

SOM CONSTRUCTION AND DEVELOPERS LIMITED

27TH ANNUAL REPORT
(2013-2014)

Registered Office:

Dosi Bhawan, Paltan Bazar

Guwahati, Assam-781001

Email Id: investors.scdl@rediffmail.com

CIN: L70101AS1987PLC002748,

Telephone No.: 0361-2544021

CORPORATE INFORMATION

❖ BOARD OF DIRECTORS

Mr. SomArora - Managing Director
Mrs. Pooja Arora – Non Executive Non-Independent Director
Mr. Deepak Kumar–Independent Director
Mr. Manohar Lal - Independent Director
Mr. Sanjay Mehrotra - Independent Director

❖ KEY MANAGERIAL PERSONNEL

Mr. SomArora - Managing Director
Ms. Ankita Sati - Company Secretary
Mr. ShyamuGupta – Chief Financial Officer

❖ AUDIT COMMITTEE

Mr. Sanjay Mehrotra - Chairman
Mr. Som Arora - Member
Mr. Deepak Kumar – Member
Mr. Manohar Lal– Member
Mrs. Pooja Arora - Member

❖ NOMINATION & REMUNERATION COMMITTEE

Mr. Manohar Lal - Chairman
Mr. Som Arora - Member
Mr. Deepak Kumar – Member
Mr. Sanjay Mehrotra - Member

❖ AUDITORS:

M/s. Tandon&Mahendra
Chartered Accountants
14/75, Civil Lines,
Kanpur-208001

❖ REGISTRAR & SHARE TRANSFER AGENTS

M/s MaheshwariDatamatics Private Limited
Reg. Off: 6, Mangoe Lane, 2nd Floor
Kolkata-700001

❖ STOCK EXCHANGE:

The Calcutta Stock Exchange Limited

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SOM CONSTRUCTION & DEVELOPERS LIMITED

Reg. Off.: DosiBhawan, Paltan Bazar, Guwahati, Assam
CIN: L70101AS1987PLC002748, Telephone No.: 0361-2544021
Email Id: investors.scdl@rediffmail.com

NOTICE

Notice is hereby given that the 27TH ANNUAL GENERAL MEETING of **SOM CONSTRUCTION AND DEVELOPERS LIMITED** will be held at the registered office of the company situated at Dosi Bhawan, Paltan Bazar, Guwahati, Assam-781001 on Monday, 29th September, 2014 at 11:30 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements of the Company for the year ended 31st March, 2014 including audited Balance Sheet as on 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date and report of Directors & Auditors' thereon.
2. To re-appoint Mr. Som Arora (Holding DIN 00162268), Director of the Company, who retires by rotation and being eligible offers himself for re-appointment
3. To appoint the Statutory Auditors for a term of three years up to the conclusion of the 30th Annual General Meeting to be held in the year 2017 and fix their remuneration. The retiring Auditors M/s. Tandon & Mahendra, Chartered Accountants are eligible for re-appointment.

"RESOLVED THAT pursuant to provision of Section 139, 142 and other applicable provision, if any, of the Companies Act, 2013 and their corresponding rules and based on the recommendation of the Audit Committee M/s. Tandon & Mahendra, Chartered Accountants (Firm Registration No. 003747C) who have offered themselves for re-appointment and have confirmed their eligibility in terms of provisions of Section 141 of the Companies Act, 2013 and Rule 4 of companies (Audit and Auditors) Rules, 2014 be and are hereby re-appointed as Statutory Auditors of the Company for a period of 3 (three) years, to hold office from the conclusion of this Annual General Meeting until the conclusion of 30th Annual General Meeting, subject to the ratification of such appointment by the members of the Company at every Annual General Meeting held after this Annual General Meeting, on such remuneration, as may be approved by the Board of Directors of the Company.

RESOLVED FURHTER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and /or otherwise considered by them to be in the best interest of the Company."

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ordinary resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the rules framed there under read with Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Deepak Kumar (DIN 00289785), a non-executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for the Independence as provided in Section 149(6) of the Act and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 1 (One) year up to conclusion of the 28th AGM of the Company."

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ordinary resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the rules framed there under read with Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Manohar Lal (DIN 01533283), a non-executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for the Independence as provided in Section 149(6) of the Act and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a term of 1 (One) year up to conclusion of the 28th AGM of the Company.”

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ordinary resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the rules framed there under read with Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sanjay Mehrotra (DIN 05252155), a non- executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for the Independence as provided in section 149(6) of the Act and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a term of 1 (one) year up to conclusion of the 28th AGM of the Company.”

Place: Guwahati
Date: 01.09.2014

By Order of the Board

Sd/-
Som Arora
(Managing Director)
DIN: 00162268

NOTES:

- (i) The relative Statement pursuant to Section 102 of the Companies Act, 2013, with respect to the special business set out in Item Nos. 4 to 7 above, is annexed hereto
- (ii) Detail under Clause 49 of listing agreement with the stock exchange in respect of directors seeking appointment/reappointment at the meeting is being separately annexed hereto.
- (iii) **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other member. The instrument of Proxy, in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolutions/authority, as applicable.
- (iv) The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 22 September, 2014 to Sunday, 28 September, 2014 (both days inclusive).
- (v) Members holding shares in physical form are requested to advise any change of address, bank details etc. immediately to the Company's Registrar and Share Transfer Agents, M/S. Maheshwari Datamatics Private Limited.

(vi) Voting through electronic means:

Pursuant to Clause 35B of the Listing Agreement, the Company is providing facility of e-voting to all members as per the applicable regulations. The voting facility is being provided through e-voting services provided by Central Depository Services (India) Limited (CDSL). The instructions to the members for voting electronically are given in below paragraphs. Such voting facility is in addition to voting that may take place at the meeting venue on September 29, 2014.

A. The instructions for members for voting electronically:-

(i) Log on to the e-voting website www.evotingindia.com

(ii) Click on "Shareholders" tab.

(iii) Now, select "Som Constructions & Developers Limited" from the drop down menu and click on "SUBMIT"

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. • In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) Form Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.
- (xi) Click on the EVSN for 'Som Constructions & Developers Limited'.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and option NO implies that you dissent to the resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print out of the voting done by you by clicking "Click here to print" option on the voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on 'Forgot Password' and enter the details as prompted by the system.
- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
 - They should submit a scanned copy of the registration form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the board resolution and power of attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xviii) The voting period begins on September 23, 2014 (9.00 A.M.) and ends on September 25, 2014 (6.00 P.M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, up to the cut-off date (record date) i.e. up to September 22, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- B. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of September 22, 2014.
- C. Mr. Tanay Ojha, Practicing Company Secretary (Membership No. 29658) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

- D. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forth with to the Chairman of the Company.
- E. The Results shall be declared on or after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on website of CDSL within 2 (two) days of passing of the resolutions at the Annual General Meeting and will be communicated to BSE Limited, ASE limited and UPSE limited.

Place: Guwahati
Date: 01.09.2014

By Order of the Board

Sd/-
Som Arora
(Managing Director)
DIN: 00162268

EXPLANTAORTY STATEMENT

Statement pursuant to section 102 of Companies Act, 2013, in respect of item Nos. 4 , 5 & 6 of the Notice:

ITEM NO. 4

Mr. Deepak Kumar (DIN 00289785), aged 42 years, is Graduate. He joined the Board 01st April 2006. He is non-executive Independent Director of the Company and is considered as an Independent Director under Clause 49 of the Listing Agreement to hold office for a term of 1 (one) year up to conclusion of the 28th AGM of the Company. He has been posing experience of more than 10 years in different fields including FMCG, Real Estate and NBFC business.

Mr. Deepak Kumar is concerned or interested in the Resolution of the accompanying Notice relating to his own appointment.

