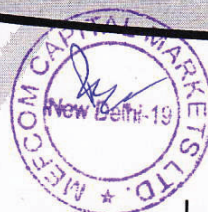


2014-15

ANNUAL
REPORT

Mefcom Capital Markets Ltd.
Stock Broking • Commodities • Wealth Management • Investment Banking



Board of Directors

Mr. Vijay Mehta Chairman

Mr. Sham Nijhawan

Mr. Shailendra Haruray

Mr. Tarsem Garg

Mr. T.R. Khare

Company Secretary

Ms. Pinki Jha

Bankers

HDFC Bank Limited

ICICI Bank Limited

Oriental Bank of Commerce

Auditors

V.K. Dhingra & Co.

Chartered Accountants

1-E/15, Jahndewalan Extn.,

New Delhi - 110055

Registrar and Shares Transfer Agent

Beetal Financial & Computer Services Pvt. Ltd.

Beetal House, 99, Madangir, New Delhi - 110062

Registered Office

5th Floor, Sanchi Building,

77, Nehru Place,

New Delhi - 110019

Ph.: 011-4650 0500

E-mail : invest@mefcom.in

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE THIRTIETH ANNUAL GENERAL MEETING OF MEFCOM CAPITAL MARKETS LIMITED WILL BE HELD AT E-15, ANSAL VILLAS, SATBARI, NEW DELHI-110030 ON TUESDAY, 29TH SEPTEMBER, 2015 AT 10:00 A.M. TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the company including audited Balance Sheet and the Statement of Profit and Loss for the financial year ended on 31st March, 2015.
2. To appoint a Director in place of Mr. Sham Nijhawan (DIN00057210), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint M/s. V.K. Dhingra & Co., Chartered Accountants (ICAI Registration No. 000250N) as statutory auditors of the Company and fix their remuneration.

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Clause 49 of the Listing Agreement, Mrs. Nisha Ashwani Kumar (DIN 01089668), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 30th March, 2015, in terms of section 161(1) of the Act, whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Woman Director of the Company to hold office for five Consecutive years for a term up to 29th March, 2020."

By Order of the Board

Pinki Jha

Company Secretary

Date: August 31, 2015

Place: New Delhi

IMPORTANT NOTES:

1. The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, 25th September, 2015 to Monday, 29th September, 2015 (both days inclusive) for annual closing.
2. The Explanatory Statement Pursuant to section 102 of the Companies Act, 2013 which sets out details relating to Special Business at the meeting, is annexed hereto.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY.

The instrument of proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

4. To prevent fraudulent transactions, members are advised to exercise due-diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified.
5. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every Participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with Whom they are maintaining their demat accounts. Members holding shares in Physical form can submit their PAN details to the Company.
6. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors Seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
7. Electronic copy of the Annual Report for 2014 is being sent to all the members whose email IDs are registered with the Company/ Depository participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copy of the Annual Report for 2014 is being sent in the permitted mode.
8. Electronic copy of the Notice of the 30th Annual General Meeting of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the company/Depository participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice of 30th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the Permitted mode.
9. Members may note that the Notice of the 30th Annual General Meeting and the Annual Report for 2015 will also be available on the Company's website www.mefcom.in for their download. The physical copies of the aforesaid documents will also be available at the Company's registered Office in New Delhi for inspection during normal business hours from 11:00 A.m. to 1:00 P.M. on working days except sundays. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.
10. Voting through electronic means
 - I. In compliance with provisions of section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and clause 35B of the Listing Agreement, the company is pleased to provide members facility to exercise their right to vote on resolutions proposed to

