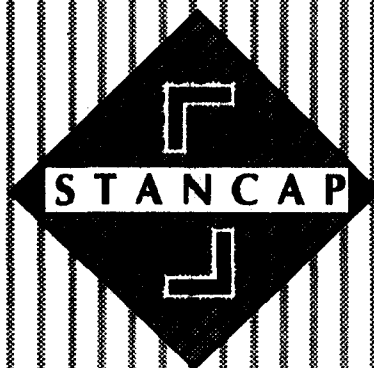


16TH ANNUAL REPORT 2002-2003

For STANDARD CAPITAL MARKETS LTD


DIRECTOR



STANDARD CAPITAL MARKETS LIMITED



STANDARD CAPITAL MARKETS LIMITED

ANNUAL REPORT FOR THE YEAR ENDED 31ST MARCH, 2003

DIRECTORS

MR. S.N. BAGAI (CHAIRMAN)

MR. M.L. VIJ

MR. N.K. ARORA

VIJAY K. CHOUDHARY

STATUTORY AUDITORS

TIWARI & ASSOCIATES

Chartered Accountants

New Delhi

BANKERS

STANDARD CHARTERED GRINDLAYS

GLOBAL TRUST BANK

REGISTERED OFFICE

8/28, WEA Abdul Aziz Road,

Karol Bagh, New Delhi - 110005

REGISTRAR OF COMPANY

INDUS PORTFOLIO PRIVATE LIMITED

G-65 BALI NAGAR NEW DELHI - 110015

COMPANY SECRETARY

Rajeev Goel & Associates

Company Secretaries

New Delhi

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STANDARD CAPITAL MARKETS LIMITED

NOTICE

NOTICE is hereby given the 16th Annual General Meeting of the company will be held at 94/16, Mukhmel Pur Road, Zindpur, Alipur, Delhi-110036 on Monday the 29th day of September, 2003 at 10.00 A.M. to transact the following business:

AS ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Accounts for the year ended 31st March, 2003 together with records of the Auditors and Directors thereon.
2. To appoint a Director in place of Sh. M.L. Vij, who retires by rotation, and being eligible, offers himself for reappointment.
3. To appoint M/s TIWARI & ASSOCIATES, Chartered Accountants as Statutory Auditors to hold office from the conclusion of this Annual General Meeting upto the conclusion of next Annual General Meeting of the Company and to fix their remuneration.

AS SPECIAL BUSINESS:

To consider and if thought fit, to pass, with or without modification(s), the following resolutions as a Special Resolution:

"RESOLVED that pursuant to section 31 and other applicable provisions. If any, of the Companies Act, 1956, the Articles of Association of the Company be and they hereby amended in the manner set out herein under:

- (i) The following common amendments be carried out in Articles 114, 118, 132 of the Articles of Association:

The words "Section 372" wherever appearing in the aforesaid articles shall be deleted and in that place the word "Section 372A" shall be substituted.

- (ii) The following common amendments be carried out in Articles 59, 133, 166, 167 of the Articles of Association.

The words "Section 370" and "Section 372" shall be deleted and in that place the word "Section 372A" shall be substituted.

**By order of the Board
for STANDARD CAPITAL MARKETS LIMITED**

**Sd/-
M.L. VIJ
DIRECTOR**

PLACE : NEW DELHI
DATE : 02.09.2003

Sixteenth Annual Report.....2

**NOTES:**

- a. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER

The instrument appointing a proxy, to be effective, must be duly filled, stamped and signed must reach the Company's Registered Office not later than 48 hours before the commencement of the meeting.

- b. Register of Members and Share Transfer Books of the Company will remain closed from Tuesday the 23rd September, 2003 to Monday the 29th September, 2003 (both days inclusive), for the purpose of Annual General Meeting.

- c. Members are requested:

- i. To notify the change of address, if any, to the company immediately.
- ii. To carry along, their copy of the Annual Report at the Annual General Meeting, for their ready reference.
- iii. To produce at the entrance the enclosed admission slip duly completed and signed for admission to the meeting place.

- d. For any specific query on the accounts of the company, please write to the Company at its registered office at least 7 days before the date of the Annual General Meeting.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF
THE COMPANIES ACT, 1956**

Section 370 & Section 372 of the Companies Act, 1956 became ineffective pursuant to insertion of Section 372A in the Companies Act, 1956. It is, therefore, necessary to delete references to sections 370 and 372 wherever appearing in the relevant articles and substitute in their place reference to section 372A in the said articles.

**STANDARD CAPITAL MARKETS LIMITED****DIRECTOR'S REPORT****TO THE MEMBERS**

Your Directors are pleased to present the 16th Annual Report together with the Audited Accounts of the Company for the year ended March 31st, 2003.

FINANCIAL RESULTS:

	For the Year ended 31.3.2003	For the Year ended 31.3.2002
Gross Income	2.95	7.44
Less Expenditure	7.92	3.96
Profit before Depreciation & Tax	(4.97)	3.48
Less Depreciation	3.05	5.68
Less Provision for tax	3.88	---
Profit for the year	(11.90)	(2.20)
Balance brought forward from the previous year	32.30	34.50

APPROPRIATION

General reserve	---	---
Balance carried forward	20.39	32.30

DIVIDEND:

In view of loss, the Board has not recommended any dividend on the equity share capital for the financial year ended on 31st March, 2003.

