

**SAWACA  
BUSINESS  
MACHINES  
LIMITED**

**ANNUAL  
ACCOUNTS FOR  
THE YEAR ENDED  
MARCH 31<sup>st</sup>, 2011**

**SAWACA BUSINESS MACHINES LIMITED**

*Annual Accounts for the FYE 31/03/2011*

**NOTICE**

Notice is hereby given that the 17th Annual General Meeting of SAWACA BUSINESS MACHINES LIMITED will be held on 30th September, 2011 at 10.00 AM at the Registered office of the Company to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Balance Sheet as at 31<sup>st</sup> March, 2011 and the Profit and Loss Account of the Company for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Anupam N. Gupta who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors to hold of Annual General Meeting and to fix their remuneration.

For and On behalf of the Board of Directors  
For **SAWACA BUSINESS  
MACHINES LIMITED**

Place : AHMEDABAD

Date : 31.07.2011

Sd/-  
**CHAIRMAN**

**SAWACA BUSINESS MACHINES LIMITED***Annual Accounts for the FYE 31/03/2011***DIRECTOR'S REPORT**

TO  
THE MEMBERS

Your Directors have pleasure in presenting the Annual Report together with audited statement of accounts for the year ended 31<sup>st</sup> March, 2011

**WORKING RESULTS**

<b>Particulars</b>	<b>31/03/2011</b>	<b>31/03/2010</b>
Sales and other income (Net of duties)	4960000	1689600
Profit / (Loss) before Depreciation & Taxation	2410236	890428
Provision for Depreciation	0	144887
Provision for Taxation for current / prior years	780000	238000
Net Profit after Tax	1630236	507541
Balance of Profit brought forward	1777033	1269492
Transfer to General Reserves	0	0
Proposed Dividend	0	0
Tax on Dividend	0	0
Balance of Profit carried forward to next year	3407269	1777033

**OPERATIONS**

The Company continues to focus on the business machines and instruments business. The top line have increased by a robust 193.56% and the bottom line - PAT have increased by a very healthy 221.20% for the year.

**DIVIDEND**

In order to conserve the resources, your directors do not propose any dividends for the year.

**DIRECTORS**

In accordance with the Articles of Association of the Company, Anupam N. Gupta retire by rotation at the forthcoming Annual General Meeting and are eligible for re-appointment.

Brief resumes of Directors seeking re-appointment, the nature of their expertise in specific functional areas, names of companies in which they hold directorships and the memberships of committees of the Board, their shareholding etc. are attached with the Notice of the Annual General Meeting of the Company.

## **SAWACA BUSINESS MACHINES LIMITED**

*Annual Accounts for the FYE 31/03/2011*

### **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to the Director's Responsibility Statement, it is hereby confirmed:

- i) That in the preparation of the accounts for the financial year ended March 31<sup>st</sup>, 2011, the applicable accounting standards had been followed along with proper explanations relating to material departures;
- ii) That such accounting policies have been selected and consistently applied, judgements and estimates made, 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 and the profit of the Company for the year under review.
- iii) That proper and sufficient care had been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) That the accounts for the financial year have been prepared on a 'going concern' basis.

### **FIXED DEPOSITS**

Your company has neither invited nor accepted any fixed deposits from the public during the financial year under review.

### **CORPORATE GOVERNANCE AND COMPLIANCE CERTIFICATE**

Separate notes on Corporate Governance and Management Discussion and Analysis report are set out as Annexure "A" and "B" respectively. A certificate from the Auditor of the company certifying compliance conditions of Corporate Governance as Stipulated under Clause 49 of the Listing Agreement is attached to this report.

### **LISTING AGREEMENT REQUIREMENTS**

The securities of your company are listed at Bombay and Ahmedabad Exchanges. Trading on company's securities which were suspended upto 17/02/2011 at the Bombay Stock Exchange for the reason of non submission of documents as per Listing agreement and has been resumed for trading from 18/02/2011 at the floor of the Exchange.

### **BUY BACK OF SHARES**

There was no buy back of shares during the year under review.

### **AUDITORS**

The Auditors M/s. Vikram S. Mathur & Co., Chartered Accountants will retire at the conclusion of the forth coming Annual General Meeting and are eligible for re-appointment. The Company has received letter form them to the effect that their appointment, if made, would be within the prescribed limits under Section 224 (1-B) of the Companies Act, 1956.

**SAWACA BUSINESS MACHINES LIMITED**

*Annual Accounts for the FYE 31/03/2011*

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION**

Information in accordance with Section 217(1) (e) of the Companies Act, 1956 read with Rule 2 of Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are set out in Annexure 'B' forming part of this report

**AND FOREIGN EXCHANGE EARNINGS AND OUTGO : NIL.**

**ACKNOWLEDGMENT**

Your Directors would like to express their sincere appreciation for the continued support and co-operation received from Bankers, Foreign Collaborators, Government Authorities and Shareholders. Your Directors wish to place on record their deep sense of appreciation for the devoted services of the Executives, Staff and Workers during the year under review.

For and On behalf of the Board of Directors  
For **SAWACA BUSINESS  
MACHINES LIMITED**

Place : AHMEDABAD

Date : 31.07.2011

Sd/-  
**CHAIRMAN**

**SAWACA BUSINESS MACHINES LIMITED***Annual Accounts for the FYE 31/03/2011***COMPLIANCE REPORT O CORPORATE GOVERNANCE**

(Annexure to Directors' Report)

Pursuant to clause 49 of Listing Agreement your directors present below a complete report on corporate governance:

**1. CORPORATE GOVERNANCE:**

The principal characteristics of corporate governance are Transparency, Independence, Accountability, Responsibility, Fairness, and Social Responsibility. Corporate Governance pertains to system of blending law, regulations and voluntary practice, which enable the company to attract financial and human capital, perform efficiently and thereby perpetuate it into generating long-term economic value for its shareholders, while respecting interests of other stakeholders and the society as a whole.

