

# **MFSL**

## **MUDRA FINANCIAL SERVICES LTD.**

3rd Floor, Vaastu Darshan, "B", Above Central Bank of India,  
Azad Road, Andheri (East), Mumbai - 400 069.

(C) : +91-22-6191 9293 / 22. Website : mudrafinancial.in

Email : mudrafinancial.1994@gmail.com

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### NOTICE TO THE MEMBERS

NOTICE is hereby given that the **Twenty First Annual General Meeting** of the Members of **MUDRA FINANCIAL SERVICES LIMITED** will be held at the Registered Office of the Company at 3<sup>rd</sup> Floor, Vaastu Darshan, "B" Wing, Azad Road, Andheri (East), Mumbai - 400 069, on Wednesday, 30<sup>th</sup> September, 2015 at 3:00 P.M. to transact, with or without modification(s) the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements of the Company which includes the audited Balance Sheet as at 31<sup>st</sup> March, 2015, the Statement of Profit and Loss and Cash flow statement 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 Mr. Atul Jain (DIN No: 00096052), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and in this regard to consider and, if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution** :

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and all other relevant provisions of the Companies Act, 2013 and the Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of M/s. Desai Saksena & Associates, Chartered Accountants, Mumbai (Firm Registration Number 102358W), as Statutory Auditors of the Company, by resolution passed at the 20<sup>th</sup> AGM until the conclusion of 23<sup>rd</sup> AGM be and is hereby ratified for the balance term and accordingly they continue to hold office from the conclusion of the 21<sup>st</sup> AGM until the conclusion of the 23<sup>rd</sup> AGM (subject to ratification of the appointment by the members at every AGM held after this AGM) and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the Board in consultation with the Auditors."

[Cont...2]

**SPECIAL BUSINESS:**

4. To consider and if thought fit to pass with or without modifications the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Asha Krishan Kumar Rathi, (DIN: 00156024), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 25<sup>th</sup> March, 2015, and who holds office until the date of the AGM, in the terms of section 161(1) of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director alongwith required deposit, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term up to 24<sup>th</sup> March, 2020, not liable to retire by rotation."

5. To consider and if thought fit to pass with or without modifications the following resolution as an **Special Resolution:**

**"RESOLVED THAT** pursuant to provisions of Section 196, 197 and 203 read with schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force), subject to such sanctions as may be necessary, the consent and approval of the Company be and is hereby accorded to the appointment of Mr. Dipen Maheshwari (DIN: 03148904), as Managing Director of the Company for a period of 5 (Five) years w.e.f. 1st April, 2015 on the remuneration and on such terms and conditions, as approved by the Nomination and Remuneration committee, and set out in the explanatory statement annexed hereto, with the authority to the Board of Directors of the Company ('the Board') and the Remuneration Committee ('the Committee') to alter and vary the terms and conditions including remuneration of the said appointment and/or agreement from time to time and in such manner as may be agreed to by the Board/Committee and Mr. Dipen Maheshwari (DIN: 03148904) subject to the conformity with the provisions of the Companies Act 2013."

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profit in any financial year, the remuneration payable to Mr. Dipen Maheshwari shall be governed by Schedule V of the Companies Act, 2013, or any modification(s) thereto.

**RESOLVED FURTHER THAT** the Board/Committee be and is hereby authorized to do all such acts, deeds and things as may be considered necessary to give effect to the aforesaid resolution."

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6. To consider and if thought fit to pass with or without modifications the following resolution as a Special Resolution:

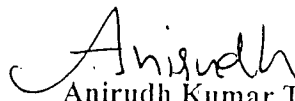
“RESOLVED THAT pursuant to the provisions of Section 5, Section 14 and all applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) and re-enactment thereof, for the time being in force), the existing Articles of Association of the Company be and are hereby replaced with the new Articles of Association placed before the members at this meeting and initialled by the Company Secretary for the sake of identification, and the New Articles of Association be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.”

RESOLVED FURTHER THAT the Board of Directors of the Company or any other Committee thereof be and is hereby authorized to do all acts, deeds, matter and things and take all such steps as may be necessary, proper or expedient to give effect to the resolution.”

Registered Office

3<sup>rd</sup> Floor, Vaastu Darshan, “B” Wing  
Azad Road, Andheri (East),  
Mumbai – 400 069.

By Order of the Board  
For Mudra Financial Services Limited

  
Anirudh Kumar Tanvar  
Company Secretary

Place : Mumbai

Date : 30<sup>th</sup> May, 2015

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOIE 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 INSTRUMENT APPOINTING A PROXY, DULY COMPLETED, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

[Cont...4]

... 4 ...

2. The business set out in the notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 21. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members separately.
3. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed hereto.
4. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
6. A statement giving the details of the Directors seeking re-appointment, nature of their expertise in specific functional areas, names of the companies in which they hold directorships, memberships / chairmanships for Board / Committees, shareholding and relationship between Directors inter-se as stipulated in Clause 49 of the Listing Agreement with Stock Exchange, are provided in the Annexure.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
8. The Register of Members and the Share Transfer Books of the Company will remain closed from 22nd September, 2015 to 28th September, 2015 (both days inclusive).
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar /Company.
10. Members desirous of seeking any information concerning the Accounts of the Company are requested to address their queries in writing to the Company at least seven days before the date of the meeting so that the requested information can be made available at the time of the meeting.
11. Members / Proxies are requested to please bring their copies of the Annual Report to the meeting since copies of the Annual Report will not be distributed at the meeting.

[Cont...5]

12. The shares of the Company are listed on Pune Stock Exchange and Ahmedabad Stock Exchange.
13. In view of Circular issued by the SEBI for appointing common agency for both the modes of transfers i.e. physical as well as Demat, the Company has already appointed M/S. System Support Services as Registrar & Transfer Agent for both the modes of transfer i.e. physical as well as Demat. Members are therefore requested to send their grievances to them for early disposal at the address given below.

**M/S. SYSTEM SUPPORT SERVICES**  
**[Unit: Mudra Financial Services Limited]**

209, Shivai Industrial Estate, 89,  
Andheri Kurla Road, Saki Naka,  
Andheri (East), Mumbai-400 072

**Tel: 022 2850 0835**

Email: svsss72@yahoo.com

14. Members holding Shares in physical form are requested to notify immediately any change in their address with PIN CODE to the Registrar and Transfer Agent of the Company at the address given above and in case their shares are held in Demat, this information should be passed on directly to their respective Depository Participants and not to the Company.
15. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours except public holidays between 11.00 a.m. and 1.00 p.m. upto the date of the AGM.
16. Members/Proxies holding their Shares in physical mode are requested to fill the enclosed attendance slip and handover the same at the entrance with signature. In the absence thereof, they may not be admitted to the meeting venue.
17. Members who are holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification at the meeting.
18. In all correspondence with the Company, members are requested to quote their Folio No. and in case their shares are held in Demat form, they must quote their Client ID and DP ID numbers.
19. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

20. The brief profile of the Director seeking for re-appointment/ appointment is given below and forms part of the notice:

Sr No.	Nature of Information	Item No. 2 of Notice
1	Name	Mr. Atul Jain
2	Date of Birth	26/08/1962
3	Date of Appointment	27/06/1994
4	Nature if experience in specific Functional Area	Expertise in Merchant Banking, Project Finance, Liaisoning with Banks and other Financial Institutions
5	Directorships in other Companies	1. Mudra Share and Stock Brokers Limited 2. Rajul Mercantile Private Limited 3. Jadstone Trading Private Limited 4. Rajveer Trading Private Limited
6	Member of Committee of the Board in other companies	NIL
7	No. of shares held in the Company	2,01,600

Sr No.	Nature of Information	Item No. 4 of Notice
1	Name	Mrs. Asha Krishan Kumar Rathi
2	Date of Birth	20/04/1965
3	Date of Appointment	25/03/2015
4	Nature if experience in specific Functional Area	Vast experience in Clearing agency and Financial Management
5	Directorships in other Companies	Ishwardas Clearing Agency Private Limited
6	Member of Committee of the Board in other companies	NIL
7	No. of shares held in the Company	1,000

[Cont...7]

Sr No.	Nature of Information	Item No. 5 of Notice
1	Name	Mr. Dipen Maheshwari
2	Date of Birth	22/11/1985
3	Date of Appointment	01/04/2015
4	Nature if experience in specific Functional Area	Finance and Management
5	Directorships in other Companies	NIL
6	Member of Committee of the Board in other companies	NIL
7	No. of shares held in the Company	75,000

21. Voting through electronic means :

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

[Cont...8]

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- IV. The remote e-voting period commences on 27<sup>th</sup> September, 2015 (9:00 am) and ends on 29<sup>th</sup> September, 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 24<sup>th</sup> September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting then you can use your existing password for casting the vote. If you have forgot your password, you can reset your password by using "Forget User Details / Password" option available available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
  - (ii) Launch internet browser by typing the following URL:  
<https://www.evoting.nsdl.com/>
  - (iii) Click on Shareholder – Login
  - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
  - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - (vii) Select "EVEN" of "Mudra Financial Services Limited".

[Cont...9]



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- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
  - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [trjnsti@gmail.com](mailto:trjnsti@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:
- EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN**
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 24<sup>th</sup> September, 2015.

[Cont...10]

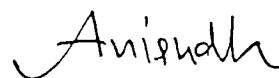
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 24<sup>th</sup> September, 2015, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [syss72@yahoo.com](mailto:syss72@yahoo.com)
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. Tejas Gohil, proprietor of M/s. Gohil Tejas & Co., Chartered Accountants has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM), a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company <http://www.mudrafinancial.in/> and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing.

Registered Office

3<sup>rd</sup> Floor, Vaastu Darshan, "B" Wing  
Azad Road, Andheri (East),  
Mumbai - 400 069.

