

LYONS CORPORATE MARKET LIMITED

DIRECTORS' REPORT

To,

The Members,

Your Directors have pleasure in presenting the Twenty First Annual Report together with Audited Accounts of the Company for the year ended 31st March 2014

FINANCIAL RESULTS:	For the Year Ended 31-03-2014 <u>Rs. In Lakhs</u>	For the Year Ended 31-03-2013 <u>Rs. In Lakhs</u>
Profit/(Loss) before Depreciation & Tax	7.79	11.70
Less: Depreciation	0.59	0.59
Profit/(Loss) before Tax	7.20	11.11
Provision for Taxation	1.21	1.65
Income Tax for Earlier Years	0.00	0.25
Deferred tax (Charge)/Credit	0.25	0.29
Profit/(Loss) after Tax	5.74	8.92
Transfer to Reserve Fund	1.15	1.79
Add: Balance brought forward from Previous Year	(88.95)	(96.08)
Balance Carried to Balance Sheet	(84.36)	(88.95)

DIVIDEND

With view to strength the financial position of the Company, your Director has not recommended any Dividend.

BUSINESS AND PROSPECTS

The Company has dealt mainly in the business of advancing of loans, dealing in Securities and investments during the period under review. The Profit before tax for the year is Rs. 7.20 Lacs as compared with the last year figure of Profit before tax of Rs. 11.11 Lacs.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA) of the Companies (Amendment) Act, 2000, the Directors confirm that:

- i) in the preparation of the Annual Accounts, the applicable accounting standards had been followed;
- ii) that the Directors had 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 of the Company for that period;
- iii) that the Directors had 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) that the Directors had prepared the Annual Accounts on a going concern basis.

CORPORATE GOVERNANCE

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchange, a separate section titled "Corporate Governance" is attached to this Annual Report marked as Annexure I.

MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis has been annexed to this report in terms of Listing Agreement and marked as Annexure II.

DIRECTORS

In accordance with the Company's Articles of Association, Sri Sushil Kumar Poddar, Director of the Company, retires by rotation and being eligible, offer himself for re-appointment.

LISTING

The Company's shares are listed on the Calcutta, Mumbai and Ahmedabad Stock Exchange. The Listing fees to the Stock Exchanges for the year 2014-2015 have been paid.

DELISTING OF SHARES

The equity shares of the Company are presently listed on the Stock Exchanges at Ahmedabad, Calcutta and Mumbai.

The Company has made application for delisting of shares from The Ahmedabad Stock Exchange, which is pending as on the date of this report. The Company's shares will continue to be listed on Calcutta and Mumbai Stock Exchanges. Mumbai Stock Exchange has suspended the dealing in the Shares of the Company for technical reasons. The necessary replies are being made and the shares will again be eligible for trading at BSE very shortly.

COMPLIANCE CERTIFICATE

The Company has received a Certificate u/s 383A of the Companies Act, 1956 from M/s Babu Lal Patni, whole time practice in the prescribed form within prescribed time and a copy of which is enclosed with the report of Directors.

AUDITORS AND AUDITORS' REPORT

M/s. Mandawewala & Co., Chartered Accountants-Kolkata, Auditors of the Company retires at the conclusion of the ensuing Annual General Meeting and being eligible offer themselves for reappointment.

The Company has received letter from the auditors to the effect that their re-appointment, if made, would be within the prescribed limits under Section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified for re-appointment.

The report of the Auditor is self-explanatory and does not require any further elaboration.

DISCLOSURE OF PARTICULARS

The Company has no employee in the Category as specified in the provisions of Section 217 (2A) of the Companies Act, 1956.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, AND FOREIGN EXCHANGE EARNING

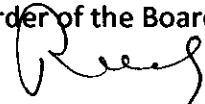
The Company being in the financial sector, requirements regarding the disclosure of particulars of conservation of energy and technology absorption prescribed by the rules are not applicable. The Company has no foreign exchange inflow or outflow during the year under review.

ACKNOWLEDGMENT

Your Directors would like to express their appreciation of the co-operation and assistance received from the shareholders, bankers and other business constituents during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the commitment displayed by all executives, officers and staff resulting in the successful performance during the year.

