

MARVEL

CAPITAL & FINANCE (INDIA) LTD.

**NINETEENTH
ANNUAL REPORT
2012-2013**

MARVEL CAPITAL & FINANCE (INDIA) LIMITED

BOARD OF DIRECTORS

SHRI SAURABH RATHI

MANAGING DIRECTOR

SMT MANJU RATHI

DIRECTOR

SHRI PRADEEP JAIN

DIRECTOR

AUDITORS

KOCHAR & ASSOCIATES

CHARTERED ACCOUNTANTS

302, SWAPNABHOOMI 'A' WING

S.K. BOLE ROAD, DADAR (WEST)

MUMBAI 400028

REGISTERED OFFICE

4, GYAN NAGAR, LT ROAD

BORIVALI (WEST),

MUMBAI 400092

NOTICE

NOTICE IS HEREBY GIVEN THAT THE Nineteen ANNUAL GENERAL MEETING OF THE MEMBERS OF MARVEL CAPITAL & FINANCE (INDIA) LIMITED WILL BE HELD ON 30TH SEPTEMBER, 2013 AT 11.30 A.M. AT 4, Gyan Nagar, L.T. Road, Borivali (West), Mumbai-400 0092. TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

- 1 To receive, consider and adopt Profit & Loss Account for the year ended 31st March, 2013 and the Balance Sheet, as that date, the Reports of Directors and the Auditors thereon.
- 2 To appoint a Director in place of Manju Rathie who retires by rotation and being eligible, offer herself for reappointment.
- 3 To appoint Auditors to hold office from the conclusion of this Annual General Meeting upto the conclusion of the next Annual General Meeting and to fix their remuneration.

NOTES:

- 1 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 of the Company. The instrument appointing proxy must be deposited with the Company at its Registered Office not less than 48 hours before the Meeting.
- 2 All documents referred to in the accompanied Notice are open for inspection at the Registered Office of the Company between 10.30 a.m. to 12.30 p.m. on all working days except Saturday and holidays upto the date of Annual General Meeting.
- 3 The Register of Members and the Share Transfer Books of the Company will remain closed from 12.09.2013 to 14.09.2013 (both days inclusive) for the purpose of Annual General Meeting.
- 4 Shareholder intending to require information about accounts to be explained at the meeting are requested to furnish queries to the Company at least 10 (ten) days advance of the Annual General Meeting.
- 5 The members are requested to intimate to Registrar & Transfer Agent, Sharex Dynamic (India) Pvt. Ltd. at Unit No. 1, Luthra Industrial Premises, Andheri-Kurla Road, Safed Pool, Andheri (East), Mumbai-400072 for charges, if any, in their Registered addresses at an early date.
- 6 Members / Proxies who attend the meeting are requested to bring the enclosed attendance slip duly filled and deliver the same at the entrance of the meeting hall.
- 7 Members are requested to bring their copies of Annual Report at the time of attending the Meeting.
- 8 Members are requested to quote Folio Numbers in all correspondence. Members holding share in identical order of names in more than one folio are requested to write to Company to consolidate their holding in one folio.

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

Saurabh Rathie
MANAGING DIRECTOR

Registered Office:

**4, Gyan Nagar, L.T. Road,
Borivali (West), Mumbai-400 0092.**

Date : 31/07/2013

DIRECTORS' REPORT**TO THE MEMBERS,**

On behalf of the Board of Directors I have great pleasure in presenting to you the 19th Annual Report together with the Audited Financial Statement of the Company for the year ended on 31st March 2013 and other accompanying reports, notes and certificates.

FINANCIAL RESULTS:

	Year Ended 31.03.2013 (Rs. in Lacs)	Year Ended 31.03.2012 (Rs. in Lacs)
Total Income	117.69	
Total Expenditure	0.67	348.28
Profit/(Loss) before Depreciation	(0.67)	(230.59)
Depreciation	0.04	0.05
Profit/(Loss) Before Tax	(0.71)	(230.65)
Deferred Tax Charge		(0.01)
Net Profit/(Loss)	(0.71)	(230.66)
Appropriations	(373.53)	(142.87)
Balance transferred to Balance Sheet	(374.23)	(373.53)

DIVIDEND:

In view of insufficient profit, the Directors have not recommended any Dividend for the year ended 31st March, 2013

OPERATIONS:

Due to variance in market conditions, the performance of the company for the year ended on 31st March, 2013 is decreased over the previous year.

COMPANY'S PERFORMANCE:

Due to variance in market conditions, the loss before tax was Rs. .55 Lacs as compare to profit of Rs. 230.66 Lacs in the previous year..

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 Exchange for the year 2012-2013.

