

The background features a decorative graphic consisting of three overlapping blue circles of varying sizes, arranged in a diagonal line from the top right towards the bottom right. Two thin, light blue lines intersect at the top left, forming a large 'V' shape that frames the central text.

**BONANZA INDUSTRIES
LIMITED
ANNUAL REPORT
2012-2013**

BOARD OF DIRECTORS

G.S.ARORA
T.S.LONGIANY
PRAHLAD PANCHAL
CHETAN PANDIT
JITENDRA PATEL

Chairman/Managing Director
Director
Director
Director
Director

Registered Office :-

39, GANGA VIHAR BUILDING,
1ST FLOOR, ROKADIA LANE,
BORIVALI(W), MUMBAI-400092

AUDITOR

M/S MOTILAL & ASSOCIATES,
Chartered Accountants
MUMBAI

AGM

06th Sept, 2013 at 11:00 AM

Book Closure

02/09/2013 – 06/09/2013 (Both Days Inclusive)

R & T AGENT

M/S. PURVA SHAREGISTRY (INDIA) PVT.LTD.
9, SHIV SHAKTI IND. ESTATE,
J.R.BORICHA MARG, LOWER PAREL(E),
MUMBAI-400011

NOTICE

Notice is hereby given that the 31st Annual General Meeting of the members of BONANZA INDUSTRIES LTD. will be held on Friday, 6th September, 2013 at 11:00 a.m. at the Registered Office of the Company situated at 39, GANGA VIHAR BUILDING, ROKADIA LANE, BORIVALI(W), MUMBAI-400092 to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the audited Balance Sheet as at March 31, 2013, the Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint the Directors in place of Chetan Pandit, Retiring by Rotation, and being eligible, offer himself for reappointment.
3. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolutions as an ordinary resolution:

“RESOLVED THAT M/s Motilal & Associates be and is hereby reappointed as Statutory Auditor of the Company, to hold office from conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors.”

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the company. The proxies in order to be effective must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.
2. The Register of Members & Share Transfer Books of the company will remain closed from September 02, 2013 to September 06, 2013 (both days inclusive) in connection with ensuing Annual General Meeting.
3. Members are requested to inform the company of any change in their addresses immediately so as to enable the Company for any further communication at their correct addresses.
4. Member holding shares in identical order of names in more than one folio are requested to write to the Company enclosing their share certificates to enable the Company to consolidate their holdings in one folio.
5. Members/Proxies are requested to bring the copy of Annual Report and attendance slip duly filled in along with them to the Annual General Meeting, as extra copies will not be supplied at the meeting.

Date : 01/08/2013
Place :- MUMBAI

By Order of Board of Director
For BONANZA INDUSTRIES LTD

SD/-
(G.S.ARORA)
Chairman

DIRECTORS' REPORT

The Members,

Your directors have pleasure in presenting their 31st Annual Report on the business and operations of the company and the financial accounts for the year ended on 31st March, 2013.

FINANCIAL RESULTS :

| Particulars | (Rs.) | |
|---------------------------------------|---------------------|----------------------|
| | Current Year Rs. | Previous Year Rs. |
| Sales & Other Income | 2538500 | 1292231 |
| Profit Before Depreciation & Taxation | 69169 | 45647 |
| Less/(Add) : Depreciation | - | 0 |
| Profit / (Loss) before Taxation | 69169 | 45647 |
| Less/(Add) : Prior Period Adjustments | - | - |
| Less/(Add) : Provision for Taxation | - | - |
| Profit / (Loss) after Appropriation | 69169 | 45647 |

OPERATIONS :

The slack economic conditions are prevailing high rate of interest adversely effected the construction industry and thereby business of the Company is also shown a downward trend as compared to the last year. However, your Directors are trying hard to develop new markets.

DIVIDEND :

To augment the resources for expansion the company is making reserves and therefore your Directors do not propose to declare the dividend.

FIXED DEPOSIT :

The company has not accepted any deposits from the public during the year under review.

DIRECTORS :

Mr. Chetan Pandit retires by rotation at ensuing Annual General Meeting and being eligible offers himself for re-appointment.

AUDITORS :

The Auditors, M/s. Motilal & Associates., Chartered Accountants, retire at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

DIRECTORS' LIABILITY STATEMENT :

The directors declare and confirm :

- (A) that in preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (B) that the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year ended on 31st March, 2013 and of the profit of the company for the that year.
- (C) that the Directors had taken proper and sufficient care for maintenance of adequate accounting records for the year ended 31st March, 2013 in accordance with the provisions of the Companies Act, 1956 for the safeguarding the assets of the company and for prevention and detection of fraud and other irregularities.
- (D) that the Directors had prepared the accounts for the financial year ended 31st March, 2013 on a going concern basis.

CONSERVATION OF ENERGY, TECHNOLOGY ABSOPTION, FOREIGN EXCHANGE EARNIGS AND OUTGO

Information pursuant to Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the report of the Board of Directors) Rules, 1988 is given in ANNEXURE-A annexed hereto, which forms part of this Report.

PARTICULARS OF EMPLOYEES :

The company has no employee for which the particulars as envisaged U/s. 217 (2A) is required to be given.

APPRECIATION :

We wish to place on record our deep appreciation of the devoted services of the workers & staff of the Company which have, in no small way, contributed to the Company's progress. We are also grateful to the banks for their continued help and co-operation.

