



100th  
Annual Report 2012-2013

**THE  
VICTORIA MILLS  
LIMITED**

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# 100th Annual Report 2012-13

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**2012-2013**

**THE VICTORIA MILLS LIMITED, MUMBAI**  
**ANNUAL REPORT WITH**  
**BALANCE SHEET AND PROFIT AND LOSS ACCOUNT**

**BOARD OF DIRECTORS :**

Mr. Aditya Mangaldas (Chairman & Managing Director)  
Mr. V. C. Vaidya  
Mr. D. K. Contractor  
Mr. S. G. Vaidya  
Smt. Mamta Mangaldas

**AUDITORS :**

Sorab S. Engineer & Co.  
Chartered Accountants

**REGISTERED OFFICE :**

Victoria House,  
Pandurang Budhkar Marg,  
Lower Parel, Mumbai 400 013.

**REGISTRAR & SHARE TRANSFER AGENTS**

System Support Services  
209, Shivai Ind. Estate, 89,  
Andheri Kurla Road, Sakinaka,  
Mumbai – 400 072  
Tel. No. : 2850 0835, 2850 1622  
Fax : 2850 1438

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## **NOTICE:**

NOTICE IS HEREBY GIVEN that the 100<sup>th</sup> Annual General Meeting will be held as scheduled below :

**DAY** : Tuesday  
**DATE** : 13<sup>th</sup> August 2013  
**TIME** : 11.00 A.M.  
**PLACE** : At Hall of Harmony, Nehru Centre,  
Dr. Annie Besant Road, Worli,  
Mumbai 400 018

### **To transact the following business :-**

1. To receive consider and adopt the Balance Sheet as at 31<sup>st</sup> March 2013 and Profit and Loss Account for the year ended on that date and report of the Board of Directors and Auditor's Report thereon.
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of Shri D.K. Contractor who retires by rotation and is eligible for reappointment.
4. To appoint Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to authorise the Board of Directors to fix their remuneration.

**THE REGISTER OF MEMBERS AND THE SHARE TRANSFER BOOKS OF THE COMPANY WILL BE CLOSED FROM 2<sup>nd</sup> AUGUST TO 13<sup>th</sup> AUGUST 2013 (BOTH DAYS INCLUSIVE)**

### **By Order of the Board**

Aditya Mangaldas  
Managing Director

Date: 30.5.2013

### **Registered Office :-**

Victoria House,  
Pandurang Budhkar Marg,  
Lower parel, Mumbai 400 013.

### **NOTES :**

- (a) A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and proxy need not be a member of the Company. Proxies in order to be effective must be received by the Company not less than 48 hours before the meeting.

- (b) The dividend as recommended by the Directors for the year ended 31<sup>st</sup> March 2013 and as may be approved by the members of the Company at the Annual General Meeting will be payable to those shareholders from 21<sup>st</sup> August 2013 whose names appear on the Register of Members as on 1<sup>st</sup> August 2013. In respect of shares held in demat form, the dividend will be paid on the basis of the beneficial ownership as per details to be received from the Depositories as at the end of business on 1<sup>st</sup> August 2013.
- (c) Members, who hold shares in physical form are requested to notify immediately change in their addresses, if any, specifying Registered Folio Number and other relevant details, Members who hold shares in Electronic form are requested to notify change in their address to Depository Participant with whom they are maintaining their Beneficial owner account, to Company's Registrar and Share Transfer Agents.
- (d) Members, who hold shares in Dematerialised form are requested to bring their Client ID and DP ID Nos. for easy identification of attendance at the meeting.
- (e) Consequent upon the introduction of Section 109A of the Companies Act, 1956, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nomination are requested to send their requests in Form No.2B in duplicate (which will be made available on request) from the Registrar and Transfer Agents of the Company.
- (f) Please encash your dividend warrants immediately on their receipt by you as dividends remaining unclaimed for seven years are now required to be transferred to the Investor Education and Protection Fund established by the Central Government under the amended provisions of the Companies Act, 1956. Once transferred, members will be unable to claim any unpaid dividend either from the said Fund or from the Company.
- (g) Members are requested to intimate to the Company or Registrar and Transfer Agents viz. System Support Services, 209 Shivai Industrial Estate, 89 Andheri-Kurla Road, Sakinaka, Mumbai 400 072, changes if any, in their registered address quoting Folio Numbers or Client ID and DP ID numbers in all the correspondence.

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## DIRECTORS' REPORT

To,  
The Shareholders of  
The Victoria Mills Limited.  
Ladies & Gentlemen :

Your Directors present their 100<sup>th</sup> Annual Report on the working of the Company with audited Statement of Accounts for the year ended 31<sup>st</sup> March, 2013 and the report of the auditors thereon.

	2012-2013 Rupees	2011-2012 Rupees
Gross Profit/Loss for the year before depreciation and taxation	50,88,869	97,23,459
Less: Provision for depreciation	6,25,632	7,80,070
Tax Expenses	3,85,000	11,00,000
<b>Profit</b>	<b>40,78,237</b>	<b>78,43,389</b>
Add: Balance brought down from the previous year	16,04,58,090	15,91,42,146
Balance available for appropriation	16,45,36,327	16,69,85,535
Less: Transfer to General Reserve	4,50,000	8,00,000
	16,40,86,327	16,61,85,534
Less: Proposed Dividend on Equity shares	49,28,000	49,28,000
Tax on Proposed Dividend	7,99,445	7,99,445
Balance to be carried forward	15,83,58,882	16,04,58,090

Your Directors have recommended a Dividend of 50% amounting to ₹ 50/- per share of face value of ₹100/- each.

Your Directors regret at the sad demise of their colleague Shri V.C. Vaidya on 26.5.2013. He was associated as a Director with the company for past 33 year and was very helpful and had given useful advice to the company. Your Directors place on record their deep sense of loss on passing away of Shri V.C. Vaidya.

The Company has commenced construction of Villas in Alibaug and it is expected to be completed soon.

The Company had entered into Leave and Licence agreement on 12.11.2012. While renovation work was being carried out by the licensee, portion of the premises collapsed. Matter is being investigated by the concerned authorities. The company is exploring possibility of reconstructing the building.

In accordance with the provisions of Companies Act, 1956 and the Company's Articles of Association,

Shri D.K. Contractor retires by rotation and is eligible for re-appointment.

The statement giving particulars under the Companies (Particulars of Employees) Rules, 1975, required to be included in the Directors' Report is not appended, as the same is not applicable.

As required by the Company (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, the relevant data pertaining to conservation of energy are given in the prescribed form as Annexure 1 to this Report. As there was no manufacturing activity during the year, the information of conservation of energy and technology absorption is not applicable.

As per requirement of S.E.B.I. (Substantial Acquisition of Shares and Takeovers) Regulations 1997 constituents of Group as defined under MRTP Act 1969 is shown separately as Annexure 2.

Pursuant to Section 217(2AA) of the Companies Act, 1956 (hereinafter referred to as "the Act"), your Directors confirm that :-

- In the preparation of the Annual Accounts, the applicable accounting standards had been followed.
- They had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at 31<sup>st</sup> March 2013 and of the profits of the Company for the year ended 31<sup>st</sup> March 2013;
- They had taken proper and sufficient care for the 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 fraud and other irregularities;
- They had prepared the Annual Accounts on a going concern basis.

No Public Deposits were outstanding with the Company as at the end of 31.3.2013 as company has not accepted any deposit.

You are requested to appoint auditors from the conclusion of this meeting till the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Board of Directors.

On behalf of the  
Board of Directors

Place: Mumbai  
Dated: 30.5.2013

**ADITYA MANGALDAS**  
Chairman & Managing Director



## ANNEXURE 1 TO DIRECTORS' REPORT

### PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EARNINGS AND OUTGO

#### A. Conservation of Energy :

Not applicable since there was no manufacturing activity during the year.

### FORM A

#### DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY

	Standard	Current Year 2012-13	Previous Year 2011-12
<b>A. Power &amp; Fuel Consumption</b>			
1) Electricity		-	-
a) Purchased		-	-
Units			
Total amount ₹		-	-
Rate/Unit ₹		-	-
b) Own Generation :			
i) Through diesel generator		Nil	Nil
Diesel KL		Nil	Nil
Unit		Nil	Nil
Oil			
Cost/Unit ₹			
ii) Through steam turbine/generator			
Unit		Nil	Nil
Unit per litre of fuel			
Oil/gas		Nil	Nil
Cost per unit			
2) Coal (Specify quality & where used)			
Quantity (tonnes)		Nil	Nil
Total cost avg.rate		Nil	Nil
3) Furnace Oil/LSHS		-	-
Quantity (KL)		-	-
Total Cost		-	-
Avg. Rate ₹/KL			
4) Other /internal generation		Nil	Nil
<b>B. Consumption per unit of Production if any</b>			
Cloth produced (kgs.)	-	-	-
Electricity Rs/kg.	-	-	-
Furnace Oil/LSHS/₹/kg.	-	-	-
<b>C. FOREIGN EXCHANGE EARNING AND OUT GO</b>			
1. Export of Textiles F.O.B.value		-	-
2. Earning in Foreign Exchange		-	-
Outgoing in Foreign Exchange(Travelling)		1,71,051	-

## ANNEXURE - 2

### **DISCLOSURE AS REQUIRED BY SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS 1997**

#### **i) Details of Persons and Companies constituting Group as defined under MRTTP Act.**

Aditya Mangaldas, Mamta Aditya Mangaldas Nee Mamta Kishore Dalal, Devyani H. Mangaldas, Aditi Mangaldas, Kishore Rasiklal, Sunil Kishore Dalal, Shreya Kishore, Love Girdharlal, S.G. Vaidya, Anjali Kamal Mangaldas, Chetan J. Parikh, Vinay J.Parikh, Gauriben Sanatkumar, Sanatkumar Jayantilal, Mangaldas Mehta & Co., Cee Parikh Inv. Pvt. Ltd., Abhay Mangaldas, Kamal Madanmohan Mangaldas, Snehalata Ramesh Shah, Ramesh Ramanlal Shah, Galactic Enterprises Ltd., Bromelia Trading Pvt. Ltd., Fistula Trading Pvt. Ltd., Abhay Investments Pvt. Ltd., Pawan Farms & Orchards, Vesna Investment & Trading Co., Bruhaspati Investment & Trading Company, Sutantu Agricultural Farm, Mangaldas Mehta & Co. Pvt. Ltd., Victoria Capital Ventures Ltd.

#### **ii) Subsidiary – Victoria Land Pvt. Ltd.**

#### **iii) Shri Aditya Mangaldas and some P.A.C.'s have not acquired any share of The Victoria Mills Ltd. from other P.A.C's in terms of Reg. 3(1)(e) (i) during the year.**



## **SECRETARIAL COMPLIANCE CERTIFICATE**

**[under rule 3 of Companies (Compliance Certificate) Rules, 2001]  
Annexure forming part of the Director Report**

To, The Members,

**The Victoria Mills Limited**

Mumbai

We have examined the necessary registers, records, books and papers of **The Victoria Mills Limited** ('the Company') as required to be maintained under the Companies Act, 1956, (the 'Act') and the Rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31<sup>st</sup> March 2013. In our opinion and to the best of our information and according to the examinations carried out by us and the explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in Annexure "A" to this certificate, as per the provisions of the Act and the Rules made thereunder and all entries therein have been duly recorded.
2. Save and except Form 5INV for 2011 and 2012 (Unpaid Dividend Summary), the Company has filed the forms and returns as stated in Annexure "B" to this certificate, with the Registrar of Companies, Maharashtra, Mumbai as required under the Act and the rules made there.
3. The status of the Company being Public Limited Company, comments are not required.
4. The Board of Directors duly met 4 (four) times for meetings held on 30.05.2012, 13.08.2012, 07.11.2012 and on 14.02.2013 respectively, in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The Company closed its Register of Members from 03.08.2012 to 13.08.2012 (Both Days Inclusive) and necessary compliance of Section 154 of the Companies Act, 1956 has been made in respect of the same.
6. The Annual General Meeting for the financial year ended on 31.03.2012 was held on 13.08.2012 after giving due notice to the members of the Company and the resolutions passed thereat were duly

recorded in the Minutes Book maintained for the purpose.

7. No Extra-Ordinary General Meeting was held during the financial year under review.
8. The Company has not advanced any loans to its directors and / or persons or firms or companies referred to in the Section 295 of the Act during the year under review.
9. The Company has not entered into any contract/ transaction/s in violation of the provisions of Section 297 of the Act.
10. The Company has made necessary entries in the register maintained under Section 301 of the Act.
11. As there were no instances falling within the purview of Section 314 of the Act, the Company was not required to obtain any approvals from the Board of Directors, Members or the Central Government.
12. The Company has not issued any duplicate Share Certificates during the financial year under review.
13. The Company has:
  - (i) delivered all the certificates on lodgment thereof for transfer / transmission of shares in accordance with the provisions of the Act. The Company has not had instance of allotment of share during the year under review;
  - (ii) deposited the amount of dividend declared in a separate bank account within the time prescribed under the Act from the date of declaration of Dividend;
  - (iii) paid / posted warrants for dividends to all the members within prescribed time and that all unclaimed / unpaid dividend has been transferred to Unpaid Dividend Account of the Company with HDFC Bank, Motwani Chambers Branch;
  - (iv) no amount to be transferred in to the Investor Education and Protection Fund in respect of unpaid dividend account or application money due for refund, or matured deposits, or matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years;
  - (v) duly complied with the requirements of Section 217 of the Act.

