

**23rd
Annual Report
2012-13**

**THIRDWAVE FINANCIAL
INTERMEDIARIES LIMITED**

BOARD OF DIRECTORS

Sanwarmal Agarwal	<i>Chairman & WTD</i>
Vinay Kumar Agarwal	<i>Director</i>
Nirmal Kumar Agarwal	<i>Director</i>

AUDITORS

B.K. Tibrewal & Associates
Chartered Accountants
32A, C. R. Avenue
Kolkata – 700 013

LEGAL ADVISORS

Sanjeev Kumar Bajoria
Temple Chambers
6, Old Post Office Street,
Kolkata – 700 001

BANKERS

HDFC Bank Ltd.

REGISTERED OFFICE

302F, Kamalalaya,
156A, Lenin Sarani,
Kolkata – 700 013

**REGISTRAR & SHARE
TRANSFER AGENTS**

Niche Technologies Ltd.
C-444, 4TH floor,
71, B.R.B. Basu Road,
Kolkata – 700 001

THIRDWAVE FINANCIAL INTERMEDIARIES LIMITED

NOTICE

Notice is hereby given that the 23rd Annual General Meeting of Members of Thirdwave Financial Intermediaries Limited will be held at 302F, Kamalalaya, 156A, Lenin Sarani, Kolkata - 700013 on Monday the 30th September, 2013 at 10.00 am to transact the following business :-

ORDINARY BUSINESS

- 1) To consider and adopt Director's Report and Audited Statements of Accounts for the year ended on 31st March, 2013.
- 2) To appoint Nirmal Kumar Agarwal as director as his tenure as director expires on the day of ensuing Annual General Meeting.
- 3) To appoint auditors to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting and fix their remuneration.

Place : Kolkata
Dated : 29th May, 2013

By order of the Board
Sanwarmal Agarwal
(Director)

NOTES

- (a) A member entitled to attend and vote is entitled to appoint a proxy or proxies to attend and vote instead of himself and that proxy need not be a member.
- (b) Proxies in order to be effective must be deposited duly stamped and signed at the Registered Office of the Company not less than 48 hours before the meeting.
- (c) The Register of Members and Share Transfer Books of the Company will remain closed from 14th September, 2013 to 30th September, 2013 (both days inclusive).
- (d) Item No 2 – Appointment of Mr Nirmal Kumar Agarwal as a Director
Mr Nirmal Kumar Agarwal aged 54 years who has served the company in the capacity of independent non-executive director since 2011 and has been instrumental in progress of the company. He has vast experience in manufacturing of garments and apparels. He cease to hold the office at the ensuing Annual General Meeting in terms of Section 260 of the Companies Act, 1956.

The company has received notice under Section 257 of the Companies Act, 1956 from a member proposing his candidature for the office of the Director of the Company, accordingly he is appointed a Director of the Company from the date of ensuing Annual General Meeting.

The Board of Directors accordingly recommend the resolution as set out in Item No. 2 of the Notice for your approval.

None of the Directors of the Company other than Mr Nirmal Kumar Agarwal is interested or concerned in the resolution.

INFORMATION PERSUANT TO CLAUSE 49 VI (A) (C) OF THE LISTING AGREEMENT

Sri Nirmal Kumar Agarwal aged 54 years is a graduate carrying on business of garments and apparels. He has vast experience in the manufacturing and trading. He is director in one private limited company. He holds 40000 Equity Shares in the Company.

Place : Kolkata
Dated : 29th May, 2013

By order of the Board
Sanwarmal Agarwal
(Director)

THIRDWAVE FINANCIAL INTERMEDIARIES LIMITED

DIRECTOR'S REPORT

Your Directors have pleasure in presenting the 23rd Annual Report together with the Audited Statement of Accounts for the year ended on 31st March, 2013.

FINANCIAL RESULTS

	Year Ended 31-03-2013	Year Ended 31-03-2012
GROSS INCOME	4,53,090	2,06,626
GROSS PROFIT/(LOSS) BEFORE DEPRECIATION AND INCOME TAX	(8,57,284)	(2,54,058)
Less : Depreciation	21,055	21,055
Income Tax (including for earlier years)	-	2,630
Prior Period Expenses/(Income)	(13,365)	-
NET PROFIT/(LOSS) AFTER TAXES	(8,64,974)	(2,77,743)

DIVIDEND

In view of carried forward losses, your directors are unable to declare dividend for the year under consideration.

OPERATIONS

During the year your company moderately participated in Capital Market due to shortage of funds.

COMPLIANCE WITH REGULATIONS

The Company has complied with various regulations formulated from time to time by the authorities.

RESPONSIBILITY STATEMENT

The Directors confirm :-

- that in preparation of the annual accounts, the applicable accounting standards have been followed and that no material departures have been made from the same;
- that 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 the affairs of the company at the end of the financial year and of the loss of the company for the year;
- that they have taken proper and sufficient care for maintenance of 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.
- that they have prepared the annual accounts on a going concern basis.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGNEXCHANGE EARNINGS AND OUTGOINGS

The Company is not engaged in any manufacturing activities, therefore there is no information to submit in respect of conservation of energy and technology absorption. The Company has no foreign exchange earning and outgoing during the year.

DIRECTORS

Sri Nirmal Kumar Agarwal retires at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. Your Company has received notice under Section 257 of the Companies Act, 1956 from a member proposing his candidature for the office of the Director of the Company.

AUDITORS

At the Annual General Meeting, members are requested to appoint Auditors for the current financial year and to fix their remuneration.

THIRDWAVE FINANCIAL INTERMEDIARIES LIMITED

PARTICULARS OF EMPLOYEES

In compliance with the provisions of section 217(2A) of the Companies Act, 1956 read with the Companies (particulars of employees) Rules, 1975 as amended from time to time, there is no such employee in receipt of remuneration of more than the specified limit under the said act.

