

PARNAMI CREDITS LIMITED

23rd

ANNUAL REPORT

2015-2016

PARNAMI CREDITS LIMITED

BOARD OF DIRECTORS

Whole Time Director & CFO
Independent Director

- Mr. Naresh Vasant Patade
- Mrs. Sunita Malhotra
- Mr. Anil Khanna
- Mr. Amreesh Kumar Tyagi
- Mr. Ishant Malhotra (Resigned w.e.f. 07.06.2016)
- Mr. T. K. Parnami (Resigned w.e.f. 14.11.2015)

Managing Director

Company Secretary & Compliance Officer

- Mr. Prateek Ghatiya

Audit Committee :

1. Mr. Amreesh Kumar Tyagi
2. Mr. Anil Khanna
3. Mr. Ishant Malhotra

- Chairman
- Member
- Member

Stakeholder Relationship Committee :

1. Mr. Ishant Malhotra
2. Mr. Anil Khanna
3. Mr. Amreesh Kumar Tyagi

- Chairman
- Member
- Member

Nomination and Remuneration Committee :

1. Mr. Amreesh Kumar Tyagi
2. Mr. Anil Khanna
3. Mr. Ishant Malhotra

- Chairman
- Member
- Member

STATUTORY AUDITOR

M/s. Subramaniam Bengali & Associates
Chartered Accountants

SECRETARIAL AUDITOR

Amit R Dadheech & Associates
Practicing Company Secretaries

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

Equity Share Listing

BSE Limited (Code: 538646)

Corporate Identity Number (CIN): L65910HR1993PLC032070

NOTICE

NOTICE is hereby given that 23rd Annual General Meeting of the members of Parnami Credits Limited will be held on Thursday, September 29, 2016 at 09:15 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 31st, 2016, including the Audited Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss account for the year ended on that date, together with the report of the Board of Director's and Auditor's report thereon.
2. To appoint Director in place of Mr. Naresh Vasant Patade (DIN: 06706482), who retires by rotation and, being eligible, offers himself for re-appointment.
3. 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 Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and rules, circulars, notifications made/issued thereunder, including any amendment, modification, variation or re-enactment thereof, the appointment of M/s. Subramaniam Bengali & Associates., Chartered Accountants (Firm's Registration No. 127499W) as the Statutory Auditors of the Company, which has been approved at the Annual General Meeting held on 29th September, 2015, for a term of 4 years i.e. from the conclusion of the Twenty Second Annual General Meeting until the conclusion of the Twenty Sixth Annual General Meeting, be and is hereby ratified, to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company and that the Board of Directors of the Company and the Audit Committee of the Company be and are hereby authorised to fix their remuneration for the said period and permit reimbursement of actual out of pocket expenses, as may be incurred in the performance of their duties."

By Order and on behalf of the board
For Parnami Credits Limited
Sd/-
Prateek Ghatiya
Company Secretary

Place: Gurgaon
Dated: August 25, 2016

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 in respect of the Directors being appointed/ reappointed in this Annual General Meeting are given as annexure to this Notice convening Annual General Meeting, as required in the terms of Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.
3. In Relation to Retire by Rotation of Mr. Naresh Vasant Patade, (DIN: 06706482) Whole Time Director of the Company, it is hereby clarified that retirement and simultaneous re-appointment of Mr. Naresh Vasant Patade, (DIN: 06706482) Whole Time Director, does not affect his holding and continuing to hold the office of Whole Time Director in terms of earlier resolution passed for his appointment as Whole Time director.
4. The Register of Members and the Transfer Books of the Company shall remain closed on 24th September, 2016 to 29th September, 2016 (both days inclusive).
5. The Annual Report of the Company for the financial year 2015-16 has been emailed to the members whose email addresses are available with the depositories. 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.
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. 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.
8. The instrument appointing proxy should, however, 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 Form of Proxy for the AGM is enclosed.
9. The Register of Directors and Key Managerial Personnel (KMPs) and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
10. All documents referred to in the accompanying notice are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturday between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting or any adjournment thereof.
11. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the Meeting so as to enable the management to keep the information ready at the Meeting.
12. E-voting
In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by National Securities Depository Limited (NSDL), on all resolution set forth in this Notice.

