

TWO-UP FINANCIAL SERVICES LIMITED

(FORMERLY KNOWN AS GOMTI FINLEASE (INDIA) LIMITED)

18th
Annual Report
2010-11

TWO-UP FINANCIAL SERVICES LIMITED

(FORMERLY KNOWN AS GOMTI FINLEASE (INDIA) LIMITED)

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Board of Directors:

Mr. Balram Ramabtar Jhunjhunwala	-	Independent Director
Mr. Shriratan Ramabtar Jhunjhunwala	-	Independent Director
Mr. Ramabtar Jhunjhunwala	-	Independent Director (upto 10 th October 2010)
Mr. Ghanshyamchandra Sharma	-	Independent Director
Mr. Pawan Agarwal	-	Executive Director

Registered Office:

Ram House 4, Gaiwadi Indl. Estate, S. V. Road,
Goregaon (West), Mumbai - 400062

Auditors:

M/s. Singrodia Goyal & Co.,
Chartered Accountants

Bankers:

Kotak Mahindra Bank Limited
State Bank of India

Registrar & Share Transfer Agent:

M/s. Bigshare Services Pvt. Ltd. E-2/3,
Ansa Industrial Estate, Sakivihar Road,
Saki Naka, Andheri (East),
Mumbai - 400072

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NOTICE

Notice is hereby given that the Eighteenth Annual General Meeting of the Members of TWO-UP FINANCIAL SERVICES LIMITED (FORMERLY KNOWN AS GOMTI FINLEASE (INDIA) LIMITED) will be held on Monday, 24th October, 2011 at 10.00 a.m. at Ram House 4 Gaiwadi Indl. Estate, S V Road, Goregaon (West), Mumbai- 400062 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2011 and the Profit and Loss Account for the year ended as on that date and the report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Balram Jhunjhunwala, who retires by rotation and being eligible, offers him for re-appointment.
3. To appoint the Auditors to hold office from the conclusion of this Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Ghanshyamchandra Sharma, who was appointed as an Additional Director of the Company by the Board of Directors pursuant to Section 260 of the Companies Act, 1956 and Article 128 of the Articles of Association of the Company, and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing as per Section 257 of the Companies Act, 1956 proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

5. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Pawan Agarwal, who was appointed as an Additional Director of the Company by the Board of Directors pursuant to Section 260 of the Companies Act, 1956 and Article 128 of the Articles of Association of the Company, and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing as per Section 257 of the Companies Act, 1956 proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

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

“RESOLVED THAT pursuant to Section 81(1A) and all other applicable provisions of the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force) and enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreements entered by the Company with the Stock Exchanges where the shares of the Company are listed and subject to any approval, consent, permission and / or sanction of the appropriate authorities, (hereinafter collectively referred to as “the appropriate authorities”), and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and / or sanction (hereinafter referred to as “the requisite approvals”), and which may be agreed to by the Board of Directors of the Company (hereinafter called ‘the Board’ which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution), the Board be and is hereby authorised to create, offer, issue and allot, from time to time in one or more branches, upto 18,10,000 Equity Shares to be subscribed by bodies corporate, individuals, trusts or other entities, whether or not such investors are Members of the Company, under a preferential issue through circular and/or information memorandum and/or such other documents / writings, in such a manner and on such terms and conditions as may be determined by the Board in its absolute discretion; provided that the price of the equity shares so issued shall not be less than Rs. 22/- per equity share of Rs.10/- each being the price with respect to the Relevant Date i.e. 24th September 2011, as prescribed under the Regulations for Preferential Issues contained in Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 including any statutory modification or re-enactment thereof for the time being in force.

RESOLVED FURTHER THAT the equity shares allotted in terms of this resolution shall rank pari passu in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised on behalf of the Company to take all actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment of aforesaid Securities and listing thereof with the stock exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment of any of the said Securities, utilisation of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors, or Executive Director or any other Director(s) or officer(s) of the Company to give effect to the aforesaid resolution."

NOTES:

1. A MEMBER WHO IS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 18th October 2011 to Monday, 24th October 2011 (both days inclusive).
3. Members are requested to notify the changes, if any, in their address to the Company's Share Transfer Agent, Bigshare Services Private Limited immediately, in respect of their physical shares if any, quoting their folio numbers and to their Depository Participants (DPs) in respect of their electronic share accounts.
4. Members/ proxies are requested to bring their copies of Annual Report at the Annual General Meeting.
5. Corporate Members are requested to send a duly certified copy of the Board resolution authorizing their representatives to attend and vote at the Annual General Meeting.
6. Members are requested to send all share transfer lodgments (Physical mode)/ correspondence to the Registrar and Share Transfer Agent at the following address unto the date of book closure:
M/s. Bigshare Services Pvt. Ltd.
E-2/3, Ansa Industrial Estate, Sakivihar Road,
Saki Naka, Andheri (East),
Mumbai - 400072
7. The Members are requested to dematerialize their shareholdings to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact the Company or the Company's Registrars and Transfer Agents.
8. As per the provisions of the Companies Act, 1956 facility for making nominations is available for shareholders in respect of the physical shares held by them. Nomination forms can be obtained from the Company's Registered Office.
9. Members/Proxies should bring the Attendance Slip sent herewith duly filled in, for attending the Meeting.
10. 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.
11. Members holding shares in same / identical name(s) under different folios are requested to apply for consolidation of such folio and relevant share certificate.
12. Members who hold shares in electronic form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting to facilitate identification of membership at the meeting.

13. Members desiring any information as regards the accounts are requested to write to the Company atleast 7 days before the date of the meeting, so as to enable the management to keep the information ready.
14. The Equity Shares of the Company are listed at Bombay Stock Exchange Limited and Ahmedabad Stock Exchange Limited and the Company has paid requisite annual listing fees for the year 2010-2011 to the Exchange.
15. As required under Clause 49 of the Listing Agreement, given below are the details of the Directors seeking reappointment:

Name of the Director	Balram Jhunjhunwala
Date of Birth	02/12/1966
Date of Appointment on the Board	25/06/1992
Qualifications	Graduate
Experience	25 years experience in Production & Marketing of Laminates, Plywood and Fiberglass Reinforced Sheets, Finance and Management.
Shareholding in the Company	NIL
List of Directorships held in other Companies	5
Committee Membership	2

For and on behalf of the Board of Directors
TWO-UP FINANCIAL SERVICES LIMITED

Pawan Agarwal
Director

Mumbai, 26th September, 2011

Regd. Office:

Ram House 4 Gaiwadi Indl. Estate, S V Road,
Goregaon (West), Mumbai- 400062

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956:

Item No. 4:

Mr. Ghanshyamchandra Sharma was appointed as an Additional Director of the Company on 1st December 2010 by the Board of Directors of the Company and designated as Non Executive Director of the Company. According to the provisions of section 260 of the Companies Act, 1956, Additional Director holds office upto the date of ensuing Annual General Meeting. As required under section 257 of the Act, a notice has been received from a member signifying his intention to propose appointment of Mr. Ghanshyamchandra Sharma as Directors along with a deposit of Rs.500/-.

Mr. Ghanshyamchandra Sharma is commerce Graduate. He has wide experience in Financial Accounting. His guidance shall be an immense help to the Company.

The Board considers it desirable that the Company should continue to avail itself of the services of Mr. Ghanshyamchandra Sharma.

The Board recommends the resolution to be passed as an ordinary resolution.

None of the Directors except Mr. Ghanshyamchandra Sharma, himself, is interested in the resolution.

Item No. 5:

Mr. Pawan Agarwal was appointed as an Additional Director of the Company on 26th May 2011 by the Board of Directors of the Company and designated as Executive Director of the Company. According to the provisions of section 260 of the Companies Act, 1956, Additional Director holds office upto the date of ensuing Annual General Meeting. As required under section 257 of the Act, a notice has been received from a member signifying his intention to propose appointment of Mr. Pawan Agarwal as Directors along with a deposit of Rs.500/-.

Mr. Pawan Agarwal is under graduate. He has a wide experience in consultancy field. He has providing consultancy in the field of Broking and Investment and also in taxation. He is providing consultancy services for last 30 years.

The Board considers it desirable that the Company should continue to avail itself of the services of Mr. Pawan Agarwal.

The Board recommends the resolution to be passed as an ordinary resolution.

None of the Directors except Mr. Pawan Agarwal, himself, is interested in the resolution.

Item no. 6:

The Disclosure as required under "SEBI Regulations for Preferential Issue" under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 are as under:

The Company i.e Two-Up Financial Services Limited (Two-Up) formerly Gomti Finlease (India) Limited is presently engaged in the business as financial services activity and consultancy Services.

In order to expand its existing operations, Two-Up intends to expand itself to offer a wide range of services and solutions that are perfected by well planned strategies, dedicated professionalism and a desire to innovate at every step.

a) Objects of the issue

The Object of the issue through preferential offer is:

- 1) To meet the Working Capital requirements of the Company.
- 2) To expand the network of the Company in Tier 1 cities.
- 3) To augment the long term financial resources of the Company

In order to achieve the above objectives and for the purpose of meeting the above said objectives and for pre-operative expenses, capital requirement and for general corporate purposes, the company plans to augment long term resources of near about Rs. 4 Crores. Hence, the Board of Directors in the best interest of the Company, proposed to issue 18,10,000 Equity shares to certain individuals, corporate body, trusts as details given below on a preferential allotment basis, in terms of the Regulations for Preferential Issues contained in Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, including any statutory modification or re-enactment thereof for the time being in force.

