



CERTIFIED TRUE COPY

AUTHORISED SIGNATORY

9th Annual Report



YEAR - 2002 - 2003


M. B. PARIKH FINSTOCKS LIMITED
BOARD OF DIRECTORS

Mr. Mahesh B. Parikh
Mr. Digant M. Parikh
Mrs. Sudha P. Kapadia
Mr. T G Natarajan(A.C.A)
Mr. Lalit Mehta

Chairman
Managing Director
Director
Director
Director (w.e.f. 2.12.02)

STATUTORY AND TAX AUDITORS

M/s. B.R. Pancholi & Co.
11 Shree Ramway Plaza
Khari Vav Road
Dandia Bazar
Vadodara - 390 001.

INTERNAL AUDITORS

M/s. G. D. Rathi & Co.
210, Hammersmith Industrial Estate
Off. Sitaladevi Temple Road
Mahim (W)
Mumbai - 400 016.

COMPANY LAW CONSULTANT

Sanjay Dholakia & Associates
B-26, Sankalpa Society, Rokadia Cross Lane,
SVP Road, Borivli (W), Mumbai- 400 092.

REGISTRARS

Intime Spectrum Registry Ltd.
C/13, Panna Lal Silk Mills Comp.,
L. B. S. Marg, Bhandup(W),
Mumbai 400 078.

LEGAL ADVISORS/ ADVOCATES

Mr. Alok Bagla
Ridhi Siddhi Bhawan
2/12, 4th Floor,
Babu Genu Road
Mumbai -400 002.

Mr. Rajendra Trivedi
Mr. Atul Mistry
Bhajwada -Seth Seri
Vadodara -390 001.

Mr. Anandvardhan Yagnik
B/5. Kedar Apts.,
Nr. Red Rose Rest.
B/H. H.L. Comm. College,
Navarangpura, Ahmedabad

Mr. Jagdish Chokshi
Saiganga Apt,
R. V. Desai Road,
Nr. Jayratna Bldg.
Vadodara -390 001

BANKERS TO THE COMPANY

CANARA BANK
DEVELOPMENT CREDIT BANK LTD.

HDFC BANK

IDBI BANK

ORIENTAL BANK OF COMMERCE

OFFICES
REGISTERED OFFICE

705, Galav Chambers,
Sayajigunj
Vadodara - 390 005.
Tel. : (0265) 2362 909

CORPORATE OFFICE

Heena Shopping Arcade, 2nd Floor
Office no. 9 & 10, S.V. Road
Jogeshwari (W)
Mumbai - 400 102.
Tel. : 2679 0434/2103/2105
Fax : 2679 0463
EMAIL : mbpfin@bom5.vsnl.net.in


M. B. PARIKH FINSTOCKS LIMITED
NOTICE

Notice is hereby given that the Ninth Annual General Meeting of the Shareholders of M.B. PARIKH FINSTOCKS LIMITED will be held on Saturday, 21st June, 2003 at the registered office of the Company situated at 705, Galav Chambers, Sayajigunj, Vadodara, 390 005 at 1.00 p.m. to transact the following business:

ORDINARY BUSINESS

- 1) To receive, consider, and adopt the Audited Balance Sheet as at 31st March, 2003 and the Audited Profit and Loss Account for the year ended 31st March, 2003 and the Report of the Directors and the Auditors thereon.
- 2) To appoint a Director in place of Mr. Mahesh B. Parikh, who retires by rotation and being eligible offers himself for re-appointment.
- 3) To appoint Auditors of the Company and to fix their remuneration.

SPECIAL BUSINESS

- 4) To consider and if, thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution :-

To appoint a Director in place of Mr. Lalit P. Mehta, who was appointed as an Additional Director under Article 134 of Articles of Association of the Company and who by virtue of Section 260 of the Companies Act, 1956, holds office upto the date of this Annual General Meeting, but being eligible, offers himself for re-appointment and in respect of whom the Company has received Notice in writing under Section 257 of the Companies Act, 1956 from certain members proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company.

Dated : 2nd May, 2003
Place : Mumbai

By order of the Board of Directors
for **M.B. PARIKH FINSTOCKS LIMITED,**

Registered Office :
705, Galav Chambers,
Sayajigunj,
Vadodara -390 005.

(DIGANT M. PARIKH)
MANAGING DIRECTOR.

