

# **MANSAROVAR FINANCIAL SERVICES LIMITED**

## **ANNUAL REPORT**

**2013-2014**

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**REGD OFF: KOTWALI ROAD, NAJIBABAD, - 246763, UTTAR PRADESH**

## NOTICE

NOTICE is hereby given that Annual General Meeting of **MANSAROVAR FINANCIAL SERVICES LIMITED** will be held on 30<sup>th</sup> July, 2014 at 11:00 a.m. at the registered office of the Company.

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and the Profit and Loss Account of the Company for the year ended on that date together with the reports of the Directors and auditors thereon.
2. To appoint a Director in place of Ms. Mithlesh Agrawal who retires by rotation and being eligible offers herself for reappointment.
3. To Appoint Auditor and fix the remuneration.

**Dated: 30/06/2014**  
**Place: NAJIBABAD**

**BY ORDER OF THE BOARD**

**(USHA AGRAWAL)**  
**CHAIRMAN**

### **SPECIAL BUSINESS**

#### **1. TO PASS THIS RESOLUTION AS A SPECIAL RESOLUTION IF THOUGH FIT**

**RESOLVED THAT** pursuant to the relevant section of the Companies Act, 2013 (including any Statutory modification or reenactment for the time being in force) to adopt the New Set of Articles of association of the company by replacing the same with existing set of articles of Association as per New Companies Act, 2013.

New set of Articles of Association is attached herewith the resolution.

**RESOLVED FURTHER THAT** any director of the company be and is here by authorized to sign and submit relevant e-form along with certified true copy of the resolution and New Set of Articles of Association of the company with Registrar of Companies as may be for the necessary purpose.

**FURTHER RESOLVED THAT** Mr. Jaymeen Trivedi, Practicing Company Secretary be and is hereby authorized by board to sign the relevant e-form and submit the same to the Registrar of Companies.

**2. TO PASS THIS RESOLUTION AS A SPECIAL RESOLUTION IF THOUGH FIT**

**“RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013 (including any Statutory modification or reenactment for the time being in force) the Authorised Capital of the Company be increased from Rs. 25,00,000 (Rupees Twenty five Lacs) to Rs. 10,25,00,000 (Rupees Ten Crores Twenty Five) by creation of 1,00,00,000 (One Crore) new Equity shares of Rs. 10/- (Rupees Ten) each ranking pari passu in all respects with the existing Equity Shares.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Companies Act, 2013 (including any statutory modification or re-enactment for the time being in force) the existing Clause-V of the Memorandum of Association of the Company be and is hereby substituted by the following new Clause-V:

**V. The Authorised Share Capital of the Company is Rs. 10, 25, 00,000 (Rupees Ten Crores Twenty Five Lacs Only) divided into 1, 02, 50,000 (One Crore) Equity Shares of Rs.10/- (Rupees Ten) each.**

**RESOLVED FURTHER THAT** any director of the company be and is here by authorized to sign and submit relevant e-form along with certified true copy of the resolution and New Set of Articles of Association of the company with Registrar of Companies as may be for the necessary purpose.

**FURTHER RESOLVED THAT** Mr. Jaymeen Trivedi, Practicing Company Secretary be and is hereby authorized by board to sign the relevant e-form and submit the same to the Registrar of Companies.

**3. TO PASS THIS RESOLUTION AS A SPECIAL RESOLUTION IF THOUGH FIT**

**"RESOLVED THAT** in accordance with the provisions of Section 42 and all other applicable provisions, if any, of the Companies Act, 2013, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as in force, the regulations/guidelines, if any, issued by the Government of

India, the Reserve Bank of India and any other applicable laws, rules and regulations and the relevant provisions of the Memorandum and Articles of Associations of the Company and Listing Agreements 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 Government of India, Reserve Bank of India, Securities and Exchange Board of India, Stock Exchange 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 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 Board or any person(s) authorized by the Board of 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 consent and approval of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized to create, offer, issue and allot from time to time in one or more tranches, up to 1,10,00,000 equity shares at a face value of Rs. 10/- each, on preferential basis in compliance with Chapter VII of SEBI (ICDR) Regulations, 2009 and subsequent amendments thereto and on such terms and conditions and in such manner as the Board may in its absolute discretion fit to the persons/entities.

**RESOLVED FURTHER THAT** The Equity share allotted in terms of this resolution shall 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 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 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** 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.”

