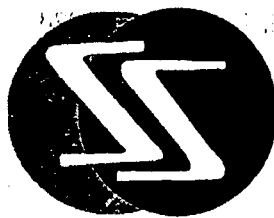


14th Annual Report 2007-2008

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sahil financial services limited

REGD. OFFICE : S-8 & S-2, DDA Shopping Complex, Opp. Pocket-1, Mayur Vihar Phase-I, Delhi-110 091
CORP. OFFICE : G-10 & 11, Sector-18, NOIDA-201301 (U.P.)

**BOARD OF DIRECTORS**

| | | |
|-----------------------|--|---------------------|
| Mr. K.L. Manchanda | | Director |
| Mr. Kamal Manchanda | | Whole Time Director |
| Mrs. Aruna Manchanda | | Chairman |
| Mr. Yogesh Kumar | | Director |
| Mr. Surendra Kancheti | | Director |

AUDITORS

M/S. R. Rastogi & Co.
207-208, Vakil Chambers,
A-115, Vikas Marg, Shakarpur
Delhi-110092

BANKERS

HDFC Bank Ltd
State Bank of Bikaner and Jaipur

REGISTERED OFFICE

S-8 & S-2, DDA Shopping Complex,
Opp. Pocket-1, Mayur Vihar Phase-I
Delhi-110091

CORPORATE OFFICE

G- 10 & 11, Sector-18, Noida- 201301,
(U.P)

REGISTRAR & SHARE TRANSFER AGENT

Intime Spectrum Registry Ltd,
A-40, 2nd Floor, Naraina Industrial Area, Phase-II, New Delhi-110028

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NOTICE

NOTICE is hereby given that the Fourteenth Annual General Meeting of the Members of SAHIL FINANCIAL SERVICES LIMITED will be held on Saturday the 23rd day of August, 2008 at 11.00 A.M. at the Registered office of the Company situated at S 8 & S2, DDA SHOPPING COMPLEX, OPP POCKET 1, MAYUR VIHAR, PHASE-I, DELHI -110091 to transact the following business:

ORDINARY BUSINESS:

- 1 To receive, consider and adopt the Audited Balance Sheet as at 31st March 2008 and Profit & Loss account for the year ended on that date and the reports of the Directors and Auditors thereon.
- 2 To appoint a Director in place of Shri Surendra Kancheti who retires by rotation and being eligible, offers himself for re- appointment.
- 3 To appoint a Director in place of Shri Yogesh Kumar who retires by rotation and being eligible, offers himself for re- appointment.
- 4 To re-appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize Board of Directors to fix their remuneration.

SPECIAL BUSINESS:

5. Change in Name Clause of the company

To consider and if thought fit to pass the following Resolution with or without modification if any, as a Special Resolution:

"RESOLVED THAT pursuant to Section 21 of the Companies Act 1956 and other applicable provisions, if any, the name of the company be and is hereby changed to "Brand Realty Services Limited" as proposed by the Board of Directors and approved by the Registrar of the Companies, NCT of Delhi & Haryana."

"RESOLVED FURTHER THAT Mr. Kamal Manchanda, Director of the Company, be and is hereby authorized to file application for implementing the proposed change in name of the company with Registrar of Companies, NCT of Delhi & Haryana and to do all other acts and things as may be deemed necessary in this regard."

By order of Board of Directors
FOR SAHIL FINANCIAL SERVICES LTD

Place: Delhi
Date : 14/07/2008

(Director)

NOTES:

- I) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxy in order to be effective must be received by the company not less than 48 hours before the meeting.
- II) Register of Members and Share Transfer Book shall remain close from 19th August 2008 to 23rd August 2008 (both days inclusive)
- III) (a) Members are requested to notify immediately any change of address:
 - (i) to their Depository Participants (DPs) in respect of their electronic share accounts; and
 - (ii) to the Company to its Share Transfer Agents in respect of their physical share folios, if any.
- (b) In case the mailing address on this Annual Report is without the PINCODE, Members are requested to kindly inform their PINCODE immediately.
- IV) Non-resident Indian Shareholders are requested to inform Share Transfer Agents immediately:
 - (a) the change in the residential status on return to India for permanent Settlement.
 - (b) the particulars of NRE Account with Bank in India, if not furnished earlier.
- V) All documents referred to in the accompanying notice are open for inspection at the Registered office of the Company on all working days, except Saturdays between 11.00 a.m. to 1.00 p.m.
- VI) Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the Meeting so that the information required may be made available at the Meeting.
- VII) The Company has connectivity from the CDSL & NSDL and equity shares of the Company may also be held in the electronic form with any Depository Participant (DP) with whom the members/investors are having their depository account. In case of any query/difficulty in any matter relating thereto may be addressed to the Share Transfer Agent.
- VIII) As per the provisions of the Companies Act, 1956, facility for making nominations is now available to INDIVIDUALS holding shares in the Company. The Nomination Form-2B prescribed by the Government can be obtained from the Share Transfer Agent or may be down loaded from the website of the Department of Corporate Affairs.
- IX) Pursuant to the Clause No. 49 of the Listing Agreement, profile of the directors proposed for appointment/re-appointment being given in a statement containing details of the concerned directors is attached hereto.
- X) An Explanatory Statement under section 173(2) of the Companies Act, 1956 is annexed hereto.



sahil financial services limited

XI) A brief profile of Shri Surendra Kancheti and Shri Yogesh Kumar proposed to be reappointed as director is attached herewith.

XII) BRIEF RESUME OF DIRECTORS PROPOSED TO BE RE-APPOINTED AT THE AGM

A) SHRI SURENDRA KANCHETI

Shri Surendra Kancheti is very experienced professional and has been involved in all aspect of the Capital Markets for over 17 years.

B) SHRI YOGESH KUMAR

Shri Yogesh Kumar has wide ranging experience for over 17 years in Education Sector and his presence in the board will greatly help the company.

By order of Board of Directors
FOR SAHIL FINANCIAL SERVICES LTD

Place: Delhi

Date : 14/07/2008

(Director)

EXPLANATORY STATMENT

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

ITEM NO. 5

Change in Name Clause of the Memorandum of Association

The main object of the company has changed from Investment Business to Real Estate Business.

In order to reflect the altered main object, the name of the company is therefore proposed to be changed to "Brand Realty Services Limited" subject to the approval of shareholders in Annual General Meeting.

Your approval is required by way of special resolution given as ITEM No. 5 above.

None of the directors are interested in the contract except to the extent of their shareholding in the company.

By order of Board of Directors
FOR SAHIL FINANCIAL SERVICES LTD

Place: Delhi

Date : 14/07/2008

(Director)


sahil financial services limited

DIRECTORS' REPORT

To

The Members,

Your Directors take pleasure in presenting the Fourteenth Annual Report together with Audited Statements of Accounts for the year ended 31st March 2008.

| | Amount in lakhs | |
|--|------------------|------------------|
| FINANCIAL RESULTS | 2007-2008 | 2006-2007 |
| Income/(Loss) from Operation | 38.01 | 181.92 |
| Expenditure | 20.42 | 15.97 |
| Gross Profit/(Loss) after Interest but before Depreciation and Tax | 17.59 | 165.95 |
| Depreciation | 2.20 | 2.00 |
| Profit/(Loss) after Depreciation | 15.39 | 163.95 |
| Provision for Tax (Including Fringe Benefit Tax, Wealth Tax Deferred Tax & Sec. Tran. Tax) | 6.77 | 30.92 |
| Less/ Add:-Income Tax paid/W.Back | 0.00 | 5.87 |
| Profit available for appropriation | 8.62 | 127.16 |
| Transfer to General Reserve | 0.00 | 25.43 |
| Balance retained in Profit & Loss Account | 8.62 | 101.73 |

REVIEW OF OPERATIONS AND FUTURE OUTLOOK

The Company has made a profit during the year. The Company is hopeful of maintaining and improving its positions in the future.

DIRECTORS

In accordance with the Articles of Association of the Company, Shri Surendra Kancheti and Shri Yogesh Kumar, Directors of the Company, retire by rotation and being eligible, offer themselves for re-appointment.

AUDITORS

Members are requested to re-appoint M/s R.Rastogi & Co., Chartered Accountants, as Auditors of the Company for the current year and to fix their remuneration.

OUTLOOK ON OPPORTUNITIES, THREATS, RISKS AND CONCERNS

The average eight percent growth in the last three years has made the country one of the fastest growing economies in the world. The corporate which were paranoid about the approaching competition in the initial days of globalization are now beating their global rivals. The Company continues its focus on the introduction of new services, building brands and tapping new markets to enhance business opportunities. Growth in Real Estate Sector has been phenomenal and company wishes to enter into this segment in this year.

