

21ST

ANNUAL REPORT

2013 – 2014

PARNAMI CREDITS LIMITED

BOARD OF DIRECTORS:

As on May 29, 2014

Sh. Tribhawan Kumar Parnami	Managing Director
Sh. Naresh V. Patade	Whole Time Director
Sh. Anil Kumar Parnami	Director
Sh. Raman Kumar Parnami	Director
Sh. Brajesh Kataria	Director
Sh. Anil Khanna	Director
Sh. Kishan Chand Wadhwa	Director
Sh. Ranjeet P. Sharma	Director

COMPANY SECRETARY:

Sh. Ramkrishna Shukla

AUDITORS:

M/s Vinod Arora & Co.
Chartered Accountants
211-212, Apna Bazar
Gurgaon (Haryana) - 122 001

REGISTERED OFFICE:

Parnami Tower
SCO 50-51, IInd Floor, Old Judicial Complex, Civil Lines,
Gurgaon (Haryana) - 122 001
CIN: L65910HR1993PLC032070
Website: www.parnamicredits.co.in

ADMINISTRATIVE OFFICE:

Premise No 201, 2nd Floor, 'A' wing,
Shah Arcade - II, Rani Sati Marg, Malad (East),
Mumbai – 400097

BANKERS:

Bank of Baroda
Jammu & Kashmir Bank Ltd.
H.D.F.C. Bank Ltd.

Registrar & Share Transfer Agent:

Mas Services Limited
T-34, 2nd Floor, Okhla Industrial Area,
Phase - II,
New Delhi - 110 020
Email:- info@masserv.com
Website: www.masserv.com

CONTENTS	PAGE NO.
NOTICE.....	1
DIRECTOR'S REPORT.....	9
REPORT ON CORPORATE GOVERNENCE.....	12
MANAGEMENT DISCUSSION & ANALYSIS.....	19
AUDITOR'S REPORT.....	21
BALANCE SHEET.....	27
PROFIT & LOSS ACCOUNT.....	28
NOTES.....	29
CASH FLOW STATEMENT	35
PROXY FORM.....	36
ATTENDANCE SLIP.....	37

NOTICE is hereby given that the 21st Annual General Meeting of the Members of the Company will be held on Tuesday, the 30th day of September, 2014 at 10.00 A.M. at Queen Pearl, Opp. Distt. Court, Rajiv Chowk, Gurgaon to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Profit and Loss Account, Cash Flow Statement for the year ended 31st March 2014, Balance Sheet as on date along with Auditors' Report, Directors' Report, Management Discussion and Analysis and Corporate Governance Report thereon.
2. To appoint director in place of Mr. Brajesh Kataria (DIN 00668977), who retires by rotation and being eligible offers himself for re-appointment does not offer himself for re-appointment under section 164 of the Companies Act, 2013.
3. To pass the following resolution with or without modification:

"RESOLVED THAT pursuant to the provisions of Sections 139 and other applicable provisions, if any, of the Companies Act, 2013, M/s. Subramaniam Bengali & Associates, Chartered Accountants, Mumbai, having Firm Registration No. 127499W as issued by the Institute of Chartered Accountants of India be and are hereby appointed as Statutory Auditors of the Company in place of retiring Statutory Auditors M/s. Vinod Arora & Co., Chartered Accountants, who have expressed their unwillingness to continue as Statutory Auditor of the Company, at a remuneration to be decided by the Board of Directors of the Company, based on the recommendation of the Audit Committee, in addition to reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of the Company for the year ending March 31, 2015".

SPECIAL BUSINESS:

4. To consider & if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the requisite approvals, if any required, approval of the Company be and is hereby accorded to the appointment of Mr. Naresh Patade (DIN: 06706482) as an Whole Time Director of the Company, for a period of 3 (three) years

w.e.f. February 1, 2014 on the terms and conditions including terms of remuneration as set out in the explanatory statement attached hereto and forming part of this notice with a liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration so as the total remuneration payable to him shall not exceed the limits specified in Schedule V of the Companies Act, 2013 including any Statutory modification or re-enactment thereof, for the time being in force and as agreed by and between the Board and Mr. Naresh Patade."

"RESOLVED FURTHER THAT notwithstanding anything contained to the contrary in the Companies Act, 2013, wherein any financial year the Company has no profits or inadequate profit, Mr. Naresh Patade will be paid remuneration within the ceiling limit prescribed under Schedule V of the Companies Act, 2013 or any modification or re-enactment thereof."

"RESOLVED FURTHER THAT in the event of any statutory amendment or modification by the Central Government to Schedule V of the Companies Act, 2013, the Board be and is hereby authorized to vary and alter the terms of appointment including salary, perks and other benefits payable to Mr. Naresh Patade within such prescribed limit or ceiling as agreed by and between the Board and Mr. Naresh Patade without any further reference to the Company in General Meeting."

