



ARYAMAN

FINANCIAL SERVICES LIMITED

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16TH

ANNUAL REPORT
2009 – 10

**Aryaman Financial Services Limited****REGISTERED OFFICE**

290, Anankali Complex,
Jhandewalan Extn.
New Delhi – 110 055.

CORPORATE OFFICE

60, Khatau Building, Gr. Floor,
Alkesh Dinesh Modi Marg, Fort,
Mumbai – 400 001.
Tel. No.: 022 – 2261 8264 /8635, Fax.: 022 – 2263 0434

BOARD OF DIRECTORS

Mr. D S Sharma (Executive Director)
Mr. Shripal S. Shah (Executive Director)
Mr. Mohan Datari (Independent Director)
Mr. Ram M. Gaud (Independent Director)

AUDITORS

M/s Thakur Vaidyanath Aiyer & Co
Chartered Accountants
212, Deendayal Upadhyay Marg,
New Delhi

BANKERS

State Bank of India
HDFC Bank
Indusind Bank Ltd

SHARE TRANSFER AGENT

Adroit Corporate Services Pvt Ltd
19, 1st Floor, Jaferbhoy Industrial Estate,
Makwana Road, Marol Naka,
Andheri (E), Mumbai – 400 059.
Tel No.: 2859 4060 / 6060, Fax No.: 2850 3748



Aryaman Financial Services Limited

NOTICE OF THE 16TH ANNUAL GENERAL MEETING OF ARYAMAN FINANCIAL SERVICES LIMITED

NOTICE is hereby given that the 16th Annual General Meeting of the Members of Aryaman Financial Services Limited will be held on Wednesday, 29th September 2010 at 10.30 a.m. at 290, Anarkali Complex, Jhandewalan, Extension, New Delhi 110 055 to transact the following business:

ORDINARY BUSINESS

- 1) To receive, consider and adopt the Balance sheet as at March 31, 2010 and Profit & Loss Account for the period ended on that date and the Reports of Directors and Auditors thereon.
- 2) To appoint a Director in place of Mr. Mohan Datari, who retires by rotation and being eligible, offers himself for re-appointment.
- 3) To appoint Auditors and to fix their remuneration.

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his/her stead and the proxy need not be a member of the Company. Under the Companies Act, 1956, voting by a show of hands unless a poll is demanded by a member or members present in person or by proxy, holding atleast one-tenth of the total shares entitled to vote on the resolution or by those holding paid-up capital of at least ₹ 50,000/-.
2. In order to be effective, the instrument appointing the proxy must be deposited at the Registered Office of the Company not later than 48 hours prior to the scheduled time of commencement of the meeting.
3. Members / Proxies are requested to bring to the meeting the Attendance slip duly filled in along with their copy of this Annual Report.
4. The Register of Members of the Company shall remain closed from September 24, 2010 to September 29, 2010 (both days inclusive) for the purpose of Annual General Meeting.
5. Consequent upon introduction of Section 109A of the Companies Act, 1956, members are entitled to make nomination in respect of shares held by them, if not already done. Members desirous of making nominations are requested to send their requests in Form No. 2B (which will be made available on request) to the Company's Registrar and Share Transfer Agent in case the shares are held in physical form and to the Depository Participants in case the shares are held in electronic form.
6. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their queries in writing to the Company Secretary at least seven days before the date of the meeting so that the information required may be made available at the meeting.
7. Members holding shares in physical form are requested to notify / send the following to the Company's Registrars and Share Transfer Agent to facilitate better service:
 - a) any change in their addresses; and
 - b) Shares held in multiple accounts in identical names or joint accounts in the same order of names for consolidation of such shareholdings into one account.

By order of the Board
For Aryaman Financial Services Limited

D S Sharma
Executive Director


Aryaman Financial Services Limited

DIRECTOR'S REPORT TO THE MEMBERS

Your Directors present hereunder the 16th Annual Report on the Business and operations of the Company along with audited statement of accounts of your Company for the Financial Year ended March 31, 2010. The financial results are summarized as under:

Financial Results

(₹ in Lacs)

Particulars	31-Mar-10	31-Mar-09
Income from operations	50.94	4.74
Less: Expenditure	49.70	27.00
Profit before Depreciation	1.24	(22.26)
Less: Depreciation	0.54	0.27
Profit before Tax	0.70	(22.53)
Provision for Taxation	0.24	(0.04)
Profit after Tax	0.46	(22.67)
Balance carried to Balance sheet	(305.51)	(305.98)

DIVIDEND

Due to insufficient Profit during the period, the directors do not recommend any dividend for the period.