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14. The Board of Directors of the Company is duly constituted. There was no appointment of Additional Director, Alternate Directors or Directors to fill casual vacancies, during the financial year under review.
15. The Company has not appointed any new Managing Director / Whole Time Director / Manger during the financial year under review.
16. The Company has not appointed any sole-selling agents during the financial year under review.
17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar or such other authorities as may be prescribed under the various provisions of the Act during the financial year under review.
18. The directors have disclosed their interest in other firms / companies to the Board of Directors pursuant to the provisions of the Act and the Rules made thereunder.
19. The Company has not issued any new shares / debentures / other securities during the financial year under review.
20. The Company has not bought back any shares during the financial year ending 31st March, 2013.
21. Since the Company has not issued any redeemable preference shares / debentures, no comment is required.
22. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The Company has not invited / accepted any deposits including any unsecured loans falling within the purview of the provisions of Sections 58A and 58AA read with Companies (Acceptance of Deposit) Rules, 1975, during the year under review.
24. The Company has not borrowed any sum of amount in violation of Section 293 (1) (d) of the Act during the financial year ending 31st March, 2013.
25. The Company has made investments in other bodies corporate during the year under review and made necessary entries in the Register maintained for the purpose. The Company has not made loans, given guarantees or provided securities to other bodies corporate during the financial year under review and hence no comment is required.
26. The Company has not altered the provisions of the Memorandum of Association with respect to situation of the Company's registered office from one state to another during the financial year under review.
27. The Company has not altered the provisions of the Memorandum of Association with respect to the objects of the Company during the financial year under review.
28. The Company has not altered the provisions of the Memorandum of Association with respect to name of the Company during the financial year under review.
29. The Company has not altered the provisions of the Memorandum of Association with respect to share capital of the Company during the financial year under review.
30. The Company has not altered any provisions of its Articles of Association during the financial year under review.
31. As explained to us, there was no prosecution initiated against or show cause notices received by the Company for alleged offences under the Act and no fines and penalties or any other punishment was imposed on the Company during the financial year under review.
32. As explained to us, the Company has not received any money as security from its employees during the financial year under review.
33. The Company has not outstanding amount to be deposited with prescribed authorities pursuant to Section 418 of the Act.

**For Niles Shah & Associates**  
Company Secretaries

Sd/-  
**(Niles Shah)**  
Partner  
C.P.No.: 2631

Place : Mumbai  
Date : 30.05.2013





### Annexure A

Sr. No.	Registers kept & maintained by the Company	Under Section
1.	Register of Charges	143
2.	Register of Members	150
3.	Register of Index of Members	151
4.	Minutes Books of proceedings of: 1. Meetings of the Board of Directors / 2. General Meetings	193
5.	Register of Contracts, Companies and firms in which Directors are interested	301
6.	Register of Directors, Managers and Secretary	303
7.	Register of Directors Shareholding	307
8.	Register of Investments or Loans made, Guarantee or Security	372A
9.	Register of Share Transfers	Voluntary
10.	Register of Directors Attendance	Voluntary
11.	Register of Renewed and Duplicate Share Certificates under the Companies (Issue of Share Certificates) Rules, 1960	Rule 7

**For Nilesh Shah & Associates**  
Company Secretaries

Sd/-  
**(Nilesh Shah)**  
Partner  
C.P.No.: 2631

Place : Mumbai  
Date : 30.05.2013

### Annexure B

Sr. No.	Form No.	Under Section	Purpose	Date of Filing & SRN
1.	Form 66 Dtd. 31.03.2012	383A	As required under the Companies (Compliance Certificate) Rules, 2001	04.09.2012 P88732482
2.	Form 23AC-XBRL/ Form 23ACA-XBRL Dtd. 31.03.2012	220	As per requirement of Act	15.01.2013 Q05929245
3.	Form 20B Dtd. 13.08.2012	159, 161	As per requirement of Act	04.09.2012 P88732532
4.	Form 32 Dtd. 13.08.2012	303	Appointment of Mrs. Mamta Mangaldas as Director at Annual General Meeting	27.10.2012 B60622768

**For Nilesh Shah & Associates**  
Company Secretaries

Sd/-  
**(Nilesh Shah)**  
Partner  
C.P.No.: 2631

Place : Mumbai  
Date : 30.05.2013

## INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF THE VICTORIA MILLS LIMITED

### Report on the Financial Statements

We have audited the accompanying financial statements of **THE VICTORIA MILLS LIMITED** ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2013, the Statement of Profit and Loss and 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

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 referred to in sub-section (3C) of Section 211 of the Companies Act, 1956 ("the Act") 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.

### Auditors' 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 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 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. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the 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 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 31<sup>st</sup> March, 2013;

- (b) in the case of the Statement of Profit and Loss, of the profit 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

- 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.
- As required by Section 227(3) of the Act, we report that:
  - 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.
  - 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 and proper returns adequate for the purposes of our audit have been received from the branches not visited by us.
  - 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 the branches not visited by us.
  - In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956.
  - On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2013 and taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2013 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.
  - Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

**FOR SORAB S. ENGINEER & CO.**  
Chartered Accountants

**M.P. ANTIA**  
Partner

Place : Mumbai  
Date : 30.05.2013

(Membership No.7825)  
Firm Registration No. 110417W



## ANNEXURE TO THE AUDITORS' REPORT

### Re: The Victoria Mills Limited

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) All the major assets have been physically verified by the management during the year.
- (c) No substantial part of fixed assets have been disposed off during the year.
- (ii) (a) Inventory of the company comprises of work in progress of Real Estate Development which comprises of purchase of land and direct expenses on the project.
- (b) Due to reasons stated above there is no question of physical verification and discrepancies noticed on such verification.
- (iii) (a to d) The Company has given interest free demand loan to its wholly owned subsidiary. In the respect of the said loan, the maximum balance outstanding at any time during the year is ₹ 2,95,00,000/- and the year end balance is ₹ 2,95,00,000/-
- (e to g) The Company has not taken any loan during the year. Accordingly clause 4(iii) (e) to (g) of the order are not applicable.
- (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 its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
- (v) (a) In our opinion and according to the information and explanations given to us, the particulars of contracts and arrangements that need to be entered into the register maintained under Section 301 of the Act, 1956 have so been entered.
- (b) Other than interest free demand loan given to the wholly owned subsidiary there are no other transactions during the year with the parties covered in the register maintained under Section 301 of the Act, 1956.
- (vi) The company has not accepted fixed deposits from public.
- (vii) The Company has an internal audit system, which in our opinion, is commensurate with the size of the Company and the nature of its business.
- (viii) Maintenance of cost records under section 209(1)(d) of the Companies Act 1956 is not applicable to the company.
- (ix) (a) The company is regular in depositing with appropriate authorities undisputed statutory dues including Investor Education and Protection Fund, Income-tax, Sales-tax, Excise Duty, cess, Service Tax and other material statutory dues applicable to it. There are no dues outstanding for more than six months from the date they became payable as at the last day of the financial year.
- (b) There are no disputed statutory liabilities not paid by the company.
- (x) The Company does not have accumulated losses nor has it incurred cash losses during the year and immediately preceding financial year.
- (xi) In our opinion and according to the information and explanation given to us, the Company has not defaulted in repayment of dues to banks.
- (xii) The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) The Company is not a chit fund or a nidhi/mutual benefit fund/society. Therefore the provisions of Clause 4 (xiii) of paragraph 4 of the order are not applicable.
- (xiv) The Company is dealing in or trading in shares, temporarily through an Asset Management Company. Regular statements of accounts are received from this Asset Management Company.
- (xv) The Company has not given any guarantee on behalf of others.
- (xvi) The Company has not obtained any term loan during the year.
- (xvii) No funds were raised during the year.
- (xviii) The Company has not made any preferential allotment of shares to parties and companies covered in the registered maintained under Section 301 of the Act during the year.
- (xix) The Company has not issued any Secured Debentures during the year.
- (xx) The Company has not raised any money by public issue during the year.
- (xxi) No material fraud on or by the company has been noticed or reported during the year.

**FOR SORAB S. ENGINEER & CO.**  
Chartered Accountants

**M.P. ANTIA**  
Partner

(Membership No.7825)  
Firm Registration No. 110417W

Place : Mumbai  
Date : 30.05.2013

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## BALANCE SHEET AS AT 31ST MARCH 2013

	Note No	2012-2013 Rupees	2011-2012 Rupees
<b>I EQUITY AND LIABILITIES</b>			
<b>1) SHAREHOLDER'S FUNDS</b>			
a) Share Capital	1	9,856,000	9,856,000
b) Reserves & Surplus	2	186,068,882	187,718,090
<b>2) NON-CURRENT LIABILITIES</b>	3		
a) Deferred Tax Liabilities (Net)		75,000	75,000
b) Other Long Term Liabilities		2,054,775	2,054,775
c) Long -Term Provision		3,551,782	2,958,335
		<u>5,681,557</u>	<u>5,088,110</u>
<b>3) CURRENT LIABILITIES</b>			
a) Other Current Liabilities	4	55,120,250	12,722,568
b) Short Term Provisions	5	7,276,982	7,073,746
		<u>62,397,232</u>	<u>19,796,314</u>
<b>TOTAL</b>		<u>264,003,671</u>	<u>222,458,514</u>
<b>II ASSETS</b>			
<b>1) Non-Current assets</b>			
a) <b>Fixed Assets</b>	6		
1) Tangible Assets		4,323,480	4,893,217
b) <b>Non -Current Investments</b>	7	111,419,170	88,176,863
c) Long Term Loans & Advances	8	31,000	31,000
<b>2) CURRENT ASSETS</b>			
a) Current Investments	9	29,216,745	27,774,646
b) Inventories	10	32,000,640	12,110,393
c) Trade Receivable	11	24,637,363	31,687,363
d) Cash & Cash Equivalents	12	3,815,994	3,489,057
e) Short-Term Loans And Advances	13	51,962,830	48,174,883
f) Other Current Assets	14	6,596,449	6,121,092
		<u>148,230,021</u>	<u>129,357,434</u>
<b>TOTAL</b>		<u>264,003,671</u>	<u>222,458,514</u>
<b>NOTES FORMING PART OF ACCOUNTS</b>	18		

In the opinion of the Board, the Current Assets, Loans and Advances are approximately of value stated, if realised in the ordinary course of business

As per our report annexed herewith

**ADITYA MANGALDAS**

Chairman &  
Managing Director

For **Sorab S. Engineer & Co.**  
Chartered Accountants

**D.K.CONTRACTOR**

**S.G.VAIDYA**

**MAMTA MANGALDAS**

Directors

**M. P. ANTIA**  
Partner

For **The Victoria Mills Ltd.,**

**ADITYA MANGALDAS**  
Managing Director

Dated: 30<sup>th</sup> May 2013



## PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2013

	Note No	2012-2013 Rupees	2011-2012 Rupees
I) Revenue from Operations ( Sale of Property Held as Stock In Trade)		2,900,000	-
II) Other Income	15	20,502,348	30,253,230
III) TOTAL REVENUE(I+II)		23,402,348	30,253,230
IV) EXPENSES			
Cost of Materials Consumed		1,962,000	-
Purchases of Stocks-in-Trade		19,890,247	12,110,393
Changes in Inventories of Finished Goods			
Work -in-Progress and Stock-in-Trade		(19,890,247)	(12,110,393)
Employee Benefits Expenses	16	5,410,670	5,409,223
Depreciation and Amortization Expenses		625,632	780,070
Other Expenses	17	10,940,809	16,708,040
TOTAL EXPENSES		18,939,111	22,897,333
V) Profit Before Exceptional And Extraordinary items and Tax (III-IV)		4,463,237	7,355,897
VI) Exceptional Items			
Provision for fall in value of Short Term Investment written back		-	1,587,492
		-	1,587,492
VII) Profit Before Tax and extraordinary items and tax (V-VI)		4,463,237	8,943,389
VIII) Extraordinary Items		-	-
IX) Profit before tax(VII-VIII)		4,463,237	8,943,389
X) Tax Expenses			
(1) Current Tax		385,000	1,100,000
(2) Deferred Tax		-	-
XI) Profit (Loss) for the period from continuing operations (VII-VIII-X)		4,078,237	7,843,389
XII) Profit (Loss) from discontinuing operations		-	-
XIII) Tax expense of discontinuing operations		-	-
XIV) Profit/(Loss) from Discontinuing operation (after tax) (XII-XIII)		-	-
XV) Profit (Loss) for the period (XI+XIV)		4,078,237	7,843,389
XVI) Earnings per equity share:			
(1) Basic		41.38	79.57
(2) Diluted		41.38	79.57
NOTES FORMING PART OF ACCOUNTS	18		

