

**EURO FINMART LIMITED**

CIN: L67190DL1989PLC036860

Regd. Office : 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi – 110055

**CORRIGENDUM TO NOTICE**

**CORRIGENDUM TO NOTICE OF 25<sup>th</sup> ANNUAL GENERAL MEETING OF THE MEMBERS TO BE HELD ON 5TH JULY, 2014 AT 10:00 AM AT 2<sup>nd</sup> FLOOR VIKAS SURYA PLAZA, MANGALAM PLACE, SEC-3, ROHINI, NEW DELHI-110085 TO TRANSACT THE VARIOUS BUSINESS INCLUDING ITEM NO. 13 ALONG WITH EXPLANATORY STATEMENT AS AMENDED. THIS CORRIGENDUM IS ISSUED IN CONTINUATION OF AND SHOULD BE READ IN CONJUNCTION WITH THE ORIGINAL NOTICE DATED 26<sup>TH</sup> MAY, 2014 OF ANNUAL GENERAL MEETING WHICH WAS DISPATCHED TO THE SHAREHOLDERS ON 30<sup>TH</sup> MAY, 2014.**

Please be informed that Euro Finmart Limited ("the Company") is sought to issue and allot Convertible Warrants to Promoters and other Investors instead of Equity Shares.

**ITEM NO. 13**

To consider and if thought fit, to pass with or without modification(s) the following resolution as **Special Resolution**:

**"RESOLVED THAT** in accordance with the provisions of Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), Regulation 73(1)(e) under Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (**the "SEBI (ICDR) Regulations, 2009"**), as amended thereto, the regulations/guidelines, if any, issued by the Government of India, the Reserve Bank of India and any other applicable laws, rules and regulations (including any amendment thereto or re-enactment thereof for the time being in force) and the relevant provisions of the Memorandum and Articles of Association of the Company and Listing Agreement entered into by the Company with the stock exchange where the shares of the Company are listed, and subject to such approvals, consents, permissions and sanctions as may be required from the Government of India, Reserve Bank of India, Securities and Exchange Board of India, Stock Exchanges and any other relevant statutory, governmental authorities or departments, institutions or bodies (**"Concerned Authorities"**) in this regard and further subject to such terms and conditions or modifications thereto as may be prescribed or imposed by any of the Concerned Authorities while granting such approvals, and permissions as may be necessary or which may be agreed to by the Board of Directors of the Company (hereinafter referred to as **"the Board"** which expression shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, the Board be and is hereby authorized to create, offer, issue and allot by way of Preferential Allotment, upto 23,00,000 (Twenty Three Lacs) convertible warrants of Rs. 10/- each to Promoters and other Investors, on preferential basis in compliance with Chapter VII of SEBI (ICDR) Regulations, 2009 and subsequent amendments thereto & on such terms and conditions and in such manner as the Board may in its absolute discretion deem fit, to the following persons/entities as mentioned below:

Sr. No.	Name of the Proposed Allottees	No. of convertible warrants proposed to be allotted	Name of the Ultimate Beneficiaries/Owners
	<b>Promoter &amp; Promoter Group</b>		
1.	Alankit Finsec Limited	14,00,000	Alok Kumar Agarwal, Harish Chandra Agrawal, Mukesh Chandra Agrawal
	<b>Others</b>		
1.	Mahavir Fincon Private Limited	9,00,000	Manish Agarwal, Raghav Agrawal, Kishan Lal Goyal, Gyan Chand Agarwal, Ramesh Kumar Kejriwal
<b>TOTAL</b>		<b>23,00,000</b>	

**RESOLVED FURTHER THAT:**

- The relevant date for the purpose of pricing of issue of the convertible warrants in accordance with the SEBI (ICDR) Regulations, 2009 (as amended) be fixed as **5<sup>th</sup> June, 2014** being the 30<sup>th</sup> day prior to **5<sup>th</sup> July, 2014** i.e., the date on which the Annual General Meeting of the shareholders is convened, in terms of Section 96 of the Companies Act, 2013 to consider the proposed preferential issue.
- The convertible warrants allotted in terms of this resolution shall rank *pari passu* in all respects with the existing Equity Shares of the Company.
- The Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of convertible warrants, and also shall be entitled to vary, modify or alter any of the terms and conditions, including the issue price on a higher side than mentioned above, as it may deem expedient, without being required to seek any further consent or approval of the Company in a General Meeting.

**RESOLVED FURTHER THAT** the aforesaid convertible warrants allotted on preferential basis shall be locked in from the date of trading approval granted from all the stock exchanges for such periods as prescribed in Regulation 78 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009. )

**RESOLVED FURTHER THAT** each of the aforesaid warrants be converted at the option of the holder at any time within 18 months from the date of issue, into one fully paid-up Equity Share of Rs.10/- each at the price which be determined in accordance with prevailing SEBI (Issue of

Capital & Disclosure Requirements) Regulations, 2009 and a sum equivalent to 25% of the total consideration per warrant be received on the date of allotment of the said warrants and the balance 75% of the total consideration per warrant be received at the time of allotment of Equity Shares pursuant to exercise of option against each such warrant by the warrant holder.

**RESOLVED FURTHER THAT** in the event of the Company making a bonus issue of shares or making rights issue of shares / convertible debentures or any other securities in whatever proportion prior to the exercise of the rights attached to the warrants, the entitlement of the holders shall stand augmented in the same proportion in which the equity share capital of the company increases as a consequences of such bonus/rights issues and that the exercise price of the warrant be adjusted accordingly, subject to such approvals as may be required.

**RESOLVED FURTHER THAT** the convertible warrants to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the Reserve Bank of India (RBI) / Securities and Exchange Board of India (SEBI) and/ or such other appropriate authority may impose at the time of their approval as agreed by the Board.

**RESOLVED FURTHER THAT** for the purpose of giving effect to any issue or allotment of convertible warrants of the Company, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient and to settle any question, difficulties or doubts that may arise in this regard including but not limited to the offering, issue and allotment of convertible warrants of the Company as it may in its absolute discretion deem fit and proper.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the company to give effect to this resolution."

**Further, Item No. 13 of the Explanatory Statement annexed to the Notice of the Meeting pursuant to Section 102 of the Companies Act, 2013 should be read as follows:**

**Item No. 13**

As per Section 62 of the Companies Act, 2013 approval of shareholders in the General Meeting is required for allotment of convertible warrants on preferential basis and hence the resolution is placed before the Shareholders.

The purpose of the proposed issue as mentioned above, is to achieve long term plans of the Company and to meet the funding requirements including but not limited to investment for meeting its business requirements, funding ongoing capital expenditure and/or for working capital requirements in order to improve its project capacity and enhance infrastructure facilities. The proceeds of the proposed issue may be utilized for any of the aforesaid purposes to the extent permitted by law. For this purpose as may be decided by the Board from time to time in the best interest of the Company, it is proposed to issue upto 23,00,000 convertible warrants of Rs. 10 each on preferential basis.

**The necessary information pertaining to the proposed preferential allotment in terms of Regulation 73(1) of SEBI (ICDR) Regulations, 2009, as amended thereto, are set out as below:**

**1. List of Allottees**

Sr. No.	Name of the Proposed Allottees	No. of convertible warrants proposed to be allotted	Name of the Ultimate Beneficiaries/Owners
	<b>Promoter &amp; Promoter Group</b>		
1.	Alankit Finsec Limited	14,00,000	Alok Kumar Agarwal, Harish Chandra Agrawal, Mukesh Chandra Agrawal
	<b>Others</b>		
1.	Mahavir FinconPrivate Limited	9,00,000	Manish Agarwal, Raghav Agrawal, Kishan Lal Goyal, Gyan Chand Agarwal, Ramesh Kumar Kejriwal
	<b>TOTAL</b>	<b>23,00,000</b>	

**2. Object/s of the issue:**

The proposed preferential allotment of convertible warrants is made to meet the funding requirements including but not limited to investment for meeting its business requirements, funding ongoing capital expenditure and/or for working capital requirements in order to improve its project capacity and enhance infrastructure facilities.

**3. Intention of Promoters/ Directors/ Key Management Persons to subscribe to the offer:**

The Promoters/Directors/ Key Management of the Company have conveyed to the Company in writing of their respective intention that Promoters, Directors, Key Management Persons are intend to subscribe to the offer being proposed under special resolution of the Notice for shareholders' approval at this meeting.

4. **Shareholding Pattern before and after the Issue:** The shareholding pattern before and after the allotment of 23,00,000 convertible warrants (without considering other proposed issues, if any) would be as under (based on the shareholding pattern as on 31st March, 2014)

CATEGORY OF SHAREHOLDERS	Existing Shareholding		Shareholding assuming full conversion of warrant	
	No. of Shares	%	No. of Shares	%
Promoter and Promoter Group (A)	159,837	3.30	1,559,837	21.82
Public Shareholding (B)	4,688,068	96.70	5,588,068	78.18
<b>Total (A) + (B)</b>	<b>4,847,905</b>	<b>100</b>	<b>7,147,905</b>	<b>100.00</b>
Custodian (C)	-	-	-	-
<b>Grand Total (A) + (B) + (C)</b>	<b>4,847,905</b>	<b>100.00</b>	<b>7,147,905</b>	<b>100.00</b>

5. **Consequential Changes in the Voting Rights :**  
Voting rights will change in tandem with the shareholding pattern.
6. **Proposed time within which the allotment shall be completed:**  
The Board proposes to allot convertible warrants within a period of 15 days from the date of passing of the resolution by the shareholders in the Annual General Meeting, provided that when the allotment on preferential basis is pending on account of pendency of any approval or permission for such allotment by any regulatory authority or the Central Government, the period of fifteen days shall be counted from the date of such approval or permission. The allotment of Equity shares pursuant to exercise of option by warrant holder will be made within a reasonable time after exercise of such option.
7. **Identity of the proposed allottees and the percentage of post preferential issue capital that may be held by them:**

Proposed Allottees	Existing Shareholding		No. of Convertible warrants to be issued	Shareholding assuming full conversion of warrants	
	No. of Shares	%age	No. of Warrants	No. of Shares	%age
<b>Promoters</b>					
Alankit Finsec Limited	Nil	N.A.	14,00,000	14,00,000	19.59
<b>Non Promoters</b>					
Mahavir Fincon Private Limited	Nil	N.A.	9,00,000	9,00,000	12.59

Assumptions:

1. All Warrants offered pursuant to the aforesaid resolution have been fully subscribed and allotted.
2. The warrants are held by the aforesaid allottees at the time of exercise of the option and
3. The options are exercised by them in full.

8. **Lock in Period:**  
The aforesaid allotment of convertible warrants arising shall be locked in as per the provisions of Chapter VII of the SEBI (ICDR) Regulations, 2009, as amended.
9. **Change in Management:**  
The proposed preferential allotment of convertible warrants will not result in any change in the management and control of the Company. Voting right shall change according to the change in shareholding pattern mentioned above.
10. **Pricing of the issue:**  
The pricing of convertible warrants allotted on preferential basis to Promoters and Other Investors shall not be lower than the price determined in accordance with the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009.

Currently SEBI (ICDR) Regulations 2009 provides that the issue of shares on preferential basis can be made at a price not less than the higher of the following:

\*The average of the weekly high and low of the closing price of the related equity shares quoted on the recognized stock exchange during the twenty six weeks preceding the relevant date; or

\* The average of the weekly high and low of the closing prices of the related equity shares quoted on a recognized stock exchange during the two weeks preceding the relevant date.

The relevant date for the purpose of pricing of the convertible warrants shall be 5th June, 2014 being the date which is 30 days prior to the date of this Annual General Meeting.

"Stock Exchange" for this purpose mean Bombay Stock Exchange Limited on which the trading volume in respect of the shares of the company has been recorded during the preceding Twenty six weeks prior to the Relevant Date.

**11. Auditor's Certificate:**

A copy of the certificate of the Auditors of the Company certifying the adherence in SEBI's Regulations for Preferential Issues, being Chapter VII to the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009 by the proposed issue shall be laid before the shareholders at their proposed Annual General Meeting.

**12. Payment and Conversion Terms:**

25% of the value of the warrant is to be paid against each warrant on the date of allotment of warrants. The balance 75% is payable at the time of allotment of Equity shares pursuant exercise of the option for conversion of the warrant. Warrant will be converted at the option of the allottees, into one equity share of Rs.10/- each at a price which is determined in accordance with the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009 at any time within 18 months from the date of issue. In case the option is not exercised within a period of 18 months from the date of issue, the aforesaid 25% amount paid on the date of allotment shall be forfeited.

**13. Undertakings:**

- i. The Issuer Company undertakes that they shall re-compute the price of the Equity shares in terms of the provision of SEBI (ICDR) Regulations, 2009, as amended where it is required to do so.
- ii. The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2009, the Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees.

**14. Interest of Promoters/ Directors**

Mr. Ankit Agarwal, son of Mr. Alok Kumar Agarwal is the Managing Director of the Euro Finmart Limited. Mr. Alok Kumar Agarwal is the Director of Alankit Finsec Limited which belongs to the Promoter Group of Euro Finmart Limited. Hence, Mr. Ankit Agarwal is deemed to be a person acting in concert and therefore concerned or interested in the resolution.

None of the other Directors of the Company is, in any way, concerned or interested in the resolution. Promoters of the company are interested to the extent of their holding in the company except promoter directors to the extent of their shareholdings. The Board recommends the Resolutions for your approval.

Your Directors recommend the Special Resolution as set out in the notice for your approval.

**By Order of the Board of Directors  
For EURO FINMART LIMITED**

**-sd/-  
Preeti Puri  
Company Secretary**

**Date: 3<sup>rd</sup> June, 2014  
Place: New Delhi**



*Annual Report*  
*2013-14*

**EURO FINMART LIMITED**

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## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS**

Mr. Ankit Agarwal	Managing Director
Mr. Pradip Kumar Banerji	Independent Director
Mr. Yash Jeet Basrar	Independent Director
Mr. Shyam Kishore Lal	Independent Director
Mr. Rajeshwar Prasad Agrawal	Director

### **BOARD LEVEL COMMITTEES**

#### **I AUDIT COMMITTEE**

Mr. Yashjeet Basrar	Chairman
Mr. Rajeshwar Prasad Agrawal	Member
Mr. Pradip Kumar Banerji	Member

#### **II STAKEHOLDER RELATIONSHIP COMMITTEE**

Mr. Yash Jeet Basrar	Chairman
Mr. Pradip Kumar Banerji	Member
Mr. Rajeshwar Prasad Agrawal	Member

#### **III NOMINATION & REMUNERATION COMMITTEE**

Mr. Yashjeet Basrar	Chairman
Mr. Shyam Kishore Lal	Member
Mr. Rajeshwar Prasad Agrawal	Member
Mr. Pradip Kumar Banerji	Member

#### **IV MANAGEMENT COMMITTEE**

Mr. Ankit Agarwal	Chairman
Mr. Yashjeet Basrar	Member
Mr. Rajeshwar Prasad Agrawal	Member

### **COMPANY SECRETARY & COMPLIANCE OFFICER**

Ms. Preeti Puri

### **REGISTERED AND CORPORATE OFFICE**

205-208, Anarkali Complex, Jhandewalan Extension,  
New Delhi-110 055  
Tel: 91-11-41540028, Fax: 91-11-41540028  
Website: [www.eurofin.in](http://www.eurofin.in)  
Investor Helpdesk: [investor@eurofin.in](mailto:investor@eurofin.in)

### **STATUTORY AUDITORS**

M/s Krishan K. Gupta & Company  
Chartered Accountants  
1/3-10196, Devi Mandir Lane,  
Jhandewalan, New Delhi 110 055

### **REGISTRAR & SHARE TRANSFER AGENT**

Alankit Assignments Limited  
"Alankit House", 2E/ 21, Jhandewalan Extension,  
New Delhi - 110 055, Tel: 91-11-42541234

## **NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE 25<sup>th</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF EURO FINMART LIMITED WILL BE HELD ON SATURDAY, THE 5<sup>th</sup> DAY OF JULY, 2014 AT 10:00 A.M. AT 2<sup>nd</sup> FLOOR, VIKAS SURYA PLAZA, MANGALAM PLACE, SECTOR-3, ROHINI, NEW DELHI-110085 TO TRANSACT THE FOLLOWING BUSINESS:**

### **ORDINARY BUSINESS**

1. To consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2014 and the Statement of Profit & Loss for the year ended on that date and the report of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Yashjeet Basrar (DIN: 00112857) who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint M/s. Krishan K. Gupta & Co., Chartered Accountants (Regn. No. 000009N) as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting of the Company on such remuneration as the Board may decide.

