



## **M. B. PARIKH FINSTOCKS LIMITED**

**M B PARIKH FINSTOCKS LIMITED ((CINL65910GJ1994PLC021759))**

### **BOARD OF DIRECTORS**

Mr. Mahesh B. Parikh (DIN 00212486)	Chairman & Managing Director
Mrs. Sudha P. Kapadia (DIN 00013846)	Director
Mr. Govind Rath (FCA) (DIN 00288705)	Independent & Professional Director
Mr. Lalit Dalal (FCA) (DIN 00013914)	Independent & Professional Director
Mr. Jitendra Sharma (FCA)(DIN 02640342)	Independent & Professional Director

### **LEADERSHIP TEAM**

Mr. Imtiyazul Hasan	Chief Operating Officer & Compliance Officer
Mr. Santosh Patole	Chief Financial Officer

### **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. 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

Website: [www.mbpfin.com](http://www.mbpfin.com)

#### **CORPORATE OFFICE**

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

Email : [mbpfin@bom5.vsnl.net.in](mailto:mbpfin@bom5.vsnl.net.in)



## M. B. PARIKH FINSTOCKS LIMITED

### NOTICE

Notice is hereby given that the **Twentieth Annual General Meeting** of the Shareholders of **M. B. PARIKH FINSTOCKS LIMITED** (CINL65910GJ1994PLC021759) will be held on Saturday, 2<sup>nd</sup> August 2014 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 31<sup>st</sup> March, 2014 and the Audited Profit and Loss Account for the year ended 31st March, 2014 and the Report of the Directors and the Auditors thereon.
- 2) To appoint a Director in place of Mrs. Sudha P. Kapadia, (having DIN 00013846) who retires by rotation and being eligible offers herself for reappointment.
- 3) To appoint Auditors of the Company and to fix their remuneration.
4. To Consider and if, thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution.  
“**RESOLVED THAT** pursuant to the provision of Section 149 and any other application provisions of the Companies Act, 2013 read with relevant rules under and Schedule IV to the Companies Act, 2013, Listing agreement of the Company with stock exchanges, Articles of Association of the Company and any other applicable laws and regulations applicable from time to time, Sri Govind Rath (holding Director Identification Number 00288705), who was appointed as a Non-Executive Independent Director of the Company with effect from August 13, 2005 liable to retire by rotation, in respect of whom the Company has received a notice in writing along with a deposit of Rs.1,00,000 (Rupees one lakh) from a member under Section 160 of the companies Act 2013 signifying his intention to propose Sri Govind Rath as a candidate for the office of Director of the Company be and hereby appointed as Non-Executive Independent Director of the Company to hold office upto March 31, 2019, not liable to retire by rotation.”
5. To Consider and if, thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution.  
“**RESOLVED THAT** pursuant to the provisions of Section 149 and any other applicable provisions of the Company Act, 2013 read with relevant rules there under and Schedule IV to the Companies Act, 2013, Listing agreement of the Company with stock exchanges, Articles of Association of the Company and any other applicable laws and regulations applicable from time to time, Sri Lalit P. Dalal (holding Director Identification Number 00013914), who was appointed as a Non-Executive Independent Director of the Company with effect from August 13, 2005 liable to retire by rotation, in respect of whom the Company has received a notice in writing along with a deposit of Rs.1,00,000 (Rupees of Lakh) from a member under Section 160 of the companies Act 2013 signifying his intention to propose Sri Lalit P. Dalal as a Candidate for the office of Director of the Company be and hereby appointed as Non-Executive Independent Director of the Company to hold office upto March 31, 2019, not liable to retire by rotation.”
5. To Consider and if, thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution.  
“**RESOLVED THAT** pursuant to the provisions of Section 149 and any other applicable provisions of the Company Act, 2013 read with relevant rules there under and Schedule IV to the Companies Act, 2013, Listing agreement of the Company with stock exchanges, Articles of Association of the Company and any other applicable laws and regulations applicable from time to time, Sri Jitendra Sharma (holding Director Identification Number 02640342), who was appointed as a Non-Executive Independent Director of the Company with effect from August 13, 2005 liable to retire by rotation, in respect of whom the Company has received a notice in writing along with a deposit of Rs.1,00,000 (Rupees of Lakh) from a member under Section 160 of the companies Act 2013 signifying his intention to propose Sri Jitendra Sharma as a Candidate for the office of Director of the Company be and hereby appointed as Non-Executive Independent Director of the Company to hold office upto March 31, 2019, not liable to retire by rotation.”

