38)	(1.99)
Corporate Information & Basis of Preparation	1 - 2		
Corporate information & basis of Freparation	1 2		

Accompanying Notes are integral part of financial statements

As Per Our Report of Even Date

For HMA & Associates Chartered Accountants

Anand Joshi

Partner

M.NO. 113805

Place : Pune

FRN. 100537W

Date: 27th May 2014

For WHITEHALL COMMERCIAL COMPANY LTD.

Rohit P. Shah

Yogesh J. Kapadia

Director

Director

Place : Mumbai

Date: 27th May 2014

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2014.

	As at	As at
<u>Particulars</u>	31-Mar-2014	31-Mar-2013
	Amount (₹)	Amount (₹
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit / (Loss) before taxation	(5,07,960)	(7,35,261)
Add: Adjustments for:		
Depreciation for the year	732	1,038
Interest expenses	3,505	7,35,000
Interest income	-	(4,20,000)
Operating profit before working capital changes	(5,03,723)	(4,19,223)
Working Capital Changes		
Decrease / (Increase) in long term Loans & advances	15,00,000	-
Decrease / (Increase) in Other non current assets	(4,20,000)	(4,20,000)
Decrease / (Increase) in Other current assets	4,20,000	20,618
Increase / (Decrease) in other long term liabilities	6,61,500	6,47,692
Increase / (Decrease) in other current liabilities	(7,32,500)	15,342
Increase / (Decrease) in short term provisions	(5,968)	2,756
Cash Flow from Operating Activities Before Tax	9,19,309	(1,52,815)
Less :- Income Tax	-	-
Cash Flow from Operating Activities Before Extra Ordinery Items	9,19,309	(1,52,815)
Extra ordinery Items	-	-
Net cash Flow from Operating Activities After Tax	9,19,309	(1,52,815)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Interest received	-	4,20,000
Net cash used in Investing Activities	-	4,20,000
C. CASH FLOW FROM FINANCING ACTIVITIES		
Increase / (Decrease) in Long term borrowings	-	-
Interest Paid	(3,505)	(7,35,000)
Net cash used from Financing Activities	(3,505)	(7,35,000)
Net (Decrease) / Increase in cash & cash equivalents	9,15,804	(4,67,815)
Cash & Cash equivalent at the end of the financial year	14,08,781	4,92,978
Less: Cash & Cash equivalent at the beginning of the financial year	4,92,978	9,60,793
Net (Decrease) / Increase in cash & cash equivalents	9,15,804	(4,67,815)

Note: Cash & Cash Equivalent includes Cash & Bank Balances.

As Per Our Report of Even Date

For HMA & Associates

Chartered Accountants

Anand Joshi

Partner

M.NO. 113805

Place : Pune

FRN. 100537W

Date: 27th May 2014

For WHITEHALL COMMERCIAL COMPANY LTD.

Rohit P. Shah

Director

Place : Mumbai

Yogesh J. Kapadia

Director

Date: 27th May 2014

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31/03/2014

1. Corporate Information: -

Whitehall Commercial Company Limited is a Public Limited company engaged in Finance and Investment activities.

2. Basis of Preparation: -

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956.

During the year ended 31st March 2014, the revised Schedule VI notified under Companies Act, 1956 has become applicable to the company for preparation and presentation of its financial statements. The adoption of revised schedule VI does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on the presentation and disclosures made in the financial statements. The company has reclassified previous year figures in accordance with the requirements applicable in the current year.

3. Significant Accounting Policies: -

a) Basis of Accounting :-

Financial statements are prepared under historical cost convention on accrual basis in accordance with the requirements of Companies Act 1956 except otherwise stated. Accounts are prepared on going concern basis.

b) Use of Estimates :-

The preparation of financial statements requires the management of the Company to make an estimate & assumptions that affect the reported balances of Assets & Liabilities and disclosure relating to Contingent liabilities as at the date of financial statements & reported amounts of Income & Expenses during the year. The estimates are based on management's best knowledge of current events and actions. However, due to uncertainty of the assumptions and estimates the carrying amounts of the assets & liabilities may require material adjustment in future periods.

c) Revenue Recognition:-

Revenue is recognised to the extent it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. Sale of goods and services are recognized net of duties & taxes. Expenditure & income are accounted on accrual basis including provisions/adjustments for committed obligations & amounts determined payable or receivable during the year except for Leave Encashment.

