Regd Off: 1B, 1st Floor, Court Chambers,
35, Sir Vithaldas Thackersey Marg,
New Marine Lines, Mumbai 400 020
Tel: 91 22 4354 8200; Fax: 91 22 2201 9051

September 3, 2013

To

The Secretary **BOMBAY STOCK EXCHANGE LIMITED,** P J Towers Dalal Street, Fort, Mumbai 400 001	**NATIONAL STOCK EXCHANGE OF INDIA LIMITED** Listing Department Exchange Plaza, 5th Floor, Bandra-kurla Complex, Bandra (East), Mumbai - 400 051.
Company Code No. 531595	**Company Code CGCL**

Dear Sir,

Sub: Notice and Annual Report 2012-13.

As required under clause 31 of the Listing Agreement, please find enclosed herewith Notice for calling the 19th Annual General Meeting of the Company, Directors and Auditors' Report, Balance Sheet and Profit & Loss account (Standalone and Consolidated) along with Form A for the year ended March 31, 2013.

This is for your information and record.

Thanking you,

Yours faithfully
For CAPRI GLOBAL CAPITAL LIMITED

Capri Global Capital Limited Mumbai

HARISH AGRAWAL
VICE PRESIDENT & COMPANY SECRETARY

Encl: a/a

NOTICE

NOTICE is hereby given that the Nineteenth Annual General Meeting of the Members of Capri Global Capital Limited will be held on Saturday, 28th September, 2013 at 12.00 noon at Walchand Hirachand Hall, Indian Merchants' Chamber, LNM IMC Bldg., Opp. Churchgate Station, Churchgate, Mumbai-400020, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2013, the Profit and Loss Account and Cash Flow Statement for the year ended on that date together with the Reports of Directors and Auditors thereon.
2. To declare Dividend on Equity Shares of the Company for the Financial Year 2012-2013.
3. To appoint a Director in place of Mr. Rajesh Sharma (DIN 00020037), who retires by rotation and is eligible for re-appointment.
4. To resolve not to fill vacancy for the time being in the Board, caused by retirement of Mr. Dinesh Chandra Babel, who retires by rotation and does not seek re-appointment.
5. To appoint Auditors to hold office from the conclusion of this meeting, until the conclusion of the next Annual General Meeting and to fix their remuneration and pass the following resolution with or without modification thereof:

   "RESOLVED THAT M/s. Karnavat & Co., Chartered Accountants, Mumbai, (Firm Registration No. 104863W), be and are hereby re-appointed as the Auditors of the Company to hold the office from conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting on such remuneration may be determined by the Board of Directors in consultation with the Auditors."

SPECIAL BUSINESS

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

   "RESOLVED THAT Ms. Bhagyam Ramani (DIN 00107097), who was appointed as an Additional Director of the Company on 28th July, 2012, holds office till this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a shareholder proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation."

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

   "RESOLVED THAT Mr. Hayagreeva Ravikumar Puranam (DIN 00280010), who was appointed as an Additional Director of the Company on 12th April, 2013, holds office till this Annual General Meeting and in respect of whom the Company has received a notice in writing from a shareholder proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation."

8. To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Sections 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956 (the Act), as amended or re-enacted from time to time, read with Schedule XIII to the Act, the Company hereby approves the appointment and terms of remuneration of Mr. Hayagreeva Ravikumar Puranam as the Managing Director of the Company for 3 years commencing on 12th April, 2013 to 11th April, 2016, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Directors and Mr. Hayagreeva Ravikumar Puranam.

   RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

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

   "RESOLVED THAT Mr. Quintin E Primo III (DIN 06600839), who was appointed as an Additional Director of the Company on 2nd August, 2013, holds office till this Annual General Meeting and in respect of whom the Company has received a notice in writing from a shareholder proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation."

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

    "RESOLVED THAT Mr. Sanjay Kaul (DIN 01729695), who was appointed as an Additional Director of the Company on 12th August, 2013, holds office till this Annual General Meeting and in respect of whom the Company has received a notice in writing from a shareholder proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation."

By Order of the Board
for Capri Global Capital Limited

Sd/-

Harish Agrawal
Vice President & Company Secretary

Place : Mumbai
Dated : 12th August, 2013

Registered Office:
1-B, Court Chambers,
35, Sir Vithaldas Thackersey Marg,
New Marine Lines,
Mumbai - 400020.

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY(S) TO ATTEND AND VOTE (ON POLL) INSTEAD OF HIMSELF AND A PROXY(S) NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The Explanatory Statement pursuant to section 173(2) of the Companies Act, 1956 in respect of the Special Business from Item 6 to 10 is annexed hereto and forms part of the Notice.
3. Register of Members and the Share Transfer Books of the Company will remain closed between Saturday, 21st September, 2013 to Saturday, 28th September, 2013 (both days inclusive).
4. The payment of final dividend, upon declaration by the shareholders at the Annual General Meeting, will be made on or after 3rd October, 2013, as under:
   a) to all those beneficial owners holding shares in electronic form as per the beneficial ownership data as may be made available to the Company by the National Securities Depository Ltd. (NSDL) and the Central Depository Services (India) Ltd. (CDSL) at the closure of business hours on 20th September, 2013, and
   b) to all those shareholders holding shares in physical form after giving effect to all the valid share transfers lodged with the Company before the closing hours on 20th September, 2013.
5. Members holding shares in physical form are advised to furnish, on or before 20th September, 2013, particulars of their bank account, if not done already or if it is changed, to the Company to incorporate the same in the dividend warrants/payment instruments.
6. In respect of cases, where the payments to the shareholders holding shares in dematerialised form are made by dividend warrants/payment instruments, particulars of bank account registered with their depository participants will be considered by the Company for printing the same on the dividend warrants/payment instruments.
7. All documents referred to in the accompanying notice and explanatory statement are open for inspection at the registered office of the Company on all working days except Saturdays between 10.30 a.m. and 1.00 p.m., up to the date of the AGM.

8. The members are requested to note:

- **Change of Addres/Bank Details:** Members holding shares in physical form are requested to inform M/s. MCS Limited (Company's Registrar & Transfer Agent), immediately of any change in their address and bank details. Members holding shares in dematerialized form are requested to intimate all changes with respect to their address, bank details, mandate etc. to their respective Depository Participants. These changes will then be automatically reflected in the Company's records. This will help the Company to provide efficient and better service to the members.
- Section 109A of the Companies Act, 1956, provides for **Nomination by the Shareholders** of the Company in the prescribed Form No. 2B for shares held in physical form. Blank forms will be supplied by M/s. MCS Limited on request. Members holding shares in dematerialized form may contact their respective Depository Participants for recording of nomination.
- **Queries on accounts** may please be sent to the Company 15 (Fifteen) days in advance of the Annual General Meeting so that the answers may be made available at the meeting.
- Members attending the Annual General Meeting are requested to bring with them the followings (as applicable)
  - a) Members holding shares in dematerialized form, their DP & Client ID Numbers.
  - b) Members holding shares in physical form their folio numbers.
  - c) Copy of the Annual Report & Notice (2012-13)
  - d) The Attendance slip duly completed as per the specimen signature lodged with the Company.
  - e) Member Companies/Institutions are requested to send a copy of the resolution of their Board/Governing Body, authorising their representative to attend and vote at the Annual General Meeting.

EXPLANATORY STATEMENT

The following explanatory statement, pursuant to Section 173 of the Companies Act, 1956 ('the Act'), set out all material facts relating to the business mentioned at the item 6 to 10 the accompanying Notice dated 12th August, 2013.

Item No. 6

Ms. Bhagyam Ramani, was appointed as an Additional Director of the Company with effect from 28th July, 2012. Ms. Bhagyam Ramani holds office till this Annual General Meeting of the Company as per Section 260 of the Companies Act, 1956 ('the Act'). As required under section 257 of the said Act, a notice has been received from a member along with a deposit of ₹ 500/- signifying his intention to propose Ms. Bhagyam Ramani as a candidate for the office of Director. Brief information about Ms. Bhagyam Ramani, is provided in the Annexure attached to this Notice.

None of the Directors except Ms. Bhagyam Ramani, is interested or concerned in the proposed resolution.

The Board of Directors commend passing of the resolution set out in Item No. 6 of the accompanying Notice.

Item No. 7

Mr. Hayagreeva Ravikumar Puranam was appointed as an Additional Director of the Company with effect from 12th April, 2013. Mr. Hayagreeva Ravikumar Puranam holds office till this Annual General Meeting of the Company as per Section 260 of the Companies Act, 1956 (the Act). As required under section 257 of the said Act, a notice has been received from a member along with a deposit of ₹ 500/- signifying his intention to propose Mr. Hayagreeva Ravikumar Puranam as a candidate for the office of Director. Brief information about Mr. Hayagreeva Ravikumar Puranam, is provided in the Annexure attached to this Notice.

None of the Directors except Mr. Hayagreeva Ravikumar Puranam is interested or concerned in the proposed resolution.

The Board of Directors commend passing of the resolution set out in Item No. 7 of the accompanying Notice.

Item No. 8

The Board of Directors at their meeting held on 12th April, 2013 have approved the appointment and payment of remuneration to Mr. Hayagreeva Ravikumar Puranam as Managing Director of the Company for a period of 3 (Three) Years, with effect from 12th April, 2013, subject to the approval of members.

The compensation & remuneration committee has also approved the appointment and payment of remuneration to Mr. Hayagreeva Ravikumar Puranam, Managing Director. The principal terms and conditions of Mr. Hayagreeva Ravikumar Puranam's appointment as Managing Director are as follows:

I. Tenure of appointment

For a period of 3 years commencing on 12th April, 2013 to 11th April, 2016.

II. Nature of Duties

The MD shall devote his whole time and attention to the business of the Company and exercise such powers and carry out such duties as may be entrusted to him by the Board from time to time, subject to superintendence, control and direction of the Board and in the best interest of the business of the Company and the business of any one or more of its subsidiaries, including performing duties as assigned by the Board from time to time by serving on the boards of such subsidiaries or any other executive body or any committee of such company.

III. Remuneration

A consolidated remuneration of ₹ 45,00,000/- (Rupees Forty Five Lacs only) per annum, including all allowances, HRA, PF, reimbursements etc. In addition to the above remuneration he shall be entitled for the following:

IV. Perquisites

a) Medical insurance coverage for self and family as per the rules of the Company.

b) Preventive medical check-up for self as per the policy of the Company.

V. Other benefits

a) Company shall provide a car with driver and all expenses relating to fuel, maintenance and driver will be reimbursed on actual basis.

b) Company shall provide mobile and telephone facility at office and residence and reimbursement thereof.

VI. Other terms and conditions

a) The terms & conditions of the appointment of MD may be altered and varied from time to time by the Board of Directors of the Company as it may, in its absolute discretion deem fit, so as not to exceed the limits specified in Schedule –XIII of the Companies Act, 1956 or any amendments made hereafter.

b) The appointment may be terminated by giving three months notice on either side or payment in lieu of notice.

c) The employment of MD may be terminated by the Company without notice or payment in lieu of notice :

i) if the MD is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company; or

ii) in the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the MD of any of the stipulations contained in the appointment letter to be issued by the Company to the MD; or

iii) in the event the Board expresses its loss of confidence in the MD.

d) In the event the MD is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.

e) Upon the termination by whatever means of the MD's employment:

i) The MD shall immediately tender his resignation from office held by him in any subsidiary companies and other entities without claim for compensation for loss of office;

ii) The MD shall not without the consent of the Company at any time thereafter represent himself as connected with the Company or any of the subsidiaries Companies.

f) He shall not be paid any sitting fee for attending the meetings of Board of Directors or Committee thereof.

g) He shall abide by the Code of Conduct applicable to the Board Members of the Company.

Abstract of the terms of appointment of Mr. Hayagreeva Ravikumar Puranam, Managing Director under Section 302 of the Companies Act, 1956 was sent to all the members on 30th April, 2013.

None of the Directors except Mr. Hayagreeva Ravikumar Puranam is interested in this resolution.

The Board of Directors recommend passing of the resolution set out in item No. 8 of the accompanying notice.

Notice

Item No. 9

Mr. Quintin E Primo III, was appointed as an Additional Director of the Company with effect from 2nd August, 2013. Mr. Quintin E Primo III holds office till this Annual General Meeting of the Company as per Section 260 of the Companies Act, 1956 (the Act). As required under section 257 of the said Act, a notice has been received from a member along with a deposit of ₹ 500/- signifying his intention to propose Mr. Quintin E Primo III as a candidate for the office of Director. Brief information about Mr. Quintin E Primo III, is provided in the Annexure attached to this Notice.

None of the Directors except Mr. Quintin E Primo III is interested or concerned in the proposed resolution.

The Board of Directors commend passing of the resolution set out in Item No. 9 of the accompanying Notice.

Item No. 10

Mr. Sanjay Kaul, was appointed as an Additional Director of the Company with effect from 12th August, 2013. Mr. Sanjay Kaul holds office till this Annual General Meeting of the Company as per Section 260 of the Companies Act, 1956 (the Act). As required under section 257 of the said Act, a notice has been received from a member along with a deposit of ₹ 500/- signifying his intention to propose Mr. Sanjay Kaul as a candidate for the office of Director. Brief information about Mr. Sanjay Kaul, is provided in the Annexure attached to this Notice.

None of the Directors except Mr. Sanjay Kaul is interested or concerned in the proposed resolution.

The Board of Directors commend passing of the resolution set out in Item No. 10 of the accompanying Notice.

By Order of the Board

for Capri Global Capital Limited

Sd/-

Place : Mumbai
Dated : 12th August, 2013

Harish Agrawal
Vice President & Company Secretary

ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT/RE-APPOINTMENT

MR. RAJESH SHARMA

Profile and expertise in specific functional areas

Mr. Rajesh Sharma is one of our founder entrepreneurs. He has over 19 years of experience in Capital Market and Financial Advisory Services. He has been instrumental in making the Company one of the leading financial services players in India. He brings along rich experience in corporate finance, investment banking, merchant banking and asset financing. He is an expert in innovating financial products, designing investment strategies for clients and financial risk management.

He is a qualified Chartered Accountant.

Companies in which Mr. Rajesh Sharma holds directorship and committee memberships

Directorships	Board Committees
My Idea Advisory Services Limited Capri Global Securities Private Limited Capri Global Investment Advisors Private Limited Capri Global Distribution Company Private Limited Capri Global Finance Private Limited Capri Global Research Private Limited Capri Global Resources Private Limited	**Audit Committee** Nil **Shareholders'/Investors' Grievance Committee** Capri Global Capital Limited- Member

Shareholding in the Company

Mr. Rajesh Sharma holds 100 equity shares of the Company.

Disclosure in terms of Clause 49 (IV) (G) (ia) of the Listing Agreement

He is not related to any of the Directors on the Board of the Company.

MS. BHAGYAM RAMANI

Profile and expertise in specific functional areas

Ms. Bhagyam Ramani is the Ex-Director and GM of General Insurance Corporation of India (GIC-Re). She started her career as a Direct Recruit Officer in 1976 and has worked and excelled in various departments. She became General Manager in 2005, and thereafter Director on the Board of GIC- Re in 2009. She retired in January 2012.

During her term of service, she has served on various committees like being a Trustee on the PF committee of the Tariff Advisory Board, Member on Education Board of Insurance Institute of India, working group on Investment Committee of IRDA, Investment Committee of Agricultural Insurance Company Ltd. and GIC-Re and Audit Committee of L& T, NSE, IDBI trusteeship Ltd., and Agricultural Insurance Company Ltd. She represented GIC-Re on the boards of Larsen & Toubro Ltd., National Stock Exchange of India, IDBI trusteeship Ltd., Milestone Capital Advisors Ltd. and Agricultural Insurance Company Ltd.

She is a Post Graduate in Economics (Honours) from Bombay University with specialization in Industrial and Monetary Economics, and is a visiting faculty at the National Insurance Academy, Pune.

Companies in which Ms. Bhagyam Ramani holds directorship and committee memberships

Directorships	Board Committees
Choice International Limited	**Audit Committee** Capri Global Capital Limited - Member **Shareholders'/Investors' Grievance Committee** Nil

Shareholding in the Company

Ms. Bhagyam Ramani does not hold any equity shares of the Company.

Disclosure in terms of Clause 49 (IV) (G) (ia) of the Listing Agreement

She is not related to any of the Directors on the Board of the Company.

MR. HAYAGREEVA RAVIKUMAR PURANAM

Profile and expertise in specific functional areas

Mr. Ravikumar is a Financial sector professional with experience of more than 4 (four) decades, with exposure at Top/Senior management levels. He is a visionary and has been instrumental in setting up many financial institutions throughout his career. He has 33 years of banking experience and was with Bank of India for 22 years and ICICI Bank for 10 years. During his association with Bank of India he has been a part of the core team in establishing various zones with experiences across Retail, Treasury and Corporate Verticals. He was a key member of the core team in establishing and growing ICICI Bank from its inception till listing on both Indian bourses and on New York Stock exchange. He was with NCDEX (Commodity Exchange) for 5 years. He has lead NCDEX as Managing Director & CEO, wherein just two years he lead it to be the third largest agricultural exchange in the world and became commercially profitable four years ahead of projected time frame. He was with Invent Asset Securitisation & Reconstruction Pvt. Ltd. as its Managing Director and CEO for a period of nearly 4 years and demitted office on 11th December, 2012.

He is a recipient of GOLD MEDAL for Excellence in Banking by French Chamber of Commerce, Industry and Economy, Paris, the first Indian Banker to be so felicitated. He is a Banker, prolific writer & speaker on all financial sector subjects, has been a regular speaker at major institutes of management and other industry forums.

He is Commerce Graduate, Certified Associate of London Institute of Bankers, Certified Associate of Indian Institute of Bankers and Senior Diploma in French. He was recently conferred with the Honorary Fellowship of the Institute of Securities & Investment, London, first Indian to be so honored.

Companies in which Mr. Hayagreeva Ravikumar Puranam holds directorship and committee memberships

Directorships	Board Committees
Bharat Forge Ltd.	**Audit Committee**
Eveready Industries India Ltd.	SKS Microfinance Limited- Chairman
SKS Microfinance Limited	Eveready Industries India Limited- Chairman
BOB Capital Markets Limited	BOB Capital Markets Limited- Member
Mcnally Bharat Engg Co Ltd.	Aditya Birla Capital Advisors Private Limited- Member
SICOM Investments & Finance Limited	SICOM Investments & Finance Limited- Member
I G Petrochemicals Limited	**Shareholders'/Investors' Grievance Committee**
L&T Investment Management Limited	Nil

Shareholding in the Company

Mr. Hayagreeva Ravikumar Puranam does not hold any equity shares of the Company.

Disclosure in terms of Clause 49 (IV) (G) (ia) of the Listing Agreement

He is not related to any of the Directors on the Board of the Company.

MR. QUINTIN E PRIMO III

Profile and expertise in specific functional areas

Mr. Quintin E Primo III has 30 years of experience in real estate industry.

Mr. Primo serves as Chairman and Chief Executive Officer of Capri Capital Partners, LLC, ('CCP') a real estate investment management firm advising pension fund and other institutional investors in USA.

He co-founded CCP in 1992 during the depths of the US credit crisis and successfully capitalized on the financing void left by retreating banks, insurance companies and thrift institutions. Under his leadership in 1998, 'CCP' launched one of the industry's first real estate mezzanine investment funds, and in the following decade became an early investor in America's underserved urban markets.

He is a Master of Business Administration from the Harvard Business School and a Bachelor of Science in Finance with honors and high distinction from Indiana University.

Companies in which Mr. Quintin E Primo III holds directorship and committee memberships:

He is not on Board of any other Company in India.

Shareholding in the Company

Mr. Quintin E Primo III does not hold any equity shares of the Company.

Disclosure in terms of Clause 49 (IV) (G) (ia) of the Listing Agreement

He is not related to any of the Directors on the Board of the Company.

MR. SANJAY KAUL

Profile and expertise in specific functional areas

Mr. Sanjay Kaul is presently Managing Director & Chief Executive Officer of National Collateral Management Services Limited (MCMSL).

He joined the Indian Administrative Services in 1979 and possesses twenty eight years experience at the district, state and Country levels in development administration, of which ten years has been in commodity markets and has provided policy inputs at the highest level in the Prime Minister's office. He has over 5 years experience in commodity finance. He has provided leadership at the state and country level in a variety of development sectors. He has also worked extensively with policy makers, project leaders, international agencies and government ministries and also lead multi-sectoral development projects and teams.

Prior to joining NCMSL, Mr. Sanjay Kaul was on a two year deputation to the NCDEX Institute of Commodity Markets and Research, New Delhi since March 2007 as its first Director and CEO.

He is a Post Graduate in Economics from Delhi School of Economics.

Companies in which Mr. Sanjay Kaul holds directorship and committee memberships:

Directorships	Board Committees
National Collateral Management Services Limited	**Audit Committee** Nil **Shareholders'/Investors' Grievance Committee** Nil

Shareholding in the Company

Mr. Sanjay Kaul does not hold any equity shares of the Company.

Disclosure in terms of Clause 49 (IV) (G) (ia) of the Listing Agreement

He is not related to any of the Directors on the Board of the Company.

Note:

1. **The Directorships held by Directors as mentioned above, do not include directorships of foreign companies, Section 25 companies and private limited companies.**
2. **Pursuant to Clause 49 of the Listing Agreement, only two committees viz. Audit Committee and Shareholders' Grievance Committee have been considered.**

CAPRI GLOBAL CAPITAL LIMITED

Reg. Off. : 1-B, Court Chambers, 35, Sir Vithaldas Thackersey Marg,
New Marine Lines, Mumbai - 400 020.

ATTENDANCE SLIP

(To be presented at the entrance)

Regd. Folio No./Client ID No. _____

No. of shares held _____

DP ID No. _____

I certify that I am a Member/Proxy for the member of the Company.

