

MANSI
FINANCE (CHENNAI) LTD.

15th Annual Report 2008 - 2009

BOARD OF DIRECTORS

Mr. SURESH BAFNA

Mr. BHUPAT L. THAKKAR

Mr. YUVARAJ A. JAIN

Mr. M.K. TATED

Chairman & Managing Director

Director

Director

Director

REGISTERED OFFICE

"Mansi Mansion"

22-B, Mulla Sahib Street

Sowcarpet, Chennai - 600 079

Phone - 25292139

BANKERS

ANDHRA BANK

40, Anna Pillai Street,

Sowcarpet, Chennai - 600 079

TAMILNADU MERCANTILE BANK LTD.,

Chennai.

AUDITORS

SIROHIA & CO.,

Chartered Accountants

No.51, Meddox Street,

1st Floor (Near Veterinary College)

Choolai, Chennai-600 112.

Phone : 26401741

SHARE TRANSFER AGENTS

CAMEO CORPORATE SERVICES LTD

Subramanian Buildings

1, Club House Road,

Chennai - 600 002

Phone : 28460390

ANNUAL REPORT 2008 -2009

CONTENTS

NOTICE	1
DIRECTORS' REPORT	4
CORPORATE GOVERNANCE REPORT	14
MANAGEMENT DISCUSSION AND ANALYSIS	26
AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE	29
AUDITORS' REPORT	31
ANNEXURE TO AUDITORS' REPORT	34
BALANCE SHEET	38
PROFIT & LOSS ACCOUNT	40
SCHEDULES	42
CASH FLOW STATEMENT	52
BALANCE SHEET ABSTRACT	54

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the **Fifteenth** Annual General Meeting of the members of **MANSI FINANCE (CHENNAI) LIMITED** will be held on Tuesday, the 29th September, 2009 at 10.00 a.m. at the Registered office of the Company at 'Mansi Mansion' No. 22-B, Mulla Sahib Street, Sowcarpet, Chennai - 600 079, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2009 and Profit and Loss Account for the year ended on that date and the reports of Directors and Auditors thereon.
2. To appoint a Director in place of Shri. M.K. TATED, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting on a remuneration to be decided by the Board of Directors.

By order of the Board
For Mansi Finance (Chennai) Limited

Place: Chennai
Date: 30-06-2009

Suresh Bafna
Chairman & Managing Director

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company.
The proxy form, in order to be effective, must be deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Meeting.
2. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, the 24th September, 2009 to Tuesday the 29th September, 2009 (both days inclusive) for the purpose of Annual General Meeting of the Company.
3. The members are requested to intimate to the Registrar and Transfer Agents, Cameo Corporate Services Limited, Subramaniam Building, No.1, Club House Road, Chennai – 600 002, Change of Address, if any, of the earliest quoting their registered folio number.
4. Members holding Shares in more than one folio in identical order of names are requested to write to Registrars and Transfer Agent enclosing their Share Certificate to enable us to consolidate their holding in one folio to facilitate better service.
5. As per Companies Act, 1956 as amended, a shareholder may nominate in the prescribed manner a person to whom his shares in the Company shall vest in the event of his death (Form 2B of the Companies (Central Govt) General Rules Forms). In the case of joint holding, joint holders may together nominate a person to whom the Shares shall vest in the event of death of the joint holders. Shareholders are requested to avail the facility.
6. Members seeking any information with regard to accounts or operations are requested to write to the Company at an early date so as to enable to management to keep the information readily.

PURSUANT TO CLAUSE 49 OF THE AGREEMENT WITH THE STOCK EXCHANGE, FOLLOWING INFORMATION IS FURNISHED ABOUT THE DIRECTOR PROPOSED TO BE RE-APPOINTED, VIDE ITEM NO. 2 OF THE NOTICE DATED 30.06.2009.

Name of the Director	Shri. M.K. TATED
Date of Birth	10.02.1959
Date of Appointment on the Board as Director	31.01.2005
Date of Last re-appointment as Director	Nil
Experience in specific functional area	25 Years
Qualification	B.Com
List of outside Directorship held	Nil
Chairman/Member of the Committee of Board of Directors of the Company	Audit Committee – Chairman Remuneration Committee – Member Shareholders/ Investors Grievance Committee - Member
Chairman/Member of the Committee of the Board of Directors of other Companies in which he is Director	Nil

DIRECTORS' REPORT

Dear Members,

Your Directors have great pleasure in presenting the Fifteenth Annual Report and Audited Accounts for the year ended 31st March, 2009. The summarised financial results of the Company, are given hereunder:

FINANCIAL RESULTS:

Particulars	Year ended 31 st	Year ended 31 st
	March 2009 (Rs. In lakhs)	March 2008 (Rs. In lakhs)
Profit before Depreciation & Tax	16.02	26.87
Less: Depreciation	<u>4.79</u>	<u>4.06</u>
	11.23	22.81
Less: Provision for Income Tax	4.50	9.50
Less: Fringe Benefit Tax	0.60	0.55
Less: Income Tax (Previous Year)	2.21	3.89
Less: Fringe Benefit Tax (Py)	<u>0.15</u>	<u>0.70</u>
Net Profit For The Year	3.77	8.17
Less: Transfer to Statutory Reserve	<u>2.39</u>	<u>0.00</u>
	1.38	8.17
Add: Balance Brought Forward From Previous Year	<u>117.52</u>	<u>109.35</u>
Balance Carried Forward To Balance Sheet	121.29	117.52

DIVIDEND:

Since your Board is looking forward to expand the business of the Company and hence your Directors do not recommend any dividend for the year under report.

DEPOSITS:

The Company has not accepted any public deposits during the year.

RESERVE BANK OF INDIA REGULATIONS:

Your Company is generally complying with the directions of the Reserve Bank of India regarding prudential norms of accounting, capital adequacy ratio, provisions for bad and doubtful debts and other requirements as per the directions issued from time to time.

DIRECTORS:

Shri. M.K. TATED, Director of your Company, retires by rotation and being eligible, offers himself for re-appointment.

AUDITORS:

The Auditors of the Company M/s. SIROHIA & CO, Chartered Accountants, Chennai retire at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment. A Certificate under section 224 (1B) of the Companies Act, 1956 has been received from them.

AUDITORS REPORT:

The observations in the Auditors' report are self-explanatory and requires no further explanation.

LISTING AT STOCK EXCHANGE:

The Equity Shares of the Company continue to be listed on Bombay Stock Exchange Limited. The annual listing fee for the year 2008-2009 have been paid to these Exchanges.

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

The Company does not carry on any activity relating to conservation of energy, technology absorption and foreign exchange earnings and out go.

PARTICULARS OF EMPLOYEES:

Particulars of Employees in terms of requirement of section 217(2A) of the Companies Act, 1956 are not given since none of the employees is drawing more than the limits prescribed under the Act.

CORPORATE GOVERNANCE:

The Company has obtained a certificate from the Auditors of the Company regarding compliance of conditions of Corporate Governance. The same is annexed with this report.

Report to Corporate Governance for the year 2008-2009 and Management Discussion and Analysis are forming a part of this Annual report.

COMPLIANCE CERTIFICATE

Compliance certificate as required under provisions of sub-section (1) of section 383A of the Companies Act, 1956 is annexed hereto.

DIRECTORS' RESPONSIBILITY STATEMENT:

In terms of provisions of Section 217(2AA) of the Companies Act, 1956 your Directors confirm.

1. That in the preparation of the Annual accounts, for the financial year ended 31st March, 2009 the applicable accounting standards had been followed along with proper explanations relating to material departures.
2. That the Directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period.
3. 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; and
4. That the Directors had prepared the annual accounts on a going concern basis.

ACKNOWLEDGEMENTS:

Your Directors would like to express their grateful appreciation for the assistance and continued co-operation extended by the Banks, Government Authorities and Clients during the period under review. Your Directors wish to place on record their deep sense of appreciation for the devotion and sense of commitment shown by the employees at all level and acknowledge their contribution for its success.

For and on behalf of the Board

Place: Chennai
Date: 30-06-2009.