None of the Directors or Key Managerial Personnel (KMP) (other than Mr. Deepak Kumar) or relatives of directors and KMP is concerned or interested in the Resolution at Item No.4 of the accompanying Notice.

ITEM NO. 5

Mr. Sanjay Mehrotra (DIN 05252155), aged 47 years, is well educated and specialized in field of Leadership, Administration, Marketing and Finance. He joined the Board 6th March 2013. He is non-executive Independent Director of the Company and is considered as an Independent Director under Clause 49 of the Listing Agreement to hold office for a term of 1(one) year up to conclusion of the 28th AGM of the Company. He has experience of more than Five years in Real Estate business.

Mr. Sanjay Mehrotra is concerned or interested in the Resolution of the accompanying Notice relating to his own appointment.

None of the Directors or Key Managerial Personnel (KMP) (other than Mr. Sanjay Mehrotra) or relatives of directors and KMP is concerned or interested in the Resolution at Item No.5 of the accompanying Notice.

ITEM NO. 6

Mr. Manohar Lal (DIN 01533283), aged 68 years, is Graduate. He joined the Board 1st August 2003. He is non-executive Independent Director of the Company and is considered as an Independent Director under Clause 49 of the Listing Agreement to hold office for a term of 1 (one) year up to conclusion of the 28th AGM of the Company. He has been posing experience of more than 15 years in different fields including FMCG, Real Estate, and NBFC business.

Mr. Manohar Lal is concerned or interested in the Resolution of the accompanying Notice relating to his own appointment.

None of the Directors or Key Managerial Personnel (KMP) (other than Mr. Manohar Lal) or relatives of directors and KMP is concerned or interested in the Resolution at Item No.6 of the accompanying Notice.

**Place: Guwahati
Date: 01.09.2014**

By Order of the Board

**Sd/-
Som Arora
(Managing Director)
DIN: 00162268**

DIRECTOR'S REPORT

To

The Members of **SOM CONSTRUCTION AND DEVELOPERS LIMITED**

Your Directors feel pleasure in presenting their Annual Report of the business and operations together with Annual Accounts of the company for the period ended **31st March, 2014**.

STATE OF COMPANY'S AFFAIRS:

The summary of the financial position of the Company is given here in below: -

PARTICULARS	YEAR ENDED 31.03.2014	YEAR ENDED 31.03.2013
<i>Profit Before Taxation and Depreciation</i>	1,031,389.00	(2,468,949.88)
Depreciation	21,721.00	15,688.00
<i>Profit Before Taxation</i>	1,053,110.29	(2,484,637.88)
Current Tax	1,86,163.00	-
Less: MAT Credit Entitlement	1,86,163.00	-
Net Current Tax	-	-
Deferred Tax written Back	(1,978.00)	6206
<i>Profit after Taxation</i>	1,055,088.29	(2,490,843.88)
Add: - Balance Brought forward from Previous Year	22,890,815.68	25,328,649.56
<i>Profit available for Appropriation</i>	23,945,903.97	22,837,805.68

DIVIDEND

With a view to provide a cushion for any financial contingencies in the future and to strengthen the financial position of the Company, your Directors have decided not to recommend any dividend for the period under review

OPERATIONS:

During the year review the overall performance of the Company was steady and satisfactory. The Company has been mainly carrying on the business of sale and purchase of shares, securities and units. It also earned interest income on FDR's, jobbing profits from shares and interest and dividend from units and mutual funds.

The Company continues to focus its main attention on cost reduction, Assets/Liability - Management and collection. Your company managed to carry out all its business and commercial obligations in time and with dignity.

Your Directors shall continue to put in all efforts to increase the business of the Company and are confident of even better and brighter prospects of the Company.

The Company is considering various possibilities for optimizing the present business activities and also other business proposals, keeping in view the profitability and stability of business of the Company. The Company is also pursuing the possibility into other related activities.

There have not been any material changes and commitments affecting the financial position of the Company between the end of the financial year of the Company and the date Board's Report.

DIRECTORS

During the period under review, Mr. Deepak Kumar, Mr. Manohar Lal and Mr. Sanjay Mehrotra has appointed as an Independent Director as per Companies Act, 2013.

As per section 149(4) of the Companies Act, 2013 (Act), which came into effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as Independent Directors. In accordance with the provisions of section 149 of the Act, Mr. Deepak Kumar, Mr. Manohar Lal and Mr. Sanjay Mehrotra are being appointed as Independent Directors to hold office as per their tenure of appointment mentioned in the Notice of the forthcoming Annual General Meeting (AGM) of the Company.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013. Based on the confirmations received from Directors, none of the Directors are disqualified from appointment under Section 164 of the Companies Act 2013.

Mr. Som Arora, retire by rotation at the ensuing Annual General Meeting and being eligible have respectively offered themselves for reappointment.

AUDITORS REMARK:

The Auditor's Report is self-explanatory and contains no adverse remarks or qualifications and hence no explanation thereof is being given.

LISTING AGREEMENT:

The equity shares of the Company are listed at the The Calcutta Stock Exchange Limited, Kolkata

AUDIT COMMITTEE:

Pursuant to the provisions contained in Section 292 A of the Companies Act, 1956 and clause 49 of Listing Agreement, an Audit Committee of the Company has been constituted. The committee is fully aware of its rights and obligations and has been since its constitution closely monitoring the affairs of the company so far as they affect the company's financial reporting process and the disclose of its financial information to ensure that the financial statement is correct and credible.

NBFC STATUS:

The Company is duly registered with Reserve Bank of India as an NBFC, not accepting public deposits.

Since the Company has neither accepted any deposit nor it intends to accept any deposit hence it has duly been passing appropriate resolution in each financial year.

PARICULAR OF EMPLOYEES:

None of the employees of the company are in receipt of remuneration in excess of the limits as stated in sub-section (2A) or Section 217 of the Companies Act, 1956, and hence no particulars of any employees are being given.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO:

Companies (Disclosure of Particulars in the report of Directors) Rules, 1988 do not apply to the company; however the following information is being set out under this head:

(i) Conservation of Energy:

The operations of the Company are not energy intensive yet, but besides that all possible measures shall be taken to conserve the energy in all related areas.

(ii) Technology Absorption & Research And Development:

The Company has not imported any technology, and has not established any separated research and development unit, however the Company shall always kept itself updated with latest technological innovations by way of constant communications and personal discussions with the experts.

(iii) Foreign Exchange Earning And Outgo:

During the year under review there was no a foreign exchange earnings or outgo.

CHANGE IN THE NATURE OF THE COMPANY'S BUSINESS ETC:

There has not been any change in the nature of the Company's business or in the class of the business in which the company has an interest. Company has no subsidiary.

BUY BACK:

The Company has not bought back any shares during the financial year.

DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to sub section (2AA) of Section 217 of the Act the Directors declare as under,

1. That in the preparation of Annual Accounts for the year ended 31.03.2014, the applicable Accounting Standards have been followed and there was no departure has been made therefrom.
2. That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for the same period.
3. That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
4. That the Directors have prepared the annual accounts on a going concern basis.

Directors have exercised their responsibility for the accuracy of the financial statements based on the accounting systems, policies and procedures designed to provide reasonable assurance of the reliability of financial records. Such controls based on established policies and procedures are implemented by the trained and skilled personnel of the Company.

CORPORATE GOVERNANCE:

As per the requirement of clause 49 Listing Agreement of the Company has to necessarily comply with the Corporate Governance norms as per the said clause. Accordingly the company has duly complied with the Corporate Governance norms to the extent and in the manner as set out in the Report on Corporate Governance annexed herewith which forms part of this report.

SECRETARIAL AUDIT REPORT

In Compliance with the directives issued by the Securities and Exchange Board of India (SEBI), Secretarial Audit Report by a practicing company secretary at specified periodicity and the reports are being submitted to Stock Exchange.