Date : 01/08/2013
Place :- MUMBAI

For BONANZA INDUSTRIES LTD

SD/-
(G.S.ARORA)
Chariman

REPORT OF THE DIRECTORS

Management Discussions & Analysis

- (A) Your company is in the field of producing, processing and dealing in all kinds of marbles, stones etc. The Company is undergoing tough condition due to stagnant Industrial Competitive environment. However the Directors hope to see soon recovery.

Opportunity:

Opportunities are there but in liberalization and globalization scenario, large companies with multi-locational presence and financial capabilities will benefit. Most of small and medium sized companies have to struggle to remain competitive. Your company being in small-scale sector has decided to adopt a cautious approach. The company has good infrastructure and client base, which can be exploited to its advantage.

Threats:

- a. Growing competition from units having large capacities.
- b. Availability of required funds to set up a new plant and to fund its working capital requirement may adversely affect its efforts to generate new business.

Future Outlook:

The Company has yet to adopt the latest technology plant but due to financial constraint the implementation is delayed. The company has so far achieved control over the cost and other expenses and better realization of the product. The company is looking for some strategic investor to provide resources to fund latest technology plant. There is a no progress so far.

- (B) Internal Control System and their Adequacy:

The Internal Control System comprises of exercising control at various stages and is established in order to provide reasonable assurance for:

- i) Safeguarding Assets and their usage,
- ii) Maintenance of Proper Accounting Records and,
- iii) Adequacy and Reliability of the information used for carrying on Business Operations.

The Managing Director handles most of the day-to-day functions. The Directors are regularly looking after all the key areas of the Operations. Additionally the Audit Committee is reviewing all Audit Plans with significant control over all the matters and issues, internal control etc.

- (C) Industrial Relations and Human Resources Development:

The company is maintaining good employee relations and no man-days are lost during the year due to employee's unrest.

REPORT ON CORPORATE GOVERNANCE**1. Company's Philosophy on Code of Governance**

As per the listing agreement clause 49 this report on Corporate Governance is given in order to enable the shareholders to get a true and fair view of the company's policies and procedures. The main aim of the company is to act in the best interest of its shareholders, customers, employees and society.

Your company has been providing a true and fair view of its accounts and policy matters to the shareholders through full transparency and full disclosure. For the company, it's shareholders interests are on the first priority of consideration while taking any decision.

2. Composition of Board of Directors and Board Meetings

| Name | Acting in BOD | Attendance Particulars | | No. of Directorships & Memberships | |
|-----------------|-------------------|------------------------------|----------|------------------------------------|-------------|
| | | Board Meeting (Total 6 held) | Last AGM | Directorships | Memberships |
| G.S.ARORA | Managing Director | 06 | Yes | 1 | 3 |
| T.S.LONGIANY | Director | 06 | Yes | - | 2 |
| PRAHLAD PANCHAL | NON EXE IND. DIR. | 06 | Yes | 4 | 2 |
| CHETAN PANDIT | NON EXE IND.DIR. | 06 | Yes | 4 | 2 |
| JITENDRA PATEL | NON EXE IND. DIR. | 05 | Yes | 4 | |

Six Board Meetings were held during the year. The dates on which the meeting held were as follows: 01/05/2012, 15/05/2012, 14/08/2012, 31/08/2012, 12/11/2012 & 13/02/2013 . The maximum time gap between any two meetings was not more that four calendar months. None of the directors of the company was a member of more that 10 committees nor was the chairman of more than 5 committees across all companies in which he/she was a director.

3. Audit Committee

The Board of Directors of the company has constituted an Audit Committee, comprising of the following directors. The terms of reference of the committee are as provided under the Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956. The committee verifies the accounting policies framed by the company and gives suggestions for modification of the same as and when required. The committee also overlooks the internal audit section of the company. The committee met 5 times during

the year. During the year under reporting audit Committee is re-constituted and now consists of the following members.

Composition and Attendance of Audit Committee

| Name of Members of Audit Committee | Designation | Meetings Attended |
|---|-----------------------------------|--------------------------|
| G.S.ARORA | Member | 5 |
| PRAHLAD PANCHAL | Chairman & Ind. Director Non Exe. | 5 |
| CHETAN PANDIT | Member) | 5 |

4. Remuneration of Directors and details of Director's Shareholding

The company needs to disclose all pecuniary relationship or transactions of the executive & non-executive directors vis-à-vis the company.

Apart from sitting fees that are paid to the Directors for attending Board / Committee meetings, no significant material transactions have been made with the executive & non-executive directors vis-à-vis the company. In this committee, Mr. T.S.LONGIANY AND G.S.ARORA are members and MR. PRAHLAL PANCHAL is Chairman of the said committee.

5. Code of Conduct

The Board of directors of your company have laid down a code of conduct ("the Code") applicable to all Board of members and senior management personnel of your company. A declaration from the Managing Director of your company to the effect that all Board members and senior management personnel of your company have affirmed compliance with the Code forms a part of this Report.

6. Declaration

As provided under Clause 49 of Listing Agreement with the Stock Exchanges, the Board Members and the Senior Management Personnel have affirmed compliance with the Code of Conduct for the year ended 31st March, 2013.