**4. TO PASS THIS RESOLUTION AS AN ORDINARY RESOLUTION IF THOUGH FIT**

**RESOLVED THAT** “TO APPOINT MR. JIGNESH SHAH AS A REGULAR DIRECTOR WHO WAS APPOINTED SA AN ADDITION DIRECTOR ON THE BOARD OF THE COMPANY”

**5. TO PASS THIS RESOLUTION AS AN ORDINARY RESOLUTION IF THOUGH FIT**

**RESOLVED THAT** “TO APPOINT MR. NIRAV SHAH AS A REGULAR DIRECTOR WHO WAS APPOINTED SA AN ADDITION DIRECTOR ON THE BOARD OF THE COMPANY”

**Explanatory Statements pursuant to Section 102 of the Companies Act, 2013**

1. Current Set of Articles of Association is very much old and very narrative. Further New Companies Act, 2013 has been implemented by the Government of India. Accordingly from the future prospect and broad point of view it is preferable to amend the existing articles of association and adopt the new Articles of Association. And to alter the article of Articles of Association it is necessary to take the approval of the share holders directors recommend to pass this as a Special Resolution.

None of the Directors of the company are interested in the said resolution.

2. Company is planning to issue Further shares to the for the finance and under current Authorized Capital Structure it is not possible to issue the same and for which it is necessary to increase Authorized Capital of The Company.

Further, it is necessary to take the approval of the share holders directors recommend to pass this as an Ordinary Resolution.

None of the Directors of the company are interested in the said resolution.

3. As per Sections 42 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 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 the repayment of its long term debts and 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 up to 1, 10, 00,000 equity shares at a face value of Rs.10/- each.

The Board proposed to allot equity shares within a period of 15 days from the date of passing of the resolution by the shareholders in the Extraordinary 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 new equity shares arising shall be locked in as per the provisions of Chapter VII of the SEBI (ICDR) Regulations, 2009. Further, the entire pre – preferential allotment shareholding of all the proposed allottees, if any shall also be under lock – in from the relevant date upto a period of six months from the date of the allotment of Equity Shares.

The shares are proposed to be allotted on preferential basis at a price of Rs. 10/- per share.

The issuer company undertakes that they shall re – compute the price of the Equity shares in terms of the provisions of SEBI (ICDR) Regulations, 2009, where it is required to do so.

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 provisions of SEBI (ICDR) Regulations, 2009, the Equity shares shall continue to be locked in till the time such amount is paid by the allottees.

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

None of the Directors of the Company is, in any way, concerned or interested in the resolution 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.

4. Mr. Jignesh Shah is the experienced person of the Project finance field and he has experience of the same of more than 12 years.

As company is on the path of expansion in the era of Globalization Company has offered the position of directorship to him.

Except Mr. Jignesh Shah No other directors of the company are interested in this resolution

5. Mr. Nirav Shah is the experienced person of the Project finance field and he has experience of the same of more than 8 years.

As company is on the path of expansion in the era of Globalization Company

Moreover company is entering in to the business at Gujarat where Mr. Nirav Shah is actually residing. Accordingly to have hi, look after the matters of the Gujarat state for the business development head.

So as company has offered him such valuable designation in the company.

Except Mr. Nirav Shah No other directors of the company are interested in this resolution

#### NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER. Proxy in order to be valid must be received by the company not less than forty-eight hours before the time of holding the Meeting.
2. Members/Proxies should bring the Attendance Slip, duly filled in, for attending the meeting.
3. The Register of Members and share transfer books of the Company will remain closed from 28.07.2014 to 30.07.2014 (both days inclusive).

# MANSAROVAR FINANCIAL SERVICES LIMITED

Regd. Off. : Kotwali Road Najibabad, Distt-Bijnor, U.P.-246763  
CIN – L65910UP1984PLC006904, Email:mansarovarfinancial@gmail.com

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## DIRECTORS' REPORT

To,  
The Shareholders,  
**Mansarovar Financial Services Limited**

The Directors of your Company take immense pleasure in presenting the Audited Financial Accounts for the year ended 31<sup>st</sup> March 2014.

## FINANCIAL RESULTS

The Financial results of the Company for the financial year ended on 31<sup>st</sup> March, 2013 are as follows:-

PARTICULARS	(Amount in Rupees)	
	Current Year 31.03.2014	Present Year 31.03.2013
<b>Total Revenue</b>	<b>1,51,000</b>	-
Less: Total Expenditure	125,007	13,118
<b>Profit/Loss before Exceptional &amp; Extraordinary items &amp; Tax</b>	<b>25,993</b>	<b>(13,118)</b>
Less: Exceptional Items	-	-
<b>Profit/Loss before Extraordinary items &amp; Tax</b>	<b>25,993</b>	<b>(13,118)</b>
Less: Extraordinary Items	-	-
<b>Profit / (Loss) After Tax</b>	<b>25,993</b>	<b>(13,118)</b>
<b>Tax Expense</b>	-	-
(1) Current Tax	-	-
(2) Previous Year Tax	-	-
(3) Deferred Tax Asset (Liability)	-	-
<b>Profit(Loss) for the period</b>	<b>25,993</b>	<b>(13,118)</b>
<b>Earnings per Equity Share:</b>		
(1) Basic & Diluted	0.11	(0.05)

## DIVIDEND

The Company is not financially strong and therefore the Board does not recommend any dividend for the financial year 2013-14.



