

PENTACLE CONSULTANTS (I) PRIVATE LIMITED
Registered Office: 122/12th FLOOR, YUGDHARMA TOWER, OPP. INORBIT MALL,
GOREGAON (WEST), MUMBAI 400 104

NOTICE

Notice is hereby given that the 7th Annual General Meeting of the Members of **PENTACLE CONSULTANTS (I) PRIVATE LIMITED** will be held on **Monday, 30th September, 2013** at its Registered Office at 122/12th FLOOR, YUGDHARMA TOWER, OPP. INORBIT MALL, GOREGAON (WEST), MUMBAI 400 104, at 2.00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Balance Sheet as at 31st March, 2013 and Profit and Loss Account for the year ended March 31, 2013 and the Reports of the Directors' and Auditor's thereon.
2. To appoint a Director in place of Mr. Arun Kelkar who is liable to retire by rotation and being eligible offers herself for re-appointment
3. To appoint a Director in place of Mr. Milind Kulkarni who is liable to retire by rotation and being eligible offers herself for re-appointment
4. To appoint the Auditors' and to fix their remuneration.

For and on behalf of the Board of Directors

Place: Mumbai
Date : 02/09/2013

Sd/-
Mahendra More
CHAIRMAN.

PENTACLE CONSULTANTS (I) PRIVATE LIMITED
Registered Office: 122/12th FLOOR, YUGDHARMA TOWER, OPP. INORBIT MALL,
GOREGAON (WEST), MUMBAI 400 104

NOTES:

1. 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.
2. THE PROXY FORM SHOULD BE LODGED WITH THE COMPANY AT ITS REGISTERED OFFICE AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

DIRECTORS' REPORT

Your Directors have pleasure in presenting their 7th Annual Report together with the Audited Statements of Accounts of the Company for the period ended 31st March, 2013.

FINANCIAL HIGHLIGHTS:

During the period under review, the Company earned a Net Profit after tax of Rs. 31,21,923/-.

DIVIDEND:

Your Board of Directors have decided to plough back the distributable profits for further expansion of the Company and hence do not recommend any dividend for the year under review.

DIRECTORS:

Mr. Arun Kelkar and Mr. Milind Kulkarni retire at the ensuing Annual General Meeting and being eligible offers themselves for re-appointment.

SUBSIDIARIES:

ASTRA HOMES PRIVATE LIMITED:

The Audited Statement of Accounts along with the Director's Report of Astra Homes Private Limited for the year ended 31st March, 2013 are separately attached as required under the provision of Section 212 of the Companies Act, 1956.

AUDITORS:

M/s. Shinde Nayak & Associates, Chartered Accountants, Mumbai, Statutory Auditors of the Company retire at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

FIXED DEPOSITS:

The Company has invited/accepted deposits including any unsecured loans from the Directors falling within the purview of Section 58A of the Act read with the Companies (Acceptance of Deposits) Rules, 1975 during the financial year. However, the said unsecured loans which were enjoyed by the Company are from exempted category covered under Clause 2 (b) (iv) and (ix) of the Companies (Acceptance of Deposits) Rules, 1975.

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

There are no disclosures under Conservation of Energy, Technology under the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988. The information required under the provisions of Section 217(1)(e) of the Companies Act, 1956 read with Rule 2 of the Companies (Disclosures of particulars in

the Report of Board of Directors) Rules, 1988 relating to the Conservation of Energy and Technology Absorption is not been given, since the Company is not engaged in any manufacturing activity.

The foreign exchange earnings and outgo are reported to be Nil.

PARTICULARS OF EMPLOYEES:

The Company has no employees of the specified categories under Section 217 (2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, as amended upto date.

DIRECTORS' RESPONSIBILITY STATEMENT as required pursuant to newly inserted Sec. 217(2AA):

- a]. that in the preparation of annual accounts for the year ended March 31, 2013, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b]. that the directors had selected such accounting policies and applied them consistently and made judgments and estimated 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 that period.
- c]. that the directors had taken proper and sufficient care for the 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]. that the annual accounts are prepared on a going concern basis.