I hereby record my presence at NINETEENTH ANNUAL GENERAL MEETING of the Capri Global Capital Limited (formerly Money Matters Financial Services Limited) to be held on Saturday, September 28, 2013 at 12.00 noon at Walchand Hirachand Hall, Indian Merchants' Chamber, LNM IMC Bldg., Opp. Churchgate Station, Churchgate, Mumbai - 400020.

_____ _____

Member's/ Proxy's name in BLOCK Letters Signature of Member/Proxy

NOTE : Please fill up this attendance slip and hand it over at the entrance of the venue for the meeting. Members are requested to bring their copies of the Annual Report to the meeting.

CAPRI GLOBAL CAPITAL LIMITED

Reg. Off. : 1-B, Court Chambers, 35, Sir Vithaldas Thackersey Marg,
New Marine Lines, Mumbai - 400 020.

PROXY FORM

Reg. Folio No. /Client ID No. _____

DP ID No. _____ No. of Shares _____

I/We _____ of _____ in the district of _____ being a member/members of the above named Company, hereby appoint _____ of _____ in the district of _____ or failing him _____ of _____ in the district of _____ as my/our Proxy to attend and vote for me/us on my/our behalf at the NINETEENTH ANNUAL GENERAL MEETING of the Capri Global Capital Limited (formerly Money Matters Financial Services Limited) to be held on Saturday, September 28, 2013 at 12.00 noon at Walchand Hirachand Hall, Indian Merchants' Chamber, LNM IMC Bldg., Opp. Churchgate Station, Churchgate, Mumbai - 400020 and at any adjournment(s) thereof.

Signed this _____ day of _____ 2013.

Affix Revenue Stamp

Signature _____

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

Making Room for Tomorrow

Annual Report
2012-13

Capri Global Capital Limited

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Chairman

Mr. Quintin E Primo III

Managing Director

Mr. P. H. Ravikumar

Directors

Mr. Beni Prasad Rauka	-	Independent
Mr. Bhagwati Prasad	-	Independent
Ms. Bhagyam Ramani	-	Independent
Mr. Dinesh Chandra Babel	-	Independent
Mr. Mukesh Kacker	-	Independent
Mr. Sanjay Kaul	-	Independent
Mr. Rajesh Sharma	-	Promoter

VICE PRESIDENT & COMPANY SECRETARY

Mr. Harish Agrawal

AUDITORS

M/s. Karnavat & Co.,
Chartered Accountants
1st Floor, Kitab Mahal,
D. N. Road,
Mumbai- 400 021

BANKERS

Andhra Bank
Axis Bank Limited
Bank of India
HDFC Bank Limited
ICICI Bank Limited
IDBI Bank Limited
Indian Overseas Bank
Kotak Mahindra Bank Limited
State Bank of India
Union Bank of India

REGISTERED OFFICE

1-B, Court Chambers,
35, Sir Vithaldas Thackersey Marg,
New Marine Lines, Mumbai - 400020
Tel. No. (022) 43548200
Fax No. (022) 22019051

CORPORATE OFFICE

4th Floor, Merchants Chambers,
41, Sir Vithaldas Thackersey Marg,
New Marine Lines, Mumbai - 400020
Tel. No. (022) 40888100
Fax No. (022) 40888170

REGISTRAR AND SHARE TRANSFER AGENTS

M/s. MCS Limited
Shri Kashiram Jamnadas Building,
Ground Floor, Office No. 21/22,
5 P. D. Mello Road, Near Ghadiyal Godi,
Masjid Bunder (East),
Mumbai - 400009

"We're making room for a new tomorrow.
Room for growth in scope, scale and spread.
And room for you to join us as a vital part of our journey."

Making Room for Tomorrow

Sometimes the past is all that a company has. At other times, the past is merely a trigger, a catalyst of the future.

Sometimes tomorrow is an extension of yesterday. At other times, it's a whole new birth and beginning not defined by the past.

We live in those other times. We see our past as a prelude to our tomorrows, not a precursor. Everything that gave positive meaning to our past - the passion, the integrity, the excellence, the knowledge - will now be transplanted and transformed onto a larger global arena. And will be demonstrated against more formidable international competition.

As Capri Global Capital Limited, we now embark into new financial spaces and territories and look back on our past as a store of learnings that will now be applied on a new journey of growth.

We retain only the best from our yesterdays, in the form of hard-won experience and wisdom. And we combine that with the international best practices, that our new global partner brings to our alliance.

Armed with such capabilities, we expect to elevate our operations to a whole new level in the coming years, and fulfil our potential as an organisation with multiple revenue sources, destined for sustainable growth.

"Our endeavor would be to bring the global best practices in our operations in India particularly in the area of risk assessment, risk management and generating competitive returns to stakeholders on a consistent basis"

Quintin E Primo III

Dear Shareholders

I consider myself privileged to address you just after joining the Board of Directors of your Company. At the outset, I would like to say that we are extremely happy that we are working towards evolving a framework for tapping investment opportunities that the Indian economy offers today in the realty space. No doubt the Indian economy is coming through some tough economic conditions, as are several large leading economies in the world. We are sanguine that these difficult conditions are transitory in nature and that the fundamentals of the Indian economy will reassert themselves to offer - in the medium to long term - attractive opportunities in several sectors, with housing being especially compelling. Your Company has strong knowledge of the residential sector and its participants, and I firmly believe that our recent strategic partnership will be to the benefit of us all.

Our endeavor would be to bring the global best practices to our operations in India particularly in the area of risk assessment, risk management and generating competitive returns to stakeholders on a consistent basis. Returns are important because India is today a capital-short economy with different sectors of the economy competing for resources. Capital resources will ultimately be allocated no doubt on the basis of long term requirements of the economy and its people, but also on the basis of relative risk-adjusted returns. Resources for this purpose would not merely be local but also global.

The global market turmoil over the last five years has underscored the importance of the fundamental approaches to success of any venture relative to the gradual and consistent roll-out of strategy, integrity in operations from the stakeholders and transparency in

all our endeavors, and robust business processes. My goal would be to align the organinsation with international best practices, helping to prepare it to successfully operate in a globally competitive environment in a cross-cultural milieu.

Recent events in developed and developing economies have presented unprecedented challenges to organisations considering access to an international capital and investor base. India as an investment destination needs to be promoted aggressively among those select investors that possess a shared vision of and belief in India's growth story. The emerging economies have learnt in the last two years that they cannot rest on their laurels. Moreover, they will need to continuously update their approaches in tune with global investor requirements and their own emerging complex needs. Your Company's management is going to work in strategic partnership towards the direction of tapping international markets to capitalize on existing and potential real estate investment opportunities in India as well as to continue to develop the MSME vertical by leveraging opportunities available domestically.

Your Board of Directors will work unstinted to realize these and other opportunities for the benefit of your Company and its stakeholders. We thus look forward to your continued support and trust in these efforts and thank you.

Best wishes

Quintin E Primo III

Non-executive Chairman

"Company has taken definitive steps to transform itself from a real estate focused lending organisation to a diversified financial services entity with added focus on 'priority sector' lending"

P. H. Ravikumar

Dear Shareholders

Your Company has continued the transformation process started last year from a fee earning entity to a lending organinsation. Continuing with this agenda, your Company has taken definitive steps to transform itself from a real estate focused lending organisation to a diversified financial services entity with added focus on 'priority sector' lending with relevance to micro and small scale enterprises.

We started our initiative in the direction of building up the vertical focused on micro and small enterprises (MSME) with a belief that there exists huge potential in lending to MSME sector, due to severe shortages of options to access appropriate debt funds and specifically term debt funds.

MSME sector contributes around 11% of national GDP, 45% of the industrial output and 40% of total exports and has a huge financing gap to be filled-up by formal sectors. Most of the Banks are engaged in traditional collateral based lending and do not focus on typical requirement of the MSME sector, which presents opportunities for players like us in the NBFC space.

We have canalized our efforts in understanding the subsectors and their needs, robust systems and procedures. We have brought on board a team drawn from diverse sources, experienced in this area, to gradually build and grow this vertical. In an era where non-performing loans to banks are rising, building a vertical in a sector, which is considered by many as being vulnerable to economic downturns, seemed to some as venturesome. We believe that such downturns countercyclically afford us a good opportunity to choose carefully the better units for financial assistance. Within the overall micro and small enterprises segment, we have identified industry clusters with potential for such financial assistance. We have also carefully chosen geographies – focusing on those states that have shown sustained economic growth over the last decade.

On-site presence and a strong due diligence mechanisms ensure that our sourcing of clientele is robust. Consequently, we have begun slowly building a distribution network in our chosen geographies. A modest beginning has been made by disbursing ₹3,481 Lacs through four new offices at Mumbai, Delhi, Ludhiana and Ahmadabad.

Our home construction focused lending vertical continued with its business despite a challenging environment for the sector and could achieve to disburse ₹ 391,17 Lacs during the year with no delinquencies. Overall your company was able to earn PBDT of ₹108,92.96 lacs, showing a growth of 80% as compared to ₹60,37.79 lacs last year.

While continuing with business transformation, your Company has made all out efforts to attract diverse talent at the Board level to develop a strong governance framework and has inducted Board members with strong backgrounds in financial services, banking, administration, judiciary and international financial markets.

Your Company has been able to forge an alliance with a reputed global player in the area of real estate i.e. Capri Global Capital, Ltd. (Cayman) which is the international affiliate of Capri Capital Partners, LLC (CCP), a Chicago based real estate investment management firm with more than USD 3 billion in assets under management. The partnership is intended to develop symbiotic relationship for our home construction focused business by jointly undertaking activities like sector focused AMC and India focused Funds as we move forward. The promoter and Chairman of CCP has joined our Board of Directors as its Non-executive Chairman. He brings international experiences and the alliance is expected to take the real estate focused funding operations to the next level during the coming years. The alliance will also enable us to imbibe some of the international best practices into our functioning, even as we move forward our focus is to emerge as an organisation with multiple revenue sources.

These changes in securing a combination of strategically oriented experience at the Board and senior levels, and sectorally focused youth at operational levels, will enable us build an organisation with sustainable and quality growth, within an overall strong governance framework.

We firmly believe that 'there are no traffic jams along the extra mile' that we need to travel to make this happen.

We Look forward to continued trust and support from all our stakeholders.

With best wishes
P. H. Ravikumar
Managing Director

Collaborating to Unleash Business Potential

The core strategy of our Wholesale Lending Vertical has been to collaborate with our corporate customers by providing comprehensive and specialized financial solutions for helping them build and grow their businesses.

The Group manages relationships with a number of large and mid-sized Indian corporates operating in India. By servicing the financial requirements of clients through a bouquet of products in the structured credit space backed by adequate collaterals and cash flows, it has built a secured and quality wholesale lending portfolio.

Our Wholesale Lending Vertical provides structured credit solutions for the initial funding requirements of housing construction projects, funding for general corporate purposes, mezzanine financing, acquisition financing, project financing, bridge financing, promoter funding, short term and long term working capital requirements, etc.

Our Wholesale Lending Vertical has a highly competent and experienced team which services client requirements and executes deals in a timely and efficient manner. The team works closely with specific legal, technical and other agencies to develop suitable products that fulfill specific needs of clients.

We have a strong framework for appraisal and execution involving a detailed evaluation of technical, commercial, financial, marketing and management factors and the sponsor's financial strength and experience. The team identifies the project risks, mitigating factors and residual risks associated with the project. As a part of the due diligence process, we appoint consultants, including technical advisors and legal counsel, wherever necessary. Risk is mitigated in these financings by channeling project revenues through an escrow account.

The current portfolio is focused towards lending to clients in the residential real estate space across core geographical markets viz. Mumbai, Pune, NCR, Bengaluru and includes Term Loans, Project/Construction Finance, Receivable Discounting and Structured Debt.

All transactions have full recourse to the borrower and are generally secured with >2x asset cover and with assigned cash flows of >2.5x enabling timely liquidation of debt along with the required additional comfort like PDCs, Personal Guarantees and Escrow Mechanism for routing all the charged cash flows. All accounts are standard with no Non-Performing Assets (NPAs).

Assesment Review for Efficient Goal Setting

Fiscal 2013 was a challenging period for the Indian corporate sector due to significant slowdown in new investment opportunities and asset quality concerns in some areas. During the year, we actively managed our wholesale lending portfolio while pursuing selective new lending opportunities.

Our company has been very selective and has remained focused on the asset quality of the account and internal rate of return margins achieved on the transactions. During the year, we disbursed loans amounting to ₹ 25,230.10 Lacs and as on March 31, 2013 our outstanding disbursement stood at ₹ 39,116.65 Lacs. Overall income from the wholesale lending book significantly increased by 75% to ₹ 8,103.31 Lacs in the current year FY 2012-13 from ₹ 4,610.09 Lacs in the previous year. We have maintained our grip on the lending portfolio and have been extremely disciplined about maintaining margins, recoveries and client follow up, which ensured the stress level on its portfolio has been minimal. We continued to focus on lending to select corporates against tangible collateral and liquid security. Our focus on mortgage backed lending has ensured that incremental book has contributed very low levels of incremental delinquencies.

The loan book of wholesale lending business increased to ₹ 39,116.65 Lacs during FY 2012-13 from ₹ 37,031.00 Lacs in FY 2011-12 driven by a thrust on lending against mortgages and securities backed transactions among others.

CGCL's wholesale lending business aims to continue its growth as a leading funding solution provider and build a stable, secure and sustainable business focused on maximizing growth opportunities within the financial services industry. The objective is to adopt a cautious credit underwriting approach while maintaining high growth rates and profitability in all business segments. This is achieved through operational excellence, prudent credit policies, adequate fraud control, and an effective collection mechanism. We offer a comprehensive range of financial services across a spectrum of financial products to our clients, and partner them while judiciously growing our portfolio.

A Renewed Business Strategy for Accelerated Growth

The lending policies are aimed at ensuring that the loan portfolio represents a judicious mix of yield, maturity profile and risk profile thereby generating the required return on capital employed.

The lending activities of CGCL are guided by the following broad parameters:

- Balancing return opportunities with appropriate risk tolerances
- Encouraging decision making which extends beyond pure credit analysis to consider broader risks including those pertaining to market, liquidity, operations, legal and reputation
- Lending against adequate security and visible cash flow providing sufficient cover towards debt servicing
- Liquidity considerations - a mix of short term, medium term and long term deployment
- Focus on low risk secured lending, such as mortgage-backed loans supported by factors such as routing the project revenues in Escrow account charged in our favour in order to maintain a high-quality loan portfolio and minimize client delinquencies and defaults
- Lending to entities with sound management, strong cash flows and robust operating policies and processes backed by tangible security and charge on cash flows
- Lending in strict compliance with RBI and other regulatory norms

Fuelling the Growth Story

The Micro, Small and Medium Enterprises (MSME) sector has emerged as a highly vibrant and dynamic sector of the Indian economy over the last five decades. MSMEs not only play a crucial role in providing large employment opportunities at comparatively lower capital cost than large industries but also help in industrialization of rural and backward areas, thereby, reducing regional imbalances, assuring more equitable distribution of national income and wealth.

MSMEs are complementary to large industries as ancillary units and play a vital role in the socioeconomic development of the country by contributing significantly to the manufacturing output, employment and exports of the country. It is estimated that, in value terms, the sector accounts for about 45 per cent of the manufacturing output and 40 per cent of the country's total exports. Estimates show that this sector employs about 595 Lacs persons in over 261 Lacs enterprises throughout the country. The MSME sector manufactures over 6000 products ranging from traditional to high-tech items, and has consistently registered a higher growth rate than the rest of the industry. It is well known that the MSMEs provide good opportunities for both self-employment and wage employment.

India requires extensive investments across sectors which are expected to grow on the back of a strong economic outlook. With deep domain knowledge and understanding of NBFC activities, the Company follows prudent lending and investment strategies coupled with a judicious and efficient manner of lending to and investing in this sector.

With a firm hold in the Wholesale Lending space, we've now forayed into lending to the MSME sector as a natural extension of our focus by launching the SME & Retail Assets Division. This new division will focus on generating a quality asset book spread across multiple locations where MSME clusters exist. As part of this business division, we finance the Self Employed segment in the acquisition of income generating assets and for income-generating activities.

The product range covers loans for working capital, loans for purchase of equipments and machinery, loans for business or capacity expansion, and term loans against property. We have started operations in two regions, NCR (National Capital Region) and MMR (Mumbai Metropolitan Region). With a firm focus on MSME and Priority Sector lending, we expanded this business to Ludhiana in North and Ahmedabad (a rich MSME market) in the West. Business operations have started, processes streamlined and with an experienced team in place, this Division is now poised for strong growth.

BOARD OF DIRECTORS

(Left to Right)

Mr. Quintin E Primo III
Chairman

Mr. P H Ravikumar
Managing Director

(Left to Right)

Mr. Beni Prasad Rauka
Independent Director

Mr. Bhagwati Prasad
Independent Director

Quintin E Primo III, Chairman

Quintin E Primo is the Chairman and Chief Executive Officer of Capri Capital Partners, LLC, headquartered at Chicago, Illinois, USA, a real estate investment management firm advising pension fund and other institutional investors. He is active in the real estate industry for over 30 years and has challenged conventional wisdom in developing new markets for investment. Co-founded Capri in 1992 during the depths of the US credit crisis and he successfully capitalized on the financing void left by retreating banks, insurance companies and thrift institutions. Under his leadership in 1998, Capri launched one of the industry's first real estate mezzanine investment funds, and in the following decade became an early investor in America's underserved urban markets.

In addition to public company board experience, he has written or co-authored numerous articles and industry white papers and is often recognized for his professional, civic and philanthropic contributions.

Quintin E Primo is an MBA from the Harvard Business School, a BSc (Honours) in Finance with high distinction from Indiana University.

P. H. Ravikumar, Managing Director

P. H. Ravikumar is a Financial Sector Professional with experience of over 4 decades. He has been instrumental in setting up many financial institutions throughout his career. Associated with the Banking Sector for over 33 years, where for a period of 22 years he was with BOI in the core team and played a pivotal role in establishing various zones across Retail, Treasury and Corporate Verticals. Thereafter, a key member of the core team in ICICI Bank for a period of 10 years where he was instrumental in establishing and growing ICICI Bank from its inception till listing on BSE, NSE and NYSE. Growing further he lead NCDEX (Commodity Exchange) as its Managing Director & CEO for a period of 5 years. During his tenure he led the bourse to be the third largest agricultural exchange in the world within 2 years of his association and made the bourse commercially profitable 4 years ahead of projected time frame.

A gold medal recipient for Excellence in Banking by French Chamber of Commerce, Industry and Economy, Paris, the first Indian Banker to be so felicitated. He is a Banker, prolific speaker & writer on all financial sector subjects and has been regularly invited as speaker at all major institutes of management, Chambers of Commerce and Industry forums.

P. H. Ravikumar is a Commerce Graduate, a Certified Associate of London Institute of Bankers and a Certified Associate of the Indian Institute of Bankers. He was recently conferred with the Honorary Fellowship of the Institute of Securities & Investment, London, first indian to be so honoured.

Beni Prasad Rauka, Independent Director

Beni Prasad Rauka has an experience that spans over 23 years in the Finance Industry where he has worked with Category 1 Merchant Banking Firms and Finance Companies. He is presently associated with SEB Group of Companies as Group CFO and heads the Finance and Accounts function.

Beni Prasad Rauka is a qualified Chartered Accountant and a Company Secretary.

Bhagwati Prasad, Independent Director

Bhagwati Prasad has practiced law for nearly 24 years before being appointed as a Judge of Rajasthan High Court in 1996. While in practice as an Advocate, he held the position of Secretary of Rajasthan High Court Advocates Association in 1976. He was also the President of the association in 1986. He was a member of the Bar Council of India for the period 1991-93 and the Bar Council of Rajasthan for the period 1981-96. He was the Managing Trustee of Bar Council of India Trust for the period 1992-93.

As a judge of the Rajasthan High Court, he initiated many reforms so as to improve the performance of the subordinate courts in Rajasthan. He took oath as a judge of High Court of Gujarat at Ahmedabad in February, 2008 and was appointed as Chief Justice of Jharkhand High Court in August 2010. He retired as Chief Justice of Jharkhand High Court in May 2011. He was designated as a Senior Advocate by the Hon'ble Supreme Court of India in September 2011.

Bhagwati Prasad is a Post Graduate in Law (LLM) from Jodhpur University and a Law Graduate from Doongar College, Bikaner.

(Left to Right)

Ms. Bhagyam Ramani
Independent Director

Mr. Mukesh Kacker
Independent Director

(Left to Right)

Mr. Rajesh Sharma
Director

Mr. Sanjay Kaul
Independent Director

Mr. Dinesh Chandra Babel
Independent Director

Bhagyam Ramani, Independent Director

Bhagyam Ramani is an Ex-Director and GM of General Insurance Corporation of India (GIC-Re). She started off as a Direct Recruit Officer in 1976 and rose to become the General Manager in 2005, and thereafter Director on the Board of GIC-Re in 2009. She retired in January 2012.

During her term of service, she has served on various committees like being a Trustee on the PF committee of the Tariff Advisory Board, Member on Education Board of Insurance Institute of India, working group on Investment Committee of IRDA, Investment Committee of Agricultural Insurance Company Ltd., and GIC-Re and Audit Committee of L & T, NSE, IDBI trusteeship Ltd., and Agricultural Insurance Company Ltd. She represented GIC-Re on the boards of Larsen & Toubro Ltd., National Stock Exchange of India, IDBI trusteeship Ltd., Milestone Capital Advisors Ltd. and Agricultural Insurance Company Ltd.

Bhagyam Ramani, is a Post Graduate in Economics (Honours) from Bombay University with specialization in Industrial and Monetary Economics; and a visiting faculty at the National Insurance Academy, Pune.

