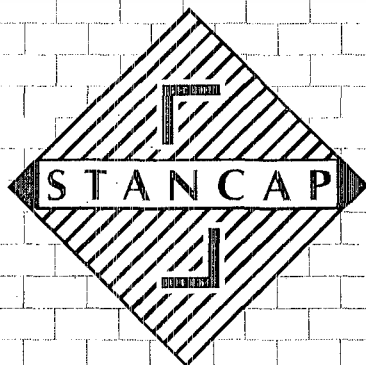


20<sup>th</sup>  
**ANNUAL REPORT**  
**2006 - 2007**

Report  [www.reportjunction.com](http://www.reportjunction.com)



**STANDARD CAPITAL MARKETS LIMITED**

*Curry M. M. M.*  
*Abel*



## STANDARD CAPITAL MARKETS LIMITED

### ANNUAL REPORT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2007

#### **DIRECTORS**

MR. D. P. SHARMA  
MR. N. K. ARORA (M.D.)  
MR. VIJAY SEHGAL

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#### **STATUTORY AUDITORS**

TIWARI & ASSOCIATES  
Chartered Accountants  
New Delhi

Balance Sheet  
Profit & Loss Account  
Schedules

#### **BANKERS**

STANDARD CHARTERED BANK

Proxy Form  
Attendance Slip

#### **REGISTERED OFFICE**

8/28, WEA, ABDUL AZIZ ROAD  
KAROL BAGH, NEW DELHI - 110 005

#### **REGISTRAR OF COMPANY**

INDUS PORTFOLIO PRIVATE LIMITED  
G-65, BALI NAGAR  
NEW DELHI - 110 015



## STANDARD CAPITAL MARKETS LIMITED

### NOTICE

NOTICE is hereby given that the 20<sup>th</sup> Annual General Meeting of the company will be held at 94/16, Mukhmel Pur Road, Zindpur, Alipur, Delhi-110036 on Friday the 28<sup>th</sup> September, 2007 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 31<sup>st</sup> March, 2007 together with reports of the Auditors and Directors thereon;
2. To appoint a Director in place of Shri Narender K. Arora who retires by rotation and being eligible, offers himself for re-election;
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.

#### 4. AS SPECIAL BUSINESS

To consider and if thought fit to pass or without modification, the following resolution as an **ORDINARY RESOLUTION**.

**"RESOLVED** that Mr. Durga Prasad Sharma", in respect of whom a notice under section 257 of Companies Act, 1956, has been received from a member proposing his candidature for the notice of director, be and is hereby appointed a Director of the company whose period of office will be liable to retirement by rotation."

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

PLACE : NEW DELHI  
DATE : 18.08.2007

SD/-  
**NARENDER K ARORA**  
(DIRECTOR)



## STANDARD CAPITAL MARKETS LIMITED

**NOTES:**

1. A member entitled to attend and vote at the annual General Meeting (the Meeting) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than forty eight hours before commencement of the Meeting.
2. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Members are requested to bring their Attendance Slip alongwith their copy of Annual Report to the Meeting.
4. Members are requested to notify the change of address, if any, to the company immediately.
5. 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.

**ANNEXURE TO NOTICE**

The Board of Directors had appointed Mr. Durga Prasad Sharma as Director in its meeting held on 17.03.2007 under section 260 of Companies Act, 1956 Mr. Pankaj Arora holds office until the conclusion of this Annual General Meeting. But is eligible for re-appointment. As required under section 257 of the Companies Act, 1956 the company has received notice from a member of the Company proposing the candidature of Mr. Durga Prasad Sharma for the office of Director. It is recommended that Mr. Durga Prasad Sharma be appointed as Director of the Company.

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*Handwritten signatures and initials:*  
 3  
 [Signature]  
 [Signature]  
 [Initials]



## STANDARD CAPITAL MARKETS LIMITED

**DIRECTOR'S REPORT****To The Members**

Your Directors are pleased to present the 20<sup>th</sup> Annual Report together with the Audited Accounts of the Company for the year ended March 31<sup>st</sup>, 2007.