d) Tangible Fixed assets :-

Tangible Fixed assets are stated at cost less depreciation less impairment losses. Cost comprises purchase price, capitalised borrowing cost and subsequent expenditure if it increases the future benefits from the existing asset. In case of derecognition of Tangible Fixed Asset, the difference between the carrying amount and disposal proceeds is accounted as gain / loss in the Statement of Profit & Loss.

e) Depreciation on Tangible Fixed Assets :-

Depreciation on Tangible Fixed Assets has been provided on WDV method at the rates & in the manner prescribed in Schedule XIV of Companies Act 1956

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31/03/2014

f) Impairment of Tangible & Intangible Assets :-

The company assesses at each reporting date an indication about impairment of an asset. If any indication exists, the company estimates the asset's recoverable amount. The recoverable amount is determined for individual asset. The recoverable amount is higher of the selling price & value in use of the asset. The value in use is estimated on the basis of estimated future cash flows for next 5 years discounted to the present value by using pre-tax discount rate that reflects time value of the money and the risk specific to the asset. Where the carrying amount of the asset exceeds the recoverable amount, the asset is considered to be impaired & is written down to its recoverable value.

Impairment losses are recognised in the Statement of Profit & Loss and the depreciation is provided on the revised carrying amount of the asset after impairment. If the previously recognised impairment losses do not exist or have decreased, the same are reversed and the reversible is limited so that carrying amount does not exceed the recoverable amount.

g) Investments:-

Investments which are readily realisable and intended to be held for not more than 1 year from the date on which such investments are made are classified as current investments. All other investments are classified as Long-term Investments. On initial recognition, all investments are measured at cost. The cost comprises Purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the financial statements at lower of cost or fair value determined on an individual invesment basis. Long term investments are carried at cost. However, provision for diminution in value is made to recognise a decline other than temporary in the value of investments. On disposal of investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss.

h) Current Assets, Loans & advances :-

Current Assets, Loans and Advances are approximately of the value stated, if realized in the ordinary course of business.

i) Retirement and other employee benefits:-

Employee benefits like provident fund, gratuity are not applicable to the company and hence no provision has been made in the accounts. Leave encashment is not provided in the books of accounts but is charged to the Statement of Profit and Loss on payment basis.

j) Taxes on Income :-

Provision for current Income Tax is determined in accordance with the provisions of Income Tax Act 1961. Minimum Alternate Tax (MAT) paid / provided in the year is charged to the Statement of Profit and Loss as current Tax. Deferred Tax — subject to materiality — is recognized on timing differences, being the difference between the taxable income & the accounting income that originate in one period & are capable of reversal in one or more subsequent periods. Deferred tax asset is recognized & carried forward only to the extent that there is a virtual certainty that the asset will be realized in future

k) Provisions, Contingent Liabilities & Commitments and Contingent assets:-

Provisions in respect of present obligations arising out of past events are made in accounts when reliable estimates can be made of the amounts of obligations. Provisions are not discounted to their present value and reviewed at each reporting date. Contingent liabilities & commitments are not accounted but disclosed separately. Contingent assets are neither accounted nor disclosed in the financial statements.

l) Earnings per share :-

The earnings considered in ascertaining the Company's earnings per share are net profit after tax. The number of shares is considered on weighted average basis. For the purpose of calculating dilutive EPS, the net profit attributable to equity shareholders and weighted average number of shares are adjusted for the effect of Dilutive Potential Equity shares.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31/03/2014

4.	SHARE CAPITAL	31-Mar-2014 31-Mar-2013
4.	SHAKE CAPITAL	Amount (₹) Amount (₹)
	Authorised: 250000 Equity shares of Rs. 10/- Each	25,00,000 25,00,000
	(Previous year 250000 Equity shares)	25,00,000 25,00,000
	Issued, Subscribed and Paid up: 249000 Equity shares of Rs.10/- each fully paid up. (Previous year 249000 shares)	24,90,000 24,90,000
		24,90,000 24,90,000

a) Reconciliation of the shares outstanding at the beginning and at the end of reporting period

Farriby Change	31-Mar-	2014	31-Mar-2013	
Equity Shares	No.	Amount (₹)	No.	Amount (₹)
At the beginning of period	2,49,000	24,90,000	2,49,000	24,90,000
Issued during the period				
Fresh issue for cash	_	-	-	
Bonus shares	-	-	-	-
Outstanding at the end of period	2,49,000	24,90,000	2,49,000	24,90,000

b) Rights attached to Equity shares

The company has only one class of equity shares having a par value of ₹. 10/- per share. Each Holder of equity shares is entitled to one vote per share.

