

**ELEGANT FLORICULTURE &
AGROTECH (INDIA) LIMITED**



20TH ANNUAL REPORT 2012-13

ELEGANT FLORICULTURE & AGROTECH (INDIA) LIMITED

ELEGANT FLORICULTURE & AGROTECH (INDIA) LIMITED

BOARD OF DIRECTORS	SHRI RAJKUMAR AGARWAL	<i>Director</i>
	SHRI PAWANKUMAR AGARWAL	<i>Director</i>
	SHRI SURENDRA GUPTA	<i>Director</i>
	DR. SHEORAM AGARWAL	<i>Director</i>

REGISTERED OFFICE	Village : Mouje-Kashal
	Taluka : Maval, Vadgaon
	Dist. : Pune

SITE	Village : Mouje-Kashal
	Taluka : Maval, Vadgaon
	Dist. : Pune

AUDITORS	M/S. SHIV PAWAN & COMPANY
	Chartered Accountants
	Navi Mumbai

BANKERS	IDBI BANK
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NOTICE

Notice is hereby given that the 20th Annual General Meeting of Elegant Floriculture and Agrotech (India) Limited will be held on Friday, 27th September, 2013 at 2.00 p.m. at Village: Mouje - Kashaal, Taluka: Maval, Vadgoan, Dist- Pune to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as on 31st March, 2013, the Profit and Loss Account for the year ended 31st March, 2013 together with report of the Directors' and Auditors' thereon.

2. To appoint Director:

To appoint a Director in place of Shri Raj Kumar Agarwal who retires by rotation and being eligible offers himself for reappointment.

3. To appoint Auditors of the Company:

To consider, and if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION.

"RESOLVED THAT the Statutory Auditors of the Company M/s. Shiv Pawan & Company, Chartered Accountants, Navi Mumbai be and hereby re-appointed as Auditors of the Company to hold office from the conclusion of this meeting till the conclusion of next Annual General Meeting of the Company at a remuneration as may be mutually decided by the Board of Directors and M/s. Shiv Pawan & Company."

For & on behalf of Board of Directors
Elegant Floriculture & Agrotech (I) Ltd.

Sd/-
Pawan Kumar Agarwal
Director

Place: Mumbai

Date : 10th May, 2013

NOTES:

1. A Member entitled to attend and vote at the Meeting is entitled to appoint Proxy to attend and vote instead of himself and the proxy need not be a member.
2. Proxies should be lodged with the Company 48 hours before the commencement of the meeting.
3. The Register of Members and the Share Transfer Books of the Company will be closed from 23-09-2013 to 27-09-2013 (both days inclusive).

4. Member desirous of obtaining information with respect of the accounts of the Company are requested to send queries in writing to the Company at its registered office so as to reach at least seven days before the date of Meeting.
5. The members shall intimate change in their address to the Company to enable the Company to update its records.

For and on behalf of Board of Directors
Elegant Floriculture & Agrotech (I) Ltd

Sd/-
Pawankumar Agarwal
Director

Place: Mumbai
Date : 10th May, 2013

DIRECTORS' REPORT

To The Members,

The Directors have pleasure in submitting the 20th Annual Report together with the Audited Accounts for the year ended 31st March 2013.

OPERATIONS

During the year under review the Company could not perform as per expectation. The Company has earned Total Revenue of Rs 125.58 lacs in comparison to Rs.142.96 lacs in the previous year. The Company has incurred net loss of Rs. 22.76 lacs in comparison to net profit of Rs.1.99 lacs in the previous year. Your directors are hopeful of better performance in the current financial year.

DIVIDEND

The Directors do not recommend payment of dividend for the year.

FIXED DEPOSITS

The Company has not accepted any deposits, within the meaning of section 58-A of the Companies Act, 1956, and the Companies (Acceptance of Deposits) Rules, 1975.

PERSONNEL

There are no employees whose particulars are to be given under Section 217(2A) of The Companies Act read with the Companies (Particulars of Employees) Rules, 1975.

DIRECTORS

Shri Rajkumar Agarwal, Director of the Company retires by rotation and being eligible offer himself for reappointment.

AUDITORS

Auditors observations referred in the Auditor's Report are self-explanatory and therefore do not call for any further comments under section 217(3) of the Companies Act, 1956.

M/s. Shiv Pawan & Company, Auditors of the Company, retires from the office at conclusion of the Annual General Meeting and being eligible offer themselves for reappointment.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

Section 217(1)(e) read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, require disclosure of the particulars regarding conservation of Energy and Technology absorption. The Company not being an industrial Company, the same is therefore not applicable to it.

FOREIGN EXCHANGE EARNINGS & OUTGO

The Company has earned an income of Rs. 13,38,793/- (Previous Year Rs.21,42,872/-) in foreign exchange. The Company has incurred expenditure in foreign exchange of 74082/-during the year.

DIRECTORS RESPONSIBILITY STATEMENT PURSUANT TO SECTION 217 (2AA) OF THE COMPANIES ACT, 1956

Pursuant to section 217 (2AA) of the Companies Act, 1956, the Board of Directors hereby confirms:

- i) In the preparation of the Annual accounts, the applicable Accounting Standards have been followed.
- ii) The Company has selected and applied such Accounting Policy consistently and judgements and estimates are made in a reasonable and prudent manner so as to give true and fair view of the state of affairs of the Company as at the end of financial year and profit of the Company for the period.
- iii) Proper and sufficient care has been taken for maintenance of accounting records in accordance with the provision of the Act for safeguarding the assets of the Company and for preventing/ detecting fraud and other irregularities.
- iv) The annual Accounts are prepared on a going concern basis.

ACKNOWLEDGEMENTS:

The Directors place on record their sincere appreciation of the valuable contribution made by the employees and shareholders at all levels towards the growth and performance of the Company.

The Directors would like to express their grateful appreciation for the assistance and Co-operation received from the various Departments of the Central and State Government and the Banks.

For & on behalf of the Board of Directors
ELEGANT FLORICULTURE & AGROTECH (INDIA) LIMITED

Place : Mumbai
Date : 10th May, 2013

Sd/-
(PAWAN KUMAR AGARWAL)
Chairman

REPORT ON CORPORATE GOVERNANCE

Corporate Governance is the application of best management practices, compliance of law and adherence to ethical standards to achieve the Company's objective of maximizing stakeholder's value and discharge of social responsibility. The Corporate Governance structure in the Company assigns responsibilities and entrusts authority among different participants in the organization. The Company has adopted the requirement of Corporate Governance under Clause 49 of the Listing Agreement, the disclosure requirements of which are given below:

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's philosophy on Corporate Governance is to observe the highest level of ethics in all its dealings to ensure the efficient conduct of the affairs of the Company to achieve its goal of maximizing value for all its stakeholders.

2. BOARD OF DIRECTORS

(i) Composition of Board, Directorships and Committees position held in other Companies as at 31st March 2013.

Directors	Executive / Non-Executive/ Independent	No. of outside Directorship Held	Outside As Chairman	Committees# As member
Shri Rajkumar Agarwal	Non Executive	11	None	None
Shri Pawan Kumar Agarwal	Non Executive	9	None	None
Shri Surendra Gupta	*Non Executive	2	None	None
Dr.Sheoram Agarwal	*Non Executive	2	None	None

* Also Independent

Only three Committees viz. Audit Committee, shareholders' Grievance Committee and Remuneration committee are considered for this purpose

Independent Director is defined as one who apart from receiving sitting fee as a Director, does not have any other material pecuniary relationship or transactions in his personal capacity with the Company, its promoters & management.

The Non-Executive Directors have no material pecuniary relationship or transactions in their personal capacity with the Company.

(ii) Attendance of Directors in meetings held during the financial year 2012-2013.

Sr. No.	Nature & date of meetings	Name of Directors			
		R.K.Agarwal	P.K.Agarwal	S.S.Gupta	S.R.Agarwal
1	Board on 07.05.2012	Present	Present	Present	Absent
2	Board on 30.05.2012	Present	Present	Present	Present
3	Board on 14.08.2012	Present	Present	Present	Present
4	Board on 21.08.2012	Present	Present	Absent	Present
5	Board on 02.11.2012	Present	Present	Present	Present
6	Board on 31.01.2013	Present	Present	Present	Present
7	AGM on 25.09.2012	Present	Present	Absent	Present

3. **AUDIT COMMITTEE**

(i) Terms of Reference

The Audit Committee has been mandated with the terms of reference as specified in Clause 49 of the Listing agreement with the Stock Exchange, Mumbai & enumerated in section 292A of the Companies Act, 1956 and covers all the aspects stipulated by the SEBI Guidelines.