The details of the issue and other particulars as required in terms of the Preferential Issue Regulations are given as under:

1. **Securities to be issued:** The resolution set out in the accompanying Notice is entitling the Board to issue equity shares as may be deemed appropriate in the best interest of the Company.
2. **Lock-in:** The securities issued under the above Preferential Issue shall be locked-in for a period of one year from the date of allotment
3. **Certification from Statutory Auditors:** M/s. Singrodia goyal & Co., Chartered Accountants, Statutory Auditors of the Company, have certified that the issue of shares is being made in accordance with the SEBI (ICDR) Regulations. A copy of the said certificate will be made available for inspection at the AGM on October 24, 2011.
4. **Pricing of the Equity Shares:** The issue of equity shares on preferential basis on exercise of option for allotment of equity share shall be at an exercise price as calculated with respect to the Relevant Date which is 30 days prior to the

date of this Annual General Meeting where members consent is sought for preferential issue i.e. Rs. 22/- (Rupees Twenty two Only) as prescribed under Chapter VII of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009.

5. **Particulars of Subscribers & Intention of Promoters / directors / Key Managerial Persons to Subscribe the Offer:** No promoters / directors / Key Managerial Persons has shown their intent to subscribe the preferential offer. The Details of subscribers of the said preferential issue are given as below:

Sr. No.	Name of Proposed Subscriber	Category	No. of Equity Shares	% of post issue / Allotment
1	AB Overseas Private Limited	Non-Promoter	150000	3.12
2	Vinay Kedia	Non-Promoter	75000	1.56
3	Birendra Kedia	Non-Promoter	75000	1.56
4	Santogen Textile Mills Ltd	Non-Promoter	150000	3.12
5	Anil L Agarwal	Non-Promoter	100000	2.08
6	Sanjay L. Agarwal	Non-Promoter	100000	2.08
7	Karishma A. Agarwal	Non-Promoter	100000	2.08
8	Manish L. Agarwal	Non-Promoter	100000	2.08
9	Nirali M. Agarwal	Non-Promoter	100000	2.08
10	Sangeeta S. Agarwal	Non-Promoter	100000	2.08
11	Sanjana A. Agarwal	Non-Promoter	100000	2.08
12	Vinod Kumar Jatia HUF	Non-Promoter	400000	8.31
13	Nita Jatia	Non-Promoter	260000	5.40
	TOTAL		1810000	37.63

Any of the equity shares issued as above, that may remain unsubscribed for any reason whatsoever, may be offered and allotted by the Board in its absolute discretion to any other person/entity/ investor within the same category/ class, on the same terms and conditions.

6. **Shareholding Pattern:** The Shareholding pattern giving present position as also considering full allotment of equity shares arising out of securities issued as above is given as below:

Sr. No	Category	Pre - issue		Post Issue	
		No. of Equity Shares	Percentage (%)	No. of Equity shares	Percentage (%)
1	Promoters Holding	2251000	75.00	2251000	46.69
2	Institutional Investors a) Mutual Funds & UTI b) Banks, FI, FII,	—	—	—	—
3	Corporate Bodies	58600	1.95	358600	7.45
4	Indian Public	690800	23.02	2200800	45.74
5	NRI'S and OCB's/Trust and Clearing Members	800	0.03	800	0.02
	TOTAL	3001200	100.00	4811200	100.00

7. **Completion of Allotment:** The allotment of the Equity Shares being issued on preferential basis is proposed to be made within 15 days from the date of passing of the resolution by the Members, provided that where the allotment on preferential basis is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed with in 15 days from the date of receipt of such approval.

8. Change in Management:

The proposed preferential allotment of equity shares will not result in any change in the management and control of the Company. Voting rights shall change according to the change in shareholding pattern mentioned above.

9. Relevant date:

Relevant date for this purpose is 24th September 2011 i.e. 30 days prior to the date of the meeting of the Members of Company i.e. 24th October 2011.

10. Undertaking:

- The issuer shall re-compute the price of the specified securities in terms of the provisions of the SEBI Regulations where it is required to do so
- Also, if the amount payable on account of re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked in till the time such amount is paid by the allottees.

In terms of the provisions of the Companies Act, 1956, consent of the members is required for issue of Equity Shares to persons other than existing members. Hence, consent is sought under Section 81(1A) of the Companies Act, 1956, for the offer, issue and allotment, as stated in the resolution. The Board may be authorized to issue the Equity Shares in accordance with the terms of offer, as detailed in the resolution and to take all necessary actions without any limitations for implementing the resolution.

None of the Directors of the Company are concerned or interested in the aforesaid proposed resolution except to the extent of their shareholding.

The Board of Directors recommends the resolution for the approval of the shareholders.

For and on behalf of the Board of Directors
TWO-UP FINANCIAL SERVICES LIMITED

Pawan Agarwal
Director

Mumbai, 26th September, 2011

Regd. Office:

Ram House 4 Gaiwadi Indl. Estate, S V Road,
Goregaon (West), Mumbai- 400062

DIRECTORS' REPORT

To,
The Members,

Your Directors are presenting the Eighteenth Annual Report of your Company together with the Audited Statements of Accounts for the year ended 31st March, 2011.

(In Rs.)

Financial Results	For the year ended 31 st March, 2011	For the year ended 31 st March, 2010
Income/(Loss)	75	1,665
Less:- Expenditure	533,357	16,196,761
Profit/ (Loss) before tax	(533,282)	(16,195,096)
Less:- Provision for Tax	65,976	5,222,621
Profit /(Loss) After Tax	(1,627,258)	(6,811,017)
Add: Balance as per last year	(38,762,336)	(31,951,319)
Less: Amount reflected in Capital Reserve in earlier years	14,964,485	—
Balance carried forward to Balance Sheet	(25,425,109)	(38,762,336)

OPERATIONS:

There were no operations in the Company during the financial year.

In the financial year under review, the Company was taken over by the present management in accordance with the guidelines prescribed by the Securities Exchange Board of India. The new management is in the process of business plan and future course of action. You Company expects to start the operations in the current financial year.

DIVIDEND:

In view of losses, your Directors do not recommend any dividend for the year under review.

DIRECTORS:

During the year under review, Mr. Ghanshyamchandra Sharma (w.e.f 01st December, 2010) and Mr. Pawan Agarwal (w.e.f. 26th May 2011) were appointed as Additional Directors on the Board of Directors of the Company.

According to the provisions of section 260 of the Companies Act, 1956, they hold office as Directors only up to the date of the ensuing Annual General Meeting. The resolutions for their appointment as Directors pursuant to section 260 of the Companies Act, 1956 are recommended for shareholders approval.

Mr. Ramabtar Jhunjunwala, Director of the Company from the erstwhile management, expired on 7th October, 2010. The sad demise of the Promoter Director was a great loss for the Company.

CHANGE OF OBJECT:

The main object of the Company was changed by passing Special Resolution through postal ballot for which the result were declared on 20th August, 2011. The Company is now venturing into advisory and consultancy business in all matters related to capital market, both domestic and international, offering financial services.

CHANGE OF NAME:

The name of the Company was changed from Gomti Finlease (India) Limited to Two-up Financial Services Limited vide special resolution passed through postal ballot for which the results were declared on 20th August 2011.

PREFERENTIAL ISSUE OF EQUITY SHARES:

The Board of Directors in their meeting held on 26th September, 2011 have passed a resolution for allotment of equity shares and initiated necessary action for obtaining the in-principal approval from Bombay Stock Exchange. The relevant special resolution is proposed to be passed at the ensuing Annual General Meeting of the members of the Company.

FIXED DEPOSITS:

The Company has not accepted any fixed deposits from the public during the year under review.

PARTICULARS OF EMPLOYEES:

Pursuant to Section 217(2A) of the Companies Act, 1956, the Directors have to inform that there was no such employee as mentioned in the section.

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

Since your Company does not own any manufacturing facility, the particulars relating to conservation of energy and technology absorption stipulated in the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988, are not applicable.

There was no foreign exchange earnings and outgo during the year.

CORPORATE GOVERNANCE:

Your Company adheres to the requirements set out by the Securities and Exchange Board of India. Pursuant to Clause 49 of the Listing Agreement with Stock Exchange, the Management Discussion and Analysis Report, Corporate Governance Report and Practicing Company Secretary's Certificate regarding compliance of the conditions of Corporate Governance are annexed hereto and forms part of the Annual Report.

AUDITORS:

The Company has appointed new Statutory Auditors namely M/s Singrodia Goyal & Co., Chartered Accountants, Mumbai, having firm Reg. No. 112081 W in place of earlier Statutory Auditor of M/s Kailash Kejriwal & Co., Chartered Accountants by passing an ordinary resolution through postal ballot (results declared on 20th August, 2011).

M/s Singrodia Goyal & Co., Chartered Accountants, Statutory Auditors of the Company will retire on conclusion of the ensuing Annual General Meeting and are eligible for reappointment. They have furnished a certificate to the effect that their proposed appointment, if made, will be in accordance with the limits specified under section 224(1B) of the Companies Act, 1956. The members are requested to consider their re-appointment as Auditors for the financial year ending 31st March, 2012 at remuneration to be decided by your Board of Directors or any Committee thereof at a later date.

AUDITORS' OBSERVATIONS:

As required under section 217 of the Companies Act, 1956, the management reply to the Auditors' qualification is as under:

Auditors' Observation reported in the Annexure to the Auditors' Report Reply of the management

3 (e) Attention is invited to Note no. 2 of Schedule 11 of Notes to Accounts regarding non provision of income tax liability amounting to Rs. 78.91 lacs. Due to this, loss for the year is lower by Rs. 78.91 lacs having a consequential impact on accumulated losses and current liabilities. No provision has been made in accounts in respect of Income Tax Liability for interest u/s 234 B and 220(2) as per orders passed for prior years as representation is being made by the company before higher authorities for waiver of interest and the management is of the opinion that there would be no liability on this account.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement under Section 217 (2AA) of the Companies Act, 1956 with respect to the Director's Responsibilities Statement, it is hereby confirmed:

- (i) That in the preparation of the annual accounts for the financial year ended 31st March, 2011, the applicable accounting standards had been followed along with proper explanation relating to material departures;

- (ii) That 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 of the Company for the year under review;
- (iii) That the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) That the Directors had prepared the accounts for the financial year ended 31st March 2011 on a 'going concern' basis.