Suresh Bafna
Chairman & Managing Director

To,

The Members,

MANSI FINANCE (CHENNAI) LIMITED

"MANSI MANSION"

No. 22-B, Mulla Sahib Street,

Sowcarpet,

CHENNAI - 600 079.

We have examined the registers, records, books and papers of **M/s. MANSI FINANCE (CHENNAI) LIMITED** having Registered office at "MANSI MANSION" No. 22-B, Mulla Sahib Street, Sowcarpet, Chennai-600 079, as required to be maintained under the Companies Act, 1956, (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2009. It is the responsibility of the Company to prepare and maintain the relevant necessary records under the Companies Act, 1956 and other applicable laws. Our responsibility is carry out an examination, on the basis of our professional judgement so as to award a reasonable assurance of the correctness and completeness of the records for the purpose of this Certificate. In our opinion and to the best of our information and explanations furnished to us by the Company, its officers and agents, We certify that in respect of the aforesaid financial year.

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this Certificate, as per the provisions of the Act and the rules made thereunder and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Tamilnadu, within the time prescribed under the Act and the rules made thereunder.

3. The Company being a Public Limited Company, comments are not required.
4. The Board of Directors duly met **Five** Times respectively on 21.04.2008, 30.06.2008, 31.07.2008, 31.10.2008 and 31.01.2009 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose. The Company has not passed any resolution by circulation.
5. The Company closed its Register of Members and Share Transfer Books from 24th September 2008 to 30th September 2008 (both days inclusive) and necessary compliance of section 154 of the Act has been made. The Company does not have any Debentureholders.
6. The Annual General Meeting for the financial year ended on 31st March, 2008 was held on 30th September, 2008 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in the Minutes Book maintained for the purpose.
7. No Extra-ordinary General Meeting was held during the financial year.
8. Subject to compliance under section 295 of the Act, the Company has advanced unsecured loans payable at calls to Companies/ Firms/ Persons in which directors are interested in the normal course of business during the financial year.
9. The Company has duly complied with the provisions of Section 297 of the Act in respect of Contracts specified in that section.
10. The Company has made necessary entries in the register maintained under section 301 of the Act.
11. The Company has obtained necessary approvals from the Board of Directors and members pursuant to Section 314 of the Act wherever applicable.

12. The Company has not issued any duplicate share certificates during the financial year.
13. (i) The Company has delivered all the Certificates on allotment of securities and on lodgement thereof for transfer/transmission or any other purpose in accordance with the provisions of the Act.
(ii) The Company has not deposited any amount in a separate Bank Account as no dividend was declared during the financial year.
(iii) The Company was not required to post warrants to any member of the Company as no dividend was declared during the financial year.
(iv) The Company was not required to transfer any amounts in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund.
(v) The Company has generally complied with the requirements of section 217 of the Act.
14. The Board of Directors of the Company is duly constituted. There was no appointment of additional directors, alternate directors and directors to fill casual vacancy during the financial year.
15. The Company has not appointed any Managing Director/Whole-Time Director/ Manager during the financial year.
16. The Company has not appointed any sole selling agents during the financial year.
17. Except para eight above, the Company was not required to obtain any approvals of the Central Government, Company Law Board,

Regional Directors, Registrar and/ or such authorities prescribed under the various provisions of the Act during the financial year.

18. The Directors have disclosed their interest in other firms /companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.
19. The Company has not issued any shares, debentures or other securities during the financial year.
20. The Company has not bought back any shares during the financial year.
21. There was no redemption of preference shares or debentures during the financial year.
22. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The Company has not invited/accepted any deposits including any unsecured loans falling within the purview of Section 58A during the financial year.
24. The amount borrowed by the Company from the Directors, members, public, financial institutions, banks and others during the financial year ending 31st March, 2009 are within the borrowing limits of the Company.
25. The Company has made loans and investments to other bodies corporate in compliance with the provisions of the Act and has made necessary entries in the register kept for the purpose. The Company has not given any guarantee or provided securities to other bodies corporate during the financial year.

26. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's registered office from one state to another during the year under scrutiny.
27. The Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the year under scrutiny.
28. The Company has not altered the provisions of the Memorandum with respect to name of the Company during the year under scrutiny.
29. The Company has not altered the provisions of the Memorandum with respect to the share capital of the Company during the year under scrutiny.
30. The Company has not altered its Articles of Association during the financial year.
31. As informed by the management, there was no prosecution initiated against or show cause notices received by the Company and no fines or penalties or any other punishment was imposed on the Company during the financial year, for offences under the Act.
32. The Company has not received any money as security from its employees during the financial year.
33. The Company has not deducted any contribution towards provident Fund during the financial year.

Date: 30.06.2009

(RASHMI MAHESHWARI)
Company Secretary
ACS 18674 C.P. No. 6597

ANNEXURE 'A'

(Forming part of Compliance certificate dated 30th June, 2009)

Statutory Registers as maintained by M/s. **MANSI FINANCE (CHENNAI) LIMITED**

1. Register of Members u/s 150.
2. Index of Members u/s 151.
3. Register and Returns u/s 163.
4. Minutes Book of Meeting of Board of Directors u/s 193.
5. Minutes Book of Proceedings of General Meeting u/s 193.
6. Books of Accounts u/s 209.
7. Register of Contracts with Companies and firms in which Directors are interested u/s 301.
8. Register of Directors u/s 303.
9. Register of Directors' Shareholdings u/s 307.
10. Register of Loans & Investments u/s 372A

ANNEXURE 'B'

(Forming part of Compliance certificate dated 30th June, 2009)

Forms and returns as filed by M/s. **MANSI FINANCE (CHENNAI) LIMITED** with the Registrar of Companies, Tamilnadu during the financial year ended 31st March, 2009.

1. Form 23AC with Balance Sheet as at 31st March, 2008 and Form 23ACA with Profit and Loss Account for the financial year ended 31st March, 2008 filed u/s 220 vide SRN P23471410 on 24.10.2008.
2. Form 20B with Annual Return (Schedule V) as on date of AGM held on 30th September, 2008 filed u/s 159 vide SRN P26975995 on 25.11.2008.

(RASHMI MAHESHWARI)

Company Secretary

ACS 18674 C.P. No. 6597

Date: 30.06.2009

CORPORATE GOVERNANCE REPORT FOR THE FINANCIAL YEAR 2008-2009

1. A BRIEF STATEMENT ON COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The company always strives to achieve optimum performance at all level by corporate governance practices, such as:

- Fair and transparent business practice
- Effective management Control by Board
- Adequate representation of promoter, executive and independent directors on the Board.
- Compliance of Law
- Transparent and timely disclosures of financial and management information.

2. Board of Directors:

The board of Directors of Mansi Finance (Chennai) Limited consists of Four Directors. There are no institutional nominees on the Board. The details of Composition and categories of Directors are given below:

S.No.	Name of the Director	Category
1.	Mr. Suresh Bafna	Executive Director
2.	Mr. Bhupat L Thakkar	Independent Director
3.	Mr. Yuvaraj A. Jain	Non-Executive Director
4.	Mr. M.K. Tated	Independent Director

The Chairman of the Board is Shri. SURESH BAFNA, Managing Director. None of the Non-Executive Directors of the Company is holding any equity shares in the Company.

The Composition and category of Directors and their memberships in other Board/Committees as of 31st March, 2009, is as under:

S. No.	Name of the Director	Category	No. of other directorships	No. of Memberships in other Board Committees
1	Mr. Suresh Bafna	Promoter-Executive Director	2	Nil
2	Mr. Bhupat L.Thakkar	Independent Director	Nil	Nil
3	Mr. Yuvaraj A. Jain	Non-Executive Director	2	Nil
4	Mr. M.K. Tated	Independent Director	Nil	Nil

3. Board Procedure:

Board Meeting:

During 2008-2009, the Board of Directors met Five (5) times on 21.04.2008, 30.06.2008, 31.07.2008, 31.10.2008, 31.01.2009.