As per our report annexed herewith

ADITYA MANGALDAS

Chairman &  
Managing Director

For **Sorab S. Engineer & Co.**  
Chartered Accountants

D.K.CONTRACTOR

**M. P. ANTIA**  
Partner

For **The Victoria Mills Ltd.,**

**S.G.VAIDYA**

Directors

**ADITYA MANGALDAS**  
Managing Director

**MAMTA MANGALDAS**

Dated: 30<sup>th</sup> May 2013

# 100th Annual Report 2012-13

## NOTES ANNEXED TO & FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH 2013

			2012-2013 Rupees	2011-2012 Rupees
<b>NOTE - 1 SHARE CAPITAL</b>				
<b>AUTHORISED CAPITAL</b>				
2,00,000 Equity Shares of ₹100/- each			20,000,000	20,000,000
			<u>20,000,000</u>	<u>20,000,000</u>
<b>a) ISSUED &amp; SUBSCRIBED CAPITAL</b>				
98,560 Equity Shares of ₹100/- each fully paid up.			9,856,000	9,856,000
			<u>9,856,000</u>	<u>9,856,000</u>
<b>b) Details of Shareholders holding more than 5% Share in the Company</b>				
	31.3.2013		31.3.2012	
<b>Name of the Shareholder</b>	<b>No of Shares</b>	<b>%</b>	<b>No of Shares</b>	<b>%</b>
Shri Aditya Mangaldas	42652	43.28	42652	43.28
Bromelia Trading Pvt. Ltd.	6100	6.19	6100	6.19
<b>NOTE - 2 RESERVES AND SURPLUS</b>				
A. General Reserve			27,260,000	26,460,000
Transfer from Profit & Loss A/c			450,000	800,000
TOTAL			<u>27,710,000</u>	<u>27,260,000</u>
B. Profit & Loss A/c (As per Last Balance Sheet)			160,458,090	159,142,146
Add: Profit for the year			4,078,237	7,843,389
			<u>164,536,327</u>	<u>166,985,535</u>
Less : Transfer To General Reserve			450,000	800000
Less : Proposed Dividened			4,928,000	4928000
Less : Tax On Dividened			799,445	799445
			<u>6,177,445</u>	<u>6,527,445</u>
			<u>158,358,882</u>	<u>160,458,090</u>
<b>TOTAL</b>			<u>186,068,882</u>	<u>187,718,090</u>
<b>NOTE - 3 NON - CURRENT LIABILITIES</b>				
a) Deffered Tax Liabilities (Net)			75,000	75,000
b) Other Long Term Liabilities (Deposits etc)			2,054,775	2,054,775
c) Long -Term Provisions				
Provision for Retirement Benefits				
Gratuity			2067077	1,697,893
Leave Encashment			1484705	1,260,442
			<u>3,551,782</u>	<u>2,958,335</u>
			<u>5,681,557</u>	<u>5,088,110</u>



2012-2013  
Rupees

2011-2012  
Rupees

**NOTE - 4 OTHER CURRENT LIABILITIES**

a) Short -Term Deposit	52,969,929	9,094,929
b) Provision For Expenses	913,271	2,568,989
c) Unpaid Dividened	1,237,050	1,058,650
	<u>55,120,250</u>	<u>12,722,568</u>

**NOTE - 5 - SHORT TERM PROVISIONS**

a) Proposed Dividened	4,928,000	4,928,000
b) Tax On Dividened	799,445	799,445
c) Provision for Retirement Benefits		
Gratuity	891433	766,469
Leave Encashment	658104	579,832
	<u>1,549,537</u>	<u>1,346,301</u>
	<u>7,276,982</u>	<u>7,073,746</u>

**NOTE - 6 A) FIXED ASSETS**

**1) TANGIBLE ASSETS**

Sr. No.	Description	Gross Block on 1.4.2012	Addition	Deductions	Gross Block on 31.3.2013	Total Depr. upto 1.4.2012	Curr. Year Depr.	Depr Wr Back	Total Depr. upto 31.3.2013	Net Block on 31.3.2013	Net Block on 31.3.2012
		₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
1	Land	686	0	0	686	0	0	0	0	686	686
2	Building	3910831	0	0	3910831	1099501	140567	0	1240068	2670763	2811330
3	Plant & Machinery (Computers)	800720	55895	0	856615	699289	53092	0	752381	104234	101431
4	Electric Installation	1806898	0	0	1806898	1220140	81618	0	1301758	505140	586758
5	Furniture & Fixture	975370	0	0	975370	843195	23924	0	867119	108251	132175
6	Vehicles	3373071	0	0	3373071	2112234	326431	0	2438665	934406	1260837
<b>Total</b>		<b>10867576</b>	<b>55895</b>	<b>0</b>	<b>10923471</b>	<b>5974359</b>	<b>625632</b>	<b>0</b>	<b>6599991</b>	<b>4323480</b>	<b>4893217</b>
Previous Year		10867576	0	0	10867576	5194289	780070	0	5974359	4893217	

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	Units	2012-2013 Rupees	2011-2012 Rupees
<b>NOTE 7: NON -CURRENT INVESTMENTS (AT COST)</b>			
<b>1. INVESTMENT IN MUTUAL FUNDS (UNQUOTED)</b>			
Liquid Bees	1,880.7871	<b>1,880,802</b>	2,496,995
Birla Sun Life Short Term Opportunity Fund	79,411.8980	<b>1,400,000</b>	-
Canara Robeco Floating Rate Fund	80,379.3910	<b>1,400,000</b>	-
Fidelity Equity Fund ( L & T Mutual Fund)	40,982.3060	<b>1,300,000</b>	1,300,000
Franklin India Prima Plus	57,019.6280	<b>1,500,000</b>	1,500,000
HDFC Balanced Fund	53,019.1580	<b>1,000,000</b>	1,000,000
HDFC Cash Management Fund	5,405,899.7520	<b>57,500,000</b>	52,000,000
HDFC FMP 371 Days June 2012(1)	500,000.0000	<b>5,000,000</b>	-
HDFC Short Term Opportunities Fund	116,155.5820	<b>1,400,000</b>	-
HDFC Top 200 Fund	6,591.7000	<b>1,200,000</b>	1,200,000
ICICI Prudential Income Opportunities Fund	181,880.7130	<b>2,750,000</b>	-
ICICI Prudential Infrastructure Fund	65,840.2870	<b>800,000</b>	800,000
ICICI Prudential Infrastructure Fund	6,591.9580	<b>200,000</b>	200,000
ICICI Prudential Monthly Income Plan	88,025.8440	<b>1,000,000</b>	1,000,000
ICICI Prudential FMP series 56-1year plan E	-	-	4,000,000
ICICI Prudential FMP series 63-1year plan E	-	-	7,500,000
IDFC FMP Plan 366 Days Series 74	500,000.0000	<b>5,000,000</b>	-
Kotak Bond Regular Plan	86,065.7920	<b>2,750,000</b>	-
Reliance Diversified Power Sector Fund	15,808.9360	<b>1,000,000</b>	1,000,000
Reliance Monthly Income Plan	88,779.9850	<b>1,000,000</b>	1,000,000
Reliance Vision Fund	46,906.6020	<b>2,000,000</b>	2,000,000
SBI Dynamic Bond Fund	200,527.9350	<b>2,750,000</b>	-
SBI Magnum Balanced Fund	80,276.9130	<b>2,000,000</b>	2,000,000
SBI Magnum Income Fund R&P SPB	80,623.7980	<b>1,400,000</b>	-
SBI MF MSFU Conta Fund	56,882.8210	<b>1,500,000</b>	1,500,000
Sundaram Flexible Fund	155,848.8860	<b>2,750,000</b>	-
Tata Infrastructure Fund	8,180.7400	<b>300,000</b>	300,000
Tata Treasury Manager Fund	812.2860	<b>700,000</b>	700,000
UTI Short Term Fund	72,893.8870	<b>1,400,000</b>	-
		<b>102,880,802</b>	81,496,995
<b>2. INVESTMENT IN DEBENTURE &amp; BONDS (UNQUOTED)</b>			
NABARD	450.0000	<b>3,938,368</b>	3,938,368
Mannappuram Finance Ltd	-	-	2,641,500
Peninsula Land Ltd 2015	2.0000	<b>2,000,000</b>	-
Zero Coupon Trent Ltd	2.0000	<b>2,500,000</b>	-
		<b>8,438,368</b>	6,579,868
<b>3. INVESTMENTS IN SHARES (UNQUOTED)</b>			
	<b>Shares</b>		
Victoria Land Private Ltd	1,000	<b>100,000</b>	100,000
₹ 100/- each Fully Paid ( A Subsidiary Company)			
<b>Less : Provision for fall in Value</b>		-	-
<b>TOTAL RUPEES</b>		<b>111,419,170</b>	88,176,863

	<b>At Cost</b>		<b>At Market Rate</b>	
	<b>2012-2013 Rupees</b>	<b>2011-2012 Rupees</b>	<b>2012-2013 Rupees</b>	<b>2011-2012 Rupees</b>
<b>Aggregate amount of unquoted investments</b>	<b>111,419,170</b>	<b>88,176,863</b>	-	-

	<b>2012-2013 Rupees</b>	<b>2011-2012 Rupees</b>
<b>NOTE - 8 LONG TERM LOANS &amp; ADVANCES</b>		
(Unsecured, Considered Good)	31,000	31,000
Security Deposits ( Petrol , Telephone Etc)	31,000	31,000





	QUANTITY	COST	2012-2013 Rupees	2011-2012 Rupees
<b>NOTE 9: CURRENT INVESTMENTS (AT COST)</b>				
<b>INVESTMENT IN SHARES QUOTED</b>				
<b>NAME OF THE SECURITY</b>				
Ador Fontech Ltd	2844	240063		-
Amar Raja Batteries Ltd	7336	603781		752085
Andhra Bank	8971	1131981		611206
Apollo Tyres Ltd	-	-		248692
Balkrishna Industries Ltd	743	183075		492800
Balmer Lawrie & Company Ltd	687	424433		-
Bank of Baroda	700	620413		-
Bharat Electronics Ltd	-	-		475354
Bharat Heavy Electricals Ltd	2735	1098376		1098376
Cairn India Ltd	1878	592766		304483
Canara Bank	1135	645452		645452
Carborundum Universal Ltd	4591	701680		258561
Central Bank of India	-	-		1165248
Corporation Bank	2755	1176368		742540
Eclerx Services Ltd	1322	956873		-
Engineers India	2424	565161		433049
Esab India Ltd	-	-		384406
FDC Ltd	3840	332128		346880
Gatway Distriparks Ltd	5361	771876		-
Gas Authority Of India Ltd	-	-		692032
Goodricke Group Ltd	-	-		1285594
Gruh Finance Ltd	18420	733594		733594
Gujarat State Petronet Ltd	9042	876073		876074
HBL Power Systems Ltd	-	-		464455
IL&FS Investment Managers Ltd	17441	566211		528271
Infosys Technologies Ltd	309	745266		1111464
Jagran Prakashan Ltd	-	-		155169
Kajeria Ceramics Ltd	821	38242		381630
LIC Housing Finance Ltd	1968	552162		-
Madras Cement Ltd	3787	694150		-
Mahindra & Mahindra Ltd	1260	921163		798247
Mangalam Cement Ltd	4772	750323		-
Navneet Publication (India) Ltd	569	32638		-
NIIT Technologies Ltd	2048	565956		-
Orient Cement Ltd	8972	369161		-
Orient Paper & Industries Ltd	8972	268312		-
Petronet LNG Ltd	5123	827552		811200
Punjab National Bank Ltd	896	879084		879084
Sanghvi Moovers Ltd	-	-		859095
Sundaram Finance Ltd	582	273910		-
Sundaram Fasteners Ltd	18730	1071237		827720
Syndicate Bank Ltd	7000	923580		-
TCPL Packagings Ltd	122500	5292603		5292603
Tata Consultancy Services Ltd	-	-		457448
Tata Motors DVR	-	-		769511
Tata Motors Ltd	1937	566204		-
Tata Sponge Iron Ltd	2547	850452		691996
Thermax Ltd	-	-		745658
Titagarh Wagons Ltd	2156	787952		787952
Vesuvius India Ltd	86	29370		-
Voltas Ltd	-	-		666717
Wyeth Ltd	592	557124		-
			<b>29216745</b>	<b>27774646</b>
Less : Provision for fall in Value			-	-
			<b>29216745</b>	<b>27774646</b>
	<b>At Cost</b>	<b>At Market Rate</b>		
	<b>2012-2013</b>	<b>2011-2012</b>	<b>2012-2013</b>	<b>2011-2012</b>
	<b>Rupees</b>	<b>Rupees</b>	<b>Rupees</b>	<b>Rupees</b>
<b>Aggregate amount of quoted investment (shares)</b>	<b>29,216,745</b>	<b>27,774,646</b>	<b>32,889,169</b>	<b>28,460,451</b>