**FINANCIAL RESULTS:**

The Performance of the Company for the financial year ended March 31, 2007 is summarized below:

|   | <b>For the Year ended<br/>31.03.2007</b> | <b>For the Year ended<br/>31.03.2006</b> |
|---|--|--|
| Gross Income                                | 255.26                                   | 7.26                                     |
| Expenditure                                 | 255.03                                   | 6.60                                     |
| Profit Before Depreciation & Tax            | 1.67                                     | 0.66                                     |
| Depreciation                                | 0.32                                     | 0.39                                     |
| Provision for Tax                           | —  | —  |
| Profit for the Year                         | 1.67                                     | 0.27                                     |
| Balance brought forward from the Prev. Year | 10.97                                    | 10.71                                    |

**APPROPRIATION**

|                         |       |       |
|-------------------------|-------|-------|
| General Reserve         | —     | —     |
| Balance Carried Forward | 12.00 | 10.97 |

**DIVIDEND**

Due to inadequacy of profits your board has not recommended any dividend for the year ended 31<sup>st</sup> March, 2007.

**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.

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## STANDARD CAPITAL MARKETS LIMITED

### OPERATIONS

Although the performance of Indian Economy in 2006-07 has exceeded expectations. The GDP growth of the economy estimated at 9.2% out of which GDP originating from Agricultural and allied activities registered a growth of 2.7% in 2006-07 and the service industry contributed as much as 68.6% of the overall average growth in GDP. While the share of agriculture in GDP declined to 18.5 %, the share of industry and services improved to 26.4 % and 55.1% respectively. The notable feature of the current growth phase is the sharp rise in the rate of investment in the economy. Investment in general being a forward looking variable, reflects a high degree of optimism. Despite all above factors, your company could not do any better as in the preceding year primarily because of liquidity crunch. As the current phase of economy is likely to continue in future as well, your company intends to cautiously reorganize its funds pattern and make re-investment accordingly. Your directors are hopeful this move will enhance the working results of the company in a more profitable way.

### DIRECTORS

In accordance with the requirements of section 256 of the Companies Act, 1956 and the articles of association of the company, Sh. Narender K. Arora Director of the retire by rotation at the ensuing Annual General Meeting.

### DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217 (2AA) of the Companies Act, 1956, with respect to Directors Responsibility Statement, it is hereby confirmed that:

- a) in the preparation of annual accounts, the applicable accounting standards have been followed and that there are no material departures from the same;
- b) the Directors have selected such accounting policies and 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 as at March 31, 2007 and of the profit of the Company for the year ended on that date;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate 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; and
- d) the Directors have prepared the annual accounts of the Company on a 'going concern' basis.



## STANDARD CAPITAL MARKETS LIMITED

### CORPORATE GOVERNANCE

Report on Corporate Governance as stipulated under Clause 49 of the Listing Agreements with the Stock Exchange in India forms part of the Annual Report.

Certificate from the Auditors of the Company, M/s TIWARI & ASSOCIATES., confirming compliance of conditions of Corporate Governance as stipulated under the aforesaid Clause 49, is annexed to this Report.

### PARTICULARS OF 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/- p.a. or more, Similarly no employees of the company, employed for a part of the financial year, received remuneration @ Rs. 2,00,000/- p.m. or more. Hence the details required under section 217 (2A) of the Companies Act, 1956 read with the companies (Particulars of Employees) Rules, 1975 is not given.

### 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.

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

Particulars under Companies (Disclosure of Particulars in the report of Board of Directors) Rules 1988 on conservation of energy, technology absorption and foreign exchange earnings 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/ Investment 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 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/-**

**DURGA PRASAD SHARMA  
(DIRECTOR)**

**Sd/-**

**N.K. ARORA  
(DIRECTOR)**

PLACE : NEW DELHI

DATE : 18.08.2007

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## STANDARD CAPITAL MARKETS LIMITED

**REPORT ON CORPORATE GOVERNANCE**

Corporate Governance is based on the principles of integrity, fairness, equity, transparency, accountability and commitment to values. Good governance practices stem from the culture and mindset of the organization. As Shareholders evince keen interest in the practices and performance of Companies, Corporate Governance has emerged on the center stage.

