

SUMMIT SECURITIES LIMITED

ANNUAL REPORT 2011 - 12

BOARD OF DIRECTORS:

A. N. MISRA

H. N. SINGH RAJPOOT

PARAS. K. CHOWDHARY (resigned w.e.f. August 13, 2012)

RAMESH D. CHANDAK

S. K. TAMHANE (appointed w.e.f. August 13, 2012)

SURESH MATHEW (resigned w.e.f. August 13, 2012)

T. M. ELAVIA (appointed w.e.f. August 13, 2012)

COMPANY SECRETARY:

SHRUTI JOSHI

REGISTERED OFFICE:

ADDRESS:

RPG HOUSE, 463, DR. ANNIE BESANT ROAD,

WORLI, MUMBAI – 400 030

PHONE: +91-22-2493 0621

FAX: +91-22-2497 4710

E-mail: summitsec@gmail.com

AUDITORS:

N. M. RAIJI & CO.

REGISTRAR AND SHARE TRANSFER AGENTS:

TSR DARASHAW LIMITED

6-10, HAJI MOOSA PATRAWALA INDUSTRIAL ESTATE,
20, DR. E. MOSES ROAD, MAHALAXMI, MUMBAI – 400 011

PHONE: +91-22-6656 8484

FAX: +91-22-6656 8494

E-mail: csg-unit@tsrdarashaw.com

BANKERS:

ICICI BANK LIMITED

HDFC BANK LIMITED

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NOTICE

NOTICE is hereby given that the Annual General Meeting of the Company will be held at the Auditorium, Textiles Committee, Next to Trade Plaza (TATA Press), P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai 400 025 on Saturday, September 29, 2012, at 11.00 a.m. to transact the following business:

Ordinary Business

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2012 and Statement of Profit and Loss for the year ended on that date, the Report of the Auditors thereon and the Report of the Directors.
2. To appoint a Director in place of Mr. Ramesh D. Chandak who retires by rotation and, being eligible, has offered himself for re-appointment.
3. To appoint a Director in place of Mr. H. N. Singh Rajpoot who retires by rotation and, being eligible, has offered himself for re-appointment.
4. To appoint Messrs N. M. Rajji & Co., Chartered Accountants as Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting and to fix their remuneration.

NOTES:

- a) **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.**
- b) **THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- c) **Members are requested to refer the Chapter on Corporate Governance Report in the Annual Report for the information in respect of re-appointment/ appointment of Directors, under Clause 49 of the Listing Agreement.**

The shareholding of the Directors seeking appointment/ re-appointment is as follows:

Name of the Director	No. of Shares
H.N. Singh Rajpoot	101

None of the Directors seeking appointment/re-appointment is related to any member of the Board of Directors.

- d) The Register of Members of the Company and the Share Transfer Books shall be closed from September 21, 2012 to September 29, 2012 (both days inclusive).
- e) For the convenience of the Members and for proper conduct of the Meeting, entry to the place of the Meeting will be regulated by the Attendance Slip, which is annexed to the Proxy Form. Members are requested to affix their signature at the place provided on the attendance slip and hand it over at the entrance.
- f) Members can avail of the nomination facility, under Section 109A of the Companies Act, 1956 by filing Form No.2B with the Company. Blank forms will be supplied on request.
- g) If any of the members are holding shares in the same name or in the same order of names, under different Folios, then members are requested to notify the same to TSR Darashaw Limited, Registrar & Share Transfer Agents of the Company at 6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai – 400 011 for consolidation of their folios.
- h) Members are requested to notify immediately any change of address:
 - To their Depository Participants (DPs) in respect of their electronic share accounts, and
 - To TSR Darashaw Limited, Registrar & Share Transfer Agents of the Company at 6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai – 400 011, in case of the shares being held in physical form.
- i) In case the Mailing Address mentioned on this Annual Report is without a PINCODE, Members are requested to kindly inform their PINCODE.

Under the Authority of the Board of Directors

Mumbai
13th August, 2012

Shruti Joshi
Company Secretary

Registered office:
RPG House, 463, Dr. Annie Besant Road,
Worli, Mumbai 400 030.

DIRECTORS' REPORT AND MANAGEMENT DISCUSSION AND ANALYSIS

Dear Shareholders,

Your Directors have pleasure in presenting their Report together with audited accounts for the year ended March 31, 2012.

FINANCIAL HIGHLIGHTS

(₹ in lacs)

	For the year ended March 31, 2012	For the year ended March 31, 2011
Total Income	798.23	625.73
Profit before Depreciation and Tax	730.91	341.03
(-) Depreciation	0.39	0.33
Profit/(Loss) before tax	730.52	340.70
Add: Excess / (Short) Provision of tax of earlier years	(10.18)	96.82
(-) Tax	13.10	-
(-) Deferred Tax	-	(117.13)
Profit/(Loss) after tax	707.24	320.39
Appropriation:		
Less: Transfer to Statutory Reserve	141.45	64.08
Add: Balance brought forward	599.81	343.50
Balance Profit/(Loss) transferred to Balance Sheet	1,165.60	599.81

DIVIDEND

With a view to conserve resources, your Directors consider it prudent not recommend any dividend for the year under review.

FINANCIAL PERFORMANCE

During the financial year under review, the Total Income and Profit before Depreciation and Tax (PBDT) were ₹ 798.23 lacs and ₹ 730.91 lacs respectively as against ₹ 625.73 lacs and ₹ 341.03 lacs in the previous year.

INDUSTRY AND BUSINESS OVERVIEW AND FUTURE OUTLOOK

Economic liberalization, including industrial de-regulation, privatization of state-owned enterprises, and reduced controls on foreign trade and investment, began in the early 1990s and has served to accelerate the country's growth, which has averaged more than 7% per year since 1997. India's diverse economy encompasses traditional village farming, modern agriculture, a wide range of modern industries, and a multitude of services. However, the financial year 2011-12 was particularly challenging on account of the slowdown in industrial activity, increased inflation, weakening rupee and global recessionary trends. India's long term challenges include widespread poverty, inadequate physical and social infrastructure, limited non-agricultural employment opportunities, insufficient access to quality basic and higher education, and accommodating rural-to-urban migration.

Though economy is predicted to grow at 7.6% in FY 2013 and 8.6% in FY 2014, the mood prevalent in the country is subdued.

The Company being a Non Banking Financial Company (NBFC) registered with the Reserve Bank of India and deriving its major revenue from its investments, sectoral policy changes by the government and performance of industry sectors where the Company has invested have an impact on the profitability of the Company. The basic business of the Company is investing in stocks, shares and bonds. The value of the stocks, shares and bonds in addition to be above also depend on the prevailing capital market scenario. The future success of the Company would depend on its ability to anticipate the volatility of the Stock Markets and minimizing risks through prudent investing decisions.

THREATS AND CONCERNS

The Company's revenue is majorly derived from dividends receivable on investments held by it. Any adverse impact on the industries in which the Company has made investment will have a bearing on the performance of the Company. The Company's performance is also dependant on the performance of the economy and financial markets. The health of the economy and financial markets in turn depends on the domestic economic growth, state of the global economy and business and consumer confidence, among other factors. Any event disturbing the dynamic balance of these diverse factors would directly or indirectly affect the performance of the Company. Further, any slowdown in the growth of Indian economy or any volatility in global financial market, could also adversely affect the business. Moreover, the Company is also prone to risks pertaining to change in government regulations, tax regimes, other statutes and capital market fluctuations in respect of investments held by the Company.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has adequate internal audit and control system commensurate with its size and nature of business to ensure operational efficiency, accuracy and promptness in financial reporting and compliance of various laws and regulations. The Audit Committee appointed by the Board reviews the Internal Audit Report and the adequacy and effectiveness of internal controls periodically.

CAUTIONARY STATEMENT

Statements in this report describing the Company's objectives, projections, estimates and expectations may constitute "forward looking statements" within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied.

HUMAN RESOURCES

Employee relations continued to remain cordial during the year under review.

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

Due to the nature of business, this provision is not applicable to the Company.

SUBSIDIARY

During the year under review, your Company became a subsidiary of Swallow Associates Limited, as a result of merger of Blue Niles Holdings Limited, Kestrel Investments Limited, Petrochem International Limited, RPG Cellular Investments and Holdings Private Limited, South Asia Electricity Holdings Limited with Swallow Associates Limited pursuant to the Scheme of Amalgamation and Arrangement sanctioned by the Hon'ble High Court of Judicature at Bombay on February 10, 2012. This

Scheme has become effective on March 27, 2012 with effect from the Appointed Date i.e. December 1, 2011.

As on March 31, 2012, the Company had two subsidiaries viz. Instant Holdings Limited and Sudarshan Electronics & T. V. Limited.

During the year under review, Instant Holdings Limited had filed a petition with the Hon'ble High Court of Judicature at Bombay for sanction under Section 394 of the Companies Act, 1956 to a Scheme of Amalgamation for merger of Idea Tracom Private Limited (wholly owned subsidiary of Instant Holdings Limited) and Goodhope Sales Private Limited (wholly owned subsidiary of Instant Holdings Limited) with Instant Holdings Limited. This Scheme has been approved by the High Court of Judicature at Bombay on April 13, 2012 and has become effective on May 15, 2012 with effect from the Appointed Date i.e. March 31, 2012.

The Ministry of Corporate Affairs vide its circular no. 5/12/2007-CL-III dated February 8, 2011 has subject to compliance of certain conditions, granted general exemption to the companies from attaching the annual report and accounts of its subsidiary companies. As per this circular, a statement containing brief financial details of the subsidiaries for financial year ended March 31, 2012 is included in this Annual Report. Further, pursuant to the Listing Agreement entered into with the Stock Exchanges and also as per this circular, the consolidated financial statements of the Company form part of the Annual Report. These statements have been prepared in compliance with the applicable Accounting Standards issued by the Institute of Chartered Accountants of India.

The Annual Accounts of the subsidiaries and the related detailed information will be made available to the shareholders seeking such information at any point of time and are also available for inspection at the registered office of the Company and that of its subsidiaries.

DIRECTORS

In accordance with the Companies Act, 1956 and the Articles of Association of the Company, Mr. Ramesh D. Chandak and Mr. H. N. Singh Rajpoot, Directors, retire by rotation and being eligible offer themselves for re-appointment.

Mr. Suresh Mathew and Mr. Paras K. Chowdhary, Directors of the Company resigned with effect from August 13, 2012. The Board places on record its appreciation for the valuable services rendered by Mr. Mathew and Mr. Chowdhary. Mr. T. M. Elavia and Mr. S. K. Tamhane were appointed as Directors in the casual vacancy caused due to the resignation of Mr. Mathew and Mr. Chowdhary.

EMPLOYEE STATEMENT

During the period under review, no employee was in receipt of remuneration which in aggregate was equal or more than that specified under Section 217(2A) of the Companies Act, 1956.