Place : Mumbai  
Date : 30<sup>th</sup> May, 2015

By Order of the Board  
For Mudra Financial Services Limited



Anirudh Kumar Tanvar  
Company Secretary

# **MFSL**

## **MUDRA FINANCIAL SERVICES LTD.**

3rd Floor, Vaastu Darshan, "B", Above Central Bank of India,  
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### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013:**

The following statement sets out all material facts relating to the special Business mentioned in the accompanying notice.

#### **ITEM NO.4:**

Mrs. Asha Krishan Kumar Rathi was appointed as an Additional Director of the Company with effect from 25<sup>th</sup> March, 2015. Your Board proposes to regularize her appointment and appoint her as an Independent Director of the Company under Section 149 and 161(1) of the Act and clause 49 of the Listing Agreement, for one term of Five Years, commencing from 25<sup>th</sup> March, 2015.

As per the current provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, an Independent director is permitted to be appointed for a term of consecutive period of 5 years, without being liable to retire by rotation. Mrs. Asha Krishan Kumar Rathi is not disqualified from being appointed as a Director in terms of section 164 of the Act. The company has received notice in writing from a member along with deposits of requisite amount under section 160 of the Act proposing the candidature of Mrs. Asha Krishan Kumar Rathi for the office of Director of the Company. The company has also received declaration from Mrs. Asha Krishan Kumar Rathi that she meets with the criteria of independence as prescribed both under Sub-section (6) of Section 149 of the Act and under clause 49 of the Listing Agreement.

Brief resume of Mrs. Asha Krishan Kumar Rathi and nature of her expertise in specific functional areas and names of Companies in which she holds directorships and memberships / chairmanships of Board committees, shareholding and relationships between directors inter-se as stipulated under clause 49 of the Listing Agreement with the stock exchanges, are provided herein below.

Copy of the draft letter for appointment of Mrs. Asha Krishan Kumar Rathi as Independent Director, setting out terms and conditions is available for inspection by members at the registered office of the company.

[Cont...2]

This statement may also be regarded as disclosure under clause 49 of the Listing Agreement with the stock exchanges.

None of the Directors/ Key Managerial Personnel of the company/their relatives except Mrs. Asha Krishan Kumar Rathi, are in any way, concerned or interested, financially or otherwise, since this Resolution relates to her appointment.

The Board recommends the Ordinary Resolution set out at Item No.4 of the notice for approval by the shareholders.

**Item No.5:**

Mr. Dipen Maheshwari has been appointed as a Managing Director of the Company for a period of Five (5) years effective from 1st April, 2015. Your Board proposes to regularize his appointment.

Mr. Dipen Maheshwari is a MBA in finance. He has worked in placement division of Fact Personnel Private Limited. He has gained experience mainly in Project/ Finance management. He is advising industry on aspects like Product Development, Project Management and Industrial Safety.

The Nomination and the Remuneration committee and the Board of Directors (the "Board") is of the opinion that, with his knowledge & experience in financial management, the Company will benefit immensely by his appointment.

The principal terms and conditions of appointment of Mr. Dipen Maheshwari as Managing Director are:

- |            |   |  |
|------------|---|--|
| Salary     | : | Rs. 45,000/- per month.  |
| Commission | : | The Managing Director shall be entitled to variable commission based on the net profits of the company, but the same shall not exceed the limits as laid down in Sections 196,197 and Schedule V as amended, if any, of the Companies Act, 2013. |

[Cont...3]

... 3 ...

- Perquisites : Subject to a ceiling of 20% of annual salary per annum.
- i) Gratuity : Not to exceed half month's salary for each completed year of service as per The Payment of Gratuity Act, 1972.
- ii) Medical Benefit : For self and family reimbursement of expenses actually incurred the total cost of which to the company shall not exceed one month's salary in a year or three months salary in a block of three years.
- iii) Leave : One month's leave with pay for every eleven months' service.
- iv) Leave Travel : For self, Father & Mother to and from any place in India,  
once in a year, subject to the conditions that only actual fares will be paid and no hotel expenses etc. will be allowed.
- v) Personal accident : Personal accident insurance of an amount the premium of which does not exceed Rs. 4,000/- per annum.
- vi) Telephone : Free telephone facility at residence
- vii) Club : Fees of clubs subject to maximum of two clubs, provided that no life membership or admission fees is payable.

None of the Directors/Key Managerial Personnel of the company/their relatives except Mr. Dipen Maheshwari, are in any way, concerned or interested, financially or otherwise, since this Resolution relates to his appointment.

The Board of Directors accordingly commends the Ordinary Resolution set out in Item No. 5 of the accompanying Notice for the approval of the members of the Company.

[Cont...4]

**Item No. 6:**

The existing Articles of Association ("AOA") of the Company are based on Companies Act, 1956 and several regulations in the existing Articles contain reference to specific sections of the Companies Act, 1956. Some regulations in the existing AOA are no longer in conformity with the provisions of the Companies Act, 2013 ("Act").

With the enactment of the Act, several regulations of the existing AOA of the Company require alteration and/or deletion. Given this position, it is considered expedient to wholly replace the existing AOA by a new set of AOA.

A copy of the draft new set of AOA is available for inspection by the members at the Registered office of the Company on all working days (except Sundays and public holidays) between 11.00 a.m. to 01.00 p.m. up to the date of Annual General Meeting for perusal by the shareholders.

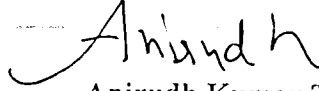
None of the Directors and/or Key Managerial Personnel of the Company and their relatives is in any way, concerned or interested in the said resolution.

The Board of Directors accordingly commends the Special Resolution set out in Item No. 6 of the accompanying Notice for the approval of the members of the Company.

**Registered Office**

3<sup>rd</sup> Floor, Vaastu Darshan, "B" Wing  
Azad Road, Andheri (East),  
Mumbai - 400 069.

By Order of the Board  
For Mudra Financial Services Limited

  
Anirudh Kumar Tanvar  
Company Secretary

Place : Mumbai  
Date : 30<sup>th</sup> May, 2015

# MFSL

## MUDRA FINANCIAL SERVICES LTD.

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### DIRECTORS REPORT TO MEMBERS

Your Directors have great pleasure in presenting the Twenty First Annual Report along with the Audited Statement of Accounts for the year ended 31st March 2015.

#### FINANCIAL HIGHLIGHTS:

Particulars	(Amount in Rs.)	
	Year ended 31.03.2015	Year ended 31.03.2014
Sales and Other Income	6,196,589	5,133,273
Profit before tax and appropriations	2,887,412	2,300,301
Profit after tax	1,987,908	1,702,712
<b>Add</b> : Balance brought forward from previous year	15,243,008	13,880,838
<b>Less</b> : Difference of earlier years Depreciation	8,816	--
Profit available for disposal	17,222,100	15,583,550
Proposed Dividend	--	--
Corporate Tax on Proposed Dividend	--	--
Transfer to General Reserve	397,582	340,542
Profit carried forward	16,824,518	15,243,008

#### OPERATIONAL REVIEW:

Your Company has earned an income of Rs.61.97 lacs during the year as compared to Rs.51.33 lacs. The company has achieved Net Profit after Taxes of Rs.19.88 lacs compared to Net profit of Rs.17.03 lacs in immediately preceding financial year. The Company has posted better operational and financial performance for the year under review, which has happened due to the commitment and untiring efforts of management, executives and staff at all the levels who were instrumental in achieving these results.

#### DIVIDEND:

In view of nominal profits after taxes, the Directors have decided not to recommend any dividend for the year ended 31<sup>st</sup> March, 2015.

[Cont...2]

**TRANSFER TO GENERAL RESERVE:**

The amount transferred to the General Reserve is Rs. 3.97 lacs as compared to the transfer of Rs. 3.40 lacs in the preceding financial year.

**SHARE CAPITAL OF THE COMPANY:**

The Paid up Equity Share Capital as at 31<sup>st</sup> March, 2015 was Rs. 50,100,000/- divided into 5,01,000 Equity shares, having face value of Rs. 10/- each fully paid up. During the year under review, the Company has not issued any shares with differential voting rights nor granted any stock options nor sweat equity.

**SUSIDIARIES /JOINT VENTURES ON ASSOCIATE COMPANIES:**

The Company does not have any Subsidiary, Joint venture or Associate Company.

**FIXED DEPOSITS:**

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 during the year.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

**CORPORATE SOCIAL RESPONSIBILITY:**

The Provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules 2014, were not applicable to the Company for the Financial Year 2014-15.

**SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:**

There are no significant and material orders passed by the Regulators or Courts that would impact the going status of the Company and its future operations.

**DIRECTORS' RESPONSIBILITY STATEMENT:**

To the best of our knowledge and belief and according to the information and explanations obtained, Directors make the following statement in terms of Section 134 of the Companies Act, 2013:

- (a) in the preparation of the Annual Accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;



... 3 ...

- (b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period;
- (c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the Directors had prepared the annual accounts on a going concern basis;
- (e) the Directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**EXTRACT OF ANNUAL RETURN:**

The details forming part of the extract of the Annual Return in form MGT-9, as required under Section 92 of the Companies Act, 2013, is included in this Report as Annexure 'A' and forms an integral part of this Report.

**BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

Your Company has six (6) Directors of which all three (3) are Independent Directors.

- (i) Mr. Prabhat Maheshwari (DIN 00100971) resigned from the Board w.e.f. 25<sup>th</sup> March, 2015. The Board placed on record its appreciation for the valuable services rendered and contribution made by Mr. Prabhat Maheshwari during his tenure as Director of the Company.
- (ii) During the year under review, the Company has appointed Mrs. Asha Krishan Kumar Rathi (DIN 00156024) as an Additional Director of the Company with effect from 25<sup>th</sup> March, 2015. Your Board proposes to regularize her appointment and appoint her as an Independent Director of the Company under Section 149 and 161(1) of the Act and clause 49 of the Listing Agreement.
- (iii) During the year under review, the Company has appointed Mr. Dipen Maheshwari (DIN 03148904) as Managing Director (Key Managerial Personnel) of the Company with effect from 1<sup>st</sup> April, 2015. Your Board proposes to regularize his appointment for a term of five years.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

[Cont...4]

**BOARD EVALUATION:**

Pursuant to the provisions of the Companies Act, 2013, and Clause 49 of the Listing Agreement, the Board has carried out an evaluation after taking into consideration various aspects of the Board's functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, remuneration, obligations and governance. The Board of Directors expressed their satisfaction with the evaluation process.

