## 2008-2009

# 16th Annual Report &

**Accounts** 

Certified True Copy

LYONS CORPORATE MARKET LTD.

Director

## Lyons Corporate Market Limited

Chatterjee International Centre 33A, Jawaharlal Nehru Road, 6th Floor Kolkata - 700 071



**Board of Directors** Shri Ram Karan Gupta, Director

Shri Sushil Kumar Poddar, Director

Shri Kishan Avatar Agarwal, Director

Registered Office Chatterjee International Centre

33-A, Jawaharlal Nehru Road, 6th Floor, Kolkata - 700 071

Bankers ABN Amro Bank

Punjab National Bank

Oriental Bank of Commerce

ICICI Bank Limited

Auditors R. K. Lakhotia & Associates

**Chartered Accountants** 

Kolkata

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#### NOTICE OF THE SIXTEENTH ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 16th Annual General Meeting of the members of M/s Lyons Corporate Market Limited will be held on Thursday, the 24th day of September, 2009 at 10.00 A.M. at Calcutta Chamber of Commerce Hall at 18/H, Park Street, Kolkata - 700 071 to transact the following business:

#### ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Balance Sheet as at March 31st, 2009, and the Profit and Loss Account of the Company for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
- 2) To appoint a Director in place of Sri Kishan Avatar Agarwal who retires by rotation and being eligible, offers himself for re-appointment.
- 3) To appoint the Auditors and to fix their remuneration.

By Order of the Board

Place: Kolkata

Ram Karan Gupta

Date: 30th June, 2009

Chairman

#### NOTES:

- 1. a. A Member entitled to attend and vote is entitled to appoint a proxy to attend and, on a poll, vote instead of himself/herself. A proxy need not be a member.
  - b. Proxies in order to be effective must be received by the Company at its Registered Office not later than forty eight hours before the commencement of the meeting.
- 2. Attendance Slips duly filled in should be brought in the meeting.
- 3. The Register of Members and Share Transfer Books of the Company will remain closed from 22nd September, 2009 to 24th September, 2009 (both days inclusive)
- 4. Shareholders seeking any information with regard to accounts are requested to write to the Company at least ten days in advance so as to enable the Company to keep the information ready.
- 5. Members are requested to notify immediately any change in their address to the Company. They are also requested to bring their copy of Annual report while coming to the meeting.
- 6. Members who hold shares in Dematerialised form are requested to bring their client Id and DP Id Nos, for easy identification of Attendance at the meeting.
- 7. Note on Director seeking re-appointment as the ensuing Annual General Meeting: Sri Kishan Avatar Agarwal, aged 50 years, is a director of the Company since 08.02.2000 and he holds directorship in one Company.



#### **DIRECTORS' REPORT**

To

The Members,

Your Directors have pleasure in presenting the Fifteenth Annual Report together with Audited Accounts of the Company for the year ended 31st March, 2009

#### FINANCIAL RESULTS

	For the Year Ended	For the Year Ended
	31-03-2009	31-03-2008
	Rs. in Lakhs	Rs. in Lakhs
Profit/(Loss) before Depreciation & Tax	58.42	(27.18)
Less: Depreciation	0.52	0.52
Profit/(Loss) before Tax	58.93	(27.70)
Provision for Taxation	6.00	· •
Deferred tax (Charge)/Credit	(0.03)	0.18
Fringe Benefit Tax	0.05	(0.054)
Profit /(Loss) after Tax	52.91	(27.57)
Transfer to Reserve Fund	10.60	0.00
Add: Balance brought forward from Previou	s Year (171.17)	(143.60)
Balance Carried to Balance Sheet	(128.86)	(171.17)

#### DIVIDEND

With view to strength the financial position of the Company, your Director has not recommended any dividend.

#### **BUSINESS AND PROSPECTS**

The Company has dealt mainly in the business of advancing of loans, dealing in securities and investments during the period under review. The Profit before tax for the year is Rs. 58,93,439/- as compared with the last year figure of Loss before tax of Rs. 27,69,736/-



#### DIRECTORS' RESPONSIBILITY STATEMENT

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

- i) in the preparation of the Annual Accounts, the applicable accounting standards had been followed;
- ii) that the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that were 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 profit of the Company for that period;
- that the Directors had 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;
- iv) that the Directors had prepared the Annual Accounts on a going concern basis.

#### CORPORATE GOVERNANCE

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchange, a separate section titled "Corporate Governance" is attached to this Annual Report marked as Annexure I.

#### MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis has been annexed to this report in terms of Listing Agreement and marked as Annexure II.

#### DIRECTORS

In accordance with the Company's Articles of Association, Sri Kishan Avatar Agarwal, Director of the Company, retires by rotation and being eligible, offer himself for reappointment.

#### LISTING

The Company's shares are listed on the Calcutta, Mumbai and Ahmedabad Stock Exchange. The Listing fees to the Stock Exchanges for the year 2008-2009 have been paid.

#### **DELISTING OF SHARES**

The equity shares of the Company are presently listed on the Stock Exchanges at Ahmedabad, Calcutta and Mumbai.

The Company has made application for delisting of shares from The Ahmedabad Stock Exchange, which is pending as on the date of this report. The Company's shares will continue to be listed on Calcutta and Mumbai Stock Exchanges. Mumbai Stock Exchange has suspended the dealing in the shares of the Company for technical reasons. The necessary replies are being made and the shares will again be eligible for trading at BSE very shortly.



#### FIXED DEPOSITS

The Company has not accepted any fixed deposit during the year ended 31st March 2009 from public.

#### AUDITORS AND AUDITORS' REPORT

M/s R. K. Lakhotia & Associates, Chartered Accountants, Auditors of the Company retire at the conclusion of the next Annual General Meeting of the Company. They have expressed their inability to be reappointed as the auditors of the Company. The Board placed on record its appreciation for the valuable services rendered by them during their tenure as auditors of the Company. The Board recommends the name of M/s Mandawewala & Co., Chartered Accountants, 1 British Indian Street, 1st Floor, Room No.110 D, Kolkata - 700 069 who have given their consent to act as the auditors of the Company, pursuant to Section 224 (1B) of the Companies Act, 1956, for appointing them as Auditors of the Company subject to the consent of the Shareholders at the ensuing Annual General Meeting.

#### DISCLOSURE OF PARTICULARS

The Company has no employee in the Category as specified in the provisions of Section 217 (2A) of the Companies Act, 1956.

## CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING

The Company being in the financial sector, requirements regarding the disclosure of particulars of conservation of energy and technology absorption prescribed by the rules are not applicable. The Company has no foreign exchange inflow or outflow during the year under review.

#### **ACKNOWLEDGMENT**

Your Directors would like to express their appreciation of the co-operation and assistance received from the shareholders, bankers and other business constituents during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the commitment displayed by all executives, officers and staff resulting in the successful performance during the year.

Place: Kolkata

Date: 30th June, 2009

By Order of the Board Ram Karan Gupta Chairman



#### ANNEXURE I - 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 the practices followed by the Company.

#### (a) Company's philosophy

The Company firmly believes in and has consistently endeavoured to practice good Corporate Governance and has acted as a good corporate citizen in this respect.

### (b) Board of Directors

The Board of Directors comprised of three Non-Executive Non-Promoter Directors.

During the year 2008-09, 10 meetings of the Board of Directors were held, on 03.04.2008, 15.05.2008, 30.06.2008, 15.07.2008, 23.09.2008, 13.10.2008, 19.11.2008, 15.01.2009, 20.02.2009 and 31.03.2009. The Last Annual General Meeting was held on the 25th September, 2008.

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 & membership of Committees are as follows:

Name of Director	Nature of Director ship	No. of Board Meetings	Attendance at AGM	No.of . other Director-	i	mmittee nbership
	·	Attended		ship	Member	Chairman
Mr. R. K. Gupta	Non-Executive	10	Yes	1	2	1 .
Mr. S. K. Poddar	Non-Executive	10	Yes	5	5	. 1
Mr. K. A. Agarwal	Non-Executive	10	Yes	1	2	1

## (c) Audit Committee

During the Financial year 2008-09, the Audit Committee of the Company met five times in the following pattern. One meeting is held before finalisation of annual accounts and one at the end of each quarter. The attendance of the members at these meeting was as follows: -

SI. No.	Name of the Member	Status	No. of Meetings attended
1	Sri K. A. Agarwal	Member	5
2	Sri S.K.Poddar	Member	5
. 3	Sri. R. K. Gupta	Chairman	. 5



## (d) Details of Remuneration paid to Directors for the year ended 31st March, 2009.

#### 1. Executive Directors

Name	Salary	Commission	Perquisites	Retirement benefits		
NOT APPLICABLE						

#### 2. Non-Executive Directors

Name	Sitting Fees	Commission

No Sitting Fees and / or Commission has been paid to the Non- Executive Directors

#### (e) Shareholders' Grievance Committee

The Board has formed a Shareholders Grievance Committee under the Chairmanship of Sri K. A. Agarwal, Sri R. K. Gupta and Sri S. K. Poddar being the members of the Committee.

