

# MARVEL

CAPITAL & FINANCE (INDIA) LTD.

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## TWELFTH ANNUAL REPORT 2005-2006

# **MARVEL CAPITAL & FINANCE (INDIA) LIMITED**

## **BOARD OF DIRECTORS**

Smt. Shalini Saboo  
Shri Laxmi Kumar Saboo  
Shri Sanjiv Mehrotra  
Shri Praveen Jhangiani

Managing Director  
Director  
Director  
Director

## **BANKERS**

Sangli Urban Co-op. Bank Ltd.

## **AUDITORS**

**SANJAY DOSI**

**CHARTERED ACCOUNTANT**

502, Manavsthal  
Gokuldharm, Goregaon (East),  
Mumbai - 400 063.

## **REGISTERED OFFICE**

20, Podar Chambers  
S. A. Brelvi Road,  
Fort,  
Mumbai - 400 023.

## **ADMINISTRATIVE OFFICE**

UNIT NO. 2, 1ST FLOOR,  
MAHALAXMI INDUSTRIAL ESTATE,  
GANDHI NAGAR, LOWER PAREL (W),  
MUMBAI - 400 013.

## NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWELFTH ANNUAL GENERAL MEETING OF THE MEMBERS OF MARVEL CAPITAL & FINANCE (INDIA) LIMITED WILL BE HELD ON 29TH SEPTEMBER, 2006 AT 11.30 A. M. AT MAHALAXMI INDUSTRIAL ESTATE, UNIT NO. 2, 1<sup>ST</sup> FLOOR, GANDHI NAGAR, LOWER PAREL (W), MUMBAI - 400 013 TO TRANSACT THE FOLLOWING THE BUSINESS:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt Profit & Loss Account for the year ended 31<sup>st</sup> March, 2006 and the Balance Sheet; as at that date, the Reports of Directors and the Auditors thereon.
2. To appoint a Director in place of Shri Praveen Jhangiani who retires by rotation and being eligible, offer himself for reappointment.
3. To appoint Auditor to hold office until the conclusion of the next Annual General Meeting of the company and to fix his remuneration.

**SPECIAL BUSINESS:**

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

"RESOLVED THAT Shri Sanjiv Mehrotra who was appointed as an Additional Director of the company by the Board of Directors and who holds office as per section 260 of the Companies Act, 1956 upto the date of this Annual General Meeting and in respect of whom the company has, pursuant to section 257 of the Companies Act, 1956, received notice in writing 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. To consider, and if thought fit, to pass with or without modification, the following resolution as a special resolution:

"RESOLVED THAT consent of the company under the provisions of section 293(1)(d) and other applicable provisions, if any, of the Companies Act, 1956 be and is hereby accorded to the borrowing by the Board of Directors of the Company from time to time, for the purpose of carrying on the business of the company, so however that the total amount of such borrowings outstanding at any time shall not exceed Rs. 30,00,00,000/- (Rupees Thirty Crores only) notwithstanding that the moneys to be borrowed together with the money already borrowed by the company (apart

from temporary loans, if any, obtained from the company's bankers in the ordinary course of business) will exceed the aggregate of the paid up capital of the company and its free reserves, that is reserve not set apart for any specific purpose."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed expedient and necessary to give effect to this resolution."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers herein conferred to any committee of Directors, any Directors or employees of the company."

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

"RESOLVED THAT Pursuant to the provisions of section 372A and other applicable provisions, if any, of the Companies Act, 1956 or any other law for the time being in force, the Board of Directors of the Company be and is hereby authorized to make any loan to any body corporate, give any guarantee, or provide security, in connection with a loan made by the other person to, or to any other person by, any body corporate; and acquire, by way of subscription, purchase or otherwise the securities of any other body corporate, in excess of 60% of the paid up share capital and free reserves of the company or 100% of the free reserves of the company whichever is more, as they may, in their absolute discretion deem beneficial and in the interest of the company, up to aggregate amount of Rs 30,00,00,000/- (Rupees Thirty Crores) including loans and investments in body corporate, mutual funds, and any other financial institutions up to an amount of Rs. 30 Crores."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed expedient and necessary to give effect to this resolution."