Number of Meetings of The Board of Directors: During the year 7 Board Meetings were convened and held on 30<sup>th</sup> May, 2014, 13<sup>th</sup> August, 2014, 15<sup>th</sup> September, 2014, 15<sup>th</sup> November, 2014, 14<sup>th</sup> February, 2015, 25<sup>th</sup> March, 2015 and 30<sup>th</sup> March, 2015. Details of these are as follows:

Name of the Director	Category of Directorship	No. of meetings during the year	
		Held	Attended
Mr. Atul Jain	Non - Executive Director	7	5
Mr. Mahendra Kumar Singh	Non - Executive, Independent Director	7	7
Mr. Jagannath Ramanuj Chakravarti	Non - Executive, Independent Director	7	7
Mr. Sanjeev Maheshwari	Non - Executive Director	7	5
Mr. Prabhat Maheshwari (ceased w.e.f 25.03.2015)	Non - Executive Director	7	5
Mrs. Asha Krishan Rathi (appointed w.e.f. 25.03.2015)	Non - Executive, Independent Director	7	2
Mr. Dipen Maheshwari (appointed w.e.f. 01.04.2015)	Managing Director	--	--

**AUDIT COMMITTEE:**

In accordance with the provisions of the Listing Agreement and Corporate Governance, the Company has constituted an Audit Committee comprising of three Directors. The Board terms of reference of the Audit Committee are in consonance with the provisions of Section 177 of the Companies Act, 2013 and of the Listing Agreement.

[Cont...5]

... 5 ...

The Committee acts as a link between the Management, the statutory Auditors and the Board of Directors of the Company. The Committee focuses its attention on monitoring the financial reporting system within the Company, considering Quarterly & Annual Financial Results of the Company and submitting its observations to the Board of Directors before it is adopted by the Board, review of internal audit report, internal control system, audit methodology and process, major accounting policies and practice, compliance with accounting standards. Committee also reviews the legal compliance reporting system.

The particulars of Members of Audit Committee and their attendance at the Meetings are as under:

Name of the Director	Designation	Category of Directorship	No. of Meetings during the year	
			Held	Attended
Mr. Mahendra Kumar Singh	Chairman	Non-Executive, Independent Director	4	4
Mr. Jagannath Ramanuj Chakravarti	Member	Non-Executive, Independent Director	4	4
Mr. Atul Jain	Member	Non-Executive Director	4	4

The Audit Committee meetings were held on 30<sup>th</sup> May, 2014, 13<sup>th</sup> August, 2014, 15<sup>th</sup> November 2014 and 14<sup>th</sup> February, 2015 and all member Directors of Audit Committee were present.

#### NOMINATION AND REMUNERATION COMMITTEE:

The Board of Directors of the Company has constituted a 'Nomination and Remuneration Committee' in order to align it with the provisions of Section 178 of the Companies Act, 2013. The Board of Directors has also framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. The policy lays down the criteria determining qualifications, positive attributes, independence of a director and other matters pursuant to the provisions of sub-section (3) of Section 178 of the Companies Act, 2013. The particulars of members of nomination and remuneration committee and this attendance at the meeting as under:

Name of the Director	Designation	Category of Directorship	No. of Meetings during the year	
			Held	Attended
Mr. Mahendra Kumar Singh	Chairman	Non-Executive, Independent Director	2	2

[Cont...6]

Name of the Director	Designation	Category of Directorship	No. of Meetings during the year	
			Held	Attended
Mr. Jagannath Ramanuj Chakravarti	Member	Non-Executive, Independent Director	2	2
Mr. Atul Jain	Member	Non-Executive, Director	2	2

The Nomination and Remuneration Committee meeting was held on 15<sup>th</sup> November, 2014 and 25<sup>th</sup> March, 2015.

#### STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Board of Directors of the Company has re-named Share Holders Grievance/ Share Transfer Committee as 'Stakeholders Relationship Committee' in order to align it with the provisions of Section 178 of the Companies Act, 2013. The Committee has been constituted to strengthen the investor relations and to inter-alia, look into issues relating to shareholders grievances pertaining to transfer of shares, non- receipt of declared dividends, non-receipt of Annual Report, issues concerning de-materialization etc.

The particulars of Members of Stakeholders Relationship Committee and their attendance at the Meetings are as under:

Name of the Director	Designation	Category of Directorship	No. of Meetings during the year	
			Held	Attended
Mr. Mahendra Kumar Singh	Chairman	Non-Executive, Independent Director	1	1
Mr. Jagannath Ramanuj Chakravarti	Member	Non-Executive, Independent Director	1	1
Mr. Atul Jain	Member	Non-Executive, Director	1	1

The Stakeholders Relationship Committee meeting was held on 30<sup>th</sup> May, 2014 and 14<sup>th</sup> February, 2015.

[Cont...7]

... 7 ...

The details of the Complaints received during the year under review are as follows:

Sr. No.	Nature of Complaints	Received	Pending	Disposed
1.	Non receipt of Annual Report	-	-	-
2.	Non Receipt of Share Certificates after transfer	-	-	-
3.	Non Receipt of Demat Rejected S/C's	-	-	-
4.	Others	-	-	-
	Total	-	-	-

There were no complaints pending for action as on 31st March, 2015.

#### REMUNERATION AND SITTING FEES.

The details of Remuneration paid or Sitting fees paid as applicable are as follows:

Name of the Director	Category of Directorship	Remuneration paid to the Director	Sitting fees paid to the Director
Mr. Atul Jain	Non - Executive Director	-	-
Mr. Mahendra Kumar Singh	Non - Executive, Independent Director	NA	-
Mr. Jagannath Ramanuj Chakravarti	Non - Executive, Independent Director	NA	-
Mr. Sanjeev Maheshwari	Non - Executive Director	NA	-
Mr. Prabhat Maheshwari (ceased w.e.f 25.03.2015)	Non - Executive Director	-	-
Mrs. Asha Krishan Rathi (appointed w.e.f. 25.03.2015)	Non - Executive, Independent Director	-	-
Mr. Dipen Maheshwari (appointed w.e.f. 01.04.2015)	Managing Director	-	-

[Cont...8]

**SEPARATE MEETING OF THE INDEPENDENT DIRECTORS:**

The Independent Directors Meeting was held on 13<sup>th</sup> February, 2015, without the attendance of Non-Independent Directors and members of Management. All the Independent Directors were present at the meeting. The Board of Directors expressed their satisfaction with the evaluation process.

**VIGIL MECHANISM / WHISTLE BLOWER POLICY:**

The Company has a Vigil Mechanism / Whistle Blower policy to report genuine concerns, grievances, frauds and mismanagements, if any. The Vigil Mechanism /Whistle Blower policy has been posted on the website of the Company.

**RISK MANAGEMENT POLICY:**

During the year, your Directors have constituted a Risk Management Committee which has been entrusted with the responsibility to assist the Board (a) to ensure that all the current and future material risk exposures of the Company are identified, assessed, quantified, appropriately mitigated, minimized and managed i.e. to ensure adequate systems for risk management (b) to establish a framework for the company's risk management process and to ensure its implementation (c) to enable compliance with appropriate regulations, wherever applicable, through the adoption of best practices and (d) to assure business growth with financial stability. A Risk Management Policy was reviewed and approved by the Committee.

**RELATED PARTY TRANSACTIONS:**

The Company has not entered into any related party transactions which falls under the provisions of Section 182 of the Companies Act, 2013 and rules made thereunder.

**DEPOSITORY SERVICES:**

The Company's Equity Shares have been admitted to the depository mechanism of the National Securities Depository Limited (NSDL).

Shareholders therefore are requested to take full benefit of the same and lodge their holdings with Depository Participants [DPs] with whom they have their Demat Accounts for getting their holdings in electronic form.

**CODE OF CONDUCT:**

Your Company is committed to conducting its business in accordance with the applicable laws, rules and regulations and highest standards of business ethics. In recognition thereof, the Board of Directors has implemented a Code of Conduct for adherence by the Directors, Senior Management Personnel and Employees of the Company. This will help in dealing with ethical issues and also foster a culture of accountability and integrity. All the Board Members and Senior Management Personnel have confirmed compliance with the Code.

[Cont...9]

**STATUTORY AUDITORS:**

M/s. Desai Saksena & Associates, Chartered Accountants, Mumbai., (Firm Registration No.102358W) were appointed as the Statutory Auditors of the Company at the AGM held on 30<sup>th</sup> September 2014 to hold office until the conclusion of the third consecutive AGM, are recommended for ratification of appointment for the Financial Year 2015-16. As required under the provisions of Section 139 of the Companies Act, 2013, the Company has obtained written confirmation from M/s. Desai Saksena & Associates that their appointment, if made, would be in conformity with the limits specified in the said Section.

**COST AUDITOR:**

In terms of the Provisions of Section 148 of the Companies Act, 2013 and read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, Cost audit is not applicable to the Company.

**SECRETARIAL AUDIT:**

Pursuant to provisions of section 204 of the Companies Act, 2013 and the Rules made thereunder, the company has appointed Ms. Bijal Gada, Company Secretary to undertake the Secretarial Audit of the Company. The Secretarial Audit report is annexed herewith as Annexure 'B' and forms an integral part to this Report.

**AUDITOR'S REPORT/ SECRETARIAL AUDIT REPORT:**

There are no adverse observations of the Statutory Auditors in their Report.

As required under section 204 (1) of The Companies Act, 2013 the Company has obtained a secretarial audit report. Observation has been made in the report with regard to non-appointment of CFO being the KMP mandated under Section 203 of the Companies Act, 2013. The company is in the process of appointing a CFO.

**INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The Company has an in house Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined by the Audit Committee. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies of the Company.

