



# **KINETIC**

## **TRUST LIMITED**

**XVI<sup>th</sup>**  
**Annual Report**  
**2007-2008**

## **BOARD OF DIRECTORS**

Vinod Bansal

Rajesh Arora

Ashok Juneja

Vinay Aggarwal

Director

Director

Director

Director

## **BANKERS**

State Bank of Indore

Bank of India

## **AUDITORS**

Rajesh B Mangla & Associates

102, Guru Chambers,

2501/8, Beadon Pura,

Ajmal Khan Road, Karol Bagh

New Delhi- 110005

## **LEGAL ADVISORS**

Pramod Verma

## **REGISTERED OFFICE**

527-R City Tower,

IIInd Floor,

Model Town,

Ludhiana – 141002

TEL: 0161 5000524, 2428238

FAX: 0161 2430029

## **CORPORATE OFFICE**

1406, Vikram Tower,

16, Rajendra Place,

New Delhi – 110 008.

Tel.: 66402000-4

Fax : 25860460

Email: [kintrust@vsnl.com](mailto:kintrust@vsnl.com)

## **SHARE TRANSFERS AND OTHER**

**GRIEVANCES**

**COMMUNICATIONS**

## **INVESTORS**

Shares Department

Intime Spectrum Registry Limited

A-40, IIInd Floor, Naraina Industrial Area,

Phase-II, New Delhi –110 028

Tel.: 41410592-94

Fax: 41410591

Email: [delhi@intimespectrum.com](mailto:delhi@intimespectrum.com)

**MR. RANJAN KUMAR**

**COMPLIANCE OFFICER,**

Kinetic Trust Limited

1406, Vikram Tower,

16, Rajendra Place,

New Delhi – 110 008.

**NOTICE**

Notice is hereby given that Sixteenth Annual General Meeting of the Members of Kinetic Trust Limited will be held as scheduled below:

Day : Monday

Date : 29.09.2008

Time : 12.30 PM

Place : 527R, City Tower, 2nd Floor, Model Town, Ludhiana

To transact the following business:

**ORDINARY BUSINESS**

To receive, consider and adopt the Balance Sheet as at 31st March, 2008 and Profit & Loss account for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.

To appoint Directors in place of those retiring by rotation.

To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company.

For and on behalf of the  
Board of directors

Date : 01.09.2008

Place : New Delhi

Sd/-  
Vinod Bansal  
Director

**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. Proxies in order to be effective must be received by the company not less than 48 hours before the meeting.
2. All the documents referred to in the accompanying Notice are open for inspection at the Registered Office of the company during Office hours on all working days except Sundays and Holidays between 12.30 p.m. and 01.30 p.m. up to the date of this Annual General Meeting.
3. Members desiring any information on accounts etc. are requested to write to the Company at least 10 days in advance of the Meeting so as to enable the Management to keep the information ready.  
Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting.
5. The Register of Members & Share Transfer Books will remain closed on 22nd September 2008 and 25th September 2008
6. Shareholders are requested to intimate the Company for change of address, if any, immediately for updating of records.
7. No gifts will be distributed in the Annual General Meeting.

## DIRECTOR'S REPORT

Dear Members,  
Kinetic Trust Limited,  
Ludhiana

Your directors take great pleasure in bringing this SIXTEENTH Annual Report on the business and operations of the company for the financial year 2007-08.

### FINANCIAL RESULTS

The financial highlights of the company in the financial year 2007-08 as compared to previous year are tabled below for your consideration:

Particulars	Current year	Previous Year
Sales	0.00	0.00
Other Income	48.08	7.85
Profit (Loss)/before dep. / amortization	3.29	(1.35)
Dep. / amortization etc.	1.45	1.45
Profit/(loss) before tax	1.83	(2.81)
Dividend	NIL	NIL

### PERFORMANCE OF THE COMPANY

The company concentrated on its main business activity of corporate consultancy and financial services. The company results have improved in a modest way as compared to previous year results. On the basis of its professional strength and expertise in consultancy the company proposes to make all its efforts to sustain the trend of growth at a good pace in the coming years.