(ii) Composition Name of Members and Chairman

The Audit Committee is comprised of two independent Directors. During the financial year ended 31.03.2013. Four Committee Meetings were held during the F Y 2012-13. The composition of the Audit Committee and the attendance of each Director at their meetings are as follows:-

Sr. No	Members	Meetings attended
1	Shri. Surendra Gupta - <i>Chairman</i>	4
2	Dr. Sheoram Agarwal	4
3	Shri. Pawan Kumar Agarwal	4

(iii) Invitee: (being entitled to attend as per relevant provisions of applicable laws/rules and/or as and when felt necessary)

(a) The Statutory Auditors viz. M/s. Shiv Pawan & Company

(iv) The Chairman of the Audit Committee attended the Annual General Meeting held on 25th September, 2012 and provided clarifications to the members of the Company on the matters relating to Accounts and finance.

(v) The Audit Committee comprises persons with vast experience. Shri Surendra Gupta, Chairman is a practicing Chartered Accountant. Dr. Sheoram Agarwal, is a PHD holder and well known industrialist and Shri Pawan Kumar Agarwal having experience of around three decades of running business.

(vi) An Audit Committee meeting was held on 30th May, 2012 where the Annual Financial Statements for the year ended 31st March, 2012 were reviewed and examined by the members of the Audit Committee before recommendation of the same to the Board of Directors for their perusal and adoption.

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The Audit Committee reviewed the Quarterly/Half Yearly Unaudited Financial Results on the following dates before recommending the same to the Board.

Financial Reporting	Date of Approval by Audit Committee
Quarter ended 31 st March, 2012	30 th May, 2012
Quarter ended 30 th June, 2012	14 th August, 2012
Quarter/Half Year ended 30 th Sept. 2012	2 nd November, 2012
Quarter ended 31 st December, 2012	31 st January, 2013

4. REMUNERATION COMMITTEE

Since the Company has not paid any remuneration to the members of Board, constitution of Remuneration Committee is not required.

5. SHAREHOLDERS COMMITTEE

(i) The Company has a 'Share Transfer Committee' to approve transfer and transmission of securities, issue of duplicate certificates and deals with other Shareholder related issues headed by Shri Rajkumar Agarwal, a Director of the Company. The Committee met 12 times during the year.

(ii) The Company also has a 'Shareholders/Investors Grievance Committee' headed by Shri Rajkumar Agarwal, Director to specifically look into redressing of Shareholders' and Investors' complaints. It met 2 times during the year 2012-2013.

Shri Rajkumar Agarwal has also been designated by the Board as the 'Compliance Officer' of the Company for complying the requirements under the Listing Agreement with the Stock Exchange, Mumbai.

(iii) Number of Shareholders' complaints received during the year : Nil
Number not solved to the satisfaction of the Shareholders : Nil
Number of pending share Transfers : Nil

6. (i) DETAILS OF GENERAL MEETING

AGM Year	Date of the meetings	Location	Time
17 th	31-08-2010	Vill: Mouje-Kashal	2.00 p.m.
18 th	23-09-2011	Vill: Mouje-Kashal	2.00 p.m.
19 th	25-09-2012	Vill: Mouje-Kashal	2.00 p.m.

(ii) No Postal Ballot was put through during the year 2012-13 and as of now there is no proposal pending for passing any resolution through Postal Ballot in the ensuing Annual General Meeting.

7. DISCLOSURES :	
Disclosure on materially significant related party transactions i.e. transactions of the Company of Material nature, with its Promoters, the Directors or the Management, their subsidiaries or relatives etc. that may have potential conflict with the interest of the Company at large	There are no materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, directors or the management or relatives etc. during the year, that may have potential conflict with the interests of the Company at large.
Details of Non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchange or SEBI or any Statutory Authority or any matter related to Capital Market during last three years.	None
Reconciliation of Share Capital Audit	A qualified practicing Company Secretary carried out a secretarial audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit confirms that the total issued/paid capital of the Company is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.
8. MEANS OF COMMUNICATION :	
Half yearly report sent to each household of Shareholder	No
Quarterly Results	The quarterly results as approved and taken on record by the Board of Directors of the Company generally within one and half month of the close of the relevant quarters are sent forthwith to the Stock Exchange, Mumbai and published in the proforma as prescribed in the Clause 41 of the Listing Agreement with the said Stock Exchange.
Which newspaper normally published in	The Free Press Journal (English Newspaper) Dainik Navshakti (Marathi newspaper)
Any website where displayed	NO

Whether it also displays official news release N.A

Whether presentations made to institutional investors or to analyst No request as such was received

Whether Management Discussion and Analysis Report is a part of Annual Report or not Yes

9. GENERAL SHAREHOLDERS INFORMATION :

(i) Next AGM:

Date	Time	Venue
27-09-2013	2.00 p.m.	Vill.Mouje-Kashal Taluka- Maval. Vadgaon Dist.- Pune.

(ii) Financial Calendar (tentative) for year 2013-14 :

Financial Reporting	Date of submission to stock exchange	
For the quarter ending	30 th June, 2013	4 th week of July, 2013
For the quarter/half year ending	30 th Sept., 2013	4 th week of Oct, 2013
For the quarter ending	31 st Dec., 2013	4 th week of Jan, 2014
For the year ending	31 st March, 2014	4 th week of April 2014

(iii) Next Dates of Book Closure 23rd September 2013 to 27th September, 2013(both days inclusive)

(iv) **Code of Conduct:**

The Board of Directors has laid down the Code of Conduct applicable to all Board Members and Senior Executives of the Company. All Board Members and Senior Executives have affirmed compliance of the Code of Conduct. A declaration by CEO/ Director to this effect is given in this report.

(v) Dividend Payment Date Not Applicable

(vi) Listing on Stock Exchanges The Shares of the Company are listed at Bombay Stock Exchange Limited, Mumbai - 400 001.

(vii) Stock Code 526473

(viii) ISIN No. for the Company's Equity Share in Demat Form INE 152E01013

(ix) Depository Connectivity National Securities Depository Ltd (NSDL) and Central Depository Services (India) Ltd (CDSL)

(x) Stock Market Data

Month	High	Low
April, 2012	8.68	5.89
May, 2012	9.09	7.59
June, 2012	8.5	5.85
July, 2012	6.7	5.00
August, 2012	7.22	5.59
September, 2012	7.75	6.05
October, 2012	7.95	6.17
November, 2012	7.84	6.63
December, 2012	7.44	5.61
January, 2013	6.22	4.76
February, 2013	6.32	5.55
March, 2013	6.39	5.43

(xi) Registrar & Transfer Agents:

The Company has appointed Sharex Dynamic (India) Pvt. Ltd. as a common agency for share registry work (both physical & electronic) for all matters connected with transfers and transmission of shares and also dematerialization of shares and other related functions.

(xii) Share Transfer System:

With a view to expedite the process of share transfers, the Board of Directors has delegated the power of share transfer to Share Transfer Committee of the Board, which meets almost once in every month. The shares for transfer received in physical mode by the Company, are transferred expeditiously and thereafter, option letter is sent to the transferee(s) for dematerialization, Confirmation in respect of the request for dematerialization of shares is sent to the respective depositories, i.e. National Security Depository Limited (NSDL) and Central Depository Services (India) Limited within 7 days.

(xiii) Registrar and Transfer Agent

SHAREX DYNAMIC (INDIA) PVT. LTD.