The Committee had two meetings during the year, the attendances of the members at these meeting were as follows: -

SI. No.	Name of the Member	Status .	No. of Meetings Attended
1	Sri S.K.Poddar	Member	2
. 2	Sri·R. K. Gupta	Member	2
3	Sri K. A. Agarwal	Chairman	2

There is no grievance pending as on date.

## (f) Share Transfer Committee

In accordance with Clause 49 para VI (D) of the Listing Agreement of the Stock Exchanges the Board has unanimously delegated the powers of share transfer to the Share Transfer committee under the Chairmanship of Sri R.K.Gupta who is also the Compliance officer, Sri S. K. Poddar and Sri K. A. Agarwal being the members of the Committee.

All shares have been transferred and returned in 15 days from the date of receipt, so long the documents have been clear in all respects.

The share Transfer Committee meets four times a year.



### (g) General Body Meeting

The last three Annual General Meetings of the Company were held as under:

Financial Year	Date	Time	Location
2007-2008	25.09.08	10:00 A.M.	Calcutta Chamber of Commerce Hall, 18/H, Park Street, Kolkata - 700 071
2006-2007	28.09.07	10.00 A.M.	Calcutta Chamber of Commerce Hall 18/H, Park Street, Kolkata - 700 071
2005-2006	27.09.06	10:00 A.M.	Calcutta Chamber of Commerce Hall 18/H, Park Street, Kolkata - 700 071

No Special Resolution was required to be put through ballot last year.

No Special Resolution on matters requiring postal ballot are placed for shareholders approval at this meeting.

#### (h) Disclosures

During the year, there were no transactions of the Company of material nature with the promoters, the directors or the management or their subsidiaries or their relatives that had potential conflict with the interest of the Company.

### (i) Means of Communication

Half yearly report to each household of Shareholders : No

## Quarterly results:

The annual, half yearly and quarterly results are submitted to the stock Exchanges and also published in leading English and Vernacular (Bengali) newspapers in accordance with the Listing Agreement.

Displaying on Website : No

News releases and presentation to institutional Investors : No

### (j) General Shareholders' Information

 Annual General Meeting was convened on 25th day of September, 2008 at 10.00 A.M. at Calcutta Chamber of Commerce Hall at 18/H, Park Street, Kolkata - 700 071.

## 2. Financial Calendar

Annual General Meeting on 24th September, 2009
First Quarter Results on or before 31st July, 2009
Second Quarter Results on or before 31st October, 2009
Third Quarter Results on or before 31st January, 2010

Results for the Financial year

Ending March 31st, 2010 on or before 30th June, 2010

## NAME OF TAXABLE PARTY.

## LYONS CORPORATE MARKET LIMITED

- Book Closure:
   22nd September, 2009 to 24th September, 2009.
- 4. The Company's Shares are listed at The Calcutta Stock Exchange, The Stock Exchange, Mumbai and The Stock Exchange, Ahmedabad. Listing Fees for the year 2009 10 has been paid.
- 5. Stock Market price data for the year 2008 2009: There was no trading on the Stock Exchange.
- 6. Registrars and Share Transfer Agency
  The Company has engaged the services of M/s Niche Technologies Private
  Limited, D-511, Bagree Market 71, B. R. B. Basu Road, Kolkata 700 001,
  Telephone No.2234-3576,e-mail nichetechpl@nichetechpl.com a SEBI
  registered Registrar as share Transfer Agents for processing the transfers,

7. Distribution of Shareholding as on 31st March, 2009

sub-division, consolidation, splitting of securities etc.

No. of Share	SHAREHOLDERS		SHAREH	HOLDING
	Nos.	%	No.	% .
Upto 500	1049	57.86	290550	6.21
500-1000	656	36.18	466100	9.96
1001-2000	27	1.49	38400	0.82
2001-3000	44	2.43	110900	2.37
3001-4000	5	0.28	17100	0.37
4001-5000	12	0.66	58500	1.25 -
5001-10000	7	0.39	57100	1.22
Above 10001	13	0.72	3639350	77.80
TOTAL	1813	`100.00	4678000	100.00

8. Categories of Shareholders as on 31st March, 2009

Category	Shareholding		
	No. of Shares	% of Paid - up	
		Capital	
Financial Institutions	Nil	Nil	
Bodies Corporate	1290950	27.60	
Promoters Holding	2438500	52.13	
Others	948550	20.27	
Total	4678000	100.00	



#### 9. <u>Dematerialization of Shares</u>

As on 31st March, 2009, a total of 3145350 shares of the Company constituting 67.24% of the Paid-up Share Capital of the Company, stood dematerialised and 1532650 are in physical form.

#### 10. Addresses for Correspondence

The Company's Registered Office is situated at Kolkata. Shareholders correspondence may be directed to.

### **Compliance Officer**

Mr. R. K. Gupta 33-A, Jawaharlal Nehru Road, 6th Floor, Flat No. A-5, Kolkata - 700 071

Place: Kolkata

Date: 30th June, 2009

For and on behalf of the Board Ram Karan Gupta Chairman



## Auditors' Certificate on Compliance with the conditions of Corporate Governance under Clause 49 of the Listing Agreement

To the Members of Lyons Corporate Market Limited

We have examined the compliance of conditions of Corporate Governance by Lyons Corporate Market Limited (the Company) for the year ended 31st March 2009, as stipulated in clause 49 of the Listing Agreement of the Company with the Stock Exchange.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanation given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We have been explained that no investor grievances are pending against the Company as per records maintained by the Shareholders/Investors Grievances Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For R. K. LAKHOTIA & ASSOCIATES

Chartered Accountants

R. K. LAKHOTIA

Partner

Membership No. 61096

Place: Kolkata
Date: The 30th Day of June 2009





#### **ANNEXURE II - MANAGEMENT DISCUSSION & ANALYSIS**

#### (a) Industrial Structure and developments

The Financial sector is undergoing several changes. The line of distinction between type of entities i.e. Non-Banking Financial Companies, Financial Institutions, Bank etc, is breaking down. There no longer is any segment / product, which is the preserve of a specific type of entity. Entry/expansion by several MNC's into the sector is also a significant change that has taken place.

#### (b) Opportunities and threats

With increasing liberalization and industrial growth, expected recovery in the US economy. Government's measures to control the inflation, we feel improvement in capital markets in medium to long term. The scope of investment will increase in coming years. The key threats include the change / slowdown in policies of Government for disinvestments. U- turn on subsidies and indecisiveness of the Govt. because of political pressures, change in tax structure, failure to contain inflation within reasonable range, governing rules of SEBI and RBI etc., which may effect the capital market substantially.

### (c) Segmentwise performance

The Company is a Non Banking Finance Company (NBFC) and is engaged in the business of finance and investment, which is the only segment in the company. Hence, the results for the year under review pertains only to finance and investment activity and segment-wise or product-wise performance is made applicable.

## (d) Industry Outlook

The Company continues to concentrate on finance and investment.

## (e) Risks and Concerns

Our Company, like any other corporate is exposed to specific risks that are particular to its business and the environment within which it operates, including interest rate volatility, economic cycle, market risk and credit risk. The Company manages these risks by maintaining a conservative financial profile and by following prudent business and risk management practices.

## (f) Internal control system and their adequacy

The Company has a proper and adequate system of internal controls to ensure that all activities are monitored and controlled against any unauthorised use or disposition of assets and that the transactions are authorised, recorded and reported correctly.



The Company ensures adherence to all internal control policies and procedures as well as compliance with all regulatory guidelines.

The Audit committee periodically reviews policies and adequacy of internal controls.