## **DIRECTORS**

There is a change in the constitution of the Board of Directors of the Company during the period under review. Mr. Suranjan Upadhyay was appointed as an Additional Director on 15<sup>th</sup> October, 2013 and Mr. Pankaj Dhoot and Mrs. Priti Deepak Rathi was also appointed as an Additional Director on 1<sup>st</sup> March, 2014.

As on the date of this report, the Board consist of following directors:

<b>Sr. No.</b>	<b>Name of Director</b>	<b>DIN</b>	<b>Designation</b>	<b>Date of Appointment</b>
1.	Mithlesh Agarwal	00992905	Director	01-12-1989
2.	Sukriti Agarwal	00933008	Director	01-12-1989
3.	Usha Agarwal	01378074	Director	27-08-1992
4.	Pankaj Padamchand Dhoot	00790383	Additional Director	01-03-2004
5.	Priti Deepak Rathi	02955237	Additional Director	01-03-2014
6.	Suranjan Upadhyay	05287812	Additional Director	15-10-2013

No Director of the Company is disqualified under the provision of Section 164(2) of the Companies Act, 2013.

## **AUDITORS**

The Statutory Auditors of the Company **M/s SSRA & Co., Chartered Accountants**, retire at the conclusion of the ensuing Annual General Meeting has tendered their resignation stating their inability to continue as Statutory Auditor of the Company. Further in place of retiring auditor is appointing as Statutory Auditors of the Company , for the financial year ending 31st March, 2015 for the next five years.

Your Directors recommend their appointment.

## **PUBLIC DEPOSITS**

The Company has not accepted any Fixed Deposits from the Public during the year

## **INFORMATION PURSUANT OT SECTION 217 (2A) OF THE COMPANIES ACT, 1956**

No employee is receiving remuneration in excess Rs. 60 Lacs per annum and/or Rs. 5 Lac per month. Therefore, the Company is not required to furnish any report in compliance of the provisions of Section 217 (2A) of the Companies Act, 1956.

## **INFORMATION UNDER SECTION 217(1)(e) OF THE COMPANIES ACT, 1956 READ WITH COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988**

### **Conservation of Energy:**

The disclosure of particulars with respect to conservation of energy pursuant to Section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure Of Particulars In The Report Of Board Of Directors) Rules, 1988 are not applicable to the Company. However, the Company makes its best efforts for conservation of energy.

### **Technology Absorption, Adaptation & Innovation**

The Company has not carried out any specific research and development activities. Accordingly, the information related to technology absorption, adaptation and innovation is reported to be NIL.

### **Foreign Exchange Earnings and Outgo**

There was no transaction of foreign exchange during the financial year under review.

## **DIRECTORS' RESPONSIBILITY STATEMENT UNDER SECTION 134(5) OF THE COMPANIES ACT, 2013**

Directors confirm that: -

1. Applicable accounting standards have been applied in the preparation of the final accounts with relevant and complete explanation for material departures;
2. The Directors selected and applied accounting policies for clear decisions and a true and fair view of the Company at the end of the financial year.
3. The Directors have taken care to maintain adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. The Directors have prepared Annual Accounts on a going-concern basis.

## **LISTING**

Shares of the company are listed on U P stock Exchange Limited at Kanpur, Uttar Pradesh. However U P being one of the Regional Stock Exchange do not have trading platform and shares of the company are not traded.

## **CORPORATE GOVERNANCE:**

Company small listed company and as per Listing Agreement Company do not fall under the criteria specified of Clause – 49 and accordingly the same is not applicable.

## **LISTING AGREEMENT:**

Being a listed company at the U P Stock Exchange company is abide by the listing agreement and company has fully complied with all the listing agreements clauses and terms.

## **ACKNOWLEDGEMENT**

Your Directors would like to place on record its sincere appreciation for the wholehearted support and contribution made by the customers, shareholders, as well as various Banks, Distributors, Suppliers and other business association towards the conduct of efficient and effective operations of your Company.

**For and behalf on the Board**

**(Chairman)**

**Date: 30.06.2014**

**Place: Najibabad**

## Independent Auditors Report

The Members,  
M/s Mansarovar Financial Services Limited  
Utter Pradesh

### Report on the Financial Statements

We have audited the accompanying financial statements of M/s Mansarovar Financial Services Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss 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 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"). 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 March 31, 2014;  
(b) In the case of the Statement of Profit and Loss, of the profit 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 issued by the Central Government of India, in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
2. As required by section 227(3) of the Act, we report that:
  - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - c. The Balance Sheet and Statement of Profit and Loss, dealt with by this Report are in agreement with the books of account;
  - d. In our opinion, the Balance Sheet and Statement of Profit and Loss, comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
  - e. On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
  - f. *The company has made investment of Rs. 20.00 Lacs in Mansarovar Paper & Industries Limited. The company has been declared sick company. But in view of the recent developments in the various matters, it seems that the company might be in a situation to recover the same investment amount. (Refer note no. 3.6 in notes to accounts)*
  - g. 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.