Unit - 1, Luthra Ind.Premises, Safed Pool,
Andheri Kurla Road, Andheri (East),
Mumbai - 400 072

ELEGANT FLORICULTURE & AGROTECH (INDIA) LIMITED

(xiv) DISTRIBUTION OF SHAREHOLDING AS ON 31st MARCH, 2013 :

(a) According to Category holdings :

Category	No. of Shareholders	% of Shareholders	No. of Shares	% of shares
Promoters	17	0.33	1418797	7.09
FI(s) Bank & Mutual Fund	3	0.06	38500	0.19
Individual	5051	97.77	16750538	83.75
Corporate Bodies	89	1.72	1785413	8.93
NRI/OCB	5	0.10	3754	0.02
Clearing Members	1	0.02	2998	0.02
Total	5166	100.00	20000000	100.00

(b) According to Number of Equity Shares :

No. of Equity Shares held	No. of Shareholders	% of Shareholders	No. of Shares	% of shares
1-100	1262	24.43	118153	0.59
101-200	821	15.89	163074	0.81
201-500	1749	33.86	788385	3.94
501-1000	739	14.31	649744	3.25
1001-5000	423	8.19	993148	4.97
5001-10000	59	1.14	461159	2.31
10001-100000	57	1.10	1746795	8.73
100001 & above	56	1.08	15079542	75.40
Total	5166	100.00	20000000	100.00

(xv) Dematerialization of Shareholding and liquidity 90.43% Company's Equity shares are Dematerialized as on 31.03.2013

(xvi) Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, conversion date and likely impact on equity Not applicable

(xvii) Plant Locations Village : Mouje- Kashal, Taluka Maval, Vadgaon, Dist.- Pune

(xviii) Address for Correspondence
The shareholders may address their communications/suggestions/grievances/queries to our share transfer agent

SHAREX DYNAMIC (INDIA) PVT. LTD.

Unit - 1, Luthra Ind.Premises, Safed Pool,
Andheri Kurla Road, Andheri (East), Mumbai - 400 072

Declaration under Clause 49 of the Listing Agreement:

I, Confirm that the Company has, in respect of the year ended 31st March, 2013, received from the members of the Board and Senior Management Personnel of the Company, a declaration of compliance with the code of conduct as applicable to them.

Place : Mumbai

Dated : 10th May, 2013.

Sd/-

Pawankumar Agarwal

CFO/Director

Chief Executive Officer and Chief Financial Officer Certificate:

I, Pawan Kumar Agarwal, Chief Finance Officer and Director of the Company, to the best of my knowledge and belief, certify that:

- (a) I have reviewed financial statements and the cash flow statement for the year ended 31st March, 2013 and that to the best of my knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) I have reviewed the internal controls and procedures, and to the best of my knowledge and information, I affirm that the Company has adequate internal controls and procedures.
- (d) Based on my knowledge and information:
 - (i) there have been no changes in the accounting policies during the year;
 - (ii) no significant changes in internal controls during the year; and
 - (iii) there have been no instances of significant fraud during the year, which has come to the knowledge of the management.

Place : Mumbai

Dated : 10-05-2013

Sd/-

Pawankumar Agarwal

CFO/Director

MANAGEMENT DISCUSSION AND ANALYSIS

The Company is engaged in the business of floriculture and is trying to achieve the desired growth. The Company is in the business of cultivation of cut-flowers mainly roses for export purpose which is mainly done under U. V. Polyfilm covered area in Green Houses. The Company's project site is situated at Village Kashal, Vadgaon, Dist: Pune, which has best soil suited for cultivation of roses and plenty of water supply and low cost labour. Presently Company is growing 4 varieties of roses which have demand throughout of the year. The Company is exploring new foreign markets to augment the exports for better realization.

AUDITORS COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To the members of Elegant Floriculture & Agrotech (I) Limited

We have reviewed the compliance of conditions of Corporate Governance by Elegant Floriculture & Agrotech (I) Limited for the year ended 31st March, 2013 as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchange.

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 the 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 and the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance in all material respect as stipulated in the above mentioned listing agreement.

We state that there are no investor grievance(s) pending for a period exceeding one month against the company as per the report given by the Registrars of the Company and placed before the Investor 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.

For **SHIV PAWAN & COMPANY**

Sd/-

S. H. GARG

(Partner)

Membership No. 85517

Place : Navi Mumbai

Date : 10th May, 2013

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF ELEGANT FLORICULTURE & AGROTECH (I) LTD.

We have audited the accompanying financial statements of *ELEGANT FLORICULTURE & AGROTECH (I) LTD.*, which comprise the Balance Sheet as at 31st March, 2013, and the Statement of Profit and Loss for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, 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 accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements 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 the Balance Sheet, of the state of affairs of the company as at 31st March, 2013;
- ii) in the case of the Profit & Loss account, of the **Profit** for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we give in the Annexure 'A', the statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that :
 - (a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - (c) The Balance Sheet, Statement of Profit and Loss dealt with by this Report are in agreement with the books of account;
 - (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 written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 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 Shiv Pawan & Company
Chartered Accountants
Partner
(S. H. Garg)
Membership No. : 085517
Firm Regn. No. : 120121W

Place : Navi Mumbai
Date : 10th May, 2013

ANNEXURE 'A' TO THE AUDITOR'S REPORT OF EVEN DATE

(Referred to in paragraph 1 thereof)

- i) In respect of fixed assets:
 - a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b) The fixed assets have been physically verified by the management during the year. We are informed that no material discrepancies were noticed by the management on such verification.
 - c) The Company has not disposed any Fixed Assets during the year into consideration.
- ii) In respect of Inventories:
 - a) The physical verification of inventory has been conducted at regular intervals by the management.
 - b) The procedure of physical verification of inventory followed by the management is reasonable and adequate in relation to the size of the company and the nature of its business.
 - c) The company has been maintaining proper records of the inventory and no material discrepancies were noticed.
- iii) In respect of loans secured or unsecured, granted or taken by the company, to or from companies, firms or other parties covered in the register maintained under section 301 of the Act according to the information and explanation given to us.
 - a) The company has not granted/taken loans to/from companies, firms or other parties covered in the register mentioned in Section 301 of the Act.
- iv) In our opinion and according to the information and explanation given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods.
- v) In respect of transactions that need to be entered in the register maintained in pursuance of Section 301 of the Act, in our opinion and according to the explanations given to us:
 - a) The company has not entered into transactions with parties mentioned in the register maintained in pursuance of Section 301.
- vi) In our opinion and according to the information and explanation given to us, the Company has not accepted any deposits covered under section 58A and 58AA of the Act during the year. Hence, the question of compliance with the provisions of Section 58A and 58AA of the Act does not arise.

- vii) The Company has an internal audit system commensurate with its size and nature of the business.
- viii) The Central Government has not prescribed maintenance of cost records for the Company under section 209(1)(d) of the Act.
- ix) According to the information and explanation given to us in respect of statutory and other dues:
 - a) The Company is generally regular in depositing undisputed statutory dues including, Income-tax, Sales-tax, Customs Duty and other statutory dues with appropriate authorities when applicable. According to information and explanations given to us, provision of the statutes relating to ESIC and Provident Fund are not applicable to the company.
 - b) There are no disputed statutory dues.
- x) According to the information and explanation given to us, the Company has been registered for more than five years.
 - a) The Company is having the accumulated Loss at the end of the financial year into consideration.
 - b) The company has not incurred the cash losses during the financial year into consideration.
 - c) The company has not incurred the cash losses during the financial year immediately preceding the financial year into consideration.
- xi) The Company has not defaulted on repayment of dues to any bank or financial institution. The company has not issued any debentures.
- xii) According to the information and explanations given to us, the Company has not granted loans and advances on basis of security by way of pledge of shares, debenture and other securities.
- xiii) As per information and explanations given to us, the nature of the Company's activities during the year under review is such that the provisions of any special statute applicable to chit fund are not applicable to the Company.
- xiv) As per information and explanations given to us, the Company is dealing or trading in shares, securities, debentures and other investments. The proper records are maintained of the transactions and contracts by company and timely entries have been made therein. The shares, securities, debenture and other securities have been held by the company, in its own name except to the extent of the exemption, if any, granted under section 49 of the Act.

- xv) As per information and explanations given to us, the company has not given any guarantee for loans taken by others from bank or financial institutions.
- xvi) As per information and explanations given to us, the company obtained the Term Loan and the same was utilised for the purpose for which the Term Loan was obtained during the year.
- xvii) According to the information and explanations given to us, no funds has been raised on short-term basis.
- xviii) The Company has not made preferential allotment of shares to parties & Companies covered in the register maintained under section 301 of the Act during the year .
- xix) No debentures have been issued by the Company during the year.
- xx) During the year, the Company has not raised any money by way of public issue.
- xxi) According to the information and explanations given to us, no fraud on or by the Company have been noticed or reported during the financial year under review.