DEMATERIALISATION OF EQUITY SHARES:

The equity shares of the Company may be dealt in dematerialized form. The shareholders are requested to send their share certificate through their depository participants for having their shares in electronic form.

ACKNOWLEDGEMENT

Your Directors wish to place on record their appreciation and thanks for the cooperation, support and assistance extended by shareholders, employees, associates, customers, Bankers, Government Agencies and all other concerns.

Place: Guwahati
Date: 01.09.2014

By Order of the Board of Directors

Sd/-
Som Arora
(Chairman)

ANNEXURE TO THE DIRECTORS REPORT:**REPORT ON CORPORATE GOVERNANCE**

Corporate Governance is the application of best management practices, compliance of law and adherence to ethical standards to achieve the Company's objective of enhancing shareholders' value and discharge of social responsibility. The Corporate Governance structure in the company assigns responsibilities and entrust authority among different participants in the organisation viz. the Board of Directors, the Senior management, Employees, etc. The Company has adopted Corporate Governance and disclosure practices even before these were mandated legislations.

Keeping in view the Company's corporate traditions, we are fully committed to follow the procedures and practices in conformity with the clause 49 of the listing agreement of the Stock Exchanges, as applicable. Your Directors present the Company's report on Corporate Governance as under: -

Mandatory Requirements**COMPANY'S PHILOSOPHY ON THE CODE OF GOVERNANCE**

The Company's essential character revolves around values based on transparency, integrity, professionalism and accountability. At the highest level, the company continuously endeavours to improve upon these aspects on an ongoing basis and adopts innovative approaches for leveraging resources, converting opportunities into achievements. Our philosophy on Corporate Governance envisages attainment of absolute transparency, accountability and equity in all facets of its operations and in all its interactions with shareholders, employees and Government departments.

BOARD OF DIRECTORS

The company has optimum combination of Executive, Non-executive Directors and Independent directors to ensure the independent functioning of the Board.

The functions of the Board include formulation of strategic business plans, budgets, setting up of goals and evaluation of performance, approving corporate philosophy and mission, monitoring corporate performance against strategic business plans, overseeing operations, recruitment of senior management personnel, review of material investment and fixed assets transactions, ensuring compliance with laws and regulations, keeping shareholders informed regarding plans, strategies and performance of the Company and other important matters.

The Board has constituted one Audit committee as per clause 49 of the Listing Agreement which is chaired by Non - Executive Director.

During the financial year 2013-14, 6 (Six) Board Meetings were held on

- 1) 05th April, 2013
- 2) 28th May, 2013
- 3) 30th July, 2013
- 4) 29th October, 2013
- 5) 06th November, 2013
- 6) 30th January, 2014

The last AGM was held on 26th September 2013. The composition of Board of Directors, their attendance at the Board Meetings held during the year and at last Annual General Meeting as also number of directorships and chairmanships/ memberships of committee of each director held in various Companies as at March 31st, 2014 is:-

AUDIT COMMITTEE

The Audit Committee has been constituted as per Section 292-A of the Companies Act, 1956 and the guidelines set out in the Listing Agreement with Stock Exchanges. The Audit Committee inter-alia provides assurance to the Board on the existence and adequacy of an effective internal control system. The terms of reference of the Audit Committee include the following: -

To hold discussion with Auditors periodically about:

- Internal control system and compliance thereof.
- Scope of audit including observations of the auditors.
- Review of the quarterly, half yearly and annual financial statements before submission to the Board.
- Any other matter as may be referred by the Board.

The Audit Committee is further responsible for: -

- Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- Reviewing with the management the annual financial statements with primary focus on accounting policies and practices, compliance with accounting standards and guidelines of stock exchange(s), major accounting entries, qualifications in draft audit reports, related party transactions & the going concern assumption.
- Holding discussions with external auditors to ascertain any area(s) of concern.
- Reviewing the Company's financial and risk management strategies.

The statutory auditors of the Company are invited to attend the meetings where at the Audit committee holds discussion with the statutory auditors on the quarterly account subjected to their Limited Review, yearly audit plan, matters relating to compliance with Accounting standards, their observations on matter arising out of annual audit and other related matters.

During the financial year 2013-14, the Audit Committee met four times as per the Paragraph II of Clause 49 of the Listing Agreement on the following dates:

- 1) 28th May, 2013
- 2) 30th July, 2014
- 3) 29th October, 2014
- 4) 30th January, 2014

All the members of Audit Committee attended the committee meeting.

SHAREHOLDERS/INVESTORS GRIEVANCE COMMITTEE

(a) Terms of Reference:

The Committee has been formed to look into redressal of shareholders / Investors complaints relating to transfer of shares, non-receipt of balance sheet, non-receipt of dividend and credit of shares in connection with the recent Public Issue of the Company or any other matters, as also to approve requests requiring issue of new share certificates.

(b) Composition:

The Committee comprises of Two Non-Executive Directors namely **Sh. ManoharLal** (Chairman of the Committee) & **Sh. Deepak Kumar** and one executive Director **Sh. SomnArora**. The Committee met two times during the year and the attendance of the members at the meeting was as follows:

Name of the Members	Status	No. of Meetings Held	No. of Meetings attended
Sh. Manohar Lal	Chairman	2	2
Sh. Som Arora	Member	2	2
Sh. Deepak Kumar	Member	2	2

During the year, the Company had not received any complaints relating to transfer/transmission of shares, dematerialization of shares, issue of duplicate share certificates, non-receipt of shares certificate after endorsement, non- receipt of Dividend allotment of shares, Refunds etc. from the shareholders/investors which were replied / resolved. There was no transfer of shares pending as on 31st March, 2014.

NOMINATION & REMUNERATION COMMITTEE

(a) Terms of reference:

The Committee has been constituted to exercise all powers specified in the Companies act, 1956 and the listing agreement with the Stock Exchange in relation to the appointment and remuneration of executive Directors.

(b) Composition:

The Committee Comprises of three Non-Executive Directors namely **Sh. Sanjay Mehrotra, Sh. Deepak Kumarm & Sh. Manohar Lal Bajaj** and one executive director **Sh. Som Arora**.

The Committee met one time during the year and the attendance of members at the meeting was as follows: -

Name of the Members	Status	No. of Meetings held & attended
Sh. Manohar Lal Bajaj	Chairman	1
Sh. Som Arora	Member	1
Sh. Deepak Kumar	Member	1
Sh. Sanjay Mehrotra	Member	1

DETAILS OF REMUNERATION PAID TO DIRECTORS FOR THE YEAR 2013 - 14.

Mr. SomArora, Managing Director, was paid a salary of Rs. 1,00,000/- (Rupees One Lacs only) during the Year 2013-14 and no other remuneration was paid to any other Non - executive director.

REMUNERATION POLICY

Remuneration of employees consists of basic salary and perquisites. Remuneration to employees is based on their qualification, experience, responsibilities held and their performance.

The objective of the remuneration policy is to motivate employees to excel in their Performance, recognize their contribution, retain talent in the organization and reward Merits.

GENERAL BODY MEETINGS

Details of location, time and date of the General Body Meetings held during the last three years is as follows: -

Nature of the Meeting.	Meeting Date	Location	Time
AGM	26 th September, 2013	DosiBhawan, Paltan Bazar, Guwahati, Assam-781001	4:30P.M.
AGM	29 th September, 2012	DosiBhawan, Paltan Bazar, Guwahati, Assam-781001	5:00P.M
AGM	30 th September, 2011	DosiBhawan, Paltan Bazar, Guwahati, Assam-781001	09:30 A.M.

No resolution has been passed through postal ballot.

