

# R.B.GUPTA FINANCIALS LIMITED

17TH

ANNUAL REPORT

2009 – 2010

**DIRECTOR'S REPORT**

Dear Members,

Your Directors hereby present the 17th ANNUAL REPORT together with the Audited statement of the account for the year ended 31st March'2010.

**(1) FINANCIAL RESULTS :**

The financial results for the year ended are as under:

| <b>(Rs. in Lac)</b>                   | <b>Year Ended<br/>2009-2010</b> | <b>Year Ended<br/>2008-2009</b> |
|---------------------------------------|---------------------------------|---------------------------------|
| Total turnover and other income       | 10.63                           | 10.36                           |
| Profit / Loss before Int., Dep. & Tax | 0.56                            | 1.73                            |
| Interest                              | 0.05                            | 0.51                            |
| Depreciation                          | 0.20                            | 0.20                            |
| Profit / Loss before Tax              | 0.30                            | 1.01                            |
| Provision Fringe Benefit Tax          | 0.00                            | 0.06                            |
| Add : Deferred Tax Assets             | 0.15                            | 2.83                            |
| Profit / Loss after Tax               | 0.09                            | 3.57                            |
| Transfer to special Reserve           | 0.06                            | 0.20                            |
| Balance carried to Balance Sheet      | 36.42                           | 36.33                           |

**(2) DIVIDEND:**

Your Director's do not recommend any dividend for the year.

**(3) PUBLIC DEPOSIT :**

The Company has not accepted any deposits u/s 58A of the Companies Act 1956 during the year under report.

**(4) Report on corporate Governance:-**

Pursuance to clause-49 of the listing agreement entered with stock exchanges. A separate section on corporate Government in the annual report of the company is attached to the annual report

**(5) AUDITORS :**

M/s. Amin Parikh & Co. Chartered Accountants, Auditors of the Company retire at the ensuing Annual General Meeting and are eligible for reappointment.

**(6) AUDITORS' REPORT :**

The observation of the auditors are explained wherever necessary, by way of appropriate notes to the accounts.



**(7) DIRECTORS' RESPONSIBILITY :**

Pursuant Section 217(2AA) of the Companies (Amendment) Act, 2000 the Directors confirm that:

- (i) In the preparation of the Annual Accounts, the applicable standards have been followed.
- (ii) Appropriate accounting policies been selected and applied consistently and have made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31st March'2010 and of the Profit & Loss Account for the year ended on that day.
- (iii) Proper and sufficient care has been take for the maintenance of acequate accounting records in accordance with the provisions of the companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (iv) The Annual Accounts have been prepared on a going concern basis.

**(8) DIRECTORS :**

Mr. Ramesh N. Rohit, Director retires by rotations of the ensuing annual general meeting of the company and being eligible offers himself for re-appointment.

**(9) Secretarial Compliance Certificate:**

Secretarial compliance certificate as required under the provision of section 383 A1) of the companies Act, 1956 is annexed herewith.

**(10) PARTICULARS OF EMPLOYEES:**

Information in accordance with the provisions of section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 as amended regarding employees is nil.

**(11) PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION AND FORIEGN EXCHANGE AND OUT GO :**

Information in accordance with the provision of section 217 (1E) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 is Nil.

**(12) ACKNOWLEDGEMENT :**

Your Directors appreciate the valuable co-operation and assistance received from the Company's Bankers, employees, customers and all those associated with the company during the year under review.

Place : Vadodara  
Date : 15<sup>th</sup> July, 2010



By order of the Board

Chairman

**Dinesh Mehta & Co.,**  
Company Secretaries.

4, Rutu Villa,  
Gotri Telephone Exchange Road,  
Gotri, Baroda - 390 021,  
Ph. No. 2371241

## COMPLIANCE CERTIFICATE

To  
The Members,  
R.B.Gupta Financials Ltd.  
Baroda.

We have examined the registers, records, books and papers of R.B.Gupta Financials Ltd. as required to be maintained under the Companies Act, 1956 (the Act) and the Rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st December, 2010 (financial year). In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The company has kept and maintained all registers as stated in Annexure 'A' to this Certificate, as per the provisions of the Act and the rules made there under and all entries therein have been duly recorded.
2. The company has duly filed the forms and returns as stated in Annexure 'B' to this Certificate, with the Registrar of Companies, within the time prescribed under the Act And the rules made there under except Form-66 for the year ended 31.03.2009, Balance Sheet as at 31.03.2009 and annual return upto 30.09.2009 filed late with additional fee.
3. The company, being a public limited company, has the minimum prescribed paid up capital.
4. The Board of Directors duly met seven times respectively on 17/04/09, 07/07/2009, 31/07/09, 30/09/09, 11/10/09, 20/01/2010 and 25/03/2010 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The company closed its Register of Members from 29/09/2009 to 30/09/2009.
6. The annual general meeting for the financial year ended on 31st March, 2008 was held on 30/09/2009 after giving due notice to the members of the company and the resolutions passed there were duly recorded in Minutes Book maintained for the purpose.
7. No Extra Ordinary General Meeting was held during the financial year.
8. The company has not advanced any loans to its directors or persons or firms or companies referred to under Section 295 of the Act.
9. The company has not entered into any contract falling under section 297 of the Act.
10. The company has made necessary entries in the register maintained under section 301 of the Act.