Mukesh Kacker, Independent Director

Mukesh Kacker has been an IAS officer with the Government of India for 3 decades and has held important senior positions, both in policy formulation roles and executing capacities.

Being a Member of NHAI, he has been at the forefront of India's highways revolution and was instrumental in planning and executing a major portion of the Golden Quadrilateral. As Joint Secretary (Petrochemicals), he drafted the National Policy on Petrochemicals and conceptualized the policy on Investment Regions anchored by big petrochemical units. He has worked in various positions in the Ministry of Human Resource Development, Government of India.

In view of his experience in the infrastructure sector, the Government of India inducted him as Member, Task Force on Infrastructure Development and Mega Projects. He also serves as Independent Director on the Board of Arshiya International Ltd. and Entertainment World Developers Ltd. He is also the Non-executive Chairman of Indus Concession Private Ltd.

Mukesh Kacker holds Master's Degree in Economics from Harvard University, a bachelors in science and holds an M.A. in Political Science from Allahabad University.

Rajesh Sharma, Director

One of our Founder Entrepreneurs, Mr Rajesh Sharma has over 19 years of rich experience in the Capital Market and Financial Advisory Services and has been instrumental in making CGCL as one of the leading financial services players in India.

Having a rich experience in corporate finance, investment banking, merchant banking and asset financing, he is an expert in innovating financial products, designing investment strategies for clients and financial risk management.

Rajesh Sharma is a qualified Chartered Accountant.

Sanjay Kaul, Independent Director

Sanjay Kaul is presently Managing Director & CEO of National Collateral Management Services Ltd. (NCMSL). Prior to NCMSL, he was on a 2 year deputation to the NCDEX Institute of Commodity Markets and Research, New Delhi as its first Director and CEO since March 2007.

He joined the Indian Administrative Services in 1979 and possesses twenty eight years of experience at the district, state and Country levels in development administration, of which ten years has been in commodity markets and has provided policy inputs at the highest level in the Prime Minister's office. He has over 5 years of experience in commodity finance. He has provided leadership at the state and country level in a variety of development sectors. He has also worked extensively with policy makers, project leaders, international agencies and government ministries and also lead multi-sectoral development projects and teams.

He is a Post Graduate in Economics from Delhi School of Economics.

Dinesh Chandra Babel, Independent Director

Experienced in diverse fields over 4 decades, Mr. Babel is a member of National Productivity Council, Surveyor and Loss Assessors Association. He has worked with organisation like Birla Corp. Ltd., J K Corp. Ltd., Jai Prakash Industries India Ltd., Hindustan Development Corporation Ltd., Birla Yamaha Ltd., PSM Ltd., and Ispat Industries Ltd.

Dinesh Chandra Babel is a qualified Chartered Accountant and Law Graduate.

Dear Members,

Your Directors have pleasure in presenting the Nineteenth Annual Report and the audited statement of accounts of your Company for the year ended 31st March, 2013.

FINANCIAL RESULTS

(₹ in Lacs)

	Standalone		Consolidated	
Particulars	**2012-13**	**2011-12**	**2012-13**	**2011-12**
Profit before Depreciation, Tax & Exceptional Items	**10,892.96**	6,037.79	**11,020.45**	6,166.96
Less: Depreciation	**91.13**	99.74	**113.99**	129.26
Profit Before Tax & Exceptional Items	**10,801.83**	5,938.05	**10,906.46**	6,037.70
Less: Exceptional Items	**-**	-	**-**	7.01
Less: Provisions for taxation	**3,375.25**	1,911.29	**3,248.17**	1,946.09
Profit After Tax	**7,426.57**	4,026.76	**7,658.29**	4,084.60
Add: Balance brought forward from previous year	**23,912.64**	21,326.35	**25,554.73**	22,910.58
Balance available for appropriations	**31,339.21**	25,353.11	**33,213.02**	26,995.18
Appropriations				
General Reserve	**385.00**	225.00	**385.00**	225.00
Statutory Reserve	**1,500.00**	810.00	**1,500.00**	810.00
Dividend on Equity Shares of ₹ 10/- each	**524.33**	348.88	**524.33**	348.88
Tax on Dividend	**89.11**	56.60	**89.11**	56.60
Balance Carried to Balance Sheet	**28,840.77**	23,912.64	**30,714.58**	25,554.73

REVIEW OF OPERATIONS

The operations during the year were focused on lending to both - the Corporate and Micro Small & Medium Enterprises sectors (MSME). MSME Lending business has become operational during the third quarter of the financial year and achieved the book size of ₹ 3,281 Lacs, while the corporate lending book stood at ₹ 39,117 Lacs, at the end of the financial year.

The Profit before Depreciation & Taxes (PBDT) amounted to ₹ 10,892.96 Lacs as against ₹ 6,037.79 Lacs in the previous year, registering an increase of more than 80% during the year. The increase in PBDT is due to larger deployment of funds as compared to last year and recovery of dues. Amount disbursed as loans during the year were ₹ 28,832 Lacs compared to ₹ 58, 922 Lacs in the previous year.

ASSET GROWTH

Total Assets of the company stood at ₹ 89,214 Lacs as compared to ₹ 82,480 Lacs during the last year , showing an increase of 8.16%.

LOAN BOOK

Loan Book of the Company stood at ₹ 42,599 Lacs as at 31st March, 2013 as compared to ₹ 37,018 Lacs as at 31st March, 2012, showing a growth of 15% during the year.

As a part of a conscious strategy the Company is in the process of transforming itself from a services based organisation to a lending based organisation. Two verticals are currently in the process of being ramped up first one in the sphere of funding micro, small & medium enterprises and other for small niche real estate projects in select cities. The Company is examining the possibility of establishing one or more new verticals given the current economic environment and the emerging opportunities.

CHANGE IN THE NAME OF THE COMPANY

As a part of the conscious transformation of the Company, your Company's name has been changed from 'Money Matters Financial Services Limited' to 'Capri Global Capital Limited', with effect from 24th July, 2013. Necessary approvals in this regard have been received from shareholders and the statutory authorities.

CAPITAL ADEQUACY RATIO

Your Company's total Capital Adequacy Ratio (CAR), as of 31st March, 2013, stood at 116.89% of the aggregate risk weighted assets on balance sheet and risk adjusted value of the off-balance sheet items, which is well above the regulatory minimum of 15%.

STABLE ASSET QUALITY

The company had no NPA as at 31st March, 2013 and the provision for Standard Assets stood at ₹ 213 Lacs as on 31st March, 2013. The Company has made provisions @0.50% on Standard Assets far exceeding the statutory requirements of making provisions @0.25% on Standard Assets.

DIVIDEND

The Directors of the Company have recommended a dividend of ₹ 1.50/- per Equity Share of face value of ₹ 10/- each fully paid-up of the Company for the current financial year. The dividend on Equity Shares, if approved by the shareholders at the 19th Annual General Meeting, would amount to ₹ 613.44 Lacs (including dividend tax of ₹ 89.11 Lacs) and will be paid to those members whose names appear on the Register of Members of the Company as on 20th September, 2013.

MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis of financial condition, including the results of operations of the Company for the year under review as required under clause 49 of the Listing Agreement with the Stock Exchanges, is provided as a separate statement in this Annual Report.

4TH WARRANT EXERCISE PERIOD & ALLOTMENT OF SHARES

4th Warrants exercise period commenced from 27th December, 2012 and ended on 26th March, 2013 as per the revised schedule approved by the warrants holders in their meeting held on 16th December, 2009. The Warrant conversion price for the 4th exercise period was fixed at ₹ 106.07 per warrant (inclusive of premium of ₹ 96.07 per share).

Warrant holders holding 42,994 warrants have tendered their application for conversion and were allotted 42,994 Equity Shares of ₹ 10/- each fully paid-up on 5th April, 2013.

INCREASE IN SHARE CAPITAL

During the year your Company has allotted 24,900 Equity Shares of ₹ 10/- each fully paid-up on exercise of Stock Options.

DIRECTORS

The Board has inducted Ms. Bhagyam Ramani, Mr. Quintin E Primo III & Mr. Sanjay Kaul as Additional Directors on the Board of the Company. We seek your support in confirming their appointment as Directors liable to retire by rotation, at the ensuing Annual General Meeting.

Mr. P. H. Ravikumar was inducted as Additional Director and also appointed as Managing Director of the Company. It is proposed to confirm his appointment at the ensuing Annual General Meeting and the Board recommends approval of his appointment as Managing Director of the Company. Mr. Rajesh Sharma has stepped down as Chairman & Managing Director w.e.f. 12th April, 2013.

In accordance with the provisions of section 255 & 256 of the Companies Act, 1956 and Article 115 of the Articles of Association of the Company, Mr. Rajesh Sharma and Mr. Dinesh Chandra Babel, retire by rotation at the ensuing Annual General Meeting. Mr. Rajesh Sharma seeks re-appointment. Mr. Dinesh Chandra Babel is not seeking re-appointment. The Members of the Board place on record their deep sense of appreciation for the services rendered by Mr. Dinesh Chandra Babel, during his tenure as Member of the Board of the Company.

TRADE MARK LICENSING AND EXECUTIVE AGREEMENT ('AGREEMENT')

The Company has entered into an Agreement with Capri Global Capital Limited, a Cayman Islands incorporated Company, ('CGC-Cayman') having principal place of business at Chicago, USA and is an affiliate of Capri Capital Partners, LLC ('CCP'). CCP is registered with United States Securities & Exchange Commission as an Investment Advisor.

As per the Agreement, the Company has got License to use the Logo of CCP for a period of 5 years and has appointed Mr. Quitin E Primo III as Non Executive Chairman of the Company w.e.f. 2nd August, 2013.

RESERVE BANK OF INDIA DIRECTIONS

Your company is categorized as a non deposit taking systematically important (ND-SI) non-banking finance company (NBFC). Accordingly during the year your Company has not accepted any deposits from the public and there were no deposits which become due for repayment or renewal. Your Company has complied with the directives issued by the Reserve Bank of India under the Non Banking Financial Companies (Reserve Bank of India) Directions, 2007, as amended from time to time.

SUBSIDIARY COMPANIES

As on 31st March, 2013, the Company has the following subsidiaries:

1. Capri Global Securities Private Limited (formerly Money Matters Securities Private Limited).
2. Capri Global Investment Advisors Private Limited (formerly Money Matters Investment Advisors Private Limited).
3. Capri Global Distribution Company Private Limited (formerly Money Matters Distribution Company Private Limited).
4. Capri Global Finance Private Limited (formerly Money Matters Capital Private Limited).
5. Capri Global Research Private Limited (formerly Money Matters Research Private Limited); and
6. Capri Global Resources Private Limited (formerly Money Matters Resources Private Limited).

In terms of general exemption granted to companies vide General Circular No. 2 and 3 dated 8th February, 2011 and 21st February, 2011 respectively issued by the Ministry of Corporate Affairs for not attaching the Balance sheets of the Subsidiary Companies and approval received from Board of Directors vide resolution passed at Board Meeting held on 30th May, 2013 under Section 212(8) of the Companies Act, 1956, the Balance Sheet, Statement of Profit and Loss , Reports of the Board of Directors and Auditors of the subsidiaries have not been attached with the Balance Sheet of the Company. However, the financial data of the subsidiaries have been furnished under 'Details of Subsidiaries' forming part of the Annual Report. Further, pursuant to Accounting Standard AS-21 issued by the Institute of Chartered Accountants of India, Consolidated Financial Statements of the Company and its subsidiaries for the year ended 31st March, 2013, together with reports of Auditors thereon and the statement pursuant to section 212 of the Companies Act, 1956, are attached. The financial statements of subsidiaries will be available on a request made by any member of the Company and will also be available for inspection by any member at the registered office of the Company. The financial statements of your Company as well as its aforesaid subsidiaries are also available on the website of your Company i.e. www.cgcl.co.in.

AUDITORS

M/s. Karnavat & Co, Chartered Accountants, retires as Auditors of the Company at the ensuing Annual General Meeting and have given their consent for re-appointment.

In terms of the provisions of Section 225 of the Companies Act, 1956, the appointment of Auditors of the Company requires approval of the shareholders by way of an ordinary resolution. An appropriate resolution has been included in the Notice of the ensuing Annual General Meeting for approval of the shareholders.

Your Company has received the eligibility certificate under section 224(1B) of the Companies Act, 1956 from M/s. Karnavat & Co., Chartered Accountants, Mumbai.

AUDITORS' REPORT

M/s. Karnavat & Co., the Statutory Auditors of your Company, submitted their report on the accounts of the Company for the year ended 31st March, 2013 which is self-explanatory and requires no comments or explanation under section 217(3) of the Companies Act, 1956.

CORPORATE GOVERNANCE

As per clause 49 of the Listing Agreement with Stock Exchanges, a separate section on Corporate Governance forms part of the Annual Report.

A certificate from the Auditors of your Company regarding compliance of conditions of Corporate Governance, as stipulated under clause 49 of the Listing Agreement and a declaration by the Managing Director with regard to Code of Conduct is attached to the Report on Corporate Governance.

Further, as required under clause 49 of the Listing Agreement with Stock Exchanges, a certificate from the Managing Director and Sr. Vice President - Finance & Accounts, on the financial statements of your Company for the year ended on 31st March, 2013 was placed before the Board at its meeting held on 30th May, 2013.

EMPLOYEES STOCK OPTION PLAN

In line with its policy to give incentives to its employees from time to time, your Company has adopted the Employees Stock Option Plan (ESOP) in accordance with the provisions of Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ('the SEBI Guidelines') with effect from 27th October, 2009.

During the year under review no fresh Options were granted and 24,900 Stock Options granted earlier were vested and exercised during the year by the employees.

Disclosures, as prescribed under the SEBI Guidelines, are set out in Annexure to this Report.

DIRECTORS' RESPONSIBILITY STATEMENT

In pursuance of Section 217(2AA) of the Companies Act, 1956, the Directors confirm that, to the best of their knowledge and belief they have:

i) in the preparation of annual accounts, all applicable accounting standards have been followed along with proper explanation relating to material departures, if any;

ii) they have, in the selection of the accounting policies, consulted the Statutory Auditors and these have been applied consistently and reasonable and prudent judgments and estimates have been made so as to give a true and fair view of the state of affairs of the Company as on 31st March, 2013, and of the profit of the Company for the accounting year ended on that date;

iii) proper and sufficient care has been taken 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 annual accounts have been prepared on a going concern basis.

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

Since your Company does not own manufacturing facility, the particulars relating to conservation of energy and technology absorption stipulated as per Section 217(1)(e) of the Companies Act, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, are not applicable.

There were no foreign exchange earnings during the year, while there were foreign exchange expenses amounting to ₹ 18.38 Lacs, during the year.

PARTICULARS OF EMPLOYEES

Particulars of employees in terms of the provisions of Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975 as amended from time to time, forms part of the Directors' Report. However, having regard to the provisions of Section 219(1)(b)(iv) of the Companies Act, 1956, the Annual Report, excluding the aforesaid information, is being sent to all the members of the Company and others entitled thereto. Any member interested in obtaining such particulars may write to the Company Secretary at the registered office of the Company.

ACKNOWLEDGEMENTS

The Board of Directors wish to place on record their appreciation for the support extended by the bankers, business associates, clients, consultants, advisors, shareholders, investors and the employees of the Company and subsidiaries for their continued co-operation and support.

We would also like to place on record our sincere appreciation for the co-operation received from the Reserve Bank of India, SEBI, NSE & BSE and all other statutory and/or regulatory bodies.

For and on behalf of the Board

Place : Mumbai
Date : 12th August, 2013

P. H. Ravikumar
Managing Director

Rajesh Sharma
Director

(i) Disclosures as required under SEBI (Employee Stock Option Scheme & Employee Stock Purchase Scheme) Guidelines, 1999:

The details of employee stock option scheme of the Company and the details of options granted upto 31st March, 2013 are as under:

Sr. No.	Particulars	Date of Grant 27/10/2009
1.	Options Granted	825,000
2.	The Pricing Formula	₹ 10/- Per Option
3.	Options Vested (till 31st March, 2013)	35,600
4.	Options Exercised (till 31st March, 2013)	35,600
5.	The total number of Shares arising as a result of exercise of Options	35,600 equity shares of ₹ 10/- each
6.	Options Lapsed (till 31st March, 2013)	7,31,650
7.	Variation of terms of Options	NA
8.	Money realised by exercise of Options (till 31st March, 2013)	₹ 3.56 Lacs
9.	Total Number of Options in force (as at 31st March, 2013)	57,750
10.	Employeewise details of options granted to	
	a. Senior Managerial Personnel	None
	b. any other employee who receives a grant in any one year of options amounting to 5% or more of options granted during that year	None
	c. identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant	None
11.	Diluted EPS pursuant to issue of shares on exercise of option calculated in accordance with Accounting Standard 20	₹ 21.28
12.	Impact of Difference on profits and EPS due to difference in Intrinsic Value and Fair Value (for the year ended 31st March, 2013)	
	i. Method of calculation of employee compensation cost	Intrinsic Value Method
	ii. Difference between the employee compensation cost so computed at i) above and the employee compensation cost that shall have been recognised if it had used the fair value of the Options	Employee Compensation Cost As per Intrinsic Value Method (₹ 16.89 Lacs) As per Fair Value Method using Black Scholes Model (₹ 17.90 Lacs) Difference in Cost ₹ 1.01 Lacs

Sr. No.	Particulars	Date of Grant 27/10/2009
	iii. The impact of this difference on Profits and on EPS of the Company	Impact on Profits and EPS Amortisation for the FY 2012-13 As per Intrinsic Value Method (₹ 16.89 Lacs) As per Fair Value Method using Black Scholes Model (₹ 17.90 Lacs) Difference in Cost (₹ 1.01 Lacs) Impact on Diluted EPS ₹ 0.0026
	a. risk free interest rate	7.26%
	b. expected life	2 Years
	c. expected volatility	52.64%
	d. expected dividends	₹ 1
	e. the price of the underlying share in market at the time of option grant	127.05
13.	Weighted average exercise price	₹ 10/-
14.	Weighted average fair value	₹ 116.88

ECONOMIC OVERVIEW

The economic conditions in the country in the current fiscal have been challenging with persistent inflation, intensifying Current Account Deficit (CAD), rising interest rates and policy impediments to investments. Headline GDP growth fell to 5% in the FY 2013, as compared to 6.2% a year ago and 9.3% in FY 2011. International financial markets posted significant gains especially in Japan following recent policy stimulus and in the US on the back of improved economic data, despite recent fallout of Cyprus. But, the improved financial conditions are yet to translate into a sustained recovery in economic activity. Strong FII inflows, especially in the H2 of 2012-13 augured well for Indian Equity markets, although market movements were conditioned by domestic slowdown and governance concerns. However, intended gradual withdrawal of Quantitative Easing in U.S., saw FII investments in debt markets flow out during the months of June and July of 2013, resulting in a sharp drop in the external value of Indian Rupee.

ROLE OF NBFC IN FUNDING

Traditionally and historically, it has always been the banks who have been the intermediaries between the savers as source of funds and the investors as seekers of funds. In the last few years, a lot of transformation and complexity has taken place in the financial intermediation space. NBFCs today account for over 11% of the assets of the total financial system. NBFCs have emerged as an important financial intermediary especially in the small scale, retail sector and sectors where Banks are constrained to meet requirements of sectors like realty developers/promoters.

BUSINESS OVERVIEW

Capri Global Capital Limited (CGCL) is a NBFC-ND-SI with an asset base in excess of ₹ 89,214 Lacs . The transformation of the Company from a fee income based organisation to a lending NBFC continued during the year under review. CGCL is currently one of the leading financial services companies in India with a strong presence in real estate funding and the recently launched micro & small enterprises (MSME) vertical. Current year was the second year of operations wherein the Company has focussed on wholesale lending to realty sector following it up with launch of MSME vertical. The focus in lending to MSME segment would be with specific relevance to small and micro enterprises. The intention is to gradually build strong skill sets in what are commonly known as "priority sector" advances by banks. We believe there exists strong opportunities for MSME segment for partnership with banks in general and in particular with new private sector and foreign banks in meeting their mandated lending requirements. These opportunities would only get further strengthened by the new banking licences which are currently on the anvil. While building exposures to the real estate sector and to the MSME segment, the underlying approach has been one of gradualism. The focus is on understanding the requirements of borrowers, the safety of our funds and the profitability of operations. We believe once these aspects are strongly imbibed, growth would automatically follow.

The Company believes that there is a huge potential in lending to MSME sector and has channelized its efforts in developing a sound business plan, developed processes & systems and built team during the year so as to encash this opportunity. Company has identified industry clusters with high business potential and has opened branches at Delhi, Mumbai, Ludhiana & Ahmedabad to tap customers in the MSME segment. MSME vertical made a modest start and disbursed loans to the extent of ₹ 3,481 Lacs during the year, while the wholesale lending vertical focussed on realty sector disbursed loans to the extent of ₹ 39,117 Lacs. Going forward it is planned that the MSME vertical would fast catch up with the wholesale lending vertical and would far exceed the disbursements of the wholesale lending vertical. Management also has plans to leverage balance sheet during the next fiscal and has initiated many steps in that direction. Management firmly believes that multi fold growth, both for the top line and bottom line can be achieved once the balance sheet is properly leveraged.

FINANCIAL PERFORMANCE

FY 2012-13 was second year of lending business for the Company and was extremely challenging to balance the return expectations with those of risks associated. Company has to tread very cautiously to achieve its target of increased disbursements with no/negligible delinquencies. It was an extremely uncertain year for the financial sector, which affected the margins and profitability of most of companies in the financial space. Company could garner improved results despite uncertain and difficult business environment.

It is a matter of gratification for your Company that while almost all banks and all large NBFCs saw a deterioration in their asset quality during the financial year under review, your company had a healthy 100% standard asset exposure thus far. Nevertheless, we are alive to the fact that as the size of the portfolio grows, the risk of incidence of non-performing loans emerging does exist.

