

NOTICE

To,
The Shareholders

NOTICE is hereby given that the **NINETEENTH ANNUAL GENERAL MEETING OF SHANTANU SHEOREY AQUAKULT LTD.** will be held at Registered office at Tarabai Hall, 97, Shivprasad Building, Marine Drive Mumbai 400 002 on Saturday 29th September, 2012 at 10.00 a.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended March 31, 2012 and the Balance Sheet and Cash Flow statement as at that date and the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Nayantara Katkar Sheorey, who retires by rotation and being eligible for re-appointment.
3. To appoint M/s Motilal & Associates, Chartered Accountants, Mumbai as Auditors of the Company in place of retiring Auditor K. R. Thanawalla, Chartered Accountant, Mumbai to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

RESOLVED THAT M/s Motilal & Associates, Chartered Accountants, Mumbai (Firm registration No 106584W) be and is hereby appointed as Auditors of the Company to hold the office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Board of Directors in consultation with the Auditors.

By Order of the Board of Directors,
For SHANTANU SHEOREY AQUAKULT LIMITED


SHANTANU SHEOREY
Director

Place: Mumbai
Date: 4 September 2012

NOTES

- (a) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. As per the provisions of the Companies Act, 1956, facility for making nomination is available for Members of the Company in respect of shares held by them. The members, who wish to nominate a person, may furnish the required details to the Company in prescribed form.

- (b) The Register of members of the Company will remain closed from 27th September 2012, to 29th September 2012 (both days inclusive). The Transfer Books of the Company will also remain closed for the aforesaid period.
- (c) Members desiring any information on Accounts are requested to write to the Company at least one week before the Meeting so as to enable the Management to keep the information ready. Replies will be provided only at the Meeting
- (d) Members/Proxies should bring the attendance slip sent herewith, duly filled in, for attending the Meeting.
- (e) Shareholders are requested to kindly bring their copies of Annual Report to the Meeting.
- (f) As required in terms of paragraph VI (A) of Clause 49 of the Listing Agreement, the details of the directors retiring by rotation and eligible for reappointment is furnished below:

Name of Director	Mrs. Nayantara Katkar Sheorey
Date of Birth/Age	48
Expertise	Commercial artists
Qualification	Graduate
Other directorship	Sidkim Construction Pvt. Ltd
Chairman/Members of the Committee in other Companies	None
No of shares held in the Company	37310

By Order of the Board of Directors,
For SHANTANU SHEOREY AQUAKULT LIMITED


SHANTANU SHEOREY
Director

Place: Mumbai
Date: 4 September 2012

DIRECTORS REPORT TO THE MEMBERS



Your Directors present their NINETEENTH ANNUAL REPORT together with the Audited Statement of the Accounts for the year ended 31st March 2012.

1. FINANCIAL RESULTS:

	<u>2011-12</u> (Rs. in Lakhs)	<u>2010-11</u> (Rs. In Lakhs)
Other Income	28.57	-
Total Expenditure	<u>21.58</u>	<u>(0.41)</u>
Profit / (Loss) for the year before Tax	7.09	(0.41)
Tax Expense	-	-
Profit/(Loss) for the year after Tax	<u>7.09</u>	<u>(0.41)</u>
Balance brought forward	<u>(1784.05)</u>	<u>(1783.64)</u>
Balance Carried to Balance Sheet	<u>(1776.96)</u>	<u>(1784.05)</u>

2. DIVIDEND:

In view of carried forward loss for the year under report, your Directors do not recommend any Dividend.

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3. PERFORMANCE & OPERATIONS :

In the financial years 2005-06 and 2006-07 consortium banks sold off entire project i.e. farm land including structures and ancillary assets standing on it and Hatchery land together with the structures and ancillary assets/material stocks on the land including moveable assets related to farm division under Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002.

Company feels that the said properties are disposed off at a throw away price, since the actual cost of farm land and hatchery land including structures and ancillary assets standing on them were much higher. Company is of the opinion that the price realized on sale of said assets are much below the ongoing market rates and hence it was undersold.

Management feels that due to drastic action taken by consortium banks, company's hopes of salvaging the project, suffered a serious setback.

4. CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION etc:

The Company is involved in the aquaculture activities and at present does not have any manufacturing activity. No particulars, therefore, are given in terms of provisions of section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of particulars in the report of the Board of directors) Rules, 1988 relating to energy conservation, technology absorption etc. There is neither foreign exchange outgoing nor foreign exchange earning.

5. PARTICULARS OF EMPLOYEES:

There was no employee in respect of whom information is required to be given pursuant to Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975 as amended up-to-date.

6. DIRECTORS :

Mrs. Nayantara Katkar Sheorey is retiring by rotation at the forthcoming Annual General Meeting and being eligible, offer herself for reappointment.

7. FIXED DEPOSITS :

Your Company has not accepted any fixed deposit during the year under review which falls under the definition of Section 58 A of the Companies Act, 1956 and rule made there under.



8. REVOCATION OF SUSPENSION :

The Company has complied with the all the requirements of stock exchange and filed the application for revocation of suspension of trading of its equity shares and in this regard company has already received the in-principle approval from stock exchange. Further, company has submitted the required documents along with re-instatements fees to the stock exchange and awaiting the final trading approval for its equity shares in short period.



9. LISTING FEES :

The Company has confirmed that the Annual Listing Fees due to Bombay Stock Exchange Ltd. for the Financial Year 2012 – 2013 has been paid.

10. AUDITORS :

Mr. Kint R. Thanawalla, Chartered Accountant, Mumbai, the statutory Auditors, will retire at the conclusion of the ensuing Annual General meeting and unwilling for re-appointment. M/s Motilal & Associates, Chartered Accountants, Mumbai has given their consent to act as Auditor, if appointed in the forthcoming Annual General Meeting. Company has also received a notice from a member proposing M/s Motilal & Associates as Auditor of the Company.

11. AUDITORS REPORT:

In respect of observation made by the Auditors in their report, your Directors wish to state that respective notes to the accounts are self-explanatory and do not require any further elucidation.