# 100th Annual Report 2012-13

	Rupees	2012-2013 Rupees	2011-2012 Rupees
<b>Note - 10 INVENTORIES</b>			
(As per list certified and valued by the Company)			
Property held as stock-in-trade (At Cost)		5,964,600	7,926,600
Work In Progress (At Cost)		26,036,040	4,183,793
		<u>32,000,640</u>	<u>12,110,393</u>
<b>Note - 11 TRADE RECEIVABLE</b>			
<b>Exceeding six months:</b>			
Considered Good	24,637,363		31,687,363
Considered Doubtful	14,501,328		14,501,328
	<u>39,138,691</u>		<u>46,188,691</u>
Less : Provision for doubtful debts	14,501,328		14,501,328
	<u>24,637,363</u>		<u>31,687,363</u>
Other (considered Good)	-		-
		<u>24,637,363</u>	<u>31,687,363</u>
<b>Note - 12 CASH AND CASH EQUIVALENTS</b>			
Cash on hand		5896	2867
With scheduled Bank in :			
Current Account	1,470,924		1,412,599
Bank Guarantee Margin Account	1,102,124		1,014,941
Unclaimed Dividend A/c	1,237,050		1,058,650
		<u>3,810,098</u>	<u>3,486,190</u>
		<u>3,815,994</u>	<u>3,489,057</u>
<b>Note - 13 SHORT-TERM LOANS AND ADVANCES</b>			
Loans & Advances :			
(Considered Good & Unsecured)			
To a Subsidiary Company	29,500,000		8,000,000
Inter Corporate Deposit	21,636,557		39,432,439
Prepaid Expenses	277,773		255,944
Staff Loan	548,500		486,500
		<u>51,962,830</u>	<u>48,174,883</u>
<b>Note - 14 OTHER CURRENT ASSETS</b>			
Dividened Receivable	16,704		17,721
Interest Accrued	101,544		220,422
Accrued Leave & Licence Income	1,740,000		1,530,000
Advance Income Tax ( Net Of Provision of	4,738,201		4,352,949
₹ 7650000/- Current year, ₹ 7265000/-		<u>6,596,449</u>	<u>6,121,092</u>
Previous year)			
Advances Considered Doubtful	350,000		650,000
Less: Provision	350,000		650,000
		<u>-</u>	<u>-</u>



## NOTES FORMING PART OF THE PROFIT & LOSS ACCOUNT AS ON 31ST MARCH 2013

	2012-2013 Rupees	2011-2012 Rupees
<b>NOTE-15 OTHER INCOME</b>		
Dividend	5,355,204	3,121,480
Interest		
a) On Inter Corporate Deposit	2,187,510	6,776,326
(TAX DEDUCTED ₹ 218768/- Previous year ₹ 698605/-)		
b) On Bank Guarantee Margin Account	96871	86258
(TAX DEDUCTED ₹ 9688/- Previous year ₹ 8626/-)		
Miscellaneous Income	29,525	10,070
Royalty Received	26,939	28,518
Income on Bill Discounting	974,135	1,265,187
Leave & Licence Income	5,601,582	9,602,712
Profit on Sales of Investment	179,547	-
Profit on Redemption of Mutual Funds Units	1,192,535	5,320,629
Profit on Redemption Of Non Convertible Debenture	358,500	-
Forfeited Security Deposit	4,200,000	-
Excess Provisions Written Back	300,000	4,042,050
	<b>20,502,348</b>	<b>30,253,230</b>
<b>NOTE-16 EMPLOYEE BENEFITS EXPENSES</b>		
Salaries, Wages, & Bonus	1,717,947	2,151,827
Contribution to Superannuation scheme	72,349	65,141
Managing Director's Remuneration	2,693,688	2,298,445
Other Retirement Benefits	926,686	893,810
	<b>5,410,670</b>	<b>5,409,223</b>
<b>NOTE-17 OTHER EXPENSES</b>		
Motor car Expenses	529,242	404,645
Stationery & Printing	141,722	117,149
Travelling Expenses	767,921	18,681
Telephone Expenses	177,084	185,395
Legal & Professional	1,991,256	1,009,541
Insurance	46,465	41,258
Auditor's Remuneration		
i) Audit Fees	100,000	100,000
ii) In other capacity	298,878	279,861
(Tax Audit, Certification etc.)		
iii) Out of Pocket expenses	17,932	15,310
Electricity	166,406	147,846
Directors' Fees	140,000	170,000
Brokerage	-	-
Building Maintenance Expenses	262,440	196,830
Membership & Subscription	65,304	127,420
Miscellaneous Expenses	1,032,405	660,479
Demolition & Removal of Debris	120,300	-
Rates & Taxes	5,083,454	4,388,474
Provision for Doubtful Debts	-	3,701,328
Bad Debts	-	3,692,050
Loss on Sale of Investment	-	1,451,773
	<b>10,940,809</b>	<b>16,708,040</b>

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## NOTE - 18 NOTES FORMING PART OF ACCOUNTS

### 1. Major Accounting Policies:-

#### a) Recognition of income expenditure

The company is in the business of real estate development. Real estate income is recognized as revenue on the completion of sale of property. Other income and cost/expenditure are generally accounted on accrual as they are earned or incurred.

#### b) Depreciation is provided at Written Down Value Method as per Schedule XIV of the Companies Act, 1956.

#### c) Valuation of Inventories:

Property held as stock in trade is valued at cost or market whichever is lower. Work-in-progress is valued at cost of property plus all direct expenditure pertaining to project. Finished goods stock is valued at cost or realizable value whichever is lower.

#### d) Fixed Assets

Fixed assets are stated at cost less depreciation.

#### e) Investment

Non Current investments are stated at cost or book value. Permanent diminution in value of each investment is being provided after taking into consideration value of each investment individually. Current investment are valued at cost or market value whichever is lower.

#### f) Accounting Policy regarding Retirement Benefits

- 1) Gratuity and Leave encashment is provided in the basis of valuation made by an Actuary
- 2) Superannuation Fund is contributed into Fund with LIC.

#### g) Taxation

##### i) Current Tax

Provision for Current Tax is made based on the liability computed in accordance with the relevant tax rates and provisions of Income Tax Act, 1961.

##### ii) Deferred Taxes

Deferred Tax is accounted for by computing the tax effect of timing differences which arise during the year and reverse in subsequent periods. Deferred tax assets are recognized and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such Deferred Tax Assets can be realized.

### 2. Earning per Share as computed in accordance with Accounting Standard 20.

	2012-2013	2011-2012
(i) Net Profit after Tax (₹)	<b>4078137</b>	7843389
(ii) Number of Equity Shares of ₹100/- each	<b>98560</b>	98560
(iii) Basic and Diluted Earnings per Share (₹)	<b>41.38</b>	79.57

### 3. Segment Reporting :

The Company is in the business of real estate development. In view of the above the company has only once identified reportable segment.

### 4. Related Party Disclosure :

Sr. No.	Nature of Transaction	Subsidiary	Associates	Key Management Personnel	Total
1.	Loans given during the year	2,15,00,000	-	-	2,15,00,000
2.	Managing Director' s remuneration	-	-	26,93,688	26,93,688
3.	Outstanding balance receivable as on 31.3.2013	2,95,00,000	-	-	2,95,00,000
	Previous Year	80,00,000	-	22,98,445	1,02,98,445



Name of the related parties and relationship :

**A) Subsidiary**

Victoria Land Pvt. Ltd.

**B) Associates**

1. Galactic Enterprises Ltd.
2. Adarsh Enterprises
3. Fistuala Trading Pvt. Ltd.
4. Abhay Investments Pvt.Ltd.
5. Pawan Farms & Orchards
6. Bruhaspati Investment & Trading
7. Sutantu Agricultural Farm
8. Mangaldas Mehta & Co. Pvt. Ltd.
9. Bromelia Trading Pvt. Ltd.
10. Mangaldas Mehta & Co.

**C) Key Mangement Personnel**

1. **SHRI ADITYA MANGALDAS**

	2012-13	2011-12
	₹	₹
5. Expenditure in Foreign Currency on Travel.	171051	-
6. No amount of unpaid dividend has become due for payment into Investors Education and Protection Funds.		
7. As per revised Accounting Standard 15 applicable from this year, the liability for gratuity and leave encashment has been valued by an Actuary. Full provision for liability in this respect has been made in the accounts. Gratuity Disclosure statement as per AS-15.		

	2012-2013
	₹
Present value of benefit obligation as at the	24,64,362
Interest Cost	2,09,471
Current Service Cost	1,04,712
Transitional Liability incurred during the period	-
Past Service Cost (Not Vested Benefit)incurred during the period	-
Past Service Cost (Vested Benefit)incurred during the year	-
Liability Transferred in	-
(Liability Transfer out)	-
(Benefit paid)	(1,12,700)
Acturial (gain/loss on obligations)	2,92,665
Present value of benefit obligation as at the	29,58,510
End of the current period	

**8. Previous year's figures are regrouped where necessary.**

As per our report annexed herewith

**ADITYA MANGALDAS**

Chairman &  
Managing Director

For **Sorab S. Engineer & Co.**  
Chartered Accountants

**D.K.CONTRACTOR**

**M. P. ANTIA**  
Partner

For **The Victoria Mills Ltd.,**

**S.G.VAIDYA**

Directors

**ADITYA MANGALDAS**  
Managing Director

**MAMTA MANGALDAS**

Dated: 30<sup>th</sup> May 2013

# 100th Annual Report 2012-13

## CASH FLOW FOR THE YEAR ENDED 31ST MARCH 2013

		2012-2013		2011-2012
	Rupees	Rupees	Rupees	Rupees
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
<b>NET PROFIT/(LOSS) AFTER TAX &amp; EXTRA-ORDINARY ITEM</b>		<b>4,078,237</b>		<b>7,843,389</b>
<b>Add/Less:</b>				
a) Provision for Taxation	<b>385,000</b>		1,100,000	
b) Depreciation	<b>625,632</b>		780,070	
c) Bad Debts	-		3,692,050	
d) Provision for Doubtful Debts	-		3,701,328	
e) Provision for fall in value of Short Term Investment	-		-	
f) Loss on Sale of Investment	-		1,451,773	
g) Interest paid	-	<b>1,010,632</b>	-	<b>10,725,221</b>
		<b>5,088,869</b>		<b>18,568,610</b>
<b>Add/Less:</b>				
a) Dividend Income	<b>5,355,204</b>		3,121,480	
b) Interest received on others	<b>2,284,381</b>		6,862,584	
c) Bill Discounting Income	<b>974,135</b>		1,265,187	
d) Profit on Redemption Of Mutual Fund Investment	<b>1,192,535</b>		5,320,629	
e) Provision for fall in value of Short Term Investment written back	-		1,587,492	
f) Excess Provision written back	<b>300,000</b>		4,042,050	
g) Profit on Reedemption of NCD	<b>358,500</b>		-	
h) Profit on sale of Investment	<b>179,547</b>		-	
		<b>10,644,302</b>		<b>22,199,422</b>
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGE</b>		<b>(5,555,433)</b>		<b>(3,630,812)</b>
<b>Add:</b>				
a) (Increase) /Decrease in Trade Receivables	<b>7,050,000</b>		-	
b) (Increase)/Decrease in Inventories	<b>(19,890,247)</b>		(12,110,393)	
c) (Increase) Decrease in Current Assets	<b>(3,766,652)</b>		(331,785)	
Less: (Increase)/(Decrease) in Trade & other Payables	-		32,170,021	
Increase in Inventory	<b>43,194,365</b>	<b>26,587,466</b>	-	<b>19,727,843</b>
		<b>21,032,033</b>		<b>16,097,031</b>
<b>Deduct:</b>				
Direct Taxes Paid/ Received	<b>(770,252)</b>		843,984	
		<b>(770,252)</b>		<b>843,984</b>
<b>NET CASH INFLOW/(OUTFLOW) FROM OPERATING ACTIVITIES(A)</b>		<b>20,261,781</b>		<b>15,253,047</b>



		2012-2013		2011-2012
	Rupees	Rupees	Rupees	Rupees
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
<b>IN FLOW</b>				
a) Sale of Fixed Assets	-		-	
b) Dividend Income	5,355,204		3,121,480	
c) Interest received on others	2,284,381		6,862,584	
d) Bill Discounting Income	974,135		1,265,187	
e) Profit on Sale of Investments Net	179,547		-	
f) Profit on Redemption of Mutual Funds Investment	1,192,535		-	
g) Profit on Redemption of NCD	358,500		-	
h) Sale of Investments	-	10,344,302	-	11,249,251
<b>OUT FLOW :</b>				
a) Purchase of Fixed assets	(55,895)		-	
b) Purchase of Investments	(24,684,406)		(25,164,193)	
	(24,740,301)	(24,740,301)	(25,164,193)	(25,164,193)
Less: Fixed Assets Converted to stock in Trade	-		-	
		(14,395,999)		(13,914,942)
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
a) Secured Loans	-		-	
b) Unpaid Dividened	(5,538,845)		(5,553,445)	
c) Interest Paid	-		-	
<b>NET CASH INFLOW / (OUTFLOW) IN FINANCING ACTIVITIES (C)</b>		(5,538,845)		(5,553,445)
<b>NET INCREASE/DECREASE IN CASH/CASH EQUIVALENTS (A+B+C)</b>		326,937		(4,215,340)
CASH AND CASH EQUIVALENTS AS AT				
31 <sup>st</sup> MARCH 2012	3,489,057		7,704,397	
31 <sup>st</sup> MARCH 2013	3,815,994		3,489,057	
<b>NET CASH INFLOW/(OUTFLOW)</b>		326,937		(4,215,340)

