



M. B. PARIKH FINSTOCKS LIMITED



19th ANNUAL REPORT
YEAR : 2012-2013



BOARD OF DIRECTORS

| | |
|---------------------------|-------------------------------------|
| Mr. Mahesh B. Parikh | Chairman & Managing Director |
| Mrs. Sudha P. Kapadia | Director |
| Mr. Govind Rathi (FCA) | Independent & Professional Director |
| Mr. Lalit Dalal (FCA) | Independent & Professional Director |
| Mr. Jitendra Sharma (FCA) | Independent & Professional Director |

LEADERSHIP TEAM

| | |
|---------------------|--|
| Mr. Imtiyazul Hasan | Chief Operating Officer & Compliance Officer |
| Mr. Santosh Patole | Chief Financial Officer |
| Mr. Laxman Dait | Chief Depository Operations |

COMPANY LAW CONSULTANT

M/s Sanjay Dholakia & Associates

AUDITORS (CHARTERED ACCOUNTANTS)

| | |
|--------------------------------|-------------------------------|
| M/s. B.R. Pancholi & Co. | Statutory & Tax Auditors |
| M/s. U S Tanwar & Co. | Internal Auditors |
| M/s Mehta Sanghvi & Associates | Internal Compliances Auditors |

LEGAL ADVISORS/ ADVOCATES

| | |
|-------------------------|-----------|
| Mr. Rohit Shetty | Mumbai |
| Mr. Anandvardhan Yagnik | Ahmedabad |
| Mr. Milan Bhatt | Ahmedabad |
| Mr. Jagdish Choksi | Vadodara |

REGISTRARS

Link Intime India Pvt. Ltd.

C/13, Panna Lal Silk Mills Comp.,

L. B. S. Marg, Bhandup(W),

Mumbai -400 078.

OFFICES

REGISTERED OFFICE

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

CORPORATE OFFICE

209/210, Heena Arcade
S.V. Road, Jogeshwari (W),
Mumbai 400 102.
Tel. : 2679 0434
Fax : 2679 0463

Website: www.mbpfin.com

Email : mbpfin@vsnl.com

**NOTICE**

Notice is hereby given that the **Nineteenth Annual General Meeting** of the Shareholders of **M.B. PARIKH FINSTOCKS LIMITED** will be held on Saturday, 28th September 2013 at the registered office of the Company situated at 705, Galav Chambers, Sayajigunj, Vadodara, 390 005 at 12.00 p.m. noon to transact the following business:

ORDINARY BUSINESS

- 1) To receive, consider, and adopt the Audited Balance Sheet as at 31st March, 2013 and the Audited Statement of Profit and Loss Account for the year ended 31st March, 2013 and the Report of the Directors and the Auditors thereon.
- 2) To appoint a Director in place of Mr. Lalit Dalal, who retires by rotation and being eligible offers himself for reappointment.
- 3) To appoint Auditors of the Company and to fix their remuneration.

Dated : 25th May, 2013
Place : Mumbai

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

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

MAHESH PARIKH
MANAGING DIRECTOR.

**ATTENDANCE SLIP****M.B. PARIKH FINSTOCKS LIMITED**

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

Please complete this attendance slip and hand it over at the entrance of the hall

I, hereby record my attendance at the Nineteenth Annual General Meeting to be held on Saturday, 28th September 2013 at the Registered Office: 705, Galav Chambers, Sayajigunj, Vadodara, 390 005 at 12.00 p.m.

| NAME & ADDRESS OF THE SHAREHOLDER (IN BLOCKS CAPITALS) | FOLIO NO. |
|---|-----------|
| | |

SIGNATURE OF THE SHARE HOLDER OR PROXY _____

PROXY**M.B. PARIKH FINSTOCKS LIMITED**

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

| DP ID: | CLIENT ID: | FOLIO NO. |
|--------|------------|-----------|
| | | |

I/We _____ of _____
of _____ Being a Member /Members
of _____

M. B. PARIKH FINSTOCKS LIMITED hereby appoint _____ of _____ (or failing him) _____ of _____ or failing him _____ of _____ as my/ our Proxy to attend and vote for me/us and on my/our behalf at the Nineteenth Annual General Meeting of the Company to be held on Saturday 28th September 2013 at the Registered Office at 705, Galav Chambers, Sayajigunj, Vadodara 390 005, at 12.00 p.m. and at any adjournment thereof.