**2. COMPANY'S PHILOSOPHY:**

Your Company is committed to good Corporate Governance and has adhered to the prescribed standards. The Company's philosophy on code of Governance is aimed at efficient conduct of business in compliance with the prescribed Acts and Rules on Corporate Governance.

**3. BOARD OF DIRECTORS:**

Composition of Board of Directors

Name of Director	Category of Director	No. of other Directorships in public companies	No. of other Board Committee of which member/Chairman
Mr. Vishal S. Shah	Executive-Non Independent	-----	-----
Mr. Anupam Gupta	Non Executive Independent	----	-----
Mr. Jasmin Modi	Non Executive Independent	-----	-----

**SAWACA BUSINESS MACHINES LIMITED***Annual Accounts for the FYE 31/03/2011***ATTENDANCE OF EACH DIRECTOR AT BOARD MEETING AND LAST ANNUAL GENERAL MEETING**

Five Board meetings were held during the financial year 2010 -11.

Sr No.	Name of Director	Category of Director	No. of Board meetings held	No. of Board meeting attended	Attendance at last AGM
01.	Mr. Vishal S. Shah	Chairman	5	5	Yes
02.	Mr. Anupam Gupta	Director	5	5	Yes
03.	Mr. Jasmin Modi	Director	5	5	Yes

**Number of Board meetings held during the financial year and dates of Board meetings :**

Board Meeting	Date	Board Meeting	Date
1	30/04/2010	2	29/05/2010
3	30/07/2010	4	30/10/2010
5	31/01/2011		

**AUDIT COMMITTEE :**

The Current Audit Committee, comprising three Directors majority of them being Non-Executive – Independent Directors and most of them have financial and accounting knowledge. Members are regularly present at the meetings.

The term of reference stipulated by the board to the Audit Committee are, as contained in clause 49 of the Listing agreement which are as follows:

- a. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- b. Recommending the appointment and removal of external auditor, fixation of audit fee and also approval for payment for any other services.
- c. Reviewing with management the annual financial statements before submission to the board, focusing primarily on; (a) Any changes in accounting policies and practices, (b) Major accounting entries based on exercise of judgment by management, (c) Qualifications in draft audit report (d) Significant adjustments arising out of audit (e) The going concern assumption, (f) Compliance with accounting standards, (g) Compliance with stock exchange and legal requirements concerning financial statements, (h) Any related party transactions.
- d. Reviewing with the management, external and internal auditors, the adequacy of internal control systems.
- e. Reviewing with adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- f. Discussion with internal auditors any significant findings and follow up there on

## SAWACA BUSINESS MACHINES LIMITED

*Annual Accounts for the FYE 31/03/2011*

- g. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- h. Discussion with external auditors before the audit commences about nature and scope of audit as well as post- audit discussion to ascertain any area of concern.
- i. Reviewing the company's financial and risk management policies.
- j. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.

The Board of the Company has constituted an Audit Committee, comprising following directors.

Name	Designation	Non-executive/independent	Committee meeting attended
Anupam Gupta	Chairman	Non-executive Independent	4
Jasmin Modi	Member	Non-executive Independent	4
Vishal S. Shah	Member	Executive Non-independent	4

Four meetings were held during the financial year 2010-11.

Committee Meeting	Date	Committee Meeting	Date
1	30/04/10	3	15/12/10
2	30/08/10	4	30/03/11

## SHARE HOLDERS'/INVESTORS' GRIEVANCE COMMITTEE

The Board of the Company has constituted a Shareholder'/Investors' Grievance Committee, comprising of following Members:

Name	Designation	Non-executive/independent	Committee meeting attended
Anupam Gupta	Chairman	Non – executive Independent	2
Vishal S. Shah	Member	Executive Non-independent	2

The Committee, inter alia, approves issue of duplicate certificates and overseas and reviews all matters connected with the securities transfers. The Committee also looks into redressing of shareholders' complaints like transfers of shares, non-receipt of balance sheet, non-receipt of declared dividends, etc. the committee note down that during the year all the complaints have disposed timely and up to the satisfaction of the shareholders.



## SAWACA BUSINESS MACHINES LIMITED

*Annual Accounts for the FYE 31/03/2011*

### Share Transfer Committee

The same members of Share Holders Grievance Committee are the members of this committee also.

### Remuneration Committee

Being a non-mandatory requirement the remuneration committee has not been constituted for the time being.

## OTHER DETAILS / INFORMATIONS

### General Body Meetings

Details of three Annual General Meeting :

Year	Date	Time	Venue
2007-08	29.09.2008	11.00 A.M.	Registered Office
2008-09	29.09.2009	10.00 A.M.	Registered Office
2009-10	30.09.2010	12:00 P. M.	Registered Office

### NOTE ON DIRECTORS APPOINTMENT/RE-APPOINTMENT :

Anupam N. Gupta, Director of the Company is retiring by rotation at the ensuing AGM and is eligible for reappointment.

### Disclosures

- a) Disclosures on materially significant related party transactions i.e. transaction 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 and disclosure required under listing agreement as amended:

The details of this disclosure are mentioned in Notes on Accounts and covered by accounts.

- b) Details of non-compliance by the Company, penalties, imposed on the Company by Stock Exchanges or SEBI, or any statutory authority, on any matter related to capital markets, during the last three years; No instance of levy of duty by the stock exchange or SEBI due to non-compliance by the company.  
: **None**

- c) There is no pecuniary relationship or transaction of the non executive director. Further there is no remuneration, benefits, incentives and stock options are provided to directors.