"FURTHER RESOLVED THAT The Board of Directors be and is hereby authorized to delegate all or any of the powers herein conferred to any committee of Directors, any Directors or employees of the Company."

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

"RESOLVED THAT the consent of the Company be and is hereby accorded to the Board of Directors of the company in terms of Section 293(1)(a) and other

applicable provisions, if any, of the Companies Act, 1956 and subject to all necessary approvals to secure, if necessary, to create mortgage and/ or charge in addition to the mortgage/charge created by the company all or any of the company all or any part of the movables and /or immovable properties of the company both present and future in such form and manner and on such terms and conditions as may be deemed fit and appropriate by the Board to secure borrowings of the company.

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed expedient and necessary to give effect to this resolution."

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to delegate all or any of the powers herein conferred to any committee of Directors, any Directors or employees of the company.

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

**"RESOLVED THAT** subject to the approval of central Government and subject to the approval of shareholders of the company and in terms of Section 295 and other applicable provisions, if any, of the Companies Act, 1956 and subject to all necessary approvals to secure, if necessary, the consent of the Company be and is hereby accorded to make loan to or give guarantee or provide securities in connection with loan made to or by any other person to any of the director of the company on which provisions of section 295 is applicable on such terms and conditions as may be deemed fit and appropriate by the Board to secure the repayment and other terms and conditions of the loan, securities and/ or guarantee so provided.

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed expedient and necessary to give effect to this resolution."

## **NOTES :**

1. The relative explanatory statement pursuant to section 173 of the Companies Act, 1956, in respect of the businesses under item nos. 4 to 8 set out above in respect of directors proposed to be reappointed at the general meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.**

The proxy to be valid should reach to the registered office of the company before 48 hours from the start of the meeting.

3. The Register of Members and Share Transfer Books of the Company will remain closed from 27.09.2006 to 29.09.2006 (both days inclusive) for the purpose of Annual General Meeting.
4. Members desiring any information as regards to Accounts are requested to write 7 days in advance to the company before the date of meeting to enable the management to keep full information ready.
5. The members are requested to :
  - a) Intimate to Registrar & Transfer Agent, Sharex Dynamic (India) Pvt. Ltd. at 17/B, Dena Bank Bldg., 2<sup>nd</sup> Floor, Horniman Circle, Fort, Mumbai- 400 001 for changes, if any, in their Registered addresses at an early date.
  - b) Quote Ledger Folio numbers in all correspondence.
  - c) Bring a copy of the Annual Report and Attendance slip to the Annual General Meeting.

**For MARVEL CAPITAL & FINANCE (INDIA) LTD.**

**Shalini Saboo  
MANAGING DIRECTOR**

**Registered Office:**  
20, Podar Chambers,  
S. A. Brelvi Road,  
Fort, Mumbai - 400 023.  
Date: 07/07/2006.

## **ANNEXURE TO NOTICE**

**The Explanatory statement pursuant to section 173(2) of the Companies Act, 1956 for item Nos. 4 to 8 of the accompanying notice are as under:**

### **Item 4**

Shri. Sanjiv Mehrotra who was appointed as an Additional Director of the company by the Board of Directors and who holds office as per section 260 of the Companies Act, 1956 upto the date of this Annual General Meeting and in respect of whom the company has, pursuant to section 257 of the Companies Act, 1956, received notice in writing proposing his candidature for the office of Director.

Shri. Sanjiv Mehrotra has immense business experience for 20 years and he is a Commerce Graduate.

In view of the background and valuable experience of Shri. Sanjiv Mehrotra, it will be in the interest of the company that he continues as Director of the company.

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Your Directors recommend the resolution for approval of the members.

Shri. Sanjiv Mehrotra is interested in the resolution as it relates to his appointment.

None of the any other Directors of the Company are, in anyway, concerned or interested in this resolution.

