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27TH ANNUAL REPORT

2013-2014



MOONGIPA CAPITAL FINANCE LIMITED

ENDURING VALUES NEW AGE THINKING

BOARD OF DIRECTORS

1. SH. SANJAY JAIN
2. SH. SHYAM SHARMA
3. SH. SANJEEV JAIN
4. MRS. JYOTI MEHTA

AUDITORS

M/S SAXENA & SAXENA
Chartered Accountants
New Delhi - 110 001

REGISTERED OFFICE

18/14, W.E.A. Pusa Lane,
Karol Bagh
New Delhi-110 005
Tel No. 011-41450121, Fax: 011-41450122
E-mail ID-moongipac@gmail.com,
Website: www.mongipa.com
CIN: L65993DL1987PLC028669

COMPLIANCE OFFICER

SH. SANJAY JAIN

SHARE TRANSFER AGENT

M/S SKY LINE FINANCIAL SERVICES PVT. LTD.
D-153/A, 1st Floor, Okhla Industrial Area,
Phase - I,
New Delhi-110020.

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**NOTICE**

Notice is hereby given that the 27th Annual General Meeting of the members of **MOONGIPA CAPITAL FINANCE LIMITED** will be held on Thursday, the 4th September, 2014 at 10.00 A.M. at Rajhans Banquet Hall, Qutab Garh, Delhi-110039 to transact the following business.

ORDINARY BUSINESS

1. To Receive, Consider, and Adopt Audited Balance Sheet of the company as at 31st March 2014 and Profit & Loss Account for the year ended on that date and alongwith Report of the Board of Directors and Auditors thereon.
2. To appoint director in place of Sh. Sanjeev Jain (DIN: 00122687), who retires by rotation at this AGM and being eligible, offers himself for re-appointment.
3. To appoint M/s Saxena & Saxena, Chartered Accountants, (Firm Registration Number-006103N), as Statutory Auditors of the company, to hold office from the conclusion of this Annual General Meeting (AGM) till conclusion of fourth AGM, with this AGM being counted as the first AGM to authorize the Board of Directors to fix their remuneration.

SPECIAL BUSINESS

4. To pass, with or without modification, the following resolution as ordinary resolution.

"Resolved that pursuant to the provisions of Section 161 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and the Articles of Association of the Company, Mrs. Jyoti Mehta (DIN: 06859880) who was appointed as Additional Director of the company with effect from 25-04-2014 by the Board of the Directors of the Company and who holds office until the date of AGM, in terms of Section 161 of the Companies Act, 2013, any respect of whom the company has received a notice along with requisite fee in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of director, be and is hereby appointed as a Director of the Company liable to retire by rotation."

5. **Payment of Remuneration to Mr. Shyam Sharma (DIN: 00097065), Whole-Time Director of the company for financial year 2014-15:**

To consider, and if thought fit, to pass, with or without modification(s) the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of section 196, 197, 198 schedule V and other applicable provisions, if any of the Companies Act, 2013, including any statutory modification or re-enactment thereof and subject to such approvals as may be necessary, consent or permission as may be required of the company, be and is hereby accorded for increase in remuneration of Mr. Shyam Sharma (DIN: 00097065), Whole-Time Director of the company from existing Rs. 18,000/- per month to Rs. 25,000/- per month effective from 1st September, 2014 as set out in the explanatory statement to resolution with liberty to the Board of Directors (herein after referred to as "Board" which term shall be deemed to include the Remuneration committee constituted by the Board) to after and vary the said remuneration in such form and manner or with such modification as the Board may deem fit and agreed to by Mr. Shyam Sharma (DIN: 00097065).

RESOLVED FURTHER THAT the Board of Director be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.

6. To consider and if thought fit, to pass with or without modifications, the following resolution as a special resolution:

RESOLVED THAT pursuant to the provisions of section 196, 197, 198 schedule V and other applicable provisions, if any of the Companies Act, 2013, including any statutory modification or re-enactment thereof and subject to such approvals as may be necessary, consent of the company be and is hereby accorded for increase in remuneration of Mrs. Pooja Jain, a relative of Mr. Sanjay Jain (DIN: 00096838), Director of the company to hold an office or place of profit in the Company from existing Rs.21,000/- per month to Rs. 24,000/- per month effective from 1st September, 2014 as set out in the explanatory statement to resolution with liberty to the Board of Directors (herein after referred to as "Board" which term shall be deemed to include the Remuneration committee constituted by the Board) to after and vary the said remuneration in such form and manner or with such modification as the Board may deem fit and agreed to by Mrs. Pooja Jain.