- (g) <u>Discussion on financial performance with respect to operational performance</u>
  The Company's total earnings during the year was Rs. 74.68 Lakhs and had a net Profit of Rs.52.91 Lakhs after tax.
- (h) Human Resource Development / Industrial Relation

The Company considers its human resource as the most valuable ingredient of the functioning of the Company and utmost endeavor is made to maintain good relation with the employees at all levels.

Place: Kolkata

Date: 30th June, 2009

For and on behalf of the Board Ram Karan Gupta Chairman



#### **AUDITORS' REPORT**

## TO THE MEMBERS OF LYONS CORPORATE MARKET LIMITED

We have audited the attached Balance Sheet of *Lyons Corporate Market Limited* as at 31st March, 2009 and also the Profit and Loss Account for the year 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 have 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 (Auditors' Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies 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 purposes of our audit;
- b) In our opinion, proper books of accounts as required by law have been kept by the Company so far as appears from our examination of those books;
- c) The Balance Sheet and Profit and Loss Account dealt with by this report are in agreement with the books of accounts;
- d) In our opinion, the Balance Sheet and Profit & 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, 2009 and taken on record by the Board of Directors, we report that none of the Director is disqualified as on 31st March, 2009 from being appointed as a Director 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 Balance Sheet, Profit & Loss Account and Cash Flow Statement;
  - (i) in the case of Balance Sheet, of the state of affairs of the Company as at 31st March, 2009; and
  - (ii) in the case of Profit and Loss Account, of the Profit for the year ended 31st March 2009, and
  - (iii) in the case of Cash Flow Statement, of the Cash Flow for the year ended on that date.

For R. K. LAKHOTIA & ASSOCIATES

Chartered Accountants

Place: Kolkata

Date: 30th June, 2009

R.K.LAKHOTIA

Partner

Membership No. 61096



#### ANNEXURE TO THE AUDITORS' REPORT

Statement referred to in paragraph 3 of our report of even date to the members of **M/s Lyons Corporate Market Limited** on the accounts for the year ended 31st March, 2009.

In terms of the information and explanations given to us and the books and records examined by us in normal course of audit and to the best of our knowledge and belief, we state that:

- I. a) The Company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets.
  - b) The Fixed Assets of the Company except assets given on lease have been physically verified by the management at reasonable intervals. No material discrepancies have been noticed on such verification.
  - c) None of the Fixed Assets have been sold/disposed off during the year under report.
- II. a) Stock of Shares physically lying with the Company has been verified by the management at reasonable intervals. No material discrepancies have been noticed on such verification. Further the Company has received confirmations of shares lying with depository participants at regular intervals.
  - b) In our opinion, the procedures of physical verification of stocks followed by the Management are reasonable and adequate in relation to the size of the Company and nature of its business.
  - c) The Company is maintaining proper records of inventory. No material discrepancies have been noticed on such verification.
- III. As informed to us, the company has neither granted not taken any loans, secured or unsecured to/from companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956 and as such clauses (iii) (a) to (iii) (g) of the Companies (Auditors Report) Order 2003 are not 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 nature of its business with regard to purchase of shares, fixed assets and with regard to sale of shares. During the course of our Audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
- V. a) According to the information and explanations given to us, we are of the opinion that the transactions that need to be entered, if any, into the register maintained under section 301 of the companies Act, 1956 have been so entered.
  - b) According to the information and explanations given to us, there are no transaction of purchase of shares and materials and sale of shares, materials and services made in pursuance of contracts or arrangements with any party entered in the register maintained under Section 301 of the Companies Act, 1956 for value aggregating to Rs. 5,00,000/- or more during the year under review.



- VI. The Company has not accepted any deposits from the public during the year within the meaning of Section 58A and Section 58AA of the Companies Act, 1956 and the rules framed there under with regard to the deposits accepted from the public. No order has been passed by the Company Law Board, National Company Law Tribunal or Reserve Bank or any Court or any other Tribunal.
- VII. In our opinion there is an adequate internal Audit system commensurate with the size of the Company and nature of its business.
- Vill. According to the information and explanations given to us, the central Government has not prescribed the maintenance of cost records under sections 209(I)(d) of the companies Act, 1956, for any of the products of the company.
- IX. a) As explained to us, the Provident Fund Scheme and Employees' State Insurance Scheme are not applicable to the Company.
  - b) According to the information given to us, no undisputed amounts payable in respect of Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty and Excise Duty and Cess were in arrears, as at 31<sup>st</sup> March, 2009 for the period exceeding six months from the date they became payable.
  - c) According to the information and explanations given to us, there are no dues of Sales Tax, Income Tax, Service Tax, Customs Duty, Wealth Tax, Excise Duty and Cess, which have not been deposited on account of any dispute.
- X. In our opinion the accumulated losses of the Company are not more than 50% of the net worth. The Company has incurred not incurred cash losses during the financial year covered by our audit but incurred cash losses in the immediately preceding financial year.
- XI. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to bank with whom transactions have been made during the year.
- XII. The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- XIII. The Company is not a chit fund, nidhi/mutual benefit fund and therefore the requirements pertaining to such class of companies is not applicable. Therefore, the provisions of clause 4(xiii) of the Companies (Auditors' Report) Order 2003 are not applicable to the company.
- XIV. The Company has maintained proper records of transactions and contracts in respect of trading in shares and other securities and timely entries have been made therein. The Investments are held by the Company in its own name except to the extent exemption provided under section 49 of the Companies Act, 1956.



- XV. The Company has not given any guarantee for loans taken by others from banks or financial institutions.
- XVI. The Company has not taken any term loans during the year.
- XVII. According to the informations and explanations given to us and on overall examination of the Balance Sheet of the company we report that no Funds raised on short term basis which have been used for long term investment.
- XVIII. The Company has not made any preferential allotment of shares during the year to parties and companies covered in the Register maintained under Section 301 of the Companies Act, 1956.
- XIX. The Company has not issued any debentures during the year and therefore the question of creating security in respect thereof does not arise.
- XX. The Company has not made any public issues during the year and therefore the question of disclosing the end use of money does not arise.
- XXI. According to the information and explanations given no fraud on or by the company has been noticed or reported during the year.

For R. K. LAKHOTIA & ASSOCIATES

Chartered Accountants

Place: Kolkata

Date: 30th June, 2009

R.K.LAKHOTIA Partner Membership No. 61096



	BALANCE SHEET AS AT 31ST MARCH, 2009						
		* . *		As at	As at		
]		SCHI	EDULE	31.03.2009	31.03.2008		
				Rs.	Rs.		
	SO.	URCES OF FUNDS :					
"	1.						
	••	(a) Share Capital	1	4,78,20,259	4,78,20,259		
		(b) Reserve & Surplus	2	10,60,000	0		
	2.	Loan Funds					
		(a) Unsecured Loans	3	1,10,35,942	1,17,51,850		
	3.	Deferred Tax Liability	4	1,83,245	1,86,357		
			Total	6,00,99,446	5,97,58,466		
,,	ΛĐ	DI ICATION OF FUNDS			The second of th		
".	. AP	PLICATION OF FUNDS Fixed Assets	5				
'	1.	(a) Gross Block	J	48,00,691	48,00,691		
1.		(b) Less : Depreciation		38,35,744	37,84,098		
		(c) Net Block		9,64,947	10,16,593		
		:			•		
	2.	Investments	6	2,01,55,300	1,41,55,300		
	3.	Current Assets, Loans & Advances		· ·			
		(a) Stock in Trade	7	1,26,77,487	1,28,62,668		
		(b) Sundry Debtors	. 8	2,20,709	2,05,044		
		(c) Cash and Bank Balances	9	3,18,201	3,24,847		
		(d) Loans and Advances	10	1,64,53,859	1,71,34,318		
			-	2,96,70,256	3,05,26,877		
		Less: Current Liabilities & Provisions	11	35,77,164	30,60,402		
		Net Current Assets	•	2,60,93,092	2,74,66,475		
	4.	Miscellaneous Expenditure	12	• • • • • • • • • • • • • • • • • • •	2,659		
		(to the extent not written off or adjusted)	•	•	,		
	5.	Profit & Loss Account		1,28,86,107	1,71,17,439		
	٠.			6,00,99,446	5,97,58,466		
		\$		0,00,55,440	J,57,30,400		
1							

The Schedules referred to above and also Schedules 16 and 18 form an integral part of the Balance Sheet