DEPOSITS

Your Company did not accept / hold any deposits from public / shareholders during the period under review.

DIRECTORS

Mr. Mohan Datari, Independent Director of the Company retires by rotation and offers himself for re-appointment. The shareholders are requested to consider his candidature for reappointment as a Director.

Mr. D S Sharma & Mr. Shripal S Shah will continue to be Executive Director and Mr. Ram M. Gaud will continue to be Independent Directors of the Company.

AUDITORS AND AUDITOR'S REPORT

M/s Thakur Vaidyanath Aiyar & Co., Chartered Accountant, the statutory auditors of the Company, retires at the ensuing Annual General Meeting and is eligible for re-appointment. The Directors recommend their re-appointment by the Members at the forthcoming AGM.

Comments made by the Auditors in their report are self-explanatory and therefore do not call for any further explanations.

DIRECTOR'S RESPONSIBILITY STATEMENT

As required under section 217(2AA) of the Companies Act, 1956 your Directors state:

- 1) While preparing annual accounts the applicable accounting standards have been followed with proper explanation.
- 2) Company has selected such accounting policies and applied them consistently and made judgment that are reasonable and prudent which give true and fair view of affairs of the Company at the end of financial year and of the profit or loss of the company for that period.
- 3) Company has taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the act for safeguarding the assets of the Company and the preventing and detecting the frauds and other irregularities.
- 4) Company has prepared accounts on a going concern basis.

**Aryaman Financial Services Limited****PERSONNEL**

The Board wishes to inform you that your Company has appointed new employees to look after the Merchant Banking division of the Company. The Company plans to recruit more employees in Merchant Banking, Secretarial, Marketing and Accounts section once the Business is grown.

The relations between the Management and employees of the Company are cordial. Your Directors wish to place on record appreciation of service rendered by all the staff members. There is no employee who draws salary in excess of the limits as prescribed under section 217(2A) of the Companies (Particulars of Employees) Rules, 1975 as amended.

The board wishes to place on record their gratitude for continued co-operation, assistance and guidance extended by the Banks, clients, Stock Exchange Members and associates.

CONSERVATION OF ENERGY, TECHNICAL ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO

The Company is not engaged in any manufacturing activity and therefore provisions of section 217(1) of the Companies Act, 1956 are not applicable.

CORPORATE GOVERNANCE

During the period under report, your Company has followed the Corporate Governance practices very well. The required internal procedures and systems for governance have been in place. The meetings are taking place periodically as per ideal practices mentioned in the code.

Management discussions and Analysis Report is separately given in the Annual Report. A separate report on Corporate Governance is annexed hereto as a part of this report. A certificate from the Auditors of the Company regarding compliance of conditions of Corporate Governance as prescribed under clause 49 of the listing agreement is attached to this report.

MATERIAL CHANGES AND COMMITMENTS

There were no material changes occurred between the end of financial year to which the balance sheet relates and the date of this report.

ACKNOWLEDGEMENT

Your Directors would like to express deep sense of appreciation for the assistance and co-operation received from the Financial Institutions, Banks, Government Authorities and Shareholders and for the devoted service by the Executives, staff and workers of the Company in difficult times faced by the Company in the past. The Company is able to grow the business with the help of all the above and it is confident that the Company will regain its position (among top 3), which was claimed by the Company during the peak period. The Directors express their gratitude towards each one of them.

For and behalf of the Board

D S Sharma
Executive Director

Shripal Shah
Executive Director

Place: Mumbai
Date: August 25, 2010



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

FORWARD LOOKING STATEMENTS

This report contains forward-looking statement, which may be identified by their use of words like "expects", "will" or other words of similar meaning. Forward-looking statement is based on certain assumptions and expectations of future events and the Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company assumes no responsibility to publicly amend or revise the forward-looking statements or any loss to the investors in the shares of the Company making investments relying on such forward-looking statements.