The details of the meeting of the Board of Directors are given below:

Board of Directors:

Date of Meeting	Total Members	Attendance by number of members	Date of Meeting	Total Members	Attendance by number of members
21-04-2008	4	3	31-10-2008	4	4
30-06-2008	4	4	31-01-2009	4	4
31-07-2008	4	3			

The annual operating plans, budgets, quarterly results, performance of various units/divisions and various other information, including those specified under Annexure 1A to the Clause 49 Listing Agreement entered into by the Company with the Stock Exchanges, as may be amended from time to time, were duly placed before the Board of Directors of the Company.

Attendance of Directors at the Board Meetings and last Annual General Meeting:

S. No.	Name of Director	Attendance	
		Board Meeting	Last AGM
1	Mr. Suresh Bafna	5	Yes
2	Mr. Bhupat L Thakkar	3	No
3	Mr. Yuvaraj A. Jain	5	Yes
4	Mr. M. K. Tated	5	Yes

4. REMUNERATION TO DIRECTORS:

During the year Company had paid remuneration of Rs.258000/- to Shri. SURESH BAFNA, Managing Director. Presently, the Company has not formulated a scheme for grant of stock options either to the Executive Directors or employees.

5. AUDIT COMMITTEE:

The Audit Committee consists of Independent and Non-executive Director. The members of the Committee are Shri. M.K. TATED, Chairman, Shri. BHUPAT L THAKKAR and Shri. YUVARAJ A JAIN. The Statutory Auditor, Internal Auditor and Senior Executive officer are the invitees of all the meetings of committee.

The terms of reference of the Audit Committee are wide enough covering the mandatory items as required under clause 49 of the Listing agreement and its major functions are:

- To receive the Quarterly, Half-yearly and Annual Financial results, management discussion and Analysis statement of the Company, before submission to the Board.
- To recommend appointment of Auditors and fixing their remuneration.
- To discuss with the statutory auditor the nature and scope of the audit.
- To review the internal audit reports and internal control system and their compliance thereof.

The Audit Committee met 4 times during the year and attendance of audit committee is as under:

Date of Meeting	Total Members	Attendance by number of members
30.06.2008	3	3
31.07.2008	3	2
31.10.2008	3	3
31.01.2009	3	3

6. Shareholders / Investors Grievance Committee Meeting:

The Board has constituted an Investors Grievance Committee which looks into the shareholders and Investors grievances. The members

of the committee are Shri. YUVARAJ A JAIN, Chairman and Shri. M.K. TATED.

Attendance of Shareholders/ Investors Grievance Committee:

Date of Meeting	Total Members	Attendance by number of members	Date of Meeting	Total Members	Attendance by number of members
21-04-2008	2	2	31-10-2008	2	2
30-06-2008	2	2	31-01-2009	2	2
31-07-2008	2	2			

- The Company's shares are compulsorily traded in dematerialised form. Hence the Committee has met at relevant intervals considering the volume of transfers received in the physical segment.
- No shares transfers pending at the close of the financial year.
- No complaints were received during the year 2008-2009.

7. REMUNERATION COMMITTEE:

The Company has constituted Remuneration Committee consisting of with two Independent Directors Shri. BHUPAT L THAKKAR and Shri. M.K. TATED as required under section 198, 269 and 309 read with schedule XIII to the Companies Act, 1956. The Main objective of the Committee is to decide amount of salary payable to Managing Directors/ Whole-Time Directors in case the total payment is exceeding limit prescribed under section 198 of the Companies Act, 1956. During the year the Company had paid remuneration of Rs.258000/- to Shri. SURESH BAFNA, Managing Director.

Attendance of the Committee during the year is follows:

Date of Meeting	Total Members	Attendance by number of members
30-06-2008	2	2
31-07-2008	2	2
31-10-2008	2	2
31-01-2009	2	2

8. General Body Meeting:

The details of the location and time for last three Annual General Meetings are given below:

Year	Location	Date	Time	No. of Special Business
2005-2006	'Mansi Mansion', No. 22, Mulla Sahib Street, Sowcarpet, Chennai – 79	30 th September, 2006	10.00 A.M.	---
2006-2007	'Mansi Mansion', No. 22, Mulla Sahib Street, Sowcarpet, Chennai – 79	29 th September, 2007	09.30 A.M.	---
2007-2008	'Mansi Mansion', No. 22, Mulla Sahib Street, Sowcarpet, Chennai – 79	30 th September, 2008	09.30 A.M.	---

9. DIRECTORS:

Shri. M.K. TATED, Director of the Company, retires by rotation being eligible, offers himself for re-appointment.

10. DISCLOSURES:

No transaction of material nature has been entered into by the Company with its promoters, directors or the management or relative etc., that may have potential conflict with the interest of the Company.

Disclosures of non-compliance by the Company:

There was no instance of non-compliance or penalty, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets during last three years.

Transaction with the related parties is disclosed in point No. 3.2 of Notes to the Accounts in the Financial Statements of this Annual Report 2008-2009.

11. CEO / CFO CERTIFICATION:

As required under Clause 49 of the Listing Agreements CEO/CFO certificate duly signed by Shri. SURESH BAFNA, Managing Director was placed at the meeting of the Board of Directors held on 30.06.2009.

12. CODE OF CONDUCT:

The Board of Mansi Finance (Chennai) Limited has laid down a code of conduct for all the Board members and the senior management. The code of conduct has not been posted in the Company's website because Company has no website. All the members and the senior management personnel have affirmed Compliance of the code. A declaration of Managing Director of the Company is attached with this Annual Report.

13. MEANS OF COMMUNICATION:

The Annual, half yearly and quarterly are Audited/unaudited Financial results are regularly submitted to the Stock Exchanges in accordance with the listing Agreement and also published in News papers. The Unaudited results for every quarter and the Audited results for the year end are published in Makkal Kural & Trinity Mirror news papers. The management discussion and analysis is forming part of the Annual report.

14. GENERAL SHAREHOLDERS INFORMATION:

- a) Annual General Meeting: Fifteenth Annual General Meeting of the Company will be held on Tuesday the 29th September, 2009 at No. 22-B, Mulla Sahib Street, Sowcarpet, Chennai - 600 079, at 10.00 a.m.
- B) Date of Book Closure: The Register of Members and Share Transfer Book of the Company will remain closed from 25th September, 2009 to 29th September, 2009 (both days inclusive).
- c) Financial Year 1st April, 2008 to 31st March, 2009.
- d) Reporting For:
 - Quarter ending June 30, 2008 end of July, 2008.
 - Quarter ending September 30, 2008 end of October, 2008.
 - Quarter ending December 31, 2008 end of January, 2009.
 - Year ending March, 31, 2009 end of June, 2009.
 - Annual General Meeting in month of September, 2009
- e) Listing on Stock Exchanges: Bombay Stock Exchange Ltd and script code 511758.

f) **Market price data:**

Months	BSE		
	High (Rs.)	Low (Rs.)	Volume (No.)
April 2008	5.60	3.81	6476
May 2008	8.45	5.59	18867
June 2008	7.05	4.35	31711
July 2008	4.16	3.78	158
August 2008	7.15	3.62	19895
September 2008	9.00	6.80	1044
October 2008	9.66	6.94	224
November 2008	9.17	6.66	935
December 2008	8.50	5.10	1615
January 2009	9.32	6.89	112
February 2009	7.00	5.86	560
March, 2009	6.42	5.00	304

g) **Share Transfer System:**

Registrar and Share Transfer Agents: M/s. Cameo Corporate Services Limited. All the transfers are processed and approved by the Share Transfer Committee.

h) Distribution of Shareholdings as on March, 31 2009:

Distribution of Shareholding pattern based on categories of shareholders as on March, 31 2009:

S.No.	Category	No. of shares held	% of share holding
1	Indian Promoters	1690819	47.83
2.	Persons acting in concert with the promoters	-----	-----
3	Private Corporate Bodies	363464	10.28
4	Indian Public	1480617	41.89
	Total	3534900	100.00

Note: Total Foreign share holdings are NIL

Distribution of shareholdings based on slab of shareholdings as on 31st March, 2009:

Slab of Shareholding	Shareholders	%	Amount (in Rs.)	%
0010 - 5000	2426	81.68	3979390	11.26
5001 - 10000	182	6.13	1620950	4.59
10001 - 20000	254	8.55	3807350	10.77
20001 - 30000	28	0.94	705000	1.99
30001 - 40000	5	0.17	176920	0.50
40001 - 50000	55	1.85	2749750	7.78
50001 - 100000	7	0.24	545650	1.54
100001 & above	13	0.44	21763900	61.57
TOTAL	2970	100.00	35349000	100.00

i) Dematerialization of Shares:

The Company's Equity shares are included in the list of Companies whose scripts have been mandated by SEBI for settlement only in dematerialized form by all investors. The Company has signed agreements with National Securities Depository Limited and Central Depository Services (India) Limited to offer depository service to its shareholders and has paid one time custody charges to NDSL and regularly paying annual charges to CDSL for the benefit of its members. The Company's ISIN is INE094E01017.

j) Outstanding GDR's/ADR's warrants or any Convertible Instruments:

During the year no global Depository Receipts (GDRs) / American Depository Receipts (ADRs)/ Warrants or any convertible instruments were issued.

k) Investor Correspondence:

For Transfer, Transmission, dematerialization of shares and change of address may be pleased to contact:

M/s. Cameo Corporate Services Limited
'Subramanian Buildings'
No.1. Club House Road,
CHENNAI - 600 002.
Phone: (044) 28460930

For any other queries in relating to Secertarial matters may be contacted with:

Mansi Finance (Chennai) Limited
'Mansi Mansion',
No. 22, Mulla Sahib Street,
Sowcarpet, Chennai - 600 079.
Ph: (044) 25292139

Shareholders holding shares in electronic mode shall send all their correspondences to their respective Depository Participant.

DECLARATION OF MD & CEO

I, SURESH BAFNA, Managing Director and CEO of the Mansi Finance (Chennai) Limited do hereby declare that the Company has duly complied with the requirements relating to the code of conduct as laid down in clause 49(I)(D) of the Listing Agreement with the Stock Exchanges.

For Mansi Finance (Chennai) Limited

SURESH BAFNA

Managing Director

MANAGEMENT DISCUSSION AND ANALYSIS

Economic Overview

With the Indian economy growing at the average annual growth rate of 8 percent over the past three years, the demand for automobiles has gone up and consequently the demand for finance too. This is expected to be sustained for another five years, in view of continued thrust of the successive governments in infrastructure development.

Interest rates have started moving upward which is evident from the hike in reverse repo rate effected thrice in the last fiscal by the Reserve Bank of India. This will increase the cost of borrowing with consequential affect on the lending rate.

Opportunities:

The continued exponential growth in the country has created enormous opportunities for financial intermediaries to exploit favourable and propel their business to greater heights.

India has emerge as one of the fastest growing economies in the globe and has generated a lot of interest among foreign investors both financial and strategic. Global players see India as the future economic powerhouse and they are making huge investments in different business within the country. Buoyant market conditions and sustained economic growth over the past few years coupled with a very positive outlook in the coming years give the business of our Company.

Threats:

Ever surge in business opportunities economic growth with it new entrants into the market. New entrants could be a threat to the various business segments of the Group. However, competition has only help the Group build a strong business model, employ the best human talent and capitalize on the long years of excellent client relationship and a proven track record.

Segment-wise or product-wise performance:

At present the Company is carrying on only one segment of financing business.

Risks and concerns:

Any change in the interest rate in the market will have impact of the profit of the company. The company has a defined credit policy duly approved and review by the Management from time to time. The credit policy is strictly implemented and the debtors are regularly monitored. However any default or downgrade of credit worthiness of customers may affect profitability.

The company strives to comply with all the statutory laws of the Country. But the same law may be misused by opposite party especially the defaulters. It may happen in financial business that some people may get loan from the financiers with no intention to repay.

Internal control systems and their adequacy:

The company has instituted adequate internal control procedure commensurate with the nature of its business and size of its operations. It is based on well-defined individual roles and responsibilities with their

limit of authority at various level, as well as effective feedback flow. All the significant observations and follow-up actions thereon are reported to the Board of Directors. An Audit Committee consisting of two independent and one non-executive directors are in place.

Human Resource/Industrial Relation:

Your company believes that its employees represent the backbone of its success. The company, on one hand provides its people with an environment in which they develop, excel and innovate, while on other, it sets challenging targets and rewards superior performance.

- ★ The HR Policies of the company have been designed to achieve the following goals:
- ★ Better quality and safety
- ★ Research and development capabilities
- ★ Lesser attrition rate.

Industrial relations at all the works of the company remained cordial and harmonious during the current period under review. Despite severe competition, the enthusiasm and unstinting efforts of the employees have enabled the company to remain at the forefront of the industry.

There is no transaction conflicting with the interest of the company.

Cautionary statement

Estimates and expectations stated in this Management Discussion and Analysis may be "forward-looking statements" within the meaning of the applicable laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a

difference to your Company's operation include economic conditions affecting the interest rate, inflation, changes in the interest rate, changes in the Government regulations, tax laws, other statutes and incidental factors. The Company undertakes no responsibility to update or revise any forward-looking statement.

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Member of Mansi Finance (Chennai) Limited

We have examined the compliance of conditions of Corporate Governance by Mansi Finance (Chennai) Limited (the Company) for the year ended on 31st March 2009 as stipulated in Clause 49 of Listing Agreement of the Company with the Stock Exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examinations 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 explanations 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 state that no investor grievances are pending for a period exceeding one month against the company as per the records maintained by the Shareholders/ Investors Grievance 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 SIROHIA & CO.,
CHARTERED ACCOUNTANTS

(VINOD KUMAR)
PARTNER

Place: Chennai
Date : 30-06-2009.

REPORT OF THE AUDITORS TO THE MEMBERS
OF MANSI FINANCE (CHENNAI) LIMITED

We have audited the attached Balance Sheet of MANSI FINANCE (CHENNAI) LIMITED as at 31st March 2009 and also the annexed Profit & Loss Account of the Cash Flow statement of the Company for the year ended on that date. 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 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.

1. As required by the Companies (Auditor's 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 annexe hereto a statement on the matters specified in paragraphs 4 & 5 of the said order.

2. Further to our comments in the annexure referred in paragraph 1 above, we report that:
- (a) We have obtained all the information and explanation which, to the best of our knowledge and belief were necessary for the purpose of our audit.
 - (b) In our opinion proper books of account as required by Law have been kept by the Company so far as it appears from our examination of such books.
 - (c) The Balance Sheet, the Profit & Loss Account and Cash Flow Statement dealt with by the report are in agreement with the books of account of the Company.
 - (d) In our opinion, the Balance Sheet, the Profit and loss Account and the Cash Flow Statement are in compliance with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 to the extent applicable.
 - (e) According to the information and explanations given to us, in relation to the affairs of the Company, none of the Directors are disqualified from being appointed as Directors as on 31st March, 2009 under Section 274 (1)(g) of the Companies Act, 1956.
 - (f) In our opinion and to the best of our information and explanations given to us, the said accounts read together with the notes thereon give the information required by the

Companies Act,1956 in the manner so required and give a true and fair view.

- i. In so far as it relates to the Balance Sheet, of the state of affairs of the Company as at 31st March, 2009
- ii. In so far as it relates to the Profit & Loss account, of the Profit for the period ended on that date.
- iii. In so far it relates to the Cash flow statement, of the cash flows of the Company for the year ended on that date.

**FOR M/S. SIROHIA & CO
CHARTERED ACCOUNTANTS**

**PLACE : CHENNAI
DATE : 30-06-2009**

**(VINOD KUMAR)
PARTNER
M.No.207094**

ANNEXURE TO THE AUDITORS' REPORT

1. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
(b) All these assets have been physically verified by the management at reasonable intervals. As Informed to us no material discrepancy have been noticed between the physical verification and books of the Company.
(c) During the year, In our opinion Compay has not disposed of substantial part of fixed assets.
2. Physical verification of Inventory is not applicable since the company has not traded in goods during the year.
3. During the year Company has not taken/granted any loans from Companies and firms listed in the Register maintained under section 301 of the Companies Act,1956. Company availed Loans from directors/Corporates. The rate of interest and terms and conditions of the loan are, prima facie, not prejudicial to the interest of the Company. There is no overdue amount of loans taken.
4. In our opinion and according to the information and explanation given to us there are adequate internal control procedures commensurate with the size of the Company and nature of its business with regard to Lending of money (Finance) and purchase of fixed assets. During the course of audit, no major weakness has been noticed in the above controls and therefore the reporting of the same does not arise.
5. According to the information and explanations given to us, there are no contract/agreements during the year which need to be entered in to the register maintained under section 301 of the Companies Act,1956.