As per our report annexed herewith

ADITYA MANGALDAS

Chairman &  
Managing Director

For **Sorab S. Engineer & Co.**  
Chartered Accountants

D.K.CONTRACTOR

**M. P. ANTIA**  
Partner

For The Victoria Mills Ltd.,

S.G.VAIDYA

Directors

**ADITYA MANGALDAS**  
Managing Director

**MAMTA MANGALDAS**

Dated: 30<sup>th</sup> May 2013

# 100th Annual Report 2012-13

## STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956

**Re: Victoria Land Pvt.Ltd.**

- 1 The Victoria Mills Limited held** : 1000 Equity Shares of ₹100/- each fully paid up valuing ₹1,00,000/- being 100% of the total paid up capital in Victoria Land Pvt.Ltd. as at 31<sup>st</sup> March 2013
- 2 Victoria Land Pvt. Ltd.** : Made a Loss of ₹(19,01,899/-) as at 31<sup>st</sup> March, 2013

**No adjustment has been made in the books of The Victoria Mills Limited in respect of the said above.**

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For The Victoria Mills Ltd.,

**ADITYA MANGALDAS**

Chairman &  
Managing Director

**ADITYA MANGALDAS**  
Managing Director

**D.K.CONTRACTOR**

**S.G.VAIDYA**

Directors

Dated: 30<sup>th</sup> May 2013

**MAMTA MANGALDAS**



## **VICTORIA LAND PRIVATE LIMITED**

### **NOTICE**

Notice is hereby given that the 4<sup>th</sup> Annual General Meeting of the Company will be held at the premises of The Victoria Mills Ltd., Victoria House, Pandurang Budhkar Marg, Lower Parel, Mumbai 400 013 on 13<sup>th</sup> August 2013 at 4.30 P.M. to transact the following business :

1. To consider and adopt the Balance Sheet and Profit and Loss account and the Report of the Board of Directors and Auditors' Report thereon for the year ended 31<sup>st</sup> March 2013
2. To appoint a Director in place of Shri Aditya Mangaldas who retires by rotation and is eligible for re-appointment.
3. To appoint Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.

By Order of the Board

**ADITYA MANGALDAS**  
**CHAIRMAN**

### **Registered Office:**

Victoria House,  
Pandurang Budhkar Marg,  
Lower Parel,  
Mumbai 400 013.  
Dated: 30<sup>th</sup> May 2013.

### **NOTE:**

**A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED BE A MEMBER**

# Annual Report 2012-13

## DIRECTORS REPORT

To

The Shareholders,

Victoria Land Pvt.Ltd.

Ladies & Gentlemen:

Your Directors present herewith 4<sup>th</sup> Annual Report of the working of your company with the audited statement of accounts for the year ended 31<sup>st</sup> March 2013.

	<b>2012-2013 Rupees</b>	<b>2011-2012 Rupees</b>
Profit/Loss for the year before Providing for depreciation and taxation	<b>(7,54,123)</b>	2,15,48,305
Less: Depreciation	<b>11,47,176</b>	2,18,784
Taxation	<b>-</b>	65,34,018
To Profit for the year	<b>(19,01,899)</b>	1,47,95,503
To Balance of Profit/(Loss) carried forward from previous year	<b>1,44,78,242</b>	(3,17,261)
To Balance carried to next year	<b>1,25,76,343</b>	1,44,78,242

Your Directors do not recommend any dividend on equity shares.

The Company has purchased another piece of land and construction of Villas on the land has started during the year.

Shri Aditya Mangaldas retires as a Director by rotation and is eligible for reappointment.

The statement giving particulars under the Companies (Particulars of Employees) Rules, 1975, required to be included in the Directors' Report as required u/s 217(A) of the Companies Act 1917 is not appended, as the same is not applicable.

The Company has no activity relating to conservation of energy or technology absorption.

The Company does not have any foreign exchange earnings and out going during the year.

You are requested to appoint auditors from the conclusion of this meeting till the date of conclusion of the next Annual General Meeting and to fix their remuneration.

Pursuant to Section 217(2AA) of the Companies Act, 1956 (hereinafter referred to as "the Act"), your Directors confirm that :-

- (i) In the preparation of the Annual Accounts, the applicable accounting standards had been followed.
- (ii) They had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at 31<sup>st</sup> March 2013.
- (iii) They had taken proper and sufficient care for the 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 fraud and other irregularities;
- (iv) They had prepared the Annual Accounts on a going concern basis.

For and on behalf of the  
Board of Directors

**ADITYA MANGALDAS**  
**CHAIRMAN**

Place: Mumbai  
Date: 30<sup>th</sup> May 2013

## INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF THE VICTORIA LAND PRIVATE LIMITED

### Report on the Financial Statements

We have audited the accompanying financial statements of VICTORIA LAND PRIVATE LIMITED ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2013, the Statement of Profit and Loss for the year ended and a summary of the 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 of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956 ("the Act") 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.

### Auditors' 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 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 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. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the 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 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 31<sup>st</sup> March, 2013;
- (b) in the case of the Statement of Profit and Loss, of the loss for the year ended on that date; and

### 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 it appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from the branches not visited by us.
  - (c) The Balance Sheet, Statement of Profit and Loss, dealt with by this Report are in agreement with the books of account and with the returns received from the branches not visited by us.
  - (d) In our opinion, the Balance Sheet, Statement of Profit and Loss, comply with the Accounting Standards 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 31<sup>st</sup> March, 2013 and taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2013 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.
  - (f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

For **M.S PARIKH & CO.**  
Chartered Accountants

**U.M. PARIKH**  
Partner

Place : Mumbai  
Date : 30<sup>th</sup> May, 2013

(Membership No. 34345)  
Firm Registration No. 107558W

# Annual Report 2012-13

## BALANCE SHEET AS AT 31ST MARCH 2013

	Note No	2012-2013 Rupees	2011-2012 Rupees
<b>I EQUITY AND LIABILITIES</b>			
<b>1) SHAREHOLDER'S FUNDS</b>			
a) Share Capital	1	100,000	100,000
b) Reserves & Surplus	2	12,576,343	14,478,242
<b>2) NON-CURRENT LIABILITIES</b>	3		
a) Long-Term Borrowings		-	-
b) Deferred Tax Liabilities (Net)		34,018	34,018
c) Other Long Term Liabilities		-	-
d) Long -Term Provision		-	-
		<u>34,018</u>	<u>34,018</u>
<b>3) CURRENT LIABILITIES</b>	4		
a) Short -Term Borrowings		29,500,000	8,000,000
b) Other Current Liabilities		25,530	5,610,180
c) Short Term Provisions		-	-
		<u>29,525,530</u>	<u>13,610,180</u>
<b>TOTAL</b>		<u>42,235,891</u>	<u>28,222,440</u>
<b>II ASSETS</b>			
<b>1) Non-Current assets</b>			
a) Fixed Assets	5		
1) Tangible Assets		25,448,713	22,153,845
b) Non-Current Investments	6	-	500,000
c) Long Term Loans & Advances	7	25,000	25,000
<b>2) CURRENT ASSETS</b>			
a) Inventories	8	15,913,389	-
b) Trade Receivable	8	-	4,400,000
c) Cash & Cash Equivalents	8	227,789	412,273
d) Short-Term Loans And Advances	8	121,000	200,000
e) Other Current Assets	8	500,000	531,322
		<u>16,762,178</u>	<u>5,543,595</u>
<b>TOTAL</b>		<u>42,235,891</u>	<u>28,222,440</u>
<b>NOTES FORMING PART OF ACCOUNTS</b>	12		
In the opinion of the Board, the Current Assets, Loans and Advances are approximately of value stated, if realised in the ordinary course of business			

As per our report annexed herewith

**For M. S. Parikh & Co.**

Chartered Accountants

**U.M.PARIKH**

Partner

Dated: 30<sup>th</sup> May 2013

Chairman

**ADITYA MANGALDAS**

Director

**MAMTA MANGALDAS**

**PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2013**

	<b>Note No</b>	<b>2012-2013 Rupees</b>	<b>2011-2012 Rupees</b>
I) <b>Revenue from Operations</b>		-	105,522,298
II) Other Income	<b>9</b>	<b>1,159,787</b>	873,363
III) <b>TOTAL REVENUE(I+II)</b>		<b>1,159,787</b>	106,395,661
IV) <b>EXPENSES</b>			
Cost of Materials Consumed		-	81,905,168
Purchase of Stocks-in-Trade		<b>15,913,389</b>	-
Changes in Inventories of Finished Goods			
Work -in-Progress and Stock-in-Trade		<b>(15,913,389)</b>	-
Employee Benefits Expenses	<b>10</b>	<b>1,602,599</b>	793,425
Depreciation and Amortization Expenses		<b>1,147,176</b>	218,784
Other Expenses	<b>11</b>	<b>311,911</b>	2,148,763
<b>TOTAL EXPENSES</b>		<b>3,061,686</b>	85,066,140
V) Profit Before Exceptional And Extraordinary items and Tax (III-IV)		<b>(1,901,899)</b>	21,329,521
VI) Exceptional Items		-	-
VII) Profit Before Tax and extraordinary items and tax (V-VI)		<b>(1,901,899)</b>	21,329,521
VIII) Extraordinary Items		-	-
IX) Profit before tax(VII-VIII)		<b>(1,901,899)</b>	21,329,521
X) Tax Expenses			
(1) Current Tax		-	6,500,000
(2) Deferred Tax		-	34,018
XI) Profit (Loss) for the period from continuing operations(VII-VIII-X)		<b>(1,901,899)</b>	14,795,503
XII) Profit (Loss) from discontinuing operations		-	-
XIII) Tax expense of discontinuing operations		-	-
XIV) Profit/(Loss) from Discontinuing operation (after tax) (XII-XIII)		-	-
XV) Profit (Loss) for the period (XI+XIV)		<b>(1,901,899)</b>	14,795,503
XVI) Earnings per equity share:			
(1) Basic		<b>(1,902.00)</b>	14795.50
(2) Diluted		<b>(1,902.00)</b>	14795.50
<b>NOTES FORMING PART OF ACCOUNTS</b>	<b>12</b>		

As per our report annexed herewith

**For M. S. Parikh & Co.**

Chartered Accountants

Chairman

**ADITYA MANGALDAS****U.M.PARIKH**

Partner

Dated: 30<sup>th</sup> May 2013

Director

**MAMTA MANGALDAS**

# Annual Report 2012-13

## NOTES ANNEXED TO & FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH 2013

	2012-2013 Rupees	2011-2012 Rupees		
<b>NOTE-1 SHARE CAPITAL</b>				
<b>AUTHORISED CAPITAL</b>				
1,000 Equity Shares of ₹100/- each	100,000	100,000		
	100,000	100,000		
<b>A) Issued &amp; Subscribed Capital</b>				
1,000 Equity Shares of ₹100/- each fully paid up	100,000	100,000		
	100,000	100,000		
<b>b) Details of Shareholders holding more than 5% Share in the Company</b>				
	31.3.2013	31.3.2012		
<b>Name of the Shareholder</b>	<b>No. of Shares</b>	<b>%</b>	<b>No. of Shares</b>	<b>%</b>
The Victoria Mills Ltd.	1000	100	1000	100
<b>NOTE - 2 RESERVES AND SURPLUS</b>				
<b>A : General Reserve</b>	-	-		
Transfer from Profit & Loss A/c	-	-		
<b>TOTAL</b>	-	-		
<b>B : Profit &amp; Loss A/c (As per Last Balance Sheet)</b>	14,478,242	(317,261)		
Add : Profit for the year	(1,901,899)	14,795,503		
	12,576,343	14,478,242		
Less : Transfer To General Reserve	-	-		
Less : Proposed Dividened	-	-		
Less : Tax On Dividened	-	-		
	-	-		
	12,576,343	14,478,242		
<b>TOTAL</b>	12,576,343	14,478,242		
<b>NOTE - 3 NON-CURRENT LIABILITIES</b>				
a) Deffered Tax Liabilities (Net)	34,018	34,018		
b) Other Long Term Liabilities (Deposits etc)	-	-		
c) Long -Term Provisions				
Provision for Retirement Benefits	-	-		
	34,018	34,018		

	2012-2013 Rupees	2011-2012 Rupees
<b>NOTE - 4 CURRENT LIABILITIES</b>		
a) Short -Term Deposit	29,500,000	8,000,000
b) Other current Liabilities(Provision For Expenses)	25,530	5,610,180
	<u>29,525,530</u>	<u>13,610,180</u>
c) Short Term Provisions		
Proposed Dividened	-	-
Tax On Dividened	-	-
	<u>29,525,530</u>	<u>13,610,180</u>