For **Shiv Pawan & Company**
Chartered Accountants
Partner
(S. H. Garg)
Membership No. : 085517
Firm Regn. No. : 120121W

Place : Navi Mumbai
Date : 10th May, 2013

ELEGANT FLORICULTURE & AGROTECH (INDIA) LIMITED

BALANCE SHEET AS AT 31ST MARCH 2013

PARTICULARS	Note No.	Current Year 31/03/2013 ₹	Previous Year 31/03/2012 ₹
A EQUITY & LIABILITIES			
1 SHAREHOLDERS' FUNDS :			
a) Share Capital	1	199,671,500	199,671,500
b) Reserves & Surplus	2	(146,209)	2,129,753
c) Money received against share warrant		0	0
		<u>199,525,291</u>	<u>201,801,253</u>
2 SHARE APPLICATION MONEY PENDING ALLOTMENT		0	0
3 NON - CURRENT LIABILITIES			
a) Long Term Borrowings	3	4,148,882	4,037,229
b) Deferred Tax Liabilities (Net)		4,401,262	1,968,211
c) Other Long Term Liabilities		0	0
d) Long Term Provisions		0	0
		<u>8,550,144</u>	<u>6,005,440</u>
4 CURRENT LIABILITIES			
a) Short Term Borrowings	4	2,036,604	2,611,815
b) Trade Payables	5	214,695	990,549
c) Other Current Liabilities	6	8,931	60,555
d) Short Term Provisions	7	753	17,794
		<u>2,260,983</u>	<u>3,680,713</u>
Total (1+2+3+4)...		<u>210,336,418</u>	<u>211,487,406</u>
B ASSETS			
1 NON - CURRENT ASSETS			
a) Fixed Assets	8		
i) Tangible Assets		31,565,227	32,329,427
ii) Intangible Assets			
iii) Capital Work-In-Progress		0	0
iv) Intangible Assets under Development		0	0
b) Non-Current Investments	9	0	0
c) Deferred Tax Assets (Net)		0	0
d) Long Term Loans and Advances	10	136,692,500	151,217,500
e) Other Non- Current Assets	11	88,412	94,265
		<u>168,346,139</u>	<u>183,641,192</u>
2 CURRENT ASSETS			
a) Current Investments		1,000,000	0
b) Inventories	12	8,050,370	11,940,021
c) Trade Receivables	13	704,349	216,626
d) Cash and Cash Equivalents	14	2,324,652	1,568,426
e) Short Term Loans and Advances	15	29,910,908	14,121,141
f) Other Current Assets	16	0	0
		<u>41,990,279</u>	<u>27,846,214</u>
Total (1+2)...		<u>210,336,418</u>	<u>211,487,406</u>

Notes to Accounts

23

The Schedules & Notes referred to above form an integral part of the Accounts.

As per our report of even date
For SHIV PAWAN & COMPANY
Chartered Accountants

For ELEGANT FLORICULTURE &
AGROTECH (INDIA) LIMITED

Sd/-
(S.H.GARG)
Partner

Sd/-
(RAJ KUMAR AGARWAL)
Director

Sd/-
(PAWAN KUMAR AGARWAL)
Director

Place : Navi Mumbai Date : 10h May, 2013

ELEGANT FLORICULTURE & AGROTECH (INDIA) LIMITED

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2013

PARTICULARS	Notes No.	Current Year ended 31-03-2013 ₹	Previous Year ended 31-03-2012 ₹
I Revenue from Operations	17	11,631,774	12,043,287
II Other Income	18	926,498	2,253,617
III Total Revenue (I+II)		<u>12,558,272</u>	<u>14,296,904</u>
IV Expenses :			
a) Cost of Materials Consumed	19	5,804,952	6,951,586
i) Purchases of Stock-in-Trade			
ii) Change in Inventories of Finished Goods Work-in-Progress & Stock-in-Trade			
b) Employees Benefits Expenses	20	947,322	862,445
c) Finance Costs	21	730,481	454,685
d) Depreciation & Amortization Expenses		3,271,598	3,151,178
e) Other Expenses	22	1,646,077	2,631,201
Total Expenses		<u>12,400,430</u>	<u>14,051,095</u>
V Profit/(Loss) Before Exceptional and Extraordinary Items and Tax (III-IV)		157,842	245,809
VI Exceptional Items		0	0
VII Profit/(Loss) Before Extraordinary Items and Tax (V-VI)		<u>157,842</u>	<u>245,809</u>
VII Extraordinary Items		0	0
IX Profit/(Loss) before tax (VII- VIII)		<u>157,842</u>	<u>245,809</u>
X Tax Expense:			
1) Current tax		753	17,794
2) Deferred tax		2,433,051	28,911
XI Profit/(Loss) for the period from continuing operations (IX-X-XIV)		<u>(2,275,962)</u>	<u>199,104</u>
XII Profit/(Loss) from discontinuing operations		0	0
XIII Tax expense of discontinuing operations		0	0
XIV Profit/(Loss) from Discontinuing operations (after tax) (XII-XIII)		<u>0</u>	<u>0</u>
XV Profit/(Loss) for the period (XI + XIV)		<u>(2,275,962)</u>	<u>199,104</u>
XVI Earnings per equity share:			
1) Basic		(0.11)	0.01
2) Diluted		(0.11)	0.01

Notes to Accounts

23

The Schedules & Notes referred to above form an integral part of the Accounts.

As per our report of even date
For SHIV PAWAN & COMPANY
Chartered Accountants

For ELEGANT FLORICULTURE &
AGROTECH (INDIA) LIMITED

Sd/-
(S.H.GARG)
Partner

Sd/-
(RAJ KUMAR AGARWAL)
Director

Sd/-
(PAWAN KUMAR AGARWAL)
Director

Place : Navi Mumbai
Date : 10h May, 2013

ELEGANT FLORICULTURE & AGROTECH (INDIA) LIMITED

NOTES & PROFIT AND LOSS ACCOUNT

Notes Annexed to and forming part of Balance Sheet as on 31st March, 2013

PARTICULARS	Current Year 31-03-2013 ₹	Previous Year 31-03-2012 ₹
NOTE NO. '1' :		
SHARE CAPITAL		
Authorized Capital		
200,00,000 (200,00,000) Equity Share of ` 10/- (` 10/-) each	200,000,000	200,000,000
	<u>200,000,000</u>	<u>200,000,000</u>
Issued, Subscribed & Paid Up Capital		
200,00,000 (200,00,000) Equity Shares of ` 10/- (` 10/-) each fully paid up	200,000,000	200,000,000
Less : Calls unpaid by other than Directors	(328,500)	(328,500)
	<u>199,671,500</u>	<u>199,671,500</u>
NOTE NO. '2' :		
RESERVES & SURPLUS		
a) Capital Reserve		
Opening Balance	2,658,179	2,658,179
Add : Current Year Transfer	-	-
Less : Written Back in Current Year	-	-
Closing Balance.....(a)	<u>2,658,179</u>	<u>2,658,179</u>
b) Surplus		
Opening Balance	(528,426)	(727,530)
(+) Net Profit/(Net Loss) For the current year	(2,275,962)	199,104
(+) Transfer from Reserves	-	-
(-) Proposed Dividends	-	-
(-) Interim Dividends	-	-
(-) Transfer to Reserves	-	-
Closing Balance.....(b)	<u>(2,804,388)</u>	<u>(528,426)</u>
Total.....(a) + (b)	<u>(146,209)</u>	<u>2,129,753</u>

ELEGANT FLORICULTURE & AGROTECH (INDIA) LIMITED

NOTES (Contd....)		
PARTICULARS	Current Year 31-03-2013 ₹	Previous Year 31-03-2012 ₹
NOTE NO. '3' :		
Long Term Borrowings		
1) Secured		
Term Loan		
a) From HDFC Bank (Secured loans against Refrigerated Van)	24,424	160,814
b) From HDFC Bank (Secured loans against Motor Car)	300,099	476,415
c) From Bank of Maharashtra (Secured against Hypothecation of Standing Crop, Equipment & Other Movable Assets, Agricultural Land in Gate no. 358 admeasuring 4.91 and Personal Guarantee of one of the Directors of the Company)	3,824,359	3,400,000
Total.....(1)	<u>4,148,882</u>	<u>4,037,229</u>
2) Unsecured		
Total.....(2)	-	-
Total.....(1) + (2)	<u>4,148,882</u>	<u>4,037,229</u>
NOTE NO. '4' :		
Short Term Borrowings		
1) Secured		
Other Loans & Advances		
a) From Bank of Maharashtra Secured against hypothecation of shed, flower, irrigation set, stock of pesticide & land and personal guarantee of one of the Directors of the Company	2,036,604	2,611,815
Total.....(1)	<u>2,036,604</u>	<u>2,611,815</u>