PLACE : DEHRADUN  
DATE : 30.05.2014

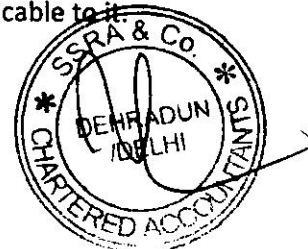


FOR SSRA & CO.  
CHARTERED ACCOUNTANTS  
*(Signature)*  
(RUCHIN SINGHAL)  
Pan AACFS6403P  
M.NO. 092874

**Annexure to Auditors' Report**

**Referred to in Paragraph 1 of the Auditors' Report of even date to the Members of M/s Mansarovar Financial Services Limited on the financial statement for the year ended 31<sup>st</sup> March, 2014.**

- i) The Company has not owned any fixed assets during the year. Hence, this provision is not applicable.
- ii) The company does not have any inventories during the year. Hence, the provisions of clause ii of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- iii) The Company has neither taken nor granted secured or unsecured loans during the year from companies, firms and parties covered in the register maintained under Section 301 of the Companies Act, 1956.
- iv) On the basis of information and explanations given to us it seems that there is an adequate internal control procedure commensurate with the size of the company and the nature of its business with regard to purchase of the fixed assets, inventory and sale of goods and services. During the course of our audit, no major instance of continuing failure to correct any weakness in the internal controls has been noticed.
- v) According to the information and explanations given to us, we are of the opinion that there are no transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956.
- vi) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposit as per the provisions of section 58A and 58AA of the Companies Act, 1956 and the Companies (Acceptance of Deposit) Rules, 1975.
- vii) As per the information and explanation given by the management, we are of the opinion that the company has an internal audit system commensurate with the size and nature of its business.
- viii) In our opinion, the Central Government has not prescribed maintenance of Cost records under section 209 (i) (d) of the Companies Act, 1956 (1 of 1956).
- ix) (a) According to the information and explanation given to us, the Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education protection fund, employee's state insurance income tax, sales tax, wealth tax, custom duty, excise duty, cess and other material statutory dues applicable to it.



(b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, custom duty, excise duty and cess were in arrears, as at 31<sup>st</sup> March, 2014 for a period of more than six months from the date they become payable.

- x) In our opinion, the accumulated losses of the company are not more than fifty percent of its net worth. The company has not incurred any cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xi) According to the information and explanations given to us, the company has not taken any loan and / or from bank, financial institution or debenture holder. Accordingly, the provisions of clause (xi) the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- xii) As per the information and explanation given to us, we are of the opinion that the company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities during the year.
- xiii) In our opinion, the company is not a chit fund or a nidhi mutual benefit fund/society. Therefore, the provisions of clause (xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- xiv) In our opinion, the company is not dealing in any shares, securities, debentures and other investments. Hence, the provisions of this clause are not applicable to the company.
- xv) According to the information and explanations given to us, the company has not given any guarantees for loan taken by others from bank or financial institution.
- xvi) As per the information and explanation given to us and on an overall examination, we are of the opinion that the company has not raised any term loan during the year.
- xvii) According to the information and explanations given to us, we report that no funds raised on short-term basis have been used for long term investments by the company.
- xviii) According to the information and explanations given to us, the company has not made preferential allotment of shares. Accordingly, the provisions of clause (xviii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- xix) According to the information and explanations given to us, the company has not issued debenture. Accordingly, the provisions of clause (xix) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.



- xx) During the year, the company has not raised money by public issue. Accordingly, the provisions of clause (xx) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- xxi) Based upon the audit procedures performed and as per the information and explanations given to us by the management, we report that no fraud on or by the company has been noticed or reported during the course of our audit.

