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NOTICE

NOTICE is hereby given that the Sixteenth Annual General Meeting of the members of SPS Plaques* Pvt. Ltd. will be held at 11.00 a.m. on Friday, the 28th day of September, 2012 at 0-702, Keshav Kunj-I, Sector 30, Vashi, Navi Mumbai 400 705 to transact the following business:

ORDINARY BUSINESS:

- I) To receive, consider and adopt the audited Balance Sheet as on 31st March, 2012 and Profit & Loss Account for the year ended on that date together with Directors' Report and Auditors' Report thereon.
- 2) To appoint Auditors and fix their remuneration.

For and on behalf of the Board of Directors

(PRAMOD P. SHAI I)
CHAIRMAN

Place: MUMBAI
Date: 29/06/2012

NOTE: A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING INSTEAD OF HIMSELF AND THAT THE PROXY NEED NOT BE A MEMBER.

DIRECTORS' REPORT

To:
The Members
SPS Einqest Private Limited

Your Directors have pleasure in presenting their Sixteenth Annual Report together with the audited statements of Accounts for the year ended 31st March, 2012.

FINANCIAL HIGHLIGHTS:

	Year ended 31.03.2012	Year ended 31.03.2011
Profit Imbue Depreciation & lax	1.58.59.422	28,18:121
less: Depreciation	17.361	4.8011
Profit before Tax	1.58.42.061	28.13.621
Less: Provision For Tax	52.110.000	5.85.000
	(4.364)	200
Deferred		
Profit after Tax	1.06.46.425	2228.821

DIVIDEND

Your Directors have not recommended dividend.

OPERATION

The Company recorded a higher income of Rs 769.91 lacs for the year under review as against Rs.196.50 lacs in the last year. The income from stock funding was substantially higher at Rs.689.97 lacs as against Rs.1 37.44 lacs a year ago. Income from IPO funding was lower due to poor sentiments in primary market.

The Company also earned a higher pre- tax profit of Rs.28.14 lacs. The Company earned a record pre-tax profit of Rs. 158.42 lacs as against Rs. 28.14 lacs in the previous year.

Sentiments in primary market remained very poor resulting in reduced IPOs. Volatile Secondary Market and subdue sentiments may affect the financing activity of the Company. With revival of economy, your Directors are hopeful that the sentiments shall improve.

DIRECTORS RESPONSIBILITY STATEMENT

As required under the provisions of Section 217 (2AA) of the Companies Act.1956, your Directors confirm that:

(i) in the preparation of the annual accounts, the applicable accounting standards have been followed and that no material departure have been made from the same:

(ii) they have selected such accounting policies and applied them consistently and made judgments and estimates that ate reasonable and prudent so as to give a true and fair view of the State of affairs of the Company at the end of the financial year and of the loss of the Company for that year:

liii) they have taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Companies Act. 1956 for safeguarding the assets of the Company and for presenting and detecting fraud and other irregularities:

(iv) they have prepared the annual accounts on a going concern basis. AUDIT COMMITTEE

The Board of Direators has constituted the Audit Committee, comprising of Mr. Sandeep Shah. Mrs. Rina Shah & Mr. Girish Jajoo

The terms of reference of the Committee are in accordance with the provisions of the requirement of RBI guidelines, which inter alia includes -

- Compliance status of all NBFC regulation Accounting Standards compliance
- Internal Audit reports relating to operations - Review of budget Vs. Actuals
- Outstanding receivables and payables

Two Audit Committee meetings were held during the financial year ended 31" March. 2012 viz. on 20. July, 2011 and 13/03/2012.

EMPLOYEES

During the year. relations between the management and employees were cordial. Since none of the employees of the Company was in receipt of a remuneration exceeding Rs.5.00.000/- per month or Rs.60.00,000/- per annum, particulars pursuant to the provisions of Section 217 (2A) of the Companies Act,1956 read with the Companies (Particulars of Employees) Rule,1975 are not furnished.

CONSERVATION OF ENERGY, ETC.

Since your Company was not engaged in any manufacturing activity, information pursuant to the provisions of Section 217(1)(e) of the Act is not given. During the year. the Company did not earn nor spend any foreign exchange during the year.

AUDITORS' REPORT:

Notes to the accounts provide suitable explanations to the remarks made by auditors in their report. Hence, no separate explanation is given.

AUDITORS

M/s. Bhavna Pandya & Co.. Chartered Accountants. Auditors of your Company. shall retire at the forthcoming annual general meeting. Members are requested to appoint auditors and fix their remuneration.

COMPLIANCE REPORT

The Company has obtained a Compliance Report from Mr. Upendra Shukla, Practising Company Secretary. under the provisions of Section 383A of the Companies Act. 1956 and the same is annexed.

For and on behalf of the Board of Directors

(PRAMOD P. SHAH)
CHAIRMAN

Place: MUMBAI

Date: 29/06/2012

AUDITORS REPORT

TO THE MEMBERS OF M/s. SPS FINQUEST P. LTD.

We have audited the attached Balance Sheet of **M/S. SPS FINQUEST P. LTD.** as at 31st March 2012 and also the Profit and Loss Account for the period ended on that date annexed thereto. These financial statements are the responsibility of the Company's, management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An Audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As required by the Companies (Auditor's Report) Order, 2003, issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Company Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Said Order.