be considered at the 30th Annual General Meeting(AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences at 9:00 A.M. on Saturday, 26th September, 2015 and will end at 5:00 P.M. on Monday, 28th September, 2015. During this period members of the company, holding shares either in Physical form or in dematerialized form, as on the cut-off date of 22nd September, 2015 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an e-mail from NSDL[for members whose email IDs are registered with the Company/Depository Participant(s)]:
 - i) Open e-mail and open PDF file viz. "Mefcom capital Markets e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your USER ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - ii) Launch internet browser by typing the URL: <https://www.evoting.nsdl.com/>
 - iii) Click on Shareholder –Login
 - iv) If you are already registered with NSDL for e-Voting, you can use your existing User ID and password for casting your vote.
 - v) If you are Logging for the first time, please enter the USER ID and password provided in the PDF file attached with the e-mail as initial password.
 - vi) The password change menu appears on your screen. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and to take utmost care to keep your password confidential.
 - vii) Once the e-Voting Home page opens, click on remote e-Voting: Active Voting Cycles.
 - viii) Select Electronic Voting Event Number ("EVEN") of Mefcom Capital Markets Limited as given in the body of the e-mail. You are now ready for e-Voting as Cast Vote page opens.

- ix) Cast your vote(s) by selecting appropriate options and click on "Submit" and also "Confirm" when prompted.
- x) Upon Confirmation, the message "Vote cast successfully" will be displayed.
- xi) Once the votes on the resolution are cast, the Shareholder shall not be allowed to change the same subsequently.
- xii) Institutional Shareholders (i.e. other than individuals, HUFs, NRIs, etc.) are required to send scanned certified true copy (PDF/JPG Format) of the relevant Board Resolution / Authority Letter/ Power of Attorney etc. together with the attested specimen signatures of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at agrawal.kundan@gmail.com or csshantanu@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives Physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company / Depository Participant(s) or requesting physical copy]:
 - i) Initial password, USER ID and Electronic Voting Event Number ("EVEN") are provided at the bottom of the Attendance Slip for the AGM:
 - ii) Please follow all the steps from Sl. No. (ii) to Sl.No. (xii) Above, to cast your vote.
- VI. In case of any query, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. You can also update your mobile number and e-mail address in the user profile details of the folio which shall be used for sending future communication(s).
- VIII. If you are already registered with NSDL for e-Voting, you can use your existing User ID and password/PIN for casting your vote.
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the company as on the cut-off date of 22nd September, 2015.
- X. Any person, who acquires shares of the company and become member of the company after dispatch of the notice of the AGM and holding shares as of the cutoff date i.e 22nd September, 2015 may obtain the login id and password by sending a request at evoting@nsdl.co.in or Issuer/RTA however, if you are already registered with NSDL for remote e-voting then you can use your existing user id and password for casting your vote. If you forgot your password, you can reset your password by using "forgot user details/password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cutoff date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

- XII. Kundan Agrawal, company secretary (membership no.7631), Partner Kunadan Agarwal & Associates, company secretary has been appointed as the scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIII. The chairman shall at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIV. The scrutinizer shall after the conclusion of voting at the AGM, will first count the votes at the meeting, thereafter unblock the votes cast through the remote e-voting in the presence of at least two witnesses not in the employment of the company and shall make, not later than three days of the conclusion of the AGM a consolidated scrutinizers report of the total votes cast in favour or against, if any, to the chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XV. The result declared along with the report of the scrutinizer shall be placed on the web site of the company www.mefcom.in and on the website of NSDL immediately after the declaration of result by the chairman or a person authorized by him in writing. The result shall also be immediately forwarded to the BSE limited, Mumbai.
- XVI. All documents referred to in the accompanying notice and the explanatory statement shall be open for inspection at the registered office of the company during the normal business hours on all working days except Sundays, up to and including the date of the annual general meeting of the company.
- XVII. This notice has been updated with the instructions for voting through electronic means as per the amended rules 2015.
- XVIII. Brief profile of Directors being Appointed/Re-appointed

Name	Ms. Nisha Ashwani Kumar	Mr. Sham Nijhawan
DIN	01089668	00057210
Date of Appointment	30.03.2015	31.01.2005
Qualification	B.A.(Eco.)	B.com (Hons.), FCA
Expertise	Extensive experience of 8 years in the field of financial services.	More than 30 years of experience in financial matters.
Other Directorship	Mascot Insulations Pvt. Ltd.	Nijhawan Travel Services Pvt. Ltd.
Shareholding in Company	NIL	NIL
Relationship with any Director(s)	She is related to Managing Director of the company	He is not related to any Director or Key Managerial personnel of the Company.

I. EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item no 4.

Appointment of Ms. Nisha Ashwani Kumar was made by the Board of Director on March 30, 2015 as an Non-Executive woman director. She is appointed as a woman director of the Company pursuant to provisions of the Listing Agreement with the Stock Exchange. She has submitted a declaration that she fulfils and complies with all conditions specified in the Companies Act, 2013 making her eligible to be appointed as a woman director in compliance with provisions of section 149 of the companies Act 2013 at the forthcoming Annual General Meeting. The Board of Directors are also of the opinion that Mrs. Nisha Ashwani Kumar fulfils all the conditions specified in the

Companies Act, 2013 and is recommended to be appointed as woman director of the Company.

Mrs. Nisha Ashwani Kumar (DIN 01089668), aged about 65 years, is a Graduate with Economics as her major subject and she have experience of 8 years in the field of financial services. She is presently a Director of Mascot Insulations Pvt. Ltd.

She is not holding any share of the Company and she is related to Managing Director of the Company apart from this she has no pecuniary relationship with the Company or its subsidiary or associate Company.

The Board of Directors recommends the appointment of Mrs. Nisha Ashwani Kumar as a Non-Executive Woman Director of the Company.

Other than Mrs. Nisha Ashwani Kumar and Mr. Vijay Mehta, Managing Director and Promoter of the company, no Director, Key Managerial Personnel or their relatives is concerned or interested in the resolution.

By Order of the Board

Pinki Jha

Company Secretary

Date: August 31, 2015

Place: New Delhi

DIRECTORS' REPORT

Dear Shareholders,

Your Directors have pleasure in presenting the 30th Annual Report of the Company together with Audited Accounts for the year ended 31st March, 2015.

FINANCIAL RESULTS

PARTICULARS	FOR THE YEAR ENDED 31 ST MARCH 2015 (Rs. IN Lacs)	FOR THE YEAR ENDED 31 ST MARCH 2014 (Rs. IN Lacs)
Gross Income	235.80	129.96
Total Expenses	174.40	121.30
Profit/ (Loss) before interest, Depreciation and Tax	69.33	16.66
Depreciation	5.94	5.92
Interest	1.99	2.08
Provision for Tax	0.00	0.00
Prior period expenses	0.00	0.03
Profit/ (Loss) after Tax	61.40	8.66

OPERATION AND FUTURE OUTLOOK

Your Company has earned a net profit of Rs. 61.40 Lacs as on March 31st 2015 against a profit of Rs. 8.66 Lacs in previous year ended on March 31st 2014.

Your Company has increased its income from Merchant Banking activities to Rs. 45.5 Lacs for the financial year 2014-15 in comparison to previous year 2013-14 where we had income of Rs. 38.95 Lacs only.

DIVIDEND

With a view to conserve resources of the Company, the Directors of the Company do not recommend any dividend.

SUBSIDIARY COMPANIES

The company has one subsidiary company namely **M/s Mefcom Securities Ltd.** There has been no material change in the nature of the business of the subsidiary.

As per circular No. 2/2011 dated 8th February, 2011 issued by Government of India, Ministry of Corporate Affairs. A statement containing brief financial details of the subsidiary company for the financial year ended March 31st, 2015 is included in the Annual Report. The annual accounts of the subsidiary and the related detailed information will be made available to any member of the Company/ its subsidiary at the registered office of the Company. The annual accounts of the said subsidiary will also be available for inspection, as above, at the registered office of the respective subsidiary company. The Company shall furnish a copy of the details of annual accounts of subsidiary to any member on demand.

CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As per clause 49 of Listing Agreement with Stock Exchange, the company has adopted a code of conduct which is applicable to the members of the board and senior management of the company. The company fully complies with the Corporate Governance practices as enunciated in the Listing Agreement, Corporate Governance report and Management Discussion & Analysis Report annexed as **Annexure**, which forms part of this report.

