

20th
ANNUAL REPORT
2014-15

PASUPATI FINCAP LIMITED

CIN-L65910HR1996PLC033099

Regd. Office: Village Kapriwas (Dharuhera) Distt. Rewari, Haryana

Head Office: 127-128, Tribhuvan Complex, Ishwar Nagar, New Delhi

Correspondence Office: 1501, Nirmal Tower, 26, Barakhamba Road, New
Delhi-110001

Website: www.pasupatifincap.com, Email: ho@pasupatitextiles.com

Tel:- 47632200

Dear Shareholder

Sub: - Go Green Initiative in Corporate Governance: Go Paperless.

The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" (Circular No 17/ 2011 dated 21-4-2011 and Circular No 18/ 2011 dated 29-4-2011) allowing paperless compliances by companies through electronic mode and same also has been allowed under the New Companies Act, 2013. Companies are now permitted to send various notices / documents to its shareholders through electronic mode to the registered email address of shareholders. This move by the MCA is welcome since it will benefit the society at large through reduction in paper consumption and towards a Greener Environment. It will also ensure prompt receipt of communication, avoid loss in postal transit and helps the larger participation of shareholders in **E-Voting**. Keeping in view the underlying theme and circular issued by MCA and provisions of companies Act, 2013, we are keen to participate in Green Initiative and henceforth propose to send documents like General Meeting Notices (Including AGM), Audited Financial Statements, Directors Report, Auditors Report etc to the shareholders in electronic form, to the e-mail address provided by you and made available to us by Depositories / RTA.

In case you are holding shares in electronic form and have registered your e-mail id with the Depository, we will send all notices / documents etc at that e-mail id. If you desire to have a different e-mail id registered, please update the same with your Depository Participant (DP) or email at **admin@skylinerta.com** specifying your Client ID and DP Id.

All those shareholders who have not yet registered their e mail IDs or holding shares in physical form are requested to register their email IDs with NSDL/ CDSL and **or** our RTA or send their request to register their e- mail id at any one of the following mail ids along with Folio No and No of Shares / Client Id and DP ID:-

admin@skylinerta.com

Kindly note that if any shareholders still wish to receive a physical copy of all the above mentioned communications / documents, the company undertakes to provide the same at no extra cost to you, if a request in this connection is received by the company or RTA. Please note that these documents will also be available on the Company's website www.pasupatitextiles.com

We look forward for your encouraging support in welcoming the "Green Initiative"

Thanking You,

Yours faithfully

For Pasupati FIncap Ltd

Sd/-

Director

Vidit Jain

PASUPATI FINCAP LIMITED

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 20th ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD AT THE REGISTERED OFFICE & WORKS OF THE COMPANY AT VILLAGE KAPRIWAS (DHARUHERA), DISTT. REWARI, HARYANA ON WEDNESDAY 30TH SEPTEMBER, 2015 AT 10.00 A.M TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited balance sheet as at 31st March 2015 and profit & loss statement for the year ended on that date and the reports of directors and auditors thereon.
2. To appoint director in place of Mr. Vidit Jain, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the company hereby ratifies the appointment of M/s. M.C. Jain & Co, Chartered Accountants (Firm Registration No.304012E), as Statutory Auditors of the company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of next AGM of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS

ITEM-4

TO ADOPT NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY CONTAINING REGULATIONS IN CONFORMITY WITH THE COMPANIES ACT, 2013 AND IN THIS REGARD TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting 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 be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to these resolutions.”

ITEM-5

TO ADOPT NEW SET OF MEMORANDUM OF ASSOCIATION OF THE COMPANY CONTAINING REGULATIONS IN CONFORMITY WITH THE COMPANIES ACT, 2013 AND IN THIS REGARD TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the amended set of Memorandum of Association submitted to this meeting be and are hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to these resolutions.”

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

THE FOLLOWING STATEMENT SETS OUT ALL MATERIAL FACTS RELATING TO THE SPECIAL BUSINESS MENTIONED IN THE ACCOMPANYING NOTICE:

Item 4-5

The existing AOA/MOA are based on the Companies Act, 1956 and several regulations in the existing AOA/ MOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA/MOA are no longer in conformity with the New Companies Act, 2013. Hence, it is considered expedient to wholly replace the existing AOA by a new set of Articles and amend MOA to some extent which shall be in conformity with the new companies Act, 2013. The proposed new draft AOA/MOA are being uploaded on the Company’s website for perusal by the shareholders. The draft AOA/ MOA shall be available for inspection during the meeting and can be inspected by members during the business hours at the registered office of the company.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 4 & 5 of the Notice.

The Board recommends the Special Resolution set out at Item No.4 and 5 of the Notice for approval by the shareholders.

REGISTERED OFFICE

Village Kapriwas
(Dharuhera), Distt. Rewari,
HARYANA

DATED: 11-8-2015

**BY ORDER OF THE BOARD
FOR PASUPATI FINCAP LIMITED**

**DIRECTOR
VIDIT JAIN
DIN 01347588**

NOTES :

1. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. Corporate members intending to send their authorised representative(s) to attend the Annual General Meeting are requested to send certified copy of the Board Resolution authorising such representative (s) to attend and vote on their behalf.
3. The Register of Members and Transfer Books of the Company will be closed from 6th September ,2015 to 12th September, 2015, both days inclusive.
4. Members who hold shares in de-materialized form are requested to bring their client ID and DP ID numbers for facilitating identification for attendance at the meeting.
5. Copies of relevant documents can be inspected at the Registered Office of the Company on all working days from Monday to Friday during business hours up to date of meeting.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. In terms of Section 72 of the companies Act, 2013, the shareholders of the company may nominate a person on whom the shares held by him/her/them, shall vest in the event of his/her/their death. Shareholders desirous of availing this facility may submit nomination in Form SH-13.
8. Members are requested to update their valid email id with company's RTA or same can be done by sending a email at the company's investors email id:-rekhasharma@pasupatitextiles.com.
9. Members and Proxies are requested to produce the Attendance slip duly signed, at the entrance of the meeting venue.
10. The Ministry of Corporate Affairs(MCA) has vide its circular dated 29-4-2011 stated that service of notice/documents including Annual Report to the members can be made through e –mail. To support this green initiative of MCA, members who have not yet registered their e-mail addresses are requested to do so (i) in respect of the electronic holdings through their concerned depository participants and (ii) in respect of physical holdings to Skyline Financial Services Pvt. Ltd.
11. Members may also note that the Notice of the 20TH Annual General Meeting and Annual Report, 2014 will also be available on the Company's website www.pasupatifincap.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered office and New Delhi office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication form , upon making a request for the same, by post free of cost. For any communication, the shareholders may also send request to the Company's investor email id: rekhasharma@pasupatitextiles.com.