> This is the Balance Sheet referred to in our report of even date attached For R.K.LAKHOTIA & ASSOCIATES

Chartered Accountants

Place: Kolkata

Date: 30th June, 2009

R.K.LAKHOTIA ` Partner MemberShip No.61096

Ram Karan Gupta Sushil Kumar Poddar

Directors





### PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009

	Year Ended	Year Ended
SCHEDULE	31.03.2009	31.03.2008
,	. Rs.	Rs.
		•
13	1 66 500	2,25,805
· =		1,06,429
17	· ·	1,28,62,668
	2,01,45,696	1,31,94,902
	1.28.62.668	1,35,80,247
		12,10,374
	0	8,00,000
15	3,35,177	3,22,371
	51,646	51,646
	1.42.52.257	1,59,64,638
•	-, -, -, -, -, -, -, -, -, -, -, -, -, -	process of the second s
	58,93,439	(27,69,736)
		, , ,
	6,00,000	0 .
e J of Schedule 16)	(3,112)	18,461
•	5,219	(5,362)
	52,91,332	(27,56,637)
value of Investments		. 0
•		(27,56,637)
	(1,71,17,439)	(1,43,60,802)
t	(1,28,86,107)	$\overline{(1,71,17,439)}$
	1.13	-0.59
	13 14 15 2 J of Schedule 16) value of Investments	31.03.2009 Rs.  13

The Schedules referred to above and also Schedules 15 and 17 form an integral part of the Profit & Loss Account

This is the Profit & Loss Account referred to in our report of even date attached R. K. LAKHOTIA & ASSOCIATES

17

Chartered Accountants

R. K. LAKHOTIA

Partner

MemberShip No.61096

Ram Karan Gupta Sushil Kumar Poddar Directors

Additional Information

Place: Kolkata

Date: 30th June, 2009



## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2009

(PURSUANT TO CLAUSE 32 OF THE LISTING AGREEMENT WITH STOCK EXCHANGES)

		(Rs. in La	khs)	
	31-03-			3-2008
A.CASH FLOW FROM OPERATING ACTIVITIES:				· · · · · · · · · · · · · · · · · · ·
Net Profit/(Loss) before tax		58.93		(27.70)
Adjustments for :			,	
Depreciation	0.52	•	0.52	
Interest paid	10.03		12.10	
Miscellaneous Expenses written off	0.03	40.58	0.03	12.65
		69.52	•	(15.05)
Provision for Fringe Benefit Tax		0.05		(0.05)
Operating Profit/(Loss) before working capital chan	ges	69.46	,	(15.10)
Adjustments for:	C C 4		255.79	•
Trade and Other Receivables Inventories	6.64 1.85	-	7.18	•
Trade Payable	(0.83)	7.66	7.10 7.69	270.66
Net Cash from Operating Activities	(0.03)	77.12	7.00	255.56
Net Odsir horn Operating Netivities				
B. CASH FLOW FROM INVESTING ACTIVITIES	•			
Purchase of Investment	-	-60.00		0.00
Purchase of Fixed Assets		0.00	٠	0.00
Net Cash used in Investing Activities		(60.00)		0.00
C. CASH FLOW FROM FINANCING ACTIVITIES				-
Secured Loan	0.00		(360.43)	
Unsecured Loan	(7.16)	(4= 40)	117.52	(055.00)
Interest on Loan	(10.03)	. (17.19)	(12.10)	(255.02)
Net Cash from Financing Activities		(17.19)		(255.02)
Net Increase /(Decrease) in Cash and Cash equivalents (A+B+C)		(0.07)	•	0.54
Opening Balance of Cash & Cash Equivalents		3.25	•	2.71
Closing Balance of Cash & Cash Equivalents		3.18		3.25
Cash & Cash Equivalents at the end of the year				0.01
Cash on Hand. Balances with Scheduled Banks on Current Accou		0.46		0.61
balances with scheduled banks on Current Accou		2.72 3.18	_	2 64
As per our Report of even date		<u> </u>		3.25
For R.K.LAKHOTIA & ASSOCIATES				
Chartered Accountants				
	•			
R. K. Lakhotia	•			
Partner			On behalf	of the Board
Membership No. 61096				aran Gupta
Place : Kolkata			Sushil Ku	mar Poddar
Date : 30th June, 2009	<del></del> -			Directors



SCHEDULES ANNEXED TO AND FORMING PART OF BALANCE SHEET AS AT 31ST MARCH 2009 AND
PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED AS ON THAT DATE

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED AS ON THAT DATE								
	AS AT 31.03.2009 Rs.	AS AT 31.03.2008 Rs.						
SCHEDULE - 1								
SHARE CAPITAL:								
Authorised								
6000000 Equity Shares of Rs. 10/- each	6,00,00,000	6,00,00,000						
Issued and Subscribed 5000000 Equity Shares of Rs. 10/- each	5,00,00,000	5,00,00,000						
Paid up 4678000 Equity Shares of Rs. 10/- each fully	4,67,80,000	4,67,80,000						
paid up in cash	4,01,00,000	4,07,00,000						
Share Forfeiture Account	10,40,259	10,40,259						
	4,78,20,259	4,78,20,259						
	* The Property of the Section of the Control of the	Appropriate Victorial Special Control of the Contro						
Note: Of above shares 334170 Equity Shares have been allotted as fully paid up by way of Bonus by Capitalisation of Share Premium	share							
SCHEDULE - 2		,						
RESERVES & SURPLUS		·						
Reserve Fund (As Per RBI prudential Norms)	10,60,000	0						
reserve rand (vor a restriction prodemial resima)	10,60,000	0						
,								
SCHEDULE - 3								
UNSECURED LOANS								
From Bodies Corporate	1,01,00,000	1,12,75,000						
Interest Accrued and Due	9,35,942	4,76,850						
	1,10,35,942	1,17,51,850						
		The party of the angle of the separate of the party of th						
SCHEDULE -4								
DEFERRED TAX LIABILITY								
(Ref. Note J of Schedule 16)								
Opening Balance	1,86,357	2,04,818						
Deferred tax (charge)/credit in the current year	3,112	18,461						
Deferred tax liability as at March 31st, 2009	1,83,245	1,86,357						



#### SCHEDULE - 5

#### **FIXED ASSETS**

		GROSS	BLOCK			DEPRE	CIATION		NETB	LOCK
PARTICULARS	As on 01-04-08 Rs.	Addition Rs.	Sale Rs.	As on 31-03-09 Rs.	As on 01-04-08 Rs.	For the Year Rs.	Less for Sales Rs.	1	As on 31-03-09 Rs.	As on 31-03-08 Rs.
OWNED ASSETS										
Office Premises	9,16,772	0	0	9,16,772	1,33,153	14,943	. 0	1,48,096	7,68,676	7,83,619
Furniture & Fixture	4,83,951	0	0	4,83,951	2,99,690	30,635	0	3,30,325	1,53,626	1,84,261
Office Equipments	1,84,700	0	0	1,84,700	1,35,987	6,068	0	1,42,055	42,645	48,711
Total	15,85,423	0	0	15,85,423	5,68,830	51,646	0	6,20,476	9,64,947	10,16,593
LEASED ASSETS										
Plant & Machineries	32,15,268	0	. 0	32,15,268	32,15,268	0	0	32,15,268	0	0
Total	32,15,268	0	0	32,15;268	32,15,268	0	0	32,15,268	0	0
Grand Total	48,00,691	. 0	0	48,00,691	37,84,098	51,646	0	38,35,744	9,64,947	10,16,593
Previous Year	48,00,691	0	0	48,00,691	37,32,452	51,646	0	3,784,098	10,16,593	

Note: The office premises of the Company is yet to be registered in its name.

AS AT	ASAT
31.03.2009	31.03.2008
Rs.	Rs.