### Means of Communications

## SAWACA BUSINESS MACHINES LIMITED

*Annual Accounts for the FYE 31/03/2011*

The Company has regularly published its quarterly, half yearly & annual results in newspapers & submitted to stock exchange in accordance with the Listing Agreement requirements. The Management Discussion and Analysis Report is form part of the Report.

### General Shareholders information:

1. **Date of Annual General Meeting** : **30/09/2011**
2. **Time and Venue** : 10:00 A. M.  
45, Chinubhai Tower, Opp.  
Handloom House, Ashram Road,  
Ahmedabad-380009.
3. **Listing on Stock Exchange** : 1. Ahmedabad Stock Exchange,  
Ahmedabad (ASE)  
2. The Mumbai Stock Exchange,  
Mumbai (BSE)
4. **Stock Code on BSE** : 531893
5. **ISIN No.** : INE248B01015
6. **Financial Calendar** : 1<sup>st</sup> April to 31<sup>st</sup> March  
**First Quarterly Results** : End of July, 2010  
**Half Yearly Results** : End of October, 2010  
**Third Quarterly Results** : End of January, 2011  
**Fourth Quarterly Results** : End of April, 2011  
**AGM for the year ended March, 2011** : End of September, 2011
7. **Date of Book Closure** : 26<sup>th</sup> to 30<sup>th</sup> September
8. **Name of Compliance Officer** : Mr. Vishal S. Shah
9. **Market Price Data** : As per Annexure 1
10. **Investors Correspondence** : M/s. Sharepro Services  
. **For transfer / dematerialization of shares, Changes of address, change in status of investors, payment of dividend on shares and other query relating to the shares of the company.** : Satam Ind. Estate, Chakala, Andheri (E), Mumbai-400001.

**SAWACA BUSINESS MACHINES LIMITED***Annual Accounts for the FYE 31/03/2011***Shareholding Pattern as on 31/03/2011**

<b>CATEGORY</b>	<b>NO. OF SHARES</b>	<b>PERCENTAGE(%)</b>
Promoters & Relatives	3200000	30.77
Bodies Corporate	875700	8.42
Banks / FII / FI / NRI	-----	-----
Public	6325200	60.81

**Dematerialization of shares and transfer of shares and liquidity :**

The Company's Shares are listed at Ahmedabad Stock Exchange and Mumbai Stock Exchange. 4422450 out of 10400900 Equity shares of the company have been dematerialized as at 31<sup>st</sup> March, 2011 representing 42.52% of total capital of the company. The Company has entered into agreement with NSDL and CDSL whereby shareholders have an option to dematerialized their shares with the depositories.

For expediting physical transfer, the Board has delegated share transfer formalities to the share transfer committee Mr. Vishal S. Shah is designated as Compliance Officer.

## **SAWACA BUSINESS MACHINES LIMITED**

*Annual Accounts for the FYE 31/03/2011*

### **MANAGEMENT DISCUSSION ANALYSIS:**

#### **- INDUSTRY STRUCTURE AND DEVELOPMENT**

The Industry in which the company is engaged is represented by mix of few large companies within nationwide presence and large number of small and medium size companies with regional focus. In recent years the industry is facing strong competition. Hence, it is under pressure to cut cost and to develop focus marketing approach by offering more personalize services.

#### **- REVIEW OF OPERATIONS:**

During the year 2010-11 total operations of the Company was satisfactory.

#### **- OPPORTUNITIES AND THREATS :**

Opportunities and threats to the business of the company are the same as they are related with the businesses engaged in or related to the finance. However, the company's ability to take advantage of capital market will enable the company to perform satisfactorily.

#### **- SEGMENT WISE PERFORMANCE**

The company does not have multiple products / segments.

#### **- OUTLOOK**

The Company is looking forward for a very robust increase in turnover and PAT for the coming 3-5 years.

#### **- RISK AND CONCERNS :**

Company is exposed to specific risk that are particular to its business and the environment within which it operates including economic cycle, market risk and credit risk. The company will manage this risk by risk management practices.

#### **- INTERNAL CONTROL SYSTEM :**

The Company has proper and adequate system of internal controls to ensure that all assets are safeguarded and protected against loss form unauthorized use or disposition and that transactions are authorized, recorded and reported correctly. The Company has effective systems in place for achieving efficiency in operations, optimum and effective utilization of resources, monitoring thereof and compliance with applicable laws.

#### **- HUMAN RESOURCES :**

The Company firmly believe that intellectual capital and human resources is the back bone of the company's success. The company is committed to provide development and training opportunities to employees to equip them with the best skill which enable them to adapt to contemporary technological advancements. Industrial relation during the year continues to be harmonious.

**SAWACA BUSINESS MACHINES LIMITED**

*Annual Accounts for the FYE 31/03/2011*

**CAUTIONARY STATEMENT**

Estimates and expectations stated in this Management Discussion and Analysis may be “forward-looking” statements within the meaning of applicable securities law and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to your company’s operations include economic conditions affecting demand / supply and price conditions in the domestic and international markets, changes in the Government regulations, tax laws, statutes and other incidental factors.

**SAWACA BUSINESS MACHINES LIMITED**

*Annual Accounts for the FYE 31/03/2011*

**CEO Certification**

**To,  
The Board of Directors,  
Sawaca Business Machines Limited.  
Ahmedabad.**

**Re.: Financial Statement for the year 2010-11 – Certification**

I, Mr. Vishal S. Shah, Directors of the Company hereby certify that :

- (a) He has reviewed financial statements and the cash flow statement for the year and that to the best of their 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 their 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) He accepts responsibility for establishing and maintaining internal controls and that he has evaluated the effectiveness of the internal control systems of the Company and he has disclosed this to the auditors and the Audit Committee.
- (d) He has 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.
  - (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.