In compliance with the provisions of section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all resolutions set forth in this Notice.

The instructions for e-voting are as under:

A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/ Depositories):

1. Open the e-mail and also open PDF file namely “Fincap e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
2. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
3. Click on Shareholder – Login.
4. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
5. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
6. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
7. Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
8. Select “EVEN” (E-Voting Event Number) of Pasupati Fincap Ltd. Now you are ready for e-voting as Cast Vote page opens.
9. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
10. Upon confirmation, the message “Vote cast successfully” will be displayed.
11. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
12. 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 shreyanshpjain@gmail.com with a copy marked to evoting@nsdl.co.in.
13. In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and e-voting user manual - Shareholders, available at the downloads section of www.evoting.nsdl.com.

B. In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/ Depositories):

1. Initial password is provided in the enclosed ballot form: EVEN (E-Voting Event Number), user ID and password.
2. Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.

C. Other Instructions:

1. The e-voting period commences on 27th September, 2015 (9.00 a.m. IST) and ends on 29th September, 2015 (5 P.M). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th September, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently.
2. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on 18th September, 2015.
3. Mr. Shreyansh Pratap Jain, Practicing Company Secretary(C.P. No. 9515, Membership No.25359), has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
4. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
5. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Shreyansh Pratap Jain , Practicing Company Secretary, at the Registered Office of the Company not later than 29th September , 2015 (5.00 p.m. IST). Members have the option to request for physical copy of the Ballot Form by sending an e-mail to ho@pasupatitextiles.com by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Registered Office of the Company not later than 29th September, 2015 (5.00 p.m. IST). Ballot Form received after this date will be treated as invalid.
6. A member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
7. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.pasupatifincap.com and on the website of NSDL www.evoting.nsdl.com on 30th September, 2015 and communicated to the BSE Limited and DSE, where the shares of the Company are listed.

ANNEXURE

PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGE, FOLLOWING INFORMATION IS FURNISHED ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED / RE-APPOINTED:

NAME OF THE DIRECTOR	MR. VIDIT JAIN
Date of Birth	13-09-1979
Date of Appointment	26-06-2001
Qualification	B.Sc. in Economics from University of Pennsylvania (USA)
Expertise in specific functional areas	Industrial and business experience of 13 years in Textile Industry.
Remuneration	NIL
Name of the other Companies in which he holds Directorship	Pasupati spg & wvg Ltd. Shailja Investments Ltd. Sulabh Impex Ltd. Pasupati Olefin Ltd.
Memberships/ Chairmanships of committees of other companies	Pasupati spg & wvg Ltd. - Stakeholders Relationship Committee (Member)
Number of shares held in the Company	27,200

PASUPATI FINCAP LIMITED

DIRECTORS REPORT

TO THE MEMBERS

Your Directors have pleasure in presenting their Report together with the Audited Accounts for the year ended 31st March, 2015.

1

FINANCIAL RESULTS	(Rs.)
Profit / Loss After Tax	(231,171.55)
Add:- Brought forward Loss from earlier year	(22,61,082.92)
Balance carried to Balance Sheet	(24,92,254.47)

DIVIDEND

The Board of Directors do not recommend any dividend for the year.

SPECIAL RESOLUTIONS PASSED THROUGH POSTAL BALLOT

No special resolution was passed through postal ballot during the Financial Year 2014-15. None of the businesses proposed to be transacted in the ensuing Annual General Meeting require passing a special resolution through postal ballot

DIRECTOR'S RESPONSIBILITY STATEMENT:

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that:

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.
- iii) The directors have 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.
- iv) The directors have prepared the annual accounts on a going concern basis.
- v) 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.
- vi) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

STATUTORY AUDITORS

During the year under review, the auditors need no rotation as they can continue as auditors for a period of two more years i.e. up to the year 2017. M/ s. M.C. Jain & Co. Chartered Accountants, who are the statutory auditors of the Company, hold office till the conclusion of the forthcoming AGM and are eligible for re-appointment. Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules framed thereunder, it is proposed to appoint M/ s. M.C. Jain & Co. as statutory auditors of the Company from the conclusion of the forthcoming AGM till the conclusion of the AGM to be held in the year 2017, subject to ratification of their appointment at every AGM.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/ s Suchita Gupta & Co., a firm of Company Secretaries in Practice, to undertake the

Secretarial Audit of the Company. The Report of the Secretarial Audit is annexed herewith as **Annexure-A**.

DEPOSITS

During the year, the Company did not accept any deposits from the public within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

During the year under review, company has not given any loans, Guarantee or made any investments covered under the provisions of Section 186 of the Companies Act, 2013.

SUBSIDIARY COMPANIES:

The Company does not have any subsidiary.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

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

DIRECTORS & KMP

(i) Retirement by rotation

In accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company, Mr. Vidit Jain retires by rotation and is eligible for reappointment.

(ii) Declarations by Independent Directors

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.

(iii) Board Evaluation

In compliance with the provisions of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its own performance.

(iv) Board Meetings

During the year, four (4) Board Meetings and four (4) Audit Committee Meetings were convened and held. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013

(v) During the Year , Mr. E. Mohandas and Mr. Mukesh Kakkar were appointed as CEO and CFO of the company .

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as **Annexure-B**

PARTICULARS OF EMPLOYEES

The provisions of Rule 5(2) & (3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 requiring particulars of the employees in receipt of remuneration in excess of Rs.60 lacs per year to be disclosed in the Report of Board of Directors are not applicable to the Company as none of the employees was in receipt of remuneration in excess of Rs.60 lacs during the financial year 2014-15.

The information in accordance with the provisions of Section 197 of the Companies Act,2013 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 is also not applicable to company.

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

Since, Company is not doing any manufacturing operations, information relating to Conservation of Energy , Technology absorption and foreign exchange earnings and outgo as required under Section 134(3) (m) of the companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is not applicable .

