

PARNAMI CREDITS LIMITED

ANNUAL REPORT 2014-15

Corporate Identity Number (CIN): L65910HR1993PLC032070**BOARD OF DIRECTORS**

Managing Director	Mr. Tribhawan Kumar Parnami
Whole Time Director	Mr. Naresh Patade Vasant
Women Director	Mrs. Sunita Malhotra [w.e.f.27.03.2015]
Directors	Mr. Anil Khanna
	Mr. Amreesh Kumar [w.e.f.14.02.2015]
	Mr. Ishant Malhotra [w.e.f.14.02.2015]

STATUTORY AUDITOR

M/s. Subramaniam Bengali & Associates
Chartered Accountants
Mumbai

SECRETARIAL AUDITOR

Amit R Dadheech & Associates
Practicing Company Secretaries
Mumbai

REGISTERED OFFICE

Parnami Tower 2nd Floor
SCO 50-51 Old Judicial Complex Civil Lines
Gurgaon, Haryana – 122 001

REGISTRAR AND SHARE TRANSFER AGENTS

Mas Services Limited
T-34, 2nd Floor, Okhla Industrial Area,
Phase - II,
New Delhi - 110 020

BANKERS

The Jammu & Kashmir Bank Limited
HDFC Bank Limited

NOTICE

NOTICE is hereby given that 22nd Annual General Meeting of the members of Parnami Credits Limited will be held on Tuesday, September 29, 2015 at 11.30 A.M. at Parnami Tower 2nd Floor, SCO 50-51 Old Judicial Complex Civil Lines, Gurgaon-122 001 (Haryana) to transact the following business :

ORDINARY BUSINESS

1. To receive, consider, approve and adopt the Audited Financial Statement of the Company for the year ended on March 31, 2015, including the Audited Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss account for the year ended on that date, together with the report of the Board of Directors and Auditor's report thereon.
2. To re-appoint a Director, Mr. Tribhawan Parnami (DIN: 01186423) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. Subramaniam Bengali & Associates (Firm Reg. No. **127499W**), Chartered Accountants, the retiring Auditors as Statutory Auditors of the Company for a term of 4 (Four) consecutive years from the conclusion of this Twenty Second Annual General Meeting upto the conclusion of Twenty Sixth Annual General Meeting of the Company in the calendar year 2019, subject to ratification of their appointment in the intermittent Annual General Meeting to be held in calendar year 2016, and to authorize the Board of Directors to fix their remuneration as may be mutually agreed with the Auditors, in addition to reimbursement of Service Tax and all out of pocket expenses incurred in connection with the audit of accounts of the Company, and for the purpose, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, M/s. Subramaniam Bengali & Associates (Firm Reg. No. **127499W**) Chartered Accountants, the retiring Auditors, be and are hereby reappointed as the Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the Twenty sixth Annual General Meeting of the Company to be held in the calendar year 2019 and that the Board of Directors of the Company and the Audit Committee of the Company be and are hereby authorized to fix their remuneration for the said period and reimbursement of actual out of pocket expenses, as may be incurred in the performance of their duties."

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 Ms. Sunita Malhotra (DIN 07001256), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 27th March, 2015, in terms of Section 161 of the Companies Act, 2013 and whose terms of the office expires at this 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 an Independent director of the Company in terms of section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, to hold office for period of 5 (Five) years commencing from 29th September, 2015, not liable to retire by rotation.

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

"RESOLVED THAT Mr. Ishant Malhotra (DIN 06459062), who was appointed as an Additional Director of the company by the Board of Directors with effect from 14th February, 2015, in terms of Section 161 of the Companies Act, 2013 and whose terms of the office expires at this 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 an Independent Director of the Company in terms of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with

Schedule IV to the Act, as amended from time to time, to hold office for period of 5 (Five) years commencing from 29th September, 2015, not liable to retire by rotation.

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

"RESOLVED THAT Mr. Amreesh Kumar (DIN 03069885), who was appointed as an Additional Director of the company by the Board of Directors with effect from 14th February, 2015, in terms of Section 161 of the Companies Act, 2013 and whose terms of the office expires at this 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 an Independent Director of the Company in terms of section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, to hold office for period of 5 (Five) years commencing from 29th September, 2015, not liable to retire by rotation.