### **SPECIAL BUSINESS**

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

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

**“RESOLVED THAT** Mr. Pradip Kumar Banerji (DIN: 00003174) who was appointed by the Board of Directors as an Additional Director of the Company w.e.f. 26<sup>th</sup> May, 2014 to hold office upto the upcoming Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom notice under Section 160 of the Companies Act, 2013 has been received by the Company from a member signifying his intention to propose him as candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a period of five years, whose period of office will not be liable to determination by retirement by rotation.”

#### **ITEM NO. 5**

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

**“RESOLVED THAT** Mr. Shyam Kishore Lal (DIN: 03602766) who was appointed by the Board of Directors as an Additional Director of the Company w.e.f. 26<sup>th</sup> May, 2014 to hold office upto the upcoming Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom notice under Section 160 of the Companies Act, 2013 has been received by a member signifying his intention to propose him as candidate for the office of Director of the Company, be and is hereby appointed as a as an Independent Director of the Company for a period of five years, whose period of office will not be liable to determination by retirement by rotation.”

#### **ITEM NO. 6**

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

**“RESOLVED THAT** Mr. Rajeshwar Prasad Agarwal (DIN: 01463655) who was appointed by the Board of Directors as an Additional Director of the Company w.e.f. 26<sup>th</sup> May, 2014 to hold office upto the upcoming Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom notice under Section 160 of the Companies Act, 2013 has been received by the Company from a member signifying his intention to propose



him as candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

**ITEM NO. 7**

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

“**RESOLVED THAT** Mr. Ankit Agarwal (DIN: 01191951) who was appointed by the Board of Directors as an Additional Director of the Company w.e.f. 26<sup>th</sup> May, 2014 to hold office upto the upcoming Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom notice under Section 160 of the Companies Act, 2013 has been received by the Company from a member signifying his intention to propose him as candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company.”

**ITEM NO. 8**

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

“**RESOLVED THAT** pursuant to Sections 197 and 203 read with other applicable provisions and Schedule V to the Companies Act, 2013 and the provisions of Articles of Association of the Company, Mr. Ankit Agarwal be and is hereby appointed as Managing Director of the Company for a period of five years with effect from 26<sup>th</sup> May, 2014 on terms and conditions including remuneration as given below.

1. Basic Salary : Rs. 2,00,000/- per month
2. He shall also be entitled to following perquisites:
  - i. Employer's Contribution to Provident Fund.
  - ii. Gratuity in accordance with Company's Policy.
  - iii. Leave encashment in accordance with Company's Policy.
  - iv. Mobile phone and telephone facility as per Company's Policy.
  - v. Furniture/ fixtures/ Home furnishing loan/ any other loan as per Company's Policy.
  - vi. Free use of car for business purposes of the Company and reimbursement of driver's remunerations.
3. He shall also be entitled to following Allowances/ Reimbursements:
  - i. House Rent Allowance
  - ii. Children Education Allowance
  - iii. Medical Reimbursement
  - iv. Leave Travel Allowance
  - v. Special allowance
  - vi. Club Fees.
  - vii. Keyman/Personal Accident Insurance
4. He shall also be entitled to reimbursement of expenses actually and properly incurred by him for business of the Company.
5. He shall also be entitled to other perquisites and increment as may be decided by the Board of Directors from time to time.
6. He shall not be paid any sitting fee for attending the meetings of Board of Directors or Committees thereof.

**RESOLVED FURTHER THAT** Mr. Ankit Agarwal in the capacity of Managing Director will be entrusted with the powers, authorities, functions, duties, responsibilities etc. by board of Directors of the Company, from time to time.

**RESOLVED FURTHER THAT** in case of inadequacy of profits, he shall be entitled for the minimum remuneration in accordance with the prescribed limits in Schedule V of the Companies Act, 2013 as amended from time to time.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter, vary or amend the terms and conditions of the said appointment (Including authority to determine the amount of salary and performance bonus as also the type and amount of perquisites and other benefits in such manner as may be agreed to by and between the Board and Mr. Ankit Agarwal. The appointment of Mr. Ankit Agarwal is not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby severally authorized to do all such acts, deeds & things as may be necessary, proper and expedient for the purpose of giving effect to give effect to this resolution (including filing of form to Registrar and for the matters connected therein or incidental thereto.”

This may be treated as an abstract of the terms and conditions governing the appointment and remuneration of Mr. Ankit Agarwal, Managing Director pursuant to section 190 of the Companies Act, 2013.

#### **ITEM NO. 9**

To consider and if thought fit, to pass with or without modification(s) the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 13 and 14 along with other applicable provisions of the Companies Act, 2013 and applicable provisions of Companies (Incorporation) Rules, 2014 and subject to the reservation of name and confirmation of Central Government, the name of the company be changed from **Euro Finmart Limited** to **Alankit Corporate Services Limited** or such other name as approved by Registrar of Companies, NCT of Delhi & Haryana and such altered Name be substituted in the Memorandum of Association, Articles of Association and other documents as may be required in due course of time.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to take necessary steps to implement the change of name of the Company and to do all acts and deeds necessary in this connection.”

#### **ITEM NO. 10**

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

“**RESOLVED THAT** pursuant to provisions of Section 61(1)(a) of the Companies Act, 2013, the Authorized Share Capital of the company be and is hereby increased from Rs. 5,00,00,000/- (Rupees Five Crores) to Rs. 10,00,00,000/- (Rupees Ten Crores) by creation of 50,00,000 further equity shares of 10/- each ranking pari passu with the existing equity shares of the company.

**RESOLVED FURTHER THAT** in compliance with the provisions of Section 13 and 14 of the Companies Act, 2013, the existing capital clause No. V appearing in the Memorandum of Association of the Company be substituted with the following new clause”:

**“The Authorised Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crores) divided into 10,000,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten) each.”**

#### **ITEM NO. 11**

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Section 13 and other applicable provisions of the Companies Act, 2013 along with Companies (Incorporation) Rules, 2014, Existing Clause of Memorandum of Association vide No. III be and are hereby deleted and is substituted by the amended clause No. III mentioned below and Clause V be and is hereby altered as mentioned below.”

**III. (A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**

1. To carry on the business or vocation of acting as advisers and consultants on all matters and problems relating to the technical industries, civil, administration, finance and organization, management, commencement or expansion of industry, purchasing, techniques and business, production, purchase, sales, material and cost control, marketing, advertisement, publicity, personnel, export and import to and for institutions, concerns, bodies, associations (incorporated or unincorporated) departments and services of the Government, public or local authorities trusts, scientific research and development centers and to be appointed as technical, financial, industrial administration and civil consultants.
2. To carry on the business of rendering research, consultancy and or advisory services to National and International agencies in the Government and Private sector for issues relating to techno-economic feasibilities of projects, implementation of economic policies of Indian and other Governments, the working of international trade and commerce, transfer of technology, procedures and principles of import, export and marketing and engaging in Suo-Moto research on all the problems relating to the above areas.
3. To carry on consultancy service and in that connections conduct research and market survey with the objective of collecting, analysing, processing, interpreting and statistically extrapolating data information relating to the issues and problems mentioned in sub clause (1) above.
4. To assist in preparing application to government departments and financial institutions both at the level of Central and State governments international agencies.
5. To render advisory services on matters of marketing and sales promotion programmes to national and international clients/organisations.
6. To provide computer based data services after due analysis and interpretation in a published form to research organisations, government departments, international organisations, UN agencies, financial institution, Newsers and other media.
7. To carry on all or any of the activity in all its branches of consultants, advisor and intermediates including the business of management of security offering/issue of corporate bodies including marking arrangements for selling or buying or subscribing to or dealing in securities, preparation of offer documents/prospectus/letters of offer, tying up with other intermediaries in securities, rendering corporate advisory service, determining financial structure of issuer, to manage portfolio of securities, to handle allotment and refund of securities to underwrite issues and to undertake all other matters connected with issue/offering of securities.
8. Subject to the approval of the Securities and exchange Board of India and other Authorities where required, to carry on the business of stock share broking and its allied matters such as acting underwriters, sub-underwriters, brokers to issue of securities, dealers in securities, buying, selling, transferring, hypothecating and holding of shares, debentures and securities of all kinds and description of issue of shares/debentures and securities of all kinds, custodial services lead managers or co-managers, brokers of stocks and new issues of shares, debentures and securities of all kinds and description, registrars to the issue of securities, share transfer agents, investment business, portfolio management, corporate counselling, investment counselling, fixed deposit brokers, inter corporate investment canvassors, financial consultants, finance and discount brokers, foreign exchange brokers (with the permission of RBI and other authorities) advisors and consultants to the issue of securities of all kinds and types in all their aspects in India or outside and to manage/arrange mergers and acquisitions.
9. To invest in the securities of the group company, subsidiary company, wholly owned subsidiary company

or any other entity, involves in the activities/business of Asset Reconstruction, Asset Management, Mortgage Guarantee, Non Banking Finance, Housing Finance or any other activities in the financial services sector governed or regulated by any statutory authorities or otherwise.

10. To carry on the activities of Depository Participant subject to the rules, regulations, bye-laws of the NSDL, CDSL, SEBI, FMC, RBI and any other regulatory authorities in this regards and to assist, regulate or control the business of buying, selling and dealing in securities/ commodities/currencies etc. and to facilitate, promote, assist, regulate and manage in the public interest, dealings in Securities/commodities/ currency and all other instruments of any kind including money market instruments and to provide specialized, advanced, automated and modem facilities for trading, clearing and settlement of securities/commodities/currencies, with a high standard of integrity and honour, and to ensure trading in a transparent, fair and open manner with access to investors/traders/bankers in or outside India.
11. To act as Point of Presence (POP), Central Record Keeping Agency Facilitation Centre (CRAFC) and any other intermediary for New Pension System with the approval of PFRDA, NSDL any other Regulatory authority and to act as Point of Service (POS) for National Skill Registry.
12. To undertake and carry out the activities in India and Overseas relating to e-governance schemes, services, businesses, projects pertaining to Governments, Embassy, Missions, Posts, Public Institutions, Autonomous body or any other body Corporate and to participate in the various tenders issued by the agencies/body corporate for e-governance.

**(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE:**

1. To buy all kinds of plant, equipment, machinery, apparatus, tools, utensils, commodities, substances, articles and things necessary or useful for carrying on the objects of the Company.
2. To enter into agreement with any company or persons for obtaining by grant of licence or on such other terms of all types, formulae and such other rights and benefits, technical information, know-how and expert guidance and equipment and machinery and things mentioned herein above and to arrange facilities for training of technical personnel by them.
3. To establish, provide, maintain and conduct or otherwise, subsidise research laboratories and experimental workshops for scientific and technical research and experiments and to undertake and carry on with all scientific and technical research, experiments and tests of all kinds and to promote studies and research both scientific and technical investigation and invention by providing, subsidizing, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing the remuneration to scientific and technical professors and teachers and to award, scholarships, prizes, grants and bursaries to students and to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist the objects of the Company.
4. To acquire by concession, grant, purchase, licence or otherwise either absolutely or conditionally and either alone or jointly with others land, buildings, machinery, plants, utensils, works, conveniences and such other movable and immovable properties of any description and any patents, trademarks, concessions, privileges, brevets, d'invention, licences, protections and concessions conferring any exclusive or limited rights to any inventions, information which may seem necessary for any of the objects of the Company and to construct, maintain and alter any building or work, necessary or convenient for the business of the Company and to pay for such land, buildings, works, property or rights or any such other property and rights purchased or acquired by or for the Company by shares, debentures, debenture stock, bonds or such other securities of the Company or otherwise and manage, develop or otherwise dispose of in such manner and for such consideration as may be deemed proper or expedient to attain the

main objects of the Company.

5. Subject to the provisions of the Companies Act, 2013 to amalgamate with any other Company having objects altogether or in part similar to those of this Company.
6. To enter into any arrangement with any Government or Authorities Municipal, local or otherwise or any person or company in India or abroad, that may seem conducive to the objects of the company or any of them and to obtain from any such Government, Authority persons or company any rights, privileges, charters, contracts, licences and concessions including in particular rights in respect of waterways, roads and highways, which the Company may carry out, exercise and comply therewith.
7. To apply for and obtain any order of Central/State or such other Authority for enabling the Company to carry on any of its objects into effect or for effecting any modifications of the Company's constitution or any other such purpose, which may seem expedient and to make representations against any proceedings or applications which may seem calculated directly or indirectly to prejudice the company's interests.
8. To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint-venture, reciprocal concessions or otherwise with any person, or company carrying on or engaged in any business or transaction which this Company is authorized to carry on.
9. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any company, firms or person carrying on business which this Company is authorized to carry on or is possessed of rights suitable for the objects of this Company.
10. To do all or any of the above things as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others and to do all such other things as are incidental or as may be conducive to the attainment of the objects or any of them.
11. To promote, form and register, aid in the promotion, formation and registration of any company or companies, subsidiary or otherwise for the purpose of acquiring all or any of the properties, rights and liabilities of this Company and to transfer to any such company any property of this company and to be interested in or take or otherwise acquire, hold, sell or otherwise dispose of shares, stock, debentures and such other securities of all types in or of any such company, subsidiary or otherwise for all or any of the objects mentioned in this Memorandum of Association and to assist any such company and to undertake the management and secretarial or such other work, duties and business on such terms as may be arranged.
12. To open accounts with any bank or financial institution and to draw make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, hundies, bills of lading, warrants, debentures and such other negotiable or transferable instruments of all types and to buy the same.
13. Subject to the provisions of the Companies Act, 2013 including the rules and regulations made therein and the directions issued by Reserve Bank of India to borrow, raise or secure the payment of money or to receive money as loan, at interest for any of the objects of the company and at such time or times as may be expedient, by promissory notes, bills of exchange, hundies, bills of lading, warrants or such other negotiable instruments of all types or by taking credit in or opening current accounts or over-draft accounts with any person, firm, bank or company and whether with or without any security or by such other means, as may deem expedient and in particular by the issue of debentures or debenture stock, perpetual or otherwise and in security for any such money so borrowed, raised or received and of any such debentures or debenture stock so issued, to mortgage, pledge or charge the whole or any part of the property and assets of the Company both present and future, including its uncalled capital, by special



assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off such securities provided that the Company shall not carry on the business of banking within the meaning of the Banking Regulation Act, 1949.

14. To advance money not immediately required by the Company or give credit to such persons, firms or companies and on such terms with or without security as may seem expedient and in particular to customers of and such others having dealings with the Company and to give guarantees or securities of any such persons, firms, companies as may appear proper or reasonable provided that the Company shall not carry on the business of banking, within the meaning of Banking Regulation Act, 1949.
  15. To improve alter, manage, develop, exchange, mortgage, enfranchise and dispose of, any part of the land, properties, assets and rights and the resources and undertakings of the Company, in such manner and on such terms as the Company may determine.
  16. To remunerate any person or company, for services rendered or to be rendered in or about the formation or promotion of the Company or the conduct of its business, subject to the provisions of the Companies Act, 2013.
  17. To create any depreciation fund, reserve fund, sinking fund, provident fund, superannuation fund or any other such special fund, whether for depreciations, repairing, improving, extending or maintaining any of the properties and assets of the Company or for redemption of debentures or redeemable preference shares, worker's welfare or for any other such purpose conducive to the interest of the Company.
  18. To provide for the welfare of employees or ex-employees (including Directors and other officers) of the Company and the wives and families or the dependents or connections of such persons, by building or contributing to the building of houses, or dwellings or chawls or by grants of money, pensions, allowances, bonus or other such payments or be creating and from time to time, subscribing or contributing to provident fund and other associations, institutions, funds or trusts, and/or by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and such other attendances and assistance as the Company shall determine.
  19. To undertake and execute any trusts, the undertaking of which may seem desirable, either gratuitously or otherwise, for the attainment of the main objects of the Company.
  20. To procure the incorporation, registration or such other recognition of the Company in the Country, State or place outside India and to establish and maintain local registers and branch places of the main business in any part of the world.
  21. To adopt such means of making known the business of the Company as may seem expedient and in particular by advertising over the internet or any other electronic media and also in print media in the press by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards or organizing exhibitions.
  22. The company would obtain approval of the concerned authorities to carry on the objects of the company and the matters which are necessary for furtherance of the objects of the Company as given in this memorandum of association wherever required.
- V. The share capital of the company is Rs. 100,000,000/- (Rupees Ten Crores Only) divided into 10,000,000 (One Crore) Equity shares of Rs. 10/- (Rupees 10) each.