The Profit before Depreciation & Taxes (PBDT) amounted to ₹ 10,892.96 Lacs as against ₹ 6,037.79 Lacs in the previous year. Majority of the revenue was derived from lending activity, the prime focus of Company's business activities during the year.

OUTLOOK

The Company has re-aligned its strategic focus from lending only to the real estate sector to include MSME sector in its portfolio of lending activities. With four branches through which we extend our sourcing arm to MSME customers, the Company has plans to open branches in potential MSME clusters during the next financial year and is poised to steadily grow this book.

The Company is confident about its prospects in the forthcoming year, and is looking forward to garner a larger share in the credit requirements, source funds from banks & institutions and expects to earn increasingly stable returns for its stakeholders.

RISKS AND CONCERNS

Being in the financial services business has its own typical risks and the Company takes full cognisance of the fact that these risks can have a serious impact on the operations of the Company as well as its profitability. In order to ensure that the impact of risks is minimal, the Company lays utmost importance on scanning the external environment regularly. The Company also has adequate risk identification, risk management and mitigation processes. The Company has been gradually building two lending verticals - one called wholesale lending vertical for funding residential realty sector in select cities and the second providing business loans to micro & small enterprises from among the micro and small manufacturing and servicing sectors. Both these verticals have some common and some specific risks. Some of the common risks and their mitigation - in the current environment are as under:

Risk of uncertain Macro Economic Environment

The continued trouble in Eurozone has had its affect on all financial markets of the world, and India is also affected. The affect was clearly felt in the previous year as the Indian Rupee continued to remain weak due to the crisis in Eurozone. Another affect was the cautious and stay-away attitude adopted by the foreign investors. All these have a telling affect on the Indian economy in general and the Indian financial space in particular. If this uncertainty in Eurozone continues during this year, it will put markets under further stress. Our focus therefore has been largely on geographies which are continuing to grow overall at or above the country's GDP growth.

At CGCL, the Company has mitigated this risk to a large extent by investing its funds in assets that are fully secured and that will have least impact of this global uncertainty. The company is judiciously building its asset portfolio and the surplus funds are invested in risk free debt securities & mutual funds.

Risk of Non-Performing Assets (NPA)

The risk of NPA is always a pertinent part of the lending business. There is always a chance that accounts become bad due to fall or collapse in the value of the asset against which funds have been advanced due to a variety of reasons. These severely affect both the cash flow of lenders as well as have a diminishing affect on the quality of its total assets. However, in our case, the Company has put in place a strong asset verification and valuation processes. Adequate measures are taken to ensure that the veracity of the asset in terms of ownership, value, approvals, legal and statutory clearances, are all in place and thoroughly certified before funds are extended against such assets. In addition to these assets, the Company also has collaterals against funds lent as back-up in case of fall in value of assets. Consequently, the NPA as on 31st March, 2013 were nil, which clearly shows that the Company's strict policy in assessing and valuing assets is adequate and effective. We would continue this approach of growth tempered with caution particularly in the current difficult economic environment.

Rising Interest Rates

In a strong bid to bring inflation under control, the RBI had resorted to increasing the interest rates many times over the last eighteen months. This has a spiralling affect on rates of interests at consumer and business levels. At CGCL, lending is one of the new business verticals for the Company, and in case the interest rates remain high there is a theoretical chance that this will lead to fall in demand for funds, which would affect business of the Company. However, considering our book size, focus segments and the risk return matrix we don't foresee any let up in demand for funds.

Risk of Competition

There is always risk of competition in any business, and the finance business is no different. The Company has always believed in healthy competition which is good for the industry. There is ample scope for everybody to grow as the continuing growth in Indian Economy will also fuel requirement of funds in various sectors. We believe that competition spurs our team to innovate without losing sight of the customer needs, the need for safety of funds deployed and the need to ensure commensurate returns.

Sector specific risks & concerns

Some of the risks specific to the micro and small business (MSME) segments are their greater vulnerability in times of economic down turn and the increased cost of intervention in this segment. The origination processes of your Company have been strengthened to ensure that the portfolio grows slowly but steadily with minimal impairments in quality of assets. Costs of transactions are controlled through extensive & effective use of technology.

Insofar as the realty sector specific lending is concerned, the risks of default are mitigated by full control of the underlying security and also through structures which make us the single lender having access to the underlying cash flows. While the cumulative disbursements over last two and half years to the sector have exceeded ₹ 1,000 crores, close monitoring and continuous ground level follow up have ensured a healthy portfolio.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has proper and adequate internal control systems to ensure that all the assets are safeguarded and that all transactions are authorised, recorded and reported correctly. Regular internal audits and checks are carried out to ensure that the execution of approved activities are in line with the policies and processes in place and that the systems are adequately strong to ensure compliance.

The Audit Committee of the Company overviews the internal audit function and the internal control systems and procedures to ensure the efficient conduct of business. The Company maintains adequate internal control systems, which is designed to provide assurance regarding the effectiveness and efficiency of operations, the adequacy of safeguards of assets, the reliability of financials controls and compliance with applicable laws and regulations. The Company has implemented suitable controls to ensure all the resources are utilised optimally, financial transactions are reported with accuracy and that there is strict compliance with applicable laws and regulations.

HUMAN CAPITAL

The Company recognises that its success is deeply embedded in the success of the human resources. The Company has significantly scaled up its activities through investment in people and infrastructure. The Company nurtures its employees as its critical assets through healthy working atmosphere that ensures equal opportunity for growth and challenge to all the employees. The Company believes in creating business leaders by employing best talent in the industry, providing opportunities, empowerment by delegations, training and taking care of their growth. During the year our overall strength of human resources expanded from 47 to 123. The average age of fresh entrants to the organisation is 33 years. Most of the entrants are professionally qualified. As our business grows, we would continue to expand the human resources which are fundamental to the financial services business.

CAUTIONARY STATEMENT

The statements made in this report describe the Company's objectives and projections that may be forward looking statement within the meaning of applicable laws and regulations. The actual result might differ materially from those expressed or implied depending on the economic conditions, government policies and other incidental factors which are beyond the control of the Company. The Company is not under any obligation to publicly amend, modify or revise any forward looking statements on the basis of any subsequent developments, information or events.

Sustained strong performance by any company is directly linked to an organisation's philosophy and levels of Corporate Governance. Keeping this important reality in view, your Company has always placed major thrust on managing its affairs with diligence, transparency, responsibility and accountability.

The detailed report on Corporate Governance for the financial year ended 31st March, 2013, as per the format prescribed by Securities and Exchange Board of India and incorporated in clause 49 of the Listing Agreement with Stock Exchanges, is set out below:

CORPORATE GOVERNANCE PHILOSOPHY

Company's Philosophy on Corporate Governance is a combination of voluntary practices and compliance with laws and regulations leading to delegation of operational powers to experienced staff members, effective control oversight mechanism, strategies and policies which are constantly reviewed and strengthened to be in alignment with market realities and overall management of the organisation. Strong Corporate Governance practices, it has been generally established, lead to long-term shareholder value and enhances interests of other stakeholders.

In ensuring that the desired levels of corporate governance practices are imbibed in the organisation and with a focus on its own fiduciary and trusteeship role, the Board of Directors of the Company seeks to evolve, strengthen and adopt structures and policies which would align and direct the actions of the organisation towards creating wealth and shareholder value.

BOARD OF DIRECTORS

The Company has maintained an optimum combination of Executive and Non-Executive Directors. As of 31st March, 2013, the Board of Directors (the 'Board') consisted of Six (6) members of which five (5) are Independent Directors. The Independent Directors bring independent judgment in the Board's deliberations and decisions. Considering the stringent requirement of the skill-sets on the Board, eminent persons, having an independent standing in their respective field/profession and who can effectively contribute to the Company's business and policy decisions, are considered by the Nomination Committee for appointment, inter-alia, of Independent Directors on the Board. The number of directorships and memberships held in various committees of other companies by such persons is also considered. The Board considers the recommendations of the Nomination Committee and takes appropriate decisions in regard to continuance of and induction of new skill sets at the Board level to ensure the availability of these experienced professionals to guide the Company in an ever competitive environment.

During the Financial Year your Company had an Executive Chairman and the management of the Company was headed by the Chairman & Managing Director, who operated under the overall supervision, direction and control of the Board. The Board reviews and approves strategy and oversees the actions and results of the management to ensure that the long-term objectives of enhancing stakeholder value are met.

None of the Director on the Company's Board is a Member of more than ten Committees and Chairman of more than five Committees across all the Companies in which he/she is a Director. None of the Director hold the office of Director in more than fifteen Public Companies and are not related to each others. All Non Executive Director are liable to retire by rotation.

During the year under review, five (05) meetings of the Board of Directors were held on 19th May, 2012, 28th July, 2012, 06th August, 2012, 29th October, 2012 and 19th January, 2013. The 18th (Eighteenth) Annual General Meeting was held on 28th July, 2012. The Maximum time gap between any two consecutive meetings did not exceed four months.

The compositions of the Board, attendance at the Board meetings held during the Financial Year under review and at the last Annual General Meeting, number of directorship (including Capri Global Capital Limited), Memberships/Chairmanships of the Committees of public companies and their shareholding as on 31st March, 2013 in the Company are as follows:-

Name of the Director	DIN	Category	No. of Board Meetings attended	Attendance at the last AGM	Director-ships*	Committee position**		Share-holding
						Chairman	Member	
Mr. Rajesh Sharma #	00020037	*Promoter-Executive*	5	Yes	8	Nil	1	100
Mr. Beni Prasad Rauka	00295213	*Non Executive Independent*	5	Yes	11	2	2	Nil
Mr. Dinesh Chandra Babel	03042254	*Non Executive Independent*	5	Yes	3	1	3	Nil
Mr. Bhagwati Prasad	05152091	*Non Executive Independent*	4	Yes	1	Nil	Nil	Nil
Mr. Mukesh Kacker	01569098	*Non Executive Independent*	5	Yes	3	Nil	Nil	Nil
Ms. Bhagyam Ramani@	00107097	*Non Executive Independent*	4	NA	3	Nil	1	Nil
Dr. Sanjeev Kumar Sanger ##	02988913	*Non Executive Independent*	Nil	NA	NA	NA	NA	Nil

* *Excludes Directorship in Private Limited Companies, Foreign Companies and Government Bodies.*

** *Only Audit Committee and Shareholders'/Investors' Grievance Committee in Public Limited Companies, have been considered for the Committee positions.*

\# *Resigned as Chairman & Managing Director on 12th April, 2013 and continues as an ordinary Director.*

@ *Appointed w.e.f. 28th July, 2012.*

Resigned w.e.f. 19th May, 2012.

COMMITTEES OF THE BOARD

Board has constituted a set of committees with specific terms of reference/mandate, as to effectively focus on the issues falling under their jurisdiction. The minutes of the meeting of all the Committees of the Board are placed before the Board for discussion/noting.

AUDIT COMMITTEE

Pursuant to section 292A of the Companies Act, 1956, and clause 49 of the Listing Agreement with Stock Exchanges, the Company has constituted a qualified and independent Audit Committee comprising of Three (3) Independent Directors who have considerable expertise in accounting and financial management:

i. Mr. Beni Prasad Rauka - Chairman

ii. Mr. Dinesh Chandra Babel - Member

iii. Ms. Bhagyam Ramani - Member

The Company Secretary acts as Secretary to the Committee.

Terms of Reference

The terms of reference of Audit Committee are wide enough, covering the matters specified in clause 49 of the Listing Agreement as well as in section 292A of the Companies Act, 1956, which inter-alia are as under:

a) Overseeing the Company's financial reporting process and disclosure of its financial information.

b) Reviewing the results and accounts at the end of a quarter, half year and the full year before submission to the Board, focusing particularly on:

   1) any changes in accounting policies and practices;

   2) major judgmental areas;

3) significant adjustments resulting from the audit;
4) the going concern assumption;
5) compliance with accepted accounting standards;
6) compliance with stock exchanges and legal standards.

c) Considering the appointment of the statutory auditors, internal auditors, tax auditors, their audit fees, and any matters of resignation or dismissal;

d) Discussing with the statutory auditors before the audit commences, the nature and scope of the audit;

e) Discussing problems and reservations arising from the statutory audit, and any matters the statutory auditor may wish to discuss (in the absence of the management, where necessary);

f) Reviewing the statutory auditors' reports and presentations and Management's response thereto;

g) Reviewing the effectiveness of the system of internal financial control and discussing the same periodically with the statutory auditors, prior to the Board making its statement thereon;

h) Reviewing the internal audit programme, ensuring co-ordination between the internal and statutory auditors, ensuring that the internal audit function is adequately resourced and has appropriate standing within the Company, and to request internal auditor to undertake specific audit projects, having informed the management of their intentions;

i) Considering the major findings of internal investigations and managements response;

j) Considering any material breaches or exposure; breaches of regulatory requirements or of ethical codes of practice to which the Company subscribes, or of any related codes, policies and procedures, which could have a material effect on the financial position or contingent liabilities of the Company;

k) Reviewing policies and procedures with respect to directors and officers expense accounts, including their use of corporate assets, and considering the results of any review of these areas by the internal auditors or the statutory auditors;

l) Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

m) Carrying out any other functions as may be falling within the terms of reference of the Audit Committee or as may be delegated to the Committee from time to time.

Composition & meetings

During the Period under review, four meetings of the Audit Committee were held on 17th May, 2012, 28th July, 2012, 29th October, 2012 and 19th January, 2013.

Name of the Member	No. of Meetings	
	Held	Attended
Mr. Beni Prasad Rauka	4	4
Mr. Dinesh Chandra Babel	4	4
Dr. Sanjeev Kumar Sanger*	1	Nil
Ms. Bhagyam Ramani #	3	3

* *Resigned as a Director w.e.f. 19th May, 2012.*

\# *Appointed as a Member w.e.f. 28th July, 2012.*

SHAREHOLDERS'/INVESTORS' GRIEVANCE COMMITTEE

Terms of Reference

The Committee is responsible to oversee the redressal of shareholders' and investors' complaints/grievances pertaining to share transfers, non- receipt of annual reports, dividend payments, issue of duplicate certificates, transmission of shares and other miscellaneous complaints.

The Committee also oversees the performance of the Registrar and Share Transfer Agent, and recommends measures to improve the level of investor related services.

Composition & meetings

During the period under review, four meetings of the Shareholders'/Investors' Grievance Committee were held on 17th May, 2012, 28th July, 2012, 29th October, 2012 and 19th January, 2013. The Composition of the Shareholders'/Investors' Grievance Committee and attendance at its meeting is as follows:

Name of the Member	Designation	No. of Meetings Held	No. of Meetings Attended
Mr. Beni Prasad Rauka	Chairman	4	4
Mr. Rajesh Sharma	Member	4	4
Mr. Dinesh Chandra Babel	Member	4	4
Dr. Sanjeev Kumar Sanger *	Member	1	Nil

** Resigned as a director w.e.f. 19th May, 2012.*

The status of investor complaints is monitored by the Committee periodically and reported to the Board. The complaints received from the shareholders, regulators, stock exchanges etc. are reviewed and they are expeditiously attended to by the Company/ Share Transfer Agent.

Mr. Harish Agrawal, Vice President & Company Secretary is the Compliance Officer.

During the year ended 31st March, 2013, the Company received 1 investor's complaint. This Complaint has been resolved within the prescribed time.

During the year under review, the status of requests and complaints was as follows:

Particulars	Opening Balance	Received	Resolved	Closing Balance
Requests	0	3	3	0
Complaints	0	1	1	0

OTHER COMMITTEES OF THE BOARD

COMPENSATION & REMUNERATION COMMITTEE

Terms of Reference

The Committee is responsible for assisting the Board of Directors in the Board's overall responsibilities relating to determination on their behalf and on behalf of the shareholders with agreed terms of reference, the Company's policy on specific remuneration packages and any payment of compensation to the Managing Director, Executive Director and Whole-time Directors of the Company and to deal with matters pertaining to Employees' Stock Option Scheme.

Composition & meetings

The Compensation & Remuneration Committee comprised of three independent directors and one executive director. During the year under review, two Compensation & Remuneration Committee meeting were held on 17th May, 2012 and 19th January, 2013. The decisions are taken by the committee at meetings or by passing resolutions through circulation. The composition of the Compensation & Remuneration Committee and attendance at its meeting is as follows:

Name of the Member	Designation	No. of Meetings Held	No. of Meetings Attended
Ms. Bhagyam Ramani#	Chairperson	1	1
Mr. Rajesh Sharma @	Member	2	2
Mr. Beni Prasad Rauka	Member	2	2
Mr. Dinesh Chandra Babel	Member	2	2
Dr. Sanjeev Kumar Sanger *	Member	1	NIL

 # Appointed as a member w.e.f. 28th July, 2012 and was made Chairperson on 19th January, 2013.
@ Chairman till 19th January, 2013.
** Resigned as a director w.e.f. 19th May, 2012.*

Remuneration policy

For Managing Director

The Managing Director is paid a fixed quantum of salary and perquisites. He is also eligible for such percentage as commission/incentive as may be recommended by the Compensation & Remuneration Committee based on the overall performance of the Company, which shall be within the overall limits permissible under the Companies Act, 1956 and as approved by the Shareholders.

For Non Executive Independent Directors

Non Executive Directors get sitting fees for attending each meeting of the Board of Directors and reimbursement of out-of-pocket expenses incurred, wherever applicable, for attending such meetings. The sitting fee payable per meeting of the Board of Directors is ₹ 20,000/- and ₹ 10,000/- per Committee meeting.

The details of sitting fees/remuneration paid to Directors during the year 2012-13, are as under:

Sr. No.	Name of the Director	Sitting Fees for attending Meetings (₹)	Salary and Perquisites (₹)	Incentive/ Bonus (₹)	Total (₹)
1)	Mr. Rajesh Sharma	Nil	79,03,894.51	2,00,00,000.00	2,79,03,894.51
2)	Mr. Beni Prasad Rauka	2,30,000.00	N.A.	N.A.	2,30,000.00
3)	Mr. Dinesh Chandra Babel	2,10,000.00	N.A.	N.A.	2,10,000.00
4)	Mr. Bhagwati Prasad	80,000.00	N.A.	N.A.	80,000.00
5)	Mr. Mukesh Kacker	1,00,000.00	N.A.	N.A.	1,00,000.00
6)	Ms. Bhagyam Ramani	1,20,000.00	N.A.	N.A.	1,20,000.00
7)	Dr. Sanjeev Kumar Sanger *	Nil	N.A.	N.A.	Nil

** Resigned as a Director w.e.f. 19th May, 2012*

Service contract, Severance fees and Notice period:

Mr. Rajesh Sharma was appointed as the Managing Director of the Company for a period of five years w.e.f. 24th January, 2009. His remuneration includes the salary & perquisites of ₹ 79,03,894.51/- p.a. Further he received incentive/ bonus of ₹ 2,00,00,000/-. He has stepped down as Managing Director w.e.f. 12th April, 2013.

ASSET LIABILITY MANAGEMENT COMMITTEE

Terms of Reference

The Asset Liability Management Committee (ALCO) is a decision-making unit responsible for cash flow and balance sheet planning, levels of interest risks run and extent of liquidity risks run, from a risk-return perspective, including the strategic management of interest rate and liquidity risks. The operating staff is responsible for analysing, monitoring and reporting risk profiles to ALCO.

Composition & meetings

During the year under review, the Committee met once on 19th January, 2013. Composition of the ALCO and attendance at its meeting is as follows:

Name of the Member	Designation	No. of Meetings Held	No. of Meetings Attended
Mr. Rajesh Sharma	Chairman	1	1
Mr. Beni Prasad Rauka*	Member	1	1
Mr. Dinesh Chandra Babel*	Member	1	1
Mr. Ashok Agarwal	Member	1	1
Mr. Arvind Hali #	Member	Nil	Nil
Mr. Atul Chandra#	Member	Nil	Nil
Mr. Rajesh Agrawal #	Member	Nil	Nil

** Resigned as a Member w.e.f. 19th January, 2013.*

 # Appointed as a Member w.e.f. 19th January, 2013.

NOMINATION COMMITTEE

Terms of Reference

Nomination Committee assists the Board in assessing the 'fit and proper' status of the proposed/existing Directors and based on recommendation of the Committee, new Directors on the Board of the Company are appointed.

Composition & meetings

During the year under review, the Committee met once on 28th July, 2012. Composition of the Nomination Committee and attendance at its meeting is as follows:

Name of the Member	Designation	No. of Meetings Held	No. of Meetings Attended
Ms. Bhagyam Ramani#	Chairperson	Nil	Nil
Mr. Rajesh Sharma@	Member	1	1
Mr. Beni Prasad Rauka	Member	1	1
Dr. Sanjeev Kumar Sanger *	Member	Nil	Nil

 # Appointed as a Member w.e.f. 28th July, 2012 and Chairperson w.e.f. 19th January, 2013.

@ Resigned as a Chairman w.e.f. 19th January, 2013.

** Resigned as a Member w.e.f. 19th May, 2012.*

SECURITIES TRANSFER COMMITTEE

Terms of Reference

Securities Transfer Committee looks into and examines the activities relating to securities transfers/transmissions/deletion of names/transpositions/name change/issue of duplicate share/warrant certificates/split/consolidation of folio/consolidation of share certificates and matters relating thereto.

Composition & meetings

During the year under review, the Committee met three times on 12th October, 2012, 09th November, 2012 and 18th February, 2013. Composition of the Securities Transfer Committee and attendance at its meeting is as follows:

Name of the Member	Designation	No. of Meetings Held	No. of Meetings Attended
Mr. Rajesh Sharma	Chairman	3	3
Mr. Beni Prasad Rauka	Member	3	Nil
Mr. Ashok Agarwal	Member	3	3

SECURITIES ISSUE & ALLOTMENT COMMITTEE

Terms of Reference

Securities Issue & Allotment Committee has been formed for making allotment and issue of the Company's securities either in physical and/or dematerialized mode and to perform all other activities related thereto.