12. CORPORATE GOVERNANCE :

Pursuant to clause 49 of the Listing Agreement with the Stock Exchange, a separate section on Corporate Governance and certificate obtained from Auditors of the Company, for Compliance of Corporate Governance which is annexed to and forms part of this report.

The Board of Directors supports the broad principles of corporate governance. In addition to the basic governance issues, the Board lays strong emphasis on transparency, accountability and integrity.

The Management discussion and analysis and the compliance of corporate governance are annexed to this report.



13. DIRECTORS RESPONSIBILITY STATEMENT :

As required under the provisions of Section 217 (2AA) of the Companies Act, 1956, your Directors report that:

- (i) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) The directors had selected such accounting policies and applied them consistently and made judgements 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 of the Company for the period under review.
- (iii) The Directors have 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;
- (iv) The Directors have prepared the annual accounts on a going concern basis.

14. ACKNOWLEDGEMENTS:

The Board wishes to place on record its appreciation for the hard and dedicated work put in by all the ex - workers/employees' in spite of such a bad position in which Company is pushed into by the banks/institution.

For and on behalf of the Board of Directors,

Place : MUMBAI
Date : 4th September 2012


SHANTANU SHEOREY
Director



ANNEXURE TO THE DIRECTORS' REPORT

Corporate Governance Report

Company's philosophy on code of Governance

The Company believes that good corporate governance is essential to achieve long term goals and also to enhance the shareholders value. The Company engaged in aqua activities and now believes to create value that can sustained over a long term for all its shareholders, customers, government and others.

a. Board of Directors :

The Board of your Company consists of four Directors including non-executive independent Director. All the members of the Board are eminent with sound knowledge and background in different field.

The Board is headed by Shri Shantanu Sheorey.

Name	Category	No of outside Directorship(s) held in Public Limited and Private Limited		No. of Board Committee position held in other Public Limited Companies	
		Private	Public	Chairman	Member
Shantanu Sheorey	Director	2	-	-	-
Nayantara Katkar Sheorey	Director	1	-	-	-
Cyrus Bhot	Non-executive Independent Director	1	-	-	-
Bharat Dashrath Belose	Non Executive Independent Director	-	-	-	-

Board Meetings and procedure

The Board of Directors of your Company met Seven times during the year on 16th May 2011, 26th July, 2011, 19th August, 2011, 14th November 2011, 12th December, 2011, 10th February 2012 and 30th March, 2012. The details pertaining to the name and category of Directors on the Board, their attendance at the Board Meetings held during the financial year 2011 – 12 and at the last Annual General Meeting of the Company.

Attendance of Directors at Board Meetings and at the Annual General Meeting

Name of the Director	No. of Board Meetings Attended	Whether Attended the Last AGM
Shantanu Sheorey	7	YES
Nayantara Katkar Sheorey	7	YES
Cyrus Bhot	7	YES
Bharat Dashrath Belose	7	YES

b. Audit Committee

The Board of Directors has constituted Audit committee of Directors to exercise powers and discharge function as stipulated in Section 292A of the Companies Act, 1956 During the year four meetings were held on 16.05.11, 26.07.11, 14.11.11 and 10.02.12, all the members had attended all meeting. The role and terms of reference of the audit committee covers the matter specified for audit committees under clause 49 of the listing agreement and provisions of Companies Act, 1956. The committee comprises of two Directors and one member who are Non-executive.

The Composition of Audit Committee is as under :

Name of the Members	Category	No. of Meetings Attended
Bharat Belose	Chairman & Director	4
Shantanu Sheorey	Director	4
Cyrus Bhot	Director	4

Terms of reference

The terms of reference of this committee are wide enough covering the matters specified for Audit Committee under Clause 49 of the Listing Agreement as amended.

- Overseeing of the Company's financial reporting process and disclosure of financial information.
- Compliances with banks loan and other regulatory authority with regard to financial statement
- Review of quarterly financial statement ensuring compliances with regulatory guidelines before submission to the Board



- Recommended appointment, removal of statutory auditors and payment of fees to them.
- Statement of significant related party transactions.

c. Remuneration Committee

The Company has not formed a remuneration committee which is a part of non-mandatory code. The remuneration policy of the company is directed towards rewarding performance, based on review of achievements on a periodic basis. The remuneration policy is in consonance with the existing industry practices and the requirements of law. The company does not have any stock option plan or performance linked incentives for its directors. The company has not paid any remuneration to the any of its directors.



d. Shareholders / Investors Grievance Committee

The Board has constituted a share transfer committee consisting of Mr. Shantanu Sheorey, Mr. Bharat Belose and Mr. Cvrus Bhot, and Mr. Cyrus Bhot is designated as Compliance Officer. As on 31st March, 2012 there were no complaints pending and no share transfer pending for registration for more than 30 days as on the said date.

e. General Body Meeting

- (i) Location and time where last three Annual general Meeting (AGMs) were held:

Year	Day, Date &	Time	Venue
2010-2011	30 th Sept., 2011	10.00 a.m.	Maher Hall, Opp. Portuguese Church, Dadar (W), Mumbai
2009-2010	20 th Sept., 2010	10.00 a.m.	Maher Hall, Opp. Portuguese Church, Dadar (W), Mumbai
2008-2009	29 th Sept., 2009	10.00 a.m.	Maher Hall, Opp. Portuguese Church, Dadar (W), Mumbai

- (ii) **Postal Ballot:** No special resolution were put through postal ballot last year and nor is there any proposal for this year.

f. Directors

Information regarding the director seeking appointment and re-appointment as required under clause 49 (IV) (G) (i) of the Listing Agreement has been given in the notice of forthcoming AGM annexed with Annual Report.



g. Disclosures

i) Related Party Transaction :

There are no materially significant transactions with related parties, viz. Promoters, directors or the management, their subsidiaries or relatives conflicting with company's interests. However the necessary details are given in notes to accounts of the Company.

ii) Compliances by the Company

The Company has complied with Stock Exchange and Securities Exchange Board of India (SEBI) and other statutory authorities on all the matter related to capital market. No penalty or strictures have been imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets during the last three years.

iii) Code of Conduct

The Company has laid down the code of conduct for its Director and Senior Management personnel of the Company. The code has been posted on its websites of the Company. A declaration to adhere to this has been annexed and signed by the Director of the Company.

iv) Disclosure of Accounting Treatment

In the preparation of financial statement Company has followed the required accounting standard issued by the Institute of Chartered Accountants of India to the extent it is applicable.

v) **CEO / CFO Certification**

The CEO and CFO of the Company have given their certificate on financial statement to the Board for the financial year ended on 31st March, 2012. in terms of Clause 41 of the Listing Agreement.



h. **Means of Communication**

The Company proposes to publish its quarterly results in the "Free Press Journal and Lokshakti" newspapers. The Company has posted all the required information on its website on regular basis.