#### SCHEDULE - 6

11	V	٧	Έ	S	T	N	ΙE	Ēħ	۷.	ŢŞ	3	()	۷.	ΓC	)	О	S	Т	)	

Other than Trade Investment (Long Term)

QUOTED

650000 (P.Y. 650000) Equity Shares of The Ganges 65,00,000 65,00,000 Mfg. Co. Ltd. of Rs. 10/- each fully paid up

 Less : Provision in Diminution in the value of Investments
 43,22,500
 43,22,500

 21,77,500
 21,77,500

UNQUOTED

**EQUITY SHARES** 

94000 (P.Y. 94000) Equity Shares of Aaina Engineering **1,41,800** 1,41,800

Pvt. Ltd. of Rs. 10/- each fully paid up

150000 (P.Y. 150000) Ordinary Shares of Victoria Jute **20,36,000** 20,36,000

Co. of £ 1 each fully paid up

6000 (P.Y. Nil) Equity Shares of Class-B of Ganges Jute (P)

Limited of Rs.1000/- each fully paid up 60,00,000 0-

Preference Shares

98000 (P.Y. 98000) 4% Participating Redeemable

Non Cummulative Preference Shares of Ganges

Jute (P) Ltd. of Rs.100/- each fully paid up

 98,00,000
 98,00,000

 2,01,55,300
 1,41,55,300

 21,77,500
 21,77,500

Market Value of Quoted Investments

23



	•	
	AS AT 31.03.2009 Rs.	AS AT 31.03.2008 Rs.
SCHEDULE - 7		
STOCKINTRADE		•
Shares (Valued at cost or market price	· .	
whichever is lower)	1,26,77,487	1,28,62,668
	1,26,77,487	1,28,62,668
SCHEDULE - 8		The state of the s
SUNDRY DEBTORS (Unsecured)		•
Outstanding for more than six months		
Considered good	2,20,709	2,05,044
Considered doubtful	8,92,952 11,13,661	8,92,952 10,97,996
Less : Provision for Bad & Doubtful Debts	8,92,952	8,92,952
	2,20,709	2,05,044
	•	
SCHEDINE O		•
SCHEDULE -9		
CASH & BANK BALANCES		
Cash in hand Balances with Scheduled Bank	46,144	60,656
In Current Accounts	2,72,407	2,64,192
		2 24 040
	3,18,551	3,24,848
SCHEDULE -10		
LOANS AND ADVANCES (Unsecured, Considered good)		
Loans	49,07,978	48,41,022
Outstanding interest on Loans	1,66,500	1,66,956
	50,74,478	50,07,978
Advances	,	
(Recoverable in cash or in kind or for value to be received)		•
Tax Deducted at Source Deposits	13,63,734 82,52,800	13,75,913 82,62,200
Lease Equalisation Adjustment	17,29,041 °	17,29,041
Income Tax Refundable	18,806	18,806
Others Prepaids & Receivables	15,000 1,64,53,859	7,40,380 1,71,34,318
( ·	1,000	1) CT 10 1) CT O



<b>4</b>		
	AS AT 31.03.2009 Rs.	AS AT 31.03.2008 Rs.
SCHEDULE -11		
CURRENT LIABILITIES & PROVISIONS		
Current Liabilities		
Sundry Creditors :		
-Micro, Small and Medium Enterprises	0	0
- Others	1,62,740	1,47,075
Sundry Trade Deposit	2,05,320	2,05,320
T.D.S. Payable	69,399	1,23,717
Liabilities for Expenses	1,43,464	87,906
PROVISIONS	1,43,404	. 67,300
Provision for Income Tax (AY 2009-10)	6,00,000	0
Provision for Fringe Benefit Tax	5,219	5,362
Provision for Bad & Doubtful Debts	23,91,022	
Trovision for bad & Doubtful Debts		24,91,022
	35,77,164	30,60,402
0011501115 40	•	
SCHEDULE - 12		
MISCELLANEOUS EXPENDITURE		
(To the extent not written off or adjusted)		
Misc. Expenses	0	2,659
	0	2,659
. •		
		· .
SCHEDULE - 13	•	
INCOME FROM OPERATIONS		
Interest Received on Loans	1,66,500	2,25,805
Income From Other Operation	69,85,770	2,20,000
mostile From Strict Operation	71,52,270	2,25,805
	71,02,210	2,23,003
	•	
SCHEDULE - 14	•	
<u>OTHER INCOME</u>		
Rent Received	1,68,000	60,000
Misc. Receipts	0	129
Dividend Received	46,295	46,300
Interest on Income Tax Refund	1,644	0
	1,00,000	0
NEA Provision writer back	.,00,000	
NPA Provision written Back <sub>o</sub>		1 06 429
NPA Provision whiten back <sub>o</sub>	3,15,939	1,06,429