"RESOLVED FURTHER THAT the Board of Directors or its Committee thereof be and is hereby authorized to take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution."

5. 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 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Ranjeet Sharma (DIN: 00033074), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) consecutive years upto March 31, 2019."

6. 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 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Anil Khanna (DIN: 02435647), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) consecutive years upto March 31, 2019.”

7. 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 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Kishan Chand Wadhwa (DIN: 01557374), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) consecutive years upto March 31, 2019.”

For and on Behalf of the Board of Directors

SD/-

Tribhawan Kumar Parnami
Managing Director
(DIN - 01186423)

Place: Gurgaon

Dated: September 4, 2014

NOTES:

- (1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY 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 letter, as applicable.

- (2) An Explanatory Statement pursuant to provisions of Section 102 of the Companies Act, 2013, which sets out details relating to Special Business to be transacted at the meeting, is annexed hereto.
- (3) The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 25, 2014 to Tuesday, September 30, 2014 (both days inclusive) for the purpose of this Annual General Meeting.
- (4) Members who attend the Meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the Meeting Hall.
- (5) Members are requested to bring their copy of the Annual Report at the time of attending the Annual General Meeting.
- (6) 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 Participant and holdings should be verified.
- (7) Members who are holding shares in identical order of names in more than one folio are requested to send to the Company's Registrar and Transfer Agent, M/s. MAS Services Limited details of such folio together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the Member/s. after making requisite changes thereon
- (8) Non-resident Indian Shareholders are requested to inform the Company immediately:
- Change in residential status on return to India for permanent settlement.
 - Particulars of bank account maintained in India with complete name, branch, branch code, account type, account number and address of bank, if not furnished earlier.
 - Copy of Reserve Bank of India permission.

(9)

- Members holding shares in physical form are requested to advise immediately change in their address, if any, quoting their folio number(s) to the Registrar & Share Transfer Agent of the Company.
- Members holding shares in the electronic form are requested to advise immediately change in their address, if any, quoting their Client ID number, to their respective Depository Participants.

- (10) Members may avail dematerialization facility by opening Demat Accounts with the Depository Participants of either National Securities Depository Limited or Central Depository Services (India) Limited and get the equity share certificates held by them dematerialized. The ISIN No. of the Company is **INE837C01013**.

- (11) Corporate members intending to send their authorized representative to attend the meeting are requested to send to the Company, a certified true copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.

- (12) 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/Registrar & Share Transfer Agent i.e. M/s. MAS Services Limited.

- (13) Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2014 will also be available on the Company's website www.parnamicredits.co.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Gurgaon for inspection during normal business hours on working days. 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. For any communication, the shareholders may also send requests to the Company's investor email id: info@masserv.com

- (14) A special notice in terms of Section 115 of the Companies Act, 2013, has been received under Section 140 from the member of the Company proposing the appointment of M/s. Subramaniam Bengali & Associates, Chartered Accountants, Mumbai, as Statutory Auditors of the Company, in place of M/s. Vinod Arora & Co., Chartered Accountants, Gurgaon, the retiring Auditors of the Company who had shown their unwillingness for reappointment as Statutory Auditor of the Company. The retiring auditors of the Company have no representation to make for notification to the Board and Members of the Company relating to special notice.

(15) Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 21st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL):

- Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cutoff date in the Dividend Bank details field.

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:
 - For Members holding shares in Demat Form and Physical Form
 - PAN* Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
 - Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.
 - In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
 - DOB Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
 - Dividend Bank Details Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

Click on the EVSN for the relevant <Company Name> on which you choose to vote.

On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.

- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on September 22, 2014 and ends on September 23, 2014. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 29, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

For members who wish to vote using ballot form:

- (A) Pursuant to Clause 35B of the listing agreement, Members may fill in the ballot form enclosed with the Notice (a copy of the same is also part of the soft copy of the Notice) and submit the same in a sealed envelope to the Scrutinizer, Mr. Kundan Agrawal, C/o. Parnami Credits Limited, Parnami Tower 2nd Floor, SCO 50-51 Old Judicial Complex Civil Lines, Gurgaon, Haryana-122001, so as to reach by 6.00 p.m. on September 23, 2014. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.
- (B) In the event, a member casts his votes through both the processes i.e. e-voting and ballot form, the votes in the electronic system would be considered and the ballot form would be ignored

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

The following explanatory statement sets out all material facts relating to the Special Business mentioned in the accompanying notice:

Item No. 4:

The Board of Director of the Company at their meeting held on January 25, 2014 appointed Mr. Naresh Patade as Whole Time Director for a period of 3 (three) years with effect from February 1, 2014.

Mr. Naresh Patade is a Commerce graduate from Mumbai University and has also done his Master in Business Administration.

