

**18<sup>th</sup>**

**ANNUAL**

**REPORT**

**2013-2014**

**SKYLINE INDIA LIMITED**

# **SKYLINE INDIA LIMITED**

## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS**

Mr. Rajesh Kumar Sanghi	-	Managing Director
Mr. Rajiv Gupta	-	Director
Mr. Harshavardhan Reddy	-	Independent Director
Mr. Shyam Narayan Malviya	-	Non executive Director
Mr. Gurcharan Singh saluja	-	Non executive Director
Mr. Shambhu Kumar Das	-	Non executive Director

### **REGISTERED OFFICE**

1E/11, Swami Ram Tirath Nagar, Jhandewalan Extension, New Delhi-110055

### **STATUTORY AUDITORS**

M/s. Nidhi Bansal & Co.

Chartered Accountants

202 Amber Tower Commercial Complex Azadpur, Delhi-110033

# SKYLINE INDIA LIMITED

**CIN- L51909DL1996PLC075875**

1E/11, Swami Ram Tirath Nagar, Jhandewalan Extension, New Delhi-110055

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## NOTICE

**NOTICE** is hereby given that the 18<sup>th</sup> Annual General Meeting of **M/S Skyline India Limited** will be held at the Registered Office of the Company situated at 1E/11, Swami Ram Tirath Nagar, Jhandewalan Extension, New Delhi-110055 on Tuesday, 30<sup>th</sup> Day of September, 2014 at 11.00 a.m. to transact the following business:

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Accounts for the year ended 31<sup>st</sup> March, 2014 together with the Auditor's and Directors' Report thereon.
2. To appoint **M/s NIDHI BANSAL & CO.,** Chartered Accountants having Membership No. **(503070)** and Firm Registration No. **(022073N)** issued by ICAI as the Statutory Auditors of the Company until the conclusion of the next Annual General Meeting and to fix their remuneration.
3. To appoint a Director in place of Mr. Rajeev Gupta **DIN (00482252)** who retire by rotation and being eligible, offers himself for reappointment.

### **SPECIAL BUSINESS**

#### **4. Resolution under Section – 180(1)(c)**

To consider and, if thought fit, to pass with or without modifications, the following resolution as **Special Resolution:-**

**“RESOLVED THAT** pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under and as may be amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing upto Rs. 25 Crores for and on behalf of the Company, from time to time from any one or more persons, firms, bodies corporate, bankers, financial institutions, or from others by way of advances, deposits, loans or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets and properties, whether movable or immovable or stock-in process and debts, advances notwithstanding that the sum or sums of moneys so borrowed together with moneys, if any, already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid up capital of the Company and its free reserves which have not been set apart for any specific purpose.

## 5. Appointment of Whole Time Director

To consider and if thought fit to pass with or without modifications the following resolution as **Special resolution**: -

**“RESOLVED THAT** pursuant to provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) subject to such other requisite consents, approvals and permissions if any required, approval of the Company be and is hereby accorded to the appointment of Mr. Rajeev Gupta DIN (00482252), as Whole time Director of the company for a period of three years with effect from 02nd July, 2014 on the terms and conditions as set out in the explanatory statement attached hereto and forming part of this notice with a liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and /or remuneration so as the total remuneration payable to him shall not exceed the limit as specified in Schedule V of the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force and as agreed by and between the Board and Mr. Rajeev Gupta.”

**“RESOLVED FURTHER THAT** notwithstanding anything contained to the contrary in the Companies Act, 2013, wherein any financial year the company has no profits or inadequate profit, Mr. Rajeev Gupta will be paid remuneration within the ceiling limit prescribed under Schedule V of the Companies Act, 2013, or any modification or re-enactment thereof .”

**“RESOLVED FURTHER THAT** Board of Director(s) of the Company or its committee thereof be and are hereby authorized jointly and/or severally to take all such steps as may be deemed necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

## 6. Appointment of Independent Director

To consider and if thought fit to pass with or without modifications the following resolution as **Ordinary resolution**: -

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, and 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder read with Schedule IV to the act as amended from time to time and as per Clause 49 of the Listing Agreement and for the good corporate governance Mr. Harshavardhan Reddy who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Listing Agreement who is



eligible for the appointment be and is hereby appointed as an Independent Director of the Company for a period of 5 consecutive years w.e.f 18<sup>th</sup> July 2013.

**“RESOLVED FURTHER THAT** Director(s) of the Company be and are hereby jointly/severally authorized to do all acts and deeds for the above mentioned resolution and also intimate this appointment to Registrar of Companies together with concern Stock Exchange.

## **7. Appointment of Independent Director**

To consider and if thought fit to pass with or without modifications the following resolution as **Ordinary resolution**: -

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, and 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder read with Schedule IV to the act as amended from time to time and as per Clause 49 of the Listing Agreement and for the good corporate governance Mr. Shyam Narayan Malviya who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Listing Agreement who is eligible for the appointment be and is hereby appointed as an Independent Director of the Company for a period of 5 consecutive years w.e.f 18<sup>th</sup> July 2013.

**“RESOLVED FURTHER THAT** Director(s) of the Company be and are hereby jointly/severally authorized to do all acts and deeds for the above mentioned resolution and also intimate this appointment to Registrar of Companies together with concern Stock Exchange.

**By order of the Board**

**Rajesh kumar sanghi**  
**(Director)**

**Place: New Delhi**  
**Date: 15<sup>th</sup> July, 2014**

## **NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY.**A person can act as proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10 percent of the total share capital of the Company.
2. The proxy form duly executed and properly stamped, in order to be effective, should be deposited at the Registered Office of the Company duly completed and signed at least 48 hours before the schedule time of the meeting. A Proxy is sent herewith.
3. The register of members and the share transfer books of the company will remain closed from Tuesday, the 23<sup>rd</sup> September, 2014 and Tuesday, the 30<sup>th</sup> September, 2014 (both days inclusive) for the purpose of 18<sup>th</sup> Annual General Meeting.

# **SKYLINE INDIA LIMITED**

**CIN- L51909DL1996PLC075875**

1E/11, Swami Ram Tirath Nagar, Jhandewalan Extension, New Delhi-110055

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## **EXPLANATORY STATEMENT**

### **PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

#### **ITEM No. 4**

As the Company is in growing stage and it is expected that some better projects may be run by company in coming future and it may requires a huge funds. Keeping in view the Company's business requirements and its investment and growth plans, it is considered desirable to set the borrowing limits extent to Rs. 25 Crores by the Board. In terms of the provisions of section 180 (1) (c) of the Companies Act, 2013, approval of the members is being accordingly sought through this resolution for such approving the borrowing limits.

Your Directors recommend the resolution for your approval as Special Resolution.

None of the Directors of the Company is, in any way, concerned or interested in the said resolution.

#### **ITEM No.5**

Mr. Rajeev Gupta was originally appointed on the Board of the Company as on 03/08/1998 as an Executive Director. Mr. Gupta also has vast experience in the said industry. Now Company is intended to give extra deities and responsibility to Mr. Gupta and wants to appoint him a Whole-Time Director of the Company. This appointment requires the approval of members as per provisions of Companies Act, 2013.

Your Directors recommended the said resolution for your approval Special Resolution.

Mr. Rajesh Gupta, Director of the Company is interested in said resolution.

#### **ITEM No.6**

Pursuant to the provisions of Sections 149, 150, and 152 and other applicable provisions, if any, of the Companies Act, 2013 the Rules framed thereunder read with Schedule IV to the act as amended from time to time and as per Clause 49 of the Listing Agreement i.e to maintain the optimum combination of Executive and Non-Executive Directors on the Board and for the good Corporate Governance, Company is intended to appoint Mr. Harshavardhan Reddy as an Independent Director of the Company w.e.f 18<sup>th</sup> July 2013. The Directors are of the opinion that

her presence on the Board of the Company will be beneficial for the Company. The Directors propose his appointment as a Director of the Company.