SECRETARIAL COMPLIANCE CERTIFICATE:

The Secretarial Compliance Certificate pursuant to second proviso of sub-section (1) of Section 383A of Companies (Amendment) Act, 2000, and sub-rule (1) of rule (3) of the Companies (Compliance Certificate) Rules, 2000, received from Practicing Company Secretary is enclosed with this report by way of an Annexure.

ACKNOWLEDGEMENTS:

The Board wishes to express appreciation and place on record its gratitude for the faith reposed in and co-operation extended to the Company by financial institutions. Your Directors also place on record their appreciation of sincere services rendered by the employees of the Company.

For and on behalf of the Board of Directors

Place: Mumbai
Date: 02/09/2013

SD/-
Mahendra More
CHAIRMAN.

STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956 RELATING TO SUBSIDIARY COMPANY

1.	Name of the Subsidiary	:	Astra Homes Private Limited
2.	Financial Year of the Subsidiary Company ended on	:	April 1, 2012 to March 31, 2013
3	Holding Company		Pentacle Consultants (I) Private Limited
4.	Holding Company's Interest	:	Holders of 9800 Equity Shares of Rs.10/- each
	Extent of Holding		98.00 %
5.	Net aggregate Profit less, losses of the Subsidiary Company so far as it concerns the Members of Pentacle Consultants (I) Private Limited Dealt with in the accounts of Pentacle Consultants (I) Private Limited amounted to : a) For the subsidiary's financial year ended March 31, 2012 b) for previous financial years of the Subsidiary. Not Dealt with in the accounts of Pentacle Consultants (I) Private Limited amounted to : a) for the subsidiary's financial year ended March 31, 2013 (Amount in Rupees) b) for previous financial years of the Subsidiary since it became Subsidiary of Pentacle Consultants (I) Private Limited	: : : : : :	Nil Nil Profit of Rs.34,15,765/- Profit of Rs. 85,63,812/-

For and on behalf of the Board of Directors

Place: Mumbai
Date: 02/09/2013

SD/-
Mahendra More
CHAIRMAN.



CA. Pravin Shinde
B.Com, LL.B, F.C.A.
CA. L.V. Nayak
B.Com, F.C.A.
CA. Neelam A. Shinde
B.Com, A.C.A.

Shinde//Nayak

A N D A S S O C I A T E S

CHARTERED ACCOUNTANTS

AUDITOR'S REPORT

To

THE BOARD OF DIRECTORS

PENTACLE CONSULTANTS (I) PVT. LTD.

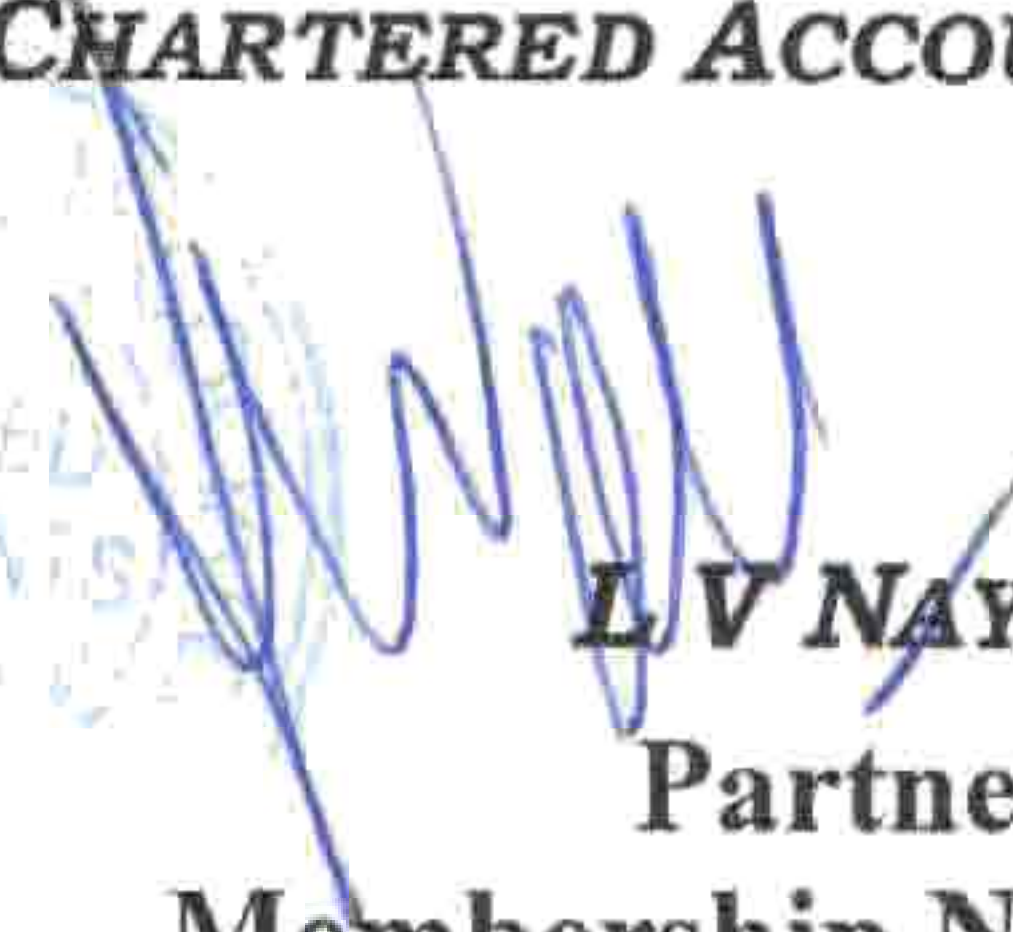
1. We have audited the attached Balance Sheet of **PENTACLE CONSULTANTS (I) PVT. LTD.** as at March 31, 2013 and also the Profit and Loss account for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 (as amended) issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to above, we report that:
 - I. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - II. 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;
 - III. The balance sheet, profit and loss account dealt with by this report are in agreement with the books of account;