RELATED PARTY TRANSACTIONS:-

No related Party Transaction were entered into during the financial year 2014-15.

INDEPENDENT DIRECTORS' MEETING:

In compliance with Section 149(8) of the Act read along with Schedule IV of the Act the Independent Directors met on 21-01-2015, inter alia, to discuss:

- (a) Evaluation of the performance of non- Independent Directors and the Board as a whole;
- (b) Evaluation of the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties. All the Independent Directors were present at the meeting.

CODE OF CONDUCT

The company has adopted code of conduct . The code of business conduct & Ethics as approved by the Board of Directors , has been displayed at the website of the company , [www. Pasupatificap.com](http://www.Pasupatificap.com)

VIGIL MECHANISM / WHISTLE BLOWER POLICY

Pursuant to Section 177(9) of the Companies Act, 2013 the Company has formulated a Whistle Blower Policy to establish a vigil mechanism for directors and employees of the Company. A vigil (Whistle Blower) mechanism provides a channel to the employees and directors to report to the management concerns about unethical behaviour, actual or suspected fraud or violation of the Code of Conduct or policy. The mechanism provides for adequate safeguards against victimization of employees and directors to avail of the mechanism and also provide for direct access to the Chairperson of the Audit Committee. The Whistle Blower Policy of the Company has been uploaded and can be viewed on the Company's website.

FOR AND ON BEHALF OF BOARD OF DIRECTORS

SD/-
VIDIT JAIN
DIRECTOR
(Din-01347588)

SD/-
REKHA SHARMA
DIRECTOR
(Din-2660066)

Place : New Delhi

Dated: 11-8-2015

Annexure- A

SECRETARIAL AUDIT REPORT

FORM NO. M R.3

FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

[Pursuant to section 204(1) of the Companies Act 2013, and Rule 9 of the Companies (Appointment and Remuneration personnel) Rules, 2014]

To,

The Members

PASUPATI FINCAP LIMITED

VILLAGE KAPRIWAS, DHARUHERA,
DISTRICT REWARI, HARYANA

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practice by **PASUPATI FINCAP 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 31 March 2015 ('Audit Period') 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 31 March 2015 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

NON COMPLIANCES/OBSERVATIONS/AUDIT QUALIFICATION, RESERVATION OR ADVERSE REMARKS –

- a) Company is in the default of Appointment of Key Managerial Personnel under section 203 of the Companies Act, 2013. As there is no Company Secretary in the employment of the company.
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; **(Not applicable to the Company during the Audit Period);**
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not applicable to the Company during the Audit Period);**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): —
- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(Not applicable to the Company during the Audit Period);**
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; **(Not applicable to the Company during the Audit Period);**
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 **(Not applicable to the Company during the Audit Period);**
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28 October 2014; **(Not applicable to the Company during the Audit Period);**
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period);**
- (f) 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;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company during the Audit Period);** and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the Company during the Audit Period).**

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India **(Not notified hence not applicable to the Company during the audit period).**

(ii) The Listing Agreements entered into by the Company with Stock Exchanges.

MY OBSERVATIONS-

- a) Company has provided me a circular no. CIR/CFD/POLICY CELL/7/2014 dated 15TH SEPTEMBER 2014 issued by the Securities and Exchange Board of India (SEBI) that clause 49 of the listing agreement not applicable to the Company and also provide a certificate signed by the chartered accountant that clause 49 of the listing agreement not applicable on the company.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

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 period 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 at least seven days 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 at Board Meetings and Committee Meetings are carried out unanimously as 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.

For Sucheta Gupta & Associates

Place: New Delhi

(Company Secretaries)

Date: 11-8-2015

**Sucheta Gupta
(Proprietor)**

C.P. No. 9891

Annexure-B

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
as on financial year ended on 31.03.2015
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I REGISTRATION & OTHER DETAILS:

i	CIN	L65910HR1996PLC033099
ii	Registration Date	7/5/1996
iii	Name of the Company	PASUPATI FINCAP LIMITED
iv	Category of the Company	Company limited by Shares
	Sub-category of the company	Indian Non-Government Company
v	Address of the Registered office & contact details	VILLAGE KAPRIWAS DHARUHERADISTT
		REWARI, HARYANA
vi	Whether listed company	yes
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	M/s. Skyline Financial Services Pvt. Ltd D-153 , 1st Floor , Okhala Industrial Area Phase -1 , New Delhi 110020 . Tel.: 011 -26812682,83 , 011-64732681-88 Fax: +91 11 26812682 Web:www.skylinerta.com

II PRINCIPAL BUSINESS ACTIVITIES OF THE COM PANY

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

SL No	Name & Description of main products/ services	NIC Code of the Product / service	% to total turnover of the company

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COM PANIES

c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/ FI	-	-	-	-	-	-	-	-	-
e) Any other...	-	-	-	-	-	-	-	-	-
SUB TOTAL (A) (2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	540900	-	540900	11.51	540900	-	540900	11.51	-
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/ FI	-	-	-	-	-	-	-	-	-
c) Cenntal govt	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIS	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
SUB TOTAL (B)(1):	-	-	-	-	-	-	-	-	-
(2) Non Institutions									
a) Bodies corporates	1837842	22900	1860742	39.59	1763696	21800	1785496	37.99	

									(1.60)
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	596498	226110	822608	17.5	692551	224610	917161	19.51	2.01
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	1420487	10800	1431287	30.45	1378378	10800	1389178	29.56	(0.89)
c) Others (specify)									
Hindu Undivided Families	41763	-	41763	0.89	66765	-	66765	1.42	0.53
Clearing Members	2200	-	2200	0.05	-	-	-	-	(0.05)
Non Resident Indians	500	-	500	0.01	500	-	500	0.01	-
SUB TOTAL (B)(2):	3899290	259810	4159100	88.49	3901890	257210	4159100	88.49	-
Total Public Shareholding (B)= (B)(1)+(B)(2)	3899290	259810	4159100	88.49	3901890	257210	4159100	88.49	-
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	4440190	259810	4700000	100	4442790	257210	4700000	100	-