7. To consider and if thought fit, to pass, with or without modification(s) as may be deemed fit, the following resolution as a **Special Resolution**

TO INCREASE IN THE LIMIT TO MAKE LOANS OR INVESTMENTS, GIVE GUARANTEE OR PROVIDE SECURITY

"RESOLVED THAT pursuant to Section 186 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactments(s) thereof for the time being in force), and in addition to the amount already invested/loans made or guarantees/security provided by the Company, the consent of the Company be and is hereby accorded to the Board of Director of the Company (hereinafter referred to as "the Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the power conferred on the Board by this Resolution) to:

- i. give any loans to any person or other body corporate, or
- ii. give any guarantee or to provide security in connection with a loan to any other body corporate of person or;
- iii. to make investments and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account whichever is more as the Board of Directors may think fit, provided that the total loans or investment made, guarantees given, and securities provided shall not exceed Rs.50 Crore (Rupees Fifty Crore Only) at any point of time over and above the paid-up share capital of the company, free reserves and securities premium account.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and deeds as may be required to give effect to the above resolution from time to time."

8. To consider and if thought fit, to pass, with or without modification(s) as may be deemed fit, the following resolution as a **Special Resolution**

TO INCREASE BORROWING POWER OF THE BOARD

"RESOLVED THAT in supersession of the earlier Resolution(s) in respect of the Borrowing powers of the Board of Directors of the Company and in pursuance of Sec. 180(1)(c) and other applicable provision and relevant of the Rules applicable, if any, under the Companies Act, 2013, the Board of Director of the Company be and is hereby authorizes to borrow money by way of Rupee Term Loan / Cash Credit / Mortgage Loan / Foreign Currency Loan / Bonds or other instruments / Loans / Credits facilities, from time to time up to a limit not exceeding in the aggregate Rs.50 Crore (Rupees Fifty Crore Only), Including working capital loans, notwithstanding that money to be borrowed, together with the money already borrowed by the company (apart from temporary loans obtained from the company's bankers in the ordinary course of business), will exceed the aggregate of paid up capital and free reserves of the company, that is to say, reserves not set apart for any specific purpose.

"RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to do perform all such acts, deeds and things as may be necessary, desirable or expedient to give effect to this Resolution".

"RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to take such steps as may be necessary to give effect to this resolution."

By Order and on behalf of the board

Sd/-

T.K.Parnami

Chairman & Managing Director

DIN: 01186423

Place: Gurgaon

Dated: September 03, 2015

Registered Office:

Parnami Tower 2nd Floor,
SCO 50-51 Old Judicial Complex,
Civil Lines, Gurgaon, Haryana – 122 001

NOTES:

1. A member entitled to attend and vote at the meeting may appoint a proxy to attend and vote on a poll on his behalf. A proxy need not be a member of the Company. A person can act as proxy on behalf of not exceeding fifty Members and holding in the aggregate not more than 10% of the total Equity Share Capital of the Company. Any Member holding more than 10% of the total Equity share capital of the Company may appoint a single person as proxy and in such a case, the said person shall not act as proxy for any other person or member. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. The disclosures required under Clause 49 of the listing agreement in respect of the Directors being appointed/ reappointed in this Annual General Meeting are given as annexure to this Notice convening Annual General Meeting.
3. Member holding shares in physical form are advised to update their address and bank account/ ECS details with the Company's Registrar & Share Transfer Agent, Mas Services Limited, New Delhi.
4. The Annual Report of the Company for the financial year 2015 has been emailed to the Members whose email addresses are available with the depositories or are obtained directly from the members, as per the MCA Circular Nos. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 on "Green Initiative of Ministry of Corporate Affairs for Corporate Governance". For other members, who have not registered their email addresses, the Annual Report has been sent at their registered postal address. If any member wishes to get a duly printed copy of the Annual Report, the Company will send the same, free of cost, upon receipt of request from the member. **Members who have not registered their email addresses so far are requested to register them for receiving all communication including Annual Report and other Notices from the Company electronically.**
5. Pursuant to the provisions of Sections 205A(5) and 205C of the Companies Act, 1956, the Company has transferred the unclaimed or un- encashed dividends for financial years upto 2006 to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company transfers the unclaimed or un-encashed dividend to IEPF after the expiry of seven years from the date of transfer to unpaid dividend account.
6. 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 or to the Registrar and Share Transfer Agent.