6. In our opinion and according to the information and explanations given to us, the Company has not accepted deposits from the public within the meaning of Section 58A of the Companies Act, 1956 and the rules framed thereunder.
7. The Company has an internal audit system commensurate with the size of the Company and the nature of its business.
8. We are informed by the Company, that maintenance of Cost records has not been prescribed by the Central Government U/s 209(1)(d) of the Companies Act, 1956.
9. (a) According to the explanations given to us, the provisions of the Employees Provident Fund and Miscellaneous Provisions Act, 1952 and Employees State Insurance Act, 1948 are not applicable to the Company. As per records of the Company, no Undisputed amount is payable, in respect of Income Tax, Wealth Tax, Sales tax and Customs duty, as at 31st March, 2009 outstanding for a period of more than six months from the date they became payable.
- (b) Except for Income Tax demand as given below, according to information and explanation given to us, there are no dues of sales tax, custom duty, wealth tax, excise duty and cess which have not been deposited on account of any dispute.

Particulars	Amount(Rs)	Period to which amount relates	Forum where the dispute is pending
Income Tax	42,087.00	Financial year 2003-2004	Commissioner of Income Tax (Appeals) Chennai
Income Tax	119,420.00	Financial year 2004-2005	Commissioner of Income Tax (Appeals) Chennai

10. Company does not have any accumulated loss at the end of the financial year and has not incurred cash losses during the current and immediately preceding financial years.
11. In our opinion and according to the information and explanation given to us, there is no amount due to a financial institutions and debenture holders. However in the case of dues to bank, the Company has not defaulted in payments.
12. We are of opinion that the Company has maintained adequate records where the Company has granted loans and advances on the basis of security by way of pledge of shares and other similar securities.
13. According to the information and explanations given to us, the provisions of special statutes applicable to chit fund, nidhi or mutual benefit society are not applicable to the Company.
14. Based on our examination of records and the information and explanations given to us, the Company does not deal/trade in shares, securities, debentures and other investments. Wherever investments are made in shares & securities, they are held in Company's name.
15. According to the information and explanations given to us, the company has not given gurantees for loans taken from financial insitutions or banks.
16. According to the information and explanations given to us, the company has not raised any term loan.
17. According to the information and explanations given to us, and on overall examination of the balance sheet and the Cash Flow Statement, we report that the no funds raised on short term basis have been used for long term investment.

18. According to the information and explanations given to us, the company has not made preferential allotment of shares to any parties and listed in the Register maintained under section 301 of the Companies Act.
19. According to the information and explanations given to us, during the period covered by our audit report, the company has not issued any debentures.
20. According to the information and explanations given to us, the company has not raised any money by public issues during the year.
21. According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

**FOR M/S. SIROHIA & CO
CHARTERED ACCOUNTANTS**

**PLACE : CHENNAI
DATE : 30-06-2009**

**(VINOD KUMAR)
PARTNER
M.No.207094**

Balance Sheet As at 31st MARCH 2009

	Schedule	As at				As at			
		31st March 2009				31st March 2008			
		Rs.	Ps.	Rs.	Ps.	Rs.	Ps.	Rs.	Ps.
I. SOURCES OF FUNDS									
Shareholders' Funds									
(a) Capital	1			35,349,000.00			35,349,000.00		
(b) Reserves & Surplus	2			18,072,910.26			17,695,774.48		
Loan Funds									
(a) Secured Loans	3	1,092,290.04				1,338,784.04			
(b) Unsecured Loans	4	<u>18,540,996.78</u>		<u>19,633,286.82</u>		<u>21,603,668.78</u>		<u>22,942,452.82</u>	
				<u>73,055,197.08</u>				<u>75,987,227.30</u>	
II. APPLICATION OF FUNDS									
Fixed Assets									
(a) Gross Block	5			34,149,889.00		18,582,900.00			
(b) Less: Depreciation				2,321,990.84		1,843,064.84			
(c) Net Block				31,827,898.16				16,739,835.16	
Investments	6			14,173,014.85				14,309,631.27	
Current Assets, Loans & Advances									
Loan Debtors	7	52,302,043.00				47,722,487.00			
Cash & Bank Balances	8	1,559,795.07				(1,720,575.63)			
Advances & Deposits	9	<u>6,330,858.00</u>				<u>1,994,843.50</u>			
				<u>60,192,696.07</u>		<u>47,996,754.87</u>			
Less: Current Liabilities & Provisions	10			<u>33,138,412.00</u>		<u>3,104,867.00</u>			
Net Current Assets				27,054,284.07				44,891,887.87	

Balance Sheet As 31st MARCH 2009

Schedule	As at 31st March 2009		As at 31st March 2008	
	Rs.	Ps.	Rs.	Ps.
<u>Miscellaneous Expenditure</u>				
Preliminary Expenses (To the extent not written off or adjusted)		0.00		45,873.00
TOTAL	0.00	<u>73,055,197.08</u>	0.00	<u>75,987,227.30</u>

AS PER OUR REPORT OF EVEN DATE ATTACHED

For **SIROHIA & CO.,**
CHARTERED ACCOUNTANTS

For and on behalf of the Board

VINOD KUMAR
Partner

SURESH BAFNA
Chairman & Managing Director

M K TATED
Director

PLACE: CHENNAI
DATE :30-06-2009

**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31st MARCH 2009**

	Schedule	Year ended 31st March 2009		Year ended 31st March 2008	
		Rs.	Ps.	Rs.	Ps.
<u>INCOME</u>					
Income From Operation		8,696,048.08		8,998,484.50	
Other Income	11	586,170.00		1,566,747.17	
		<u>9,282,218.08</u>		<u>10,565,231.67</u>	
<u>EXPENDITURE</u>					
Financial charges		3,728,582.00		3,709,570.13	
Administrative Expenses	12	3,859,126.67		3,969,195.80	
Depreciation		478,926.00		406,252.49	
Preliminary expenses written off		45,873.00		45,868.00	
Long Term Loss On Share		46,207.73		0.00	
Loss on Sale of Fixed Assets		0.00		153,338.00	
		<u>8,158,715.40</u>		<u>8,284,224.42</u>	
Profit/(Loss) Before Tax		1,123,502.68		2,281,007.25	
Less: Provision for Income Tax (current year)		450,000.00		950,000.00	
Fringe Benefit Tax (current year)		60,000.00		55,000.00	
Income tax (previous year)		220,948.00		389,077.00	
Fringe Benefit tax (previous year)		15,419.00		69,544.00	
		<u>746,367.00</u>		<u>1,463,621.00</u>	

MANSI FINANCE (CHENNAI) LTD.