None of the Directors are in any way interested or concerned in the resolution.

#### **ITEM No.7**

Pursuant to the provisions of Sections 149, 150, and 152 and other applicable provisions, if any, of the Companies Act, 2013 the Rules framed thereunder read with Schedule IV to the act as amended from time to time and as per Clause 49 of the Listing Agreement i.e to maintain the optimum combination of Executive and Non-Executive Directors on the Board and for the good Corporate Governance, Company is intended to appoint Mr. Shyam Narayan Malviya as an Independent Director of the Company w.e.f 18<sup>th</sup> July 2013. The Directors are of the opinion that her presence on the Board of the Company will be beneficial for the Company. The Directors propose his appointment as a Director of the Company.

None of the Directors are in any way interested or concerned in the resolution.

**SKYLINE INDIA LIMITED**  
**CIN- L51909DL1996PLC075875**

Registered Office: 1E/11 Swami Ram Tirath Nagar, Jhandewalan Extension, New Delhi-110055

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Reg Folio No \_\_\_\_\_

No. of Shares held \_\_\_\_\_

I/We \_\_\_\_\_ of \_\_\_\_\_  
being a Member(s) of SKYLINE INDIA LIMITED hereby appoint \_\_\_\_\_ of  
\_\_\_\_\_ or \_\_\_\_\_ failing \_\_\_\_\_ him  
\_\_\_\_\_ of \_\_\_\_\_ as my/ our proxy to  
vote for me/ us on my/ our behalf at the Annual General Meeting of the Company to be held on  
30<sup>th</sup> September, 2014 at 11:00 a.m. at "Meeting Room", 1E/11 Swami Ram Tirath Nagar,  
Jhandewalan Extension, New Delhi-110055 and at any adjournment thereof

Signed this \_\_\_\_\_ the day of \_\_\_\_\_, 2014

Signed

Affix Re 1/- Revenue Stamp
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Note: This form duly completed and signed must be deposited at the Registered Office of the  
Company not less than 48 hours before the Meeting

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**SKYLINE INDIA LIMITED**  
**CIN- L51909DL1996PLC075875**

Registered Office: 1E/11 Swami Ram Tirath Nagar, Jhandewalan Extension, New Delhi-110055

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*Attendance Slip*

**(To be handed over at the entrance of the Meeting hall)**

**I hereby record my presence at the Annual General Meeting of M/s Skyline India Limited  
held on 30<sup>th</sup> September, 2014 at 11:00 a.m. at "Meeting Room", 1E/11 Swami Ram Tirath  
Nagar, Jhandewalan Extension, New Delhi – 110055**

Full name of the Member (in BLOCK LETTERS)

Full name of the Proxy (in BLOCK LETTERS) \_\_\_\_\_

Member's/ Proxy's Signature \_\_\_\_\_

## DIRECTORS' REPORT

To  
The Shareholders  
**M/S Skyline India Limited**  
1E/11 Swami Ram Tirath Nagar,  
Jhandewalan Extension,  
New Delhi-110055

Your Directors have pleasure in presenting before you the 18<sup>th</sup> Annual Report of the Company together with the Audited Accounts for the financial year ended 31<sup>st</sup> March 2014.

### FINANCIAL RESULTS

	Current Year 31.03.2014	Previous Year 31.03.2013
Profit/(Loss) for the year	(42,88,128.00)	20,24,804.00
Current Tax	12,79,065.00	4,13,030.00
Earlier year Tax	(3.00)	(600.00)
Deferred Tax	(26,04,096.00)	(22,91,924.00)
MAT credit entitlement	--	(37585.00)
Balance transferred to Reserve & Surplus A/c	(29,63,093.00)	39,41,883.00

### DIVIDEND

Your Board of Directors doesn't recommend of any dividend for the financial year ending 31/03/2014.

### AUDITORS

The Board now recommends the appointment of M/s. **Nidhi Bansal & Co.**, Chartered Accountants as Statutory Auditors of the Company for the Financial Year 2014-15.

### AUDITOR'S REPORT

The observation made by the Auditors are self-explanatory and do not require any further clarification.

### COMPLIANCE CERTIFICATE

As per the requirements of Section 383A of the Companies Act, 1956, the Compliance Certificate regarding compliance by the Company of various requirements of the Companies Act, 1956 and the rules made there under has been obtained from **M/s Kundan Agrawal & Associates, Company Secretaries** for the year ending 31<sup>st</sup> March, 2014

## **FIXED DEPOSITS**

The Company has not accepted any Fixed Deposits from the Public.

## **EMPLOYEES**

Since there was no employee drawing more than Rs. 5,00,000 per month / Rs. 60,00,000 per annum, as per the provisions of section 217 (2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 and Section 134 of the Companies Act, 2013 do not apply to the Company.

## **RISK MANAGEMENT POLICY**

Risk Management policy for the Company including identification of elements of risk by Board has been implemented.

## **CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**

The Policy on corporate social responsibility has been developed and initiatives has been taken by the Board during the year.

## **PARTICULARS REQUIRED TO BE FURNISHED IN TERMS OF COMPANIES (ACCOUNTS) RULES, 2014: -**

### **A. Conservation of Energy**

The disclosure of particulars with respect to conservation of energy pursuant to Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3)(A) of Companies (Accounts) Rules, 2014 are not applicable to the Company. However the Company has made best efforts and adopted all relevant measures for conservation of the energy.

### **B. Technology Absorption**

The Company has not carried out any specific research and development activities. Accordingly the information related to technology absorption, adaptation and innovation is reported to be NIL.

### **C. Foreign Exchange Earnings and Outgo**

There was no transaction of foreign exchange during the period under review.

## **DIRECTORS' RESPONSIBILITY STATEMENT UNDER SECTION 134(5) OF THE COMPANIES ACT, 2013**

Directors confirm that:

- a. in preparation of the Annual Accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of state of affairs of the Company at the end of the financial year and of profit or loss of the Company for that period;
- c. the Directors have taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the Directors had prepared the Annual Accounts on a going concern basis.
- e. the Directors had laid down Internal Financial Controls to be followed by the Company and that Financial Controls are adequate and were operating effectively.
- f. the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that systems were adequate and operating effectively.

### **ACKNOWLEDGEMENT**

Our Directors would like to express their appreciation for the assistance and co-operation received from the Bankers, Customers and other Agencies associated with the Company during the period under review. Your Directors place on record their appreciation for the whole hearted and continued support extended by the shareholders and employees of the Company.

**For and on behalf of the Board  
SKYLINE INDIA LIMITED**

**Place : New Delhi  
Date : 14/08/2014**

**Sd/-  
Rajesh Kumar Sanghi  
Managing Director  
DIN- 00482040**

**Sd/-  
Rajeev Gupta  
Director  
DIN- 00482252**



# SKYLINE INDIA LIMITED

**CIN- L51909DL1996PLC075875**

1E/11, Swami Ram Tirath Nagar, Jhandewalan Extension, New Delhi-110055

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## REPORT ON CORPORATE GOVERNANCE

### (1) **Company's Philosophy on Corporate Governance**

**M/s SKYLINE INDIA LIMITED** believes that efficient Corporate Governance requires a clear understanding of the respective roles of the Board and of Senior Management and their relationships with others in the corporate structure. The relationships of the Board and Management shall be characterized by sincerity; their relationships with employees shall be characterized by fairness; their relationship with the communities in which they operate shall be characterized by good citizenship; and their relationships with Government shall be characterized by commitment to compliance.

We believe that the essence of Corporate Governance lies in the phrase "Your Company". It is "Your Company" because it belongs to you – the shareholders. The Chairman and Directors are "Your" fiduciaries and trustees. Their objective is to take the business forward to maximize "Your" long-term values.