7. Investor Grievance Committee

The Company has a Shareholder's/Investor's Grievance Committee comprising of G.S.ARORA, T.S.LONGIANY as members and CHETAN PANDIT is Chairman of the said committee. The Committee *inter alia* approves issue of duplicate share certificates and oversees and reviews all matters connected with the securities transfer. The Committee also looks into redressal of shareholders complaints like transfer/transmission of shares, non- receipt of Annual Report, non receipt of declared dividends, etc.

The Board has designated Shri G.S.ARORA as the Compliance Officer.

The company is receiving only a few transfer requests. As the Company has appointed M/s. Purva Sharegistry (India) Pvt.Ltd., Mumbai as its Registrar and Share Transfer Agent the company gets the transfer and transmission related works done through Share Transfer Agent. Apart from this, the committee of the Board approves transmission of shares, issuance of duplicates etc. in terms of authority delegated by the Board.

There are none investor's complaints pending with the Company as on 31/03/2013.

8. **Details of last three AGM**

| Year | Date | Time | Venue |
|-------------|-------------|-------------|----------------------------------|
| 2009-10 | 29/09/2010 | 11.00 A.M. | Registered Office of the Company |
| 2010-11 | 30/09/2011 | 11.00 A.M. | Registered Office of the Company |
| 2011-12 | 28/09/2013 | 11.00 A.M. | Registered Office of the Company |

During the year ended on 31st March, 2013, there have been no resolutions passed by the Company's shareholders through postal ballot.

9. **Disclosure**

(i) **Disclosure on materially significant related party transactions**

There are transactions with related parties, which have been disclosed at relevant place in the notes to the annual accounts. These transactions do not have any potential conflict with the interest of the company at large. The transactions with the related parties have been done at arms length and are done for continuity of business.

(ii) Details of non-compliance by the company, penalties and strictures imposed on the Company by the Stock Exchange or SEBI or any Statutory Authorities on any matter related to capital markets during the last 3 years. None in last three years.

(iii) **Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices.**

Pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, as amended, the company has formulated, adopted and implemented the Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices.

(iv) **CEO/CFO Certification** : A Certification from the managing Director (CEO/CFO) and Senior Manager Finance in terms of Clause 49(V) of the Listing Agreement was placed before the Board of Directors.

10. **Means of Communication : Half yearly and Quarterly results**

The Company has yet not published its quarterly / half-yearly accounts in any news papers. No presentation made to institutional investors or to the analysts.

11. General Shareholder Information**□ Annual General Meeting Details**

Date : 06/09/2013
Time : 11.00 A.M.
Venue : 39, GANGA VIHAR BUILDING, 1ST FLOOR, ROKADIA LANE,
BORIVALI(W), MUMBAI-400092

□ Financial Calendar (tentative for the year 2012-2013):

1. Date of Book Closure : 02/09/2013 – 06/09/2013
 2. Date & Venue of AGM : 06/09/2013, at the Registered office of the Company
 3. Financial Calendar : April 2012 to March 2013
- Results for the quarter ending on June 30, : Mid August -
Results for the quarter ending on September 30 : Mid November
- Results for the quarter ending on December 31, : Mid February
- Results for the quarter ending on March 31 : Mid May

□ Listing on Stock Exchanges

The Bombay Stock Exchange SCRIP CODE :- 523133

□ Stock / Company Code and Market Data:

The monthly High & Low Share prices of the company traded at the Stock Exchange, Mumbai from 1st April 2012 to 31st March, 2013 are given on the BSE website.

□ Share Transfer System & Dematerialisation of Shares

Shares transfer would be registered and returned within a period of 15 days from the date of receipt, if the documents are valid in all respects. The share transfer committee generally meets every fortnight.

□ Transfer of unclaimed dividends to Investor Education and Protection Fund (IEPF)

Pursuant to the provision of Section 205 A(5) of the Companies Act, 1956 no dividend is lying unpaid with the company as on to date.

□ Pecuniary Transactions with the non executive Directors

The Company has not entered into any pecuniary transactions with non-executive Directors during the year.

□ **Shareholding Pattern:**

Shareholding Pattern as on 31-03-2013

| Category of Shareholder | Total No of Shares | Percentage of total no of Share |
|-------------------------------|--------------------|---------------------------------|
| Promoters and promoters group | 74296 | 6.12 |
| Bodies Corporate | NIL | NIL |
| Individual and others | 1139400 | 93.88 |
| Total | 1213696 | 100 |

□ **Registrar & Transfer Agents**

The Company has appointed Registrar & Transfer Agent the details of which are as under:

M/S. PURVA SHAREGISTRY (INDIA) PVT.LTD., MUMBAI

□ **Non-Mandatory Requirement**

1. Remuneration Committee : The Company has not yet set up the remuneration committee.
2. Share Holder Rights : The half yearly declaration of Financial Performance including summary of the significant events in last six months should be sent to each household of share holders.
3. Postal Ballot : No item to be passed through postal ballot this year.

ANNEXURE - A

(A) CONSERVATION OF ENERGY

1. Energy conservation measures taken : NIL. However Directors personally pay attention so as to minimize consumption of agency.
2. Additional Investments & Proposal, if any, being implemented for reduction of consumption of energy: NIL
3. Impact of measures (1) and (2) of above. Due to personal attention of Directors the Company has achieved consistent result.
4. Total energy consumption and energy consumption per unit of production as per Form - A :

(B) TECHNOLOGY ABSORPTION

1. RESEARCH & DEVELOPMENT

The Company has not so far formally established Research & Development wing.