ELEGANT FLORICULTURE & AGROTECH (INDIA) LIMITED

NOTES (Contd....)		
PARTICULARS	Current Year 31-03-2013 ₹	Previous Year 31-03-2012 ₹
2) Unsecured		
From Related Parties repayable on demand		
a) From Surajbhan Rajkumar Pvt. Ltd.	-	-
Total.....(2)	-	-
Total.....(1) + (2)	<u>2,036,604</u>	<u>2,611,815</u>
NOTE NO. '5' :		
Trade Payables		
1) Sundry Creditor for Expenses	86,666	-
2) Sundry Creditor for consumables	112,891	673,128
3) Sundry Creditor for Capital Goods	15,138	317,421
	<u>214,695</u>	<u>990,549</u>
NOTE NO. '6' :		
Other Current Liabilities		
Other Payables		
i) T. D. S. Payable on Legal & Professional Fess	-	3,309
ii) T. D. S. Payable to Contractors & Sub-Contractors	-	4,214
iii) Profession Tax (Staff)	3,875	1,800
iv) Service Tax Payable	-	24
v) Audit Fees Payable	-	17,100
vi) Tax Audit Fees Payable	-	23,933
vii) Legal & Professional Fees Payable	-	10,175
viii) TDS on Prof. Charges	5,056	-
Total.....	<u>8,931</u>	<u>60,555</u>
NOTE NO. '7' :		
Short Term Provisions		
A) Provision for Employee Benefits	-	-
B) Others		
i) Provision for Income-Tax A.Y. (2012-13)	-	17,794
ii) Provision for Income-Tax A.Y. (2013-14)	753	-
Total.....(A) + (B)	<u>753</u>	<u>17,794</u>

NOTE NO. '8' :

Depreciation Chart as per Straight Line Method (in the books of accounts) for the year ended on 31/03/2013
Disclosure pursuant to Note No. 6(i)(i), 6(i)(ii) and 6(i)(iii); Note no. J(i), J(ii) and J(iii); of Part I of Schedule VI to the Companies Act, 1956
Amount in ₹

PARTICULARS		Gross Block				ACCUMULATED DEPRECIATION				Net Block	
		Gross Value as on 01/04/2012	Addition during the year	Disposals during the year	Gross Value as on 31/03/2013	Op. Balance As on 01/04/12	Depreciation during the year	On Disposals during the year	Balance as on 31/03/2013	Bal. As on 31/03/2012	Bal. As on 31/03/2013
(A)	Tangible Assets										
1	Land	430,627	0	0	430,627	0	0	0	0	430,627	430,627
2	Building	9,659,801	0	0	9,659,801	1,782,942	157,455	0	1,940,397	7,876,859	7,719,404
3	Plant & Machinery	48,121,272	2,391,308	0	50,512,580	30,314,458	2,399,348	0	32,713,806	17,806,814	17,798,774
4	Furniture & Fixtures	67,836	0	0	67,836	28,613	4,294	0	32,907	39,223	34,929
5	Planting Material	7,818,103	21,290	0	7,839,393	5,051,941	372,371	0	5,424,312	2,766,162	2,415,081
6	Motor Car	1,028,971	0	0	1,028,971	218,244	72,748	0	290,992	810,727	737,979
7	Tools & Equipment	399,271	0	0	399,271	146,249	18,965	0	165,214	253,022	234,057
8	Two wheeler (Scooter)	23,000	56,800	0	79,800	9,756	5,642	0	15,398	13,244	64,402
9	Electrical Instrument	2,916,094	0	0	2,916,094	1,904,861	138,514	0	2,043,375	1,011,233	872,719
10	Computers	27,000	0	0	27,000	8,754	4,377	0	13,131	18,246	13,869
11	Cold Storage Unit	648,713	38,000	0	686,713	92,442	32,619	0	125,061	556,271	561,652
12	Refrigerated Van	891,876	0	0	891,876	189,168	63,056	0	252,224	702,708	639,652
13	Air Conditioner	46,500	0	0	46,500	2,209	2,209	0	4,418	44,291	42,082
	SUB TOTAL....I	72,079,064	2,507,398	0	74,586,462	39,749,637	3,271,598	0	43,021,235	32,329,427	31,565,227
(B)	Intangible Assets	0	0	0	0	0	0	0	0	0	0
	SUB TOTAL....II	0	0	0	0	0	0	0	0	0	0
C)	Capital Work In Progress	0	0	0	0	0	0	0	0	0	0
	SUB TOTAL....III	0	0	0	0	0	0	0	0	0	0
(D)	Intangible assets under Development	0	0	0	0	0	0	0	0	0	0
	SUB TOTAL....IV	0	0	0	0	0	0	0	0	0	0
	TOTAL (I+II+III+IV)	72,079,064	2,507,398	0	74,586,462	39,749,637	3,271,598	0	43,021,235	32,329,427	31,565,227
	PREVIOUS YEAR TOTAL	69,827,545	2,251,519	0	72,079,064	36,598,459	3,151,178	0	39,749,637	33,229,086	32,329,427

ELEGANT FLORICULTURE & AGROTECH (INDIA) LIMITED

NOTES (Contd....)		
PARTICULARS	Current Year 31-03-2013 ₹	Previous Year 31-03-2012 ₹
NOTE NO. '9' :		
Non Current Investments		
A) Trade Investments	-	-
Total.....(A)	<u> </u>	<u> </u>
B) Other Investments		
Fixed Deposits	-	-
Total.....(B)	<u> </u>	<u> </u>
Total.....(A) + (B)	<u> </u>	<u> </u>
NOTE NO. '10' :		
Long-Term Loans and Advances		
A) Security Deposits		
1) Secured, considered good	-	-
2) Unsecured, considered good	-	-
3) Doubtful	<u> </u>	<u> </u>
4) Less: Provision for doubtful advances	<u> </u>	<u> </u>
Total.....(A)	<u> </u>	<u> </u>
B) Other Loans and Advances		
1) Secured, considered good	-	-
2) Unsecured, considered good		
Advances recoverable in cash or kind for value to be received.	136,685,000	151,210,000
Loan Given to Bodies Corporate & Others	-	-
Sundry Deposits	7,500	7,500
3) Doubtful	<u> </u>	<u> </u>
4) Less : Provision for Doubtful	<u> </u>	<u> </u>
Total.....(B)	<u>136,692,500</u>	<u>151,217,500</u>
Total.....(A) + (B)	<u>136,692,500</u>	<u>151,217,500</u>
NOTE NO. '11' :		
Other Non-Current Assets		
a) Long Term Trade Receivables (including Trade Receivables on Deferred credit terms)		
1) Secured, considered good	-	-
2) Unsecured, considered good	-	-
3) Doubtful	<u> </u>	<u> </u>
Indiflora Ltd.	88,412	94,265
4) Less : Provision for Doubtful	<u> </u>	<u> </u>
Total.....	<u>88,412</u>	<u>94,265</u>

ELEGANT FLORICULTURE & AGROTECH (INDIA) LIMITED

NOTES (Contd....)		
PARTICULARS	Current Year 31-03-2013 ₹	Previous Year 31-03-2012 ₹
NOTE NO. '12' :		
Inventories		
a) Closing Stock of Shares	8,050,370	11,940,021
Total.....	<u>8,050,370</u>	<u>11,940,021</u>
NOTE NO. '13' :		
a) Trade Receivables outstanding for a period less than six months from the date they are due for payment		
1) Secured, considered good	-	-
2) Unsecured, considered good	582,439	216,626
3) Unsecured, considered doubtful	-	-
4) Less: Provision for doubtful debts	-	-
Total.....(A)	<u>582,439</u>	<u>216,626</u>
b) Trade Receivables outstanding for a period exceeding six months from the date they are due for payment		
1) Secured, considered good	-	-
2) Unsecured, considered good	121,910	-
3) Unsecured, considered doubtful	-	-
4) Less: Provision for doubtful debts	-	-
Total.....(B)	<u>121,910</u>	<u>-</u>
Total.....(A) + (B)	<u>704,349</u>	<u>216,626</u>
NOTE NO. '14' :		
Cash and Cash Equivalents		
A) Balances with banks		
Bank of Maharashtra Wadeshwar Br.	25,408	1,332,279
Central Bank of India	-	10,776
IDBI Bank	4,248	88,666
Fixed Deposit with Bank of Maharashtra	1,328,000	-
B) Cash on hand	966,996	136,705
Total.....	<u>2,324,652</u>	<u>1,568,426</u>