Place: Kolkata
Date: 31.05.2014

By Order of the Board



Ram Karan Gupta
Chairman

LYONS CORPORATE MARKET LIMITED
ANNEXURE TO THE DIRECTORS REPORT

**STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956 RELATING TO
SUBSIDIARY COMPANIES :**

1	Name of the Company	Digvijay Agencies (P) Limited
2	Financial Year of the Subsidiary Company ended on	31 st March 2014
3	No. of Equity Shares in the Subsidiary Company held by Lyons Corporate Market Limited including its nominees	10,000 (100%)
4	The Net aggregate of Profit/(Loss) of the Subsidiary Company so far it concerns the members of Lyons Corporate Market Limited	
	i) Dealt with in the accounts of Lyons Corporate Market Limited	
	a For the Subsidiary's Financial Year ended 31 st March 2014	Nil
	b For the Previous Financial Year of Subsidiary since it became Subsidiary	Nil
	ii) Not dealt with in the accounts of Lyons Corporate Market Limited	
	a For the Subsidiary's Financial Year ended 31 st March 2014	Rs. 12,744/-
	b For the Previous Financial Year of Subsidiary since it became Subsidiary	Rs. 7,686/-

ANNEXURE I-CORPORATE GOVERNANCE

In Compliance with Clause 49 of the listing agreement with stock Exchanges, the Company submits the reports on the matters mentioned in the said clause and the practices followed by the Company.

(a) **Company's Philosophy**

The Company firmly believes in and has consistently endeavoured to practice good Corporate Governance and has acted as a good corporate citizen in this respect.

(b) **Board of Directors**

The Board of Directors comprised of three Non-Executive Non-Promoter Directors.

None of the Directors on the Board is a Member of more than 10 Committees and Chairman of more than 5 Committees (as specified in clause 49 of the Listing Agreement with Stock Exchanges) across all the Companies in which they are Directors.

During the year 2013-14, 9 Meetings of the Board of Directors were held, on 03.04.2013, 31.05.2013, 30.07.2013, 19.09.2013, 30.10.2013, 16.11.2013, 31.01.2014, 19.02.2014 and 28.03.2014. The Last Annual General Meeting was held on the 28th September 2013.

The composition of the Board of Directors and their attendance at the Meetings during the year and at the last Annual General Meeting as also number of other directorships & membership of Committees are as follows:

Name of Director	Nature of Director-ship	No of Board Meetings attended	Attendance at AGM	No. of other Director-ship	Committee Membership	
					Member	Chairman
Mr.R.K.Gupta	Non-Executive	9	Yes	6	2	1
Mr.S.K.Poddar	Non-Executive	9	Yes	6	5	1
Mr.K.A.Agarwal	Non-Executive	9	Yes	Nil	2	1

(C) **Audit Committee**

During the Financial Year 2013-14, the Audit Committee of the Company met five times in the following pattern. One meeting is held before finalisation of annual accounts and one at the end of each quarter. The attendance of the members at these meetings was as follows: -

Sl No.	Name of the Member	Status	No of Meetings Attended
1	Sri R.K.Gupta	Chairman	5
2	Sri S.K.Poddar	Member	5
3	Sri K.A.Agarwal	Member	5

(d) Details of Remuneration paid to Directors for the year ended 31st March 2014.

1. Executive Directors

Name	Salary	Commission	Perquisites	Retirement benefits
NOT APPLICABLE				

2. Non-Executive Directors

Name	Sitting Fees	Commission
No Sitting Fees and / or Commission has been paid to the Non-Executive Directors		

(e) **Shareholders' Grievance Committee**

The Board has formed a Shareholders Grievance Committee under the Chairmanship of Sri K.A. Agarwal, Sri R.K.Gupta and Sri S.K.Poddar being the members of the committee.

The Committee had two meetings during the year, the attendances of the members at these meetings were as follows: -

Sl No.	Name of the Member	Status	No of Meetings Attended
1	Sri K.A.Agarwal	Chairman	2
2	Sri R.K.Gupta	Member	2
3	Sri S.K.Poddar	Member	2

There is no grievance pending as on date.

(f) **Share Transfer Committee**

In accordance with clause 49 para VI (D) of the Listing Agreement of the Stock Exchanges the Board has unanimously delegated the powers of share transfer to the Share Transfer committee under the Chairmanship of Sri R.K.Gupta who is also the Compliance officer, Sri S.K.Poddar and Sri K.A. Agarwal being the members of the Committee.

All shares have been transferred and returned in 15 days from the Date of receipt, so long the documents have been clear in all respects.

The share Transfer Committee met three times in a year.

g) **Code of Conduct**

The Company has adopted code of conduct and ethics for Directors and senior management. The Code had been circulated to all the members of the Board and senior management. The Board members and senior management have affirmed their compliance with the code and a declaration signed by the CEO of the Company appointed in terms of the Companies Act, 1956 (i.e. the CEO within the meaning of clause 49-V of the listing agreement) is given below :

"It is hereby declared that the Company has obtained from all members of the Board and senior management affirmation that they have complied with the code of conduct for directors and senior management of the Company for the year 2013-2014".