3, Venu Apartment, Kesar Baug Compound, Opp. Shinde Wadi, Off Dr. Ambedkar Road, Dadar (E), Mumbai - 400 014.

Tel No. : 2410 5352, 2413 4364 • Fax No. : 91-22-2415 5297 • E-mail : shinde_p@vsnl.com • Website : www.shindenayak.com

- IV. In our opinion, the balance sheet, profit and loss account dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956.
- V. On the basis of the written representations received from the directors, as on March 31, 2013, and taken on record by the Board of Directors, we report that 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.
- VI. In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;
- 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.

For SHINDE NAYAK & ASSOCIATES
CHARTERED ACCOUNTANTS


L.V. NAYAK
Partner

Membership No. 104221

PLACE : MUMBAI
DATE : 02-09-2013.

Annexure to Auditor's Report

Annexure referred to in paragraph 3 of our report to the members of **PENTACLE CONSULTANTS (I) PVT. LTD.** for the year ended **31st March, 2013.**

As required by the companies (Auditor Report) Order, 2003 and amendments thereto and according to the information and explanations given to us during the course of the audit and on the basis of such checks of the books and records as were considered appropriate we report that:

- (i)
 - a) The company has maintained proper record showing full particulars including quantitative details and situations of fixed assets.
 - b) According to the information and explanation given to us, all the assets have been physically verified by the management in accordance with a phased programme of verification, which in our opinion is reasonable, considering the size and the nature of business. The frequency of verification is reasonable and no material discrepancies have been noticed on such physical verification.
 - c) The assets disposed during the year are not significant and therefore do not affect the on going concern assumptions.
- (ii) The company does not have any stock, hence the requirement of clause 4(ii) of the inventories is not applicable to the company for this year.
- (iii) The Company has granted unsecured loans to 7 parties covered in the register maintained under section 301 of the Companies Act, 1956. The balance of loan granted to such parties As on 31st March, 2013 was Rs.34,93,938
The Company has received unsecured loans from 5 parties covered in the register maintained under section 301 of the companies Act, 1956. The balance of loan taken from such parties As on 31st march, 2013 was Rs.82,67,010.
- (iv) According to the information and explanation given to us, there are adequate internal control systems commensurate with the size of the company and the nature of its business. During the course of our audit no major weakness has been observed in the internal control system.
- (v) According to the information and explanation given to us, the transactions made in pursuance of contract or arrangements that need to be entered into the register maintained under section 301 of the Companies Act, 1956 has been recorded in the register.
- (vi) In our opinion and according to the information and explanation given to us, the company has not accepted any deposits from the public within the meaning of the sections 58A, 58AA or any other relevant provision of the Act and the rules framed there under any directives report issued by the Reserve Bank of India. No order in relation thereto has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal.