**ITEM NO. 5**

The members are aware that since the company is expanding its business positively its required huge fund to invest in expansion programme for the same the Board of Directors of the company to borrow from time to time, a sum of money (apart from temporary loans obtained from bankers in the ordinary course of business) in excess of the aggregate of the paid up capital of the company and its free reserves provided that the sum so borrowed and remaining outstanding at one time shall not exceed Rs. 30 Crores in excess of the aggregate paid up share capital and its free reserves. Your approval is required for the same.

None of the Directors are interested or concerned in any way in the resolution.

Your Directors recommend the resolution as item no.5 for your approval.

**ITEM NO. 6**

As the members are aware that company proposes to expand its activities the company shall have to borrow funds from the Banks, Financial institutions to meet the fund requirement of the expansion plan. For borrowing the fund for the same the company has to create mortgage and/ or charge in addition to the mortgage/charge created by the company all or any of the company all or any part of the movables and /or immovable properties of the company to secure borrowings of the company within the overall ceiling prescribed by members of the company, in terms of section 293(1) (d). your approval is sought for creating charge and/ or mortgage the movable and immovable property to secure the borrowings of the company in pursuance of provisos of section 293(1)(a).

None of the Directors are interested or concerned in any way in the resolution.

Your Directors recommend the resolution as item no.6 for your approval.

**ITEM NO. 7**

In pursuance of the provisions of section 372 A and other applicable provisions, if any, of the Companies Act, 1956 or any other law for the time being in force, your approval is sought for making any loan to any body corporate, give any guarantee, or provide security, in connection with a loan made by the other person to, or to any other person by, any body

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corporate; and acquire, by way of subscription, purchase or otherwise the securities of any other body corporate, in excess of 60% of the paid up share capital and free reserves of the company or 100% of the free reserves of the company whichever is more, as they may, in their absolute discretion deem beneficial and in the interest of the company, up to aggregate amount of Rs 30 Crores including loans and investments in other body corporate."

None of the Directors are interested or concerned in any way in the resolution.

Your Directors recommend the resolution as item no. 7 for your approval.

**ITEM NO.8**

In pursuance of the provisions of section 295 and other applicable provisions, if any, of the Companies Act, 1956 or any other law for the time being in force, your approval is sought for making any loan to any of directors of the company and to give any guarantee, or provide security, in connection with a loan made by the other person to, or to any other person by, any directors of the company

None of the Directors are interested or concerned in any way in the resolution.

Your Directors recommend the resolution as item no.8 for your approval.

**For MARVEL CAPITAL & FINANCE (INDIA) LTD.**

**Shalini Saboo  
MANAGING DIRECTOR**

**Registered Office:**  
20, Podar Chambers,  
S. A. Brelvi Road,  
Fort, Mumbai - 400 023.  
Date: 07/07/2006.



**MARVEL CAPITAL & FINANCE (INDIA) LTD.****ANNUAL REPORT 2005-2006****DIRECTORS' REPORT**

To the Members,  
Your Directors hereby present their Twelfth Annual Report on the business and operations of your company and audited statement of accounts for the year ended 31st March, 2006.

**FINANCIAL RESULTS:**

	Year Ended 31.03.2006 (Rs. in Lacs)	Year Ended 31.03.2005 (Rs. in Lacs)
Total Income	206.07	136.92
Total Expenditure	180.31	97.61
Profit/(Loss) before Depreciation	25.26	39.31
Depreciation	4.10	5.23
Loss Before Extraordinary Item	24.85	34.08
Extraordinary Items	—	(104.46)
Profit/(Loss) Before Tax	24.85	(70.38)
Fringe Benefit Tax	0.40	—
Profit/(Loss) After Tax	24.45	(70.38)
Appropriations	(204.36)	(133.98)
Balance transferred to Balance sheet	<u>179.92</u>	<u>(204.36)</u>

**DIVIDEND:**

In view of insufficient profit, the Directors have not recommended any Dividend for the year ended 31st March, 2006.

**OPERATIONS :**

Due to improved market conditions, the performance of the company for the year ended on 31st March, 2006 is improved over the previous year.