RESOLVED FURTHER THAT the Board of Director be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.

7. **Re-appointment of Sh. Shyam Sharma Whole-Time Director of the Company.**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any of the Companies Act, 2013, (including any amendment/modification thereof) and subject to such other necessary approval(s), consent(s) or permission(s), as may be required, the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Shyam Sharma (DIN: 00097065), as Whole-Time Director of the Company, liable to retire by rotation, for a period of 5 years w.e.f. 01-04-2014 on the terms and remuneration as mentioned in the statement annexed hereto.

RESOLVED FURTHER pursuant to Section II of Part II of Schedule V and other applicable provisions, if any of the Companies Act, 2013, (including any amendment/modification thereof) and subject to such approval(s), as may be necessary, the Company is authorized to pay minimum remuneration Mr. Shyam Sharma (DIN: 00097065), Whole-Time Director of the Company, for the financial year in which there is inadequacy or absence of profits, during the period of three years commencing from April 1, 2014 till March 31, 2017.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to increase, vary or amend the remuneration (within the allocate grades) including salary, allowances, perquisites and benefits, minimum remuneration and other terms of his appointment, from time to time, as deemed expedient or necessary."

8. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s) the following resolution as a **Special Resolution**:

"**Resolved** that pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

Resolved further that the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."



9. Increase in Limit of Investment:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of section 186 and other applicable provisions if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions of the appropriate authorities, departments or bodies as may be necessary, the Board of Directors of the Company be and are hereby severally authorized to make investments of such amount(s) **by way of subscription, purchase or otherwise the securities of any other body corporate** from time to time, on such terms and conditions as the Board may deem fit notwithstanding, that the investments made may exceed the limits prescribed under the said section."

"RESOLVED FURTHER THAT the aggregate of such investments made shall not exceed the amount of Rs. 100,000,000/- [Rupees Ten Crores Only] over and above the limit prescribed under Section 186 of the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

By order of the Board

Place : New Delhi
Date : 29-05- 2014

(Sanjay Jain)
Director

NOTES:

- The relevant statement to be annexed to the notice pursuant to Section 102(1) of the Companies Act, 2013, which set out details relating to Special Business at Item No. 4 to 9 and of the notice set out above are annexed hereto and forms part of this Notice..
- A MEMBER ENTITLED TO ATTEND & VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND & VOTE INSTEAD OF HIM/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT 18/14, W.E.A PUSA LANE, KAROL BAGH, NEW DELHI -110005, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A BLANK PROXY FORM IS ATTACHED WITH THE ANNUAL REPORT. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY(50) AND HOLDING IN AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY.
- Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
- All documents referred to in the accompanying Notice are open for inspection at the Registered office of the company during the office hours on all working days between 11.00 A.M. to 1.00 P.M. before the date of Annual General Meeting.
- The Members desirous of appointing their nominees for the shares held by them may apply in the Nomination Form (Form SH.13).

- Pursuant to the provisions of the Companies Act, 2013 read with the Rules framed thereunder, the Company may send notice of general meeting, director's report, auditor's report, audited financial statements and other documents through electronic mode. Further, pursuant to the first provisions to the Rule 18 of the Companies (Management & Administration) Rule, 2014, the Company shall provide an advance opportunity atleast once in a financial year to the members to register their e-mail address and changes therein. In view of the same, Members are requested to kindly update their e-mail address with depository participants in case of holding shares in demat form. If holding shares in physical form, Members are requested to inform their e-mail ID to the Company.
- Members/ Proxies should bring the attendance slip duly filled in for attending the meeting.
- The Register of Members shall remain closed from 28th August, 2014 to 4th September, 2014. (Both days inclusive)
- Shareholders seeking any information and having any query with regard to accounts are requested to write the company early to enable the Management to keep the information ready.
- Members are requested to bring their own copies of Annual Report; no spare copies will be available at the venue of meeting.
- THE COMPANY WHOLE-HEARTEDLY WELCOMES MEMBERS/ PROXIES AT THE ANNUAL GENERAL MEETING OF THE COMPANY. THE MEMBERS/PROXIES MAY PLEASE NOTE THAT NO GIFTS/GIFT COUPONS WILL BE DISTRIBUTED AT THE ANNUAL GENERAL MEETING.
- Details of Directors seeking re-appointment/appointment in the ensuing Annual General Meeting pursuant to Clause 49 of the Listing agreement.