**Place : Ahmedabad.  
Date : 31/07/2011**

**Vishal S. Shah.  
Chairman & CEO**

**SAWACA BUSINESS MACHINES LIMITED**

*Annual Accounts for the FYE 31/03/2011*

**DECLARATION – COMPLIANCE WITH THE CODE OF CONDUCT**

In accordance with clause 49 of the Listing Agreement with the Stock Exchanges, I Vishal S. Shah, Chairman & Director, hereby declare that the Board Members and Senior Management Personnel have affirmed compliance with the said Code of Conduct as mentioned in this report, for the year ended March 31, 2011.

For and On behalf of the Board of Directors

Place: AHMEDABAD

Date: 31.07.2011

Sd/-  
CHAIRMAN

**SAWACA BUSINESS MACHINES LIMITED***Annual Accounts for the FYE 31/03/2011***ANNEXURE 'A' TO DIRECTORS' REPORT**

Particulars of Employees pursuant to Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975, forming part of the Directors' Report for the year ended on 31<sup>st</sup> March 2011.

Sr. No.	Name	Designation	Qualification	Experience (Years)	Date of Commencement of Employment	Remuneration (Rs.)	Age (Years)	Last Employment
1	Vishal S. Shah	Compliance Officer	MBA	15	01.04.2010	-	35	-

**NOTES:**

1. Remuneration here has the meaning assigned to it in the Explanation to Section 198 of the Companies Act, 1956.
2. The above mentioned employee is not a relative of any Director of the Company.
3. The nature of employment is contractual.
4. The employee does not hold by himself or along with his dependants, two percent or more of the equity shares of the Company.



**SAWACA BUSINESS MACHINES LIMITED**

*Annual Accounts for the FYE 31/03/2011*

**ANNEXURE 'B' TO DIRECTORS' REPORT**

INFORMATION IN ACCORDANCE WITH SECTION 217(1)(e) OF THE COMPANIES ACT, 1956 READ WITH COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988.

**A. CONSERVATION OF ENERGY**

Though the manufacturing operations involve consumption of energy, it is not of major significance. The Company is not covered under the list of industries required to furnish information in Form 'A'.

**B. TECHNOLOGY ABSORPTION**

**RESEARCH & DEVELOPMENT**

Your Company is in the process of ongoing technical collaboration with various world level companies for research and development tie up. Your Company did not incur any expenditure on R&D during the year under review.

**SAWACA BUSINESS MACHINES LIMITED**

*Annual Accounts for the FYE 31/03/2011*

**TECHNOLOGY ABSORPTION, ADAPTATION & INNOVATION**

Nil.

**C. FOREIGN EXCHANGE EARNING & OUTGO**

The information on foreign exchange earnings is detailed in Notes and foreign exchange outgo is detailed in Notes to the Accounts.

For and On behalf of the Board of Directors  
For **SAWACA BUSINESS  
MACHINES LIMITED**

Place : AHMEDABAD  
Date : 31.07.2011

Sd/-  
**CHAIRMAN**

**SAWACA BUSINESS MACHINES LIMITED***Annual Accounts for the FYE 31/03/2011*

MARKET PRICE DATA (BSE CODE: 531893)

ANNEXURE: 1

<b>Month</b>	<b>Open Price</b>	<b>High Price</b>	<b>Low Price</b>	<b>Close Price</b>	<b>No.of Shares</b>	<b>No. of Trades</b>	<b>Total Turnover (Rs.)</b>	<b>Spread High-Low</b>	<b>Spread Close-Open</b>
Feb-11	18	42	14.08	15.04	7149	46	140572	27.92	-2.96
Mar-11	14.3	14.45	9.95	10	13622	46	170792	4.5	-4.3
Apr-11	10.05	10.75	9.6	10.64	2531	14	26225	1.15	0.59
May-11	11.17	12.25	11	11.1	5050	22	58022	1.25	-0.07
Jun-11	10.99	12.14	7.13	12.14	31031	63	291216	5.01	1.15
Jul-11	12	16.7	12	15.69	108432	179	1678667	4.7	3.69
Aug-11	15.4	16.3	14.75	14.75	108032	160	1675627	1.55	-0.65
Sep-11	14.75	17.35	12.25	12.5	109980	119	1587267	5.1	-2.25

**SAWACA BUSINESS MACHINES LIMITED**

*Annual Accounts for the FYE 31/03/2011*

**VIKRAM S. MATHUR VIKRAM S.MATHUR & CO.**

**B.A. (Eco) Hons, FCA, DISA (ICAI) CHARTERED ACCOUNTANTS**

---

703, Abhishree Avenue, Opp. Hanuman Temple, Near Nehru Nagar Cross Roads, Ambawadi,  
AHMEDABAD-380015 **Phone:** (079) 26447150 / 40307150 **E-mail :** *vsmathurco@gmail.com*

---

To  
The MEMBERS  
SAWACA BUSINESS MACHINES LTD.

I have examined the compliance of the corporate governance by SAWACA BUSINESS MACHINES LTD. for the year ended on 31<sup>st</sup> March 2011, as stipulated in Clause 49 of the listing Agreement of the Company with Stock Exchange.

The Compliance of Condition of Corporate governance is the responsibility of the management. My 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 statement of the Company.

