



**Vivek M Tamhane & Co.**

Chartered Accountants

1. Gauresh Apartments, Old Police Lane, Andheri (East),  
Mumbai - 400 069. Tel.: 2684 2518, 2683 2838.  
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**INDEPENDENT AUDITOR'S REPORT  
TO THE MEMBERS OF SUDARSHAN ELECTRONICS & TV LIMITED**

**Report on the Financial Statements**

We have audited the accompanying financial statements of **SUDARSHAN ELECTRONICS & TV LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements**

The Company's Board of Directors 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 principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies.(Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements.

The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

### **Opinion**

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

### **Emphasis of Matters**

We draw attention to the following matter under Companies (Auditor's Report) Order, 2015.

- A) Note VIII regarding cash losses in the current year & also in the previous year.

Our opinion is not modified in respect of this matter.

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

As required by the Companies (Auditor's Report ) Order,2015 ("The Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Company's Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 & 4 of the Order, to the extent applicable.

As required by Section 143 (3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

(c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Company's (Accounts) Rules, 2014.

(e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i) The Company has disclosed the impact of pending request in respect of demand from the Income Tax Authority.

ii) The Company has not entered into any long-term contract including derivative contracts.

iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company : Not Applicable

For Vivek M Tamhane & Co  
Chartered Accountants  
Firm's Registration No.111608W

(Vivek M Tamhane)  
Proprietor  
Membership No. 33228  
Place : Mumbai  
Date : 27<sup>th</sup> April,2015



Annexure to the Auditor's Report

The Annexure referred to in our report to the members of SUDARSHAN ELECTRONICS & TV LIMITED for the Year ended 31<sup>st</sup> March, 2015. Under the Company Auditor's report under ( CARO,2015 ) We report that:

1. Clause (i) & (ii). The Company does not have any Fixed Assets or inventory. Hence clause (i) & (ii) are not applicable.
2. To the best of our knowledge & belief and according to the information & explanation given to us, the Company has not granted any Loans, Secured or Unsecured , to companies, Firms or other parties covered in the register maintained Under Section 189 of the Companies Act. Hence provisions of clause (ii) are not applicable.
3. The Company has adequate internal control system commensurate with the size of the Company & the nature of business for purchase & sale, if any, of goods & fixed assets. The Company however has not entered into any transactions during the year for purchase & sale of goods & fixed assets.
4. The Company has not accepted any deposits during the year & hence the directive issued by the Reserve Bank of India framed there under are not applicable.
5. There are no cost records specified by the Central Government under Sub Section (1) of section 148 of the Companies Act, hence provision of clause (vi) are not applicable.
6. Clause (vii) ( a). According to the information & explanation given to us, the company is generally regular in depositing with appropriate authorities undisputed Income Tax Act & other material statutory dues applicable for it.

Clause (vii) ( b). As informed to us, Income Tax Department has demanded Rs.11.93 Lakhs which the management has contested since according to the management no documentary proof is available.

Clause (vii) ( C ). According to the information & explanation given to us, there are no unpaid or unclaimed amounts over the stipulated period which are required to be transferred to Investor Education & Protection Fund under the Companies Act, 1956 & the rules made there under.

7. Clause (viii) The Company has incurred cash loss during the Year & also in the previous financial year.
8. Clause (ix) As per the information & explanation given to us, the Company has not defaulted in repayment of dues to a financial institution or banks or debenture holders.
9. The Company has not taken any loans or given any guarantee for loans taken by other from banks or financial institution. Hence provision of clause (x) are not applicable.
10. Clause (xi). The Company has not taken or applied for any term loan.
11. Clause (xii). As per the information & explanation given to us, no fraud on or by the Company has been noticed or reported during the year.

For Vivek M Tamhane & Co  
Chartered Accountants  
Firm's Registration no.111608W

(Vivek M Tamhane)  
Proprietor  
Membership No. 33228  
Place : Mumbai  
Date : 27<sup>th</sup> April,2015

# Sudarshan Electronics & TV Limited.

## Balance Sheet as at 31st March, 2015

Particulars	Note No	As at	
		March 31, 2015	March 31, 2014
		₹	₹
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	3	22,66,760	22,66,760
(b) Reserves and Surplus	4	7,76,197	(1,90,393)
<b>(2) Non-Current Liabilities</b>			
(a) Long-term borrowings		-	-
<b>(3) Current Liabilities</b>			
(a) Short Term Borrowing	5	5,93,388	5,93,388
(b) Other current liabilities	6	2,17,852	4,19,739
(c) Short-term provisions	7	-	9,33,217
<b>Total</b>		<b>38,54,196</b>	<b>40,22,711</b>
<b>II.Assets</b>			
<b>(1) Non-current assets</b>			
(a) Non-current investments	8	28,11,975	28,11,975
(b) Other non-current assets	9	3,14,320	2,93,640
<b>(2) Current assets</b>			
(a) Current investments		-	-
(b) Cash and cash equivalents	10	2,09,050	3,57,380
(c) Short-term loans and advances	11	39,135	-
(d) Other current assets	12	4,79,716	5,59,716
<b>Total</b>		<b>38,54,196</b>	<b>40,22,711</b>

See accompanying notes to the financial statements

As per my report of even date.