POSTAL BALLOT:

Your Directors have to inform you that the Members were passed the special resolution and ordinary resolution through postal ballot procedure as per the postal ballot regulation 2001.

Following resolutions were passed through postal ballot:

Special Resolutions

- 1) Alteration in Main Objects Clause under section 17.
- 2) Inserting new clause in other objects under section 17.
- 3) Deletion of clause from Incidental and Ancillary objects under section 17.
- 4) Change of Name of the Company under section 21.
- 5) Amendment in Article no. 5 of the Articles of Association under section 31.

Ordinary Resolutions

- 1) Increase in Authorized Share Capital of the Company under section 94 and 16.
- 2) Appointment of M/s Singrodia Goyal & Co. as Statutory Auditors of the Company under section 224(6) and 226.

OPEN OFFER:

M/s Chirania Trading Private Limited having registered office at A-1601, Lakshachandi Heights, Gokuldharm Goregaon (E), Mumbai-400063, had made an Open Offer through Merchant Banker, namely M/s Comfort Securities Ltd. The original public announcement was made on 23rd November 2010, corrigendum to public announcement dated 8th March 2011 and letter of offer dated 8th March 2011, pursuant to and in compliance with the regulations 10 and 12 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 and subsequent amendments thereto SEBI (SAST) Regulations. This open offer was made by the Acquirer to acquire upto 600240 equity shares of face value of Rs. 10/- each of the target Company representing 20% of total issued, subscribed and paid up capital of the Target Company ("Offer Size") at a price of Rs. 5/- (Rupees Five Only) per fully paid up equity share ("Offer Price") payable in cash.

ACKNOWLEDGMENT:

Your Directors wish to place on record their appreciation to banks and shareholders for their continued support.

For and on behalf of the Board of Directors
TWO-UP FINANCIAL SERVICES LIMITED

Pawan Agarwal
Director

Mumbai, 26th September, 2011

Regd. Office:

Ram House 4 Gaiwadi Indl. Estate, S V Road,
Goregaon (West), Mumbai- 400 062

HEMANSHU KAPADIA & ASSOCIATES
COMPANY SECRETARIES

Office No. 12, 14th Floor, Navjivan Society, Building No. 3
Lamington Road, Mumbai - 400008
Tel 6631 0888, Telefax 66314830
E-mail: hemanshu@hkacs.com

COMPLIANCE CERTIFICATE

CIN No. of the Company: L74900MH1993PLC071710
Authorized Share Capital: Rs.5,00,00,000/-

To,
The Members,
Two-up Financial Services Limited,
(Formerly known as Gomti Finlease (India) Limited),
Ram House, 4 Gaiwadi Indl. Estate,
S.V Road, Goregaon (West),
Mumbai - 400062

We have examined the registers, records, books and papers of **Two-up Financial Services Limited** ("the Company") as required to be maintained under the Companies Act, 1956, ("the Act") and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended at **March 31, 2011**. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in **Annexure 'A'** to this certificate, as per the provisions of the Act and the rules made thereunder and all entries therein have been duly recorded.
2. The Company has filed the forms and returns as stated in **Annexure 'B'** to this certificate, with the Ministry of Corporate Affairs, Registrar of Companies, Maharashtra, Mumbai, within the time prescribed or on payment of additional fees under the Act and the rules made thereunder. The Company was not required to file forms & returns with Central Government, Regional Director and Company Law Board.
3. The Company, being a Public Limited Company, is not required to comply with the restrictions specified under Section 3(1) (iii) of the Act.
4. The Board of Directors duly met eight times at the Board Meetings held on April 10, 2010; April 12, 2010; June 30, 2010; August 13, 2010; September 30, 2010; December 01, 2010; December 31, 2010 and March 31, 2011. In respect of the aforesaid Board Meetings, proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose. There was no circular resolution passed during the financial year under review.
5. The Company closed its Register of Members from Tuesday, September 23, 2010 to Monday, September 27, 2010. However Company has not complied necessary compliances under section 154 of the Companies Act, 1956.
6. The Annual General Meeting for the financial year ended on March 31, 2010 was held on September 27, 2010 after giving due notice to the Members of the Company and the resolutions passed thereat were duly recorded in the Minutes Book maintained for the purpose.
7. One Extra-ordinary General Meeting was held during the financial year and the resolutions passed thereat were duly recorded in the Minutes Book maintained for the purpose.
8. The Company has advanced a loan of Rs.48,11,270/- to the company in which, directors of the Company are also directors. However, do not hold more than 25% of the voting power jointly or/and severally as conferred u/s 295(1)(d) of the Act, accordingly, the provision of section 295 does not apply to the Company.

9. The Company has not entered into any contracts within the meaning of Section 297 of the Act during the financial year under review.
10. The Company has made necessary entries in the register maintained under Section 301 of the Act during the financial year under review.
11. There were no appointments or contracts in respect of holding an office or place of profit within the meaning of Section 314 of the Act and accordingly, the Company was not required to obtain any approvals from the Board of Directors, Members and Central Government.
12. The Board of Directors of Company has not issued any duplicate share certificates during the financial year under review.
13. During the financial year under review:
 - (i) the Company has delivered all the certificates on lodgment thereof for transfer in accordance with the provisions of the Act. However there was no allotment/ transmission of securities during the financial year under review.
 - (ii) the Company has not deposited any amount in a separate bank account, as no dividend (including interim dividend) was declared during the financial year under review.
 - (iii) the Company was not required to post warrants to any Member of the Company, as no dividend (including interim dividend) was declared during the financial year under review.
 - (iv) there are no unpaid dividend, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid. Therefore, no amount is required to be transferred to Investor Education and Protection Fund.
 - (v) the Company has complied with the requirements of Section 217 of the Act, to the extent applicable.
14. The Board of Directors of the Company is constituted. There was appointment of Additional Director to fill the casual vacancy. However there was no appointment of Director and alternate Director during the financial year.
15. The Company has not appointed any Managing Director/ Whole-time Director/ Manager during the financial year under review.
16. The Company has not appointed any sole-selling agents pursuant to Section 294AA of the Act during the financial year under review.
17. The Company was not required to obtain any approval of the Central Government, Company Law Board, Regional Director, Registrar of Companies, Maharashtra, Mumbai and / or such other authorities as may be prescribed under the various provisions of the Act during the financial year under review.
18. The Directors have disclosed their interest in other firms / companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.
19. The Company has not issued any shares, debentures or other securities during the financial year under review.
20. The Company has not bought back any of its equity shares during the financial year under review.
21. The Company has not issued any redeemable preference shares and/ or debentures during the financial year under review, consequently there were no redemption of preference shares/ debentures during the financial year under review.
22. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares during the financial year under review.
23. The Company has not invited/accepted any deposits including any unsecured loans falling within the purview of Section 58A and Section 58AA of the Act read with Companies (Acceptance of Deposit) Rules, 1975, during the financial year under review.

24. The Company has not made any borrowings during the financial year ended March 31, 2011.
25. The Company has made loan to other body corporate in compliance with the provisions of the Act and has made necessary entries in the register kept for the purpose. However, the Company has not made any investments or given guarantees or provided securities to other bodies corporate during the financial year under review.
26. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's registered office from one State to another during the financial year under review.
27. The Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the financial year under review.
28. The Company has not altered the provisions of the Memorandum with respect to the name of the Company during the financial year under review.
29. The Company has not altered the provisions of the Memorandum with respect to share capital of the Company during the financial year under review.
30. The Company has not altered its Articles of Association during the financial year under review.
31. As per representation received from the management, the Company has not received any show cause notice or prosecution initiated for the alleged offence under the Act and consequently no penalties/ fines were imposed during the financial year under review.
32. The Company has not received any money as security from its employees during the financial year under review.
33. As per the representation received from the management, the Company has deposited both employees' and employer's contribution to Provident Fund with prescribed authorities pursuant to Section 418 of the Act.

For Hemanshu Kapadia & Associates
Company Secretaries

Hemanshu Kapadia
Proprietor
C.P. No. 2285

Place: Mumbai

Dated: September 26, 2011

Annexure 'A'

Registers as maintained by the Company

Statutory Registers

1. Register of Members under Section 150
2. Register of Directors, Managing Director, Manager and Secretary under Section 303
3. Register of Directors' Shareholding under Section 307
4. Register of Application & Allotment under Section 75
5. Books of Minutes of Board & General Meetings under Section 193
6. Books of Accounts under Section 209
7. Registers and Returns under Section 163
8. Register of Particulars of Contracts in which Directors are interested under Section 301
9. Register of charges under Section 143

Annexure 'B'

Forms and Returns filed by the Company with Registrar of Companies during the financial year ending 31st March 2011.

Sr. No.	Form No./ Return	Filed under section	For	Date of filing	Whether filed within prescribed time Yes/ No	If delay in filing whether requisite additional fee paid Yes/ No
1.	Form 20B	159	Annual Return 2010	17/11/2010	Yes	N.A.
2.	Form 23AC and Form 23ACA	220	the Balance sheet of the year ended 31 st March 2010	13/10/2010	Yes	N.A.
3.	Form 66	383A	The Compliance Certificate for the year ended 31 st March 2011	06/10/2010	Yes	N.A.
4	Form 32	264	Appointment of Director	08/03/2011	No	Yes
5	Form 32	303	Cessation of Director	28/03/ 2011	No	Yes

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Overview

The financial statements have been prepared in compliance with the requirements of the Companies Act, 1956 and Generally Accepted Accounting Principles (GAAP) in India. There are no material departures from prescribed accounting standards in the adoption of these standards. The management of Two-up Financial Services Limited accepts responsibility for the integrity and objectivity of these financial statements, as well as for various estimates and judgments used therein. These estimates and the judgments relating to the financial statements have been made on a prudent and reasonable basis, in order that the financial statements reflect in a true and fair manner, the form and substance of transactions and the state of affairs and profits for the year.

(i) Industry Structure and Development:

The Company made an application for registration as an NBFC which was rejected by Reserve Bank of India under its Regulations during 2002 - 2003. However, the company is not carrying any NBFC activities for last 10 - 11 years.

In view of the changed economic scenario and change in the Government Policy, the Company has to re-align its strategy and focus in the new area of operations for successful performance.

(ii) Opportunities and Threats:

The Company's operation mainly consisted of trading in shares and lending of Money. The economic situation is not that comfortable due to rising interest rate situation. The new Management is looking out various opportunities to diversify the Company's activities for better growth and opportunities.

(iii) Segment-wise Performance:

The segment wise details as per Accounting Standard 17 "Segment Reporting" as notified by the Companies (Accounting Standard) Rules, 2006 is not applicable as there are no separate reportable segments.

(iv) Risks and concerns:

It is difficult to assess the risk involved in the business. It is always the intention of the management to minimize the risk involvement with proper analysis and market study, internal control and system

A comprehensive and integrated risk management framework forms the basis of all the de-risking efforts of the Company. Formal reporting and control mechanisms ensure timely information availability and facilitate proactive risk management. These mechanisms are designed to cascade down to the level of the line managers so that risks at the transactional level are identified and steps are taken towards its mitigation in a decentralized fashion.

The Board of Directors is responsible for monitoring risk levels on various parameters and the Director ensures implementation of mitigation measures. The Audit Committee provides the overall Direction on the risk management policies.

(v) Internal Control systems and their adequacy:

The Company maintains an ideal internal control system in every area of its operation.

(vi) Operation Performance:

The Company has mainly focused on lending of money and investment and trading in Equity Market

(vii) Human Resources:

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

(viii) Cautionary Statement:

Statement in this "Management Discussion and Analysis" may be considered to be "forward looking statements" within the meaning of applicable securities laws or regulations. This statement is based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company's actual results, performance or achievements could thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements, on the basis of any subsequent developments, information or events.

CORPORATE GOVERNANCE REPORT

Corporate governance is a systemic process by which organization is directed, administered, managed and controlled. It is a process to manage the business affairs of the Company towards enhancing business prosperity and accountability with the objective of realizing long term shareholder value, while taking into account the interests of the other stakeholders. In this dynamic environment, shareholders across the globe evince keen interests in the performance of the Companies and thus good corporate governance is of paramount importance for Companies seeking to distinguish themselves in the global footprint.

The equity shares of the Company are listed and admitted to dealings on the Bombay Stock Exchange Limited (BSE) and the Ahmedabad Stock Exchange Limited (ASEL). Pursuant the provisions of the Clause 49 of the Listing Agreement, a report on Corporate Governance for the financial year ended 31st March 2011, is furnished below:

(A) MANDATORY REQUIREMENTS

I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

Sound Corporate Governance practices and ethical business conduct remain at the core of your Company's value system. The Company believes that sound corporate practices based on transparency, accountability, timely disclosures, empowerment and high level of integrity is essential for the long term enhancement of the stakeholders' value and interest. The Company believes that its actions must result in enhancing corporate performance by maximizing stakeholders' value and also result in motivated work force. We, as a Company, have always focused on value creation for our shareholders. The Company recognizes that the shareholders are ultimately the people who are catalysts to the economic activities and also the ultimate beneficiaries thereof.

II. BOARD OF DIRECTORS:

a) Composition:

The composition of the Board of Directors is in conformity with the listing agreement. The Board comprises of Three Directors and more than 50% are Non-Executive & Independent Directors as under:

Directors	Executive / Non-Executive / Independent
Mr. Balram Jhunjunwala	Non Executive & Independent
Mr. Shriratan Ramabtar Jhunjunwala	Non Executive & Independent
Mr. Ghanshyamchandra Sharma	Non Executive & Independent
Mr. Pawan Agarwal	Executive

b) Attendance of each director at the Board Meeting and last Annual General Meeting and Number of other Directorships and Committees Memberships:

The names and categories of the Directors on the Board, their attendance at Board Meetings during the year and at the last Annual General Meeting and also the number of Directorships and Committee Memberships held by them in other Companies are given below: FY 2010 -11 (April 2010 to March 2011)

Name of the Director	Category*	Board Meeting held	Attendance Particulars		No. of other Directorships and Committee Membership/Chairmanship in other Indian Public Limited Company as on 31-03-2010#		
			Board Meeting	Last AGM	Other Directorship	Committee Memberships	Committee Chairmanships
Mr. Balram Jhunjunwala	C & NE	8	8	Yes	5	2	Nil
Late Mr. Ramabtar Jhunjunwala**	C & NE	8	5	Yes	6	2	2
Mr. Shriratan Jhunjunwala	NE& ID	8	8	Yes	5	2	Nil
Mr. Ghanshyamchandra Sharma***	NE& ID	8	3	No	Nil	Nil	Nil
Mr. Pawan Agarwal****	E & PD	8	N.A	No	Nil	Nil	Nil

*C - Chairman, E - Executive, NE - Non Executive Director, ID - Independent Director PD- Professional Director

For the purpose of considering the number of other Directorships and Committee positions, all public limited companies, whether listed or not, have been included and all other companies including private limited companies, foreign companies and companies under Section 25 of the Companies Act, 1956, have been excluded and Committees other than Audit Committee and Shareholders' /Investors' Grievance Committee have been excluded.

** Casual Vacancy due to death of Director on 07th October, 2010

*** Appointed as Additional Director w.e.f. 01st December, 2010

**** Appointed as Additional Director w.e.f. 26th May, 2011

c) **Meetings of the Board of Directors:**

During the Financial year 2010-11, Eight (8) Board Meetings were held on the following dates:

10th April 2010, 12th April 2010, 30th June 2010, 13th August 2010, 30th September 2010, 01st December 2010, 31st December 2010 & 31st March 2011.

III. **AUDIT COMMITTEE:**

a) **Brief description of terms of reference:**

The Audit Committee was reconstituted on 1st December 2010 and 26th May 2011 due to sad demise of Mr. Ramabtar Jhunjhunwala, Appointment of Mr. Ghanshyamchandra Sharma and Appointment of Mr. Pawan Agarwal.

The broad terms of reference of Audit Committee are in accordance with the prescribed guidelines as set out in clause 49 of the Listing Agreement executed with the Stock Exchanges that inter alia, include overseeing financial reporting processes, reviewing the financial statements, quarterly, half yearly/ annual financial results and adequacy of internal control systems, discussion with the Auditors on any significant findings etc.

b) **Composition:**

The Committee consists of One Executive and Two Non-Executive Independent Directors. The Members of the Committee have knowledge of finance, accounts, company law etc. The Chairman of the Audit Committee is an Independent Director.

At present Committee consist of as under:

Name of the Member	Category	Executive, Non-Executive/ Independent
Mr. Balram Jhunjhunwala	Chairman	Non- Executive, Independent
Mr. Ghanshyamchandra Sharma	Member	Non- Executive, Independent
Mr. Pawan Agarwal	Member	Executive
Mr. Shriratan Jhunjhunwala	Member	Non- Executive, Independent

c) **Meeting and attendance during the year:**

During the year under review, Six (6) meetings of the Audit Committee were held on 30th June 2010, 13th August 2010, 30th September 2010, 1st December 2010, 31st December 2010 and 31st March, 2011.

Name of the Member	Meeting held	Meeting Attended
Mr. Balram Jhunjhunwala	6	6
Mr. Shriratan Jhunjhunwala	6	6
Mr. Ramabtar Jhunjhunwala	6	3
Mr. Ghanshyamchandra Sharma	6	3

IV. REMUNERATION COMMITTEE:**a) Brief description of terms of reference:**

The Remuneration Committee has been constituted to review and recommend the remuneration payable to the Executive Directors and Senior Management of the Company based on their performance and defined assessment criteria.

b) Composition:

Name of the Member	Designation	Non-Executive/Independent
Mr. Balram Jhunjhunwala	Chairman	Non-Executive, Independent
Mr. Ghanshyamchandra Sharma	Member	Non-Executive, Independent
Mr. Shriratan Jhunjhunwala	Member	Non-Executive, Independent

c) Meeting and attendance during the year:

During the year under review, no meeting of the Remuneration Committee was held.

d) Remuneration Policy:

The Committee recommends the remuneration payable to Managing Director and Whole-time Director or any Executive Directors based on their contribution to the growth and development of the Company, keeping in mind the remuneration package of the industry.

e) Details of Remuneration Paid:

The Company has not paid remuneration or sitting fees to any Directors during the year under review.

V. SHAREHOLDERS' / INVESTORS' GRIEVANCE & SHARE TRANSFER COMMITTEE:

The Committee was reconstituted on 1st December 2010 and 26th May 2011, several times due to sad demise of Mr. Ramabtar Jhunjhunwala, Appointment of Mr. Ghanshyamchandra Sharma and Appointment of Mr. Pawan Agarwal

a) Constitution and terms of reference of the Committee:

The Committee consists of One Executive and Two Non-Executive Independent Directors, at present namely Mr. Balram Jhunjhunwala - Chairman, Mr. Ghanshyamchandra Sharma, Mr. Pawan Agarwal and Mr. Shriratan Jhunjhunwala Members of the Committee.

The Committee specifically looks into the redressal of the shareholders' complaints in respect of all matters including transfer of shares, non-receipt of Annual Report, non-receipt of declared dividends, dematerialization of shares and investors' complaints etc.

b) Name and designation of Compliance Officer:

Mr. Pawan Agarwal, Director acts as the Compliance officer of the Committee.

c) Number of Shareholders complaints received:

There were no complaints received during the year under review.

d) Meeting and attendance during the year:

The Committee met five (5) times during the year under review, i.e. 30th June 2010, 30th September 2010, 1st December 2010, 31st December 2010 and 31st March 2011, the all the members of the Committee were present at the meetings.

VI. GENERAL BODY MEETINGS:

- a) Details of the last three Annual General Meetings of the Company were held and the Special Resolutions passed thereat as under:

Financial Year	AGM	Day, Date & Time	Venue	Special Resolution Passed
2009-2010	17 th AGM	27 th September, 2010 at 10.00 A.M	Ram House, 4 Gaiwadi Industrial Estate, S.V. Road, Goregaon (W), Mumbai 400062.	NIL
2008-2009	16 th AGM	29 th September, 2009 at 10.00 A.M	Ram House, 4 Gaiwadi Industrial Estate, S.V. Road, Goregaon (W), Mumbai 400062.	NIL
2007-2008	15 th AGM	29 th September, 2008 at 10.00 A.M	Ram House, 4 Gaiwadi Industrial Estate, S.V. Road, Goregaon (W), Mumbai 400062.	NIL

- b) Ordinary and Special Resolution passed through Postal Ballot:

During the financial year under review, Ordinary & Special resolutions were passed through postal ballot as under:

- i) Under Section 17 of the Companies Act, 1956 for altering the Main Object Clause of the Company by substituting the existing Main Object Clause with new Object Clause.
- ii) Under Section 17 of the Companies Act, 1956 for inserting new clause in the Other Objects of the Company.
- iii) Under Section 17 of the Companies Act, 1956 for deleting the clause from the Incidental and Ancillary Objects of the Company.
- iv) Under Section 21 of the Companies Act, 1956 for change of name of the Company.
- v) Under Section 94 and 16 of the Companies Act, 1956 for increase in authorized share capital from Rs.5 Crores to Rs.11 Crores and subsequent amendment in Clause V of the Memorandum of Association.
- vi) Under Section 31 of the Companies Act, 1956 for amendment in article no. 5 of the Articles of Association consequent to increase in authorized capital.
- vii) Under Section 224(6) and 226 of the Companies Act, 1956 for appointment of M/s. Singrodia Goyal & Co. as Statutory Auditors of the Company to fill casual vacancy caused due to resignation of Kailash Kejriwal & Co.

- c) Person who conducted the postal ballot exercise:

Mr. Hemanshu Kapadia, Practicing Company Secretary acted as the Scrutinizer for the Postal Ballot process.

- d) Whether any special resolution is proposed to be conducted through postal ballot:

No

VII. DISCLOSURES:

- (i) Basis of related party transactions:

There are materially significant related party transactions made by the Company with its Promoters, Directors or Management, their relatives, its subsidiaries etc. During the year ended 31st March 2011, the Company has entered into transactions with related party such as expenses paid, repayment received and loan receivable.

- (ii) Details of non-compliance by the Company:

During the last three years there were no strictures or penalties imposed by either SEBI or the Stock Exchanges or any statutory authority for non-compliance of any matter related to the capital markets.

- (iii) Whistle Blower Policy:

The Board of Directors affirms and confirms that no personnel have been denied access to the Audit Committee. However, a formal Whistle Blower Policy is not in place.

(iv) Details of compliance with mandatory requirements and adoption of non-mandatory requirements of this clause:

The Company has complied with all the mandatory requirements of clause 49 of the Listing Agreement entered into with the Stock Exchanges. The status of the compliance with non-mandatory requirements of this clause has been detailed hereof.

VIII. MEANS OF COMMUNICATION:

The quarterly, half yearly and annual results are communicated to the Bombay Stock Exchanges Limited and Ahmedabad Stock Exchange Limited, where the Company's shares are listed, as soon as the same are approved and taken on record by the Board of Directors of the Company. Further, the results are published in English and Marathi newspaper. The results are not sent individually to the shareholders.

IX. GENERAL SHAREHOLDERS INFORMATION:

a) 18th Annual General Meeting:

Day, Date and Time : Monday, 24th October 2011 at 10.00 A.M.

Venue : Registered Office of the Company:
Ram House 4 Gaiwadi Indl. Estate,
S. V. Road, Goregaon (West), Mumbai - 400 062.

b) Financial Year : 1st April 2010 to 31st March 2011

c) Date of Book Closure : Tuesday, 18th October 2011 to Monday, 24th October 2011 (both days inclusive)

d) Dividend payment date : Not Applicable

e) Listing on Stock Exchange : i) Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001.
ii) Ahmedabad Stock Exchange Limited
Kamdheni Complex, Opp. Sahajanand College,
Panjrapole, Ahmedabad, Gujarat 380015

f) Stock Code :

i) Bombay Stock Exchange Limited - 530701

ii) Demat ISIN - INE089E01017

g) Market price Data : High, Low during each month in the financial year 2010-2011:

Month	BSE	
	High	Low
April - 2010	—	—
May - 2010	—	—
June - 2010	4.80	4.80
July - 2010	5.04	5.04
August- 2010	5.55	5.29
September -2010	6.41	5.55
October -2010	7.41	6.73
November - 2010	17.70	7.78
December - 2010	20.40	16.90
January - 2011	19.45	15.25
February - 2011	20.20	17.60
March - 2011	20.10	8.90

h) Registrar and Share Transfer Agent:

M/s. Bigshare Services Pvt. Ltd, E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (East), Mumbai - 400 072.

i) Share Transfer System:

Share Transfers are registered and returned within a period of 30 days from the date of receipt, if the documents are clear in all respects.

j) Distribution of shareholding as on 31st March 2011:

Grouping of Shares	No. of Shareholders	% of total Shareholders	No. of Shares per Category	% of total share
1 upto 500	166	63.8462	50800	1.6927
501 to 1000	36	13.8462	32100	1.0696
1001 to 2000	15	5.7692	21200	0.7064
2001 to 3000	7	2.6923	16900	0.5631
3001 to 4000	4	1.5385	13500	0.4498
4001 to 5000	7	2.6923	32000	1.0662
5001 to 10000	5	1.9231	38400	1.2795
10001 and above	20	7.6923	2796300	93.1727
Total	260	300	1200	100

Category	No. of Shareholders	No. of Shares held	% of total shares
Promoters	4	1,147,100	38.22
Financial Institution	—	—	—
Bodies Corporate	17	1,301,600	43.37
Indian Public	239	5,52,500	18.41
Foreign Bodies Corporate	—	—	—
Total	260	30,01,200	100.00

k) Dematerialization of shares and liquidity:

As on 31st March 2011, 52.84% of the Company's total equity shares representing 15, 85, 700 shares were held in dematerialized form and balance 47.16% representing 14, 15, 200 shares were held in physical form.

l) Outstanding GDRS/ADRS/Warrants or any convertible instruments, conversion date and likely impact on equity:

There were no such outstanding instruments as on 31st March 2011.

m) Address for correspondence:

- For share transfer/ dematerialization of shares/ other queries relating to the securities:

M/s. Bigshare Services Pvt. Ltd. E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (East), Mumbai - 400 072.

- For queries on Annual Report or investors' assistance:

Ram House 4 Gaiwadi Indl. Estate, S V Road, Goregaon (West), Mumbai - 400 062.

For TWO-UP FINANCIAL SERVICES LIMITED

Pawan Agarwal
DIRECTOR

Place : Mumbai

Date : 26th September, 2011

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To,

The Members of Two-up Financial Services Limited

We have examined the compliance of conditions of Corporate Governance by Two-up Financial Services Limited, for the year ended on 31st March 2011, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchange(s).

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the review of procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance as stipulated in the said Clause 49. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the clause 49 of the Listing Agreement, subject to following observation:

The Company could not observed compliance under clause 49 I relating to Board of Directors of the Company, clause 49 II relating to Audit Committee and 49 I (D) (i) relating to code of conduct post on website of the company.

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

For Hemanshu Kapadia & Associates

Hemanshu Kapadia
Proprietor
C.P. No. 2285

Place: Mumbai

Date: 26th September, 2011

CEO / CFO CERTIFICATION :

To
The Board of Directors
Two-up Financial Services Limited

I, Pawan Agarwal, Director of the Company, to the best of my knowledge and belief, certify that:-

- (a) I have reviewed the Balance Sheet & Profit & Loss Account and all the schedules and notes on accounts, as well as the cash flow statements, and Directors' Report for the year and to the best of my knowledge and belief:
 - (i) These statements do not contain any untrue statement of a material fact or omit any material fact or contain statements that might be misleading,
 - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) I accept responsibility for establishing and maintaining internal controls and that I have evaluated the effectiveness of the Internal Control Systems of the Company and the same have been disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which I am aware and the steps have been taken or proposed to be taken to rectify these deficiencies.
- (d) I have indicated to auditors and the Audit committee that:
 - (i) there are no significant changes in internal control during the year;
 - (ii) there have been no significant changes in Accounting Policies during the year and that the same have been disclosed in the notes to the Financial Statements; and
 - (iii) I am not aware of any instance of significant fraud and involvement therein of the Management or an employee having a significant role in the Company's internal control system.

FOR TWO-UP FINANCIAL SERVICES LIMITED

Pawan Agarwal
DIRECTOR

Place : Mumbai
Date : 26th September, 2011

**ANNUAL CERTIFICATION BY CHIEF EXECUTIVE OFFICER/MANAGING DIRECTOR
PURSUANT TO CLAUSE 49 I D (II) OF THE LISTING AGREEMENT:**

As the Chief Executive Officer of Two-up Financial Services Limited and pursuant to Clause 49 I D (ii) of the Listing agreement, I hereby declare and certify that all the Board members and senior management personnel of the Company have affirmed compliance with the code of conduct as adopted by the Company for the year 2010-11.

For TWO-UP FINANCIAL SERVICES LIMITED

Pawan Agarwal
DIRECTOR

Place : Mumbai

Date : 26th September, 2011

REPORT OF THE AUDITORS

To
The Members,
Two-up Financial Services Limited

We have audited the attached Balance Sheet of **Two-up Financial Services Limited** as at 31st March 2011, the Profit and Loss Account and the Cash Flow Statement for the year ended on that date, annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

1. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
2. As required by the Companies (Auditors' Report) Order, 2003 (as amended) issued by the Company Law Board in terms of Section 227(4A) of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in the paragraphs 4 and 5 of the said Order.
3. Further to our comments in the Annexure referred to in paragraph 2 above, we report that :
 - a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b) In our opinion, proper books of accounts as required by law have been kept by the Company as appears from our examination of such books.
 - c) The Balance Sheet, Profit & Loss Account and Cash Flow Statement referred to in this report are in agreement with the books of accounts.
 - d) In our opinion the Balance Sheet, Profit & Loss Account and Cash Flow Statement comply with the requirements of the Accounting Standards referred to in sub section (3C) of Section 211 of the Companies Act, 1956.
 - e) *Attention is invited to Note no. 2 of Schedule 11 of Notes to Accounts regarding non provision of income tax liability amounting to Rs. 78.91 lacs. Due to this, loss for the year is lower by Rs. 78.91 lacs having a consequential impact on accumulated losses and current liabilities.*
 - f) On the basis of written representations received from all the Directors of the Company as on 31st March 2011 and taken on record by the Board of Directors, we report that none of the Directors of the Company are disqualified as on 31st March 2011, from being appointed as a director in terms of clause (g) of sub section (1) to Section 274 of the Companies Act, 1956.
 - g) In our opinion and to the best of our information and according to the explanations given to us, the said Accounts read together with the notes thereon, give the information required by the Companies Act, 1956 in the manner so required and *subject to our comment in para (e) above* give a true and fair view in conformity with the accounting principles generally accepted in India:
 - i. In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2011.
 - ii. In the case of the Profit and Loss Account, of the loss of the Company for the year ended on that date.
 - iii. In the case of the Cash Flow Statement, of the Cash Flows of the Company for the year ended on that date.

For Singrodia Goyal & Co.
Chartered Accountants
Firm Reg. No : 112081 W

Suresh Murarka
Partner
Mem. No. 044739

Place: Mumbai
Date: 26/09/2011

ANNEXURE TO THE AUDITOR'S REPORT

(Referred to in Paragraph (1) thereof)

Annexure referred to in Paragraph 2 of our report of even date on the accounts of **Two-up Financial Services Limited** for the year ended 31st March, 2011.

As required by the Companies (Auditors Report) Order, 2003 and amendments thereto and according to the information and explanations given to us during the course of the audit and on the basis of such checks of the books and records as were considered appropriate we report that:

- (i) (a) Since the Company does not have any Fixed Assets clause 4(i) (a), (b) & (c) of the said Order are not applicable to the Company
- (ii) (a) The inventories have been physically verified by the management during the year at reasonable intervals.
(b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
(c) The Company has maintained proper records of its inventories. No material discrepancies were noticed on physical verification as compared to book records.
- (iii) (a) The Company has granted unsecured loan to a party covered in the register maintained under Section 301 of the Companies Act, 1956. The maximum amount outstanding during the year was Rs.90.45 Lacs and the year end balance was Rs. 48.11 lacs.
(b) The said loan is interest free. Other terms and conditions on which the loan has been granted are prima facie, not prejudicial to the interest of the Company.
(c) In view of our comments in para (iii)(a) and (b) above clause 4(iii) (c) and (d) of the said Order are not applicable to the Company.
(d) The Company has not taken any loan secured or unsecured from companies, firms and other parties covered in the register maintained under Section 301 of the Companies Act, 1956.
(e) In view of our comments in para (iii) (d), clause (iii) (f) and (g) of the said Order are not applicable to the Company.
- (iv) During the year the Company has not carried out any activity of sale of goods and services and has not purchased any fixed assets. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control systems.
- (v) (a) The particulars of contracts or arrangements referred to in Section 301 of the Companies Act, 1956 that needs to be entered into the register maintained under that section have been so entered.
(b) The transactions made in pursuance of such contracts or arrangements have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- (vi) The Company has not accepted any deposits from the public.
- (vii) The Company does not have a formal internal audit system commensurate with its size and natures of its business but its financial and other internal checks, ensures proper recording of the financial transactions.
- (viii) The Central Government has not prescribed for maintenance of cost records under Section 209(1) (d) of the Companies Act, 1956 for the Company.
- (ix) (a) Accordingly to the records of the Company, the undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty and Cess, wherever applicable have been regularly deposited with the appropriate authorities. There are no undisputed amount

payable in respect of such statutory dues which have remained outstanding as at 31st March, 2011 for a period more than six months from the date they became payable except income tax liability of Rs. 0.96 lacs for the A. Y. 1994-95 (since paid).

- (b) There are no amount in respect of any disputed sales tax, income tax, wealth tax, service tax, custom duty, excise duty and cess which have not been deposited on account of any dispute with the relevant authorities.
- (x) The Company has accumulated losses at the end of financial year which are not less than fifty percent of its net worth. The Company has incurred cash losses during the current financial year and in the immediately preceding financial year.
- (xi) The Company has no facilities from banks and financial institutions.
- (xii) The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) The provisions of any Special Statute applicable to Chit Fund, Nidhi or Mutual Benefit Fund/ Societies are not applicable to the Company.
- (xiv) Based on the records examined by us, the company is maintaining proper records of the transactions and contracts and timely entries have been made in respect of all the securities transactions and the same have been held by the Company in its own name except to the exemption , if any , granted under Section 49 of the Act.
- (xv) The Company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xvi) The Company has not obtained any term loans during the year.
- (xvii) On an overall examination of the balance sheet of the Company, we are of the opinion that no short-term funds have been used for long-term investments.
- (xviii) The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act during the year.
- (xix) The Company has not issued any debentures during the year.
- (xx) The Company has not raised any money through public issues during the year.
- (xxi) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year.

For Singrodia Goyal & Co.
Chartered Accountants
Firm Reg. No : 112081 W

Suresh Murarka
Partner
Mem. No. 044739

Place: Mumbai
Date: 26/09/2011

Balance Sheet as at 31st March, 2011

	SCH.	AS AT 31.03.2011 Rs.	AS AT 31.03.2010 Rs.
I. SOURCES OF FUNDS :			
Shareholder's Funds			
Share Capital	1	30,012,000	30,012,000
Reserves & Surplus	2	—	14,964,485
		<u>30,012,000</u>	<u>44,976,485</u>
II. APPLICATION OF FUNDS :			
Current Assets, Loans & Advances			
Inventories	3	—	247,235
Sundry Debtors	4	—	—
Cash & Bank Balances	5	9,904	173,915
Loans & Advances	6	4,811,270	10,107,750
		<u>4,821,174</u>	<u>10,528,900</u>
Less : Current Liabilities & Provisions	7	234,283	4,314,751
Net Current Assets		4,586,891	6,214,149
Profit & Loss Account		25,425,109	38,762,336
		<u>30,012,000</u>	<u>44,976,485</u>

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

'11'

AS PER OUR REPORT OF EVEN DATE
For SINGRODIA GOYAL & CO.
Chartered Accountants

SURESH MURARKA
PARTNER
Mem. No. 044739

Place : Mumbai
Dated : 26-09-2011

For and on behalf of the Board of Directors
TWO-UP FINANCIAL SERVICES LIMITED

PAWAN AGARWAL
Director

BALRAM JHUNJHUNWALA
Director

GHANSHYAMCHANDRA SHARMA
Director

Profit & Loss Account for the Year Ended 31st March, 2011

	SCHE.	FOR THE YEAR ENDED 31.03.2011 (Rs.)	FOR THE YEAR ENDED 31.03.2010 (Rs.)
A. INCOME			
Sales/ Redemption Receipts		—	1,500
Other Income	8	75	165
		<u>75</u>	<u>1,665</u>
B. EXPENDITURE			
Cost of Shares Sold / Shares written off	9	247,235	1,080
Administration & Other Expenses	10	286,122	16,195,681
		<u>533,357</u>	<u>16,196,761</u>
Profit / (Loss) Before Tax		(533,282)	(16,195,096)
Less: Provision for NPA		1,028,000	—
Add: Reversal of Provision for NPA		—	14,606,699
		<u>(1,561,282)</u>	<u>(1,588,397)</u>
Less :- Provision for Tax			
Current Tax		—	—
Deferred Tax Liability/(Assets)		—	—
(Short) / Excess Provision for tax for earlier years		65,976	5,222,621
		<u>(1,627,258)</u>	<u>(6,811,017)</u>
Profit / (Loss) After Tax		(1,627,258)	(6,811,017)
Add : Balance as per last year		(38,762,336)	(31,951,319)
Less: Amount refelected in Capital Reserve in earlier years (Note B-3, Schedule 11)		14,964,485	—
		<u>(25,425,109)</u>	<u>(38,762,336)</u>
Balance transferred to Balance Sheet			
Earning per share of Rs.10/- each - Basic		(0.54)	(2.27)
- Diluted		(0.54)	(2.27)

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

'11'

AS PER OUR REPORT OF EVEN DATE

For SINGRODIA GOYAL & CO.

Chartered Accountants

SURESH MURARKA

PARTNER

Mem. No. 044739

Place : Mumbai

Dated : 26-09-2011

For and on behalf of the Board of Directors

TWO-UP FINANCIAL SERVICES LIMITED

PAWAN AGARWAL

Director

BALRAM JHUNJHUNWALA

Director

GHANSHYAMCHANDRA SHARMA

Director

Cash Flow Statement for the Year Ended 31st March, 2011

Particulars	Year Ended 31.3.2011 (Rs.)	Year Ended 31.3.2010 (Rs.)
A) Cash Flow from Operating Activities		
Net Profit before taxation & extraordinary items	(1,561,282)	(1,588,397)
Add/(Less) Adjustments for:		
Provision for Non Performing Assets	1,028,000	—
Reversal of Provision for Non Performing assets	—	(14,606,699)
Financial Charges	1,146	946,536
Operating Profit before working Capital Changes	(532,136)	(15,248,560)
Adjustment For		
Trade and other Receivables	4,268,480	48,763,770
Inventories	247,235	1,080
Trade Payable	32,036	31,722
Net Cash from Operating Activities	4,015,615	33,548,012
Net Income Tax paid	(4,178,480)	(1,019,765)
Net Cash Flow from Operating Activities (a)	(162,865)	32,528,247
B) Cash Flow from Investing Activities		
Dividend received	—	—
Net Cash Flow from Investment Activities (b)	—	—
C) Cash Flow from Financing Activities		
Financial Charges	(1,146)	(946,536)
Proceeds from long term borrowings	—	(31,500,000)
Net Cash Flow from Financing Activities (c)	(1,146)	(32,446,536)
Net Increase/(Decrease) in Cash & Cash Equivalents (a+b+c)	(164,011)	81,711
Add: Cash & Cash Equivalents at the beginning of year	173,915	92,204
Cash & Cash Equivalents at the end of year	9,904	173,915

Note: 1. Cash & Cash equivalent at the end of the year consist of cash in hand and balances with banks and are net of short term loans and advances from banks as follows:

Particulars	As at 31.03.2011	As at 31.03.2010
Cash in hand	9,904	173,915
Balances with Bank In Current Account	—	—
	9,904	173,915

2 Previous Year Figures have been regrouped , rearranged wherever necessary in order to confirm to current year's presentation.

For SINGRODIA GOYAL & CO.
Chartered Accountants

SURESH MURARKA
PARTNER
Mem. No. 044739

Place : Mumbai
Dated : 26-09-2011

For and on behalf of the Board of Directors
TWO-UP FINANCIAL SERVICES LIMITED

PAWAN AGARWAL
Director

BALRAM JHUNJHUNWALA
Director

GHANSHYAMCHANDRA SHARMA
Director

Schedules Forming Part of the Balance Sheet as on 31st March, 2011

Particulars	AS AT 31.03.2011 Rs.	AS AT 31.03.2010 Rs.
Schedule : "1" - Share Capital		
Authorised		
50,00,000 Equity Shares of Rs.10 each	50,000,000	50,000,000
	50,000,000	50,000,000
Issued, Subscribed & Paid Up		
30,01,200 Equity Shares of Rs.10 each fully paid-up (Of the above 22,51,000 (P.Y. NIL) equity shares are held by the Holding Company M/s. Chirania Trading Private Limited)	30,012,000	30,012,000
	30,012,000	30,012,000
Schedule : "2" - Reserves & Surplus		
Capital Reserve		
Surplus on Settlement of Bank Dues		
Opening Balance	14,964,485	—
Add : Additions during the year	—	14,964,485
Less: Amount transferred to Profit & Loss Account (See Note B-3, Schedule 11)	14,964,485	—
	—	14,964,485
Schedule "3" - Inventories		
Shares and Securities	—	247,235
	—	247,235
Schedule "4" - Sundry Debtors (Unsecured, Considered Doubtful)		
Debts due for more than six months	4,187,200	4,222,200
Others Debts	—	—
	4,187,200	4,222,200
Less: Provision for Doubtful Debts	4,187,200	4,222,200
	—	—
Schedule "5" - Cash & Bank Balances		
Cash in Hand	9,904	173,915
Balances with Scheduled Banks		
In Current Accounts	—	—
	9,904	173,915
Schedule "6" - Loans & Advances (Unsecured)		
Considered Good		
Loans & Advances	4,811,270	10,107,750
Considered Doubtful		
Loans & Advances	8,946,700	7,883,700
Less: Provision for doubtful Loans and Advances	8,946,700	7,883,700
	—	—
	4,811,270	10,107,750

Schedules Forming Part of the Profit & Loss Account for the year ended 31st March, 2011

Particulars	AS AT 31.03.2011 Rs.	AS AT 31.03.2010 Rs.
Schedule "7" - Current Liabilities & Provisions		
Current Liabilities		
Sundry Creditors		
Due to Micro, Small & Medium Enterprises (Refer Note: B (4) of Schedule "11")	—	—
Due to Others	—	76,808
Cheque Overdrawn	7,550	—
Other Liabilities	131,202	29,908
Provisions		
Provision for taxes	95,531	4,208,035
	234,283	4,314,751
Schedule "8" - Other Income		
Interest	—	90
Misc. Income	75	75
	75	165
Schedule "9" - Cost of Shares Sold / Shares written off		
Opening Stocks	247,235	248,315
Add: Purchases	—	—
	247,235	248,315
Less: Closing Stocks	—	247,235
	247,235	1,080
Schedule "10" - Administrative and Other Expenses		
Salaries & Benefits	—	22,780
Staff Welfare Expenses	—	5,672
Rates & Taxes	—	6,420
Electricity Charges	—	14,281
Postage & Courier Expenses	63	150
Printing & Stationery	1,197	2,649
Travelling & Conveyance	—	2,513
Repairs & Maintenance - Others	—	14,636
Legal & Professional Fees	110,957	164,400
Advertisement Expenses	858	858
Annual Listing Fees	105,000	—
Audit Fees	22,060	6,894
Sundry Balances written off	—	14,961,961
Bank Interest and Charges	1,146	946,536
Miscellaneous Expenses	44,841	45,931
	286,122	16,195,681

Schedules Forming Part of the Accounts for the Year Ended 31st March, 2011

Schedule '11': Significant Accounting Policies and Notes on Accounts

A. Significant Accounting Policies

1. Basis of Preparation of Financial Statements

The Financial Statements are prepared under the historical cost convention in accordance with the generally accepted accounting principles in India and provisions of the Companies Act, 1956 and comply with the Accounting Standards referred to in Section 211 (3C) of the Companies Act, 1956.

2. Investments

Investments that are intended to be held for more than a year from the date of acquisition, are classified as long term investment and are carried at cost less any provision for permanent diminution in value. Investments other than long term investments being current investments are valued at cost or fair market value whichever is lower.

3. Inventories

Inventories are valued at lower of cost or net realizable value.

4. Revenue Recognition

- i) Dividend income is recognized when right to receive the payment is established
- ii) In respect of other heads of income, the Company follows the practice of accounting on accrual basis.

5. Provision for Income Tax

Current Taxes

Provision for current income-tax is recognized in accordance with the provisions of Income Tax Act, 1961 and is made annually based on the tax liability after taking credit for tax allowances and exemptions.

Deferred Taxes

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to timing differences that result between the profits offered for income taxes and the profits as per the financial statements. Deferred tax assets and liabilities are measured using the tax rates and the tax laws that have been enacted or substantially enacted at the Balance Sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in the future. Deferred tax assets are reviewed as at each Balance Sheet date.

6. Treatment of Contingent Liabilities.

- i) Provisions are recognized in terms of Accounting Standard 29- "Provisions, Contingent Liabilities and Contingent Assets issued by The Institute of Chartered Accountants of India (ICAI), when there is a present legal or statutory obligation as a result of past events where it is probable that there will be outflow of resources to settle the obligation and when a reliable estimate of the amount of the obligation can be made.
- ii) Contingent Liabilities are recognized only when there is a possible obligation arising from past events due to occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or where reliable estimate of the obligation cannot be made. Obligations are assessed on an ongoing basis and only those having a largely probable outflow of resources are provided for.
- iii) Contingent Liabilities are disclosed by way of notes.

B. Notes on Accounts

- The Company has not made provision for Gratuity since the Company do not have any employees during the year.
- No provision has been made in accounts in respect of Income Tax Liability for interest u/s 234 B and 220(2) as per orders passed for prior years as representation is being made by the company before higher authorities for waiver of interest and the management is of the opinion that there would be no liability on this account.

Period for which amount relates	2010-11 (Rs.)	2009-10 (Rs.)
A.Y. 1994-1995	1,172,162	1,172,162
A.Y. 1995-1996	67,19,117	7,460,987
Total	78,91,279	86,33,149

- During the year previous ended 31st March 2010, the Company had made a final settlement with its Bankers in respect of its dues and the banker had waived off Rs. 149.64 Lacs on settlement. The said sum of Rs. 149.64 Lacs was considered and reflected as Capital Reserve. The same has been rectified during the current year and the said amount has been transferred to the Profit and Loss Account. The Company has also revised its Income Tax Return for the A.Y. 2010-11 to this effect.
- As on 31.03.2011, there are no dues to Micro, Small and Medium Enterprises suppliers defined under "The Micro Small and Medium Enterprises Development Act, 2006".
- In case of delinquent hirers or persons who have availed of financial facilities, appropriate action for the recovery of the outstanding amounts has been taken. Provision for Non Performing Assets on the said delinquent hirers has been made as per Reserve Bank of India guidelines on Non Banking Financial Companies
- Balances in the Sundry Debtors, Loans & Advances and Other Liabilities are subject to confirmations and reconciliations. Consequential adjustment thereof, if any, will be given effect into the books of accounts in the year of such adjustments.
- Payment to Auditors

Particulars	2010-11 (Rs.)	2009-10 (Rs.)
Statutory Audit	20,000	6,250
Service Tax	2,060	644
Total	22,060	6,894

8. Additional information pursuant to the provisions of Part II of Schedule VI of the Companies Act, 1956

i) The quantitative information of opening stock, purchases, sales and closing stock are given below.

Particulars	31st March 2011		31st March 2010	
	Quantity	Value	Quantity	Value
	Nos.	(Rs.)	Nos.	(Rs.)
Opening Stock (A)	36,450	247,235	36,500	248,315
Purchases	—	—	—	—
Sales (Including redemption of debentures)	—	—	50	1,080
Stock Written Off	36,450	2,47,235		
Closing Stock	Nil	Nil	36,450	2,47,235

ii) Expenditure, earning and remittance in foreign currency: Rs. Nil (P.Y. Rs. Nil).

9. Earnings Per Share

	Particulars	2010- 2011	2009-2010
A	Weighted average number of Equity Shares of Rs. 10/- each		
	i Weighted average number of Equity Shares outstanding during the year	3,001,200	3,001,200
	ii Weighted average number of Potential Equity Shares outstanding during the year	3,001,200	3,001,200
B	Net Profit/(Loss) after Tax available for Equity shareholders (Rs.)	(16,27,258)	(6,811,017)
C	Basic Earnings Per Share (in Rs.) {B/A (ii)}	(0.54)	(2.27)
D	Diluted Earnings Per Share (in Rs.) {B/A (iv)}	(0.54)	(2.27)

10. Related Party Disclosures

Related party disclosures as required by the Accounting Standard -18 on "Related Party Disclosures" Notified by the Companies (Accounting Standard) Rules, 2006 are given below.

i) For the year ended 31st March 2011

(a) Key Management Personnel

Name of Person	Category
Shriratan Jhunhunwala	Director
Balram Jhunhunwala	Director
Ghanshyamchandra Sharma	Director

b) Name of the enterprises having same Key Management Personnel and / or their relatives as the reporting enterprise with whom the Company has entered into transactions during the year.

• Ramfabric (India) limited

Nature of Transaction	In relation to (a) above	In relation to (b) above
Loans & Advances	Nil	Nil
Expenses Paid	Nil	76,808
Repayment Received	Nil	4,233,480
Balance as on 31 st March 2011		
Loans Receivable	Nil	4,811,270

ii) For the year ended 31st March 2010

(a) Key Management Personnel

Name of Person	Category
Shriratan Jhunhunwala	Director
Balram Jhunhunwala	Director
Ghanshyamchandra Sharma	Director

b) Name of the enterprises having same Key Management Personnel and / or their relatives as the reporting enterprise with whom the Company has entered into transactions during the year.

- Ram House Limited
- Rammaica (India) Limited
- Ramfabric (India) limited

Nature of Transaction	In relation to (a) above	In relation to (b) above
Expenses Reimbursed	Nil	76,808
Loans & Advances	Nil	Nil
Repayment Received	Nil	33,445,000
Balance as on 31 st March 2011		
Sundry Creditors for expenses	Nil	76,808
Loans Receivable	Nil	9,044,750

11. Segment Information

The segment wise details as per Accounting Standard 17 "Segment Reporting" as notified by the Companies (Accounting Standard) Rules, 2006 is not applicable since the Company do not have separate reportable business segments during the year.

12. Provision for Taxes

No Provision for current tax is made since the Company do not have any taxable income during the year .

Deferred Taxes

As per Accounting Standard (AS-22) on " Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India , the timing difference relating to unabsorbed losses results into Deferred Tax Assets. In view of present uncertainty regarding generation of sufficient future taxable income and as a measure of prudence the Deferred Tax Assets on the same has not been recognized in the accounts.

13. Chirania Trading Private Limited (CTPL) acquired 22,51,000 equity shares on 18th November, 2010 from the existing promoters of the Company and has also made an Open Offer for acquiring another 20% equity shares from the Public in terms of SEBI (SAST) Regulation 1997 vide Public Announcement on 23rd November, 2010. The Open Offer has been completed on 7th April, 2011 and CTPL has acquired 1,000 equity shares in Open Offer (in physical form) which is still to be transferred in the name of CTPL. Accordingly, CTPL is holding 22,52,000 equity shares i.e. 75.04 % holding of the Company and is now promoter and in charge of the management of the Company.
14. The Company has incurred losses during the year and its net worth has been significantly eroded. However, having regard to the change in the management of the Company and considering the future expansion plans of the Company the financial statements have been prepared on a going concern basis and no adjustments are required to the carrying value of assets and liabilities.
15. Change of Name:
The name of the Company has been changed from Gomti Finlease (India) Limited to Two-up Financial Services Limited and fresh certificate of incorporation dated 16th September, 2011 has been received from the Registrar of Companies, Maharashtra
16. The financial statements for the year ended 31st March 2010 were audited by another firm of Chartered Accountants and the same has been reclassified, wherever considered necessary, to conform with the current year's presentation. Figures wherever not available/ furnished in last year's financial statements have not been given and hence are not strictly comparable.

For and on behalf of the Board of Directors

For SINGRODIA GOYAL & CO.
Chartered Accountants

TWO-UP FINANCIAL SERVICES LIMITED

SURESH MURARKA
PARTNER
Mem. No. 044739

PAWAN AGARWAL
Director

BALRAM JHUNJHUNWALA
Director

GHANSHYAMCHANDRA SHARMA
Director

Place : Mumbai
Dated : 26-09-2011

Additional Information as required under Part IV of Schedule VI to The Companies Act, 1956.

Balance Sheet Abstract and Company's Business Profile

I Registration details

Registration no.	State code	Balance sheet date
71,710	11	31.03.2011

II Capital raised during the year (Amount in Rs. Thousands)

Public issue	Rights issue	Bonus issue
NIL	NIL	NIL
Private placement		
NIL		

III Position of mobilisation and development of funds (Amount in Rs. Thousands)

Total liabilities	Total assets
30,012	30,012

Sources of funds

Paid up capital	Reserves & surplus	Secured loans
30,012	—	NIL
Unsecured loans		
NIL		

Application of funds

Net Fixed Assets	Investments	Net Current Assets
NIL	NIL	4,587
Deferred Tax Assets		
25,425		

IV Performance of the Company (Amount in Rs. Thousands)

Turnover	Total Expenditure	
0.08	533	
Profit/Loss (Before Tax)		Profit/Loss (After Tax)
(533)		(1,627)
Earnings per Share in Rs.		Dividend Rate (%)
(0.54)		NIL

V Generic names of one principal products/services of the Company (as per monetary terms)

Item Code No.: NA
Product Description : NA

For and on behalf of the Board of Directors

For SINGRODIA GOYAL & CO.

TWO-UP FINANCIAL SERVICES LIMITED

Chartered Accountants

SURESH MURARKA

PAWAN AGARWAL

BALRAM JHUNJHUNWALA

GHANSHYAMCHANDRA SHARMA

PARTNER

Director

Director

Director

Mem. No. 044739

Place : Mumbai

Dated : 26-09-2011

TWO-UP FINANCIAL SERVICES LIMITED

(FORMERLY KNOWN AS GOMTI FINLEASE (INDIA) LIMITED)

Regd. Office: Ram House 4, Gaiwadi Indl. Estate, S. V. Road, Goregaon (West), Mumbai - 400062

ATTENDANCE SLIP

Annual General Meeting on Monday, October 24th, 2011 at 10.00 A.M. at Registered Office at Ram House 4 Gaiwadi Indl. Estate, S V Road, Goregaon (West), Mumbai - 400 062.

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

DP Id*

Registered Folio No.

Client Id*

NAME AND ADDRESS OF THE MEMBER :

No. of Share(s) held :

I hereby record my presence at the Eighteenth Annual General Meeting of the Company at Ram House 4 Gaiwadi Indl. Estate, S V Road, Goregaon (West), Mumbai - 400 062, on Monday, October 24, 2011 at 10.00 a.m.

Signature of the Member/Proxy _____

* Applicable for investors holding shares in electronic form.

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TWO-UP FINANCIAL SERVICES LIMITED

(FORMERLY KNOWN AS GOMTI FINLEASE (INDIA) LIMITED)

Regd. Office: Ram House 4, Gaiwadi Indl. Estate, S. V. Road, Goregaon (West), Mumbai - 400062

PROXY FORM

DP Id*

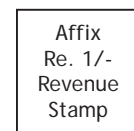
Registered Folio No.

Client Id*

I/We _____ of _____
being a Member(s) of TWO-UP FINANCIAL SERVICES LIMITED hereby appoint _____ of
_____ or failing him/her _____ of
_____ as my/our proxy to vote for me/us and on my/our behalf at the **Eighteenth Annual
General Meeting** of the Company to be held on Monday, October 24, 2011 at 10.00 A.M. and at any adjournment thereof.

Signed 2011.

Place:



Signature

* Applicable for Members holding shares in electronic form.

Note: The Proxy in order to be effective, should be duly completed, stamped, signed and must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid Meeting. The Proxy need not be a Member of the Company.

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