2. TECHNOLOGY ABSORPTION, ADAPTION & INNOVATION:

The company always keeps itself up dated with the all latest technological innovation by way of constant communications with consulting experts. Efforts are made to reduce cost, improve performance etc.

(C) FOREIGN EXCHANGE EARNING / OUTGO

- | | |
|----------------------------------|---------|
| 1. Total foreign exchange used | Rs. NIL |
| 2. Total foreign exchange earned | Rs. NIL |

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

The Members of
BONANZA INDUSTRIES LTD.
MUMBAI

We have examined the compliance of conditions of Corporate Governance by BONANZA INDUSTRIES LTD. ("the Company"), for the year ended on 31st March 2013, as stipulated in clause 49 of the Listing Agreement of the said Company with the stock exchanges.

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

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

We state that no investor grievance is pending for a period exceeding one month against the Company as per the records maintained by the Investors Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date : 01/08/2013
Place : MUMBAI

**For Motilal & Associates
Chartered Accountants**

SD/-
**(Motilal Jain)
Proprietor
Mem. No. 36811**

CEO/CFO Certification

I, Mr. G.S.ARORA, Chairman, certify to the Board that :

- a) We have reviewed financial statements and the cash flow statement for the year ended on 31st March, 2013 and that to the best of their knowledge and belief :

These statement do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading ; These statements together present a true and fair view of the company's affairs and comply with existing accounting standards, applicable laws and regulations.

- b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year that are fraudulent, illegal or violative of the company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps they have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the auditors and the Audit Committee
- i. Significant changes in internal control during the year;
 - ii. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements and
 - iii. Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system.

For BONANZA INDUSTRIES LTD

Sd/-
G.S.ARORA,
Chairman

Auditor's Report

To
The Members of
BONANZA INDUSTRIES LTD, **MUMBAI**

1. We have audited the attached Balance Sheet of BONANZA INDUSTRIES LTD as at 31st March, 2013 and the related Profit and Loss Account and Cash Flow Statement for the year ended on that date, which we have signed under reference to this report. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.

2. We have conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the Management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

3. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of Section 227 of 'The Companies Act, 1956' of India and on the basis of such checks as we considered appropriate and according to the information and explanations given to us, we set out in the Annexure, a statement on the matters specified in paragraphs 4 and 5 of the said Order to the extent applicable.

1. Further to our comments in the Annexure referred in paragraph (3) above, we report that :
 - a) We have obtained all the information and explanations, which to the best of our knowledge and belief, were necessary for the purpose of our audit;
 - b) In our opinion, proper Books of Accounts as required by law, have been kept by the Company so far as appears from our examination of those Books;
 - c) The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this Report are in agreement with the Books of Account;
 - d) In our opinion, the Balance Sheet and Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956, to the extent applicable.
 - e) On the basis of confirmations received from the Directors of the Company and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March, 2013 from being appointed as a Director of the Company in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956 and

- f) Subject to the matters reported above, In our opinion, and to the best of our information and according to the explanations given to us, the said accounts read together with the Notes thereon give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India :
- i) in the case of Balance Sheet, of the state of the affairs of the Company as at 31st March, 2013
 - ii) in the case of the Profit and Loss Account, of the Profit for the year ended on that date.
 - iii) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Date : 01/08/2013
Place : MUMBAI

**For Motilal & Associates
Chartered Accountants**

SD/-
(Motilal Jain)
Proprietor
Mem. No. 36811

ANNEXURE TO THE AUDITORS' REPORT

(Referred to in Paragraph (3) of our Report of even date)

- (i) (a)** The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.

(b) No Fixed Assets have been disposed off during the year.
- (ii) (a)** As explained to us, the stocks of finished and semi-finished goods and raw materials of the Company have been physically verified by the Management at reasonable intervals during the year. In respect of Stock lying with third parties, these have substantially been confirmed by them.

(b) In our opinion and according to the information and explanations given to us the procedure of physical verification of stocks followed by the Management are reasonable and adequate in relation to Size of the company and nature of its business.

(c) In our opinion and according to the information and explanations given to us, the company is maintaining proper records of inventory. The discrepancies noticed between the physical stocks as verified by the Management and the Book records were not material having regard to the size of the operations of the company.
- (iii)** In our opinion the company has not granted or taken any loans, secured or unsecured to/from companies, firms or other parties covered in the Register maintained under Section 301 of the Companies Act, 1956. Consequently requirement of clauses (iii b), (iii c), (iii d) of paragraph 4 of the order are not applicable.
- (iv)** In our opinion and according to information and explanations given to us, during the course of our audit there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchases of inventory, and fixed assets and for the sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal controls.
- (v)** According to the information and explanations given to us, that no transactions need to be entered into the register maintained under section of 301 of the Companies Act 1956. Consequently requirement of clause (v,b) of paragraph 4 of the Order is not applicable.
- (vi)** In our opinion the company has not accepted any deposits from the public, within the meaning of Section 58A and 58AA of the Companies Act, 1956.
- (vii)** The company has an internal audit system which in our opinion is commensurate with the size and nature of business.
- (viii)** To the best of our knowledge and according to explanations given to us the Central Government has not prescribed maintenance of cost records under Section 209 (1) (d) of the Companies Act, 1956 for any of the products manufactured by the Company.
- (ix)** According to the information and explanation given to us and on the basis of our explanation of books of accounts, we are in the opinion that the provident fund, employees state Insurance and Wealth tax are not applicable to the company, however company has been generally regular in depositing undisputed other statutory dues including investor education protection fund, Employees state insurance, Income tax, Sales Tax, Cess, Custom Duty and Excise Duty, and other material statutory dues with appropriate

authorities, whenever applicable to it and there are not any outstanding are as at the last day of the F.Y. for a period of more than 6 month from the date they become payable.