PUBLIC DEPOSIT

During the year under review, the company has not accepted any deposits as defined under section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules 2014.

DIRECTORS

In accordance with the provisions of the companies act 2013 and Articles of Association of the Company, Shri. Sham Nijhawanis liable to retire by rotation at the ensuing General Meeting, but being eligible offers themselves for re-appointment. The Board recommends their re-appointment.

In accordance with the Clause 49 of Listing Agreement and Section 149 and 152 of the Companies Act, 2013, the board has appointed Ms. Nisha Ashwani Kumar as an Additional Director of the Company, at its meeting held on March 30, 2015. She too holds office upto the date of ensuing Annual General Meeting and is eligible for appointment as a Director.

As required under Clause 49 of the Listing Agreement with the Stock Exchange, the information on the particulars of the Directors proposed for appointment/re-appointment has been given in the Notice of the Annual General Meeting.

Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an evaluation of its own performance, the directors individually and evaluation of the working of its Audit as well as Appointment & Remuneration Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

Remuneration Policy

The Board has, on the recommendation of the Appointment & Remuneration Committee has framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

Meetings

During the year, four Board Meetings and four Audit Committee Meetings were convened and held, details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under Companies Act, 2013.

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 134 (3) (c) read with Section 134(5) of the Companies Act, 2013 and Clause 49 (III)(D)(4)(a) of Listing Agreement with Stock Exchange in the preparation of annual accounts for the year ended March 31, 2015, your directors would like to state that:-

- In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any.
- The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year 2014-15 and of the profit or loss of the Company for the year ended March 31st, 2015.
- The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

- iv. The directors have prepared the annual accounts of the company for the year ended March 31st, 2015 on a going concern basis.
- v. The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi. The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

AUDIT COMMITTEE

In accordance with the requirement of clause 49 of the Listing Agreement with Stock Exchange, the board has constituted the Audit Committee which comprised 3 (three) Independent Directors Shri Tarsem Garg (Chairman), Shri Sham Nijhawan and Shri Shailendra Haruarias members of the audit committee.

The composition, role, functions and powers of the Audit committee are in accordance with the applicable laws and the Listing Agreement with the Stock Exchange.

AUDITORS

Statutory Auditors

The Auditors **M/s V.K. Dhingra & Company**, Chartered Accountants will "re-appoint" in the forthcoming Annual General Meeting and being eligible, offer themselves for reappointment. They have furnished to the Company a written certificate to the effect that the proposed reappointment, if made, will be in accordance with Section 139 of the Companies Act, 2013.

AUDITORS' REPORT

As regards the Auditors' observations, the relevant note in the significant Accounting Policies, notes on accounts and other disclosures are self explanatory and it is reproduced as given in notes on accounts point no 31(b) i.e. "Gratuity is being provided on cash basis". During the year no gratuity was paid. And for the next financial year the Company is considering to subscribe the Group Gratuity Scheme of Life Insurance Corporation of India.

The point no 2(e) - Your Board would like to apprise you that Mr. T.R. Khare had vacated the office of Director w.e.f. July 24, 2015.

SECRETARIAL AUDIT

Pursuant to provisions of Section 204 of the Companies Act 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has Appointed M/S AAA and Associates, a firm of Company Secretaries in practice to undertake the Secretarial Audit of the Company. The Secretarial Audit report is annexed herewith as "**Annexure B**".

The observation made in Secretarial Auditor's Report regarding, Mr. Tika Ram Khare, independent director who is deemed to have vacated the office pursuant to provisions of Section 167(1)(b) of the Companies Act, 2013 as he has not attended any meeting in person during the financial year 2014-15. The Board would like to apprise you that Mr. Tika Ram Khare has vacated his office w.e.f. 24.07.2015.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as "**Annexure C**".

RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions

made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict of interest with the company at large.

CODE OF CONDUCT

The board of Directors have approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The Code has been placed on the Company's website www.mefcom.in

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealing and in particular on matters relating to integrity in the work place, in business practices and dealing with stakeholders. All the Board Members and Senior Management Personnel have confirmed compliance with the Code.