In my opinion and to the best of my information and according to the explanations given to me:

- 1) I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.
- 2) I state that no investor grievance for a period exceeding one month against the company as per the records maintained by the Shareholders/ Investors Grievance Committee.

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

**PLACE: AHMEDABAD**  
**DATE: 31/07/2011**

**FOR AND ON BEHALF OF**  
**VIKRAM S. MATHUR & CO.**  
**CHARTERED ACCOUNTANTS**

**Sd/-**  
**(VIKRAM S. MATHUR)**  
**PROPRIETOR.**

**SAWACA BUSINESS MACHINES LIMITED**

*Annual Accounts for the FYE 31/03/2011*

*VIKRAM S.MATHUR* **VIKRAM S.MATHUR & CO. B.**

A. (Eco) Hons, FCA, DISA (ICAI)

*CHARTERED ACCOUNTANTS*

---

703, Abhishree Avenue, Opp. Hanuman Temple, Near Nehru Nagar Cross Roads,  
Ambawadi, AHMEDABAD-380015 **Phone:** (079) 26447150 / 40307150 **E-mail:** *vsmathurco@gmail.com*

---

**AUDITOR'S REPORT**

TO,  
THE MEMBERS OF  
SAWACA BUSINESS MACHINES LIMITED.

1. We have audited the attached Balance Sheet of **SAWACA BUSINESS MACHINES LIMITED as at 31<sup>st</sup> March, 2011**, the annexed Profit and Loss Account and the Cash Flow Statement for the year ended on that date annexed thereto. 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 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 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 Section 227 (4A) of the Companies Act, 1956 and on the basis of such checks as we considered appropriate and as per the information and explanations given to us, we annex hereto a statement on the matters specified in paragraphs 4 & 5 of the said order.
4. Further to our comments in the Annexure referred to 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 of accounts of the Company.
  - c. The Balance Sheet and Profit and Loss Account dealt with by this report are in agreement with the books of account of the Company.
  - d. In our opinion the Balance Sheet, the Profit & Loss Account and the Cash Flow Statement dealt with by this report comply with the accounting standard referred in section 211(3C) of the Companies Act, 1956.

**SAWACA BUSINESS MACHINES LIMITED**

*Annual Accounts for the FYE 31/03/2011*

- e. On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2011, and taken on record by the Board of Directors, we report that none of the directors are disqualified as on 31/03/2011 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.
- f. 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 the Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March, 2011; AND
  - ii. In the case of the Profit and Loss Account, of the profit for the Year ended on that date; AND
  - iii. In the case of the Cash Flow Statement, of the cash flows for the Year ended on that date.

**PLACE: AHMEDABAD**  
**DATE: 31/07/2011**

**FOR AND ON BEHALF OF**  
**VIKRAM S. MATHUR & CO.**  
**CHARTERED ACCOUNTANTS**

**Sd/-**  
**(VIKRAM S. MATHUR)**  
**PROPRIETOR.**

**SAWACA BUSINESS MACHINES LIMITED**

*Annual Accounts for the FYE 31/03/2011*

**ANNEXURE TO THE AUDITOR'S REPORT**

Referred to in paragraph 3 of our Report of even date:

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of the fixed assets.  
(b) All the assets have been physically verified by the management during the year at reasonable intervals and as informed to us no material discrepancies were noticed on such verification.  
(c) During the year, the company has not disposed off any major/ substantial part of the fixed assets.
2. In respect of loans, secured or unsecured, granted or taken by the company to/ from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956 :
  - a. The company had not taken loan from parties covered in the register maintained under section 301 of the Companies Act, 1956..The company has not granted any loans to companies/ firms/ other parties listed in the registers maintained under section 301 of the Companies Act, 1956.
  - b. There are no stipulated terms for repayment of loans taken by the company from the companies/ firms/ parties listed in the register maintained under section 301 of the Companies Act, 1956. Hence we are unable to give comment on para (iii)(c) and (iii)(d) of the Companies (Auditor's Report) Order, 2003.
3. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regards to purchases of inventory, fixed assets and with regard to the sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
4. In respect of transactions covered under section 301 of the Companies Act, 1956:
  - (a) Based on the audit procedures applied by us and according to the information and explanations provided by the management, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 have been so entered.
  - (b) In our opinion and according to the information and explanations given to us, there are no transactions (excluding the loans reported at para (4) above) in excess of Rs. Five lacs in respect of any party and hence the question of reasonable prices in respect of such transactions with regards to prevailing market price does not arise.
5. During the year, the company has not accepted any deposits from the public within the meaning of provisions of Section 58A and 58AA of the Companies Act, 1956 and the Companies ( Acceptance of Deposit) Rules, 1975.

## **SAWACA BUSINESS MACHINES LIMITED**

*Annual Accounts for the FYE 31/03/2011*

6. In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
7. As informed to us, the maintenance of cost records have not been prescribed by the Central Government under section 209(1)(d) of the Companies Act, 1956, for the year under review.
8. In respect of the Statutory Dues :
  - (a) According to the records of the Company, the provision of statutory dues regarding Provident Fund, Employee's State Insurance are not applicable to the company.
  - (b) According to the records of the Company, the company is regular in depositing with appropriate authority undisputed statutory dues including income tax, sales tax, wealth tax, custom duty, excise duty, cess and other statutory dues applicable to it.
  - (c) According to the information and explanations given to us, no undisputed amounts payable in respect of Income Tax, Wealth Tax, Sales Tax, Customs duty and Excise Duty were outstanding as at 31<sup>st</sup> March, 2011 for a period of more than six months from the date they became payable.
  - (d) According to the information and explanation given to us, there are no dues of sales tax, income tax, customs duty, wealth tax, excise duty and cess which have not been deposited on account of any dispute.
9. The company had accumulated profit as on the date of balance sheet and the company has earned cash profit during the financial year covered by our audit and immediately preceding the financial year.
10. 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, bank or debenture holders.
11. As per the information and explanations given to us, the company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
12. In our opinion, the company is not a chit fund or a nidhi/ mutual benefit fund/ society. Therefore, the provisions of clause 4(xiii) of the Companies ( Auditor's Report) Order, 2003 are not applicable to the company.
13. In our opinion, the company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies ( Auditor's Report) Order, 2003 are not applicable to the company.
14. The company has not given any guarantee for loans taken by others from bank or financial institutions.
15. The company has not taken any term loan during the year under review.