Composition & meetings

During the year under review, the Committee met once on 19th January, 2013. Composition of the Securities Issue & Allotment Committee and attendance at its meeting is as follows:

Name of the Member	Designation	No. of Meetings Held	No. of Meetings Attended
Mr. Rajesh Sharma	Chairman	1	1
Mr. Beni Prasad Rauka	Member	1	1
Dr. Sanjeev Kumar Sanger*	Member	Nil	Nil

** Resigned as a director w.e.f. 19th May, 2012.*

GENERAL BODY MEETINGS

Details of last three Annual General Meetings are as follows

Particulars	2011-12	2010-11	2009-10
Date and Time	28th July, 2012 12.00 noon	25th July, 2011 11.30 a.m.	08th September, 2010 03.00 p.m.
AGM	18th AGM	17th AGM	16th AGM
Venue	Kilachand Conference Room, Indian Merchants' Chamber, LNM IMC Bldg., Opp. Churchgate Station, Churchgate, Mumbai - 400020	Walchand Hirachand Hall, Indian Merchants' Chamber, LNM IMC Bldg., Opp. Churchgate Station, Churchgate, Mumbai - 400020	Kilachand Conference Room, Indian Merchants' Chamber, LNM IMC Bldg., Opp. Churchgate Station, Churchgate, Mumbai - 400020
Number of Special Resolution passed	Nil	Nil	4

All Special Resolutions placed before the Shareholders at the 16th Annual General Meeting were approved with requisite majority.

Special Resolution passed through Postal Ballot

No special resolution was passed through Postal Ballot during the Financial Year 2012-13.

DISCLOSURES

1. The Company did not have any material significant related party transaction having a potential conflict with the interest of the Company at large. Transactions with related parties are disclosed in the Notes to the accounts forming part of the Annual Report.
2. The Company has complied with the requirements of the Stock Exchanges, SEBI and other statutory/regulatory authorities on all matters related to capital markets during the last three years and no strictures were imposed on the Company.

ADOPTION OF MANDATORY AND NON-MANDATORY REQUIREMENTS OF CLAUSE 49 OF LISTING AGREEMENT IS AS FOLLOWS

The Company has complied with all mandatory requirements and has complied with the following non-mandatory requirements of clause 49 of the Listing Agreement.

Remuneration Committee

The Company has constituted Compensation & Remuneration Committee to recommend/review remuneration of the Managing Director, Executive Director and Whole-time Directors based on their performance and defined assessment criteria. More details are provided under heading 'Compensation & Remuneration Committee'.

Whistle Blower Policy

In an effort to enhance transparency and fair practice, the Company has adopted and institutionalised a mechanism of reporting illegal or unethical instances. Employees are free to report violations of laws, rules, regulations or unethical conduct to their immediate superiors. Such reports are received and placed at the Audit Committee and the anonymity of those reporting violations is maintained.

CMD & CFO CERTIFICATION

Managing Director (MD) and Sr. Vice President-F&A of the Company provides annual certification on financial reporting and internal controls to the Board in terms of clause 49 of the Listing Agreement. Managing Director and Sr. Vice President-F&A also certify the accuracy of the quarterly financial results while placing the financial results before the Audit Committee and Board.

MEANS OF COMMUNICATION

The quarterly and half yearly results are published in widely circulating national and local newspapers, such as The Asian Age in English and Mumbai Lakshdeep in Marathi. The same are also displayed on the web site of the Company i.e. www.cgcl.co.in

GENERAL SHAREHOLDER INFORMATION

Company Registration Details

The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L65921MH1994PTC173469.

Annual General Meeting

(Day, Date, Time and Venue)

Saturday, 28th September, 2013 at 12.00 noon.

Walchand Hirachand Hall,
Indian Merchants' Chamber,
LNM IMC Bldg., Opp. Churchgate Station,
Churchgate, Mumbai - 400020

Book Closure Date

21st September, 2013 to 28th September, 2013 (both days inclusive)

Financial Calendar (tentative)

Financial Year - 01st April, 2013 to 31st March, 2014

Results for the quarter ending -

June 30, 2013	-	August 12, 2013
September 30, 2013	-	before November 14, 2013
December 31, 2013	-	before February 14, 2014
March 31, 2014	-	on or before May 30, 2014

Dividend

Dividend of 15% on the Equity Share amounting to ₹ 1.50 on each Equity Share of ₹ 10/- each of the Company will be paid, to the Shareholders whose names appear in the Register of Members as on 20th September, 2013 subject to approval of the Shareholders at the 19th Annual General Meeting, within the statutory time limit of 30 days.

Listing

a) Equity Shares of the Company are listed on BSE & NSE. The details are:

ISIN: INE180C01018

1. BOMBAY STOCK EXCHANGE LIMITED
   Phiroze Jeejeebhoy Towers,
   Dalal Street,
   Mumbai - 400 001
   Code: 531595

2. NATIONAL STOCK EXCHANGE OF INDIA LIMITED
   Listing Department
   Exchange Plaza, 5th Floor,
   Bandra-kurla Complex,
   Bandra (East),
   Mumbai - 400 051
   Code: CGCL

b) Warrants of the Company are listed on BSE. The details are:
ISIN: INE180C13013
BOMBAY STOCK EXCHANGE LIMITED
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001
Code: 961680

Listing Fees up to the Financial Year 2012-13 have been paid in full to all the Stock Exchanges.

Market Price Data

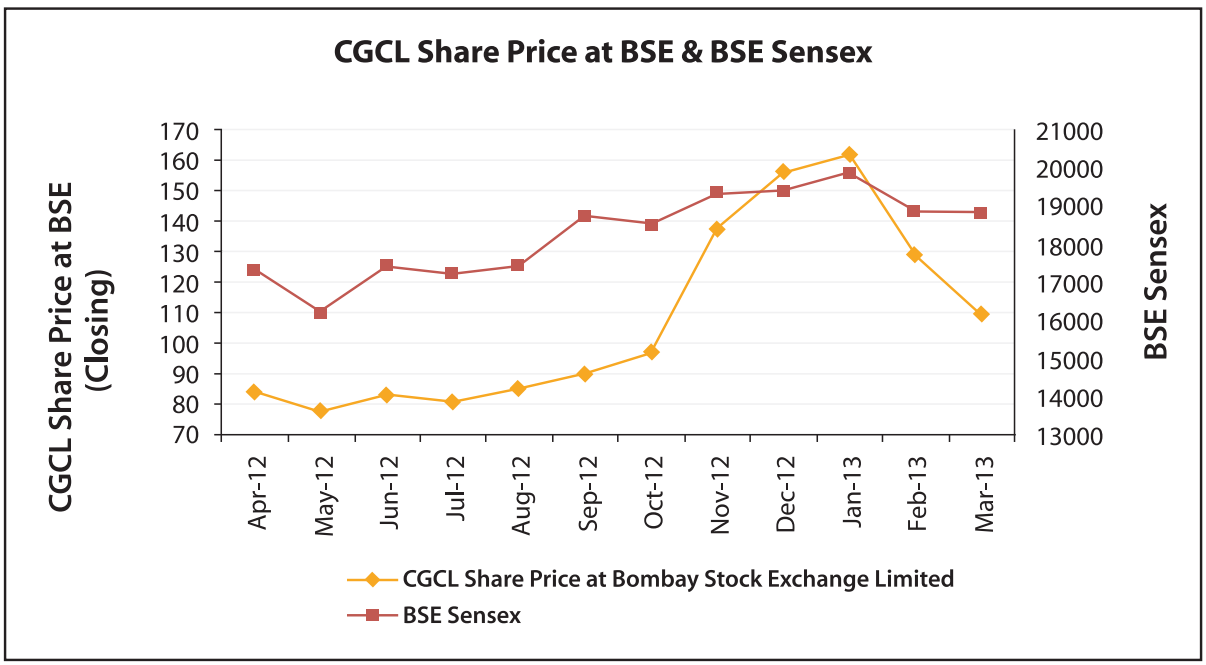
a) Equity Shares:

Monthly high/low of the Closing Price and trading volumes on BSE/NSE of Equity Shares of the Company is given hereunder:

Stock Market Price Data of Equity Shares:

Month	Bombay Stock Exchange Limited (BSE)			National Stock Exchange of India Limited (NSE)		
	High Price (₹)	Low Price (₹)	Volume (No. of shares)	High Price (₹)	Low Price (₹)	Volume (No. of Shares)
April 2012	92.00	66.00	8,83,938	93.45	66.00	10,54,563
May 2012	88.95	76.45	28,052	97.80	77.00	39,898
June 2012	91.85	71.10	16,560	92.50	74.00	61,361
July 2012	85.00	76.15	30,432	85.40	75.10	58,622
Aug 2012	103.85	77.25	3,61,269	104.00	75.00	4,53,495
Sep 2012	99.40	82.00	43,119	98.00	83.20	47,329
Oct 2012	99.85	85.20	83,215	104.85	85.30	73,931
Nov 2012	153.90	94.00	3,70,945	153.65	93.30	4,96,323
Dec 2012	180.25	126.40	1,45,002	180.80	126.20	1,19,760
Jan 2013	174.35	147.75	81,156	173.35	146.00	73,690
Feb 2013	169.90	128.85	25,209	166.80	129.20	50,239
Mar 2013	135.00	102.05	56,905	138.45	101.30	2,32,182

Performance of the Company's Stock Price vis- a- vis Sensex:



b) Warrants:

Month	Bombay Stock Exchange Limited (BSE)		
	Month's High (₹)	Month's Low (₹)	MonthlyVolume (No. of Warrants)
April 2012	18.03	11.76	120
May 2012	12.95	11.66	2
June 2012	12.82	12.82	1
July 2012	NA	NA	Nil
Aug 2012	NA	NA	Nil
Sep 2012	NA	NA	Nil
Oct 2012	NA	NA	Nil
Nov 2012	15.80	12.01	1046
Dec 2012	18.46	11.00	1,608
Jan 2013	43.80	20.30	15,907
Feb 2013	42.00	28.30	11,610
Mar 2013	33.85	22.23	2,023

Registrar and Share Transfer Agents

For Equity Shares & Warrants related matters, Members/holders are requested to correspond with the Company's Registrar and Transfer Agents quoting their Folio No./DP ID & Client ID at the following address:

MCS Limited

Shri Kashiram Jamnadas Building

Ground Floor, Office No. 21 & 22,

5, P.D. Mello Road, Ghadial Godi, Masjid (East),

Mumbai - 400 009.

Tel: 022-2372623/55, 022-67439092

Telefax: 022-23726256/23726252

E-mail: uday_mcs@yahoo.co.in

Share Transfer System

Securities lodged for transfers are processed and security certificates are returned within a period of 15 days from the date of receipt, subject to all documents being valid and complete in all respects. The Board of Directors has delegated the authority for approving transfer, transmission, etc. of the Company's securities to the Securities Transfer Committee. The minutes of the Securities Transfer Committee meetings are placed before the Board. The Company obtains from a Company Secretary in Practice half-yearly certificate of compliance with the share transfer formalities, as required under clause 47(c) of the Listing Agreement, and files a copy of the certificate with the BSE & NSE, where the Equity Shares of the Company are listed.

Shareholding Pattern as on 31st March, 2013

Category	No. of Shares	% of Holding
A) Promoters Holding		
Individuals	9292767	26.6173
Bodies Corporate	13349369	38.2367
Sub - Total (A)	**22642136**	**64.8540**
B) Non - Promoters Holding		
1) Foreign Institutional Investors	**3573445**	**10.2354**
Sub - Total (B)(1)	**3573445**	**10.2354**
2) Non - Institutions		
• Bodies Corporate	7374301	21.1223
• Individuals	1314944	3.7664
• Non Resident Indians	7633	0.0219
Sub - Total(B)(2)	**8696878**	**24.9105**
Grand Total(A+B)	**34912459**	**100.0000**

Distribution Schedule as on 31st March, 2013

Range	No. of Share Holders	%	No. of Shares	%
1 - 500	2822	82.0826	293511	0.8407
501 - 1000	415	12.0710	272943	0.7818
1001 - 2000	69	2.0070	103339	0.2960
2001 - 3000	30	0.8726	80308	0.2300
3001 - 4000	15	0.4363	52268	0.1497
4001 - 5000	17	0.4945	80690	0.2311
5001 - 10000	32	0.9308	230044	0.6589
10001 - 50000	20	0.5817	495203	1.4184
50001 - 100000	3	0.0873	212501	0.6087
And Above	15	0.4363	33091652	94.7846
Total	**3438**	**100.0000**	**34912459**	**100.0000**

Warrant Holder details as on 31st March, 2013

Category	No. of Warrant	% of Holding
A) Promoters Holding		
Individuals	Nil	Nil
Bodies Corporate	Nil	Nil
Sub - Total	**Nil**	**Nil**
B) Non - Promoters Holding		
1) Foreign Institutional Investors	Nil	**Nil**
Sub - Total	**Nil**	**Nil**
2) Non - Institutions		
• Bodies Corporate	3644352	97.8064
• Individuals	81734	2.1936
Sub - Total	**3726086**	**100.00**
Grand Total	**3726086**	**100.00**

Distribution Schedule-Warrants as on 31st March, 2013

Range	No. of Warrant Holders	%	No. of Warrants	%
1 - 500	112	72.7273	14019	0.3762
501 - 1000	16	10.3896	12327	0.3308
1001 - 2000	11	7.1429	17049	0.4576
2001 - 3000	4	2.5974	10222	0.2743
3001 - 4000	1	0.6494	3450	0.0926
4001 - 5000	1	0.6494	4771	0.1280
5001 - 10000	2	1.2987	12180	0.3269
10001 - 50000	3	1.9481	73877	1.9827
50001 - 100000	Nil	Nil	Nil	Nil
And Above	4	2.5974	3578191	96.0308
Total	**154**	**100.0000**	**3726086**	**100.0000**

Dematerialisation of Equity Shares and Liquidity

The Company's shares are currently traded only in dematerialised form over NSE & BSE. To facilitate trading in dematerialised form, the Company has tied up with NSDL and CDSL. Shareholders can open account with any of the depository participants registered with any of these depositories. As on 31st March, 2013, about 99.94% of the Company's shares were held in dematerialised form.

The Company has not issued any GDRs/ADRs.

Updation of Email Address for Green Initiative in Corporate Governance

The Ministry of Corporate Affairs has taken a 'Green Initiative in Corporate Governance' by issuing Circulars 17/2011 and 18/2011 dated 21st April, 2011 and 29th April, 2011, whereby Companies are permitted to send Notices/documents including Annual Report comprising Balance Sheet, Profit & Loss Account, Directors Report, Auditors Report etc. in electronic mode (hereinafter 'documents'), provided the Company has obtained email addresses of its members for sending these documents through email by giving an advance opportunity to every shareholder to register their email address and changes therein from time to time with the Company. Accordingly, shareholders holding shares in physical form, are requested to register their email addresses and changes therein from time to time, by directly sending the relevant email address along with details such as name, address, folio no., no. of shares held to the Registrars and Share Transfer Agents, M/s. MCS Limited in respect of shares held in electronic form, the email address along with DP ID/Client ID and other shareholder details as mentioned above, should be registered by the shareholders with their respective Depository Participants. Upon registration of the email address, the Company proposes to send notices and documents, in electronic form, to such shareholders.

Address for Correspondence

Registered Office

Capri Global Capital Limited
1-B, Court Chambers,
35, Sir Vithaldas Thackersey Marg,
New Marine Lines,
Mumbai - 400020
Tel. No. (022) 43548200/66518011
Fax No. (022) 22019051

Corporate Office

Capri Global Capital Limited
Merchant Chambers, 4th Floor,
41, Sir Vithaldas Thackersey Marg,
New Marine Lines,
Mumbai - 400020
Tel. No. (022) 40888100
Fax No. (022) 40888170

For redressal of complaints & grievances
Please write or contact:

Mr. Harish Agrawal
Vice President & Company Secretary
Capri Global Capital Limited
1-B, Court Chambers,
35, Sir Vithaldas Thackersey Marg,
New Marine Lines, Mumbai - 400020.
Tel. No. (022) 43548200
Email ID: *investor.relation@cgcl.co.in*

For any assistance regarding share transfer and transmission, change of address, non-receipt of dividend, duplicate/missing share certificates, demat and other matters please write to or contact Registrar & Share Transfer Agent of the Company at below mentioned address:

M/s. MCS Limited
Shri Kashiram Jamnadas Building
Ground Floor, Office No.21 & 22,
5, P. D. Mello Road, Ghadial Godi, Masjid (East),
Mumbai - 400 009.
Tel: 022-2372623/55, 022-67439092
Telefax: 022-23726256/23726252
E-mail: uday_mcs@yahoo.co.in

For and on behalf of the Board

Place : Mumbai
Date : 12th August, 2013

P. H. Ravikumar
Managing Director

Rajesh Sharma
Director

DECLARATION REGARDING ADHERENCE TO THE CODE OF CONDUCT

As provided under Clause 49 of the Listing Agreement with the Stock Exchanges, all the Board Members and Senior Management Personnel have confirmed compliance with the Code of Conduct for the year ended 31st March, 2013.

For Capri Global Capital Limited

P. H. Ravikumar
Managing Director

Place : Mumbai
Date : 12th August, 2013

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of

CAPRI GLOBAL CAPITAL LIMITED

(formerly known as Money Matters Financial Services Limited)

1. We have examined the compliance of the conditions of Corporate Governance by Capri Global Capital Limited (formerly known as Money Matters Financial Services Limited), for the financial year ended 31st March, 2013, as stipulated in Clause 49 of the Listing Agreement of the said Company with the relevant Stock Exchanges (hereinafter referred to as 'Clause 49')
2. The compliance of the 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 Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to the explanations given to us and representations made by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49.
4. 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 and on behalf of
KARNAVAT & CO.
Chartered Accountants
Firm Regn. No. 104863W

(Viral Joshi)
Partner
Membership No. 137686

Place : Mumbai
Dated : 12th August, 2013

INDEPENDENT AUDITORS' REPORT
TO THE MEMBERS OF
Money Matters Financial Services Limited
Report on the Financial Statements

We have audited the accompanying financial statements of **Money Matters Financial Services Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2013, and 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"). This responsibility includes the design, implementation and maintenance of internal controls 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 controls 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 31st March, 2013;

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:

   a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;

   b) In our opinion, proper books of account as required by law have been kept by the Company, so far as appears from our examination of those books;

   c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of accounts;

   d) 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 Companies Act, 1956;

   e) On the basis of written representations received from the Directors as on 31st March, 2013, and taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2013, from being appointed as a Director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.

For and on behalf of
KARNAVAT & CO.
Chartered Accountants
Firm Regn No. 104863W

(Viral Joshi)
Partner
Membership No. 137686

192, Dr. D. N. Road
Mumbai - 400001
Dated : 30th May, 2013

As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of Section 227 (4A) of the Companies Act 1956, and on the basis of such checks as we considered appropriate, we further report that:-

(i) In respect of its fixed assets:

(a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.

(b) As explained to us, the Company has a system of verifying all its major fixed assets over a period of three years which is, in our opinion, reasonable having regard to the size of the Company and the nature of its assets. In accordance with this programme, certain fixed assets have been physically verified by the Management during the year. The discrepancies noticed on such verification were not material and have been properly dealt with in the books of accounts.

(c) During the year, the Company has not disposed off any substantial/major part of fixed assets so as to affect the going concern status of the Company.

(ii) In respect of its inventories:

(a) As per the information and explanation given to us by the Management, the inventories of the Company mainly consists of Shares & Securities maintained in electronic (dematerialization) mode and hence no physical verification of inventories of the Company is required. In our opinion, sub-clause (ii)(a) and (ii)(b) of Paragraph 4 of the Order are not applicable to the Company.

(b) On the basis of our examination of the records of inventory, we are of the opinion that the Company is maintaining proper records of inventory. No discrepancies have been noticed on verification between the stocks as per dematerialization mode and the book records.

(iii) (a) The Company has granted interest free unsecured loans and advances in the nature of loan to five wholly owned subsidiary parties covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount involved together with balance due at the end of the year was ₹ 4,356.79 Lacs and the year end balance was ₹ Nil.

(b) In our opinion and according to the information and explanations given to us the other terms and conditions of the loans given by the Company are not prima facie prejudicial to the interest of the Company.

(c) The principal amounts are repayable on demand and there is no repayment schedule.

(d) In respect of the said loans, the same are repayable on demand and therefore the question of overdue amounts does not arise.

(e-g) The Company has not taken loans, secured or unsecured from Companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956 and hence provisions of paragraph 4(iii)(f) to 4(iii)(g) of the aforesaid Order are not applicable to the Company.

(iv) In our opinion and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for sale of services. During the course of our audit, we have not observed any major weakness in such internal controls.

(v) Based on the audit procedures applied by us, and to the best of our knowledge and belief and according to the information and explanations given to us by the Management, we are of the opinion that during the year no contracts or arrangements referred to in Section 301 of the Companies Act, 1956, have been entered into by the Company. Accordingly, requirement of clause (v)(a) & (v)(b) of Paragraph 4 of the Order are not applicable to the Company.

(vi) In our opinion and according to the information and explanations given to us, the Company has not accepted deposits from the public to which provisions of Sections 58A and 58AA or any other relevant provisions of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975 are applicable.

(vii) In our opinion, the internal audit functions carried out during the year by a firm of independent Chartered Accountants appointed by the Management has been commensurate with the size of the Company and nature of its business.

(viii) As per the information and explanations given to us by the Management, maintenance of cost records under Section 209(1)(d) of the Companies Act, 1956 has not been prescribed by the Company Law Board and hence in our opinion the requirement of clause (viii) of Paragraph 4 of the Order is not applicable to the Company.