For Vivek M Tamhane & co.

Chartered Accountants

Firm Registration No.:-111608W

For and on behalf of the Board of Directors

(Vivek M Tamhane )

Proprietor (Memb.No. 033228 )

Mumbai

Date :27th April 2015

Director

Mumbai

Date :27th April 2015

Director

**Profit and Loss statement for the year ended 31st March, 2015**

Particulars	Note No	Year ended	
		March 31, 2015	March 31, 2014
		₹	₹
I. Revenue from operations		-	-
II. Other Income	13	1,39,080	31,949
<b>III. Total Revenue (I +II)</b>		<b>1,39,080</b>	<b>31,949</b>
<u>IV. Expenses:</u>			
Cost of materials consumed		-	-
Purchase of Stock-in-Trade		-	-
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		-	-
Employee benefit expense		-	-
Financial costs		-	-
Depreciation and amortization expense		-	-
Other expenses	14	1,29,092	4,36,971
<b>Total Expenses</b>		<b>1,29,092</b>	<b>4,36,971</b>
<b>V. Profit before exceptional and extraordinary items and tax (III-IV)</b>		<b>9,988</b>	<b>(4,05,022)</b>
VI. Exceptional Items		-	-
<b>VII. Profit before extraordinary items and tax (V - VI)</b>		9,988	(4,05,022)
VIII. Extraordinary Items		-	-
<b>IX. Profit before tax (VII - VIII)</b>		<b>9,988</b>	<b>(4,05,022)</b>
X. Tax expense:			
(1) Current tax		7,118	10,705
(2) Deferred tax		-	-
(3) Excess/(Short) provision of tax for earlier years		9,63,720	-
<b>XI. Profit/(Loss) from the period from continuing operations (IX-X)</b>		<b>9,66,590</b>	<b>(4,15,727)</b>
XII. Profit/(Loss) from discontinuing operations		-	-
XIII. Tax expense of discounting operations		-	-
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)		-	-
<b>XV. Profit/(Loss) for the period (XI + XIV)</b>		<b>9,66,590</b>	<b>(4,15,727)</b>
XVI. Earning per equity share:			
- Basic and Diluted (₹)		4.26	(1.83)

See accompanying notes to the financial statements

As per my report of even date.

For Vivek M Tamhane & co.

Chartered Accountants

Firm Registration No.:-111608W

For and on behalf of the Board of Directors

(Vivek M Tamhane )

Proprietor (Memb.No. 033228 )

Mumbai

Date :27th April 2015

Director

Mumbai

Date :27th April 2015

Director

<b>Sudarshan Electronics &amp; TV Limited</b>			
<b>CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015</b>			
<b>Particulars</b>		<b>2014-15 Rs.</b>	<b>2013-14 Rs.</b>
<b>A.</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES:</b>		
	PROFIT BEFORE TAX	9,988	(4,05,022)
	Less:Liability Written back - Non cash	(1,16,044)	
	Less : Interest on Margin A/c	(20,680)	(29,612)
	Changes in: Net Current Assets	(12,961)	7,800
	<b>CASH GENERATED FROM OPERATIONS</b>	<b>(1,39,697)</b>	<b>(4,26,834)</b>
	Direct taxes paid (net of refund)	(8,632)	(4,424)
	<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>(1,48,329)</b>	<b>(4,31,258)</b>
		<b>(a)</b>	
<b>B.</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES:</b>		
	Purchase of investments	-	(28,11,975)
	<b>NET CASH FROM INVESTING ACTIVITIES</b>	<b>-</b>	<b>(28,11,975)</b>
		<b>(b)</b>	
<b>C.</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES:</b>		
	Issue of Shares (Net of Advances against Equity)	-	37,10,500
	Loan Repaid		(1,55,000)
	<b>NET CASH FROM FINANCING ACTIVITIES</b>	<b>-</b>	<b>35,55,500</b>
		<b>(c)</b>	
	<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>(1,48,329)</b>	<b>3,12,267</b>
		<b>(a+b+c)</b>	
	Cash and Cash Equivalents - Opening Balance	3,57,380	45,113
	<b>Cash and Cash Equivalents - Closing Balance</b>	<b>2,09,050</b>	<b>3,57,380</b>

**Notes:**

- 1 Previous year's figures have been regrouped wherever necessary.
- 2 All figures in the bracket are outflows.