- (vii) In our opinion, the Company has formal internal audit system commensurate with its size and nature of its business.
- (viii) The Central Government has not prescribed for maintenance of cost records under section 209 (1) (d) of the Companies Act, 1956 in respect of the activities carried on by the company.
- (ix) According to the records of the company, the undisputed statutory dues including Income Tax have regularly deposited with the appropriate authorities. There are no undisputed amount payable in respect of such statutory which have remained outstanding as at 31st March, 2013 for a period more than six months from the date they became.
- x) The company does not have accumulated losses and has not incurred cash losses during the financial year covered by the audit and in the immediately preceding financial year.
- xi) According to the information and explanation given to us, the Company has not defaulted in repayment of its dues to banks and financial institutions.
- xii) According to the information and explanation given to us, the company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures or other securities.
- xiii) In our opinion the Company is not a Chit Fund, Nidhi Fund or Mutual Benefit Fund/Societies and therefore, the provisions of clause 4(xiii) of the Order are not applicable to the company.
- xiv) In our opinion and according to the information and explanations given to us, the company is not dealing or trading in shares, securities, debentures and other investments. Accordingly, provisions of clause 4(xiv) of the Order are not applicable to the Company.
- xv) In our opinion and according to the information and explanations given to us, the company has not given any guarantee for loan taken by others from banks and financial institutions.
- xvi) The Company has not taken any term loans and therefore clause (xvi) of Para 4 of the Order is not applicable.
- xvii) On an overall examination the Balance Sheet of the company and according to the information and explanations given to us, we report that no fund raised on short term basis have been used for long term investment.
- xviii) In our opinion and according to the information and explanations given to us, the company has not issued any equity shares and debentures during the year.



- xix) In our opinion and according to the information and explanation given to us, the company has not issued any debentures and therefore clause (xix) of Para 4 of the order is not applicable.
- xx) In our opinion and according to the information and explanations given to us, the company has not raised any money by way of public issue during the year.
- xxi) To the best of our knowledge and belief and in our opinion and according to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.

For **SHINDE NAYAK & ASSOCIATES**
CHARTERED ACCOUNTANTS

PLACE : MUMBAI

DATE : 2ND SEPTEMBER, 2013.


(CA. L. V. NAYAK)
PARTNER
Membership No. 104221

PENTACLE CONSULTANTS (I) PVT. LTD.
Balance Sheet as at 31st March, 2013

Particulars	Note No	As at March 31, 2013 (RS)	As at March 31, 2012 (RS)
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	II	1000000	1000000
(b) Reserves and Surplus	III	46320271	44067734
(3) Non-Current Liabilities			
(a) Long-term borrowings	IV	81352618	79944108
(b) Deferred tax liabilities (Net)		-	-
(c) Other Long term liabilities		-	0
(d) Long term provisions		-	-
(4) Current Liabilities			
(a) Short-term borrowings		-	-
(b) Trade payables	V	2046534	1945986
(c) Other current liabilities	VI	8486451	1807038
(d) Short-term provisions	VIII	2331583	4337222
Total		141537457	133102089
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	VII	13401723	15721671
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
(b) Non-current investments	IX	53262037	54346533
(c) Deferred tax assets (net)		1110900	735466
(d) Long term loans and advances	X	55298692	51799254
(e) Other non-current assets		-	-
(2) Current assets			
Current investments		-	-
Inventories		-	-
(c) Trade receivables	XI	10683613	1605154
(d) Cash and cash equivalents	XII	3293120	2901279
(e) Short-term loans and advances	XIII	3786481	4512572
(f) Other current assets	XIV	700892	1480160
Total		141537457	133102089

Significant Accounting Policies & Notes on Financial Statements (I To XVIII)

SHINDE NAYAK & ASSOCIATES
 CHARTERED ACCOUNTANTS
 FIRM REGISTRATION NO. 119906W

(L. V. NAYAK)
 PARTNER
 MEM. NO. 104221
 PLACE : MUMBAI
 DATE : 02/09/2013

Mr. Mahendra More
 (DIRECTOR)

Mrs. Pallavi More
 (DIRECTOR)