1) INDUSTRY STRUCTURE AND DEVELOPMENTS

Merchant Banking and Financial Services market was the fastest growing field during the last few years. Merchant Banking services includes Issue Management i.e. as lead manager to the Public/Rights Issues, open offer under Takeovers, Buy back schemes, Portfolio Management Services, Private Placement of Debt and Equity Instruments. The financial industry in India has reached a position from where it can leap jump into Global financial world. The M&A activities of the Indian Corporates has increased manifold. The Indian conglomerates are more equipped to acquire the companies abroad. Also, Increasing support to the SME Sector by the Government will increase the number of SME 's accessing the Capital Markets. There is a tremendous opportunity for the Merchant Banking and Investment Banking players. Our company being active in both the fields stands a great chance to grab the opportunities and increase our share in the financial market of India. The management has aggressive plans for the Company's Merchant Banking and Investment Banking activities.

2) OPPORTUNITY AND THREATS

Opportunities

Aryaman Financial Services Ltd is a Category-I Merchant Banker registered with SEBI. Considering the present market conditions and the government plans of further opening up of the Indian economy, the management strongly believes that our Company stands a better chance to provide the financial solutions to the corporate. On the basis of Company's past experience and presence of fewer Merchant Bankers in India, the Management strongly believes that our Company's future is very bright in the financial sector in India.

Threats

The financial sector throws open various avenues to the Indian Corporate for raising of funds are not only dependent on the IPO's and Rights Issues but they are looking for other avenues for mobilizations of funds and finance requirements. This poses a threat to our Business.

3) SEGMENTWISE PERFORMANCE

Presently your Company is dealing mainly in one segment i.e. Merchant Banking activity. However, the Company plans to diversify in other financial segments as well.

4) OUTLOOK

The growing economy and ever increasing capital market provides a good scope of expansion of financial service sector. Your Company is very well prepared to grab the opportunities. The management is very optimistic about the future of the Company.

5) RISKS AND CONCERNS

AFSL is at present dependant on the conditions of primary and secondary capital market. Any adverse effect on the capital market could affect the performance and profitability of the Company.

**Aryaman Financial Services Limited****6) INTERNAL CONTROL SYSTEMS**

The Company has an adequate system of internal controls that ensure that all assets are protected against loss from unauthorized use or disposition and all transactions are recorded and reported in conformity with generally accepted accounting policies.

7) FINANCIAL PERFORMANCE

The Company has achieved a turnover of ₹ 50.94 lacs during the current period as against ₹ 4.74 lacs in the previous year financial year. During the current period Company has incurred profits of ₹ 0.46 lacs as against Loss of ₹ 22.67 lacs in the previous year financial year.

8) HUMAN RESOURCE AND INDUSTRIAL RELATIONS

The industrial relations (with various financial intermediaries) remained cordial during the year under review.

9) CAUTIONARY STATEMENT

Statements in this report on management discussion and analysis describing the company's objectives, projections, estimates, expectations and prediction are based on certain assumption and expectation of future events. Actual result could differ materially from those expressed or implied. The Company assumes no responsibility to amend, modify or revise any of the statements on the basis of subsequent developments, information or events.

For and on behalf of the Board

D S Sharma
Executive Director

Shripal Shah
Executive Director

Place: Mumbai
Date: August 25, 2010

**Aryaman Financial Services Limited****CERTIFICATE BY THE EXECUTIVE DIRECTOR OF THE COMPANY**

We, Executive Directors of Aryaman Financial Services Limited, to the Best of our knowledge and belief, certify that

- a) We have reviewed the Balance Sheet and Profit & Loss Account along with all its schedules and notes on accounts, as well as, the Cash Flow Statement and the Director's Report
- b) Based on our knowledge and information, these documents do not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of circumstances under which such statements were made, not misleading with respect to the statements made
- c) Based on our knowledge and information, the financial statements, and other financial information included in this report, present in all material respects, a true and fair view of the Company's affairs, the financial conditions, result of operations and Cash flows of the Company as of, and for, the period presented in this report and are in compliance with the existing accounting standards and /or applicable laws and regulations
- d) To the best of our knowledge and belief, no transactions entered into by the Company during the year are fraudulent, illegal or in violation of the Company's code of conduct
- e) We are responsible for establishing and maintaining disclosure controls and procedure and internal controls over financial reporting for the Company and have also disclosed to the Auditor and the Audit Committee, deficiencies in the design or operation of internal controls, if any, and what we have done or propose to do to rectify the same
- f) We have also disclosed to the Auditors, the Audit Committee, instances of significant fraud, if any, that involve management or employees having a significant role in the Company's internal control systems and
- g) We have indicated to the Auditors, the Audit Committee and in the notes to the accounts, whether or not there were any significant changes in internal control and /or of accounting policies during the year.