Our Company committed to meet the highest standards of Corporate Governance and disclosures. **M/s Skyline India Limited** belongs to a group, which has a reputation for integrity, fair play and sound business practices. **M/s Skyline India Limited** believes that Corporate Governance is not just about complying with a set of norms and regulations but is an articles of faith and an integral part of value.

A brief report on Corporate Governance for the year ended on 31<sup>st</sup> March 2014 is given below:

### (2) **Board of Directors**

#### (A) **Composition and Category of Directors**

The Board of Directors comprises of 4 Directors at the year end, which includes all four executive directors.

The composition of Board of Directors, their attendance at Board Meetings during the year ended 31<sup>st</sup> March 2014, the last Annual General Meeting and their Directorships/Committee Memberships in other Companies as on 31<sup>st</sup> March 2014 is as follows:

#### (B) **Details of Meeting of Board of Directors held during the year ended on 31.03.2014**

Name of the Directors	Category	No. of Board Meeting Attended	Attendance at last AGM	No. of other Directorships in other Companies	As Member in Committees of other Companies	As Chairman in Committees of Other Companies
Mr. Rajesh Kumar Sanghi	Executive Director	6	Yes	Nil	Nil	Nil
Mr. Rajeev Gupta	Non-Executive Director	6	Yes	Nil	Nil	Nil
Mr. Gurcharan Singh Saluja	Non-Executive Director	6	Yes	Nil	Nil	Nil
Mr. Shambhu Kumar Das	Non-Executive Director	6	Yes	Nil	Nil	Nil
Mr. Shyam Narayan Malviya	Non-Executive Director	4	Yes	Nil	Nil	Nil

None of the Directors on the Board is a member on more than 10 Committee and Chairman of more than 5 Committees (as specified in Clause 49 of the Listing Agreement with the Stock Exchanges) across the Companies in which he is a Director.

**(C) Details of Meetings of Board of Directors held during the year**

<b><u>Date</u></b>	<b><u>No of Directors Present</u></b>
<b><u>20.04.2013</u></b>	<b><u>4</u></b>
<b><u>14.05.2013</u></b>	<b><u>4</u></b>
<b><u>14.08.2013</u></b>	<b><u>5</u></b>
<b><u>20.09.2013</u></b>	<b><u>5</u></b>
<b><u>11.11.2013</u></b>	<b><u>5</u></b>
<b><u>20.02.2014</u></b>	<b><u>5</u></b>

The maximum time gap between any two meetings did not exceed four calendar months.

## **INFORMATION TO THE BOARD**

**The Company holds at least four board meetings in a year with at least one meeting in each quarter to review the quarterly financial results. The maximum gap between two board meetings is not more than four months. Agenda papers are circulated to the Board members well in advance. In addition to the specific matters which are taken at the Board meetings, the following information is also placed before the Board for its review:**

- Annual Operating Plans and Capital budget and any updates in connection therewith.**
- Minutes of the meetings of the Audit Committee and all other committees of the Board.**
- Terms of reference of the Committees of the Board.**
- Statutory Compliance Certificate.**
- Information on appointment and resignation of senior officers of the Company.**
- Show cause, demand, persecution notices and penalty notices of material importance.**
- Any material default in financial obligations to and by the Company, or substantial non recovery for sale of goods by the Company. Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc.**
- Sale of a material nature, of investments and / or assets, which are not in the normal course of business.**
- Any issue involving possible public or product liability claims of a substantial nature, including any judgment or order which may have passed strictures on the conduct of the Company.**

### **(D) Details of Directors seeking re-appointment at the ensuing Annual General Meeting**

In respect of Directors seeking appointment or re-appointment, the relevant information, like brief resume of the Directors, nature of their expertise in specific, functional areas and names of the Companies in which they hold Directorship and Membership of any Committee of the Board is given as annexure to this report.

### **(3) Audit Committee**

#### **(A) Constitution**

The Audit Committee of the Board was constituted. The following were the members of the Committee during the year 2013-2014.

- |                               |            |
|-------------------------------|------------|
| 1. Mr. Rajesh Kumar Sanghi    | : Director |
| 2. Mr. Rajeev Gupta           | : Director |
| 3. Mr. Gurcharan Singh Saluja | : Director |

4. Mr. Shambhu Kumar Das : Director

**(B) Terms of Reference**

Keeping in view the provisions of Section 177 of the Companies Act, 2013 and matters specified under Clause 49 of the Listing Agreement with the Stock Exchanges, terms of reference are as under;

1. 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.
2. Recommending to the Board, the appointment, re-appointment and if required, the replacement or removal of the Statutory Auditors and the fixation of Audit Fees.
3. Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors.
4. Reviewing, with the management, the Annual Financial Statements before submission to the board for approval, with particular reference to:-
  - a) Matters requires being included in the Director's Responsibility Statement to be included in the Board's report in terms of Sub section (5) Clause (m) of Section 134 of the Companies Act, 2013.
  - b) Changes, if any, in Accounting Policies and Practices and Reasons for the same.
  - c) Major Accounting Entries involving estimates based on the exercise of judgement by management.
  - d) Significant adjustments made in the Financial Statements arising out of audit findings.
  - e) Compliance with Listing and Other Legal requirements relating to Financial Statements.
  - f) Disclosure of any Related Party Transactions.
  - g) Qualifications in the Draft Audit Report.
5. Reviewing, with the management, the Quarterly Financial Statements before submission to the Board for Approval.
6. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.

7. Reviewing, the adequacy of Internal Audit function, if any, 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.
8. Discussion with Internal Auditors any significant findings and follow up there on.
9. Reviewing, the finding 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.
10. Discussion with Statutory Auditors before the Audit commences, about the nature and scope of Audit as well as Post-Audit discussion to ascertain any area of concern.
11. 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.
12. To review the functioning of the Whistle Blower mechanism, in case the same is existing.
13. Carrying out any other function as required.

**(C) Meeting and Attendance during the year**

Six meetings of the Committee were held during the year on 11.04.2013, 30.06.2013, 08.07.2013, 05.09.2013, 05.11.2013 and 11.01.2014. The attendance particulars are as follows:

Name of the Chairman /Member	Meeting	
	Held	Attended
Mr. Rajesh Kumar Sanghi	5	5
Mr. Rajeev Gupta	5	5
Mr. Gurcharan Singh Saluja	5	5
Mr. Shambhu Kumar Das	5	5

**(4) Remuneration Committee**

The Company has a Remuneration Committee which comprises of three members. Mr. Rajesh Kumar Sanghi, Mr. Rajeev Gupta, Mr. Gurcharan Singh Saluja.

The functioning and terms of reference of the Committee are as prescribed under the Listing Agreement with the Stock Exchanges. It determines the Company's policy on all elements of remuneration packages of directors and employees of the Company.

**(5) Share Transfer and Shareholders' /Investors' Grievance Committee**

The Company has structured a system of reviewing the Shareholders'/Investors' Grievance at every Board Meeting. However, a Committee was constituted with a specific authority to look into the Investors'/ Shareholders' Grievance. The following were the members of the Committee during the year.

- |     |                            |          |
|-----|----------------------------|----------|
| (A) | Mr. Rajesh Kumar Sanghi    | Director |
| (B) | Mr. Rajeev Gupta           | Director |
| (C) | Mr. Gurcharan Singh Saluja | Director |

During the financial year, six meetings of the committee were held on the following dates;

11.04.2013, 04.05.2013, 30.07.2013, 08.09.2013, 05.11.2013 and 11.01.2014.

Company has not received any complain from the shareholders during the financial year.