Based on the internal audit function, the Company undertakes corrective action in their respective areas and thereby strengthens the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

[Cont...10]

**CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS:**

The Provisions of Corporate Governance are not applicable to the Company & Management Discussion and Analysis Reports is attached as Annexure 'C'.

**PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO:**

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo pursuant to Section 134(3)(m) of the Companies Act, 2013, read with the Rule 8(3) of the Companies (Accounts) Rules, 2014 is not applicable.

**SEXUAL HARASSMENT:**

The Company has constituted an Internal Complaint Committee as required under Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder. During the year under review, no complaints were reported.

**SAFETY, ENVIRONMENT CONTROL AND PROTECTION:**

The Company is aware of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner, so as to ensure safety of all concerned, compliances, environmental regulations and preservation of natural resources at the Plant.

**PARTICULARS OF EMPLOYEES:**

The information required pursuant to Section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) is not applicable.

**LISTING:**

The Company's Equity Shares are listed on Pune Stock Exchange and Ahmedabad Stock Exchange. It is under the process of listing itself on BSE Limited under Direct Listing Scheme.



**APPRECIATION:**

Your Directors would like to express their sincere appreciation to the company's Shareholders, Vendors and Stakeholders including Banks, other business associates, who have extended their valuable sustained support and encouragement during the year under review. Your Directors also wish to place on record their appreciation for impressive growth achieved through the competence, hard work, solidarity, cooperation and support of employees at all levels.

Registered Office

3<sup>rd</sup> Floor, Vaastu Darshan, "B" Wing  
Azad Road, Andheri (East),  
Mumbai - 400 069.

Place : Mumbai  
Date : 30<sup>th</sup> May, 2015

By Order of the Board  
For Mudra Financial Services Limited



ATUL JAIN  
CHAIRMAN  
DIN : 00096052

Annexure A  
FORM NO. MGT 9

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

**EXTRACT OF ANNUAL RETURN**  
As on the financial year ended on 31/03/2015

**I REGISTRATION & OTHER DETAILS:**

i	CIN	L65999MH1994PLC079222
ii	Registration Date	27/06/1994
iii	Name of the Company	MUDRA FINANCIAL SERVICES LIMITED
iv	Category of the Company	Company Limited by Shares
v	<b>Address of the Registered office &amp; contact details</b>	
	Address :	3rd Floor, Vaastu Darshan, 'B' Wing, Azad Road, Andheri (East)
	Town / City :	Mumbai
	State :	Maharashtra
	Country Name :	India
	Telephone (with STD Code) :	022-61919293
	Fax Number :	-
	Email Address :	MUDRAFINANCIAL.1994@GMAIL.COM
vi	Whether listed company	www.mudrafinancial.in Yes
vii	<b>Name and Address of Registrar &amp; Transfer Agents ( RTA )</b>	
	Name of RTA:	System Support Services
	Address :	209, Shivai Industrial Estate, 89, Andheri Kurla Road, Saki Naka, Andheri (East)
	Town / City :	Mumbai
	State :	Maharashtra
	Pin Code:	400 072
	Telephone :	022 28500835
	Fax Number :	-
	Email Address :	sysss72@yahoo.com

**II. PRINCIPAL BUSINESS ACTIVITY OF THE COMPANY**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Interest, Dividend, Long Term Profit on Shares

Sl. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company

**NOTE: The Company is earning Income from:**

- i) Interest on Loans and Advances & Fixed Deposits
- ii) Dividend from Stock - in - Trade
- iii) Profit from investment in Shares

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -**

S. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY /ASSOCIATE	% of shares held	Applicable Section

NA

*Handwritten mark*

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter s</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	-	1034300	1034300	20.64	-	1279300	1279300	25.53	4.89
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>(2) Foreign</b>									
a) NRI - Individual/	-	-	-	-	-	-	-	-	-
b) Other - Individual/	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Others	-	-	-	-	-	-	-	-	-
<b>Total shareholding of Promoter (A)</b>	<b>0.00</b>	<b>1034300</b>	<b>1034300</b>	<b>20.64</b>	<b>0.00</b>	<b>1279300</b>	<b>1279300</b>	<b>25.53</b>	<b>4.89</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.	-	1692800	1692800	33.79	-	1019900	1019900	20.36	13.43
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	399200	399200	7.97	-	396700	396700	7.92	0.05
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	-	-	-	-	-
c) Others (specify)	-	1883700	1883700	37.60	-	2314100	2314100	46.19	8.59
<b>Sub-total (B)(2):-</b>	<b>0.00</b>	<b>3975700</b>	<b>3975700</b>	<b>79.36</b>	<b>0.00</b>	<b>3730700</b>	<b>3730700</b>	<b>74.47</b>	<b>22.07</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>0.00</b>	<b>3975700</b>	<b>3975700</b>	<b>79.36</b>	<b>0.00</b>	<b>3730700</b>	<b>3730700</b>	<b>74.47</b>	<b>74.47</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Grand Total (A+B+C)</b>	<b>0.00</b>	<b>5010000</b>	<b>5010000</b>	<b>100.00</b>	<b>0.00</b>	<b>5010000</b>	<b>5010000</b>	<b>100.00</b>	<b>0.00</b>

ii Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	ANITA MAHESHWARI	125100	2.50	-	140100	2.80	-	0.30
2	ANJU MAHESHWARI	90100	1.80	-	155100	3.10	-	1.30
3	ATUL JAIN	151600	3.03	-	201600	4.02	-	1.00
4	DEEPAK MAHESHWARI	21100	0.42	-	21100	0.42	-	0.00
5	DIPEN MAHESHWARI	75000	1.50	-	75000	1.50	-	0.00
6	PRABHAT MAHESHWARI	130100	2.60	-	180100	3.59	-	1.00
7	RANJANA JAIN	106100	2.12	-	121100	2.42	-	0.30
8	RAJRATAN DAMANI	40500	0.00	-	40500	0.81	-	0.81
9	RENU DAMANI	46500	0.93	-	46500	0.93	-	0.00
10	SANJEEV MAHESHWARI	122600	2.45	-	172600	3.45	-	1.00
11	KUSHAL MAHESHWARI	65000	1.30	-	65000	1.30	-	0.00
12	AAYUSH JAIN	60000	1.20	-	60000	1.20	-	0.00
13	USHA MAHESHWARI	100	0.00	-	100	0.00	-	0.00
14	VIJAYA JAIN	500	0.01	-	500	0.01	-	0.00
	<b>TOTAL</b>	<b>1034300</b>	<b>19.84</b>	<b>-</b>	<b>1279300</b>	<b>25.53</b>	<b>-</b>	<b>5.70</b>

*(Handwritten mark)*

iii) Change in Promoters Shareholding

Sl. No.	Particular	Shareholding at the beginning of the year			% of total shares of the company
		No. of shares	% of total shares of the company		
1	At the beginning of the year	1034300.00	20.64		
2	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus / sweat equity etc.)	See details below	See details below		See details below
3	At the End of the year	1279300.00	25.53		

Sr. No.	Name	Shareholding at the beginning of the year		Date	Increasing / Decreasing in shareholding	Reason	Cumulative Shareholding during the year (01-04-14 to 31-03-15)	
		No. of shares at the beginning(01-04-2014) / end of the year (31-03-2015)	% of total shares of the company				No. of shares	% of total Shares of the company
1	ANITA MAHESHWARI	125100	2.50	01.04.2014			125100	2.50
		125100	2.50	14.08.2014	15000	Transfer	140100	2.80
				31.03.2015			140100	2.80
2	ANJU MAHESHWARI	90100	1.80	01.04.2014			90100	1.80
		90100	1.80	14.08.2014	65000	Transfer	155100	3.10
				31.03.2015			155100	3.10
3	ATUL JAIN	151600	3.03	01.04.2014			151600	3.03
		151600	3.03	14.08.2014	50000	Transfer	201600	4.02
				31.03.2015			201600	4.02
4	DEEPAK MAHESHWARI	21100	0.42	01.04.2014	-	No Change	21100	0.42
				31.03.2015			21100	0.42
5	DIPEN MAHESHWARI	75000	1.50	01.04.2014	-	No Change	75000	1.50
				31.03.2015			75000	1.50
6	PRABHAT MAHESHWARI	130100	2.60	01.04.2014			130100	2.60
		130100	2.60	14.08.2014	50000	Transfer	180100	3.59
				31.03.2015	-		180100	3.59
7	RANJANA JAIN	106100	2.12	01.04.2014			106100	2.12
				14.08.2014	15000	Transfer	121100	2.42
				31.03.2015			121100	2.42
8	RAJRATAN DAMANI	40500	0.81	01.04.2014	-	No Change	40500	0.81
				31.03.2015			40500	0.81
9	RENU DAMANI	46500	0.93	01.04.2014	-	No Change	46500	0.93
				31.03.2015			46500	0.93
10	SANJEEV MAHESHWARI	122600	2.45	01.04.2014			122600	2.45
				14.08.2014	50000	Transfer	172600	3.45
				31.03.2015			172600	3.45
11	KUSHAL MAHESHWARI	65000	1.30	01.04.2014	-	No Change	65000	1.30
				31.03.2015			65000	1.30
12	AAYUSH JAIN	60000	1.20	01.04.2014	-	No Change	60000	1.20
				31.03.2015			60000	1.20
13	USHA MAHESHWARI	100	0.00	01.04.2014	-	No Change	100	0.00
				31.03.2015			100	0.00
14	VIJAYA JAIN	500	0.01	01.04.2014	-	No Change	500	0.10
				31.03.2015			500	0.10