ELEGANT FLORICULTURE & AGROTECH (INDIA) LIMITED

NOTES (Contd....)		
PARTICULARS	Current Year 31-03-2013 ₹	Previous Year 31-03-2012 ₹
NOTE NO. '15' :		
Short-Term Loans and Advances		
A) To Related Parties		
1) Secured, Considered Good	-	-
2) Unsecured, Considered Good		
Surajbhan Rajkumar Pvt. Ltd.	-	-
3) Doubtful	-	-
4) Less Provision for Doubtful Loans & Advances	-	-
Total.....(A)	<u>-</u>	<u>-</u>
B) Others		
1) Secured, considered good	-	-
2) Unsecured, considered good		
a) Advances to Staff	-	35,000
b) Income-Tax A. Y. 2013-14	133,143	-
c) Income-Tax A. Y. 2011-12	-	342,495
d) Income-Tax A. Y. 2012-13	308,610	326,404
e) Income-Tax A. Y. 2008-09	3,072	3,072
g) F. B. T. for A. Y. 2008-09	1,080	1,080
g) Vat Refundable for F.Y. 2008-09	17,328	17,328
h) VAT Refundable for F. Y. 2009-10	43,606	43,606
i) VAT Refundable for F. Y. 2010-11	35,050	35,050
j) VAT Refundable for F. Y. 2011-12	19,586	19,586
k) VAT Refundable for F.Y. 2012-13	19,864	-
l) Service tax Refundable	16,511	-
m) Prepaid Insurance	35,100	27,382
n) Advances to Creditors	176,000	-
o) Flora Sujiwala	-	800,000
p) Flora Agro	-	1,500,000
q) Surajbhan Rajkumar Pvt. Ltd.	14,501,958	10,970,138
r) Hira Kagzi Jewels	14,600,000	-
3) Doubtful	-	-
4) Less Provision for Doubtful Loans & Advances	-	-
Total.....(B)	<u>29,910,908</u>	<u>14,121,141</u>
Total.....(A) + (B)	<u>29,910,908</u>	<u>14,121,141</u>

ELEGANT FLORICULTURE & AGROTECH (INDIA) LIMITED

NOTES (Contd...)		
PARTICULARS	Current Year 31-03-2013 ₹	Previous Year 31-03-2012 ₹
NOTE NO. '16' :		
Other Current Assets		
Miscellaneous Expenditure		
(to the extent not w/off or adjusted)		
A) Issue Expenses	-	-
Less: W/off during the year	-	-
Total.....(A)	<u>-</u>	<u>-</u>
B) Deferred Revenue Expenditure	-	-
Less: W/off during the year	-	-
Total.....(B)	<u>-</u>	<u>-</u>
Total.....(A) + (B)	<u>-</u>	<u>-</u>
NOTE NO. '17' :		
Revenue From Operation		
a) Sale of Flowers	5,289,304	2,967,021
b) Sale of Flowers (Export)	1,338,793	2,142,872
b) Sale of Services (Brokerage & Commission)	636,315	1,540,821
c) Other Operating Revenues		
Sales of Shares	4,367,362	5,392,573
d) Less : Excise Duty	-	-
Total.....	<u>11,631,774</u>	<u>12,043,287</u>
NOTE NO. '18' :		
Other Income		
a) Interest Income	713,921	1,971,938
b) Dividend	153,892	152,425
c) Net Gain / (Loss) on Sale of Investment	-	-
d) Other Non-Operating Income (net of expenses directly attributable to such income)		
i) Foreign Exchange Fluctuation	-	70,074
ii) Set off of VAT	19,864	19,586
iii) Miscellaneous Income	24,053	19,801
iv) Profit on Sale of Shares (Speculation Business)	-	19,793
v) VAT Refund received	14,768	-
Total.....	<u>926,498</u>	<u>2,253,617</u>

ELEGANT FLORICULTURE & AGROTECH (INDIA) LIMITED

NOTES (Contd....)

PARTICULARS	Current Year 31-03-2013 ₹	Previous Year 31-03-2012 ₹
NOTE NO. '19' :		
Cost of Materials Consumed		
1) Opening Stock of Flowers	-	-
2) Purchases of Flowers	69,106	428,858
Total.....	69,106	428,858
3) Less: Closing Stock of Flowers	-	-
Total.....	69,106	428,858
4) Opening Stock of Shares	11,940,021	11,958,274
5) Purchases of Shares	-	5,031,117
Total.....	11,940,021	16,989,391
6) Less: Closing Stock of Shares	(8,050,370)	(11,940,021)
Total.....	3,889,651	5,049,370
7) Consumable Stores	1,000,622	890,849
8) Wages & Labours	682,405	355,109
9) Packing Charges	21,000	50,030
10) T.O. Paid on Shares	167	411
11) Repairs & Maintenance (Plant & Machinery)	79,518	168,234
12) Chemicals & Fertilizers	62,483	8,725
Total.....	5,804,952	6,951,586
NOTE NO. '20' :		
Employee Benefits Expense		
a) Salaries and incentives	743,221	708,935
b) Staff welfare expenses	18,412	36,698
c) Bonus to Staff	96,997	98,312
d) Leave Wages	1,692	18,500
e) Gratuity	87,000	-
Total.....	947,322	862,445
NOTE NO. '21' :		
Finance Costs		
a) Interest Expense	730,481	336,848
b) Other Borrowing Costs Loan Processing Fees	-	117,837
Total.....	730,481	454,685

ELEGANT FLORICULTURE & AGROTECH (INDIA) LIMITED

NOTES (Contd....)		
PARTICULARS	Current Year 31-03-2013 ₹	Previous Year 31-03-2012 ₹
NOTE NO. '22' :		
Other Expenses		
i) Payment to Auditor		
a) Statutory Audit Fees	18,810	17,100
b) In any Other Manner	-	-
iii) <i>Repairs & Maintenance</i>		
1) Building	26,303	15,840
2) Others	18,100	27,630
iv) Insurance Charges	71,040	69,812
v) <i>Rates & Taxes</i>		
1) Service Tax Paid	44,292	143,883
2) Service Tax Paid on Shares	834	1,657
3) Professional Tax (Company)	2,500	2,500
4) Stamp Duty Paid on Shares	438	1,051
5) Others	2,556	-
6) Interest on TDS & Service Tax	-	181
vi) <i>Misc. Expenses</i>		
1) Vehicle Expenses	184,352	186,593
2) Discount	-	156,697
3) Advertisements	19,022	14,494
4) Tax Audit fees	26,326	23,933
5) Telephone Expenses	23,946	29,700
6) Books & Periodicals	1,250	233
7) Business Promotion	4,205	29,299
8) Travelling Expenses	119,239	6,170
9) Subscription & Membership fees	-	20,410
10) Conveyance Exp.	34,200	96,977
11) Legal & Professional Charges	140,463	257,445
12) Annual Fees	112,360	110,300
13) Postage & Stamp	30	24,090
14) Printing & Stationery Expenses	137,577	134,375
15) Miscellaneous Expenses	10,513	2,161
16) Annual General Meeting expenses	-	24,360
17) Bad Debts	-	462,727
18) Share Transfer Expenses	38,561	57,129
19) Clearing & Forwarding Charges	468,400	680,234
20) Demat Charges	1,455	1,661
21) ROC Fees	-	4,500
22) Electricity Expenses	34,550	6,424
23) Bank Charges	14,845	21,285
24) Filing Fees	1,644	350
25) Foreign Exchange Fluctuation	11,409	-
26) Transportation Charges	2,775	-
27) Travelling Expenses (Foreign)	74,082	-
Total.....	1,646,077	2,631,201

NOTE '23'

NOTES FORMING PART OF ACCOUNTS FOR THE YEAR ENDED ON 31ST MARCH, 2013

- 1) **Disclosure pursuant to Note no. 6(A)(d) of Part I of Schedule VI to the Companies Act, 1956**

Particulars	CURRENT YEAR			
	Equity Shares		Preference Shares	
	Number	₹	Number	₹
Shares outstanding at the beginning of the year	20,000,000	200,000,000	0	0
Shares Issued during the year	0	0	0	0
Shares bought back during the year	0	0	0	0
Shares outstanding at the end of the year	20,000,000	200,000,000	0	0