**NOTE - 5 A) FIXED ASSETS**  
**1) TANGIBLE ASSETS**

Sr. No.	Description	Gross Block on 1.4.2012	Addition	Deductions	Gross Block on 31.3.2013	Total Depr. upto 1.4.2012	Curr. Year Depr.	Depr Wr Back	Total Depr. upto 31.3.2013	Net Block on 31.3.2013	Net Block on 31.3.2012
		₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
1	Land	20144600	0	0	20144600	0	0	0	0	20144600	20144600
2	Computer	125027	0	0	125027	53332	28678	0	82010	43017	71695
3	Vehicles (yatch)	2127575	0	0	2127575	190025	387510	0	577535	1550040	1937550
4	Vehicles (Motor Car)	0	4442044	0	4442044	0	730988	0	730988	3711056	0
	<b>Total</b>	<b>22397202</b>	<b>4442044</b>	<b>0</b>	<b>26839246</b>	<b>243357</b>	<b>1147176</b>	<b>0</b>	<b>1390533</b>	<b>25448713</b>	<b>22153845</b>
	Previous Year	56000	22341202	0	22397202	24573	218784	0	243357	22153845	

**NOTE - 6 NON -CURRENT INVESTMENTS (AT COST)**

		2012-2013 Rupees		2011-2012 Rupees	
1	INVESTMENT IN MUTUAL FUNDS (UNQUOTED)	Units			
	HDFC Cash Management Fund		-	500,000	
	TOTAL RUPEES		-	500,000	
		At Cost		At Market Rate	
		2012-2013	2011-2012	2012-2013	2011-2012
		Rupees	Rupees	Rupees	Rupees
	Aggregate amount of unquoted investments	-	500,000	-	-

# Annual Report 2012-13

	2012-2013 Rupees	2011-2012 Rupees
<b>NOTE - 7 LONG TERM LOANS &amp; ADVANCES</b>		
(Unsecured , Considered Good)		
Security Deposits (Petrol, Telephone Etc)	25000	25000
	<u>25000</u>	<u>25000</u>
<b>NOTE - 8 CURRENT ASSETS</b>		
<b>a) INVENTORIES</b>		
(As per list certified and valued by the Company)		
Property held as stock-in-trade (At Cost)	14,730,000	-
Work In Progress	1,183,389	-
	<u>15,913,389</u>	<u>-</u>
<b>b) TRADE RECEIVABLE</b>		
Unsecured Considered Goods (Within six month)	-	4,400,000
<b>c) CASH AND CASH EQUIVALENTS</b>		
Cash on hand	8140	3809
With scheduled Bank in :		
Current Account	219,649	408,464
	<u>219,649</u>	<u>408,464</u>
	<u>227,789</u>	<u>412,273</u>
<b>d) SHORT-TERM LOANS AND ADVANCES</b>		
Staff Loan	121000	200000
	<u>121,000</u>	<u>200,000</u>
<b>e) OTHER CURRENT ASSETS</b>		
Amount receivable	0	31322
Advance Income Tax Net of Provision	500000	500000
	<u>500000</u>	<u>531322</u>
<b>SCHEDULE FORMING PART OF THE PROFIT &amp; LOSS ACCOUNT AS ON 31 ST MARCH 2013</b>		
<b>NOTE - 9 OTHER INCOME</b>		
Dividend	10,172	226,110
Excess Provision Written Back	1,056,226	-
Miscellaneous Income	88,176	-
Profit on Redemption of Mutual Funds Units	5,213	647,253
	<u>1,159,787</u>	<u>873,363</u>
<b>NOTE-10 EMPLOYEE BENEFITS EXPENSES</b>		
Salaries	1602599	793425
	<u>1,602,599</u>	<u>793,425</u>



	2012-2013 Rupees	2011-2012 Rupees
<b>NOTE - 11 OTHER EXPENSES</b>		
Auditor's Remuneration		
Audit Fees	7865	2247
Brokerage	-	674160
Foreign Travel	-	1028516
Insurance	15185	-
Miscellaneous Expenses	39476	220101
Legal & Professional Charges	217462	221534
Stationery & Printing	1,680	2,205
Telephone Expenses	30243	-
	<u>311,911</u>	<u>2,148,763</u>

**NOTE -12 NOTES FORMING PART OF ACCOUNTS****Major Accounting Policies:-****1) Recognition of income expenditure:**

The Company is in the business of real estate development. Real estate income is recognized as revenue on the completion of sale of property. Other income and cost/expenditure are generally accounted on accrual as they are earned or incurred.

**2) Basic of Accounting:**

The Company maintains its Accounts on account on accrual basis following historical cost convention in compliance with Accounting Stands specified to be mandatory by the institute of Chartered Accountant of India and the relevant provisions of the Companies Act, 1956.

**3) Fixed Assets:**

Fixed Assets are stated at original cost net of tax/duty credits availed. If any, cost comprises of the purchased price and any other attributable cost of bringing the assets to its working condition for its intended use.

**4) Depreciation:**

Depreciation is calculated on W.D.V. method as provided in Scheduled XIV to the Companies Act, 1956. On addition/deletions of fixed assets depreciation is provided on pro rata basis.

**5) Investments:**

Investment are stated at cost.

As per our report annexed herewith

**For M. S. Parikh & Co.**

Chartered Accountants

**U.M.PARIKH**

Partner

Dated: 30<sup>th</sup> May 2013

Chairman

**ADITYA MANGALDAS**

Director

**MAMTA MANGALDAS**

**CONSOLIDATED FINANCIAL STATEMENTS  
OF  
THE VICTORIA MILLS LIMITED**



## INDEPENDENT AUDITORS' REPORT

### To The Board of Directors of The Victoria Mills Ltd.

We have audited the accompanying consolidated financial statements of **THE VICTORIA MILLS LIMITED** ("the Company") and its subsidiary, which comprise the consolidated Balance Sheet as at 31st March, 2013, the consolidated Statement of Profit and Loss and the consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

We did not audit the financial statements of the subsidiary, Victoria Land Pvt.Ltd. which are audited by another auditor whose report is furnished to us.

### Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated 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 the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated

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 consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the 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

Based on our audit and on consolidation of Audit Report of another auditor, in our opinion and to the best of our information and according to the explanations given to us, the consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the consolidated Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March, 2013;
- (b) in the case of the consolidated Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) in the case of the consolidated Cash Flow Statement, of the cash flows for the year ended on that date.

**For SORAB S. ENGINEER & CO.**

Chartered Accountants

**M.P. ANTIA**  
**Partner**

(Membership No.7825)

Firm Registration No. 110417W

Place : Mumbai

Date : 30<sup>th</sup> May, 2013

# 100th Annual Report 2012-13

## CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2013

	Note No	2012-2013 Rupees	2011-2012 Rupees
<b>I EQUITY AND LIABILITIES</b>			
<b>1) SHAREHOLDER'S FUNDS</b>			
a) Share Capital	1	9,856,000	9,856,000
b) Reserves & Surplus	2	198,645,225	202,196,332
<b>2) NON-CURRENT LIABILITIES</b>	3		
a) Deferred Tax Liabilities (Net)		109,018	109,018
b) Other Long Tern Liabilities		2,054,775	2,054,775
c) Long -Term Provision		3,551,782	2,958,335
		<u>5,715,575</u>	<u>5,122,128</u>
<b>3) CURRENT LIABILITIES</b>			
a) Other Current Liabilities	4	55,145,780	18,332,748
b) Short Term Provisions	5	7,276,982	7,073,746
		<u>62,422,762</u>	<u>25,406,494</u>
<b>TOTAL</b>		<u><u>276,639,562</u></u>	<u><u>242,580,954</u></u>
<b>II ASSETS</b>			
<b>1) Non-Current assets</b>			
a) Fixed Assets	6		
1) Tangible Assets		29,772,193	27,047,062
b) Non -Current Investments	7	111,319,170	88,576,863
c) Long Term Loans & Advances	8	56,000	56,000
<b>2) CURRENT ASSETS</b>			
a) Current Investments	9	29,216,745	27,774,646
b) Inventories	10	47,914,029	12,110,393
c) Trade Receivable	11	24,637,363	36,087,363
d) Cash & Cash Equivalents	12	4,043,783	3,901,330
e) Short-Term Loans And Advances	13	22,583,830	40,374,883
f) Other Current Assets	14	7,096,449	6,652,414
		<u>135,492,199</u>	<u>126,901,029</u>
<b>TOTAL</b>		<u><u>276,639,562</u></u>	<u><u>242,580,954</u></u>
<b>NOTES FORMING PART OF ACCOUNTS</b>	18		
In the opinion of the Board, the Current Assets, Loans and Advances are approximately of value stated, if realised in the ordinary course of business			

As per our report annexed herewith

**ADITYA MANGALDAS**

Chairman &  
Managing Director

For **Sorab S. Engineer & Co.**  
Chartered Accountants

**D.K.CONTRACTOR**

**S.G.VAIDYA**

**MAMTA MANGALDAS**

Directors

**M. P. ANTIA**  
Partner

For **The Victoria Mills Ltd.,**

**ADITYA MANGALDAS**  
Managing Director

Dated: 30<sup>th</sup> May 2013



## CONSOLIDATED PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2013

	Note No	2012-2013 Rupees	2011-2012 Rupees
I) Revenue from Operations (Sale of Property Held as Stock in Trade)	15	2,900,000	105,522,298
II) Other Income		21,662,135	31,126,593
III) TOTAL REVENUE(I+II)		<u>24,562,135</u>	<u>136,648,891</u>
IV) EXPENSES			
Cost of Materials Consumed		1,962,000	81,905,168
Purchase of Stocks-in-Trade		35,803,636	12,110,393
Changes in Inventories of Finished Goods			
Work -in-Progress and Stock-in-Trade		(35,803,636)	(12,110,393)
Employee's Benefits Expenses	16	7,013,269	6,202,648
Depreciation and Amortization Expenses		1,772,808	998,854
Other Expenses	17	11,252,720	18,856,803
TOTAL EXPENSES		<u>22,000,797</u>	<u>107,963,473</u>
V) Profit Before Exceptional And Extraordinary items and Tax (III-IV)		2,561,338	28,685,418
VI) Exceptional Items			
Provision for fall in value of Short Term Investment		-	1,587,492
		-	1,587,492
VII) Profit Before Tax and extraordinary items and tax (V-VI)		2,561,338	30,272,910
VIII) Extraordinary Items		-	-
IX) Profit before tax(VII-VIII)		2,561,338	30,272,910
X) Tax Expenses			
(1) Current Tax		385,000	7,600,000
(2) Deferred Tax		-	34,018
XI) Profit (Loss) for the period from continuing operations (VII-VIII-X)		2,176,338	22,638,892
XII) Profit (Loss) from discontinuing operations		-	-
XIII) Tax expense of discontinuing operations		-	-
XIV) Profit/(Loss) from Discontinuing operation (after tax) (XII-XIII)		-	-
XV) Profit (Loss) for the period (XI+XIV)		2,176,338	22,638,892
XVI) Earnings per equity share:			
(1) Basic		22.08	229.69
(2) Diluted		22.08	229.69
NOTES FORMING PART OF ACCOUNTS	18		

As per our report annexed herewith

For **Sorab S. Engineer & Co.**  
Chartered Accountants

**M. P. ANTIA**  
Partner

For The Victoria Mills Ltd.,

**ADITYA MANGALDAS**  
Managing Director

Dated: 30<sup>th</sup> May 2013

**ADITYA MANGALDAS**

Chairman &  
Managing Director

**D.K.CONTRACTOR**

**S.G.VAIDYA**

**MAMTA MANGALDAS**

Directors

# 100th Annual Report 2012-13

## CONSOLIDATED NOTES ANNEXED TO & FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH 2013

			2012-2013 Rupees	2011-2012 Rupees
<b>NOTE - 1 SHARE CAPITAL</b>				
<b>AUTHORISED CAPITAL</b>				
2,00,000 Equity Shares of ₹100/- each			<b>20,000,000</b>	20,000,000
			<b>20,000,000</b>	<b>20,000,000</b>
<b>a) ISSUED &amp; SUBSCRIBED CAPITAL</b>				
98,560 Equity Shares of ₹100/- each fully paid up			<b>9,856,000</b>	9,856,000
			<b>9,856,000</b>	<b>9,856,000</b>
<b>b) Details of Shareholders holding more than 5% Share in the Company</b>				
	<b>31.3.2013</b>		<b>31.3.2012</b>	
<b>Name of the Shareholder</b>	<b>No of Shares</b>	<b>%</b>	<b>No of Shares</b>	<b>%</b>
Shri Aditya Mangaldas	<b>42652</b>	<b>43.28</b>	42652	43.28
Bromelia Trading Pvt. Ltd.	<b>6100</b>	<b>6.19</b>	6100	6.19
<b>NOTE - 2 RESERVES AND SURPLUS</b>				
<b>A. General Reserve</b>			<b>27,260,000</b>	26,460,000
Transfer from Profit & Loss A/c			<b>450,000</b>	800,000
<b>TOTAL</b>			<b>27,710,000</b>	27,260,000
<b>Profit &amp; Loss A/c(As per Last Balance Sheet)</b>			<b>174,936,332</b>	158,824,885
<b>Add: Profit for the year</b>			<b>2,176,338</b>	22,638,892
			<b>177,112,670</b>	181,463,777
Less: Transfer To General Reserve			<b>450000</b>	800000
Less: Proposed Dividened			<b>4928000</b>	4928000
Less: Tax On Dividened			<b>799445</b>	799445
			<b>6,177,445</b>	6,527,445
			<b>170,935,225</b>	174,936,332
<b>TOTAL</b>			<b>198,645,225</b>	202,196,332
<b>NOTE - 3 NON - CURRENT LIABILITIES</b>				
a) Deffered Tax Liabilities (Net)			<b>109,018</b>	109,018
b) Other Long Term Liabilities (Deposits etc)			<b>2,054,775</b>	2,054,775
c) Long -Term Provisions				
Provision for Retirement Benefits				
Gratuity			<b>2067077</b>	1,697,893
Leave Encashment			<b>1484705</b>	1,260,442
			<b>3,551,782</b>	2,958,335
			<b>5,715,575</b>	5,122,128