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iv **Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sr. No.	Name	Shareholding at the beginning of the year		Date	Increasing / Decreasing in shareholding	Reason	Cumulative Shareholding during the year (01-04-14 to 31-03-15)	
		No. of shares at the beginning(01-04-2014) / end of the year (31-03-2015)	% of total shares of the company				No. of shares	% of total Shares of the company
1	CYPRESS CONSULTANTS PRIVATE LIMITED	695200	13.88	01.04.2014	-	No Change	695200	13.88
		695200	13.88	31.03.2015			695200	13.88
2	RAMA DUBE	241100	4.81	01.04.2014	-	No Change	241100	4.81
		241100	4.81	31.03.2015			241100	4.81
3	DARSHINI DUBE	240000	4.79	01.04.2014	-	No Change	240000	4.79
		240000	4.79	31.03.2015			240000	4.79
4	INDU MAHESHWARI	238000	4.75	01.04.2014	-	No Change	238000	4.75
		238000	4.75	31.03.2015			238000	4.75
5	KISAN NIVRUTI PATIL	231400	4.62	01.04.2014	-	No Change	231400	4.62
		231400	4.62	31.03.2015			231400	4.62
6	BISWANATH SARKAR	226200	4.51	01.04.2014	-	No Change	226200	4.51
		226200	4.51	31.03.2015			226200	4.51
7	VIPUL MAHESHWARI	205500	4.10	01.04.2014	-	No Change	205500	4.10
		205500	4.10	31.03.2015			205500	4.10
8	NILESH SHIGWAN	205000	4.09	01.04.2014	-	No Change	205000	4.09
		205000	4.09	31.03.2015			205000	4.09
9	FLASH SECURITIES PRIVATE LIMITED	191000	3.81	01.04.2014	-	No Change	191000	3.81
		191000	3.81	31.03.2015			191000	3.81
10	YASHWANT NATE	185500	3.70	01.04.2014	-	No Change	185500	3.70
		185500	3.70	31.03.2015			185500	3.70

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## V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Rs In Lacs)

Indebtedness at the beginning of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtness
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-
Change in Indebtedness during the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtness
* Addition	-	-	-	-
* Reduction	-	-	-	-
<b>Net Change</b>	-	-	-	-
Indebtedness at the end of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtness
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-

*(Handwritten signature)*



VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager			(Rs. In Lacs)	
					Total Amount	
1	Gross salary	-	-	-	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-	-
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission	-	-	-	-	-
	- as % of profit	-	-	-	-	-
	- others, specify	-	-	-	-	-
5	Others, please specify	-	-	-	-	-
	Total (A)	-	-	-	-	-
	Ceiling as per the Act	-	-	-	-	-

B. Remuneration to other directors:

Sl. no.	Particulars of Remuneration	Name of Directors						(Rs. In Lacs)	
		Atul Jain	Mahendra Kumar Singh	Jagannath Ramanuj Chakravarti-	Sanjeev Maheshwari	Mr. Prabhat Maheshwari (ceased w.e.f 25.03.2015)	Mrs. Asna Krishan Rathi (appointed w.e.f. 25.03.2015)	Total Amount	
1	<b>Independent Directors</b>								
	Fee for attending board committee meetings	-	-	-	-	-	-	-	-
	Commission	-	-	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-	-	-
	<b>Total (1)</b>	-	-	-	-	-	-	-	-
2	<b>Other Non-Executive Directors</b>								
	Fee for attending board committee meetings	-	-	-	-	-	-	-	-
	Commission	-	-	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-	-	-
	<b>Total (2)</b>	-	-	-	-	-	-	-	-
	<b>Total (B)=(1+2)</b>	-	-	-	-	-	-	-	-
	<b>Total Managerial Remuneration</b>	-	-	-	-	-	-	-	-
	<b>Overall Ceiling as per the Act</b>	-	-	-	-	-	-	-	-

4

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. no.	Particulars of Remuneration	(Rs. In Lacs)		
		Key Managerial Personnel		
		Company Secretary	CFO	Total
1	Gross salary	60000.00	-	60000.00
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify...	-	-	-
5	Others, please specify	-	-	-
	Total	60000.00	-	60000.00

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief description	Details of Penalty / Punishment/ Compounding fees imposed	Authority (RD/ NCLT/ COURT)	Appeal made, if any (Give details)
<b>A. COMPANY</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. DIRECTORS</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

*AS*

**ANNEXURE-C  
MANAGEMENT DISCUSSION AND ANALYSIS**

**INDUSTRY STRUCTURE AND DEVELOPMENTS:**

The company is engaged in the business of rendering all kinds of financial services, to undertake all types of leasing and hire purchase business, etc.

**OVERALL REVIEW:**

Currently, the company has not carried on any business activity and is making best effort to start its business operation again and also implement the cost reduction measures, to the extent feasible.

**INTERNAL CONTROL SYSTEM AND ITS ADEQUACY:**

The Company is following a proper and adequate system of internal controls in respect of all its activities including safeguarding and protecting its assets against loss from unauthorised use or disposition. Further all transaction entered into by the company are fully authorised, recorded and reported correctly.

**FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:**

During the year under review, the Company has carried out its business of rendering financial services.

The Company has achieved a net profit of Rs. 19.88 Lacs as against profit of Rs.17.03 Lacs during the previous year.

**MATERIAL DEVELOPMENT IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT:**

The relationship with the staff with all levels remained cordial during the year.

**CAUTIONARY STATEMENT:**

Statement in the Management Discussion and Analysis describing the Company's objectives, expectations, estimates or predictions may be forward looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement due to external factors.



# BIJAL GADA

(Practicing Company Secretary)

☒: 743/D-4, Shiv Sakhari CHS Ltd., Sector-7, Charkop, Kandivali (West), Mumbai – 400 067  
☎: +91-9969064067; ✉: csbijalgada@gmail.com

Form No. MR-3

## SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2015

(Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

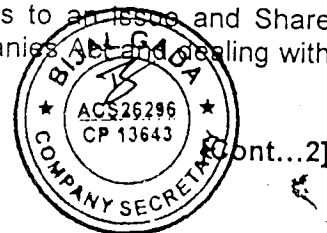
To,  
The Members,  
**MUDRA FINANCIAL SERVICES LIMITED**  
3<sup>rd</sup> Floor, Vaastu Darshan, "B" Wing,  
Azad Road, Andheri (East),  
Mumbai – 400 069.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **MUDRA FINANCIAL SERVICES LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2015 complied with the statutory provisions listed hereunder and also that the company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the company, for the financial year ended on 31st March, 2015 according to the provisions of:

- i. The Companies Act, 2013 and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"), viz;
  - a. The Securities and Exchange Board of India (Substantial acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; and
  - c. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.



... 2 ...

I have relied on the representation made by the company and its officers for systems and mechanism formed by the company for compliances under other applicable Acts, Laws and Regulations with respect to Direct Tax Laws, Shops and Establishments Legislations, RBI Act, 1934 and other Laws as applicable.

I have also examined compliance with the applicable clauses of the Listing Agreements entered into by the company with Pune Stock Exchange and Ahmedabad Stock Exchange.

During the year under review, the company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above, **except that the Company is in the process of appointing CFO (KMP) as per provisions of section 203 of The Companies Act, 2013;**

I further report that:

The Board of Directors of the company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act. Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

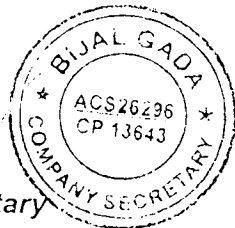
All decisions are carried out unanimously at Board Meetings and Committee Meetings and recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the year under report, the company has not undertaken event/action having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, etc. referred to above.

*Bijal Gada*

Bijal Gada  
Company Secretary  
ACS No. : 26296  
COP No. : 13643



Place : Mumbai  
Date : 30<sup>th</sup> May, 2015

Note: This report is to be read with our letter of even date that is annexed as Annexure I and forms an integral part of this report.

# BIJAL GADA

(Practicing Company Secretary)

✉: 743/D-4, Shiv Sahkari CHS Ltd., Sector-7, Charkop, Kandivali (West), Mumbai – 400 067  
☎: +91-9969064067; ✉: csbijalgada@gmail.com

'Annexure I'

To,  
The Members,  
MUDRA FINANCIAL SERVICES LIMITED  
3<sup>rd</sup> Floor, Vaastu Darshan, "B" Wing,  
Azad Road, Andheri (East),  
Mumbai – 400 069.

My report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Wherever required, I have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules and regulations, standards is the responsibility of the management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.



Bijal Gada  
Company Secretary  
ACS No. : 26296  
COP No. : 13643

Place : Mumbai  
Date : 30<sup>th</sup> May, 2015

## Independent Auditors' Report

To the members of,

**Mudra Financial Services Limited**

### Report on the Financial Statements

We have audited the accompanying financial statements of **Mudra Financial Services Limited** ("the Company"), which comprises the Balance Sheet as at 31 March 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.



### **Auditor's Responsibility**

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.





### **Report on other Legal and Regulatory Requirements**

As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

#### **As required by section 143(3) of the Act, we report that:**

- a) We have sought and 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 account as required by law have been kept by the Company so far as it appears from our examination of those books
- c) the Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of accounts
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the directors as on 31 March, 2015 and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the other matters included in the Auditor's Report and to our best of our information and according to the explanations given to us :
  - i. The Company does not have any pending litigations which would impact its financial position
  - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses



- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company



Place: Mumbai

Date: 30<sup>th</sup> May, 2015

**For Desai Saksena & Associates**

Chartered Accountants

Firm's Registration No: 102358W

  
**Alok K. Saksena**

Partner

Membership No: 035170

**Annexure to the Independent Auditors' Report:**

(Referred to in our report of even date)

i)

- a. The Company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.
- b. As per the explanation given to us, fixed assets have been physically verified by management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its business. No material discrepancies were noticed on such physical verification.

ii)

- a. The management has conducted physical verification of inventory of shares at reasonable intervals during the year.
- b. In our opinion and according to the information and explanation given to us, the procedures of physical verification of inventories of shares followed by the management are reasonable and adequate in relation to the size of the Company and nature of its business.
- c. In our opinion and according to the information and explanation given to us, the Company is maintaining proper records of inventory of shares and no discrepancies were noticed on verification.

- iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register required to be maintained under section 189 of the Act. Accordingly paragraph 3(iii) of the Order is not applicable.