CORPORATE GOVERNANCE

A report on corporate governance, along with a certificate from the auditors of the Company, regarding the compliance of conditions of Corporate Governance, as stipulated under Clause 49 of the Listing Agreement, is annexed to this Report.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217 (2AA) of the Companies Act, 1956, your Directors, to the best of their knowledge and belief confirm that:

- i) the applicable Accounting Standards have been followed in the preparation of the annual accounts.
- ii) such accounting policies have been selected and applied consistently and such judgements and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company in the Balance Sheet as at March 31, 2012 and of the Statement of Profit and Loss for the said financial year viz. April 1, 2011 to March 31, 2012.
- iii) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) the annual accounts have been prepared on a going concern basis.

AUDITORS

Messrs N. M. Rajji & Co., statutory auditors of the Company, retire at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

ACKNOWLEDGEMENT

The Board of Directors wishes to place on record its gratitude for the faith reposed in the company and the co-operation extended by government authorities, shareholders and employees of the Company.

On behalf of the Board of Directors

Ramesh D. Chandak **A. N. Misra**
Director Director

Mumbai,
13th August, 2012

Important Communication – Support Green Initiative

Ministry of Corporate Affairs, New Delhi ("MCA") has taken a "Green Initiative" in the Corporate Governance by permitting compliances by companies vide its Circular No. 17/2011 dated April 21, 2011 and Circular No. 18 / 2011 dated April 29, 2011 and clarified that the service of documents by a company can be made through electronic mode instead of sending the physical copy of the document(s) to the shareholders.

Keeping in line with this initiative, we propose to send all the communications / documents, henceforth, including the notices for General Meetings (including notice for the ensuing Annual General Meeting), Audited Financial Statements, Directors Report, Auditors Report, Notice of Postal Ballot and other documents of your Company in electronic mode. In connection with the same, we request you to provide your latest/updated e-mail address on which future communication/correspondence/documents can be sent to you.

Shareholders holding shares in demat mode, are requested to register their e-mail id with the concerned Depository Participant, in case their e-mail ids are not registered. The Shareholders holding shares in physical mode are requested to register their e-mail id with TSR Darashaw Limited (Registrar & Share Transfer Agents of the Company) or with the Company at summitsec@gmail.com by sending a request letter duly signed by the first / sole shareholder.

We are sure you would appreciate the "Green Initiative" taken by the MCA and your Company's desire to participate in the initiative. We look forward to receiving your support for making this initiative a great success.

CORPORATE GOVERNANCE REPORT

I. COMPANY PHILOSOPHY

The Company's philosophy on Corporate Governance envisages attainment of the highest levels of transparency, accountability and equity, in all facets of its operations and in all interactions with its stakeholders, including shareholders, employees, the government and the society in general. Accordingly, this Company's philosophy extends beyond what is reported under this Report and it has been the Company's constant endeavor to attain the highest levels of Corporate Governance.

This report is for compliance of Clause 49 of the Listing Agreement, which the Company has entered into with the Stock Exchanges.

II. BOARD OF DIRECTORS

In terms of the Company's Corporate Governance Policy, all statutory and other significant and material information

including information mentioned in Annexure 1A of Clause 49 of the Listing Agreement are placed before the Board to enable it to discharge its responsibility of strategic supervision of the Company with due compliance of laws and as trustees of stakeholders.

1. Composition:

At present the Board of Directors of the Company consists of five (5) members, all of whom are Non- Executive and Independent Directors.

2. Board Meetings:

During the year under review, 6 (six) meetings of the Board were held on April 20, 2011, May 30, 2011, August 12, 2011, November 10, 2011, January 6, 2012 and February 10, 2012. Attendance of the Directors in the said Board Meetings and also at the last Annual General Meeting is as given below:

Name	Category	Attendance at last AGM	No. of Board Meetings attended during the year	No. of Directorships in other public limited companies	No. of Committee positions held in other public limited companies*	
					Chairman	Member
Mr. Paras K. Chowdhary#	Non-Executive & Independent	Yes	1	6	-	2
Mr. Ramesh D. Chandak	Non-Executive & Independent	Yes	6	3	1	-
Mr. Suresh Mathew#	Non-Executive & Independent	Yes	5	5	2	1
Mr. H. N. Singh Rajpoot	Non-Executive & Independent	Yes	5	6	1	3
Mr. A. N. Misra	Non-Executive & Independent	Yes	5	9	-	-

* The Committee positions pertain to positions held in Audit Committee and Shareholder's / Investor's Grievance Committee.

Resigned with effect from August 13, 2012. Mr. T. M. Elavia and Mr. S. K. Tamhane appointed as Directors in the casual vacancy caused due to the resignation of Mr. Suresh Mathew and Mr. Paras K. Chowdhary.

3. Details of Directors proposed to be re-appointed / appointed at the forthcoming Annual General Meeting:

A. Mr. Ramesh D Chandak:

Mr. Ramesh D. Chandak (66) is a Chartered Accountant qualified in the year 1971 and is now a Fellow member of the Institute of Chartered Accountants of India. Mr. Chandak has rich and varied experience of working with Textile, Edible Oil and Engineering Industries. He is at present the Managing Director of KEC International Limited, one of the flagship company of RPG Enterprises conglomerate. Prior to joining KEC International Limited, he was associated with Nalin Industries, Malaysia and Universal Edible Oil Inc, USA.

Other Directorships:

- KEC International Limited
- KEC Global FZ LLC
- KEC Investment Holdings, Mauritius
- KEC Global Mauritius
- SAE Towers Holdings LLC
- SAE Towers Brazil Subsidiary Co LLC
- SAE Towers Mexico Subsidiary Holding Co LLC
- SAE Towers Limited
- SAE Towers Panama Holdings LLC
- Raychem RPG Private Limited
- Global Procurement Consultants Limited

- Spencer International Hotels Limited
- Indian Electrical & Electronics Manufacturer's Association

Membership/Chairmanship of Committees: He is a member of Finance Committee and Investor Grievance Committee in KEC International Limited.

Mr. Chandak is not related to any member of the Board of Directors or to any Management Personnel of the Company.

B. Mr. H.N. Singh Rajpoot

Mr. H. N. Singh Rajpoot (55) is a science graduate and master in Economics. He is also a qualified Company Secretary, a Cost Accountant and a graduate in law with over 34 years of experience in corporate laws, securities laws, finance and commercial functions with corporates of repute, to name a few National Textile Corporation of UP Limited, Kanpur and the PICUP Lucknow, a state level financial institution etc.

He has been actively involved in the functioning of professional bodies and Industry forums. In the past, he was a Member of the Finance and Banking Committee of PHD Chambers of Commerce and Industry, New Delhi. He has also served the profession of Company Secretary for more than a decade through his close association with the Institute of the Company Secretaries of India (ICSI), initially as the Hon. Secretary, Vice chairman and Chairman of the Kanpur and Lucknow Chapters of Northern India Regional Council (NIRC) of ICSI and later, as the Hon. Vice Chairman of the Professional Development Committee of NIRC of ICSI. Currently, he is the member of the Capital Markets Committee of the Bombay Chamber of Commerce and Industry, Mumbai and Corporate Laws Committee of the Federation of Indian Chambers of Commerce and Industry, New Delhi.

Other directorships:

- Basic Tele Services Limited
- Blossom Telecom Limited
- FGP Limited
- Duncan Investments and Industries Limited
- Malabar Coastal Holdings Limited
- Rado Tyres Limited
- Swallow Associates Limited
- Trident Communications Limited

Membership/Chairmanship of Committees:

Company	Committee	Chairman/ Member
FGP Limited	Audit Committee	Chairman
	Remuneration Committee	Chairman
	Shareholders/Investors Grievance Committee	Member
Trident Communications Limited	Audit Committee	Member
Blossom Telecom Limited	Audit Committee	Member

Mr. Rajpoot is not related to any member of the Board of Directors or to any Management Personnel of the Company.

C. Mr. T.M. Elavia

Mr. T. M. Elavia is a qualified Company Secretary having more than 46 years of experience in the field of Corporate Laws and Administration. He has served CEAT Limited for a period of over 34 years including that as its Company Secretary for a period of approximately 22 years. Presently, he is practicing as an Advocate.

Other directorships:

- Bijur Delimon India Private Limited
- FGP Limited
- **Membership/Chairmanship of Committees:**

Company	Committee	Chairman/ Member
FGP Limited	Shareholders/ Investors Grievance Committee	Chairman
	Audit Committee	Member
	Remuneration Committee	Member

D. Mr S. K. Tamhane:

Mr. S. K. Tamhane is a qualified Chartered Accountant having more than 35 years of experience in the field of Finance and Accounts. He has served CEAT Limited in the capacity of General Manager, Accounts and was also in charge of the Finance and Commercial functions of the joint venture of CEAT Limited in Sri Lanka. Currently, he is an independent Financial Consultant.

Other directorships:

- Xerographics Limited

Membership/Chairmanship of Committees: NA

III. Committees of the Board:

1. Audit Committee:

The role, powers, functions and the terms of reference of the Audit Committee specified by the Board are in conformity with the requirements of Clause 49 of the Listing Agreement as well as Section 292A of the Companies Act, 1956. The Committee acts as a link between the Statutory Auditors and the Board of Directors. The responsibilities of the Audit Committee include overseeing of the financial reporting process to ensure fairness, adequate disclosures and credibility of financial statements, recommendation of appointment and removal statutory auditors, review of the adequacy of internal control systems and the internal audit function.

Composition:

The Company has complied with the requirements of Clause 49 (II) (A) of the Listing Agreements in respect of the composition of the Audit Committee. At present, the Audit Committee of the Company consists of 3 (three) members; Mr. Suresh Mathew, Mr. H. N. Singh Rajpoot and Mr. Paras K. Chowdhary. Mr. Suresh Mathew is the

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Chairman of the Audit Committee. All the members of the Audit Committee have sound knowledge of finance, accounts, company law and general management. During the year, 4 (four) meetings of the Audit Committee were held on May 28, 2011, August 12, 2011, November 10, 2011 and February 10, 2012.

The Company Secretary functions as the Secretary of the Committee.

Attendance at the Audit Committee Meetings:

Suresh Mathew	4
H. N. Singh Rajpoot	3
Paras K. Chowdhary	1

2. Shareholders & Investors Grievance Committee:

The functions and powers of the Committee include review and address the complaints, queries of all investors and to ensure that the same are expeditiously responded to and redressed accordingly. The Committee has to also review and respond to the queries received by it from the Statutory Authorities such as the Stock Exchanges, Securities and Exchange Board of India and the Ministry of Corporate Affairs.

The Committee consists of 3 (three) members, Mr. H. N. Singh Rajpoot, Mr. Suresh Mathew and Mr. A. N. Misra. Mr. H. N. Singh Rajpoot is the Chairman of the Committee. The Company Secretary functions as the Secretary of the Committee.

During the year, 4 (four) meetings of the Shareholders & Investors Grievance Committee were held on May 30, 2011, August 12, 2011, November 10, 2011 and February 10, 2012.