(ii) **SHARE HOLDING OF
PROMOTERS**

Sl No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of 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	Ramesh Kumar Jain	500	0.01	-	500	0.01	-
2	Vrinda Jain	7,900	0.17	-	7,900	0.17	-
3	Vidit Jain	28,200	0.6	-	27,200	0.58	-
4	Tushar Jain	8,300	0.18	-	8,300	0.18	-
5	Pasupati Spg & Wvg Mills Ltd	1,60,000	3.4	-	1,60,000	3.4	-
6	Sulabh Impex Ltd	18,800	0.4	-	-	-	-
7	Shivani Textiles Ltd	3,17,100	6.75	-	3,36,900	7.17	-
8	Shailja Investments Ltd	100	0	-	100	0	-
	Total	5,40,900	11.51	-	5,40,900	11.51	-

(iii) **CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE)**

Sl. No		Shareholding at the end of the year		Cumulative Shareholding during the year	
		No.of shares	% of total shares of the company	No of shares	% of total shares of the company
	For Each of the Directors & KM P				
	At the beginning of the year				
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	No change in the Promoters Shareholding during the year			
	At the end of the year				

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

Sl. No		Shareholding at the end of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	For Each of the Top 10 Shareholders				
1	KK Securities Limited	571541	12.16	571541	12.16
2	Orion Stocks Limited	561795	11.95	561795	11.95
3	Bonaza portfolio Ltd.	376196	8	376196	8
4	CPR Capital services Ltd.	282759	6.02	282759	6.02
5	sanjay Raghu kalukhe	248880	5.3	248880	5.3
6	Ajit Dilip Kalukhe	179935	3.83	179935	3.83
7	Dilip kumar Sanghvi	100000	2.13	100000	2.13
8	Alka Gupta	90000	1.91	90000	1.91
9	Manjula Agarwal	65934	1.4	65934	1.4
10	RR Equity Brokers Private Limited	53751	1.14	53751	1.14
	Total	2530791	53.85	2530791	53.85

(v) **Shareholding of Directors & KMP**

Sl. No		Shareholding at the end of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No of shares	% of total shares of the company
1	ANAND KUM AR AGGARW AL Director				
	At the beginning of the year	-	-	-	-
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc)	-	-	-	-
	At the end of the year	-	-	-	-

Sl. No		Shareholding at the end of the year		Cumulative Shareholding during the year	
2	VIDIT JAIN Director	No.of shares	% of total shares of the company	No of shares	% of total shares of the company
	At the beginning of the year	28,200	0.6	27,200	0.58
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc)	-	-	-	-
	At the end of the year	27,200	0.58	27,200	0.58
Sl. No		Shareholding at the end of the year		Cumulative Shareholding during the year	
3	REKHA SHARM A Director	No.of shares	% of total shares of the company	No of shares	% of total shares of the company
	At the beginning of the year	-	-	-	-
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc)	-	-	-	-
	At the end of the year	-	-	-	-
Sl. No		Shareholding at the end of the year		Cumulative Shareholding during the year	
4	ELADATHUPARAM BIL M OHANDAS CEO	No.of shares	% of total shares of the company	No of shares	% of total shares of the company
	At the beginning of the year	-	-	-	-
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc)	-	-	-	-

	At the end of the year	-	-	-	-
Sl. No		Shareholding at the end of the year		Cumulative Shareholding during the year	
5	M UKESH KUM AR CFO	No.of shares	% of total shares of the company	No of shares	% of total shares of the company
	At the beginning of the year	-	-	-	-
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc)	-	-	-	-
	At the end of the year	-	-	-	-

V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/ accrued but not due for payment						
			Secured Loans	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year						
i) Principal Amount			-	2,910,636.00	-	2,910,636.00
ii) Interest due but not paid			-	-	-	-
iii) Interest accrued but not due			-	-	-	-
Total (i+ii+iii)			-	2,910,636.00	-	2,910,636.00
Change in Indebtedness during the financial year						
Additions			-	1,000,000.00	-	1,000,000.00
Reduction			-	-	-	-
Net Change			-	1,000,000.00	-	1,000,000.00
Indebtedness at the end of the financial year						
i) Principal Amount			-	3,910,636.00	-	3,910,636.00
ii) Interest due but not paid			-	-	-	-
iii) Interest accrued but not due			-	-	-	-
Total (i+ii+iii)			-	3,910,636.00	-	3,910,636.00

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl.No	Particulars of Remuneration	Name of the MD/ WTD/ Manager			Total Amount
	Name of the MD/ WTD/ Manager				
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	-	-	-	-
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the 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	Remuneration to other directors			Total Amount
1	Name of Independent Directors	Ind Kumar Aggarwal	Vidit Jain	Rekha Sharma	
	(a) Fee for attending board committee meetings	-	-	-	-
	(b) Commission	-	-	-	-
	(c) Others, please specify	-	-	-	-
	Total (1)	-	-	-	-
2	Other Non Executive Directors				
	Name of Non Executive Directors				
	(a) Fee for attending board committee meetings	-	-	-	-
	(b) Commission	-	-	-	-
	(c) Others, please specify.	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	-	-	-	-
	Total Managerial Remuneration	-	-	-	-
	Overall Ceiling as per the Act.				

C. REM UNERATION TO KEY M ANAGERIAL PERSONNEL OTHER THAN M D/ M ANAGER/ WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		CEO	CFO	
1	Gross Salary	CEO	CFO	
	Name of KM P	ELADATHUPA	M UKESH KUM AR	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	-	-	-
	(b) Value of perquisites u/ s 17(2) of the Income Tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	as % of profit			
	others, specify			
5	Others, please specify	-	-	-
	Total	-	-	-

VII **PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES**

SNO	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)
NIL	A. COMPANY					
	Penalty	None				
	Punishment					
	Compounding					
NIL	B. DIRECTORS					
	Penalty	None				
	Punishment					
	Compounding					
NIL	C. OTHER OFFICERS IN DEFAULT					
	Penalty	None				
	Punishment					
	Compounding					

GM

GAURAV MONGA & ASSOCIATES
CHARTERED ACCOUNTANTS

1st Floor, KL-64, Kavi Nagar, Ghaziabad-201002
Phones : +91 120 4131822, +91 120 2711822
(M) : +91 9711847776, E-mail : grvmng@gmail.com