### AUDITORS

The Auditors M/s S.P. Monga & Company, Chartered Accountants retire at the ensuing Annual General Meeting and have confirmed their eligibility and willingness to accept office, if reappointed. Your directors recommend their appointment.

### DIRECTORS

There was no change in the Directors during the year. In accordance with the provision of the Companies Act, 1956 and Articles of Association of the Company Mr. Vinay Aggarwal retires at the Sixteenth Annual General Meeting and being eligible offers himself for reappointment.

### DIRECTORS RESPONSIBILITY

As per the requirement of section 217(2AA) of the companies act, your directors confirm as under:

In the preparation of the annual accounts, the applicable accounting standards have been followed along with the

proper explanations relating to material departures;

We 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 and of the profit or loss of the company for that period;

We have taken proper and sufficient care for the maintenance of adequate Accounting records in accordance with the provision of the companies act, 1956 for safeguarding the assets of the company and for maintaining and detecting fraud and other irregularities;

We have prepared the annual accounts on a going concern basis.

### REGISTRATION WITH RESERVE BANK OF INDIA AS NBFC

The company is registered with the Reserve Bank of India as a NBFC within the provisions of the NBFC (Reserve Bank of India) Directions, 1998.

### INFORMATION PURSUANT TO THE PROVISIONS OF PARA 10 OF NON-BANKING FINANCIAL COMPANIES (RBI) DIRECTIONS, 1977

Neither the Company has accepted any Public Deposits during the year nor the Company is holding prior Public Deposits, therefore the information called for is not applicable.

**PARTICULARS OF EMPLOYEES**

The particulars required under section 217(2A)(b)(ii) of the Companies Act, 1956 read with the companies (Particulars of the employees) Rules, 1975 as amended are not applicable as none of the employees of the company is in receipt of remuneration more than the prescribed under section 217(2A) of the companies act 1956 as amended and therefore no information in this regard is required.

**AUDITORS REPORT**

The notes referred to by the auditors in their report are self explanatory and therefore these do not call for any future comments on the Auditors Report under section 217(3) of the Companies Act, 1956.

**CORPORATE GOVERNANCE**

The compliance with requirements of clause 49 of the Listing Agreement with regard to Corporate Governance as per schedule prescribed by the Stock Exchange is being taken care of.

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

The company is a finance company, therefore the information with regard to conservation of energy, technology absorption as required by the Companies (Disclosure of particulars in the board of directors) Rules 1988 relating to conservation of energy and technological absorption do not apply and hence no disclosure is being made in this report.

**FOREIGN EXCHANGE EARNINGS AND OUTGO:**

Particulars	Current Year (Rs.)	Previous Year (Rs.)
(a) Foreign Exchange Inflow	Nil	Nil
(b) Foreign Exchange outflow	Nil	Nil

**OTHER INFORMATION**

All other information pursuant to requirements of Section 217 of the Companies Act, 1956 read with the rules is either Nil or Not Applicable.

**ACKNOWLEDGEMENTS**

Your directors place on record their sincere appreciation of the sustained and decided efforts put in by the employees at all the levels. The company is also grateful to the bankers for their continuing assistance and co-operation.

Your directors sincerely thank the shareholders of the Company for the confidence reposed by them in the Company and for the continued support extended by them to the company.

**For and on behalf of the  
Board of directors**

**Date : 01.09.2008**

**Place : New Delhi**

**Sd/-  
Vinod Bansal  
Director**

**REPORT ON CORPORATE GOVERNANCE****(Forming part of Director's Report for the year ended 31st March 2008)****Company's Philosophy on code of Governance**

The company is committed to good corporate governance. The company respects the rights of its shareholders to information on the performance of the company and it is its endeavor to maximize the long-term value to the shareholders of the company. The Compliance Report is prepared and given below in conformity with the mandatory requirements of the Listing Agreement with the Stock Exchanges.