7. The Register of Members and the Transfer Books of the Company shall remain closed on 26th September, 2015 to 29th September 2015 (both days inclusive).
8. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of the business under Item Nos. from 4 to 8 of the Notice, is annexed hereto.
9. All documents referred to in accompanying Notice and Explanatory Statement is open for inspection at the registered office of the Company on all working days between 9.00 a.m. to 12.00 noon up to the date of AGM.
10. Members seeking the information with regards to the proposed resolution are requested to write to the Company at least one week in advance so as to enable the management to keep the information ready.
11. Pursuant to the provision of Section 107 and 108, read with companies (Management and Administration) Rules 2014, the company is pleased to offer the option of E-Voting facility to all the members of the company. For this purpose, the company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating E-voting. The company has appointed Amit R Dadheech & Associates, Practicing Company Secretaries (ACS Membership No. **22889 C.P. No.8952**) as Scrutinizer for conducting the e-voting process in a fair and transparent manner.

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

1. E-voting
In compliance with Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 22nd Annual General Meeting (AGM) by electronic means and all the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).
The E-voting period for all items of business contained in this Notice shall commence from Saturday the September 26th, 2015 at 9.00 a.m. and will end on Monday, the September 28th, 2015 at 5.00 p.m. During this period equity shareholders of the Company holding shares either in physical form or in dematerialized form as on the cutoff date of September 21st, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently.
The voting rights of Members shall be in proportion to their Equity Shareholding in the paid up Equity Share Capital of the Company as on September 21, 2015.
2. The Company shall appoint an Independent Professional as Scrutinizer to conduct the E-voting in a fair and transparent manner. The Scrutinizer shall within a period of not exceeding 3 working days from the conclusion of voting period, shall unblock the votes in presence of two witness, who are not in employment of the Company and after scrutinizing such votes received shall make a Scrutinizers report of the votes cast in favor or against or invalid votes in connection with the resolution(s) mentioned in the Notice of the Meeting and submit the same forthwith to the Chairman of the Company.
3. The Results of E-voting shall be declared at the AGM of the Company and the results along with Scrutinizer's report shall be placed on the website of the Company thereafter and shall also be communicated to the Stock Exchanges. The Resolutions shall be deemed to be passed, if approved, on the date of AGM.
4. The instructions and process for e-voting 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, select the "PARNAMI CREDITS LIMITED" from the drop down menu and click on "SUBMIT"
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.

- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN# by demat shareholders:-	Enter your 10 digit alpha-numeric *PAN issued Income Tax Department (Applicable for both shareholders as well as physical
with the Company/Depository	• Members who have not updated their PAN 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# demat the said demat	Enter the Date of Birth as recorded in your account or in the company records for account or folio in dd/mm/yyyy format.
Dividend Bank Details# your demat said	Enter the Dividend Bank Details as recorded in account or in the company records for the demat account or folio. • 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 cut-off date in the Dividend Bank details field.

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

- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Parnami Credits Limited on which you choose to vote.
- (xii) 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.

- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (a) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- (b) They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- (c) 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.
- (d) 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.
- (e) 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 26, 2015 and ends on September 28, 2015. 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 September 21, 2015, 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

By Order and on behalf of the board
Sd/-

T. K. Parnami
DIN : 01186423
Chairman & Managing Director

Place: Gurgaon
Date September 03, 2015

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4-6

As per the provisions of Section 149 of the Act which has come into force with effect from April 1, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation.

The Nomination & Remuneration Committee has recommended the appointment of these directors as Independent Directors of the Company.

All the following Directors have given a declaration to the Board that they meet the criteria of Independent Director 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 there under for appointment as Independent Director and they are independent of the management. Notices as required under Section 160 of the companies act, 2013 have been received from some members proposing candidature of the said Independent

Directors. Upon the confirmation of appointment of these individuals as independent Directors by the members of the Company, the appointment shall be formalized by the issue of a letter of appointment by the company to the said Independent Directors.