Attendance at the Shareholders & Investors Grievance Committee Meetings:

H. N. Singh Rajpoot	3
Suresh Mathew	3
A. N. Misra	4

The status of the complaints received from investors is as follows:

Shareholders and Investors Complaints:

Sr. No.	Particulars	Number of Complaints
1	Complaints pending as on April 1, 2011	Nil
2	Complaints received during the year	20
3	Complaints disposed off during the year	20
4	Complaints remaining unresolved as on March 31, 2012	Nil

The Board has designated Ms. Shruti Joshi as the Compliance Officer.

Director's Remuneration:

During the year under review, no remuneration was paid to any of the directors for any of the Meetings of the Board of Directors or the Committees.

Shareholding of the Directors

Name of the Director	No. of Equity Shares of face value ₹ 10/- each
Mr. H. N. Singh Rajpoot	101
Mr. Suresh Mathew	101

DETAILS OF GENERAL BODY MEETINGS:

The details of the last 3 (three) General Meetings are as below:

Meeting	Day, Date	Time	Venue
Annual General Meeting	Friday, September 23, 2011	2.30 PM	The Auditorium, Textiles Committee, next to Trade Plaza, (TATA Press), P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai 400 025
Annual General Meeting	Thursday, September 30, 2010	11.00 A.M.	The Auditorium, Textiles Committee, next to Trade Plaza, (TATA Press), P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai 400 025
Annual General Meeting	Thursday, December 31, 2009	11.00 A.M.	CEAT Mahal, 463, Dr. Annie Besant Road, Worli, Mumbai - 400 030

Special Resolutions transacted at the last three Annual General Meetings:

Date of the Annual General Meeting	Particulars of the Special Resolution transacted at the Annual General Meeting
September 23, 2011	None
September 30, 2010	Relocating the register of members, index of members, register of debenture holders, index of debenture holders, other related books and copies of all annual returns prepared under section 159 and other applicable provisions of the Companies Act, 1956 from CEAT Mahal, 463, Dr. Annie Besant Road, Worli, Mumbai 400 030 to the premises of TSR Darashaw Limited, Registrar & Share Transfer Agents of the Company, at 6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai 400011
December 31, 2009	None

There were no Special Resolutions, which were put through postal ballot during the period under review and there is no immediate proposal for passing any resolution by postal ballot this year.

DISCLOSURES:

1. Disclosures on materially significant related party transactions that may have potential conflict with the interests of Company at large.

There were no material and/or significant transactions during the period that were prejudicial to the interest of the Company.

2. Disclosures of Related Party Transactions:

Details of related party transactions are included in the Notes to the Accounts as per Accounting Standards (AS-18) issued by the Institute of Chartered Accountants of India.

3. Disclosure of Accounting Standards:

The Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India, to the extent applicable, in the preparation of the financial statements.

4. Disclosure of Risk Management:

The Company has laid down the procedures to inform Board Members about the risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that the executive management controls risks through means of a properly defined framework.

5. Details of non-compliances by the Company, penalties, strictures imposed on the Company by Stock Exchange(s) or Securities And Exchange Board of India (SEBI) or any other Statutory Authority or any matters related to Capital Markets.

There are no penalties or strictures imposed on the Company by the Stock Exchanges or SEBI or any Statutory Authorities relating to the above.

6. Details of compliance with mandatory requirement

Clause 49 of the Listing Agreement mandates to obtain a certificate either from the Auditors or Practicing Company Secretaries regarding compliance of conditions of Corporate Governance as stipulated in the Clause and annex the certificate with the Director's Report, which is sent annually to all the shareholders. The Company has obtained a certificate from its Statutory Auditors to this effect and the same is given as an annexure to the Director's Report.

MEANS OF COMMUNICATION

The Company has submitted its quarterly financial results to the Stock Exchanges as per the format prescribed and within the time period stipulated under Clause 41 of the Listing Agreement.

The Company has published the Financial Results within 48 hours of the conclusion of the Board Meeting in Free Press Journal and Navshakti, newspapers as per the requirement of Clause 41 of the Listing Agreement.

The Company has also uploaded the Annual Report, Quarterly Shareholding Pattern and the Quarterly Financial Results on its website viz. www.summitsecurities.net

GENERAL SHAREHOLDER INFORMATION

• AGM: Date, Time and Venue

As indicated in the Notice accompanying this Annual Report, the Annual General Meeting of the Company will be held on Saturday, September 29, 2012 at 11.00 a.m. at the Auditorium, Textiles Committee, next to Trade Plaza (TATA Press), P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai 400 025.

• Financial Year

The Company follows 1st April to 31st March as the financial year.

• Date of Book Closure

Friday, September 21, 2012 to Saturday, September 29, 2012 (Both days inclusive)

• Dividend Payment Date

The Directors of the Company have not recommended any dividend for the period under review.

• Market price Data:

Month	BSE		NSE		SENSEX	
	High	Low	High	Low	High	Low
April 2011	126.40	101.05	128.95	98.05	19811.14	18976.19
May 2011	103.05	83.00	105.00	83.10	19253.87	17786.13
June 2011	97.00	78.30	94.00	78.20	18873.39	17314.38
July 2011	100.00	82.00	100.00	80.20	19131.70	18131.86
August 2011	89.50	60.25	92.95	65.00	18440.07	15765.53
September 2011	84.95	65.20	88.40	70.00	17211.80	15801.01
October 2011	84.95	65.25	89.90	65.05	17908.13	15745.43
November 2011	80.00	62.05	84.85	61.60	17702.26	15478.69
December 2011	81.95	52.00	79.50	52.50	17003.71	15135.86
January 2012	83.90	59.15	88.00	58.00	17258.97	15358.02
February 2012	94.80	70.00	94.00	72.00	18523.78	17061.55
March 2012	89.25	70.00	89.00	74.00	18040.69	16920.61

• Listing on Stock Exchanges

The Equity shares of the Company are listed on the following Stock Exchanges:

Name of the Stock Exchange	Scrip Code
Bombay Stock Exchange Limited	533306
National Stock Exchange of India Limited	SUMMITSEC

The ISIN of the Company: INE519C01017

The listing fees have been paid to the Stock Exchanges for the financial year 2012-2013.

• Compliance Officer:

Ms. Shruti Joshi
Company Secretary
Summit Securities Limited
RPG House, 463, Dr. Annie Besant Road,
Worli, Mumbai 400 030
Tel: +91-22-2493 06 21
Fax: +91-22-2497 47 10
E-mail: summitsec@gmail.com

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- Registrar & Share Transfer Agents:**

Registered Office:

TSR DARASHAW LTD.

6-10, 1st Floor,
Haji Moosa Patrawala Industrial Estate,
20 Dr.E. Moses Road,
Mahalaxmi, Mumbai – 400 011
E-mail : csg-unit@tsrdarashaw.com
Web : www.tsrdarashaw.com
Tel: 022-66568484; Fax: 022-66568494

Branch Offices:

1. Bangalore

TSR DARASHAW LTD.
503, Barton Centre (5th Floor)
84, Mahatma Gandhi Road,
Bangalore – 560 001
E-mail : tsrdlbgang@tsrdarashaw.com
Tel: 080-25320321
Fax: 080-25580019

2. Jamshedpur

TSR DARASHAW LTD.
Bungalow No.1,
“E” Road, Northern Town, Bistupur,
Jamshedpur – 831 001
E-mail : tsrdljsr@tsrdarashaw.com
Tel: 0657-2426616
Fax: 0657-2426937

3. Kolkata

TSR DARASHAW LTD.
Tata Centre, 1st Floor,
43, J.L.Nehru Road
Kolkata – 700 071
E-mail : tsrdlcal@tsrdarashaw.com
Tel: 033-22883087
Fax: 033-22883062

4. New Delhi

TSR DARASHAW LTD.
2/42, Sant Vihar,
Ansari Road, Daryaganj,
New Delhi – 110 002
E-mail : tsrdldel@tsrdarashaw.com
Tel: 011-23271805
Fax: 011-23271802

- Share Transfer System**

All valid requests for transfer of Equity Shares in physical mode received for transfer at the office of the Registrar & Transfer Agents or at the Registered Office of the Company are processed and returned within a period of 30 days from the date of receipt.

Every effort is made to clear share transfers / transmissions and split and consolidation requests within 21 days.

- Distribution of shareholding as on March 31, 2012**

No. of Equity shares held		No. of Shareholders		No. of Shares		% of Equity Capital	
From	to	Physical	Demat	Physical	Demat	Physical	Demat
1	500	26,739	65,884	1,38,631	12,37,795	1.27	11.36
501	1,000	6	233	4,219	1,63,993	0.04	1.51
1,001	2,000	2	124	3,332	1,78,740	0.03	1.64
2,001	3,000	0	32	0	80,058	0.00	0.73
3,001	4,000	0	18	0	62,629	0.00	0.57
4,001	5,000	0	13	0	58,583	0.00	0.54
5,001	10,000	0	25	0	1,65,159	0.00	1.51
10,001	10,901,781	1	39	99,019	87,09,623	0.91	79.89
TOTAL		26,748	66,368	2,45,201	1,06,56,580	2.25	97.75

- Dematerialization of shares and liquidity**

The Company has an arrangement with National Securities Depositories Limited (NSDL) as well as Central Depositories Services (India) Limited (CDSL) for dematerialization of shares with ISIN, “INE519C01017” for both NSDL and CDSL.

Approximately 97.75% of the Equity shares corresponding to 1,06,56,580 Equity shares is held in dematerialized form as on March 31, 2012.

- Categories of shareholding as on March 31, 2012**

Category	No. of Shares	Percentage
Promoter Holdings (Indian and Foreign)	78,34,464	71.86
Mutual fund	86,840	0.80
Banks, Financial Institutions, Insurance Companies and others	4,41,095	4.05
Foreign Institutional Investors	4,410	0.04
Non Resident Indian	39,195	0.36
Corporate Bodies, Indian Public and Others	24,95,777	22.89
TOTAL	1,09,01,781	100.00

- Outstanding GDRs / ADRs / Warrants / Any other Convertible Instruments**

The Company has not issued any such instruments.

- Code of Conduct**

The Board has laid down a code of conduct for all Board Members and Senior Management of the Company.

All Board Members and Senior Management Personnel have affirmed compliance with the code for the financial year ended March 31, 2012. A declaration to this effect signed by the Manager forms part of this report.

Declaration - Code of Conduct

All Board Members have, for the year ended March 31, 2012 affirmed compliance with the Code of Conduct laid down by the Board of Directors in terms of the Listing Agreement entered with the Stock Exchange.

For **Summit Securities Limited**

Shruti Joshi
Manager

Mumbai,
13th August, 2012

- **Compliance officer**
Ms. Shruti Joshi
Company Secretary
Summit Securities Limited
RPG House, 463, Dr. Annie Besant Road,
Worli, Mumbai 400 030
Tel: +91-22-2493 06 21
Fax: +91-22-2497 4710
Email: summitsec@gmail.com

Identified as having been approved by the Board of Directors of Summit Securities Limited

Shruti Joshi
Manager

Mumbai,
13th August, 2012

CORPORATE GOVERNANCE AUDIT REPORT

To The Members of
SUMMIT SECURITIES LIMITED

We have examined the compliance of conditions of Corporate Governance by **SUMMIT SECURITIES LIMITED** (the Company) for the year ended March 31, 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 has been limited to a review of the procedures and implementations thereof, adopted by the Company for ensuring compliance with the conditions of 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 according to the 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.