**COMPANY'S PERFORMANCE:**

With the overall improvement in economic activities the Company was able to increase Sales & Other income during the year 2005-06 to Rs. 223.25 Lacs as compare to Rs. 172.24 Lacs in the previous year.

Due to improvement in the financial market, the Profit before tax was at Rs. 24.85 Lacs as compare to loss of Rs. 70.38 Lacs in the previous year. However after Extraordinary items and Fringe Benefit Tax the Company reported Net Loss/Profit of Rs. 24.45 Lacs as compare to Net Loss of Rs. 70.38 Lacs in the previous year.

**PRUDENTIAL NORMS AND GUIDELINES FOR NON-BANKING FINANCIAL COMPANIES:**

The Directors wish to state that your company continues to comply with all the prudential norms prescribed by the RBI governing capital adequacy, provisioning of bad and doubtful debts and income recognition norms.

**PUBLIC DEPOSITS:**

The company has not accepted any deposits under section 58A of the Companies Act, 1956 from the public during the year.

**SUBSIDIARY COMPANY:**

As required under Section 212 of the Companies Act, 1956, the audited statement of accounts along with the reports of its Board of directors and Auditors thereon of M/s Harsvin Fintech Limited for the year ended 31st March, 2006 are annexed hereto.

**STOCK EXCHANGE LISTINGS :**

Equity Shares of the Company are listed on The Mumbai Stock Exchange. The Company confirms that it has paid annual listing fees to the above Exchanges for the year 2006-2007.

**PARTICULARS REGARDING EMPLOYEES:**

Information required to be given pursuant to the provisions of Section 217 (2A) of the Companies Act, 1956 is not applicable to the Company during the year under review.

**DIRECTORS:**

Shri Praveen Jhangiani retires by rotation at the ensuing Annual General Meeting of the Company and being eligible offers himself for re-appointment. Your Directors recommend his reappointment.

**DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to section 217 (2AA) of the Companies Act, 1956 the Directors confirm that:

1. In the preparation of the annual account for the year ended 31st March, 2006, the applicable accounting standards have been followed except as stated in the Notes to Accounts attached to the Annual accounts.
2. appropriate accounting policies have been selected and applied consistently, and have made judgements and estimates that are reasonable and prudent so as to give a True & Fair View of the state of affairs of the Company as at March, 31 2006, and Loss of the Company for the year.
3. proper and sufficient care has been taken 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;
4. the annual accounts have been prepared on a going concern basis.

**DEPOSITORY SYSTEM :**

Securities & Exchange Board of India (SEBI) has made compulsory trading of the company's Equity shares in dematerialised form mandatory. In line with this, the company has entered into Tripartite Agreement with Central Depository

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Services (India) Limited and Sharex Dynamic (India) Pvt. Ltd., Registrars for depository system. The company has also into a Tripartite Agreement with National Securities Depository Ltd.(NSDL) and Sharex Dynamics (India) Pvt. Ltd., Registrars for depository system. The shareholders are requested to send their shares for dematerialisation at the earliest.

**AUDITORS:**

Members are requested to appoint Auditors and fix their remuneration. Sanjay Dosi, the retiring Auditor, is eligible for re-appointment. The company has received a certificate from him to the effect that his appointment, if made, will be within the prescribed limit under section 224(1-B) of the Companies Act, 1956.

**AUDITORS' REPORT:**

The notes to the accounts referred to in the Auditors' Report are self explanatory and therefore do not call for any further explanation.

**FOREIGN EXCHANGE EARNING AND OUTGO:**

Foreign Exchange Earnings Rs. 3382278  
Foreign Exchange outgoing Rs. NIL

**MANAGEMENT DISCUSSION AND ANALYSIS:**

As per clause 49 of the Listing Agreement with Stock Exchange, your company is required to give a note on management discussion and analysis with regards to company perception. A report on the same is given separately as Annexure- 'I'

**CORPORATE GOVERNANCE:**

As per Clause 49 of the Listing Agreements with Stock Exchanges, your Company was required to implement the code of Corporate Governance. Accordingly, your company has complied in all material respects with the features of the said code. A report on the same is given separately as Annexure- 'II'.