The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be able to exercise their right at the meeting. The Members who have cast their vote by remote e-voting or by ballot form prior to the meeting may also attend the meeting but shall not be entitled to cast their voting again.

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

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 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 on 26th September, 2016 (9:00 am) and ends on 28th September, 2016 (5:00 pm). During this

period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2016, 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 email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

- (i) Open email and open PDF file viz; "AGM/EGM.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 following URL: <https://www.evoting.nsdl.com>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN 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 take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "Name of the company".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to bkpradhan21@gmail.com or Company Email Id 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 Participants(s) or requesting physical copy]:

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD / PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- VI. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") & e-voting manual available at www.evotingindia.com, under help section or write an email to evoting@nsdl.co.in or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- 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 23rd September, 2016.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2016, 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 member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

- XII. 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 cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. Balkrishan Pradhan, Practicing Company Secretary (Membership No. 20739 CP No. 10179) and has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. 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 "remote e-voting" or "Ballot Paper" or "Poling Paper" for all those members who are present at the AGM/ EGM/ EOGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through 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 scrutinizer's 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.
- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.parnamicredits.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 results shall also be immediately forwarded to the BSE Limited, Mumbai.
- XVII. A route map showing directions to reach the venue of the 23rd AGM is given along with this Annual Report as per the requirement of the "Secretarial Standards - 2" on General Meetings.

By Order and on behalf of the board
For Parnami Credits Limited
Sd/-
Prateek Ghatiya
Company Secretary

Place: Gurgaon
Dated: August 25, 2016

ROUTE MAP TO THE VENUE OF THE AGM
Venue : Parnami Tower 2nd Floor, SCO 50-51 Old Judicial Complex Civil Lines, Gurgaon-122 001 (Haryana)



Details of The Directors seeking appointment/ re-appointment at this Annual General Meeting, in pursuance of Regulation 36(3) Of The SEBI (Listing Obligation And Disclosure Requirement) Regulations, 2015.

Name of Director	Mr. Naresh Vasant Patade
DIN	06706482
Date of Birth	21.12.1984
Date of Appointment	01.02.2014
Category of Director	Whole Time Director
Expertise in functional area	Finance
Education Qualification	He is MBA in finance and assists in loan syndication and Decision Making.
Directorships in other Public Listed Companies as on March 31, 2016	NIL
Memberships of Committees in Public Companies	NIL
Chairmanships of Committees in Public Companies	NIL
Relationship with other Director	Mr. Naresh Vasant Patade does not have any relation with other Directors.
Number of shares held in the Company	NIL

Place: Gurgaon
Dated: August 25, 2016

By Order and on behalf of the board
For Parnami Credits Limited

Sd/-
Prateek Ghatiya
Company Secretary

Parnami Credits Limited
CIN: L65910HR1993PLC032070
Regd. Off.: Parnami Tower 2nd Floor, SCO 50-51 Old Judicial Complex Civil Lines, Gurgaon-122 001 (Haryana).
email: parnamilimited@gmail.com / website: www.parnamicredits.in

ATTENDANCE SLIP (To Be Presented At Entrance)

Folio No. / DP ID-Client ID No.: _____

No. of shares held: _____

Name of the Member / Proxy: _____
(IN BLOCK LETTERS)

Address of the Member :

Email ID:

I certify that I am a member / proxy / authorized representative for the member of the Company. I hereby record my/ our presence at the 23rd Annual General Meeting of the Company at 09:15 A.M. at Parnami Tower 2nd Floor, SCO 50-51 Old Judicial Complex Civil Lines, Gurgaon-122 001 (Haryana).

Signature of the Member/ proxy
(in BLOCK letters)

Note:

- Please fill up this attendance slip and hand it over at the entrance of the meeting hall.
- Members are requested to bring their copies of the Annual Report to the AGM.