Management Discussion and Analysis is a part of the Annual Report.

i. **General Shareholders Information**

(i) **Date, Time and Venue of Annual General Meeting:**

The Company will hold its Nineteenth Annual General Meeting on Saturday, the September 29, 2012 at 10.00 A.M. at the Registered Office of the Company at Tarabai Hall, 97, Shivprasad Building, Marine Drive Mumbai 400 002

(ii) **Financial Calendar (tentative and subject to change)**

The Company expects to announce the unaudited quarterly results for the year 2012-2013, as per the following schedule:

Financial Reporting for the quarter ending June 30, 2012	Within 45 days from end of quarter ending June 30, 2012.
Financial Reporting for the quarter ending September 30, 2012	Within 45 days from end of quarter ending September 30, 2012
Financial Reporting for the quarter ending December 31, 2012	Within 45 days from end of quarter ending December 31, 2012.
Financial Reporting for the quarter ending March 31, 2013	Within 60 days from end of quarter ending March 31, 2012.

(iii) **Date of Book Closure**

The Company's Register of Members and Share Transfer Book will remain closed from Friday, the 27th September, 2012 to Saturday 29th September, 2012 (both days inclusive)

(iv) **Dividend Payment Date**

The Board of Directors has not recommended any dividend for the financial year 2011-2012.

- (v) **Listing on Stock Exchanges**
- a) Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
25th Floor, Mumbai – 400 001
- b) Stock Code : The Bombay Stock Exchange Ltd., Mumbai – 531925
- c) Market Price Data – High/Low during the each month of the financial year 2011 – 2012 is not available since Company shares were suspended at Bombay Stock Exchange Ltd.
- d) Registrar & Share Transfer agent (RTA):
Universal Capital Securities Pvt. Ltd.
21, Shakil Niwas, Opp. Satya Saibaba Temple,
Mahakali Caves Road, Andheri (East),
Mumbai – 400 093.
- e) Share Transfer System: Share transfers are registered and returned within a period of 15 days except few transfer, from the date of receipt, if the documents are cleared in all respects by the Committee.



f) Distribution of shareholding as on 31.03.2012

Shareholding of Nominal Value	Shareholders No.	% of Total	Share Amount Rs.	% of Total
1 – 5000	668	91.63	32,91,300	6.58
5001- 10000	32	4.39	2,90,000	0.58
10001 - 20000	2	0.27	26,000	0.52
20001 – 30000	4	0.55	92,000	0.18
30001 – 40000	2	0.27	74,000	0.15
40001 – 50000	1	0.14	50,000	0.10
50001 – 100000	1	0.14	50,100	0.10
More than 100001	19	2.61	4,61,26,600	92.26
	729	100	5,00,00,000	100.00

g) Shareholding pattern as on 31.03.2012

Category	No. of Shares	% of Total
Director & their Relatives	3290550	65.81
Other Bodies Corporate	857540	17.15
Public	851910	17.04
Total	5000000	100.00

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- 1) Dematerialisation of shares and liquidity: Nil % of the share capital has been dematerialised as on 31st March, 2012.
- 2) The Company has not issued any GDRs/ADRs/Warrants. None of the instruments issued by the Company is pending for conversion into equity shares.
- 3) Site Location : Mumbai
- 4) Address for correspondence : Tarabai Hall, 97, Shivprasad Building,
Marine Drive, Mumbai – 400 002.



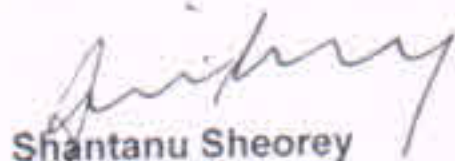
Compliance :

This section of the report together with the information given under Management Discussion and Analysis and brief resume of Directors constituted a detailed report on Corporate Governance.

The Company has complied with Mandatory requirement of Corporate Governance. The Board would review implementation of Non – Mandatory Requirements of Corporate Governance Code in due course of time.

Auditors Certificates regarding compliances of conditions of corporate Governance is annexed to this report.

For Shantanu Sheorey Aquakult Ltd.


Shantanu Sheorey
Director

Place : Mumbai
Date : 4th September, 2012

CEO & CFO CERTIFICATION


The Board of Directors
Shantanu Sheorey Aquakult Ltd
Mumbai



Re- financial Statements for the year 2011-12 – Certification

We, Shantanu Sheorey, Director and Cyrus Bhot, Director, on the basis of the review of the financial statements and the cash flow statement for the financial year ending March 31, 2012 and to the best of our knowledge and belief, thereby certify that: -

1. These statements do not contain any materially untrue statements or omit any material fact or contains statements that might be misleading.
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. There are to the best of our knowledge and belief, no transaction entered into by the company during the year ended March 31, 2012 which are fraudulent, illegal or volatile of the Company's code of conduct.
4. We accept responsibility for establishing and maintaining internal controls for financial reporting, we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee those deficiencies, of which we are aware, in the design or operation of the internal control systems and that we have taken the required steps to rectify these deficiencies.
5. We further certify that :
 - h) There have been no significant changes in the internal control over financial reporting during this year.
 - i) There have been no significant changes in accounting policies during this year and that the same have been disclosed in the notes to the financial statements.
 - j) There have been no instances of significant fraud of which we have become aware and the involvement therein, of management or an employee having significant role in the Company's internal control systems over financial reporting.