**ACKNOWLEDGMENTS:**

Your Directors would like to express their grateful appreciation for the assistance and continued co-operation extended by all its employees, Banks, Government Authorities, shareholders and all other business associates towards efficient operation of your company.

**For and on behalf of Board of Directors**

**Shalini Saboo**  
**MANAGING DIRECTOR**

**Registered Office:**

20, Podar Chambers,  
S. A. Brelvi Road,  
Fort, Mumbai-400023.

Date: 07/07/2006.

**ANNEXURE - 'I' TO THE DIRECTORS' REPORT  
MANAGEMENT DISCUSSION AND ANALYSIS REPORT:****(a) FINANCIAL & MEDICAL TRANSCRIPTION SECTOR:**

The overall economy has performed well in the year 2005-06 with a GDP growth of about 9%. However, despite various economic and financial reforms, no major improvement is seen in the sector of financial business. The prolonged adverse factors prevailing in the same sector has continued to hamper the growth of concerned companies.

**(b) SEGMENT-WISE PERFORMANCE :**

Segments have been identified in line with the Accounting Standard on Segment Reporting (AS-17), taking into account the company's organisation structure as well as the differential risks and return of these segments. Segment Revenue Results and Capital Employed figures includes expenses incurred at corporate level, which relate to the company as a whole.

**(c) OUTLOOK FOR THE COMPANY:**

With the improvement in economic activities your Company is expected to increase the business activities in future. However, Company is unable to infusion of fresh fund of its own or via strategic investor. The company will concentrate on its financial & investment banking business.

**(d) OPPORTUNITIES & THREATS :**

The Company is totally relied on financial business, presently it is very difficult to compete in the market. The company is facing tight competition from big organization having wide network and sound financial conditions.

**(e) RISKS & CONCERNS :**

The Company is engaged in the business of finance and by its very nature is exposed to credit and investment risk. The company has been facing severe competition from the big companies which are in the similar business for longer time.

**(f) INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY :**

The Company has not proper and adequate system of internal control looking to its size and business. The internal control system of the Company is designed to ensure that the financial and other records are reliable, for preparing financial statements and other data, and for maintaining accountability of assets.

**(g) HUMAN RESOURCES :**

The Company is deriving maximum output from the existing employees through motivation. There has been no material development in human resources during the year under review.

**MARVEL CAPITAL & FINANCE (INDIA) LTD.****ANNUAL REPORT 2005-2006****ANNEXURE - 'II' TO THE DIRECTORS' REPORT  
REPORT ON CORPORATE GOVERNANCE:****1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE**

The Company believes in the principle of good corporate governance in pursuit of overall excellence over the year. The Company's Board of Directors support the board principle of corporate governance and lays strong emphasis on transparency, accountability and integrity in functioning of the company.

**2. BOARD OF DIRECTORS****A) Board Composition:**

Name of Directors	Designation	Executive/ Non-Executive/ Independent	No. of other Public Limited Companies in which Director	No. of Committee Chairmanship/ Membership	Chairman	Member
Shri Laxmi Kumar Saboo	Chairman	Promoter/ Non-Executive	1	Nil	Nil	
Smt. Shalini	Managing Director	Promoter/ Executive	1			Nil
Shri Praveen Jhangiani	Director	Non -Executive/ Independent	Nil			1
Shri Sanjiv Mehrotra	Director	Non -Executive/ Independent	1	1	1	1

**3) Board Procedure:**

The Board of Directors comprises of a Managing Director, Executive director and two Non-Executive /Independent Directors.

During the financial year, Five Board Meetings were held on 0<sup>th</sup> April, 2005, 30<sup>th</sup> June, 2005, 6<sup>th</sup> August, 2005, 29<sup>th</sup> October, 2005, 28<sup>th</sup> January, 2006.