PLACE : DEHRADUN  
DATE : 30.05.2014



FOR SSRA & CO.  
CHARTERED ACCOUNTANTS

*(Signature)*  
(RUCHIN SINGHAL)

Pan AACFS6403P

M.NO. 092874



**Mansarover Financial Services Limited**  
**Regd Off:- Kotwaliroad, Najibabad, Utter Pradesh - 246763**  
**CIN No. L65910UP1984PLC006904**  
**Balance Sheet As At 31st Mar' 2014**

Particulars	Note No.	Amt. As at 31.03.2014	Amt. As at 31.03.2013
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders Fund</b>			
(a) Share Capital	3.1	2,400,000	2,400,000
(b) Reserve And Surplus	3.2	(106,139)	(132,132)
<b>(2) Current Liabilities</b>			
(a) Trade Payables	3.3	-	-
(b) Other Current Liabilities	3.4	5,618	95,484
(c) Short Term Provisions	3.5	-	-
<b>TOTAL</b>		<b>2,299,479</b>	<b>2,363,352</b>
<b>II. ASSETS</b>			
<b>(1) Non- Current Assets</b>			
(a) Non- Current Investments	3.6	2,000,000	2,000,000
<b>(1) Current Assets</b>			
(a) Cash & Cash Equivalents	3.7	299,479	23,862
(b) Trade Receivables	3.8	-	339,490
<b>TOTAL</b>		<b>2,299,479</b>	<b>2,363,352</b>

The notes referred to above are an integral part of Balance Sheet

**Auditor's Report**

As per our Audit Report of even date attached

For Mansarover Financial Services Limited

  
Director

  
Director

Date:- 30.05.2014

Place:- Dehradun

**AUDITOR'S REPORT**

AS PER OUR AUDIT REPORT OF EVEN  
DATE ATTACHED  
FOR SSRA & CO.  
CHARTERED ACCOUNTANTS

  
[RUCHIN SINGHAL] PARTNER



**Mansarovar Financial Services Limited**  
**Regd Off:- Kotwalroad, Najibabad, Utter Pradesh - 246763**  
**CIN No. L65910UP1984PLC006904**

**Statement Of Profit & Loss For The Year Ended 31st Mar' 2014**

Particulars	Note No.	Amt. As at 31.03.2014	Amt. As at 31.03.2013
<b>I. INCOME</b>			
(1) Income From Operation		-	-
(2) Other Income	3.9	151,000	-
<b>TOTAL INCOME</b>		<b>151,000</b>	<b>-</b>
<b>II. EXPENSES</b>			
(1) Other Expenses	3.10	125,007	13,118
<b>TOTAL EXPENSES</b>		<b>125,007</b>	<b>13,118</b>
<b>Profit Before Exceptional &amp; Extraordinary Items &amp; Tax</b>		<b>25,993</b>	<b>(13,118)</b>
Exceptional Items		-	-
<b>Profit Before Extraordinary Items &amp; Tax</b>		<b>25,993</b>	<b>(13,118)</b>
Extraordinary Items		-	-
<b>Profit Before Tax</b>		<b>25,993</b>	<b>(13,118)</b>
<b>Tax Expenses</b>			
- Current Tax		-	-
<b>Profit / (Loss) For the Period</b>		<b>25,993</b>	<b>(13,118)</b>
<b>Earning Per Share</b>			
- Basic	3.15	0.11	(0.05)
- Diluted	3.15	0.11	(0.05)

The notes referred to above are an integral part of Balance Sheet

**Auditor's Report**

As per our Audit Report of even date attached

For Mansarovar Financial Services Limited

*M. Mahesh Kumar*  
Director

*R. Singh*  
Director

Date:- 30.05.2014  
Place:- Dehradun

**AUDITOR'S REPORT**

AS PER OUR AUDIT REPORT OF EVEN  
DATE ATTACHED  
FOR SSRA & CO.  
CHARTERED ACCOUNTANTS

*R. Singh*  
[RUCHIN SINGHAL] PARTNER



**Mansarover Financial Services Limited**  
Regd. Office : Kotwalliroad, Najibabad, Utter Pradesh - 246763  
CIN No. L65910UP1984PLC006904

**SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS**

**1. COMPANY OVERVIEW**

M/s Mansarover Financial Services Limited is a Company incorporated under the provision of Companies Act, 1956 on 18th December, 1984.

**2. SIGNIFICANT ACCOUNTING POLICIES**

**2.1. ACCOUNTING CONVENTION**

The Company follows mercantile system of accounting and recognizes income and expenditure on accrual basis unless otherwise disclosed by way of note.

• These accounts have been prepared under the historical cost conventions, on accrual basis and on the accounting principles of a going concern.

• Accounting policies unless specifically stated to be otherwise are consistent and are in consonance with generally accepted accounting principles.

• The Accounting Standards and relevant guidelines notes issued by the Institute of Chartered Accountants of India and relevant provisions of the Companies Act, 1956.

**2.2. FIXED ASSETS**

Fixed Assets are stated at cost less accumulated depreciation. Cost comprises of freight, duties, taxes, interest and other incidental expenses related to acquisition and installation.

**2.3. INVESTMENTS**

Long term investments are stated at cost less provision for diminution in value other than temporary if any.

**2.4. INVENTORIES**

Inventories are valued at lower of cost or net realizable value. Cost of inventories is computed on a FIFO basis. Finished Goods and Work in progress included raw material cost, Cost of conversion and other cost in bringing the inventories to their present location and condition.