(ix) (a) According to the information and explanations given to us by the Management and according to the records of the Company, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education protection fund, employees' state insurance, income-tax, service tax, wealth tax, and other applicable statutory dues.

(b) According to the information and explanations given to us, no undisputed arrears of above statutory dues were outstanding, as at 31st March, 2013, for a period of more than six months from the date they became payable.

(x) The Company does not have accumulated losses at the end of the financial year and the Company has not incurred any cash losses during the current financial year and in the immediately preceding financial year.

(xi) According to the information and explanations given to us, the Company has not defaulted in repayment of its dues to banks.

(xii) Based on our examination of documents and records and according to the explanations given to us by the Management, we are of the opinion that the Company has maintained adequate documents and records in cases where it has granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.

(xiii) As per the information and explanations given to us by the Management, the Company is not a Chit Fund or a Nidhi Company. Hence in our opinion, the provisions of any special statute as specified under Clause (xiii) of Paragraph 4 of the Order are not applicable to the Company.

(xiv) As per the information and explanations given to us by the Management and based on our examination of the records and evaluation of the related internal controls, we are of the opinion that proper records have been maintained of the transactions and contracts in respect of dealing or trading in shares, securities, debentures and other investments and timely entries have been made therein. We also report that the Company has held all the shares, securities, and other investments in its own name except to the extent of exemption under section 49 of the Companies Act, 1956.

(xv) The Company has not given any guarantee for loans taken by others from Bank or Financial Institution, and accordingly requirement of Paragraph 4(xv) of the aforesaid Order are not applicable to the Company.

(xvi) In our opinion and according to the information and explanations given to us by the Management, the Company has not availed of any term loan during the year.

(xvii) According to the Cash Flow Statement on the Balance Sheet date, and according to the information and explanations given to us and on an overall examination of the Balance sheet of the Company, we are of the opinion that no funds raised on short term basis have, prima-facie, been used for long term investments. No long-term funds have been used to finance short-term assets except permanent working capital.

(xviii) The Company has not made any preferential allotment of shares to parties and Companies covered in the register maintained under section 301 of The Companies Act, 1956 and, therefore, in our opinion clause (xviii) of Paragraph 4 of the Order is not applicable.

(xix) During the period covered by our audit report, the Company has not issued debentures and therefore clause (xix) of Paragraph 4 of the Order is not applicable.

(xx) During the period covered by our audit report, the Company has not raised money by way of public issues except by conversion of warrants into equity shares as per terms and conditions of warrants issued in the earlier year.

(xxi) Based upon the audit procedures performed and as per 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 year.

For and on behalf of
KARNAVAT & CO.
Chartered Accountants
Firm Regn. No .104863W

(Viral Joshi)
Partner
Membership No. 137686

Place : Mumbai
Dated : 30th May, 2013

BALANCE SHEET
As at 31st March, 2013

(₹ in Lacs)

	Notes	As At 31/03/2013	As At 31/03/2012
I. EQUITY AND LIABILITIES			
1 Shareholders' Fund			
Share Capital	2	3,491.25	3,488.76
Reserves and Surplus	3	84,296.82	77,471.43
Money Received against Share Warrants		45.60	-
		87,833.67	80,960.19
2 Non-Current Liabilities			
Deferred Tax Liabilities (Net)	4	-	2.15
Other Long Term Liabilities	5	145.09	-
Long Term Provisions	6	25.64	13.47
		170.73	15.62
3 Current Liabilities			
Trade Payables	7	36.01	5.92
Other Current Liabilities	5	61.56	160.32
Short Term Provisions	8	1,112.44	1,338.34
		1,210.01	1,504.58
	Total	**89,214.41**	**82,480.38**
II. ASSETS			
1 Non Current Assets			
Fixed Assets	9		
Tangible Assets		427.59	375.67
Intangible Assets		22.00	8.62
		449.59	384.29
Non Current Investments	10	5,762.07	5,649.32
Deferred Tax Assets (Net)	4	3.39	-
Long Term Loans and Advances	11	27,682.93	20,014.03
Other Non-Current Assets	12	12.12	819.46
		33,460.52	26,482.80
2 Current Assets			
Inventories	13	23,824.16	18,429.76
Trade Receivables	14	3,939.87	233.23
Cash and Bank Balances	15	13,909.96	16,695.58
Short Term Loans and Advances	11	12,314.66	19,942.92
Other Current Assets	12	1,315.65	311.79
		55,304.30	55,613.29
	Total	**89,214.41**	**82,480.38**
Significant Accounting Policies	1		
The accompanying notes are an integral part of the Financial Statements.			

As per our report of even date attached
For and on behalf of
KARNAVAT & CO.
Chartered Accountants
Firm Regn. No. 104863W

(Viral Joshi)
Partner
Membership No. 137686

Place : Mumbai
Date : 30th May, 2013

For and on behalf of the Board of Directors

(P. H. Ravikumar)
Managing Director

(Rajesh Sharma)
Director

(Ashok Agarwal)
Sr.Vice President Finance & Accounts

(Harish Agrawal)
Vice President & Company Secretary

STATEMENT OF PROFIT AND LOSS

For the Year Ended 31st March, 2013

(₹ in Lacs)

	Notes	For the Year Ended 31/03/2013	For the Year Ended 31/03/2012
I. INCOME			
Revenue from Operations	16	185,263.43	57,150.98
Other Income	17	1,305.15	70.16
	Total Revenue	**186,568.59**	**57,221.14**
II. EXPENSES			
Purchases of Traded Goods	18	178,291.39	42,247.18
Changes in Inventories of Traded Goods	19	(5,394.40)	6,002.55
Employee Benefit Expenses	20	1,727.11	1,793.59
Finance Costs	21	5.91	18.02
Depreciation and Amortization Expenses	22	91.13	99.74
Other Expenses	23	1,045.61	1,122.01
	Total Expenses	**175,766.76**	**51,283.09**
III. Profit before Tax		**10,801.83**	**5,938.05**
Less: Tax Expenses			
Current Tax		3,380.00	1,910.00
Deferred Tax		(5.54)	1.29
Earlier years adjustments		0.80	-
		3,375.25	1,911.29
IV. Profit for the year		**7,426.57**	**4,026.76**
V. Earnings per Equity Share			
(Nominal Value of share ₹10/- each)	29		
Basic		21.28	11.55
Diluted		20.81	11.27
Significant Accounting Policies	1		
The accompanying notes are an integral part of the Financial Statements.			

As per our report of even date attached
For and on behalf of
KARNAVAT & CO.
Chartered Accountants
Firm Regn. No. 104863W

(Viral Joshi)
Partner
Membership No. 137686

Place : Mumbai
Date : 30th May, 2013

For and on behalf of the Board of Directors

(P. H. Ravikumar)
Managing Director

(Rajesh Sharma)
Director

(Ashok Agarwal)
Sr.Vice President Finance & Accounts

(Harish Agrawal)
Vice President & Company Secretary

CASH FLOW STATEMENT

For the Year Ended 31st March, 2013

(₹ in Lacs)

Particulars		For the Year Ended 31/03/2013	For the Year Ended 31/03/2012
A. CASH FLOW FROM OPERATING ACTIVITIES			
Profit Before Taxation		**10,801.83**	**5,938.05**
Add/(Less):			
Depreciation		91.13	99.74
Stock Options Adjustment		12.26	(119.87)
Bad Debts Written Off		12.25	301.62
Provisions no longer required, written back		(515.27)	-
Profit/Loss on sale of Fixed Assets		(26.89)	4.87
Provision for Standard Assets		115.88	97.12
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		**10,491.18**	**6,321.52**
Adjusted for:			
(Increase)/Decrease in Inventories		(5,394.40)	6,002.55
(Increase)/Decrease in Trade & Other Receivables		(4,024.88)	(18,481.74)
Increase/(Decrease) in Trade & Other Payables		169.99	675.95
CASH FLOW GENERATED FROM/(USED IN) OPERATING ACTIVITIES		**1,241.89**	**(5,481.72)**
Less: Direct Taxes Paid		(3,427.84)	(1,971.19)
NET CASH FLOW GENERATED FROM/(USED IN) OPERATING ACTIVITIES	**(A)**	**(2,185.96)**	**(7,452.91)**
B. CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of Fixed Assets		(198.05)	(148.86)
Sale of Fixed Assets		68.51	4.85
Sale of Mutual Fund Units		-	4,000.00
Purchase of Equity Shares		(112.75)	-
Investment in Fixed Deposit		(10,866.70)	(1,683.30)
Encashment of Fixed Deposit		11,460.59	2,977.29
NET CASH GENERATED FROM/(USED IN) INVESTING ACTIVITIES	**(B)**	**351.60**	**5,149.98**

(₹ in Lacs)

Particulars		For the Year Ended 31/03/2013	For the Year Ended 31/03/2012
C. CASH FLOW FROM FINANCING ACTIVITIES			
Dividend Paid		(348.88)	-
Tax on Dividend		(56.60)	-
Proceeds from issue of Share Capital		2.49	7.58
Money Received against share warrants		45.60	-
Repayment of Short Term Borrowings		-	(14.34)
NET CASH GENERATED FROM/(USED IN) FINANCING ACTIVITIES	**(C)**	**(357.38)**	**(6.75)**
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)		**(2,191.73)**	**(2,309.68)**
Cash & Cash Equivalents at the beginning of the year		3,101.69	5,411.38
Cash & Cash Equivalents at the end of the year		909.96	3,101.69

Notes:

1. Cash and Cash Equivalents at the end of the year consists of Cash in hand and Balance with banks as follows:-

Cash and Cash equivalents		
Cash in hand	1.00	0.00
Balance with banks:		
In Current Accounts	908.96	3,101.69
	909.96	**3,101.69**

2. Cash flows arising on account of taxes on income are not specifically bifurcated with respect to investing & financing activities.
3. Figures in brackets represent outflows.

As per our report of even date attached
For and on behalf of
KARNAVAT & CO.
Chartered Accountants
Firm Regn. No. 104863W

(Viral Joshi)
Partner
Membership No. 137686

Place : Mumbai
Date : 30th May, 2013

For and on behalf of the Board of Directors

(P. H. Ravikumar)
Managing Director

(Rajesh Sharma)
Director

(Ashok Agarwal)
Sr.Vice President Finance & Accounts

(Harish Agrawal)
Vice President & Company Secretary

1. Significant Accounting Policies

1.1 Basis of preparation

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under the *Companies (Accounting Standards) Rules, 2006, (as amended)* and the relevant provisions of the Companies Act, 1956 and the guidelines issued by the Reserve Bank of India ('RBI') as applicable to a Non Banking Finance Company. The financial statements have been prepared on an accrual basis and under the historical cost convention.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year, except for the change in accounting policy explained below.

1.2 Change in accounting Policy

Provisioning in Standard Assets

The Reserve Bank of India (RBI) vide Notification No. DNBS 223/CGM (US) -2011 dated 17th January, 2011 has isued directions to all NBFC's to make provision of 0.25% on standard assets. However from the current year, the Company has started making provision of 0.50% on standard assets.

1.3 Use of Estimates:

Presentation and Disclosure of Financial Statement

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

1.4 Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The following specific recognition criteria are met before revenue is recognized:

a) Sale of Traded Goods

Revenue from sale of traded goods is recognized when all the significant risks and rewards of ownership of the traded goods have been passed to the buyer.

b) Income from Advisory Services

Income from Advisory Services are accounted for as and when the relevant services are rendered and revenue is recognised using completed service contract method except, where the recovery is uncertain, in which case it is accounted for on receipt.

c) Interest

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "Revenue from Operations" in the Statement of Profit and Loss.

d) Dividends

Dividend income is recognized when the Company's right to receive dividend is established on the reporting date.

The Company collects service tax on behalf of the Government and as such, it is not a economic benefit flowing to the Company. Hence it is excluded from revenue.

1.5 Inventories

The securities acquired with the intention of short term holding and trading positions are considered as stock-in-trade and disclosed as current assets. The securities held as stock-in-trade under current assets are valued at lower of cost or market value. In case of units of mutual fund, net asset value of units declared by the mutual funds is considered as market value.

1.6 Cash and Cash Equivalents

Cash and Cash Equivalents for the purposes of Cash Flow Statement comprise cash at bank and in hand and short term investments with an original maturity of three months or less, as per Accounting Standard 3 "Cash Flows".

1.7 Tangible Fixed Assets

Tangible Fixed Assets are stated at cost less accumulated depreciation and impairment losses, if any. The cost of fixed assets comprises purchase price and any attributable cost of bringing the asset to it's working condition for it's intended use.

1.8 Depreciation on Tangible Fixed Assets

Depreciation on tangible fixed assets is provided on a written down value basis from the date the asset is ready to use or put to use, whichever is earlier at the rates prescribed in the Schedule XIV to the Companies Act, 1956. In respect of assets sold, depreciation is provided upto the date of disposal.

1.9 Intangible Assets

Intangible Assets are stated at cost less accumulated amortisation and impairment losses, if any. The cost of intangible assets comprises purchase price and any attributable cost of bringing the asset to it's working condition for it's intended use. Intangible assets are amortized over the useful life on prorata basis under the straight line method as estimated by the Management, which is generally between three to five years.

1.10 Impairment of Tangible and Intangible Assets:

The carrying amount of assets is 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 an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets net selling price and value in use. In assessing the value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life. A previously recognized impairment loss is increased or reversed depending on changes in circumstances. However the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

1.11 Foreign Currency Translation

a) Foreign Currency Transactions and Balances

(i) Initial recognition

Foreign Currency Transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction. Exchange differences, if any, arising out of transactions settled during the year are recognised in the Statement of Profit and Loss.

(ii) Conversion

Monetory assets and liabilities denominated in the foreign currencies as at the Balance Sheet date are translated at the closing exchange rates on that date. The exchange differences, if any, are recognised in the Statement of Profit & Loss and related assets and liabilities are accordingly restated in the Balance Sheet.

1.12 Investments

Investments which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long term investments.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long Term Investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments. In case of investments in mutual funds, the net asset value of units declared by the mutual funds is considered as the fair value.

In accordance with the Revised Schedule VI to the Companies Act, 1956, the portion of the Long Term Investments classified above, and expected to be realised within 12 months of the reporting date, have been classified as current investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss.

1.13 Retirement and other employee benefits

The Company has adopted the revised Accounting Standard 15 - "Accounting for Employee Benefits". The accounting policy followed by the Company in respect of its employee benefit schemes is set out below:

Gratuity: The Company has funded Defined Benefit Obligation Plan for gratuity to its employees, who have completed five years or more of service, under the group gratuity scheme of Life Insurance Corporation (LIC) of India. The Company has created planned assets by contributing to the gratuity fund with LIC of India.

Leave Encashment: Unutilised leave of staff is paid as at the end of the year. Accordingly, no provision is required to be made for compensated absences.

1.14 Employee Stock Compensation Cost

Measurement and disclosure of the employee share-based payment plans is done in accordance with SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the Guidance Note on Accounting for Employee Share-based Payments, issued by ICAI. The Company measures compensation cost relating to employee stock options using the intrinsic value method. Compensation expense is amortized over the vesting period of the option on a straight line basis.

1.15 Leases

Where the Company is lessee

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the Statement of Profit and Loss on a straight line basis over the lease term.

1.16 Earnings Per Share

The Company reports basic and diluted earnings per share in accordance with Accounting Standard 20 - "Earning per Share" prescribed by the Companies (Accounting Standards) Rules, 2006.

Basic earning per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

1.17 Income Taxes

Income tax expenses comprises of current tax (i.e. amount of tax for the period determined in accordance with the income-tax law) & the deferred tax charge or benefit (reflecting the tax effect of timing differences between accounting income and taxable income for the period).

Deferred Taxation: The deferred tax charge or benefit and the corresponding deferred tax liabilities and assets are recognised using the tax rates that have been enacted or substantially enacted as at the Balance Sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the asset can be realised in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realisation of the assets. Deferred tax assets are reviewed as at each Balance Sheet date and written down or written up to reflect the amount that is reasonable/virtually certain (as the case may be) to be realised.

1.18 Provisions

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amounts of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.

1.19 Contingent Liabilities/Assets

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurence or non occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements.

Contingent assets are not recognised in the financial statements. However contingent assets are assessed continually and if it is virtually certain that an economic benefit will rise, asset and related income are recognised in the period in which the change occurs.

(₹ in Lacs)

	As At 31/03/2013	As At 31/03/2012
2. Share Capital		
Authorized Shares		
55,000,000 (31 March 2012 : 55,000,000) Equity Shares of ₹ 10/- each	5,500.00	5,500.00
	5,500.00	**5,500.00**
Issued, Subscribed and Fully Paid up Shares		
34,912,459 (31 March 2012 : 34,887,559) Equity Shares of ₹ 10/- Each fully paid up	3,491.25	3,488.76
	3,491.25	**3,488.76**

2.1 Reconciliation of the Shares outstanding at the beginning and at the end of the reporting period

Equity Shares:	31/03/2013		31/03/2012	
	Nos.	₹ in Lacs	Nos.	₹ in Lacs
At the beginning of the period	34,887,559	3,488.76	34,868,458	3,486.85
Issued during the period - Warrant Conversion	-	-	8,401	0.84
Issued during the period - ESOP	24,900	2.49	10,700	1.07
Outstanding at the end of the period	**34,912,459**	**3,491.25**	**34,887,559**	**3,488.76**

2.2 Terms/Rights attached to equity shares

The Company has only one class of equity share having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

During the year ended 31st March, 2013, the amount of per share dividend recognized as distributions to equity shareholders was ₹ 1.50/- (31st March 2012 ₹ 1/-)

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company. The distribution will be proportional to the number of equity shares held by the shareholders.

The company has 3,683,092 warrants (31st March 2012 : 3,726,086) outstanding at the year end. The said warrants are convertible into equity shares on 1:1 basis. The exercise price is determined on the basis of the average weekly high-low prices of preceeding six months or average weekly high-low prices of preceeding two weeks, whichever is higher. Thereafter, the warrant holders are given a discount of 20% on the amount so derived.

2.3 Details of shareholders holding more than 5% share in the company

Equity Shares of ₹ 10/- each fully paid up:	As At 31/03/2013		As At 31/03/2012	
Name of Shareholder	Nos.	%	Nos.	%
My Idea Financial Services Private Limited	11,772,979	33.72	11,597,838	33.24
Mr. Rajesh Sharma	-	-	8,971,159	25.71
Mr. Ramesh Chandra Sharma	8,987,986	25.74	-	-
Gainful Multitrade Private Limited	2,033,706	5.83	2,033,706	5.83
Roopam Multitrade Private Limited	1,950,000	5.59	1,950,000	5.59

As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

(₹ in Lacs)

		As At 31/03/2013	As At 31/03/2012
3.	**Reserve and Surplus**		
3.1	**Securities Premium Account**		
	Balance as per the last financial statements	44,560.69	44,542.49
	Add: Additions on ESOPs exercised	29.15	12.52
	Add: Additions on Warrant Conversion	-	5.67
	Closing Balance	**44,589.83**	**44,560.69**
3.2	**Employee Stock Options Outstanding (Refer note no. 25)**		
	Employee Stock Options Outstanding	67.60	130.28
	Less: Deferred employee stock compensation	21.38	67.17
	Closing Balance	**46.22**	**63.11**
3.3	**General Reserve**		
	Balance as per the last financial statements	1,925.00	1,700.00
	Add: Amount transferred from surplus balance in the Statement of Profit and Loss	385.00	225.00
	Closing Balance	**2,310.00**	**1,925.00**
3.4	**Surplus/(Deficit) in the Statement of Profit and Loss**		
	Balance as per the last financial statements	23,912.64	21,326.35
	Profit for the year:	**7,426.57**	**4,026.76**
	Less: Appropriations		
	Proposed final equity dividend (Amount per share ₹ 1.50/-) (31 March 2012 : ₹ 1/-)	524.33	348.88
	Tax on proposed equity dividend	89.11	56.60
	Transfer to Reserve Fund under Section 45 I C(1) of Reserve Bank of India Act, 1934	1,500.00	810.00
	Transfer to General Reserve	385.00	225.00
	Net Surplus in the Statement of Profit and Loss	**28,840.77**	**23,912.64**
3.5	**Reserve Fund as per Section 45 I C(1) of Reserve Bank of India Act, 1934**		
	Balance as per the last financial statements	7,010.00	6,200.00
	Add: Amount transferred from surplus balance in the Statement of Profit and Loss	1,500.00	810.00
	Closing Balance	**8,510.00**	**7,010.00**
	Total Reserves and Surplus	**84,296.82**	**77,471.43**
4.	**Deferred Tax Liabilities/Assets (Net)**		
	(Disclosure as per AS - 22 "Accounting for Taxes on Income")		
	Deferred Tax Assets		
	Timing difference on account of:		
	Excess of WDV of the assets as per Income Tax Act, 1961 over the Financial Books.	3.39	-
	Gross Deferred Tax Assets (A)	**3.39**	**-**

(₹ in Lacs)

	As At 31/03/2013	As At 31/03/2012
Deferred Tax Liabilities		
Excess of WDV of the assets as per Financial Books over the WDV as per Income Tax Act, 1961.	-	2.15
Gross Deferred Tax Liabilities (B)	**-**	**2.15**
Deferred Tax Assets (Net) (A - B)	**3.39**	**(2.15)**

	Non-Current		Current	
	As At 31/03/2013	As At 31/03/2012	As At 31/03/2013	As At 31/03/2012
5. Other Liabilities				
Income Received in Advance	18.82	-	-	11.93
Margin Money Received from SME Customers	125.60	-	-	-
Other Payables				
Margin Money Received From Others	-	-	-	138.00
Service Tax payable	-	-	21.49	-
Interest payable on Margin Money from SME Customers	0.67	-	-	-
Audit fees payable	-	-	5.69	6.32
TDS payable	-	-	34.38	4.06
Total	**145.09**	**-**	**61.56**	**160.32**

	As At 31/03/2013	As At 31/03/2012
6. Long-term Provisions		
Provisions for employees benefits		
Provision for gratuity (Note No. 24)	25.64	13.47
Total	**25.64**	**13.47**
7. Trade payables		
Trade payables (including acceptances)	36.01	5.92
Total	**36.01**	**5.92**
8. Short Term Provisions		
8.1 Provisions for employee benefits		
Bonus	450.00	914.00
Contribution to Provident Fund	0.02	-
8.2 Others		
Proposed equity dividend	524.33	348.88
Provision for tax on proposed equity dividend	89.11	56.60
Provision for expenses	48.98	18.87
Total	**1,112.44**	**1,338.34**

9. Fixed Assets

(₹ in Lacs)

		Rate of Depre-ciation	GROSS BLOCK				DEPRECIATION / AMORTIZATION				NET BLOCK	
			Cost as at 01/04/2012	Additions	Disposals	Cost as at 31/03/2013	As at 01/04/2012	For the year	Adjustment on Disposals	As at 31/03/2013	As at 31/03/2013	As at 31/03/2012
9.1	**Tangible Assets**											
	Buildings	5.00%	48.52	-	(48.52)	-	4.80	2.11	6.91	-	-	43.71
	Computers	40.00%	102.40	51.88	-	154.28	61.22	21.59	-	82.81	71.47	41.18
	Furniture and Fixtures	18.10%	131.89	2.36	-	134.25	41.22	16.68	-	57.90	76.35	90.67
	Office Equipments	13.91%	62.60	16.94	(0.02)	79.52	16.96	6.96	0.00	23.93	55.60	45.64
	Electric Installation	13.91%	29.08	-	-	29.08	8.65	2.84	-	11.49	17.59	20.43
	Vehicles	25.89%	184.73	107.47	-	292.20	50.68	34.93	-	85.62	206.59	134.05
	Current Year		**559.21**	**178.65**	**(48.53)**	**689.33**	**183.54**	**85.12**	**6.91**	**261.74**	**427.59**	**375.67**
	Previous Year		**432.41**	**145.42**	**(18.62)**	**559.21**	**97.34**	**95.11**	**8.90**	**183.54**	**375.67**	
9.2	**Intangible Assets**					130.12						
	Softwares	(Refer note below)	16.75	19.39	-	36.14	8.13	6.01	-	14.14	22.00	8.62
	Current Year		**16.75**	**19.39**	**-**	**36.14**	**8.13**	**6.01**	**-**	**14.14**	**22.00**	**8.62**
	Previous Year		**13.31**	**3.44**	**-**	**16.75**	**3.49**	**4.63**	**-**	**8.13**	**8.62**	

Notes :

a) Softwares are amortized on pro-rata basis using straight line method over the useful life estimated by the Management which is three years.

b) Amortization of software :

Year of Acquisition	Cost	Amortized		Balance to be amortized	
		No. of years*	Amount	No. of years*	Amount
2010-11	13.31	3	12.37	0	0.94
2011-12	3.44	2	1.33	1	2.11
2012-13	19.39	1	0.44	2	18.96
Total	**36.14**		**14.14**		**22.00**

* Period of amortization of less than 6 months is not considered in the number of years column.