Attendance of each director at the Board Meetings and last Annual General Meeting:

Name of Director	No. of Board Meetings attended	Attendance at last AGM held On 29.09.2005
Shri Laxmi Kumar Saboo	5 out of 5	Yes
Smt. Shalini Saboo	5 out of 5	Yes
Shri Sanjiv Mehrotra	5 out of 5	Yes
Shri Praveen Jhangiani	5 out of 5	Yes

**AUDIT COMMITTEE:**

Terms of Reference and composition, Names of Members and Chairman

The Audit Committee comprises of Shri Praveen Jhangiani, Member, Smt. Shalini Saboo, member and Sanjiv Mehrotra, Chairman. The terms of reference of this committee cover all matters specified for audit Committees under the Listing Agreement.

Four meetings were held on 30.04.2005, 30.06.2005, 08.08.2005 and 28.01.2006

**Attendance of Member:**

Name of Member	No. of Meetings Attended
Shri Sanjiv Mehrotra	4
Shri Sanjay Gupta	4
Smt. Shalini Saboo	4

**4. INVESTORS'/SHAREHOLDERS' GRIEVANCE COMMITTEE**

The company's Investors'/Shareholders' Grievance Committee met four times during the year. The Members of the Committee are Shri Praveen Jhangiani, Member, Shri Sanjiv Mehrotra, Member and Laxmi Kumar Saboo, Chairman. Shri Akhilesh Kothari, the compliance Officer of the Company.

The Company's Registrars Sharex Dynamic (India) Pvt. Ltd. had not received any letters/complaints during the financial year.

**5. REMUNERATION COMMITTEE:**

The company does not have a formal Remuneration Committee. However, all decision regarding the remuneration of Executive directors are taken by the Board of directors subject to approval from shareholders at Annual General Meeting and central Government, wherever required as per the provisions of Companies Act, 1956.

**6. GENERAL BODY MEETINGS :**

The last three Annual General Meetings were held as under:

Financial year	Date	Time	Meeting No.	Location
2002-2003	29.09.03	2.00 p. m.	Ninth	Mahalaxmi Industrial Estate, Unit No. 2, First Floor, Gandhi Nagar, Lower Parel (w) Mumbai- 400 013.
2003-2004	29.09.04	11.30 a. m.	Tenth	—do—
2004-2005	29.09.05	11.30 a. m.	Eleventh	—do—

All the resolutions set out in the respective Notices were passed by the shareholders.

No resolution was required to be passed by postal ballot.

**7. DISCLOSURE:**

There were no transactions of material nature with its promoters, the Directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interest of the Company at large.

**8. SHARE TRANSFERS AND HOLDINGS :**

**A) Share Transfer System :** The Board has delegated share transfer function to the Share Transfer Committee. Physical transfers are effected within one month. The Board has appointed Mr. Akhilesh Kothari as the Compliance Officer.



**ANNUAL REPORT 2005-2006****MARVEL CAPITAL & FINANCE (INDIA) LTD.****B) SHAREHOLDING PATTERN AS ON 31.03.2006**

CATEGORY	NO OF SHARES HELD	PERCENTAGE OF SHARE HOLDING
<b>A Promoter's Holding</b>		
1 -Indian Promoters		
saboo & family	1651300	33.026
- Foreign Promoters	0	.000
2. Persons acting in concert	0	.000
Sub-Total	1651300	33.026
<b>B. Non-Promoters Holding</b>	0	0.000
<b>3. Institutional Investors</b>		
a. Mutual Funds and UTI	0	0.000
b. Banks, Financial Institutions, Insurance companies(Central/ State Govt. institutions/Non Government Institutions)	0	.000
c. FIs	0	.000
Sub-Total	0	.000
<b>4. Others</b>		
a. Private Corporate Bodies	2373350	47.467
b. Indian Public	975350	19.507
c. NRIs/OCBs	0	.00
d. Clearing Members	0	.000
Sub-Total	3348700	66.974
<b>GRAND TOTAL</b>	<b>5000000</b>	<b>100.00</b>

**NOTE: Further 1650000 Equity Shares were allotted on 07.04.2000 to M/s. Meadows Finvest Private Limited on private placement basis . The same Equity Shares are still unlisted with The Bombay Stock Exchange Ltd.**