ASAT   31.03.2009   31.03.2008   Rs.   Rs.   Rs.				
Advertisement Expenses   Section   Section		31.03.2009		31.03.2008
CHEDULE - 15           OPERATING EXPENSES         612         1,131           Bank Charges         350         0           Conveyance Expenses         143         322           Custodial Fees         8,990         8,990           Demat Charges         331         674           Entertainment Expenses         822         376           Filling Fees         3,500         2,000           General Charges         3,500         2,000           General Charges         18,000         18,000           Internal Audit Fees         18,000         18,000           Internal Audit Fees         29,118         28,000           Municipal Taxes         32,231         34,073           Postage & Telegram         3,563         3,400           Printing & Stationery         12,550         12,021           Professional Fees         50,000         50,000           Professional Fees         50,000         50,000           Rates & Transfer Agent Fees (RTA)         10,112         10,112           Salary & Bonus         56,023         50,348           Secretarial Audit Fees         11,000         7,500           Telephone Charges         75,802	٠,			
CHEDULE - 15           OPERATING EXPENSES         612         1,131           Bank Charges         350         0           Conveyance Expenses         143         322           Custodial Fees         8,990         8,990           Demat Charges         331         674           Entertainment Expenses         822         376           Filling Fees         3,500         2,000           General Charges         3,500         2,000           General Charges         18,000         18,000           Internal Audit Fees         18,000         18,000           Internal Audit Fees         29,118         28,000           Municipal Taxes         32,231         34,073           Postage & Telegram         3,563         3,400           Printing & Stationery         12,550         12,021           Professional Fees         50,000         50,000           Professional Fees         50,000         50,000           Rates & Transfer Agent Fees (RTA)         10,112         10,112           Salary & Bonus         56,023         50,348           Secretarial Audit Fees         11,000         7,500           Telephone Charges         75,802				
Advertisement Expenses       612       1,131         Bank Charges       350       0         Conveyance Expenses       143       322         Custodial Fees       8,990       8,990         Demat Charges       331       674         Entertainment Expenses       822       376         Filling Fees       3,500       2,000         General Charges       3,960       1,326         Internal Audit Fees       18,000       18,000         Interest on FBT       32       0         Listing Fees       29,118       28,000         Municipal Taxes       32,231       34,073         Postage & Telegram       3,563       3,400         Printing & Stationery       12,550       12,021         Professional Fees       50,000       50,000         Professional Tax       2,500       2,500         Rates & Taxes       1,850       2,878         Registrar & Transfer Agent Fees (RTA)       10,112       10,112         Salary & Bonus       56,023       50,348         Secretarial Audit Fees       11,000       7,500         Telephone Charges       75,802       78,196         Auditors Remuneration:       7,721	SCHEDULE -15			
Bank Charges       350       0         Conveyance Expenses       143       322         Custodial Fees       8,990       8,990         Demat Charges       331       674         Entertainment Expenses       322       376         Filling Fees       3,500       2,000         General Charges       3,960       1,326         Internal Audit Fees       18,000       18,000         Interest on FBT       32       0         Listing Fees       29,118       28,000         Municipal Taxes       32,231       34,073         Postage & Telegram       3,563       3,400         Printing & Stationery       12,550       12,021         Professional Fees       50,000       50,000         Professional Fees       50,000       50,000         Registrar & Transfer Agent Fees (RTA)       10,112       10,112         Salary & Bonus       56,023       50,348         Secretarial Audit Fees       11,000       7,500         Telephone Charges       75,802       78,196         Auditors Remuneration:       Statutory Audit       7,721       7,865         Tax Audit       3,309       0         Miscellaneous E	OPERATING EXPENSES			
Bank Charges       350       0         Conveyance Expenses       143       322         Custodial Fees       8,990       8,990         Demat Charges       331       674         Entertainment Expenses       822       376         Filling Fees       3,500       2,000         General Charges       3,960       1,326         Internal Audit Fees       18,000       18,000         Interest on FBT       32       0         Listing Fees       29,118       28,000         Municipal Taxes       32,231       34,073         Postage & Telegram       3,563       3,400         Printing & Stationery       12,550       12,021         Professional Fees       50,000       50,000         Professional Fees       50,000       50,000         Registrar & Transfer Agent Fees (RTA)       10,112       10,112         Salary & Bonus       56,023       50,348         Secretarial Audit Fees       11,000       7,500         Telephone Charges       75,802       78,196         Auditors Remuneration:       Statutory Audit       7,721       7,865         Tax Audit       3,309       0         Miscellaneous E	Advertisement Expenses	612		1,131
Custodial Fees       8,990       8,990         Demat Charges       331       674         Entertainment Expenses       822       376         Filling Fees       3,500       2,000         General Charges       3,960       1,326         Internal Audit Fees       18,000       18,000         Interest on FBT       32       0         Listing Fees       29,118       28,000         Municipal Taxes       32,231       34,073         Postage & Telegram       3,563       3,400         Printing & Stationery       12,550       12,021         Professional Fees       50,000       50,000         Professional Tax       2,500       2,500         Rates & Taxes       1,850       2,878         Registrar & Transfer Agent Fees (RTA)       10,112       10,112         Salary & Bonus       56,023       50,348         Secretarial Audit Fees       11,000       7,500         Telephone Charges       75,802       78,196         Auditors Remuneration:       3,309       0         Miscellaneous Expenses Written Off       2,659       2,660	Bank Charges	350		
Demat Charges       331       674         Entertainment Expenses       822       376         Filling Fees       3,500       2,000         General Charges       3,960       1,326         Internal Audit Fees       18,000       18,000         Interest on FBT       32       0         Listing Fees       29,118       28,000         Municipal Taxes       32,231       34,073         Postage & Telegram       3,563       3,400         Printing & Stationery       12,550       12,021         Professional Fees       50,000       50,000         Professional Tax       2,500       2,500         Rates & Taxes       1,850       2,878         Registrar & Transfer Agent Fees (RTA)       10,112       10,112         Salary & Bonus       56,023       50,348         Secretarial Audit Fees       11,000       7,500         Telephone Charges       75,802       78,196         Auditors Remuneration       7,721       7,865         Tax Audit       3,309       0         Miscellaneous Expenses Written Off       2,659       2,660	Conveyance Expenses	143		322
Entertainment Expenses       822       376         Filling Fees       3,500       2,000         General Charges       3,960       1,326         Internal Audit Fees       18,000       18,000         Interest on FBT       32       0         Listing Fees       29,118       28,000         Municipal Taxes       32,231       34,073         Postage & Telegram       3,563       3,400         Printing & Stationery       12,550       12,021         Professional Fees       50,000       50,000         Professional Tax       2,500       2,500         Rates & Taxes       1,850       2,878         Registrar & Transfer Agent Fees (RTA)       10,112       10,112         Salary & Bonus       56,023       50,348         Secretarial Audit Fees       11,000       7,500         Telephone Charges       75,802       78,196         Auditors Remuneration:       3,309       0         Statutory Audit       7,721       7,865         Tax Audit       3,309       0         Miscellaneous Expenses Written Off       2,659       2,660	Custodial Fees	8,990		8,990
Filling Fees       3,500       2,000         General Charges       3,960       1,326         Internal Audit Fees       18,000       18,000         Interest on FBT       32       0         Listing Fees       29,118       28,000         Municipal Taxes       32,231       34,073         Postage & Telegram       3,563       3,400         Printing & Stationery       12,550       12,021         Professional Fees       50,000       50,000         Professional Tax       2,500       2,500         Rates & Taxes       1,850       2,878         Registrar & Transfer Agent Fees (RTA)       10,112       10,112         Salary & Bonus       56,023       50,348         Secretarial Audit Fees       11,000       7,500         Telephone Charges       75,802       78,196         Auditors Remuneration:       3,309       0         Statutory Audit       7,721       7,865         Tax Audit       3,309       0         Miscellaneous Expenses Written Off       2,659       2,660	Demat Charges	331	•	674
General Charges       3,960       1,326         Internal Audit Fees       18,000       18,000         Interest on FBT       32       0         Listing Fees       29,118       28,000         Municipal Taxes       32,231       34,073         Postage & Telegram       3,563       3,400         Printing & Stationery       12,550       12,021         Professional Fees       50,000       50,000         Professional Tax       2,500       2,500         Rates & Taxes       1,850       2,878         Registrar & Transfer Agent Fees (RTA)       10,112       10,112         Salary & Bonus       56,023       50,348         Secretarial Audit Fees       11,000       7,500         Telephone Charges       75,802       78,196         Auditors Remuneration:       3,309       0         Statutory Audit       7,721       7,865         Tax Audit       3,309       0         Miscellaneous Expenses Written Off       2,659       2,660		822		376
Internal Audit Fees       18,000       18,000         Interest on FBT       32       0         Listing Fees       29,118       28,000         Municipal Taxes       32,231       34,073         Postage & Telegram       3,563       3,400         Printing & Stationery       12,550       12,021         Professional Fees       50,000       50,000         Professional Tax       2,500       2,500         Rates & Taxes       1,850       2,878         Registrar & Transfer Agent Fees (RTA)       10,112       10,112         Salary & Bonus       56,023       50,348         Secretarial Audit Fees       11,000       7,500         Telephone Charges       75,802       78,196         Auditors Remuneration:       3,309       0         Statutory Audit       7,721       7,865         Tax Audit       3,309       0         Miscellaneous Expenses Written Off       2,659       2,660		3,500		2,000
Interest on FBT		3,960		1,326
Listing Fees       29,118       28,000         Municipal Taxes       32,231       34,073         Postage & Telegram       3,563       3,400         Printing & Stationery       12,550       12,021         Professional Fees       50,000       50,000         Professional Tax       2,500       2,500         Rates & Taxes       1,850       2,878         Registrar & Transfer Agent Fees (RTA)       10,112       10,112         Salary & Bonus       56,023       50,348         Secretarial Audit Fees       11,000       7,500         Telephone Charges       75,802       78,196         Auditors Remuneration:       7,721       7,865         Statutory Audit       7,721       7,865         Tax Audit       3,309       0         Miscellaneous Expenses Written Off       2,659       2,660		18,000	•	18,000
Municipal Taxes       32,231       34,073         Postage & Telegram       3,563       3,400         Printing & Stationery       12,550       12,021         Professional Fees       50,000       50,000         Professional Tax       2,500       2,500         Rates & Taxes       1,850       2,878         Registrar & Transfer Agent Fees (RTA)       10,112       10,112         Salary & Bonus       56,023       50,348         Secretarial Audit Fees       11,000       7,500         Telephone Charges       75,802       78,196         Auditors Remuneration:       3,309       0         Statutory Audit       7,721       7,865         Tax Audit       3,309       0         Miscellaneous Expenses Written Off       2,659       2,660				•
Poslage & Telegram       3,563       3,400         Printing & Stationery       12,550       12,021         Professional Fees       50,000       50,000         Professional Tax       2,500       2,500         Rates & Taxes       1,850       2,878         Registrar & Transfer Agent Fees (RTA)       10,112       10,112         Salary & Bonus       56,023       50,348         Secretarial Audit Fees       11,000       7,500         Telephone Charges       75,802       78,196         Auditors Remuneration:       3,309       0         Statutory Audit       7,721       7,865         Tax Audit       3,309       0         Miscellaneous Expenses Written Off       2,659       2,660		29,118		
Printing & Stationery       12,550       12,021         Professional Fees       50,000       50,000         Professional Tax       2,500       2,500         Rates & Taxes       1,850       2,878         Registrar & Transfer Agent Fees (RTA)       10,112       10,112         Salary & Bonus       56,023       50,348         Secretarial Audit Fees       11,000       7,500         Telephone Charges       75,802       78,196         Auditors Remuneration:       3,309       0         Miscellaneous Expenses Written Off       2,659       2,660		32,231		34,073
Professional Fees       50,000       50,000         Professional Tax       2,500       2,500         Rates & Taxes       1,850       2,878         Registrar & Transfer Agent Fees (RTA)       10,112       10,112         Salary & Bonus       56,023       50,348         Secretarial Audit Fees       11,000       7,500         Telephone Charges       75,802       78,196         Auditors Remuneration :       3,309       0         Statutory Audit       7,721       7,865         Tax Audit       3,309       0         Miscellaneous Expenses Written Off       2,659       2,660		3,563		3,400
Professional Tax       2,500       2,500         Rates & Taxes       1,850       2,878         Registrar & Transfer Agent Fees (RTA)       10,112       10,112         Salary & Bonus       56,023       50,348         Secretarial Audit Fees       11,000       7,500         Telephone Charges       75,802       78,196         Auditors Remuneration :       3,309       0         Statutory Audit       7,721       7,865         Tax Audit       3,309       0         Miscellaneous Expenses Written Off       2,659       2,660		12,550		12,021
Rates & Taxes       1,850       2,878         Registrar & Transfer Agent Fees (RTA)       10,112       10,112         Salary & Bonus       56,023       50,348         Secretarial Audit Fees       11,000       7,500         Telephone Charges       75,802       78,196         Auditors Remuneration :       3,309       0         Statutory Audit       7,721       7,865         Tax Audit       3,309       0         Miscellaneous Expenses Written Off       2,659       2,660				,
Registrar & Transfer Agent Fees (RTA)       10,112       10,112         Salary & Bonus       56,023       50,348         Secretarial Audit Fees       11,000       7,500         Telephone Charges       75,802       78,196         Auditors Remuneration :       3,309       0         Statutory Audit       7,721       7,865         Tax Audit       3,309       0         Miscellaneous Expenses Written Off       2,659       2,660				
Salary & Bonus       56,023       50,348         Secretarial Audit Fees       11,000       7,500         Telephone Charges       75,802       78,196         Auditors Remuneration :       Statutory Audit       7,721       7,865         Tax Audit       3,309       0         Miscellaneous Expenses Written Off       2,659       2,660	•		•	
Secretarial Audit Fees       11,000       7,500         Telephone Charges       75,802       78,196         Auditors Remuneration :       Statutory Audit       7,721       7,865         Tax Audit       3,309       0         Miscellaneous Expenses Written Off       2,659       2,660				
Telephone Charges       75,802       78,196         Auditors Remuneration :	l	•		
Auditors Remuneration :       7,721       7,865         Statutory Audit       3,309       0         Tax Audit       3,309       0         Miscellaneous Expenses Written Off       2,659       2,660		· ·		
Statutory Audit         7,721         7,865           Tax Audit         3,309         0           Miscellaneous Expenses Written Off         2,659         2,660	,	75,802		78,196
Tax Audit 3,309 0 Miscellaneous Expenses Written Off 2,659 2,660	Auditors Remuneration :	•		
Tax Audit 3,309 0 Miscellaneous Expenses Written Off 2,659 2,660	Statutory Audit	7.721		7 865
Miscellaneous Expenses Written Off 2,659 2,660		•		•
3,35,177 3,22,371	Miscellaneous Expenses Written Off		•	-
		3,35,177		3,22,371
			•	