**(6) General Body Meeting**

(A) The venue date and time of the last 3 Annual General Meetings were as follows;

<u>Date &amp; Time</u>	<u>Location</u>
02 <sup>nd</sup> July, 2013 at 10:00 a.m.	1E/11 Swami Ram Tirath Nagar, Jhandewalan Extension, New Delhi- 110055
29 <sup>th</sup> September, 2012 at 10:00 a.m.	1E/11 Swami Ram Tirath Nagar, Jhandewalan Extension, New Delhi- 110055
29 <sup>th</sup> September 2011 at 10:00 a.m.	A-404 Ashiana Apartments, Mayur Vihar-I (Extn.), New Delhi-110091

(B) No Special Resolution has been passed during the last three Annual General Meetings

(C) No resolutions have been passed through postal ballot.

**(7) Disclosure**

- I. The details of materially significant Related Party Transactions are discussed in Notes to the Financial Statement.
- II. Due to lock out and other problems, there were instances of non-compliance of Stock Exchange requirement.

**(8) Means of Communication**

i. Quarterly Result for 1 <sup>st</sup> , 2 <sup>nd</sup> and 3 <sup>rd</sup> Quarter	Document filed under the amnesty scheme
Quarterly Result for iv quarter	Audited Quarterly and Yearly results have been Prepared and Published.
ii. Whether the website also displays Official News releases and presentation to Institutional Investors / Analysts.	Due to the Financial problems company can't take Steps to display it on website.
iii. Newspapers where Audited Financial Results, Un-audited Quarterly and Yearly results are Published	Pioneer (In English) Vir Arjun (In Hindi)
iv. Whether Management Discussion and Analysis is a part of Annual Report or not.	No
v. Annual Report	Annual Report containing, inter alia, Audited Annual Accounts, Consolidated Financial Statements, Director's Report, Auditors' Report and other important information is circulated to members and others entitled thereto.

**(9) Code of Business Conduct and Ethics for Directors and Senior Management**

The Board is committed to follow the Code of Business Conduct and Ethics for Directors and Senior Management ('the Code') as recommended by the Corporate Governance and Shareholders/Investors' Grievance Committee. This Code is a comprehensive Code applicable to all Directors, Executive as well as Non-Executive as well as members of Senior Management. The Code of ethics and compliance with the code of ethics is attached as an Annexure to this report.

**(10) Subsidiary Monitoring Framework**

Company has not any subsidiary company till the end of this financial year.

**(11) General Shareholder Information**

**(a) Annual General Meeting**

Date & Time : 30/09/2014 at 11: 00 A.M.

Place : 1E/11 Swami Ram Tirath Nagar, Jhandewalan  
Extension, New Delhi- 110055

**(b) Financial Calendar : 2013-14**  
**(TENTATIVE)**

Financial Results for the Quarter Ended:

30<sup>th</sup> June, 2013 - Not Filed  
30<sup>th</sup> September, 2013 - Not Filed  
31<sup>st</sup> December, 2013 - Not Filed  
31<sup>st</sup> March, 2014 - Not Filed

Approval of Audited Results for  
the year-ended 31.03.2014 - 29<sup>th</sup> May 2014

**(c) Date of book Closure** : Tuesday, the 23<sup>rd</sup> September, 2014 to, the 30<sup>th</sup> September,  
2014 (both days inclusive)

**(d) Listing on Stock Exchanges:** The shares of the Company are listed on the following  
stock exchanges:

S. No.	STOCK EXCHANGE	ADDRESS
(a)	Delhi Stock Exchange	The Delhi Stock Exchange DSE House, 3/1, Asaf Ali Road, New delhi – 110002

**(e) Share Transfer System:**

The Board of Directors of the Company has delegated all the Shares Transfer work to Shareholder Grievances Committee and company has not out sourced Share Transfer function to any outside authority.

**(f) (i) Distribution of Shareholding as on 31<sup>st</sup> March, 2014.**

Shareholding of Nominal Value (Rs.)	Shareholders		Share Amount	
1	Number 2	% to Total 3	Rs. 4	% to Total 5
Up to 5000	1283	68.064	6385600	12.549
5001 – 10,000	533	28.276	4066000	7.991
10,001-20,000	36	1.910	694000	1.364



20,001-30,000	3	0.159	80000	0.157
30,001-40,000	16	0.849	640000	1.258
40,001-50,000	0	0	0	0
50,001-1,00,000	3	0.159	300000	0.590
1,00,001- and above	11	0.584	38719400	76.092
	<b>1885</b>	<b>100.00</b>	<b>50885000</b>	<b>100.00</b>

**(f) (ii) Shareholding Pattern as on 31.03.2014**

Category		No. of shares held	Percentage of shareholding
A.	<b>Promoter's holding</b>		
1.	Promoters		
	- Indian Promoters	2839950	55.811
	- Foreign Promoters		
	- Bodies Corporate	76000	1.494
2.	Persons acting in concert #		
	<b>Sub – Total :</b>	<b>62,200</b>	<b>24.98</b>
B.	Non-Promoters Holding		
3.	Institutional Investors		
	a. Mutual Funds and UTI	Nil	Nil
	b. Banks, Financial Institutions, Insurance Companies (Central/Sale Govt. Institutions/Non-Government Institutions)		
	c. FIIs	Nil	Nil
	<b>Sub Total</b>	<b>Nil</b>	<b>Nil</b>
4.	Others		
	a. Corporate Bodies	757500	14.887
	b. Indian Public	1215050	23.879
	c. NRIs/OCBs	Nil	Nil
	d. Any other (please specify)- Clearing Members	Nil	Nil
	e. Any other (please specify)- Trust	Nil	Nil
	<b>Sub-Total</b>	<b>2172550</b>	<b>42.695</b>
	<b>Grand Total</b>	<b>2172550</b>	<b>42.695</b>

**(h) Address for Correspondence**

**SKYLINE INDIA LIMITED**

1E/11 SWAMI RAM TIRATH NAGAR, JHANDEWALAN EXTENSION, NEW DELHI-110055

For and on behalf of the Board  
**SKYLINE INDIA LIMITED**

**Place : New Delhi**  
**Date : 14/08/2014**

**Sd/-**  
**Rajesh Kumar Sanghi**  
**Managing Director**  
**DIN- 00482040**

**sd/-**  
**Rajeev Gupta**  
**Director**  
**DIN- 00482252**

**CODE OF CONDUCT AND COMPLIANCE WITH THE CODE OF CONDUCT**

“The Company’s Board of Directors and Senior Management are responsible and are committed to setting the Standards of Conduct contained in this Code and for updating these standards, as appropriate, to ensure their continuing relevance, effectiveness and responsiveness to the need of Investors and all other Stakeholders as also reflect Corporate, legal and regulatory developments. This Code should be adhered to in letter and in spirit.”

The Code has been circulated to all the members of the Board and Senior Management and the compliance of the same has been affirmed by them. A declaration signed by the Whole Time Director is given below:

I hereby confirm that:

The Company has obtained from all the members of the Board and Senior Management, affirmation that they have complied with the Code of Business Conduct and Ethics for Directors and Senior Management in respect of the financial year 2013-14

For and on behalf of the Board  
**SKYLINE INDIA LIMITED**

**Place : New Delhi**  
**Date : 14/08/2014**

**Sd/-**  
**Rajesh Kumar Sanghi**  
**Managing Director**  
**DIN- 00482040**

**Sd/-**  
**Rajeev Gupta**  
**Director**  
**DIN- 00482252**

# **SHWETA GUPTA & ASSOCIATES**

## **COMPANY SECRETARIES**

**Add:- B4A/17, IInd Floor, Rana Pratap Bagh, New Delhi-110007**

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### **Compliance Certificate**

**Company No.:** L51909DL1996PLC075875

**Nominal Capital:** Rs 55,000,000.00/-

To,  
The Members  
**M/s SKYLINE INDIA LIMITED**  
1E/11, Swami Ram Tirath Nagar,  
Jhandewalan Extension  
New Delhi - 110055

We have examined the registers, records, books and papers of **M/s Skyline India Limited** as required to be maintained under the Companies Act, 1956, and the rules made thereunder and also the provisions contained under the Memorandum of Association and Articles of Association of the Company for the financial year ended on **31<sup>st</sup> March, 2014**. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in **Annexure-A** to this certificate, as per the provisions of the Companies Act, 1956 and the rules made thereunder and all entries made therein are duly recorded.
2. The Company has duly filed the forms and returns as stated in **Annexure-B** to this certificate, with the Registrar of Companies, Delhi & Haryana within the time prescribed under the Act and the rules made thereunder.
3. The Company being a Public Company has the minimum prescribed paid-up capital.
4. The Board of Directors duly met **Six (6)** times on, **20.04.2013, 14.05.2013, 14.08.2013, 20.09.2013, 11.11.2013 and 20.02.2014** in respect of which proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The company has closed its Register of Members as on 01st July 2013 till 02nd July 2013 during the financial year.
6. The Annual General Meeting for the financial year ended on **31.03.2013** was held on **02.07.2013** after giving due notice to the members of the company and the resolutions passed thereat were duly recorded in the Minutes Book maintained for the purpose.
7. No extra Ordinary General Meetings of the company held during the financial year.