Dated :24<sup>th</sup> May, 2014  
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(DIN00212486)  
MANAGING DIRECTOR.



**EXPLANATORY STATEMENT  
(Pursuant to Section 102 of the Companies Act, 2013)**

That following explanatory statement sets out the material facts referring to Item No.4 to 6 of the Notice.

ITEM NO. 4 TO 6

Mr. Lalit Dalal, Mr. Govind Rathi and Mr. Jitendra Sharma are Independent Directors of the Company. They hold the vast experience and experts in their respective fields. Mr. Lalit Dalal and Mr. Govind Rathi are also the committee Members of Audit committee and Nomination and Remuneration Committee and Stakeholders Relationship Committee.

In the opinion of the Board these Directors fulfill the conditions of Companies Act, 2013 and rules thereunder for their appointment as Independent Directors of the Company and are independent of the Promoter Group of the Company. Copy of the draft of Letter of appointment issued to them is available at the registered office of the Company without any fee to Members of the Company.

The Board recommends these resolutions as mentioned at item No. 4 to 6 of the Notice.

Except Mr. Lalit Dalal, Mr. Govind Rathi and Mr. Jitendra Sharma none of the Directors of the Company and Key Managerial Personnel of the Company and their relatives are concerned or interested in these resolutions. The Explanatory Statement may be regarded as disclosure under Clause 49 of the Listing Agreement with the stock exchange.

**Dated :24<sup>th</sup> May, 2014**

**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 (DIN00212486)  
MANAGING DIRECTOR.**



**NOTES**

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. PROXY SHALL NOT HAVE THE RIGHT TO SPEAK AT THE MEETING AND SHALL NOT BE ENTITLED TO VOTE AT THE MEETING EXCEPT ON A POLL.

1. 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.

The Register of Members and Share Transfer Register of the Company will remain closed from **2<sup>nd</sup> August 2014 to 9<sup>nd</sup> August 2014** (both the days inclusive).

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 wherever applicable is attached and forms part of this Notice.
3. 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.
  - f) **Intimate your E-mail ID so that communication can be made electronically and Green Earth objective is met with.**



# M. B. PARIKH FINSTOCKS LIMITED

## DIRECTORS REPORT

To  
The Members,

Your Directors present herewith the Twentieth Annual Report of your Company together with the Audited Accounts for the year ended 31<sup>st</sup> March, 2014.

### 1. FINANCIAL RESULTS

(Rs. in Lacs)

	Year Ended 31/03/2014	Year Ended 31/03/2013
Profit before Tax	(1.13)	1.61
<b>Less</b> : Provision for Taxation	(1.54)	-
<b>Add</b> : Prior period adjustment/(deferred tax liability)	-	-
Profit after Tax	0.41	(4.46)
Balance b/f	60.52	64.98
Balance carried to balance sheet	60.93	60.52

### 2. OPERATIONS / DIVIDEND

The Company made profit of Rs.40,885/- after interest, depreciation and tax. With a view to conserve resources, no dividend is proposed. We propose to retain Rs. 40,855/- in the Surplus.

### 3. CLOSURE OF CDSL

In view of Continuous Loss Making operation, the management decided to close CDSL operations and surrender Depository Participant Membership. Accordingly D/P Membership is surrendered on 26-02-2014 after Complying Formalities including notice in Newspaper dated 01-02-2014. SEBI has accepted surrender of registration as D/P of CDSL vide letter date 23-04-2014.