As required by the guidance note issued by the Institute of Chartered Accountants of India, we have to state that based on the report issued by the Registrars of the Company to the Shareholders & Investor's Grievance Committee, as on March 31, 2012 there were no investor grievance matters against the Company remaining unattended / pending for more than 30 days.

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

For N M Raiji & Co.,
Chartered Accountants
Registration No. 108296W

CA. Y. N. THAKKAR
Partner
Membership No. 33329

Mumbai,
13th August, 2012

AUDITORS' REPORT

TO THE MEMBERS OF SUMMIT SECURITIES LIMITED

1. We have audited the attached Balance Sheet of **SUMMIT SECURITIES LIMITED**, as at 31st March 2012, the Profit and Loss Account and also the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
 2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
 3. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956 and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us during the course of the audit, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order to the extent applicable.
 4. Further to our comments in the Annexure referred to above and our comments in paragraph 3 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 and Cash Flow Statement dealt with by this report are in agreement with the books of account;
- (iv) In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the Accounting Standards prescribed by the Companies (Accounting Standards) Rules, 2006 referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
 - (v) On the basis of written representations received from the directors, as on 31st March 2012, and taken on record by the Board of Directors, we report that none of the directors of the Company is disqualified as on 31st March 2012 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 read together with the notes thereon give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (a) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March 2012;
 - (b) In the case of the Profit and Loss Account, of the Profit for the year ended on that date; and
 - (c) In the case of the Cash Flow Statement, of the cash flow for the year ended on that date.

For N. M. RAIJI & CO.,
Chartered Accountants
Registration No.108296 W

CA Y. N. THAKKAR
Partner
Membership No. 33329

Mumbai
28th May, 2012

ANNEXURE TO THE AUDITORS' REPORT

(Referred to in paragraph 3 of our report of even date)

Clause No. 4(ii), 4(viii), 4(xi), 4(xii), 4(xiii),4(xv), 4(xvi), 4(xvii), 4(xviii), 4(xix), 4(xx), of the Order is not applicable to the Company.

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) During the year, the Company has physically verified the fixed assets. In our opinion, the frequency of physical verification is reasonable having regard to the size and operations of the Company and nature of its assets. No material discrepancies were noticed on such verification.
- (c) The Company has not disposed off substantial part of fixed assets during the year.
- ii. The Company has neither granted nor taken any loans, secured or unsecured to / from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly, sub-clause (b), (c), (d), (f) and (g) of clause 4(iii) of the Order is not applicable;
- iii. In our opinion, there are adequate internal control systems commensurate with the size of the company and nature of its business for purchase of fixed assets and for sale of services. During the course of our audit, we have not observed any major weakness in internal controls,
- iv. There are no transactions that need to be entered into the register maintained in pursuance of Section 301 of the Act; consequently sub-clause 4(v)(b) is not applicable;
- v. The Company has not accepted any deposits from public;
- vi. The Company has an internal audit system commensurate with its size and nature of its business;
- vii. (a) According to the records of the Company, the Company is generally regular in depositing with

the appropriate authorities undisputed applicable statutory dues based on our audit procedures and according to the information and explanations given to us, there are no arrears of undisputed statutory dues which remained outstanding as at 31st March 2012 for a period of more than six months from the date they became payable.

- (b) According to the records made available to us and the information and explanations given by the management, there are no statutory dues which have not been deposited with the appropriate authorities on account of any dispute.
- viii. The Company does not have any accumulated losses at the end of the financial year and has not incurred any cash losses during the year and in the immediately preceding financial year;
- ix. The Company has maintained proper records of Transactions and Contracts for dealing in Shares, Securities, Debentures and timely entries have been made in those records and the Company has held the investments in its own name;
- x. According to the information and explanations given to us, no fraud on or by the Company, has been noticed or reported during the year.

Mumbai
28th May, 2012

For N. M. RAIJI & CO.,
Chartered Accountants
Registration No.108296 W

CA Y. N. THAKKAR
Partner
Membership No. 33329

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BALANCE SHEET AS AT MARCH 31, 2012

Particulars	Note No	As at	
		March 31, 2012 ₹ in Lacs	March 31, 2011 ₹ in Lacs
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	1,090.18	1,090.18
(b) Reserves and Surplus	3	39,469.12	38,761.88
(c) Money received against share warrants		-	-
(2) Share application money pending allotment			
(3) Non-Current Liabilities			
(a) Long-term borrowings		-	-
(b) Deferred tax liabilities (Net)	4	0.36	0.37
(c) Other Long term liabilities		-	-
(d) Long term provisions		-	-
(4) Current Liabilities			
(a) Short-term borrowings	5	-	50.00
(b) Trade payables	6	85.87	13.65
(c) Other current liabilities	7	678.34	731.88
(d) Short-term provisions		-	-
Total		41,323.87	40,647.96
II. Assets			
(1) Non-current assets			
(a) Fixed assets	8		
(i) Tangible assets		1.72	2.05
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
(b) Non-current investments	9	40,141.99	36,933.39
(c) Deferred tax assets (net)		-	-
(d) Long term loans and advances		-	-
(e) Other non-current assets		-	-
(2) Current assets			
(a) Current investments		-	-
(b) Inventories		-	-
(c) Trade receivables	10	-	775.49
(d) Cash and cash equivalents	11	656.29	468.33
(e) Short-term loans and advances	12	523.87	2,468.70
(f) Other current assets		-	-
Total		41,323.87	40,647.96

See accompanying notes to the financial statements

As per our report attached

For and on behalf of the Board of Directors

For N. M. Raiji & Co.,
Chartered Accountants

CA Y. N. Thakkar
Partner

Shruti Joshi
Company Secretary & Manager

Ramesh D. Chandak A. N. Misra
Director Director

Mumbai
28th May, 2012

SUMMIT SECURITIES LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2012

Particulars	Note No	Year ended	
		March 31, 2012 ₹ in Lacs	March 31, 2011 ₹ in Lacs
I. Revenue from operations	17	798.23	617.36
II. Other Income	18	-	8.37
III. Total Revenue (I + II)		798.23	625.73
IV. Expenses:			
Cost of materials consumed		-	-
Purchase of Stock-in-Trade		-	-
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		-	-
Employee benefit expense		8.71	4.67
Financial costs		-	-
Depreciation and amortization expense	8	0.39	0.33
Other expenses	19	58.61	280.03
Total Expenses		67.71	285.03
V. Profit before exceptional and extraordinary items and tax	(III - IV)	730.52	340.70
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V - VI)		730.52	340.70
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII - VIII)		730.52	340.70
X. Tax expense:			
(1) Current tax		13.10	-
(2) Deferred tax		(0.00)	117.13
(3) Excess/(Short) provision of tax for earlier years		(10.18)	96.82
XI. Profit/(Loss) from the period from continuing operations	(IX-X)	707.24	320.39
XII. Profit/(Loss) from discontinuing operations		-	-
XIII. Tax expense of discontinuing operations		-	-
XIV. Profit/(Loss) from discontinuing operations (XII - XIII)		-	-
XV. Profit/(Loss) for the period (XI + XIV)		707.24	320.39
XVI. Earning per equity share:			
- Basic and Diluted (₹)		6.49	2.94

See accompanying notes to the financial statements

As per our report attached

For and on behalf of the Board of Directors

For N. M. Rajji & Co.,
Chartered Accountants

CA Y. N. Thakkar
Partner

Shruti Joshi
Company Secretary & Manager

Ramesh D. Chandak **A. N. Misra**
Director Director

Mumbai
28th May, 2012

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CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2012

Particulars	2011-12 ₹ in Lacs	2010-11 ₹ in Lacs
A. CASH FLOW FROM OPERATING ACTIVITIES:		
PROFIT BEFORE TAX	730.52	340.70
Add: Depreciation	0.39	0.33
Add: Provision for non performing assets	-	174.70
Add: Balance written off on disposal of Assets	-	-
Less: Excess provision written back	-	-
Less: Provision for non performing assets written back	102.48	-
Less: Interest income	68.62	8.47
Less: Profit on sale of Investments (Net)	-	-
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES AND OTHER ADJUSTMENTS	559.81	507.26
Changes in:		
Trade and other receivables	2,810.94	2,468.42
Trade payables	8.84	(25.19)
CASH GENERATED FROM OPERATIONS	3,379.59	2,950.49
Direct taxes paid (net of refund)	1.68	133.25
NET CASH FROM OPERATING ACTIVITIES	(a) 3,381.27	3,083.74
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of Fixed Assets	(0.07)	(0.80)
Sale of investments	426.82	3,570.00
Purchase of investments	(3,635.42)	(6,389.33)
NET CASH FROM INVESTING ACTIVITIES	(b) (3,208.67)	(2,820.13)
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Interest income	68.62	8.47
Unsecured Loan Repaid	-	-
NET CASH FROM FINANCING ACTIVITIES	(c) 68.62	8.47
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	(a+b+c) 241.22	272.08
Cash and Cash Equivalents - Opening Balance	394.18	122.10
Cash and Cash Equivalents - Closing Balance	635.40	394.18

Notes:

- 1 Previous year's figures have been regrouped wherever necessary.
- 2 All figures in the bracket are outflows.

As per our report attached

For and on behalf of the Board of Directors

For N. M. Raiji & Co.,
Chartered Accountants

CA Y. N. Thakkar
Partner

Shruti Joshi
Company Secretary & Manager

Ramesh D. Chandak A. N. Misra
Director Director

Mumbai
28th May, 2012

NOTES TO FINANCIAL STATEMENTS**1. Summary of significant accounting policies****1.1 Basis of preparation**

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. These financial statements have been prepared to comply in all material aspects with the accounting standards notified under Section 211(3C) [Companies (Accounting Standards) Rules, 2006, as amended] and the other relevant provisions of the Companies Act, 1956.

1.2 Tangible Assets

Tangible Assets are stated at acquisition cost, net of accumulated depreciation

Depreciation is provided on the Straight Line Method, at the rates prescribed in Schedule XIV of the Companies Act, 1956; Asset Rates: Office Equipment – 4.75%, Computer & Systems - 16.21%

1.3 Investments

Investments that are readily realisable and are intended to be held for not more than one year from the date, on which such investments are made, are classified as current investments. All other investments are classified as long term investments. Current investments are carried at cost or fair value, whichever is lower. Long-term investments are carried at cost plus brokerage and other relevant charges. Provision against diminution in the value of investments is made in case diminution is considered as other than temporary, as per criteria laid down by the Board of Directors after considering that such investments are strategic in nature.

1.4 Revenue Recognition

Interest income is recognised in the Profit and Loss Account as it accrues except in the case of Non Performing Assets (NPA) where it is recognised, upon realisation.

Dividend on investments is accounted when the right to receive payment is established.

Profit earned from sale of securities is recognised on a trade date basis. The cost of securities is computed based on a weighted average basis.