Profit/(Loss) After Tax	377,135.68	817,386.25
Less: Transfer to Statutory reserve (previous year)	163,477.00	0.00
Less: Transfer to Statutory reserve (current year)	75,427.00	0.00
	<u>138,231.68</u>	<u>817,386.25</u>
Less: Profit/(Loss) Carried Forward from Last Year	11,752,422.58	10,935,036.23
Balance Carried forward to Balance Sheet	<u>11,890,654.26</u>	<u>11,752,422.48</u>

AS PER OUR REPORT OF EVEN DATE ATTACHED

For **SIROHIA & CO.,**
CHARTERED ACCOUNTANTS

For and on behalf of the Board

VINOD KUMAR
Partner

SURESH BAFNA
Chairman & Managing Director

M K TATED
Director

PLACE: CHENNAI
DATE :30-06-2009

**SCHEDULE ATTACHED TO AND FORMING PART TO THE
BALANCE SHEET AS AT 31st MARCH 2009**

	As at 31st March 2009		As at 31st March 2008	
	Rs.	Ps.	Rs.	Ps.
SCHEDULE 1: CAPITAL				
AUTHORISED SHARE CAPITAL				
55,00,000 Equity shares of Rs. 10/- each	<u>55,000,000.00</u>		<u>55,000,000.00</u>	
ISSUED, SUBSCRIBED & PAID UP:				
35,34,900 Equity shares of Rs. 10/- each fully paid-up	<u>35,349,000.00</u>		<u>35,349,000.00</u>	
	<u>35,349,000.00</u>		<u>35,349,000.00</u>	
SCHEDULE 2: RESERVES & SURPLUS:				
Share Premium	5,349,000.00		5,349,000.00	
Statutory Reserves	833,256.00		594,352.00	
Surplus Carried from Profit and Loss Account	<u>11,890,654.26</u>		<u>11,752,422.48</u>	
	<u>18,072,910.26</u>		<u>17,695,774.48</u>	
SCHEDULE 3: SECURED LOANS:				
ICICI Bank - Car Loans (Secured by Hypothecation of Fixed assets (Cars))	457,179.00		875,267.00	
Andhra Bank OD A/c (Secured against Bank Fixed Deposit)	635,111.04		463,517.04	
	<u>1,092,290.04</u>		<u>1,338,784.04</u>	
SCHEDULE 4: UNSECURED LOANS:				
From Directors	16,050,137.78		15,882,763.78	
Inter Corporate Loan	2,490,859.00		5,720,905.00	
	<u>18,540,996.78</u>		<u>21,603,668.78</u>	

SCHEDULE 5 - FIXED ASSETS

S. No	Description	Gross Block			Depreciation				Net Block	
		As at 1.4.2008	Additions	Deletion	Upto 31.3.2008	Deductions	For 31-3-2009	Upto 31.3.2008	As at 31.3.2008	As at 31.3.2009
1	Computers	430,974.00	0.00	0.00	204,672.01	0.00	90,521.00	295,193.01	226,301.99	135,780.99
2	Furniture & Fittings	827,554.00	18,238.00	0.00	717,410.44	0.00	21,587.00	738,997.44	110,143.56	106,794.56
3	Land & Building	14,869,216.00	15,463,632.00	0.00	—	—	—	—	14,869,216.00	30,332,848.00
4	Office Equipments	663,634.00	85,119.00	0.00	343,964.18	0.00	52,383.00	396,347.18	319,669.82	352,405.82
5	Vehicles	1,791,522.00	0.00	0.00	577,018.21	0.00	314,435.00	891,453.21	1,214,503.79	900,068.79
		18,582,900.00	15,566,989.00	0.00	1,843,064.84	0.00	478,926.00	2,321,990.84	16,739,835.16	31,827,898.16
	Previous year	27,055,952.00	5,018,236.00	13,491,288.00	11,307,070.36	9,870,258.01	406,252.49	1,843,064.84	15,748,881.64	16,739,835.16

43

MANSI FINANCE (CHENNAI) LTD.

MANSI FINANCE (CHENNAI) LTD.

	As at 31st March 2009		As at 31st March 2008	
	Rs.	Ps.	Rs.	Ps.
<u>Schedule 6 - Investments</u>				
<u>Quoted Long Term Equity Shares</u>				
	<u>Number</u>	<u>Amount</u>	<u>Number</u>	<u>Amount</u>
Advent Computers Ltd.	4,440	383,480.00	4,440	383,480.00
Aksh Opti Fiber Ltd.	7,500	465,976.63	7,500	465,976.63
Balmer Laarie & Co.	1,000	668,078.45	1,000	668,078.45
Bata India Limited	28	6,069.46	28	6,069.46
Coimbatore Poiner Mills	200	200.00	200	200.00
Crestani	2,500	357,494.91	2,500	357,494.91
Devaki Hospital	17,865	318,826.37	17,865	318,826.37
Essar Oil Limited	2,100	97,000.00	2,100	97,000.00
Finolex Industries Ltd	1,000	76,850.00	1,000	76,850.00
Gujarath Sidh Cement	2,500	196,345.94	2,500	196,345.94
Himachal Futbe	5,000	158,454.50	5,000	158,454.50
Inox Leisure ltd	500	68,238.27	500	68,238.27
IVRCL Infracst & Proj	0	0.00	323	85,832.62
Jaiprakash Hydro Power	2,200	75,528.86	2,200	75,528.86
Kotak Mahindra Finance	500	159,218.64	500	159,218.64
MRPL	1,000	66,400.00	1,000	66,400.00
Nucleus Software Expo	1,000	307,461.10	1,000	307,461.10
Maruti Udyog	250	155,399.49	250	155,399.49
NTPC	2,214	256,391.16	2,214	256,391.16
ONGC	360	262,756.90	360	262,756.90
Oswal Chem Fertilizer	2,500	103,398.95	2,500	103,398.95
Petronet LNG	1,400	81,589.11	1,400	81,589.11
Polaris Software	1,000	235,538.15	1,000	235,538.15
Punjab National Bank	0	0.00	71	33,283.80

MANSI FINANCE (CHENNAI) LTD.

Redington India Ltd.	1,000	341,648.73	1,000	341,648.73
Reliance Industries Ltd.	500	545,100.00	500	545,100.00
Sai Television	200	8,000.00	200	8,000.00
Sasken Communication Techno.	500	255,643.49	500	255,643.49
Sonata Software	10,000	644,147.42	10,000	644,147.42
Tata Consultancy Ltd	247	214,646.68	247	214,646.68
Uco Bank	5,000	116,901.19	5,000	116,901.19
Ultra Tech Ltd	100	43,690.97	100	43,690.97
Vaibhav Gems	22,215	6,362,714.47	22,215	6,362,714.47
Vysya Bank Ltd	831	58,525.01	831	58,525.01
		13,091,714.85		13,210,831.27

Optionally Fully Convertible Debentures

Essar Oil Limited		30,000.00		47,500.00
-------------------	--	-----------	--	-----------

Unquoted Equity Shares

Sambhav energy Ltd	20,000	200,000.00	20,000	200,000.00
Mansi Chhog Impex Ltd	20,000	200,000.00	20,000	200,000.00

Government Of India Securities

Government of India Bond		600,000.00		600,000.00
--------------------------	--	------------	--	------------

Other Investment

Mahindra Time share		51,300.00		51,300.00
		14,173,014.85		14,309,631.27

Note:

1) Aggregate Value Of Quoted Investments		13,091,714.85		13,210,831.27
2) Market Value Of Quoted Investments		3,919,447.00		7,607,596.00

	As at 31st March 2009		As at 31st March 2008	
	Rs.	Ps.	Rs.	Ps.
Schedule 7 - Loan Debtors				
Debts outstanding for more than 6 months (Considered Good)				
Secured	8,136,146.00			
Unsecured	0.00	8,136,146.00	6,131,246.00	
Other Debts (Considered Good)				
Secured	43,239,897.00			
Unsecured	926,000.00	44,165,897.00	41,591,241.00	
		<u>52,302,043.00</u>	<u>47,722,487.00</u>	
Schedule 8 - Cash & Bank Balances				
(a) Cash in hand		781,173.38	283,207.81	
(b) Balances with Scheduled Banks				
In Current Account		52,636.69	(2,692,411.44)	
In Deposit Account		725,985.00	688,628.00	
		<u>1,559,795.07</u>	<u>(1,720,575.63)</u>	
Schedule 9 - Advances & Deposits				
(Recoverable in cash or in kind for value to be received Unsecured, considered good)				
Advances		6,315,857.00	1,979,842.50	
Deposits		15,001.00	15,001.00	
		<u>6,330,858.00</u>	<u>1,994,843.50</u>	
Schedule 10 - Current Liabilities & Provisions				
Current Liabilities				
Interest received in advance		391,000.00	76,900.00	
Liability for expenses		27,703.00	25,197.00	
Other Creditors		31,183,599.00	971,660.00	
Provision				
Provision for Income Tax		450,000.00	950,000.00	
Provision for Tax-FBT		60,000.00	55,000.00	
Provision for Non Performing Assets		1,026,110.00	1,026,110.00	
		<u>33,138,412.00</u>	<u>3,104,867.00</u>	

MANSI FINANCE (CHENNAI) LTD.

