

TWENTY SIX ANNUAL REPORT 2011-2012 OF CUPID TRADES AND FINANCE LIMITED

BOARD OF DIRECTOR

KETANBHAI DINESHCHANDRA SORTHIYA
DHARMESH KURJIBHAI PATEL
VIRAL NARENDRAKUMAR SHETH

-DIRECTOR
-DIRECTOR
-DIRECTOR

AUDITOR

M/S. Y. D. & CO.
Chartered Accountants
LUDHIANA

SHARE TRANSFER AGENT

Adroit Corporate Services Private Limited
19/20, Jaferbhoy Industrial Estate, 1st Floor, Makwana Road,
Marol Naka, Mumbai 400059,
Maharashtra, INDIA
Ph No: 22- 4227 0400 / 2859 6060 / 2859 4060

REGISTERED OFFICE

1407/B, Panchratna, Opera House,
Mam Parmanand Road, Mumbai-400004,
Maharashtra, INDIA

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NOTICE

NOTICE is hereby given that the **Twenty Sixth Annual General Meeting** of the Members of **CUPID TRADES AND FINANCE LIMITED** will be held at the Registered Office of the Company at **1407/B, PANCHRATNA, OPERA HOUSE, MAMA PARMANAND ROAD, MUMBAI-400004, MAHARASHTRA, INDIA** on **Friday, 31st day of August, 2012 at 01:00 P. M.** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Balance Sheet as at **31st March, 2012** and the Profit & Loss Account for the year ended on that date and the reports of the Directors' and the Auditors' thereon.
2. To appoint a Director in place of **Mr. Viral Narendrakumar Sheth**, who retires by rotation and being eligible, offers him-self for re-appointment.
3. To appoint Auditor and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT M/s. Y. D. & Co., Chartered Accountants, Ludhiana [FRN: 018846N] be and are hereby appointed as the Statutory Auditors of the Company for the financial year **2012-13**, to hold office as such from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting at a remuneration as to be decided by the Board of Directors in consultation with them, apart from out-of-pocket expenses that may be incurred by them for the purpose of audit."

**By Order of the Board
For, CUPID TRADES AND FINANCE LIMITED**

**PLACE: MUMBAI
DATE: 03.08.2012**

**(DHARMESH PATEL)
CHAIRMAN**

NOTES:

1. 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 OF THE COMPANY. A PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME SCHEDULED FOR HOLDING THE MEETING.
2. Members/ proxies are requested to bring their copies of Annual Report along with duly filed and signed attendance sheets attached with it for attending the meeting.
3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. Members are requested to notify the Company of any change in their address (in full) with the postal area pin code number, quoting their folio numbers.
5. The Register of Members and Share Transfer Register of the Company will remain closed from 30th August, 2012 to 31st August, 2012 (both days inclusive).
6. Adroit Corporate Services Private Limited having registered office at 19, Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Mumbai-400059 are Registrars and Share Transfer Agents for Company's shares in Demat and Physical Form. The members are requested to please ensure that their shares are converted into Demat Form.
7. Additional information as required in terms of paragraph 3 of the Clause 49 of the Listing Agreement on Director seeking re-appointment at the ensuing Annual General Meeting is as under:

Mr. Viral Narendrakumar Sheth is Non-Executive Independent Director of the Company. He has rich experience in the field of Finance and HR. He has been associated with the Company w.e.f. 10th June, 2011. He is Member of the Audit Committee and Share Transfer and Grievances Committee of the Company. Mr. Viral Narendrakumar Sheth retires by rotation and being eligible offers himself for re-appointment.

DIRECTORS' REPORT**Dear Shareholders,**

Your Directors here by present the 26th Annual Report on business and operations of the Company together with the Audited statements of Accounts for the financial year ended on **31st March 2012**.

FINANCIAL RESULTS:**[Amount in Rupees]**

Particulars	2011-12	2010-11
Total Income	1659425	28911590
Total Expenses	1260341	23520325
Depreciation	69514	103325
Profit (Loss) before Tax and Extra ordinary Items	399084	5391265
Current Tax	129600	1632000
Profit (Loss) after Tax & adjustments	269484	3759265
Net Profit (Loss) after Tax	269484	3721466
EPS	0.28	3.88

OPERATIONS REVIEW:

During the year under review total income of the company was Rs. 16,59,425/- compare to last year Rs. 2,89,11,590/- due to sluggish market condition and financial crisis company unable to generate target revenue. And made net profit of Rs. 2,69,484/- after providing depreciation and provision for tax.

The management has taken measures as part of its continuous improvements to strengthen operation and viability.

DIVIDEND:

No dividend be recommended in respect of the year ended 31st March, 2012 and the entire profit be ploughed back to the business to meet the needs for additional finance for capital expenditure and growth of the company.

FIXED DEPOSIT:

The Company has not accepted any deposit from the public pursuant to the provisions of Section 58A of the Companies Act, 1956.

DIRECTORS:

Mr. Viral Narendrakumar Sheth Director of the Company is retires by rotation at the ensuing Annual General Meeting and being eligible, offer himself for reappointment.