Ram Karan Gupta

CEO

h) **CEO/CFO certification**

A certificate from the Chief Executive Officer and the finance head on the financial statements of the Company was placed before the Board.

(i) **General Body Meeting**

The last three Annual General Meetings of the Company were held as under :-

Financial year	Date	Time	Location
2012-2013	28.09.2013	10.00A.M.	Calcutta Chamber of Commerce Hall, 18/H, Park Street, Kolkata-700 071
2011-2012	28.09.2012	10.00A.M.	Calcutta Chamber of Commerce Hall, 18/H, Park Street, Kolkata-700 071
2010- 2011	26.09.2011	10.00A.M.	Calcutta Chamber of Commerce Hall, 18/H, Park Street, Kolkata-700 071

No Special Resolution was required to be put through ballot last year.

No Special Resolution on matters requiring postal ballot are placed for shareholders approval at this meeting.

(j) **Disclosures**

During the year, there were no transactions of the Company of material nature with the promoters, the directors or the management or their subsidiaries or their relatives that had potential conflict with the interest of the Company. There has been no non-compliance or penalties or strictures imposed on your Company by any of the Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

(k) **Means of Communication**

Quarterly and Annual Results are published in Prominent Daily Newspapers viz., Business Standard in English and News Bangla in Bengali. Official news releases are sent to the Stock Exchanges, where the Shares of the Company are listed.

Displaying on Website : No

News releases and presentation to institutional Investors : No

(l) **General Shareholders' Information**

1. Annual General Meeting was convened on 28th day of September 2013 at 10.00 A.M at Calcutta Chamber of Commerce Hall at 18/H, Park Street, Kolkata-700 071

2. **Financial Calendar**

Annual General Meeting	:	on 27 th September 2014
First Quarter results	:	on or before 31 st July 2014
Second Quarter results	:	on or before 31 st October 2014
Third Quarter results	:	on or before 31 st January 2015
Results for the financial year		
Ending March 31, 2015	:	on or before 31 st May 2015

3. **Book Closure:**

25th September 2014 to 27th September 2014.

4. The Company's Shares are listed at The Calcutta Stock Exchange, The Stock Exchange, Mumbai and The Stock Exchange, Ahmedabad. Listing Fees for the year 2014-15 has been paid.

5. **Stock Market price data for the year 2013- 2014**

There was no trading on the Stock Exchange

6. Registrars and Share Transfer Agency

The Company has engaged the services of M/s Niche Technologies Private Limited, D-511, Bagree Market 71, B.R.B.Basu Road, Kolkata-700 001, Telephone No.2234-3576, E-mail – nichetechpl@nichetechpl.com a SEBI registered Registrar as share Transfer Agents for processing the transfers, sub-division, consolidation, splitting of securities etc.

7. Distribution of Shareholding as on 31st March 2014

No of Share	SHAREHOLDERS		SHAREHOLDING	
	Nos	%	No	%
Upto 500	1049	57.85	290550	6.21
500 – 1000	656	36.18	466100	9.96
1001 – 2000	27	1.49	38400	0.82
2001 – 3000	44	2.43	110900	2.37
3001 – 4000	5	0.28	17100	0.37
4001 – 5000	12	0.66	58500	1.25
5001 – 10000	7	0.39	57100	1.22
Above 10001	13	0.72	3639350	77.80
TOTAL	1813	100.00	4678000	100.00

8. Categories of Shareholders as on 31st March 2014

Category	Shareholding	
	No of Shares	% Of Paid-up Capital
Financial Institutions	Nil	Nil
Bodies Corporate	1290950	27.60
Promoters Holding	2438500	52.13
Others	948550	20.27
Total	4678000	100.00

9 Dematerialization of Shares

As on 31st March 2014, a total of 3159950 shares of the Company constituting 67.55% of the Paid-up Share Capital of the Company stood dematerialised and 1518050 are in physical form.

10 Addresses for Correspondence

The Company's Registered Office is situated at Kolkata. Shareholders correspondence may be directed to.

Compliance Officer

Mr.R.K.Gupta

33-A, Jawaharlal Nehru Road, 6th Floor, Flat No.A-5,
Kolkata-700 071

For and on Behalf of the Board


Ram Karan Gupta
Chairman

Place : Kolkata

Date: 31.05.2014