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

Equity shares of Rs. 10/- each fully paid	31-Mar	31-Mar-2014		31-Mar-2013		
Equity shares of Ks. 10/- each fully paid	No.	% of holding	No.	% of holding		
Rohit P. Shah	76,050	30.54%	76,050	30.54%		
Pristine Property Management Pvt. Ltd.	27,160	10.91%	27,160	10.91%		
Deepak Amritlal Desai	13,950	5.60%	13,950	5.60%		
Vision Management Services Pvt. Ltd.	13,000	5.22%	13,000	5.22%		

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31/03/2014

_	Deserves 9 Cumlus	31-Mar-2014	31-Mar-2013
5.	Reserves & Surplus	Amount (₹)	Amount (₹)
	Surplus / (Deficit) in the Statement of Profit & Loss		
	Balance as per last financial statement	14,34,199	19,30,759
[Profit / (Loss) for the year	(3,43,152)	(4,96,560)
	Less - Appropriations -		
	Transfer to General Reserve	-	-
	Interim / Proposed final equity Dividend	-	-
	Tax on Interim / proposed Equity Dividend	-	-
	Net surplus in the Statement of Profit & Loss	10,91,047	14,34,199
	Total Reserves & Surplus	10,91,047	14,34,199

6.	Lang Town Downsings	31-Mar-2014	31-Mar-2013
0.	ong Term Borrowings Amoun	Amount (₹)	Amount (₹)
	Unsecured borrowings		
	Loans & Advances from Related Parties		
	Performance Chemiserve Pvt. Ltd.	5,00,000	5,00,000
	Loans & Advances - Others		
	Deepak Agro Solutions Ltd	1,00,00,000	1,00,00,000
		1,05,00,000	1,05,00,000

Nature of security & Terms of Repayment

(Disclosure pursuant to Note no. 6(C) (ii) & (vi) of Part I of Schedule VI to the Companies Act, 1956)

- 1) Loan received from Deepak Agro Solutions Ltd do not have any security and is repayable on call.
- 2) Loan received from Performance Chemiserve Pvt. Ltd. do not have any security and is repayable on call.

No Loans have been guaranteed by Directors or others.

Period & amount of continuing Default in repayment of loan & interest Company has not defaulted on repayment of loan or interest.

7. Other Long Term Liabilities 31-Mar-2014 31

Amount (₹)

7	Other Long Term Liabilities	31-Mar-2014	31-Mar-2013
/ ′	Other Long Term Liabilities	Amount (₹)	Amount (₹)
	Others		
	Interest Payable	25,69,192	19,07,692
		25,69,192	19,07,692

8.	Other Current Liabilities	31-Mar-2014	3 1-Mar-2013
0.	Other Current Liabilities	Amount (₹)	Amount (₹)
	Other payables		
	Interest Payable	-	6,61,500
	TDS payable	2,500	73,500
	Total Other Current Liabilities	2,500	7,35,000

The company does not have any other current liabilities other than those mentioned above.

9.	Short Term Provisions	31-Mar-2014	31-Mar-2013
J 3.	Short term Provisions	Amount (₹)	Amount (₹)
	Provision for expenses	26,399	32,367
		26,399	32,367

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31/03/2014

10. Tangible Fixed Assets

				0	COST DETAILS			
	TOO			Increase	Increase / (Decrease) in cost			T303
	1/4/2013	Additions	Disposals	Disposals Revaluation	Effect of foreign exchange diff.	Borrowing cost capitalized	rowing cost Other capitalized adjustments	31/3/2014
Plant & Machinery								
	8,500	ı	ı	1	ı	ı	t	8,500
	40,100	1		•	1	,		40,100
	48,600					•	1	48,600
	48,600	1		ı				48,600

	2000				DEPRECIATION & NET BLOCK	ЗГОСК			Not block	Not Link
	wate of dep	Depre.	Dep. For	Dep. For Reversal on	Impairment loss	Reversal of	Other	Total		31/3/2014 31/3/2013
		31/3/2013	the year disp	disposal		revaluation	revaluation adjustments depreciation	depreciation		1-1-1
Plant & Machinery										
Printer	13.91%	5,925	358	,	•	t	1	6,283	2,217	2,575
Computer	40.00%	39,166	374	ı	,	1	1	39,540	260	934
	,	45,091	732	,	1		l	45,823	2,777	3,509
Prev. year		44,053	1,038	1	-	-	-	45,091	3,509	4,547