**Board of Directors**

The composition of Board of Directors as on 31st March 2008 is as follows:

Category	No. of Directors	%
Promoters/ Executive Directors	2	50%
Non-executive Directors	2	50%

- Five board meetings were held during the year. The dates on which the meetings were held are as follows: 30th April 2007, 27th July 2007, 28th July 2007, 22nd August 2007, 19th October 2007, 29th October 2007 and 28th January 2008.
- The attendance of directors at Board Meetings and at the last Annual General Meeting and the number of other directorships and committee memberships in public companies (being a director as on the date of Director's Report) is given below:

Name of Director	Category of Directorships Directorship	No. of Board Meetings Meetings attended	Last AGM attended	No. of other Directorship held in public companies	No. of other committee Committee Membership
Vinod Bansal	Promoter/ Executive	5	Yes	-	Ni
Rajesh Arora	Promoter/ Executive	5	Yes	-	Ni
Ashok Juneja	Non Executive	4	Yes	3	Ni
Vinay Aggarwal	Non Executive	2	Yes	-	Ni

**Audit Committee**

The provisions of section 292A of the Companies (Amendment) Act, 2000 are not applicable to the company.

**Remuneration to Directors**

The Directors are not paid any remuneration.

**Shareholders/Investors Grievance Committee**

The company attends the shareholders/investors grievances/ correspondence expeditiously. No share transfers were pending as on 31.03.2008.

**General Body Meeting**

The last Annual General Meeting was held at 527R, City Tower, Model Town, Ludhiana.

No special resolutions were put through postal ballot last year.

**Disclosure**

The company has not entered into any transaction of material nature with the promoters, the Directors or the management, their subsidiaries or relatives, etc., that may have any potential conflict with the interests of the company.

The company has complied with the requirements of the stock exchanges, SEBI and other statutory authorities on all matters related to capital markets during the last three years. There were no penalties imposed nor any strictures passed on the company by the stock exchanges, SEBI or any other statutory authority relating to the above.

**Means of communication**

The quarterly results are published in the newspapers and are not being sent to each household of shareholders.

The results are usually published in the following newspapers:

1. The Pioneer
2. Veer Arjun

**General Shareholder Information**

Date, Time and Venue of the AGM	Monday, 29th September 2008 at 12:30 p.m. at 527R, City Tower, Model Town, Ludhiana
Financial Calendar	April to March
Adoption of quarterly results for the quarter ending	3rd / 4th week of
30th June 2007	July 2007
30th September 2007	October 2007
31st December 2007	January 2008
31st March 2008	April 2008
Date of Book Disclosure	22nd September to 25th September 2008
Dividend Payment date	NA
Listing on stock Exchange	Ludhiana Stock exchange Ass. Ltd., The Stock Exchange Mumbai, The Delhi Stock Exchange Ass. Limited
Address for correspondence	<b>Regd. Off:</b> 527R, City Tower, Second Floor, Model Town, Ludhiana  <b>Corp. Off:</b> 1406, Vikram Tower, Rajendra Place, New Delhi-110008.  <b>Registrar and transfer agents:</b> M/s Intime Spectrum Registry Limited A-40, 2nd Floor, Naraina Industrial Area, Phase-II, New Delhi-110028.

Share Transfer System	The transfers are being care by the transfer agents M/s Intime Spectrum Registry Limited and in compliance with the Listing Agreement, every six months, a practicing Company Secretary audits the system and a certificate to the effect is issued and filed with the stock exchanges.	
Distribution of shareholding on 31.03.2008		
Promoters	No. of shares	%
Non-Promoters	17,53,000	52.17%
- Bodies corporate	7,19,500	21.41%
- Individual	8,87,500	26.42%
Dematerialization and Liquidity of shares	The company is in the process of getting connectivity with NSDL and CDSL for dematerialization of the shares of the company.	

The Board of Directors  
Kinetic Trust Limited  
Ludhiana

#### Re: Auditor's Certificate on Corporate Governance.

We have examined the compliance of conditions of corporate governance by Kinetic Trust Limited for the year ended 31st March 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 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 explanations given to us by the company, we certify that, in our opinion and to the best of our knowledge, the company has complied with the mandatory requirements as contained in the Listing Agreement with the Stock Exchanges.

We state that there are no investors grievances pending for a period exceeding one month against the company as per the records maintained by the shareholder's/ Investor's grievance committee.

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 S.P Monga & Company  
Chartered Accountants

Place : New Delhi  
Date : 01.09.2008

Sd/-  
S P Monga  
Proprietor  
Membership No. 081562