#### SCHEDULE - 16

#### Notes on Accounts:

- Being a Non-Banking Financial Company, the company has followed the prudential norms prescribed by Reserve Bank of India for Income recognition and provision for the non-performing Assets.
- b) The provisions of Provident Fund Act, ESI Act and Payment of Gratuity Act are not applicable to the Company since the number of employees is less than those specified in the aforesaid Acts.
- c) The Company has applied the revised Accounting Standard (AS) 15 Employees Benefits notified under the Companies (Accounting Standards) rules, 2006. There is no present obligation of any post employment benefit including payment of gratuity during the year. Therefore no actuarial gains or loss arose at the end of the year.
- d) There are no reported Micro, Small and Medium Enterprises as defined in the Micro, Small and Medium Enterprises Development Act, 2006 to whom the company owes dues
- e) The Company doe not permit leave encashment to any of its staff. Hence, no provision on this account is required to be made.
- f) In the opinion of the Board, consequent to the losses and non-declaration of dividend by the Company no transfer to Statutory Reserve Fund under the Reserve Bank of India Act, 1934 is made.
- g) Earning Per Share (EPS) The numerators and denominators used to calculate Basic Earnings Per Share:

	31 <sup>st</sup> March 2009	31 <sup>st</sup> March 2008
Profit/(Loss) after tax (Rs.) (A)	52,91,332	(27,56,637)
Number of Equity Shares (B)	4678000	4678000
Nominal Value of Equity Share (Rs.)	10	. 10
Basic /Diluted Earnings Per Share (Rs.) (A/B)	1.13	(0.59)

There is no change in the number of equity shares during the period 1<sup>st</sup> April, 2008 to 31<sup>st</sup> March, 2009.



- h) As the business activity falls within a single segment, the disclosure requirements of Accounting Standard 17 "Segment Reporting", issued by the Institute of Chartered Accountants of India is not applicable.
- i) Related party disclosures (As identified by the Management List of related parties:

i) Name of Related party Nature of Relationship **DIPL Computers Private Limited** 

**Associated Company** 

ii) Transactions with Related Parties:

NIL.

j) The Company has estimated the deferred tax credit/ (charge) using the applicable rate of taxation based on the impact of timing differences between financial statements and estimated taxable income for the current year. The components of the deferred tax balances as on 31st March, 2009 and 1st April, 2008 are as follows:

	As at	As at
	31st March, 2009	1 <sup>st</sup> April, 2008
	(Rs.)	(Rs.)
Deferred tax liability recognised for		•
Timing difference due to:		
Depreciation	1,83,245.00	1,86,357.00
Deferred tax asset/ (liability)	(1,83,245.00)	(1,86,357.00)
Credit/ (Charge) to Profit and Loss Accoun	t <b>3,112.00</b>	18,461.00

k) Figures of previous year have been regrouped/rearranged wherever found necessary.



### SCHEDULE - 17

### Information pursuant to Schedule VI to the Companies Act, 1956.

#### i) Quantitative Information

ITEMS	Openir	ng Stock	Purchase		s	ales	Closing Stock		
	QTY.	AMOUNT	QTY.	AMOUNT	QTY.	AMOUNT	QTY.	AMOUNT	
Equity Shares	511477	7462668	Nil	Nil	Nil	Nil	511477	7277487	
Previous Year	511477	8180247	Nil	Nil	Nil	Nil	511477	7462668	
Preference Shares	54000	5400000	Nil	Nil	Nil .	Nil	54000	5400000	
Previous Year	54000	5400000	Nil	Nil	. Nil .	Nil	54000	5400000	

## ii) Stock in trade as on 31.03.2009

/			i !
Qty.	· Qty.	Lower of	Lower of
As At	As At	Cost or	Cost or
,		Market Value	Market Value
31.03.2009	31.03.2008		31.03.2008
2,80,000	2,80,000	8,54,000	8,54,000
2,31,477	2,31,477	64,23,487	66,08,668
5,11,477	5,11,477	72,77,487	74,62,668
·			
54000	54000	54,00,000	54,00,000
5,65,477	5,65,477	1,26,77,487	1,28,62,668
	2,80,000 2,31,477 5,11,477	As At As At 31.03.2009 31.03.2008 2,80,000 2,31,477 5,11,477 5,11,477 54000 54000	As At 31.03.2009 As At 31.03.2009 As At 31.03.2009 As At 31.03.2009 As 54,000 As 54,000 As 54,000 As 54,000 As 54,000 As 54,00,000

Aggregate Market Value of Quoted Equity shares held as Stock-In-Trade Rs.72,77,487/-(P.Y. Rs.74,62,668/-). In case of thinly traded shares last available quotation has been taken as market value of the shares.



#### SCHEDULE - 18

#### SIGNIFICANT ACCOUNTING POLICIES

- a) Accounting Concepts:
  - i) The Financial statements have been prepared under the historical cost convention as a going concern in accordance with the generally accepted accounting principles and provisions of the Companies Act, 1956 as adopted consistently by the Company.
  - ii) The Company generally follows mercantile system of accounting.
- b) Fixed Assets and Depreciation:
  - i) Fixed assets are stated at cost less accumulated depreciation.
  - ii) Depreciation on original value of assets are provided on straight line method at the rates and in the manner prescribed in Schedule XIV of the Companies Act, 1956 as amended from time to time.
- c) Revenue Recognition: Income and Expenditure are generally recognised on accrual basis.
- d) Stock-in-Trade:
  Stock in trade is valued at cost or market value whichever is lower.
- e) Investments:

Long-term investments are stated at cost. Provision for diminution in the value of long term investment is made only if such a decline is other than temporary.