Shantanu Sheorey
Director


Cyrus Bhot
Director

Place : Mumbai
Date : 4th September, 2012

MANAGEMENT DISCUSSION AND ANALYSIS



Overview :

The company purely engaged in aqua business.

Industry Overview :

Inspite of the effects of the major competitors, your company is bidding competitive prices for the services rendered and overcoming from the effects of the same. However there is activity carried out by the Company, however management is confident in starting the same in current year.

Opportunities and Threats :

Your Company has strengthened its infrastructure, technical skills, strategic alliances and positioned itself to reap the benefits of the potential economic growth of the country. With the induction of the new Directors, the Company is in a much stronger position in the market both financially and in terms of access to the latest opportunities. The new Director has rich experience in and the same will help your company into exploring new opportunities for the available market in India.

Internal Controls :

The Audit Committee of the Board of Directors meets on a regular basis to review the control systems and to take stock of the situation. Any significant findings are reviewed by the Audit Committee.

The Company is in process to set up internal systems and control mechanisms to ensure

The role of audit committee is already explain under the head audit committee in our report.

Risk Management :

The Company has realized the need to ensure that it has a proper and continuous risk identification and management process.

Risk Mitigation :

Your Company continues to witness cost push inflation. Efforts are being made to counter this through both price adjustments and elimination of operational inefficiencies as well as incorporation of escalation clauses in longer period contracts wherever possible.

Financial Risk :

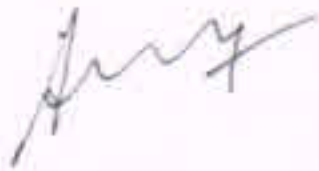
Financial risks include liquidity for working capital requirements and repayment of existing loans of the Company.

Statutory Compliance :

Compliance of SEBI regulations and the provisions of the Listing Agreement are ensured by the Board of Directors.

CAUTIONARY STATEMENT :

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable securities laws and regulations. These are based on certain assumptions and expectations of future events. The Company does not guarantee that these assumptions and expectations are accurate or will be realized. The actual results or performance could differ materially from those expressed or implied. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements on the basis of any subsequent developments, information or events.



KIRIT R. THANAWALLA

B.Com., F. C. A., F. C. S.

CHARTERED ACCOUNTANT

RES.: 44, JOLLY MAKER APARTMENTS NO.1 • TOWER 'A' • CUFFE PARADE • COLABA • BOMBAY 400 005 • TEL.: 218 2203 • 218 1541
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AUDITORS' CERTIFICATE

To,
The Members,
Shantanu Sheorey Aquakult Ltd.,

We have examined the compliance of conditions of Corporate Governance by Shantanu Sheorey Aquakult Ltd., for the year ended on 31st March, 2012 as stipulated in Clause-49 of the Listing Agreement of the said Company with Stock Exchanges.

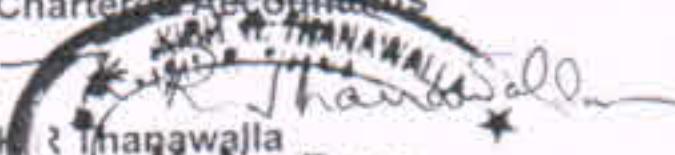
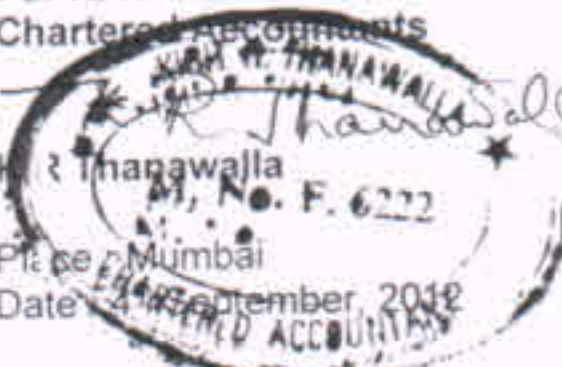
The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of conditions of the Corporate Governance. It is neither an Audit nor an expression of opinion on the Financial Statements of the Company.

In our opinion and to best of our information and according to the explanations given to us, we certify that the Company has complied with conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Shareholders'/Investors' Grievance Committee.

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

For K. R. Thanawalla
Chartered Accountants


K. R. Thanawalla
A, No. F. 6222
Place: Mumbai
Date: 29 September, 2012


KIRIT R. THANAWALLA

B.Com., F.C.A., F.C.S.

CHARTERED ACCOUNTANT

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AUDITORS' REPORT

TO THE MEMBERS OF SHANTANU SHEOREY AQUAKULT LIMITED

I have audited the attached Balance Sheet of SHANTANU SHEOREY AQUAKULT LIMITED as at 31st March, 2012 and also the Profit and Loss Account and Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. My responsibility is to express an opinion on these financial statements based on my audit.

I report as follows:

I conducted my audit in accordance with Auditing Standards generally accepted in India. Those Standards require that I 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 the management, as well as evaluating the overall financial statement presentation. I believe that my audit provides a reasonable basis for my opinion.

- 1) As required by Companies (Auditor's report) Order, 2003 as amended by the Companies (Auditor's Report) Amendment Order, 2004 issued by the Government of India in terms of Section 227(4A) of the Companies Act, 1956 and on the basis of such checks of the books and records of the Company as I considered appropriate and according to the information and explanations given to me during the course of the audit, I am enclosing the Annexure a Statement on the matters specified in Paragraphs 4 and 5 of the said Order.
- 2) Further to my comments in the annexure referred to in paragraph (1) above:
 - a) Subject to what is stated in paragraph 2 (d) below, I have obtained all the information and explanations, which to the best of my knowledge and belief were necessary for the purpose of my audit.
 - b) In my opinion, proper books of account as required by law have been kept by the company as far as appears from my examination of the books.
 - c) The Balance Sheet and Profit and Loss Account dealt with by this report are in agreement with the books of account.
 - d) The accounts of certain parties in respect of unsecured loans taken, creditors, are subject to confirmations, reconciliations and consequent adjustments, if any. (Refer Note No. 22 under Notes to financial statements for the year ended 31st March 2012)

KIRIT R. THANAWALLA

B.Com., F. C. A., F. C. S.