	2012-2013 Rupees	2011-2012 Rupees
<b>NOTE-4 OTHER CURRENT LIABILITIES</b>		
a) Short -Term Deposit	52,969,929	9,094,929
b) Provision For Expenses	938,801	8,179,169
c) Unpaid Dividened	1,237,050	1,058,650
	<u>55,145,780</u>	<u>18,332,748</u>

**NOTE-5 SHORT TERM PROVISIONS**

a) Proposed Dividened	4,928,000	4,928,000
b) Tax On Dividened	799445	799,445
c) Provision for Retirement Benefits		
Gratuity	891433	766,469
Leave Encashment	<u>658104</u>	<u>579,832</u>
	1,549,537	1,346,301
	<u>7,276,982</u>	<u>7,073,746</u>

**NOTE - 6 a) FIXED ASSETS**

**1) TANGIBLE ASSETS**

Sr. No.	Description	Gross Block on 1.4.2012	Addition	Deductions	Gross Block on 31.3.2013	Total Depr. upto 1.4.2012	Curr. Year Depr.	Depr Wr Back	Total Depr. upto 31.3.2013	Net Block on 31.3.2013	Net Block on 31.3.2012
		₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
1	Land	20145286	0	0	20145286	0	0	0	0	20145286	20145286
2	Building	3910831	0	0	3910831	1099501	140567	0	1240068	2670763	2811330
3	Plant & Machinery (Computers)	925747	55895	0	981642	752621	81770	0	834391	147251	173126
4	Electric Installation	1806898	0	0	1806898	1220140	81618	0	1301758	505140	586758
5	Furniture & Fixture	975370	0	0	975370	843195	23924	0	867119	108251	132175
6	Vehicles	3373071	4442044	0	7815115	2112234	1057419	0	3169653	4645462	1260837
7	Vehicle (yatch)	2127575	0	0	2127575	190025	387510	0	577535	1550040	1937550
	<b>Total</b>	<b>33264778</b>	<b>4497939</b>	<b>0</b>	<b>37762717</b>	<b>6217716</b>	<b>1772808</b>	<b>0</b>	<b>7990524</b>	<b>29772193</b>	<b>27047062</b>
	Previous Year	10923576	22341202	0	33264778	5218862	998854	0	6217716	27047062	

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	Units	2012-2013 Rupees	2011-2012 Rupees
<b>NOTE - 7 NON -CURRENT INVESTMENTS (AT COST)</b>			
<b>1. INVESTMENT IN MUTUAL FUNDS (UNQUOTED)</b>			
Liquid Bees	1,880.7871	1,880,802	2,496,995
Birla Sun Life Short Term Opportunity Fund	79411.8980	1,400,000	-
Canara Robeco Floating Rate Fund	80379.3910	1,400,000	-
Fidelity Equity Fund ( L & T Fund )	40,982.3060	1,300,000	1,300,000
Franklin India Prima Plus	57,019.6280	1,500,000	1,500,000
HDFC Balanced Fund	53,019.4500	1,000,000	1,000,000
HDFC Cash Management Fund	5,405,899.7520	57,500,000	52,500,000
HDFC FMP 371 Days June 2012(1)	500000.0000	5,000,000	-
HDFC Short Term Opportunities Fund	116,155.5820	1,400,000	-
HDFC Top 200 Fund	6,591.6950	1,200,000	1,200,000
ICICI Prudential Income Opportunities Fund	181880.7130	2,750,000	-
ICICI Prudential Infrastructure Fund	65,840.2870	800,000	800,000
ICICI Prudential Infrastructure Fund	6,591.9580	200,000	200,000
ICICI Prudential Monthly Income Plan	88,025.8440	1,000,000	1,000,000
ICICI Prudential FMP series 56-1year plan E	-	-	4,000,000
ICICI Prudential FMP series 63-1year plan E	-	-	7,500,000
IDFC FMP Plan 366 Days Series 74	500000.0000	5,000,000	-
Kotak Bond Regular Plan	86065.7920	2,750,000	-
Reliance Diversified Power Sector Fund	15,808.9360	1,000,000	1,000,000
Reliance Monthly Income Plan	88,779.9850	1,000,000	1,000,000
Reliance Vision Fund	46,906.6020	2,000,000	2,000,000
SBI Dynamic Bond Fund	200,527.9350	2,750,000	-
SBI Magnum Balanced Fund	80,276.9130	2,000,000	2,000,000
SBI Mangnum Income fund R&P SPB	80,623.7980	1,400,000	-
SBI MF MSFU Conta Fund	56,882.8210	1,500,000	1,500,000
Sundaram Flexible Fund	155,848.8860	2,750,000	-
Tata Infrastructure Fund	8,180.7400	300,000	300,000
Tata Treasury Manager Fund	812.2860	700,000	700,000
UTI Short Term Fund	72893.887	1,400,000	-
		<b>102,880,802</b>	<b>81,996,995</b>
<b>2. INVESTMENT IN DEBENTURE &amp; BONDS (UNQUOTED)</b>			
NABARD	450.0000	3,938,368	3,938,368
Mannappuram Finance Ltd	-	-	2,641,500
Peninsula Land Ltd 2015	2.0000	2,000,000	-
Zero Coupon Trent Ltd	2.0000	2,500,000	-
		<b>8,438,368</b>	<b>6,579,868</b>
Less : Provision for fall in Value		-	-
<b>TOTAL RUPEES</b>		<b>111,319,170</b>	<b>88,576,863</b>
	<b>At Cost</b>	<b>At Market Rate</b>	
	<b>2012-2013 Rupees</b>	<b>2012-2013 Rupees</b>	<b>2011-2012 Rupees</b>
Aggregate amount of unquoted investments	<b>111,319,170</b>	<b>88,576,863</b>	<b>-</b>
		<b>2012-2013 Rupees</b>	<b>2011-2012 Rupees</b>
<b>NOTE - 8 LONG TERM LOANS &amp; ADVANCES</b>			
(Unsecured ,Considered Good)			
Security Deposits (Petrol, Telephone Etc)		<b>56000</b>	<b>56,000</b>
		<b>56,000</b>	<b>56,000</b>





*The Victoria Mills Limited, Mumbai*

	QUANTITY	COST	2012-2013 Rupees	2011-2012 Rupees
<b>NOTE - 9: CURRENT INVESTMENTS (AT COST)</b>				
<b>INVESTMENT IN SHARES QUOTED</b>				
<b>NAME OF THE SECURITY</b>				
Ador Fontech Ltd	2844	240063	-	-
Amar Raja Batteries Ltd	7336	603781	752085	-
Andhra Bank	8971	1131981	611206	-
Apollo Tyres Ltd	-	-	248692	-
Balkrishna Industries Ltd	743	183075	492800	-
Balmer Lawrie & Company Ltd	687	424433	-	-
Bank of Baroda	700	620413	-	-
Bharat Electronics Ltd	-	-	475354	-
Bharat Heavy Electricals Ltd	2753	1098376	1098376	-
Cairn India Ltd	1878	592766	304483	-
Canara Bank	1135	645452	645452	-
Carborundum Universal Ltd	4591	701680	258561	-
Central Bank of India	-	-	1165248	-
Corporation Bank	2755	1176368	742540	-
Eclerx Services Ltd	1322	956873	-	-
Engineers Ltd	2424	565161	433049	-
Esab India Ltd	-	-	384406	-
FDC Ltd	3840	332128	346880	-
Gatway Distrparks Ltd	5361	771876	-	-
Gas Authority Of India Ltd	-	-	692032	-
Goodricke GRP Ltd	-	-	1285594	-
Gruh Finance Ltd	18420	733594	733594	-
Gujarat State Petronet Ltd	9042	876073	876074	-
HBL Power Systems Ltd	-	-	464455	-
IL&FS Investment Managers Ltd	17441	566211	528271	-
Infosys Technologies Ltd	309	745266	1111464	-
Jagran Prakash Ltd	-	-	155169	-
Kajeria Ceramics Ltd	821	38242	381630	-
LIC Housing Finance Ltd	1968	552162	-	-
Madras Cement Ltd	3787	694150	-	-
Mahindra & Mahindra Ltd	1260	921163	798247	-
Mangalam Cement Ltd	4772	750323	-	-
Navneet Publication (India) Ltd	569	32638	-	-
NIIT Technologies Ltd	2048	565956	-	-
Orient Cement Ltd	8972	369161	-	-
Orient Paper & Industries Ltd	8972	268312	-	-
Petronet LNG Ltd	5123	827552	811200	-
Punjab National Bank Ltd	896	879084	879084	-
Sanghvi Moovers Ltd	-	-	859095	-
Sundaram Finance Ltd	582	273910	-	-
Sundaram Fasteners Ltd	18730	1071237	827720	-
Syndicate Bank Ltd	7000	923580	-	-
TCPL Packagings Ltd	122500	5292603	5292603	-
Tata Consultancy Services Ltd	-	-	457448	-
Tata Motors DVR	-	-	769511	-
Tata Motors Ltd	1937	566204	-	-
Tata Sponge Iron Ltd	2547	850452	691996	-
Thermax Ltd	-	-	745658	-
Titagarh Wagons Ltd	2156	787952	787952	-
Vesuvius India Ltd	86	29370	-	-
Voltas Ltd	-	-	666717	-
Wyeth Ltd	592	557124	-	-
			29216745	27774646
<b>Less : Provision for fall in Value</b>			-	-
			29216745	27774646
		<b>At Cost</b>	<b>At Market Rate</b>	
		<b>2012-2013</b>	<b>2012-2013</b>	<b>2011-2012</b>
		<b>Rupees</b>	<b>Rupees</b>	<b>Rupees</b>
Aggregate amount of quoted investment (shares)		29,216,745	27,774,646	32,889,169
				28,461,451

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	Rupees	2012-2013 Rupees	2011-2012 Rupees
<b>Note - 10 INVENTORIES</b>			
(As per list certified and valued by the Company)			
Property held as stock-in-trade (At Cost)		20,694,600	7,926,600
Work In Progress		27,219,429	4,183,793
		<u>47,914,029</u>	<u>12,110,393</u>
<b>Note - 11 TRADE RECEIVABLE</b>			
Exceeding six months:			
Considered Good	24,637,363		31,687,363
Considered Doubtful	14,501,328		14,501,328
	<u>39,138,691</u>		<u>46,188,691</u>
Less: Provision for doubtful debts	14,501,328		14,501,328
	<u>24,637,363</u>		<u>31,687,363</u>
Other (considered Good)	-		4,400,000
		<u>24,637,363</u>	<u>36,087,363</u>
<b>Note - 12 CASH AND CASH EQUIVALENTS</b>			
Cash on hand		14036	6676
With scheduled Bank in :			
Current Account	1,690,573		1,821,063
Bank Guarantee Margin Account	1,102,124		1,014,941
Unclaimed Dividened A/c	<u>1,237,050</u>		<u>1,058,650</u>
		<u>4,029,747</u>	<u>3,894,654</u>
		<u>4,043,783</u>	<u>3,901,330</u>
<b>Note - 13 SHORT-TERM LOANS AND ADVANCES</b>			
Loans & Advances :			
(Considered Good & Unsecured)			
Inter Corporate Deposit	21,636,557		39,432,439
Prepaid Expenses	277,773		255,944
Staff Loan	<u>669,500</u>		<u>686,500</u>
		<u>22,583,830</u>	<u>40,374,883</u>
<b>Note - 14 OTHER CURRENT ASSETS</b>			
Dividened Receivable	16,704		17,721
Interest Accrued	101,544		220,422
Accrued Leave & Licence Income	1,740,000		1,530,000
Amount Receivable	-		31,322
Advance Income Tax Net Of Provision of ₹ 7650000/- Current Year ₹ 7265000/- Previous Year)	<u>5,238,201</u>		<u>4,852,949</u>
		<u>7,096,449</u>	<u>6,652,414</u>
Advances Considered Doubtful	350,000		650,000
Less: Provision	<u>350,000</u>		<u>650,000</u>
		-	-