DIVIDEND

Your directors do not recommend any dividend at this stage.

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors confirm:

- (i) That in the preparation of the Annual Accounts, the applicable accounting standards have been followed.
- (ii) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year ended 31st March 2008, and of the profit of the Company for that year;
- (iii) That the Directors have taken proper and sufficient care 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; and
- (iv) That the Directors have prepared the Annual Accounts on a going concern basis.

CORPORATE GOVERNANCE

Reports on Corporate Governance in accordance with Clause 49 of the Listing Agreements with Stock Exchanges, along with a certificate from Auditors are given separately in this Annual Report.



sahil financial services limited

STATUTORY STATEMENT

The statements, pursuant to Section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, with respect to the conservation of energy, technology absorption, foreign exchange earnings and outgo, and pursuant to Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975, with respect to the employee(s) of the Company drawing remuneration exceeding the sum prescribed therein, are not applicable to your Company.

PUBLIC DEPOSITS

The Company has not accepted deposits pursuant to Section 58-A of the Companies Act, 1956. Hence no information is required to be appended to this report in terms of Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank of India Directions, 1998).

MANAGEMENT DISCUSSION AND ANALYSIS

The year under review was eventful for Indian markets with activity picking up in Capital market and Real Estate apart from other sectors of the economy.

Barring unforeseen circumstances, your Company is expected to maintain and improve its working in the current year.

The internal control systems and procedures adopted by the Company are adequate and commensurate with the size of operations of the company. These systems and procedures are fine tuned from time to time to meet the requirements.

Statements made in this Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may constitute "forward looking statements" within the meaning of applicable laws and regulations. However, these statements would be subject to conditions of the stock market, changes in the policies of the government, economic development, reforms and various other factors.

The Company has changed its main objects as that of dealing in properties vide their board resolution dated 10-09-2007 which has been approved by ROC vide their certificate dated 11-10-2007.

SUBSIDIARY COMPANY

The audited annual accounts of Brand Realty Private Limited being a 100% subsidiary company is also attached to this report.

The Total turnover for the year was Rs. 184.08 lakhs as compared to previous year of Rs.97.90 lakhs, the net profit for the year was Rs.28.19 lakhs as compared to previous year of Rs. 2.52 lakhs.

RISK AND INTERNAL ADEQUACY

The Company has adequate internal control procedures commensurate with its size and nature of business. The Board of Directors periodically reviews the audit plans, internal audit reports, adequacy of internal controls and risks management.

STATUS OF LISTING

The company's shares are listed at The Hyderabad Stock Exchange Ltd and The Stock Exchange, Mumbai. The company has paid the only listing fees to The Stock Exchange, Mumbai for the year 2008-2009. Company has filed an application for delisting of its shares in Hyderabad Stock Exchange and is pending. The Hyderabad Stock Exchange is no longer a recognised stock exchange by SEBI effective 29.09.2007.

The Company's shares are currently trading in compulsory DMAT Segment in BSE.

NON-BANKING FINANCIAL COMPANIES (RESERVE BANK OF INDIA) DIRECTIONS

As on date the Company is not a NBFC Co. & it has surrendered the certificate to RBI effective 18-03-2008 vide their letter dated 2nd April, 2008.

ACKNOWLEDGEMENT

Your Directors would like to express their grateful appreciation for the assistance, co-operation and trust reposed in your Company by the Investors, Banks, Securities and Exchange Board of India, Reserve Bank of India, Stock Exchanges and other Government Authorities during the financial year under review. Your Directors wish to place on record their deep sense of appreciation for its clients and for the devoted services of the young team of professionals of the Company for its success.

Your Directors also wish to place on record their sincere appreciation of the contribution made by the employees of the Company and are thankful to the Shareholders for their continued patronage and support.

FOR AND ON BEHALF OF THE BOARD

Place: Delhi
Date: 14/07/2008

Kamal Manchanda
Director



sahil financial services limited

CORPORATE GOVERNANCE REPORT

In compliance with Clause 49 of the Listing Agreement with Stock Exchanges, the Company submits the following report:

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company is committed to good Corporate Governance and has complied in all material respects with the requirements specified in the Listing Agreement with the Stock Exchanges.