CHARTERED ACCOUNTANT

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- e) In my opinion, the Balance Sheet and Profit and loss Account comply with the accounting standards referred to in section 211 (3C) of the Companies Act, 1956.
- f) Based on representations made by all the Directors of the Company and the information and explanations as made available, directors of the Company do not prima facie have any disqualification as referred to in clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.
- g) In my opinion and to the best of my information and according to the explanation given to me, the said Balance Sheet and the Profit and Loss Account read together with notes thereon, give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view :
- (i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2012 and
 - (ii) in the case of the Profit and Loss Account, of the profit for the year ended on that date.
 - (iii) In the case of the Cash Flow Statement, of the cash flows of the company for the year ended on that date.




ANNEXURE TO THE AUDITORS' REPORT

(Referred to paragraph (1) of my report of even date)

- (i) The company has no Fixed Assets during the year, hence physical verification of such assets did not arise.
- (ii) There are no stocks of stores, spare parts and raw materials left during the year, hence physical verification of such stocks did not arise.
- (iii) The Company has not taken any loan, secured or unsecured from companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956. I am informed that there are no companies under the same management as defined under Section 370 (1B) of the Companies Act, 1956.
- (iv) The Company has not given any loans to the parties listed in the Register maintained under Section 301 of the Companies Act, 1956. I am informed that there are no companies under the same management as defined under Section 370 (1B) of the Companies Act, 1956.
- (v) Since Company has no stock of stores, raw materials and finished goods, no comment is offered on the procedure for the determination unserviceable or damaged stores, raw materials and finished goods.
- (vi) The Company has not accepted any deposits from the public.
- (vii) In my opinion, reasonable records have been maintained by the Company for the sale and disposal of realizable scrap. There are no by-products.
- (viii) The central Government has not prescribed maintenance of cost records u/s 209 (1) (d) of Companies Act, 1956.
- (ix) Provident Fund and Employees State Insurance are not applicable to the Company. However Company had started Provident Fund for the employees drawing salary upto Rs. 5,000/- p.m. According to the records of the Company, there were no dues in arrears as at Balance Sheet date.

...2...

- (x) On the last day of the financial year, there was no amount outstanding in respect of undisputed Income-Tax, Wealth Tax, Sales Tax, Custom Duty and Excise Duty which were due for more than six months from the date they became payable.
- (xi) According to the information and explanations given to me and the records of the company examined by me, no personal expenses of employees or directors have been charged to revenue account, other than those payable under contractual obligations or in accordance with generally accepted business practice.
- (xii) The Company has become a sick industrial Company within the meaning of clause (o) of sub section (1) of Section 3 of the Sick Industrial Companies (Special Provisions) Act, 1985.

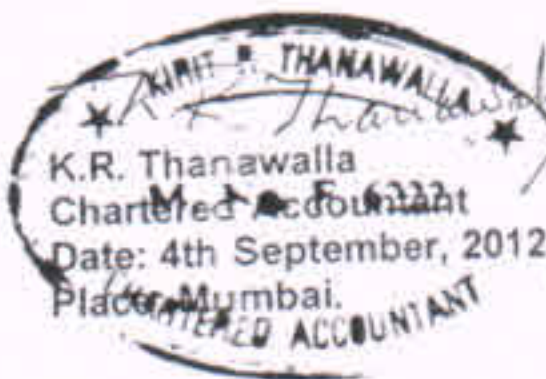

K.R. THANAWALLA,
CHARTERED ACCOUNTANT,
Mumbai
Date: 4th September 2012

**SHANTANU SHEOREY AQUAKULT LTD
BALANCE SHEET AS AT 31st March 2012**

	NOTE NO.	(Rs. in Lakhs)	As at 31st March 2012 (Rs. in Lakhs)	As at 31st March 2011 (Rs. in Lakhs)
I. EQUITY AND LIABILITIES				
1. Shareholders Funds			500.00	500.00
a) Share Capital	2		(1776.96)	(1784.05)
b) Reserves and surplus	3			
2. Non Current Liabilities		970.83		
a) Long term borrowings	4		970.83	970.83
3. Current Liabilities				229.81
a) Short term borrowings	5	238.10		15.43
b) Trade Payables	6	-		81.88
c) Other Current Liabilities	7	68.05		
			306.15	327.12
Total Equity and Liabilities			0.02	13.90
II. ASSETS				
1. Non Current Assets				
a) Fixed Assets				2.50
i) Tangible Assets	8			
b) Long Term loans & Advances	9			9.30
2. Current Assets				0.39
a) Inventories	10	-		1.68
b) Trade Receivables	11	-		0.03
c) Cash & Bank Balances	12	0.02		
			0.02	2.10
Total Assets			0.02	13.90

As per my report attached.

For Shantanu Sheorey Aquakult Ltd.,



Shantanu Sheorey
Shantanu Sheorey
Director
Date: 4th September, 2012
Place: Mumbai