**SAWACA BUSINESS MACHINES LIMITED**

*Annual Accounts for the FYE 31/03/2011*

16. According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that no funds raised on short term basis have been prima – facie used for long term investment and vice versa.
17. During the year, 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.
18. The company has not issued any debentures and therefore the question of creating the securities in respect thereof does not arise.
19. During the year, the company has not raised any money by way of public issues.
20. Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the company has been noticed or reported during the course of our audit.

**PLACE: AHMEDABAD**  
**DATE: 31/07/2011**

**FOR AND ON BEHALF OF**  
**VIKRAM S. MATHUR & CO.**  
**CHARTERED ACCOUNTANTS**

**Sd/-**  
**(VIKRAM S. MATHUR)**  
**PROPRIETOR.**

**SAWACA BUSINESS MACHINES LIMITED**

*Annual Accounts for the FYE 31/03/2011*  
**BALANCE SHEET AS ON 31/03/2011**

(AMT. IN RS.)

PARTICULARS	SCHEDULE NO.	31/03/2011	31/03/2010
<b>SOURCES OF FUNDS</b>			
<b>SHAREHOLDER'S FUNDS</b>			
SHARE CAPITAL	1	10,40,09,000	10,40,09,000
RESERVES AND SURPLUS	2	34,07,269	17,77,033
<b>TOTAL (A)</b>		<b>10,74,16,269</b>	<b>10,57,86,033</b>
<b>LOAN FUNDS</b>			
SECURED LOANS		0	0
UNSECURED LOANS		0	0
<b>TOTAL (B)</b>		<b>0</b>	<b>0</b>
<b>GRAND TOTAL (A+B)</b>		<b>10,74,16,269</b>	<b>10,57,86,033</b>
<b>APPLICATION OF FUND</b>			
<b>FIXED ASSETS</b>			
3			
GROSS BLOCK		20,81,745	20,81,745
LESS: ACCUMULATED DEPRECIATION		18,17,631	18,17,631
NET BLOCK		<b>2,64,114</b>	<b>2,64,114</b>
INVESTMENTS (VALUED AT COST)	4	10,01,27,303	10,01,27,303
CURRENT ASSETS, LOANS AND ADVANCES	5	76,42,388	50,76,830
LESS: CURRENT LIABILITIES & PROVISIONS	6	12,86,000	5,06,000
NET CURRENT ASSETS		<b>63,56,388</b>	<b>45,70,830</b>
MISC. EXP. TO THE EXTENT NOT WRITTEN OFF	7	6,68,464	8,23,786
<b>GRAND TOTAL</b>		<b>10,74,16,269</b>	<b>10,57,86,033</b>

AS PER OUR REPORT OF EVEN DATE  
 FOR AND ON BEHALF OF  
**VIKRAM S. MATHUR & CO**  
 CHARTERED ACCOUNTANTS

Sd/-  
**VIKRAM S. MATHUR**  
 PROPRIETOR

DATE : 31/07/2011  
 PLACE : AHMEDABAD

FOR AND ON BEHALF OF  
 BOARD OF DIRECTORS

DIRECTOR Sd/-

DIRECTOR Sd/-

DATE : 31/07/2011  
 PLACE : AHMEDABAD

**SAWACA BUSINESS MACHINES LIMITED**

*Annual Accounts for the FYE 31/03/2011*

**PROFIT AND LOSS ACCOUNT FOR THE PERIOD  
ENDED ON 31/03/2011**

(AMT. IN RS.)

PARTICULARS	SCHEDULE NO.	31/03/2011	31/03/2010
<b>INCOME</b>			
SALES / COMMISSION INCOME		49,60,000	16,89,600
OTHER INCOME		0	0
<b>TOTAL</b>		<b>49,60,000</b>	<b>16,89,600</b>
<b>EXPENDITURE</b>			
PURCHASES		13,08,512	5,23,450
ADMINISTRATIVE EXPENSES	8	10,85,930	1,20,400
DEFERRED REVENUE EXPENSES WRITTEN OFF		1,55,322	1,55,322
<b>TOTAL EXPENDITURE</b>		<b>25,49,764</b>	<b>7,99,172</b>
PROFIT BEFORE DEPR. AND TAX		24,10,236	8,90,428
DEPRECIATION		0	1,44,887
PROFIT BEFORE TAX		24,10,236	7,45,541
PROVISION FOR TAXATION		7,80,000	2,38,000
<b>PROFIT AFTER TAX</b>		<b>16,30,236</b>	<b>5,07,541</b>
<b>PREVIOUS YEARS BALANCE</b>		<b>17,77,033</b>	<b>12,69,492</b>
<b>APPROPRIATION</b>			
<b>SURPLUS TRANSFERRED TO BALANCE SHEET</b>		<b>34,07,269</b>	<b>17,77,033</b>
ACCOUNTING POLICIES AND NOTES FORMING PART OF ACCOUNTS	9		