2. BOARD OF DIRECTORS

During the Financial Year 2007-08, 11 Board Meetings were held on 11th April 2007, 30th April 2007, 30th May 2007, 8th June, 2007, 28th July 2007, 30th July 2007, 28th Sep, 2007, 1st Oct, 2007, 31st Oct 2007, 30th January 2008, 13th March 2008.

| Sr No. | Name | Category | No of BM attended | Attendance at last AGM | No of Directorships held as on 31st March 2008 in other companies* | No of committee Positions held in other companies | |
|--------|-----------------------|----------|-------------------|------------------------|--|---|---------------|
| | | | | | | Memberships | Chairmanships |
| 1 | Mr. Kamal Manchanda | ED (P) | 11 | YES | 9 | 2 | NIL |
| 2 | Mr. K. L. Manchanda | ED(P) | 11 | YES | NIL | NIL | NIL |
| 3 | Mrs. Aruna Manchanda | NED(P) | 11 | YES | 4 | 2 | 2 |
| 4 | Mr. Yogesh Kumar | NED(I) | 11 | YES | 1 | 1 | NIL |
| 5 | Mr. Surendra Kancheti | NED(I) | 11 | YES | NIL | NIL | NIL |

* Including Directorships held in Private Limited Companies, alternate Directorships and Directorships in bodies incorporated outside India.

ED – Executive Director, ED (P) – Executive Director, Promoter, NED (P) – Non-executive Director, Promoter, NED (I) – Non-executive Director, Independent.

3. AUDIT COMMITTEE

The Audit committee of the company comprises of 3 directors i.e. Mr. Yogesh Kumar, Mr. Kamal Manchanda and Mr. Surendra Kancheti. Mr. Yogesh Kumar and Mr. Surendra Kancheti being non-executive directors and independent directors. Mr. Yogesh Kumar is heading the committee. The terms of reference of the Audit Committee is as contained in Corporate Governance clause of the Listing Agreement.

The Audit Committee met four times during the year. The attendance of the members of the committee during the financial year 2007-2008 is given as below:

| Committee Member | Category | No. of meetings attended |
|-------------------|---------------------|--------------------------|
| Yogesh Kumar | Member, Chairperson | 4 |
| Kamal Manchanda | Member, Director | 4 |
| Surendra Kancheti | Member, Director | 4 |

4. REMUNERATION COMMITTEE

REMUNERATION OF DIRECTORS

The Company has paid remuneration to Director Mr. K.L. Manchanda and no remuneration committee is constituted for this purpose.

5. SHARE TRANSFER AND INVESTOR GRIEVANCE COMMITTEE

The Company has an Investors Grievance Committee under the nomenclature 'Share Transfer and Investor Grievance Committee. The Committee looks after the redressal of Shareholders and Investors Grievances and approves transfer/transmission, sub-division and issue of duplicate share certificates etc.

During the year, seven meeting of the Committee was held. The following table shows the details of attendance of members of the committee in its meeting:

| The Committee consists of two Directors namely Mr. Kamal Manchanda Executive Director and Mrs. Aruna Manchanda, Non Executive Director and acts as Chairperson of the Committee. | No. of meetings attended |
|--|--------------------------|
| Mr. Kamal Manchanda | 7 |
| Mrs. Aruna Manchanda | 7 |

The Company did not receive any shareholders complaint during the year.

6. GENERAL BODY MEETINGS

The Annual General Meetings of the last three years of the Company have been held as under:

| For the Year | Location | Day and Date | Time | No. of Resolutions passed for special business |
|--------------|---|-------------------------------|------------|--|
| 2006-2007 | S-8 & 2, DDA Shopping Complex, Mayur Vihar-I, Delhi- 91 | Tuesday, 25th September, 2007 | 11:00 A.M. | 2 |
| 2005-2006 | S-8, DDA Shopping Complex, Mayur Vihar-I, Delhi- 91 | Thursday, 31st August, 2006 | 9:00 A.M. | 2 |
| 2004-2005 | S-8, DDA Shopping Complex, Mayur Vihar-I, Delhi- 91 | Saturday, 27th August, 2005 | 9:00 A.M. | 6 |

Last year, a special resolution was passed by majority of shareholders through postal ballot for change in object clause of the company. The company had appointed Practising Company Secretary for conducting the Postal Ballot process in a fair and transparent manner. No resolution proposed to be passed through postal ballot in the ensuing Annual General Meeting.



sahil financial services limited

7. DISCLOSURES

- There were no materially significant related party transactions which have potential conflict with the interest of the Company at large. The transactions with related parties are disclosed in Notes to account no 8 in the Annual Report.
- The Company has complied with all requirements of the Listing Agreements with the Stock Exchanges as well as the regulations and guidelines of SEBI. Consequently, no penalties were imposed or strictures passed against your Company by SEBI, Stock Exchanges or any other statutory authority on any matter relating to capital markets during the last 3 years.
- Company has complied with all applicable mandatory requirements of Clause 49 of the Listing Agreement.