Nayantara Katkar Sheorey
Nayantara Katkar Sheorey
Director

Bharat D. Beloss
Bharat D. Beloss
Director
Cyrus M. Bhoj
Cyrus M. Bhoj
Director

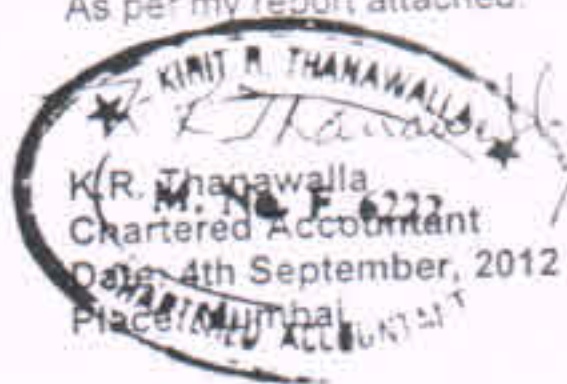
SHANTANU SHEOREY AQUAKULT LTD

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31st March 2012

SCHEDULE	Year ended 31st March 2012 (Rs. in Lakhs)	Year ended 31st March 2011 (Rs. in Lakhs)
I. INCOME		
Revenue from Operations	28.57	-
1. Other Income 13	-	-
	<u>28.57</u>	<u>-</u>
TOTAL REVENUE	<u><u>28.57</u></u>	<u><u>-</u></u>
II. EXPENSES		
Raw materials consumed.....	-	-
Employees Remuneration & Benefits...	-	-
Other Expenses..... 14	21.48	0.41
Interest.....	-	-
Depreciation	-	-
Preliminary and Pre-operative Expenses written off	-	-
	<u>21.48</u>	<u>0.41</u>
TOTAL EXPENSES	<u><u>21.48</u></u>	<u><u>0.41</u></u>
Profit Before Tax	7.09	(0.41)
Tax Expenses	-	-
Profit / (Loss) for the Year	<u>7.09</u>	<u>(0.41)</u>
Earnings Per Share (Rs.)		
Basic and Diluted	0.14	(0.008)

As per my report attached.

For Shantanu Sheorey Aquakult Ltd.,



Shantanu Sheorey
 Shantanu Sheorey
 Director
 Date: 4th September, 2012
 Place: Mumbai.

Nayantara Katkar Sheorey
 Nayantara Katkar Sheorey
 Director

m.a.d.m.d.
 Bharat D. Belose
 Director
C.M.B.
 Cyrus M. Bhot
 Director

SHANTANU SHEOREY AQUAKULT LTD.

CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2012

	2011-12 (Rs. in Lakhs)	2010-11 (Rs. in Lakhs)
A) Cash Flow from Operating Activities		
Net Profit before tax and Extraordinary items	7.09	(0.41)
Adjustments for:	-	-
Depreciation	-	-
Interest	1.07	-
Loss on sale of Fixed Assets (Net)	-	-
Operating Profit before Working Capital charges	8.16	(0.41)
Adjustments for:	1.68	-
Trade and Other Receivables	-	-
Inventories	0.39	-
Trade payables & Provisions	(29.26)	-
Net Cash from Operating Activities (A)	(19.03)	(0.41)
B) Cash Flow from Investing Activities	1.43	-
Sale of Fixed Assets	9.30	-
Loans and Advances	-	-
Interest received	-	-
Purchase of Investment	-	-
Net Cash flow from Investing Activities (B)	10.43	-
C) Cash Flow from Financing Activities	-	-
Proceeds from long term borrowings	8.29	-
Proceeds from short term Borrowings	-	-
Net Cash from Financing Activities (C)	8.29	-
Net Increase in Cash and Cash Equivalents (A + B +C)	(0.01)	-
Cash & Cash Equivalents at beginning of the Year	0.03	0.03
Cash and Cash Equivalents at the end of the Year	0.02	0.03

Notes: 1. All figures in brackets are outflow.
Previous years have been regrouped wherever necessary.

As per my report of even date attached

KIRIT R. THANAWALLA
K.R. Thanawalla
Chartered Accountants
Date: 4th September, 2012
Place: Mumbai

[Signature]
Shantanu Sheorey
Director
Date: 4th September, 2012
Place: Mumbai.

For Shantanu Sheorey Aquakult Ltd.,

[Signature] *[Signature]*
Nayantara Katkar Sheorey Bharat Belose
Director Director
[Signature]
Cyrus M. Bhot
Director

SHANTANU SHEOREY AQUAKULT LTD

Notes to Financial Statements for the year ended 31st March 2012

1) SIGNIFICANT ACCOUNTING POLICIES:-

- a) **Basis of Accounting**
The financial statements are prepared under the historical cost convention on accrual basis.
- b) **Fixed Assets and Depreciation**
During the year, there are no fixed assets in the Company, hence there is no provision of Depreciation made during the year.
- c) **Current Assets:**
Current assets are accounted at cost or realisable value whichever is lower.
- d) **Taxation:**
No provision for Income-Tax has been made for the financial year 2011-2012 in view of set off available in respect of unabsorbed depreciation under the Income Tax Act.
- e) **Earnings per Share**
Basic earnings per share are calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.
- f) **Deferred Tax Asset**
There is unabsorbed business loss of Rs. 744.35 lakhs as per Income – Tax assessment. However, in view of suspension of operations, no deferred tax asset has been recognised in the books of account as prescribed under Accounting Standard 22, Accounting for Taxes on Income, issued by the Institute of Chartered Accountants of India. The above unabsorbed loss does not include loss suffered on sale of the part of the company's total assets disposed off by the banks under the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002. The profit or the loss as the case may be, will be calculated and claimed once the entire project, which is under pari-passu charge, is disposed off and or settled by the consortium banks against their loans.

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SHANTANU SHEOREY AQUAKULT LTD

Notes to Financial Statements for the year ended 31st March 2012

2. SHARE CAPITAL	As at 31st March 2012 (Rs. in Lakhs)	As at 31st March 2011 (Rs. in Lakhs)
Authorised: 55,00,000 Equity Shares of Rs. 10/-each (Previous Year 55,00,000 Equity Shares of Rs. 10/- each)	550.00	550.00
Issued, Subscribed & Paid up Capital: 50,00,000 Equity Shares of Rs. 10/- each	500.00	500.00
TOTAL	500.00	500.00

Of the above:

i) 3,39,400 (3,39,400) Equity Shares issued for consideration other than Cash

a) **Reconciliation of number of shares:**
There was no movement in the number and value of equity shares during the year.

b) **Terms / rights attached to Shares:**
The Company has only one class of shares referred to as equity shares having a par value of Rs. 10/-. Each holder of equity shares is entitled to one vote per share.

No Dividend is declared during the year.

c) Details of shares held by shareholders holding more than 5% of aggregate shares in the company.