8. The Company has complied with the provisions of Section 297 of the Act.
9. The Company has complied with the provisions of section 301 of the Act.
10. The Company has not require to obtained any approvals from the Board of Directors, Members and previous approval of the Central Government for appointment of Director's relative pursuant to section 314 of the Act.
11. No Duplicate Share Certificate has been issued by the Company during the period under review.
12. The Board of Directors of the company is duly constituted and there were no appointment of, alternate directors and directors to fill casual vacancy during the financial year.
13. The Company has appointed Managing Director and/or Whole -time Director and/or Manager during the Financial Year and necessary compliance has been made in this regard.
14. The Company has not appointed any sole-selling agent during the financial year under review.
15. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar or such other authorities prescribed under the various provisions of the Act during the financial year under report.
16. The Directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the relevant provisions of the Act and rules made thereunder.
17. The Company has not bought back any shares during the financial year.
18. The Company has not issued any equity shares during the financial year.
19. There was no redemption of Preference shares or Debentures during the financial year.
20. No transfers relating to the shares of the Company made during the financial year.
21. The Company was not required to keep in abeyance the rights to dividend, right shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act, as there was no transaction necessitating such act/ action.
22. The Company has not altered the provisions of the memorandum with respect to situation of the company's registered office from one state to another during the year under scrutiny.



23. The Company has not altered the provisions of the Memorandum with respect to the objects of the company during the year under scrutiny.
24. The Company has not altered the provisions of the Memorandum with respect to name of the company during the year under scrutiny.
25. The Company has not altered the provisions of the Memorandum with respect to share capital of the company during the year under scrutiny and complied with the relevant provisions of the Act.
26. The Company has not altered its Articles of Association and the no amendments to the articles of association have been required to register with the Registrar of Companies.
27. The Company has not received any money as security from its employees during the year under certification.
28. No prosecution was initiated against the Company and no show cause notice was received by the Company during the period under review for offences under the Act.
29. The Company has not provided guarantees/securities to other bodies corporate during the financial year.
30. The Company have complied all the compliance during the financial year ended on 31<sup>st</sup> March, 2014 as per section 293(1) (d) of the Act.
- 31.
- (i) The Company has not issued any Equity Shares during the year.
  - (ii) The Company has not declared any dividend during the year.
  - (iii) The Company has not posted any dividend warrants to the members of the Company.
  - (iv) The company was not required to transfer any unpaid amount to the Investor Education and Protection Fund.
  - (v) The Company has duly complied with the requirements of section 217 of the Act.
32. The Company has not invited/ accepted any Deposits including any unsecured loans falling within the purview of Section 58A during the financial year.
33. The Company has deposited both employee's and employer's contribution towards provident Fund.

For SHWETA GUPTA & ASSOCIATES  
Company Secretaries

Place: Delhi  
Date: 14/08/2014



Company Secretary

C.P. No. 11208

**Annexure A**

**Registers maintained by the Company**

<b>Sl. No.</b>	<b>Particulars</b>	<b>Relevant Section of the Act</b>
<b>1.</b>	Minutes Book of the meetings of the Board of Directors of the Company	193
<b>2.</b>	Minutes Book of General Body Meetings of the Members of the Company	193
<b>3.</b>	Copies of Annual Returns	159
<b>4.</b>	Register of Members	150
<b>5.</b>	Register of Particulars of Directors, Managing Director, Manager and Secretary	303
<b>6.</b>	Register of Directors' Shareholding	307
<b>7.</b>	Register(s) of contracts, companies and firms in which Directors are interested	301(3)
<b>8.</b>	Books of Accounts	209
<b>9.</b>	Register of Charge	125
<b>10.</b>	Register of Share Transfer	
<b>11.</b>	Register of Fixed Assets	

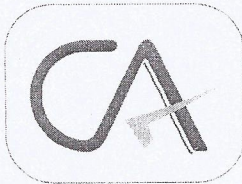


**Annexure: B****A. Forms & Returns filed with the Registrar of Companies, New Delhi  
(During the Year ended on March 31, 2014)**

S.No.	Particulars of Forms & Returns Filed	Date of Filing	Whether filed within prescribed time	Additional Fees paid
1.	Form 20B for Annual Return u/s 159 of Companies Act, 1956 for the financial year ending 31/03/ 2012	24/03/2014	No	Yes
2.	Form 23AC-XBRL for the Balance Sheet u/s 220 of Companies Act, 1956 for the financial year ending 31/03/ 2012	23/03/2014	No	Yes
3	Form 66 for the Compliance Certificate u/s 383A of Companies Act, 1956 for the financial year ending 31/03/ 2012	21/03/2014	No	Yes
4.	Form 23ACA-XBRL for the Profit & Loss A/c u/s 220 of Companies Act, 1956 for the financial year ending 31/03/ 2013	23/03/2014	No	Yes
5.	Form 66 for the Compliance Certificate u/s 383A of Companies Act, 1956 for the financial year ending 31/03/ 2013	21/03/2014	No	Yes
6.	Form 8 u/s 125 of the Companies Act, 1956	18/07/2013	No	Yes
7.	Form 25C u/s 269 of the Companies Act, 1956	14/09/2013	Yes	No
8.	Form 32 u/s 303(2) of the Companies Act, 1956	13/09/2013	Yes	No
9.	Form 32 u/s 303(2) of the Companies Act, 1956	31/07/2013	Yes	No
10.	Form 32 u/s 303(2) of the Companies Act, 1956	24/07/2013	Yes	No
11.	Form 32 u/s 303(2) of the Companies Act, 1956	05/07/2013	Yes	No







## **S.C. GARG & ASSOCIATES**

*Chartered Accountants*

**Off:** 171-172, Rajendra Bhawan, Rajendra Place, New Delhi-08

**Ph.-**25814009, **Web:**casubhash.com, **E-mail:** [scg171@gmail.com](mailto:scg171@gmail.com)

### **AUDITORS' REPORT**

To the Members of,  
Skyline India Limited

#### *Report on the Financial Statements*

We have audited the accompanying financial statements of Skyline India Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2013, and the Statement of Profit and Loss and Cash Flow Statement 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 and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant



to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of 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 Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:-

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

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
  - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
  - c) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (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 is 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.