- (x) The company has no accumulated losses as at the end of the Financial year 31st March, 2013.
- (xi) In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to a financial institution or banks.
- (xii) In our opinion 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) In our opinion and according to information and explanation given to us, the company is not a chitfund, nidhi / mutual benefit fund/society therefore the provisions of clause 4(xiii) of the Companies (Auditors Report) Order, 2004 are not applicable to the company.
- (xiv) According to the information and explanations given to us, the company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly the provisions 4(xiv) of the companies (Auditor's report) 2004 are not applicable to the company.
- (xv) In our opinion and according to the information and explanations given to us, the company has not given guarantee for loans taken by others from banks or financial institutions.
- (xvi) In our opinion and information and explanations given to us, the company had not raised any term loan during the year under review.
- (xvii) According to information and explanations given to us, the Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
- (xviii) According to the information and explanation given to us ,we report that the funds raised on short term basis have not been used for long-term investment and vice-versa.
- (xix) In our opinion and according to information and explanations given to us, the Company has not issued any secured debentures during the period covered by the report. Accordingly, the provisions of clause 4 (xix) of the Companies (Auditors Report) Order, 2003 are not applicable to the company.
- (xx) During the period covered by our audit report, the Company has not raised any money by public issues.
- (xxi) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

Date : 01/08/2013
Place : MUMBAI

**For Motilal & Associates
Chartered Accountants**

SD/-
(Motilal Jain)
Proprietor
Mem. No. 36811

BONANZA INDUSTRIES LIMITED

Balance Sheet as at 31st March, 2013

| Particulars | Note No | Figures as at the end of current reporting period | Figures as at the end of previous reporting period |
|--|---------|---|--|
| I. EQUITY AND LIABILITIES | | | |
| (1) Shareholder's Funds | | 1,41,70,985.00 | 1,41,70,985.00 |
| (a) Share Capital | 1 | 1,21,36,960.00 | 1,21,36,960.00 |
| (b) Reserves and Surplus | 2 | 20,34,025.00 | 20,34,025.00 |
| (c) Money received against share warrants | | - | - |
| (2) Share application money pending allotment | | - | - |
| (3) Non-Current Liabilities | | 19,03,466.00 | 17,88,466.00 |
| (a) Long-Term Borrowings | 3 | 19,03,466.00 | 17,88,466.00 |
| (b) Deferred Tax Liabilities (Net) | | - | - |
| (c) Other Long Term Liabilities | | - | - |
| (d) Long Term Provisions | | - | - |
| (4) Current Liabilities | | 42,13,370.00 | 44,59,500.00 |
| (a) Short-Term Borrowings | | - | - |
| (b) Trade Payables | | - | - |
| (c) Other Current Liabilities | 4 | 42,13,370.00 | 44,59,500.00 |
| (d) Short-Term Provisions | 5 | - | - |
| Total | | 2,02,87,821.00 | 2,04,18,951.00 |
| II. Assets | | | |
| (1) Non-current assets | | 2,96,011 | 2,96,011.00 |
| (a) <i>Fixed assets</i> | | | |
| (i) Tangible assets | 6 | - | - |
| (ii) Intangible assets | | - | - |
| (iii) Capital work-in-progress | | - | - |
| (iv) Intangible assets under development | | - | - |
| (b) Non-current investments | 7 | - | - |
| (c) Deferred tax assets (net) | | - | - |
| (d) Long term loans and advances | 8 | 2,96,011 | 2,96,011.00 |
| (e) Other non-current assets | | - | - |
| (2) Current assets | | 3,18,735.00 | 3,80,696.00 |
| (a) Current investments | 9 | - | - |
| (b) Inventories | | - | - |
| (c) Trade receivables | 10 | 1,99,021.00 | 2,54,821.00 |
| (d) Cash and cash equivalents | 11 | 1,19,714.00 | 1,25,875.00 |
| (e) Short-term loans and advances | | - | - |
| (f) Other current assets | 12 | - | - |
| (3) Miscellaneous Expenditure | | | |
| Profit & Loss Account | | 1,96,73,075.00 | 1,97,42,244.00 |
| Total | | 2,02,87,821.00 | 2,04,18,951.00 |

For Motilal & Associates

Chartered Accountants

Sd/-

Motilal H. Jain

(Prop)

