

STANDARD CAPITAL MARKETS LIMITED
8/28, W.E.A., ABDUL AZIZ ROAD, KAROL BAGH, NEW DELHI-110 005

STANDARD CAPITAL MARKETS LTD.
26TH ANNUAL REPORT 2012-2013

BOARD OF DIRECTORS

| | |
|---------------------|----------|
| Durga Prasad Sharma | Director |
| Narender K. Arora | Director |
| Vijay Sehgal | Director |
| Kapoor Chand Gupta | Director |

AUDITORS

TIWARI & ASSOCIATES
CHARTERED ACCOUNTANTS
1ST FLOOR, SEWAK BHAWAN
16/2, W.E.A., ABDUL AZIZ ROAD,
KAROL BAGH, NEW DELHI-110 005.

BANKERS

PUNJAB NATIONAL BANK
SECTOR-5, ROHINI BRANCH, DELHI, 110 085

REGISTRARS

SKYLINE FINANCIAL SERVICES PVT. LTD.
D-153A, 1ST FLOOR, OKHLA INDUSTRIAL AREA
PHASE-I, NEW DELHI- 110 020
PH. +91-11-26812682 +91-11-26812683

REGISTERED OFFICE

8/28, W.E.A., ABDUL AZIZ ROAD
KAROL BAGH, NEW DELHI-110 005

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Annual Report 2012-13

STANDARD CAPITAL MARKETS LIMITED
8/28, W.E.A., ABDUL AZIZ ROAD, KAROL BAGH, NEW DELHI-110 005

NOTICE

To
The Members,

NOTICE is hereby given that the 26th Annual General Meeting of Members of M/s Standard Capital Markets Limited will be held on Monday, 30th September, 2013 at 10.00 AM at 94/16, Mukhmelpur Road, Zindpur, Alipur, Delhi-110 036 to transact the following business;

ORDINARY BUSINESS:

AGENDA ITEM No. 1

To consider, receive and adopt the audited Balance Sheet as at 31st March, 2013 and Profit & Loss Account of the Company and the Reports of Directors and Auditors thereon for the year ended 31st March, 2013.

AGENDA ITEM No. 2

To appoint a Director in place of Shri. Durga Prasad Sharma, who retires by rotation, and being eligible, offers himself for re-appointment.

AGENDA ITEM No. 3

To appoint M/s TIWARI & ASSOCIATES, Chartered Accountants, (Registration No. 002870N) the retiring Auditors, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

Place : New Delhi
Dated : 5th, September 2013

By order of the Board of Directors
Standard Capital Markets Limited

Narender K. Arora
Director

NOTES

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy and vote in his stead. The proxy need not be a member of the Company. Proxy in the order to be valid must be lodged at the registered office of the Company not less than 48 hours, before the commencement of Meeting.
2. A Member or his proxy is requested to produce at the entrance of the registered office, attendance slip forwarded to them along with this Annual Report, to facilitate their attendance at the AGM.
3. Members desirous of getting any information related to the accounts of the Company for the period under reference are requested to write to the Company at least ten days before the meeting, to enable it to make the requisite details available at the Meeting.
4. Members are requested to address all correspondence, including intimation of change in their addresses, if any, to **M/s Skyline Financial Services Pvt. Ltd.**, who are Registrars & Shares Transfer Agents of the Company and whose address is given in Corporate Governance Report.
5. the Register of Members and share transfer book of the Company will remain closed from 23-09-2013 to 30.09.2013 (both days inclusive)
6. Members are requested to bring a copy of the Annual Report along with them to the Annual General Meeting since as a measure of economy as extra copies will not be supplied at the meeting.
7. Members, who hold shares in dematerialized form, are requested to bring their Client ID and DP ID Nos. for easier identification of attendance at the meeting.
8. **For special attention of members: no gifts / coupons will be distributed at the Annual General Meeting.**

Registered Office:
STANDARD CAPITAL MARKETS LTD
8/28, W.E.A., Abdul Aziz Road,
Karol Bagh, New Delhi-110 005

By order of the Board of Directors
Standard Capital Markets Limited

Dated : 5th, September 2013
Place : New Delhi

Narender K. Arora
Director

ANNEXURE TO THE NOTICE

Notes on Director seeking appointment / re-appointment as required under Clause 49 of the Listing Agreement entered in to with the Stock Exchange.