#### **ITEM NO. 12**

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

**“RESOLVED THAT** pursuant to Section 14 of the Companies Act, 2013 and other applicable provisions of the Act, if any, the consent of the Board be and is hereby accorded to adopt Table F of Schedule I of the Companies Act, 2013 and the Article No. 1 to 187 contained in the Articles of Association of the Company be and are hereby deleted and are substituted by the Articles No. 1 to 97 contained in the new Articles of Association of the Company as mentioned below.”

1. *No regulations contained in Table F, in the First Schedule to the Companies Act, 2013, shall apply to this Company, but the regulations for the management of the Company and for the observance by the Members thereof and their representatives shall, subject to any exercise of the statutory powers of the Company in reference to the repeal or alteration of, or addition to, its regulations by special resolution, as prescribed by the said Companies Act, 2013, be such as are contained in these Articles, unless the same are repugnant or contrary to the provisions of the Companies Act, 2013.*

#### **INTERPRETATION**

2. (1) *In these regulations*
  - (a) *“the Act” means the Companies Act, 2013.*
  - (b) *“the seal” means the common seal of the company.*
    - “These Articles” means the Articles of Association as originally framed or as altered by Special Resolution, from time to time.*
    - “The Board” means the Directors of the Company.*
    - “The Company” means Alankit Corporate Services Limited.*
    - “The Directors” means the Board of Directors of the Company for the time being.*
    - “The Office” means Registered Office of the Company for the time being.*
    - “The Register” means the Register of members to be kept pursuant to section 88 of the Act.*
- (2) *Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.*

#### **SHARE CAPITAL AND VARIATION OF RIGHTS**

3. *The Share Capital of the Company shall be as per Clause V of Memorandum of Association of the Company.*
4. *Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.*
5. (i) *Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,*
  - (a) *one certificate for all his shares without payment of any charges; or*
  - (b) *several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.*
- (ii) *Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.*

- (iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
6. If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.
7. Except as required by law, no person shall be recognized by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
8. (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made there under.  
 (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.  
 (iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
9. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.  
 (ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
10. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.
11. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

#### **LIEN**

12. (i) The company shall have a first and paramount lien
- (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
- (b) on all shares (not being fully paid shares) standing registered in the name of each person/company (whether solely or jointly with others), for all monies presently payable by him or his estate to the company:
- Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.



*(ii) The company's lien, if any, on a share shall extend to all dividends payable and Bonuses declared from time to time in respect of such shares.*

*13. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:*

*Provided that no sale shall be made*

*(a) unless a sum in respect of which the lien exists is presently payable; or*

*(b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.*

*14. (i) To give effect to any such sale, the Board may authorize some person to transfer the shares sold to the purchaser thereof.*

*(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.*

*(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.*

*15. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.*

*(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.*

#### **CALLS ON SHARES**

*16. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times and each member shall pay the amount of every call so made on him to the persons and at the times and places appointed by the Directors. A call may be made payable by installments.*

*(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.*

*(iii) A call may be revoked or postponed at the discretion of the Board.*

*17. A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.*

*18. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.*

*19. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.*

*(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.*

*20. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.*

*(ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of*

*interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.*

**21. The Board**

- (a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and*
- (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve percent. per annum, as may be agreed upon between the Board and the member paying the sum in advance.*

**JOINT HOLDERS**

**22. Where two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint-tenants with benefits of survivorship subject to the following and other provisions contained in the Articles:**

- (a) the joint holders of any shares shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.*
- (b) on the death of any such joint-holder the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the directors may require such evidence of the death as they may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability in respect of the shares held by him jointly with any other person.*
- (c) only the person whose name stands first in the Register of Members may give effectual receipts for any dividends or other moneys payable in respect of such share.*
- (d) Only the person whose name stands first in the Register of Members as one of the joint-holders of any share shall be entitled to delivery of the certificate relating to such share or to receive documents from the Company and any documents served on or sent to person shall be deemed service on all the joint-holders.*
- (e) any one of two or more joint-holders may vote at any meeting either personally or by proxy in respect of such shares as if he were solely entitled thereto and if more than one such joint-holders be present at any meeting personally or by proxy then that one of such persons so present whose name stands first or higher (as the case may be) on the Register in respect of such shares shall be entitled to vote in respect thereof but other or others of the joint holders shall be entitled to be present at the meeting. Provided always that a joint-holder present at any meeting personally shall be entitled to vote in preference to a joint holder present by proxy stands first or higher in the Register in respect of such shares. Several executors or administrators of a deceased member in whose (deceased member's) sole name any shares stands shall for the purpose of this sub-clause be deemed joint-holders.*

**TRANSFER OF SHARES**

- 23. (i)** *The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.*
- (ii)** *The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.*

**24. The Board may, subject to the right of appeal conferred by section 58 decline to register**

- (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or*
- (b) any transfer of shares on which the company has a lien.*

**25. The Board may decline to recognize any instrument of transfer unless**

- (a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;*
- (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such*

*other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and*

*(c) the instrument of transfer is in respect of only one class of shares.*

*26. On giving not less than seven days' previous notice in accordance with section 91 and rules made there under, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:*

*Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.*

*27. If the shares are in demat mode, same will be governed by Depositories Act.*

### **TRANSMISSION OF SHARES**

*28. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares.*

*(ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.*

*29. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either*

*(a) to be registered himself as holder of the share; or*

*(b) to make such transfer of the share as the deceased or insolvent member could have made.*

*(ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.*

*30. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.*

*(ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.*

*(iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.*

*31. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:*

*Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.*

### **FORFEITURE OF SHARES**

*32. If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest*

which may have accrued.

33. *The notice aforesaid shall*

- (a) *name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and*
- (b) *state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.*

34. *If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.*

- 35. (i) *A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.*
- (ii) *At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.*

- 36. (i) *A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.*
- (ii) *The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.*

- 37. (i) *A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;*
- (ii) *The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;*
- (iii) *The transferee shall thereupon be registered as the holder of the share; and*
- (iv) *The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.*

38. *The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.*

### **ALTERATION OF CAPITAL**

39. *The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.*

40. *Subject to the provisions of section 61, the company may, by ordinary resolution,*

- (a) *consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;*
- (b) *convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;*
- (c) *sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;*
- (d) *cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.*

41. *Where shares are converted into stock,*
- (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:  
Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.*
  - (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.*
  - (c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.*
42. *The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorized and consent required by law,*
- (a) its share capital;*
  - (b) any capital redemption reserve account; or*
  - (c) any share premium account.*

#### **CAPITALISATION OF PROFITS**

43. (i) *The company in general meeting may, upon the recommendation of the Board, resolve*
- (a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and*
  - (b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.*
- (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards*
- (A) paying up any amounts for the time being unpaid on any shares held by such members respectively;*
  - (B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;*
  - (C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);*
  - (D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;*
  - (E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.*
44. (i) *Whenever such a resolution as aforesaid shall have been passed, the Board shall*
- (a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and*
  - (b) generally do all acts and things required to give effect thereto.*
- (ii) The Board shall have power*
- (a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and*
  - (b) to authorize any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalization, or as the case may require, for*



*the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;*

*(iii) Any agreement made under such authority shall be effective and binding on such members.*

#### **BUY-BACK OF SHARES**

*45. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.*

#### **DEMATERIALISATION OF SHARES**

*46. Notwithstanding anything contained herein, the Company shall be entitled to dematerialize its Shares, Debentures and other Securities pursuant to the Depositories Act, 1996 and to offer its Shares, Debentures and other Securities for subscription in a dematerialized form. The Company shall further be entitled to maintain a Register of Members with the details of Members holding shares both in physical and dematerialized form in any media as permitted by law including any form of electronic media.*

#### **GENERAL MEETINGS**

*47. All general meetings other than annual general meeting shall be called extraordinary general meeting.*

*48. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.  
(ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any directors or members in accordance with Section 100 may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.*

#### **PROCEEDINGS AT GENERAL MEETINGS**

*49. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.  
(ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.*

*50. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.*

*51. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.*

*52. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.*

#### **ADJOURNMENT OF MEETING**

*53. (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.  
(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.*

- (iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.*
- (iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.*

#### **VOTING RIGHTS**

- 54. Subject to any rights or restrictions for the time being attached to any class or classes of shares,
  - (a) on a show of hands, every member present in person shall have one vote; and*
  - (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.**
- 55. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.*
- 56. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.*  
*(ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.*
- 57. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.*
- 58. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.*
- 59. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.*
- 60. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.*  
*(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.*

#### **PROXY**

- 61. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.*
- 62. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.*
- 63. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:*  
*Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.*

### **BOARD OF DIRECTORS**

64. *The first Directors of the Company shall be:*

1. *ASHOK KUMAR MAHESHWARI*
2. *KRISHAN KUMAR MAHESHWARI*
3. *VINOD KUMAR MAHESHWARI*
4. *ASHWARYA KUMAR MAHESHWARI*

65. *Subject to the provisions of Section 149, the Board can appoint maximum of fifteen directors on its board. Provided that the Company may appoint more than 15 directors after passing a Special Resolution.*

66. (i) *The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.*
- (ii) *In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them*
- (a) *in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or*
- (b) *in connection with the business of the company.*

67. *The Board may pay all expenses incurred in getting up and registering the company.*

68. *The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.*

69. *All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.*

70. *Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.*

71. (i) *Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.*
- (ii) *Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.*

### **PROCEEDINGS OF THE BOARD**

72. (i) *The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.*
- (ii) *A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.*
73. (i) *Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.*
- (ii) *In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.*



74. *The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.*
75. (i) *The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.*  
(ii) *If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.*
76. (i) *The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.*  
(ii) *Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.*
77. (i) *A committee may elect a Chairperson of its meetings.*  
(ii) *If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.*
78. (i) *A committee may meet and adjourn as it thinks fit.*  
(ii) *Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.*
79. *All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.*
80. *Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.*

#### **CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER**

81. *Subject to the provisions of the Act,*  
(i) *A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;*  
(ii) *A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.*
82. *A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.*

#### **THE SEAL**

83. (i) *The Board shall provide for the safe custody of the seal.*  
 (ii) *The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least one director or such other person as the Board may appoint for the purpose; and the director or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.*

#### **DIVIDENDS AND RESERVE**

84. *The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.*
85. *Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.*
86. (i) *The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.*  
 (ii) *The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.*
87. (i) *Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.*  
 (ii) *No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.*  
 (iii) *All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.*
88. *The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.*
89. (i) *Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.*  
 (ii) *Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.*
90. *Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.*
91. *Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.*
92. *No dividend shall bear interest against the company.*

### **ACCOUNTS**

93. (i) *The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.*
- (ii) *No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorized by the Board or by the company in general meeting.*

### **AUDIT**

94. *Once at least in every financial year the books of Account of the Company shall be examined by one or more auditors in accordance with the relevant provisions contained in that behalf in the Act.*
95. *The appointment, qualifications, powers, rights, duties and remuneration of the Auditors shall be regulated by and in accordance with the Sections 139 to 231 (both inclusive) of the Act.*

### **WINDING UP**

96. *Subject to the provisions of Chapter XX of the Act and rules made thereunder*
- (i) *If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.*
- (ii) *For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.*
- (iii) *The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.*

### **INDEMNITY**

97. *Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.*

### **ITEM NO. 13**

To consider and if thought fit, to pass with or without modification(s) the following resolution as **Special Resolution**:

**“RESOLVED THAT** in accordance with the provisions of Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), Regulation 73(1)(e) under Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 **(the “SEBI (ICDR) Regulations, 2009”)**, as amended thereto, the regulations/guidelines, if any, issued by the Government of India, the Reserve Bank of India and any other applicable laws, rules and regulations (including any amendment thereto or re-enactment thereof for the time being in force) and the relevant provisions of the Memorandum and Articles of Association of the Company and Listing Agreement entered into by the Company with the stock exchange where the shares of the Company are listed, and subject to such approvals, consents, permissions and sanctions as may be required from the Government of India, Reserve Bank of India, Securities and Exchange Board of India, Stock Exchanges and any other relevant statutory, governmental authorities or departments, institutions or bodies **(“Concerned**

**Authorities”)** in this regard and further subject to such terms and conditions or modifications thereto as may be prescribed or imposed by any of the Concerned Authorities while granting such approvals, and permissions as may be necessary or which may be agreed to by the Board of Directors of the Company (hereinafter referred to as **“the Board”** which expression shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, the Board be and is hereby authorized to create, offer, issue and allot by way of Preferential Allotment, upto 23,00,000 (Twenty Three Lacs) equity shares of Rs. 10/- each to Promoters and other Investors, on preferential basis in compliance with Chapter VII of SEBI (ICDR) Regulations, 2009 and subsequent amendments thereto & on such terms and conditions and in such manner as the Board may in its absolute discretion deem fit, to the following persons/entities as mentioned below:

S. No.	Name of the Proposed Allottees	No. of Equity Shares to be allotted	Name of the Ultimate Beneficiaries/Owners
<b>Promoter &amp; Promoter Group</b>			
1.	Alankit Finsec Limited	14,00,000	Alok Kumar Agarwal Harish Chandra Agrawal Mukesh Chandra Agrawal
	<b>Others</b>		
1.	Mahavir Fincon Private Limited	9,00,000	Manish Agarwal Raghav Agrawal Kishan Lal Goyal Gyan Chand Agarwal Ramesh Kumar Kejriwal
	<b>TOTAL</b>	<b>23,00,000</b>	

**RESOLVED FURTHER THAT:**

- (i) The relevant date for the purpose of pricing of issue of the shares in accordance with the SEBI (ICDR) Regulations, 2009 (as amended) be fixed as **5<sup>th</sup> June, 2014** being the 30<sup>th</sup> day prior to **5<sup>th</sup> July, 2014** i.e., the date on which the Annual General Meeting of the shareholders is convened, in terms of Section 96 of the Companies Act, 2013 to consider the proposed preferential issue.
- (ii) The Equity Shares allotted in terms of this resolution shall rank *pari passu* in all respects with the existing Equity Shares of the Company.
- (iii) The Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of equity shares, and also shall be entitled to vary, modify or alter any of the terms and conditions, including the issue price on a higher side than mentioned above, as it may deem expedient, without being required to seek any further consent or approval of the Company in a General Meeting.

**RESOLVED FURTHER THAT** the aforesaid equity shares allotted on preferential basis shall be locked in from the date of trading approval granted from all the stock exchanges for such periods as prescribed in Regulation 78 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.)

**RESOLVED FURTHER THAT** the Equity Shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the Reserve Bank of India (RBI) / Securities and Exchange Board of India (SEBI) and/ or such other appropriate authority may impose at the time of their approval as agreed by the Board.

**RESOLVED FURTHER THAT** for the purpose of giving effect to any issue or allotment of shares of the Company, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient and to settle any question, difficulties or doubts that may arise in this regard including but not limited to the offering, issue and allotment of equity shares of the Company as it may in its absolute discretion deem fit and proper.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the company to give effect to this resolution."