**2.5. DEPRECIATION AND AMMORTIZATION**

Depreciation is charged under the straight line method in accordance with the rates and manner specified in Schedule XIV to the Companies Act, 1956.

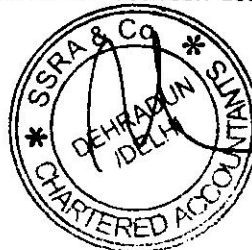
**2.6. IMPAIRMENT OF ASSETS**

The carrying amount of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/ external factors. An impairment loss is recognized wherever the carrying amount of asset exceeds its recoverable amount.

**2.7. USE OF ESTIMATES**

The preparation of financial statements in conformity with Indian GAAP requires management to make estimates and assumptions considered in the reported amount of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The management believes that the estimates used in the preparation of financial statements are prudent and reasonable. Future results could differ due to these estimates and the difference between actual results and the estimates as are recognized in the period in which the results are known/ materialized.

*[Handwritten signature]*



## **2.8. REVENUE RECOGNITION**

- i. Revenue is recognized with the dispatch of goods to the customers adopting the mercantile system of accounting.
- ii. Other miscellaneous revenue are recognized when amount and reliability is certain.

## **2.9. BORROWING COST**

Borrowing cost relating to (i) funds borrowed for acquisition of qualifying fixed assets are capitalized till the date of commissioning and thereafter charged to Profit and loss A/c and (ii) funds borrowed for other purposes are charged to Profit and Loss A/c.

## **2.10. FOREIGN CURRENCY TRANSACTION**

The company has opted for accounting the exchange differences arising on reporting of long term Foreign Currency monetary items in line with companies (Accounting standards ) Amendment rules 2009 relating to accounting standard 11 (AS-11) notified by Government Of India on 31st March, 2009.

## **2.11. RESEARCH AND DEVELOPMENT**

Revenue expenditure charged to Profit and loss Account under respective heads of account and capital expenditure added to the cost of fixed assets in the year in which incurred.

## **2.12. GOVERNMENT GRANTS**

Grants relating to Fixed Assets are shown as deduction from the gross value of fixed assets and those of the nature of Project Capital Subsidy Reserves and other Government Grants including export incentives are credited to Profit and loss account or deducted from the related expense.

## **2.13. EMPLOYEE BENEFITS**

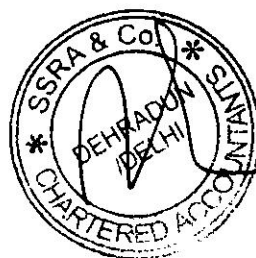
Company's contribution to Provident Fund are charged to Profit and Loss Account is accounted for on accrual basis. Gratuity under the payment of Gratuity Act is provided for on accrual basis.

## **2.14. TAXATION**

Tax liability is estimated considering the provision of the Income Tax Act, 1961. Deferred Tax is recognized subjects to the consideration of Prudence, on timing difference, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

## **2.15. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS**

Provisions involving substantial degree of estimation in measurement are recognized when there is present obligation as result of past events and it is probable that there will be an outflow of resources. Contingent liabilities, if any, are not recognized in the accounts but are disclosed by way of notes. Contingent assets are neither recognized nor disclosed in the financial statements.



**3. Notes on accounts for the year ended March 31, 2014**

**3.1. Share Capital**

Particulars	(Amt in Rs.)	
	As at March 31,	
	2014	2013
<b>Authorised</b> 2,50,000 Equity Shares of face value of Rs. 10 each (Pr. Yr.2,50,000 Equity Shares of face value of Rs. 10 each)	2,500,000	2,500,000
	<b>2,500,000</b>	<b>2,500,000</b>
<b>Issued, Subscribed &amp; Paid Up Equity Shares</b> 2,40,000 Equity Shares of face value of Rs. 10 each, fully paid up (Pr. Yr.2,40,000 Equity Shares of face value of Rs. 10 each, fully paid up)	2,400,000	2,400,000
<b>Total</b>	<b>2,400,000</b>	<b>2,400,000</b>

**Rights, Preferences and Restrictions attached to shares**

The equity shareholders have right to receive dividend out of balance of net profit remaining after payment of the pref. shareholders. The dividend proposed by Board Of Directors is subject to approval of shareholders in the ensuing general meeting.

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

In the event of liquidation of the Company, the holders of shares shall be entitled to remaining assets, if any, of the Company after distribution of all preferential amounts. The amount distributed will be in proportion to the number of equity shares held by the shareholders.

