

HYBRID FINANCIAL SERVICES

HYBRID FINANCIAL SERVICES LIMITED
(FORMERLY KNOWN AS MAFATLAL FINANCE COMPANY LIMITED)

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HYBRID **FINANCIAL** **SERVICES**

BOARD OF DIRECTORS

SHRI. N.R.DIVATE *Wholetime Director*
SHRI. K.CHANDRAMOULI *Wholetime Director
and Company Secretary*

SHRI. JAYESH R.TALPADE
SHRI. TANVEER SHAIKH
SHRI. A.K.MAHAJAN
(Nominee Director - up to 21.01.2010)
SHRI. VIJAY. V. AGNIHOTRI
(Nominee Director - w.e.f. 21.01.2010)

MANAGEMENT TEAM

SHRI. N. R. DIVATE *Wholetime Director*
SHRI. K. CHANDRAMOULI *Wholetime Director
and Company Secretary*

AUDITORS

S. RAMANAND AIYAR & CO
Chartered Accountants
Mumbai

REGISTERED OFFICE

Flat No. K-3/4, Second Floor,
Shopping Centre, Sector-15/16,
Vashi, Navi Mumbai – 400 703.

REGISTRARS & SHARE TRANSFER AGENTS

BIG SHARE SERVICES PRIVATE LIMITED
E-2, Ansa Industrial Estate,
Saki Vihar Road, Sakinaka,
Andheri (East), Mumbai – 400 072.

MAXIMUS **SECURITIES**

BOARD OF DIRECTORS

SHRI. P. KARUNAKAR RAO *Wholetime Director
(Up to 20.04.2010)*
SMT. MEGHA J. VAZKAR *Wholetime Director*
SHRI. N.R. DIVATE
SHRI. JAYESH R.TALPADE

AUDITORS

S. RAMANAND AIYAR & CO
Chartered Accountants
Mumbai

REGISTERED OFFICE

First Floor, Sterling Centre,
Opp. Divine Child High School,
Andheri-Kurla Road, Andheri (East),
Mumbai – 400 093.

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NOTICE

Notice is hereby given that the TWENTY THIRD ANNUAL GENERAL MEETING of the Members of HYBRID FINANCIAL SERVICES LIMITED (FORMERLY KNOWN AS MAFATLAL FINANCE COMPANY LIMITED) will be held at Indian Women Scientists Association, Plot No. 20, Sector 10-A, Opp. Balaji Temple, Near Sainath High School, Vashi, Navi Mumbai-400 703 on Friday, 30th day of July, 2010 at 11:00 a.m. to transact the following BUSINESS:

ORDINARY BUSINESS

1. To consider and adopt the Audited Profit and Loss Account for the year ended March 31, 2010 and the Balance Sheet as at that date and the Reports of Directors and the Auditors thereon.
2. To reappoint Mr. Jayesh R.Talpade as Director who retires at the ensuing Annual General Meeting, eligible, offers himself for re-appointment.
3. To appoint Auditors to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting and fix their remuneration.

SPECIAL RESOLUTION

To consider and if thought fit, to pass with or without modification, the following resolution as a special resolution:

"RESOLVED THAT pursuant to Sections 100 to 104 of the Companies Act, 1956 and subject to confirmation by the High Court of Judicature of Mumbai and as per Clause 5 and 12 of Articles of Association of the Company, the paid up Equity Share Capital of the Company be reduced from Rs.39,88,17,000/- to Rs.14,01,81,375/- by way of cancellation of Equity Shares and reduction in the paid up value of the shares.

"FURTHER RESOLVED THAT pursuant to Section 104 of the Companies Act, 1956 and subject to confirmation by the High Court of Judicature of Mumbai and as per Clause 5 of the Articles of Association of the Company, the Company be and is hereby authorized to cancel 25 lacs equity shares allotted to ICICI Banking Corporation Limited on account of the said shares not being taken up and surrendered.

"FURTHER RESOLVED THAT pursuant to Section 104 of the Companies Act, 1956 and subject to confirmation by the High Court of Judicature of Mumbai and as per Article 12 of the Articles of Association of the Company, the Company be and is hereby authorized to cancel 93,45,425 equity shares held by the members being 25% of the shares held by them.