AUDITORS

The observation made in the Auditor's report are self-explanatory and therefore, do not call for any further comment under section 217(3) of the Companies Act, 1956

Your Directors request you to appoint Auditors for the current year and fix their remuneration.



STANDARD CAPITAL MARKETS LIMITED

OPERATIONS

Your company too has been hit by the general slump in the financial market and its profits have been reduced to a substantial extent. This has resulted to a larger extent in decreased activity and substantial decrease in income. Your company had also consciously cut down in exposures during the last year in the area of leasing. With the economy looking up again your company intends to make a cautious re-entry in to this area. However the company has been able to maintain good business in the inter-corporate loan.

As the new economy unravels itself, the Technology, Media and Tele-Communication (TMT) areas and related knowledge based industry are likely to be key engines for future growth. Financing to meet the debt requirement of the TMT segment has thrown up interesting opportunities which your Company is gearing up to exploit.

DIRECTORS

In accordance with the requirements of Section 256 of the Company Act 1956, and the articles of association of the company, Shri M.L. Vij, Director of the Company retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for reappointment.

DIRECTOR'S RESPONSIBILITY STATEMENT AS REQUIRED UNDER SECTION 217 (2AA) OF THE COMPANIES ACT, 1956.

The Directors state that -

- a. In the preparation of the annual accounts, the applicable accounting standards have been followed alongwith proper explanation relating to material departures:
- b. they have selected such accounting policies and applied them consistently and made judgements and estimates that are 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 covered under this Report and of the loss of the Company for the year:
- c. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d. the annual accounts are prepared on a going concern basis.

PARTICULARS OF THE EMPLOYEES

None of the company's employees, employed throughout the Financial Year under review, was in receipt of an aggregate remuneration of Rs. 24,00,000 per annum or more. Similarly no employees of the company, employed for a part of the financial year, received remuneration @ Rs. 2,00,000 per month or more. Hence the details required under section 217 (2A) of the Companies Act, 1956, read with companies (Particular of Employees) Rules, 1975 is not given.

**STANDARD CAPITAL MARKETS LIMITED****FIXED DEPOSITS:**

The Company has not accepted any deposits from the public, within the meaning of Section 58-A of the Companies Act, 1956 and the Companies (Acceptance of Deposit) Rules, 1975 during the year under review.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO:

Particulars under Companies (Disclosure of particulars in the report of Board of Director) Rules 1988 on conservation of energy, technology absorption and foreign exchange and outgo are not applicable to the company and hence no disclosure is being made in this report.

APPRECIATION:

Your Directors thank you - our esteemed shareholders, customers, business associates, Financial / Institutions and Commercial Banks for the faith reposed by them in your Company and its management.

Your Directors place on record their deep appreciation of the dedication and commitment of your Company's employees at all levels and look forward to their continued support in the future as well.

The Board also acknowledges the faith reposed in the company by lessees, investing public and Banks for their valuable assistance, and look forward to their continued co-operation.

For and on behalf of the Board

Sd/-
N.K. ARORA
DIRECTOR

Sd/-
M.L. VIJ
DIRECTOR

PLACE : NEW DELHI
DATED : 02.09. 2003



STANDARD CAPITAL MARKETS LIMITED

CORPORATE GOVERNANCE REPORT FOR THE YEAR 2002-03

(As required under Clause 49 of the listing agreement entered into with the Stock Exchanges)

1. **A Brief Statement on Company's Philosophy on Code of Governance:-**

The company firmly believes in good Corporate Governance. The company, while conducting its business has been upholding the core values of Standard i.e. transparency, integrity, honesty, accountability and compliance of laws. The company continuously endeavors to improve on these aspects on an ongoing basis.

2. **Board of Directors ("Board")**

The Board of Directors comprise four Non-Executive Directors. During the year 5 Board meetings were held on 13.05.2002, 12.07.2002, 24.10.2002, 12.11.002 & 03.03.2003. The composition of Board of Directors and their attendance during the year and at last Annual General Meeting as also number of other Directorships/Memberships of committees are as follows.

Name of Director	Category of Directorship	No. of Board Meetings Attended	Attendance at last AGM	No. of other Directorships	Committee Memberships Chairmanship/Member	Chairman
SH. S.N. BAGAI Committee	Independent Director	1	Nil	Varren Financial Services Limited Dadi Resorts & Hotels Limited Mt. Everest Min Water Limited Piramal Spin. & Weav. Mills Ltd.	----	Audit
SH. M.L. VIJ	Director	5	Yes	Parthy & Widge Securities Ltd. MLV Financial Services (P) Ltd.		Audit Committee
SH. N.K. ARORA	Director	5	Yes	ADL International Limited Parthy & Widge Securities Ltd.	----	
SH. V.K. CHOUDHARY	Director	5	Yes	----		Audit Committee