**C) DISTRIBUTION SCHEDULE AS ON 31<sup>ST</sup> MARCH, 2006:**

Shares	No. of Holders	(%) of Holders	Total Amount	% of Shares
UPTO TO 5000	450	62.67	905250	1.81
5001 TO 10000	87	12.12	766000	1.53
10001 TO 20000	59	8.22	911250	1.82
20001 TO 30000	53	7.38	1358000	2.72
30001 TO 40000	13	1.81	479000	0.96
40001 TO 50000	16	2.23	764000	1.53
50001 TO 100000	8	1.11	499000	0.99
100001 TO ABOVE	33	4.46	44317500	88.64
<b>TOTAL</b>	<b>719</b>	<b>100.00</b>	<b>50000000</b>	<b>100.00</b>

**9. GENERAL SHAREHOLDER INFORMATION:**

12<sup>th</sup> Annual General Meeting : 29th September, 2006  
Date, Time and Venue : at 11.30 a.m. at  
Mahalaxmi Industrial  
Estate,  
1<sup>st</sup> Floor, Unit No. 2,  
Gandhi Nagar,  
Lower Parel (W),  
Mumbai - 400 013.

Financial Calendar :[tentative] :  
Financial Year : April-March  
First Quarter Results : End July, 2006  
Half Yearly Results : End October, 2006  
Third Quarter Results : End January, 2007  
Fourth Quarter Results : End April, 2007  
Date of Book Closure : 27th September, 2006 to  
29th September, 2006

Dividend Payment Date : No Dividend is  
recommended for the  
financial Year 2005-2006.

Listings on Stock Exchange : Bombay Stock Exchange  
Ltd.

Demat ISIN Number for CDSL: ISIN INE 571D01016  
2.17% of the company's  
share are in demat form in  
CDSL

Demat ISIN Number for NSDL: ISIN INE 571D01016  
5.63% of the company's  
share are in demat form

Share Price Data : Data is not available  
because the company has  
De-listed from Bombay  
Stock Exchange Ltd.  
w.e.f. 1<sup>st</sup> October, 2002  
(Face Value of Rs. 10/-)

Compliance Officer : Akhilesh Kothari  
Registered Office : 20, Podar chambers,  
S. A. Brelvi Road, Fort,  
Mumbai- 400 023

Address for correspondence : Sharex Dynamic (India)  
Registrars & Transfer Agents Pvt. Ltd.  
17/B, Dena Bank Bldg.,  
2nd Floor, Horniman Circle,  
Fort, Mumbai-400 001.  
Tel.: 22702485/22641376  
Fax : 22641349  
E-mail : Sharexindia@vnl.com

Persons to contact : Mr. Sasikumar  
Telephone No(s). : 22702485/22641376  
Investors may also write or  
contact the Compliance  
Officer, at the Registered  
Office of the company for  
any assistance that they  
may need.  
Tel. No. : (022) 22665315  
Fax No. : (022) 22665482

**AUDITORS' CERTIFICATE****AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENTS**

To the Members of  
Marvel Capital & Finance (India) Limited,

1. I have examined the compliance of conditions of Corporate Governance by Marvel Capital & Finance (India) Limited, for the year ended on 31<sup>st</sup> March, 2006 as stipulated in clause 49 of the Listing Agreement of the said company with the Stock Exchange (herein after referred to as 'the agreement').
2. The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.
3. In our opinion and based on our view and to the best of our information and according to the explanations given to us, we certify that the conditions of Corporate Governance as stipulated in the Clause 49 of the agreement have been complied with in all material aspects by the Company.
4. As required by the Guidance Note issued by The Institute of Chartered Accountants of India, We have to state that based on the report given by the registrars of company to the Investors Grievance Committee, as on 31<sup>st</sup> March, 2006, there were no investor grievance matters against the company remaining unattended/pending for more than 30 days.
5. I further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

For SANJAY DOSI  
CHARTERED ACCOUNTANTS

Mumbai, 7<sup>th</sup> July, 2006

SANJAY DOSI  
Membership No. : 36024