Ms. Sunita Malhotra (DIN 07001256) was appointed as an Additional Directors by the Board of Director w.e.f. March 27, 2015; she has given a declaration to the Board that she meets the criteria of Independent Director as provided under section 149(6) of the Act. In the opinion of the Board, she fulfills the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and she is independent of the management. Upon the confirmation of her appointment as an independent Director by the members of the Company, the appointment shall be formalized by the issue of a letter of appointment by the company to him. She is of integrity and possesses relevant expertise and experience and is eligible for the position of an Independent Director of the Company and fulfills the conditions specified by the

Companies Act, 2013 and the Listing Agreement with the Stock Exchanges and that she is independent of the management of the Company. The Board considers that her association as Director will be beneficial and in the best interest of the Company

Mr. Ishant Malhotra (DIN 06459062) was appointed as an Additional Directors by the Board of Director w.e.f. February 14th, 2015, has given a declaration to the Board that he meets the criteria of independent Director as provided under section 149(6) of the Act. In the opinion of the Board, he fulfills the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and he is independent of the management. Upon the confirmation of his appointment as an independent Director by the members of the Company, the appointment shall be formalized by the issue of a letter of appointment by the company to him. He is of integrity and possesses relevant expertise and experience and is eligible for the position of an Independent Director of the Company and fulfils the conditions specified by the Companies Act, 2013 and the Listing Agreement with the Stock Exchanges and that he is independent of the management of the Company. The Board considers that his association as Director will be beneficial and in the best interest of the Company

Mr. Amreesh Kumar (DIN 03069885) was appointed as an Additional Directors by the Board of Director w.e.f. February 14th, 2015, has given a declaration to the Board that he meets the criteria of independent Director as provided under section 149(6) of the Act. In the opinion of the Board, he fulfills the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and he is independent of the management. Upon the confirmation of his appointment as an independent Director by the members of the Company, the appointment shall be formalized by the issue of a letter of appointment by the company to him. He is of integrity and possesses relevant expertise and experience and is eligible for the position of an Independent Director of the Company and fulfills the conditions specified by the Companies Act, 2013 and the Listing Agreement with the Stock Exchanges and that he is independent of the management of the Company. The Board considers that his association as Director will be beneficial and in the best interest of the Company

The Board feels that presence of Ms. Sunita Malhotra, Mr. Ishant Malhotra and Mr. Amreesh Kumar on the Board are desirable and would be beneficial to the Company and hence recommend adoption of Resolution. None of the Directors, except Ms. Sunita Malhotra, Mr. Ishant Malhotra and Mr. Amreesh Kumar are concerned or interested in this resolution.

Item No. 7

As per the provisions of section 186 of the Companies Act, 2013, No company shall directly

give any loan to any person of other body corporate;(b) give any guarantee of provide security in connection with a loan to any other body corporate or person' and (c) acquire by way of subscription,

purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

Where such giving of any loan or guarantee or providing any security of the acquisition exceeds the limits specified under Section 186 of the Companies Act, 2013, prior approval by means of a special resolution passed at a general meeting is necessary.

The Company may have to invest the funds or give guarantee or provide security to attain greater financial flexibility and to enable optional financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give power to the Board of Directors or any duly constituted Committee there of or any person(s) duly authorized by the Board, for making further investment, providing loans or give guarantee or provide security in connection with loans to any person or any other body corporate for an amount not exceeding Rs.50 Crore (Rupee Fifty Crore Only).

The Investment(s), loan(s), guarantee(s), and security (ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under.

As per the provisions of Rules 22(16)(i) of the Companies (Management and Administration) Rules, 2014, the resolution for giving loan or extending guarantee or providing security in excess of the limit as specified under Section 186(2) of the Act can be passed only through approval of members in General Meeting.

The Board recommends the Resolution set out at Item No.8 in this Notice for approval of the Members as Special Resolution.

None of the Directors of Key Management Personnel of the Company or their relatives is concerned or interested in the proposed Resolution.

Item No.8

Sec. 180(1)(c) of the Companies Act,2013, requires that the Board of Directors shall not borrow money in excess of aggregate of Company's paid up Share Capital and Free Reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business and Sec.180(1)(a) of the Companies Act, 2013 requires that the Board of Directors shall not sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company, except with the consent of the members accorded by way of Special Resolution.

Since the Company is envisaging to grow its financial market during the current year borrowing limit is proposed to be enhance to the Rs.50 Crore (Rupees fifty Crore Only) in excess of aggregate of paid up capital and free reserves.

The Board recommends the Resolution set out at Item No.9 in this Notice for approval of the Members as Special Resolution.

None of the Directors or Key managerial Personnel of the Company or their relatives is concerned or interested in the proposed Resolutions

Details of The Directors seeking appointment/ re-appointment at this Annual General Meeting, in pursuance of Clause 49 of Listing Agreement.