- iv) In our opinion and according to the information and explanation given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of fixed assets and for sale of goods and rendering of services. During the course of our audit, we have not observed any major weakness or continuing failure to correct any major weakness in the internal control system of the Company.
- v) The Company has not accepted any deposits from the public in accordance with the provisions of Sections 73 to 76 of the Act and rules framed there under.
- vi) To the best of our knowledge and as explained, the Central Government has not prescribed the maintenance of Cost Records under section 148 (1) of the Act for any of the services rendered by the Company.
- vii)
- a. According to the information and explanations given to us and on the basis of our examination of records of the Company, the Company is generally regular in depositing with the appropriate authorities undisputed statutory dues applicable to it and as on 31<sup>st</sup> March, 2015 there is no undisputed amount payable for a period of more than six months from the date they became payable in respect of statutory dues applicable to it.
  - b. According to the information and explanations given to us, there were no statutory dues outstanding as on 31<sup>st</sup> March, 2015 which were not paid on account of dispute with the appropriate authorities.
  - c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- viii) The company does not have accumulated losses at the end of the financial year and has not incurred cash loss during the financial year and immediately preceding financial year.



- ix) As per the information and explanations given to us by the management, the Company has not taken any loan from banks and financial institutions and hence the provisions of Clause (ix) of the Order are not applicable to the Company.
- x) According to information and explanation given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions and hence the provisions of Clause (x) of the Order are not applicable to the Company.
- xi) In our opinion and according to the information and explanations given to us, the Company has not taken any term loan and hence the provisions of Clause (xi) of the Order are not applicable to the Company.
- xii) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing principles in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the management.

For **Desai Saksena & Associates**

Chartered Accountants

Firm's Registration No: 102358W



A handwritten signature in black ink, appearing to read "Alok K. Saksena".

**Alok K. Saksena**

Partner

Membership No: 035170

Place: Mumbai

Date: 30th May, 2015

**MUDRA FINANCIAL SERVICES LIMITED**

**BALANCE SHEET AS AT 31ST MARCH, 2015**

(Amount in Rs. )

PARTICULARS	NOTE NO.	AS AT 31.03.2015	AS AT 31.03.2014
<b>A EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share capital	2	50,100,000	50,100,000
(b) Reserves and surplus	3	19,563,522	17,584,431
		<b>69,663,522</b>	<b>67,684,431</b>
<b>2 Non-current liabilities</b>			
(a) Deferred tax liabilities (Net)	4	6,508	9,004
		<b>6,508</b>	<b>9,004</b>
<b>3 Current liabilities</b>			
(a) Other current liabilities	5	180,555	209,754
		<b>180,555</b>	<b>209,754</b>
<b>TOTAL</b>		<b>69,850,585</b>	<b>67,903,189</b>
<b>B ASSETS</b>			
<b>1 Non-current assets</b>			
(a) Fixed assets			
(i) Tangible assets	6	26,499	36,255
		<b>26,499</b>	<b>36,255</b>
(b) Non-current investments	7	772,550	4,132,750
(c) Long-term loans and advances	8	62,172,299	55,775,437
		<b>62,971,348</b>	<b>59,944,442</b>
<b>2 Current assets</b>			
(a) Inventories	9	2,691,437	4,021,437
(b) Cash and cash equivalents	10	700,359	1,798,233
(c) Short-term loans and advances	11	6,000	21,000
(d) Other current assets	12	3,481,441	2,118,076
		<b>6,879,237</b>	<b>7,958,746</b>
<b>TOTAL</b>		<b>69,850,585</b>	<b>67,903,189</b>
Significant accounting policies and notes forming part of the financial statements	1 to 23		

As per our report of even date attached

FOR DESAI SAKSENA & ASSOCIATES

CHARTERED ACCOUNTANTS

FRN No- 102358W

(CA. ALOK K. SAKSENA)

PARTNER

M. No. 35170



For and on behalf of the board

*Atul Jain*

Atul Jain

Director

DIN: 00096052

*Dipen Maheshwari*

Dipen Maheshwari

Managing Director

DIN: 03148904

*Anirudh*  
Anirudh Kumar Tanvar  
Company Secretary

Place : Mumbai

Date: 30th May, 2015

**MUDRA FINANCIAL SERVICES LIMITED**

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015**

(Amount in Rs.)

PARTICULARS	NOTE NO.	YEAR ENDED 31.03.2015	YEAR ENDED 31.03.2014
<b>INCOME</b>			
(a) Revenue from Operations	13	1,720,000	810,000
(b) Other Income	14	4,476,589	4,323,273
<b>Total Revenue</b>		<b>6,196,589</b>	<b>5,133,273</b>
<b>EXPENSES</b>			
(a) Changes in Inventories	15	1,330,000	-
(b) Employee benefits expense	16	1,051,200	1,414,774
(c) Depreciation and amortisation expense	6	941	15,699
(d) Other expenses	17	927,036	1,402,499
<b>Total expenses</b>		<b>3,309,177</b>	<b>2,832,971</b>
<b>Profit before tax</b>		<b>2,887,412</b>	<b>2,300,301</b>
<b>Tax expense:</b>			
(a) Current tax		889,000	490,500
(b) Current tax expense relating to prior years		13,000	110,996
(c) Deferred Tax		(2,496)	(3,907)
<b>Profit after tax</b>		<b>1,987,908</b>	<b>1,702,712</b>
Basic & Diluted Earning per share	18	0.40	0.34
Significant accounting policies and notes forming part of the financial statements	1 to 23		

As per our report of even date attached  
FOR DESAI SAKSENA & ASSOCIATES

CHARTERED ACCOUNTANTS  
FRN No- 102358W

(CA. ALOK K. SAKSENA)  
PARTNER  
M. No. 35170



For and on behalf of the board

*Atul Jain*  
Atul Jain  
Director  
DIN: 00096052

*Dipen Maheshwari*  
Dipen Maheshwari  
Managing Director  
DIN: 03148904

Place: Mumbai  
Date: 30th May, 2015

*Anirudh*  
Anirudh Kumar Tanvar  
Company Secretary

**MUDRA FINANCIAL SERVICES LIMITED**

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015**

(Amount in Rs.)

PARTICULARS	YEAR ENDED 31.03.2015	YEAR ENDED 31.03.2014
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit Before tax	2,887,412	2,300,301
<b>Adjustments for:</b>		
Depreciation	941	15,699
Interest Income	(4,449,981)	(4,281,561)
Interest Expense	-	-
Dividend Income	(20,712)	(41,712)
Profit on Sale of Investments	(5,896)	-
Provision for retirement benefits	-	-
<b>Operating Profit Before Working Capital Changes</b>	<b>(1,588,236)</b>	<b>(2,007,273)</b>
<b>Adjustment for:</b>		
<b>Increase/Decrease in Working Capital</b>		
(Increase)/Decrease in Inventories	1,330,000	-
(Increase)/ Decrease in Other Current Assets	(1,363,365)	(1,031,663)
(Decrease)/Increase in Other Current Liabilities	(29,199)	169,907
(Increase)/ Decrease in Short Term Loans & Advance	15,000	(8,000)
<b>Cash Generated from Operations</b>	<b>(1,635,800)</b>	<b>(2,877,029)</b>
Less: Tax Paid	(1,007,062)	(598,769)
<b>Net Cash from Operating Activities</b>	<b>(2,642,862)</b>	<b>(3,475,798)</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets & Capital WIP	-	-
Sale/(Purchase) of Investments (Net)	3,366,096	-
Sale of Fixed Assets	-	-
Interest Received	4,449,981	4,281,561
Dividend Income	20,712	41,712
(Increase)/ Decrease in Long term Loans & Advance	(6,291,800)	(5,671,090)
<b>Net Cash flow from Investing Activities</b>	<b>1,544,989</b>	<b>(1,347,817)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Share Capital (Equity + Share Premium)	-	-
Borrowings (Net)	-	-
Interest Paid	-	-
Allotment money in arrears received	-	1,839,000
<b>Net Cash flow from Financing Activities</b>	<b>-</b>	<b>1,839,000</b>
<b>INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>(1,097,873)</b>	<b>(2,984,615)</b>
Cash & Cash Equivalents as on 01.04.2014	1,798,233	4,782,848
Cash & Cash Equivalents as on 31.03.2015	700,359	1,798,233

**Notes to Cash flow statement:**

- The above Cash flow statement has been prepared as per the indirect method prescribed by Accounting Standard 3 issued by "The Institute of Chartered Accountants of India".
- All Figures in bracket are outflow
- The total of cash and cash equivalent is as per Balance Sheet.

As per our report of even date attached  
FOR DESAI SAKSENA & ASSOCIATES

CHARTERED ACCOUNTANTS  
ERN No- 102358W

(CA. ALOK K. SAKSENA)  
PARTNER  
M. No. 35170



For and on behalf of the board

*Atul Jain*  
Atul Jain  
Director  
DIN: 00096052

*Dipen Maheshwari*  
Dipen Maheshwari  
Managing Director  
DIN: 03148904

*Anirudh Kumar Tanvar*  
Anirudh Kumar Tanvar  
Company Secretary

Place : Mumbai  
Date : 30th May, 2015



## **MUDRA FINANCIAL SERVICES LIMITED**

### **NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**

#### **NOTE 1 SIGNIFICANT ACCOUNTING POLICIES**

##### **I BASIS OF ACCOUNTING**

The financial statements are prepared to comply in all material aspects under the Historical Cost convention and in accordance with generally accepted accounting principles in India and the mandatory Accounting Standards prescribed under Section 133 of the Companies Act 2013 ('Act') read with Rule- 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified).

##### **II USE OF ESTIMATES**

The preparation of financial statements in conformity with generally accepted accounting principles ('GAAP') requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities on the date of the financial statements. Actual results could differ from those estimates. Any revision to accounting estimates is recognized prospectively in current and future periods.

##### **III FIXED ASSETS**

Fixed assets are recorded at cost of acquisition or at revalued figures. Cost includes purchase cost together with all incidental charges and other related costs.