BY ORDER OF THE BOARD OF DIRECTORS  
**FOR EURO FINMART LIMITED**

**PREETI PURI**  
COMPANY SECRETARY

DATE: 26.05.2014  
PLACE: NEW DELHI

**IMPORTANT NOTES:**

1. The Register of Members and the Share Transfer books of the Company will remain closed from 29<sup>th</sup> June, 2014 to 05<sup>th</sup> July, 2014 (both days inclusive) for annual closing.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of member or members holding not exceeding fifty (50) numbers of Shares.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

4. Electronic copy of the Annual Report for 2014 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2014 is being sent in the permitted mode.
5. Members may also note that the Notice of the 25<sup>th</sup> Annual General Meeting and the Annual Report for 2014 will also be available on the Company's website [www.eurofin.in](http://www.eurofin.in) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in New Delhi for inspection during normal business hours on working days. For any communication, the shareholders may also send requests to the Company's investor email id: [investor@eurofin.in](mailto:investor@eurofin.in).
6. **Voting through electronic means**  
In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 25<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
  - Open email and open PDF file viz; "Euro Finmart e voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
  - Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
  - Click on Shareholder - Login
  - Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
  - Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
  - Select "EVEN" of Euro Finmart Limited.
  - Now you are ready for e-voting as Cast Vote page opens.
  - Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - Upon confirmation, the message "Vote cast successfully" will be displayed



- Once you have voted on the resolution, you will not be allowed to modify your vote
  - Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [ashokjuneja@gmail.com](mailto:ashokjuneja@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy]:
- (I) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:
- EVEN (E Voting Event Number) USER ID PASSWORD/PIN**
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) Above, to cast vote.
- C. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- D. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- E. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- F. The e-voting period commences on 29<sup>th</sup> June, 2014 (10.00 a.m.) and ends on 01<sup>st</sup> July, 2014 (6.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 27<sup>th</sup> May, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- G. 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 (record date) of 27<sup>th</sup> May, 2014.
- H. Mr. Ashok Kumar Juneja, Advocate has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- I. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- J. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.eurofin.in](http://www.eurofin.in) and on the website of NSDL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.
7. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

## **EXPLANATORY STATEMENT**

### **(Pursuant to Section 102 of the Companies Act, 2013) ( Former Section 173 of Companies Act, 1956)**

#### **Item No. 4**

The Board of Directors of the Company has appointed Mr. Pradip Kumar Banerji as an Additional Director of the Company w.e.f. 26<sup>th</sup> May, 2014. He is also a member of Audit Committee of the Board of Directors of the Company.

Mr. Pradip Kumar Banerji retired as Secretary to the Government of India in the year 2002. He has served the government for 36 years out of which 20 years were within the Government of India and 16 years with the Government of West Bengal.

Mr. Banerji is a Director in only one Company i.e. Vikas Globalone Limited in India. He does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

In the opinion of the Board, Mr. Banerji fulfills the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director for five years. A notice has been received from a member proposing him as a candidate for the office of Director of the Company.

None of the Directors of the Company, except Mr. Pradip Kumar Banerji, are interested in the above resolution. Your Directors recommend the Ordinary Resolution for the approval of the members. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

#### **Item No. 5**

The Board of Directors of the Company has appointed Mr. Shyam Kishore Lal as an Additional Director of the Company w.e.f. 26<sup>th</sup> May, 2014. He is also a member of Stakeholder relationship Committee of the Board of Directors of the Company.

Mr. Shyam Kishore Lal retired as Chief General Manager from State Bank of Hyderabad in the year 2010. He has 36 years of experience in management cadre in various banks of State Bank of India Group.

Mr. Lal is not Director in any Company in India. He does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

In the opinion of the Board, Mr. Lal fulfills the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director for five years. A notice has been received from a member proposing him as a candidate for the office of Director of the Company.

None of the Directors of the Company, except Mr. Pradip Kumar Banerji, are interested in the above resolution. Your Directors recommend the Ordinary Resolution for the approval of the members. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

#### **Item No. 6**

The Board of Directors of the Company has appointed Mr. Rajeshwar Prasad Agrawal as an Additional Director of the Company w.e.f. 26<sup>th</sup> May, 2014. He is also a member of Audit Committee, Nomination & Remuneration Committee, Stakeholder relationship Committee and Management Committee of the Board of Directors of the Company.

Mr. Rajeshwar Prasad Agrawal holds Bachelor Degree in Science. He has over 60 years of experience in the field of Accounts, Corporate Advisory, Mutual Fund Advisory and other finance related activities. Out of which he has also done Social & Welfare Activities for almost 30 years as State Head of prominent NGO in Delhi. He has also served State Revenue Department, Railway Department and other Central and State Government Departments/ Corporates.

Mr. Rajeshwar Prasad Agrawal is a Director in only one Company i.e. Engle Wood Farms Private Limited in India. He does not hold by himself or for any other person on a beneficial basis, any shares in the Company. A notice has been received from a member proposing him as a candidate for the office of Director of the Company.

None of the Directors of the Company, except Mr. Rajeshwar Prasad Agrawal, are interested in the above



resolution. Your Directors recommend the Ordinary Resolution for the approval of the members. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

### **Item No. 7 & 8**

The Board of Directors of the Company has appointed Mr. Ankit Agarwal as an Additional Director of the Company w.e.f. 26<sup>th</sup> May, 2014 and subject to necessary approvals as “Managing Director” of the Company for a period of 5 years with effect from the said date.

Mr. Ankit Agarwal holds Bachelor Degree in Commerce from University of Delhi and is an Associate member of Institute of Chartered Accountants of India. He has over 4 years of experience in the field of Finance, Accounting, Process Enhancements, Liaising & Coordination as well as Research Activities.

The appointment of Mr. Ankit Agarwal is appropriate and in the best interest of the Company. He is director in 4 Companies of India. He holds only 3.30% shares through his relative in the Company.

The material terms of appointment and remuneration are given below:

#### **I. REMUNERATION**

1. Basic Salary: - Rs. 2,00,000/- p.m.
2. Perquisites: - he shall be entitled to
  1. HRA
  2. Bonus
  3. Gratuity
  4. Leave Encashment &
  5. Conveyance
3. He shall also be entitled to reimbursement of expenses actually and properly incurred by him for business of the Company.
4. She shall also be entitled to other perquisites and increment as may be decided by the Board of Directors from time to time.
5. He shall not be paid any sitting fee for attending the meetings of Board of Directors or Committees thereof.

For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per the Income Tax Rules, wherever applicable. In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

#### **II. OVERALL REMUNERATION:**

The aggregate of salary and perquisites in one financial year shall not exceed the limits prescribed or to be prescribed from time to time under sections 197, and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said act as may for the time being be in force.

#### **III. MINIMUM REMUNERATION:**

In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of the Managing Director, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Schedule V of the Companies Act, 2013.

The term of remuneration, as set out in the resolution are considered to be just, fair and favorable and are in accordance with the remuneration paid to other similar placed executives in the Company as well as in the industry.

In compliance with the provisions of Section 203 with the Schedule V and Section 197 of the Companies Act, 2013, the appointment of, and the remuneration/actual expenses payable to the Managing Director as

specified above are now being placed before the shareholders in general meeting for their approval.

As per the provisions of Section 161 of the Companies Act, 2013, Mr. Ankit Agarwal shall hold the office only up to the date of the forthcoming Annual General Meeting of the Company. The Company has received notice under Section 160 of the Companies Act, 2013 (Former Section 257 of the Companies Act, 1956) from a member along with the requisite amount, proposing him as a candidate for Managing Director of the Company. None of the Directors of the Company, except Mr. Ankit Agarwal, are interested in the above resolution. Your Directors recommend the Ordinary Resolution for the approval of the members.

This explanation together with the accompanying Notice is, and should be treated as an abstract of the terms of appointment of Mr. Ankit Agarwal pursuant to Section 190 of the Companies Act, 2013 and as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

#### **Item No. 9**

The Board of Directors of the Company proposes to carry certain business activities related with E- Governance and its related activities in future as enumerated in proposed Main Objects of the Company, in addition to the current business activities presently carried by your company. This will greatly enhance the shareholders' value and will immensely benefit the Company in the long run. The Board of the Directors of the Company in its meeting held on 26th May, 2014, decided and approved that if required, they will change the name of the Company which would represent the segment of e-governance services.

Further, the said additional segment will also help the Company to augment its financial resources which shall prove beneficial to the stakeholders besides the Company itself. Hence, in order to correctly reflect the said proposed new business activity, it is proposed to change the name and also to amend main Object clause of the Company.

The Directors accordingly, recommend the passing of this Special Resolution.

None of the Directors of the Company are concerned or interested in the above resolution.

#### **Item No. 10**

Your Board at its meeting held on 26.05.2014 subject to the approval of the members, and receipt of such other statutory/regulatory approvals, as may be required, has proposed to alter the Authorized Share Capital of the Company from Rs. 5,00,00,000 (Rupees Five Crore) divided into 50,00,000 equity shares of Rs. 10 each to Rs. 10,00,00,000 (Rupees Ten Crores) divided into 10,00,000 equity shares of Rs. 10 each.

The Proposed resolution under this item seeks to obtain members' approval to alter Capital Clause as mentioned above in the Memorandum of Association. Pursuant to section 13 and 14 of the Companies Act, 2013 respectively, if the Memorandum are to be altered, an Ordinary Resolution is required to be passed by the members of the Company.

A Copy of the Memorandum of Association of the Company with the proposed amendment 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 except Sundays & Public holidays up to the date of this Annual General Meeting.

None of your Directors are in any way interested in the above resolution, except to the extent of their shareholding in the Company.

Your Board of Directors recommends the Special Resolution for your approval as set out under item No.5 of the Notice of the Extra Ordinary General Meeting.

#### **Item No. 11 & 12**

The Company proposes to change Memorandum of the Company and also wants to adopt Table F of Schedule I of Companies Act, 2013 relating to Articles of Association of the Company in pursuance to resemble with the new Companies Act, 2013. Any change or adoption in the whole or part of the Memorandum and Article of Association the Company requires the approval of shareholders under provision of Section 13 and 14 of the Companies Act, 2013. Hence, the resolution is placed before the shareholders for their approval.

The Board of Directors is of the opinion that the aforesaid resolution is its interest and hence recommends the Resolution for your approval.

None of the Directors are interested or concerned in the passing of this Resolution.

**Item No. 13**

As per Section 62 of the Companies Act, 2013 approval of shareholders in the General Meeting is required for allotment of Shares on preferential basis and hence the resolution is placed before the Shareholders.

The purpose of the proposed issue as mentioned above, is to achieve long term plans of the Company and to meet the funding requirements including but not limited to investment for meeting its business requirements, funding ongoing capital expenditure and/or for working capital requirements in order to improve its project capacity and enhance infrastructure facilities. The proceeds of the proposed issue may be utilized for any of the aforesaid purposes to the extent permitted by law. For this purpose as may be decided by the Board from time to time in the best interest of the Company,

**The necessary information pertaining to the proposed preferential allotment in terms of Regulation 73(1) of SEBI (ICDR) Regulations, 2009, as amended thereto, are set out as below:**

**1. List of Allottees**

S. No.	Name of the Proposed Allottees	No. of Equity Shares to be allotted	Name of the Ultimate Beneficiaries/Owners
<b>Promoter &amp; Promoter Group</b>			
1.	Alankit Finsec Limited	14,00,000	Alok Kumar Agarwal Harish Chandra Agrawal Mukesh Chandra Agrawal
	<b>Others</b>		
1.	Mahavir Fincon Private Limited	9,00,000	Manish Agarwal Raghav Agrawal Kishan Lal Goyal Gyan Chand Agarwal Ramesh Kumar Kejriwal
	<b>TOTAL</b>	<b>23,00,000</b>	

**2. Object/s of the issue:**

The proposed preferential allotment of shares is made to meet the funding requirements including but not limited to investment for meeting its business requirements, funding ongoing capital expenditure and/or for working capital requirements in order to improve its project capacity and enhance infrastructure facilities.

**3. Intention of Promoters/ Directors/ Key Management Persons to subscribe to the offer:**

The Promoters/Directors/ Key Management of the Company have conveyed to the Company in writing of their respective intention that Promoters, Directors, Key Management Persons are intend to subscribe to the offer being proposed under special resolution of the Notice for shareholders' approval at this meeting.

**4. Shareholding Pattern before and after the Issue:** The shareholding pattern before and after the offer (without considering other proposed issues, if any) would be as under (based on the shareholding pattern as on 31st March, 2014)

CATEGORY OF SHAREHOLDERS	PRE-ISSUE		POST-ISSUE	
	No. of Shares	%	No. of Shares	%
Promoter and Promoter Group (A)	159,837	3.30	1,559,837	21.82
Public Shareholding (B)	4,688,068	96.70	5,588,068	78.18
<b>Total (A) + (B)</b>	<b>4,847,905</b>	<b>100</b>	<b>7,147,905</b>	<b>100.00</b>
Custodian (C)	-	-	-	-
<b>Grand Total (A) + (B) + (C)</b>	<b>4,847,905</b>	<b>100.00</b>	<b>7,147,905</b>	<b>100.00</b>

**5. Consequential Changes in the Voting Rights:**

Voting rights will change in tandem with the shareholding pattern.

**6. Proposed time within which the allotment shall be completed:**

The Board proposes to allot equity shares within a period of 15 days from the date of passing of the resolution by the shareholders in the Annual General Meeting, provided that when the allotment on preferential basis is pending on account of pendency of any approval or permission for such allotment by any regulatory authority or the Central Government, the period of fifteen days shall be counted from the date of such approval or permission.

**7. Identity of the proposed allottees and the percentage of post preferential issue capital that may be held by them:**

Sr. No.	Identity of the Proposed Allottees	No. of Equity Shares held prior to the Preferential Allotment	No. of Equity Shares to be issued	No. and % of post Issue Equity and Voting Share Capital
1.	Alankit Finsec Limited	0	14,00,000	14,00,000 (19.59%)
2.	Mahavir Fincon Private Limited	0	9,00,000	9,00,000 (12.59%)

Assumptions:

1. All the Shares, as are offered of the proposed allottees are fully subscribed to and allotted to them.

**8. Lock in Period:**

The aforesaid allotment of equity shares arising shall be locked in as per the provisions of Chapter VII of the SEBI (ICDR) Regulations, 2009, as amended.

**9. Change in Management:**

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

**10. Pricing of the issue:**

The pricing of Equity shares allotted on preferential basis to Promoters and Other Investors shall not be lower than the price determined in accordance with the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009.

Currently SEBI (ICDR) Regulations 2009 provides that the issue of shares on preferential basis can be made at a price not less than the higher of the following:

\*The average of the weekly high and low of the closing price of the related equity shares quoted on the recognized stock exchange during the twenty six weeks preceding the relevant date; or

\* The average of the weekly high and low of the closing prices of the related equity shares quoted on a recognized stock exchange during the two weeks preceding the relevant date.

The relevant date for the purpose of pricing of the Equity Shares shall be 5th June, 2014 being the date which is 30 days prior to the date of this Annual General Meeting.

"Stock Exchange" for this purpose mean Bombay Stock Exchange Limited on which the trading volume in respect of the shares of the company has been recorded during the preceding Twenty six weeks prior to the Relevant Date.

**11. Auditor's Certificate:**

A copy of the certificate of the Auditors of the Company certifying the adherence in SEBI's Regulations for Preferential Issues, being Chapter VII to the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009 by the proposed issue shall be laid before the shareholders at their proposed Annual General Meeting.

**12. Undertakings:**

- I. The Issuer Company undertakes that they shall re-compute the price of the Equity shares in terms of the provision of SEBI (ICDR) Regulations, 2009, as amended where it is required to do so.
- II. The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2009, the Equity Shares shall continue to be locked in till the time such amount is paid by the allottees.

**13. Interest of Promoters/ Directors**

"Mr. Ankit Agarwal, son of Mr. Alok Kumar Agarwal is the Managing Director of the Euro Finmart Limited. Mr. Alok Kumar Agarwal is the Director of Alankit Finsec Limited which belongs to the Promoter Group of Euro Finmart Limited. Hence, Mr. Ankit Agarwal is deemed to be a person acting in concert and therefore concerned or interested in the resolution."