Particulars	PRECEDING YEAR			
	Equity Shares		Preference Shares	
	Number	₹	Number	₹
Shares outstanding at the beginning of the year	20,000,000	200,000,000	0	0
Shares Issued during the year	0	0	0	0
Shares bought back during the year	0	0	0	0
Shares outstanding at the end of the year	20,000,000	200,000,000	0	0

- 2) **Disclosure pursuant to Note no. 6(A)(g) of Part I of Schedule VI to the Companies Act, 1956 (if more than 5%)**

There are no shareholders in the company who holds more than 5% shares of the company during the year

3) Disclosure pursuant to Note no. 6(T) of Part I of Schedule VI to the Companies Act, 1956

Contingent liabilities and commitments (to the extent not provided for)	As at 31/03/2013 ₹	As at 31/03/2012 ₹
i) Contingent Liabilities		
a) Claims against the company not acknowledged as debt	-	-
b) Guarantees	-	-
c) Other money for which the company is contingently liable	-	-
Total.....(i)	-	-
ii) Commitments		
a) Estimated amount of contracts remaining to be executed on capital account and not provided for	-	-
b) Uncalled liability on shares and other investments partly paid	-	-
c) Other commitments	-	-
Total.....(ii)	-	-
TOTAL . . . (i) + (ii)	-	-

4) Disclosure pursuant to Note no. 6(W) of Part I of Schedule VI to the Companies Act, 1956.

In the opinion of the Board, all assets other than fixed assets and non current investments, have a realisable value in the ordinary course of business which is not different from the amount at which it is stated.

5) Disclosure pursuant to Note no. 5(i)(g) of Part II of Schedule VI to the Companies Act, 1956.

Payments to the auditor as	Current Year 31/03/2013	Previous Year 31/03/2012
a) Auditor	18,810	17,100
b) for taxation matters	-	-
c) for company law matters	-	-
d) for management services	-	-
e) for other services	-	-
f) One of the Partner in the Auditors firm has Charged the Fees in his proprietorship capacity during the year into consideration	26,326	23,933
TOTAL	45,136	41,033

ELEGANT FLORICULTURE & AGROTECH (INDIA) LIMITED

- 6) Additional information pursuant to the point no. 5(viii) of the General Instruction for preparation of Statement of Profit and Loss of Part II of Schedule VI of the Companies Act, 1956.

Expenditure/Income in Foreign Currency	Current Year 31/03/2013 ₹	Previous Year 31/03/2012 ₹
Expenditure in Foreign Currency	74,082	0
Income in Foreign Currency	1,338,793	2,142,872

- 7) Significant Accounting Policies :-

(A) The Company generally follows mercantile method of accounting except the following which are accounted on cash basis.

- i) Gratuity and incentives to employees
- ii) Income from investment
- iii) Claims and interest due on overdue bills.
- iv) Closing Stock valued at cost.

(B) Depreciation on fixed assets have been provided on straight line method as per schedule XIV of the Companies Act, 1956, on Single Shift Basis.

- 8) In the opinion of the Board of Directors, the current assets, loans and advances have a value which on realization in the ordinary course of Business would be at least equal to the amount stated in the Balance Sheet.
- 9) Figures in brackets represent the figures of the previous year and have been regrouped / rearranged wherever necessary.
- 10) Pursuant to compliance of Accounting Standard (AS) 20 "Earnings per Share", the relevant information is provided here below :

Particulars	Amount (₹)
a) Net profit / (loss) after tax as per Profit & Loss A/c	(2,275,962)
b) No. of Equity shares of A 10/- during the year	20,000,000
c) Earnings/(Loss) per equity share of A10/- Each Basic/Diluted (1)/(2) (EPS)	0.11

- 11) Quantitative details of Flowers

Opening Stock, Purchases, Sales & Closing Stock (Flowers)				
Particulars	Current Year Quantity	Previous Year Quantity	Current Year (₹)	Previous Year (₹)
Opening Stock	0	0	0	0
Purchases	18,764	47,908	69,106	428,858
Production	1,761,149	1,161,885	N. A.	0
Sales	1,779,913	1,209,793	6,628,097	5,109,893
Closing Stock	0	0	0	0

NOTE NO. '23':

NOTES FORMING PART OF ACCOUNTS FOR THE YEAR ENDED ON 31ST MARCH, 2013

12) Pursuant to compliance of Accounting Standard (AS) 18 'Related Party Disclosures', provisions of section 301 of the Companies Act, 1956, as per Point (iii)(a) of the Annexure to the Companies (Auditor's Report) Order, 2003 and also the loans granted by the Company which is covered under section 372A of the Companies Act, 1956, the relevant information is provided hereunder:

A) Related Parties where control exists

Sr. No.	Name of Party	Relationship
1	Rajkumar B. Agarwal	Key Management Personnel
2	Pawankumar B. Agarwal	Key Management Personnel

B) **The details of the party to whom the loans were given and covered u/s. 295, 372A(3) of the Companies Act, 1956.**

Amount in ₹

Sr. No.	Nature of Transaction	Current Year			Preceeding Year		
		Loan Given	Loan Taken	Closing Balance (Dr.)	Loan Given	Loan Taken	Closing Balance (Cr.)
1	Saraswati Silk Mills Pvt. Ltd.	15,810,000	15,410,000	400,000	15,000,000	0	15,000,000
2	Interest Received from the above party			-			900,000

Sr. No.	Nature of Transaction	Current Year			Preceeding Year		
		Loan Given	Loan Taken	Closing Balance (Dr.)	Loan Given	Loan Taken	Closing Balance (Cr.)
1	Surajbhan Rajkumar Pvt. Ltd.	19,665,224	5,163,266	14,501,958	15,140,829	4,170,691	10,970,138
2	Interest Received from the above party			695,086			408,829

ELEGANT FLORICULTURE & AGROTECH (INDIA) LIMITED

NOTE NO. '23':

13) Pursuant to compliance of Accounting Standard (AS) 17 regarding "Segment Reporting" the relevant information is provided here below:

Particulars	Floriculture	Trading in Shares	Brokerage	Total
REVENUE				
Local sales	5,289,304	4,367,362	636,315	10,292,981
Export	1,338,793	0	0	1,338,793
Total sales	6,628,097	4,367,362	636,315	11,631,774
Other Income				
Interest Received	713,921	0	0	713,921
Profit on Sale of Shares	0	-	0	-
Vat refundable	34,632	0	0	34,632
Closing stock of Shares	0	8,050,370	0	8050370
Misc. Income	24,053	0	0	24,053
Dividend Received	0	153,892	0	153,892
Brokerage & Commission	0	0	0	0
Total Revenue	7,400,703	12,571,624	636,315	20,608,642
EXPENDITURE				
Opening Stock	0	11,940,021	0	11,940,021
Purchases	69,106	-	0	69,106
Consumable Stores	1,000,622	0	0	1,000,622
Wages & Labor	682,405	0	0	682,405
Demat Charges	0	1,455	0	1,455
Service Tax	0	834	44,292	45,126
Stamp Duty & T. O. T charges	0	605	0	605
Foreign Exchange Fluctuation	11,409	0	0	11,409
Other Expenses	5,969,570	0	0	5,969,570
Unallocated Expenses	0	0	0	0
Total Expenditure	7,733,112	11,942,915	44,292	19,720,319
SEGMENT RESULT				
Operating Profit	(332,409)	628,709	592,023	888,323
Interest Expenses	730,481	0	0	730,481
Prov. For Income-tax	753	0	0	753
Deferred Tax Liability	2,433,051	0	0	2,433,051
Net profit	(3,496,694)	628,709	592,023	(2,275,962)