AUDITORS AND AUDITORS' REPORT:

M/s. Y. D. & Co., Chartered Accountants, Ludhiana, Statutory Auditors of the Company, hold office until the conclusion of the ensuing Annual General Meeting and are eligible for reappointment.

The observations made by the Auditors' in their Auditors' Report and the Notes on Accounts referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

SECRETARIAL COMPLIANCE CERTIFICATE:

In accordance with the Section 383A of the Companies Act, 1956 and Companies (Appointment and Qualifications of Secretary) Amendment Rules, 2009, the Company has obtained a certificate from a secretary in whole-time practice confirming that the Company has complied with the provisions of the Companies Act, 1956 and a copy of such certificate is annexed to this report.

MANAGEMENT DISCUSSION AND ANALYSIS:

Management Discussion and Analysis forms part of the Annual Report to the shareholders and it includes discussion on matters as required under the provisions of Clause 49 of the listing agreement forming part of this report is annexed herewith. The Audit Committee of the Company has regularly reviewed internal Control System of the company.

CORPORATE GOVERNANCE REPORT:

Your Company has complied with the requirements of Clause 49 of the Listing Agreement on Corporate Governance. Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, Report on Corporate Governance along with the Auditors' Certificate on its compliance is annexed separately to this Annual Report.

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

The details of conservation of energy, technology absorption etc. as required to be given under Section 217(1)(e) of the Companies Act 1956, are not applicable to our Company, as our Company has not engage in manufacturing activities.

The foreign exchange earning on account of the operation of the Company during the year was Rs. Nil.

PARTICULARS OF EMPLOYEES:

The statement showing particulars of employees under section 217(2A) of the Companies Act, 1956, read with the companies (Particulars of Employees) Rules, 1975, as amended, is not required to be given as there were no employees coming within the purview of this section.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the provisions of Section 217(2AA) of the Companies Act, 1956, the Directors of your Company confirm that:

- i) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- iii) 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;
- iv) Directors have prepared the accounts on a "going concern basis".

ACKNOWLEDGEMENT:

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the Banks, Government Authorities, Customers, and Shareholders during the year. Your directors also wish to take on record their deep sense of appreciation for the committed services of the employees at all levels, which has made our Company successful in the business.

**For and on Behalf of the Board
For, CUPID TRADES AND FINANCE LIMITED**

**PLACE: MUMBAI
DATE: 03.08.2012**

**(DHARMESH PATEL)
CHAIRMAN**

Annexure to Director's Report**MANAGEMENT DISCUSSION ANALYSIS REPORT****Outlook:**

The company is confident in spite of the possible recessionary conditions in the industry it will perform better in view of the strong fundamentals of the Indian companies and hope to improve its Turnover.

Internal Controls Systems and their adequacy:

The company has adequate internal control systems to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance of law and regulations. The internal control system is supported by the internal audit process. The Internal Auditor reviews and ensures that the audit observations are acted upon. The Audit Committee of the Board reviews the Internal Audit reports and the adequacy and effectiveness of internal controls.

Human Resources

The relationship with the employees continues to be cordial. The Company recognizes the importance and contribution of its employees for its growth and development and constantly endeavors to train nurture and groom its people. The Company puts emphasis on attracting and retaining the right talent. The company places emphasis on training and development of employees at all levels and has introduced methods and practices for Human Resource Development.

Cautionary Statement:

Statements in this Management Discussion and Analysis describing the company's objectives, projections, estimates and expectations may be forward looking statement within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied.

Annexure to Director's Report**COMPLIANCE CERTIFICATE****Corporate Identity No.: L51900MH1985PLC036665****Nominal Capital: Rs.1,00,00,000/-**

The Members,
CUPID TRADES AND FINANCE LIMITED
 1407/B, Panchratna, Opera House,
 Mam Parmanand Road, Mumbai-400004,
 Maharashtra, INDIA

I have examined the registers, records, books and papers of **CUPID TRADES AND FINANCE LIMITED** as required to be maintained under the Companies Act, 1956, and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial ended **31st March, 2012**. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers, I certify that in respect of the aforesaid financial year:

1. The company has kept and maintained all registers as stated in **Annexure 'A'** to this certificate, as per the provisions and the rules made there under and all entries therein have been recorded.
2. The Company has duly filed the forms and returns as stated in **Annexure 'B'** to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities under the Act and the rules made there under.
3. The company, being public limited company, comments are not required.
4. The Board of Directors met 9 (Nine) times on **13.05.2011, 31.05.2011, 22.07.2011, 29.07.2011, 01.08.2011, 12.08.2011, 19.08.2011, 15.11.2011, 14.02.2012** during the financial year.
5. The company has closed its Register of members and share transfer books from 23.09.2011 to 30.09.2011 (both days inclusive) and necessary compliance of Section 154 of the Companies Act has been made.
6. The Annual General Meeting for the financial year ended on 31.03.2011 was held on 30.09.2011 after giving due notice to the members of the company and the resolutions passed thereat were recorded in Minutes Book maintained for the purpose.
7. No extra ordinary general meeting was held during the financial year.
8. The company has not advanced any loans to its directors or persons or firms or companies referred to under section 295 of the Act.
9. The Company has not entered into contracts specified under Section 297 of the Act during the financial year.
10. The company has made necessary entry in the register maintained under section 301 of the Act.
11. As there were no instances falling within the purview of section 314 of the Act, the company has not obtained any approvals from the board of directors, members or central government.
12. The company has not issued duplicate share certificates during the financial year.
13. The company:
 - (i) There was no allotment of shares during the year. The Company has delivered all the certificates on lodgment thereof for transfer/transmission or any other purpose in accordance with the provisions of the Act.
 - (ii) has not deposited any amount in a separate bank account as no dividend was declared during the financial year.
 - (iii) was not required to post warrants to any member of the company as no dividend was declare during the financial year.