Fixed Assets are stated at cost, less accumulated depreciation. Cost comprises the purchase price and all attributable cost of bringing the asset to its working condition for its intended use.

##### **IV DEPRECIATION**

Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Written Down Value (WDV) Method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

##### **V REVENUE RECOGNITION**

- (a) Revenue (income) is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:
- (b) Revenue from service charges are recognized pro-rata over the period of the contract as and when services are rendered. The company collects service tax on behalf of the government and, therefore, these are not economic benefits flowing to the company. Hence, they are excluded from revenue.
- (c) Revenues from the sale of shares are recognized upon delivery, which is when title passes to the customer.
- (d) Interest Revenue is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate.
- (e) Dividend Income is recognized when the company's right to receive dividend is established.

##### **VI INVESTMENTS**

Investments are classified into current investments and non current investments. Current investments are stated at the lower of cost and fair value. Non current investments are stated at cost unless in the opinion of the Management, there is decline, other than temporary, in the value thereof in which case the recorded value is reduced to recognize the decline.

Investments that are readily realizable and intended to be held for not more than a year from the date on which such investment are made are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost and fair value determined on an individual investments basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of such investments.

##### **VII INVENTORIES**

Stock in trade comprising of shares is valued at cost. Cost of stock of shares is on FIFO basis.

##### **VIII EMPLOYEE BENEFITS**

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognized as an expense during the period when the employees render the services. These benefits include performance incentive and compensated absences.

##### **IX CASH AND CASH EQUIVALENTS**

Cash and cash equivalents in the Cash Flow Statement comprise cash at bank and in hand.

##### **X INCOME TAX**

Tax expense comprises both current and deferred tax at the enacted rates/substantively enacted rates. Current tax represents the amount of income tax payable/ recoverable in respect of the taxable income/ loss for the reporting period.

Provision for current tax is made on the basis of estimated taxable income for the current accounting period in accordance with the provisions of Income tax Act, 1961.

Deferred tax represents the effect of "timing differences" between taxable income and accounting income for the reporting period that originate in one period and capable of reversal in one or more subsequent periods. Deferred Tax Assets are recognized only on reasonable certainty of realization and on unabsorbed depreciation and brought forward losses only on virtual certainty.

##### **XI PROVISIONS AND CONTINGENT LIABILITIES**

Provisions are recognized in the accounts for present probable obligations arising out of past events that require outflow of resources, the amount which can be reliably estimated.

Contingent liabilities are disclosed in respect of possible obligations that arise from past events but their existence is confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company, unless likelihood of an outflow of resources is remote. Contingent assets are not recognized in the accounts, unless there is virtual certainty as to its realization.

##### **XII EARNINGS PER SHARE**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earning per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of equity shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.



A handwritten signature in black ink, appearing to be 'S. S. Desai'.

## MUDRA FINANCIAL SERVICES LIMITED

### NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

#### NOTE 2 - SHARE CAPITAL

(Amount in Rs. )

Particulars	AS AT 31.03.2015		AS AT 31.03.2014	
	No. of shares	Rupees	No. of shares	Rupees
<b>(a) Authorised</b>				
- Equity shares of Rs.10/- each with voting rights	5,250,000	52,500,000	5,250,000	52,500,000
<b>(b) Issued</b>				
- Equity shares of Rs. 10/- each with voting rights	5,010,000	50,100,000	5,010,000	50,100,000
<b>(c) Subscribed and fully paid up</b>				
- Equity shares of Rs. 10/- each with voting rights	5,010,000	50,100,000	5,010,000	50,100,000
<b>Total</b>	<b>5,010,000</b>	<b>50,100,000</b>	<b>5,010,000</b>	<b>50,100,000</b>

(i) The company has only one class of shares referred to as equity shares having par value of Rs.10/- each. Each holder of equity share is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive the remaining assets of the company after distribution of all preferential amounts. The distribution will be in proportion of the number of equity shares held by the shareholders.

(ii) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	Opening Balance	Issued during the year	Closing Balance
<b>Equity shares with voting rights</b>			
Year ended 31st March, 2015			
- Number of shares	5,010,000	-	5,010,000
- Amount (Rs.)	50,100,000	-	50,100,000
Year ended 31st March, 2014			
- Number of shares	5,010,000	-	5,010,000
- Amount (Rs.)	50,100,000	-	50,100,000

(iii) None of the above shares are reserved for issue under options/contract/commitments for sale of shares or disinvestment.

(iv) Shares allotted, as fully paid up, pursuant to contracts without payment being effected in cash / bonus shares / bought back / forfeited / call unpaid in previous five years-NIL.

(v) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	AS AT 31.03.2015		AS AT 31.03.2014	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
<b>Equity shares of ₹10/- each fully paid up</b>				
Cypress Consultants Private Limited	695,200	13.88%	695,200	13.88%



**MUDRA FINANCIAL SERVICES LIMITED**

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**

**NOTE 3 - RESERVES AND SURPLUS**

(Amount in Rs.)

	AS AT 31.03.2015	AS AT 31.03.2014
<b>Statutory Reserve</b>		
Balance as per last financial statements	2,341,422	2,000,880
Add : Amount transferred during the year	397,582	340,542
	2,739,004	2,341,422
<b>Balance in Statement of Profit and Loss</b>		
Opening Balance	15,243,008	13,880,838
Add: Profit for the year	1,987,908	1,702,712
Less: Fixed Asset adjustment as per The Companies Act, 2013 (Refer Note No.22)	(8,816)	-
Less: Transferred to Statutory Reserve	(397,582)	(340,542)
	16,824,518	15,243,008
	<b>19,563,522</b>	<b>17,584,431</b>

**NOTE 4 - DEFERRED TAX**

	AS AT 31.03.2015	AS AT 31.03.2014
<b>Deferred Tax Liability</b>		
(a) Related to fixed assets	6,508	9,004
<b>Deferred Tax Liability</b>	6,508	9,004

**NOTE 5 OTHER CURRENT LIABILITES**

	AS AT 31.03.2015	AS AT 31.03.2014
(a) Creditors for expenses	165,755	194,354
(b) Statutory dues	14,800	15,400
	180,555	209,754



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**MUDRA FINANCIAL SERVICES LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**

NOTE : 6 FIXED ASSETS										
DETAILS	GROSS BLOCK				DEPRECIATION				NET BLOCK	NET BLOCK
	AS AT 01.04.2014	Purchase/ Additions/ Adjustments	Sale/ Deductions/ Adjustments	AS AT 31.03.2015	Upto 01.04.2014	For the Period	Adjustments (refer Note No.22)	AS AT 31.03.2015	As at 31.03.2015	As at 31.03.2014
	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)	(Rs.)
<b>TANGIBLE ASSETS</b>										
Computers and Peripherals	666,100	-	-	666,100	646,617	-	-	646,617	19,483	19,483
Fax Machine	33,000	-	-	33,000	27,842	-	3,508	31,350	1,650	5,158
Air Conditioner	10,100	-	-	10,100	6,466	941	-	7,407	2,693	3,634
Telephone Instruments	53,445	-	-	53,445	45,465	-	5,308	50,773	2,672	7,980
<b>Total</b>	<b>762,645</b>	<b>-</b>	<b>-</b>	<b>762,645</b>	<b>726,390</b>	<b>941</b>	<b>8,816</b>	<b>736,146</b>	<b>26,499</b>	<b>36,255</b>
<b>AS AT 31.03.2014</b>	<b>762,645</b>	<b>-</b>	<b>-</b>	<b>762,645</b>	<b>710,691</b>	<b>15,699</b>	<b>-</b>	<b>726,390</b>	<b>36,255</b>	<b>-</b>



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**MUDRA FINANCIAL SERVICES LIMITED**  
**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**

**NOTE 7 - NON-CURRENT INVESTMENTS**

(Amount in Rs.)

	AS AT 31.03.2015	AS AT 31.03.2014
<b>Quoted</b>		
<b>In Equity Shares</b>		
27,000 (27,000) Equity Shares of Electrosteel Steels Limited of Rs.10/- each	276,750	276,750
22,860 (22,860) Equity Shares of Makers Laboratories Limited of Rs.10/- each	495,300	495,300
	<b>772,050</b>	<b>772,050</b>
<b>Unquoted</b>		
<b>In Equity Shares</b>		
50 (50) Equity Shares of Jay Wires India Private Limited of Rs.10/- each	500	500
NIL (12,19,600) Equity Shares of Jay Iron & Steel Industries Limited of Rs. 10/- each	-	3,360,200
	<b>500</b>	<b>3,360,700</b>
<b>Aggregate amount of quoted investments (At Cost)</b>	<b>772,050</b>	<b>772,050</b>
<b>Aggregate amount of quoted investments (Market Value)</b>	<b>1,408,797</b>	<b>468,648</b>
<b>Aggregate amount of unquoted investments</b>	<b>500</b>	<b>3,360,700</b>
<b>Total</b>	<b>772,550</b>	<b>4,132,750</b>



## MUDRA FINANCIAL SERVICES LIMITED

### NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

#### NOTE 8 - LONG TERM LOANS AND ADVANCES

(Amount in Rs.)

