

**IMC FINANCE LIMITED**

CIN : L65990MH1982PLC028169

**35<sup>TH</sup> ANNUAL REPORT**  
**2016-17**

# IMC FINANCE LIMITED

Regd.Office:10, Sarvodaya Industrial Premises Co-Op Society Ltd, Near Paper Box Factory, Off  
Mahakali Caves Road, Andheri (East), Mumbai - 400093.Tel: 022 - 40756565  
CIN No: L65990MH1982PLC028169

## NOTICE TO MEMBERS

NOTICE is hereby given that the 35<sup>th</sup> Annual General Meeting of the members of IMC FINANCE LIMITED will be held at 11.00 A.M. on Friday 29<sup>th</sup> September, 2017 at the registered office to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2017 and the Profit & Loss Account and Cash Flow Statement for the year ended on that date together with the Reports of Directors and Auditors thereon
2. To appoint a Director in place of Mr. Kolappan Kannan, who retires by rotation and being eligible and offers himself for re-appointment.
3. To appoint M/s. Subramaniam Bengali & Associates , Chartered Accountants (Firm Registration No 127499W), as the Statutory Auditors of the Company and to fix their remuneration and in this regard to consider and, if thought fit, pass the following resolution as an Ordinary Resolution

RESOLVED that M/s. Subramaniam Bengali & Associates, Chartered Accountants, Mumbai (Firm Reg.No. 127499W) be appointed to hold the office until the conclusion of the Annual General Meeting in the year 2022 upon such remuneration and out of pocket expenses, as may be fixed by the Board of Directors of the Company in consultation with the Auditor.

By order of the Board of Directors



S.M.Lele  
Director

Place: Mumbai  
Dated: 4<sup>th</sup> September, 2017

### NOTES:

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy so appointed need not be a member of the Company. Proxies in order to be effective must be received by the Company not less than 48 hours before the Meeting.
2. Members are requested to notify immediately any changes in their address to the Company.

## DIRECTORS' REPORT

To

The Members

**IMC Finance Limited**

Your Directors have pleasure in presenting the 35<sup>th</sup> Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2017.

### **1. Financials, performance of the company:**

#### **FINANCIAL RESULTS**

| Particulars   | 2016-17             | 2015-16             |
|---|---------------------|---------------------|
|   | Rs.                 | Rs.                 |
| Total Income  | 366,521.28          | 2,51,641.57         |
| Less : Operating & Admin Expenses   | 574,996.00          | 4,51,909.96         |
| Profit / (Loss) before Depreciation and Taxes                                       | (208,474.72)        | (200,268.39)        |
| Less : Depreciation   | 0.00                | 0.00                |
| Profit / (Loss) before Tax (PBT)  | (208,474.72)        | (200,268.39)        |
| Less : Provision for Current tax  | --                  | --                  |
| Provision for Deferred Tax  | --                  | --                  |
| Short / (Excess) Provision for Taxation for earlier                                 |                     |                     |
| <b>Profit / (Loss) after Tax (PAT)</b>  | <b>(208,474.72)</b> | <b>(200,268.39)</b> |
| Add : Profit/(Loss) brought forward from Previous Period                            | 4,443,542.16        | 46,43,810.55        |
| Less : Transfer to Statutory Reserve as U/s 45IC of Reserve Bank of India Act ,1934 |                     | --                  |
| Profit to be carried forward to Balance Sheet                                       | <b>4,235,067.44</b> | <b>44,43,542.16</b> |

### **2. Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report :**

There is no material changes and commitment which could affect the financial position of the company from the end of the financial year till the date of this report.

### **3. Dividend:**

Directors of the Company are not recommending any dividend for the Financial Year ended 31<sup>st</sup> March, 2017.

### **4. Share Capital:**

During the year the company has not issued any shares and paid-up capital and authorized capital remains same.