DISCLOSURES

- a) There were no transactions of material nature with the promoters, directors or the management of their subsidiaries or relatives etc. potentially conflicting with company's interest at large, during the year. The register of contracts containing the transactions in which directors are interested is placed before the Board regularly for its approval.
- b) There were no instances of non-compliance by the Company on any matter related to capital markets during the last four years.

The Company did not get any qualification from its Auditors for its accounts for the year 2013-14.

CEO / CFO CERTIFICATION

The Board has laid down the code of conduct for all Board members and senior management of the company. All Board members and senior management personnel shall affirm compliance with the code of conduct. As required under the Listing Agreement, a Certificate duly signed by Mr. Shyamu Gupta was placed before the Board of Directors.

MEANS OF COMMUNICATION

The Company ensures that its quarterly and annual financial results are sent to the concerned Stock Exchange immediately after the same have been considered and taken on record by the Board of Directors. The company also ensures that its quarterly financial results are normally published in **AjirDanikBatori**.

GENERAL SHAREHOLDER INFORMATION**Annual General Meeting:**

Date : 29th September, 2014

Day : Monday

Time : 11:30A.M.

Venue : Dosi Bhawan, Paltan Bazar, Guwahati, Assam-781001

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

As required under the Listing Agreement, a certificate from the Statutory Auditors of the Company regarding compliance of conditions of Corporate Governance by the Company has been obtained which is annexed to this Report.

Book Closure Period: - 22.09.2014 to 28.09.2014 (both days inclusive).

Listing of Shares:

The equity share of the Company is listed at The Calcutta Stock Exchange Limited., 7, Lyons Range, Kolkata -700001. The Company is getting a delisted from The Guwahati Stock Exchange Limited due to shut down of Stock exchange.

Share Price Data:-

There has been no trading of shares at the The Calcutta Stock Exchange Limited during the last financial year. Hence no data is available.

Share Transfer System:-

M/s. Maheshwari Datamatics Private Limited is acting as the Registrar and Transfer Agent of the Company. Share transfer requests are processed within 30 days of receipt by Registrar and Transfer Agent.

In compliance with the listing guidelines, every six months, the share transfer system is audited by a practicing Company Secretary and certificates to that effect are issued by him.

Distribution of Shareholding:-

S.No.	Category of shareholder	Number of shareholders	Total number of shares	Percentage of total number shareholding
				As a percentage of
1.	Promoter and Promoter Group	2	5836368	78.12%
2.	Bodies Corporate	77	1271912	17.02%
3.	HUF	13	1900	.03%
4.	Individuals	583	3,60,600	4.83%

Dematerialization:

The Company has entered into necessary agreements with NSDL and CDSL (Depositories) for dematerialization of shares held by the investors.

Demat ISIN No. in NSDL & CDSL: Equity Shares – INE853C01010

As on 31st March 2014 73.51% shares are dematerialized

Address for correspondence:

Company Office

Ms. Ankita Sati,
Compliance Officer
Dosi Bhawan, Paltan Bazar,
Chatribari, Kamrup,
Guwahati-781001
Email: investors.scdl@rediffmail.com

Registrar & Transfer Agent

MaheshwariDatamatics Private Limited
6, Mangoe Lane,
IInd Floor,
Kolkata -700001

ANNEXURE TO THE DIRECTORS REPORT

AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT

To the members of Som Construction & Developers Limited,

We have examined the compliance of conditions of Corporate Governance by Som Construction & Developers Limited for the year ended March 31, 2014 as stipulated in clause 49 of the Listing Agreement of the said company with Stock Exchange in India.

The Compliance with the conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedure and implementation thereof, adopted by the company for ensuring compliance with the conditions of the corporate governance as stipulated in the said clause.

It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and explanations given to us and the representations made by the Directors and the Management, we certify that the company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement.

We 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.

For **Tandon & Mahendra**
Chartered Accountants

Sd/-
Mahendra Nath
(Partner)
M. No. 72826
14/75, Civil Lines,

Place: Kanpur
Date: 01.09.2014

ANNEXURE TO THE DIRECTORS REPORT

DECLARATION TO CODE OF CONDUCT

To,

The Members,
Som Construction & Developers Limited,

Declaration by the Managing Director on the code of conduct as prescribed under clause 49 of the Listing Agreement.

I hereby confirm that all Board Members and Senior Management personnel have conveyed their acceptance to the "Code of Business Conduct and Ethics for Board Members and Senior Management".

Sd/-
SomArora
(Managing Director)
DIN: 00162268

Place: Guwahati
Date: 01.09.2014

ANNEXURE TO THE DIRECTORS REPORT

CFO CERTIFICATION

To,

The Board of Directors,
Som Construction & Developers Limited

I, the undersigned, in my capacity as Managing Director of the Som Construction & Developers Limited ('the Company'), to the best of my knowledge and belief certify that:

- a) I have reviewed the financial statements and the cash flow statement for the year ended on 31st March, 2014 and based on our knowledge and belief, I state that:
 - 1) these statements do not contain any materially untrue or omit any material fact or contain any statement that might be misleading;
 - 2) these statements together present a true and fir view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) I further state that to the best of my knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) I am responsible for establishing and maintaining internal controls and for evaluating the effectiveness of the same over the financial reporting of the company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design and operation of internal controls, if any, of which I am aware and the steps taken or propose to be taken to rectify these deficiencies.
- d) I have indicated to the Auditors an Audit committee that:
 - 1) There has not been any significant change in internal control over financial reporting during the year under reference.
 - 2) There has not been any significant changes in accounting policies during the year requiring disclosure in the notes to the financial statements; and
 - 3) I am not aware of any material instances during the year of significant fraud and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Sd/-
Shyamu Gupta
(Chief Financial Officer)

Place: Guwahati
Date: 01.09.2014

INDEPENDENT AUDITOR'S REPORT

To,
The Members of
Som Construction & Developers Limited.,

Report on the Financial Statements

We have audited the accompanying financial statements of Som Construction & Developers Limited ("the Company"), which comprise the Balance Sheet as at March 31st, 2014, 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 31st, 2014;
- b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

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 31st, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31st, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
 - f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

For Tandon & Mahendra
Chartered Accountants
FRN: 003747C

Sd/-
(Mahendra Nath)
(Partner)
M. No. 072826
Place: Guwahati
Date: 26.05.2014

ANNEXURE TO THE AUDITORS REPORT

- 1 (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - (b) All the assets have been physically verified by the management during the year and there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
 - (c) According to the information and explanation and on examination of Books of Accounts, company has not disposed off substantial part of Fixed Assets during the Year.
- 2 (a) The Company is dealing in shares and securities which has been verified by the management from time to time from the demat account and other records of the company.
 - (b) In our opinion the procedures of verification of shares and securities are adequate and reasonable in relation to the size of the company and nature its business.
 - (c) The company is maintaining proper records of inventory. No discrepancies were noticed on physical verification between the inventory and the book records.
- 3 (a) There are three parties listed in the register maintained under section 301 of the Companies Act, 1956, to whom the Company has granted Loan. The maximum amount involved during the year was Rs. 290.70 Lacs (P.Y 902.70 Lacs) and the yearend balance of such loan was Rs. 165.70 Lacs (P.Y 190.70 Lacs).
 - (b) In our opinion, the rate of interest and other terms and conditions on which loans have been granted to companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956 are not, prima facie, prejudicial to the interest of the company.
 - (c) The parties have repaid the principal amounts as stipulated but as the loan has been given on interest free basis therefore there is no question of repayment of interest.
 - (d) There is no overdue amount of loans granted to companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956.
 - (e) The Company has not taken any Loans Secured or Unsecured from the other companies listed in the register maintained under section 301 of the Companies Act, 1956, hence clause iii (e) to (g) of paragraph 4 of the Companies (Auditors' Report) Order 2003 as amended by Companies (Auditors' Report) Order 2004 are not applicable.
- 4 In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
- 5 (a) According to the information and explanations given to us, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.
 - (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts of arrangements entered in the register maintained under section 301 of the Companies Act, 1956 in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- 6 As per the information and explanation given to us and as per our examination of books of accounts, the company has not taken any deposit, hence there is no contravention of the provisions of Section 58A, 58AA or any other relevant provisions of the Companies Act, 1956.
- 7 In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
- 8 The Central Government has not prescribed the maintenance of cost records in respect of the Company under section 209 (1) (d) of the Companies Act, 1956.
- 9 (a) The company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education protection fund, employee's state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, Cess and other material statutory dues applicable to it.

- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, sales tax, service tax, custom duty, excise duty and Cess were in arrears, as at 31.03.2014 for a period of more than six months from the date they became payable.
- 10 In our opinion, the company does not have any accumulated losses as at the year end. The company has not incurred cash losses during the financial year covered by our audit but cash losses have been incurred in the immediately preceding financial year.
- 11 In our opinion and according to the information and explanations given to us, the company has not taken any loan from the financial institution, bank or debenture holders.
- 12 According to the information and explanations given to us, the company has not granted loan and advances on the basis of security by way of pledge of shares, debentures and other securities.
- 13 In our opinion, the company is not a chit fund or a nidhi/ mutual benefit fund/society. Therefore, the provisions of clause xiii (a) to (d) of the Companies (Auditor's Report) Order, 2003 as amended by Companies (Auditor's Report)(Amendment) Order, 2004 are not applicable to the company.
- 14 The Company has maintained proper records of transactions and contracts in respect of trading in shares, securities and other investments and timely entries have been made therein. All shares, securities and other investments have been held by the Company in its own name.
- 15 As per the explanation and as per the records of the company, no guarantee has been given by the company for loans taken by others.
- 16 In our opinion and as per the records of the company, the company has not taken any term loans.
- 17 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 used for long term investments.
- 18 According to the information and explanations given to us and as per the records of the company, no allotment of preferential shares have been made during the year to the parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
- 19 During the period covered by our audit report, the company has not issued any debentures requiring report under this clause.
- 20 No public issue has been made by the company during the financial year.
- 21 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.

Dated : 26th May, 2014
Place : Guwahati

For Tandon & Mahendra
Chartered Accountants
Firm Reg.No.003747C

Sd/-
Mahendra Nath
Partner
Memb. No. 072826

M/S SOM CONSTRUCTION & DEVELOPERS LIMITED

CIN: L70101AS1987PLC002748

BALANCE SHEET AS AT 31st MARCH, 2014

PARTICULARS	NOTE	Amount in Rs.	
		As at 31 March 2014	As at 31 March 2013
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	7,47,07,800.00	7,47,07,800.00
(b) Reserves and Surplus	3	16,30,49,013.45	16,19,49,451.16
(2) Non-Current Liabilities			
(a) Long Term Borrowings	4	-	1,93,50,000.00
(b) Deferred Tax Liabilities (Net)	5	9,053.00	11,031.00
(c) Long Term Provision	6	4,43,277.00	4,87,751.00
(3) Current Liabilities			
(a) Other Current Liabilities	7	2,29,578.84	2,00,518.00
(b) Short Term Provisions	8	1,86,163.00	-
Total		23,86,24,885.29	25,67,06,551.16
II. ASSETS			
(1) Non-current Assets			
(a) Fixed Assets			
(i) Tangible Assets	9	49,472.29	71,193.29
(b) Non-current Investments	10	4,31,00,000.00	4,31,00,000.00
(c) Long Term Loans and Advances	11	17,73,10,614.00	19,51,00,298.00
(2) Current Assets			
(a) Inventories	12	1,04,00,450.00	1,06,46,941.85
(b) Cash and Cash Equivalents	13	17,82,152.14	19,73,220.14
(c) Short Term Loans and Advances	14	59,48,580.45	53,87,904.45
(d) Other Current Assets	15	33,616.41	4,26,993.43
Total		23,86,24,885.29	25,67,06,551.16
		-	-
Significant Accounting Policies	1		
Notes are an integral part of the financial stat	2-37		

AS PER OUR REPORT OF EVEN DATE ATTACHED

For TANDON & MAHENDRA

Firm Regn No. 003747C

Chartered Accountants

Sd/-

(Mahendra Nath)

PARTNER

Membership No.. 72826

PLACE : Guwahati

DATE : 26.05. 2014

For and on behalf of the Board

FOR M/S SOM CONSTRUCTION & DEVELOPERS LIMITED

Sd/-

Som Arora

Managing Director

(DIN:00162268)

Sd/-

Ankita Sati

Company Secretary

Sd/-

Pooja Arora

Director

(DIN:00162235)

Sd/-

Shyamu Gupta

Chief Financial Officer

M/S SOM CONSTRUCTION & DEVELOPERS LIMITED

CIN: L70101AS1987PLC002748

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH, 2014

PARTICULARS	NOTE	Amount in Rs.	
		Year Ended 31-March 2014	Year Ended 31-March 2013
I REVENUE:			
Revenue From Operations	16	13,33,49,978.27	2,09,77,337.66
Other Income	17	3,04,237.61	3,40,660.10
Total Revenue		13,36,54,215.88	2,13,17,997.76
II EXPENSES :			
Purchases of Stock in Trade	18	12,86,05,751.00	3,08,28,965.03
Changes in Inventories of Stock in Trade	19	2,46,491.85	(1,06,46,941.85)
Employee Benefit Expenses	20	18,88,256.00	17,38,684.00
Depreciation and Amortization Expenses	9	21,721.00	15,688.00
Other Expenses	21	18,38,885.74	18,66,240.46
Total Expenses		13,26,01,105.59	2,38,02,635.64
III PROFIT BEFORE TAX FROM CONTINUING OPERATIONS (There is no discontinuing operation)		10,53,110.29	(24,84,637.88)
Less : Tax Expenses :			
1) Current Tax		1,86,163.00	-
Less: MAT Credit Entitlement		1,86,163.00	-
Net Current Tax		-	-
2) Deferred Tax		(1,978.00)	6,206.00
IV PROFIT FOR THE YEAR		10,55,088.29	(24,90,843.88)
V BASIC & DILUTED EARNING PER SHARE (in Rs.)			
(a) Basic		0.14	(0.33)
(b) Diluted		0.14	(0.33)
Notes are an integral part of the financial statements.	1		
Notes are an integral part of the financial stat	2-37		

AS PER OUR REPORT OF EVEN DATE ATTACHED

For TANDON & MAHENDRA

Firm Regn No. 003747C

Chartered Accountants

For and on behalf of the Board

FOR M/S SOM CONSTRUCTION & DEVELOPERS LIMITED

Sd/-

(Mahendra Nath)

PARTNER

Membership No.. 72826

PLACE : Guwahati

DATE : 26.05.2014

Sd/-

Som Arora

Managing Director

(DIN:00162268)

Sd/-

Ankita Sati

Company Secretary

Sd/-

Pooja Arora

Director

(DIN:00162235)

Sd/-

Shyamu Gupta

Chief Financial Officer

M/S SOM CONSTRUCTION & DEVELOPERS LIMITED

		(Amount in Rs)			
Particulars		As at 31 March 2014		As at 31 March 2013	
Note:2	SHARE CAPITAL				
	AUTHORISED : 75,00,000 Equity Shares of Rs.10/- each (P.Y.75,00,000 Equity Shares of Rs.10/- each)	7,50,00,000.00		7,50,00,000.00	
	ISSUED, SUBSCRIBED AND PAID UP : 74,70,780 Equity Shares of Rs.10/- each fully paid up (P.Y.74,70,780 Equity Shares of Rs.10/- each fully paid up)	7,47,07,800.00		7,47,07,800.00	
	TOTAL	7,47,07,800.00		7,47,07,800.00	
2.1.	Reconciliation of the number of shares and amount outstanding at the beginning and at the end of reporting period	As at 31st March, 2014		As at 31st March, 2013	
		Number of shares	Amount (Rs.)	Number of shares	Amount (Rs.)
	Equity Share of Rs.10/- each fully paid up:-				
	Opening Balance	74,70,780	7,47,07,800	74,70,780	7,47,07,800
	Closing Balance	74,70,780	7,47,07,800	74,70,780	7,47,07,800