Name of Director	Mr. Tribhawan Parnami	Ms. Sunita Malhotra	Mr. Ishant Malhotra	Mr. Amreesh Kumar
DIN	01186423	07001256	06459062	03069885
Date of Birth	07/07/1958	18.09.1968	26.03.1985	07.10.1967
Date of Appointment	01.08.2005	27.03.2015	14.02.2015	14.02.2015
Profile	Expertise in the business of financing by way of hire purchase and lease in 1980	She is B.com and assisting in loan syndication in the company.	He is B.com and assisting in loan syndication in the company.	He is B.com and assisting in loan syndication in the company.
Directorships in other Public Companies as on March 31, 2015	-	-	-	-
Memberships of Committees in Public Companies	-	-	-	-
Chairmanships of Committees in Public Companies	-	-	-	-
Relationship with other director	-	-	-	-
Qualifications	B.A from Kurukshetra University in 1977	B.Com	B.Com	Practicing Lawyer
Number of shares held in the Company	NIL	NIL	NIL	NIL

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

Ms. Sunita Malhotra, Mr. Ishant Malhotra and Mr. Amreesh Kumar are interested in the Resolutions set out respectively at Item Nos.4 to 6 of the Notice with regard to their respective appointment, while Mr. Tribhawan Parnami is getting retired by rotation and eligible for re-appointment.

By Order and on behalf of the board
Sd/-

T. K. Parnami
DIN : 01186423

Chairman & Managing Director

Place: Gurgaon
Dated: 03rd September, 2015

Registered Office:
Parnami Tower 2nd Floor,
Sco 50-51 Old Judicial Complex Civil Lines,
Gurgaon,
Haryana – 122 001

DIRECTOR'S REPORT**TO
THE MEMBERS
PARNAMI CREDITS LIMITED**

The Directors are pleased to present the 22nd Annual Report on the business and operations of the Company together with Audited Balance Sheet as at 31st March 2015.

OPERATION AND FINANCIAL RESULTS:

The summary of operation and financial results of the company for the year with comparative figures for last year is as under:

	(Amount in Lac)	
FINANCIAL RESULTS	2014-15	2013-14
Revenue from operations	55.13	60.32
Other Income	0.28	18.93
Less: Operational & Other expenses	35.51	42.78
Profit/(Loss) before Depreciation	19.90	36.47
Less: Depreciation	-	1.07
Less: Finance Cost	3.00	8.83
Less: Exceptional Items	--	0.56
Profit/ (Loss) Before Taxation	16.90	26.01
Less: Provision for Tax	6.22	6.00
Less: Prior Year's Income Tax	4.76	--
Net Profit After Tax	5.92	20.01

REVIEW OF OPERATIONS AND FUTURE PROSPECTS:

The Company being a registered NBFC has during the financial year under review has generated revenue of Rs. 55.13 lacs (previous year 60.32 lacs) from operational activity, resulting in net profit of Rs. 5.92 lacs (previous year Rs.20.01/- lacs)

TRANSFER TO RESERVES:

The credit balance of Profit and Loss account is transferred to reserves in Balance sheet.

DIVIDEND:

Your Directors decided to plough back the profit and therefore dividend is not declared.

DIRECTORS:

During the year under review the Board of Directors of the Company, Mr. Naresh Patade (DIN 06706482) is a Whole Time Director and Mr. Tribhawan Kumar Parnami (DIN 01186423) is Managing Director of the Company. The Company had, pursuant to the provisions of Clause 49 of the Listing Agreements entered into with Stock Exchanges, Appointed Ms. Sunita Malhotra (DIN 07001256), Mr. Ishant Malhotra (DIN 06459062) and Mr. Amreesh Kumar (DIN 03069885) as Independent Directors of the Company. Mr. Tribhawan Kumar Parnami (DIN 01186423) is getting retired by rotation and eligible for re-appointment. As per Section 149(4) of the Companies Act, 2013, which came into 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. In accordance with the provisions of Section 149 of the Companies Act, 2013, these Directors are being appointed as Independent Directors to hold office as per their tenure of appointment mentioned in the Notice of the forthcoming Annual General Meeting of the Company. The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement with the Stock Exchanges and also in the opinion of the Board of Directors they fulfills the conditions set out in the Act. Brief details of Directors proposed to be appointed / reappointed as required under Clause 49 of the Listing Agreement are provided in the Notice of Annual General Meeting forming part of this Annual Report.