**5. Directors' Responsibility Statement:**

Pursuant to the requirement under Section 134(3) (c) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) 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 Loss of the company for that period;
- (c) 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;
- (d) the directors had prepared the annual accounts on a going concern basis;
- (e) the directors, had laid down proper internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively, and
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**6. Directors and Key Managerial Personnel (KMP):**

Mr. Kolappan Kannan retires by rotation and being eligible offers himself for re-appointment.

Key Managerial Persons: The Company does not have any whole time KMPs pursuant to Section 203 of the Companies Act, 2013.

**7. Extract of Annual Return:**

Pursuant to the requirement of section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, an Extract of Annual Return in Form MGT-9 is annexed as Annexure – I.

**8. Number of Meetings of the Board:**

Board of Directors of the company has met Six times during the year i.e. 30.05.2016, 10.08.2016, 05.09.2016, 14.11.2016, 13.02.2017, 29.03.2017. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

**9. Auditors:**

The existing statutory auditor of the company M/s. B L Sarda & Co., Chartered Accountants (Firm Registration Number 109267W), Mumbai is holding the position of statutory auditor for more than 10 years and as per Sec.139 of the Companies Act, 2013 his term of appointment comes to an end upon conclusion of ensuing Annual General Meeting.

Considering the tenure of the existing Statutory Auditors and the provisions of Section 139 of the Companies Act, 2013, your Directors recommend the appointment of M/s Subramaniam Bengali & Associates, Chartered Accountants (Firm Registration Number 127499W), to hold office from the conclusion of ensuing 35<sup>th</sup> AGM until the conclusion of the 39<sup>th</sup> Annual General Meeting of the Company to be held in the calendar year 2022 i.e. for a period of five years (subject to ratification of the appointment by the members at every AGM held after this AGM).

The Company has received letter from M/s Subramaniam Bengali & Associates, Chartered Accountants, (Firm Registration Number 127499W) to the effect of their appointment, if made, would be within prescribed limit under Section 141 of the Companies Act, 2013 read with Rule 4(1) of the Companies (Audit & Auditors) Rules, 2014 and that they are not disqualified for appointment.



**10. Internal Controls:**

The Company has in place adequate systems of internal control commensurate with its size and the nature of its operations. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorized use, executing transactions with proper authorization and ensuring compliance of corporate policies.

**11. Particulars of loans, guarantees or investments under section 186:**

Particulars of the same are given in Notes to Accounts

**12. Related Party Transactions:** During the year your company has not entered any related party transactions.**13. Conservation of energy, technology absorption and foreign exchange earnings and outgo:**

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

Answers:

| I. Conservation of energy                |  |     |
|--|--|-----|
| (i)                                      | the steps taken or impact on conservation of energy  | Nil |
| (ii)                                     | the steps taken by the company for utilizing alternate sources of energy   |     |
| (iii)                                    | the capital investment on energy conservation equipment's  |     |
|  |  |     |
| II. Technology absorption                |  |     |
| (i)                                      | the efforts made towards technology absorption   | Nil |
| (ii)                                     | the benefits derived like product improvement, cost reduction, product development or import substitution                |     |
| (iii)                                    | in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- |     |
|  | (a) the details of technology imported   |     |
|  | (b) the year of import;  |     |
|  | (c) whether the technology been fully absorbed   |     |
|  | (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof                           |     |
| (iv)                                     | the expenditure incurred on Research and Development   |     |
|  |  |     |
| III. Foreign exchange earnings and Outgo |  |     |
|  | Earnings   | Nil |
|  | Outgo  | Nil |

**14. Details of Subsidiary/Joint Ventures/Associate Companies:**

Your company does not have any Subsidiary / Associates / Joint Ventures.

**15. Explanation to Statutory Auditor's report:**

The Statutory Auditors' Report does not contain any qualification, reservation or adverse remark or disclaimer. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not require for any further comments.