TO WHOMSOEVER IT MAY CONCERN

This is to certify that Pasupati Fincap Ltd, having its registered office at Village Kapriwas (Dharuhera), Distt. Rewari (Haryana) and Head office at 1501, Nirmal Tower, 26, Barakhamba Road, New Delhi-110001 is exempt from the provisions of clause 49 of the Listing Agreement as per Circular no. CIR/CFD/POLICY CELL/7/2014 dated 15th September 2014 issued by Securities and Exchange Board of India (SEBI). The relevant extract of SEBI circular is reproduced below: -

“1. Applicability of Clause 49

The Clause 49 of the Listing Agreement shall be applicable to all companies whose equity shares are listed on a recognized stock exchange. However, compliance with the provisions of Clause 49 shall **not be mandatory**, for the time being, in respect of the following class of companies:

- a. Companies having paid up equity share capital not exceeding Rs.10 crore and Net Worth not exceeding Rs.25 crore, as on the last day of the previous financial year;

Provided that where the provisions of Clause 49 becomes applicable to a company at a later date, such company shall comply with the requirements of Clause 49 within six months from the date on which the provisions became applicable to the company.

- b. ~~Companies whose equity share capital is listed exclusively on the SME and SME-ITP Platforms~~

We further certify that as on 31-3-2014, the paid up capital of Pasupati Fincap Ltd is less than Rs. 10 Crore and its Net Worth is also below Rs. 25 Crore. The company is clearly covered by above Clause 1(a); hence the amended Clause 49 is not applicable to the company.

Dated: January 23, 2015

For Gaurav Monga & Associates,
Chartered Accountants



Gaurav Monga
Proprietor
Membership No. 426057

**Declaration Regarding Compliance by Board Members and Senior
Management Personnel with Code of Conduct.**

This is to confirm that Company has adopted "Pasupati Fincap Ltd" Code of Conduct or its Senior Management and Board members and the same has been posted on Company's website.

I confirm that the Company has in respect of the financial year ended 31st March, 2015, received from the senior management team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them

For the purpose of this declaration, Senior Management Senior means personnel of the Company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management i.e. Executive Directors and all functional heads

Vidit Jain

Director
(Din-01347588)

New Delhi,

August 11, 2015

**Independent Auditor's Report to the Statutory Auditors of
Pasupati Fincap Limited.**

Report on the Financial Statements

We have audited the attached Balance Sheet **Pasupati Fincap Limited.**, as at March 31, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year then ended on that date annexed thereto.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these 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 maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting 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 adequate 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 financial statements based on our audit.

We have taken into account the provisions of the Act, the auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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 the 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 a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the

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 financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us the 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 zone as at 31st March, 2015;

(b) in the case of the Statement of Profit and Loss, of the profit of the zone 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

- I. 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 and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- II. Report on other Legal and Regulatory Requirements 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 purpose of our audit;
 - (b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - (c) the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, and on Basis for Qualified Opinion Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this report 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, 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 to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the 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 were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For M. C. JAIN & CO.
Chartered Accountants
FRN 304012E**

**(Girish Bhatia)
Partner**

M. No. 098986

**Place:-New Delhi
Date:-29.05.2015**

ANNEXURE TO THE AUDITORS' REPORT

The Annexure referred to in our report to the members of **Pasupati Fincap Limited** for the year Ended on 31st March, 2015. We report that:

1. Provision of clause (i) (a),(b) (c) of Companies (Auditor's Report) Order, 2015 regarding maintenance of fixed assets are not applicable.
2. Provision of clause (ii) (a),(b) (c) of Companies (Auditor's Report) Order, 2015 regarding inventories are not applicable.
3. (a) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has granted unsecured loan of Rs. 4,62,44,660.00, to companies, firms or other parties listed in the register maintained under Section 189 of the Companies Act, 2013.
4. In our opinion and according to the information and explanations given to us, there is generally an adequate internal control procedure commensurate with the size of the company and the nature of its business. During the course of our audit, no major instance of continuing failure to correct any weaknesses in the internal controls has been noticed.
5. The Company has not accepted any deposits from the public covered under section 73 to 76 of the Companies Act, 2013 and the rules framed there under to the extent notified.
6. As per information & explanation given by the management, maintenance of cost records has been prescribed by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 is not applicable on this company.
7.
 - a) Provision of this clause is **not** applicable to Company regarding undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess and any other statutory dues to the extent applicable.
 - b) provision of this clause is **not** applicable to Company regarding disputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess and any other statutory dues to the extent applicable.
 - c) There are no amounts required to be transferred to Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder.
8. The Company have incurred cash losses of Rs. 2, 30,758.55 in the current financial year and Rs. 1,45,762.14 in the immediately preceding financial year.
9. Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.

M. C. JAIN & CO.
Chartered Accountants

4701/21A, Ansari Road
Darya Ganj, New Delhi-02
Tel: 23280102
Tel/ Fax: 23254375
E-mail: mcjain.co@gmail.com

10. According to the information and explanations given to us, the units have not given any guarantees for loan taken by others from bank or financial institution.
11. Based on our audit procedures and on the information given by the management, we report that the company has not raised any term loans during the year.
12. According to the information and explanations given to us, no fraud on or by the Company has not been noticed or reported during the year, nor have we been informed of such case by the management.

For M.C. JAIN & Co
CHARTERED ACCOUNTANTS
(ICAI Reg. No. 304012E)

GIRISH KUMAR BHATIA
(PARTNER)
M. NO. 098986
Place: - NEW DELHI
Date: - 29.05.2015

PASUPATI FINCAP LTD

BALANCE SHEET AS AT 31 ST MARCH,2015

PARTICULARS	NOTE NO.	31 MARCH 2015	31 MARCH 2014
		Rs.	Rs.
A <u>EQUITY AND LIABILITIES</u>			
I Shareholders' funds			
(a)Share Capital	1	47,000,000.00	47,000,000.00
(b)Reserves & Surplus	2	(1,917,254.47)	(1,686,082.92)
		45,082,745.53	45,313,917.08
II Non-Current Liabilities			
(a)Long-Term Borrowings	3	3,910,636.00	2,910,636.00
III Current liabilities			
(a)Trade Payables	4	2,136,742.23	3,186,742.23
(b)Other Current Liabilities	5	28,728.00	28,315.00
(c)Short- Term Provisions		-	-
Total		51,158,851.76	51,439,610.31
B <u>ASSETS</u>			
I Current assets			
(a)Trade receivables		-	-
(b)Cash and Cash Equivalent	6	462,594.31	955,376.18
(c)Short term loans and advances	7	50,696,257.45	50,484,234.13
Total		51,158,851.76	51,439,610.31
		-	-
Significant Accounting Policies & Notes on Accounts	11		

As per our report attached
FOR M.C. JAIN & CO.
Chartered Accountants
FRN304012E

For and on behalf of the Board
FOR PASUPATI FINCAP LTD

(Girish Bhatia)
Partner
M.No.098986
Place:New Delhi
Date: 29.05.2015

(Director)

(Director)

PASUPATI FINCAP LTD

PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH 2015.