1.5 Provisions for Non Performing Assets (NPA) and Doubtful Debts

Sundry debtors, loans and advances and receivables are identified as bad/ doubtful based on the duration of the delinquency. The duration is set at appropriate levels for each product. NPA provisions are made based on the management's assessment of the degree of impairment and the level of provisioning meets the prudential norms prescribed by the Reserve Bank of India.

1.6 Taxes on Income

Tax expense for the period, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the period. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the taxation laws prevailing in the respective jurisdictions.

Deferred tax is recognised for all the timing differences, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognised and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

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NOTES TO FINANCIAL STATEMENTS

(All amounts in ₹ in Lacs unless otherwise stated)

2. Share Capital	As at	
	31st March, 2012	31st March, 2011
Authorised:		
14,20,00,000 (Previous year 14,20,00,000) Equity Shares of ₹ 10 each	14,200.00	14,200.00
25,00,000 (Previous year 25,00,000) Preference shares of ₹ 100 each	2,500.00	2,500.00
1,50,00,000 (Previous year 1,50,00,000) Preference shares of ₹ 10 each	1,500.00	1,500.00
	18,200.00	18,200.00
Issued:		
109,01,987 (Previous year 109,01,987) Equity Shares of ₹ 10 each (includes 206 Equity Shares kept in abeyance)	1,090.20	1,090.20
	1,090.20	1,090.20
Subscribed and paid up:		
109,01,781 (Previous year 109,01,781) Equity Shares of ₹ 10 each	1,090.18	1,090.18
	1,090.18	1,090.18

(a) Reconciliation of shares outstanding at the beginning and at the end of the reporting period

Equity Shares	As at 31st March, 2012		As at 31st March, 2011	
	No.	₹	No.	₹
Shares outstanding at the beginning of the year	10,901,781	1,090.18	10,901,781	1,090.18
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	10,901,781	1,090.18	10,901,781	1,090.18

(b) Terms / rights attached to equity shares

The Company has one class of equity shares having a par value of ₹10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding. The Shareholders have all other rights as available to Equity Shareholders as per the provisions of the Companies Act, 1956, read together with the Memorandum of Association and Articles of Association of the Company, as applicable.

(c) Shares held by holding/ultimate holding company and/or their subsidiaries/associates (as certified by management)

	As at	
	31st March, 2012	31st March, 2011
Holding Company (Swallow Associates Limited) 68,50,875 (Previous year Nil) Equity Shares of ₹ 10	685.09	-

(d) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company (as certified by the management).

	As at 31st March, 2012		As at 31st March, 2011	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Swallow Associates Limited	6,850,875	62.84	-	-
Petrochem International Limited	-	-	2,183,116	20.03
RPG Cellular Investments & Holdings Private Limited	-	-	2,325,911	21.34
South Asia Electricity Holdings Limited	-	-	2,100,004	19.26

NOTES TO FINANCIAL STATEMENTS

(All amounts in ₹ in Lacs unless otherwise stated)

	As at	
	31st March, 2012	31st March, 2011
3. Reserves and Surplus		
<u>Special Reserve (as per Section 45 IC (1) of RBI Act, 1934)</u>		
Balance as at the beginning of the year	194.82	130.74
Add: Amount transferred from Surplus in Statement of Profit and Loss during the year	141.45	64.08
Balance as at the end of the year	336.27	194.82
<u>General Reserve</u>	37,967.25	37,967.25
<u>Surplus in Statement of Profit and Loss</u>		
Balance as at the beginning of the year	599.81	343.50
Profit for the year	707.24	320.39
Less: Appropriations	-	-
- Transfer to Special Reserve	141.45	64.08
Balance as at the end of the year	1,165.60	599.81
	39,469.12	38,761.88
4. Deferred Tax Liabilities (Net)		
Fixed Assets: Impact of difference between tax depreciation and depreciation charged for the financial reporting	0.36	0.37
	0.36	0.37
5. Short term borrowings		
Loans repayable on Demand		
- From others	-	50.00
	-	50.00
6. Trade Payables		
Sundry Creditors	85.87	13.65
	85.87	13.65
7. Other Current Liabilities		
Unclaimed Dividend ##	7.10	7.14
Shares Fractional Money	12.98	66.19
Others	658.27	658.55
	678.34	731.88

Not due to Investor Education and Protection Fund

8. Fixed Assets

ASSETS	GROSS BLOCK AT COST				DEPRECIATION				NET BLOCK
	As at 1st April, 2011	Additions / Adjustments	Deductions / Adjustment	As at 31st March, 2012	As at 1st April, 2011	For the year	Deductions / Adjustment	As at 31st March, 2012	As at 31st March, 2012
Computers and Systems	2.24	0.07	-	2.31	0.64	0.37	-	1.02	1.29
	(1.43)	(0.80)	-	(2.24)	(0.34)	(0.31)	-	(0.64)	(1.59)
Office Equipment	0.48	-	-	0.48	0.03	0.02	-	0.05	0.43
	(0.48)	-	-	(0.48)	(0.01)	(0.02)	-	(0.03)	(0.45)
Total	2.72	0.07	-	2.79	0.67	0.39	-	1.07	1.72
	(1.91)	(0.80)	-	(2.72)	(0.34)	(0.33)	-	(0.67)	(2.05)

Note: Figures shown in brackets pertains to previous year.

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NOTES TO FINANCIAL STATEMENTS

(All amounts in ₹ in Lacs unless otherwise stated)

9. Investments (At Cost)	Face value ₹	As at 31st March, 2012		As at 31st March, 2011	
		Number of Shares	₹ in Lacs	Number of Shares	₹ in Lacs
Long Term					
I Quoted (Non - Trade) - Fully paid up					
Equity instruments					
CEAT Limited	10	696,000	609.24	50,000	52.54
CFL Capital Financial Services Limited	10	27,318,150	271.18	27,318,150	271.18
Harrisons Malayalam Limited	10	728,160	528.00	728,150	528.00
KEC International Limited	2	25,084,520	4,355.98	24,851,020	4,198.31
RPG Life Sciences Limited	8	1,216,159	124.64	1,064,560	-
Sentinel Tea and Exports Limited	10	728,501	281.11	728,150	281.07
Zensar Technologies Limited	10	4,632,076	663.63	4,451,276	359.59
II Unquoted					
Subsidiary Company (Trade) - Fully paid up					
Equity instruments					
Instant Holdings Limited	10	4,510,000	32,389.85	4,182,062	29,897.53
Sudarshan Electronics & T.V. Limited	10	170,007	0.00	170,007	0.00
Others (Non Trade)					
Equity instruments - Fully paid up					
Basic Tele Services Limited	10	-	-	2	0.00
Bombay Mercantile Co-op Bank Limited	30	1,666	0.50	1,666	0.50
Malabar Coastal Holdings Limited	10	1	0.00	1	0.00
Spencer and Company Limited	10	1,964,000	786.61	1,964,000	912.56
Ektara Enterprises Pvt Ltd	10	1,767	122.04	-	-
Wonder Land Ltd	10	7,856	3.68	-	-
Vayu Udaan Aircraft Pvt Ltd	10	1,767	0.24	-	-
The Thane Janata Sahakari Bank Limited	50	10	0.01	10	0.01
Warrants - (partly paid up)					
CEAT Limited	10	-	-	712,170	251.82
Non Cumulative Redeemable Preference Shares (Non Trade) - Fully paid up					
12% Trade Apartments Limited (Refer note - 1)	100	287,500	0.29	287,500	0.29
15% RPG Cellular Investments & Holdings Private Limited	100	-	-	175,000	175.00
Debentures (Non Trade) - Fully paid up					
Off Shore India Limited (Refer note - 2)	100	500,000	5.00	500,000	5.00
			40,141.99		36,933.39
Aggregate Cost of Quoted Investments			6,833.78		5,690.69
Market Value of Quoted Investments			27,243.26		29,672.69
Aggregate Cost of Unquoted Investments			33,308.21		31,242.70

Notes:

- 1) These Shares are redeemable on 23.02.2018.
- 2) Zero % Optional Convertible Debentures, Redeemable on 14.10.2013.

NOTES TO FINANCIAL STATEMENTS

(All amounts in ₹ in Lacs unless otherwise stated)

	As at	
	31st March, 2012	31st March, 2011
10. Trade receivables		
Unsecured, considered good		
Outstanding over six months	95.94	861.66
- Less: Provision*	(95.94)	(86.17)
	-	775.49
Others	-	-
	-	775.49
	-	775.49
11. Cash and Cash Equivalents		
Current account	135.27	369.06
Deposit account	500.00	5.36
Cheques on Hand	-	19.30
Cash on hand	0.14	0.17
Stamps on hand	-	0.30
Unclaimed Dividend Account	7.91	7.95
Fractional entitlement money#	12.98	66.19
	656.29	468.33
	656.29	468.33
<p>#Fractional entitlement money represents dues payable to the shareholders who are entitled for fractional entitlement as per the scheme of arrangement as approved by the Hon'ble high court of judicature at Bombay, Maharashtra on December 18, 2009.</p>		
12. Short term loans and advances		
Unsecured:		
Loans and advances to related parties		
(a) Considered good	0.30	1,932.70
(b) Considered doubtful	6.22	119.28
Less: Allowance for doubtful loans and advances*	(6.22)	(119.28)
	0.30	1,932.70
Other Loans and Advances		
- Advance Income Tax [Net of provision]	453.48	465.34
- Others#		
(a) Considered good	70.09	70.66
(b) Considered doubtful	64.82	64.01
Less: Allowance for doubtful loans and advances*	(64.82)	(64.01)
	523.87	2,468.70
	523.87	2,468.70

* Provision made as required under the prudential norms prescribed by Reserve Bank of India for Non-Banking Financial Companies. Contingent Provisions against Standard Assets of ₹ Nil (previous year ₹ 2.21 lacs).

Others includes sales tax deposits, deposit for consumer forum litigation.

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NOTES TO FINANCIAL STATEMENTS

(All amounts in ₹ in Lacs unless otherwise stated)

13. Major components of Deferred Tax:

Particulars	2011-12	2010-11
Liabilities		
Depreciation	0.36	0.37
Deferred Tax Liability	0.36	0.37

14. Contingent liabilities not provided for:

Particulars	As at 31.03.2012	As at 31.03. 2011
Income Tax	366.94	672.85
Civil Suits (excluding interest – Amount indeterminable)	138.81	118.76

15. There are no outstanding to parties covered under the Micro, Small and Medium Enterprises as per Micro Small Medium Enterprises Development Act, 2006.

16. Disclosure as required under clause 32 of listing agreement:

- Loans and advances in the nature of Loans to Associates – ₹ Nil (PY – ₹ Nil).
- Loans and advances in the nature of Loans where there is no repayment schedule or no interest or interest below Section-372A of Companies Act, 1956 – ₹ Nil (PY – ₹ Nil).
- Loans and advances in the nature of Loans to firms/Companies in which Directors are interested – ₹ Nil (Previous year – ₹ Nil).
- Investment by the Loanee in shares of the Company as at March 31, 2012 – Nil (Previous year – ₹ Nil).