Place : Mumbai

Date : 01/08/2013

For Bonanza Industries Limited

SD/-

Director

BONANZA INDUSTRIES LIMITED

Profit and Loss statement for the year ended 31st March, 2013

| Particulars | Note No | Figures as at the end of current reporting period | Figures as at the end of previous reporting period |
|---|---------|---|--|
| I. Revenue from operations | 13 | 25,38,500.00 | 12,92,231.00 |
| II. Other Income | 14 | 20,000.00 | |
| III. Total Revenue (I +II) | | 25,58,500.00 | 12,92,231.00 |
| IV. Expenses: | | | |
| Cost of materials consumed | | | |
| Purchase of Stock-in-Trade | 15 | 21,73,980.00 | 9,95,632.00 |
| Changes in inventories of finished goods, work-in-progress and Stock-in-Trade | | - | - |
| Employee benefit expense | 16 | 1,45,000.00 | 1,30,000.00 |
| Financial costs | | - | - |
| Depreciation and amortization expense | 17 | - | - |
| Other expenses | 18 | 1,70,351.00 | 1,20,952.00 |
| Total Expenses | | 24,89,331.00 | 12,46,584.00 |
| V. Profit before exceptional and extraordinary items and tax (III-IV) | | 69,169.00 | 45,647.00 |
| VI. Exceptional Items | | - | - |
| VII. Profit before extraordinary items and tax (V - VI) | | 69,169.00 | 45,647.00 |
| VIII. Extraordinary Items | | - | - |
| IX. Profit before tax (VII - VIII) | | 69,169.00 | 45,647.00 |
| X. Tax Expenses:- | | | |
| (1) Current tax | | - | - |
| (2) Deferred tax | | - | - |
| XI. Profit(Loss) from the period from continuing operations | | 69,169.00 | 45,647.00 |
| XII. Profit/(Loss) from discontinuing operations | | - | - |
| XIII. Tax expense of discounting operations | | - | - |
| XIV. Profit/(Loss) from Discontinuing operations (XII - XIII) | | - | - |
| XV. Profit/(Loss) for the period (XI + XIV) | | 69,169.00 | 45,647.00 |
| XVI. Earning per equity share: | | | |
| (1) Basic | | 0.06 | 0.04 |
| (2) Diluted | | 0.06 | 0.04 |

For Motilal & Associates

Chartered Accountants

SD/-

Motilal H. Jain

(Prop.)

Place : Mumbai

Date : 01/08/2013

For Bonanza Industries Limited

SD/-

Director

NOTES TO ACCOUNTS

| NOTE NO.1 SHARE CAPITAL | | |
|--|---------------------------------|----------------------------------|
| PARTICULARS | Amount of current period | Amount of previous period |
| A) Authorized Capital | | |
| <u>Equity shares</u> | | |
| 5000,000 Equity Share of Rs.10 each | 5,00,00,000.00 | 5,00,00,000.00 |
| | 5,00,00,000.00 | 5,00,00,000.00 |
| B) Issued, Subscribed and fully paid, or Subscribed but not fully paid shares | | |
| <u>Equity shares</u> | | |
| 1,213,696/- shares at par value of Rs.10/- each (Previous Year | 1,21,36,960.00 | 1,21,36,960.00 |
| 1,213,696/- shares of Rs. 10/- each) | | |
| TOTAL | 1,21,36,960.00 | 1,21,36,960.00 |
| C) SHARES HELD MORE THAN 5% | | |
| Particulars | No.of shares held | % of shares held |
| NIL | - | - |
| | - | - |
| | - | - |
| | - | - |

| NOTE NO.2 RESERVES AND SURPLUS | | |
|---------------------------------------|---------------------------------|----------------------------------|
| PARTICULARS | Amount of current period | Amount of previous period |
| General reserve | 17,39,900.00 | 17,39,900.00 |
| Special Capital Incentive received | 5,000.00 | 5,000.00 |
| Capital expense recovered capatilised | 2,89,125.00 | 2,89,125.00 |
| Capital reserved on forfeited shares | - | - |
| TOTAL | 20,34,025.00 | 20,34,025.00 |

| NOTE NO.3 LONG TERM BORROWINGS | | |
|---|---------------------------------|----------------------------------|
| PARTICULARS | Amount of current period | Amount of previous period |
| I Secured | | |
| a) <u>Term Loans</u> | | - |
| - From banks | | - |
| b) Eicher Financial Services | | |
| (For Flat bed printing machinery purchase on H.P.basis) | 3,466.00 | 3,466.00 |
| II Unsecured | | |
| a) <u>Term Loans</u> | | |
| - From Shareholder & Director | | |
| Other | 1,15,000.00 | |
| G. S. Arora | 17,85,000.00 | 17,85,000.00 |
| TOTAL | 19,03,466.00 | 17,88,466.00 |

| NOTE NO.4 OTHER CURRENT LIABILITIES | | |
|--|---------------------------------|----------------------------------|
| PARTICULARS | Amount of current period | Amount of previous period |
| (A) <u>Other payables</u> | | |
| (a) Sundry Creditors | 30,15,906.00 | 30,81,574.00 |
| (b) Sundry Advance Payable | 1,21,452.00 | 1,42,862.00 |
| (c) Liabilities for Expenses | 7,39,600.00 | 8,65,214.00 |
| (d) From Others | 3,36,412.00 | 3,69,850.00 |
| TOTAL | 42,13,370.00 | 44,59,500.00 |

NOTE NO.5 SHORT TERM PROVISIONS

| PARTICULARS | Amount of current period | Amount of previous period |
|-----------------------------|-----------------------------|------------------------------|
| (A) <u>Other payables</u> | | |
| (a) Provision for Taxations | - | - |
| TOTAL | - | - |
| | | |

NOTE NO. 6 FIXED ASSETS

| PARTICULARS | Amount of current period | Amount of previous period |
|-------------------------------|-----------------------------|------------------------------|
| (A) TANGIBLE ASSETS | | |
| (a) | | |
| Opening Balance | - | - |
| Add: Addition/(Sale of Asset) | - | - |
| Less: Depreciation | - | - |
| TOTAL | - | - |
| | | |