Mr. Raman Kumar Parnami, Mr. Anil Kumar Parnami, Mr. Brajesh Kumar Kataria, Ranjeet Sharma and Kishan Chand Wadhwa have resigned from the Directorship on 14th February 2015.

PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, during the year under review, the Board carried out the annual evaluation of its own performance. A structured questionnaire covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligation and governance was distributed to each member of the Board and inputs were received. The performance evaluation of the Independent Directors who will be appointed at the ensuing Annual General Meeting was carried out by the entire Board. The performance evaluation of Non-Independent Directors and the Board as a whole was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process

SHARE CAPITAL:

During the year under review, there were no changes in the Capital Structure of the Company. As on 31st March 2015, the paid up capital of the Company was Rs. 3,35,28,000/- comprising of 3352800 Equity Shares of Rs. 10/- each.

CHANGE OF MANAGEMENT/ OPEN OFFER:

During the previous year, current management had transferred their holding of 561000 shares to Mr. Rakeshchand M Jain. In view of this, the open offer was triggered by Mr. Rakeshchand M Jain vide SPA signed on 27.03.2015 between Rakeshchand M Jain and Mr. Anil Kumar Parnami. The open offer process is going on as per the guidelines of Securities and Exchange Board of India (SEBI) (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 to the Equity Shareholders Of the company and accordingly the public announcement were made by Mr. Rakeshchand M Jain on 27.03.2015 to Bombay Stock Exchange as well as to SEBI on 27.03.2015. The detailed public statement was published in the newspapers and the same were forwarded to the respective competent authorities.

The necessary approval for open offer has been received by the merchant banker on 17.07.2015. The open offer was open from 4th August 2015 to 17th August 2015. The necessary formalities were completed by the merchant bankers as well as RTA in this regards.

RBI Approval for open offer

Being a Non-banking finance company (NBFC), since the open offer was triggered, the necessary approval for change of management has been filed and the approval for the same is awaited. The stakeholders of the Company will be informed about the updates in said matter.

MANAGEMENT DISCUSSION AND ANALYSIS

A separate report on the Management Discussion and Analysis is attached as a separate part of this Annual Report.

CORPORATE GOVERNANCE

Effective corporate governance is necessary to retain the trust of stakeholders and to achieve business success. Corporate governance is about commitment to values and ethical business conduct. It is about how an organization is managed. It includes its corporate and other structures, its culture, policies and the manner in which it deals with various stakeholders. As shareholders across the globe evince keen interest in the practices and performance of companies, corporate governance has emerged at the centre stage of the way the corporate world functions. Corporate governance is vital to enable companies to compete globally in a sustained manner and let them flourish and grow. A separate Report on Corporate Governance is attached and forms part of the Annual Report. The Auditors' Certificate regarding compliance of the conditions of Corporate Governance is also annexed.

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statement: (i) That in the presentation of the annual accounts for the year ended March 31, 2015, applicable accounting standards have been followed and that there are no material departures; (ii) That they have, in the selection of the accounting policies, consulted the statutory auditors and have applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company for the year ended March 31, 2015 and of the profit of the Company for the year ended on that date; (iii) That they have taken proper and sufficient care, to the best of their knowledge and ability, for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; (iv) That the annual accounts have been prepared on a going concern basis. (v) That internal financial controls followed by the Company are adequate and were operating effectively (vi) That the system to ensure compliance with the provisions of all applicable laws were adequate and operating effectively

RISKS AND MANAGEMENT POLICY

The Company has in October 2014 constituted a Risk Management Committee (RMC) which has been entrusted with responsibility to assist the Board in (a) Overseeing the Company's risk management process and controls, risk tolerance and capital liquidity and funding (b) Setting strategic plans and objectives for risk management and review of risk assessment of the Company (c) Review the Company's risk appetite and strategy relating to key risks, including credit risk, liquidity and funding risk, market risk, product risk and reputational risk, as well as the guidelines, policies and processes for monitoring and mitigating such risks (d) The Committee has also approved and adopted Risk Committee (RMC) charter. The Company has adopted a Risk Management Policy in accordance with the provisions of the Companies Act, 2013 (hereinafter referred to as the Act) and Clause 49 of the Listing Agreement.

The Company is exposed to inherent uncertainties owing to the sectors in which it operates. A key factor in determining a company's capacity to create sustainable value is the risks that the company is willing to take (at strategic and operational levels) and its ability to manage them effectively. Many risks exist in a company's operating environment and they emerge on a regular basis. The Company's Risk Management process focusses on ensuring that these risks are identified on a timely basis and addressed.