**In accordance with Clause 49 of the listing agreement entered into with the Stock Exchange of India (Clause 49)**

**1. Company's philosophy on code of Governance :**

The Company's philosophy on Corporate Governance envisages attainment of the highest levels of transparency, accountability and equity in all facets of its operations, and in all its interactions with shareholders, including shareholders, employees, lenders and the Government. The company is committed to achieve and maintain the highest standards of Corporate Governance. The company continuously endeavors to improve on these aspects on the ongoing basis.

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

The Board of Directors comprise Three Non –Executive Directors. During the year 6 Board meetings were held on 13.05.2006, 20.07.2006, 10.08.2006, 11.10.2006, 17.01.2007 and 17.03.2007. The Composition of Board of Directors and their attendance at Board Meetings held 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   | Attendance     |          | No. of Directorships/ Committee Memberships/Chairmanship |                          |
|---------------------|----------------------------|----------------|----------|--|--------------------------|
|                     |                            | Board Meetings | Last AGM | Other Directorship                                       | Committee Membership     |
| M. L. VIJ           | Non Executive /Promoter    | 6              | Yes      | 3  | Audit Committee Chairman |
| N. K. ARORA         | Executive /Promoter        | 6              | Yes      | 2  | —                        |
| VIJAY SEHGAL        | Non Executive /Independent | 6              | Yes      | —  | Audit Committee          |
| DURGA PRASAD SHARMA | Non Executive /Independent | 1              | No       | 2  | Audit Committee          |

**3. Board Committees****Audit Committee:**

The Board has constituted Audit Committee, comprising one Independent and two Non-executive

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## STANDARD CAPITAL MARKETS LIMITED

Directors. All the members of the Audit Committee possess financial/Accounting expertise and well versed in finance and general business practices. The composition of the Audit Committee meets the requirements of Section 292 A of the Companies Act, 1956 and Clause 49 of the Listing Agreements.

The terms of reference of the Audit Committee include:

- To review financial Statement and pre publication announcements before submission to the Board.
- To ensure Compliance of Internal Control Systems and action taken on internal audit reports.
- To apprise the Board on the impact of accounting policies, accounting standard and legislation.
- To hold periodical discussions with statutory auditors on the scope and content of the audit.
- To review the Company's financial and risk management policies.

During the financial year 2006-2007 audit committee met on 29.04.2006, 25.07.2006, 14.08.2006, 21.10.2006, 23.11.2006 and 12.01.2007. The present composition & attendance of the members of the committee is as follows.

| Member       | Number of Meeting Attendance |
|--------------|------------------------------|
| M. L. Vij    | 6                            |
| Vijay Sehgal | 4                            |
| D. P. Sharma | 1                            |

### Remuneration of the Directors:

No remuneration has been made to any of the Directors for the period of 01.04.2006 to 31.03.2007.

### Shareholder's / Investors Grievance Committee :

Committee of the board of Directors of the Company known as Share transfer committee looks after the grievance of shareholders of the company. Committee meets at frequent intervals to consider, inter alia, approves issue of duplicate certificates and review all matters connected with transfer to securities of the Company. The committee also looks into redressal of shareholders'/ investors' complaints related to transfer of shares, non receipt of balance sheet etc. The Committee oversees performance of the Registrars and Transfer Agents of the Company, and recommends measures for overall improvement in the quality of investor services. During the financial year 2006-2007 the Company has not received any complaints regarding transfer of shares etc.

### 4. General Body Meetings :

Location, date and time of the Annual General Meetings held during the preceding 3 years are as follows:

|                               |
|-------------------------------|
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|-------------------------------|