None of the Directors of the Company is, in any way, concerned or interested in the resolution. Promoters of the company are interested to the extent of their holding in the company except promoter directors to the extent of their shareholdings. The Board recommends the Resolutions for your approval.

Your Directors recommend the Special Resolution as set out in the notice for your approval.

BY ORDER OF THE BOARD OF DIRECTORS  
**FOR EURO FINMART LIMITED**

**PREETI PURI**  
COMPANY SECRETARY

DATE: 26.05.2014  
PLACE: NEW DELHI

## **DIRECTORS' REPORT**

To,  
The Members,  
**Euro Finmart Limited**

Your Directors have pleasure in placing before you the 25<sup>th</sup> Annual Report of the Company together with the Audited Accounts for the year ended on 31<sup>st</sup> March, 2014.

### **FINANCIAL HIGHLIGHTS**

The Financial results of the Company for the year under review along with figures for the previous year are as follows:

<b>PARTICULARS</b>	<b>For the year ended 31<sup>st</sup> March, 2014 (₹)</b>	<b>For the year ended 31<sup>st</sup> March, 2013 (₹)</b>
Total Revenue/Income	16,643,967	122,245,648
Total Expenditure	14,668,502	131,114,967
Profit/(Loss) before Taxation	1,975,465	(8,869,320)
Provision for Taxation	-	-
Deferred Tax	(607,761)	12,018,939
Profit After Taxation	1,367,704	3,149,620

### **REVIEW OF OPERATIONS & FUTURE PROSPECTS**

During the year under review, there was a decrease in total revenue and Profit after Tax as compared to previous year due to adverse market conditions.

The Company is providing services for mass policies.

The Company has also been empanelled as Enrolment Agency for enrolment of residents of India by UIDAI and currently doing enrolments of residents in the State of Maharashtra for Oriental Bank of Commerce, a non state registrar.

### **DIVIDEND**

To augment the resources of the Company, your directors do not recommend any dividend.

### **DIRECTORS**

Mr. Yashjeet Basrar, Director of the Company, retires by rotation and being eligible, offers himself for re-appointment at the ensuing Annual General Meeting. Henceforth, he will act as Independent Director of the Company.

Mr. Ankit Agarwal is appointed as Additional Director of the Company w.e.f. 26<sup>th</sup> May, 2014. Mr. Ankit Agarwal vacates his office at the ensuing Annual General Meeting and has filed requisite consent to act as Director of the Company. Notice has been received from a member for his appointment as Director of the Company. Mr. Ankit Agarwal is further appointed as Managing Director of the Company w.e.f. 26<sup>th</sup> May, 2014.

Mr. Pradip Kumar Banerji is also appointed as Additional Director of the Company w.e.f. 26<sup>th</sup> May, 2014 designated as Independent Director. Mr. Pradip Kumar Banerji vacates his office at the ensuing Annual General Meeting and has filed requisite consent to act as Director of the Company. Notice has been received from a member for his appointment as Independent Director of the Company for the period of 5 years.

Mr. Shyam Kishore Lal is also appointed as Additional Director of the Company w.e.f. 26<sup>th</sup> May, 2014 designated as Independent Director. Mr. Shyam Kishore Lal vacates his office at the ensuing Annual General Meeting and has filed requisite consent to act as Director of the Company. Notice has been received from a member for his



appointment as Independent Director of the Company for the period of 5 years.

Mr. Rajeshwar Prasad Agrawal is also appointed as Additional Director of the Company w.e.f. 26<sup>th</sup> May, 2014. Mr. Rajeshwar Prasad Agrawal vacates his office at the ensuing Annual General Meeting and has filed requisite consent to act as Director of the Company. Notice has been received from a member for his appointment as Director of the Company.

Mr. Mukesh Chandra Agrawal was appointed as Additional Director w.e.f. 2<sup>nd</sup> November, 2013. Further Mr. Sunil Kumar Gupta and Mr. Rajbir Singh Makhni have resigned from Directorship of the Company w.e.f. 2<sup>nd</sup> November, 2013 and Mr. Alok Kumar Agarwal and Mr. Mukesh Chandra Agrawal have resigned from directorship of the Company w.e.f. 26<sup>th</sup> May, 2014. The Board appreciates for the services rendered by them during their tenure.

#### **CHANGE IN NAME**

The Board is proposing to Change the name of the Company from Euro Finmart Limited to Alankit Corporate Services Limited or any other name as approved by Registrar of Companies, NCT of Delhi & Haryana.

#### **CHANGE IN OBJECTS**

The Board is proposing to diversify its main business by adding e-governance related business in the main objects of the Company thereby proposes to Change Memorandum of Association of the Company.

#### **CHANGE IN ARTICLES OF ASSOCIATION**

The Board is proposing to incorporate changes in the Articles of Association of the Company according to Companies Act, 2013 in the ensuing Annual General Meeting of the Company.

#### **INCREASE IN THE PAID UP CAPITAL**

The Board is proposing to allot 23,00,000 Equity Shares on Preferential Basis to the various Investors in the ensuing Annual General Meeting of the Company.

#### **PUBLIC DEPOSIT**

During the year, your Company has not accepted any Deposit under Section 58A and Section 58AA of the Companies Act, 1956, read with Companies (Acceptance of Deposits) Rules, 1975.

#### **PARTICULARS OF EMPLOYEES**

None of the employees of the company were in receipt of remuneration exceeding the limit as prescribed under Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 during the year.

#### **FOREIGN EXCHANGE EARNINGS & OUTGO**

During the year, the Company has not earned and spent anything in Foreign Exchange.

#### **RESEARCH & DEVELOPMENT AND TECHNOLOGY ABSORPTION**

Since the Company is not involved in manufacturing activity, hence the research & development and technology absorption is not applicable.

#### **CONSERVATION OF ENERGY**

The Company is engaged in providing financial and e-governance services and such operations do not account for substantial energy consumption. However, the company is taking all possible measures to conserve the energy.

Your company is continuously looking for new ways of conservation of energy and wastes minimization for the protection of environment. The eco-friendly initiatives adopted by your company are:

- Implementing energy conservation schemes.
- Awareness programmes for employees at all levels and for community.

- Tree plantation campaigns
- Promoting the use of alternative fuels and materials.

### **LISTING WITH STOCK EXCHANGES**

Equity Shares of the Company are listed on Bombay Stock Exchange Limited (BSE). The Company is regular in paying Annual Listing Fees and custodian fees to both the depositories.

### **CORPORATE SOCIAL RESPONSIBILITY**

During the year, your Company continued the affirmative action and Corporate Social Responsibility in various fields.

### **CODE OF CONDUCT**

The Company continues to place emphasis on inclusive growth and has adopted a voluntary code of conduct for affirmative action.

### **EVALUATION OF PERFORMANCE OF BOARD OF DIRECTORS**

The Directors of your Company are in a fiduciary position, empowered to oversee the management functions with a view to ensure its effectiveness and enhancement of stakeholders' value.

The Board provides and critically evaluates strategic direction, management policies and their effectiveness on your Company. Their objective is also to ensure that the long-term interests of the shareholders are being served.

Independent Directors are appointed not merely to fulfill the statutory requirements but for their diverse skills and experience as well as the external objectivity that each of them bring to effectively perform their role to provide strategic direction and guidance and provide constructive support to management by asking the right questions and generating quality debates and discussions on major decisions. The Board of Directors is at the core of your company's corporate governance practice and oversees how the management serves and protects the long term interests of the stakeholders. Your Directors believe that an active, well informed and independent Board is necessary to ensure highest standards of corporate governance.

### **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirement under the provisions of Section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- i) in the preparation of the annual accounts for the year ended March 31, 2014, the applicable accounting standards read with requirements set out under Schedule VI of the Companies Act, 1956, have been followed and there are no material departures from the same;
- ii) the Directors have 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 as at March 31, 2014 and of the profit of the Company for the year ended on that date;
- iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) the Directors have prepared the Annual Accounts of the Company on a 'going concern' basis.

### **AUDITORS**

During the year under review, M/s Krishan K. Gupta & Co., Chartered Accountants, Statutory Auditors of the Company, holds office until the conclusion of the ensuing Annual General Meeting and is eligible for re-appointment. The certificate for their eligibility has been received from them.

### **CORPORATE GOVERNANCE**



The Company is committed to maintain the highest standards of Corporate Governance. The Report on Corporate Governance as stipulated under Clause 49 of the Listing Agreement forms part of the Annual Report.

The requisite Certificate from the Auditors of the Company confirming compliance with the conditions of Corporate Governance as stipulated under the aforesaid Clause 49 is attached to the Annual Report.

#### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Management Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, is included in a separate section forming part of the Annual Report.

#### **ACKNOWLEDGEMENT**

Yours Directors place on record their appreciation and thanks for the support extended by SEBI, BSE, NSDL, CDSL, UIDAI, other Govt. Departments, Bankers and employees of the Company at all level.

BY ORDER OF THE BOARD OF DIRECTORS

For **EURO FINMART LIMITED**

-Sd-

**ALOK KUMAR AGARWAL**

DIRECTOR

DIN: 00586047

-Sd-

**YASHJEET BASRAR**

DIRECTOR

DIN: 00112857

**DATE: 26<sup>th</sup> May, 2014**

**PLACE: New Delhi**

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

### **AN OVERVIEW**

The Company is in the business of selling or buying or subscribing to or dealing in shares and commodities trading business and its related correspondence activities. The Company has been empanelled as Enrolment Agency under UIDAI for enrolment of residents of India. The Company is also taking part in tenders relating to other e-Governance business. The Company has also been empanelled as Enrolment Agency under RSBY and is undertaking enrolment activities in various states of India.

### **INDUSTRIAL OVERVIEW**

The financial services marketplace is more demanding and less forgiving than ever before. Customers are savvier, oversight is tighter and competition is intensifying.

Accenture works with many financial services clients worldwide, helping them use our services to transform and optimize their capital markets businesses.

Our **capital markets and e-governance industry group** helps clients to

- Simplify and differentiate their operating models
- Increase competitiveness
- Implement innovative trading, asset management and wealth management systems and solutions

### **OUTLOOK**

Your Company's activities are guided by the principles of adequate safety, security and prudence and the Company would continue to achieve good results within this ambit. The Company regularly focuses on increasing productivity, cut expenses and profitable lines of business. The Company has to use its resources optimally and work persistently.

Euro Finmart is making efforts to grow and expand its operations by undertaking new projects as well as to overcome all its weaknesses and threats.

### **SWOT ANALYSIS**

#### **STRENGTHS**

- Dedicated Staff at all level.
- Empanelled as Enrolment Agency of UIDAI.

#### **WEAKNESSES**

- Fluctuating Market Conditions.
- Continuous depressed scenario in capital market.
- Overall weak scenario at micro & macro level.

#### **OPPORTUNITIES**

- Growing Financial Services.
- Upswing in various e-Governance Projects.

#### **THREATS**

- High rate of interest as compared to the other prominent economies in the world.
- Market Slowdown.

### **RISK MANAGEMENT**

We are having three key elements for risk management, these are:

➤ **Risk Identification**

It includes identify and categorize risks that could affect the project and steps includes documentation of risks. The outcome of risk identification is a list of risks.

➤ **Risk Mitigation**

It covers efforts taken to reduce either the probability or consequences of a threat. It is also called Risk reduction.

➤ **Risk Monitoring and Control**

It is the process for tracking identified risks, monitoring residual risks, identifying new risks, executing risk response plans, and evaluating their effectiveness.

**INTERNAL CONTROL SYSTEM**

The Company has developed a system which helps the Company to achieve its objectives efficiently and effectively. Our Internal control systems are adequate and provide reasonable assurance against misuse or loss of company's assets and provide optimum utilization of available resources of the Company.

**HUMAN RESOURCES**

The Company believes that in Service Sector the employees are the backbone of the Company. The Company is providing an equal opportunity to all the employees to utilize their full potential and grow with the organization. Over the years we have developed strong Human Resource practices aimed at ensuring that our employees are provided with an enabling environment for growth and higher levels of contribution.

**FUTURE PROSPECTIVE**

The Company is planning to enhance its e-governance business in India and Abroad by adding various lines of business. The Company is hopeful that it will be benefit for the Company in future endeavor.

**CAUTIONARY STATEMENT**

Statements in Management Discussion and Analysis are reporting the company's objectives, projections, estimates and expectation may be 'forward looking' within the meaning of applicable laws and regulations. Actual results might differ materially from those expressed or implied.

## **CORPORATE GOVERNANCE REPORT**

A detailed report on Corporate Governance for the Financial Year 2013-14 is given below:

### **COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

Corporate Governance is a set of systems and practices to ensure that the affairs of the Company are being managed in a way which ensures accountability. Euro Finmart Limited believes in maintaining high standards of Corporate Governance as a part of its legacy and constitution. Further the Company is also based on the philosophy of fairness, transparency, accountability and dissemination of information which are the basics of Corporate Governance.

The Company is trying to uphold and nurture these core values of Corporate Governance in all respects of its operations. We have undertaken several initiatives towards maintaining the highest standards of Governance.

### **BOARD OF DIRECTORS**

The Board of Directors of the Company have well-qualified professionals. All directors are suitably qualified, well-experienced and very competent.

#### **Composition of Board of Directors**

The Company's Board comprises of 5 (Five) Directors, out of these 3 (Three) are Independent. The Company has also constituted/re-constituted four committees namely Audit Committee, Nomination & Remuneration Committee, Stakeholder Relationship Committee and Management Committee. All the Committees comprise majority of Independent Directors.

#### **Appointment & Tenure**

Directors liable to retire by rotation step down at the Annual General Meeting each year and, if eligible, offer themselves for re-election, in accordance with the Article of Association of the Company.

#### **Board Meetings, Attendance and Directorships of Directors**

During the financial year under review, the Board of Directors met 4 (Four) times on 30.05.2013, 09.08.2013, 02.11.2013 and 13.02.2014 and the attendance of each of the Director in the Board Meetings is as follows:

S. No.	Name of Directors	Category	No. of Board Meetings attended	No. of Directorship in other Companies
1.	Alok Kumar Agarwal	Non-Independent, Non-Executive	4	10
2.	Rajbir Singh Makhni	Independent, Non-Executive	3*	5
3.	Sunil Kumar Gupta	Independent, Non-Executive	3*	3
4.	Yash Jeet Basrar	Independent, Non-Executive	4	5
5.	Mukesh Chandra Agrawal	Non-Independent Non-Executive	1#	8

\* Resigned w.e.f. 02<sup>nd</sup> November, 2013.

# Appointed as Additional Director w.e.f. 02<sup>nd</sup> November, 2013.

#### **Brief Profile of Mr. Yashjeet Basrar who is re-appointed at Annual General Meeting:**

Mr. Yashjeet Basrar aged about 67 yrs is a fellow member of Institute of Company Secretaries of India and having rich experience in the field of secretarial, consultancy and liasoning matters with the Corporate. He is the Director of the Company since 2011.

**Board Support**

The Company Secretary is responsible for collation, review and distribution of all papers submitted to the Board for consideration. The Company Secretary is also responsible for the preparation of the agenda and convening of the Board Meetings. The Company Secretary attends all the meeting of the Board and its Committees, advises/assures the Board on Compliance and Governance principles and ensures appropriate recording of minutes of the meeting.

**COMMITTEES OF THE BOARD**

Your Company has three Committees:

1. Audit Committee
2. Nomination & Remuneration Committee
3. Stakeholder Relationship Committee
4. Management Committee

**1. Audit Committee:**

Audit Committee of the Board is constituted to provide the assistance in financial and other allied matters to the Board of Directors of the Company. The Committee is re-constituted w.e.f. 26<sup>th</sup> May, 2014. Now, Audit Committee consists of three members:

Name	Category
Mr. Yashjeet Basrar	Chairman
Mr. Pradip Kumar Banerji	Member
Mr. Rajeshwar Prasad Agrawal	Member

**Objective of Audit Committee**

The Objective of the Audit Committee is to oversight the financial reporting process and to ensure that the financial statement of the Company is correct, sufficient and credible. The roles and powers of the Audit Committee is prescribed in Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement with the Stock Exchanges. The terms of reference of the Audit Committee are broadly as follows:

The terms of reference of Audit Committee will be as follows:

- the recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- review and monitor the auditor's independence and performance, and effectiveness of audit process
- examination of the financial statement and the auditors' report thereon;
- approval or any subsequent modification of transactions of the company with related parties;
- scrutiny of inter-corporate loans and investments;
- valuation of undertakings or assets of the company, wherever it is necessary;
- evaluation of internal financial controls and risk management systems;
- monitoring the end use of funds raised through public offers and related matters.
- Establish and Monitor Vigil Mechanism.
- Monitor Compliance Mechanism.
- Compliance of Internal Financial Controls and Risk Management.