Notes Forming Part Of Balance Sheet As On 31.03.2013

	AS ON 31.03.2013	AS ON 31.03.2012
Note No. II - Share Capital		
(a) Authorised 100000 Equity Shares of Rs. 10 each	1000000	1000000
(b) Issued 100000 Equity Shares of Rs. 10 each	1000000	1000000
	1000000	1000000
ADDITIONAL INFORMATION :		
2.1 Reconciliation of number of shares outstanding		
Shares outstanding at the beginning of the year (Number)	1,00,000	1,00,000
Shares issued during the year (Number)	-	-
Shares outstanding at the end of the year (Number)	1,00,000	1,00,000
2.2 Details of Shareholders holding more than 5% of the issued Shares		
ne of the Share Holders :	Total Shares	Total Shares
Mahendra More	50,000	50,000
Pallavi More	50,000	50,000
	1,00,000	1,00,000
Note No. III - Reserve & Surplus		
Opening Balance	44067734	35706009
(+) Current Year Profit	3121923	8563812
(-) Short provision for S.A.Tax	869387	-202087
	46320271	44067734
Note No. IV - Long Term Borrowings		
Unsecured Other Loans	81352618	79944108
	81352618	79944108
Note No. V - Trade Payable		
Sundry creditors	2046534	1945986
	2046534	1945986
Note No. VI - Other Current Liabilities		
(a) Statutory Dues	501474	642494
(b) Other payable	708321	720042
(c) Advance from Customers	418156	444502
(d) Other Deposits	6858500	0
	8486451	1807038
Note No. VIII - Short Term Provisions		
Provision for Tax	2318906	3643185
Provision for Service Tax	12677	694037
	2331583	4337222

4:

11:



Note No. IX - Non Current Investments

FDR with Syndicate bank

3018218

2797008

FDR with Axis Bank

1194294

0

Shares of Jana Seva Sahakari Bank Ltd

525

525

Astra Homes Pvt. Ltd(Equity Share Unquoted)

49000000

49000000

Shorty Capon Fashion Corporation Pvt Ltd

0

2500000

Stalwart Buildcon Pvt. Ltd.

49000

49000

53262037**54346533****Note No. X - Long Term Loans & Advances**

Loan To Related Parties

52607617

20031109

Others Unsecured Advances

2691075

31768145

55298692**51799254****Note No. XI - Trade Receivable****10683613**

1605154

10683613**1605154****Note No. XII - Cash & Cash Equivalents**

Cash Balance

903499

521181

Balance with Banks

Axis bank Ltd. (Bldg repairs)

286701

268496

Axis bank Ltd. (Consultancy)

553052

535785

Cotak Mahindra Bank

1549105

1553474

Syndicate bank

762

22343

3293120**2901279****Note No. XIII - Short Term Loans & Advances**

Others

82937

0

Advance to Creditor

3703544

4512572

TDS FOR AY 2013-14

3786481**4512572****Note No. XIV - Other Current Assets**

EMD Deposits

700892

1480160

700892**1480160**

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PENTACLE CONSULTANTS (I) PVT. LTD.

Notes Forming Part Of Balance Sheet As On 31.03.2013

Note No. VII - Fixed Assets

Description	Gross Block			Depreciation / Ammortisation				Net Block	
	Balance As At 01.04.2012	Additions	Deduction/ Adjustment	Balance As At 31.03.2013	Balance As At 01.04.2012	Additions	Deduction /	Balance As At 31.03.2013	Balance As At 31.03.2012
Tangible Assets									
Office III	12294140	0	0	12294140	2726032	* 956811	0	8611297	9568108
EPABX System	78520	0	0	78520	39975	5362	0	33183	38545
Motor Vehicles	9744679	0	0	9744679	3792612	1540990	0	4411077	5952067
Furniture & Fixtures	202172	195000	0	397172	159105	37208	0	200859	43067
Computer printer	44600	0	0	44600	29569	6012	0	9019	15031
Air Conditioner	26300	0	0	26300	8659	2454	0	15187	17641
Tea Coffee Machine	16031	0	0	16031	6099	993	0	8939	9932
Computer	407326	109659	0	516985	330047	74775	0	112162	77279
Intangible Assets									
Total	22813768	304659	0	23118427	7092098	2624605	0	13401723	15721671
Previous Year									

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