Proxy form
Form No. MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	L65910HR1993PLC032070
Name of the company	Parnami Credits Limited
Registered Office	Parnami Tower 2nd Floor, SCO 50-51 Old Judicial Complex Civil Lines, Gurgaon-122 001 (Haryana).
Name of the Member(s):	
Registered Address:	
E-mail Id	
Folio No /DP & Client ID	

I/We, being the member(s) of _____ shares of the above named company. Hereby appoint:-

- 1) Name:.....Address.....
E-mail ID:.....Signature.....or falling him/her
- 2) Name:.....Address.....
E-mail ID:.....Signature.....or falling him/her
- 3) Name:.....Address.....
E-mail ID:.....Signature.....or falling him/her

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual General Meeting of the company, to be held on Thursday, September 29, 2016 at 9.15 am at Parnami Tower 2nd Floor, SCO 50-51 Old Judicial Complex Civil Lines, Gurgaon – 122 001 (Haryana), & at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions
1.	Adoption of Annual Financial Statement for the Financial Year 2015-16 together with report of Board of Directors' and Auditor's thereon
2.	Re-appointment of Mr. Naresh Vasant Patade (DIN: 06706482) who retires by rotation.
3.	Ratification of Appointment of M/s. Subramaniam Bengali & Associates (Firm's Registration No. 127499W) Chartered Accountants of the Company

Signed this ____ day of _____ 2016.

Affix
Revenue
Stamp

Signature of Shareholder

Signature of Proxy holder

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. A proxy need not be the member of the Company.

BOARD'S REPORT

To the Members

The Directors are pleased to present the 23rd Annual Report on the business and operations of the Company together with Audited Balance Sheet as at March 31, 2016.

Financial Highlights

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

Particulars	(Amount In Rs.)	
	Year ended March 31, 2016	Year ended March 31, 2015
Total Income	36,95,121	55,41,178
Total expenditure	46,47,718	38,51,236
Profit before taxation	(13,76,297)	16,89,942
Less :Tax Expenses	85,000	10,97,872
Profit after taxation and prior period adjustments	(14,61,297)	5,92,070
Prior period expenses	Nil	Nil
Profit for the year	(14,61,297)	5,92,070

Review of Operations:

During the year under review, the Company recorded the turnover of Rs. 36,95,121/- against previous year Rs. 55,41,178/- Profit before tax stood at Rs. (13,76,297)/- for the year under review as compared to Rs. 16,89,942 for the previous year. Profit after tax stood at Rs. (14,61,297)/- for the year under review as compared to Rs. 5,92,070 for the previous year.

Transfer to reserves:

During the year under review, no amount was transferred to General Reserve.

Dividend:

In view of the business loss incurred during the year, your Director's do not recommend any dividend for the year 2015-16.

Deposits:

During the year under review, your Company did not accept any deposits in terms of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014. Further The Provision of Section 73 of the Companies Act, 2013 is not applicable on your Company.

Share capital:

During the year under review, there were no changes in the Capital Structure of the Company. As on 31st March 2016, the paid up capital of the Company was Rs. 3,35,28,000/- comprising of 33,52,800 Equity Shares of Rs. 10/- each.

Update on Takeover and Change of Management of the Company

The Shareholders may be aware that Mr. Rakeshchand Jain (holder of 561000 Equity Shares comprises of 16.73% of share capital of the Company) had entered in Share Purchase Agreement with Mr. Anil Parnami and M/s. Anil Kumar Parnami (HUF) (Promoters of the Company) for acquisition of their entire shareholding i.e. 93100 Equity Shares comprises of 2.77 % of share capital on 27th March, 2015, after that he had made a public offer to acquire upto 871728 Equity Shares comprises of 26% of share capital of the company from the existing shareholders of the company, Mr. Rakeshchand Jain had pursuant to the said public offer acquired 200200 equity shares comprises of 5.97% of the company.

Being a Non Banking Finance Company (NBFC), prior approval of Reserve Bank of India (RBI) is also required for completion of process of Takeover and Change of Management in favour of acquirer, which is still awaited from the Reserve Bank of India (RBI).

The stakeholders of the Company will be informed about the updates in the said matter.

Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Listing Regulation, 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 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.

Number of meetings of the board:

During the year under review eight Board meetings were held on May 11, 2015, May 29, 2015, June 19, 2015, August 14, 2015, September