**16. Explanation to Secretarial Auditor's report:** The Company is in the process of appointing another Independent Director and after the appointment it will reconstitute the Audit Committee and Nomination Remuneration Committee. Further it is searching for the suitable person to be appointed as Women Director and Key Managerial Personnel and it will comply the provisions shortly. Report of the Secretarial Auditor is annexed. Please refer Annexure - II**17. Particulars of employees as required under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:**

Your company does not have any employees hence the above provision is not applicable.

**18. Risk management policy:**

The Board of Directors is overall responsible for identifying, evaluating and managing all significant risks faced by the Company. The Board approved Risk Management policy, which acts as an overarching statement of intent and establishes the guiding principles by which key risks are managed across the organization.

The Company follows well established and detailed risk assessment and minimization procedures. The Company has in place a business risk management framework for identifying risks and opportunities that may have a bearing on the organization's objectives, assessing them in terms of likelihood and magnitude of impact and determining a response strategy. In the opinion of the Board, none of the risks faced by the Company threaten its existence.

**19. Deposit from public:**

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

**20. General:**

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- (1) Change in nature of business
- (2) Issue of shares
- (3) Names of companies which have become or ceased to be its Subsidiaries, Joint Ventures or Associate Companies during the year
- (4) No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
- (5) Your Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
- (6) Details in respect of frauds reported by auditors under Sec.143(12) other than which are reportable to Central Government

**21. Acknowledgements:**

Your Directors place on record their appreciation for the assistance and support extended by all Government Authorities, Financial Institutions, Bankers, Shareholders and other stakeholders and look forward to their continued support.

**For and on behalf of the Board of Directors of  
IMC Finance Limited**



**K Kannan  
Director**



**S.M. Lele  
Director**

Place : Mumbai  
Date : 30<sup>th</sup> May, 2017



# Annexure – I of Directors Report

## Form No. MGT-9 EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31<sup>st</sup> March, 2017  
[Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

| I REGISTRATION AND OTHER DETAILS:  |   |                                  |                                    |
|--|---|----------------------------------|------------------------------------|
| (i) CIN  | L65990MH1982PLC028169   |                                  |                                    |
| (ii) Registration Date   | 07.09.1982  |                                  |                                    |
| (iii) Name of the Company  | IMC Finance Limited   |                                  |                                    |
| (iv) Category / Sub-Category of the Company  | Public Limited Company  |                                  |                                    |
| (v) Address of the Registered office and contact details   | Registered Office:<br>10, Sarvodaya Ind. Premises Co-Op Society Limited, Off Mahakali Caves Road, Near Paper Box factory, Andheri (East), Mumbai – 400093 |                                  |                                    |
| (vi) Whether listed company  | Yes   |                                  |                                    |
| (vii) Name, Address and Contact details of Registrar and Transfer Agent, if any                              | Universal Capital Securities Pvt. Ltd.<br>21/25 Shakil Niwas, Opp. Satya Saibaba Temple, Mahakali Caves Road, Andheri (East), Mumbai - 400 093.           |                                  |                                    |
| II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY  |   |                                  |                                    |
| All the business activities contributing 10 % or more of the total turnover of the company shall be stated:- |   |                                  |                                    |
| S No.  | Name and Description of main products / services  | NIC Code of the Product/ service | % to total turnover of the company |
| 1  | Financial service activities, except insurance and pension scheme   | 641                              | -                                  |