Particulars	Note No.	31 March 2015 Rs.	31 March 2014 Rs.
i. Revenue from operation (Net)		-	-
ii. Other income	8	12,868.00	2,370.06
iii. Total revenue (I+ii)		12,868.00	2,370.06
iv. Expenses :			
Finance costs	9	1,428.55	1,671.00
Other expenses	10	242,611.00	141,601.20
Total expenses		244,039.55	143,272.20
(v) Profit before expected and extrodinary item and tax (iii-iv)		(231,171.55)	(140,902.14)
(v) Exceptional items		-	-
(vi) Profit before extraodanry items and tax(v-vi)		(231,171.55)	(140,902.14)
(vii) Extraordinary items		-	-
(ix) Profit before tax(vii-viii)		(231,171.55)	(140,902.14)
(x) Tax expenses:			
- Current Tax		-	-
- Deferred Tax		-	-
- Income Tax for previous years		-	4,860.00
(Xi) Profit/(Loss) for the year (ix-x)		(231,171.55)	(145,762.14)
(Xii)Earning Per Share			
-Basic		(0.05)	(0.03)
-Diluted		(0.05)	(0.03)
Significant Accounting Policies & Notes on Accounts	11		

As per our report attached
FOR M.C. JAIN & CO.
Chartered Accountants
FRN304012E

For and on behalf of the Board
FOR PASUPATI FINCAP LTD

(Girish Bhatia)
Partner
M.No.098986
Place:New Delhi
Date: 29.05.2015

(Director)

(Director)

PASUPATI FINCAP LTD
NOTES TO FINANCIAL STATEMENTS

	AS AT 31ST MARCH,2015		AS AT 31ST MARCH,2014	
1 Share capital				
Authorised				
50,00,000 Equity Shares of Rs. 10 each	<u>50,000,000.00</u>		<u>50,000,000.00</u>	
47,00,000 Equity Shares of Rs. 10 each fully paid in cash	<u>47,000,000.00</u>		<u>47,000,000.00</u>	
	<u>47,000,000.00</u>		<u>47,000,000.00</u>	
a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period				
Equity Shares				
	31ST MARCH,2015		31ST MARCH,2014	
	Number	Amount	Number	Amount
At the beginning of the period	4,700,000	47,000,000.00	4,700,000	47,000,000.00
Issued during the period	-	-	-	-
Bought back during the period	-	-	-	-
Outstanding at the end of the period	4,700,000	47,000,000.00	4,700,000	47,000,000.00
b. Terms/ Rights attached to Equity Shares				
The company has only one class of Equity shares having a par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the Annual General Meeting.				
In the event of liquidation of company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.				
c. Details of Shareholders holding more than 5% shares in the Company				
	31ST MARCH,2015		31ST MARCH,2014	
	Number	Holding	Number	Holding
Promoters and Promoter Group				
Charishma Engineering Limited	-	0.00%	-	0.00%
K.K. Securities Limited	-	0.00%	-	0.00%
Orion Stocks Ltd.	495,282	10.54%	495,282	10.54%
Bonanza Portfolios	389,511	8.29%	389,511	8.29%
CPR Capital Services Limited	328,722	6.99%	328,722	6.99%
Sharekhan Limited	-	0.00%	-	0.00%
2 Reserves and Surplus				
a General Reserve	375,000.00		375,000.00	
Opening Balance	-	375,000.00	-	375,000.00
Add/Less:Transferred during the year				
b Special Reserve Fund				
Opening Balance	200,000.00		200,000.00	
Add/Less:Net Profit/Loss for the Current Year	-	200,000.00	-	200,000.00
c Surplus of Profit & Loss A/c				
Opening Balance	(2,261,082.92)		(2,115,320.78)	
Add/Less:Net Profit/Loss for the Current Year	(231,171.55)	(2,492,254.47)	(145,762.14)	(2,261,082.92)
Total		(1,917,254.47)		(1,686,082.92)

PASUPATI FINCAP LTD

Notes to financial statements for the year ended 31st March, 2015

Particulars	As At 31st March 2015 (in Rs.)	As At 31st March 2014 (in Rs.)
<u>Note No.-03 Long Term Borrowings</u>		
(a) Security Deposits		
SMS Demag Pvt. Ltd.	2,010,636.00	2,010,636.00
Total(a)	<u>2,010,636.00</u>	<u>2,010,636.00</u>
(b) Loan Taken		
Skyline Finnancial Service Pvt Ltd	1,900,000.00	900,000.00
Total(b)	<u>1,900,000.00</u>	<u>900,000.00</u>
Grand Total(a+b)	<u>3,910,636.00</u>	<u>2,910,636.00</u>
<u>Note No.-04 Trade Payable</u>		
Skyline Financial Services Pvt. Ltd.	17,487.00	17,487.00
Integrated Master Securities Ltd.	3,479.20	3,479.20
Unity Fincap Limited	2,115,776.03	3,165,776.03
	<u>2,136,742.23</u>	<u>3,186,742.23</u>
<u>Note No.-05 Other Current Liabilities</u>		
<u>(a) Others Payables</u>		
Auditor Remuneration	28,728.00	28,315.00
	<u>28,728.00</u>	<u>28,315.00</u>
<u>Note No.-06 Cash & Cash Equivqlents</u>		
(a) Cash in Hand (As certified by the Management)	451,916.00	451,916.00
(b) Balances with in Current with Schedule Bank		
Punjab National Bank	10,678.31	503,460.18
	<u>462,594.31</u>	<u>955,376.18</u>
<u>Note No.-07 Short Term Loans & Advances</u>		
<u>(a) Loans & Advances to Related Parties</u>		
Pasupati Spinning & Weaving Mills Limited	41,435,000.00	41,435,000.00
Sulabh Impex Limited	3,609,660.00	3,609,660.00
Shivani Textiles Ltd.	1,200,000.00	1,200,000.00
Total(a)	<u>46,244,660.00</u>	<u>46,244,660.00</u>
<u>(b) Loans & Advances to Others</u>		
<u>Secured</u>		
Ganga Automobiles Ltd.	3,089,150.13	3,089,150.13
Total(b)	<u>3,089,150.13</u>	<u>3,089,150.13</u>
<u>Unsecured</u>		
Grasim Industries Ltd	212,023.32	-
Narendra Impex	978,000.00	978,000.00
Total(c)	<u>1,190,023.32</u>	<u>978,000.00</u>
<u>(c)Balances with Government Authorities</u>		
Income Tax Refund (A.Y. 2010-11)	24,424.00	24,424.00
Income Tax Refund (A.Y. 2011-12)	148,000.00	148,000.00
Total(d)	<u>172,424.00</u>	<u>172,424.00</u>
Grand Total(a+b+c+d)	<u>50,696,257.45</u>	<u>50,484,234.13</u>