Name of the Shareholder	No. of Shares	% Held	No. of Shares	% Held
Shantanu Sheorey	32,31,300	62.63	32,31,300	62.63

3. RESERVES & SURPLUS
Surplus / (Deficit) in the Statement of Profit and Loss

Balance as per the last financial statements	(1784.05)	(1783.64)
Add: Profit / (Loss) for the year	7.09	(0.41)
TOTAL	(1776.96)	(1784.05)

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SHANTANU SHEOREY AQUAKULT LTD

Notes to Financial Statements for the year ended 31st March 2012

	As at 31st March 2012 (Rs. in Lakhs)	As at 31st March 2011 (Rs. in Lakhs)
4. LONG TERM BORROWINGS (Unsecured unless otherwise specified)		
A. RUPEE LOANS FROM BANK	212.04	212.04
- The United Western Bank Ltd.	192.48	192.48
- Bank of India		
B. FOREIGN CURRENCY LOAN	324.28	324.28
- ICICI	242.03	242.03
- Bank of India		
TOTAL	970.83	970.83

a) As stated in earlier years annual reports, the Farm and Hatchery land together with the structures and ancillary assets/material stocks on the land including moveable assets related to farm division, which was mortgaged with the consortium banks, was disposed off by the banks in the financial year 2005-06 and 2006-07 respectively by holding auction sale under the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002. Besides the sale of above moveable and immovable assets, banks also auctioned the agricultural land kept as collateral security by one of the promoters with the lending banks at the time of disbursement of loan. Since there was neither any feedback nor any intimation by the banks regarding the ratio in which they distributed amongst themselves the said realised amount, it is apportioned between the consortium banks in proportion to the various loans outstanding and provided in the books till the date of recalling of advances by individual banks. On sale of said properties including moveable assets during the year by the banks under the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002, the amount against said facilities and loans has been categorised as unsecured loan.

	As at 31st March 2012 (Rs. in Lakhs)	As at 31st March 2011 (Rs. in Lakhs)
5. SHORT TERM BORROWINGS (Unsecured unless otherwise specified)		
i) The United Western Bank Ltd	6.62 ✓	6.62
Cash Credits	55.99 ✓	55.99
Packing Credit	97.06	97.06
ii) Bank of India		
iii) Inter-Corporate Deposit	50.00	50.00
iv) Others	28.43	20.14
TOTAL	238.10	229.81

a) Cash Credit, Packing Credit and Demand working capital loan from banks were secured by hypothecation of stocks and book debts and Term loan from banks were secured by pari-passu charge on all the immovable properties of the Company and hypothecation of moveable assets. On sale of said properties including moveable assets by the banks under the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002, the amount against said facilities and loans has been categorised as unsecured loan in the accounts.

b) Inter-corporate deposit was borrowed by the company for which promoters had pledged their shares.


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SHANTANU SHEOREY AQUAKULT LTD

Notes to Financial Statements for the year ended 31st March 2012

6. TRADE PAYABLES	As at 31st March 2012 (Rs. in Lakhs)	As at 31st March 2011 (Rs. in Lakhs)
Trade Payable	-	15.43
TOTAL	-	15.43

7. OTHER CURRENT LIABILITIES	As at 31st March 2012 (Rs. in Lakhs)	As at 31st March 2011 (Rs. in Lakhs)
Creditors for Expenses	4.69	19.56
Advances from customers.....	-	1.00
Others.....	63.36	61.32
TOTAL	68.05	81.88


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SHANTANU SHEOREY AQUAKULT LTD

(Rs. in Lakhs)

Notes to Financial Statements for the year ended 31st March 2012

8	FIXED ASSETS	GROSS BLOCK AT COST				DEPRECIATION			NET BLOCK	
		As at 31.3.11 (Rs.)	Additions during the year (Rs.)	Deductions/ Adjustments during the year (Rs.)	As at 31.3.12 (Rs.)	As at 31.3.11 (Rs.)	Deductions/ Adjustments during the year (Rs.)	As at 31.3.12 (Rs.)	As at 31.3.11 (Rs.)	As at 31.3.12 (Rs.)
	Particulars									
	Tangible Assets									
	Freehold land	-	-	-	-	-	-	-	-	-
	Buildings & Structures	4.15	-	4.15	-	2.50	-	4.15	-	-
	Plant & Machinery	-	-	-	-	-	-	-	-	-
	Electrical Installations	-	-	-	-	-	-	-	-	-
	Furniture, Fittings & Eqpt.	-	-	-	-	-	-	-	-	-
	Motor Vehicles	-	-	-	-	-	-	-	-	2.50
	TOTAL	4.15	-	4.15	4.15	2.50	-	4.15	-	2.50
	Previous Year	4.15	-	-	4.15	-	-	1.65	-	2.50

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SHANTANU SHEOREY AQUAKULT LTD
Notes to Financial Statements for the year ended 31st March 2012

	As at 31st March 2012 (Rs. in Lakhs)	As at 31st March 2011 (Rs. in Lakhs)
9. LONG TERM LOANS AND ADVANCES (Unsecured and considered good)		
i) Deposits with MSEB, BEST, BSE etc.....	-	2.06
ii) Advances recoverable in cash or in kind or for value to be received	-	7.24
	-----	-----
	-	9.30
	=====	=====
10. INVENTORIES		
Raw materials (at cost)	-	0.39
Stores & Spares (at cost)	-	-
Finished Goods	-	-
	-----	-----
	-	0.39
	=====	=====
TOTAL		==
11. TRADE RECEIVABLES (unsecured and considered doubtful)		
	1.68	1.68
i) Over six months	-	-
ii) Others	-	-
Less: Provision for doubtful debts	(1.68)	-
	-----	-----
	-	1.68
	=====	=====
TOTAL		==
12. CASH AND BANK BALANCES		
i) Cash in hand	-	0.01
ii) Balance with scheduled banks:- - In Current Accounts	0.02	0.02
	-----	-----
	0.02	0.03
	=====	=====
TOTAL		==

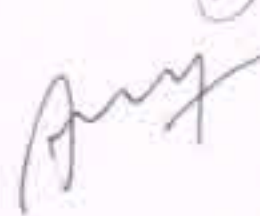

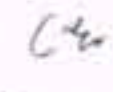
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SHANTANU SHEOREY AQUAKULT LTD

