

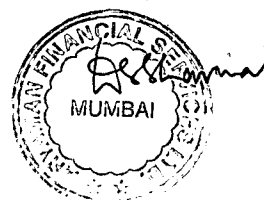
# ARYAMAN

## FINANCIAL SERVICES LIMITED

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15<sup>TH</sup>

ANNUAL REPORT  
2008 – 09



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

401, Chiranjiv Towers,  
43, Nehru Place,  
New Delhi 110 019  
Tel: 011 – 2642 7306 Fax: 011 – 2644 3969

**CORPORATE OFFICE**

306-307, Mint Chambers,  
45/47, Mint Road, Fort,  
Near GPO, Mumbai – 400 001  
Tel. No.: 022 – 2261 8264 / 69, Fax.: 022 – 2263 0434

**BOARD OF DIRECTORS**

D S Sharma (Executive Director)  
Shripal S. Shah (Non-Executive Director)  
Mohan Datari (Independent Director)  
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  
State Bank of Patiala  
IndusInd Bank Ltd

**SHARE TRANSFER AGENT**

Adroit Corporate Services Pvt Ltd  
19, 1<sup>st</sup> 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 15<sup>TH</sup> ANNUAL GENERAL MEETING OF ARYAMAN FINANCIAL SERVICES LIMITED

NOTICE is hereby given that the 15<sup>th</sup> Annual General Meeting of the Members of Aryaman Financial Services Limited will be held on Tuesday, 29<sup>th</sup> September 2009 at 11.00 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, 2009 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 Shri Shripal S. Shah, 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 Rs. 50,000/-. A proxy shall not vote except on a poll.
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 23, 2009 to September 29, 2009 (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 15<sup>th</sup> 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, 2009. The financial results are summarized as under:

Financial Results

(Rs. in Lacs)

Particulars	30-Sep-08	31-Mar-09
Income from operations	87.72	4.74
Less: Expenditure	162.85	27.00
Profit before Depreciation	(75.13)	(22.26)
Less: Depreciation	4.34	0.27
Profit before Tax	(79.47)	(22.53)
Provision for Tax	0.28	0.00
Fringe Benefit Tax	0.06	0.05
Deferred Tax	(82.14)	0.09
Profit after Tax	2.33	(22.67)
Balance carried to Balance sheet	(283.31)	(305.98)

**DIVIDEND**

Due to loss incurred 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**

Shri Shripal S. Shah, Director of the Company retires by rotation and offers himself for reappointment.

The shareholders are requested to consider his candidature for reappointment as a Director.

Mr. D S Sharma will continue to be Executive Director and Mr. Mohan Datari & 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 reappointment. The Directors recommend their reappointment 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.



## **Aryaman Financial Services Limited**

- 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.

### **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**

The following changes affecting the Company have occurred between the end of financial year to which the balance sheet relates and the date of this report:

#### **Increase in Authorised and Paid-up Capital:**

The Authorised Share Capital of the Company was increased from Rs. 9,00,00,000 (Rupees Nine Crore only) divided into 90,00,000 equity shares of Rs. 10/- each to Rs. 11,00,00,000 (Rupees Eleven Crore only) divided into 1,10,00,000 equity shares of Rs. 10/- each.

On August 14, 2009 the Company had allotted 25,32,000 Equity Share Warrants to Promoters & Others. Upfront amount of 25% against the said warrants had already received by the Company. Warrant Holders have the option to convert these warrants into Equity Share any time on or before 18 months from the date of allotment.

**Aryaman Financial Services Limited**

We are very thankful to the shareholders to have shown confidence in the Management of the Company. The Board of Directors of the Company are committed to ensure that the Company's performance is improved in the future and the Company regain the no. 1 position among the Merchant Bankers as was the case in the year 2000. The management will ensure that shareholders wealth is protected and the Company is able to reward the shareholders with good returns.

**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  
Non – Executive Director

Place: Mumbai  
Date: August 28, 2009

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## **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 Rs. 4.74 lacs during the current period as against Rs. 87.72 lacs in the previous year financial year. During the current period Company has incurred Loss of Rs. 22.66 lacs as against a profit of Rs. 2.33 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  
Non – Executive Director

Place: Mumbai  
Date: August 28, 2009





**Aryaman Financial Services Limited**

### **CERTIFICATE BY THE EXECUTIVE DIRECTOR OF THE COMPANY**

I, D S Sharma, Executive Director of Aryaman Financial Services Limited, to the Best of my knowledge and belief, certify that

- a) I 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 my 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 my 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 my 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) I am responsible for establishing and maintaining disclosure controls and procedure and internal controls over financial reporting for the Company and have also disclosed to the auditors 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) I 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) I 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.

Place: Mumbai  
Date: August 28, 2009

D S Sharma  
Executive Director



**Aryaman Financial Services Limited**

## AUDITORS' REPORT

We have audited the attached Balance Sheet of ARYAMAN FINANCIAL SERVICES LTD as at March 31, 2009 and the Profit and Loss Account 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, 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, 2009, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on March 31, 2009, 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, 2009; and
  - b. In the case of the Profit and loss account, of the profit for the period ended on that date.
  - c. In the case of the Cash Flow Statement, of the cash flow for the period ended on that date.

For Thakur Vaidyanath Aiyar & Co.  
Chartered Accountants

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

Place: Mumbai  
Dated: August 28, 2009