NOTE NO.7 NON CURRENT INVESTMENTS

| PARTICULARS | Amount of current period | Amount of previous period |
|-----------------|-----------------------------|------------------------------|
| (a) Investments | - | - |
| TOTAL | - | - |
| | | |

NOTE NO.8 LONG TERM LOANS AND ADVANCES

| PARTICULARS | Amount of current period | Amount of previous period |
|--|-----------------------------|------------------------------|
| (a) Advance recoverable in cash or in kind of value to be received | 1,69,910.00 | 1,69,910.00 |
| (b) Sundry Deposits | 1,15,198.00 | 1,15,198.00 |
| (c) Balance with Central Excise | 10,903.00 | 10,903.00 |
| TOTAL | 2,96,011.00 | 2,96,011.00 |
| | | |

NOTE NO.9 CURRENT INVESTMENTS

| PARTICULARS | Amount of current period | Amount of previous period |
|---------------------------------------|-----------------------------|------------------------------|
| (a) Investments in Equity Instruments | - | - |
| (b) Advance against Investments | - | - |
| TOTAL | - | - |
| | | |

| NOTE NO.10 TRADE RECEIVABLES | | |
|--|---------------------------------|----------------------------------|
| PARTICULARS | Amount of current period | Amount of previous period |
| (A) Unsecured, unconfirmed considered good | | |
| a) More than six months | 1,36,700.00 | 1,92,500.00 |
| b) Others | 62,321.00 | 62,321.00 |
| TOTAL | 1,99,021.00 | 2,54,821.00 |
| | | |

| NOTE NO.11 CASH AND CASH EQUIVALENTS | | |
|---|---------------------------------|----------------------------------|
| PARTICULARS | Amount of current period | Amount of previous period |
| (a) Fixed Deposits with Accrued Interest | 67,458.00 | 67,458.00 |
| (b) Balance with banks | 26,559.00 | 36,965.00 |
| (b) Cash on hand | 25,697.00 | 21,452.00 |
| TOTAL | 1,19,714.00 | 1,25,875.00 |
| | | |

| NOTE NO.12 OTHER CURRENT ASSETS | | |
|--|---------------------------------|----------------------------------|
| PARTICULARS | Amount of current period | Amount of previous period |
| (a) Preliminary Expenses & Pre-Op Expenses | - | - |
| Less: Written Off | - | - |
| | - | - |
| (b) TDS paid | - | - |
| | - | - |
| | | |

| NOTE NO.13 REVENUE FROM OPERATIONS | | |
|---|---------------------------------|----------------------------------|
| PARTICULARS | Amount of current period | Amount of previous period |
| (a) Sales | 25,38,500.00 | 12,92,231.00 |
| TOTAL | 25,38,500.00 | 12,92,231.00 |

Sale are recognized at the time of despatches and include excise duty, VAT and are net of returns. In case of export sales, revenue is recognized as on the date of bill of lading, being the effective date of despatch.

| NOTE NO.14 OTHER INCOME | | |
|---|---------------------------------|----------------------------------|
| PARTICULARS | Amount of current period | Amount of previous period |
| (a) Net Gain/Loss on sale of Investment | 20,000.00 | - |
| (b) Other Non-Operating Income | - | - |
| TOTAL | 20,000.00 | - |
| | | |

| NOTE NO.15 RAW MATERIAL CONSUMED | | |
|---|---------------------------------|----------------------------------|
| PARTICULARS | Amount of current period | Amount of previous period |
| (A) Opening Balance | - | - |
| (B) Purchases | 21,48,980.00 | 9,75,632.00 |
| Less: Closing Balance | - | - |
| | 21,48,980.00 | 9,75,632.00 |

| EXPENDITURES :- | | |
|---|---------------------|--------------------|
| (a) Power and fuel. | - | - |
| (b) Rent | 25,000.00 | 20,000.00 |
| (c) Rates and taxes, Excluding, taxes on income | - | - |
| TOTAL | 21,73,980.00 | 9,95,632.00 |
| | | |

| NOTE NO. 16 EMPLOYEES BENEFIT EXPENSES | | |
|---|---------------------------------|----------------------------------|
| PARTICULARS | Amount of current period | Amount of previous period |
| (A) Salaries and wages | 1,45,000.00 | 1,30,000.00 |
| TOTAL | 1,45,000.00 | 1,30,000.00 |
| | | |

| NOTE NO.17 DEPRECIATION AND AMOTIZATION EXPENSES | | |
|---|---------------------------------|----------------------------------|
| PARTICULARS | Amount of current period | Amount of previous period |
| (a) Depreciation | - | - |
| (e) Misc.Exps. W/off | - | - |
| TOTAL | - | - |
| | | |

| NOTE NO.18 OTHER EXPENSES | | |
|----------------------------------|---------------------------------|----------------------------------|
| PARTICULARS | Amount of current period | Amount of previous period |
| (a) Audit Fees | 5,000.00 | 5,000.00 |
| (b) Bank Charges & Interest | 458.00 | 126.00 |
| (f) Telephone, Internet | 29,884.00 | 35,689.00 |
| (g) Printing & Stationery | 54,885.00 | 12,569.00 |
| (h) Miscellaneous Expenses | 29,587.00 | 15,880.00 |
| (i) Admin Expenses | 25,667.00 | 28,563.00 |
| (k) Travelling Expenses | 24,870.00 | 23,125.00 |
| TOTAL | 1,70,351.00 | 1,20,952.00 |
| | | |

| ANY ITEM MORE THAN RS.1 LAC OR 1% OF TOTAL REVENUE | | |
|---|---------------------------------|--|
| PARTICULARS | Amount of current period | |
| (A) Salary | | |
| (B) | | |
| TOTAL | - | |
| | | |