Notes -

- 1. None of the assets are taken or given on Lease
- 2. None of the assets are revalued during the year or within previous 5 years.
- 3. No previous revaluation done within last 5 years is written down during the year.
- 4. No impairment loss has been accounted during the year.
- 5. No previous impairment loss has been reversed during the year.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31/03/2014

11.	Non-current Investments	31-Mar-2014	31-Mar-2013
**.		Amount (₹)	Amount (₹)
	Investments in preference shares		
	- 10,00,000 (10,00,000) 8% cumulative redemable Preference Shares of	1 00 25 000	4.00.75.000
	Deepak Agro Solutions Ltd of ₹ 10 each fully paid	1,00,25,000	1,00,25,000
		1,00,25,000	1,00,25,000
12.	Deferred Tax Assets (net)	31-Mar-2014	31-Mar-2013
	<u> </u>	Amount (₹)	Amount (₹)
	Opening Deferred Tax Asset	13,65,172	11,26,471
	Changes during the year		
	Difference in Book Depre. & I.T.Depre.	(204)	(89)
	Other Timing Differences		-
		(204)	(89)
	Previous year loss	5,08,164	7,35,799
	Net change during the year	5,07,960	7,35,710
	Tax attributable to the above	1,64,808	2,38,701
	Deferred Tax liability due to change in Tax rates		-
	Closing Deferred Tax Asset	15,29,980	13,65,172
13.	Long-term loans and advances	31-Mar-2014	31-Mar-2013
		Amount (₹)	Amount (₹)
	Constitution of the Consti		
	Security & Other Deposits	45.000	45.000
	Telephone Deposit	16,000	16,000
	Office Deposit	2,00,000	2,00,000
	Other loans and advances C. K. MEHTA	20.00.000	25 00 000
	C. K. WETTA	20,00,000	35,00,000
		22,16,000	37,16,000
	Further information about long-term loans & advances		
	Secured, considered good	_	_
	Unsecured, considered good	22,16,000	37,16,000
	Doubtful	-	-
		22,16,000	37,16,000
		31-Mar-2014	31-Mar-2013
14.	Other non-current assets	Amount (₹)	Amount (₹)
		Amount (x)	Amount (t)
	Long-term Trade Receivables	_	_
	Others	14,96,150	10,76,150
		14,96,150	10,76,150
		_ ,,_ ,,	
	Further information about long-term trade receivables		
	Secured, considered good	-	_
	Unsecured, considered good	14,96,150	10,76,150
	Doubtful	· · · -	-
		14,96,150	10,76,150
		31-Mar-2014	31-Mar-2013
15.	Cash and Cash equivalents	Amount (₹)	Amount (₹)
	Balances with banks - Held on Current Account	14,04,248	4,88,039
	Cash in hand	4,534	4,939
		14,08,781	4,92,978

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31/03/2014

16	Other current assets	31-Mar-2014	31-Mar-2013
10.	- Carrent assets	Amount (₹)	Amount (₹)
	Prepaid expenses	449	449
	Interest Accrued	-	4,20,000
		449	4,20,449

17. Contingent liabilities and commitments

The company does not have any Contigent Liabilities or Commitments.

18	Value on realization	31-Mar-2014	31-Mar-2013
10.	value on realization	Amount (₹)	Amount (₹)
	Assets other than fixed assets and non-current investments that	-	•
	do not have a value on realization in the ordinary course of		
	business less than the amount at which they are stated.		

19	Revenue from Operations	31-Mar-2014	31-Mar-2013
1.	Nevenue Irom Operations	Amount (₹)	Amount (₹)
	Sale of Services		
	Interest Income	-	4,20,000
		-	4,20,000
	Less: Excise Duty	<u>-</u>	-
	Revenue from Operations	-	4,20,000

EXPENSES

Expenses of Statement of Profit and Loss

20.	Finance Cost	31-Mar-2014	31-Mar-2013
20.	Timance cost	Amount (₹)	Amount (₹)
	Interest Expense	3,505	7,35,000
		3,505	ount (₹) Amount (₹) 3,505 7,35,000

21. Dep	reciation & Amortisation Exp.	31-Mar-2014	31-Mar-2013
21. DCP	rectation & Amortisation Exp.	Amount (₹)	Amount (₹)
4	Depreciation Amortisation Mpairment	732	1,038 - -
		732	1,038