**Meetings of the Audit Committee:**

The Audit Committee met 4 times during the year on 30.05.2013, 09.08.2013, 02.11.2013 and 13.02.2014. The gap between two meetings was not more than 4 months. The attendance record of the members is as follows:

S. No.	Name	Category	No. of Meetings Held	No. of Meeting Attended
1.	Alok Kumar Agarwal	Chairman	4	4
2.	Rajbir Singh Makhni	Member	4	3*
3.	Sunil Kumar Gupta	Member	4	3*
4.	Mukesh Chandra Agarwal	Chairman	4	1#

\* Resigned w.e.f. 02.11.2013.

# Appointed as Director and Chairman of Audit Committee w.e.f. 02.11.2013.

## 2. Nomination & Remuneration Committee:

The Remuneration Committee is reconstituted on 26.05.2014. Now, it consists of following:

Name	Category
Mr. Yashjeet Basrar	Chairman
Mr. Pradip Kumar Banerji	Member
Mr. Rajeshwar Prasad Agrawal	Member

There were no directors who are drawing remuneration from the Company in the financial year 2013-14. No meeting of Remuneration Committee was held during the financial year 2013-14.

The terms of reference of Nomination & Remuneration Committee will be as follows:

- The Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
- It shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.

## 3. Stakeholder Relationship Committee:

Shareholders'/Investor Grievance committee of the Board of Directors of the Company was reconstituted and name of the Committee is also change to comply with the provisions of Section 178(5) of the Companies Act, 2013. The Committee was constituted to ensure the transfer of shares within the stipulated time period and to redress shareholders' complaints such as transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends, etc. The Stakeholder Relationship Committee consists of the following:

Name	Category
Mr. Yash Jeet Basrar	Chairman
Mr. Shyam Kishore Lal	Member
Mr. Rajeshwar Prasad Agrawal	Member
Mr. Pradip Kumar Banerji	Member

Details of investor complaints received and redressed during the year 2013-14 are as follows:

Opening Balance	Received during the Year	Resolved during the year	Closing Balance
NIL			

## Meetings of the Share Transfer and Shareholders'/Investors' Grievance Committee (named earlier):

The Committee met 4 times during the year under review on 15.04.2012, 15.07.2012, 14.10.2012 and



01.02.2013. The attendance record of the members is as follows:

S. No.	Name	Category	No. of Meetings Held	No. of Meeting Attended
1	Yash Jeet Basrar	Chairman	4	4
2	Rajbir Singh Makhni	Member	4	3*
3	Sunil Kumar Gupta	Member	4	3*
4	Alok Kumar Agarwal	Member	4	1\$
5	Mukesh Chandra Agrawal	Member	4	1#

\* Resigned w.e.f. 02.11.2013.

# Appointed as Director and Member w.e.f. 02.11.2013.

\$ Appointed as member w.e.f. 02.11.2013.

#### 4. Management Committee

Management committee of the Board of Directors of the Company was constituted by the Board of Directors in their meeting dated 26.05.2014.

The management committee consists of the following:

Name	Category
Mr. Ankit Agarwal	Chairman
Mr. Rajeshwar Prasad Agrawal	Member
Mr. Yashjeet Basrar	Member

#### GENERAL BODY MEETINGS

Details of last three Annual General Meetings of the Company are as follows:

Description of Meetings	Date	Venue of AGM	Time	No. Of Special Resolution Passed
24 <sup>th</sup> AGM	30.09.2013	3E/9, 1st Floor, Jhandewalan Extension, New Delhi 110 055	10.30 A.M.	0
23rd AGM	30.09.2012	3E/9, 1st Floor, Jhandewalan Extension, New Delhi 110 055	11.00 A.M.	0
22nd AGM	29.09.2011	Haryana Maitri Bhavan, H-4 & 5, Guru Harikishan Marg, Opposite KeshavMahavidyalaya, Pitampura, New Delhi-110034	11.00 A.M.	1

No Special Resolution was passed in the last year through Postal Ballot.

#### DISCLOSURE

1. Related Parties & Transactions with them as required under Accounting Standard (AS-18) are furnished as Note No 19 and attached to & forming part of Balance Sheet & Statement of Profit & Loss for the financial year ended on 31<sup>st</sup> March, 2014.
2. Neither has any non compliance with any of the legal provisions of the Companies Act, 1956 been made by the Company nor any penalty imposed by the stock exchanges or SEBI or any other statutory authority on any matter related to the capital markets during the last 3 years.
3. There is no pecuniary relationship or transaction with Independent/Non executive Director.

4. None of transactions with any of related parties were in conflict with the interest of the Company.
5. The Company has fulfilled the following non-mandatory requirements as prescribed in Annexure 1 D to the Clause 49 of the Listing Agreements entered into with the Stock Exchanges:
  - (a) The Company has set up a Remuneration Committee, details of which have been given earlier in this report.
  - (b) The Company has adopted a Whistle Blower Policy and has established the necessary mechanism for employees to report concerns about unethical behavior.
  - (c) The Statutory Financial Statements of the Company are unqualified.

#### **INTERNAL CONTROLS AND RISK MANagements**

The Company has systems for corporate risk assessment and mitigation. Business risk assessment procedures have been set in place for self-assessment of business risks, operating controls and compliance with Corporate Policies. There is an ongoing process to track the evolution of the risks and delivery of mitigating action plans. The procedures adopted provide the Management an assurance on the internal processes and systems.

#### **MEANS OF COMMUNICATION**

Effective communication of information is an essential component of corporate governance. It is the process of sharing information, ideas, thoughts, opinions and plans to all stakeholders which promotes managements-shareholders relations. The Company regularly interacts with shareholders through multiple channels of communication such as results announcement, annual report, media releases, Company's website and subject specific communications.

The quarterly, half yearly and annual results of the Company's performance are published in newspapers. These results are also made available on the website of the Company, viz. [www.eurofin.in](http://www.eurofin.in).

#### **CODE OF CONDUCT**

Code of conduct for the Directors and senior management was adopted by the Board. This code has been laid down with a view to promote good corporate governance and is applicable to all the Directors and Senior Management of the Company. This code of conduct is also available on the website of the Company, viz., [www.eurofin.in](http://www.eurofin.in).

#### **CEO/CFO CERTIFICATION**

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, Directors has signed a Certificate accepting responsibility for the financial statement and confirming the effectiveness of the internal control system, which is given separately herewith.

#### **COMPLIANCES UNDER LISTING AGREEMENT**

Company is regularly complying with the provisions of the Listing Agreement. Informations, certificates and returns as required under Listing Agreement are sent to the stock exchanges within the prescribed time.

#### **INFORMATION ON DEVIATION FROM ACCOUNTING STANDARDS, IF ANY**

There has been no deviation from the Accounting Standards in preparation of annual accounts for the financial year 2013-14.

#### **AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

The Auditors' Certificate on compliance of Clause 49 (VII) of the Listing Agreement relating to Corporate Governance is published as an Annexure to the Directors' Report.

**GENERAL SHAREHOLDERS INFORMATION**

<b>i</b>	<b>Annual General Meeting Day, Date, Time &amp; Venue</b>	Saturday, 5 <sup>th</sup> July, 2014 at 10.00 AM 2 <sup>nd</sup> Floor, Vikas Surya Plaza, Mangalam Place, Sector-3, Rohini, New Delhi
<b>ii</b>	<b>Financial Year</b>	2013-14
<b>iii</b>	<b>Date of Book Closure</b>	29 <sup>th</sup> June, 2014 to 5 July, 2014
<b>iv</b>	<b>Dividend Payment</b>	No Dividend was declared or paid during the financial year 2013-14
<b>v</b>	<b>Listing on Stock Exchange</b>	The Bombay Stock Exchange Limited, Phiroze Jeejeebhoy Towers, 25th Floor, Dalal Street, Mumbai-400 001
<b>vi</b>	<b>Scrip Code Scrip ID ISIN</b>	531082 EUROFIN INE914E01024

**SHARE TRANSFER SYSTEM**

The Board of Directors have delegated the power of approving the transfer, transmission of shares and other matters like consolidation of share certificates, issue of duplicate share certificates, dematerialization / rematerialisation of shares, to registrar & share transfer agents of the Company. All the matters are approved by RTA regularly.

Presently, the share transfer instruments which are received in physical form are being processed by R&T Agent, Alankit Assignments Limited and the share certificates are dispatched within a period of 30 days from the date of receipt thereof, subject to documents being complete and valid in all respects. The request for dematerialization of shares are also processed by R&T Agent within stipulated period of 21 days and uploaded with the concerned depositories.

The Company obtains half-yearly certificate of compliance related to the share transfer formalities from Company Secretary in practice as required under clause 47(c) of the Listing Agreement with Stock Exchanges and files a copy of certificate with Stock Exchanges on or before due date.

**SHAREHOLDING PATTERN**

As on 31<sup>st</sup> March, 2014, the Authorized Share Capital of the Company is Rs. 50,000,000/- (Rupees Five Crores only) divided into 5,000,000 (Fifty Lacs) Equity Shares of Rs.10/- each. The shareholding pattern of the Company as on 31<sup>st</sup> March, 2014 is as follows:

Category	No. of Shares Held	Percentage of Shareholding
<b>A. Promoters Holding Indian</b>		
1. Individual	81,027	1.67
2. Body Corporate	78,810	1.63
<b>Sub-Total</b>	<b>159837</b>	<b>3.30</b>
<b>B. Non-Promoter's Holding.</b>		
3. Institutional Investors	1,450	0.03
A. Banks, Financial Institutions, Insurance Companies (Central/State Govt. Institutions/Non-Government Institutions)		
4. Non Institutional Investors		
A. Bodies Corporate	2,98,197	6.15
B. Individuals	43,68,471	90.11
C. NRIs	18,950	0.39
D. OCBs	1,000	0.02
<b>Sub-Total</b>	<b>46,86,618</b>	<b>96.67</b>
<b>GRAND TOTAL</b>	<b>48,47,905</b>	<b>100.00</b>

**DISTRIBUTION OF EQUITY SHARES**

Total Number of Equity Shares 48,47,905  
 Paid up value per share - Rs. 10/- each

**DISTRIBUTION OF SHAREHOLDINGS**

Share of Nominal Value of ₹	Shareholders Numbers	Amount		
		%	₹	%
1 to 100	937	70.77	39,155	0.80
101 to 500	205	15.48	50,648	1.04
501 to 1000	22	1.66	17,552	0.36
1001 to 5000	40	3.02	1,04,878	2.16
5001 to 10000	36	2.71	2,59,853	5.36
10001 to 20000	17	1.28	2,38,770	4.92
20001 to 30000	11	0.33	2,65,476	5.47
30001 to 40000	11	0.33	3,80,799	7.85
40001 to 50000	9	0.68	4,05,109	8.35
50001 to 100000	29	2.19	20,59,608	42.28
100001 to 500000	7	0.52	10,26,057	21.16
500001 to Above	-	-	-	-
<b>TOTAL</b>	<b>1324</b>	<b>100.00</b>	<b>4847905</b>	<b>100.00</b>

**MARKET PRICE DATA BSE(Figures in Rs.)**

Month	Open	High	Low	Close	Total Turnover
April	80.00	92.90	68.15	79.80	8,58,27,763
May	79.80	86.90	59.30	75.10	3,58,00,169
June	73.00	93.90	54.00	72.00	1,54,71,457
July	72.90	90.50	59.00	65.00	2,05,41,338
August	75.00	78.75	64.00	64.00	1,30,29,885
September	62.00	72.80	50.00	66.00	93,66,667
October	64.00	96.80	52.00	71.00	44,89,238
November	76.00	91.30	76.00	91.30	76,384
December	109.55	157.25	109.55	141.65	2,90,799
January	134.60	134.65	127.95	134.30	1,176
February	127.60	127.60	89.30	89.30	1,29,071
March	84.85	84.85	66.00	66.00	88,012

**DEMATERIALIZATION OF SHARES**

The Shareholders of the Company have the option to dematerialize their shares. Company has an agreement with NSDL & CDSL for Dematerialization of Shares. Status of Issued Share Capital as on 31.03.2014 is as follows:

Total Issued Capital	No. of Shares	% of Total Capital
Demat Form	47,47,273	97.92
Physical Form	1,00,632	2.08
<b>Total</b>	<b>4847905</b>	<b>100.00</b>

**REGISTERED OFFICE:**

205-208, Anarkali Complex,  
Jhandewalan Extension,  
New Delhi-110055

**REGISTRAR AND SHARE TRANSFER AGENT:**

**Alankit Assignments Limited**

"Alankit House" 2E/21,  
Jhandewalan Extension,  
New Delhi-110055  
Ph No. 011-42541234  
Fax: 011-42541967

**INVESTOR CORRESPONDENCE MAY BE ADDRESSED TO:**

**Mr. Preeti Puri**

Compliance Officer and Company Secretary,  
Euro Finmart Limited  
205-208, Anarkali Complex,  
Jhandewalan Extension,  
New Delhi-110055  
Ph No. 011-41540028  
Fax: 011-41540028  
Website: [www.eurofin.in](http://www.eurofin.in)

**CERTIFICATION PURSUANT TO CLAUSE 49 (V) OF THE LISTING AGREEMENT**

I, Ankit Agarwal, Managing Director of the Company, certify to the Board that:

- a) I have reviewed the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement for the financial year ended on 31<sup>st</sup> March, 2014 and that to the best of my knowledge and belief:
  - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of my knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or volatile of the company's code of conduct.
- c) Further, I accept the responsibility to establish and maintain the internal controls for financial reporting and accordingly, I have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee, wherever applicable:
  - i. deficiencies in the design or operation of the internal controls, if any, of which I am aware and the steps have been taken or propose to be taken to rectify these deficiencies.
  - ii. significant changes in the internal control over the financial reporting during the period;
  - iii. significant changes in accounting policies during the period and that the same have been disclosed in the notes to the financial statements;
  - iv. instances of significant fraud of which I became aware and involvement therein, if any, of the management or an employee having a significance in the Company's internal control system.

BY ORDER OF THE BOARD OF DIRECTORS  
For **EURO FINMART LIMITED**

-Sd/-  
**ANKIT AGARWAL**  
**MANAGING DIRECTOR**  
DIN 01191951

**DATED:** 26<sup>th</sup> May, 2014  
**PLACE:** New Delhi



**DECLARATION PURSUANT TO CLAUSE 49 I (D) (ii) OF THE LISTING AGREEMENT**

In accordance with Clause 49 I (D) (ii) of the Listing Agreement with the Stock Exchanges, I hereby confirm that the Board Members and Senior Management of the Company have affirmed their compliance with the Code of Conduct as applicable to them for the financial year ended March 31, 2014.

BY ORDER OF THE BOARD OF DIRECTORS  
For **EURO FINMART LIMITED**

-Sd/-  
**ANKIT AGARWAL**  
**MANAGING DIRECTOR**  
DIN 01191951

**DATED:** 26<sup>th</sup> May, 2014  
**PLACE:** New Delhi

**AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

The Members

**Euro Finmart Limited**

We have examined the compliance of conditions of Corporate Governance by Euro Finmart Limited ("The Company") for the year ended on 31st March 2014, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

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

For **KRISHAN K. GUPTA & CO.**

**CHARTERED ACCOUNTANTS**

Sd/-  
(K. K GUPTA)  
Prop. (M. No. 8311)  
FRN-000009N

**DATED:** 26<sup>th</sup> May, 2014

**PLACE:** New Delhi

**AUDITORS' CERTIFICATE ON CASH FLOW STATEMENT**

We have verified the attached Cash Flow Statement of **EURO FINMART LIMITED, NEW DELHI** derived from the audited financial statements and the books of accounts maintained by the company for the years ended March 31, 2014 and March 31, 2013 and found the same to be in accordance therewith and also with the requirements of Clause 32 of Listing Agreement with Stock Exchange.