PASUPATI FINCAP LTD

Notes to financial statements for the year ended 31st March, 2015

Particulars	As at 31 March 2015 Rs.	As at 31 March 2014 Rs.
<u>Note No.-8 Other Income</u>		
Interest Income	12,868.00	1,250.00
Misc Income	-	1,120.00
Round Off	-	0.06
	<u>12,868.00</u>	<u>2,370.06</u>
<u>Note No.-9 Finance Cost</u>		
Interest & Financial Charges	1,428.55	1,671.00
	<u>1,428.55</u>	<u>1,671.00</u>
<u>Note No.-10 Other Expenses</u>		
<u>(A) Administrative & Other Expenses</u>		
Advertisement Expenses	39,457.00	56,007.00
BSC Fee	112,360.00	17,004.00
CDSL Fee	6,741.00	6,741.00
NSDL Fee	6,741.00	6,741.00
Legal & Professional Expenses	48,584.00	24,546.00
Maintenance Charges	-	2,247.20
	<u>213,883.00</u>	<u>113,286.20</u>
<u>(b) Payment to Auditor</u>		
Statutory Audit Fees	25,200.00	25,200.00
Service Tax	3,528.00	3,115.00
	<u>28,728.00</u>	<u>28,315.00</u>
	<u>242,611.00</u>	<u>141,601.20</u>

PASUPATI FINCAP LIMITED

Cash Flow Statement for the year ended 31st March 2015

	2014-15		(in Rs.) 2013-14	
A. Cash Flow from Operating Activities :				
Net Profit/(Loss) before Tax		(231,171.55)		(140,902.14)
<u>Adjustment for :</u>				
Interest and Financial Charges	1,428.55	1,428.55	1,671.00	1,671.00
Operating Profit before working Capital changes		(229,743.00)		(139,231.14)
<u>Adjustment for (Increase)/Decrease in operating assets:</u>				
Trade Receivables	-		-	
Inventories	-		-	
Short-term loans & advances	(212,023.32)		193,028.94	
<u>Adjustment for Increase/(Decrease) in operating liabilities:</u>				
Trade Payable	(1,050,000.00)		2,247.20	
Other Current liabilities	413.00		(5,000.00)	
Short-term provisions	-		-	
Long-term provisions	-	(1,261,610.32)	-	190,276.14
Cash Generated from Operations		(1,491,353.32)		51,045.00
Direct Taxes Paid		-		4,860.00
Net Cash from Operating Activities		<u>(1,491,353.32)</u>		<u>46,185.00</u>
B. Cash Flow from Investing Activities :				
Net Cash Flow from Investing Activities		<u>-</u>		<u>-</u>
C. Cash Flow from Financing Activities :				
Proceed from Issue of Share Capital	-		-	
Long Term Borrowings taken	1,000,000.00		900,000.00	
Interest and Financial Charges	(1,428.55)		(1,671.00)	
Net Increase / (Decrease) in Cash and Cash Equivalents		<u>998,571.45</u> (492,781.87)		<u>898,329.00</u> 944,514.00
Opening Balance of Cash and Cash Equivalents		955,376.18		10,862.18
Closing Balance of Cash and Cash Equivalents		<u><u>462,594.31</u></u>		<u><u>955,376.18</u></u>
Cash and cash equivalent at the end of the year				
(a) Cash on Hand		451,916.00		451,916.00
(b) Balance with Bank (in Current Account)		10,678.31		503,460.18
		<u><u>462,594.31</u></u>		<u><u>955,376.18</u></u>
As per our Report of even date				
For M C Jain & Co				
Chartered Accountants				
FRN 304012E				
			For and on behalf of the Board	
			FOR PASUPATI FINCAP LTD	

(Girish Bhatia)

Partner

M.No.098986

Place: New Delhi

Date: 29.05.2015

(Director)

(Director)

PASUPATI FINCAP LIMITED

Notes forming part of the financial statements for the year ended 31.03.2015

Note	Particulars
11	Significant accounting policies
1	<p>Basis of accounting and preparation of financial statements</p> <p>The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on accrual basis under the historical cost convention except for categories of fixed assets acquired before 1 April, 2010, that are carried at revalued amounts. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.</p>
2	<p>Use of estimates</p> <p>The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.</p>
3	<p>Revenue Recognition</p> <p>Revenue and expenses are recognised on their accrual including provisions and/or adjustments for committed obligations and amounts determined as payable and receivables during the period.</p>
4	<p>Foreign Currency Transaction</p> <p>Foreign Currency Transaction are accounted for at the prevailing foreign exchange rates at the time the transaction took place.</p>
5	<p>Depreciation</p> <p>The company is not having any Fixed Assets.</p>
6	<p>Investments</p> <p>The Unquoted Investments are stated at the purchase price plus expenses i.e.brokerage,fees and duties etc.related with the purchases.</p>
7	<p>Impairment of Assets</p> <p>If the carrying amount of fixed assets exceeds the recoverable amount on the reporting date, the carrying amount is reduced to the recoverable amount. The recoverable amount is measured as the higher of the selling price and the value determined by the present value of estimated future cash flows.</p>
8	<p>Fixed Assets</p> <p>No Fixed Assets have been held by company.</p>
9	<p>Inventory</p> <p>Company is not carrying any inventory</p>
10	<p>Disclosure under AS-15 (Revised) – Employee Benefits</p> <p>There are no long Term Employees Benefits which require assessment of future liability of the company as per AS-15 issued under the Companies (Accounting Standards) Rules, 2006</p>
11	<p>Sundry Debtors, Loans and Advances and Sundry Creditors</p> <p>In the opinion of the Board of Directors, the Current Assets, Loans and Advances are approximately of the value stated if realised in the course of business. The provisions for all known liabilities are adequate and not in excess of the amount reasonable required. Balance of Sundry Creditors, Sundry Debtors and Loans & Advances are subject to confirmation and reconciliation.</p>