D S Sharma
Executive Director

Shripal Shah
Executive Director

Place: Mumbai
Date: August 25, 2010

**Aryaman Financial Services Limited**

AUDITORS' REPORT

We have audited the attached Balance Sheet of ARYAMAN FINANCIAL SERVICES LTD as at March 31, 2010 and the Profit and Loss Account for the year ended March 31, 2010 and the Cash Flow Statement for the period 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.

We have 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.

As required by the Companies (Auditors' Report) Order, 2003 as amended by the Central Government of India in terms of subsection (4A) of Section 227 of the Companies Act, 1956, and on the basis of such checks as we considered appropriate and as per information and explanations given during the course of our audit, we enclose in the Annexure a statement on the matter specified in paragraph 4 and 5 of the said order.

Further to our comments in the Annexure referred to above, we report that:

- a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- c) The Balance Sheet, the Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account.
- d) In our opinion, the Balance Sheet, the Profit and Loss Account and the Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
- e) On the basis of the written representations received from the directors, as on March 31, 2010, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on March 31, 2010, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;
- f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India :
 - a. In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2010; and
 - b. In the case of the Profit and Loss Account, of the profit for the period ended on March 31, 2010.
 - c. In the case of the Cash Flow Statement, of the cash flow for the period ended on March 31, 2010.

For Thakur Vaidyanath Aiyar & Co.
Chartered Accountants
Firm Regn.No.000038N

(C. V. Parameswar)
Partner
Membership No. 11541

Place: Mumbai
Dated: August 25, 2010


Aryaman Financial Services Limited
ANNEXURE REFERRED TO IN PARAGRAPH 1 OF OUR REPORT OF EVEN DATE ON THE ACCOUNTS FOR THE PERIOD ENDED MARCH 31, 2010.
i. In respect of Fixed Assets

- a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b) As explained to us, the fixed assets have been physically verified by the management during the year and no material discrepancy was noticed on such verification.

ii. In respect of inventories

The company is in the business of providing financial services and in view of this Para 4 (ii) (a), (b) & (c) of the said order are not applicable to the company.

iii. In respect of loans, Secured and unsecured, Granted or taken by the company to / from Companies, firms or other parties listed in the register maintained under Section 301 of the companies Act. 1956 :

- a) The company has not granted any loan to Companies, Firms or other parties listed in the register maintained under section 301 of The Companies Act, 1956.
- b) In view of our comment in Para 4 (iii) (a) the clauses (b), (c) and (d) are not applicable to the company.
- e) The company has not taken any loan from Companies, Firms or other parties listed in the register maintained under section 301 of The Companies Act, 1956.
- f) In view of our comment in Para 4 (iii) (c) the clauses (f) and (g) are not applicable to the company.

iv. In our opinion and according to information and explanations given to us there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchase of fixed assets and sale of services. During the course of our audit we have not observed any continuing failure to correct major weakness in the aforesaid internal control system.
v. In respect of transactions covered under Section 301 of the Companies Act, 1956

- a) In our opinion and according to the information and explanations given to us, the transactions that need to be entered into the register maintained under Section 301 of the Act, have been so entered.
- b) As per the information and explanations given to us, there are no transactions of purchase and sales of services have been made in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the companies Act. 1956 aggregating during the year to ₹ 5 Lakhs or more in respect of each party.

vi. As per the information and explanations given to us, the company has not accepted any deposits from the public within the meaning of Section 58A and 58AA of the Act and rules framed there under.
vii. In our opinion, the company has an internal audit system, which is commensurate with the size and nature of its business.
viii. We have been informed that the central government has not prescribed maintenance of cost records under Section 209(1)(d) of the Companies Act, 1956.
ix. In respect of statutory dues

- a) The company has been generally regular in depositing undisputed statutory dues including Provident fund, Investors education and Protection fund, Employees state insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and other statutory dues with the appropriate authorities. According to the information and explanation given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2010 for a period of more than six months from the date they became payable except Income Tax (TDS Payable) of ₹ 24,047/- and Fringe Benefit Tax of ₹ 24,272/- and Service Tax ₹ 16,16,112/-.