

MUNOTH CAPITAL MARKET LIMITED

Regd. Off: 92-B, Mittal Tower, Nariman Point, 9th floor,
Mumbai - 400 021.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that **Twenty Fifth** Annual General Meeting of the company will be held on Wednesday the 28th September, 2007 at the registered office at 92-B, Mittal Tower, Nariman Point, 9th floor, Mumbai 400021 at 5.00 P.M. transact with or without modification as may be permissible the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance- Sheet as at 31st March 2007 and the Profit and Loss account for the year ended on that date and Reports of the Directors and Auditors there on.
2. To appoint a Director in the place of Mr. Shantilal M. Jain who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting and to fix their remuneration.

For and behalf of the Board



Directors

Place: Mumbai

Date: 13th August, 2007.

NOTES

1. A member 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.
2. A proxy from duly completed and signed should be deposited at the Registered Office of the company not later than forty-eight hours before commencement of the meeting.
3. All document referred to in the accompanying 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 the Annual General Meeting.
4. The Register of Members and share transfer books of the company will remain closed from Saturday the 22nd September, 2007 to Wednesday the 28th September, 2007. (Inclusive of both days)
5. Members who attend the meeting are requested to complete the enclosed attendance slip and deliver the same at entrance of the meeting hall.
6. Members are requested to bring their copies of the Annual Report at the time of attending the meeting.

MUNOTH CAPITAL MARKET LIMITED

Regd. Off: 92-B, Mittal Tower, Nariman Point, 9th floor,
Mumbai – 400 021.

DIRECTORS REPORT

The Members,
Your Directors have pleasure in presenting their **Twenty Fifth Annual Report** together with the Audited Accounts of the company for the year 31st March 2007.

1. FINANCIAL RESULTS :-

The highlights of the financial results of your company are as follows:

(Rs.'000)

Particulars	AS AT 31.03.2007		AS AT 31.03.2006	
Gross Income		6,712.42		12,511.18
Operating Expenditure		1,961.56		2,128.01
Profit(Loss) before Tax, Interest & Depreciation		4,750.86		10,383.17
Less: Interest	11.35		529.90	
Depreciation	327.73	339.08	130.07	659.97
Profit(Loss) before Tax		4,411.78		9,723.20
Less: Current Income & deferred tax Liabilities		318.44		84.28
Profit(Loss) after Tax		4,093.33		9,638.92
Add: Balance brought forward from previous year		40,684.94		33,185.13
Profit available for appropriation		44,778.28		42,824.05
Less: Proposed Dividend	999.00		999.00	
Tax on Distributed Fund	169.78		140.11	
Less: Appropriation				2,139.11
Transfer to General Reserve	1,000.00	2,168.78	1,000.00	
Surplus/(Deficit) in profit & Loss a/c Carried to Balance Sheet		42,609.50		40,684.94

2. DIVIDEND :

The Directors are pleased to recommend a Dividend of Re. 1 per share for the year ended 31st March 2007. (P.Y. Dividend of Re. 1 per share).

3. DIRECTORS:

In accordance with the provision of the Companies Act, 1956 Shri. Shantilal M. Jain retire by the rotation at the annual general meeting and is eligible for re-appointment.

4. PARTICULARS OF EMPLOYEES :

None of the employees of the company were in receipt of aggregating of remuneration by not less than Rs. 24,00,000/- per annum, if employed for the full year, not less than Rs.2,00,000/- per month if employed for the part of year. Therefore provisions of section 217 (2A) of the companies Act, 1956 are not applicable.

5. AUDITORS :

M/s. Vijay R. Tater & Co., Chartered Accountants, Mumbai, Auditor of the company retire at the conclusion of this Annual General Meeting and are eligible re-appointment have offered themselves for re-appointment, if re-appointed so.

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Munoth Capital Market Limited
Directors' Report
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6. **SECTION 217 (1) (e) OF THE COMPANIES ACT, 1956:**

The company has no activity relating to conservation of energy or technological absorption. The company did not have any foreign exchange earnings or expenditures.

7. **AUDITORS REPORT :**

The auditors in their report have referred to the notes forming part of the accounts. The said notes on accounts are self-explanatory.

8. **LISTING OF SHARES:**

The Company's shares are listed in Mumbai Stock Exchange, Dalal Street, Mumbai – 400 023 and listing fees for the year 2004-05 has been paid in time.

9. **DIRECTORS RESPONSIBILITY STATEMENT:**

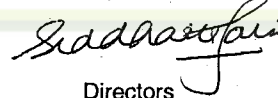
Interms of Section 217(2AA) of the Companies Act, 1956 Directors have:

- a) followed in the preparation of the annual accounts, the applicable accounting with proper explanation relating to material departure;
- b) selected such accounting policies and applied them consistently and made judgement and estimates that are reasonable & prudent so as to give a true & fair view of the state of affairs of your company at the end of the financial year and of the profit of your company for that period;
- c) taken proper & sufficient care for the maintenance of adequate accounting records in accordance with the provision of the companies act, 1956 for safeguarding the assets of your company & for preventing and detecting fraud & other irregularities and
- d) prepared the annual accounts on a going concern basis.

Place: Mumbai

Date: 13th August, 2007.

For and behalf of the Board



Directors

Vijay R. Tater & Co.
CHARTERED ACCOUNTANTS

105, Chartered House,
293/297, Dr.Cawasji Hormasji Street,
Marine Lines, **Mumbai - 400 002.**
Phone: 2201 9601/ 2206 1214.
Fax: 2206 8487.
E-mail: vrtater@rediffmail.com
Date:

Ref. No.:

AUDITOR'S REPORT

To,
The Members,
M/S. MUNOTH CAPITAL MARKET LTD.,
Mumbai- 400 021.

- 1) We have audited the attached Balance Sheet of **M/S. MUNOTH CAPITAL MARKET LTD.** as at 31st March,2007 and also the Profit & Loss Account and the cash flow statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
- 2) We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
- 3) As required by the Companies (Auditor's Report) Order, 2003 issued by the Company Law Board in terms of Section 227 (4A) of the Companies Act, 1956 and in terms of the information and explanations given to us and also on the basis of such checks, as we considered appropriate set out in the Annexure, a statement on the matters specified in paragraph 4 & 5 of the said order.
- 4) Further to our comments in Annexure referred to in paragraph 3 above we report that: -
 - a) We have obtained all the information and explanation, which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of the books.
 - c) The Balance Sheet, Profit & Loss account and Cash flow statement dealt with by this report are in agreement with the books of accounts.
 - d) In our opinion, the Balance sheet, Profit & Loss account and Cash Flow Statement have been prepared, in all material respects in compliance with the Accounting Standards referred to in Section 211(3C) of the Companies Act,1956.

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VIJAY R. TATER & CO.
Chartered Accountants

- e) On the basis of the written representations received from the Directors as on 31st March, 2007, and taken on the record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March, 2007 from being appointed as a Director in terms of clause (g) of the sub-section (1) of section 274 of the Companies Act, 1956.
- f) In our opinion and to the best of our information and according to the explanation given to us, the said accounts read together with the Significant Accounting Policies and other Notes generally give the information required by the Companies Act, 1956, in the manner so required and also give a true and fair view: -
- (i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March 2007.
 - (ii) in the case of the Profit and Loss account, of the Profit for the year ended on that date.
- and
- (iii) in the case of the cash flow statement, of the cash flows for the year ended on that date.

Place: **Mumbai**
Date: 13th August, 2007



For **VIJAY R. TATER & CO.**
Chartered Accountants


(**Suresh G. Kothari**)
Partner.
M.No. 47625