As per my report of even date.  
**For Vivek M Tamhane & co.**  
Chartered Accountants  
Firm Registration No.:-111608W

**For and on behalf of Board of Directors**

(Vivek M Tamhane )  
Proprietor (Memb.No. 033228 )  
Mumbai  
Date :27th April 2015

**Director**  
Mumbai  
Date :27th April 2015

**Director**  
Mumbai  
Date :27th April 2015



### 3. Share Capital

#### a) Disclosure pursuant to Note no. 6(A)(a, b & c) of Part I of Schedule III to the Companies Act, 2013

	As at	
	31st March, 2015	31st March, 2014
<b>Authorised:</b>		
4,50,000 (Previous year 4,50,000) Equity Shares of Rs.10/- each	45,00,000	45,00,000
	<u>45,00,000</u>	<u>45,00,000</u>
<b>Issued:</b>		
2,26,676 (Previous year 2,26,676) Equity Shares of Rs 10 each	22,66,760	22,66,760
	<u>22,66,760</u>	<u>22,66,760</u>
<b>Subscribed and paid up:</b>		
2,26,676 (Previous year 2,26,676) Equity Shares of Rs 10 each	22,66,760	22,66,760
	<u>22,66,760</u>	<u>22,66,760</u>

#### b) Disclosure pursuant to Note no. 6(A)(d) of Part I of Schedule III to the Companies Act, 2013

Particulars	Equity Shares		Equity Shares (P.Y.)	
	Number	In INR	Number	In INR
Shares outstanding at the beginning of the year	2,26,676	22,66,760	2,26,676	22,66,760
Shares issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	2,26,676	22,66,760	2,26,676	22,66,760

#### c) Disclosure pursuant to Note no. 6(A)(e) of Part I of Schedule III to the Companies Act, 2013

##### Terms / rights attached to equity shares

Equity Shares: The company has one class of equity shares having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

The Shareholders have all other rights as available to Equity Shareholders as per the provisions of the Companies Act, 2013, read together with the Memorandum of Association and Articles of Association of the Company, as applicable.

#### d) Disclosure pursuant to Note no. 6(A)(f) of Part I of Schedule III to the Companies Act, 2013

1. The Company was a 100% subsidiary company of Instant Holdings Limited.
2. Instant Holdings Limited is a 100% subsidiary company of Summit Securities Ltd.

#### e) Disclosure pursuant to Note no. 6(A)(g) of Part I of Schedule III to the Companies Act, 2013 (if more than 5%)

Name of Shareholder	As at 31 March 2015		As at 31 March 2014	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Instant Holdings Limited	2,26,676	100.00	2,26,676	100.00

#### f) Disclosure pursuant to Note no. 6(A)(i) of Part I of Schedule III to the Companies Act, 2013

Not Applicable

#### g) Disclosure pursuant to Note no. 6(A)(k) of Part I of Schedule III to the Companies Act, 2013

Not Applicable

	As at	
	31st March, 2015	31st March, 2014
<b>4. Reserves and Surplus</b>		
<u>Share Premium</u>		
Balance as at the beginning of the year	8,44,36,810	-
Add: Received during the year	-	8,44,36,810
Balance as at the end of the year	<u>8,44,36,810</u>	<u>8,44,36,810</u>
<u>Surplus In Statement of Profit and Loss</u>		
Balance as at the beginning of the year	(8,46,27,203)	(8,42,11,476)
Profit for the year	9,66,590	(4,15,727)
Less: Appropriations		
- Transfer to Special Reserve	-	-
Balance as at the end of the year	<u>(8,36,60,613)</u>	<u>(8,46,27,203)</u>
	<u>7,76,197</u>	<u>(1,90,393)</u>
<b>5. Short term borrowings</b>		
Loans repayable on Demand		
- From others	5,93,388	5,93,388
	<u>5,93,388</u>	<u>5,93,388</u>
<b>6. Other Current Liabilities</b>		
Sales Tax	-	23,639
Others	2,17,852	3,96,100
	<u>2,17,852</u>	<u>4,19,739</u>

#### 7. Short Term Provision

(All amounts in ₹ unless otherwise stated)

As at  
**31st March, 2015**      **31st March, 2014**

**8. Non Current Investment**

**Equity Shares (Fully paid up at cost)**

Chattarpati Investment Ltd

(No. of Shares 112479 of FV Rs. 10/-)

28,11,975	28,11,975
<b>28,11,975</b>	<b>28,11,975</b>

**9. Other Non -Current Asset**

Union Bank account

3,14,320	2,93,640
<b>3,14,320</b>	<b>2,93,640</b>

**10. Cash and Cash Equivalents**

Current account

2,09,050	3,57,380
<b>2,09,050</b>	<b>3,57,380</b>

**11. Short term loans and advances**

Other Loans and Advances

- Advance Income Tax (Net)