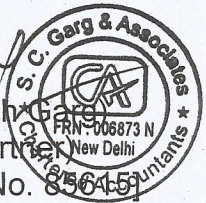
- f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

Place: New Delhi  
Dated: 24.05.2013

For S C GARG & ASSOCIATES  
Chartered Accountants

(Subhash Garg)  
(Partner)

[Membership No. 85645]





## ANNEXURE TO THE AUDITORS' REPORT

(Referred to in paragraph 4 & 5 of our report to the Members of SKYLINE INDIA LIMITED on the Accounts for the period ended on 31<sup>st</sup> March, 2013)

- I.           a) The Company is maintaining proper records showing full particulars of fixed assets including quantities details and situation of fixed assets.
- b) As explained to us , Fixed assets were physically verified by the management at regular intervals and no discrepancies were found on such verification.
- c) No Fixed Asset has been sold during the year.
- II.           a) According to the Information and explanation provided to us , the Company is in service sector & does not have any Inventory at any point of time during the year , Further reporting under this para is not applicable
- III.           a) The Company has not granted interest free unsecured loans to the parties listed in the register maintained under section 301 of the Companies Act, 1956. Hence further reporting under this clause is not applicable.
- (B)a) During the year under review , The Company has neither taken nor advance any unsecured loans from the parties listed in the register maintained under section 301 of the Companies Act, 1956 , hence further reporting under this clause is not applicable
- IV) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and nature of the business with regards to the purchase of fixed assets.
- V)           a) The company has maintained register in pursuance of section 301 of the Act and all the transaction that needs to be entered have been entered.
- b) In our opinion and according to the information and explanation given to us , the transaction made in pursuance of contracts or arrangement entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of rupees five lakhs in respects of any party during the year have been made at price which are reasonable having regard to prevailing market price at the relevant time.



- VI) The Company has not accepted any deposit in terms of Section 58A of Companies Act, 1956.
- VII) The Company has adequate internal audit system commensurate with its size and nature of business.
- VIII) Maintenance of cost records under section 209(1) (d) of the companies Act 1956 are not prescribed by the central Govt.
- IX) a) As explained to us , the company is generally regular in depositing undisputed Statutory Dues applicable to it .Provisions of Provident Fund and Employee's State Insurance are not applicable to the company.
- b) According to information and explanations given to us and the records of the company examined by us, no undisputed outstanding dues of Income Tax, Wealth Tax, Sales Tax, Custom Duty, and Excise Duty were outstanding as at 31.3.2013 for a period more than six months from the date, they became payable.
- c) According to the Information and explanation given to us and the records of the company examined by us, there are no dues of sales tax, income tax, custom, wealth tax, excise duty, cess, which has not been deposited on account of any dispute
- X) The Company does not have any accumulated losses as on the date of Balance Sheet , hence further reporting under this clause is not applicable
- XI) In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to a financial institution, bank etc
- XII) The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities, so the question of maintenance of records does not arise.
- XIII) In our opinion, the company is not chit fund or nidhi /mutual benefit fund society. Hence this clause is not applicable to the Company.
- XIV) In our opinion, the Company is not dealing in or trading in shares, securities, debentures, and other investments. According the provisions of clause 4(xiv) of the Companies (Auditor Report) Order, 2003 are not applicable to the company.



XV) According to the Information and Explanation Given to us, The company has not extended any guarantee during the year for Loans taken by others from Bank or Financial Institutions

XVI) According to the Information and Explanation Given to us ,The Term Loans were utilized for the purpose for which the loans were obtained .

XVII) According to the information and explanation 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 used for Long term Investment.

XVIII) There were no preferential allotment of shares to parties and companies covered in the register maintained U/S 301 of the Act, hence this clause is not applicable.

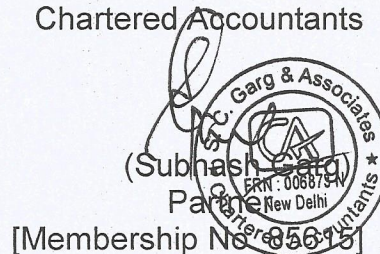
XIX) As the company has not issued any debenture this clause is not applicable.

XX) The company has not raised any money from the public issues hence this clause is not applicable.

XXI) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

Place: New Delhi  
Dated: 24.05.2013

For S C GARG & ASSOCIATES  
Chartered Accountants





# SKYLINE INDIA LIMITED

## BALANCE SHEET AS AT 31st MARCH, 2013

PARTICULARS	NOTES	As at 31st March, 2013 (Rs.)	As at 31st March, 2012 (Rs.)
<b>I. EQUITY AND LIABILITIES</b>			
<b>1. Shareholder's Funds</b>			
Share Capital	2	40,426,969	40,426,969
Reserves and Surplus	3	4,668,172	726,288
<b>2. Non-Current Liabilities</b>			
Long Term Borrowings	4	18,211,771	46,303,178
Deferred Tax Liabilities (Net)	5	4,453,307	6,745,231
<b>3. Current Liabilities</b>			
Trade Payables	6	12,581,831	9,313,724
Other Current Liabilities	7	41,457,314	45,830,047
Short Term Provisions	8	413,030	362,000
<b>Total</b>		<u>122,212,393</u>	<u>149,707,438</u>
<b>II. ASSETS</b>			
<b>1. Non-Current Assets</b>			
Fixed Assets			
Tangible Assets	9	73,895,406	103,904,047
Capital Work in Progress		-	-
Long Term Loans & Advances	10	17,566,102	17,366,102
<b>2. Current Assets</b>			
Trade Receivables	11	16,571,221	13,210,169
Cash and Cash Equivalents	12	5,054,129	4,445,503
Short Term Loans and Advances	13	9,125,535	10,781,616
<b>Total</b>		<u>122,212,393</u>	<u>149,707,438</u>

The notes are an integral part of these financial statements.

As per our report of even date attached  
**For S C Garg & Associates**  
Chartered Accountants  
Firm Regn. No. 006873N

(Subhash Garg)  
Partner  
M.No. 85615



Place : New Delhi  
Dated : 30-5-2013

For and on behalf of Board of Directors

Director

Director

Company Secretary



# SKYLINE INDIA LIMITED


## STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDING 31st MARCH 2013.

PARTICULARS	NOTES	For the year ended 31st March, 2013 (Rs.)	For the year ended 31st March, 2012 (Rs.)
1. Revenue From Operation	14	281,415,566	258,564,355
2. Other Income	15	-	-
3. Total Revenue (1+2)		281,415,566	258,564,355
4. Expenses			
Vehicle Expenses		236,673,264	210,988,664
Employees Benefits Expenses	16	617,250	1,414,442
Finance Costs	17	8,146,459	10,936,747
Depreciation and Amortization Expenses	9	32,909,573	30,285,437
Other Expenses	18	1,044,215	3,231,260
Total Expenses		279,390,761	256,856,550
5. Profit Before Tax (3-4)		2,024,805	1,707,805
6. Tax Expenses			
Current Tax		413,030	362,000
Earliear Year Tax		(600)	-
Deferred Tax		(2,291,924)	1,510,676
MAT credit entitlement		(37,585)	(325,422)
7. Profit for the Year (5-6)		3,941,884	160,551
Earning Per Equity Share		0.77	0.03

The notes are an integral part of these financial statements.

As per our report of even date attached  
For S C Garg & Associates  
Chartered Accountants  
Firm Regn. No. 006873N

(Subhash Garg)  
Partner  
M.No. 85615



Place : New Delhi  
Dated : 30-5-2013

For and on behalf of Board of Directors

Director

Director

Company Secretary



# SKYLINE INDIA LIMITED

REGD. OFFICE: 1E/11 JHANDEWALAN EXTN NEW DELHI

## ACCOUNTING POLICIES & NOTES ON ACCOUNTS

Note No. : 1

### A. Accounting Policies

#### 1. General :-

Accounting Policies not specifically referred to otherwise be consistent and in consonance with generally accepted accounting principles.

#### 2. Revenue Recognition :-

Expenses and Income considered payable and receivable respectively are accounting for on accrual basis except :-

- a) Insurance claims are accounted for on receipt basis
- b) Claims lodged against the company are accounted for on payment basis

#### 3. Fixed Assets :-

Fixed assets are stated at their original cost of acquisition including taxes freight and other incidental expenses related to acquisition and installation of the concerned assets less depreciation till date.