**Profile of Directors Seeking Appointment / Reappointment
At the ensuing (26th) AGM**

| | |
|--|---|
| Name of the Director | Sh. Durga Prasad Sharma |
| Date of Birth | 19.08.1959 |
| Date of Appointment | 17.03.2007 |
| Profile/Expertise in Specific Functional Areas | Mr D P Sharma is B Tech and MBA from reputed institutes and has long experience of around 25 yrs in various areas of business and industry. |
| List of directorship in other Public Companies (As on 31 st March, 2013) | M/s Hari Creations Private Limited M/s Akar Share Intermediates Private Limited. |
| Chairman Membership of committee of the Board in other Public Companies (As on 31 st March, 2013) | Nil |
| Shares held by the Director | 1800 |

DIRECTORS' REPORT

Dear Shareholders

Your Directors hereby present the 26th Annual Report and Audited Accounts of the Company for the year ended 31st March, 2013.

FINANCIAL RESULTS

(₹ in Lakh)

| Particulars | Current Year (2012- 2013) | Previous Year (2011 - 2012) |
|--|------------------------------|--------------------------------|
| Gross Income | 14.47 | 24.70 |
| Expenditure | 11.92 | 17.18 |
| Profit/ (Loss) Before Depreciation & Tax | 2.77 | 7.52 |
| Depreciation | 0.21 | 0.66 |
| Provision for Deferred Tax (MAT)/Tax | 0.23 | 2.35 |
| Profit/ (Loss) for the Year | 2.33 | 4.51 |
| Balance brought forward from the Previous Year | (30.56) | (34.16) |
| APPROPRIATION | | |
| Transferred to RBI Reserve Fund | 0.47 | 0.90 |
| Balance Carried Forward | (28.69) | (30.56) |

DIVIDEND

In view of the accumulated losses of the Company, your Directors do not recommend any dividend for the year ended 31st March, 2013.

OPERATIONS AND FUTURE PROSPECTS

During the year, the Company has struggled to consolidate its portfolio for increasing the revenue but could not achieve in view of the adverse market conditions. Management is optimistic about better results in the future.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Please refer to Annexure 'A' of this report.

AUDITORS & THEIR REPORT

M/s Tiwari & Associates, Chartered Accountants retire as Auditors of the Company at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. The company has received a letter from them that their reappointment, if made would be within the prescribed limit under section 224 (1B) of Companies Act, 1956 and that they are not disqualified from being reappointed as Auditor U/s 226. The Board of Directors and the Audit Committee recommend their re-appointment.

Auditors' Report is self-explanatory and required no comments by the Directors.

DIRECTORS

Shri Durga Prasad Sharma, Director retires by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment. The directors recommend his reappointment.

CORPORATE GOVERNANCE

The Company has complied with the mandatory provisions of Corporate Governance as prescribed in the Listing Agreement. A Separate report on Corporate Governance is included as a 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 of under the clause 49 of Listing Agreement is annexed to this report as annexure "B"

PARTICULARS OF EMPLOYEES INFORMATION IN ACCORDANCE WITH SECTION 217(2A) OF THE COMPANIES ACT 1956 WITH COMPANIES (PARTICULARS OF EMPLOYEES) RULES 1975

During the year under review, no employees, whether employed for the whole or part of the year, was drawing remuneration exceeding the limits as laid down under section 217 (2A) of the Companies Act, 1956, read with Companies (Particulars of Employees) Rules, 1975 as amended. Hence the details required under Section 217 (2A) are not given.

PUBLIC DEPOSITS

The Company has not accepted any deposits from public within the meaning of section 58A and 58AA of the Companies Act, 1956 and the Companies (Acceptance of Deposit) Rules, 1975 during the year under review and hence no information is required to be furnished in this respect.

CONSERVATION OF ENERGY

The company is not engaged in any activity where conservation of energy/technology absorption is required. Hence the details required under section 217 of the Companies Act, 1956 are not given.

FOREIGN EXCHANGE EARNINGS AND OUTGO

There are no foreign exchange earning & outgo during the financial year under review.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA) of the Companies Act, 1956 as introduced by Companies (Amendment) Act, 2000, the Directors confirm that:

- (i) in the preparation of the annual accounts, the applicable accounting standards have been followed;
- (ii) Appropriate accounting policies have been selected and applied consistently, and judgments and estimates made 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, 2013 and of the profits of the Company for the year ended 31st March, 2013.
- (iii) Proper and sufficient care has been taken 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.
- (iv) The annual accounts have been prepared on a going concern basis.