"FURTHER RESOLVED THAT pursuant to Sections 100 to 104 of the Companies Act, 1956 and subject to confirmation by the High Court of Judicature of Mumbai and as per Article 12 of the Articles of Association of the Company, the Company be and is hereby authorized to reduce the paid up and face value of its Equity Shares from Rs.10 each to Rs.5 each.

"FURTHER RESOLVED THAT any of the Wholetime Directors of the Company be and is hereby authorized to do all such acts as may be necessary in furtherance to this resolution including filing of affidavit, execution of documents etc."

By Order of the Board
For **HYBRID FINANCIAL SERVICES LIMITED**

K.CHANDRAMOULI
Wholetime Director

Registered Office :

Flat No. K – 3/4, Second Floor,
Shopping Centre,
Sector 15/16, Vashi, Navi Mumbai-400 703.

Date: 19th May 2010

NOTES:

- a) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THAT A PROXY NEED NOT BE A MEMBER.
- b) The proxy form duly completed and signed by the shareholder should be deposited at the registered office of the company atleast 48 hours before the commencement of the meeting.
- c) The Register of Members and the Share Transfer Books of the Company will remain closed from Monday, 26th July 2010 to Friday, 30th July 2010 (both days inclusive).
- d) Members are requested to notify any change in their address to the Company's Registrars & Share Transfer Agents, M/s. Big Share Services Pvt. Ltd., E-2 Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (East), Mumbai - 400 072, quoting their folio nos. immediately, so as to ensure that all communications / reports reach the Members promptly.
- e) Shareholders seeking any information with regard to the Accounts of the Company are requested to write to the Company at an early date so as to enable the Management to keep the information ready.

ANNEXURE TO THE NOTICE

Notes on directors seeking appointment/re-appointment as required under Clause 49 of the Listing Agreement entered into with Stock Exchanges.

PROFILE OF DIRECTOR BEING APPOINTED

Name : Mr. Jayesh Ramesh Talpade

Age : 54 Years

Qualifications : BE. MMS.

Experience : Over Twenty Years in the field of Management Consulting

Mr. Jayesh Ramesh Talpade is not a Director in any other Company. He holds 40,800 Equity Shares in the Company.

EXPLANATORY STATEMENT

As members are aware that the Company's present capital structure is not adequately representing the assets of the Company as the Company has an accumulated loss of Rs.93,41,80,545/- as on 31st March 2010, the Board of Directors of the Company are of the view that the Company's capital structure is required to be reorganized by way of reduction and cancellation of equity shares. In this regard the Board has approved a 'Scheme of Arrangement' cancelling the allotment of 25 lacs Equity Shares to ICICI Banking Corporation Limited which was issued to them in settlement of their debt as the same is no longer required in lieu of satisfaction of debt.

Further the Board also feels that the existing holding of the equity shareholders is required to be reduced and the paid-up value of the shares is also required to be reduced. While the formal 'Scheme of Arrangement' would be filed with the Hon'ble Bombay High Court and meetings of the members will be called, the Company is seeking an enabling resolution for the said purpose.

By Order of the Board
For **HYBRID FINANCIAL SERVICES LIMITED**

K.CHANDRAMOULI
Wholetime Director

Registered Office :

Flat No. K – 3/4, Second Floor,
Shopping Centre,
Sector 15/16, Vashi, Navi Mumbai - 400 703.

Date: 19th May 2010

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DIRECTORS' REPORT

To,
The Members

Hybrid Financial Services Limited

(Formerly known as Mafatlal Finance Company Limited)

Your Directors present the Twenty Third Annual Report with the Audited Statement of Accounts of the Company for the year ended 31st March 2010.

1. FINANCIAL RESULTS

The Financial results of the company for the year under review as compared to the previous year are summarized below for your consideration:

	Year ended 31.03.2010 (Rs. in lacs)	Year ended 31.03.2009 (Rs. in lacs)
Gross Income	486.21	511.96
Gross Profit before depreciation and Income tax	215.68	349.33
Depreciation	0.39	0.31
Provision for Tax	—	1.72
Net Profit After Tax	215.29	347.30
Add: Amount brought forward from previous year	(9558.09)	(11306.49)
Adjustment made as per Scheme of Compromise	1.00	1401.10
Balance carried forward	(9341.80)	(9558.09)

2. OPERATIONS

The financial year 2009-2010 has ended with the company making a profit of Rs. 215.29 lacs. Based on the scheme of compromise, the company has made all the payments to the secured creditors before 31st March 2010. The name of the Company is changed from **Mafatlal Finance Company Limited to Hybrid Financial Services Limited** in the Previous Financial Year.