For **KRISHAN K. GUPTA & CO.**  
**CHARTERED ACCOUNTANTS**

-Sd/-  
**(K. K GUPTA)**  
Proprietor  
Membership No. 8311

**DATED:** 26<sup>th</sup> May, 2014  
**PLACE:** New Delhi

## **AUDITORS' REPORT**

To  
The Members of  
**EURO FINMART LIMITED**

### **Report on the Financial Statements**

We have audited the accompanying financial statements of *Euro Finmart Limited* ("the Company") which comprise the Balance Sheet as at 31 March 2014, 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**

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13 September, 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013 and other accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control 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 conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

### **Opinion**

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

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at 31 March 2014;
- b) In the case of the Statement of Profit and Loss, of the Profit for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

### **Report on Other Legal and Regulatory requirements**

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order"), issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a

statement on the matters specified in paragraphs 4 and 5 of the Order.

2. As required by section 227(3) of the Act, we report that:
- (i) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - (ii) In our opinion proper books of account as required by law have been kept by the company so far as appears from our examination of those books;
  - (iii) 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;
  - (iv) In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Act read with the General Circular 15/2013 dated 13 September, 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013 and other accounting principles generally accepted in India; and
  - (v) On the basis of written representation received from the directors as at 31 March 2014 and taken on record by the Board of Directors, none of the directors is disqualified as at 31 March 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.
  - (vi) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the company.

**For KRISHANK K. GUPTA & CO.**

Chartered Accountants

FRN. 000009N

-Sd/-

K.K. GUPTA

**Proprietor**

Membership No. 8311

**DATED:** 26<sup>TH</sup> MAY, 2014

**PLACE :** NEW DELHI

**Annexure referred to in paragraph (1) under the heading of “Report on Other Legal and Regulatory requirements” of our report of even date**

- (i) The company does not have any fixed asset and as such clauses (i) (a), (b) & (c) of the Order are not applicable to the company.
- (ii) In respect of Inventories :
  - (a) As explained to us, inventories have been physically verified during the year by the management at reasonable intervals.
  - (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
  - (c) In our opinion and on the basis of our examination of the records, the Company is generally maintaining proper records of its inventories. No material discrepancy was noticed on physical verification of stocks by the management as compared to books records.
- (iii) In our opinion and according to the explanations given to us, the company has not taken or granted any loan, secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the Act and as such clauses (iii) (b), (iii) (c) and (iii) (d) of the Order are not applicable to the company.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regards to purchase of inventory and fixed assets and for sale of goods and services. Further on the basis of our examination of the books and records of the company, carried out in accordance with the auditing standards generally accepted in India, we have not observed any continuing failure to correct major weaknesses in the aforesaid internal control procedures.
- (v) In our opinion and according to the information given to us, the company has not entered into any transactions that need to be entered in register in pursuance of Section 301 of the Act and as such clause (v) of the Order is not applicable to the company.
- (vi) In our opinion and according to the information given to us, the company has not accepted any deposits from the public within the meaning of Sections 58A and 58AA of the Companies Act, 1956 and the rules framed there under.
- (vii) In our opinion, the company has an adequate internal audit system commensurate with the size and the nature of its business.
- (viii) The maintenance of cost records has not been prescribed by the Central Government u/s 209 (1) (d) of the Companies Act, 1956 in respect of the company's products and accordingly the provisions of clause (viii) of the Order is not applicable.
- (ix)
  - (a) The company is regular in depositing with the appropriate authorities undisputed statutory dues, if any, including provident fund, employees state insurance, investor education and protection fund, income tax, sales tax, service tax, wealth tax, custom duty, excise duty and cess and other statutory dues applicable to it.
  - (b) According to the information and explanations given to us, no undisputed amount payable in respect of income tax, sales tax, service tax, wealth tax, customs duty, excise duty and cess were outstanding as at 31.03.2014.
  - (c) According to the records of the company, there is no amount payable in respect of income-tax, wealth-tax, sales tax, service tax, customs duty, excise duty and cess which have not been deposited on account of any disputes.
- (x) According to the records of the company, the company does not have any accumulated losses nor has it



incurred any cash loss during the financial year covered by our audit but has incurred cash losses in the immediately preceding financial year.

- (xi) Based on our audit procedures and on the information and explanations given by the management we are of the opinion that the company has not defaulted in repayment of dues to a financial institution or bank or debenture holders.
- (xii) According to the information and explanations given to us the company has not granted any loan and advance on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion the company is neither a chit fund nor nidhi / mutual benefit fund / society and hence clause (xiii) of the Order is not applicable to the company.
- (xiv) In our opinion the company is dealing in or trading in shares, securities, debentures and other investments. The Company is maintaining separate records of the transactions and contracts and making timely entries therein. The shares and other investments are held by the company in its own name.
- (xv) In our opinion the company has not given guarantee for loans taken by others from banks or financial institutions and accordingly the provisions of clause (xv) of the Order is not applicable.
- (xvi) In our opinion, the company has not received any term loan during the year and accordingly the provisions of clause (xvi) of the Order is not applicable.
- (xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the company we report that no funds raised on short-term basis have been used for long-term investment. No long-term funds have been used to finance short-term assets.
- (xviii) According to information and explanations given to us, the company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
- (xix) The company does not have any debentures outstanding, as on the Balance Sheet date, hence, the clause (xix) of the order is not applicable.
- (xx) The company has not raised any money through the public issue during the year. Accordingly, clause (xix) of the order is not applicable.
- (xxi) Based upon the audit procedure performed and information and explanation given by the management we report that during the year no fraud on or by the company has been noticed or reported during the Year.

**For KRISHANK. GUPTA & CO.**

Chartered Accountants

Firm Registration No. 000009N

-Sd/-

K.K. GUPTA

**Proprietor**

Membership No. 8311

**DATED:** 26<sup>TH</sup> MAY, 2014

**PLACE :** NEW DELHI

**BALANCE SHEET AS AT 31<sup>st</sup> March, 2014**

<b>PARTICULARS</b>	<b>Note No.</b>	<b>As at 31-03-2014 (₹)</b>	<b>As at 31-03-2013 (₹)</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
Share capital	2	48,479,050	48,479,050
Reserves and surplus	3	19,606,828	18,239,125
<b>Current liabilities</b>			
Trade Payable	4	250,763	-
Other current liabilities	5	37,110	22,472
Short-term provisions	6	374,787	-
<b>TOTAL</b>		<b>68,748,538</b>	<b>66,740,647</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Fixed assets			
Tangible assets		-	-
Deferred Tax Assets		11,411,178	12,018,939
<b>Current assets</b>			
Non-Current Investments	7	30,060,495	6,562,500
Inventories	8	11,976,681	21,674,446
Trade receivables	9	182,442	6,593,507
Cash and cash equivalent	10	5,226,702	8,319,747
Short-term loans and advances	11	7,909,792	9,308,288
Other Current Assets	12	1,981,248	2,263,220
<b>TOTAL</b>		<b>68,748,538</b>	<b>66,740,647</b>
<b>Significant Accounting Policies and Notes to Accounts</b>	<b>1-21</b>		

In terms of our report attached

**For Krishan K. Gupta & Co.**

Chartered Accountants

FRN No. 000009N

-Sd/-

**K. K. Gupta**

Proprietor

M. No. 8311

-Sd/-

**Alok Kumar Agarwal**

Director (DIN: 00586047)

-Sd/-

**Yash Jeet Basrar**

Director(DIN: 00112857)

-Sd/-

**Mukesh Chandra Agarwal**

Director (DIN: 01196171)

-Sd/-

**Preeti Puri**

Company Secretary

**DATED: 26<sup>TH</sup> MAY, 2014****PLACE : NEW DELHI**

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>st</sup> March, 2014**

<b>PARTICULARS</b>	<b>Note No.</b>	<b>For the year ended 31<sup>st</sup> March, 2014 (₹)</b>	<b>For the year ended 31<sup>st</sup> March, 2013 (₹)</b>
<b>Revenue from operations</b>			
Sale of shares		661,225	118,623,851
Service Charges for enrollment		2,944,661	-
Smart Card Data Management		9,509,380	-
Interest on Fixed Deposits		377,387	93,883
Interest on Income Tax Refund		-	116,549
Other Interest Income		741,042	69,566
Misc. Income		-	193,920
Gain on sale of Agriculture Land		-	649,900
Share/Commodity Trading		2,401,672	-
Gain on sale of Investments		-	2,475,000
Dividend Income		8,600	22,978
<b>Total revenue</b>		<b>16,643,967</b>	<b>122,245,648</b>
<b>Expenses</b>			
Purchase of shares		127,503	111,139,708
Changes in Inventories	13	9,697,765	11,775,115
Employee benefits expense	14	1,866,844	346,857
Finance costs	15	4,559	84,161
Other expenses	16	2,971,831	7,769,127
<b>Total expenses</b>		<b>14,668,502</b>	<b>131,114,967</b>
<b>Profit before tax</b>		<b>1,975,465</b>	<b>(8,869,320)</b>
<b>Tax expense</b>			
Current tax		374,787	-
MAT Credit Receivable		(374,787)	-
Deferred tax		(607,761)	12,018,939
<b>Profit After Tax</b>		<b>1,367,704</b>	<b>3,149,620</b>
<b>Appropriations</b>			
Income Tax Adjustments earlier years		-	1,817,986
<b>Profit / (loss) for the year</b>		<b>1,367,704</b>	<b>4,967,606</b>
<b>Earnings per equity share</b>	18		
Basic		0.28	1.02
Diluted		0.28	1.02
<b>Significant Accounting Policies and Notes to Accounts</b>	<b>1-21</b>		

In terms of our report attached

**For Krishan K. Gupta & Co.**

Chartered Accountants

FRN No. 000009N

-Sd/-

**K. K. Gupta**

Proprietor M. No. 8311

-Sd/-

**Alok Kumar Agarwal**

Director (DIN: 00586047)

-Sd/-

**Mukesh Chandra Agarwal**

Director (DIN: 01196171)

-Sd/-

**Yash Jeet Basrar**

Director (DIN: 00112857)

-Sd/-

**Preeti Puri**

Company Secretary

**DATED: 26<sup>TH</sup> MAY, 2014****PLACE : NEW DELHI**

**CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31<sup>st</sup> March, 2014**

<b>PARTICULARS</b>	<b>For the year ended 31<sup>st</sup> March, 2014 (₹)</b>	<b>For the year ended 31<sup>st</sup> March, 2013 (₹)</b>
<b>A. Cash Flow from Operating Activities</b>		
Net Profit before Tax	1,975,465	(8,869,320)
<b>Add :</b> Adjustments for		
Preliminary Expenditure written off	281,972	281,973
<b>Total</b>	<b>2,257,437</b>	<b>(8,587,347)</b>
<b>Less:</b> Interest Received	1,118,429	163,449
Gain on sale of Agriculture Land	-	649,900
Gain on sale of Unquoted Investments	-	2,475,000
Dividend Income	8,600	22,978
<b>Operating Profit before Working Capital changes</b>	<b>1,130,408</b>	<b>(11,898,674)</b>
Adjustments for change in Working Capital		
Decrease/ (Increase) in Trade & Other Receivables	8,184,347	30,625,795
Decrease/ (Increase) in Inventories	9,697,765	-
Increase/ (Decrease) in Trade & Other Payables	265,401	(20,000,000)
Cash generated from operations	19,277,921	(1,272,879)
Direct Taxes paid	-	(853,282)
<b>Net Cash from Operating Activities</b>	<b>19,277,921</b>	<b>(2,126,161)</b>
<b>B. Cash Flow from Investing Activities</b>		
Dividend Income	8,600	22,978
Sale of Fixed Assets	-	6,000,000
Interest Received	1,118,429	163,449
Purchases of Trade/Unquoted Investments	(24,997,995)	(5,062,500)
Sale of Unquoted Investments	1,500,000	3,775,000
<b>Net Cash from Investing Activities</b>	<b>(22,370,966)</b>	<b>4,898,927</b>
<b>C. Cash Flow from Financing Activities</b>		
Proceeds\ (repayment) against Working Capital Borrowings	-	-
Proceeds from Unsecured Loans	-	-
Interest paid	-	-
<b>Net Cash from Financing activities</b>	<b>-</b>	<b>-</b>
Net Increase/ (Decrease) in cash or cash equivalents	(3,093,045)	2,772,766
Cash or cash equivalents (Opening balance)	8,319,747	5,546,981
Cash or cash equivalents (Closing balance)	5,226,702	8,319,747

Note : Figures in bracket represents cash outflow.

**For Krishan K. Gupta & Co.**

Chartered Accountants

FRN No. 000009N

-Sd/-

**K. K. Gupta**

Proprietor

M. No. 8311

-Sd/-

**Alok Kumar Agarwal**

Director (DIN: 00586047)

-Sd/-

**Yash Jeet Basrar**

Director(DIN: 00112857)

-Sd/-

**Mukesh Chandra Agarwal**

Director (DIN: 01196171)

-Sd/-

**Preeti Puri**

Company Secretary

**DATED: 26<sup>TH</sup> MAY, 2014**

**PLACE : NEW DELHI**

## ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS

### Note No.1: Significant accounting policies

**a. Method of Accounting**

- i) The accounts of the company are prepared under the historical cost convention using the accrual method of accounting unless otherwise stated hereinafter.
- ii) Accounting policies are consistent with generally accepted accounting principles.

**b. FIXED ASSETS**

Fixed assets are stated at cost of acquisition, inclusive of inward freight, duties & taxes and incidental expenses related to acquisition and are net of CENVAT credit. In respect of major projects involving construction, related preoperational expenses form part of the value of the assets capitalized.

**c. Depreciation**

Depreciation is calculated on fixed assets on written down value method in accordance with Schedule XIV of Companies Act, 1956 as amended.

**d. EMPLOYEES**

Company's contribution to defined contribution schemes is charged to the profit & loss account on accrual basis.

**e. Taxation**

Provision for taxation is based on assessable profits of the company as determined under Income Tax Act, 1961.

**f. Deferred Taxation**

Deferred taxation is provided using the liability method in respect of taxation effect arising from all material timing difference between accounting and tax treatment of income and expenditure which are expected with reasonable probability to crystallize in the foreseeable future.

Deferred tax benefits are recognized in the financial statements only to the extent of any deferred tax liability or when such benefits are reasonably expected to be realizable in the near future.

**g. Income from Service Charges/Smart Card Data Management**

Revenue is recognized at the time of accrual of that income.

**h. Income from Investments/Deposits**

Income from investments is credited to revenue in the year in which it accrues. Income is stated in full with the tax thereon being accounted for under tax payments.

**i. Earnings per share**

Basic earnings per share is calculated by dividing the net profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is calculated by dividing the net profits attributable to equity shareholders by the weighted average number of equity shares outstanding during the year (adjusted for the effects of dilutive options).

**j. Contingent Liabilities**

Contingent Liabilities as defined in Accounting Standard-29 are disclosed by way of notes to accounts. Provision is made if it becomes probable that an outflow of future economic benefit will be required for an item previously dealt with as a contingent liability.

**k. Others**

Other accounting policies are consistent with the normally accepted accounting practices.

**Note No. 2 : Share Capital**

Particulars	As at 31 <sup>st</sup> March, 2014 (₹)	As at 31 <sup>st</sup> March, 2013 (₹)
<b>2.1 Authorised</b>		
50,00,000 (previous year 50,00,000 ) equity shares of Rs. 10 each	50,000,000	50,000,000
	<b>50,000,000</b>	<b>50,000,000</b>
<b>2.2 Issued, subscribed and paid up</b>		
<b>Equity shares of Rs. 10 each fully paid up</b>		
48,47,905 Equity Shares (Previous Year 48,47,905 Equity Shares) of Rs.10/- each	48,479,050	48,479,050
	<b>48,479,050</b>	<b>48,479,050</b>

2.3 The Company has only one class of shares referred to as equity shares having a par value of Rs. 10/-. Each holder of equity share is entitled to one vote per share.