2.2	Details of shares held by shareholders holding more than 5% shares	As at 31st March, 2014		As at 31st March, 2013	
		Number of shares held	holding %	Number of shares held	holding %
	Equity Share of Rs.10/- each fully paid up:-				
	1.Mr. Som Arora	3273721	43.82%	3273721	43.82%
	2.Mrs.Pooja Arora	2562647	34.30%	2562647	34.30%

2.3 The company has only one class of shares referred to as equity shares having a par value of Rs. 10/-.

2.4 Each holder of equity shares is entitled to one vote per share.

Particulars		As at 31 March 2014	As at 31 March 2013
Note:3	Reserves and Surplus:		
	(a) General Reserve		
	As per last Balance Sheet	12,89,27,837.93	12,89,27,837.93
	Add : Transferred from Statement of Profit & Loss	-	-
	Less : Utilised during the year	-	-
	Closing balance	12,89,27,837.93	12,89,27,837.93
	(b) Special Reserve		
	As per last Balance Sheet	1,01,30,797.55	1,01,30,797.55
	Add : Transferred from Statement of Profit & Loss	2,11,100.00	-
	Less : Utilised during the year	-	-
Closing balance	1,03,41,897.55	1,01,30,797.55	

(c) Profit & Loss Account - As per account annexed		
As per last Balance Sheet	2,28,90,815.68	2,53,28,649.56
Add-Profit for the year	10,55,088.29	(24,90,843.88)
	2,39,45,903.97	2,28,37,805.68
Less-Appropriations		
Contingent Provision against Standard Assets	(44,474.00)	(53,010.00)
Transfer to Special Reserve	2,11,100.00	-
Closing balance	2,37,79,277.97	2,28,90,815.68
TOTAL	16,30,49,013.45	16,19,49,451.16

M/S SOM CONSTRUCTION & DEVELOPERS LIMITED

(Amount in Rs)		
Particulars	As at 31 March 2014	As at 31 March 2013
Note:4 Long Term Borrowings:		
Unsecured Loans :		
Other Loans and advances		
a) Inter-corporate Loans	-	1,93,50,000.00
	-	1,93,50,000.00
4.1. Unsecured Loan:		
a) Unsecured Loans as above are interest free loan repayable on demand though as per the mutual understanding with the parties, they are not repayable within 12 months from the Balance Sheet date		
b) Default in repayment of principal- Nil		

Particulars	As at 31 March 2014	As at 31 March 2013
Note:5 Defferred Tax Liabilities (Net)		
Defferred Tax Liabilities		
Difference between Written Down Value of fixed assets as per the books of accounts and Income Tax Act, 1961	9,053.00	11,031.00
TOTAL	9,053.00	11,031.00

Particulars	As at 31 March 2014	As at 31 March 2013
Note:6 Long Term Provisions		
Contingent Provision against Standard Assets	4,43,277.00	4,87,751.00
TOTAL	4,43,277.00	4,87,751.00

Particulars	As at 31 March 2014	As at 31 March 2013
Note:7 Other Current Liabilities		
Other Payable		
Outstanding liabilities for expenses	2,29,578.84	2,00,518.00
TOTAL	2,29,578.84	2,00,518.00

Particulars	As at 31 March 2014	As at 31 March 2013
Note:8 Short Term Provisions		
Provision for Current Tax.	1,86,163.00	-
TOTAL	1,86,163.00	-

M/S SOM CONSTRUCTION & DEVELOPERS LIMITED

		(Amount in Rs)	
Particulars		As at 31 March 2014	As at 31 March 2013
Note:11	Long Term Loans and Advances (Unsecured, Considered Good)		
	Other Loans and Advances		
	Advances recoverable in cash or in kind or for value to be received	17,73,10,614.00	19,51,00,298.00
	TOTAL	17,73,10,614.00	19,51,00,298.00

Particulars		As at 31 March 2014	As at 31 March 2013
Note:12	Inventories (At cost or net realizable value which ever is lower)		
	Trading Items (Shares)	1,04,00,450.00	1,06,46,941.85
	TOTAL	1,04,00,450.00	1,06,46,941.85

Particulars		As at 31 March 2014	As at 31 March 2013
Note:13	Cash & Cash Equivalent		
	Cash & Bank Balances:		
	(a) Cash in hand and in transit	10,36,757.87	12,78,691.87
	(b) Balances with Scheduled Banks		
	a) IDBI Bank Ltd. (For Govt. Dues)	23,668.00	27,847.00
	b) IDBI Bank Ltd.	7,21,726.27	6,66,681.27
	TOTAL	17,82,152.14	19,73,220.14

Particulars		As at 31 March 2014	As at 31 March 2013
Note:14	Short Term Loans and Advances (Unsecured Considered Good)		
	Other Loans and Advances		
	Advance Income Tax, Tax Deducted at Source & MAT Credit	5,60,676.10	6,24,316.10
	Income Tax Refunds Due	53,87,904.35	47,63,588.35
	TOTAL	59,48,580.45	53,87,904.45

Particulars		As at 31 March 2014	As at 31 March 2013
Note:15	Other Current Assets		
	Other Receivables	33,616.41	4,26,993.43
	TOTAL	33,616.41	4,26,993.43

Particulars		Year Ended 31-March 2014	Year Ended 31-March 2013
Note:16	Revenue from Operations		
	Sale of Shares	12,97,82,960.27	1,75,93,069.66
	Intt on Loan - Sheel Buildcon Pvt. Ltd.	35,67,018.00	33,84,268.00
	TOTAL	13,33,49,978.27	2,09,77,337.66

Particulars		Year Ended 31-March 2014	Year Ended 31-March 2013
Note:17	Other Income		
	Interest on FDR IDBI Bank	1,78,105.00	58,889.10
	Interest on Income Tax Refund	-	506.00
	Dividend Income	1,23,942.50	2,81,265.00
	Income Tax Refund A.Y. 2012-13	2,190.00	-
	Sundry Expenses Written off	0.11	-
	TOTAL	3,04,237.61	3,40,660.10

Particulars		Year Ended 31-March 2014	Year Ended 31-March 2013
Note:18	Purchases of stock in trade		
	Purchases of Shares	12,86,05,751.00	3,08,28,965.03
	TOTAL	12,86,05,751.00	3,08,28,965.03

M/S SOM CONSTRUCTION & DEVELOPERS LIMITED

		(Amount in Rs)	
Particulars		Year Ended 31-March 2014	Year Ended 31-March 2013
Note:19	Changes in Inventories of Stock-In-Trade		
	Opening stock (trading items-shares)	1,06,46,941.85	-
	Closing stock (trading items-shares)	1,04,00,450.00	1,06,46,941.85
	TOTAL	2,46,491.85	(1,06,46,941.85)

Particulars		Year Ended 31-March 2014	Year Ended 31-March 2013
Note:20	Employee Benefit Expenses		
	Salaries, Wages and Bonus	6,62,966.00	5,17,369.00
	Directors Remuneration	12,00,000.00	12,00,000.00
	Staff welfare and Other Expenses	25,290.00	21,315.00
	TOTAL	18,88,256.00	17,38,684.00