3. DIVIDEND

No Dividend has been recommended by the Board in view of the accumulated losses.

4. LITIGATIONS AGAINST THE COMPANY

The penalties imposed by the Enforcement Directorate has been remanded back to the Enforcement Directorate for fresh adjudication and the disputed income tax claims and the cases filed in the Consumer Forum are being appropriately contested.

5. REJECTION OF COMPANY'S APPLICATION AS AN NBFC

As the company's application for registration has been rejected, the company has passed the resolution through postal ballot for change which has been passed by appropriate majority. The company has accordingly ceased to be a Non Banking Finance Company.

6. PUBLIC FIXED DEPOSITS

The company currently has 75 unclaimed depositors for a value of Rs. 7,11,000/- against which the company has escrowed a fixed deposit for a value of Rs. 10,35,700/-

7. LISTING OF SHARES

The company is making efforts to get the suspension removed so as to enable the shares to be traded in Bombay Stock Exchange Limited (BSE) or any another exchange of all India Operations and pursue the voluntary delisting in other stock exchanges as already approved

by members in the year 2004 and also in the year 2009. The Company has paid all the Listing Fees to BSE.

8. REDUCTION OF CAPITAL

The Company is proposing to reduce its Paid up Capital subject to approval by Members and Court, by reducing the paid up value of shares by Rs. 5 and by cancelling the allotment of shares to ICICI Banking Corporation Limited. Besides it is also proposed to cancel 25% of the number of issued and paid up shares after the above. (Special Resolution Proposed). The paid up capital is accordingly proposed to be reduced from Rs. 44,37,24,000/- to Rs. 14,01,81,375/- (Special Resolution Proposed). Shareholders are requested to support the above reduction so that the Company is in apposition to reduce the accumulated losses significantly.

9. MAXIMUS SECURITIES LIMITED (Formerly known as MAFATLAL SECURITIES LIMITED (MSL) – SUBSIDIARY COMPANY)

The name of the subsidiary company has now been changed to Maximus Securities Limited. The Company has posted a net profit of Rs. 59.43 lacs for the financial year ended 31st March, 2010. The Subsidiary Company is exploring various options to fare better in the current financial year. Statement pursuant to Section 212 of the Companies Act, 1956 in respect of Maximus Securities Limited are separately given in this Report. The financial statements and the audited accounts of the subsidiary are annexed to this report.

10. OUTLOOK

The company is exploring the possibilities of undertaking new Non - NBFC activities and accordingly entered into agreements with Aviva Insurance Company Limited and Bharti Airtel Limited to solicit new business clientele for them. These operations have yielded a gross revenue of Rs.46.01 lacs during the financial year end 31st March 2010.

11. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGOING

The Company is not engaged in manufacturing activities therefore there is no information to submit in respect of conservation of energy and absorption of technology.

Foreign exchange earnings	:	Nil
Foreign exchange outgoings	:	Nil

12. DIRECTORATE

Mr. Jayesh R. Talpade is retiring at the ensuing Twenty Third Annual General Meeting and eligible, offers himself for re-appointment. Mr. Vijay V. Agnihotri has been inducted to the board with effect from 21.01.2010. Bank of India, Trustees of Debenture Holders have informed by their letter dated 12.12.2009 that Mr. Vijay V. Agnihotri has been appointed as Director in place of Mr. A.K. Mahajan.

13. DEPOSITORIES

Effective from October 30, 2000, the equity shares of your Company have been mandated by Securities and Exchange Board of India for delivery only in dematerialized form for all investors. Your Company has already entered into arrangements with National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) for custody and dematerialization of shares in accordance with the Depositories Act, 1996.

14. PARTICULARS OF EMPLOYEES

Information pursuant to Section 217 (2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules 1975 form part of this report. However as per the provisions of Section 219 (1) (a) (iv) of the Companies Act, 1956 the Reports and Accounts are being sent to Share Holders excluding the statement of particulars of employees under Section 217 (2A) of the Companies Act, 1956. Any Share Holder interested in obtaining the statement may write to the Company at the Registered Office address for obtaining the same.

