

MARVEL

CAPITAL & FINANCE (INDIA) LTD.

MARVEL CAPITAL & FINANCE (INDIA) LTD

Sagun Koushik
DIRECTOR

FOURTEENTH ANNUAL REPORT 2007-2008

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

The Saraswat Co-Operative Bank Ltd.

AUDITORS

N S G & CO.

CHARTERED ACCOUNTANTS

B-46, 3rd Floor, Pravasi Industrial Estate,
Vishveshwar Nagar Road, Goregaon (E),
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 FOURTEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF MARVEL CAPITAL & FINANCE (INDIA) LIMITED WILL BE HELD ON 29TH SEPTEMBER, 2008 AT 11.30 A. M. AT MAHALAXMI INDUSTRIAL ESTATE, UNIT NO. 2, 1ST 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 31st March, 2008 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 Laxmi Kumar Saboo who retires by rotation and being eligible, offer himself for reappointment.

SPECIAL BUSINESS:

3. 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 224 (6) (a) of the Companies Act, 1956, NSG & Co., Chartered Accountants be and is hereby appointed as the auditor of the company in place of Sanjay Dosi, Chartered Accountant."

RESOLVED FURTHER THAT pursuant to the provisions of section 224 (6) (b) of the Companies Act, 1956, NSG & Co., Chartered Accountant be and is hereby hold the office as the auditor of the Company from the date of this meeting till the conclusion of the next Annual General Meeting of the Company"

"RESOLVED FURTHER THAT the board of directors be and is hereby authorised to fix their remuneration for the said period."

NOTES :

1. The relative explanatory statement pursuant to section 173 of the Companies Act, 1956, in respect of the businesses under item nos. 4 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 26.09.2008 to 29.09.2008 (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., 2nd 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: 31/07/2008.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item 3

Sanjay Dosi, auditor of the company has consequent to restructuring of his firm, expressed his inability to continue as auditor of the company. However, the company has received a notice from a member proposing to appoint NSG & Co., Chartered Accountant, as auditor to the company from the conclusion of the date of this meeting to the next Annual General Meeting of the company. Provision of Special Notice has been complied with. NSG & Co., Chartered Accountant has confirmed that, if appointed, their appointment will be in accordance with the provisions of the Companies Act, 1956.

No. Director is concerned or interested in this item of business.

For MARVEL CAPITAL & FINANCE (INDIA) LTD.

Shalini Saboo
MANAGING DIRECTOR

Registered Office:

20, Podar Chambers,
S. A. Brelvi Road,
Fort, Mumbai - 400 023.
Date: 31/07/2008.

MARVEL CAPITAL & FINANCE (INDIA) LTD.**ANNUAL REPORT 2007-2008****DIRECTORS' REPORT**

To the Members,

Your Directors hereby present their Fourteenth Annual Report on the business and operations of your company and audited statement of accounts for the year ended 31st March, 2008.

FINANCIAL RESULTS:

	Year Ended 31.03.2008 (Rs. in Lacs)	Year Ended 31.03.2007 (Rs. in Lacs)
Total Income	205.53	84.04
Total Expenditure	202.06	63.32
Profit/(Loss) before Depreciation	3.17	19.82
Depreciation	0.3	0.9
Profit/(Loss) Before Tax	3.47	20.72
Fringe Benefit Tax	0.46	0.40
Profit/(Loss) After Tax	3.01	20.32
Appropriations	(159.60)	(179.92)
Balance transfered to Balance sheet	<u>156.59</u>	<u>159.60</u>

DIVIDEND:

In view of insufficient profit, the Directors have not recommended any Dividend for the year ended 31st March, 2008.

OPERATIONS :

Due to variance in market conditions, the performance of the company for the year ended on 31st March, 2008 is decreased over the previous year.

COMPANY'S PERFORMANCE:

With the improvement in economic activities of the Company the same was resulted in increase of Sales & Other income during the year 2007-08 to Rs. 175.52.08 Lacs as compare to Rs. 43.08 Lacs in the previous year.

Due to deterioration in market conditions, the Profit before tax was decreased Rs. 3.47 Lacs as compare to profit of Rs. 20.71 Lacs in the previous year. However after Fringe Benefit Tax the Company reported Net Profit of Rs. 3.01 Lacs as compare to Net Profit of Rs. 20.32 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.

STOCK EXCHANGE LISTINGS :

Equity Shares of the Company are listed on The Bombay Stock Exchange Ltd. The Company confirms that it has paid annual listing fees to the above Exchanges for the year 2008-2009.

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 Laxmi Kumar Saboo 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, 2008, the applicable accounting standards have been followed except as stated in the Notes to Accounts attached to the Annual accounts.

ANNUAL REPORT 2007-2008**MARVEL CAPITAL & FINANCE (INDIA) LTD.**

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, 2008, and Profit 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 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:

Sanjay Dosi, auditor of the company has consequent to restructuring of his firm, expressed his inability to continue as auditor of the company. However, the company has received a notice from a member proposing to appoint NSG & Co., Chartered Accountant, as auditor to the company from the conclusion of the date of this meeting to the next Annual General Meeting of the company. Provision of Special Notice has been complied with. NSG & Co., Chartered Accountant has confirmed that if appointed, their appointment will be in accordance with the provisions 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. NIL

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: 31/07/2008.

MARVEL CAPITAL & FINANCE (INDIA) LTD.**ANNUAL REPORT 2007-2008****ANNEXURE - 'I' TO THE DIRECTORS' REPORT
MANAGEMENT DISCUSSION AND ANALYSIS REPORT:****(a) FINANCIAL SECTOR:**

The overall economy has performed well in the year 2007-08 with a GDP growth of about 8%. 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.

**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

B) Board Procedure:

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

During the financial year, Six Board Meetings were held on 30th April 2007, 7th July, 2007, 31st July, 2007, 31st October, 2007, 31st December, 2007, 31st January, 2008.

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 29.09.2006
Shri Laxmi Kumar Saboo	6 out of 6	Yes
Smt. Shalini Saboo	6 out of 6	Yes
Shri Sanjiv Mehrotra	6 out of 6	Yes
Shri Praveen Jhangiani	6 out of 6	Yes

3. 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.

Five meetings were held on 30.04.2007, 07.07.2007, 31.07.2007, 31.10.2007 and 31.01.2008.