#### 4. Depreciation :-

Depreciation on Fixed Assets has been provided on straight line method, on the cost of Fixed Assets as per the rates, provided in Schedule XIV of the Companies Act, 1956 other than on the Trucks and Trailers on which accelerated rate of 20% has been provided Further, in case of addition, depreciation has been provided on pro-rata basis commencing from the date on which the asset is commissioned.

#### 5. Investments :-

There are No Investments either at the opening or during the year .

#### 6. Inventories :-

As the Company is in service sector there are no Inventories either at the opening or during the year

#### 7. Taxes on Income:-

Provision for current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the Income Tax Act, 1961. The deferred tax for timing differences between the book and tax profits for the year is accounted for, using the tax rates and laws that have been substantively enacted as of the balance sheet date. Deferred

*Signature*

*Signature*

*Signature*



tax assets arising from timing differences are recognized to the extent there is reasonable certainty that these would be realized in future.

**(B) Notes on Accounts**

1. The SSI status of the creditors is not known to the company, hence the information is not given.
2. Sundry Creditors, Sundry Debtors, Loans & Advances and Unsecured Loans have been taken at their book value subject to confirmation and reconciliation.

3. Payments to Auditors:-

Auditors Remuneration	F Y 2012-13	F Y 2011-12
Statutory & Tax Audit Fees	60000.00	60000.00
Service Tax	7416.00	6180.00
Total	67,416.00	66,180.00

4. Loans and Advances are considered good in respect of which company does not hold any security other than the personal guarantee of persons.

5. **Foreign currency transactions**

There are no foreign currency transaction during the year under review and immediately previous Financial year.

Expenditure in Foreign Currency Nil Nil

Earning in Foreign Exchange Nil Nil

6. **Lease Rental :-**

The Company has given Vehicle on the operating lease . Lease Rental Earnings amounting to Rs 4,88,38,067 in the Financial Year 2012-13 & Rs 4,58,04,863.00 In the Financial Year 2011-12 is credited to the Profit and Loss Accounts

7. **Related Party disclosure**

**(A) Related Parties and their Relationship**

Related party disclosure as required under Accounting Standard -18 on 'Related party Disclosure' issued by the Chartered Accountants India are given below:



- a) **Key management personnel & their relatives are** (where there were transaction during the year):

Shri Rajesh Kumar Sanghi

- b) **Enterprises controlled by key management personnel** : (where there were transaction during the year ) : NIL

- c) **Enterprises over which Key management personnel & their relatives are able to exercise significant influence** (where there were transactions during the year) :

Skyline Transport  
Skyline Automobiles

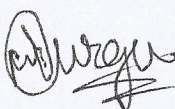
Transactions with related parties during the year

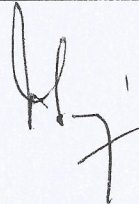
- a) **Enterprises over which key management personnel & their relatives are able to exercise significant influence**

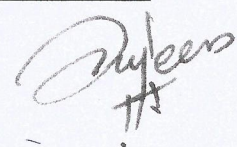
	<u>Current Year</u>	<u>Previous year</u>
i) Funds Received		
Skyline Automobiles	19,76,400/-	5,60,000/-
ii) Funds paid		
Skyline Automobiles	1,63,420/-	20,12,400/-
Skyline Transport	NIL	45,000/-

8. Major components of Deferred tax

Particulars	As at 31.03.2013 (Rs.)	As at 31.03.2012 (Rs.)
<i>A) Deferred Tax Liability</i>		
Excess of WDV as per Companies Act over Income Tax Act 1961	44,53,307.00	67,45,231.00
<i>Total</i>	44,53,307.00	67,45,231.00
<i>B) Deferred Tax Assets</i>		
<i>Total</i>	-	-
Net Deferred Tax liabilities/(assets) (A-B)	44,53,307.00	67,45,231.00









9. Contingent liabilities

Current year

previous year

i) Guarantees issued by the company : 40.00 lacs 40.00 lacs

10. Information required as per the Micro, Small and Medium Enterprises Development Act, 2006 :-

The company has not received any confirmation from its vendors/ services providers regarding their status of the registration under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, relating to amounts unpaid as at the year end together with interest paid/payable as required under the said act have not been furnished.

11. There are no employees eligible for gratuity Act.

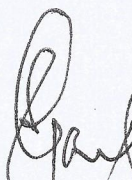
12. As the company's business activity falls within a single primary business segment viz Transport, the disclosure requirements of Accounting Standards (AS-17) Segment Reporting issued by the Institute of Chartered Accountants of India are not applicable.

13. There is no expenditure on employees in receipt of remuneration in excess of limit laid down under Section 217(2A) of the Companies Act 1956.

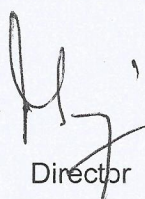
Signature to Schedules 1 to 18

For S C GARG & ASSOCIATES  
Chartered Accountants

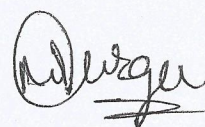
Place: New Delhi  
Dated: 24.05.2013

  
Subhash GARG  
Partner



  
Director

  
Director





**SKYLINE INDIA LIMITED****NOTES FORMING PART OF FINANCIAL STATEMENTS  
AS AT 31ST MARCH 2013****NOTES****2 SHARE CAPITAL****1. Authorised**

55,00,000 Equity Shares of Rs. 10/- each

(Previous year 55,00,000 equity shares of Rs. 10/- Each )

**As at 31st  
March, 2013**  
Rs.**As at 31st  
March, 2012**  
Rs.

55,000,000

55,000,000

**2. Issued**

51,00,000 Equity Shares of Rs. 10/- each

(Previous year 51,00,000 equity shares of Rs. 10/- Each )

51,000,000

51,000,000

51,000,000

51,000,000

**3. Subscribed and Fully Paid up**

50,88,500 Equity Shares of Rs. 10/- each

(Previous year 50,88,500 equity shares of Rs. 10/- Each )

50,885,000

50,885,000

Less: Calls in Arrear by Directors and Officers

2,163,668

2,163,668

Less: Calls in Arrear by Others

8,294,363

8,294,363

40,426,969

40,426,969

The Company has only one class of share referred as equity share having at par value Rs. 10/-.

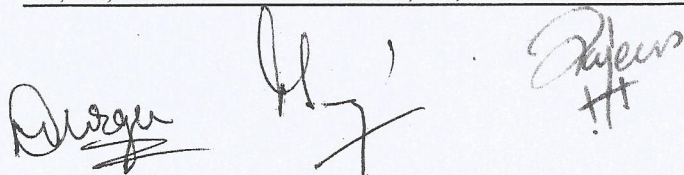
Each holder of equity share is entitled to same right in all respect.

**a. Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period**

	Current Year		Previous Year	
	No. of Shares	Amount Rs.	No. of Shares	Amount Rs.
<b>Equity Shares</b>				
At the beginning of the period	5,088,500	50,885,000	5,088,500	50,885,000
Add: Issued during the period	-	-	-	-
<b>Outstanding at the end of the period</b>	<b>5,088,500</b>	<b>50,885,000</b>	<b>5,088,500</b>	<b>50,885,000</b>

**b. Details of shareholders holding more than 5% of shares in company**

	Current Year		Previous Year	
	No. of Shares	% Holding	No. of Shares	% Holding
<b>Equity shares of Rs. 10 each fully paid</b>				
Rajesh Sanghi	2,915,950	57.30	2,749,940	54.04
PNB Capital Services Ltd.	499,300	9.81	499,300	9.81
	<b>3,415,250</b>	<b>67.12</b>	<b>3,249,240</b>	<b>63.85</b>





**SKYLINE INDIA LIMITED****NOTES FORMING PART OF FINANCIAL STATEMENTS  
AS AT 31ST MARCH 2013****NOTES****3 RESERVES & SURPLUS****General Reserve**

Opening Balance	850,000	850,000
Add: During the Year	-	-
Closing Balance	850,000	850,000