15. DIRECTOR'S RESPONSIBILITY STATEMENT

As required under section 217 (2AA) of the Companies Act, 1956, the Directors hereby confirm that:

- i. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii. the Directors had 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 and of the profit of the Company for the year;
- iii. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- iv. that the Directors have prepared the Annual Accounts on a going concern basis.

16. CORPORATE GOVERNANCE

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, management discussion analysis, and corporate governance report are made a part of the annual report.

17. AUDITORS

The Company's Auditors M/s. Ramanand Aiyar & Company. Chartered Accountants retire at the ensuing Annual General Meeting. They being eligible have given their consent to act as Auditors of the Company if reappointed. Members are requested to consider their reappointment as Auditors of the Company for the current year and fix their remuneration.

18. ACKNOWLEDGEMENTS

Your Directors wish to thank and place on record their appreciation of the valuable support given by Company's Customers, Shareholders, Bankers, Deposit Holders, Financial Institutions, Mutual Funds and Debenture Holders. The Directors would also like to thank the employees for their contribution to the Company.

FOR AND ON BEHALF OF THE BOARD

Place : Navi Mumbai
Date : 19th May 2010

K.CHANDRAMOULI
Wholtime Director

MANAGEMENT DISCUSSION AND ANALYSIS

The Scheme of Arrangement and Compromise with the residual creditors and debenture holders which was completed during the year by making payment of last instalment to the Secured Creditors. The Company's activity with AIRTEL and AVIVA INSURANCE showed a modest growth. The company would be drawing up the resource plans to carry out future operations in fee based areas.

FINANCIAL REVIEW

As the company discontinued its lending operations, most of the revenues arose from past lending and disbursements. The company was successful in finalising its pending sales tax assessments in Karnataka, Gujarat and as well as in Maharashtra State in respect of Lease Tax. The company's income was Rs. 486.21 Lacs which included Rs.147.98 Lacs towards operational income and Rs.338.23 Lacs as other income (which includes write-backs) and the company earned a profit of Rs. 215.29 Lacs. During the year the company has provided Rs. 0.58 Lacs (net) towards bad and doubtful debts.

BUSINESS ANALYSIS OUTLOOK

The company has been exploring the possibility of alternate activities in the fee based segment. In addition, the company would also further activate its stock broking subsidiary as there has been significant improvement in the capital market. The company is confident of improving its revenues from the new activities.

RISK AND CONCERNS

The company faces the following challenges and risks:

- a) Results of the outstanding tax disputes.
- b) Contingent risks which the company is not currently facing but may be exposed too.

Your company's management has been continuously evaluating the risk and concerns and have been taking proactive action in its mitigation. Given the fact that there are substantial numbers of risks, which are cumulatively impinging the company's operations, any road to future development would be fraught with a fair degree of uncertainty.

INTERNAL CONTROL AND THEIR ADEQUACY

The company has appropriate and adequate internal control system, which are sufficient for the level of activities carried by it. The internal audit is being carried out by an external firm of Chartered Accountant and their findings are reviewed at reasonable intervals. The Board is of the opinion that the internal control system is adequate to size of the Company's business.

The company has fully computerised and integrated financial and accounting function.

INDUSTRIAL RELATIONS

The Company as on 31st March 2010 has 14 employees on its payroll. The relationship were cordial.

CAUTIONARY STATEMENTS

Statement in the Management Discussion and Analysis describing the Company's position and expectations may be "forward looking statements" within the meaning of applicable securities laws and regulation. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include, among others, economic conditions affecting demand/supply and price conditions in the market in which the Company operates, changes in the Government Regulations, tax laws and other statutes and incidental factors.

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CORPORATE GOVERNANCE REPORT

The detailed report on corporate governance as required in terms of Clause 49 of the Listing Agreement is given below:

I. MANDATORY REQUIREMENTS

1. CORPORATE GOVERNANCE PHILOSOPHY

The company's philosophy is aimed at being transparent by discharge of all functions in a professionally sound and competent manner. The company's operations in the past have been hampered due to operative difficulties but nevertheless the company has been continuously striving to meet its responsibilities and obligations towards shareholders and others.

2. BOARD OF DIRECTORS

(a) Composition and Category of Directors

The company has two Whole Time Directors Mr. Nandakishore Raghunath Divate and Mr. K Chandramouli., two Independent Directors Mr. Jayesh R.Talpade and Mr. Tanveer Shaikh and one Nominee Director Mr. Vijay Agnihotri, representing Debenture Trustees. The company follows the prescribed board procedures by circulating various items of agenda in advance which are to be dealt at the Board meetings. The company has formulated a code of conduct for the Board members and senior management. The code provides for fair degree of transparency of operations with necessary guidelines for ethics, appropriate safety and healthy working environment.

(b) Attendance of each Director at the Board of Director's Meetings held during 2009-2010 and the last Annual General Meeting is as follows:

Director	Board Meetings Attended	Last Annual General Meeting Attended (Held on 10.07.2009)
Mr. N.R. Divate	3	No
Mr. K. Chandramouli	4	Yes
Mr. Jayesh Talpade	4	Yes
Mr. Tanveer Shaikh	4	Yes
Mr. A.K. Mahajan *	1	Yes
Mr. Vijay Agnihotri **	1	—

* Ceased to be Director with effect from 21.01.2010.

** Appointed with effect from 21.01.2010 by Bank of India, Trustee of Debenture Holders in place of Mr. A.K. Mahajan

(c) Details of Directorships/Committee Memberships held by the existing Directors in other companies are given hereunder:

Name of the Director	Category	Directorships held in other Companies		Committee Memberships held in other Companies	
		As Director	As Chairman	As Member	As Chairman
Mr. K. Chandramouli	Not Independent, Executive	7	-	-	-
Mr. N.R. Divate	Not Independent, Executive	4	-	-	-
Mr. Jayesh Talpade	Independent, Non-Executive	-	-	-	-
Mr. Tanveer Shaikh	Independent, Non-Executive	1	-	-	-
Mr. A.K. Mahajan *	Independent, Nominee Director	-	-	-	-
Mr. Vijay Agnihotri *	Independent, Nominee Director	-	-	-	-

* Mr. Vijay Agnihotri has been appointed as a Nominee Director with effect from 21.01.2010, in place of Mr. A.K. Mahajan, by Bank of India, Trustees of Debenture Holders as per Section 15(M) of SEBI (Debenture Trustees) regulations 1993 in conjunction with the provisions of the Trust Deed. Mr. A.K. Mahajan appointed as a Nominee Director on 22.05.2009 was ceased to be a Director with effect from 21.01.2010.

(d) Number of Board Meetings held and the dates on which held:

Four Board Meetings were held during the year 2009-2010. The dates on which meetings were held were as follows:

22nd May 2009, 10th July 2009, 15th October 2009, and 21st January 2010.

(e) Remuneration of Directors:

The company does not pay any remuneration other than payment of Travelling and Conveyance expenses to the Independent Directors. During the year, the company paid Rs. 24,81,696/- to Mr. K. Chandramouli and Rs. 29,72,538/- to Mr. N.R. Divate, Whole Time Directors of the Company towards remuneration and the same has been approved by the members and the Central Government.

(f) Directors Share Holding:

Mr. K. Chandramouli is holding 1,15,70,577 shares, Mr. N.R. Divate is holding 1,15,78,661 shares and Mr. Jayesh Talpade is holding 40,800 shares in the Company.

3. AUDIT COMMITTEE

The company has reconstituted the Audit Committee in accordance with the requirements of Clause 49 of the Listing Agreement entered with the Stock Exchanges. The terms of reference of the Audit Committee, are in conformity with those mentioned in Clause 49 of the Listing Agreement. The Committee reviews the Accounting Policies, Accounts, Audit & Control and various reports placed before it by the Internal Auditors of the Company. The members of the reconstituted Audit Committee are as under on 31.03.2010:

Mr. Jayesh Talpade	...	Chairman
Mr. K. Chandramouli	...	Wholetime Director
Mr. N.R.Divat	...	Wholetime Director
Mr. Tanveer Shaikh	...	Director
Mr. A.K.Mahajan	...	Nominee Director (ceased to be Director with effect from 21.01.2010)
Mr. Vijay Agnihotri	...	Nominee Director (with effect from 21.01.2010)

The details of the Audit Committee Meetings and attendance of its members are given below:

Four meetings were held during the year 2009-2010. (22nd May 2009, 10th July 2009, 15th October 2009, and 21st January 2010). The attendance for the said meetings is as follows:

Name of the Director	Category	Attendance Particulars
Mr. Jayesh R. Talpade	Chairman	4
Mr.N.R.Divat	Wholetime Director	3
Mr.K.Chandramouli	Wholetime Director	4
Mr. Tanveer Shaikh	Independent Director	4
Mr. A.K.Mahajan	Nominee Director	1
Mr. Vijay Agnihotri	Nominee Director	1

4. REMUNERATION COMMITTEE

The company has constituted a remuneration committee on 27th April 2005 and following are the members in the reconstituted committee as on 31.03.2010:

Mr. Jayesh Talpade	...	Chairman
Mr. K. Chandramouli	...	Wholetime Director
Mr. N.R. Divat	...	Wholetime Director
Mr. Tanveer Shaikh	...	Director

One meeting of the remuneration committee was held on 15th October, 2009. All the above members were present in that meeting.

5. SHARE/DEBENTURE TRANSFER-CUM-INVESTOR'S GRIEVANCE COMMITTEE

The company has a Share/Debenture Transfer-cum-Investor's Grievance Committee, constituting the following members reconstituted committee as on 31.03.2010:

Mr. K. Chandramouli	...	Chairman
Mr. N.R. Divat	...	Wholetime Director
Mr. Jayesh Talpade	...	Director
Mr. Tanveer Shaikh	...	Director

The Committee oversees and approves transfer/transmission of equity shares and debentures. The Committee also oversees complaints received from investors for appropriate redressal. The minutes of the Committee meetings are placed at the Board Meetings from time to time. All valid shares transfers received during the year have been acted upon.

Complaint Status : From 01.04.2009 to 31.03.2010

Number of Equity Shareholders / Debenture holders / }		
Preference Shareholders complaints pending as on 01.04.2009 }	:	22
Number of complaints received during the year	:	22
Number of complaints solved during the year	:	22
Number of complaints pending as on 31.03.2010	:	22

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Four meetings were held during the year 2009-2010. (22nd May 2009, 10th July 2009, 15th October 2009, and 21st January 2010). The attendance for the said meetings is as follows:

Name of the Director	Category	Attendance Particulars
Mr.K.Chandarmouli	Chairman	4
Mr. N.R.Divite	Wholetime Director	3
Mr.Jayesh Talpade	Director	4
Mr. Tanveer Shaikh	Director	4

6. DIRECTORS

Mr. Jayesh Talpade, Director of the company is retiring by rotation at the ensuing 23rd Annual General Meeting, eligible and offers himself for reappointment. Brief particulars of the director is as under :

Name of Director	Mr. Jayesh R. Talpade
Date of Birth/Age	16 th October 1956 / 53 Years
Date of Original Appointment	9 th September 2008
Expertise in specific functional areas	Over Twenty Years in the field of Management Consulting
List of Companies in which the person holds the directorship	Nil

Mr.Jayesh R. Talpade holds 40800 Shares in the Company.

7. GENERAL BODY MEETINGS

Venue and time where the last three Annual General Meetings were held are given below:

Date	Venue	Time
31 st December, 2007	Indian Women Scientists Association, Plot No. 20, Sector 10-A, Opp. Balaji Temple, Near Sainath High School, Vashi, Navi Mumbai 400 703.	10.00 A.M.
31 st January, 2008	Indian Women Scientists Association, Plot No. 20, Sector 10-A, Opp. Balaji Temple, Near Sainath High School, Vashi, Navi Mumbai 400 703.	10.30 A.M.
26 th September, 2008	Indian Women Scientists Association, Plot No. 20, Sector 10-A, Opp. Balaji Temple, Near Sainath High School, Vashi, Navi Mumbai 400 703.	10.30 A.M.
10 th July, 2009	Indian Women Scientists Association, Plot No. 20, Sector 10-A, Opp. Balaji Temple, Near Sainath High School, Vashi, Navi Mumbai 400 703.	11.00 A.M

8. SUBSIDIARY COMPANY:

The company has appointed Mr. Jayesh Talpade in compliance with Clause 49 (III) (Subsidiary Company) of the Listing Agreement as a director of the holding company in the board of the subsidiary company with effect from 22nd January 2009. The audit committee of the listed holding company also reviews the financial statement of the unlisted subsidiary company and also other matters connected thereto. During the year ended 31st March 2006, the company had entered into contract for rendering services to the subsidiary for Rs. 60 lacs per annum plus taxes as per the terms mutually agreed and codified through an agreement entered in this respect. These services consist of seconding the parent company employees to the subsidiary and attending to the taxation, treasury, accounting and other operations of the subsidiary. These services are provided at a fair and market related price.

9. DISCLOSURES

- The details of related party transactions are given in Point No. 12 of the notes to the account.
- The company's shares were suspended from trading by National Stock Exchange of India Limited (NSE) since September 2001 and Bombay Stock Exchange Limited (BSE) since December 2002 on account of failure of the company to redress the complaints of investors relating to redemption of public issue of non-convertible debentures. The company has not paid the listing fees to National Stock Exchange of India Limited (NSE), from the financial years 2002-03 to 2009-10, Ahmedabad Stock Exchange Limited (ASE) from the financial years 2000-01 to 2009-10 and Delhi Stock Exchange Association Limited (DSE) from the financial years 2001-02 to 2009-10 after the members' approval to delist the company's shares from these exchanges. The company's shares are currently suspended for trading in BSE. The Company has paid all the listing fees to BSE.
- The Board of Directors of the Company have cancelled the allotment of 25,00,000 Equity Shares to ICICI Banking Corporation Limited in view of the settlement reached and the same would be carried out along with the approval for reduction of capital by court under sections 100-104 of the Companies Act, 1956.

- d) During the year the Company, by a Special Resolution passed at the meeting of the Preference Share Holders held on 10th July 2009, has been authorised to cancel the dividends payable on the Preference Shares 14.50% 97 series and 10% 2000 series including all arrears of dividend. The Company has also been authorised to redeem these Preference Shares by issue of fresh 1% Cumulative Redeemable Preference Shares of Rs.10 each to be redeemed in Five Equal Instalments commencing from the year 2010 onwards.
- e) There are no other penalties or strictures by any other authority during last three years on any matter relating to capital market.

10. WHOLETIME DIRECTORS CERTIFICATION :

The Wholetime Director and Wholetime Director & Company Secretary of the company have certified to the Board that :

- a) They have reviewed the Financial Statements as on 31st March 2010 and the Cash Flow Statement for the year ended 31st March 2010 and that to the best of their knowledge and belief:-
- These statements do not contain any material untrue statement or omit any material fact or contain statement that might be misleading.
 - These statements in their opinion present true and fair view of the company's affairs and are in compliance with the existing accounting standards applicable, laws and regulations except the fact that certain interest non-provisions and treatment of remission of liabilities, difference in books of accounts and third party transactions have been dealt differently than as they need to be considered based on the actual unfolding of events.
- b) There are to the best of their knowledge and belief, no transactions that have been entered into by the company during the year which are fraudulent or illegal or violative of the Company's code of conduct
- c) They accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of the internal control systems of the company, pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which they are aware, have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
- d) i). There has not been any significant change in internal control over financial reporting during the year under reference;
- ii). There has not been any significant change in accounting policies during the year requiring disclosures in the notes to the financial statements; and
- iii). They are not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

11. MEANS OF COMMUNICATION

a) Half-yearly Report sent to each household of shareholders.	:	No
b) Quarterly Results	:	Quarterly results are taken on record by the Board of Directors and submitted to the Stock Exchanges as per the requirements of the Listing Agreement, which enables the Exchanges to put the same in their websites.
• In which newspapers normally published in	:	Navshakti and Free Press Journal
• Websites where displayed	:	www.hybridfinance.co.in
• Whether it also displays official news releases and presentations made to institutional investors/analysis.	:	No
c) Whether Management Discussions and Analysis is a part of the Annual Report	:	Yes

12. GENERAL SHAREHOLDER INFORMATION

12.1 Annual General Meeting

Date, Time & Venue : Friday, 30th July 2010 at 11 A.M. at Indian Women Scientists Association, Plot No.20, Sector 10-A, Opp.Balaji Temple, Near Sainath High School, Vashi, Navi Mumbai-400 703.

12.2 Financial Calendar (2010-2011) (tentative)

Quarterly Results :

Quarter ending June 30, 2010 : Last week of July 2010

Quarter ending September 30, 2010 : Last week of October 2010

Quarter ending December 31, 2010 : Last week of January 2011

Quarter ending March 31, 2011 : Last week of May 2011

12.3 Book Closure date(s) : Monday, 26th July 2010 to Friday, 30th July 2010 (both days inclusive)

12.4 Dividend payment date(s) : Not applicable