(₹ in Lacs)

	As At 31/03/2013	As At 31/03/2012
10 Non Current Investments		
10.1 Trade Investments, Unquoted		
(valued at cost unless stated otherwise)		
Investment in equity shares of Subsidiaries:		
25,000,000 (31 March 2012 : 25,000,000) Equity Share of ₹ 10/- each fully paid up of Money Matters Securities Private Limited	2,500.00	2,500.00
5,000,000 (31 March 2012 : 5,000,000) Equity Share of ₹ 10/- each fully paid up of Money Matters Investment Advisors Private Limited	500.00	500.00
5,000,000 (31 March 2012 : 5,000,000) Equity Share of ₹ 10/- each fully paid up (Previous Year partly paid up ₹ 1/- each) of Money Matters Distribution Company Private Limited	500.00	500.00
2,500,000 (31 March 2012 : 2,500,000) Equity Share of ₹ 10/- each fully paid up of Money Matters Capital Private Limited	250.00	250.00
50,000 (31 March 2012 : 50,000) Equity Share of ₹ 10/- each fully paid up of Money Matters Resources Private Limited	5.00	5.00
150,000 (31 March 2012 : 10,000) Equity Share of ₹ 10/- each paid up of Money Matters Research Private Limited	15.00	1.00
Sub - Total	**3,770.00**	**3,756.00**
10.2 Non Trade Investments, Quoted		
(valued at cost unless stated otherwise)		
385,446 (31 March 2012 : 372,279) Equity Shares of ₹ 10/- each in Credit Analysis & Research Limited	1,992.07	1,893.32
Sub - Total	**1,992.07**	**1,893.32**
Total	**5,762.07**	**5,649.32**
Aggregate Value of Investments		
Unquoted	3,770.00	3,756.00
Quoted	1,992.07	1,893.32
Market Value of Quoted Investments	3,124.04	Nil

Note: Shares of Credit Analysis & Research Limited were listed on 26th December, 2012. Hence the same were treated as unquoted investment in the previous year.

	Non-Current		Current	
	As At 31/03/2013	As At 31/03/2012	As At 31/03/2013	As At 31/03/2012
11. Loans and Advances				
11.1 Capital Advances				
Unsecured, considered good	1,155.15	1,145.64	39.05	-
	1,155.15	**1,145.64**	**39.05**	**-**

(₹ in Lacs)

	Non-Current		Current	
	As At 31/03/2013	As At 31/03/2012	As At 31/03/2013	As At 31/03/2012
11.2 Security Deposit				
Unsecured, considered good	51.44	38.73	-	-
Sub - Total	**51.44**	**38.73**	**-**	**-**
11.3 Loans & Advances to related parties				
Unsecured, considered good (Refer Note No. 27)	-	-	-	1,829.54
Sub - Total	**-**	**-**	**-**	**1,829.54**
11.4 Other Loans and Advances				
Prepaid Expenses	0.02	0.29	12.64	10.58
Loans to Employees				
- Less than 12 months	-	-	-	7.10
- More than 12 months	34.94	3.39	-	-
- Current maturities of more than 12 months	-	-	36.56	12.18
Advance Income Tax (Net of provision for taxation)	186.80	139.75	-	-
Other Advances	18.90	13.41	7.01	4.86
Advances Recoverable in cash or kind (Secured, Considered good)	26,367.51	18,719.62	12,280.81	18,123.98
	26,608.18	**18,876.46**	**12,337.01**	**18,158.70**
Less: Statutory Provision on Standard Assets [Refer Note No. 1.2]	(131.84)	(46.80)	(61.40)	(45.31)
Sub - Total	**26,476.34**	**18,829.66**	**12,275.61**	**18,113.39**
Total	**27,682.93**	**20,014.03**	**12,314.66**	**19,942.92**
Note: Income Tax Deposits (Net of Provisions) comprises of:				
Income Tax Deposits	20,501.80	17,074.75		
Less: Provision for Taxation	20,315.00	16,935.00		
Total	**186.80**	**139.75**		

	Non-Current		Current	
	As At 31/03/2013	As At 31/03/2012	As At 31/03/2013	As At 31/03/2012
12. Other Assets				
Interest accrued but not due	-	307.34	1,244.76	227.05
Inventory of Gift Items	-	-	67.79	70.12
Service Tax Receivables	-	-	3.10	14.62
Other Bank Balances	**-**	**-**	**-**	**-**
Fixed Deposits with original maturity for more than 12 months	12.12	512.12	-	-
Total	**12.12**	**819.46**	**1,315.65**	**311.79**

(₹ in Lacs)

	As At 31/03/2013	As At 31/03/2012
13. Inventories		
(valued at lower of cost or net realizable value)		
Traded Goods		
i) Government Bonds		
Nil (31 March 2012: 250) Units of G-Sec 2034 August 7.5% Bonds	-	2,199.75
Nil (31 March 2012: 50) Units of 8.26% GOI 2027 Bonds	-	482.25
ii) Other Bonds		
Nil (31 March 2012: 3) Units of JP Associates Limited July 2014 11.75% Bonds	-	30.00
Nil (31 March 2012: 169,137) Units of Shriram Transport Finance Limited - NCD 9.75% 2015	-	1,649.09
Nil (31 March 2012: 100,867) Units of 11.85% Shriram City Union Finance Limited	-	998.58
250 (31 March 2012: 500) Units of 8.95% Infotel Broadband Services Limited	2,470.55	4,768.68
Nil (31 March 2012: 200) Units of 9.65% Tourism Finance Corporation of India Limited	-	2,000.00
iii) Mutual Funds		
Nil (31 March 2012: 570,971.20) Units of ICICI Prudential Sweep Plan Cash Option (Growth)	-	846.53
Nil (31 March 2012: 42,446.20) Units of Union KBC Liquid Fund	-	454.88
Nil (31 March 2012: 21,652,145.30) Units of Peerless Mutual Fund Liquid Fund Super Institutional Plan	-	2,500.00
Nil (31 March 2012: 9,713,792.81) Units of Reliance Liquid Fund - TP-IP	-	2,500.00
5,000,000 (31 March 2012: Nil) Units Of ICICI Pru. FMP Series 66-405 days PlanJ(G)-Direct	500.00	-
52,756,602.10 (31 March 2012: Nil) Units Of ICICI Pru MF Blended Plan B Direct Plan (G)	9,230.98	-
8,872,696.04 (31 March 2012: Nil) Units Of ICICI Pru MF Gilt Fund Treasury Direct Plan (G)	2,611.48	-
84,228.74 (31 March 2012: Nil) Units Of Rel MF Liquid Plan - Treasury Plan-Direct (G)	2,380.84	-
15,983,530.57 (31 March 2012: Nil) Units Of Rel. MF Monthly Interval Fund Series II (G)Direct	2,500.00	-
352,350.84 (31 March 2012: Nil) Units Of Union KBC Liquid Fund (G) - Direct	4,130.30	-
Total	**23,824.16**	**18,429.76**
14. Trade receivables		
Unsecured, considered good		
Outstanding for a period exceeding six months from due date of payment	-	1.47
Others	3,959.62	236.77
	3,959.62	238.24
Less: Statutory Provision on Standard Assets	(19.75)	(5.01)
Total	**3,939.87**	**233.23**

(₹ in Lacs)

	As At 31/03/2013	As At 31/03/2012
15. Cash and Bank Balances		
15.1 Cash and Cash equivalents		
Cash in hand	1.00	0.00
Balance with banks:		
In Current Accounts	908.96	3,101.69
	909.96	**3,101.69**
15.2 Other Bank Balances		
Fixed Deposits with original maturity for more than 3 months but less than 12 months	-	11,460.59
Current maturities of fixed deposits with original maturity of more than 12 months (Refer Note below)	13,000.00	2,133.30
	13,000.00	**13,593.89**
Total	**13,909.96**	**16,695.58**

Note :

Fixed Deposit of ₹ 13,000 Lacs (31 March 2012 : ₹ 29.50 Lacs) is offered as security against overdraft facility.

	For the year ended 31/03/2013	For the year ended 31/03/2012
16 Revenue from Operations		
16.1 Sale of Traded Goods (Refer note no. 16 (i))		
Sale of Government & Corporate Bonds	21,127.69	38,277.69
Sale of Mutual Funds	153,924.45	9,972.21
Sub - Total	**175,052.13**	**48,249.91**
16.2 Revenue From Financial Services		
Fees from Advisory Services	-	92.71
Loan Processing Fees Received	532.98	700.95
Prepayment Charges Received	3.55	-
Sub - Total	**536.54**	**793.66**
16.3 Interest Income		
Interest on Loans given	7,633.25	3,909.14
Interest on Bonds/Application Money for Bonds	769.12	1,354.21
Interest on Bank Deposits	1,225.29	1,668.05
Sub - Total	**9,627.66**	**6,931.40**

(₹ in Lacs)

		For the year ended 31/03/2013	For the year ended 31/03/2012
16.4 Other Operating Income			
Dividend on Current Investments		0.85	17.55
Dividend on Long Term Investments		46.25	45.29
Net gain on sale of Current Investments		-	1,113.17
	Sub - Total	**47.10**	**1,176.01**
Total Revenue from Operations	**Total**	**185,263.43**	**57,150.98**
Note			
16(i) Details of Traded Goods			
Government Securities		15,424.71	11,072.75
Commercial Papers		-	2,500.00
Corporate Bonds		5,702.98	24,704.94
Mutual Funds		153,924.45	9,972.21
	Total	**175,052.13**	**48,249.91**
17. Other Income			
Gain on Sale of Fixed Assets		26.89	-
Provisions no longer required, written back		515.27	-
Foreign Exchange Gain		-	0.05
Bad Debts Recovered		747.00	-
Prior Period Items		15.99	70.12
	Total	**1,305.15**	**70.16**
18. Purchase of Traded Goods (Refer note no. 18(i))			
Government & Corporate Bonds		11,033.62	26,040.68
Mutual Funds		167,257.78	16,206.50
	Total	**178,291.39**	**42,247.18**
Note			
18(i) Details of Traded Goods			
Government Securities		10,500.00	11,059.54
Commercial Papers		-	2,426.60
Corporate Bonds		533.62	12,554.54
Mutual Funds		167,257.78	16,206.50
	Total	**178,291.39**	**42,247.18**

(₹ in Lacs)

	For the Year Ended 31/03/2013	For the Year Ended 31/03/2012	(Increase)/ Decrease
19 Changes in Inventories of Traded Goods			
19.1 Details at the end of the year			
Government Securities	-	2,682.00	(2,682.00)
Corporate Bonds	2,470.55	9,446.34	(6,975.79)
Mutual Funds	21,353.61	6,301.42	15,052.19
Total	**23,824.16**	**18,429.76**	**5,394.40**

	For the Year Ended 31/03/2012	For the Year Ended 31/03/2011	(Increase)/ Decrease
19.2 Details at the beginning of the year			
Government Securities	2,682.00	2,777.98	(95.97)
Corporate Bonds	9,446.34	21,654.33	(12,207.99)
Mutual Funds	6,301.42	-	6,301.42
Total	**18,429.76**	**24,432.31**	**(6,002.55)**

	For the year ended 31/03/2013	For the year ended 31/03/2012
20. Employee Benefit Expenses		
Salaries, Wages and Bonus	1,617.28	1,836.33
Contribution to Provident Fund	29.50	21.27
Employees Stock Option Scheme Expenses	31.59	35.87
Reversal of ESOP Expenses on lapsed options	(19.33)	(155.74)
Gratuity Expenses (Note No. 24)	12.17	1.91
Staff Welfare Expenses	55.91	53.95
Total	**1,727.11**	**1,793.59**

	For the year ended 31/03/2013	For the year ended 31/03/2012
21. Finance Costs		
Interest on Bank overdraft	5.91	18.02
Total	**5.91**	**18.02**
22. Depreciation and Amortization Expenses		
Depreciation of Tangible Assets	85.12	95.11
Amortization of Intangible Assets	6.01	4.63
Total	**91.13**	**99.74**

(₹ in Lacs)

	For the year ended 31/03/2013	For the year ended 31/03/2012
23. Other Expenses		
Advertisement Expenses	6.09	5.75
Bad Debts Written Off	12.25	301.62
Bank charges	0.65	7.69
Business Promotion Expenses	14.93	17.27
Computer Maintenance	11.17	9.22
Conveyance Expenses	12.33	3.26
Custodian Charges	1.00	1.00
Directors Sitting Fees	7.61	6.09
Donation	-	10.26
Electricity Charges	20.40	13.35
Foreign Travelling Expenses	28.22	0.25
General Expenses	23.29	17.86
Insurance Charges	1.97	0.96
Legal & Professional Fees	194.89	174.86
Listing Fees & Stock Exchange Fees	1.74	1.98
Loss On Sale Of Fixed Assets	-	4.87
Meeting & Conference Expenses	3.48	0.50
Membership & Subscription	5.94	3.36
Motor Car Expenses	2.31	2.68
Payment to Auditors (as per details given below)	5.25	6.10
Printing & Stationery	12.80	11.39
Postage & Stamps	3.15	2.09
Rates & Taxes	5.24	0.15
Recruitment & Training Expenses	70.09	26.22
Rent Paid	353.09	302.83
Software Expenses	1.65	3.31
Provision for Standard Assets	115.88	97.12
Telephone and Internet Expenses	28.12	21.35
Travelling Expenses	102.07	68.62
Total	**1,045.61**	**1,122.01**

(₹ in Lacs)

	For the year ended 31/03/2013	For the year ended 31/03/2012
Payment to Auditors Include		
As Auditor		
Statutory Audit Fees	3.30	3.30
Tax Audit Fees	0.50	0.50
Limited Review	1.15	1.15
In Other capacity		
Taxation Matters	-	0.60
Certification fees	0.30	0.55
Total	**5.25**	**6.10**

24. Gratuity and other post employment benefit plans (AS - 15)

The Company has a funded defined benefit obligation plan for gratuity under the Group Gratuity scheme of Life Insurance Corporation of India.The Company has created plan assets by contributing to the Gratuity Fund with LIC Of India.

The following tables summarise the components of the net employee benefit expenses recognised in the Statement of Profit and Loss, and the fund status and amount recognised in the Balance Sheet for the gratuity benefit plan.

A) Principal actuarial assumptions as at the Balance Sheet date:

	31/03/2013	31/03/2012
Mortality	LIC 1994-96 (ultimate)	LIC 1994-96 (ultimate)
Discount Rate	8.00%	8.00%
Salary Escalation	5.00%	5.00%
Employee Attrition Rate	1.00% to 3.00%	1.00% to 3.00%

B) Changes in the present value of the defined benefit obligation are as follows:

Particular	2012-13	2011-12
Liability at the beginning of the Year	13.47	11.56
Interest Cost	1.08	0.92
Current Service Cost	5.98	4.54
Past Service Cost (non vested benefit)	-	-
Past Service Cost (vested benefit)	-	-
Benefits paid	-	-
Actuarial (Gain)/Loss	5.11	(3.55)
Liability at the end of the Year	**25.64**	**13.47**

C) The major catergories of plan assets as a percentage of the fair value of total plan assets are as follows:

(₹ in Lacs)

Particular	2012-13	2011-12
Investments with LIC of India	13.41	13.41
Actual return on plan assets	-	-
Contributions	5.49	-
Benefits Paid	-	-
Fair value of plan assets at the end of the year	18.90	13.41

D) Amount Recognized in Balance Sheet

Provision for Gratuity

Particular	2012-13	2011-12
Liability at the end of the Year	25.64	13.47
Fair Value of plan assets at the end of the year	18.90	13.41
Difference	(6.74)	(0.06)
Unrecognised past service cost	-	-
Unrecognised transition liability	-	-
Amount in Balance Sheet	**(6.74)**	**(0.06)**

E) Statement of Profit and Loss

Net Employee Benefit Expenses (recognised in employee cost)

Particular	2012-13	2011-12
Current Service Cost	5.98	4.54
Interest on defined benefit obligation	1.08	0.92
Expected returns on plan assets	-	-
Net actuarial losses/(gains) recognised in the year	5.11	(3.55)
Past Service Cost	-	-
Actuarial (gain)/losses	-	-
Total included in employee benefit expense	**12.17**	**1.91**

25. Employee Stock Option Plan

Date of grant	27/10/2009
Date of Board/Committee Approval	27/10/2009
Date of Shareholder's Approval	22/09/2009
Number of options granted	825,000
Method of Settlement (Cash/Equity)	Equity

Vesting Dates	No. of Options
01/11/2011	18,000
01/11/2012	229,500
01/11/2013	247,500
01/11/2014	330,000
Total	**825,000**

Exercisable period: Within 3 Years from the Vesting date

The details have been summarized below:

	Grant Date 27/10/ 2009			
	As At 31/03/2013		As At 31/03/2012	
	Number of Shares	Weighted Average Exercise Price (₹)	Number of Shares	Weighted Average Exercise Price (₹)
Outstanding at the beginning of the year	111,300	10	587,000	10
Add: Granted during the year	-	10	-	10
Less: Forfeited during the year	-	NA	-	NA
Less: Exercised during the year	24,900	10	10,700	10
Less: Expired/Lapsed during the year	28,650	NA	465,000	NA
Outstanding at the end of the year	57,750	10	111,300	10
Exercisable at the end of the year	-	NA	-	NA
Weighted average remaining contractual life (in years)		2		3
Weighted average fair value of options granted		116.82		118.79

The Black Scholes Model has been used for computing the weighted average fair value of options considering the following inputs:

	Year 4	Year 5
Exercise Price	₹ 10	₹ 10
Expected Volatility (%)	52.64%	52.64%
Historical Volatility	NA	NA
Life of the options granted in years	4	5
Expected dividends per annum (₹)	1	1
Average risk-free interest rate (%)	7.26%	7.26%

Effect of the employee share-based payment plans on the Statement of Profit and Loss and on its financial position:

(₹ in Lacs)

Particulars	As at 31/03/2013	As at 31/03/2012
Compensation cost pertaining to equity-settled employee share-based payment plan included above	46.22	63.11
Liability for employee stock options outstanding as at year end	67.60	130.28
Deferred compensation cost	21.38	67.17

Since the enterprise used the intrinsic value method, the impact on the reported net profit and earnings per share by applying the fair value based method is as follows:

In March 2005, ICAI has issued a guidance note on "Accounting for Employees Share Based Payments" applicable to employee based share plan the grant date in respect of which falls on or after 1st April, 2005. The said guidance note requires that the proforma disclosures of the impact of the fair value method of accounting of employee stock compensation accounting in the financial statements applying the fair value based method defined in the said guidance note. The impact on the reported net profit and earnings per share would be as follows:

(₹ in Lacs)

Particulars	As at 31/03/2013	As at 31/03/2012
Profit as reported	7,426.57	4,026.76
Add: Employee stock compensation under intrinsic value method	(16.89)	(132.39)
Less: Employee stock compensation under fair value method	(17.90)	(134.05)
Proforma profit	**7,427.59**	**4,028.41**
Earnings per share		
Basic (₹)		
As reported	21.28	11.55
Proforma	21.28	11.55
Diluted (₹)		
As reported	20.81	11.27
Proforma	20.81	11.28

26. Segment Reporting (AS - 17)

The Company operates mainly in the business segment of fund based financing activity. All other activities revolve around the main business. Further, all activities are carried out within India. As such, there are no separate reportable segments as per the provisions of AS - 17 on 'Segment Reporting'.