DEMATERIALISATION OF SHARES:

Company has dematerialized its shares with both depositories viz. Central Depository Services(India) Ltd.

(CDSL) and National Securities Depository Ltd. (NSDL)

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:

Smt. Manju Rathi retires by rotation at the ensuing Annual General Meeting of the Company and being eligible offers herself for re-appointment. Your Directors recommend her 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, 2013 the applicable accounting standards have been followed except as stated in the Notes to Accounts attached to the Annual account.
- 2 Appropriate accounting policies have been selected and applied consistently, and have made judgments' 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, 2013 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.

DEPOSITS SYSTEM:

Securities & Exchange Board of India (SEBI) has made compulsory trading of the company's Equity shares in dematerialized form mandatory in the line with this, the company has entered into Tripartite Agreement with Central Depository Services (India) Limited and shares Dynamic (India) Pvt. Ltd., Registrars for depository system. The company has also entered 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 dematerialization at the earliest.

AUDITORS:

Members are requested to appoint Auditors and fix their remuneration. , the retiring Auditors are eligible for re-appointment. The Company has received a Certificate from them 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 Auditor's 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:

Pursuant to Clause 49 of Listing Agreement with Bombay Stock Exchange, Management Discussion and Analysis, a report on Corporate Governance and Certificate from the Auditors of the Company regarding compliance of the condition of corporate governance by the Company is attached to this Annual Report.

Further, a declaration signed by the member of the Board affirming compliance with the Code of Conduct by all Board members and Senior Management Personnel is attached to this report. A report on the same is given separately as Annexure - 'II'

ACKNOWLEDGEMENTS:

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

Saurabh Rathi
MANAGING DIRECTOR

Registered Office:

**4, Gyan Nagar, L.T. Road,
Borivali (West), Mumbai-400 0092.**

Date : 31/07/2013

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

The overall economy has performed well in the year 2012-13 with a GDP growth of about 4%. 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) SEGEMENT –WISE PERFORMANCE:

Segments have been identified in line with the Accounting Standard on Segment Reporting (As-17), taking into account the company's organization structure as well as the differential risks and return of these segments. Segment Revenue 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 infuse fresh fund of its own or vis 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:

Pursuant to clause 49 of the Listing Agreement with Bombay Stock Exchange Ltd. This Report on Corporate Governance is divided into the following parts.

- I Philosophy on code of Corporate Governance
- I Board of Directors
- I Audit committee
- I General Body Meetings
- I Disclosures
- I Means of Communication
- I General Shareholder information

A. PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE**Basic Philosophy**

Corporate Governance encompasses laws, procedures, practices and implicit rules that determine management's ability to take sound decisions vis-à-vis its entire stakeholders-in particular, its shareholders, creditors, the state and employees. There is a global consensus on the objective of Good Corporate Governance, maximizing long- term shareholder value.

Since shareholders are residual claimants, this objective follows from a premise that in well -performing capital and financial markets, whatever maximizes shareholder value must necessarily maximize corporate value, and best satisfy the claims of creditors, employees and the state.

A company, which proactively complies with law and adds value to it through Corporate Governance initiatives, would also command a higher value in the eyes of present and prospective shareholders.

The basic philosophy of Company is that corporate Governance is not an end in itself but is a catalyst in the process of maximization of shareholder value. Therefore, shareholder value as an objective is the basic premise in all aspects of corporate governance.

Compliance with revised clause 49 of the Listing Agreement

The company has complied with the revised clause 49 of the listing agreement.

During the year under review, the Company laid down and adopted Code of conduct for the Board of Directors. The Code of conduct prescribes certain dos and don'ts to the Directors to promote ethical conduct accordance with the stated values of the company and also to meet the prescribed statutory requirements.

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 Saurabh Rathi	Chairman	Promoter/ Non-Executive	1	Nil	Nil
Smt. Manju Rathi	Director	Promoter/ Non-Executive	1		Nil
Shri Pradeep Jain	Director	Non –Executive/ independent	1		Nil

B) Board Procedure:

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

During the financial year, four Board Meetings were held on 31st May 2012, 31st August, 2012, 30th November, 2012, 31st January, 2013. .

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 29.09.2010
Shri Saurabh Rathi	4 out of 4	Yes
Smt. Manju Rathi	4 out of 4	Yes
Shri Pradeep Jain	4 out of 4	Yes

C. Directors Seeking appointment/re-appointment:

At the ensuing Annual General Meeting Smt. Manju Rathi retires by rotation and being eligible, offers himself for the reappointment.

D. Code of Conduct:

During the year under review, the Board had laid out a Code of Conduct for all its Board members and