AS WITNESS my hand/our hands this _____ day of _____ 2013.

Signed by the said

NOTE: The Proxy Form must be deposited at the Registered Office of the Company not less than 48 hours before the time of holding the Meeting. The Proxy need not be a member of the Company.

Name of the Shareholder(s): _____



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 Register of Members and Share Transfer Register of the Company will remain closed from **21st September 2013 to 28th September 2013** (both the days inclusive).
4. The members are requested to:
 - a) Intimate changes, if any, in their Registered address to the Company's Share Transfer Agent M/s. Link Intime India Pvt. 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.



DIRECTORS REPORT

To
The Members,

Your Directors present herewith the Nineteenth Annual Report of your Company together with the Audited Accounts for the year ended 31st March, 2013.

1. FINANCIAL RESULTS

(Rs. in Lacs)

| | Year Ended 31/03/2013 | Year Ended 31/03/2012 |
|--|-----------------------|-----------------------|
| Profit before Tax | 1.61 | (4.30) |
| Less : Provision for Taxation | - | - |
| Add : Prior period adjustment/(deferred tax liability) | (6.07) | 4.19 |
| Profit after Tax | (4.46) | (0.11) |
| Balance b/f | 64.98 | 65.09 |
| Balance carried to balance sheet | 60.52 | 64.98 |

2. OPERATIONS / DIVIDEND

The Company made loss of Rs. 4.46 Lacs on trading, broking and other activities. Depository activities at low level also made dent in Co's earnings. With a view to conserve resources, no dividend is proposed.

3. DIRECTORS

Mr. Lalit Dalal retires by rotation at the forthcoming Annual General Meeting and being eligible offer themselves for re-appointment.

4. FIXED DEPOSITS

The Company has not accepted any deposits from the public.

5. PARTICULARS OF EMPLOYEES

Particulars of Employees as required under Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) 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.

6. COMPLIANCE CERTIFICATE

In terms of subsection (1) of section 383A read with the Companies (Compliance Certificate) Rules, 2001, the Company has obtained the Compliance Certificate received from M/s Sanjay Dholakia & Associates, Practicing Company Secretary and is attached to this Report.

7. LISTING OF SHARES

The Company's shares are listed on Bombay Stock Exchange Ltd. and Vadodara Stock Exchange Ltd. The Company has already paid listing fees to them for the year 2012 - 2013.

8. INSURANCE

All the assets of the Company are insured.

9. 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.

**10. CODE OF CONDUCT**

The company has adopted the code of conduct as per revised Clause 49 of the Listing Agreement applicable to all the Directors and senior management personnel of the company. The company has received confirmation from all the Directors and senior management personnel of the company on the compliance of the said code of conduct.

11. DISCLOSURE U/S 274(1)(g)

None of the Directors of the Company are disqualified from being appointed as Directors as specified under Section 274(1)(g) of the Companies Act, 1956 as amended by the Companies (Amendment) Act, 2000.

12. 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, 2013**, the applicable accounting standards have been followed along with 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, 2013** on a going concern basis.

13. 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.

14. AUDITORS

M/s. B. R. Pancholi & Co., Statutory & Tax Auditors (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.