VIGIL MECHANISM/WHISTLE BLOWER POLICY

THE Company is committed to the high standards of Corporate Governance and stakeholder responsibility.

The Company established a vigil mechanism to be known as the 'Whistle Blower Policy' for its Directors and employees to report instances of unethical behavior, actual or suspected, fraud or violation of the Company's Code of Conduct. The aim of the policy is to provide adequate safeguards against victimization of whistle blower who avails of the mechanism and also provide direct access to the Chairman of the Audit committee, in appropriate or exceptional cases.

Accordingly, 'Whistle Blower Policy' has been formulated with a view to provide a mechanism for the Directors and employees of the Company to approach the Ethics counselor or the Chairman of Audit Committee of the Company.

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company share by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the trading Window is closed. The board is responsible for implementation of the Code.

All Directors and the designated employees have confirmed compliance with the Code.

BUSINESS RISK MANAGEMENT

Pursuant to Section 134(3)(n) of the Companies Act, 2013 & Clause 49 of the Listing Agreement, the company has constituted a business risk management committee. The details of the committee and terms of reference are set out in the Corporate Governance Report forming part of the Board report. At present the company has not identified any element of risk which may threaten the existence of the company.

INFORMATION PURSUANT TO SECTION 134(3) OF THE COMPANIES ACT, 2013

The information required pursuant to Section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request.

In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto, excluding the information on employees particulars which is available for inspection by the members at the Registered office of the company during business hours on working days of the company up to the date of ensuing Annual



General Meeting. If any member is interested in inspecting the same, such member may write to the Company Secretary in advance.

CONSERVATION OF ENERGY

- The Company is engaged in providing financial services and such operations do not account for substantial energy consumption. However, the company is taking all possible measures to conserve energy. Several environment friendly measures have been adopted by the company such as:
- Installation of TFT monitors that save the power.
- Automatic power shut down of the monitors
- Creating environmental awareness by way of distributing information in electronic form.
- Minimizing Air conditioning usage.
- Shutting off all the lights when not in use.
- Education and awareness programme for the employees.

The management frequently puts circulars on the corporate intranet for the employees, educating them on ways and means to conserve electricity and other natural resources and ensures strict compliance with the same.

TECHNOLOGY ABSORPTION

The management understands the importance of technology in the business segment in which the company works and lays utmost emphasis on the systems development and innovation with the use of new technological advancement. During the year, the company has installed several softwares and this effort will reduce the unnecessary usage of paper and manpower.

FOREIGN EXCHANGE EARNING AND OUTGO

During the year under review, company did not have any foreign exchange earnings and out go.

DEMATERIALISATION OF SHARES

In pursuance of SEBI/ Stock Exchange direction, your company offered demat option to its estimated shareholders so as to enable them to trade the shares in the demat form. In response, 96.11 % shares have been converted into demat form upto March 31, 2015. The ISIN No. is INE186C01015.

CONSOLIDATED FINANCIAL STATEMENTS

In accordance with Accounting Standard AS-21, the Consolidated Financial Statements are furnished herewith and form part of the Report and accounts. These statements have been prepared on the basis of audited financial statements received from the Subsidiary Companies as approved by their Board of Directors.

CORPORATE GOVERNANCE

The Report on corporate Governance along with a Certificate of Compliance from the Auditors and Management Discussion and analysis Report form part of this Report.

ACKNOWLEDGEMENT

Your directors wish to express their grateful appreciation for the co-operation and assistance extended to the company by various Government departments, regulators, stock exchanges, other statutory bodies and bankers to the company. The directors thankfully acknowledge the continuous support and guidance of all the shareholders and, more importantly, for the confidence reposed in the company's management.