11. There were no instances falling within the purview of Section 314 of the Act, the Company has not obtained any approvals from the Board of Directors, members or Central Government, as the case may be.

12. The company has not issued any duplicate certificates during the financial year.

13. i. There was no allotment/transfer/transmission of securities.

The Company has:

ii & iii. not deposited any amount in a separate Bank Account and also not posted any warrant as no dividend was declared during the Financial year.

iv. There was no outstanding amount in unpaid dividend account, application money amount due for refund, matured deposit, matured debenture and interest thereon.

v. duly complied with the requirements of section 217 of the Act.

14. The Board of Directors of the company is duly constituted. There was no appointment of additional director, alternate directors and directors to fill casual vacancy during the financial year.

15. There was no appointment of managing director or executive director under section 269 of the act read with Schedule XIII during the year.

16. The company has not appointed any sole selling agents during the financial year.

17. The company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar of Companies and/or such prescribed under the various provisions of the Act.

18. The directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.

19. The company has not issued any shares, debentures or other securities during the financial year.

20. The company has not bought back any shares during the financial year.

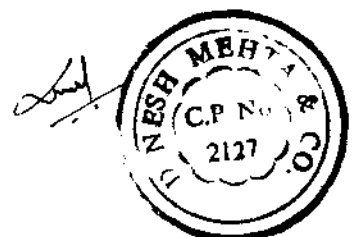
21. There was no redemption of preference shares or debentures during the financial year.

22. There were no transactions necessitating the company to keep in abeyance the rights to dividend, right shares and bonus shares pending registration of transfer or shares.

23. The company has not invited/accepted any deposit including any unsecured loan falling within the purview of section 58A during the financial year.

24. The company has not made any borrowing during the financial year.

25. The company has not made any loans or advances or given guarantees or provided securities to other bodies corporate and consequently no entries have been made in the Register kept for the purpose.



26. The company has not altered the provisions of the memorandum with respect to situation of the company's registered office from one state to another during the year under scrutiny.

27. The company has not altered the provisions of the memorandum with respect to the objects of the company during the year under scrutiny.

28. The company has not altered the provisions of the memorandum with respect to name of the company during the year under scrutiny.

29. The company has not altered the provisions of the memorandum with respect to share capital of the company during the year under scrutiny.

30. The company has not altered its articles of association during the financial year.

31. There was no prosecution initiated against or show cause notice received by the company during the financial year for offence under the Act.


32. The company has not received any money as security from its employees during the financial year.

33. The company has not deducted any contribution towards Provident Fund under section 418 of the Act.

For **Dinesh Mehta & CO.**  
Company Secretaries



Place: VADODARA  
Date: 21/06/2010

  
Dinesh Mehta  
Proprietor  
C.P. No. 2127

## Annexure A

Registers as maintained by R.B.Gupta Financials Ltd.


1. Reg. of Charge u/s 143.
2. Reg. of Members u/s 150.
3. Reg. of contract with Directors etc. u/s 301.
4. Reg. of Directors' shareholding u/s 307.
5. Reg. of Directors, Managing Director u/s 301/303.
6. Share Transfer Register.

## Annexure B

Forms/Returns filed by R.B.Gupta Financials Ltd.

1. Form 23AC & 23ACA as at 31.03.2009 filed on 02.04.2010.
2. Form 20B upto 30.9.2009 filed on 02.04.2010.
3. Form 66 for the year ended 31.9.2009 filed on 26.03.2010.
4. Form 32 filed on 04.06.2009.
5. Form DIN-3 filed on 21.05.2009.

For Dinesh Mehta & Co.  
Company Secretaries

  
Dinesh Mehta  
Proprietor



## REPORT ON CORPORATE GOVERNANCE

The Corporate Governance Code, introduced by Securities and Exchange Board of India ("SEBI") as adopted by incorporating a new clause No. 49 in the Listing Agreement of the Stock Exchange and also by applicable and also by applicable provision of the Companies [Amendments] Act, 2000, has been implemented by the Company effective from 1st April'2004

The Company has taken necessary steps to comply with all the requirement of the guidelines on Corporate Governance as would be applicable to it.