Notes to Financial Statements for the year ended 31st March 2012

	Year ended 31st March 2012 (Rs. in Lakhs)	Year ended 31st March 2011 (Rs. in Lakhs)
13. OTHER OPERATING INCOME		
Liabilities / Creditors Balances written back to the extent no longer required	28.58	-
	<u>28.58</u>	<u>-</u>
TOTAL	28.58	-
14. OTHER EXPENSES		
Loss on Disposal of Stores	0.39	-
Repairs and Maintenance	-	-
Plant and Machinery	-	-
Buildings	-	-
Others	-	-
	<u>0.39</u>	<u>-</u>
Printing and Stationery	0.08	0.06
Legal and Professional Fees	0.35	0.03
Auditors Remuneration and Expenses	-	0.10
Audit Fees	0.10	-
Other services rendered	-	-
Out-of-pocket expenses	-	-
	<u>0.10</u>	<u>0.10</u>
Loss on disposal of assets	1.07	-
Advances, Bad Debts, Deposits Balances Written off	9.24	-
Listing Fees	1.43	-
Miscellaneous Expenses	8.82	0.22
	<u>21.48</u>	<u>0.41</u>
TOTAL	21.48	0.41

SHANTANU SHEOREY AQUAKULT LTD

Notes to Financial Statements for the year ended 31st March 2012

15. Information pursuant to Para 4D of Part II of Schedule VI to the Companies Act, 1956:

	<u>2011-12</u> (Rs. in Lakhs)	<u>2010-11</u> (Rs. in Lakhs)
Foreign Exchange used	Nil	Nil
Foreign Exchange received	Nil	Nil

16. The office of the Company Secretary has been vacant since May 1997, in the circumstances, authentication by Company Secretary does not appear in the Accounts.

17. As per the information available, there are no outstanding dues to Small Scale Industrial Undertaking.

18. Quantitative Details:-

a) <u>Shrimp Seeds</u>	<u>Qty</u> (in Millions)	<u>2011-12</u> (Rs. In Lakhs)	<u>Qty</u> (in Millions)	<u>2010-11</u> (Rs. In Lakhs)
Licensed capacity		N.A.		N.A.
Installed capacity	-	-	-	-
Production	-	-	-	-
Opening Stock	-	-	-	-
Sales	-	-	-	-
Closing Stock	-	-	-	-

b) <u>Black Tiger Prawns</u>	<u>Qty</u> (in Tons)	<u>2011-12</u> (Rs. In Lakhs)	<u>Qty</u> (in Tons)	<u>2010-10</u> (Rs. In Lakhs)
Licensed capacity		N.A.		N.A.
Installed capacity	-	-	-	-
Production	-	-	-	-
Opening Stock	-	-	-	-
Sales	-	-	-	-
Closing Stock	-	-	-	-

Note :
As consortium banks disposed off the production units and the related properties/ ancillary assets, no disclosure is made under above heads.



SHANTANU SHEOREY AQUAKULT LTD

Notes to Financial Statements for the year ended 31st March 2012

19. As there are no operational activities carried by the Company, Accounting Standard 17 "Segment Reporting" issued by the Institute of Chartered Accountants of India, does not apply

20. RELATED PARTY DISCLOSURES

- a. List of related party with whom transactions have taken place and relationships

1. Mr. Shantanu Sheorey Director

- b. Transaction during the year with and balance outstanding as at the end of the year with the related party.

Nature of Transaction	(Rs. in Lakhs)	
	As at 31st March 2012 Director	As at 31st March 2011 Director
Amount Outstanding Payable	83.50	81.45

21. EARNINGS PER SHARE

Particulars	(Rs. in Lakhs)	
	As at 31st March 2012	As at 31st March 2011
Number of Equity Shares	5000000	5000000
Net Profit after Tax (Rs.)	7.09	(0.41)
Earnings Per Share	0.14	(0.008)

(Handwritten signatures and initials)

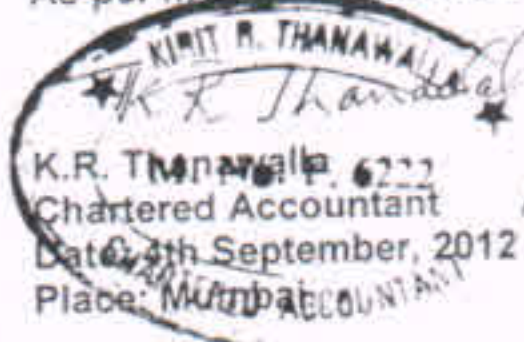
SHANTANU SHEOREY AQUAKULT LTD

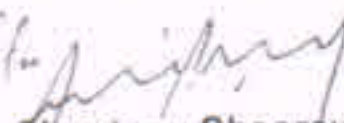
Notes to Financial Statements for the year ended 31st March 2012

22. Unsecured loans, Creditors balances, advances are subject to confirmation from the parties.

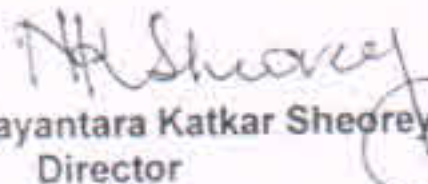
23. The financial statements for the year ended 31st March 2011 had been prepared as per the then applicable, pre-revised Schedule VI to the Companies Act 1956. Consequent to the notifications of Revised Schedule VI under the Companies Act, 1956, the financial statements for the year ended 31st March, 2012 are prepared as per Revised Schedule VI. Accordingly, the previous year figures have also been reclassified to conform to this year's classification. This has significantly impacted the presentations and disclosures made in the financial statements, particularly the presentation of balance sheet.

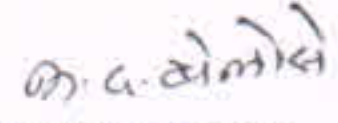
As per my report attached.

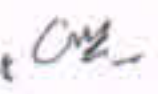
 K.R. Thandale
Chartered Accountant
Date: 4th September, 2012
Place: Mumbai


Shantanu Sheorey
Director
Date: 4th September, 2012
Place: Mumbai.

For Shantanu Sheorey Aquakult Ltd.,


Nayantara Katkar Sheorey
Director


Bharat D. Belose
Director


Cyrus M. Bhot
Director