**M. B. PARIKH FINSTOCKS LIMITED****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 A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The Proxy, in order to be effective, should be duly completed, stamped and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
3. The explanatory statement pursuant to section 173 of the Companies Act 1956 for item no. 4 of the Notice is attached and forms part of the Notice.
4. The Register of Members and Share Transfer Register of the Company will remain closed from 18th June 2003 to 21st June 2003 (both the days inclusive).
5. The members are requested to :
 - a) Intimate changes, if any, in their Registered address to the Company's Share Transfer Agent M/s. Intime Spectrum Registry Ltd.
 - b) Quote ledger folio numbers in all their correspondence.
 - c) Get the multiple folios consolidated and also get the shares transferred in joint names if they are held in single name to avoid inconvenience in future.
 - d) Bring their copies of the Annual Report and the Attendance Slips with them at the Annual General Meeting.
 - e) Write at least 10 days prior to the date of Meeting, any information which they desire on the accounts, to enable the management to keep the information ready.


M. B. PARIKH FINSTOCKS LIMITED
**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2)
OF THE COMPANIES ACT, 1956**
Item no. 4

Mr. Lalit P. Mehta was appointed as Additional Director under Article 134 of the Articles of Association of the Company on 2nd December, 2002, pursuant to Section 260 of the Companies Act, 1956. As per his term of appointment, his term as Director expires at the forthcoming Annual General Meeting. The Company in turn has received notice from one member –pursuant to Section 257 of the Companies Act, 1956 signifying his intention to appoint him as Director. The Directors recommend his appointment in the best interest of the company.

None of the Directors except Mr. Lalit P Mehta, may be considered or interested in the passing of this resolution.

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Dated : 2nd May, 2003
Place : Mumbai

By order of the Board of Directors
for **M.B. PARIKH FINSTOCKS LIMITED,**

Registered Office :
705, Galav Chambers,
Sayajigunj,
Vadodara –390 005.

(DIGANT M. PARIKH)
MANAGING DIRECTOR.


M. B. PARIKH FINSTOCKS LIMITED
DIRECTORS' REPORT

To,
The Members,

Your Directors present herewith the Ninth Annual Report of your Company together with Audited Accounts for the year ended 31st March, 2003.

1. FINANCIAL RESULTS

The Financial performance of the Company is as under –

	(Rs. in lacs)	
	Year ended 31/03/2003	Year ended 31/03/2002
Profit before Tax	9.08	0.07
Less : Provision for taxation	4.05	--
Profit after Tax	4.58	0.07
Prior Period Adjustment/ Deferred Tax Liability	(3.77)	--
Balance b/f	5.87	5.80
Balance Carried to Balance Sheet	6.68	5.87

2. DIVIDEND

Your Directors do not recommend any dividend on the Equity Share Capital of the Company so as to conserve the resources for working capital requirement of the company.

3. OPERATIONS

Capital Market remained subdued affecting volume and profitability in transactions. Small and medium sized clients almost stayed away from the capital market. This is reflected in poor Brokerage Income which registered a sharp fall from Rs. 10.95 lacs to Rs. 2.84 lacs. Similarly, we incurred valuation loss of Rs. 4.02 lacs in share trading. However, consultancy business has shown an impressive performance with income at Rs. 26.85 lacs. Our company's prudent investment into Bank's FDR has earned interest income of Rs. 20.64 lacs. Thus, the overall performance of the company was better with income at Rs. 48.18 lacs (as against Rs. 34.45 lacs in F.Y. 2001-02). During the current year we expect to continue to perform better in consultancy work and hope that investors would once again return to Stock Exchange activities. We are in constant touch with our clientele base in Mumbai.

The Company is putting all efforts to recover various sums due to the company through various arbitration awards won by the company in past. Various petitions are filed in the Hon. High Court of Gujarat at Ahmedabad & Hon. District Court of Vadodara towards recovery of the above dues.

4. DIRECTORS

Mr. Mahesh B. Parikh, retires by rotation at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment.


M. B. PARIKH FINSTOCKS LIMITED

Mr. Lalit P. Mehta was appointed as Additional Director under Article 134 of the Articles Association of the Company on 2nd December, 2002 pursuant to Section 260 of the Companies Act, 1956. As per his term of appointment, his term as Director expires at the forthcoming Annual General Meeting. The Company in turn has received notice from one member pursuant to Section 257 of the Companies Act, 1956 signifying his intention to appoint him as Director. The Directors recommend his appointment in the best interest of the Company.

5. CONSERVATION OF ENERGY, TECHNOLOGICAL ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO.

In terms of Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the report of Board of Directors) Rules, 1988 your Directors wish to state that the same is not applicable to the company.

6. FIXED DEPOSITS

The Company has not accepted any deposits from the public.

7. PARTICULARS OF EMPLOYEES

Particulars of Employees as required under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employee) Rules, 1975, as amended is not given as there was no employee drawing the salary as per the limits mentioned in the said section and Rules.