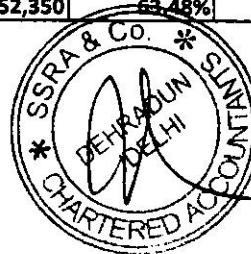
**Reconciliation of the number of shares outstanding**

Particulars	As at March 31,	
	2014	2013
Number of shares outstanding at the beginning of the year	240,000	240,000
Add: Shares issued during the year	-	-
<b>Number of shares outstanding at the end of the year</b>	<b>240,000</b>	<b>240,000</b>

**Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company**

Particulars	As at March 31,			
	2014		2013	
	No of Shares	% Holding	No of Shares	% Holding
Chandra Kattha Industries Pvt Ltd	37,700	15.71%	37,700	15.71%
Rakesh Kumar	21,400	8.92%	21,400	8.92%
Subash Chand Agarwal	21,400	8.92%	21,400	8.92%
Avdesh Kumar	19,900	8.29%	19,900	8.29%
Prachi Agarwal	25,975	10.82%	25,975	10.82%
Pallavi Agarwal	25,975	10.82%	25,975	10.82%
<b>Total</b>	<b>152,350</b>	<b>63.48%</b>	<b>152,350</b>	<b>63.48%</b>

*H. H. Agarwal*



*[Handwritten mark]*

**3.2. Reserves & Surplus**

(Amt in Rs.)

Particulars	As at March 31,	
	2014	2013
<b>(A) Reserve Fund (as required under section 45-IC of Reserve Bank of India Act, 1934)</b>		
Opening Balance	-	-
Add: Current year transfer	5,199	-
	<b>5,199</b>	-
Balance in the Profit & Loss Account - Opening	(132,132)	(119,014)
Add: Profit/ (Loss) during the year	25,993	(13,118)
Less: Transfer to Statutory Reserve Fund	5,199	-
<b>Balance in the Profit &amp; Loss Account - Closing</b>	<b>(111,338)</b>	<b>(132,132)</b>
<b>Total</b>	<b>(106,139)</b>	<b>(132,132)</b>

**3.3. Trade Payables**

(Amt in Rs.)

Particulars	As at March 31,	
	2014	2013
SSI Undertakings	-	-
Others	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

Disclosure of Trade Payables is based on the information available with the Company regarding the status of the suppliers as defined under the "micro, small & medium enterprises development act 2006". Amount overdue as on 31st March, 2014, to micro, small & medium enterprises on account of principal amount together with interest, aggregate to Rs. Nil.

**3.4. Other Current Liabilities**

(Amt in Rs.)

Particulars	As at March 31,	
	2014	2013
<b>Other Liabilities</b>		
<b>Audit and professional fees payable</b>		
M/s G.D. Singhal Consultants Pvt Ltd	-	51,148
M/s SSRA & Co	5,618	17,336
M/s Ruchin Singhal & Co	-	16,500
<b>Loans and Advances from Directors</b>		
Mithlesh Agarwal- Director	-	5,500
Sukriti Agarwal- Director	-	5,000
<b>Total</b>	<b>5,618</b>	<b>95,484</b>

**3.5. Short Term Provisions**

(Amt in Rs.)

Particulars	As at March 31,	
	2014	2013
Provision for Income Tax	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**3.6. Non-current Investments**

(Amt in Rs.)

Particulars	As at March 31,	
	2014	2013
Mansarovar Paper & Industries Ltd	2,000,000	2,000,000
<b>Total</b>	<b>2,000,000</b>	<b>2,000,000</b>

The company has made investment of Rs. 20.00 Lacs in Mansarovar Paper & Industries Limited. The company has been declared sick company. But in view of the recent developments in the various matters, it seems that the company might be in a situation to recover the same investment amount.

*M. H. Singh Agarwal*



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**3.7 Cash & Cash Equivalents**

(Amt in Rs.)

Particulars	As at March 31,	
	2014	2013
Cash on hand	299,479	23,862
<b>Total</b>	<b>299,479</b>	<b>23,862</b>

**3.8. Trade Receivables**

(Amt in Rs.)

Particulars	As at March 31,	
	2014	2013
Unsecured, considered good Debts outstanding for a period exceeding 6 months Federal Bureau of Investment	-	339,490
<b>Total</b>	<b>-</b>	<b>339,490</b>

**3.9. Other Income**

(Amt in Rs.)

Particulars	As at March 31,	
	2014	2013
Commission Income	151,000	-
<b>Total</b>	<b>151,000</b>	<b>-</b>

**3.10. Expenses**

Particulars	As at March 31,	
	2014	2013
<b>Other Expenses</b>		
<b>Payment to Auditors</b>		
- Auditors Remuneration	5,618	5,618
<b>Others</b>		
- Office Expenses	5,639	-
- Stock Exchange Fees	96,750	-
- ROC Fees (Statutory Filing Fees)	17,000	7,500
<b>Total</b>	<b>125,007</b>	<b>13,118</b>

*M. Mohan Agarwal*



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3.11. There is no liability provided on the account of Contingent Liabilities in the current year as well as in the previous year.