APPRECIATION

The Directors wish to place on record their appreciation of the valuable support given by our clients, Bankers & shareholders.

Place : Kolkata
Dated : 29th May, 2013

For and on behalf of the Board
Vinay Kumar Agarwal
(Director)

For and on behalf of the Board
Sanwarmal Agarwal
(Director)

THIRDWAVE FINANCIAL INTERMEDIARIES LIMITED

REPORT ON CORPORATE GOVERNANCE

In compliance with Clause 49 of the Listing Agreement with Stock Exchanges, the Company submits the report on the matters mentioned in the said clause and on the practices as followed by the Company.

1. Company's Governance Philosophy

Your Company firmly believes in and continues to practice good Corporate Governance. Over the years, your company has complied with the broad principles of Corporate Governance through a strong emphasis on transparency, empowerment, accountability and integrity.

2. Board of Directors

The Board of Directors comprises of 3 Directors.

During the year 5 Board Meetings were held

The composition of the Board of Directors and their attendance at the Meetings during the year and at the last Annual General Meeting as also number of other directorships/memberships of committees are as follows :

Annual General Meeting as also number of other directorships/ memberships of committees are as follows :								
Name of the Director	Designation	Category	No. of Board Meetings attended	Attendance at last AGM	No. of outside Directorships held		No. of outside committee positions held	
					Public	Private	Member	Chairman
Mr. Sanwarmal Agarwal	Director	(P,E*)	5	Yes	-	3	-	-
Mr. Vinay K Agarwal	Director	(P,NE*)	5	Yes	-	6	-	-
Mr. Nirmal Kr Agarwal	Director	(I,NE*)	3	Yes	-	1	-	-

* P=Promoter, E=Executive, NE=Non-Executive, I=Independent

3. Directors' Interest in the Company & Remuneration:

Remuneration has been paid for the financial year 2012-13 to the directors of the Company as follows :-

Sanwarmal Agarwal Rs. 2,40,000/- Salary

4. Audit Committee :

The Audit committee comprises of 2 directors. The meeting attended by all the members of committee.

Constitution of Audit committee as on March 31, 2013 and related information.

Name of Director	Category
Mr. Vinay Kumar Agarwal	Promoter, Non-Executive
Mr. Nirmal Kumar Agarwal	Non-Executive, Independent

The broad functions of the Audit Committee are in conformity with the requirements of the Companies Act, 1956 and the Listing Agreement.

5. Share Transfer and Shareholders'/Investors' Grievances Committee as on 31st March 2013.

This Comprises of following 2 Directors and the Chairman is an independent non-executive director :

Name of Director	Category
Mr. Sanwarmal Agarwal	Executive, Promoter
Mr. Nirmal Kumar Agarwal	Non-Executive, Independent

There was no compliant pending for reply as on 31st March 2013. All share transfer requests were processed and dispatched within one month of the lodgment dates.

6. Remuneration Committee

The remuneration committee is yet to be formed

THIRDWAVE FINANCIAL INTERMEDIARIES LIMITED

7. General Body Meetings :

Location and time of the General Body Meetings held during last three years are as follows :

Year	Type	Location	Date	Time
2009-2010	AGM	156A, Lenin Sarani, Kolkata – 13	17.08.10	10.00 A.M
2010-2011	AGM	156A, Lenin Sarani, Kolkata –13	30.08.11	10.00 A.M
2011-2012	AGM	156A, Lenin Sarani, Kolkata –13	24.09.12	10.00 A.M

No special Resolution was put through postal ballot last year. No postal ballot is proposed to be conducted this year.

8. Disclosures :

Related Party transactions

The statutory disclosure requirements relating to related party transactions have been complied with in the Annual Accounts. There were no material transactions during the year 2012-2013, which were prejudicial to the interest of the Company.

Statutory compliance, Penalties and Strictures

The company complied with the requirements of the Stock Exchanges/SEBI/Statutory Authorities on most of the matters related to the capital market during the last three years. However due to delayed payment of listing fees the shares of the company has been suspended from trading from BSE. The company has received in principal approval for lifting of suspension during the year and expect trading to start soon on BSE. There were no penalties or strictures imposed on the Company by the Stock Exchanges, the SEBI or any Statutory authority relating to above except about the matter cited above.

9. Means of Communication :

The quarterly, half-yearly and annual financial results of the Company are forwarded to the Stock Exchanges (CSE,BSE,MSE) and are published in the Newspaper.

10. Shareholder information :

Annual General Meeting :

Date & Time : Monday 30th September, 2013 at 10:00 A.M
Venue : 156A, Lenin Sarani, Kolkata – 700 013.

Financial Calendar (Tentative)

: April to March

Publication of results for the Financial year 2013-14

- First Quarter results : On or before 31st July, 2013.
- Second Quarter and half-yearly results : On or before 31st October, 2013.
- Third Quarter results : On or before 31st January, 2014.
- Fourth Quarter/Annual results for 31.03.2014 : During May, 2014.

Book Closure :

From 14th September, 2013 to 30th September, 2013 (both days inclusive)

Listing on Stock Exchanges

The Equity shares of the Company are listed on the following Stock Exchanges :

Name of the Stock Exchange	Address
The Calcutta Stock Exchange Assn Ltd	7, Lyons Range, Kolkata – 700001
Bombay Stock Exchange Ltd.	Dalal Street, Mumbai - 400001
Madras Stock Exchange Ltd.	Second Line Beach, Chennai - 600001.

ISIN Number for NSDL/CDSL

INE528C01018

Annual Listings fees have been paid to CSE/BSE/MSE for the financial year 2013-2014.

Annual custody fees have been paid to NSDL/CDSL for the financial year 2013-14.