SUBSIDIARIES COMPANIES:

The Company is having 6 Subsidiaries, namely Parnami Goods Carrier Pvt. Ltd., Signature Finance Private Limited, GLP Habitation Private Limited, Suman Villas Private Limited, M.R. Agrotech Private Limited, V S Developers Private Limited.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, RESEARCH & DEVELOPMENT AND FOREIGN EXCHANGE EARNINGS AND OUTGO

- | | |
|--|-------|
| (a) Energy conservation measures taken | : Nil |
| (b) Additional investments and proposals if any, being implemented for reduction of consumption of energy | : Nil |
| (c) Impact of the measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods | : Nil |
| (d) Total energy consumption and energy consumption per unit of production | : Nil |

FORM-A: FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY

- | | |
|---------------------------------------|-------|
| A. Power and fuel consumption | : Nil |
| B. Consumption per unit of production | : Nil |

TECHNOLOGY ABSORPTION**FORM-B: FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO TECHNOLOGY ABSORPTION ETC..**

- | | |
|---|-------|
| I Research and Development | : Nil |
| II Technology Absorption, Adaptation and Innovation | : Nil |

FOREIGN EXCHANGE EARNINGS AND OUTGO

- | | |
|---|-------|
| I. Earnings in Foreign Exchange during the year | : Nil |
| II. Foreign Exchange outgo during the year | : Nil |

PARTICULARS OF EMPLOYEES

Particulars of employees as required to be disclosed in terms of Section 134 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are made available at the registered office of the Company. The members desirous of obtaining the same may write to the Company Secretary at the registered office of the Company.

SECRETARIAL AUDITORS AND THEIR REPORT

Mr. Amit R. Dadheech, Company Secretaries, was appointed as Secretarial Auditors of the Company for the financial year 2014-15 Pursuant to Section 204 of the Companies Act, 2013. The Secretarial Audit Report submitted by them in the prescribed form MR- 3 is attached as Annexure 'B' and forms part of this report.

There are no qualifications or observations or other remarks of the Secretarial Auditors in the Report issued by them for the financial year 2014-15 which call for any explanation from the Board of Directors

RE-APPOINTMENT OF THE STATUTORY AUDITORS

At the forthcoming Annual General Meeting, M/s. Subramaniam Bengali & Associates., Chartered Accountants who are the Statutory Auditors of the Company, will retire and being eligible, have offered themselves for re-appointment as the Company's Auditors. The Company has received certificate and confirming that their re-appointment for the year 2015-16, if made at the ensuing Annual General Meeting of the Company will be appointed upto the 28th Annual General meeting will be held in the calendar year 2019 in accordance with the provisions of the Companies Act, 2013 and as per the term prescribed under the said act.

DEPOSITS

During the period under review, your Company has not accepted or invited any deposits from public.

INSURANCE

The Company has taken insurance cover for its assets to the extent required.

SIGNIFICANT / MATERIAL ORDERS PASSED IMPACTING ON GOING CONCERN STATUS AND COMPANY'S OPERATIONS

There have been no significant and material orders passed by any regulators or courts or tribunals impacting the going concern status and company's operations in future.

RELATED PARTIES TRANSACTIONS

All the transactions with related parties are in the ordinary course of business and on arm's length basis. The details of the transactions entered into between the Company and the related parties are given in AOC-2 attached as Annexure 'C' as part note No. 2(21)(iii) of the standalone financial account.

Your attention is drawn to the Related Party disclosures set out in Note no.2 (21) of the Standalone Financial Statements.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The Company has not made any transactions so there are not particulars of Loans, Guarantees or Investments under Section 186 of the Companies Act, 2013

BOARD MEETINGS

During the financial year 2014-2015, the Board of Directors met 7 times. The gap between any two meetings has been less than four months.