## NOTES FORMING PART OF THE PROFIT & LOSS ACCOUNT AS ON 31ST MARCH 2013

	2012-2013 Rupees	2011-2012 Rupees
<b>NOTE - 15 OTHER INCOME</b>		
Dividend	5,365,376	3,347,590
<b>Interest</b>		
a) On Inter Corporate Deposit (TAX DEDUCTED ₹ 218768/-Previous year ₹ 698605/-)	2,187,510	6,776,326
b) On Bank Guarantee Margin Account (TAX DEDUCTED ₹ 9688/-Previous year ₹ 8626/-)	96871	86258
Miscellaneous Income	117,701	10,070
Royalty Received	26,939	28,518
Income on Bill Discounting	974,135	1,265,187
Leave & Licence Income	5,601,582	9,602,712
Profit on Sales of Investment	179,547	-
Profit on Redemption of Mutual Funds Units	1,197,748	5,967,882
Profit on Redemption of Non Convertible Debenture	358,500	-
Forfeited Security Deposit	4,200,000	-
Excess Provisions Written Back	1,356,226	4,042,050
	<b>21,662,135</b>	<b>31,126,593</b>
<b>NOTE-16 EMPLOYEE BENEFITS EXPENSES</b>		
Salaries, Wages, & Bonus	3,320,546	2,945,252
Contribution to Superannuation scheme	72,349	65,141
Managing Director's Remuneration	2,693,688	2,298,445
Other Retirement Benefits	926,686	893,810
	<b>7,013,269</b>	<b>6,202,648</b>
<b>NOTE-17 OTHER EXPENSES</b>		
Motor car Expenses	529,242	404,645
Stationery & Printing	143,402	119,354
Travelling Expenses	767,921	1,047,197
Telephone Expenses	207,327	185,395
Legal & Professional	2,208,718	1,231,075
Insurance	61,650	41,258
Auditor's Remuneration		
Audit Fees	107,865	102,247
In other capacity (Tax Audit, Certification etc.)	298,878	279,861
Out of Pocking expenses	17,932	15,310
Electricity	166,406	147,846
Directors' Fees	140,000	170,000
Brokerage	-	674,160
Building Maintenance Expenses	262,440	196,830
Membership & Subscription	65,304	127,420
Miscellaneous Expenses	1,071,881	880,580
Demolition & Removal of Debries	120,300	-
Rates & Taxes	5,083,454	4,388,474
Provision for Doubtful Debts	-	3,701,328
Bad Debts	-	3,692,050
Loss on Sale of Investment	-	1,451,773

# 100th Annual Report 2012-13

11,252,720

18,856,803

## NOTE –18 NOTES FORMING PART OF ACCOUNTS

### 1. Major Accounting Policies:-

#### a) Recognition of income expenditure

The Company and its subsidiary are in the business of real estate development. Real estate income is recognized as revenue on the completion of sale of property. Other income and cost expenditure are generally accounted on accrual as they are earned or incurred.

#### b) Depreciation is provided at Written Down Value Method as per Schedule XIV of the Companies Act, 1956.

#### c) Valuation of Inventories:

Property held as stock in trade is valued at cost or market whichever is lower. Work-in-progress is valued at cost of property plus all direct expenditure pertaining to project. Finished goods stock is valued at cost or realizable value whichever is lower.

#### d) Fixed Assets

Fixed assets are stated at cost less depreciation.

#### e) Investment

Non Current investments are stated at cost or book value. Permanent diminution in value of each investment is being provided after taking into consideration value of each investment individually. Current investment are valued at cost or market value whichever is lower.

#### f) Accounting Policy regarding Retirement Benefits

- 1) Gratuity and Leave encashment is provided in the basis of valuation made by an Actuary
- 2) Superannuation Fund is contributed into Fund with LIC.

#### g) Taxation

##### i) Current Tax

Provision for Current Tax is made based on the liability computed in accordance with the relevant tax rates and provisions of Income Tax Act, 1961.

##### ii) Deferred Taxes

Deferred Tax is accounted for by computing the tax effect of timing differences which arise during the year and reverse in subsequent periods. Deferred tax assets are recognized and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such Deferred Tax Assets can be realized.

### 2. Earning per Share as computed in accordance with Accounting Standard 20.

	2012-2013	2011-2012
(i) Net Profit after Tax (₹)	2176338	22638892
(ii) Number of Equity Shares of ₹100/- each	98560	98560
(iii) Basic and Diluted Earnings per Share (₹)	22.08	229.69

### 3. Segment Reporting :

The Company has discontinued in textiles and have started real estate development business.

### 4. Related Party Disclosure :

Nature of Transaction	Subsidiary	Associates	Key Management	Total
Managing Director's remuneration	-	-	26,93,688	26,93,688
Previous year	-	-	22,98,445	22,98,445

Name of the related parties and relationship :

#### A) Associates

1. Galactic Enterprises Ltd.
2. Adarsh Enterprises
3. Fistula Trading Pvt. Ltd.
4. Abhay Investments Pvt. Ltd.
5. Pawan Farms & Orchards



6. Bruhaspati Investment & Trading
7. Sutantu Agricultural Farm
8. Mangaldas Mehta & Co. Pvt. Ltd.
9. Bromelia Trading Pvt. Ltd.
10. Mangaldas Mehta & Co.

**B) Key Mangement Personnel**

1. **SHRI ADITYA MANGALDAS**

**2012-2013**      2011-2012

₹      ₹

**5. Expenditure in Foreign Currency on Travel**      **171051**      408510

6. No amount of unpaid dividend has become due for payment into Investors Education and Protection Funds.
7. As per revised Accounting Standard 15 applicable from this year, the liability for gratuity and leave encashment has been valued by an Actuary. Full provision for liability in this respect has been made in the accounts.

**Gratuity Disclosure statement as per AS-15.**

**2012-2013**

₹

Present value of benefit obligation as at the beginning of the current period	24,64,362
Interest Cost	2,09,471
Current Service Cost	1,04,712
Transitional Liability incurred during the period	-
Past Service Cost (Not Vested Benefit)incurred during the period	-
Past Service Cost (Vested Benefit)incurred during the year	-
Liability Transferred in	-
Liability Transfer out	-
(Benefit paid)	(1,12,700)
Acturial (gain/loss on obligations)	2,92,665
Present value of benefit obligation as at the	29,58,510
End of the current period	

8. Previous year's figures are regrouped where necessary.

As per our report annexed herewith

**ADITYA MANGALDAS**

Chairman &  
Managing Director

For **Sorab S. Engineer & Co.**  
Chartered Accountants

**D.K.CONTRACTOR**

**S.G.VAIDYA**

**MAMTA MANGALDAS**

Directors

**M. P. ANTIA**  
Partner

For **The Victoria Mills Ltd.,**

**ADITYA MANGALDAS**  
Managing Director

Dated: 30<sup>th</sup> May 2013

# 100th Annual Report 2012-13

## CASH FLOW FOR THE YEAR ENDED 31ST MARCH 2013

Particulars		2012-2013		2011-2012
	Rupees	Rupees	Rupees	Rupees
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
<b>NET PROFIT/(LOSS) AFTER TAX &amp; EXTRA-ORDINARY ITEM</b>		<b>2,176,338</b>		<b>22,638,892</b>
<b>Add/Less:</b>				
a) Provision for Taxation	<b>385,000</b>		7,634,018	
b) Depreciation	<b>1,772,808</b>		998,854	
c) Bad Debts	-		3,692,050	
d) Provision for Doubtful Debts	-		3,701,328	
e) Provision for fall in value of Short Term Investment	-		-	
f) Loss on Sale of Investments	-		1,451,773	
g) Interest paid	-	<b>2,157,808</b>	-	<b>17,478,023</b>
		<b>4,334,146</b>		<b>40,116,915</b>
<b>Add/Less:</b>				
a) Dividend Income	<b>5,365,376</b>		3,347,590	
b) Interest received on others	<b>2,284,381</b>		6,862,584	
c) Bill Discounting Income	<b>974,135</b>		1,265,187	
d) Profit on Redemption Of Mutual Fund Investment	<b>1,197,748</b>		5,967,882	
e) Profit on Redemption Of NCD	<b>358,500</b>		-	
f) Provision for fall in value of Short Term Investment written back	-		1,587,492	
g) Excess Provision written back	<b>1,356,226</b>		4,042,050	
h) Profit on sale of Investment	<b>179,547</b>		-	
		<b>11,715,913</b>		<b>23,072,785</b>
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGE</b>		<b>(7,381,767)</b>		<b>17,044,130</b>
<b>Add:</b>				
a) (Increase) /Decrease in Trade Receivables	<b>11,450,000</b>		5,308,230	
b) Increase in Retirement Benefits	-		-	
c) (Increase) /Decrease in Inventories	<b>(35,803,636)</b>		28,842,096	
d) (Increase) /Decrease in Loans & Advances	<b>17,791,053</b>		27,637,228	
Less: Increase/(Decrease) in Current & Non Current Liabilities	<b>37,609,715</b>		(48,689,126)	
Increase in other Current Assets	<b>(431,661)</b>	<b>30,615,471</b>	(363,107)	<b>12,735,321</b>
		<b>23,233,704</b>		<b>29,779,451</b>
<b>Deduct:</b>				
Direct Taxes Paid/ Received	<b>(770,252)</b>		2,711,322	
		<b>(770,252)</b>		<b>2,711,322</b>
<b>NET CASH INFLOW/(OUTFLOW) FROM OPERATING ACTIVITIES(A)</b>		<b>24,003,956</b>		<b>27,068,129</b>



Particulars	2012-2013	2011-2012
	Rupees	Rupees
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
<b>INFLOW</b>		
a) Sale of Fixed Assets	-	-
b) Dividend Income	5,365,376	3,347,590
c) Interest received on others	2,284,381	6,862,584
d) Bill Discounting Income	974,135	1,265,187
e) Profit on Sale of Investments Net	179,547	-
f) Profit on Redemption of Mutual Funds Investment	1,197,748	-
g) Profit on Redemption of NCD	358,500	-
h) Sale of Investments	-	11,475,361
<b>OUTFLOW :</b>		
a) Purchase of Fixed assets	(4,497,939)	(22,341,202)
b) Purchase of Investments(Net)	(24,184,406)	(6,148,084)
	(28,682,345)	(28,489,286)
Less: Fixed Assets Converted to stock in Trade	-	-
	(18,322,658)	(17,013,925)
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
a) Secured Loans	-	-
b) Unpaid Dividend	(5,538,845)	(5,553,445)
c) Interest Paid	-	-
<b>NET CASH INFLOW/(OUTFLOW) IN FINANCING ACTIVITIES (C)</b>	(5,538,845)	(5,553,445)
<b>NET INCREASE/DECREASE IN -CASH/CASH EQUIVALENTS (A+B+C)</b>	142,453	(4,500,759)
Cash and Cash Equivalents as at		
31 <sup>st</sup> March 2012	3,901,330	8,402,089
31 <sup>st</sup> March 2013	4,043,783	3,901,330
<b>NET CASH INFLOW/(OUTFLOW)</b>	142,453	(4,500,759)

As per our report annexed herewith

ADITYA MANGALDAS

Chairman &  
Managing Director

For **Sorab S. Engineer & Co.**  
Chartered Accountants

D.K.CONTRACTOR

S.G.VAIDYA

Directors

**M. P. ANTIA**  
Partner

For The Victoria Mills Ltd.,

**ADITYA MANGALDAS**  
Managing Director

**MAMTA MANGALDAS**

Dated: 30<sup>th</sup> May 2013











## The Victoria Mills Limited

Regd. Office: Victoria House, Pandurang Budhkar Marg, Lower Parel, Mumbai - 400 013

### FORM OF PROXY

L. F. No. :

D.P. ID No. : \_\_\_\_\_

Client ID No. : \_\_\_\_\_

I/We \_\_\_\_\_

of \_\_\_\_\_ in the district of \_\_\_\_\_

being a member / member of the above, hereby appoint \_\_\_\_\_

of \_\_\_\_\_ in the District of \_\_\_\_\_

or failing him \_\_\_\_\_

of \_\_\_\_\_ in the District of \_\_\_\_\_

as my/our proxy to vote for me/us on my/our behalf at the **100<sup>TH</sup> ANNUAL GENERAL MEETING** of the Company to be held on **Tuesday the 13<sup>th</sup> August, 2013** or at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2013.

Affix  
Re. 1.00  
Revenue  
stamp

**Signature(s)**

**IMPORTANT:** This proxy form duly completed. must be deposited at the Company's Registered Office at Victoria House, Pandurang Budhkar Marg, Lower Parel, Mumbai - 400 013. not less than 48 hours before the time of holding the Meeting.



## The Victoria Mills Limited

Regd. Office: Victoria House, Pandurang Budhkar Marg, Lower Parel, Mumbai - 400 013

### ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE HALL

Joint Shareholders may obtain additional attendance slip at the entrance .

Name & Address

L.F. No. :

D. P. ID No. :

I hereby record my/our presence at the **100<sup>TH</sup> ANNUAL GENERAL MEETING** to be held on **Tuesday, the 13<sup>th</sup> August, 2013** at Hall of Harmony, Nehru Center, Dr. Annie Besant Road, Worli, Mumbai - 400 018.

**NAME OF THE SHAREHOLDER (IN BLOCK LETTERS)**

**SIGNATURE OF THE SHAREHOLDER OR PROXY**



## BOOK - POST

If undelivered please return to :

### **The Victoria Mills Limited**

#### **REGISTERED OFFICE:**

Victoria House,  
Pandurang Budhkar Marg,  
Lower Parel, Mumbai - 400 013.