ELEGANT FLORICULTURE & AGROTECH (INDIA) LIMITED

Particulars	Floriculture	Trading in Shares	Brokerage	Total
OTHER INFORMATION				
Segment Assets				
Fixed Assets	31,565,227	0	0	31,565,227
Loans & Advances				
Long Term Loans & Advances	136,692,500	0	0	136,692,500
Short Term Loans & Advances	29,329,569	0	0	29,329,569
Investments				
Non Current Investment	0	0	0	0
Current Investment	1,000,000	0	0	1,000,000
Sundry Debtors	792,761	0	0	792,761
Cash in hand	966,996	0	0	966,996
Bank A/c	1,357,656	0	0	1,357,656
VAT refundable	135,434	0	0	135,434
I. T. refundable	445,905	0	0	445,905
Closing Stock	0	8,050,370	0	8,050,370
Profit & Loss A/c	0	0	0	0
Unallocated Profit & Loss A/c	0	0	0	0
Unallocated assets	0	0	0	0
Total Assets	202,286,048	8,050,370	0	210,336,418
Segment Liabilities				
Bank O/D	2,036,604	0	0	2,036,604
Long Term Borrowings				
Secured	4,148,882	0	0	4,148,882
Unsecured	0	0	0	0
Short Term Borrowings				
Secured	0	0	0	0
Unsecured	0	0	0	0
Sundry Creditors	214,695	0	0	214,695
Deferred Tax Liability	4,401,262	0	0	4,401,262
Profession-tax	3,875	0	0	3,875
Service Tax Payable	0	0	0	0
Other Current Liabilities	5,056	0	0	5,056
Provision for Income-tax	753	0	0	753
Shareholders' Funds	199,671,500	0	0	199,671,500
Capital Reserve	2,658,179	0	0	2,658,179
Profit & Loss A/c	(4,025,120)	628,709	592,023	(2,804,388)
Unallocated Reserves & Surplus	0	0	0	0
Total liabilities	209,115,686	628,709	592,023	210,336,418
Capital Expenditure	2,507,398	0	0	2,507,398
Depreciation	3,271,598	0	0	3,271,598
Amortisation	0	0	0	0

NOTE NO. '23':

NOTES FORMING PART OF ACCOUNTS FOR THE YEAR ENDED ON 31ST MARCH, 2013

- 14) As per the information given by the Company, there are no suppliers who are covered under the Micro, Small and Medium Enterprises Development Act, 2006.
- 15) Figures in brackets represent the figures of the previous year and have been regrouped / rearranged wherever necessary.
- 16) During the year the Company has created Deferred Tax Liability of ₹ 24,33,051/-..

Signature to Note '1' to '23'
As per our report of even date

As per our report of even date
For SHIV PAWAN & COMPANY
Chartered Accountants

For **ELEGANT FLORICULTURE &
AGROTECH (INDIA) LIMITED**

Sd/-
(S.H.GARG)
Partner

Sd/-
(RAJ KUMAR AGARWAL)
Director

Sd/-
(PAWAN KUMAR AGARWAL)
Director

Place : Navi Mumbai
Date : 10th May, 2013

ELEGANT FLORICULTURE & AGROTECH (INDIA) LIMITED

**ANNEXURE TO CLAUSE - 32 OF THE LISTING AGREEMENT
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2013**

Particulars		(In Lacs)
A.	Cash Flow from Operating Activities :	
	Net Profit After tax and extraordinary items	(22.76)
	Add:	
	Depreciation	32.72
	Deferred Tax Liability during the year	24.33
	Provision for Tax during the year	0
	Issue Expenses Written Off	0
	Deferred Revenue Expenditure W/o during the year	0
	Add: Items considered separately	
	Interest Paid	7.30
	Less: Items considered separately	
	Dividend Received	(1.54)
	Interest Received	(7.14)
	Operating Profit before Working Capital Changes	32.91
	Changes in Working Capital	
	Increase in Sundry Debtors	(4.82)
	Decrease in Other Current Assets	0
	Decrease in Closing Stock	38.90
	Increase in Short Term Loans & Advances	(157.90)
	Decrease in Sundry Creditors	(7.76)
	Decrease in Short Term Borrowings	(5.75)
	Decrease in Other Current Liabilities	(0.52)
	Decrease in Short Term Provision	(0.17)
	Net Changes in Working Capital	(138.02)
	Cash Flow from Operating Activities	(105.11)
	Less: Taxes Paid	
	Net Cash Flow from Operating Activities	(105.11)
B.	Cash Flow from Investment Activities :	
	Purchase of Fixed Assets	(25.07)
	Purchase of Investment (Share Application Money)	(10.00)
	Decrease in Loans & Advances	145.25
	Dividend Received	1.54
	Interest Received	7.14
	Net Cash Flow from Investment Activities	118.86
C.	Cash Flow from Financing Activities :	
	Proceeds from Issue of Equity Shares	0
	Increase in Capital reserve	0
	Increase in Long Term Borrowings	1.12
	Interest Paid	(7.30)
	Net Cash Flow form Financing Activities	(6.18)
	Net Increase/(Decrease) in Cash & Cash Equivalents	7.57
	Cash & Cash Equivalents as at 31st March, 2012	15.68
	Cash & Cash Equivalents as at 31st March, 2013	23.25

As per our report of even date
For SHIV PAWAN & COMPANY
Chartered Accountants

For ELEGANT FLORICULTURE &
AGROTECH (INDIA) LIMITED

Sd/-
(S.H.GARG)
Partner

Sd/-
(RAJ KUMAR AGARWAL)
Director

Sd/-
(PAWAN KUMAR AGARWAL)
Director

Date : 10th May, 2013 Place : Navi Mumbai

AUDITORS' CERTIFICATE

We have audited the attached Cash Flow Statement of **ELEGANT FLORICULTURE & AGROTECH (I) LIMITED**, MUMBAI, as at 31st March, 2013. The statement is made by the Company and in accordance with the requirement of listing agreement Clause 32 with Stock Exchange and is based on and in agreement with the corresponding profit and loss account and balance sheet of the Company covered by our report dated 10th May, 2013, to the members of the Company.

For **SHIV PAWAN & COMPANY**

Chartered Accountants

Sd/-

(S.H.GARG)

Partner

Membership No. : 085517

Firm Regn. : 120121W

Place : Navi Mumbai

Date : 10th May, 2013

ELEGANT FLORICULTURE & AGROTECH (INDIA) LIMITED
Regd. Office: Village Mouje-Kashal, Taluka-Maval, Vadgaon, Dist. Pune.

ATTENDANCE SLIP

Annual General Meeting 27th September, 2013

Name : _____ No. of Shares : _____
Address : _____ Jt. Holder : _____
1 _____ F/H Name : _____
2 _____

For Shares held in Physical Mode Regd. Folio No. _____ (Please note that folio No. must be provided)	For Shares held in Electronic Mode DPID No. _____ CLIENT ID No. _____ (Please note that both DPID No. and CLIENT ID No. must be provided)
---	--

I certify that I am a registered Shareholder / Proxy for the registered Shareholder of the Company.

I hereby record my presence at the 20th Annual General Meeting of the Company to be held on September 27th, 2013 at 2:00 p.m. at Village Mouje-Kashal, Taluka-Maval, Vadgaon, Dist. Pune.

Member's/Proxy's name in BLOCK LETTERS

Member's/Proxy's Signature

Note : Please fill in this attendance slip and at the time of handing it over for registration at the above address

ELEGANT FLORICULTURE & AGROTECH (INDIA) LIMITED
Regd. Office: Village Mouje-Kashal, Taluka-Maval, Vadgaon, Dist. Pune.

PROXY FORM

Annual General Meeting 27th September, 2013

For Shares held in Physical Mode Regd. Folio No. _____ (Please note that folio No. must be provided)	For Shares held in Electronic Mode DPID No. _____ CLIENT ID No. _____ (Please note that both DPID No. and CLIENT ID No. must be provided)
---	--

I / We _____ of _____
in the district of _____ being a member /members of the above named Company,
hereby appoint _____ of _____ in the district of _____
or failing him _____ of _____

as my/our proxy to vote for me/us on my/our behalf, at the 20th Annual General Meeting of the Company to be held on Friday, the 27th September, 2013 at 2.00 p.m. at Village Mouje-Kashal, Taluka-Maval, Vadgaon, Dist. Pune and at any adjournment thereof.

Signed this _____ day of _____ 2013
Signed by proxy _____ Signature of the member _____

Affix ₹ 1/-
Revenue
Stamp

NOTE : The form in order effective must be stamped, completed and signed and must be deposited at the Registered Office of the Company, not less than 48 hours before the Commencement of Meeting.

**BOOK-POST
PRINTED MATTER
U.P.C**

TO:

**If Undelivered, please return to :
ELEGANT FLORICULTURE &
AGROTECH (INDIA) LIMITED
Village Mouje-Kashal,
Taluka-Maval, Wadgaon,
Dist. Pune.**