39,135	-
<b>39,135</b>	<b>-</b>

**12. Other Current Assets**

**Deposit / Advance**

Rental Deposit SS Industries

-      50,000

Central Excise Deposit

-      30,000

Advance towards Property- MIDC

4,79,716      4,79,716

**4,79,716**      **5,59,716**

**13. Other Income**

Miscellaneous Income

1,39,080      31,949

**1,39,080**      **31,949**

**14. Other expenses**

Auditor's Remuneration

- Audit Fees

2,809      2,809

Professional Fees

-      15,562

Property Tax

58,569      1,27,814

Repair & Maintenance

61,060      2,14,144

Miscellaneous Expenditure

6,654      76,642

**1,29,092**      **4,36,971**

As per my report of even date.

For Vivek M Tamhane & co.

Chartered Accountants

Firm Registration No.:-111608W

For and on behalf of the Board of Directors

(Vivek M Tamhane )

Proprietor (Memb.No. 033228 )

Mumbai

Date :27th April 2015

Director

Director

Mumbai

Date :27th April 2015

## Sudarshan Electronics & TV Limited.

### NOTES FORMING PART OF ACCOUNTS:

For the Period ended 31st March, 2015

#### Note 1 ACCOUNTING POLICIES

- 1 The Accounts have been prepared on historical cost basis.
- 2 Income and expenditure have been recognised on accrual basis.
- 3 Investment being long term are stated at cost.
- 4 Deferred Tax:  
Deferred Tax is recognized, subject to the consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred Tax assets are not recognized, unless there are timing differences the reversal of which will be available against which such deferred tax assets can be realized.
- 5 Taxes on Income :  
Provision for current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the Income-tax Act, 1961. The deferred tax for timing difference between the book and tax profits for the year is accounted for, subject to the consideration of prudence, using the tax rates and laws that have been enacted or substantively enacted as on the balance sheet date. Deferred tax assets arising from timing differences are recognized and carried forward only to the extent there is reasonable certainty that these would be realized in future.

#### Note 2 NOTES TO ACCOUNTS

- 1 The Company has no activity except certain litigations which it hopes would be resolved without additional liability to the Company.

##### 2 Contingent Liabilities :

	AS AT 31.03.2015 <u>(Rs in lakhs)</u>	AS AT 31.03.2014 <u>(Rs in lakhs)</u>
a)		
Sales Tax	1.97	1.97
Excise Duty	18.78	18.78

- b) Demands against the Company not acknowledged as debts and not provided for relating to Assessment Year 1990-91 and 1991-92 in respect of which the Income Tax Department is in appeal before the Bombay High Court.
- 3 For Assessment Years 1990-91 and 1991-92, the loss determined after the Income Tax Tribunal's orders was lesser than the returned loss. The Department has preferred appeals before the Bombay High Courts which are pending.
- 4 The Company is occupying 2 units in MIDC at Andheri (East). In 1998, MIDC informed its intention to convert the tenency right to ownership basis.
- 5 The Income Tax department has attached the Company's current with Union Bank of India under section 226 (3) of the Income-Tax Act, 1961 towards their dues of Rs.11.13 Lakhs. The Company is pursuing the matter with Tax authorities for canceling the said attachment order.
- 6 Deferred Tax asset is not recognised due to uncertainty of its utilisation

7 Auditors' Remuneration

	<u>Current Period</u>	<u>Previous Year</u>
	Rs.	Rs.
Audit Fee	2,809.00	2,809.00

8 Related Party Transactions:

a) Name and nature of relationship with the party (As identified and certified by the management):

Instant Holdings Ltd.  
Summit Securities Ltd.  
Swallow Associates LLP

b) Transactions with related parties:

Transactions during the year	2014-15	2013-14
<b>Summit Securities Limited</b>		
Expences paid on behalf	-	0
Purchase of Investment	-	-
<b>Instant Holding Ltd.</b>		
Advanc paid to e-Tax payment	-	-
Advance tax pain on our behalf	-	-
Advances received against equity	0	37,10,500
Right shares Issued	0	8,50,03,500

c) Balance due from / (due to) related parties;

Rs.

Related Parties	As at 31.03.2015	As at 31.03.2014
Instant Holdings Ltd	-	0
Summit Securities Limited	(593,388)	(593,388)

The Company is primarily engaged in manufacturing & Trading of electronic equipments. However there was no activity during current period. As such, there is no other separate reportable segment as defined by Accounting Standard -17 "Segment Reporting" as notified by the Companies (Accounting Standards) Rules, 2006.

10 Previous year's figures are regrouped wherever necessary.

11 The schedules referred above and attached notes form part of the Balance Sheet & Profit & Loss account