Your Board is of the opinion that considering the experience of Mr. Naresh Patade, his appointment as Whole Time Director will be beneficial to the Company. The terms and conditions including the remuneration to be paid in the event of loss or inadequacy of profit in any financial year during the tenure of his appointment are provided are stated below-

The Whole Time Director shall be entitled to a Monthly Salary in the range of Rs. 1,00,000/- to Rs. 2,00,000/- per month.

The Monthly Salary includes Basic, DA, HRA, Conveyance, Leave Travel Allowance, Incentive and Medical Allowance

If at any time Mr. Naresh Patade ceases to be in the employment of the Company for any cause whatsoever, he shall be ceased to be a Director of the Company.

The Remuneration Committee/ Board of Director will determine the amount of increment payable every year depending on the performance of the Whole Time Director, profitability of the Company and other relevant factors.

Considering his versatile and diversified experience towards growing business activities and the responsibilities shouldered by him, the Board of Directors on the recommendation of Nomination and Remuneration Committee at its meeting held on January 25, 2014, appointed Mr. Naresh Patade as a Whole Time Director for a period of 3 (three) years w.e.f. February 1, 2014 at a remuneration upto Rs. 2,00,000/- (Rupees Two Lakhs) per month including salary, perks and other benefits with a liberty to the Board of Directors or Nomination and Remuneration Committee to revise the remuneration without approval of Shareholders within the prescribed ceiling limit of Schedule V and other applicable provisions of the Companies Act, 2013.

In the event of absence or inadequacy of profits of the Company in any financial year, Mr. Naresh Patade will be

entitled to receive the remuneration, perquisites and benefits as aforesaid, subject to the compliance with the applicable provisions of Schedule V of the Companies Act, 2013

The Whole Time Director shall not be paid any sitting fees for attending the meeting of the Board of Directors or Committee thereof.

The Board of Directors recommends the said resolution for your approval.

Mr. Naresh Patade including his relative/s is deemed to be interested in the said resolution as it relates to his appointment. None of the other Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution.

Item No. 5 to 7:

The Company had, pursuant to the provisions of clause 49 of the Listing Agreements entered with the Stock Exchanges, appointed Mr. Ranjeet Sharma, Mr. Anil Khanna and Mr. Kishan Chand Wadhwa, as Independent Directors of the Company at various times, in compliance with the requirements of the clause.

Pursuant to the provisions of section 149 of the Act which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as Independent Directors, who are not liable to retire by rotation. Pursuant to clause 49 of the Listing Agreement as entered with the Stock Exchanges (to come into force w.e.f. October 1, 2014), an Independent Director cannot hold office for more than two consecutive terms of five years each and any tenure of an Independent Director on the commencement of the Companies Act, 2013 shall not be counted as a term.

Mr. Ranjeet Sharma, Mr. Anil Khanna and Mr. Kishan Chand Wadhwa, Independent Directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, each of these Directors fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director.

Mr. Ranjeet Sharma, Mr. Anil Khanna and Mr. Kishan Chand Wadhwa are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notices in writing from member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidatures of each of Mr. Ranjeet Sharma, Mr. Anil Khanna and Mr. Kishan Chand Wadhwa for the office of Directors of the Company.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

Brief resume and other details of the Independent Directors whose appointment is proposed are provided in the Annexure to the Notice.

Mr. Ranjeet Sharma, Mr. Anil Khanna and Mr. Kishan Chand Wadhwa are deemed to be interested in the resolutions set out at Item no. 4 to 6 of the Notice with regard to their respective appointment.

The Board of Directors recommends the said resolution for your approval.

Save and except above, none of the other Directors or key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolutions.

For and on Behalf of the Board of Directors

SD/-

**Place: Gurgaon
Dated: September 4, 2014**

**Tribhawan Kumar Parnami
Managing Director
(DIN NO- 01186423)**

ANNEXURE TO NOTICE

**DETAILS OF DIRECTORS TO BE APPOINTED /SEEKING RE-APPOINTMENT AT THE
FORTHCOMING ANNUAL GERERAL MEETING (Pursuant to clause 49 of the Listing Agreement)**

Name of the Director	Ranjeet Sharma	Anil Khanna	Kishan Chand Wadhwa
Director Identification Number	00033074	02435647	01557374
Date of Birth	August 2, 1985	August 16, 1959	March 04, 1948
Nationality	INDIAN	INDIAN	INDIAN
Date of appointment on the Board	February 1, 2014	June 28, 2003	June 28, 2003
Relationship with other director	None	None	None
Qualifications	B.Com, ACS, LLB	M.Com	B.A.
Number of shares held in the Company	NIL	NIL	NIL
List of Directorships held in other public companies	Nil	Nil	Nil
Chairman/Member of the Committees of the Boards of other companies in which he is Director as on 31.03.2014	Nil	Nil	Nil