	Year ended	
	31st March, 2012	31st March, 2011
17. Revenue from operations		
Interest	68.62	30.56
Dividend	627.13	586.80
Provision for non performing assets written back(Net)	102.48	-
	798.23	617.36
18. Other Income		
Miscellaneous Income	-	8.37
	-	8.37
19. Other expenses		
Auditor's Remuneration		
- Audit Fees	0.83	0.83
- Audit certification	1.94	2.44
Professional Fees	15.21	30.02
Miscellaneous Expenditure	40.63	246.74
	58.61	280.03

NOTES TO FINANCIAL STATEMENTS

(All amounts in ₹ in Lacs unless otherwise stated)

20. Earnings Per Share (EPS):

	2011-12	2010-11
Weighted average Number of Equity Shares for calculation of Basic and Diluted EPS	10,901,781	10,901,781
Net Profit available for equity shareholders	707.24	320.39
Face Value per share (₹)	10	10
Basic and Diluted EPS (₹)	6.49	2.94

21. Related Party Transactions:

Related Party Relationship (As identified and certified by the management);

Swallow Associates Limited, Holding Company (from December 1, 2011)

Instant Holdings Limited, Subsidiary Company

Sudarshan Electronics & T.V. Limited, Subsidiary Company

Goodhope Sales Private Limited, Subsidiary Company (till March 30, 2012)

Goodluck Dealcom Pvt. Limited, Subsidiary Company, (from Aug. 11, 2010 till Sep. 7, 2010)

Ujala Agency Pvt. Limited, Subsidiary Company, (from Aug. 11, 2010 till Sep. 7, 2010)

Idea Tracom Private Limited, Subsidiary Company (till March 30, 2012)

Key Managerial Personnel: Ms. Shruti Joshi

Transactions with Related Parties during the year	2011-12	2010-11
Sudarshan Electronics & T.V. Limited		
Payment of expenses	3.55	0.22
Advance given	2.00	-
Instant Holdings Limited		
Advances given & repaid	689.83	-
Advance for purchase of investments	461.25	224.00
Sale of Investments	251.82	2885.86
Subscription to share capital	2492.33	6063.98
Key Managerial Personnel		
Salary	0.18	0.18
Balance due from / (due to) related parties	As at 31.03.2012	As at 31.03.2011
Sudarshan Electronics & T.V. Limited	5.89	0.34
Instant Holdings Limited	-	431.40

22. The Company is a NBFC and primarily engaged in investment in securities which is considered as one segment. As such, there is no other separate reportable segment as defined by Accounting Standard -17 "Segment Reporting" as notified by the Companies (Accounting Standards) Rules, 2006.

23. General Instructions for preparation of Balance Sheet and Profit and Loss Statement as per Revised Schedule VI are given to the extent they are applicable to the Company.

24. Previous year's figures have been regrouped wherever necessary to conform to current year's classification.

As per our report attached

For and on behalf of the Board of Directors

For N. M. Raiji & Co.,
Chartered Accountants

CA Y. N. Thakkar
Partner
Mumbai
28th May, 2012

Shruti Joshi
Company Secretary & Manager

Ramesh D. Chandak A. N. Misra
Director Director

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Annexure to Notes to Accounts:

Disclosure of details as required in terms of Paragraph 13 of Non- Banking Financial (Non- Depositing Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007

(₹ in Lacs)

Particulars		
Liabilities Side :		
(1) Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid:	Amount outstanding	Amount overdue
(a) Debentures: Secured	NIL	NIL
: Unsecured	NIL	NIL
(Other than falling within the meaning of public deposit*)		
(b) Deferred Credits	NIL	NIL
(c) Term Loans	NIL	NIL
(d) Inter-corporate loans and borrowings	NIL	NIL
(e) Commercial Paper	NIL	NIL
(f) Other Loans (specify nature)	NIL	NIL
(Please see note 1 below)		
Assets side :		
	Amount outstanding	
(2) Break-up of Loans and Advances including bills receivables [other than those included in (4) below]:		
(a) Secured		NIL
(b) Unsecured		70.39
(3) Break up of Leased Assets and stock on hire and other assets counting towards AFC activities		
(i) Lease assets including lease rentals under sundry debtors:		
(a) Financial lease		NA
(b) Operating lease		NA
(ii) Stock on hire including hire charges under sundry debtors:		
(a) Assets on hire		NA
(b) Repossessed Assets		NA
(iii) Other loans counting towards AFC activities		
(a) Loans where assets have been repossessed		NA
(b) Loans other than (a) above		NA
(4) Break up of Investments :		
Current Investments :		
1 Quoted :		
(i) Shares : (a) Equity		NIL
(b) Preference		NIL
(ii) Debentures and Bonds		NIL
(iii) Units of mutual funds		NIL
(iv) Government Securities		NIL
(v) Others (please specify)		NIL
2 Unquoted :		
(i) Shares : (a) Equity		NIL
(b) Preference		NIL
(ii) Debentures and Bonds		NIL
(iii) Units of mutual funds		NIL
(iv) Government Securities		NIL
(v) Others (please specify)		NIL

SUMMIT SECURITIES LIMITED

(₹ in Lacs)

		Amount outstanding
Long Term investments:		
1	Quoted :	
(i)	Shares : (a) Equity	6,833.78
	(b) Preference	NIL
(ii)	Debentures and Bonds	NIL
(iii)	Units of mutual funds	NIL
(iv)	Government Securities	NIL
(v)	Others (please specify)	NIL
2	Unquoted :	
(i)	Shares : (a) Equity	33,302.92
	(b) Preference	0.29
(ii)	Debentures and Bonds	5.00
(iii)	Units of mutual funds	NIL
(iv)	Government Securities	NIL
(v)	Others (please specify) Warrants	0.00

(5) Borrower group- wise classification of assets financed as in (2) and (3) above:

(Please see Note 2 below)

Category	Amount net of provisions		
	Secured	Unsecured	Total
1. Related Parties **			
(a) Subsidiaries	-	5.55	5.55
(b) Companies in the same group#	-	-	-
(c) Other related parties	-	-	-
2. Other than related parties	-	71.06	71.06
Total	-	76.61	76.61

(6) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) :

(Please see note 3 below)

Category	Market value /	Book value
	break up or fair value or NAV	(net of provision)
1. Related Parties **		
(a) Subsidiaries (Unquoted, hence disclosed at break up value)	32,389.85	32,389.85
(b) Companies in the same group#	NIL	NIL
(c) Other related parties	NIL	NIL
2. Other than related parties	28,814.78	7,746.85
Total	61,204.63	40,136.70

** As per Accounting Standards of ICAI (Please see Note 3)

Identified in terms of Section 370(1B) of Companies Act, 1956

Break up values are computed based on latest available financial statements/reports.

(7) Other information

Particulars	Amount
(i) Gross Non-Performing Assets	
(a) Related parties	5.89
(b) Other than related parties	161.09
(ii) Net Non-Performing Assets	
(a) Related parties	NIL
(b) Other than related parties	NIL
(iii) Assets acquired in satisfaction of debt	NIL

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Notes:

- 1 As defined in Paragraph 2(1) (xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
- 2 Provisioning norms shall be applicable as prescribed in Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.
- 3 All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up/ fair value/ NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in column (4) above.

Disclosure of details as required by Para 5 of Reserve Bank of India Circular No RBI 2008-09/116 DNBS (PD).CC.No. 125/03.05.002/2008-09.

(8) CRAR

Items	Current year	Previous Year
i) CRAR (%)	97.07	96.12
ii) CRAR - Tier I Capital (%)	97.07	96.12
iii) CRAR - Tier II Capital (%)	-	-

(9) Exposures

Exposure to Real Estate Sector

Category	Current year	Previous Year
a) Direct exposure		
(i) Residential Mortgages - Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented ; (Individual housing loans up to ₹ 15 lakh may be shown separately)	Nil	Nil
(ii) Commercial Real Estate - Lending secured by mortgages on Commercial Real Estates (office buildings, retail space, multipurpose commercial premises, multifamily residential buildings, multi-tenanted commercial premises, industrial or warehouse space, hotels, land acquisition development and construction, etc.) Exposure would also include non-fund based (NFB)limits	Nil	Nil
(iii) Investments in Mortgage Backed securities (MBS) and other securitied exposure		
a. Residential	Nil	Nil
b. Commercial Real Estate	Nil	Nil
b) Indirect Exposure Fund based and non-fund based exposures on National Housing Bank (NHB) and Housing Finance Companies (HFCs)	Nil	Nil

(10) Asset Liability Management (At book values)

Maturity pattern of certain items of assets and liabilities

	1 day to 30/31 days	Over 1 month to 2 months	Over 2 months to 3 months	Over 3 months to 6 months	Over 6 months to 1 year	Over 1 year to 3 years	Over 3 years to 5 year	Over 5 years	Total
Liabilities:									
Borrowing from Banks	-	-	-	-	-	-	-	-	-
Market Borrowings	-	-	-	-	-	-	-	-	-
Assets:									
Advances	-	-	-	-	-	71.04	-	-	71.04
Investments	-	-	-	-	-	5.00	-	40,136.99	40,141.99

AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS TO THE BOARD OF DIRECTORS OF THE SUMMIT SECURITIES LIMITED

1. We have audited the attached Consolidated Balance Sheet of Summit Securities Limited (the Company) and its subsidiary, as at 31st March 2012, and also the related Consolidated Profit and Loss Account and the Consolidated Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management and have been prepared by the management on the basis of separate financial statements and other financial information regarding component. 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. We did not audit the financial statements of subsidiary, Sudarshan electronics and TV Limited, whose financial statements reflect total assets of ₹12,05,857/- as at 31st March 2012, the total revenues of ₹19,928/- and cash inflows amounting to ₹ 2,09,776/- for the year then ended. The other auditor whose report has been furnished to us has audited these financial statements and other financial information, and our opinion is based solely on the report of the other auditor.
4. We report that the consolidated financial statements have been prepared by the Company's management in accordance with the requirements of Accounting Standard (AS) 21, Consolidated Financial Statements, prescribed by the Companies (Accounting Standards) Rules, 2006 as sub-section (3C) of section 211 of the Companies Act, 1956.
5. Based on our audit and on consideration of reports of other auditors on separate financial statements and on the other financial information of the component, and to the best of our information and according to the explanations given to us, we are of the opinion that the attached consolidated financial statements read together with notes thereon, give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (a) in the case of the Consolidated Balance Sheet, of the State of affairs of the Company and its subsidiary as at 31st March 2012;
 - (b) in the case of the Consolidated Profit and Loss Account, of the Profit for the year ended on that date; and
 - (c) in the case of the Consolidated Cash Flow Statement, of the Cash Flow for the year ended on that date.