Name of the Director	Mr. Sanjeev Jain	Mrs. Jyoti Mehta
Age	36	47
Qualification	B.Com., L.L.B., A.C.S	Post Graduate
Profile/Expertise in Specific functional	Corporate Planning, H.R.D. and legal matters	She is good in Administration and looking after human resources
List of other Companies in which Directorship held as on 31-3-2014	Nil	Nil
Chairman/Member of the Committees of the Board of Companies in which he is a Director as on 31-03-2014.	Nil	Nil
Share holding as on 31 st March, 2014.	Nil	5050

- In compliance with provisions of section 108 of the Companies Act, 2013 and Rules of the Companies (Management & Administration) Rules, 2014. The company is pleased to provide E-voting facility through Central Depository Services (India) Limited (CDSL) as an alternative, for all members of the company to enable them to cast their votes electronically on the resolutions mentioned in the notice of 27th Annual General Meeting of the company dated 29th May 2014 (the AGM Notice). The company has appointed Mr. Amit Agrawal, Practicing Company Secretaries as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. E-voting is optional. The E-voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as on August 1, 2014. The instructions for E-voting are as under:



The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "MOONGIPA CAPITAL FINANCE LIMITED" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - (a) For CDSL: 16 digits beneficiary ID.
 - (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
 - (c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Moongipa Capital Finance Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk. evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on August 28, 2014 at 9.00 A.M. and ends on August 29, 2014 at 6.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 01 August 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizer's Report shall be available on the Company's website within two (2) days of passing of the resolution at the AGM of the Company and communicated to the stock exchange.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT 2013.

ITEM 4

The Company has received a notice under section 160 of the companies Act, 2013 from a member signifying his intention to propose the name of Mrs. Jyoti Mehta (DIN: 06859880) for appointment as a director of the company.

The Directors recommended his appointment as a director liable to retire by rotation. None of the directors except Mrs. Jyoti Mehta (DIN: 06859880) is interested in this resolution.

ITEM 5

Mr. Shyam Sharma (DIN: 00097065) was reappointed as Whole-Time Director of the Company for a period of five years with effect from 1st September, 2014. Since with the increase in volume of business the workload of Mr. Shyam Sharma (DIN: 00097065) has considerably increased, the Remuneration Committee reviewed his remuneration to



the Board of Directors the increase in remuneration from Rs. 18,000/- per month to Rs. 25,000/- per month w.e.f. 1st September, 2014. The Board has accordingly decided to increase the remuneration of Mr. Shyam Sharma (DIN: 00097065) as recommended by the Remuneration Committee subject to approval of the member of the company.

Minimum Remuneration

In absence or inadequacy of profits in any financial year, the remuneration as set out above may be paid as the minimum remuneration to Mr. Shyam Sharma (DIN: 00097065).

Pursuant to the provisions of Section 197 read with Schedule V of the companies Act 2013, the approval of the members is required to be obtained for increase in remuneration of Mr. Shyam Sharma (DIN: 00097065) w.e.f. 01/09/2014 as proposed in the resolution.

The Board recommends the resolution for the approval of the members.

Mr. Shyam Sharma (DIN: 00097065) may be deemed to be concerned or interested in the resolution.

ITEM 6

Mrs. Pooja Jain is a Post Graduate. She is good in administration and looking after the Human resources also. The remuneration committee reviewed her remuneration and recommended to the Board of Directors to increase the remuneration from Rs. 21,000/- per month to Rs. 24,000/- per month w.e.f. 1st September, 2014. None of the directors except Mr. Sanjay Jain (DIN: 00096938) being relative of her is interested in this resolution.