AS PER OUR REPORT OF EVEN DATE  
FOR AND ON BEHALF OF  
**VIKRAM S. MATHUR & CO**  
CHARTERED ACCOUNTANTS

FOR AND ON BEHALF OF  
BOARD OF DIRECTORS

DIRECTOR Sd/-

Sd/-  
**VIKRAM S. MATHUR**  
PROPRIETOR

DIRECTOR Sd/-

DATE : 31/07/2011  
PLACE : AHMEDABAD

DATE : 31/07/2011  
PLACE : AHMEDABAD

**SAWACA BUSINESS MACHINES LIMITED***Annual Accounts for the FYE 31/03/2011  
(AMT.IN RS.)*

<b>SCHEDULE - 1 SHARE CAPITAL</b>	<b>31/03/2011</b>	<b>31/03/2010</b>
AUTHORISED SHARE CAPITAL		
110,00,000 EQUITY SHARES OF RS. 10/- EACH	11,00,00,000	11,00,00,000
	11,00,00,000	11,00,00,000
<b>ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL</b>		
104,00,900 EQUITY SHARES OF RS. 10/- EACH FULLY PAID UP	10,40,09,000	10,40,09,000
<b>TOTAL</b>	<b>10,40,09,000</b>	<b>10,40,09,000</b>

<b>SCHEDULE - 2 RESERVES AND SURPLUS</b>	<b>31/03/2011</b>	<b>31/03/2010</b>
PROFIT AND LOSS ACCOUNT BALANCE	34,07,269	17,77,033
<b>TOTAL</b>	<b>34,07,269</b>	<b>17,77,033</b>

<b>SCHEDULE - 4 INVESTMENTS</b>	<b>31/03/2011</b>	<b>31/03/2010</b>
INVESTMENTS IN PARTNERSHIP FIRMS	10,01,27,303	10,01,27,303
<b>TOTAL</b>	<b>10,01,27,303</b>	<b>10,01,27,303</b>

<b>SCHEDULE - 5 CURRENT ASSETS, LOANS AND ADVANCES</b>	<b>31/03/2011</b>	<b>31/03/2010</b>
CASH ON HAND	54,63,392	29,03,943
BALANCE IN SCHEDULE BANK	6,109	0
LOANS AND ADVANCES & DEPOSITS	21,72,887	21,72,887
<b>TOTAL</b>	<b>76,42,388</b>	<b>50,76,830</b>

<b>SCHEDULE - 6 CURRENT LIABILITIES &amp; PROVISIONS</b>	<b>31/03/2011</b>	<b>31/03/2010</b>
PROVISION FOR TAXATION	12,68,000	4,88,000
OTHER PROVISIONS FOR EXPENSES	18,000	18,000
<b>TOTAL</b>	<b>12,86,000</b>	<b>5,06,000</b>

**SAWACA BUSINESS MACHINES LIMITED**

*Annual Accounts for the FYE 31/03/2011*  
(AMT.IN RS.)

<b>SCHEDULE -7 MISC.EXP.TO THE EXTENT NOT WRITTEN OFF</b>	<b>31/03/2011</b>	<b>31/03/2010</b>
PRELIMINARY & PUBLIC ISSUE EXP. WRITTEN OFF DURING THE YEAR	8,23,786 (1,55,322)	9,79,108 (1,55,322)
<b>TOTAL</b>	<b>6,68,464</b>	<b>8,23,786</b>

<b>SCHEDULE - 8 ADMINISTRATIVE EXPENSES</b>	<b>31/03/2011</b>	<b>31/03/2010</b>
MISC. & OFFICE EXPENSES	86,206	1,02,400
AUDIT FEES	18,000	18,000
CUSTODIAL FEES	2,65,742	0
DEPOSITORY CHARGES	1,64,237	0
LISTING FEES	5,51,745	0
<b>TOTAL</b>	<b>10,85,930</b>	<b>1,20,400</b>

**SCHEDULE 9 : ACCOUNTING POLICIES AND NOTES ON ACCOUNTS  
FOR THE YEAR ENDED 31/03/2011.**

***A.ACCOUNTING POLICIES***

**1.METHOD OF ACCOUNTING**

The accounts have been maintained on accrual basis of accounting and following the historical cost convention and the going concern concept and comply with the Accounting Standards referred to in Section 211(3C) of the Companies Act, 1956.

**2.FIXED ASSETS**

Fixed Assets are recorded at cost of acquisition plus the incidental cost. Cost includes all costs incidental to acquisition, installation, commissioning and related interest costs and interest paid on funds borrowed to finance the assets until the assets are ready for commercial use.

**3 DEPRECIATION**

The depreciation on Fixed Assets are provided on straight line method at the rates and in the manner prescribed in Schedule XIV to the Companies Act, 1956. No depreciation has been, however, charged for the year under review.

**4.PRELIMINARY EXPENSES**

The preliminary expenses representing the company incorporation expenses and expenses incurred to increase the authorised share capital of the company have been amortized over a period of 10 years.

**5.INVESTMENTS**

The investments are stated to be in the nature of long term and are valued at cost inclusive of related expenses.

**SAWACA BUSINESS MACHINES LIMITED**

*Annual Accounts for the FYE 31/03/2011*

**B) NOTES FORMING PART OF ACCOUNTS**

1. Contingent Liabilities –NIL

2. As per the information available with the company there is no amount due but remaining unpaid as on 31<sup>st</sup> March, 2011 to any supplier who is a Small Scale or Ancillary industrial Undertaking.

3. The current assets. Loans and advances, sundry debtors and sundry creditors are subject to reconciliation and confirmation from the respective parties and are taken as certified by the management.

4. In the opinion of the Board, current assets, loans and advances are approximately of the valued stated if realized in the ordinary course of the business. The provisions for all known liabilities are adequate.