For N. M. RAIJI & CO.,
Chartered Accountants
Registration No.108296 W

CA Y. N. THAKKAR
Partner
Membership No. 33329

Mumbai
28th May, 2012

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CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2012

Particulars	Note No	As at	
		March 31, 2012 ₹ in Lacs	March 31, 2011 ₹ in Lacs
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	1,056.61	1,056.61
(b) Reserves and Surplus	3	40,601.01	39,294.39
(c) Money received against share warrants		-	-
(2) Share application money pending allotment		1.00	-
(3) Non-Current Liabilities			
(a) Long-term borrowings		-	-
(b) Deferred tax liabilities (Net)	4	0.63	0.57
(c) Other Long term liabilities		-	-
(d) Long term provisions		-	-
(4) Current Liabilities			
(a) Short-term borrowings	5	-	862.94
(b) Trade payables	6	103.85	13.31
(c) Other current liabilities	7	695.48	748.17
(d) Short-term provisions		-	-
Total		42,458.58	41,975.99
II. Assets			
(1) Non-current assets			
(a) Fixed assets	8		
(i) Tangible assets		2.90	2.85
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
(b) Non-current investments	9	40,880.93	34,168.19
(c) Deferred tax assets (net)		-	-
(d) Long term loans and advances		-	-
(e) Other non-current assets		-	-
(2) Current assets			
(a) Current investments	10	10.51	-
(b) Inventories		-	-
(c) Trade receivables	11	4.93	3,701.20
(d) Cash and cash equivalents	12	1,006.07	659.68
(e) Short-term loans and advances	13	553.24	3,444.07
(f) Other current assets		-	-
Total		42,458.58	41,975.99

See accompanying notes to the financial statements

As per our report attached

For and on behalf of the Board of Directors

For N. M. Raiji & Co.,
Chartered Accountants

CA Y. N. Thakkar
Partner

Shruti Joshi
Company Secretary & Manager

Ramesh D. Chandak A. N. Misra
Director Director

Mumbai
28th May, 2012

SUMMIT SECURITIES LIMITED

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2012

Particulars	Note No	Year ended	
		March 31, 2012 ₹ in Lacs	March 31, 2011 ₹ in Lacs
I. Revenue from operations	16	1,463.71	1,233.61
II. Other Income	17	0.01	30.60
III. Total Revenue (I + II)		1,463.72	1,264.21
IV. Expenses:			
Cost of materials consumed		-	-
Purchase of Stock-in-Trade		-	-
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		-	-
Employee benefit expense		16.74	6.31
Financial costs		-	-
Depreciation and amortization expense		0.70	0.54
Other expenses	18	98.33	420.53
Total Expenses		115.77	427.38
V. Profit before exceptional and extraordinary items and tax	(III - IV)	1,347.95	836.83
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V - VI)		1,347.95	836.83
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII - VIII)		1,347.95	836.83
X. Tax expense:			
(1) Current tax		17.85	8.00
(2) Deferred tax		0.06	136.80
(3) Excess/(Short) provision of tax for earlier years		(72.02)	92.67
XI. Profit/(Loss) from the period from continuing operations	(IX-X)	1,258.02	784.69
XII. Profit/(Loss) from Discontinuing operations		-	-
XIII. Tax expense of Discontinuing operations		-	-
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)		-	-
XV. Profit/(Loss) for the period (XI + XIV)		1,258.02	784.69
XVI. Earning per equity share:			
- Basic and Diluted (₹)		11.91	7.43

See accompanying notes to the financial statements

As per our report attached

For and on behalf of the Board of Directors

For N. M. Rajji & Co.,
Chartered Accountants

CA Y. N. Thakkar
Partner

Shruti Joshi
Company Secretary & Manager

Ramesh D. Chandak **A. N. Misra**
Director Director

Mumbai
28th May, 2012

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CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2012

Particulars	2011-12 ₹ in Lacs	2010-11 ₹ in Lacs
A. CASH FLOW FROM OPERATING ACTIVITIES:		
PROFIT BEFORE TAX	1,347.95	836.83
Add: Depreciation	0.70	0.54
Add: Other receivables written off	8.00	-
Add: Loss/(profit) on sale of Investments	-	(13.49)
Add: Provision for non performing assets	-	298.06
Less: Loss capitalised on acquisition of Subsidiary's Shares	-	8.11
Less: Interest income	83.99	17.74
Less: Provision for non performing assets written back	425.10	-
Less: Excess provision written back	-	14.22
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES AND OTHER ADJUSTMENTS	847.56	1,081.87
Changes in:		
Trade and other receivables	(377.31)	3,068.20
Trade payables	(422.82)	(4,529.07)
CASH GENERATED FROM OPERATIONS	47.43	(379.00)
Direct taxes paid (net of refunds)	(7.97)	130.55
NET CASH FROM OPERATING ACTIVITIES	(a) 39.46	(248.45)
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of Fixed Assets	(0.75)	(0.80)
Sale of Investments	1,410.00	9,308.96
Purchase of Investments	(1,408.78)	(8,650.69)
NET CASH FROM INVESTING ACTIVITIES	(b) 0.47	657.47
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Interest Income	83.99	17.74
NET CASH FROM FINANCING ACTIVITIES	(c) 83.99	17.74
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS	(a+b+c) 123.92	426.76
Cash and Cash Equivalents - Opening Balance	585.55	156.79
Adjustment of Opening Cash Balances of Subsidiary Company as a result of amalgamation	(3.53)	-
Adjustment for Cash Balances of Subsidiary Company acquired during the period	279.24	2.00
Cash and Cash Equivalents - Closing Balance	985.18	585.55

Notes:

- 1 Previous year's figures have been regrouped wherever necessary.
- 2 All figures in the bracket are outflows.

As per our report attached

For and on behalf of the Board of Directors

For N. M. Rajji & Co.,
Chartered Accountants

CA Y. N. Thakkar
Partner

Shruti Joshi
Company Secretary & Manager

Ramesh D. Chandak A. N. Misra
Director Director

Mumbai
28th May, 2012

NOTES TO FINANCIAL STATEMENTS**1. Principles of Consolidation:**

The consolidated financial statements relate to Summit Securities Limited (the Company), and its Subsidiaries (the Group). The Consolidated Financial Statements have been prepared in accordance with Accounting Standard - 21 (AS-21) "Consolidated Financial Statements" notified by the Companies (Accounting Standards) Rules, 2006. The Consolidated Financial Statements have been prepared on the following basis;

1. The Financial Statements of the Company and its subsidiary companies have been combined on a line by line basis by adding together the book values of like items of assets, liabilities, income and expenses. Intra group balances, intra group transactions and unrealized profits or losses have been fully eliminated.
2. The difference between the costs of investments in subsidiary over the book value of the subsidiary's net assets on the date of acquisition is recognised in the consolidated financial statements as goodwill where the difference is positive and as capital reserve where the difference is negative.
3. The Financial Statements of the subsidiary are drawn up to March 31, 2012.

Name of the Company	Country of Incorporation	Nature of Relation	% of ownership interest and voting power
Instant Holdings Limited (Instant)	India	Subsidiary	100%
Sudarshan Electronics & T.V. Limited	India	Subsidiary	100%

Above Subsidiary Companies have been considered in the presentation of these consolidated statements.

4. Notes to these Consolidated Financial Statements are intended to serve as a means of informative disclosure and a guide to better understanding of the consolidated position of the companies. Recognising this purpose, the Company has disclosed only such Notes from the individual financial statements, which fairly present the needed disclosures.
5. The accounting policies of the parent are best viewed in its independent financial statements under Note 1 of parent company's financial statements. Differences in accounting policies followed by the other entities consolidated have been reviewed and no adjustments have been made, since the impact of these differences is not significant.

NOTES TO FINANCIAL STATEMENTS

(All amounts in ₹ in Lacs unless otherwise stated)

2. Share Capital	As at	
	31st March, 2012	31st March, 2011
Authorised:		
14,20,00,000 (Previous year 14,20,00,000) Equity Shares of ₹ 10 each	14,200.00	14,200.00
25,00,000 (Previous year 25,00,000) Preference shares of ₹ 100 each	2,500.00	2,500.00
1,50,00,000 (Previous year 1,50,00,000) Preference shares of ₹ 10 each	1,500.00	1,500.00
	18,200.00	18,200.00
Issued:		
109,01,987 (Previous year 109,01,987) Equity Shares of ₹ 10 each (includes 206 Equity Shares kept in abeyance)	1,090.20	1,090.20
	1,090.20	1,090.20
Subscribed and paid up:		
105,66,141 (Previous year 105,66,141) Equity Shares of ₹ 10 each	1,056.61	1,056.61
	1,056.61	1,056.61

(a) Reconciliation of shares outstanding at the beginning and at the end of the reporting period

Equity Shares	As at 31st March, 2012		As at 31st March, 2011	
	No.	₹	No.	₹
Shares outstanding at the beginning of the year	105,66,141	1,056.61	105,66,141	1,056.61
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	105,66,141	1,056.61	105,66,141	1,056.61

(b) Terms / rights attached to equity shares

Equity Shares: The Company has one class of equity shares having a par value of ₹ 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

The Shareholders have all other rights as available to Equity Shareholders as per the provisions of the Companies Act, 1956, read together with the Memorandum of Association and Articles of Association of the Company, as applicable.

(c) Shares held by holding/ultimate holding company and/or their subsidiaries/associates (as certified by management)

	As at	
	31st March, 2012	31st March, 2011
Holding Company (Swallow Associates Limited) 68,50,875 (Previous year Nil) Equity Shares of ₹ 10	685.09	-

(d) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company (as certified by the management).

	As at 31st March, 2012		As at 31st March, 2011	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Swallow Associates Limited	6,850,875	62.84	-	-
Petrochem International Limited	-	-	2,183,116	20.03
RPG Cellular Investments & Holdings Private Limited	-	-	2,325,911	21.34
South Asia Electricity Holdings Limited	-	-	2,100,004	19.26

NOTES TO FINANCIAL STATEMENTS

(All amounts in ₹ in Lacs unless otherwise stated)

	As at	
	31st March, 2012	31st March, 2011
3. Reserves and Surplus		
<u>Capital Reserve</u>		
Opening Balance	1,366.33	1,378.44
Add: Arise as a result of Merger	35.20	-
Add: Goodwill added back as a result of desubsidiarisation of Subsidiary	12.11	-
Less: Goodwill arisen on acquisition of subsidiary	-	12.11
	1,413.64	1,366.33
<u>Special Reserve (as per Section 45 IC (1) of RBI Act, 1934)</u>		
Balance as at the beginning of the year	392.97	235.77
Add: Amount transferred from Surplus in Statement of Profit and Loss during the year	253.89	157.20
Balance as at the end of the year	646.86	392.97
<u>General Reserve</u>	36,710.33	36,710.33
<u>Surplus in Statement of Profit and Loss</u>		
Balance as at the beginning of the year	824.76	197.27
Profit for the year	1,258.02	784.69
Add: earlier year loss of subsidiary added back as a result of desubsidiaration of Subsidiary	1.29	-
Less: Appropriations		
- Transfer to Special Reserve	253.89	157.20
Balance as at the end of the year	1,830.17	824.76
	40,601.01	39,294.39
4. Deferred Tax Liabilities (Net)		
Fixed Assets: Impact of difference between tax depreciation and depreciation charged for the financial reporting	0.63	0.57
	0.63	0.57
5. Short term borrowings		
Loans repayable on Demand		
- From others	-	862.94
	-	862.94
6. Trade Payables		
Sundry Creditors	103.85	13.31
	103.85	13.31
7. Other Current Liabilities		
Unclaimed Dividend ##	7.10	7.14
Shares Fractional Money	12.98	66.19
Others	675.40	674.84
	695.48	748.17
## Not due to Investor Education and Protection Fund		

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NOTES TO FINANCIAL STATEMENTS

(All amounts in ₹ in Lacs unless otherwise stated)

8. Fixed Assets

ASSETS	GROSS BLOCK AT COST				DEPRECIATION				NET BLOCK
	As at 1st April, 2011	Additions / Adjustments	Deductions / Adjustment	As at 31st March, 2012	As at 1st April, 2011	For the year	Deductions / Adjustment	As at 31st March, 2012	As at 31st March, 2012
Computers and Systems	3.56 (2.75)	0.75 (0.80)	- -	4.31 (3.56)	1.16 (0.65)	0.68 (0.52)	- -	1.84 (1.16)	2.47 (2.39)
Office Equipment	0.48 (0.48)	- -	- -	0.48 (0.48)	0.03 (0.01)	0.02 (0.02)	- -	0.05 (0.03)	0.43 (0.45)
Total	4.04 (3.23)	0.75 (0.80)	- -	4.79 (4.04)	1.19 (0.65)	0.70 (0.54)	- -	1.89 (1.19)	2.90 (2.85)

Note: Figures shown in brackets are of previous year.