3.12. There is no managerial remuneration provided to the directors during the year.

(Amt in Rs.)

Particulars	Current Year	Previous Year
Salary	NIL	NIL
Conveyance Allowance (Money value perquisites)	NIL	NIL
Sitting Fees	NIL	NIL

3.13. Related Party Transactions during the year as per Accounting Standard 18:-

Disclosure details pertaining to related party transactions (as certified by the management of the Company) entered into during the year in terms of Accounting Standards AS-18 "Related party disclosures" as issued by ICAI:-

1. Key Managerial Personnel:

Suranjan Upadhyay Director  
Mithlesh Agarwal Director

2. Relative of Key Managerial Personnel:

NIL

3. Parties in which the Key Managerial Personnel/ Director(s) of the Company is/are interested: NIL

4. Details of transactions under the ordinary course of business between Company and related parties during the year and the status of outstanding balances as on 31st March, 2014 is as follows:-

(Amt in Rs.)

Nature of Transactions	Name of the Party	Nature of Relationship	Opening outstanding balance	Transactions during the year for additions	Transactions during the year for deletions	Closing Balance as on 31st March 2014
Unsecured Loan Taken	Mithlesh Agarwal	Director	5,500	-	5,500	-
	Sukriti Agarwal	Director	5,000	-	5,000	-
Other Current Liability	Avenue Tradelink Pvt. Ltd.	Associate Company	-	96,750	96,750	-

3.14. In the opinion of the Board of Directors the current assets, loans and advances have a value on realization in the ordinary course of business at least equal to the amount at which these are stated in the Balance Sheet and provisions for all liabilities have been made.

3.15. As per Accounting Standard (AS-20) on Earning per share (EPS) issued by ICAI, the particulars of EPS for the equity shareholders are as below:

Particulars	2013-14	2012-13
(a) Net Profit/(loss) as per Profit & Loss Account (Rs.)	25,993	(13,118)
(b) Average No of Ordinary Share Outstanding	240,000	240,000
(c) EPS (Basic/ Diluted)[(a)/(b)]	0.11	(0.05)
(d) Face Value of each equity share (Rs.)	10	10

3.16. Foreign Exchange Earnings & Expenditure -NIL

3.17. Previous year figures have been regrouped and rearranged wherever considered necessary to comply with the requirements of revised Schedule VI to make them comparable with those of the current year.

For Mansarovar Financial Services Limited

*Mithlesh Agarwal*  
Director

*Suranjan Upadhyay*  
Director

Date:- 30.05.2014

Place:- Dehradun

AUDITOR'S REPORT

AS PER OUR AUDIT REPORT OF EVEN

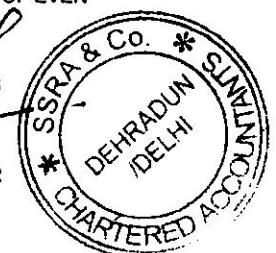
DATE ATTACHED

FOR SSRA & CO.

CHARTERED ACCOUNTANTS

*R. Singhal*

[RUCHIN SINGHAL] PARTNER





**Mansarover Financial Services Limited**  
**Regd Off:- Kotwaliroad, Najibabad, Utter Pradesh - 246763**  
**Cash Flow Statement For the Year Ended 31st March 2014**

Particulars	Amount as on 31.03.2014	Amount as on 31.03.2013
<b>Cash flow from operating Activities</b>		
Profit before tax and after depreciation	25,993	(13,118)
Add: Depreciation	-	-
<b>Operating Profits before working capital changes</b>	<b>25,993</b>	<b>(13,118)</b>
Less: Change in working capital	(249,624)	(13,118)
	-	-
<b>Profit before tax</b>	<b>275,617</b>	-
Current Income Tax	-	-
<b>Cash Flow From Operating Activities Before Exceptional Items</b>	<b>275,617</b>	-
Exceptional Items	-	-
<b>Net Cash Flow from operating activities (A)</b>	<b>275,617</b>	-
<b>Cash Flow From Investing Activities</b>	-	-
<b>Net cash flow from investing activities (B)</b>	-	-
<b>Cash Flow From Financial Activities</b>	-	-
<b>Net Cash Flow From Financing Activities (C)</b>	-	-
<b>Net Cash Flow During the year (A+B+C)</b>	<b>275,617</b>	-
<b>Add: Opening Cash And Cash Equivalents</b>	<b>23,862</b>	<b>23,862</b>
<b>Closing Cash Balance Cash And Cash Equivalents</b>	<b>299,479</b>	<b>23,862</b>

For SSRA & Co.  
Chartered Accountants



(Ruchin Singhal)  
Partner

Date:- 30.05.2015  
Place:- Dehradun

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

*Ruchin Singhal*  
(DIRECTOR)

*Sukirti Agawal*  
(DIRECTOR)