ITEM 7

The members of the Company had appointed Mr Shyam Sharma as Whole-time Director of the Company w.e.f. June 28, 2004. As the Companies Act, 1956 does not mandate any limitation on the term of Whole-Time Director, thus, there was no limit assigned to the term of Mr. Shyam Sharma Whole-Time Director of the Company.

The Ministry of Corporate Affairs, Government of India had notified the new Companies Act, 2013 ("The Act") on August 29, 2013 and notified many of its provisions w.e.f April 1, 2014, thereby replacing the corresponding provisions of the Companies Act, 1956.

In terms of Section 196(2) of the Act, the term of the Managing Director, Whole-Time Director or Manager shall not exceed 5 years at a time and accordingly, the Company was required to reappoint Mr. Shyam Sharma as Whole-Time Director of the Company for a period of 5 years i.e. April 1, 2014.

ITEM 8

The Articles of Association ("AoA") of the Company as presently in force were replaced in January 1984 from what they were when the Company was incorporated in 1973. The existing AoA are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Act.

The Act is now largely in force. On September 12, 2013, the ministry of corporate affairs ("MCA") had notified 98 Section for implementation. Subsequently, on March 26, 2014, MCA notified most of the remaining Sections (barring those provisions which require sanction/confirmation of the National Company Law Tribunal ("Tribunal") such as variation of Rights of Holders of different classes of Shares (Section 48), reduction of Share Capital (Section 66), compromises, arrangements and amalgamations (Chapter XV), prevention of oppression and mismanagement (Chapter XVI), revival and rehabilitation of sick Companies (Chapter XIX), winding up (Chapter XX) and certain other provisions including, inter alia, relating to investor Education And Protection Fund (Section 125) and valuation by registered valuers (Section 247). However, substantive Section of the Act which deal with the general working of Companies stand notified.

With the coming into force of the Act several regulations of the existing AoA of the Company require alternation or deletion in several Articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The new AoA to be substituted in place of the existing AoA are based on table 'F' of the Act which sets out the model Articles of Association for a Company limited by shares. Share holder's attention is invited to certain salient provisions in the new draft AoA of the Company viz:

- Company's lien now extends also to bonuses declared from time to time in respect of shares over which lien exist;
- The nominee(s) of deceased sole member are recognized as having title to the deceased's interest in the shares;
- New provisions regarding application of funds from reverse accounts when amounts in reverse accounts are to be capitalized;
- New provisions relating to appointment of Chief Executive Officer and Chief Financial Officer, in addition to manager and Company Secretary;
- Existing Articles have been streamlined and aligned with the Act;
- The Statutory provisions of the Act which permit a Company to do some Acts "if so authorised by its Articles" or provisions which require a company to do Acts in a prescribed manner "unless the Articles otherwise provide" have been specifically included; and
- Provisions of the existing AoA which are already part of statute in the Act have not been reproduced in the new draft AoA as they would only lead to duplication-their non-inclusion make the new AoA crisp, concise and clear and aids easy of reading and understanding.

The proposed new draft AoA is being uploaded on the Company's website for perusal by the Shareholders.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned over interested, financially or otherwise, in the Special Resolution set out at Item No. 8 of the Notice.

The Board commands the Special Resolution set out at Item No. 8 of the Notice for approval by the Shareholders.

ITEM 9

In terms of the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the Company in a general meeting, acquire by way of subscription, purchase or otherwise the securities of any other body corporate exceeding sixty percent of its paid-up share capital and free reserves or one hundred percent of its free reserves, whichever is higher.

Considering the future outlook of the Company, the Board of Directors of the Company has decided to seek approval of the members to acquire by way of purchase or otherwise, securities of any other body corporate upto the maximum amount of Rs. 100,000,000/- (Rupees Ten Crores Only).

Since the limits prescribed under Section 186 of the Companies Act, 2013 is likely to be exceeded as a result of the proposed investment, this Special Resolution is recommended for member's approval.

The Board accordingly recommends to pass the Special resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution except as members.

By order of the Board

Place : New Delhi
Date : 29-05- 2014

Sanjay Jain
Director

**DIRECTORS' REPORT**

To the members,

Your directors take pleasure in presenting the 27th Annual Report together with Audited Statement of Accounts of your Company for the year ended 31st March 2014.