Notes to Accounts

- 1) Pursuant to the Notification No.447 (E) dated February 28,2011 and Notification No.653 (E) dated March 30, 2011, issued by the Ministry of Corporate Affairs, the Company has prepared its financial statements for the year ended March 31, 2013 as per revised schedules VI to the Companies Act, 1956. Accordingly, the previous year's figures have been regrouped / reclassified, wherever required to align the financial statements to the

A. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES AND PRACTICES

1. Basis of Preparation of Financial Statement

The company follows mercantile system of accounting , recognition income and expenditure on accrual basis. The accounts are prepared on historical cost convention and as a going concern and in accordance with the provision of the companies act, 1956 as adopted consistently by the company. Accounting policies not referred to specifically otherwise are consistent and in consonance with generally accepted accounting policies.

2. Fixed Assets

Fixed Assets which have been put to use are shown at cost or acquisition (including expenses related to installation and proportionate share of Preoperative expenses top the relative assets) less depreciation. No depreciation has been provided on fixed assets which are under installation or installed but not put to use.

3. Depreciation

- (1) Depreciation is provided on pro-rata basis, from the data on which assets have been put to use.
- (2) Depreciation is provided on Written Down value basis at the rates as prescribed u/s. XIV to the Co. Act' 1956.

4. Related Party Disclosure

There is no related party transactions took place during the year.

5. The company has not made any provision for deferred tax liability arising out of timing difference on account of depreciation as per companies act and Income Tax Act as per Accounting Standard AS-22 prescribed ICAI

B. NOTES TO ACCOUNTS

1. Balance confirmation have not been received in certain cases. Thus such balance due to or due from the parties are subject to necessary adjustment on receipt of confirmation.
2. We relying the entry appearing in the books of accounts when ever proper supporting not attached.

3. Auditors Remuneration

| | 2013 -13 | 2011-12 |
|----------------------------------|-----------------|----------------|
| Audit Fees | Rs. 5000/- | 5000/- |
| Tax Audit Fees | Rs 0.00/- | 0.00/- |
| Fees for Taxation & other matter | Rs. 0.00 | 0/- |
| | ----- | ----- |
| | Rs. 5000/- | 5000/- |

4. Additional information pursuant to the provision of paragraph 3 & 4 in part 11 of the Schedule vi of the companies act 1656 is not applicable.

As per our report attached

FOR MOTILAL & ASSOCIATES
Chartered Accountants

FOR & ON BEHALF OF BOARD OF DIRECTOR
BONANZA INDUSTRIES LTD

SD/-
MOTILAL JAIN
(PROPRIETOR)
Mem. No. 36811
PLACE : MUMBAI
Date : 01/08/2013

SD/-
G.S.ARORA
(M.D.)

SD/-
PRAHLAD PANCHAL
(DIRECTOR)

AUDITORS' CERTIFICATE

We have examined the attached Cash Flow Statement of "BONANZA INDUSTRIES LTD." for the period from 01.04.2012 to 31.03.2013. The Statement has been prepared by the company in accordance with the requirement of Listing Agreement Clause 32 of BSE and is based on and in agreement with corresponding profit and loss account and balance sheet of the company covered by the Report of 01.08.2013 to the members of the company.

Date : 01/08/2013
Place : MUMBAI

**For Motilal & Associates
Chartered Accountants**

SD/-
(Motilal Jain)
Proprietor
Mem. No. 36811

ATTENDENCE SLIP
BONANZA INDUSTRIES LTD.

39, GANGA VIHAR BUILDING, 1ST FLOOR, ROKADIA LANE, BORIVALI(W), MUMBAI-92

L. F. NO. : _____

NAME OF THE SHAREHOLDER / PROXY : _____

ADDRESS : _____

hereby record my presence at the 31st ANNUAL GENERAL MEETING of the company held on Friday, 6th September, 2013 at 4:00 p.m. at the Registered Office of the Company.

SIGNATURE OF SHAREHOLDER / PROXY *

* Strike out whichever is not applicable.

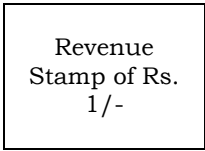
BONANZA INDUSTRIES LTD.

39, GANGA VIHAR BUILDING, 1ST FLOOR, ROKADIA LANE, BORIVALI(W), MUMBAI-92

L. F. NO. : _____

I/We _____ of _____ being a member / members of BONANZA INDUSTRIES LTD hereby appoint Mr. / Ms. _____ of failing him / her Mr. / Ms. _____ of as my / our proxy to vote for me / us and on my / our behalf at the 31st ANNUAL GENERAL MEETING of the company held on Friday, 06^h September, 2013 at 4:00 p.m. at the Registered Office of the Company.

Signed this _____ day of _____ 2013 by the said.



Signature

NOTE :

The proxy must be returned so as to reach the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting. The proxy need not be member of the Company.