	AS AT 31.03.2015	AS AT 31.03.2014
Unsecured, considered good		
(a) Security deposits	-	70,000
(b) Loans and advances	60,900,000	54,600,000
<b>Other Loans and Advances</b>		
Advance Income Tax (Net)	1,210,499	1,105,437
Service Tax Input Credit	61,800	-
	<b>62,172,299</b>	<b>55,775,437</b>

#### NOTE 9 - INVENTORIES

	AS AT 31.03.2015	AS AT 31.03.2014
Stock of Shares	2,691,437	4,021,437
	<b>2,691,437</b>	<b>4,021,437</b>

#### NOTE 10 - CASH AND CASH EQUIVALENTS

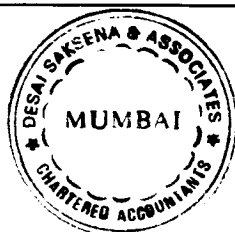
	AS AT 31.03.2015	AS AT 31.03.2014
<b>Cash and bank Balances</b>		
Cash on hand	61,736	10,995
<u>Bank Balances with Scheduled Banks</u>		
In Current Accounts	638,623	1,787,238
	<b>700,359</b>	<b>1,798,233</b>

#### NOTE 11 - SHORT TERM LOANS AND ADVANCES

	AS AT 31.03.2015	AS AT 31.03.2014
Unsecured, considered good		
(a) Prepaid expenses	6,000	8,000
(b) Refund Receivable	-	13,000
	<b>6,000</b>	<b>21,000</b>

#### NOTE 12 - OTHER CURRENT ASSETS

	AS AT 31.03.2015	AS AT 31.03.2014
Interest accrued but not received	3,481,441	2,118,076
	<b>3,481,441</b>	<b>2,118,076</b>



**MUDRA FINANCIAL SERVICES LIMITED**

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**

**NOTE 13 : REVENUE FROM OPERATIONS**

(Amount in Rs.)

	YEAR ENDED 31.3.2015	YEAR ENDED 31.3.2014
Sale of shares	1,120,000	-
Sale of services	600,000	810,000
	1,720,000	810,000

**NOTE 14 - OTHER INCOME**

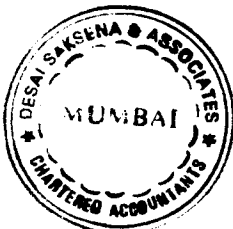
	YEAR ENDED 31.03.2015	YEAR ENDED 31.03.2014
(a) Interest		
i. On loans and advances	4,449,981	4,276,012
ii. On Fixed Deposits	-	5,549
(b) Dividend Income on		
i. Stock-in-trade	20,712	41,712
(c) Long Term Profit In Shares	5,896	-
	4,476,589	4,323,273

**NOTE 15 - CHANGES IN INVENTORIES**

	YEAR ENDED 31.03.2015	YEAR ENDED 31.03.2014
<b>Inventories at the end of the year</b>		
Stock of Shares	2,691,437	4,021,437
<b>Inventories at the beginning of the year</b>		
Stock of Shares	4,021,437	4,021,437
<b>Total</b>	1,330,000	-

**NOTE 16 - EMPLOYEES BENEFITS EXPENSE**

	YEAR ENDED 31.03.2015	YEAR ENDED 31.03.2014
Salaries, Bonus and Other Allowances	1,051,200	1,414,774
	1,051,200	1,414,774



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## MUDRA FINANCIAL SERVICES LIMITED

### NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

**NOTE 17 - OTHER EXPENSES****(Amount in Rs. )**

	YEAR ENDED 31.03.2015	YEAR ENDED 31.03.2014
Demat Charges	1,401	1,124
Registrar's Fees	6,742	6,742
Listing Fees	532,247	32,247
Legal and Professional Fees	13,500	6,000
Communication Expenses	29,227	28,372
Duties and Taxes	3,905	63,367
Office Expenses	92,292	85,310
Computer and Software Expenses	39,162	39,070
Advertisement Expenses	24,584	19,023
Travelling and Conveyance Expenses	34,044	30,037
Printing and Stationery	54,539	54,690
Website Design Expenses	8,539	19,663
Bad Debts Written Off	70,000	-
Statutory Audit Fees	16,854	16,854
Donation	-	1,000,000
	927,036	1,402,499

**NOTE 18 EARNING PER SHARE**

		YEAR ENDED 31.03.2015	YEAR ENDED 31.03.2014
Profit after tax	(A)	1,987,908	1,702,712
Weighted average number of equity shares	(B)	5,010,000	5,010,000
Basic earnings per share	(A)/(B)	0.40	0.34
Diluted earnings per share	(A)/(B)	0.40	0.34
Face Value of Shares		10.00	10.00



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**MUDRA FINANCIAL SERVICES LIMITED**

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**

19 Schedule to the Balance Sheet for the year ended 31<sup>st</sup> March, 2015 (as required in terms of Paragraph 9BB of Non Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998.

(Amount in Rs.)

Particulars		Amount outstanding	Amount overdue	
<b>Liabilities</b>				
1	Loans and Advances availed by the NBFC's inclusive of interest accrued thereon but not paid :			
(a)	Debentures :			
	Secured	--	--	
	Unsecured (other than falling within the meaning of Public Deposits*)	--	--	
(b)	Deferred Credits	--	--	
(c)	Terms Loans	--	--	
(d)	Inter-corporate loans and borrowings	--	--	
(e)	Commercial Paper	--	--	
(f)	Public Deposits *	--	--	
(g)	Other Loans (Vehicle Loan)	--	--	
2	Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid) :			
(a)	In the form of Unsecured Debentures	--	--	
(b)	In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security	--	--	
(c)	Other Public Deposits	--	--	
Assets :			<b>Amount outstanding (₹ in lacs)</b>	
3	Break-up of Loans and Advances including bills receivables (other than those included in (4) below]:		--	
(a)	Secured		--	
(b)	Unsecured		<b>609</b>	
4	Break-up of Leased Assets and stock on hire and hypothecation loans counting towards EL/HP activities		--	
5	<b>Break-up of Investments :</b>			
<b>Current Investments :</b>				
1	<b>Quoted :</b>			
i.	Shares			
(a)	Equity		<b>7.72</b>	
(b)	Preference		--	
ii.	Debentures and Bonds		--	
iii.	Units of Mutual Funds		--	
iv.	Government Securities		--	
v.	Others (please specify)		--	
2	<b>Unquoted :</b>			
i.	Shares			
(a)	Equity		<b>0.01</b>	
(b)	Preference		--	
ii.	Debentures and Bonds		--	
iii.	Units of Mutual Funds		--	
iv.	Government Securities		--	
v.	Others (Please Specify)		--	
6	Borrower group-wise classification of all leased assets, stock-on-hire and loans and advances :			
		Amount net of provisions		
Category		Secured	Unsecured	Total
1	Related Parties			
(a)	Subsidiaries	--	--	--
(b)	Companies in the same group	--	--	--
(c)	Other related parties other than related parties	--	--	--
Total		--	--	--



*[Handwritten Signature]*

Category		Market Value/ Break up (₹ in lacs)	Book Value (Net of Provisions) (₹ in lacs)
1	Related Parties		
(a)	Subsidiaries	--	--
(b)	Companies in the same group	--	--
(c)	Other related parties	--	--
2	Other than related parties	14.09	7.73
	Total	14.09	7.73
8	Other Information		
	Particulars		Amount in ₹
(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		--

Disclosure of Closing stock under Section 372(10) of the Companies Act 1956

Sr. No.	Name of the Script (Quoted Shares)	Face Value	No of Shares	Value*₹
1	Aqua Logistics Limited	10	26,000	357,948
2	ION Exchange (I) Limited	10	9,756	962,420
3	Makers Laboratories Limited	10	8,921	89,690
4	Omega Interactive Technologies Limited	10	19,383	775,324
5	Timbor Home Limited	10	2,500	130,216
6	Veer Energy and Infrastructure Limited	10	20,000	295,839
7	JSW Steel Limited - Preference Shares	10	8,000	80,000
			<b>94,560</b>	<b>2,691,437</b>

- Note: 1. \* The Value of equity shares are valued at cost.  
2. Aggregate market value of quoted Shares is ₹ 54,76,707



*(Handwritten signature)*

**MUDRA FINANCIAL SERVICES LIMITED**

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**

**NOTE 20 RELATED PARTY DISCLOSURE:**

Description of relationship	Names of related parties
Holding Company	
Subsidiary	
Enterprises over which Key Managerial Personnel are able to exercise significant influence	GMJ & Co P. Maheshwari & Associates GMJ & Associates Rajveer Trading Private Limited Rajul Mercantile Private Limited Jadstone Trading Private Limited Mudra Share and Stock Brokers Limited
Key Management Personnel (KMP)	Dipen Maheshwari - Managing Director Atul Jain - Director Sanjeev Maheshwari - Director Anirudh Tanwar - Company Secretary

**Note:** Related parties have been identified by the Management and relied on by the auditors.

**Details of related party transactions during the year ended 31.03.2015 and balances outstanding as at 31.03.2015:**

Rs.

Particulars	Associates	KMP	Total
(a) Reimbursement of expenses (Previous Year)	(12,867)	-	-
(b) Loan Given (Previous Year)	(1,000,000)	-	-
(c) Loan Given Repaid (Previous Year)	(1,000,000)	-	-
(b) Loan Taken (Previous Year)	1,500,000	-	-
(c) Loan Taken Repaid (Previous Year)	1,500,000	-	-

**Notes:** 1. Figures in bracket relates to the previous year

**NOTE 21 SEGMENT REPORTING:**

The business activity of the company consists of one reportable segment only i.e financial activities which includes trading and investment in shares, granting of loans, etc.

**Note 22**

Pursuant to Companies Act, 2013('the Act') being effective from 1st April 2014, the company has revised depreciation rates on tangible fixed assets as per the useful life specified in Part 'C' of schedule II of the Act. In respect of assets whose useful life is already exhausted as on 1st April, 2014, carrying amount of Rs. **8,816** has been adjusted in Reserves and Surplus in accordance with the requirements of schedule II of the Act.

**NOTE 23**

Previous year figures have been regrouped / rearranged wherever necessary to conform to the current years' presentation.

**Signature to Notes 1 to 23**

As per our report of even date attached  
FOR DESAI SAKSENA & ASSOCIATES  
CHARTERED ACCOUNTANTS  
FRN No- 102358W

(CA. ALOK K. SAKSENA)  
PARTNER  
M. No. 35170



For and on behalf of the board

*Atul Jain*  
Atul Jain  
Director  
DIN: 00096052

*Dipen Maheshwari*  
Dipen Maheshwari  
Managing Director  
DIN: 03148904

*Anirudh*  
Anirudh Kumar Tanwar  
Company Secretary

Place: Mumbai  
Date: 30th May, 2015