FINANCIAL HIGHLIGHTS

The highlights of your company's financial results for the financial year under review are summarized below:

	(₹ in Lacs) Year Ended 31.03.2014	(₹ in Lacs) Year Ended 31.03.2013
Gross Income	54.15	60.06
Less : Interest & Finance Charges	2.62	4.20
Less : Personnel & Admn. Charges	53.27	54.40
Less: Depreciation	1.71	1.22
Less : Provision for Taxes	1.06	0.66
Net Profit/(Loss) for the year	(4.52)	(0.42)

DIVIDEND

Since with a view to conserve the resources and in absence of profit the Directors have not recommended any dividend for the year ended 31.03.2014.

PERFORMANCE REVIEW

The financial year 2013-14 began on a positive note with the economies world over showing signs of recovery from the serious recessionary effects which had crippled it for greater part of financial year 2012-13 with each sector of the economy getting seriously affected. During the year under review, the Company has incurred a loss of ₹ 4.52 lakhs as against the loss of ₹ 0.42 lakhs in the last financial year. However the directors are confident that the company shall revive back, considering the present market conditions and economic revival of the country.

The overall risks to the outlook however remain slated to the downside. There are also looming concerns over a second round of convulsion in the advanced economies. If this was to happen, the recovery process is bound to be impacted.

RBI PRUDENTIAL NORMS

Your Company continues to comply with all the guidelines issued by Reserve Bank of India, to the extent as applicable to the Company.

BUSINESS PROSPECTS

As the demand for financial services is a derived demand, developments in economic conditions exert a significant influence on the business of financial sector. Your Company strives to continually understand the implication to its business of the various changes, as also the impact of altered economic policies and international developments.

MANAGEMENT'S DISCUSSION AND ANALYSIS

The report on Management Discussion and Analysis as required under the Listing Agreement is enclosed to this report. Certain statements in that section may be forward-looking. Many factors may affect the actual results, which could be different from what the Directors envisage in terms of the future performance and outlook.

PUBLIC DEPOSITS

Your company has not accepted any deposits from public and as such no amount of principal or interest was outstanding on the date of the Balance Sheet.

TRANSFER OF RESERVES

Your Company has not transferred any sum to the General reserves.

DIRECTOR

Mr. Sanjeev Jain DIN: (00122687), director of your company, retires by rotation and being eligible offers himself for reappointment.

Mrs. Jyoti Mehta (06859880) was appointed as additional director of the Company on 25th April 2014. The Company has received a notice in writing from a member signifying his intention to propose the candidature of Mrs. Jyoti Mehta for the office of director in terms of Section 160 and other applicable provisions of the Companies Act, 2013. She is being appointed as director liable to retire by rotation.

Mr. Mohd. Nasir (DIN: 02703793) has resigned on 25th April 2014 from the Board of Directors. The Board expresses deep gratitude and appreciation for the co-operation and contribution extended by him during his tenure as director of the Company.

DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 217(2AA) of the Companies Act, 1956, the Directors hereby confirm:

- That in preparation of annual accounts for the year ended March 31, 2014, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- That they have selected such accounting policies described in the notes to accounts which have been applied them consistently and made judgements and estimates that are responsible and prudent so as to give a true & fair view of the state of affairs of the company at the end of financial year and of the profit & loss of the company for that period.
- That they 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;
- We have prepared the annual accounts on a going concern basis.

CORPORATE GOVERNANCE

Your Company's philosophy on Corporate Governance envisages the highest level of transparency, accountability and equity in all facets of its operations as well as in all interactions with its stakeholders including shareholders, Lenders and regulatory Authorities. Your Company has also implemented several best corporate governance, code of conduct and ethics. As per clause 49 of the listing agreement with the Stock Exchanges, a separate section of Corporate Governance report together with the certificate from the Company's Auditors confirming compliance is set out in the Annexure forming part of this report.

AUDITORS**(a) Statutory Auditors:**

In compliance with the Companies (Audit & Auditors) Rules, 2014, M/s Saxena & Saxena, Chartered Accountants (Firm Registration Number-006103N), the Statutory Auditors of the company will retire at the conclusion of the Annual General Meeting and being eligible