Details of the Board of Directors and Attendance Record of Directors during the financial year ended March 31, 2015 is as under:

Name of director	No. of meetings held	No. of meetings Attended	Last AGM Attended
Mr. T.K Parnami	7	7	Yes
Mr.Naresh Patade Vasant	7	3	No
Mr.Raman Kumar Parnami *	7	1	Yes
Mr. Anil Kumar Parnami *	7	5	Yes
Mr. Brajesh Kumar Kataria *	7	6	Yes
Mr. Kishan chand wadhwa *	7	2	Yes
Mr. Ranjet P. Sharma *	6	Nil	No
MR. Anil Khanna	6	6	Yes
Mr.Amreesh Kumar **	6	3	No
Mr.Ishant Malhotra **	6	3	No
Mrs.Sunita Malhotra ***	6	Nil	No

EXTRACT OF THE ANNUAL RETURN

An extract of the Annual Return for the year ended March 31, 2015 as provided under sub-section (3) of Section 92 and prescribed under Rule 12 of Companies (Management & Administration) Rules, 2014 in the prescribed form MGT-9 is attached as Annexure 'A' and forms part of this report.

BOARD COMMITTEES

The Company has the following Committees of the Board:

- Audit Committee
- Stakeholders Relationship Committee
- Nomination & Remuneration Committee
- Risk Management Committee

The composition of each of the above Committees, their respective role and responsibility is as detailed in the Report of Corporate Governance.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at www.parnamicrofits.in under investors/policy documents/Vigil Mechanism Policy link.

INTERNAL FINANCIAL CONTROL

The Company believes that internal control is a necessary concomitant of the principle of prudent business governance that freedom of management should be exercised within a framework of appropriate checks and balances. The Company remains committed to ensuring an effective internal control environment that inter alia provides assurance on orderly and efficient conduct of operations, security of assets, prevention and detection of frauds/errors, accuracy and completeness of accounting records and the timely preparation of reliable financial information.

The Company's independent and Internal Audit processes, both at the Business and Corporate levels, provide assurance on the adequacy and effectiveness of internal controls, compliance with operating systems, internal policies and regulatory requirements.

The Financial Statements of the Company are prepared on the basis of the Significant Accounting Policies that are carefully selected by management and approved by the Board. These, in turn are supported by a set of divisional Delegation Manual & Standard Operating Procedures (SOPs) that have been established for individual units/ areas of operations.

The Company has in place adequate internal financial controls with reference to the Financial Statements. Such controls have been tested during the year and no reportable material weakness in the design or operation was observed. Nonetheless the Company recognizes that any internal financial control framework, no matter how well designed, has inherent limitations and accordingly, regular audit and review processes ensure that such systems are reinforced on an ongoing basis.

RISK & MITIGATION

The Company has identified various risks faced by the Company from different areas. As per the provision of the Companies Act, 2013 and listing agreements, the, the Board had adopted a risks management policy whereby a proper framework is set up. Appropriate structures are present so that risks are inherently monitored and controlled. A combination of policies and procedures attempts to counter risks as and when they evolve.

COST AUDITORS

As the Company is operating in the service industry, cost audit is not applicable to the Company and hence no reporting is required.

DISCLOSURE AS REQUIRED UNDER SECTION 22 OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company is committed to provide a protective environment at workplace for all its women employees. To ensure that every woman employee is treated with dignity and respect and as mandated under "The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013" the Company has in place a formal policy for prevention of sexual harassment of its women employees.

The following is the summary of sexual harassment complaints received and disposed off during the current financial year.

Number of Complaints received	: NIL
Number of Complaints disposed off	: NIL

INDUSTRIAL RELATIONS:

The company maintained healthy, cordial and harmonious industrial relations at all levels the enthusiasm and unstinting efforts of employees have enabled the company to remain at the leadership position in the industry it has taken various steps to improve productivity across organization.

KEY MANAGERIAL PERSONNEL

The Key Managerial Personnel (KMP) in the Company as per Section 2(51) and 203 of the Companies Act, 2013 are as follows:

Mr. T.K.Parnami	Chairman & Managing Director, Compliance Officer
Mr. Mr. Naresh Patade Vasant	Whole time Director

ACKNOWLEDGEMENT

Your Directors wish to acknowledge all their stakeholders and are grateful for the excellent support received from the shareholders, Bankers, Financial Institutions, Government authorities, esteemed corporate clients, customers and other business associates. Your Directors recognize and appreciate the hard work and efforts put in by all the employees of the Company and their contribution to the growth of the Company in a very challenging environment.

By Order and on behalf of the board

Sd/-

T. K. Parnami

DIN : 01186423

Chairman & Managing Director

Place: Gurgaon

Dated: 03rd September, 2015

Registered Office:

Parnami Tower 2nd Floor,
Sco 50-51 Old Judicial Complex Civil Lines,
Gurgaon,
Haryana – 122 001