5. The company is a partner in partnership firm, M/s. Vishal Corporation\_. The details of the partners of the said firm and their profit sharing ratio are as under :

Mahendra A. Shah	10 %
Sawaca Business Machines Ltd.	90 %

6. Previous year's figures are regrouped or recast wherever necessary to make them comparable to those of the current year.

7. Information as to the licensed capacity, installed capacity, the quantitative details of the Opening stocks, purchases, sales and closing stocks are not applicable.

8. In our opinion necessary provision for taxation has been made in the accounts.

9. Earnings and expenditure in foreign currencies: NIL

**FOR VIKRAM S. MATHUR & CO.**  
*CHARTERED ACCOUNTANTS*

**FOR SAWACA BUSINESS MACHINES  
LIMITED**

**Sd/-**  
**(VIKRAM S. MATHUR)**  
**PROPRIETOR**  
**DATE : 31/07/2011**  
**PLACE : AHMEDABAD**

**DIRECTOR Sd/-**  
  
**DIRECTOR Sd/-**

**SAWACA BUSINESS MACHINES LIMITED***Annual Accounts for the FYE 31/03/2011***CASH FLOW STATEMENT****FOR THE YEAR ENDED MARCH 31ST, 2011**

	<b>For the Year Ended</b>		<b>For the Year Ended</b>	
	<b>31/03/2011</b>		<b>31/03/2010</b>	
Cash Flow from Operating Activities				
Net Profit before Taxation and ExtraOrdinary Items	2410236.00		745542.00	
Adjustments for:				
Depreciation	0.00		144887.00	
Miscellaneous Expenditure Written Off	155322.00		155322.00	
Income-Tax Paid	0.00		0.00	
<b>Operating Profit before working capital changes</b>	<b>2565558.00</b>		<b>1045751.00</b>	
Adjustments for:				
Provision for Expenses	0.00		0.00	
<b>Cash Generate from Operations</b>	<b>2565558.00</b>		<b>1045751.00</b>	
Direct Taxes Paid	0.00		0.00	
<b>Net Cash Flow from Operations</b>		<b>2565558.00</b>		<b>1045751.00</b>
Cash Flow from Investing Activities	0.00		0.00	
<b>Net Cash Used in Investing Activities</b>		<b>0.00</b>		<b>0.00</b>
Cash Flow from Financing activities	0.00		0.00	
<b>Net Cash Used in Financing Activities</b>		<b>0.00</b>		<b>0.00</b>
<b>Net Increase in Cash and Cash Equivalents</b>		<b>2565558.00</b>		<b>1045751.00</b>
<b>Opening Cash and Cash Equivalents (Refer Schedule-5)</b>		<b>2903944.00</b>		<b>1858193.00</b>
<b>Closing Cash and Cash Equivalents (Refer Schedule-5)</b>		<b>5469502.00</b>		<b>2903944.00</b>

**Notes:**

1. The above cash flow statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard on Cash Flow Statement (AS-3) issued by Companies (Accounting Standard) Rules, 2006.
2. Previous years' figures have been rearranged and/pr regrouped wherever necessary.

FOR AND ON BEHALF OF  
**VIKRAM S. MATHUR & CO.**  
CHARTERED ACCOUNTANTS

(VIKRAM S. MATHUR)  
PROPRIETOR  
MEM. NO. 043630

DATE: 31/07/2011  
PLACE: AHMEDABAD



**SAWACA BUSINESS MACHINES LIMITED***Annual Accounts for the FYE 31/03/2011***BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS****I. REGISTRATION DETAILS**

REGISTRATION NO.	023926
STATE CODE	04
BALANCE SHEET DATE	31 March, 2011

**II. CAPITAL RAISED DURING THE YEAR (AMT. IN RS.)**

PUBLIC ISSUE	RS.	-
BONUS ISSUE	RS.	-
RIGHT ISSUE	RS.	-
PRIVATE PLACEMENT	RS.	-

**III. POSITION OF MOBILISATION AND DEPLOYMENT FUNDS (AMT. IN RS)**

TOTAL ASSETS	RS.	10,74,16,269.00
TOTAL LIABILITIES	RS.	10,74,16,271.50

**SOURCES OF FUNDS :**

PAID UP SHARE CAPITAL	RS.	10,40,09,000.00
RESERVES AND SURPLUS	RS.	34,07,271.50
SECURED LOANS	RS.	-
UNSECURED LOANS	RS.	-

**APPLICATION OF FUNDS:**

FIXED ASSETS	RS.	2,64,114.00
INVESTMENTS	RS.	10,01,27,303.00
NET CURRENT ASSETS	RS.	63,56,388.00
MISCELLANEOUS EXPENDITURE NOT W/OFF	RS.	6,68,464.00

**IV. PERFORMANCE OF THE COMPANY (AMT. IN RS.)**

TOTAL INCOME	RS.	49,60,000.00
TOTAL EXPENDITURE	RS.	25,49,764.00
PROFIT BEFORE TAX	RS.	24,10,236.00
PROFIT AFTER TAX	RS.	16,30,236.00
EARNING PER SHARE (ANNUALISED) IN RS.		0.16
DIVIDEND RATE %		0.00%

**V. GENERIC NAMES OF THREE PRINCIPAL PRODUCTS /****SERVICES OF THE COMPANY :-**

ITEM CODE NO. (ITC CODE)

SERVICE DESCRIPTION :- COMMUNICATION ARTICLES, STATIONERY ITEMS

FOR AND ON BEHALF OF THE BOARD  
OF DIRECTORS

DIRECTOR Sd/-

DIRECTOR Sd/-