	As at		As at	
	31st March 2009		31st March 2008	
	Rs.	Ps.	Rs.	Ps.
<u>SCHEDULE 11 - OTHER INCOME</u>				
Rent received	84,250.00		44,425.00	
Bad debt recovered	4,000.00		259,785.97	
Dividend received	99,420.00		85,062.67	
Short Term Profit on sale of Shares/MF Units		0.00	677,607.67	
Long Term Profit on Sale of Shares	398,500.00			0.00
	<u>586,170.00</u>		<u>1,566,747.17</u>	

SCHEDULE 12 - ADMINISTRATIVE & OTHER EXPENSES

Advertisement	58,820.00		12,825.00	
Audit Fees	30,884.00		28,090.00	
Bank Charges & Commission	71,911.78		27,016.00	
Business Promotion		0.00	3,575.00	
Corporation tax	32,701.00			0.00
Electricity Expenses	93,077.00		89,630.65	
Gifts & Compliments	37,684.72		72,167.00	
Insurance	64,525.00		75,840.00	
Entertainment Exp	219,060.70			900.00
Legal Consulting & other expenses	326,360.00		471,862.00	
Listing Fees	44,861.71		46,351.27	
Office & General Expenses	248,731.60		328,476.85	
Postage & Telegram	14,042.00		24,720.00	
Printing & Stationery	148,104.30		187,556.17	
Professional Charges	53,236.00		26,000.00	
Rent Paid	379,080.00		330,900.00	
Petrol & Vehicle Maintanance	179,739.99		160,200.69	
Repairs & Maintanance	165,207.50		102,898.50	
Salaries & Allowances	654,815.00		979,048.00	
Directors Salary	258,000.00		258,000.00	
Security Charges	34,845.00		29,885.00	
Share Transfer Fee		0.00		5,114.51
Software Expenses	10,000.00		25,110.00	
Staff Welfare	198,111.00		159,576.00	
Telephone Charges	194,181.00		192,359.76	
Travelling & Conveyance	336,636.52		240,250.40	
Charity & Donation	3,600.00		89,200.00	
Demat Charges		910.85		1,643.00
	<u>3,859,126.67</u>		<u>3,969,195.80</u>	

NOTES TO ACCOUNTS

1 SIGNIFICANT ACCOUNTING POLICIES

1.1 INCOME RECOGNITION

- a The Financial Statements are prepared under the historic cost convention in accordance with the generally accepted Accounting Principles.
- b Income and Expenditure is accounted for on accrual basis. In the case of Non Performing Assets Interest income is recognized on receipt basis.

1.2 The Company follows the directions prescribed by the Reserve Bank of India for Non - Banking Financial Companies and the applicable Accounting Standards issued by the Institute Of Chartered Accountants Of India.

1.3 VALUATION OF FIXED ASSETS :

Fixed Assets are stated at historical cost Less accumulated depreciation.

1.4 DEPRECIATION/ AMORTIZATION POLICY :

Depreciation on Fixed Assets are provided on written down value method as per the rates specified in the Schedule XIV of The Companies Act, 1956.

1.5 VALUATION OF INVESTMENTS :

Long - Term Investments are stated at cost

1.6 TAXATION

Current Tax is the amount of tax payable on the taxable income for the year and determined in accordance with the provisions

of the Income Tax Act,1961. Deferred tax is recognised, on timing difference, being the difference between taxable income and accounting income that originates in one period and are capable of reversal in one or more subsequent periods. Since there is no significant timing difference, no deferred tax has been provided.

1.7 IMPAIRMENT OF ASSETS

The Company is basically a finance Company holding only finance assets hence no impairment of assets is accounted for

2 OTHER NOTES ON ACCOUNTS

2.1 REMUNERATION TO DIRECTORS :

	2008 - 2009 (Rs.)	2007 - 2008 (Rs.)
Salary & Perquisites	258,000.00	258,000.00

2.2 REMUNERATION TO AUDITORS :

	2008 - 2009 (Rs.)	2007 - 2008 (Rs.)
Statutory Audit	20,000.00	19,000.00
Tax Audit	6,000.00	6,000.00
Other services	2,000.00	0.00
Service Tax	2,884.00	3,090.00
	<u>30,884.00</u>	<u>28,090.00</u>

2.3 Balances of loans & advances, sundry creditors, sundry debtors and other loans are as per books and subject to confirmation.

3 GENERAL

3.1 SEGMENT REPORTING

The company is engaged primarily in the business of financing and accordingly there are no separate reportable segments as per Accounting Standard - AS17 - Segment Reporting.

3.2 RELATED PARTY DISCLOSURES

RELATED PARTY

- a) Associates With Whom The Company Had Transactions :
Madras Mercantile Agency
Mansi Mercantile Company
- b) Key Management Personnel
Sri Suresh Bafna , Managing Director
- c) Relative of Key Management Personnel
Sajjan Kanwar Bafna
Adit S Bafna

The Disclosures Of Related Party Transactions During The Year And The Balances As On 31st March 2009 Are As Follows:

Nature Of Transactions	Associates	Key Management Personnel	Relative of Key management Personnel
Interest Paid	3,252,368.00		
Loan Received-Balance At The End Of The Year	16,050,137.78		
Remuneration	—	258,000.00	
Salary paid			234,000.00
Rent paid			337,080.00

3.3 Basic & diluted earning per share

	2008 - 2009	2007 - 2008
Net profit for the year	377,136	817,386
Weighted average number of Equity shares	3,534,900	3,534,900
Nominal value of shares	Rs.10 per share	Rs.10 per share
Basic & diluted Earning per share	0.11	0.23

3.4 Previous Year's Figures Have Been Re- Grouped And Re-Classified Wherever Necessary, To Confirm To Current Year's Classification.

3.5 Contingent Liabilities:

Disputed Income Tax liability for Financial year 2003-2004 and 2004-2005
Rs.161,507.

Appeal is pending before Commissioner of Income Tax (Appeal).

3.6 There are no small scale Industries, to whom the Company owes any dues.

For AND ON BEHALF OF THE BOARD

AS PER OUR REPORT OF EVEN DATE
ATTACHED

For M/S. SIROHIA & CO
CHARTERED ACCOUNTANTS

(SURESH BAFNA)
Director

(M K TATED)
Partner

(VINOD KUMAR)

PLACE : CHENNAI
DATE :30-06-2009

CASH FLOW STATEMENT

	Amount in Rs. (in thousands) 2008-2009	Amount in Rs. (in thousands) 2007-2008
(A) CASH FLOW FROM OPERATING ACTIVITIES		
Profit/(Loss)	377.14	817.39
Less:		
Dividend received	(99.42)	(85.06)
Profit on sale of shares	0.00	(1,177.47)
Profit on sale of fixed assets	0.00	0.00
	277.72	(445.15)
Add:		
Depreciation	478.93	406.25
Preliminary expenses	45.87	45.87
Provision for taxation	510.00	1,005.00
Loss on sale of shares	46.21	0.00
Loss on sale of fixed assets	0.00	153.34
Provisions-net	0.00	0.00
	1,358.72	1,165.31
OPERATING PROFIT BEFORE WORKING CAPITAL		
CHANGES		
(Increase)/Decrease in Current Assets	(9,920.54)	(4,784.46)
Increase/(Decrease) in Current Liabilities	30,528.55	(7,238.06)
NET CASH INFLOW/(OUTFLOW) FROM OPERATING ACTIVITIES (A)	21,966.72	(10,857.21)
(B) CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of fixed assets	(15,566.99)	(5,018.24)
Purchase of Investments	0.00	(1,837.00)
Sale of Fixed assets	0.00	2,121.33
Sale of Investments	136.62	2,583.00

MANSI FINANCE (CHENNAI) LTD.