1 Board of Director as on 31st March'2010

The Board comprises of Four Directors, of whom one is Managing Director and three are Non-Executive Directors. The Chairman of the Board was a Managing Director.

A. Composition of the Board for the period from 1st April'2009 to 31st March'2010

| Name of the Directors    | Status                             |
|--------------------------|------------------------------------|
| 1. Shri Bharat R. Gupta  | Chairman & Managing Director       |
| 2. Smt. Anupama B. Gupta | Director                           |
| 3. Shri Ramesh N. Rohit  | Non-Executive Independent Director |

B. Board Meeting :

The meetings of the Board of Directors are scheduled well in advance. The notice convening the meeting and the detailed agenda is sent at least seven days in advance to all the Directors.

The Board meets at least once in a quarter to review the quarterly performance and financial results.

i. Number of Board Meeting

During the year from 1st April'2009 to 31st March'2010 the Board of Directors met Six times on the following dates.



| <u>Sr.No.</u> | <u>Date</u> | <u>Board Strength</u> | <u>No. of Director Present</u> |
|---------------|-------------|-----------------------|--------------------------------|
| 1.            | 17.04.2009  | 3                     | 3                              |
| 2.            | 07.07.2009  | 3                     | 3                              |
| 3.            | 31.07-2009  | 3                     | 3                              |
| 4.            | 30.09.2009  | 3                     | 3                              |
| 5.            | 11.10.2009  | 3                     | 3                              |
| 6.            | 20.01.2010  | 3                     | 3                              |
| 7.            | 25-03-2010  | 3                     | 3                              |

II. Attendance of Directors :

| <u>Names of the Directors</u> | <u>No. of Board Meeting held</u> | <u>No. of Board Meeting Attended</u> | <u>Attendance at the last Annual General Meeting</u> | <u>No. of Director ship in other Boards as on 31<sup>st</sup> March '10</u> | <u>No. of Member ships in other Board committees as on 31st March '10</u> |
|-------------------------------|----------------------------------|--------------------------------------|------------------------------------------------------|-----------------------------------------------------------------------------|---------------------------------------------------------------------------|
| Bharat R. Gupta               | 7                                | 7                                    | Yes                                                  | 3                                                                           | 3                                                                         |
| Ramesh N. Rohit               | 7                                | 7                                    | Yes                                                  | -                                                                           | 3                                                                         |
| Anupama B Gupta               | 7                                | 7                                    | Yes                                                  | 3                                                                           | 3                                                                         |

2. Committees of Directors :

Non-Executive Independent Directors, Including the Chairman, provide guidance to operating management on policy matters as well as in the monitoring actions of operating management. The Committees are intended to provide regular exchange of information and ideas between the Non-Executive Directors and the operating management.

The Board has accordingly formed Committees, which comply with the requirements of Clause 49 of the Listing Agreement with the Stock Exchanges and other Applicable provisions of the Companies [Amendment] At, 2000.



## [A] Audit Committee

Audit Committee comprises of the following Executive Director and Non-Executive Independent Directors of the Board.

| Name of the Directors    | Status                             |
|--------------------------|------------------------------------|
| 1. Shri Bharat R. Gupta  | Chairman & Managing Director       |
| 2. Mrs. Anupama B. Gupta | Director                           |
| 3. Shri Ramesh N. Rohit  | Non-Executive Independent Director |

**Audit committee meetings were held on 07.07.2009 and 11.10.2009**

## i Remuneration Committee comprises of the following Non-Executive Independent Directors of the Board:

| Name of the Directors    | Status                             |
|--------------------------|------------------------------------|
| 1. Mrs. Anupama B. Gupta | Director                           |
| 3. Shri Ramesh N. Rohit  | Non-Executive Independent Director |

## II. Remuneration Policy:

The Company follows a market linked remuneration policy, which is aimed at enabling the company to attract and retain the best talent. The Company does not have an Employees Stock option Policy.

## III. Board terms of reference of the Remuneration Committee.

- To recommend and review remuneration package of Managing/Executive Director and Company Secretary if any, of the Company.
- To present report to the Board on remuneration package of Managing/Directors and Company Secretary, if any, of the Company.

## IV. Details of remuneration paid to the executive director during the year ended 31st March'2010.

## a. Executive Director :

| Name of the Director                     | Salary     | Perquisites | Total      |
|------------------------------------------|------------|-------------|------------|
| Mr. Bharat R. Gupta<br>Managing Director | 1,20,000/- | Nil         | 1,20,000/- |

The above Managing/Executive Director has not been given any package of stock option, pension etc.  
Terms of Contract:

