

MANDYA FINANCE COMPANY LIMITED

[Corporate Identification Number (CIN): L51909WB1981PLC034018]

33RD

ANNUAL REPORT AND ACCOUNTS

2014-2015

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BOARD OF DIRECTORS

- 1) Apurva Salarpuria : Director (DIN:00058357)
- 2) Purushottam Lal Agarwal : Director (DIN: 00061481)
- 3) Anand Prakash : Director (DIN: 00061566)
- 4) Raj Kumar Jalan : Director (DIN: 00634156)
- 5) Saileena Sarkar : Director (DIN:06963882)

AUDITORS :

- 1) **Statutory Auditors** : M/s G. L. DOKANIA & CO. , Chartered Accountants
9, India Exchange Place, Room No. 11, Kolkata-700001
- 2) **Internal Auditors** : M/s RAKESH RAM & ASSOCIATES. , Chartered Accountants
23A, Netaji Subhas Road, 10th Floor, Room No. 10, Kolkata-700001

BANKERS:

Vijaya Bank, Brabourne Road Branch, Kolkata-700001

REGISTRARS & SHARE TRANSFER AGENTS :

M/s. NICHE TECHNOLOGIES PRIVATE LIMITED
D-511, Bagree Market, 71, Biplabi Rash Behari Bose Road, Kolkata – 700 001.

SHARES LISTED WITH :

THE CALCUTTA STOCK EXCHANGE LTD. [Securities Code No.10023480]

REGISTERED OFFICE :

7, Chittaranjan Avenue, Kolkata : 700072
Phone: 4030-6000, Fax : 22252471, e-mail: gautamc2010@rediffmail.com
Website: www.salarpuriagroup.biz

MANDYA FINANCE COMPANY LIMITED

CIN : L51909WB1981PLC034018

Regd. Office: 7, Chittaranjan Avenue, 3rd Floor, P.S. Bowbazar, Kolkata : 700072

Phone: 40306000, Fax : 22252471, e.mail:gautamc2010@rediffmail.com

Website: www.salarpuriagroup.biz

REVISED SCHEDULE FOR THE 33rd AGM

DATE : Wednesday, 30th September, 2015

TIME : 1.30 P.M..

VENUE : 7, Chittaranjan Avenue, 3rd Floor, P.S. Bowbazar, Kolkata-700072

NOTICE

POSTPONEMENT OF THE 33rd ANNUAL GENERAL MEETING (AGM)

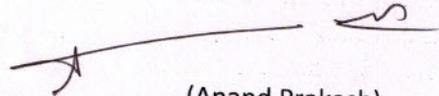
NOTICE is hereby given that due to concurrence of certain unforeseen circumstances the 33rd AGM of the Company earlier scheduled to be held on Friday, 18th September, 2015 is postponed and will now be held on Wednesday, 30th September, 2015 at 1.30 P.M. at 7, Chittaranjan Avenue, 3rd Floor, P.S. Bowbazar, Kolkata-700072 to transact the same business as given in the earlier notice dated 30th May, 2015.

The dates for the closure of the Register of Members and Share Transfer Books of the Company will be from 24th September, 2015 to 30th September, 2015 (both days inclusive).

A detailed Notice for the postponement and rescheduled AGM along with the Form of proxy and Attendance slip is being sent herewith to the members. The same shall also be available on the website of the Company www.salarpuriagroup.biz.

We sincerely regret the inconvenience caused to the members due to the postponement of the AGM.

By Order of the Board of Directors
For MANDYA FINANCE COMPANY LIMITED



(Anand Prakash)

Director

(DIN : 00061566)

Kolkata

31st August, 2015

- Encl : 1) Notice of 33rd Annual General Meeting
2) Form of proxy and Attendance slip.

NOTICE OF 33rd ANNUAL GENERAL MEETING

Notice is hereby given that the 33rd Annual General Meeting of the Members of MANDYA FINANCE COMPANY LIMITED will be held on Wednesday, 30th September, 2015 at 1.30 P.M at 7, Chittaranjan Avenue, 3rd Floor P.S.Bowbazar, Kolkata-700072 to transact the following business:

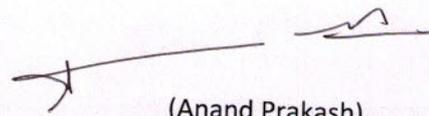
ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 and Audited Profit and Loss Account for the year ended on that date together with Auditors' Report and Director's Report thereon.
2. To appoint a Director in place of Mr. Mr. Purushottam Lal Agarwal, who retires by rotation and being eligible, offers himself for reappointment as the director of the Company.
3. To consider and if though fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provision of Sections 139(2) and 142(1) of the Companies Act, 2013 M/s G. L. DOKANIA & CO., Chartered Accountants, Kolkata (Firm Reg. No. 313007E) the retiring Auditors, be are hereby re-appointed as Statutory Auditors of the Company for the balance term to hold office(subject to ratification of the appointment by the members at every AGM held after this AGM), from the conclusion of this Annual General Meeting until the conclusion of 37th AGM on such remuneration as may be determined by the Board of Directors on an year to year basis."

By Order of the Board of Directors
For MANDYA FINANCE COMPANY LIMITED

Kolkata
31st August, 2015


(Anand Prakash)
Director
(DIN : 00061566)

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, COMPLETED AND 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.**

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

2. The Register of Members and the Share Transfer Books of the Company shall remain closed from Thursday, 24th September, 2015 to Wednesday, 30th September, 2015 (both days inclusive).
3. Members are requested to bring their copies of the Reports and Accounts to the Meeting. Members seeking any information or clarification on the Accounts are requested to send, in writing, queries to the Company, at least one week before the date of the meeting. Replies will be provided, in respect of such written queries, only at the meeting.
4. Members / Proxies should fill the Attendance Slip for attending the meeting, Members who hold shares in dematerialized form are requested to write their Client ID and DPID numbers and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting.
5. Corporate Members intending to send their authorized representatives 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. Documents referred to in this Notice will be available for inspection by the Members at the registered office of the Company between 12.00 P.M. to 2.00 P.M. on all working days prior to the date of the Annual General Meeting and will also be available for inspection at the meeting.
7. At present the Company's equity share are listed on the Stock Exchanges at Kolkata and listing fees for the current financial year 2015-2016 have been paid to the aforesaid Stock Exchange. Members are informed that the scripts of the Company have been activated both in Central Depositories Services Limited (CDSL) and National Securities & Depository Limited (NSDL) and may be dematerialised under the ISIN – INE771C01014.
8. The Securities and Exchange Board of India (SEBI) has mandated to submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company and or its Registrar & Share Transfer Agents.
9. The Ministry of Corporate Affairs (MCA) has come out with a Circular Nos. 17/2011 dated 21/04/2011 & 18/2011 dated 29/04/2011 propagating "Green initiative" encouraging Corporate to serve documents through electronic mode. In order to above, those shareholders, who want the Annual Report in electronic mode, are requested to send their e-mail address.
10. Members holding shares in physical form are requested to notify any change in their address and particulars of their bank account immediately to the Company at its Registered Office or its Registrar & Share Transfer Agents office M/s Niche Technologies Pvt. Ltd; D-511, Bagree Market, 5th Floor, 71, B.R.B. Basu Road, Kolkata – 700001. The following particulars are required :-
 - (i) Name of the Sole / First holder and the Folio Number.
 - (ii) Particulars of Bank Account, viz: name, branch & complete address of the Bank, Bank Account Number and type of Account (Savings, Current etc.).
11. Members holding shares in electronic form may kindly note that their Bank account details as furnished by their Depositories to the Company as per the applicable

- regulations of the Depositors and the Company will not entertain any direct request from such shareholders for deletion of / change in such Bank details.
12. The Annual Report of the Company circulated to the members of the Company is available at the Company's website i.e. www.salarpuriagroup.biz.
 13. Members desirous of asking any question or seeking any information in the Meeting are requested to write a letter to the Company Secretary so as to reach him, at least seven days before the date of the Meeting to enable the Management to keep the answers/ information ready.
 14. Members / proxies should bring the valid attendance slips filled in for attending the meeting.
 15. The Company whole-heartedly welcomes the Members / proxies at its Annual General Meeting, the Members / proxies may please note that no gifts / coupons will be distributed at the Annual General Meeting.
 16. The reference to notice dated 30th May, 2015 at all places in the Annual Report 2014-2015 should now be read in reference to the revised notice dated 31st August, 2015.

17. VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- III. **The process and manner for remote e-voting are as under:**
 - (i) The remote e-voting period commences on 27th September, 2015 (9:00 am) and ends on 29th September, 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
 - (iii) Click on "Shareholders" tab.
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format</p>
Bank Account Number (DBD)	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none">• Please Enter the DOB or Bank Account Number in order to Login.• If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant Company Name i.e MANDYA FINANCE COMPANY LIMITED on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Institutional Shareholders & Custodians :

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

18. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at mahabir_20072007@rediffmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 29th September, 2015 upto 5:00 pm without which the vote shall not be treated as valid.
19. The voting rights of Shareholders shall be in proportion to their shares of the paid up Equity Share Capital of the Company as on the cut off date of 23rd September, 2015.
20. The shareholders shall have one vote per equity share held by them as on the cut-off date of 23rd September, 2015. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
21. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2015. and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
22. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
23. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 23rd September, 2015 are requested to send the written / email communication to the Company at salarpuria.jajodia@rediffmail.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
24. Mahabir Prasad Kabra, Practicing Company Secretary, (Certificate Of Practice Number: 7618) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
25. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.salarpuriagroup.biz and on the website of CDSL. The same will be communicated to the stock exchanges where the company shares are listed viz. The Calcutta Stock Exchange Limited.

Additional Information of Director seeking re-appointment by rotation at the 33rd Annual General Meeting.

Name of the Director	Mr. Purushottam Lal Agarwal
Director Identification Number	DIN : 00061481
Date of Birth	31.08.1947
Date of Appointment	29.09.1994
Educational Qualification	B. Com
Expertise in specific functional areas	Service
Chairmanship/ Membership of Committees in this Company	None
Present Status of directorship in this Company	Non Promoter, Executive Director
Directorship in other Public Limited Company	Mandya Finance Company Ltd.
Chairmanship/Membership of Committees in other Public Limited Company	None
Shareholding as on 31 st March, 2015	Nil
Seeking appointment / re-appointment	Retire by rotation and seeking re-appointment
Rotational status	Retire by rotation
Tenure of appointment	Not Applicable

By Order of the Board,
For Mandya Finance Company Limited



(Anand Prakash)
Director
(DIN : 00061566)

Place : Kolkata

Date : 31st August, 2015

MANDYA FINANCE COMPANY LIMITED

CIN : L51909WB1981PLC034018

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Website : www.salarpuriagroup.biz

DIRECTORS' REPORT

To ,
The Members,

Your Directors have pleasure in submitting their 33rd Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2015.

1. FINANCIAL RESULTS

The Company's financial performance for the year under review along with previous years figures are given hereunder:

Sl. No.	Particulars	2014 - 2015	2013 - 2014
1.	Net Sales /Income from Business Operations	2,12,07,721.41	2,30,98,121.07
2.	Other Income	5,29,823.59	5,52,398.27
3.	Total Income	2,17,37,545.00	2,36,50,519.34
4.	Less Interest	-	2,540.00
5.	Profit before Depreciation	23,63,179.87	14,57,618.34
6.	Less Depreciation	2,65,348.00	2,08,513.00
7.	Profit after depreciation and Interest	20,97,831.87	12,49,105.34
8.	Less Current Income Tax	3,28,000.00	1,46,000.00
9.	Less Previous year adjustment of Income Tax	-	800.00
10.	Less Deferred Tax	(50,121.00)	(26,899.00)
11.	Net Profit after Tax	18,19,952.87	11,29,204.34
12.	Dividend (including Interim if any and final)	-	-
13.	Net Profit after dividend and Tax	18,19,952.87	11,29,204.34
14.	Amount transferred to General Reserve	-	-
15.	Balance carried to Balance Sheet	18,19,952.87	11,29,204.34
16.	Earning per share (Basic)	0.95	0.59
17.	Earning per Share(Diluted)	0.95	0.59

2. DIVIDEND

No Dividend was recommended by the Board for the current financial year to strengthen the financial structure of the Company.

3. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

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Website : www.salarpuriagroup.biz

4. REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS

During the financial year under review , total revenue of the company was Rs.2,17,37,545.00/- against Rs.2,36,50,519.34/- in the immediate preceding year. The net profit of the company stands at Rs.1,8,19,952.87/- against Rs.11,29,204.34/- previous year.

5. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate on the date of this report.

6. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO

(A) Conservation of Energy

Not applicable to the Company

(B) Technology Absorption

Not applicable to the Company

Expenditure on Research and Development – Nil

(C) Foreign Exchange Earnings and Outgo:

Earnings	-	Nil
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Outgo	-	Nil
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7. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY.

The Company has developed and implemented the Risk Management Policy. The Company is on the track in respect of its risk mitigation activities.

8. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES.

As per the provisions of Section 135 of the Companies Act, 2013, the Company was not required to constitute a CSR Committee of the Board and to formulate a CSR Policy, as the Company does not have the required minimum threshold limit of Net worth or Turnover or Net Profit.

9. PARTICULARS OF LOANS, GUARANTEES OF INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

a) Loans, Guarantees, Investments - NIL

10. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

Details of Loans, Guarantees and Investments covered under the provisions of section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

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Website : www.salarpuriagroup.biz

11. AUDITORS

i) Statutory Auditors.

The Auditors, M/s G. L. Dokania & Co., Chartered Accountants, (Firm Registration No. 313007E) opted for re-appointment. The Board recommends their reappointment.

ii) Secretarial Audit.

According to the provision of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Secretarial audit Report submitted by Company Secretary in practice, M P. KABRA & CO., is enclosed as the part of this report.

12. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES.

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company and hence the Company has not devised any policy relating appointment of Directors, payment of Managerial remuneration, Directors qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013.

13. ANNUAL RETURN

The extracts of Annual Return in Form MGT-9 pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in Annexure A and is attached to this Report.

14. NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW

The Board of Directors duly met Seven times respectively on **04.04.2014**, **31.05.2014**, **18.08.2014**, **04.09.2014**, **14.11.2014**, **12.02.2015** and **03.03.2015** during the financial year under review. The maximum interval between any two meetings did not exceed 120 days.

15. DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submit its responsibility Statement:--

- (a) In the preparation of the annual accounts for the year ended 31st March 2015,, the applicable accounting standards had been followed along with proper explanation relating material departures;

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- (b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year ended 31st March,2015 and of the profit of the company for that period;
- (c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The directors had prepared the annual accounts on a going concern basis;
- (e) The Company has laid down of internal financial controls to be followed by the company and reporting that such internal financial controls are adequate and were operating effectively is not applicable and
- (f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

16. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

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

17. DEPOSITS

The Company has neither accepted nor renewed any deposits during the year under review.

18. DIRECTORS

As per the provisions of the Companies Act 2013, and the Article of Association, Mr. Purushottam Lal Agarwal is liable to retire by rotation at the ensuing Annual General Meeting. Mr. Purushottam Lal Agarwal has confirmed his eligibility and willingness to accept the office of directorship of your company, If appointed. The Board recommends that the resolution relating to the reappointment of Mr. Purushottam Lal Agarwal as director of your company.

19. DECLARATION OF INDEPENDENT DIRECTORS

All Independent Directors have given declarations under the relevant provisions of the Companies Act 2013, that they meet the criteria of independence as provided under the relevant section 149 of the Companies Act 2013.

20. STATUTORY AUDITORS

M/s G. L. Dokania & Co., Chartered Accountants, (Firm Registration No. 313007E),Were appointed as Statutory Auditors for a period of five years in the Annual General Meeting held on 30.09.2014. Their continuance of appointment and payment of remuneration are to be confirmed and approved in the ensuing Annual General Meeting. The Company has received a certificate from the above Auditors to the effect that if they are re-appointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

MANDYA FINANCE COMPANY LIMITED

CIN : L51909WB1981PLC034018

Regd. Office :7, Chittaranjan Avenue,3rd Floor,P.S. Bowbazar, Kolkata : 700 072

Phone : 4030-6000, Fax: E-Mail : 22252471, e-mail: gautamc2010@rediffmail.com

Website : www.salarpuriagroup.biz

21. RISK MANAGEMENT POLICY

The Company has a robust risk management framework comprising risk governance structure and defined risk management processes. The risk governance structure of the company is a formal organization structure with defined roles and responsibilities for risk management.

The company is on track in respect of its risk mitigation activities.

22. SHARES

a) BUY BACK OF SECURITIES

The Company has not bought back any of its securities during the year under review.

b) SWEAT EQUITY

The Company has not issued any Sweat Equity Shares during the year under review.

c) BONUS SHARE

No Bonus Shares were issued during the year during review.

d) EMPLOYEES STOCK OPTION PLAN

The Company has not provided any Stock Option Schedule to the employees.

23. EMPLOYEES

There is no employee who was in receipt of remuneration as required to be disclosed pursuant to Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

24. NBFC AUDITORS' REPORT (RESERVE BANK) DIRECTIONS, 2008:

In view of the Directions issued by Reserve Bank of India, the Auditors have given their report to the above effect which is self-explanatory.

25. RBI RESERVE FUND :

During the year under review a sum of Rs.3,55,000.00 (Previous Year Rs 2,21,000.00) is transferred to RBI Reserve Fund under Section 451C of Reserve Bank of India Act, 1934.

MANDYA FINANCE COMPANY LIMITED

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Website : www.salarpuriagroup.biz

26. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalties/ Punishment/ Compounding fees imposed	Authority (RD/ NCLT/ Court)	Appeal made if an (give details)
A. COMPANY					
Penalty			NIL		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			NIL		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			NIL		
Punishment					

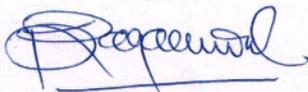
27. SEXUAL HARRASEMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.

As there is no female Employee in your company the question of disclosure under **SEXUAL HARRASEMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013** does not arise.

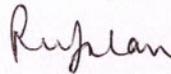
28. ACKNOWLEDGEMENTS

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review. Your directors also acknowledge gratefully the shareholders for their support and confidence reposed on your Company.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS



Purushottam Lal Agarwal
(DIN: 00061481)
Director



Raj Kumar Jalan
(DIN: 00634156)
Director

Date :30.05.2015

Place : Kolkata

ANNEXURE 'A' TO THE DIRECTORS' REPORT

FORM MGT 9

EXTRACT OF THE ANNUAL RETURN

as on the financial year ended on 31.03.2015

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

I REGISTRATION & OTHER DETAILS:

i	CIN	L51909WB1981PLC034018
ii	Registration Date	25.08.1981
iii	Name of the Company	MANDYA FINANCE COMPANY LIMITED
iv	Category/Sub-category of the Company	PUBLIC LIMITED COMPANY
v	Address of the Registered office & contact details	7, Chittaranjan Avenue, 3rd Floor P.S. Bowbazar Kolkata 700072 Tel : 40306000 e-mail: salarpuria.jajodia@rediffmail.com
vi	Whether listed company	Listed
vii	Name, address & contact details of the Registrar & Transfer Agent, if any.	Niche Technologies Private Limited D-511, Bagri Market, 71 B.R.B. Basu Road 5th Floor, Kolkata : 700001 Fax No 2215-6823 Phone No 2235-7271 Website: www.nichetechpl.com e-mail: nichetechpl@nichetechpl.com

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

SL No.	Name & Description of main products/services	NIC Code of the Product / service	% to total turnover of the company
1	Financial Service Activities	64990	100%

III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES -

SI No.	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD (directly)	APPLICABLE SECTION OF COMPANIES ACT, 2013

----- NIL -----

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IV SHAREHOLDING PATTERN (Equity Share Capital Break up as percentage of total Equity)

(i). CATEGORY-WISE SHARE HOLDING

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian	0	0	0	0	0	0	0	0	0
a) Individual/HUF	419010	195950	614960	32.02	419010	195950	614960	32.02	0
b) Central Govt or State Govt.	0	0	0	0	0	0	0	0	0
c) Bodies Corporates	323650	0	323650	16.86	323650	0	323650	16.86	0
d) Bank/FI	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
SUB TOTAL: (A) (1)	742660	195950	938610	48.88	742660	195950	938610	48.88	0
(2) Foreign	0	0	0	0	0	0	0	0	0
a) NRI - Individuals	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Bank/FI	0	0	0	0	0	0	0	0	0
e) Any other...	0	0	0	0	0	0	0	0	0
SUB TOTAL (A) (2)	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter	0	0	0	0	0	0	0	0	0
(A)= (A)(1)+(A)(2)	742660	195950	938610	48.88	742660	195950	938610	48.88	0
B. PUBLIC SHAREHOLDING									
(1) Institutions	0	0	0	0	0	0	0	0	0
a) Mutual Funds/ UTI	0	0	0	0	0	0	0	0	0
b) Banks/FI	0	0	0	0	0	0	0	0	0
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt.	0	0	0	0	0	0	0	0	0
e) Venture Capital Fund	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
g) FII	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
SUB TOTAL(B)(1):	0	0	0	0	0	0	0	0	0
(2) Non-Institutions									
a) Bodies corporates	233400	78650	312050	16.25	233400	78650	312050	16.25	0
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals	0	0	0	0	0	0	0	0	0
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	31150	64170	95320	4.97	31150	64170	95320	4.97	0
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakh	400720	173300	574020	29.90	400720	173300	574020	29.90	0
c) Others (specify)	0	0	0	0	0	0	0	0	0
Clearing Members	0	0	0	0	0	0	0	0	0
Non-resident	0	0	0	0	0	0	0	0	0
Indians	0	0	0	0	0	0	0	0	0
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Trusts	0	0	0	0	0	0	0	0	0
SUB TOTAL(B)(2):	665270	316120	981390	51.12	665270	316120	981390	51.12	0
Total Public Shareholding (B) = (B)(1)+(B)(2)	665270	316120	981390	51.12	665270	316120	981390	51.12	0
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	1407930	512070	1920000	100.00	1407930	512070	1920000	100.00	0

(ii) SHAREHOLDING OF PROMOTERS

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year		% change in share holding during the year
		No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No. of shares	% of total shares of the company	
INDIVIDUALS/HINDU UNDIVIDED FAMILY							
1	ALOK SALARPURIA	20050	1.04	0	20050	1.04	0
2	ANAND PRAKASH	35100	1.83	0	35100	1.83	0
3	APURVA SALARPURIA	77350	4.03	0	77350	4.03	0
4	ARCHANA SALARPURIA	50150	2.61	0	50150	2.61	0
5	DEVINA SALARPURIA	100	0.01	0	100	0.01	0
6	GIRIDHARI SALARPURIA	21600	1.13	0	21600	1.13	0
7	JAYSHREE SALARPURIA	100	0.01	0	100	0.01	0
8	MANISH AGARWAL	42050	2.19	0	42050	2.19	0
9	NARAYANI DEVI	105100	5.47	0	105100	5.47	0
10	PURUSHOTTAM LAL AGARWAL	45010	2.34	0	45010	2.34	0
11	RAJSHREE AGARWAL	100	0.01	0	100	0.01	0
12	RAM PRASAD SALARPURIA	8600	0.45	0	8600	0.45	0
13	RAM PRASAD SALARPURIA	79800	4.16	0	79800	4.16	0
14	SAROJ DEVI AGARWAL	10000	0.52	0	10000	0.52	0
15	SAROJ DEVI AGARWAL	15100	0.79	0	15100	0.79	0
16	SHARDA DEVI SALARPURIA	94950	4.95	0	94950	4.95	0
17	SULOCHANA AGARWAL	100	0.01	0	100	0.01	0
18	VINITA SALARPURIA	9700	0.51	0	9700	0.51	0
	Sub-total	614960	32.03	0	614960	32.03	0
BODY CORPORATES							
1	BAID TRADEFINA PVT LTD	10000	0.52	0	10000	0.52	0
2	BAID FINEX SERVICES PVT LTD	70000	3.65	0	70000	3.65	0
3	BELFAST HOLDINGS PVT LTD	32800	1.71	0	32800	1.71	0
4	CANTON PROPERTIES PVT LTD	43500	2.27	0	43500	2.27	0
5	EASUN CAPITAL MARKETS LIMITED	118350	6.16	0	118350	6.16	0
6	JAIGANIA COMMERCIALS PVT LTD	21800	1.14	0	21800	1.14	0
7	SALARPURIA INVESTMENTS PVT. LIMITED	200	0.01	0	200	0.01	0
8	SHIVGAURI JEWELLERS PVT LTD	27000	1.41	0	27000	1.41	0
	Sub-total	323650	16.86	0	358650	16.86	0
	Grand Total	938610	48.89	0	938610	48.89	0

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

Sl. No.		Share holding at the beginning of the year		Cumulative Share holding during the year	
		No. of shares	% of total shares of the company	No. of shar	% of total shares of the company
	There has been no change in the Promoters shareholding during the year under purview.				

(IV) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS & HOLDERS OF GDRS & ADRS)

Sl. No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		cumulative Share holding during the year		
		No. of shares	% of total shares of the company	No. of shar	% of total shares of the company	
1	ANKUSH STEEL COMPANY PVT.LTD.					
	At the beginning of the year	48600	2.53	48600	2.53	
	At the end of the year	48600	2.53	48600	2.53	
2	KEY CHAIN TEX TRADE PVT.LTD.					0
	At the beginning of the year	36600	1.91	36600	1.91	
	At the end of the year	36600	1.91	36600	1.91	
3	ANNAPURNA DEVI RUIA					0
	At the beginning of the year	41500	2.16	41500	2.16	0
	At the end of the year	41500	2.16	41500	2.16	0
4	PETUNIA TRADE PVT.LTD.					0
	At the beginning of the year	94550	4.92	94550	4.92	0
	At the end of the year	94550	4.92	94550	4.92	0
5	DILIP KUMAR DHANDHANIA					0
	At the beginning of the year	40750	2.12	40750	2.12	0
	At the end of the year	40750	2.12	40750	2.12	0
6	JITENDRA KUMAR SARRAF					0
	At the beginning of the year	45100	2.35	45100	2.35	0
	At the end of the year	45100	2.35	45100	2.35	0
7	OM PRAKASH AGARWAL					0
	At the beginning of the year	36000	1.88	36000	1.88	0
	At the end of the year	36000	1.88	36000	1.88	0
8	PRADEEP KUMAR DHANDHANIA					0
	At the beginning of the year	36270	1.89	36270	1.89	0
	At the end of the year	36270	1.89	36270	1.89	0
9	RAJESH LIHALA					0
	At the beginning of the year	67200	3.50	67200	3.50	0
	At the end of the year	67200	3.50	67200	3.50	0
10	RITESH KUMAR GOENKA					0
	At the beginning of the year	45000	2.34	45000	2.34	0
	At the end of the year	45000	2.34	45000	2.34	0

(v) SHAREHOLDING OF DIRECTORS & KEY MANAGERIAL PERSONNEL

Sl. No.	For Each of the Directors & KMP	Shareholding at the beginning of the year		Cumulative Share holding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	NO CHANGE IN THE SHAREHOLDING OF DIRECTORS AND KMP				

V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans (PCFC + Bank Overdraft)	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	NIL			
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				
Change in Indebtedness during financial year				
Additions	NIL			
Reduction				
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount	NIL			
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	NIL			

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl.No.	Particulars of Remuneration	Name of the MD/WTD/Manager	Total Amount
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	NIL	0
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	NIL	0
	(c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961	NIL	0
2	Stock option	NIL	0
3	Sweat Equity	NIL	0
4	Commission as % of profit others (specify)	NIL	0
5	Others, please specify	NIL	0
	Total (A)	NIL	0
	Ceiling as per the Act	NIL	0

B. Remuneration to other directors:

Sl.No.	Particulars of Remuneration	Name of the Directors				
1	Independent Directors					
	(a) Fee for attending Board / Committee meetings	NIL	NIL	NIL	NIL	NIL
	(b) Commission	NIL	NIL	NIL	NIL	NIL
	(c) Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total (1)	NIL	NIL	NIL	NIL	NIL
2	Other Non Executive Directors					
	(a) Fee for attending Board / Committee meetings	NIL	NIL	NIL	NIL	NIL
	(b) Commission	NIL	NIL	NIL	NIL	NIL
	(c) Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total (2)	NIL	NIL	NIL	NIL	NIL
	Total (B) =(1+2)	NIL	NIL	NIL	NIL	NIL
	Total Managerial Remuneration	NIL	NIL	NIL	NIL	NIL
	Overall Ceiling as per the Act.	NIL	NIL	NIL	NIL	NIL

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

Sl.No.	Particulars of Remuneration	Key Managerial Personnel		
		CEO	Company Secretary	CFO
1	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the of the Income Tax Act, 1961	NIL	NIL	NIL
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL
3	Sweet Quality	NIL	NIL	NIL
4	Commission	NIL	NIL	NIL
	as % of profit	NIL	NIL	NIL
	others, specify			
	Others, please specify			
	Total	NIL	NIL	NIL

VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/NCLT/ Court)	Appeal made if any (give details)
A. COMPANY					
Penalty			NIL		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			NIL		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			NIL		
Punishment					
Compounding					

M. P. KABRA & CO.

COMPANY SECRETARIES

79, DESHBANDHU NAGAR ROAD
HINDMOTOR, DIST. – HOOGHLY,
WEST BENGAL – 712 233
Phone: 033 2694 6108
Mobile: 91632 05087
E-mail: mahabir_20072007@rediffmail.com

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with the Guidance Note on Secretarial Audit (Release – 1.2) of the Institute of Company Secretaries of India]

To,
The Members,
MANDYA FINANCE COMPANY LIMITED
7, Chittaranjan Avenue, 3rd Floor, P.S.Bowbazar
Kolkata-700072 .

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by MANDYA FINANCE COMPANY LIMITED, [CIN : L51909WB1981PLC034018] (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us as a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

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

The Company is a "Investment Company" engaged in the business of Non Banking Financial Institution (Non deposit accepting Company) as defined under Section 45-IA of the Reserve Bank of India Act, 1934.

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

- (i) The Companies Act, 2013 (the Act) and the rules made there under, as applicable;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and rules and regulations made there under to the extend of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; [**No incidence during the audit period, hence not applicable**]
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; [**No incidence during the audit period, hence not applicable**]



- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; [**No incidence during the audit period, hence not applicable**]
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; [**No incidence during the audit period, hence not applicable**]
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; [**No incidence during the audit period, hence not applicable**] and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; [**No incidence during the audit period, hence not applicable**]
- (vi) We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the following laws applicable specifically to the Company:

Reserve Bank of India Act, 1934

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (Not applicable).
- (ii) The Listing Agreement entered into by the Company with The Calcutta Stock Exchange Ltd, The Company is generally regular in giving respective intimations under various clauses of The Listing Agreement;

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

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meeting, agenda and detailed notes on agenda were sent at least seven day in advance, and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

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

On the basis of information provided, we further report that during the audit period there were no instances of:

- (i) Public/Right/Preferential issue of shares/debentures/sweat equity, etc.
- (ii) Redemption/buy-back of securities.
- (iii) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013.
- (iv) Merger/amalgamation/reconstruction, etc.
- (v) Foreign technical collaborations.

Place : HINDMOTOR

Date : 30.05.2015

Name of Company Secretary in practice / Firm M.P.KABRA & CO.

Company Secretaries



M.P. Kabra
MAHABIR PRASAD KABRA
 Proprietor
 FCS No. 3791; CP No. 7618

INDEPENDENT AUDITORS' REPORT

To
The Members of
MANDYA FINANCE COMPANY LIMITED
CIN - L51909WB1981PLC034018

We have audited the accompanying financial statements of **MANDYA FINANCE COMPANY LIMITED** ("the Company") CIN - L51909WB1981PLC034018 which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

An audit involves performing procedure to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

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



Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015 and its profit and its cash flow for the year ended on that date.

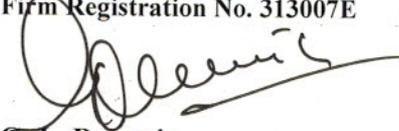
Report on Other Legal and Regulatory Requirements

1. The Companies (Auditor's Report) Order, 2015 (the order) issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013 we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion, proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - d. In our opinion, the aforesaid Financial Statement comply with the accounting standards referred to in Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e. On the basis of the written representations received from directors of the Company as on 31st March, 2015 and taken on record by the Board of Directors, we report that none of the directors are disqualified as on 31st March, 2015, from being appointed as a director in terms of sub-section (2) of section 164 of the Companies Act, 2013.
 - f. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations as at 31.03.2015 which would impact the financial position of the company.
 - ii. As represented by the company, there are no long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. As represented by the company, there is no amount required to be transferred to Investor Education and Protection Fund by the Company.

Place: 9, India Exchange Place,
Kolkata - 700 001

Date: 30th day of May, 2015

For G. L. Dokania & Co.
Chartered Accountants
Firm Registration No. 313007E


G. L. Dokania
Proprietor
Membership No. 50921

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ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

With reference to the Annexure referred to in paragraph 1 under the heading 'Report on Other Legal and Regulatory Requirements' of our report of even date to the Members of **MANDYA FINANCE COMPANY LIMITED** on the financial statement for the year ended 31st March, 2015, we report that:

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
(b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner. No material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- ii. (a) The inventory has been physically verified by management at reasonable intervals during the current year. In our opinion, the frequency of such verification is reasonable.
(b) In our opinion and according to the information and explanations given to us the procedures for the physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
(c) On the basis of our examination of the records of inventory, we are of the opinion that the company is maintaining proper records of inventories and no discrepancies were noticed on verification.
- iii. The company has not granted any loan secured or unsecured to companies, firms and other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly clause 3(iii)(a) and (b) of the order is not applicable.
- iv. In our opinion, and according to the information and explanation given to us, there are adequate internal control system commensurate with the size of the Company and nature of its business with regard to purchase of inventory and for the sale of goods. During the course of our audit, no major weakness has been noticed in the internal control system.
- v. The Company has not accepted any deposits from the public during the year under audit. Hence directives issued by the Reserve Bank of India and provision of Sec. 73 to 76 of the Companies Act, 2013 and rules framed there under are not applicable to the company.
- vi. The maintenance of Cost records as specified by the Central Government under sub-section 1 of Sec. 148 of the Companies Act, 2013 is not applicable to the company.
- vii. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including income tax and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of income tax and other materials statutory dues were in arrears as at 31st March 2015 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no material dues of wealth tax, duty of customs and cess which have not been deposited with the appropriate authorities on account of any dispute.
(c) According to the information and explanations given to us there is no amount required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules there under.
- viii. In our opinion, the company do not have accumulated losses as at 31st March, 2015. The company has not incurred cash losses during the current financial year covered by our audit and also had not incurred cash losses in the immediately preceding financial year.

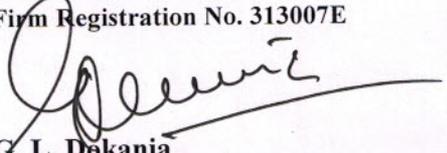


- ix. The Company did not have any outstanding dues to financial institutions or banks during the year.
- x. In our opinion and according to the information and the explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- xi. The Company did not have any term loans outstanding during the year.
- xii. According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the year under audit.

Place: 9, India Exchange Place,
Kolkata – 700 001

Date: 30th day of May, 2015

For G. L. Dokania & Co.
Chartered Accountants
Firm Registration No. 313007E


G. L. Dokania
Proprietor
Membership No. 50921



MANDYA FINANCE COMPANY LIMITED
CIN - L51909WB1981PLC034018
7, CHITTARANJAN AVENUE, KOLKATA 700 072

BALANCE SHEET AS AT 31ST MARCH, 2015

Particulars	Note No.	Figures as at 31.03.2015 ₹	Figures as at 31.03.2014 ₹
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	1,92,00,000.00	1,92,00,000.00
(b) Reserves and surplus	3	5,28,66,308.10	5,10,46,355.23
(2) Current Liabilities			
(a) Other current liabilities	4	58,426.48	51,088.78
Total		7,21,24,734.58	7,02,97,444.01
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	5	3,54,235.00	6,19,583.00
(b) Non-current Investments	6	1,29,97,730.00	1,57,73,320.00
(c) Deferred Tax Assets	7	71,099.00	20,978.00
(d) Long-term loans and advances	8	2,49,28,921.00	2,48,56,921.00
(2) Current assets			
(a) Inventories	9	2,34,53,770.45	2,71,30,368.36
(b) Trade Receivable	10	-	3,58,415.00
(c) Cash and cash equivalents	11	1,03,18,979.13	3,17,858.65
(d) Other Current Assets	12	-	12,20,000.00
Total		7,21,24,734.58	7,02,97,444.01

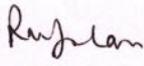
Significant Accounting Policies and Notes on
Financial Statement

1 to 39

For G. L. DOKANIA & CO.
CHARTERED ACCOUNTANTS
(Firm Registration No: 313007E)

FOR & ON BEHALF OF BOARD

(G. L. DOKANIA)
PROPRIETOR
Membership No.50921
9, India Exchange Place
Kolkata 700001,
The 30th day of May, 2015.


Raj Kumar Jalan
Director
DIN/- 00634156


Purushottam Lal Agarwal
Director
DIN - 00061481



MANDYA FINANCE COMPANY LIMITED
CIN - L51909WB1981PLC034018
7, CHITTARANJAN AVENUE, KOLKATA 700 072

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

Particulars	Note No.	Figures as at 31.03.2015 ₹	Figures as at 31.03.2014 ₹
I. Revenue from operations	13	2,12,07,721.41	2,30,98,121.07
II. Other Income	14	5,29,823.59	5,52,398.27
III, Total Revenue (I + II)		2,17,37,545.00	2,36,50,519.34
IV. Expenses			
Purchase of Stock -in - Trade	15	1,52,43,710.09	2,18,98,939.46
Changes in Inventories of Stock-in-Trade	16	36,76,597.91	(1,03,856.78)
Employee Benefit Expenses	17	-	71,980.00
Finance Cost	18	-	2,540.00
Depreciation and amortization expense	19	2,65,348.00	2,08,513.00
Other expenses	20	4,54,057.13	3,23,298.32
Total Expenses (IV)		1,96,39,713.13	2,24,01,414.00
V. Profit before Tax (III - IV)		20,97,831.87	12,49,105.34
VI. Tax expense :			
(1) Current Tax/ MAT		3,28,000.00	1,46,000.00
(2) Deferred Tax		(50,121.00)	(26,899.00)
(3) Fringe Benefit Tax for Earlier Years		-	800.00
		2,77,879.00	1,19,901.00
VII. Profit / (loss) after tax for the year from continuing operation (V - VI)		18,19,952.87	11,29,204.34
VIII. Earning per equity share:			
(1) Basic		0.95	0.59
(2) Diluted		0.95	0.59

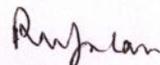
Significant Accounting Policies and Notes on Financial Statement

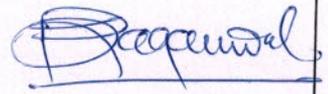
1 to 39

For G. L. DOKANIA & CO.
CHARTERED ACCOUNTANTS
(Firm Registration No: 313007 E)

FOR & ON BEHALF OF BOARD

(G. L. DOKANIA)
PROPRIETOR
Membership No.50921
9, India Exchange Place
Kolkata 700001,


Raj Kumar Jalan
Director
DIN - 00634156


Purushottam Lal Agarwal
Director
DIN - 00061481

The 30th day of May, 2015.

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

Particulars	31.03.2015 ₹	31.03.2014 ₹
A. Cash Flow from Operating Activities :		
Net Profit/(Loss) before tax and extraordinary items	20,97,831.87	12,49,105.34
Adjustment for Depreciation	2,65,348.00	2,08,513.00
Profit on Investments	(58,711.87)	13,876.73
Operating Profit/(Loss) before working Capital Changes	23,04,468.00	14,71,495.07
<u>Adjustments for:</u>		
Inventories	36,76,597.91	(1,03,856.78)
Trade Receivables	3,58,415.00	(3,58,316.33)
Other Current Assets	12,20,000.00	(12,00,000.00)
Other Current Liabilities	7,337.70	5,020.78
Cash Generated from Operations	75,66,818.61	(1,85,657.26)
Direct Taxes Paid	(4,00,000.00)	(2,46,886.00)
Net Cash from Operating activities	<u>71,66,818.61</u>	<u>(4,32,543.26)</u>
B Cash Flow from Investing Activities		
Purchase of Fixed Assets	-	-
Purchase of Investments	(1,00,00,000.00)	-
Sale of Investments	1,28,34,301.87	26,408.27
Sale of Fixed Assets	-	-
Net Cash from Investing Activities	<u>28,34,301.87</u>	<u>26,408.27</u>
C Cash Flow from Financing Activities	-	-
Net Cash used in Financing Activities	<u>-</u>	<u>-</u>
Net increased (decrease) in Cash and Cash Equivalents (A+B+C)	<u>1,00,01,120.48</u>	<u>(4,06,134.99)</u>
Cash and Cash Equivalents as at (Opening Balance)	3,17,858.65	7,23,993.64
Cash and Cash Equivalents as at (Closing Balance)	<u>1,03,18,979.13</u>	<u>3,17,858.65</u>
	<u>1,00,01,120.48</u>	<u>(4,06,134.99)</u>

Note :

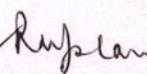
- 1 The Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard 3 on Cash Flow Statements issued by the Institute of Chartered Accountants of India.
- 2 Schedule referred to above form in integral part of the Cash Flow Statement.
- 3 Previous Year's Figures has been re-arranged, regrouped wherever necessary.

This is the Cash Flow Statement referred to in our report of even date.

For G. L. DOKANIA & CO.
CHARTERED ACCOUNTANTS
 (Firm Registration No. 313007E.)

(G. L. DOKANIA)
PROPRIETOR
 Membership No.50921
 9, India Exchange Place
 Kolkata 700 001, the 30th day of May, 2015.

FOR AND ON BEHALF OF BOARD


 Raj Kumar Jalan
 Director
 DIN - 00634156


 Purushottam Lal Agarwal
 Director
 DIN - 00061481

MANDYA FINANCE COMPANY LIMITED
7,CHITTARANJAN AVENUE, KOLKATA 700 072

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

NOTE : 1 SIGNIFICANT ACCOUNTING POLICIES :

1. a) Basis of the Preparation of Financial Statements :

The Financial Statements are prepared in accordance with Generally Accepted Accounting Principles (GAAP) in India under the Historical Cost Convention on Accrual Basis except Dividend Income which is accounted on Cash Basis. GAAP comprises Mandatory Accounting Standards as prescribed U/s 133 of the Companies Act,2013 ("The Act") read with Rule 7 of the Companies (Accounts) Rules 2014, other Pronouncements of Institute of Chartered Accountants of India, and Guide Lines issued by the Securities' and Exchange Board of India (SEBI).

All assets and liabilities have been classified as current or non-current as per company's normal operating circle and other criteria set out in the schedule III to the Companies Act,2013. Based on the nature of products and the time between the acquisition of the assets for processing and their realization in cash and cash equivalents, the company has ascertained its operating circle as 12 months for the purpose of current and non-concurrent classification of assets and liabilities.

The Accounting policies adopted in the preparation of Financial Statement are consistent with those of previous year.

b) Fixed Assets :

Tangible Assets

Fixed Assets are stated at cost less accumulated depreciation. Cost includes purchase price and all other attributable costs of bringing the assets to working condition for intended use.

c) Depreciation :

Depreciation on Fixed Assets has been provided on written down value method based on useful life of the Assets as prescribed in Schedule II of the Companies Act,2013.

d) Stock-in-Trade :

Stock-in-Trade of Shares and Mutual Fund are valued at cost or Market Price whichever is lower.

e) Investments :

Long Term Investments are valued at cost provisions are not being made for diminution in value of Investments being temporary in nature.

f) Employee Benefits:

Short Term employee benefits are recognized as an expense at the undiscounted amount in the Statement of Profit & Loss to the year in which the related services are rendered.

Contd. ..



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MANDYA FINANCE COMPANY LIMITED
7,CHITTARANJAN AVENUE, KOLKATA 700 072

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

NOTE : 1. Contd. ..

g) Taxes on Income:

Provision for current tax is made as per the provisions of the Income Tax Act, 1961. Deferred Tax liability / Asset resulting from 'timing difference' between books and taxable Profit is accounted for considering the tax rate and laws that have been enacted as on the Balance Sheet date. Deferred Tax Asset is recognized and carried forward only to the extent that there is virtual certainty of its realization.

h) Provisioning on Standard Assets :

The Company has no Standard Assets.

i) Cash and Cash Equivalents :

Cash and cash equivalents includes Cash on hand and at Bank, demand deposits with banks, cheques on hand and other short term highly liquid investments with an original maturity of three months or less.

j) Earnings Per Share :

In determining earnings per share, the Company considers the net profit after tax and includes the post tax effect of any extra-ordinary / exceptional item, if any. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period.

k) Provision Contingent Liabilities & Assets:

Provision involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past event and it is probable that there will be an outflow of resources. Contingent assets are neither recognized nor disclosed in the Financial Statements.

l) Revenue Recognition :

- a) Revenue is recognized to the extent that it is probable that the economic benefit will follow to the company and the revenue can be reliably measured.
Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rates.
- b) Transaction of shares and mutual funds are accounted for as and when the transaction takes place.


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MANDYA FINANCE COMPANY LIMITED
7, CHITTARANJAN AVENUE, KOLKATA 700 072

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

Particulars	As at	As at
	31.03.2015	31.03.2014
	₹	₹

Note : 2 SHARE CAPITAL

Authorised Share Capital

2000000 (P.Y. 2000000) Equity Shares of Rs.10/- each	2,00,00,000.00	2,00,00,000.00
	2,00,00,000.00	2,00,00,000.00

Issued subscribed and paid up

1920000 (P.Y.1920000) Equity Shares of Rs.10/- each fully paid up	1,92,00,000.00	1,92,00,000.00
	1,92,00,000.00	1,92,00,000.00

The company has issued only one class of shares referred as Equity Shares having par value of Rs.10/- per share. Each, holder of Equity Shares is entitled to one vote per share.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive any of remaining assets of the company, after distribution of all preferential amounts. However, no such the preferential amounts exist currently, the distribution will be in proportion to the number of equity shares held by the shareholders.

Reconciliation of the number of shares outstanding

Equity Shares

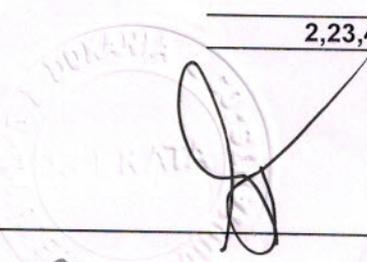
Particulars

Number of shares at the beginning of the year
Add / Less: During the year
Number of shares at the end of the year

As at 31.03.2015 No.	As at 31.03.2014 No.
1920000	1920000
-	-
1920000	1920000

DETAILS OF EQUITY SHAREHOLDERS HOLDING MORE THAN 5% OF THE COMPANY :

Sl.No.	Name of Shareholder	As at 31.03.2015		As at 31.03.2014	
		% of share holding	No. of Shares held	% of share holding	No. of Shares held
1	NARAYANI DEVI	5.47	1,05,100	5.47	1,05,100
2	EASUN CAPITAL MARKET LIMITED	6.16	1,18,350	6.16	1,18,350
			2,23,450		2,23,450



MANDYA FINANCE COMPANY LIMITED
7, CHITTARANJAN AVENUE, KOLKATA 700 072

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

Particulars	As at	As at
	31.03.2015	31.03.2014
	₹	₹

Note : 3 RESERVES AND SURPLUS

Securities Premium Reserve (A)

Opening Balance	1,14,50,000.00	1,14,50,000.00
Addition	-	-
Deduction	-	-
Closing Balance	<u>1,14,50,000.00</u>	<u>1,14,50,000.00</u>

RBI Reserve Fund (B)

Opening Balance	63,54,500.00	61,33,500.00
Add: Addition during the year	3,55,000.00	2,21,000.00
Closing Balance	<u>67,09,500.00</u>	<u>63,54,500.00</u>

General Reserve (C)

Opening Balance	77,56,331.01	77,56,331.01
Add: Addition during the year	26,09,740.00	-
Closing Balance	<u>1,03,66,071.01</u>	<u>77,56,331.01</u>

Revaluation Reserve (D)

Opening Balance	75,44,872.83	75,44,872.83
Less: Deduction during the year	26,09,740.00	-
Closing Balance	<u>49,35,132.83</u>	<u>75,44,872.83</u>

Surplus Account (E)

Opening Balance	1,79,40,651.39	1,70,32,447.05
Add: Net Profit after Tax transferred from Statement of Profit and loss	18,19,952.87	11,29,204.34
	<u>1,97,60,604.26</u>	<u>1,81,61,651.39</u>
Less: Transfer to RBI Reserve Fund	3,55,000.00	2,21,000.00
Closing Balance	<u>1,94,05,604.26</u>	<u>1,79,40,651.39</u>
TOTAL (A + B + C + D + E)	<u>5,28,66,308.10</u>	<u>5,10,46,355.23</u>

Note : 4 OTHER CURRENT LIABILITIES

Other payables

Payable to G.L. Dokania & Co. (Auditor)	50,704.00	44,962.00
Outstanding Demat Charges	-	526.78
Outstanding Telephone Expenses	1,122.48	-
Income Tax Deduction / (TDS Payable)	6,600.00	5,600.00
	<u>58,426.48</u>	<u>51,088.78</u>

MANDYA FINANCE COMPANY LIMITED
7, CHITTARANJAN AVENUE, KOLKATA 700 072

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

Note : 5 FIXED ASSETS

Description	Gross Block			Depreciation / Amortisation			Net Block			
	As at 01.04.2014 ₹	Additions ₹	Deductions/ Adjustments ₹	Total as at 31.03.2015 ₹	As at 31.03.2014 ₹	For the Year @ ₹	Deductions/ Adjustments ₹	Total Upto 31.03.2015 ₹	As at 31.03.2015 ₹	As at 31.03.2014 ₹
TANGIBLE ASSETS										
Other Office Equipments Furniture & Fixtures	4,040.00	-	-	4,040.00	3,760.00	78.00	-	3,838.00	202.00*	280.00
Air Conditioner	1,15,000.00	-	-	1,15,000.00	77,194.00	19,797.00	-	96,991.00	18,009.00*	37,806.00
Mobile Phone	17,450.00	-	-	17,450.00	10,166.00	6,182.00	-	16,348.00	1,102.00	7,284.00
Computer	35,884.00	-	-	35,884.00	34,097.00	17.00	-	34,114.00	1,770.00*	1,787.00
Motor Car	7,97,867.00	-	-	7,97,867.00	2,25,441.00	2,39,274.00	-	4,64,715.00	3,33,152.00	5,72,426.00
Total	9,70,241.00	-	-	9,70,241.00	3,50,658.00	2,65,348.00	-	6,16,006.00	3,54,235.00	6,19,583.00
Previous Year	9,70,241.00	-	-	9,70,241.00	1,42,145.00	2,08,513.00	-	3,50,658.00	6,19,583.00	6,19,583.00

@ - includes Rs.5,383/- as Transitional Depreciation.

NOTE:

Effective April 1, 2014 the Company has charged depreciation based on the remaining useful life of the Assets as per the requirement of Schedule II of the Companies Act, 2013. Due to above, depreciation charged for the quarter and twelve months ended March 31, 2015 is higher by Rs. 27,525/- and Rs. 1,10,110/- respectively and the written down value of Fixed Assets whose lives expired as at 01.04.2014 have been charged to statement of Profit & Loss as depreciation of Rs.5,383/-.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

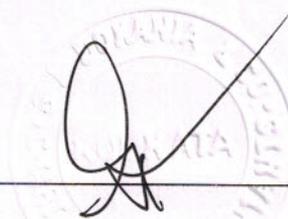
Note : 6 NON-CURRENT INVESTMENTS

Sl. No.	Particulars	Subsidiary/ Associate/JV Controlled Entity/ Others	Face Value ₹	As At 31.03.2015		As At 31.03.2014	
				No. of Shares	Amount ₹	No. of Shares	Amount ₹
A) Investment in Equity Shares (Quoted)(At Cost)							
1	Easun Capital Markets Ltd.	Others	10.00	1,74,308	4,82,450.00	1,74,308	4,82,450.00
2	Himachal Futuristic Communication Ltd.	Others	1.00	4,000	95,060.00	4,000	95,060.00
3	The Indian Hotels Co. Ltd.	Others	1.00	6,150	6,54,985.00	6,150	6,54,985.00
4	IDBI Bank	Others	10.00	1,000	75,290.00	1,000	75,290.00
5	Infrastructure Deve. Fin.Co. Ltd. (IDFCL)	Others	10.00	2,000	3,21,900.00	2,000	3,21,900.00
6	Jaiprakash Power Venture Ltd.	Others	10.00	72,500	49,01,000.00	72,500	49,01,000.00
7	The Karnataka Bank Ltd.	Others	10.00	5,000	6,17,050.00	5,000	6,17,050.00
8	ONGC Ltd.	Others	5.00	14,800	6,59,220.00	18,700	28,01,685.00
9	Petronet LNG Ltd.	Others	10.00	4,500	3,42,225.00	10,000	7,60,500.00
10	Reliance Industries Ltd	Others	10.00	1,800	19,33,650.00	2,000	21,48,500.00
Total : 'A'				2,86,058	1,00,82,830.00	2,95,658	1,28,58,420.00

B) Investment in Equity Shares (Unquoted)(At Cost)

1	Baid Finex Services Pvt. Ltd.	Others	10.00	90,000	90,000.00	90,000	90,000.00
2	Baid Trade Fina Pvt. Ltd.	Others	10.00	1,74,000	1,76,500.00	1,74,000	1,76,500.00
3	Belfast Holdings Pvt. Ltd.	Others	10.00	1,10,000	1,20,500.00	1,10,000	1,20,500.00
4	Canton Properties Pvt. Ltd.	Others	10.00	1,40,000	1,54,000.00	1,40,000	1,54,000.00
5	Right Aid Associates Pvt. Ltd.	Others	10.00	1,83,000	2,02,000.00	1,83,000	2,02,000.00
6	Salarpuria Investment Pvt.Ltd.	Others	10.00	32	9,000.00	32	9,000.00
7	Salarpuria Properties Pvt. Ltd.	Others	10.00	2,68,000	19,97,500.00	2,68,000	19,97,500.00
8	Salarpuria Real Estates Pvt. Ltd.	Others	10.00	10,000	11,550.00	10,000	11,550.00
9	Shivgauri Jewellers Pvt. Ltd.	Others	10.00	1,32,500	1,44,850.00	1,32,500	1,44,850.00
10	Trailokyasundar Realtors Pvt. Ltd	Others	10.00	900	9,000.00	900	9,000.00
Total : 'B'				11,08,432	29,14,900.00	11,08,432	29,14,900.00
Total ("A" + "B")				13,94,490	1,29,97,730.00	14,04,090	1,57,73,320.00

	As At 31.03.2015		As At 31.03.2014	
	Cost ₹	Market Value ₹	Cost ₹	Market Value ₹
Aggregate Value of Quoted Investment	1,00,82,830.00	97,54,704.20	1,28,58,420.00	1,20,11,359.20
Aggregate Value of Un-Quoted Investment	29,14,900.00	NA	29,14,900.00	NA



MANDYA FINANCE COMPANY LIMITED
7, CHITTARANJAN AVENUE, KOLKATA 700 072

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

Particulars	As at	As at
	31.03.2015	31.03.2014
	₹	₹

Note : 7 DEFERRED TAX ASSETS (NET)

Deferred Tax Assets

Opening Balance	20,978.00	-
Addition	50,121.00	26,899.00
Deduction	-	5,921.00
Closing Balance	<u><u>71,099.00</u></u>	<u><u>20,978.00</u></u>

Note : 8 LONG TERM LOANS AND ADVANCES

Advance Against Properties (Related Party) (as per Note No. 38)	2,41,00,000.00	2,41,00,000.00
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OTHERS

Advance Income Tax and Tax Deducted at Source (Net of Provision for Income Tax Rs. 27,67,500/- P.Y. Rs. 24,39,500/-)	8,28,921.00	7,56,921.00
	<u><u>2,49,28,921.00</u></u>	<u><u>2,48,56,921.00</u></u>

MANDYA FINANCE COMPANY LIMITED
7, CHITTARANJAN AVENUE, KOLKATA 700 072

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

Note : 9 INVENTORIES

Particulars	Face Value ₹	As At 31.03.2015		As At 31.03.2014	
		No. of Shares	Amount ₹	No. of Shares	Amount ₹
A) STOCK OF SHARES (Valued at Cost or Market Price whichever is lower)					
1 Adani Enterprises Ltd	1.00	-	-	500	1,01,100.00
2 Baid Finex Services Pvt. Ltd.	10.00	1,20,000	1,25,000.00	1,20,000	1,25,000.00
3 Balrampur Chini Mills Ltd.	1.00	-	-	1,000	43,600.00
4 Dhanlakshmi Bank Ltd	10.00	37,000	11,43,300.00	38,000	13,69,900.00
5 DSQ Software Ltd.	10.00	22,650	1,49,490.00	22,650	1,49,490.00
6 Global Software Ltd.	10.00	13,475	9,62,500.00	13,475	9,62,500.00
7 ICICI Bank Ltd.	2.00	700	1,24,628.00	800	7,12,160.00
8 I D B I Bank	10.00	10,000	6,53,000.00	10,000	6,53,000.00
9 I D F C Ltd.	10.00	5,000	6,11,250.00	5,000	6,11,250.00
10 IFCI Ltd.	10.00	10,000	1,08,000.00	10,000	1,08,000.00
11 The Indian Hotels Co. Ltd.	1.00	11,850	6,34,567.50	13,850	7,41,667.50
12 Jaypee Infra Technology Ltd.	10.00	5,000	83,500.00	5,000	1,06,000.00
13 The Karnataka Bank Ltd	10.00	2,500	2,05,050.00	3,000	2,46,054.46
14 Larsen & Turbo Ltd.	2.00	200	2,94,187.00	-	-
15 Mafatlal Dyes & Chemicals Ltd.	10.00	2,800	7,560.00	2,800	7,560.00
16 Novinon Ltd.	10.00	2,650	7,817.50	2,650	7,817.50
17 NHPC Ltd	10.00	10,000	1,91,000.00	10,000	1,91,000.00
18 NMDC Ltd	1.00	4,000	5,15,000.00	4,000	5,48,400.00
19 NTPC Ltd.	10.00	3,500	4,19,650.00	3,500	4,19,650.00
20 Quality Synthetics Ltd.	10.00	1,000	1,34,700.00	1,000	1,34,700.00
21 Spicejet Ltd.	10.00	5,000	70,750.00	5,000	70,750.00
22 State Bank of India	1.00	10,000	20,49,705.00	1,600	30,02,363.00
23 Tata Steel Company Ltd.	10.00	2,200	6,88,094.00	2,500	7,81,935.16
24 Tourism Finance Corpn. Of India Ltd.	10.00	4,500	60,525.00	12,000	1,61,400.00
25 Uniworth Textiles Ltd.	10.00	3,500	2,800.00	3,500	2,800.00
26 Uniworth International Ltd.	10.00	6,600	4,950.00	6,600	4,950.00
27 Vijaya Bank	10.00	3,000	1,19,700.00	3,000	1,19,700.00
TOTAL (A)		2,97,125	93,66,724.00	3,01,425	1,13,82,747.62
B) GOLD BEES					
Gold Bees		151.000	3,62,241.45	151.000	4,05,188.47
TOTAL (B)		151.000	3,62,241.45	151.000	4,05,188.47
C) MUTUAL FUNDS (Valued at Cost or Market Price whichever is lower)					
UTI Treasury Advantage Fund- Growth Plan		-	-	-	-
UTI Treasury Advantage Fund- Direct Institutional Plan Growth Option		7580.255	1,34,49,805.00	6186.312	1,03,42,432.27
UTI Banking & PSU Debt Fund Direct Plan - Growth		-	-	497284.825	50,00,000.00
TOTAL (C)		7,580.255	1,34,49,805.00	5,03,471.137	1,53,42,432.27
D) COMPULSORILY COVERTIBLE DEBENTURES					
1 The Indian Hotels Co. Ltd.	55.00	5,000	2,75,000.00	-	-
TOTAL (D)		5,000	2,75,000.00	-	-
E) NON COVERTIBLE DEBENTURES					
1 National Thermal Power Co. Ltd. - (Bonus)	12.50	3,500	-	-	-
TOTAL (E)		3,500	-	-	-
TOTAL (A + B + C + D + E)		3,13,356.255	2,34,53,770.45	8,05,047.137	2,71,30,368.36

MANDYA FINANCE COMPANY LIMITED
7, CHITTARANJAN AVENUE, KOLKATA 700 072

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

Particulars	As at 31.03.2015 ₹	As at 31.03.2014 ₹
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Note :10 TRADE RECEIVABLE

Unsecures Considered Good
Other Debtors

-	3,58,415.00
-	3,58,415.00

Note :11 CASH AND CASH EQUIVALENT

Cash and Bank Balances

Bank Balance with Current Account	1,03,03,027.71	3,11,692.23
Cash on Hand (as Certified by the Management)	15,951.42	6,166.42
	1,03,18,979.13	3,17,858.65

Note :12 OTHER CURRENT ASSETS

SECURITY DEPOSIT

East India Securities (Unsecured) - 20,000.00

OTHERS

Share Application Applied

Related Parties (as per Note No. 38) - 12,00,000.00

-	12,20,000.00
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MANDYA FINANCE COMPANY LIMITED
7, CHITTARANJAN AVENUE, KOLKATA 700 072

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

Particulars	As at	As at
	31.03.2015	31.03.2014
	₹	₹

Note: 13 REVENUE FROM OPERATION

Sale of Shares & Redemption of Mutual Fund	2,12,07,721.41	2,30,98,121.07
	<u>2,12,07,721.41</u>	<u>2,30,98,121.07</u>

Note: 14 OTHER INCOME

Dividend Recived	4,55,700.00	5,66,275.00
Profit on sale of Investment (Long Term) STT (Net)	12,511.87	(13,876.73)
Miscellaneous Receipts	4,000.00	-
Share Trading Profit	11,411.72	-
Profit on sale of Investment (Short Term) Non-STT	46,200.00	-
	<u>5,29,823.59</u>	<u>5,52,398.27</u>

Note: 15 PURCHASE OF STOCK IN TRADE

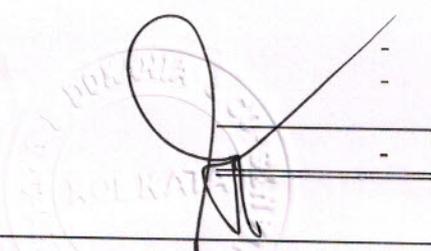
Purchase of Shares & Mutual Fund	1,52,43,710.09	2,17,77,247.89
Purchase of Gold Bees	-	1,21,691.57
	<u>1,52,43,710.09</u>	<u>2,18,98,939.46</u>

Note: 16 CHANGES IN INVENTORIES OF STOCK IN TRADE

Opening Stock		
Stock of Shares, Debenture & Mutual Fund	2,71,30,368.36	2,70,26,511.58
	<u>2,71,30,368.36</u>	<u>2,70,26,511.58</u>
	TOTAL(A)	
Closing Stock		
Stock of Shares, Debenture & Mutual Fund	2,34,53,770.45	2,71,30,368.36
	<u>2,34,53,770.45</u>	<u>2,71,30,368.36</u>
	TOTAL(B)	
(INCREASE) / DECREASE IN STOCK (A - B)	<u>36,76,597.91</u>	<u>(1,03,856.78)</u>

Note: 17 EMPLOYEE BENEFIT EXPENSES

Salary and Bonus	-	71,371.00
Staff Welfare	-	609.00
	<u>-</u>	<u>71,980.00</u>



MANDYA FINANCE COMPANY LIMITED
7, CHITTARANJAN AVENUE, KOLKATA 700 072

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

Particulars	As at	As at
	31.03.2015	31.03.2014
	₹	₹

Note: 18 FINANCE COST

Interest Paid	-	2,540.00
	-	2,540.00

Note: 19 DEPRECIATION AND AMORTIZATION EXPENSES

Depreciation on Tangible Assets	2,59,965.00	2,08,513.00
Transitional Depreciation	5,383.00	-
	2,65,348.00	2,08,513.00

Note: 20 OTHER EXPENSES

Advertisement	11,154.00	13,447.00
Annual Depository Fee	19,340.00	13,482.00
Bank Charges	1,170.00	529.00
Computer Maintenance Charges	1,440.00	2,064.00
Demat Charges	7,530.67	3,082.59
Filing Fees	9,600.00	1,500.00
Income Tax Filing Fee	115.00	35.00
Insurance Premium	15,549.00	15,928.00
Listing & Stock Exchange Fee	11,797.80	11,797.80
Miscellaneous Expenses	12,438.00	10,459.00
Motor Car Expenses	1,51,091.00	1,20,760.00
<u>Payment to Auditors:</u>		
- As Audit Fees	57,304.00	50,562.00
- For Other Services	-	12,360.00
Postage & Stamp	4,399.00	65.00
Printing & Stationery	5,773.00	6,353.00
Professional Charges	46,758.00	14,250.00
Rates & Taxes	6,750.00	6,750.00
Repairing / Maintenance	4,000.00	8,600.00
Security Transaction Tax	5,581.00	6,351.00
Service Tax Expenses	1,933.91	2,266.23
Share Transfer Maintenance Fee	16,023.00	10,037.00
Telephone Expenses	15,981.75	12,062.70
Travelling & Conveyance	1,428.00	557.00
Web Designing Charges	46,900.00	-
	4,54,057.13	3,23,298.32

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MANDYA FINANCE COMPANY LIMITED
7, CHITTARANJAN AVENUE, KOLKATA 700 072

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

21. Investments includes :
 - (a) 300 Equity Shares of Face Value Rs.10/- each of ICICI Bank has been sub-divided into 1500 Equity Shares of Face Value Rs.2/- each.
 - (b) 1100 Equity Shares of Face Value Rs.10/- each of State Bank of India has been sub-divided into 11000 Equity Shares of Face Value Re.1/- each.
22. As prescribed by Accounting Standard-17 issued by The Institute of Chartered Accountants of India segmental reporting is not applicable to the company, since the company has got one segment only.
23. Contingent Liabilities not provided in respect of listing fees payable to Delhi Stock Exchange for past years, since the Company had already applied for voluntary delisting.
24. Income and Expenditure in Foreign Currency Rs.NIL (NIL).
25. As per management, provision of the Gratuity Act are not applicable to the company at present.
26. The Company has classified its assets in accordance with the Prudential Norms prescribed by the Reserve Bank of India, as on the Balance Sheet date, the Company does not have any Non-performing asset.
27. Previous Year figures have been regrouped, rearranged and reclassified and shown in bracket wherever is necessary.
28. There is no amount outstanding and payable to Investors' Education and Protection Fund as on 31.03.2015.
29. In accordance with AS-22 issued by The Institute of Chartered Accountants of India relating to "Accounting for Taxes on Income", the Deferred Tax Asset on account of timing difference in depreciation is Rs. 71,099.00 for the current year as on 31.03.2015.
30. Based on the information available with the company, there are no suppliers who are registered as micro, small or medium enterprises under "The Micro, Small, and Medium Enterprises Development Act, 2006" as at 31st March, 2015.
31. There is no amount outstanding and payable to Small Scale Industrial under taking as on 31.03.2015.
32. As per Accounting Standard (AS) 15 (Revised) " Employees Benefits" issued by The Institute of Chartered Accountants of India, Short-term Employee Benefits are recognised as an expense at the undiscounted amount in the Statement of Profit & Loss to the year in which the related services are rendered.
33. The company has entered into 3 agreements with different companies for purchase of agricultural land in West Bengal and made an advance of **Rs. 2,41,00,000.00** during the year ended **31st March,2013** as initial payment. The total capital commitments for all the projects are **Rs. 3,67,23,800.00**. The balance amount of **Rs. 1,26,23,800.00** will be paid on completion of all legal formalities and possession.
34. In terms of Notification issued by the Reserve Bank of India Provision for Contingency @0.25% have not been provided on Standard Assets as there is no outstanding balance as on 31.03.2015.

Contd. ...

MANDYA FINANCE COMPANY LIMITED
7, CHITTARANJAN AVENUE, KOLKATA 700 072

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

35. Quantitative Information

Particulars	Opening Stock		Purchase/Conversion/Bonus		Sales/Conversion/Redemption		Closing Stock	
	Qty. (Nos)	Rs. P.	Qty. (Nos)	Rs. P.	Qty. (Nos)	Rs. P.	Qty. (Nos)	Rs. P.
a) Shares	3,01,425 (3,17,211)	1,13,82,747.62 (1,37,95,055.68)	13,000 (1,613)	10,30,356.00 (20,37,922.21)	17,300 (17,399)	45,44,367.32 (43,08,795.39)	2,97,125 (3,01,425)	93,66,724.00 (1,13,82,747.62)
b) Compulsarily Convertible Debentures	- (-)	- (-)	5,000 (-)	2,75,000.00 (-)	- (-)	- (-)	5,000 (-)	2,75,000.00 (-)
c) Non Convertible Debentures	- (-)	- (-)	3,500 (-)	- (-)	- (-)	- (-)	3,500 (-)	- (-)
d) Gold Bees	151 (101)	4,05,188.47 (2,83,496.90)	- (50)	- (1,21,691.57)	- (-)	- (-)	151 (151)	3,62,241.45 (4,05,188.47)
e) Mutual Fund	503471.137 (8,525.564)	1,53,42,432.27 (1,29,47,959.00)	7860.553 (5,06,165.608)	1,39,38,354.09 (1,97,39,325.68)	503751.435 (11,220.035)	1,66,63,354.09 (1,87,89,325.68)	7580.255 (5,03,471.137)	1,34,49,805.00 (1,53,42,432.27)
Total	8,05,047.137 (3,25,837.564)	2,71,30,368.36 (2,70,26,511.58)	29,360.553 (5,07,828.608)	1,52,43,710.09 (2,18,98,939.46)	5,21,051.435 (28,619.035)	2,12,07,721.41 (2,30,98,121.07)	3,13,356.255 (8,05,047.137)	2,34,53,770.45 (2,71,30,368.36)

As market value of some equity shares are not available on 31.03.2015 due to delisting or not traded hence, value of such stock has been taken as per last year.

36. The company has no Contingent Liabilities as on the Balance Sheet Date.

37. Other disclosure requirements relating to manufacturing companies, trading companies, CIF & FOB value of import etc. as required by part-II of Schedule-III of the Companies Act, 2013 to the extent not applicable has not been given.

Note No.

38. Related Party disclosure, as prescribed by Accounting Standard-18 issued by The Institute of Chartered Accountants of India is as below :

Srl. No.	Where common control exists	Relationship	Opening Balance as on 01.04.2014 ₹	Applied / Given during the year ₹	Refund / Repayment during the year ₹	Balance Amount as on 31.03.2015 ₹
a) Share Application Money (Applied/Refund)						
1	Mangalmurti Uttam Trade Pvt. Ltd.	Ent. having significant influence over the Co.	10,00,000.00	-	10,00,000.00	-
2	Beetle Estates Pvt. Ltd.	Group Company	2,00,000.00	-	2,00,000.00	-
3	Aditi Griha Nirman Pvt. Ltd.	Group Company	-	3,00,000.00	3,00,000.00	-
Total : a :			12,00,000.00	3,00,000.00	15,00,000.00	-

Srl. No.	Where common control exists	Relationship	Opening Balance as on 01.04.2014 ₹	Addition during the year ₹	Payment made during the year ₹	Balance Amount as on 31.03.2015 ₹
b) Loan taken						
1	Salarpuria Investment Private Limited	Group Company	-	1,00,000.00	1,00,000.00	-
Total : b :			-	1,00,000.00	1,00,000.00	-

Srl. No.	Where common control exists	Relationship	Amount as on 31.03.2015 (₹)	Amount as on 31.03.2014 (₹)
c) Advance Against Property				
1	Everlike Realtors Pvt. Ltd.	Group Company	1,80,00,000.00	1,80,00,000.00
2	Golden Heart Realtors Pvt. Ltd.	Group Company	30,00,000.00	30,00,000.00
3	Lief Nirman Pvt. Ltd.	Group Company	31,00,000.00	31,00,000.00
Total : c :			2,41,00,000.00	2,41,00,000.00

39. Earning Per Share:

Net Profit/(Loss) available to Equity Shareholder
Average number of Equity Share of Rs.10/- Each outstanding during the Period
Earning per share (Basic and Diluted)

2014 - 2015

18,19,952.87
1920000

0.95

2013 - 2014

11,29,204.34
1920000

0.59

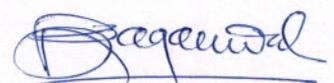
Signature to the above Schedules.

For **G. L. DOKANIA & CO.**
CHARTERED ACCOUNTANTS
(Firm Registration No. 313007E)

(G. L. DOKANIA)
PROPRIETOR
Membership No.50921
9, India Exchange Place
Kolkata 700 001.
The 30th day of May, 2015.

FOR AND ON BEHALF OF BOARD


Raj Kumar Jalan
Director
DIN - 00634156

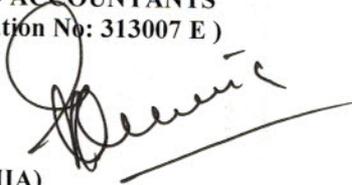

Purushottam Lal Agarwal
Director
DIN - 00061481

Auditor's Report to the Board of Directors of MANDYA FINANCE COMPANY LIMITED as on 31.03.2015

As required by the "Non-Banking Financial Companies Auditor's Report (Reserve Bank) Direction, 2008" issued by Reserve Bank of India and on the basis of such checks, we hereby state that :-

- 1) The Company is engaged in the business of Non-Banking Financial Institution.
- 2) The Company has obtained the Certificate of Registration (COR) No. 05. 00343 dated 24.02.1998 as granted by Reserve Bank of India.
- 3) Based on the terms of the assets and income patterns of the company as on 31st March, 2015, the company is entitled to continue to hold such certificate of registration.
- 4) The Board of Directors has passed a resolution in their meeting dated 4th April'2014, for the non-acceptance of any public deposits.
- 5) The Company has not accepted any public deposits during the relevant year 2014-2015 and,
- 6) As per Information and Explanation given to us, the Company has complied with the prudential norms relating to income recognition, Accounting Standards, Assets classification and provisioning for Bad & Doubtful debts etc. as applicable to it.

For **G. L. DOKANIA & CO.**
CHARTERED ACCOUNTANTS
(Firm Registration No: 313007 E)



(G. L. DOKANIA)
PROPRIETOR
Membership No. 50921
9, India Exchange Place,
Kolkata – 700001.

The 30th day of May, 2015 .

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(5) Break-up of Investments :

Current Investments

1 Quoted :

(i) Shares :	(a) Equity	NIL
	(b) Preference	NIL
(ii) Debentures and Bonds		NIL
(iii) Units of mutual funds		NIL
(iv) Government Securities		NIL
(v) Others (Please specify)		NIL

2 Unquoted :

(i) Shares :	(a) Equity	NIL
	(b) Preference	NIL
(ii) Debentures and Bonds		NIL
(iii) Units of mutual funds		NIL
(iv) Government Securities		NIL
(v) Others (Please specify)		NIL

Long Term Investments :

1 Quoted :

(i) Shares :	(a) Equity	100.83
	(b) Preference	NIL
(ii) Debentures and Bonds		NIL
(iii) Units of mutual funds		NIL
(iv) Government Securities		NIL
(v) Others (Please specify)		NIL

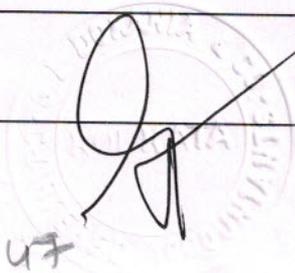
2 Unquoted :

(i) Shares :	(a) Equity	29.15
	(b) Preference	NIL
(ii) Debentures and Bonds		NIL
(iii) Units of mutual funds		NIL
(iv) Government Securities		NIL
(v) Others (Please specify)		NIL

(6) Borrower group-wise classification of all Leased Assets, Stock on hire and Loans and Advance :

Category	Amount net of Provisions		
	Secured	Unsecured	Total
1 Related Parties**			
(a) Subsidiaries	NIL	NIL	NIL
(b) Companies in the same group	NIL	180.00	180.00
(c) Other related parties	NIL	61.00	61.00
2 Other than related parties	NIL	NIL	NIL
Total	NIL	241.00	241.00

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(7) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):

Category	Market Value/ Break up or /fair value or NAV	Book Value (Net of Provisions)
1 Related Parties**		
(a) Subsidiaries	NIL	NIL
(b) Companies in the same group	3745.59	24.89
(c) Other related parties	168.45	9.09
2 Other than related parties	93.36	96.00
Total	4007.40	129.98

** As per Accounting Standard of ICAI (Please See Note 3)

(8)	Other Information	Amount.
	Particulars	
i)	Gross Non-Performing Assets	NIL
	(a) Related Parties	NIL
	(b) Other than related Parties	NIL
ii)	Net Non-Performing Assets	NIL
	(a) Related Parties	NIL
	(b) Other than related Parties	NIL
iii)	Assets Acquired in satisfaction of debts	NIL

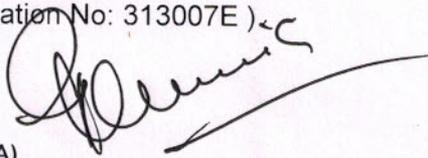
Notes :

- As defined in Paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998
- Provisioning norms shall be applicable as prescribed in the Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007
- All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up/fair value/NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in (5) above.

For G. L. DOKANIA & CO.

CHARTERED ACCOUNTANTS

(Firm Registration No: 313007E)



(G. L. DOKANIA)

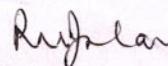
PROPRIETOR

Membership No.50921

9, India Exchange Place
Kolkata 700 001.

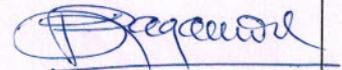
The 30th day of May, 2015.

FOR AND ON BEHALF OF BOARD



Raj Kumar Jalan
Director

DIN - 00634156



Purushottam Lal Agarwal
Director

DIN - 00061481



MANDYA FINANCE COMPANY LIMITED

CIN : L51909WB1981PLC034018

Regd. Office: 7, Chittaranjan Avenue, 3rd Floor, P.S. Bowbazar, Kolkata : 700072

Phone: 40306000, Fax : 22252471, e.mail:gautamc2010@rediffmail.com

Website: www.salarpuriagroup.biz

FORM No. MGT - 11

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration Rules, 2014)

Name of the Member(s) :
Registered Address :
E-mail Id :
Folio No./Client Id No. : DP Id No.....

I/We _____ of _____ being member(s) of the above named Company hereby appoint _____ of _____ or failing him _____ as my/our Proxy to attend and vote for me/us on my/our behalf at 33rd Annual General Meeting of MANDYA FINANCE COMPANY LIMITED to be held on Wednesday the 30th September, 2015 at 1.30 P.M. at 7, Chittaranjan Avenue, 3rd Floor, P.S. Bowbazar, Kolkata: 700072 and at any adjournment thereof in respect of such resolutions as are indicated below:-

Resolutions	For	Against
1. To consider and adopt Balance Sheet and Statement of Profit & Loss, Cash Flow Statement together with Directors and Auditors Report for the year ended 31 st March, 2015		
2. For Seeking approval for re-appointment of Director Mr. Purushottam Lal Agarwal (DIN 00061481,) who retires by rotation, and being eligible for offer himself for re-appointment.		
3. For seeking approval for re-appointment of Auditor M/s. G.L. DOKANIA & Co. Chartered Accountants, (Firm Registration No.313007E) in the Company		

As witness my/our hand(s) this _____ day of _____ 2015

Affix Revenue
Stamp here

Signature of the Shareholder(s) _____ No. of Shares held _____
Regd. Folio No. _____, DPID Number _____ Client ID Number _____

Notes:

- (i) Proxy forms in order to be effective must be received by the Company at its Registered Office not less than 48 hours before the meeting.
- (ii) A person who is not a Member of the Company of the may be appointed as Proxy.

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MANDYA FINANCE COMPANY LIMITED

CIN : L51909WB1981PLC034018

Regd. Office: 7, Chittaranjan Avenue, 3rd Floor, P.S. Bowbazar, Kolkata : 700072

Phone: 40306000, Fax : 22252471, e.mail:gautamc2010@rediffmail.com

Website: www.salarpuriagroup.biz

ATTENDANCE SLIP

Name of the Attending Members (In Block Letters)
Member's Folio Number / Client ID & DP No.
No. of Shares
Name of Proxy (In Block Letters) to be filed In if the Proxy attends instead of the Member

I hereby record my presence at the 33rd Annual General Meeting of the Company held at 7, Chittaranjan Avenue, 3rd Floor, P.S. Bowbazar, Kolkata – 700 072 on Wednesday, 30th September, 2015 at 1.30 P.M. and adjournment thereof.

Member's /Proxy's Signature

To be signed at the time of handing over the Slip

SD

MANDYA FINANCE COMPANY LIMITED

CIN : L51909WB1981PLC034018

Regd. Office: 7, Chittaranjan Avenue, 3rd Floor, P.S. Bowbazar, Kolkata : 700072

Phone: 40306000, Fax : 22252471, e.mail:gautamc2010@rediffmail.com

Website: www.salarpuriagroup.biz

(ANNEXURE TO THE NOTICE FOR THE 33rd ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON
30.09.2015)

Name & Registered Address

Of Sole / First named Member:

Joint Holder's Name (If any) :

Folio No. / DP ID & Client ID :

No. of Equity Shares Held :

Subject: Process and manner for availing E-voting facility

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Annual General Meeting (AGM) to be held on Wednesday the 30th day of September 2015 at 1.30 P.M at 7, Chittaranjan Avenue, 3rd Floor, P.S. Bowbazar, Kolkata – 700 072 and at any adjournment thereof.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evotingindia.com>.

The Electronic Voting Particulars are set out below:

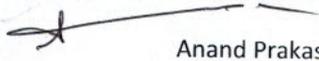
EVSN (Electronic Voting Sequence Number)	User ID	PAN / Sequence No.
150904034	admin	

The E-voting facility will be available during the following voting period:

Remote e-Voting Starts On	Remote e-Voting End On
27 th September, 2015 at 9.00 A.M.(IST)	29 th September, 2015 at 5.00 P.M. (IST)

Please read the instructions mentioned in Point No. 19 of the Notice before exercising your vote.

By Order of the Board
For Mandya Finance Company Ltd.


Anand Prakash
Director
(DIN:00061566)

Place: Kolkata

Date : 05.09.2015

Encl.: AGM Notice/Attendance Slip/Proxy Form/Ballot-Form/Annual Report

SI

MANDYA FINANCE COMPANY LIMITED

CIN : L51909WB1981PLC034018

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Phone: 40306000, Fax : 22252471, e.mail:gautamc2010@rediffmail.com

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BALLOT FORM

(For voting for the resolutions to be passed at the 33rd Annual General Meeting of the Company to be held on Wednesday the 30th September, 2015 at 1.30 P.M. at 7, Chittaranjan Avenue, 3rd Floor, P.S. Bowbazar, Kolkata : 700072)

Name of the Member(s)/Proxy attending Meeting:

Name of Shareholders :

Folio No./Client Id No. : DP Id No.....

No. of Equity Shares held _____

I/We hereby exercise my/our vote in respect of the Resolution to be passed through ballot for the business stated in the Notice of the Company dated 31.08.2015 by conveying my/our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below :

Resolutions No.	Description	I/We assent to the Resolution (FOR)(AGAINST)	I/We dissent to the resolution
1.	To consider and adopt Balance Sheet and Statement of Profit & Loss, Cash Flow Statement together with Directors and Auditors Report for the year ended 31 st March, 2015		
2.	For Seeking approval for re-appointment of Director Mr. Purushottam Lal Agarwal (DIN 00061481,) who retires by rotation, and being eligible for offer himself for re-appointment.		
3.	For seeking approval for re-appointment of Auditor M/s. G.L. DOKANIA & Co. Chartered Accountants, (Firm Registration No.313007E) in the Company		

Signature of
Member/Proxy Voting

Note: This Ballot Form shall be used by the Shareholders/Proxy Holders who does not have access to the e-voting system.

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