Particulars		Year Ended 31-March 2014	Year Ended 31-March 2013
Note:21	Other Expenses		
	Advertisement	45,648.00	39,315.00
	Books & Periodicals	7,115.00	4,925.00
	Postage & Telegram Expenses	3,269.00	1,845.00
	Demat Expenses (Investment)	-	19,397.57
	Demat Expenses (Trading)	1,124.00	1,124.00
	Miscellaneous Expenses	7,755.00	5,926.18
	Printing & Stationery	21,515.00	19,935.00
	Auditor's Remuneration	40,787.00	41,535.00
	Bank Charges	60.00	225.00
	Office Maintenance Expenses	22,780.00	20,200.00
	Other Charges	2,32,906.79	-
	Legal Expenses	12,210.00	1,748.00
	Listing Fees	63,539.50	63,539.50
	Security Transation Tax (Investment)	-	65,313.00
	Security Transation Tax (Trading)	1,88,395.00	46,946.00
	Professional Charges	13,483.00	13,483.00
	Rent	12,000.00	12,000.00
	Loss on sale of investments	-	1,68,937.90
	Loss on settlement of derivatives	11,66,298.45	13,39,845.31
	TOTAL	18,38,885.74	18,66,240.46

Note 22	CONTINGENT LIABILITIES :- As per the management estimate and belief there is no contingent liability as at 31.03.2014 (Previous Year Nil).		
Note 23	In the opinion of the Board, the Current assets, loans and advances are approximately of the value stated, if realized in the ordinary course of business and provision for all known liabilities are made.		
Note 24	Loans and advances includes Rs. 290.70 Lacs (P.Y.Rs. 190.70 Lacs) advanced to a Company in which the director of the Company is a director.		
Note 25	As per the information available with the company no amount is due to Micro, Small and Medium Enterprise as defined under the Micro, Small and Medium Enterprise Development Act, 2006.		
Note 26	DEFERRED TAX: Consequent to the Accounting Standard-22 on "Accounting for Taxes on Income", the deferred tax of Rs. 1978/- (Cr) (P.Y. 6206/- Dr) is recognized in the Profit & Loss in the Profit & Loss Account. Deferred Tax Assets and Liabilities (As shown in the brackets below) comprises of following tax effects:		
		(Rs. In Lacs)	
	Particulars	Year Ended 31.03.2014	Year Ended 31.03.2013
	Fixed Assets	(9,053.00)	(11,031.00)
	Carry Forward Losses	-	-
	Total	(9,053.00)	(11,031.00)
Note 27	AUDITOR'S REMUNERATION		
	Particulars	Year Ended 31.03.2014	Year Ended 31.03.2013
	(a) For Audit Fee	20764.00	20764.00
	(b) For Tax Audit	16315.00	16315.00
	(c) For Other Matters	3708.00	4456.00
	Total	40,787.00	41,535.00
Note 28	RELATED PARTY DISCLOSURE: Related Party Disclosures in accordance with the Accounting Standards (AS-18) 'Related Party Disclosure', issued by the Institute of Chartered Accountants of India are as under : (i) Names of related parties and description of relationship : Key Management Personnel & Substantial Share Holder 1.Som Arora 2.Pooja Arora The Company under took the following transactions with the related party during the year:		
	Name of the Party	Transaction	Amount (Rs)
	1. Som Arora	Directors Remuneration	12.00 Lacs (P.Y.12.00 Lacs)
Note 29	EARNING PER SHARE:		
	Earning Per Share :	For the year ended 31.03.2014	For the year ended 31.03.2013
	(a) Profit after tax (Profit attributable to Equity Shareholders)	1055088.29	-2490843.88
	(b) Weighted average nos. of Equity Shares for Basic / Diluted	7470780.00	7470780.00
	(c) Nominal Value of Equity Share (in Rs.)	10.00	10.00
	(d) Basic Earning per Equity Share (in Rs.)	0.14	-0.33
	(e) Diluted Earning per Equity Share (in Rs.)	0.14	-0.33
Note 30	A contingent provision against standard assets has been created at @0.25% of the outstanding standard assets in terms of RBI circular. Movement in contingent provision against standard assets during the year is as under:		
	Particulars	For the year ended 31.03.2014	For the year ended 31.03.2013
	Opening Balance	487751.00	540761.00
	Addition during the year	-44474.00	-53010.00
	Closing Balance	443277.00	487751.00

Note 31	The Company is predominatly engaged in NBFC business. There is no other business or geographical segments with in the meaning of Accounting Standard-17 issued by the Institute of Chartered Accountants of India.		
Note 32	Disclosure regarding quantitative details of traded goods (shares) is as follows;		
	Items	Quantity For the year ended 31.03.2014	Quantity For the year ended 31.03.2013
	Shares:		
	Stock at the beginning of the year	87739.00	0
	Purchase during the year	857105.00	154845.00
	Sale during the year	783724.00	67106.00
	Stock at the end of the year	161120.00	87739.00
Note 33	Balances are subject to confirmation and reconciliation , if any.		
Note 34	The Company has been transferred an amount of Rs.2,11,100/- to Special Reserve during the year, which was created in terms of Section 45 IC of the Reserve Bank of India Act,1934.		
Note 35	Expenditure in foreign currency: Nil		
Note 36	Earning in foreign currency: Nil		
Note 37	The figures of previous year have been regrouped / recast wherever considered necessary to make them comparable with those of current year		

For TANDON & MAHENDRA

Firm Regn NO. 003747C
Chartered Accountants

Sd/-

(Mahendra Nath)

PARTNER

Membership No.. 72826

PLACE : Guwahati

DATE : 26.05.2014

Sd/-

Som Arora

Managing Director

(DIN:00162268)

Sd/-

Ankita Sati

Company Secretary

For and on behalf of the Board

FOR M/S SOM CONSTRUCTION & DEVELOPERS LIMITED

Sd/-

Pooja Arora

Director

(DIN:00162235)

Sd/-

Shyamu Gupta

Chief Financial Officer

M/S SOM CONSTRUCTION & DEVELOPERS LIMITED

PARTICULARS		QUANTITY (NOS.)		AMOUNT (In Rs.)	
		AS AT 31.03.2014	AS AT 31.03.2013	AS AT 31.03.2014	AS AT 31.03.2013
10	Non Current Investment (at Cost)				
	A. Unquoted - Non Trade				
	up				
	NAS Buildcon Pvt. Ltd. of Rs.10/-	1745000.00	1745000.00	17450000.00	17450000.00
	Velox Projects Pvt. Ltd. of Rs.10/-	2495000.00	2495000.00	24950000.00	24950000.00
	Sarthak Retailers Pvt. Ltd. of Rs.10/-	70000.00	70000.00	7,00,000.00	7,00,000.00
	TOTAL			4,31,00,000.00	4,31,00,000.00

M/S SOM CONSTRUCTION & DEVELOPERS LIMITED

NOTE:9 FIXED ASSETS

(Amount in Rs.)