**Surplus**

Opening Balance	(123,712)	(284,263)
Add: Profit for the Year	3,941,884	160,551
Closing Balance	3,818,172	(123,712)

Total	4,668,172	726,288
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**4 LONG TERM BORROWINGS**

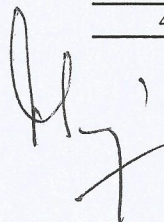
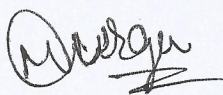
Term Loans from Banks (secured)	41,989,001	55,739,072
Term Loans from Financial Institution (secured)	11,969,577	31,470,264
	53,958,578	87,209,336
Less : Current maturities of long term debt (Refer note 7)	35,746,807	40,906,158
	18,211,771	46,303,178

**Nature of Securities and Terms and conditions :****Term Loan against Trucks & Trailers**

- a) Rupee Term Loans have been taken from Banks and financial institutions for acquisition of Trucks & Trailers.
- b) These loans are repayable in equated monthly instalments of 35 months to 48 months.
- c) The rate of interest on these loans is in the range of 6.26% to 11.50%.
- d) The total original amount of borrowing is Rs. 16,08,95,242/-.
- e) There are no defaults in the repayment of the loans as per the repayment terms and conditions.
- f) The aforesaid loans are secured by hypothecation of Trucks & Trailers for which the loan has been taken.
- g) The aforesaid loans are further secured by the personal guarantee of the Directors.

**5 DEFERRED TAX LIABILITIES****On Depreciation**

Opening Balance	6,745,231	5,234,554
Add: During the Year	(2,291,924)	1,510,676
Total	4,453,307	6,745,231





**SKYLINE INDIA LIMITED****NOTES FORMING PART OF FINANCIAL STATEMENTS  
AS AT 31ST MARCH 2013****NOTES****6 TRADE PAYABLES**

Total outstanding dues of Micro and Small Enterprises

Total outstanding dues of creditors other than Micro and Small Enterprises

**As at 31st  
March, 2013****As at 31st  
March, 2012**

-

-

12,581,831

9,313,724

12,581,8319,313,724**7 OTHER CURRENT LIABILITIES**

Current maturities of long term debt (Refer Note 4)

Term Loans from Banks (secured)

Term Loans from Financial Institution (secured)

24,961,501

21,134,398

10,785,306

19,771,760

Other Liabilities

Payable in respect Statutory dues

Advance Against sale of Trucks &amp; Trailers

Expenses Payable

Other Payables

533,743

890,425

1,066,967

951,967

372,802

351,037

3,736,995

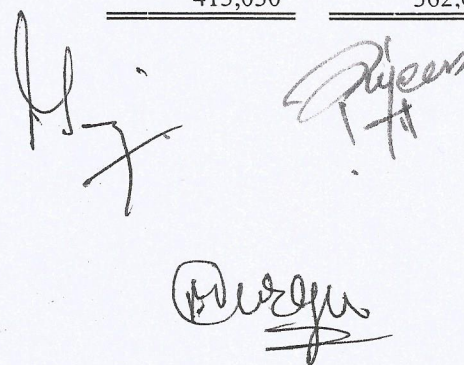
2,730,460

41,457,31445,830,047**8 SHORT TERM PROVISIONS**

Provision for Income Tax

413,030

362,000

413,030362,000



**SKYLINE INDIA LIMITED**

**NOTES FORMING PART OF FINANCIAL STATEMENTS  
AS AT 31ST MARCH 2013**

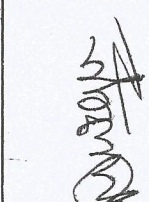
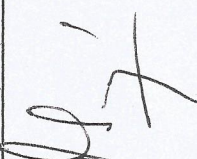
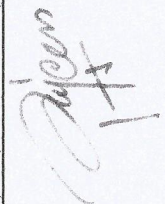
**Tangible Assets as on 31st March, 2013**

**Note - 9**

PARTICULARS	GROSS BLOCK		DEPRECIATION		NET W.D.V.	
	As on 01.04.2012	Addition 31.03.2013	As on 01.04.2012	Addition 31.03.2013	As on 31.03.2013	As on 31.03.2012
Trucks & Trailers	173,666,630	2,900,932	176,567,562	69,766,035	32,906,517	102,672,552
Vehicles	350,286	-	350,286	350,186	-	350,186
Computer	18,850	-	18,850	15,498	3,056	18,554
Total	174,035,766	2,900,932	176,936,698	70,131,719	32,909,573	103,041,292
					73,895,406	103,904,047

**Tangible Assets as on 31st March, 2012**

PARTICULARS	GROSS BLOCK			DEPRECIATION		NET W.D.V.	
	As on 01.04.2011	Addition	As on 31.03.2012	As on 01.04.2011	Addition	As on 31.03.2012	As on 31.03.2011
Trucks & Trailers	121,014,575	52,652,055	173,666,630	39,483,654	30,282,381	69,766,035	81,530,921
Vehicles	350,286	-	350,286	350,186	-	350,186	100
Computer	18,850	-	18,850	12,442	3,056	15,498	6,408
Total	121,383,711	52,652,055	174,035,766	39,846,282	30,285,437	70,131,719	81,537,429

*Handwritten signatures and initials:*  
  
  




**SKYLINE INDIA LIMITED****NOTES FORMING PART OF FINANCIAL STATEMENTS  
AS AT 31ST MARCH 2013****NOTES****10 LONG TERM LOANS AND ADVANCES**

(Unsecured, Considered Good)

Security Deposits with Related parties

Security Deposits with Others

**As at 31st  
March, 2013****As at 31st  
March, 2012**

16,500,000

16,500,000

1,066,102

866,102

17,566,10217,366,102**11 TRADE RECEIVABLES**

(Unsecured, considered good unless otherwise stated.)

Trade Receivables outstanding for a period exceeding Six months

Other Trade Receivables

201,610

65,943

16,369,611

13,144,226

16,571,22113,210,169**12 CASH & CASH EQUIVALENTS**

Cash in hand

Cheques in hand

Balance with Banks

Current Accounts

166,493

127,437

297,327

-

4,590,309

4,318,067

5,054,1294,445,503**13 SHORT TERM LOANS & ADVANCES**

(Unsecured and Considered Good)

Advance Recoverable in cash

or in kind or for value to be received

- From Related Party

- From Others

Advance Tax/TDS

MAT credit entitlement

6,925,781

8,738,760

849,992

730,678

69,527

69,527

1,280,235

1,242,650

9,125,53510,781,616



**SKYLINE INDIA LIMITED****NOTES FORMING PART OF FINANCIAL STATEMENTS  
AS AT 31ST MARCH 2013****NOTES****14 REVENUE FROM OPERATION**

	<u>As at 31st March, 2013</u>	<u>As at 31st March, 2012</u>
Sales of Service		
Freight & Hire Charges	281,415,566	258,564,355
	<u>281,415,566</u>	<u>258,564,355</u>

**15 OTHER INCOME**

Interest Received	-	-
Other Non-Operating Income	-	-
	<u>-</u>	<u>-</u>

**16 EMPLOYEE BENEFIT EXPENSES**

Salary, Wages and Bonus	617,250	1,337,232
Staff welfare	-	77,210
	<u>617,250</u>	<u>1,414,442</u>

**17 FINANCE COST**

Finance Charges	8,091,359	10,908,550
Bank Charges	55,100	28,197
	<u>8,146,459</u>	<u>10,936,747</u>

**18 OTHER EXPENSES**

Auditor's Remuneration		
Statutory Audit Fees	67,416	66,180
Rent	463,000	258,000
Insurance	-	-
Amount w/off	30,654	137
Repair & Maintenance	-	1,475,840
Travelling and Conveyance	134,390	857,060
Miscellaneous Expenses	348,755	574,043
	<u>1,044,215</u>	<u>3,231,260</u>