**BY ORDER OF THE BOARD
FOR MEFCOM CAPITAL MARKETS LIMITED**

Place: New Delhi
Dated: July 31, 2015

Sd/-
(Vijay Mehta)
Managing Director

ANNEXURE B TO THE DIRECTOR'S REPORT

Form No. MR 3

Secretarial Audit Report

(For the year ended 31-03-2015)

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
Mefcom Capital Markets Limited
Regd. Office: Flat No. 18, 5th Floor
77 Sanchi Building
Nehru Place
New Delhi-110019

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Mefcom Capital Markets Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon. Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period ended on 31-03-2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Mefcom Capital Markets Limited** ("**The Company**") for the period ended on 31-03-2015 according to the provisions of:
 - I. The Companies Act, 2013 (the Act) and the Rules made there under;
 - II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
 - III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - IV. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company:-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - e. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - f. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (provisions thereof not applicable to the Company during the year under review); and
 - g. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (provisions thereof not applicable to the Company during the year under review);
 - h. the Company has complied with the requirements under the Equity Listing Agreements entered into with Bombay Stock Exchange Limited and National Stock Exchange of India Limited; and
 - i. The Memorandum and Articles of Association.

I have also examined compliance with the applicable clauses of the following:

- i) Secretarial Standards issued by The Institute of Company Secretaries of India. (provisions thereof not applicable to the Company during the year under review).
- ii) The Listing Agreements entered into by the Company with the Bombay Stock Exchange Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements etc mentioned above.

2. I further report that the Company has, in my opinion, complied with the provisions of the Companies Act, 1956 and the Rules made under that Act and the provisions of Companies Act, 2013 as notified by Ministry of Corporate Affairs and the Memorandum and Articles of Association of the Company, with regard to:

S.No.	Description	Observation
a)	maintenance of various statutory registers and documents and making necessary entries therein;	The Company has maintained statutory registers as required under this Act
b)	closure of the Register of Members	Done.
c)	forms, returns, documents and resolutions required to be filed with the Registrar of Companies and the Central Government	The company has duly filed forms, returns with the Registrar of Companies, Delhi and wherever there is delay the Company has paid the additional fee.
d)	service of documents by the Company on its Members, Auditors and the Registrar of Companies	Duly made.
e)	notice of Board meetings and Committee meetings of Directors	Duly made
f)	the meetings of Directors and Committees of Directors including passing of resolutions by circulation	Duly made
g)	The 29th Annual General Meeting held on 05 th July 2014;	Duly convened
h)	minutes of proceedings of General Meetings and of the Board and its Committee meetings;	Duly entered and signed
i)	approvals of the Members, the Board of Directors, the Committees of Directors and the government authorities, wherever required;	Duly made
j)	constitution of the Board of Directors / Committee(s) of Directors, appointment, retirement and reappointment of Directors including the Managing Director and Whole-time Directors;	Duly made
k)	payment of remuneration to Directors including the Managing Director and Whole-time Directors,	Duly made
l)	appointment and remuneration of Auditors and Cost Auditors;	Duly made
m)	transfers and transmissions of the Company's shares and issue and dispatch of duplicate certificates of shares;	Duly made
n)	declaration and payment of dividends;	The Company has not declared dividend during the year under review.
o)	transfer of certain amounts as required under the Act to the Investor Education and Protection Fund and uploading of details of unpaid and unclaimed dividends on the websites of the Company and the Ministry of Corporate Affairs;	Duly made. As per information, there was no transfer required to be made during the year under review.
p)	borrowings and registration, modification and satisfaction of charges wherever applicable;	Duly made
q)	investment of the Company's funds including investments and loans to others;	Duly made
r)	form of balance sheet as prescribed under Part I, form of statement of profit and loss as prescribed under Part II and General Instructions for preparation of the same as prescribed in Schedule VI to the Act;	Duly made
s)	Directors' report;	Duly made
t)	contracts, common seal, registered office and publication of name of the Company; and	Duly made
u)	Generally, all other applicable provisions of the Act and the Rules made under the Act.	Duly complied with. <i>However, the Company has not specifically mentioned the reply of auditors observations in the Directors' report.</i>

3. I further report that:

- i) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors except Mr. Tika Ram Khare, independent director who is deemed to have vacated the office pursuant to provisions of Section 167(1)(b) of the Companies Act, 2013 as he has not attended any meeting in person during the financial year 2014-15. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with