- f) i) Employees benefits of short term nature are recognized as expenses as and when it accrues.
  - ii) Long term and past employment benefits is recognized as expenses as and when it accrues.
- g) Deferred Revenue Expenditure:Miscellaneous expenses are written off over a period of five years.
- h) Taxation:

Income-tax expense comprises current tax and deferred tax charge or release. The deferred tax charge or credit is recognised using current tax rates. Where there are unabsorbed depreciation or carry forward losses, deferred tax assets are recognised only if there is virtual certainty of realisation of such assets. Other deferred tax assets are recognised only to the extent there is reasonable certainty of realisation in future. Such assets are reviewed as at each balance sheet date to reassess realisation.





Balance Sheet of a Non-Deposit taking Non-Banking financial Company
[As required in terms of Paragraph 13 of Non-Banking Financial (Non-deposit accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007

	PARTICULARS		
	Liabilities side :		
1.	Loans and advances availed by the Non-Banking Financial Company inclusive of interest accrued thereon but not paid	Amount outstanding	Amount overdue
	(a) Debentures: Secured Unsecured (other than falling within the meaning of public deposits)	- -	-
	(b) Deferred Credits		
	(c) Term Loans	· -	<del>-</del>
	(d) Inter-corporate loans and borrowing	1,10,35,942	
	(e) Commercial Paper	· ;	-
	(f) Other Loans - Short Term Bank Loan	-	٠.=
	Assets side :		
		Amount outstanding	
2.	Break - Up of Loans and Advances including bills receivables	Outstanding	
	[other than those included in (4) below]		
1	(a) Secured	-	<u></u>
	(b) Unsecured	1,64,53,859	-
3.	Break - Up of Leased Assets and stock on hire and hypothecation loans counting towards EL/HP activities		
	(i) Lease assets including lease rentals under sundry		
	debtors:	. *	
	(a) Financial lease	ğ*	-
	(b) Operating lease		~
l	(ii) Stock on hire including hire charges under sundry	. 5	
-	debtors:		
	<ul><li>(a) Assets on hire</li><li>(b) Repossessed Assets</li></ul>		
	(iii) Other loans counting towards AFC activities		
1	(a) Loans where assets have been repossessed	r .	



4.	Break - up of Investments :		]	
7.	Current Investments:		į .	
1 1	1. Quoted:		70.	77407
1 1	(i) Share (a) Equity		. /2	77487
	, (b) Preference		1	-
1	(ii) Debentures and Bonds			-
1	(iii) Units of mutual funds		1	-
	(iv) Government Securities			-
1 1	(v) Others(please specify)		· ·	-
	, , , , , , , , , , , , , , , , , , , ,			
	2. Unquoted:			•
	i) Share: (a) Equity		1	_
	(b) Preference		541	00000
	` '			30000
	(ii) Debentures and Bonds		1	-
<b>]</b> .	(iii) Units of mutual funds	-	1	-
	(iv) Government Securities		1	
	(v) Others (please specify)	,		-
		•	j	1
	Long Term Investments:	•		ĺ
1	1 Quoted:			1
	(i) Share: (a) Equity		21	77500
	(b) Preference			-
	(ii) Debentures and Bonds			_
	(iii) Units of mutual funds	_		-
	(iv) Government Securities		•	_
	(v) Others(please specify)	*.		_
	(v) Others(piease specify)			
	2. Unquoted:			1
	,		0.4	77000
	i) Share: (a) Equity		ľ	77800
	(b) Preference		98	00000
	(ii) Debentures and Bonds			
	(iii) Units of mutual funds			-
i i	(iv) Government Securities		1	-
	(v) Others(please specify)			-
	·	•		
5.	Borrower group - wise classification of asse	ets financed as i	n (2) and (3) abo	ve
	Please see note 2 below :			
	Category Amount net of provisions		sions .	
		Secured	Unsecured.	Total
	1. Related Parties**	i		
	(a) Subsidiaries	_ [		_ 1.
	(b) Companies in the same group	_	_	_ }
	(c) Other related parties	}	-	-
			-	-
	2. Other than related parties	<u> </u>		
L	Total	<u> </u>		
				<del>-</del> -



6.	Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):		
	Category	Market Value/ Break-up or fair value or NAV	Book Value (Net of Provision)
	1. Related Parties**  (a) Subsidiaries  (b) Companies in the same group  (c) Other related parties  2. Other than related parties  Total	32832787 32832787	- - 32832787 32832787
7.	Other information Particulars (i) Gross Non-Performing Assets (a) Related parties (b) Other than related parties (ii) Net Non-Performing Assets (a) Related parties (b) Other than related parties (iii) Assets acquired in satisfaction of debt		

#### For R.K.LAKHOTIA & ASSOCIATES

Chartered Accountants

R.K.Lakhotia Partner Membership No.61096 Dated: 30-06-2009 On behalf of the Board Ram Karan Gupta Sushil Kumar Poddar Directors

#### Note:

- 1. As defined in paragraph 2(I) (xii) of the non Banking Finance Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
- 2. Provisioning norms shall be applicable as prescribed in Non-Banking Financial (Non Deposit Accepting or holding) Companies prudential norms (Reserve Bank) Directions, 2007.
- 3. All Accounting Standard and Guidance notes issued by ICAI are applicable including for valuation of investment and break up/fair value/NAV in respect of unquoted Investments should be disclosed irrespective of whether they are classified as Long Term or Current in (4) above.

<sup>\*\*</sup> As per Accounting Standard of ICAI (Please see note 3)



### BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

Additional Information pursuant to the provision of part IV of the Schedule VI to the Companies Act, 1956.

		_
I. Registration Details	Registration.No. 21-614	97 State Code 21
	Balance Sheet Date 31.03.20	09
II. Capital raised during the year (Amount in Rs. Lacs)		IL Rights Issue NIL Private Placement NIL
III. Position of Mobilisation <sup>*</sup> and Deployment of Funds	Total Liabilities 600.  Source of Funds	99 Total Assets 600 99
(Amount in Rs. Lacs)	Paid up Capital 478.	
	Secured Loans 0.1	
	Deferred Tax Liability 1.8	83
< 1, -	Application of Funds Net Fixed Assets 9.0 Net Current Assets 260.0 Accumulated Losses 128.0	. 1
IV. Performance of the Company (Amount in Rs. Lacs)	Tumover 74.9 Profit/(Loss) before Tax 58.9 Earning Per Share in Rs. 1.	·
V. Generic Names of Principal Products/ Services of Company	<b>Items Code No.</b> (ITC Code) N Specifi	Product Description  1. Security Trading  2. Lending - Loans & Advances

Signature to Schedules 1 to 18 inclusive As per our annexed report of even date For R.K.LAKHOTIA & ASSOCIATES

Chartered Accountants

Place: Kolkata

Date: 30th June, 2009

R.K.LAKHOTIA
Partner
MemberShip No.61096

On behalf of the Board Ram Karan Gupta Sushil Kumar Poddar

Directors



### Regd. Office:

Chatterjee International Centre, 33A, Jawaharlal Nehru Road, 6th Floor, Kolkata - 700 071

## PROXY FORM

Regd. Folio No		· · · · · · · · · · · · · · · · · · ·	No
1/We			
I/We of	in the district of	being a memb	per/ members of
the above named Co	mpany, hereby appoint		· · · · · · · · · · · · · · · · · · ·
of	in district of		or failing him/
her	in district of of	of in the distric	t of
as my /our proxy to v	rote for me / us on my behalf at the A.M. on Thursday, the 24th day of S	Annual General Meeting	of the Company
Signed by this	this day of	2009	
Notes	Signature.		Affix Rs. 1/- Revenue
and signed and	er to be effective should be duly sta must be deposited at the Registe is than 48 hours before the meeting	imped, completed ered Office of the	Stamp
LY	ONS CORPORATE MA	ARKET LIMITED	
	ATTENDANC	ESLIP	
16th Annua	I General Meeting - 24th Septen	nber Thursday, 2009,10:	00 A.M.
Regd. Folio No	······································		No
hereby record my pres	istered shareholder / proxy for the sence at the 16th Annual General Mo 18/H, Park Street, Kolkata - 700 07	eeting of the Company at C	alcutta Chamber
Member's /Proxy Nar	me (IN BLOCK LETTERS)	Member's / F	Proxy Signature
Note : Please fill in th	nis Attendance Slip and hand it ove	er at the Entrance of the H	all .

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