PASUPATI FINCAP LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2015

Note	Particulars		
12	Earning Per Share		
	The Company report Basic and Diluted earning per share (EPS) in accordance with Accounting Standard – 20 issued by the Institute of Chartered Accountants of India. The Basic EPS has been computed by dividing the income available to equity shareholders by the weighted average number of equity shares outstanding during the accounting year. The Diluted EPS have been computed using the weighted average number of equity shares and Diluted potential equity shares outstanding at the end of the year.		
	Particulars	As on 31.03.2015	As on 31.03.2014
	Net Profit After Tax (Rs.)	(231,171.55)	(145,762.14)
	No. of Paid up Equity Shares (Weighted Average)	4,700,000	4,700,000
	Face Value Per Share (Rs.)	10.00	10.00
13	Related Party Disclosures		
	The Company has made the following transactions with related parties as defined under the provisions of Accounting Standard-18 issued by the Institute of Chartered Accountants of India.		
	List of related parties along with the nature and volume of transaction is given below from 01.04.2013 to 31.03.2014.		
	Directors & Key managerial persons & their associate concerns	Nature of Relationship	
	(a) Sh. Vidit Jain	Self	
	(b) Sh. Anand Kumar Aggarwal	Self	
	(c) Mrs. Rekha Sharma	Self	
	Enterprises owned / controlled by the directors relatives	Description of Relationship	
	(a) Pasupati Spinning & Weaving Mills Limited	Company under common control	
	(b) Pasupati Olefin Limited	Company under common control	
14	(c) Shivani Textiles Limited	Company under common control	
	(d) Sulabh Impex Limited	Company under common control	
	Enterprises owned / controlled by the Directors and/or their Relatives	Nature of Transaction	Amount as on 31/03/2014 (Rs.)
	<u>Sulabh Impex Limited</u>	Loans and Advances	
	Opening Balance (Dr.)		3,609,660.00
	Closing Balance (Dr.)		3,609,660.00
	<u>Shivani Textiles Limited</u>	Short Term Borrowings	
	Opening Balance		1,200,000.00
	Closing Balance		1,200,000.00
	<u>Pasupati Spinning & Weaving Mills Limited</u>	Loans and Advances	
	Opening Balance (Dr.)		41,435,000.00
	Closing Balance (Dr.)		41,435,000.00
15	Auditor's Remuneration		
	Statutory Audit Fee		25,200.00
	Service Tax		3,528.00
	Total		28,728.00
16	Previous years figures have been regrouped and rearranged wherever considered necessary.		
16	Figures are rounded off to the nearest rupee.		

For M. C. JAIN & CO.
CHARTERED ACCOUNTANTS

FOR AND ON BEHALF OF BOARD

(Girish Bhatia)
PARTNER
M.No.098986
FRN :304012E
PLACE : NEW DELHI
Date: 29.05.2015

DIRECTOR

DIRECTOR

PASUPATI FINCAP LIMITED
Regd Office & Works: Village Kapriwas (Dharuhera) Distt. Rewari (Haryana)
Website-www.pasupatitextiles.com, Email-ho@pasupatitextiles.com Ph: 011--47632200
CIN- L65910HR1996PLC033099

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:	L65910HR1996PLC033099
Name of the company:	PASUPATI FINCAP LIMITED
Registered office:	Village Kapriwas (Dharuhera) Distt. Rewari, Haryana

Name of the member (s):	
Registered address:	
E-mail Id:	
Folio No*	
Client Id:	
DP ID:	

I/ We, being the member (s) of shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:, or failing him/ her

2. Name:

Address:

E-mail Id:

Signature:, or failing him/ her

3 Name:

Address:

E-mail Id:

Signature:

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 20th Annual general meeting of the company, to be held on Wednesday the 30th September, 2015, At 10 a.m.. at Village Kapriwas (Dharuhera) Rewari, Haryana, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	For	Against
1.	Consideration and adoption of Annual Audited Account & Reports for the Financial Year ended 31st March,2015		
2.	To appoint Mr. Vidit Jain as Director who retire by rotation and being eligible, offers himself for re-appointment.		
3.	To appoint M/ s M.C. Jain & Co, Chartered Accountants, as Statutory Auditors of the company & fix their remuneration.		
4.	To adopt new set of Articles of Association of the company containing regulations in conformity with Companies Act, 2013.		
5.	To adopt new set of Memorandum of Association of the company containing regulations in conformity with Companies Act, 2013.		

Signed this ----- day of----- 2015

Signature of shareholder-----

Signature of Proxy Holder(s) -----

Affix
Revenue
Stamp
of Rs. 1/-

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ATTENDANCE SLIP

PASUPATI FINCAP LTD.

Regd. Office: Village Kapriwas (Dharuhera) Distt. Rewari (Haryana)

Head Office : 127-128, Tribhuvan Complex, Ishwar Nagar , New Delhi

**Correspondence Office: 1501, Nirmal Tower, 26, Barakhamba Road,
New Delhi-110001**

Website: www.pasupatifincap.com, Email- ho@pasupatitextiles.com

CIN-L65910HR1996PLC033099

I hereby record my presence at the 20th Annual General Meeting being held on Wednesday the 30th September, 2015 at 10.00 AM at Village Kapriwas (Dharuhera), Distt. Rewari, Haryana.

Name of the Shareholder _____

(In block letters)

Folio No./ DPID No. and Client I D No. _____

No. of shares held _____

(Signature of the shareholder/ Proxy)