### 4. DIRECTORS

Mrs. Sudha P. Kapadia retires by rotation at the forthcoming Annual General Meeting and being eligible offer herself for re-appointment.

### 5. FIXED DEPOSITS

We have not accepted any fixed deposits and, as such, no amount of principal or interest was outstanding as of the Balance Sheet date.

### 6. 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.

### 7. 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.

### 8. 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 2014 – 2015.

### 9. INSURANCE

All the assets of the Company are 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.

### 11. 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 that they are in compliance of the said code of conduct.





## **M. B. PARIKH FINSTOCKS LIMITED**

### **12. 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.

### **13. 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 **31<sup>st</sup> March, 2014**, 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 **31<sup>st</sup> March, 2014** on a going concern basis.

### **14. 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.

### **15. AUDITORS**

M/s. B. R. Pancholi & Co, Prop. Mr. Bhupendra R. Pancholi, Statutory & Tax Auditors (Chartered Accountants) retire at the forthcoming Annual General. The Co. places on record its sincere appreciation for the services & advice. The Board recommends appointment of M/s. B. R. Pancholi & Co. a partnership firm for the year ending 31<sup>st</sup> March 2015. You are requested to appoint them and fix their remuneration.

### **16. ACKNOWLEDGMENT**

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

**Dated : 24<sup>th</sup> May, 2014**

**Place : Mumbai**

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

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

**MAHESH B. PARIKH**  
**MANAGING DIRECTOR**



## **M. B. PARIKH FINSTOCKS LIMITED**

### **FORM [SEE RULE 3] COMPLIANCE CERTIFICATE**

**CIN L65910GJ1994PLC021759 AUTHORIZED SHARE CAPITAL RS. 7.50 CRORES**

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 31<sup>st</sup> March, 2014. 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 25<sup>th</sup> May, 2013, 10<sup>th</sup> August, 2013, 9<sup>th</sup> November, 2013, 31-12-2013 & 8<sup>th</sup> February, 2014, 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 21<sup>st</sup> September, 2013 to 28<sup>th</sup> 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 31st March, 2013 was held on 28<sup>th</sup> September, 2013 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.



## **M. B. PARIKH FINSTOCKS LIMITED**

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.





## **M. B. PARIKH FINSTOCKS LIMITED**

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.

**For Sanjay Dholakia & Associates**

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

Place : Mumbai  
Date : 24<sup>th</sup> May, 2014



## **M. B. PARIKH FINSTOCKS LIMITED**

### **Annexure A**

Registers as maintained by the Company

1. Register of Members u/s. 150.
2. Register of Directors, Managing Director, Manager and Secretaries u/s. 303.
3. Register of Director's Shareholding u/s. 307.
4. Minutes of the Annual General Meeting/Extra Ordinary General Meeting and Board Meeting under section 193 with Attendance Register.
5. Register of Contracts u/s. 301.
6. Register of Charges u/s 143.

**For Sanjay Dholakia & Associates**

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

Place : Mumbai  
Date : 24<sup>th</sup> May, 2014

### **Annexure B**

**Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ending on 31<sup>st</sup> March, 2014.**

1. Form 23AC XBRL for Balance Sheet as at 31<sup>st</sup> March, 2013 and Form 23ACA XBRL for Profit & Loss Account for the year ended 31<sup>st</sup> March, 2013 filed with the Registrar of Companies, Gujarat on 27<sup>th</sup> November, 2013.
2. Form 20B for Annual Return made up to 11<sup>th</sup> August, 2013 filed with the Registrar of Companies, Gujarat on 26<sup>th</sup> November, 2013.
3. Form 66 for Compliance Certificate as per the provisions of Section 383A of the Companies Act, 1956 for the financial year ended 31<sup>st</sup> March, 2013 was filed with the Registrar of Companies, Gujarat on 21<sup>st</sup> November, 2013.

**For Sanjay Dholakia & Associates**

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

Place : Mumbai  
Date : 24<sup>th</sup> May, 2014