Profit on sale of shares	(46.21)	1,177.47
Profit on sale of fixed assets	0.00	(153.34)
Dividend received	99.42	85.06
NET CASH INFLOW/(OUTFLOW) FROM INVESTING	(15,377.16)	(1,041.72)
ACTIVITIES (B)		
(C) CASH FLOW FROM FINANCING ACTIVITIES		
Acceptance/(Repayment) of Loans	(3,309.17)	9,001.52
Proceeds from issue of shares	0.00	0.00
NET CASH INFLOW/(OUTFLOW) FROM FINANCING	(3,309.17)	9,001.52
ACTIVITIES (C)		
NET INCREASE/(DECREASE) IN CASH AND CASH		
EQUIVALENTS (A+B+C) (A)+(B)+(C)	3,280.40	(2,897.41)
CASH AND CASH EQUIVALENTS AT THE BEGINNING	(1,720.60)	1,176.81
OF THE YEAR		
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	1,559.80	(1,720.60)

For AND ON BEHALF OF THE BOARD

**AS PER OUR REPORT OF EVEN DATE
ATTACHED**

**For M/S. SIROHIA & CO
CHARTERED ACCOUNTANTS**

(SURESH BAFNA) (M K TATED)
Chairman & Managing Director Director

(VINOD KUMAR)
Partner

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

I. REGISTRATION DETAILS

Registration No.	28734
State Code	18
Balance Sheet Date	31.03.2009

II. CAPITAL RAISED DURING THE YEAR (Rs. In Thousands)

Public Issue	Nil
Bonus Issue	Nil
Rights Issue	Nil
Private Placement	Nil

III. POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS

	(Rs. In Thousand)
Total Liabilities	75,055.20
Total Assets	73,055.20

SOURCE OF FUNDS

Paid-up Capital	35,349.00
Reserves and Surplus	18,072.91
Secured Loans	1,092.29
Unsecured Loans	18,541.00

APPLICATIONS OF FUNDS

Net Fixed Assets	31,827.90
Investments	14,173.01
Net Current Assets	27,054.28
Miscellaneous Expenditure	0.00

IV. PERFORMANCE OF THE COMPANY	(Rs. In Thousand)
Turnover	9,282.22
Total Expenditure	8,158.72
Profit/(Loss) before Tax	1,123.50
Profit/(Loss) after Tax	1,123.50
Earning per share (Rs.)	0.11
Dividend Rate	NIL

V. GENERIC NAMES OF THREE PRINCIPAL PRODUCTS OF COMPANY (AS PER MONETARY TERMS)

Item Code (ITC Code)

Product Description : 1. Financial & Investment Activity

Item Code (ITC Code)

Product Description : ----

Item Code (ITC Code)

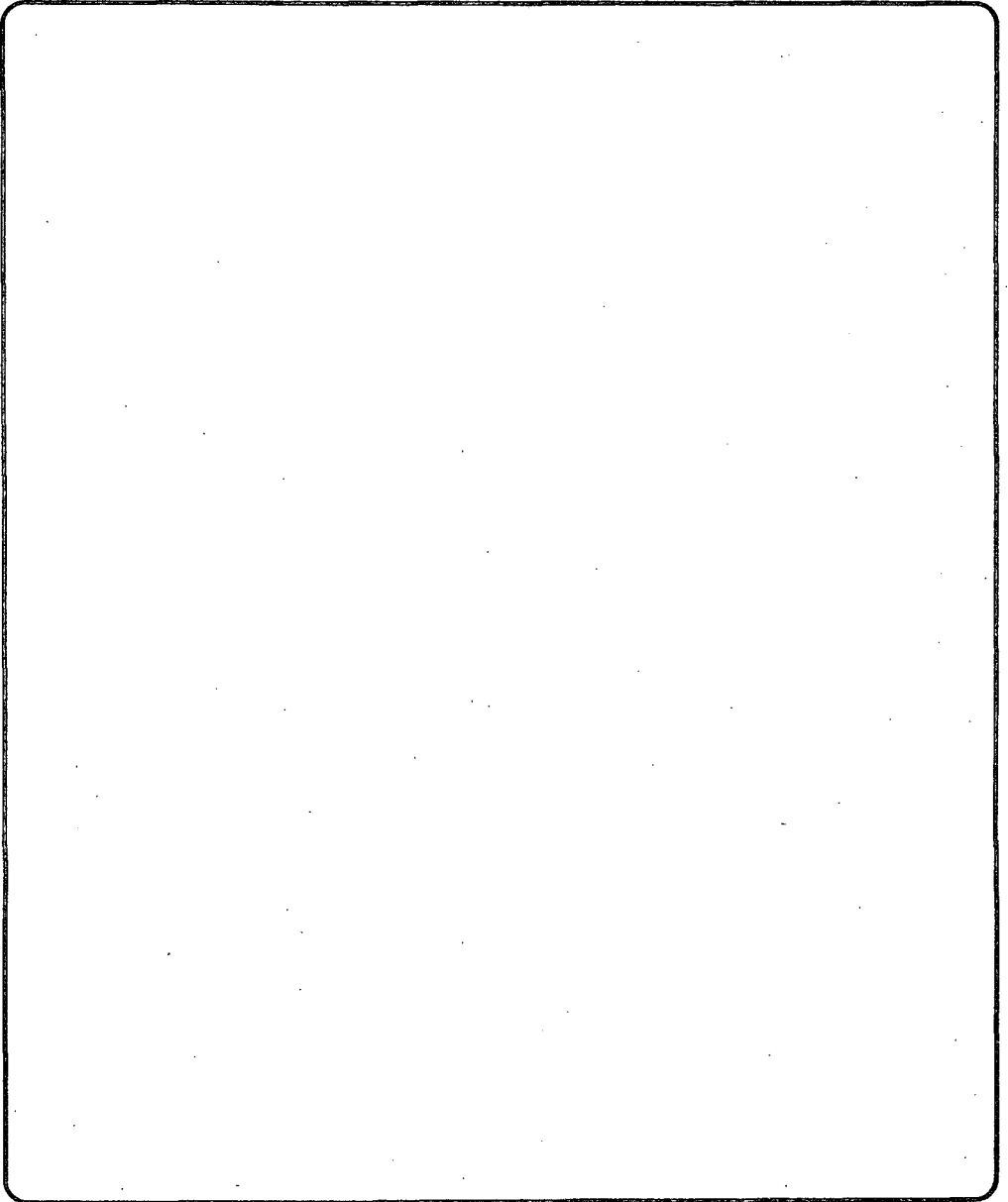
Product Description : ----

For and on behalf of the Board

Suresh Bafna

Chairman & Managing Director

PLACE : CHENNAI
DATE :30-06-2009



MANSI FINANCE (CHENNAI) LIMITED

Regd. Off: 'Mansi Mansion', 22B Mulla Sahib Street,
Sowcarpet, Chennai – 600 079.

PROXY FORM

I/We _____ of _____ being a member(s) of Mansi Finance (Chennai) Limited, hereby appoint _____ of _____ of _____ failing him/her _____ of _____ as my/our proxy to vote for me/us on my/our behalf at the Fifteenth Annual General Meeting of the Company to be held on Tuesday, 29th day of September 2009 at 10.00 a.m. at the Registered Office of the Company at 'Mansi Mansion', No. 22-B, Mulla Sahib Street, Sowcarpet, Chennai – 600 079, and at any adjournment thereof.

Signed this _____ day of _____ 2009 Address:



Membership Folio No.

Signature _____
No. of shares held _____

- Note: 1. The Proxy must be deposited at the Registered office of the Company not less than 48 hours before the time fixed for the meeting.
2. Proxy need not be a member.

MANSI FINANCE (CHENNAI) LIMITED

Regd. Office: 'Mansi Mansion', 22B Mulla Sahib Street,
Sowcarpet, Chennai – 600 079.

I hereby record my presence at the Fifteenth Annual General Meeting of the Company to held on Tuesday, 29th September, 2009 at 10.00 A.M. at the Registered Office of the Company at 'Mansi Mansion', 22-B Mulla Sahib Street, Sowcarpet, Chennai-600 079.

Signature _____

Full Name of the Member/Proxy

Note: Member attending the meeting in person are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

BOOK - POST

To

.....

.....

.....

.....

If undelivered, please return to :
MANSI FINANCE (CHENNAI) LIMITED
MANSI MANSION
22-B, Mulla Sahib Street,
Ground Floor, Sowcarpet,
Chennai - 600 079.