COMPLIANCE CERTIFICATES

The Company has obtained Compliance Certificate from Practicing Company Secretary as required under provision to Section 383A(1) of the Companies Act, 1956.

ACKNOWLEDGEMENT

Your directors are pleased to place on record their sincere thanks to the Bankers and business associates of the company for their continued and valuable co-operation and support to the Company.

Your Directors also express their appreciation for the hard work and sincere services rendered by workers, staff and executives of the Company during the year.

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

Place : New Delhi
Dated : 5th, September 2013

By order of the Board of Directors
Standard Capital Markets Limited

Durga Prasad Sharma
Director

Narender K. Arora
Director



ANNEXURE-A
MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. Operating Results

The company earned a gross income of Rs. 14.47 Lakhs during the year under review compared to Rs. 24.70 Lakhs in the previous year. The net profit earned by the Company during the current year was Rs. 2.33 Lakhs against the previous year net profit of Rs. 4.51 Lakhs.

2. Industry Trends

The year was marked by high volatility in the stock market and most asset class remained subdued. Crude oil prices remained in the range of 80 to 105 US Dollar and commodity prices remained high. Inflation remained high even though the economy has slowed down with expected growth of 5.4% per annum. High interest rates by the Reserve Bank to curtail inflation have affected Industrial Growth. All these developments have been viewed negatively.

3. Opportunities and Threats

With the globalization and electronic age, Indian Stock Market changed over the past decade. Nearly 100% of all transactions are executed through electronic media online trading system. The developments of high-tech and transparent markets with an increasingly wide geographic footprint have increased the number of trading venues offering diverse pools of liquidity. Current elevated rates of inflation pose significant risks to future growth. With the attention of Government focussed in containing the inflation, the economic growth may see a decline in growth in the short run.

4. Future Prospects and Outlook

Recent years have seen a lot of change and turmoil in Indian Industry. The problems of the global economy after its meltdown in previous 2-3 years have also not gone away. China's economy which was a strong growth engine has been slowing down especially in the housing and infrastructure sectors. The problems of Euro zone are making the nascent global recovery look weak. Asia and Japan continues to see growth though its composition varies across the region depending upon exposure to the export sector in different countries. For the Indian economy inflation, oil prices, budget deficits, interest rates, commodity prices and infrastructural bottleneck remain areas of concern.

5. Risks and concerns

Our Company like any other Company is exposed to specific risks that are particular to its business and the environment within which it operates. The Company is exposed to the market risk (including liquidity risk) and also the factors that are associated with capital market, which inter alia includes economic/business cycle, fluctuations in the stock prices in the market, besides the interest rate volatility, and credit risk. The Company is confident of managing these risks by maintaining a conservative financial profile, and by following prudent business and risk management practices.

6. Internal control system and their adequacy

The Company has proper and adequate system of internal controls to ensure that all its assets are safeguarded and protected against loss from unauthorized use or disposition of assets and that the transactions are recorded and reported. The Company ensures adherence to all internal control policies and procedures as well as compliance with all regulatory guidelines. Besides, the Audit Committee reviews the internal controls at periodic intervals in close coordination with the Internal Auditors.

7. Financial performance

Share Capital : The Company's issued and subscribed share capital consists of Equity Share Capital only, the paid-up share capital of the company as on 31st March, 2013 stood at 40,001,000/- Lacs comprising of 40,00,100/- Equity Shares of Rs. 10/- each.

Reserve & Surplus: During the year under review, the accumulated losses of the company have decreased due to the efforts taken by the management of the company.

Current Assets & Current Liabilities: The current assets and current liabilities at the end of the year under review stood at Rs. 370.84 Lacs and Rs. 3.85 Lacs respectively against Rs. 374.46 Lacs and Rs. 13.30 Lacs for the last year.

8. Human Resources

The Company has adequate qualified and trained employees which is commensurate with the size of operations. The Company recognizes the role and importance of human resources in the future prospects of the company and follows good man management practices.