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 31.03.13	Additions	Transfer	As at 31.03.14	Up To 31.03.13	For the year	Adjustment	Up To 31.03.14	As at 31.03.14	As at 31.03.13
Tangible Assets										
Computers	1,05,500.00	-	-	1,05,500.00	1,05,026.68	189.00	-	1,05,215.68	284.32	473.32
Air Conditioner	27,450.00	-	-	27,450.00	23,072.06	609.00	-	23,681.06	3,768.94	4,377.94
Gen Set Honda	1,21,915.00	-	-	1,21,915.00	1,00,969.75	2,913.00	-	1,03,882.75	18,032.25	20,945.25
Electric Equipments	1,100.00	-	-	1,100.00	936.58	23.00	-	959.58	140.42	163.42
Furniture	4,858.00	-	-	4,858.00	4,375.64	87.00	-	4,462.64	395.36	482.36
Computer Accessories	20,000.00	-	-	20,000.00	3,989.00	6,404.00	-	10,393.00	9,607.00	16,011.00
Laptop	35,900.00	-	-	35,900.00	7,160.00	11,496.00	-	18,656.00	17,244.00	28,740.00
TOTAL	3,16,723.00	-	-	3,16,723.00	2,45,529.71	21,721.00	-	2,67,250.71	49,472.29	71,193.29
PREVIOUS YEAR	2,60,823.00	55,900.00	-	3,16,723.00	2,29,841.71	15,688.00	-	2,45,529.71	71,193.29	30,981.29

SOM CONSTRUCTION AND DEVELOPERS LTD

Fixed Assets Annexure as per Income Tax, 1961

Assessment Year 2014-15

S.No.	NAME OF ASSE'	DEP. RATE	OP. WDV	PURCHASE		TOTAL SALE	DEP.	CL WDV	
				1stHalf	2nd Half				
1	Computers	60%	22366.07	-	-	22,366.07	-	13,420.00	8,946.07
2	Office Equipments	15%	11723.18	-	-	11,723.18	-	1,758.00	9,965.18
3	Furniture	10%	1403.75	-	-	1,403.75	-	140.00	1,263.75
TOTAL			35,493.00			35,493.00		15,318.00	20,175.00

Som Construction & Developers Limited

CIN: L70101AS1987PLC002748

Dosi Bhawan ,Palton Bazar, Guwahati

Cash Flow Statement For the Year Ended on 31st, March, 2014

Particulars	Amount (Rs.) Current Year	Amount (Rs.) Previous Year
<u>A Cash Flow from Operating Activities</u>		
Net Profit Before Tax	10,53,110.29	(24,84,637.88)
Adjustments For:		
Depreciation	21,721.00	15,688.00
(Profit)/Loss on Sale of Non Current Investments	-	1,68,937.90
Interest Income	(1,78,105.00)	(59,395.10)
Dividend Income	(1,23,942.50)	(2,81,265.00)
Operating Profit before Working Capital Changes	7,72,783.79	(26,40,672.08)
Adjustments For:		
(Increase)/Decrease in Long Term Loans & Advances	1,77,89,684.00	2,10,60,208.00
(Increase)/Decrease in Short Term Loans & Advances	(3,74,513.00)	(79,397.10)
(Increase)/Decrease in Other Current Assets	3,93,377.02	(1,05,695.94)
(Increase)/Decrease in Inventories	2,46,491.85	(1,06,46,941.85)
Increase/ (Decrease) Other Current Liabilities	29,060.84	10,479.00
Cash Generated from Operations	1,88,56,884.50	75,97,980.03
Adjustments For:		
Direct Taxes Paid	-	(5,55,175.00)
Cash flow before extraordinary items	1,88,56,884.50	70,42,805.03
Adjustments For:		
Extraordinary items	-	-
Net Cash From Operating Activities (A)	1,88,56,884.50	70,42,805.03
<u>B Cash Flow From Investing Activities</u>		
Net Sale/(Purchase) of Non Current investments	-	(2,64,59,217.11)
Net Sale/(Purchase) of Fixed Assets	-	(55,900.00)
(Profit)/Loss on Sale of Non Current Investments	-	(1,68,937.90)
Interest Received	1,78,105.00	59,395.10
Dividend Received	1,23,942.50	2,81,265.00
Net Cash From Investing Activities (B)	3,02,047.50	(2,63,43,394.91)
<u>C Cash Flow From Financing Activities</u>		
Increase/(Decrease) in Share Capital	-	-
Increase/(Decrease) in Long Term Borrowing	(1,93,50,000.00)	1,93,50,000.00
Net Cash From Financing Activities (C)	(1,93,50,000.00)	1,93,50,000.00
Net Increase in Cash & Cash Equivalents (A+B+C)	(1,91,068.00)	49,410.12
Cash & Cash Equivalents at the beginning of the year	19,73,220.14	19,23,810.02
Cash & Cash Equivalents at the end of the year	17,82,152.14	19,73,220.14

Notes:(1) Figures in Brackets represents outflows.

For Som Construction & Developers Ltd.

PLACE:GUWAHATI
DATED:26.05.2014

Sd/-
Som Arora
Managing Director
(DIN:00162268)

Sd/-
Pooja Arora
Director
(DIN:00162235)

Sd/-
Ankita Sati
Company Secretary

Sd/-
Shyamu Gupta
Chief Financial Officer

Auditor's Certificate

To,
The Board of Directors,
Som Construction & Developers Ltd.

We have examined the above Cash Flow Statement of M/s. Som Construction & Developers Ltd. for the financial year ended on 31st March, 2014. The statement has been prepared by the company in accordance with the requirement of clause 32 of listing agreement entered into with stock exchanges and is based on and in agreement with the corresponding Profit & Loss A/c. and Balance Sheet of the company covered by our Audit Report of 26th May 2014, to the members of the company.

**For Tandon & Mahendra
Chartered Accountants**

Date : 26.05. 2014.
Place : GUWAHATI

Sd/-
Mahendra Nath
(Partner)
Memb.No.72826

SOM CONSTRUCTION AND DEVELOPERS LIMITED

(CIN: L7010AS1987PLC002748)

Reg. Office: Dosi Bhawan, Paltan Bazar, Guwahati, Assam-781001

Telephone No. 0361-2544021

Email: investors.scdl@rediffmail.com

27th ANNUAL GENERAL MEETING

Reg. Folio/DP& Client No. _____ No. of Shares Held:

I certify that I am a registered Shareholder/Proxy for the registered shareholder of the Company. I hereby record my presence at the 27th Annual General Meeting of the Company at the Registered Office of the Company at Dosi Bhawan, Paltan Bazar, Guwahati, Assam at 11:30 AM on Monday, the 29th September, 2014.

Members Name _____

Proxy(s) Name _____ Members/Proxy's Signature

Note: 1. please fill this attendance slip and hand it over at the entrance of the Hall.

2. Members/Proxy Holders/Authorised Representatives are requested to show their Photo ID proof for attending the Meeting

3. Authorized Representatives of Corporate members shall produce proper authorization issued in their favour.

PROXY FORM

Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(2) of the Companies (Management and Administration) Rules 2014

Name of the member(s):-.....

Registered Address.....

Email ID.....Folio No/Client ID.....DPID.....

I/We, being the member(s), holding.....shares of the above named company, hereby appoint

1. Name.....Address.....Email.....

.....Signature.....or failing him

2. Name.....Address.....Email.....

.....Signature.....or failing him

3. Name.....Address.....Email.....

.....Signature..... as my/our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the Company, to be held on the 29th September, 2014 at 11.30 A.M at Dosi Bhawan, Paltan Bazar, Guwahati, Assam and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No	Resolutions	For	Against
1.	Adoption of Annual Accounts and Reports thereon for the financial Year ended March 31, 2014		
2.	Reappointment of Mr. Som Arora		
3.	Appointment of Auditors and fixing their Remuneration		
4.	Appointment of Mr. Deepak Kumar as an Independent Director		
5.	Appointment of Mr. Manohar Lal as an Independent Director		
6.	Appointment of Mr. Sanjay Mehrotra as an Independent Director		

Signed this day of.....2014

Signature of Shareholder.....

Signature of Proxy Holder(s)

Affix 1
Rupee
Revenue
Stamp

Note: This form duly filled up, stamped and signed by the appointer or his attorney duly authorized in writing or if the appointer is a Body Corporate, under the seal or signed by an attorney duly authorized by it shall be deposited at the Registered Office of the Company along with the power of Attorney, if any under which the proxy form is signed, not less than 48 hours before time fix for Annual General Meeting.