8. LISTING OF SHARES

The Company's shares are listed on Mumbai and Vadodara Stock Exchanges. The Company has already paid listing fees to them for the year 2002-2003.

9. INSURANCE

All the assets of the Company are adequately insured.

10. HUMAN RESOURCES

The relationship of your Company with its employees remained cordial throughout the year. The Company is paying full attention in the development of Human Resources at all levels by group discussions, job related training etc. The Company appreciates the value of maintaining high morale amongst its employees and has always endeavored to keep it at highest level.

Mr. Ketan Mehta Dealer resigned from the services of the Company in November 2002 to take up more challenging and remunerative assignments. Your Directors wish to put on record their appreciation for his services, integrity and commitment in performance of duties and wish him Good Luck in time to come. Mr. Imtiyazul Hasan has taken over as Dealer of the Company at its NSE terminal.


M. B. PARIKH FINSTOCKS LIMITED
11. DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the requirement under section 217(2AA) of the Companies Act, 1956 with respect to the Directors Responsibilities Statement, it is hereby confirmed :

- i) That in the preparation of the Annual Accounts for the financial year 31st March, 2003, the applicable accounting standards have been followed alongwith proper explanation relating to material departures.
- ii) That the Directors have selected such accounting policies and applied them consistently and made judgment 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 the year under review.
- iii) That 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) That the Directors have prepared the accounts for the financial year ended 31st March, 2003 on a going concern basis.

12. CORPORATE GOVERNANCE

As per the requirements of Listing Agreement with Stock Exchange, a report on Corporate Governance is made a part of the Annual Report.

13. AUDITORS

M/s. B R Pancholi & Co. Chartered Accountants retire at the forthcoming Annual General Meeting and being eligible offer themselves for re-appointment. You are requested to appoint them and fix their remuneration.

14. PROSPECTS / PLANNING

The Company expects to start its own Derivative Trading this year. All formalities towards activation of this segment membership are being completed. The Company is putting all efforts to recover various sums won through various arbitration awards won by the company in past. The Company is trying to appoint more Registered Sub-Broker to increase scope & geographical area of business. The Directors are concentrating on Corporate Consultancy Services so as to increase income & profitability. Necessary tie-up with experienced personnel is made.



M. B. PARIKH FINSTOCKS LIMITED

15. ACKNOWLEDGEMENT

The Board wishes to place on records its appreciation to all its bankers, shareholders, customers and employees for achieving these results.

Date : 2nd May , 2003

Place : Mumbai ,

By order of the Board of Directors

for **M.B. PARIKH FINSTOCKS LIMITED,**

Registered Office:
705, Galav Chambers,
Sayajigunj,
Vadodara, 390 005.

(DIGANT M. PARIKH)
MANAGING DIRECTOR.

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M. B. PARIKH FINSTOCKS LIMITED
REPORT ON CORPORATE GOVERNANCE
Company's Philosophy on Corporate Governance

The company's philosophy on corporate governance is aimed at assisting the top management of the company in efficient conduct of its business, transparency in management and in meeting its obligations towards shareholders.

I Board of Directors

The present strength of the Board is 5 (Five) Directors. The board comprises of 1 (one) Managing Director and 4 (Four) Non Executive Directors. The Board's role, functions, responsibility and accountability are clearly defined. The company has appointed Mr. Mahesh B. Parikh, Director as Chairman of the Board of Directors of the company.

The meeting of the Board of Directors are chaired by Mr. Mahesh B. Parikh or in his absence by Mr. Digant M. Parikh, Managing Director.

The attendance of each Directors at the Board Meetings and the last AGM is given below-

Name of the Director	Category of Directorship	Attendance particulars	
		Board Meeting	Last AGM
Mr. Mahesh B. Parikh	Chairman / Director	9	Yes
Mr. Digant M. Parikh	Managing Director	9	Yes
Mrs. Sudha Kapadia	Director	6	Yes
Mr. T.G. Natarajan	Director	5	Yes
Mr. Lalit P. Mehta	Director *	3	No

* Appointed with effect from 2nd December, 2002.

Directors with materially, peculiarly or business relationship with Co.

There has been no material relevant, peculiarly transaction or relationships between the company and its non-executive directors.

II Audit Committee

The Board constituted an Audit Committee of Directors well versed in finance / accounts / legal matters and general business policies

The composition of the said Committee is as under –

- | | |
|-------------------------|--------------------------|
| 1. Mr. Mahesh B. Parikh | Chairman |
| 2. Mr. T.G. Natarajan | Director |
| 3. Mr. Lalit P. Mehta | Director w.e.f. 02.12.02 |