Further to our comments in the Annexure referred to above, we report that:

- a. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
- b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of the books.
- c. The Balance Sheet and Profit and Loss Account dealt with by this report are in agreement with the books of account.
- d. In our opinion, the Balance Sheet and Profit and Loss Account dealt with by this report comply with the Accounting Standards referred to in Sub-section (3c) of Section 211 of the Companies Act, 1956.
- e. On the basis of written representations received from the directors, as on 31st March 2012, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March 2012 from being appointed as directors in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act 1956.
- f. In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - i. In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March 2012 and
 - ii. In the case of Profit and Loss Account, of the Profit of the Company for the period ended on that date.

**For Bhavna Pandya & Co.
Chartered Accountants**

**CA. Bhavna Pandya
Proprietor
M. No. 37225**

Place: Mumbai
Date 29/6/2012

ANNEXURE TO THE AUDITOR'S REPORT

(Referred to in paragraph 1 of our report of even date on the accounts for the period ended 31st March 2012 of M/s SPS Finquest P. Ltd.)

- i. The Company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.

The management during the year has physically verified the Fixed Assets and no material discrepancies were observed on such verifications.

The management has not disposed of any fixed assets during the year.

- ii. Considering the nature of business conducted by the company, the clause (ii) of paragraph 4 of the Companies (Auditors Report) Order 2003, as amended by the Companies (Auditors Report) (Amendment) Order 2004, is not applicable to the company for the year, as it is not related to the business carried on by the company.
- iii. The company has not granted loans to companies and other party covered in the register maintained under section 301 of the Companies Act, 1956.

The Company has taken loans from 1 party covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year was Rs. 400 lakhs and at the year-end balance of loans taken from such parties was Rs. 0.11 lakhs.

The rate of Interest and the terms and conditions of loans given or taken are not prima facie prejudicial to the Interests of the Company.

The Company is regular in repaying the Principal as stipulated.

Reasonable steps have been taken by the company for recovery / payment of the principal and interest, wherever applicable.

- iv. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of fixed assets and supply of services. During the course of our audit, no major weakness has been noticed in the internal control systems in respect of these areas. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal control system of the company.

The company has neither purchased any inventory nor old any goods during the year. Hence internal control procedures over these areas have not been commented upon.

- v. According to the information and explanations given to us, we are of the opinion that particulars of Contracts or arrangements referred to under section 301 of the Companies Act, 1956 have been so entered in the register maintained under that Act.

According to the information and explanation given to us, the transactions made in pursuance to contracts or arrangements entered in the Register maintained under section 301 of the Companies Act, 1956 and exceeding the value of five lakhs in respect of any party, have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.

- vi. The Company has not accepted any deposits from the public during the year under review.
- vii. Although the Company does not have a formal internal audit system in our opinion, its internal control procedures involves reasonable internal check of its financial transaction.
- viii. To the best of our knowledge and as explained, the Central Government has not prescribed the maintenance of cost records under section 209 (1) (d) of the Companies Act 1956 for the products of the company.
- ix. The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including income Tax, cess and other material statutory dues applicable to it.

According to the information and explanations given to us, no undisputed amounts payable in respect of Income Tax, service tax, cess and other undisputed statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

According to the information and explanation given to us, there are no dues of income tax, service tax and cess that have not been deposited on account of any dispute.

The provisions relating to provident fund, investor education and protection fund, employees state insurance, sales tax, wealth tax, custom duty, excise duty are currently not applicable to the company.

- x. The company does not have accumulated losses at the end of the financial year and it has not incurred cash losses in the current and immediately preceding financial year.
- xi. According to the information and explanation given to us and based on the documents and records produced to us, the Company has not taken any funds from financial institution and banks and hence the provisions of clause 4 (xi) of the order are not applicable to the company.
- xii. Based on our examination of documents and records, we are of the opinion that the company has maintained adequate records where the company has granted loans and advances on the basis of security by way of pledge of shares.

According to the information and explanation given to us and based on the documents and records produced before us, the company has not granted loans and advances on the basis of security by way of pledge of debentures and other securities.

- xiii. In our opinion, the company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore the provisions of clause 4 (xiii) of the Companies (Auditors Report) Order, 2003 are not applicable to the Company.
- xiv. In our opinion and according to the explanations given to us, the Company has maintained proper record of the transactions and contracts of dealing or trading in shares and debentures and timely entries have been made therein. Also such shares securities and other investments have been held by the company in its own name.
- xv. According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from bank or financial institutions.
- xvi. The Company did not have any term loans outstanding during the year.
- xvii. According to the information and explanations given to us and on an overall examination of the Balance Sheet of the company, we report that no funds raised on short- term basis have been used for Long Term investment. No long-term funds have been used to finance short-term assets except permanent working capital.
- xviii. The company has not made any preferential allotment of shares to parties or companies covered in the register maintained under section 301 of the Companies Act, 1956.
- xix. The company did not have any outstanding debentures during the year.
- xx. The company has not raised any money through a public issue.
- xxi. Based on the Audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the Information and explanations given to us, we report that no fraud on or by the company has been noticed or reported during the course of our audit.

For Bhavna Pandya & Co.
Chartered Accountants

CA. Bhavna Pandya
Proprietor
M. No. 37225

Place: Mumbai
Date 29/6/2012