| Category of Shareholders                                 | No. of Shares held at the beginning of the year |          |        |                   | No. of Shares held at the end of the year |          |        |                   | % Change during the year |
|--|---|----------|--------|-------------------|---|----------|--------|-------------------|--------------------------|
|  | Demat   | Physical | Total  | % of total Shares | Demat                                     | Physical | Total  | % of Total Shares |                          |
| <b>(2) Foreign</b>                                       |   |          |        |                   |   |          |        |                   |                          |
| a) NRIs - Individuals                                    | -   | -        | -      | -                 | -   | -        | -      | -                 | -                        |
| b) Other - Individuals                                   | -   | -        | -      | -                 | -   | -        | -      | -                 | -                        |
| c) Bodies Corp.  | -   | -        | -      | -                 | -   | -        | -      | -                 | -                        |
| d) Banks / FI  | -   | -        | -      | -                 | -   | -        | -      | -                 | -                        |
| e) Any Other....   | -   | -        | -      | -                 | -   | -        | -      | -                 | -                        |
| <b>Sub-total (A)(2):</b>                                 | -   | -        | -      | -                 | -   | -        | -      | -                 | -                        |
| <b>Total shareholding of Promoter (A) =(A)(1)+(A)(2)</b> | -   | 171900   | 171900 | 71.63%            | -   | 171900   | 171900 | 71.63%            | -                        |
| <b>B. Public Shareholding</b>                            |   |          |        |                   |   |          |        |                   |                          |
| <b>1. Institutions</b>                                   |   |          |        |                   |   |          |        |                   |                          |
| a) Mutual Funds  | -   | -        | -      | -                 | -   | -        | -      | -                 | -                        |
| b) Banks / FI  | -   | -        | -      | -                 | -   | -        | -      | -                 | -                        |
| c) Central Govt.   | -   | -        | -      | -                 | -   | -        | -      | -                 | -                        |
| d) State Govt.   | -   | -        | -      | -                 | -   | -        | -      | -                 | -                        |
| e) Venture Capital Funds                                 | -   | -        | -      | -                 | -   | -        | -      | -                 | -                        |
| f) Insurance Companies                                   | -   | -        | -      | -                 | -   | -        | -      | -                 | -                        |
| g) FIs   | -   | -        | -      | -                 | -   | -        | -      | -                 | -                        |
| h) Foreign Venture Capital Funds                         | -   | -        | -      | -                 | -   | -        | -      | -                 | -                        |
| i) Others (specify)                                      | -   | -        | -      | -                 | -   | -        | -      | -                 | -                        |
| <b>Sub-total (B)(1):</b>                                 | -   | -        | -      | -                 | -   | -        | -      | -                 | -                        |

| Category of Shareholders | No. of Shares held at the beginning of the year                                 |          |        |                   | No. of Shares held at the end of the year |          |        |                   | % Change during the year |
|--------------------------|---|----------|--------|-------------------|---|----------|--------|-------------------|--------------------------|
|                          | Demat   | Physical | Total  | % of total Shares | Demat                                     | Physical | Total  | % of Total Shares |                          |
| 2. Non-Institutions      |   |          |        |                   |   |          |        |                   |                          |
| a) Bodies Corp.          |   |          |        |                   |   |          |        |                   |                          |
|                          | i) Indian   | -        | 44100  | 44100             | 18.37%                                    | -        | 44100  | 44100             | 18.37%                   |
|                          | ii) Overseas  | -        |        |                   |   |          |        |                   |                          |
| b) Individuals           |   |          |        |                   |   |          |        |                   |                          |
|                          | i) Individual shareholders holding nominal share capital up to Rs.1 lakh        | -        | 24000  | 24000             | 10%                                       | -        | 24000  | 24000             | 10%                      |
|                          | ii) Individual shareholders holding nominal share capital in excess of Rs.1lakh | -        | -      | -                 | -   | -        | -      | -                 | -                        |
|                          | c) Others (Specify)   | -        | -      | -                 | -   | -        | -      | -                 | -                        |
|                          | Sub-total (B)(2):   | -        |        |                   |   |          |        |                   |                          |
|                          | Total Public Shareholding (B)=(B)(1)+(B)(2)                                     | -        | -      | -                 | -   | -        | -      | -                 | -                        |
|                          | C. Shares held by Custodian for GDRs & ADRs                                     | -        | -      | -                 | -   | -        | -      | -                 | -                        |
|                          | Grand Total (A+B+C)   | -        | 240000 | 240000            | 100%                                      | -        | 240000 | 240000            | 100%                     |
|                          |   |          |        |                   |   |          |        |                   |                          |