**2.4 Reconciliation of share capital outstanding as at the beginning and of the year**

Particulars	As at 31 <sup>st</sup> March, 2014		As at 31 <sup>st</sup> March, 2013	
	No. of Shares	Amount (₹)	No. of Shares	Amount (₹)
<b>Equity shares of Rs. 10 each fully paid up</b>				
Balance as at the beginning of the year	4,847,905	48,479,050	4,847,905	48,479,050
Add: Shares issued during the year	-	-	-	-
Balance as at the end of the year	4,847,905	48,479,050	4,847,905	48,479,050

2.5 There are no rights, preferences and restrictions attached to any share.

**2.6 Detail of shareholders holding more than 5% shares as at year end**

Name of Shareholder	As at 31 <sup>st</sup> March, 2014		As at 31 <sup>st</sup> March, 2013	
	% of holdings	No. of Shares held	% of holdings	No. of Shares held
<b>Equity shares of Rs. 10/- each fully paid up</b>				
(i) Garima Agarwal	-	-	6.54	316,855
(ii) Vinod Gupta	-	-	7.13	345,790
(iii) Vaibhav Garg	-	-	9.64	467,285
(iv) Ashok Khandelwal	-	-	6.94	336,445

2.7 There is no share reserved for issue under options and contracts/ commitments for the sale of shares/disinvestment.

**2.8 Disclosure pursuant to note 6(A) (i) of Part I of Schedule VI to the Companies Act, 1956.**

Particulars	Year (aggregate no. of shares)				
	2013-14	2012-13	2011-12	2010-11	2009-10
<b>Equity shares of Rs. 10/- each fully paid up</b>					
Fully paid up by way of bonus shares	-	-	3,878,324	-	--



**Note No. 3 :Reserves and Surplus**

Particulars	As at 31 <sup>st</sup> March 2014 (₹)	As at 31 <sup>st</sup> March 2013 (₹)
<b>Securities Premium</b>	3,368,805	3,368,805
	<b>3,368,805</b>	<b>3,368,805</b>
<b>Profit &amp; Loss Account</b>		
Opening balance	14,819,660	9,852,055
Add: Net profit for the year	1,367,704	4,967,606
Closing balance	<b>16,187,364</b>	<b>14,819,660</b>
<b>General Reserve</b>	50,660	50,660
	<b>50,660</b>	<b>50,660</b>
<b>Grand Total</b>	<b>19,606,828</b>	<b>18,239,125</b>

**Note No. 4 : Trade Payable**

Particulars	As at 31 <sup>st</sup> March, 2014 (₹)	As at 31 <sup>st</sup> March, 2013 (₹)
Trade Payables	250,763	-
<b>Total</b>	<b>250,763</b>	<b>-</b>

**Note**

- a) The company has not received information from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures in relation to amounts unpaid as at the year end together with interest paid/payable under this Act have not been given.
- b) There are no specific claims from supplier under the “interest on delayed payments to Small Scale and Ancillary Industrial Undertakings Act, 1993.”

**Note No. 5 : Other Current Liabilities**

Particulars	As at 31 <sup>st</sup> March 2014 (₹)	As at 31 <sup>st</sup> March 2013 (₹)
Other payables		
-Expenses payables	37,110	22,472
<b>Total</b>	<b>37,110</b>	<b>22,472</b>

There are no amounts due and outstanding to be credited to investor Education and Protection Fund as on 31 March 2014.

**Note No. 6 : Short Term Provision**

Particulars	As at 31 <sup>st</sup> March 2014 (₹)	As at 31 <sup>st</sup> March 2013 (₹)
Provision for Income Tax	374,787	-
<b>Total</b>	<b>374,787</b>	<b>-</b>

**Note No. 7 : Non-Current Investments**

Particulars	As at 31 <sup>st</sup> March, 2014			As at 31 <sup>st</sup> March, 2013		
	No. of Shares / Units	Face Value Per Share / Unit	Closing value of Investments	No. of Shares / Units	Face Value Per Share / Unit	Closing value of Investments
<b>Trade Investments</b>						
<b>In Equity Shares of Other Companies</b>						
<b>-Quoted, Fully paid up</b>						
Omaxe Limited	178,250	10	24,997,995	-	-	-
<b>Non Quoted Non Trade</b>						
AKG Consultants Private Limited	6,750	10	5062500	6,750	10	5062500
Vikas Promoters Private Limited	-	-	-	30,000	10	1500000
<b>Total</b>			<b>30,060,495</b>			<b>6,562,500</b>

**Note No. 8 : Inventories**

Particulars	As at 31 <sup>st</sup> March, 2014 (₹)	As at 31 <sup>st</sup> March, 2013 (₹)
Stock-in-Trade	11,976,681	21,674,446
<b>Total</b>	<b>11,976,681</b>	<b>21,674,446</b>

**Note No. 9 : Trade Receivables**

Particulars	As at 31 <sup>st</sup> March, 2014 (₹)	As at 31 <sup>st</sup> March, 2013 (₹)
<b>9.1 Trade Receivables outstanding for a period less than six months</b>		
Unsecured, considered good	182,442	6,593,507
<b>9.2 Trade receivables outstanding for a period exceeding six months</b>		
Unsecured, considered good	-	-
<b>Total</b>	<b>182,442</b>	<b>6,593,507</b>

\* Balances of Trade Receivables are subject to confirmation and reconciliation, differences if any, shall be accounted for on such reconciliation.

\* Trade Receivables are expected to realise at least the amount at which they are stated, if realized in the ordinary course of business.

**Note No. 10 : Cash & Cash Equivalents**

Particulars	As at 31 <sup>st</sup> March 2014 (₹)	As at 31 <sup>st</sup> March 2013 (₹)
Balances with banks		
- in current accounts	136,705	858,082
- in fixed accounts*	4,400,513	4,060,865
Cash in hand	689,484	3,400,800
<b>Total</b>	<b>5,226,702</b>	<b>8,319,747</b>

\* Deposit Accounts with more than twelve month maturity -

4,400,513      4,060,865

**Note No. 11 : Short Term Loan & Advances**

Particulars	As at 31 <sup>st</sup> March 2014 (₹)	As at 31 <sup>st</sup> March 2013 (₹)
<b>11.1 Loan &amp; Advances to Related Parties</b>		
Unsecured, considered good	-	-
<b>11.2 Loan &amp; Advances to Others (specify nature)</b>		
Unsecured, considered good	-	-
Service tax credit receivable	41,112	118,382
TDS	384,809	15,270
Others	7,203,537	9,109,572
Income tax refund due	280,334	65,064
<b>Total</b>	<b>7,909,792</b>	<b>9,308,288</b>

**Note No. 12 : Other Current Assets**

Particulars	As at 31 <sup>st</sup> March 2014 (₹)	As at 31 <sup>st</sup> March 2013 (₹)
<b>Unsecured, considered good</b>		
Unamortised portion of Project Promotion Expenses	523798	586654
Less : Written off (10%)	62856	62856
	460942	523798
Preliminary Expenses	21637	34621
Less : Written off (20%)	12984	12984
	8653	21637
Share Issue Expenses	1717785	1923918
Less : Written off (10%)	206132	206133
	1511653	1717785
<b>Total</b>	<b>1981248</b>	<b>2263220</b>

**Note No. 13 : Changes in Stock-in-Trade**

Particulars	As at 31 <sup>st</sup> March 2014 (₹)	As at 31 <sup>st</sup> March 2013 (₹)
Stock in Trade at the beginning of the year	21,674,446	33,449,561
Stock in Trade at the end of the year	11,976,681	21,674,446
<b>Net (Increase) / Decrease</b>	<b>9,697,765</b>	<b>11,775,115</b>

**Note No. 14 : Employee Benefits Expense**

Particulars	As at 31 <sup>st</sup> March 2014 (₹)	As at 31 <sup>st</sup> March 2013 (₹)
Salary	1,671,720	316,707
Staff Welfare Expenses	195,124	30,150
<b>Total</b>	<b>1,866,844</b>	<b>346,857</b>

**Note No. 15 : Finance Cost**

Particulars	As at 31 <sup>st</sup> March 2014 (₹)	As at 31 <sup>st</sup> March 2013 (₹)
Bank Charges	4,559	84,161
<b>Total</b>	<b>4,559</b>	<b>84,161</b>

**Note No. 16 : Other Expenses**

Particulars	As at 31 <sup>st</sup> March 2014 (₹)	As at 31 <sup>st</sup> March 2013 (₹)
Advertisement	43,790	98,752
Telephone Expenses	8,729	8,795
Postage & Telegram	16,636	13,000
Fees and subscriptions	35,706	203,499
Professional charges	51,000	549,928
Conveyance, Tour & Travelling	90,142	-
Printing and stationary	39,818	39,723
Demat Charges	-	6,231
Data Management & UID Expenses	1,680,579	-
General Charges	703,460	29,769
Auditor's Remuneration		
-Audit Fees	15,000	15,000
-Tax Audit Fees	5,000	5,000
Share/Commodity Trading	-	6,517,457
Preliminary Expenses written off	281,972	281,973
<b>Total</b>	<b>2,971,831</b>	<b>7,769,127</b>

**Note No. 17 : Contingent Liability**

Bank guarantees issued in favour of Oriental Bank of Commerce (for UID Project) Rs.37,75,200/- & in favour of UIDAI Rs.2,00,000/- (Previous year Rs.37,75,200/- & Rs.2,00,000/- respectively)

**Note No. 18 : Earning Per Share**

The earning per share has been calculated as specified in Accounting Standard 20 on "Earning Per Share" issued by ICAI and related disclosures are as below :

Particulars	For the year ended 31 <sup>st</sup> March, 2014 (₹)	For the year ended 31 <sup>st</sup> March, 2013 (₹)
Net profit after tax as per profit and loss A/c (Rs.)	1,367,704	4,967,606
Weighted average number of equity shares used as denominator for calculating EPS	4,847,905	4,847,905
Basic and diluted earning per share (Rs)	0.28	1.02
Face Value per equity share (Rs)	10	10

**Note No. 19 : Related Party Disclosure**

Key Management Personnel	
Director	Alok Kumar Agarwal
Director	Yash Jeet Basrar
Director	Mukesh Chandra Agarwal

**Note no.: 20**

Figures for previous year have been regrouped / rearranged wherever considered necessary.

**Note no.: 21**

Paise have been rounded off to the nearest rupee.

**For Krishan K. Gupta & Co.**

Chartered Accountants

FRN No. 000009N

-Sd/-

**K. K. Gupta**

Proprietor

M. No. 8311

-Sd/-

**Alok Kumar Agarwal**

Director (DIN: 00586047)

-Sd/-

**Mukesh Chandra Agarwal**

Director (DIN: 01196171)

-Sd/-

**Yash Jeet Basrar**

Director(DIN: 00112857)

-Sd/-

**Preeti Puri**

Company Secretary

**DATED:** 26<sup>TH</sup> MAY, 2014

**PLACE :** NEW DELHI

**ATTENDENCE SLIP**

**25<sup>TH</sup> ANNUAL GENERAL MEETING**

I hereby record my presence at the **TWENTY FIFTH ANNUAL GENERAL MEETING** on Saturday, the 5<sup>th</sup> day of July 2014, at 2<sup>nd</sup> Floor, Vikas Surya Plaza, Mangalam Place, Sector-3, Rohini, New Delhi-110085 at 10.00 a.m.

.....  
**Member's Folio/DP ID- Client ID no.**

.....  
**Member's/Proxy's name in Block Letters**

.....  
**Member's/Proxy's Signature**

**Note:**

1. Please complete the folio/DP ID-Client ID NO. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the Entrance of the Meeting Hall.
2. Electronic copy of the Annual Report for 2014 and notice of the Annual General Meeting along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy for the Attendance Slip.
3. Physical copy of the Annual Report for 2014 and Notice of the Annual General Meeting along with copy of Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

.....  
**EURO FINMART LIMITED**

CIN: L67190DL1989PLC036860  
Regd. Office : 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi - 110055

**E-VOTING PARTICULARS**

**ELECTRONIC VOTING PARTICULARS**

<b>EVEN (E-Voting Event Number)</b>	<b>USER ID</b>	<b>PASSWORD/PIN</b>

Note: Please read instructions given at Note no. 6 of the Notice of the 25<sup>th</sup> Annual General Meeting carefully before voting electronically.

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CIN: L67190DL1989PLC036860

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**PROXY FORM**

Folio/DP ID-Client ID no: .....

I/We \_\_\_\_\_ of \_\_\_\_\_ being Member(s) of **Euro Finmart Limited**, hereby appoint Mr./Ms \_\_\_\_\_ of \_\_\_\_\_ or failing him/her Mr./Ms. \_\_\_\_\_ of \_\_\_\_\_ as my / our Proxy to attend and vote for me / us on my / our behalf at the **TWENTY FIFTH ANNUAL GENERAL MEETING** of the Company, to be held on Saturday, the 5<sup>th</sup> day of July 2014, at 2<sup>nd</sup> Floor, Vikas Surya Plaza, Mangalam Place, Sector-3, Rohini, New Delhi-110085 at 10.00 a.m. and at any adjournment thereof.

<b>Resolution No.</b>	<b>Optional*</b>	
	<b>For</b>	<b>Against</b>
<b>Ordinary Business</b>		
1. Adoption of Financial Statements for the year ended 31 <sup>st</sup> March, 2014		
2. Re-appointment of Mr. Yashjeet Basrar, who retires by rotation.		
3. Appointment of M/s Krishan K. Gupta & Co., Chartered Accountants, as Auditors and fixing their remuneration.		
<b>Special Business</b>		
4. Appointment of Mr. Pradip Kumar Banerji as Independent Director		
5. Appointment of Mr. Shyam Kishore Lal as Independent Director		
6. Appointment of Mr. Rajeshwar Prasad Agrawal as Director		
7. Appointment of Mr. Ankit Agarwal as Director		
8. Appointment of Mr. Ankit Agarwal as Managing Director		
9. Change in name of the Company		
10. Increase in Authorised share capital of the Company		
11. Change in Memorandum of Association of the Company		
12. Alteration of Articles of Association of the Company		
13. Allotment of Equity Share on preferential basis.		

Signature :

Date :

**Note:**

1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company not less than 48 hrs before the commencement of the Meeting.
2. For the resolutions, Explanatory Statement and Notes, please refer to the Notice.
3. It is optional to put a 'X' in the appropriate column against the Resolutions indicated. If the leave the column blank, your proxy will be entitled to vote in the manner as he/she thinks fit.
4. Please complete all details including details of the member(s) in above box before submission.



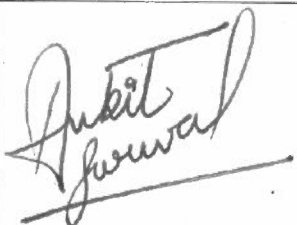


**If, undelivered, please return to**

**EURO FINMART LIMITED**

Regd. Off.: 205-208, Anarkali Complex,  
Jhandewalan Extension,  
New Delhi-110055

## FORM A

Covering letter of the annual audit report to be filed with the stock exchange

1.	Name of the Company	Euro Finmart Limited
2.	Annual financial statements for the year ended	31 <sup>st</sup> March, 2014
3.	Type of Audit observation	Un-Qualified
4.	Frequency of observation	Not Applicable
5.	To be signed by- <ul style="list-style-type: none"><li>• Managing Director</li><li>• Auditor of the Company</li><li>• Audit Committee Chairman</li></ul>	 (Ankit Agarwal)  K. K. Gupta <b>Proprietor</b> For and on behalf of <b>Krishan K. Gupta &amp; Co.</b> Chartered Accountants  (Yash Jeet Basrar)