22.	Other Expenses	31-Mar-2014	31-Mar-2013
22.	Other expenses	Amount (₹)	Amount (₹)
i			
	Advertisement & Publicity	37,196	37,212
Í	Rent	2,86,968	2,40,000
	Telephone expenses	11,988	11,929
	Audit Fees	28,090	28,090
	Bank Charges	562	938
	Professional Fees	75,281	67,416
	Listing Fees	16,854	16,854
	RTA fees	26,964	11,244
İ	Miscellaneous expenses	19,820	5,540
		5,03,723	4,19,223

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31/03/2014

22	Andia	31-Mar-2014	31-Mar-2013
23.	Auditors' Remuneration	Amount (₹)	Amount (₹)
	Payments made to the Auditor -		
	as Auditor	28,090	28,090
	for taxation matters	-	-
	for company law matters	-	-
	for management services	- !	-
	for other services	-	-
	for reimbursement of expenses		
		28,090	28,090

24. CIF value of Imports

The company does not have any import of Raw Material, Capital Goods or any other and hence disclosure about the same is not applicable.

25. Expenditure in Foreign currency

The company has not incurred any expenditure in foreign currency.

26. Consumption

As the company is engaged in the business of rendering services, the details of consumption are not applicable.

27. Amount remitted in foreign currencies for dividend

The company has not remitted dividend in forign currencies during the year.

28. Earnings in foreign exchange

The company has no earnings in foreign currency during the financial year.

29. During the financial year, the company has not provided or charged any interest on borrowings or advances.

30.	Earnings per share	31-Mar-2014	31-Mar-2013
	(As per Accounting Standard - 20, "Earnings per share")	Amount (₹)	Amount (₹)
	Net Profit after Tax	(3,43,152.06)	(4,96,559.72)
	Less: Preference Dividend	-	-
	Less: Tax on Preference Dividend	-	-
	Profit attributable to equity shareholders	(3,43,152.06)	(4,96,559.72)
	No. of equity shares at the beginning	2,49,000.00	2,49,000.00
	No. of equity shares at the close	2,49,000.00	2,49,000.00
	No. of equity shares on Weighted Average basis	2,49,000.00	2,49,000.00
	Earnings per share (E.P.S.)	(1.38)	(1.99)

Note -

The company does not have any dilutive potential equity shares outstanding as on the last day of the previous year which can be converted into equity shares and hence basic & diluted earnings per share is same.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31/03/2014

31. Related Party Disclosure

(As per Accounting Standard - 18)

A. Associates Companies

Vision Management Services Pvt. Ltd., Pristine Property Management Pvt. Ltd., DSCInfotech Pvt. Ltd., Hightide Investments Pvt. Ltd., Greypoint Investment Pvt. Ltd., Blackhill Investments Pvt. Ltd., Signassure Services India Ltd., Mahadhan Investment & Finance Pvt. Ltd., Robust Marketing Services Pvt. Ltd., Sandhya Commercial Ltd., Priyank Mercantile Ltd., Vittakshem Insurance & Financial Services Pvt. Ltd., Metaccess Solution P. Ltd., Sheffly Investment P. Ltd., Performance Chemiserve Pvt. Ltd.

B. Key Management Personnel (KMP)

Rohit Prabhudas Shah, Yogesh J. Kapadia, Dharmendra J. Mehta

Transaction	Holding	Subsidiary	Associate	Key	Relatives of	Total
	Company			Management	Key	
					Management	
Purchase of goods	-	-	-	-	-	-
Sale of goods	-	-	-	-	-	-
Services received	-	-	-	-	-	-
Services rendered	_	-	-	-	-	-
Finance	-	. .	-	-	6,56,150	6,56,150
Total	_	-	-	-	6,56,150	6,56,150

Name	Nature of Relationship	Nature of transaction	Transaction during the	
Mr. Deepak	Brother of Mr. Yogesh	Interest	year -	6,56,150
Kapadia	Kapadia	mterest	-	6,56,150

32. Segment Reporting

(As per Accounting Standard - 17)

The company is engaged in fund based activities and as such there are no separate segments specified in AS-17 issued by Institute of Chartered Accountants of India which needs to be reported.

For HMA & Associates

Chartered Accountants

Anand Joshi

Partner

M.No. 113805

Place - Pune

FRN - 100537W

Date - 27th May 2014

For WHITEHALL COMMERCIAL COMPANY LTD.

Rohit P. Shah

Director

Place - Mumbai

Yogesh J. Kapadia

Director

Date - 27th May 2014