15. ACKNOWLEDGMENT

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

By order of the Board,
For M. B. PARIKH FINSTOCKS LIMITED,

Dated : 25th May, 2013
Place : Mumbai

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

MAHESH B. PARIKH
CHAIRMAN



FORM
[SEE RULE 3]
COMPLIANCE CERTIFICATE

To
The Members,
M. B. PARIKH FINSTOCKS LIMITED

We have examined the registers, records, books and papers of **M. B. PARIKH FINSTOCKS LIMITED**, (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2013. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions and the rules made thereunder and all entries therein have been duly recorded.
2. The company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, or other authorities within the time prescribed under the Act and the rules made thereunder.
3. The company is a public limited company and the restrictions mentioned in section 3(1)(iii) of the Act is not applicable to public limited companies.
4. The Board of Directors duly met 4 times on 30th May, 2012, 11th August, 2012, 3rd November, 2012, 2nd February, 2013, in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed.
5. The company has closed its Register of Members from 21st September, 2013 to 28th September, 2013 (both days inclusive) during the financial year after complying with the provisions of Section 154 of the Companies Act, 1956.
6. The annual general meeting for the financial year ended on 21st March, 2012 was held on 11th August, 2012 after giving due notice to the members of the company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No extra ordinary general meeting was held during the financial year.
8. The company has not advanced any loans to its directors and/or persons or firms or companies referred in the section 295 of the Act.
9. The company has not entered into any contracts falling within the purview of section 297 of the Act.
10. The company has made necessary entries in the Register maintained under section 301 of the Act.



11. As there were no instances falling within the purview of section 314 of the Act, the Company has not obtained any approvals from the Board of Directors, Members or Central Government, as the case may be.
12. The company has not issued any duplicate share certificates during the financial year.
13. The Company has:
 - (i) not made any allotment/ transmission of securities during the financial year. The Company has delivered the share certificates in respect of physical shares on lodgment thereof for transfer of shares during the year and in respect of shares held in dematerialized form the shares are transferred through depositories.
 - (ii) not deposited any amount in a separate bank account as no dividend was declared during the financial year.
 - (iii) not posted warrants to any member of the company, as no dividend was declared during the financial year.
 - (iv) no unpaid dividend, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid and as are required to be transferred to Investor Education and Protection Fund.
 - (v) duly complied with the requirements of section 217 of the Act.
14. The Board of Directors of the company is duly constituted. There were no appointments and resignations of Directors during the financial year.
15. No Managing Director/Whole Time Director /Manager were appointed during the financial year.
16. The company has not appointed any sole-selling agents during the financial year.
17. The company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar or such other applicable authorities as may be prescribed in the Act during the year under review.
18. The directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.
19. The company has not issued any securities during the financial year.
20. The company has not bought back any shares during the financial year.
21. There was no redemption of preference shares or debentures during the financial year.
22. There were no transaction necessitating the company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.



23. The company has not invited/accepted any deposits as per the provisions of section 58A read with companies (Acceptance of Deposits) Rules, 1975 during the financial year.
24. The company has not made any borrowings during the financial year.
25. The company has made investments in mutual funds and in equity shares of other bodies corporate and consequently necessary entries have been made in the register kept for the purpose during the year. However, the Company has not given any loans and guarantees to other bodies corporate and consequently no entries have been made in the register kept for the purpose during the year.
26. The company has not altered the provisions of the memorandum with respect to situation of the company's registered office from one state to another during the year under scrutiny.
27. The company has not altered the provisions of the memorandum with respect to the objects of the company during the year under scrutiny.
28. The company has not altered the provisions of the memorandum with respect to name of the company during the year under scrutiny.
29. The company has not altered the provisions of the memorandum with respect to share capital of the company regarding during the year under scrutiny.
30. The company has not altered its articles of association after complying with the provisions of the Act during financial year.
31. There was no prosecution initiated against or show cause notices received by the company during the financial year for offences under the Act.
32. The company has not received any money as security from its employees during the financial year under certification as per provisions of section 417(1) of the Act.
33. The company was not required to deposit both employee's and employer's contribution to Provident Fund with prescribed authorities pursuant to section 418 of the Act.

For Sanjay Dholakia & Associates

(SANJAY R. DHOLAKIA)
Practising Company Secretary
Proprietor
CP 1798 FCS 2655

Place : Mumbai
Date : 25th May, 2013