	As at	
	31st March, 2012	31st March, 2011
9. Non-current Investments (At Cost)		
LONG TERM - Non Trade		
I Quoted		
Equity Shares (fully paid up)	30,517.23	29,231.10
II Unquoted		
Equity Shares (Fully paid up)	9,994.45	2,029.97
Warrants (Partly paid up)	363.96	251.82
Non Cumulative Redeemable Preference Shares (Fully paid up)	0.29	2,650.29
Zero % optional Convertible Debentures (Fully paid up)	5.00	5.00
	40,880.93	34,168.19
Aggregate Cost of Quoted Investments	30,517.23	29,231.10
Aggregate Cost of Unquoted Investments	10,363.70	4,937.08
Market Value of Quoted Investments	53,613.66	59,178.06
10. Current Investments		
Mutual Funds (Unquoted):		
HDFC Mutual Fund – Daily Dividend Reinvestment (98,778 Units, PY: Nil)	10.51	-
	10.51	-
11. Trade receivables		
Unsecured, considered good		
Outstanding over six months	101.52	4,112.45
- Less: Provision*	(96.59)	(411.25)
	4.93	3,701.20
Others	-	-
	4.93	3,701.20

NOTES TO FINANCIAL STATEMENTS

(All amounts in ₹ in Lacs unless otherwise stated)

	As at	
	31st March, 2012	31st March, 2011
12. Cash and Cash Equivalents		
Current account	155.61	387.67
Deposit account	823.96	173.76
Margin Deposit Account	2.52	2.34
Cheques on Hand	-	19.30
Stamps on hand	-	0.30
Cash on hand	3.09	2.17
Unclaimed Dividend Account	7.91	7.95
Fractional entitlement money	12.98	66.19
	1,006.07	659.68
13. Short term loans and advances		
Unsecured:		
Loans and advances to related parties		
(a) Considered good	0.30	1,500.95
(b) Considered doubtful	6.22	119.28
Less: Allowance for doubtful loans and advances*	(6.22)	(119.28)
	0.30	1,500.95
Other Loans and Advances		
- Advance Income Tax [Net of provision]	476.47	533.49
- Others#		
(a) Considered good	82.66	1,409.65
(b) Considered doubtful	95.98	99.54
Less: Allowance for doubtful loans and advances*	(102.17)	(99.56)
	553.24	3,444.07
* Provision made as required under the prudential norms prescribed by Reserve Bank of India for Non-Banking Financial Companies.		
# Others includes sales tax deposits, deposit for consumer forum litigation.		
14. Major components of Deferred Tax:		
Particulars	2011-12	2010-11
Depreciation	0.62	0.57
Deferred Tax Liability	0.62	0.57
15. Contingent liabilities not provided for:		
Particulars	As at 31.03.2012	As at 31.03.2011
Income Tax	638.98	956.32
Civil Suits (excluding interest - amount indeterminable)	138.81	118.76
Central Excise	18.78	18.78
Sales Tax	1.97	1.97
15A. Partly paid Convertible Warrant of CEAT Limited: ₹10,91,89,743/- (previous year ₹ Nil)		

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NOTES TO FINANCIAL STATEMENTS

(All amounts in ₹ in Lacs unless otherwise stated)

	Year ended	
	31st March, 2012	31st March, 2011
16. Revenue from operations		
Interest	83.99	39.95
Dividend	954.62	1,180.17
Profit / (Loss) on Sale of Shares (NET)	-	13.49
Provision for non performing assets written back	425.10	-
	<u>1,463.71</u>	<u>1,233.61</u>
17. Other Income		
Excess provision written back	-	14.22
Miscellaneous Income	0.01	16.38
	<u>0.01</u>	<u>30.60</u>
18. Other expenses		
Payment to Auditor		
- Audit fees	1.41	1.64
- Audit certification	2.98	2.80
- Audit fee taxation	0.33	0.33
Professional Fees	15.26	37.88
Miscellaneous Expenditure	78.35	377.88
	<u>98.33</u>	<u>420.53</u>
19. Earnings Per Share (EPS):	2011-12	2010-11
Weighted average Number of Equity Shares for calculation of Basic and Diluted EPS	10,566,141	10,566,141
Net Profit available for equity shareholders	1258.02	784.69
Face Value per share (₹)	10.00	10.00
Basic and Diluted EPS (₹)	11.91	7.43

20. Related Party Transactions:

Related Party Relationship (As identified and certified by the management);

Swallow Associates Limited, Holding Company (from December 1, 2011)

Goodluck Dealcom Pvt. Limited, Subsidiary Company, (from Aug. 11, 2010 till Sep. 7, 2010)

Ujala Agency Pvt. Limited, Subsidiary Company, (from Aug. 11, 2010 till Sep. 7, 2010)

Key Managerial Personnel: Ms. Shruti Joshi,

Ms. Archana Bansal (till May 27, 2011)

NOTES TO FINANCIAL STATEMENTS

(All amounts in ₹ in Lacs unless otherwise stated)

Transactions with Related Parties during the year	2011-12	2010-11
Goodluck Dealcom Private Limited		
Sale of Investments	-	26,15,20,299
Ujala Agency Private Limited		
Sale of Investments	-	54,20,23,136
Key Managerial Personnel		
Salary	20,806	36,000

21. The Company is a NBFC and primarily engaged in investment in securities which is considered as one segment. As such, there is no other separate reportable segment as defined by Accounting Standard -17 "Segment Reporting" as notified by the Companies (Accounting Standards) Rules, 2006.
22. General Instructions for preparation of Balance Sheet and Profit and Loss Statement as per Revised Schedule VI are given to the extent they are applicable to the Company.
23. Previous year's figures have been regrouped wherever necessary to conform to current year's classification.

As per our report attached

For and on behalf of the Board of Directors

For N. M. Rajji & Co.,
Chartered Accountants

CA Y. N. Thakkar
Partner

Shruti Joshi
Company Secretary & Manager

Ramesh D. Chandak **A. N. Misra**
Director Director

Mumbai
28th May, 2012

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STATEMENT UNDER SECTION 212 (8) OF THE COMPANIES ACT, 1956 RELATING TO SUBSIDIARY COMPANIES

Name of Subsidiary Companies: a) Instant Holdings Limited (Instant)
b) Sudarshan Electronics & T.V. Limited (Sudarshan)

Financial Information of Subsidiary Companies

(₹ in Lacs)

Particulars	Instant	Sudarshan
Capital	451.00	17.00
Share Capital Suspense Account	1.00	-
Reserves	34,219.15	(839.10)
Total Assets	34,691.50	12.06
Total Liabilities	34,691.50	12.06
Investment other than Investment in Subsidiary	33,488.64	-
Turnover	665.29	0.20
Profit/(Loss) Before Tax	628.86	(11.43)
Provision for Tax	66.64	-
Profit After Tax	562.22	(11.43)
Dividend	-	-

For and on behalf of the Board of Directors

Mumbai
28th May, 2012

Shruti Joshi
Company Secretary & Manager

Ramesh D. Chandak **A. N. Misra**
Director Director

ATTENDANCE SLIP
SUMMIT SECURITIES LIMITED

Registered Office: RPG HOUSE, 463, Dr. Annie Besant Road, Worli, Mumbai – 400 030

Registrar & Share Transfer Agents: TSR Darashaw Limited, 6-10, Haji Moosa Patrawala Industrial Estate,
20, Dr. E. Moses Road, Mahalaxmi, Mumbai – 400 011

**Saturday, September 29, 2012 – 11.00 a.m. – The Auditorium, Textiles Committee, Next to Trade Plaza (TATA Press),
P. Balu Road, Prabhadevi Chowk, Prabhadevi, Mumbai – 400 025**

DP ID No.		Folio No.	
Client ID No.		No. of Shares	

Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signature registered with the Company. The admission will, however, be subject to verification of signature(s) and such other checks, as may be necessary. Under no circumstances will any duplicate slip be issued at the entrance of the meeting hall.

I/ We hereby record my/our attendance at the Annual General Meeting being held on September 29, 2012 and/or at any adjournment thereof.

NAME OF THE SHAREHOLDER (IN BLOCK CAPITALS)

SIGNATURE OF THE SHAREHOLDER OR PROXY

PROXY FORM
SUMMIT SECURITIES LIMITED

Registered Office: RPG HOUSE, 463, Dr. Annie Besant Road, Worli, Mumbai – 400 030

Registrar & Share Transfer Agents: TSR Darashaw Limited, 6-10, Haji Moosa Patrawala Industrial Estate,
20, Dr. E. Moses Road, Mahalaxmi, Mumbai – 400 011

I/We _____

of _____

_____ being member(s) of **SUMMIT SECURITIES LIMITED**

hereby appoint (1) _____ of _____

or failing him (2) _____ of _____

or failing him (3) _____ of _____

as my/our proxy to vote for me/us and my/our behalf at the Annual General Meeting of the Company to be held on September 29, 2012 and/or at any adjournment thereof.

Their respective signature(s) is/are as under: As witness my/our hand(s) this _____ day of _____ 2012

(1) _____

(2) _____

(3) _____

Signed by the said

Affix Revenue Stamp

Folio No.	DP ID No.	Client ID No.
-----------	-----------	---------------

Note: The proxy must be returned so as to reach the Registered Office of the Company or the office of the Company's Registrars not less than 48 hours before the commencement of the meeting.

Book-Post

If undelivered please return to:

Summit Securities Limited

RPG House, 463, Dr. Annie Besant Road,
Worli, Mumbai 400 030.

Phone: +91-22-2493 0621