- (iv) has no amount outstanding in unpaid dividend account, application money due for refund, matured deposit, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years.
 - (v) has complied with the requirements of section 217 of the Act.
14. The board of directors of the company is duly constituted. There were appointment of MR KETANBHAI DINESHCNANDRA SORATHIYA and MR VIRAL NARENDRAKUMAR SHETH as additional director of the company as on 10.06.2011. MR SHASHIKANT SHAMALJI MALANI and MR ASHOK RAMNIKLAL KOTHARI were ceased as a Director of the Company with effect from 01.08.2011 and MR MUKESH NAROTTAM MALANI and MR JAGDISH SHAMALJI MALANI were ceased as a Director of the Company with effect from 29.07.2011 during the financial year.
 15. The company has not appointed any Managing Director/ Whole-time Director/ Manager during the financial year.
 16. The company has not appointed any sole selling agents during the financial year.
 17. The Company has obtained all necessary approvals, wherever necessary, of the Central Government, Company Law Board, Regional Director, Registrar or such other authorities as may be prescribed under the provisions of the Act.
 18. The directors have disclosed their interest in other firms/ companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
 19. The company has not issued any shares, debentures or other securities during the financial year.
 20. The company has not bought back any shares during the financial year.
 21. The company has not issued any preference shares or debentures so question of redemption of preference shares or debentures does not arise.
 22. There were no transactions necessitating the company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
 23. The Company has neither raised nor accepted any deposits from Public during the financial year
 24. The company has not made any borrowings during the financial year ended 31st March, 2012
 25. The Company has made loans or advances or given guarantees or provided securities to other bodies corporate and consequently no entries have been made in the register kept for the purpose.
 26. The company has not altered the provisions of the memorandum with respect to situation of the company's registered office from one state to another during the year under scrutiny.
 27. The company has not altered the provisions of the memorandum with respect to change of object of the company during the year under scrutiny.
 28. The company has not altered the provisions of the memorandum with respect to change of name of the company during the year under scrutiny.
 29. The company has not altered the provisions of the memorandum with respect to share capital of the company during the year under scrutiny.
 30. The company has not altered its Articles of Association of the company during the financial year.
 31. I informed by the management of the Company that there was no prosecution initiated against or show cause notices received by the company and no fines or penalties or any other punishments was imposed on the company during the financial year, for offences under the act.
 32. The company has not received any money as security from its employees during the financial year.

33. The company has not deducted any contribution towards provident fund pursuant to section 418 of the companies act, 1956 during the financial year.

PLACE: BHILWARA

DATE: 03.08.2012

[SHUBHAM AGARAWAL]

Company Secretaries

C. P. NO.: 10640

ANNEXURE: "A" : SECRETARIAL COMPLIANCE CERTIFICATE

The Company has been maintaining the statutory records such as:

Sr.No.	Under Section	Name of the Register
1.	150	Register of Members
2.	193	Minutes Book of Annual General Meeting
3.	193	Minutes Book of Board Meeting
4.	209	Books of Accounts
5.	303	Register of Directors, Managing Director, Manager & Secretary
6.	307	Register of Directors Shareholdings

ANNEXURE: "B" : SECRETARIAL COMPLIANCE CERTIFICATE

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ended 31st March, 2012.

E Form	Particular	Section	Challan	Date
23ACXBRL & 23ACAXBRL	Annual Accounts of the Company as at 31st March 2011	220	P83347914	17.12.2011
20B	Annual Return as on 30.09.2011	159	P78380110	07.11.2011
18	Change of situation of registered office on 13.05.2011	146	B12501953	20.05.2011
32	Change in Board of Director on 10.06.2011	303(2)	B16113185	13.07.2011
32	Change in Board of Director on 10.06.2011	303(2)	B17398231	02.08.2011
32	Change in Board of Director on 29.07.2011	303(2)	B19257526	30.08.2011
32	Change in Board of Director on 01.08.2011	303(2)	B19255066	30.08.2011
32	Change in Board of Director on 30.09.2011	303(2)	B23433972	24.10.2011

PLACE: BHILWARA

DATE: 03.08.2012

[SHUBHAM AGARAWAL]

Company Secretaries

C. P. NO.: 10640