8. MEANS OF COMMUNICATION

The quarterly, half-yearly and yearly un-audited/Audited financial results of the Company were published in leading newspapers viz. Pioneer (English), Vir Arjun (Hindi). Half yearly results were not sent to each shareholder's address.

9. INFORMATION RELATING TO DIRECTORS

Information relating to Directors seeking appointment/reappointment as required under clause 49(IV)G(i) of the Listing Agreement is given in the Notice of the Annual General Meeting.

10. DECLARATION BY THE BOARD OF DIRECTORS UNDER CLAUSE 49 (1) (D) (II)

Declaration by the Board of Directors of the Company under Clause 49 (1) (D) (ii) of the Listing Agreement with Stock Exchanges is given below:

"Pursuant to Clause 49 (1) (D) (ii) of the Listing Agreement with Stock Exchanges, we hereby declare that all the Board Members and Senior Management personnel of the Company have affirmed compliance with the Code of Conduct for the period ended 31st March 2008".

11. COMPANY UNDER THE SAME GROUP

Company under the same Group with your company is

TRADEWELL PORTFOLIOS PRIVATE LIMITED

All the transactions with the company are treated as inter group transactions and have been included in the Auditor's report as Related Party Transactions.

12. SUBSIDIARY COMPANY

Brand Realty Pvt. Ltd is a subsidiary company and the accounts are attached to this report.

13. GENERAL SHAREHOLDERS INFORMATION

- 1) **Annual General Meeting**
 - Day, Date and Time : Saturday, 23rd August 2008 At 11.00 A.M.
 - Venue : S-8 & 2, DDA Shopping Complex, Mayur Vihar, Phase-I, Delhi-91
- 2) **Financial Calendar**
 - (a) Financial Year : April to March
 - (b) First quarter Results : July
 - (c) Second Quarter Results : October
 - (d) Third Quarter Results : January
 - (e) Fourth Quarter Results for the Year Ending : April
 - (f) AGM for the year ending March '31, 2008 : August
- 3) Face Value of the Equity Share : Rs. 10 per share
- 4) Date of Book Closure : 19th August, 2008 to 23rd August, 2008 (both days inclusive)
- 5) Dividend Payment Date : NA
- 6) Listing on Stock Exchanges
 - i) The Stock Exchange, Mumbai : Rotunda Building, 1st Floor, New Trading ring, Dalal Street, Mumbai – 400 001
 - ii) The Hyderabad Stock Exchange Ltd : 3-6-275, Himayatnagar, Hyderabad – 500 029

7) Market Price Data

| Bombay Stock Exchange | | | | |
|-----------------------|------------|------------|-----------|-------------|
| Month | Open (Rs.) | High (Rs.) | Low (Rs.) | Close (Rs.) |
| April 07 | 18.20 | 20.00 | 18.00 | 18.00 |
| May 07 | 07.60 | 24.40 | 7.60 | 24.40 |
| June 07 | 26.45 | 26.45 | 24.00 | 24.00 |
| July 07 | 18.60 | 26.35 | 18.60 | 18.60 |
| August 07 | 18.00 | 18.35 | 14.45 | 18.35 |
| September 07 | 19.25 | 35.65 | 19.25 | 32.65 |
| October 07 | 34.50 | 37.35 | 32.55 | 35.25 |
| November 07 | 28.00 | 35.00 | 25.95 | 25.95 |
| December 07 | 25.50 | 35.50 | 21.40 | 35.50 |
| January 08 | 31.50 | 35.00 | 23.45 | 23.45 |
| February 08 | 25.70 | 25.70 | 23.00 | 23.00 |
| March 08 | 23.00 | 24.00 | 21.40 | 21.40 |



sahil financial services limited

8) Registrar & Share Transfer Agent

M/s Intime Spectrum Registry Ltd,
A-40, 2nd Floor, Naraina Industrial Area, Phase-II,
New Delhi-110028

9) Share Transfer System

All valid transfer of shares is registered with the approval of the share transfer committee constituted by the Board of Directors. The Share Transfer Section of the Company looks after all the matters relating to the Transfer, Transmission, etc. of Equity shares of the Company.