9. Cautionary Statement

Statements in this "Management's Discussion and Analysis" describing the Company's objectives, projections, estimates, expectations or predictions may be "forward looking statements" are only predictions within the meaning of applicable securities laws and regulations and are subject to risks, uncertainties, and assumptions that are difficult to predict. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include interest rates and changes in the Government regulations, tax regimes, economic developments and other factors such as litigation etc.



REPORT ON CORPORATE GOVERNANCE

Corporate Governance implies governance with highest standards of professionalism, integrity, accountability, fairness, transparency and business ethics for efficient and ethical conduct of business. 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 Exchanges Corporate Governance Report of the Company for the financial year ending 31st March, 2013 is as follows:

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 stakeholders, 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")

(a) The Board of Directors comprise four Non-Executive Directors. During the year 14 Board meetings were held on 10.04.2012, 09.06.2012,20.06.2012,30.06.2012,20.07.2012,09.08.2012,14.08.2012,31.08.2012,10.09.2012, 20.09.2012,14.11.2012,09.02.2013,14.02.2013,20.02.2013,. The Composition of Board of Directors and their attendance during the year and at last Annual General Meeting as also number of other Directorship/ Memberships of committees are as follows:

| Name of Director | Category of Directorship | Attendance At Board Meeting | Whether attended Last AGM | No. of Directorship/ Committee Memberships/ Chairmanship |
|---------------------|-------------------------------|-----------------------------|---------------------------|--|
| | | | | Other Committee Directorship Membership |
| Durga Prasad Sharma | Non-Executive/Non-Independent | 14 | Yes | 2 No |
| Narender K. Arora | Non-Executive/Non-Independent | 14 | Yes | 4 Audit Committee |
| Vijay Sehgal | Non-Executive/Independent | 14 | Yes | 0 Audit Committee |
| Kapoor Chand Gupta | Non-Executive/Independent | 13 | Yes | 0 Audit Committee Chairman |

(b) Information about persons who are being appointed/ reappointed as Directors.

NAME OF DIRECTOR, BRIEF RESUME, FIELD OF SPECIALISATION AND DIRECTORSHIP/ COMMITTEE MEMBERSHIP HELD BY HIM :

Sh.Durga Prasad Sharma is B.Tech and MBA from a reputed Institute and is having around twenty five years experience in various arena of business and industry.

3. Board Committees
AUDIT COMMITTEE

The Board has constituted Audit Committee comprising three Non-Executive Directors out of which two are independent and one non independent. 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 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreements.

The terms of reference of the Audit Committee include:

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

During the financial year 2012-2013 audit committee met on 17.05.2012, 13.07.2012, 20.08.2012, 15.10.2012, 07.02.2013,. The present composition & attendance of the members of the committee is as follows.

| Member | Number of Meeting Attended |
|--------------------|----------------------------|
| Narender K. Arora | 5 |
| Vijay Sehgal | 5 |
| Kapoor Chand Gupta | 4 |

4. Remuneration of the Directors:

No remuneration has been paid to any of the Directors for the period from 01.04.2012 to 31.03.2013.

5. 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 of 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 2012-2013 the Company has not received any complaints regarding transfer of shares etc.

No requests for transfer/ transmission/ dematerialization of shares were pending as on 31st March,2013, except those, if any, which were required to be disposed by the Company within thirty days of receipt and this period of thirty days had not expired by 31st March 2013 or which have been received late. These requests, were subsequently approved/ dealt with by the Company.

6. General Body Meetings:

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

| Financial Year | Location | Date | Time |
|----------------|---|------------|-------------|
| 2009-2010 | 94/16 , Mukhmelpur Road,Zindpur , Alipur Delhi-110036 | 29.09.2010 | 10.00 A .M. |
| 2010-2011 | As Above | 30.09.2011 | 10 00 A.M. |
| 2011-2012 | As Above | 29.09.2012 | 11.00 A.M. |

7. Disclosures:

There are no materially significant related party transactions which may have potential conflict with the interest of the company at large.

8. Means of Communication:

- (a) The quarterly, half yearly results and Annual Reports are prepared as per requirements of the Listing Agreement. These result are displayed on the web site of the Company i.e. www.stancap.in. for public information and in compliance with the listing agreement.
- (b) Management Discussion and Analysis forms part of the annual report which is posted to the shareholders of the company.