10) Distribution of Shareholding as on 31st March 2008

| SHAREHOLDING | NO.OF SHAREHOLDERS | %AGE | NO.OF SHARES | %AGE |
|--------------|--------------------|--------|--------------|--------|
| Upto-5000 | 1103 | 91.68 | 201563 | 6.71 |
| 5001-10000 | 30 | 2.49 | 24356 | .81 |
| 10001-20000 | 18 | 1.50 | 26194 | .87 |
| 20001-30000 | 9 | .75 | 23742 | .79 |
| 30001-40000 | 7 | .58 | 23875 | .80 |
| 40001-50000 | 6 | .50 | 27610 | .92 |
| 50001-100000 | 8 | .67 | 61470 | 2.04 |
| 100001-Above | 22 | 1.83 | 2615590 | 87.06 |
| TOTAL | 1203 | 100.00 | 3004400 | 100.00 |

11) Dematerialisation of Shares

The company's shares are Dematerlized and are currently trading in compulsory DMAT Segment in BSE

12) Address for correspondence

Shareholders correspondence may be addressed to:

- 1.The Registrar & Transfer Agent– M/s Intime Spectrum Registry Ltd,
A-40, 2nd Floor, Naraina Industrial Area, Phase-II, New Delhi-28 OR
2. Sahil Financial Services Ltd, G-10 & 11, Sector-18, Noida

CEO/CFO CERTIFICATION

A certificate from Mr. Kamal Manchanda, Executive director of the company as per the requirement of Paragraph V of the revised clause of the Listing Agreement was placed before the table.

FOR AND ON BEHALF OF THE BOARD

Place: Delhi
Date: 14/07/2008

Kamal Manchanda
Director

Auditors' Certificate on Corporate Governance

We have examined the compliance of conditions of Corporate Governance procedures implemented by Sahil Financial Services Limited for the year ended on March 31, 2008, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management.

Our examination was limited to a review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

On the basis of our review and according to the information and explanation given to us, we certify that the Company has complied with the mandatory conditions of Corporate Governance as stipulated in the above mentioned listing agreement.

On the basis of records maintained of the Investors'/ Shareholders' Grievance cum Share Transfer Committee of the Company information provided by the management, we state that no investor grievance(s) is/are pending for a period exceeding one month against the Company.

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

For R Rastogi & Co.
Chartered Accountants

Place: Delhi
Date: 14/07/2008

Rajesh Rastogi
Proprietor
M.No. 86270



AUDITORS' REPORT

To

The Members,

SAHIL FINANCIAL SERVICES LIMITED

- (1) We have audited the attached Balance Sheet of Sahil Financial Services Ltd , Regd. Office at: S-8 & S-2, DDA Shopping Complex, Opp.- Pkt-1, Mayur Vihar, Phase I, Delhi-110091 as at 31st March, 2008, 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 report.
- (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 amount and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall the 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, as amended by the Companies (Auditor's Report)(Amendment) Order, 2004, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said order of The Companies Act, 1956
- (4) 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 purposes 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. Company has no branch.
 - (c) The Balance Sheet, Profit and Loss Account and Cash Flow statement dealt with by the report of the company are in agreement with the books of account.
 - (d) In our opinion and to the best of our information and according to the explanations given to us, the Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by report are, prepared in compliance of the applicable accounting standard referred to in Sub Section (3C) of Section 211 the Companies Act, 1956.
 - (e) Based on representations made by all the directors of the company, and the information and explanations as made available, directors of the company do not prima-facie have any disqualification as referred to in clause (g) of sub section (1) of Section 274 of the Companies Act 1956.
 - (f) 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 other 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 principle generally accepted in India :-
 - (i) In the case of the Balance sheet, of the state of affairs of the Company as at 31st March, 2008 and
 - (ii) In the case of the Profit and Loss Account, of the profit of the Company for the year ended on that date.
 - (iii) In the case of cash flow statement, of cash flow for the year ended on that date.

FOR R . RASTOGI & CO.
Chartered Accountants,

Place : Delhi
Date : 14/07/2008

RAJESH RASTOGI
(Proprietor)
M.No. 86270