27. Disclosures as required by Accounting Standard (AS - 18) 'Related Party Disclosures' in respect of transactions for the year are as under

A) List of Related Parties over which control exists

Sr. No.	Name of the Related Party	Relationship
i	**SUBSIDIARIES**	
1	Money Matters Securities Private Limited	Wholly owned Subsidiary
2	Money Matters Investment Advisors Private Limited	Wholly owned Subsidiary
3	Money Matters Distribution Company Private Limited	Wholly owned Subsidiary
4	Money Matters Capital Private Limited	Wholly owned Subsidiary
5	Money Matters Research Private Limited	Wholly owned Subsidiary
6	Money Matters Resources Private Limited	Wholly owned Subsidiary
ii	**STEP DOWN FOREIGN SUBSIDIARY (INDIRECT HOLDING)**	
1	Money Matters Advisory Pte Limited, Singapore	Wholly owned Subsidiary of Money Matters Research Private Limited (Upto 07/03/2012)

B) Enterprises over which Management and/or their relatives have control

1 Money Matters Infrastructure Private Limited

2 Parijat Properties Private Limited

C) Key Management Personnel

1	Mr.Rajesh Sharma	Chairman & Managing Director (Upto 12/04/2013)

D) Details of transactions during the year and closing balances as at the year end:

(₹ in Lacs)

Sr. No.	Particulars	Subsidiaries		Enterprises over which Management and/or their relatives have control		Key Management Personnel		Total	
		Year Ended 31/03/2013	Year Ended 31/03/2012	Year Ended 31/03/2013	Year Ended 31/03/2012	Year Ended 31/03/2013	Year Ended 31/03/2012	Year Ended 31/03/2013	Year Ended 31/03/2012
a	**Items in Statement of Profit and Loss**								
	(I) Incomes:								
	Interest Received	-	-	-	-	-	-	-	-
	Rent Received	-	-	-	-	-	-	-	-
	(II) Expenses:								
	Rent Paid	-	-	183.17	197.78	0.04	0.12	183.21	197.90
	Salaries, Commission and other benefits	-	-	-	-	279.39	278.00	279.39	278.00
b	**Balance Sheet Items:**								
	i Loans Given	5,755.51	111.07	-	-	-	-	5,755.51	111.07
	ii Loans Given Repaid	7,585.05	7,329.37	-	-	-	-	7,585.05	7,329.37
	iii Reimbursement of expenses								
	a) Expenses incurred for related parties	2,830.85	641.73	-	-	-	-	2,830.85	641.73
	iv Security Deposits given and received	0.03	-	-	-	-	-	0.03	-
	v Investment in equity shares	14.00	-	-	-	-	-	14.00	-
c	**Balance Sheet Items (Closing Balances):**								
	i Loans & Advances Given	-	1,829.54	-	-	-	-	-	1,829.54
	Maximum Amount (Involved during the year)	4,356.79	9,064.51	-	-	-	-	4,356.79	9,064.51

28. Leases (AS - 19)

Operating Leases:

The company has taken office premises, guest houses & motor car under operating lease and the leases are of cancellable/ non-cancellable in nature. The lease arrangement are normally renewable on expiry of the lease period at the option of the lessor/lessee ranging from 3 to 5 years. Some of the lease agreements having lease period of five years have a lock in period of three years which are non-cancellable in nature. After the expiry of the lock in period, the lease agreement becomes cancellable in nature at the option of the lessor or the lessee by giving 1-3 months notice to the either party. There are no restrictions imposed by the lease agreement. There is no contingent rent in the lease agreement. There is escalation clause in some lease agreements. The future minimum lease payments in respect of the non cancellable leases are as follows:

(₹ in Lacs)

Particulars		As At 31/03/2013	As At 31/03/2012
a)	Payable not later than one year	84.61	63.00
b)	Payable later than one year and not later than three years	131.18	84.25

The lease payments recognized in the Statement of Profit & Loss in respect of non-cancellable lease for the year are ₹ 64.33 Lacs (31 March 2012 : ₹ 8.75 Lacs).

The lease payments recognized in the Statement of Profit & Loss in respect of cancellable lease for the year are ₹ 267.49 Lacs (31 March 2012 : ₹ 293.67 Lacs).

The lease income recognized in the Statement of Profit & Loss Account for the year is ₹ Nil (31 March 2012: ₹ Nil).

29. Earnings Per Share (AS - 20)

Particulars			For Year Ended 31/03/2013	For Year Ended 31/03/2012
Net Profit after tax as per Statement of Profit and Loss	(A)	₹ In Lacs	7,426.57	4,026.76
Net Profit after tax & before exceptional items as per Statement of Profit and Loss	(B)	₹ In Lacs	7,426.57	4,026.76
Weighted average number of equity shares for calculating Basic EPS	(C)	Nos.	34,896,905	34,871,895
Weighted average number of equity shares for calculating Diluted EPS	(D)	Nos.	35,686,926	35,716,572
Basic earnings per equity share (in Rupees) (Face value of ₹ 10/- per share) (after exceptional items)	(A)/(C)		21.28	11.55
Diluted earnings per equity share (in Rupees) (Face value of ₹ 10/- per share) (After exceptional items)	(A)/(D)		20.81	11.27
Basic earnings per equity share (in Rupees) (Face value of ₹ 10/- per share) (Before exceptional items)	(B)/(C)		21.28	11.55
Diluted earnings per equity share (in Rupees) (Face value of ₹ 10/- per share) (Before exceptional items)	(B)/(D)		20.81	11.27

Particulars		For Year Ended 31/03/2013	For Year Ended 31/03/2012
Weighted average number of equity shares for calculating EPS	Nos.	34,896,905	34,871,895
Add: Equity shares arising on conversion of warrants	Nos.	736,618	745,217
Add: Equity shares for no consideration arising on grant of stock options under ESOP	Nos.	53,403	99,460
Weighted average number of equity shares in calculation of diluted EPS	Nos.	35,686,926	35,716,572

30. Impairment of Assets (AS - 28)

The Company believes that no impairment of assets arises during the year as per Accounting Standards-28 "Impairment of Assets".

31. Contingent Liabilities

On account of bank guarantee to the Central Bureau of Investigation against release of cash ₹ 12.12 Lacs (31 March 2012 : ₹ 12.12 Lacs)

32. Capital and other commitments

a) Estimated amount of contracts remaining to be executed on capital account and not provided for ₹ 126.05 Lacs (31 March 2012 ₹ 77.32 Lacs)

b) Other Commitments

Pending disbursements of sanctioned loans ₹ 1,312.73 Lacs (31 March 2012, ₹ 3,500 Lacs)

33 (a). Additional Disclosures as required in terms of Paragraph 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 issued by Reserve Bank of India.

(₹ in Lacs)

Particulars		Amount Outstanding	Amount Overdue
Liabilities Side			
1	Loans and advances availed by the non banking financial company inclusive of interest accrued thereon but not paid:		
a)	Debentures:		
	Secured	-	-
	Unsecured	-	-
	(other than falling within the meaning of public deposits)		
b)	Deferred Credits	-	-
c)	Term Loans	-	-
d)	Inter Corporate loans and borrowings	-	-
e)	Commercial Paper	-	-
f)	Other Loans (Specify nature)	-	-
	Total	**-**	**-**

Assets Side

		Amount Outstanding
2	Breakup of Loans and Advances including bills receivables (other than those included in (4) below):	
a)	Secured	42,598.75
b)	Unsecured	0.37
3	Breakup of Leased Assets and stock on hire and other assets counting towards AFC activities	
i)	Lease assets including lease rentals under sundry debtors:	
a)	Financial Lease	-
b)	Operating Lease	-
ii)	Stock on hire including hire charges under sundry debtors:	
a)	Assets on hire	-
b)	Repossessed Assets	-
iii)	Other loans counting towards AFC activities	
a)	Loans where assets have been repossessed	-
b)	Loans other than (a) above	-

(₹ in Lacs)

		Amount Outstanding
4	Breakup of Investments:	
	Current Investments:	
	1. Quoted:	
	i) Shares: (a) Equity	-
	(b) Preference	-
	ii) Debentures and Bonds	2,470.55
	iii) Units of mutual funds	21,353.61
	iv) Government Securities	-
	v) Others (please specify)	-
	2. Unquoted:	
	i) Shares: (a) Equity	-
	(b) Preference	-
	ii) Debentures and Bonds	-
	iii) Units of mutual funds	-
	iv) Government Securities	-
	v) Others (please specify)	-
	Long Term investments:	
	1. Quoted:	
	i) Shares: (a) Equity	-
	(b) Preference	-
	ii) Debentures and Bonds	-
	iii) Units of mutual funds	-
	iv) Government Securities	-
	v) Others (please specify)	-
	2. Unquoted:	
	i) Shares: (a) Equity	5,762.07
	(b) Preference	-
	ii) Debentures and Bonds	-
	iii) Units of mutual funds	-
	iv) Government Securities	-
	v) Others (please specify)	-

5 Borrower groupwise classification of assets financed as in (2) and (3) above:

(₹ in Lacs)

Category	Amount net of Provisions		
	Secured	Unsecured	Total
1. Related Parties			
a) Subsidiaries	-	-	-
b) Companies in the same group	-	-	-
c) Other related parties	-	-	-
2. Other than related parties	42,598.75	0.37	42,599.12
Total	**42,598.75**	**0.37**	**42,599.12**

6 Investor groupwise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):

Category	Market Value/Break up or fair value or NAV	Book Value (Net of Provisions)
1. Related Parties		
a) Subsidiaries	5,927.88	3,770.00
b) Companies in the same group	-	-
c) Other related parties	-	-
2. Other than related parties	26,841.48	25,816.23
Total	**32,769.36**	**29,586.23**
7 Other information		
i) Gross Non Performing Assets		
a) Related Parties	-	-
b) Other than related parties	-	-
ii) Net Non Performing Assets		
a) Related Parties	-	-
b) Other than related parties	-	-
iii) Assets acquired in satisfaction of debt	-	-

33 (b) Disclosures in terms of Paragraph 10 of Non Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 issued by Reserve Bank of India.

(I) Disclosure for CRAR:

CRAR	Items	As on 31/03/2013	As on 31/03/2012
i)	CRAR (%)	116.89%	129.73%
ii)	CRAR - Tier I Capital (%)	116.60%	129.73%
iii)	CRAR - Tier II Capital (%)	0.28%	0%

(II) Exposure to Real Estate Sector

(₹ in Lacs)

Category	As on 31/03/2013	As on 31/03/2012
a) Direct Exposure		
i) Residential Mortgages -		
Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented; (Individual housing loans up to ₹ 15 Lacs may be shown separately)	Nil	Nil
ii) Commercial Real Estate -		
Lending secured by mortgages on commercial real estates (office buildings, retail space, multipurpose commercial premises, multi-family residential buldings, multi-tenanted commercial premises, industrial or warehouse space, hotels, land acquisition, development and construction, etc.)	41,919.63	30,283.00
iii) Investments in Mortgage Backed Securities (MBS) and other securitised exposures -		
a. Residential	Nil	Nil
b. Commercial Real Estate	Nil	Nil
b) Indirect Exposure		
Fund based and non-fund based exposure on National Housing Bank (NHB) and Housing Finance Companies (HFCs.)	Nil	Nil

(III) Maturity Pattern of Assets & Liabilities as at 31/03/2013

	1 Day to 30/31 days(One Month)	Over 1 Month to 2 Months	Over 2 Months to 3 Months	Over 3 Months to 6 Months	Over 6 Months to 1 Year	Over 1 to 3 Years	Over 3 to 5 Years	Over 5 Years	Total
Liabilities									
Borrowing from Banks	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-
Market Borrowings	-	-	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-
Assets									
Advances	1,277.00	2,439.00	539.00	2,926.00	6,796.80	26,268.10	737.00	1,616.22	42,599.12
	(2,974.00)	(832.00)	(790.00)	(3,908.00)	(11,415.00)	(18,777.22)	-	-	(38,696.22)
Investments	-	-	-	-	23,824.16	-	-	5,762.07	29,586.23
	(2,000.00)	-	-	(6,301.00)	(2,131.00)	(7,998.08)	-	(5,649.00)	(24,079.08)

Note: Figures of Previous years are given in brackets

34. Expenditure in Foreign Currency

Foreign Travelling Expenses ₹ 18.38 Lacs (31 March 2012 : ₹ 0.25 Lacs)

35. Details of dues to Micro and Small Enterprises as defined under the MSMED Act, 2006

Based on the intimation received by the Company, none of the suppliers have confirmed to be registered under "The Micro, Small and Medium Enterprises Development ('MSMED') Act, 2006". Accordingly, no disclosures relating to amounts unpaid as at the year end together with interest paid/payable are required to be furnished.

36. As per the Non - Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007, the Company is required to make provision for standard assets at 0.25 percent of the Standard Assets. The Company has accordingly made provision of 0.25 percent on its standard assets as at 31st March, 2012. However, in light of the current market environment, considering credit and market risks, as a prudent practice, the Company has decided to adopt an additional provisioning whereby in addition to standard provisioning of 0.25 percent, the Company will make an additional provision of 0.25 percent. Consequently, the profits of the current year are lower by ₹ 106.50 Lacs.

37. The 4th warrant conversion period in relation to 3,726,086 outstanding warrants of the Company commenced from 27th December, 2012 and ended on 26th March, 2013. Warrant Conversion price was fixed at ₹ 106.07 (including premium of ₹ 96.07). Warrantholders holding 42,994 warrants opted for conversion to equity shares and the Company received an amount of ₹ 45.60 Lacs from the warrantholders who have exercised their option to convert warrants into equity shares. The shares were alloted on 5th April, 2013. The amount received has not been utilized for any purpose as at the end of the year. As on the end of the year 3,683,092 warrants are outstanding.

38. Utilization of money received on conversion of warrants

During the year ended 31st March, 2013 the company raised ₹ 45.60 Lacs towards conversion of 42,994 warrants into equity shares. As on 31st March, 2013, the said proceeds were not utilized & were parked in a separate bank account.

39. In the opinion of the Board, the Current Assets, Loans & Advances are realizable in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet. The provision for all known liabilities is adequate and not in excess of the amount reasonably necessary.

40. Previous year figures

Previous year figures have been regrouped and reclassified wherever necessary to confirm to current year's presentation.

As per our report of even date attached
For and on behalf of
KARNAVAT & CO.
Chartered Accountants
Firm Regn. No. 104863W

(Viral Joshi)
Partner
Membership No. 137686

Place : Mumbai
Date : 30th May, 2013

For and on behalf of the Board of Directors

(P. H. Ravikumar)
Managing Director

(Rajesh Sharma)
Director

(Ashok Agarwal)
Sr. Vice President Finance & Accounts

(Harish Agrawal)
Vice President & Company Secretary

CONSOLIDATED FINANCIAL STATEMENTS

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INDEPENDENT AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

TO THE BOARD OF DIRECTORS OF
Money Matters Financial Services Limited

Report on the Financial Statements

We have audited the attached Consolidated financial statements of **Money Matters Financial Services Limited** ('the Company') and its subsidiaries (together referred to as "Group"), which comprise the Consolidated Balance Sheet as at 31st March, 2013, the Consolidated Statement of Profit and Loss and the Consolidated 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 consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the Accounting principles accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated 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 consolidated 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 consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal controls relevant to the Group's preparation and fair presentation of the consolidated 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 consolidated 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 consolidated 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 consolidated Balance Sheet, of the state of affairs of the Group as at March 31, 2013;

b) In the case of the consolidated Statement of Profit and Loss, of the **profit** for the year ended on that date; and

c) In the case of the consolidated Cash Flow Statement, of the cash flows for the year ended on that date.

For and on behalf of
KARNAVAT & CO.
Chartered Accountants
Firm Regn No. 104863W

(Viral Joshi)
Partner
Membership No. 137686

Place : Mumbai
Dated : 30th May, 2013

CONSOLIDATED BALANCE SHEET

As At 31st March, 2013

(₹ in Lacs)

	Notes	As At 31/03/2013	As At 31/03/2012
I. EQUITY AND LIABILITIES			
1 Shareholders' Fund			
Share Capital	2	3,491.25	3,488.76
Reserves and Surplus	3	86,454.70	79,397.59
Money Received against share warrants		45.60	-
		89,991.55	82,886.35
2 Non-Current Liabilities			
Other Long Term Liabilities	4	145.09	-
Long Term Provisions	5	29.26	18.22
		174.35	18.22
3 Current Liabilities			
Trade Payables	6	36.01	11.70
Other Current Liabilities	4	62.94	162.98
Short Term Provisions	7	1,113.31	1,343.09
		1,212.26	1,517.77
	Total	**91,378.16**	**84,422.33**
II. ASSETS			
1 Non Current Assets			
Fixed Assets	8		
Tangible Assets		521.40	492.35
Intangible Assets		22.00	8.62
		543.40	500.97
Non Current Investments	9	2,285.45	5,216.49
Deferred Tax Assets (Net)	10	169.20	9.86
Long Term Loans and Advances	11	28,359.21	21,038.64
Other Non-Current Assets	12	165.43	879.46
		30,979.30	27,144.45
2 Current Assets			
Inventories	13	27,760.30	20,315.15
Trade Receivables	14	4,398.34	375.36
Cash and Bank Balances	15	14,048.12	17,631.34
Short Term Loans and Advances	11	12,314.96	18,115.11
Other Current Assets	12	1,333.74	339.97
		59,855.46	56,776.92
	Total	**91,378.16**	**84,422.33**
Significant Accounting Policies	1		
The accompanying notes are an integral part of the Financial Statements.			

As per our report of even date attached
For and on behalf of
KARNAVAT & CO.
Chartered Accountants
Firm Regn. No. 104863W

(Viral Joshi)
Partner
Membership No. 137686

Place : Mumbai
Date : 30th May, 2013

For and on behalf of the Board of Directors

(P. H. Ravikumar)
Managing Director

(Rajesh Sharma)
Director

(Ashok Agarwal)
Sr.Vice President Finance & Accounts

(Harish Agrawal)
Vice President & Company Secretary

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

For the Year Ended 31st March, 2013

(₹ in Lacs)

	Notes	For the Year Ended 31/03/2013	For the Year Ended 31/03/2012
I. INCOME			
Revenue from Operations	16	199,767.19	59,503.33
Other Income	17	1,316.49	73.09
	Total Revenue	**201,083.68**	**59,576.43**
II. EXPENSES			
Purchases of Traded Goods	18	194,386.09	45,650.18
Changes in Inventories of Traded Goods	19	(7,445.16)	4,466.06
Employee Benefit Expenses	20	1,923.75	2,050.65
Finance Costs	21	5.92	25.03
Depreciation and Amortization Expenses	22	113.99	129.26
Other Expenses	23	1,192.62	1,217.54
	Total Expenses	**190,177.22**	**53,538.73**
III. Profit before Exceptional Items and Tax		10,906.46	6,037.70
Less: Exceptional Items			
Loss on striking off of subsidiary		-	7.01
IV. Profit before Tax		**10,906.46**	**6,030.69**
Less: Tax Expenses			
Current Tax		3,405.55	1,945.47
Deferred Tax		(159.34)	0.81
Earlier years adjustments		1.96	(0.19)
		3,248.17	1,946.09
V. Profit for the year		**7,658.29**	**4,084.60**
VI. Earnings per Equity Share Before Exceptional Items			
(Nominal Value of share ₹ 10/- each)	29		
Basic		21.95	11.73
Diluted		21.46	11.46
Earnings per Equity Share After Exceptional Items			
(Nominal Value of share ₹ 10/- each)			
Basic		21.95	11.71
Diluted		21.46	11.44
Significant Accounting Policies	1		
The accompanying notes are an integral part of the Financial Statements.			

As per our report of even date attached
For and on behalf of
KARNAVAT & CO.
Chartered Accountants
Firm Regn. No. 104863W

(Viral Joshi)
Partner
Membership No. 137686

Place : Mumbai
Date : 30th May, 2013

For and on behalf of the Board of Directors

(P. H. Ravikumar)
Managing Director

(Rajesh Sharma)
Director

(Ashok Agarwal)
Sr.Vice President Finance & Accounts

(Harish Agrawal)
Vice President & Company Secretary

CONSOLIDATED CASH FLOW STATEMENT

For the Year Ended 31st March, 2013

(₹ in Lacs)

Particulars		For the Year Ended 31/03/2013	For the Year Ended 31/03/2012
A. CASH FLOW FROM OPERATING ACTIVITIES			
Profit Before Taxation		**10,906.46**	**6,030.69**
Add/(Less):			
Depreciation		113.99	129.26
Stock Options Adjustment		12.26	(119.87)
Bad Debts Written Off		12.25	301.62
Sundry Balance Written back		(5.32)	-
Provisions no longer required, written back		(515.27)	-
Loss on sale of Fixed Assets		-	4.87
Profit on sale of Fixed Assets		(26.89)	-
Provision for Standard Assets		115.88	97.12
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		**10,613.35**	**6,443.69**
Adjusted for:			
(Increase)/Decrease in Inventories		(7,445.16)	4,466.06
(Increase)/Decrease in Trade & Other Receivables		(5,873.28)	(25,651.21)
Increase/(Decrease) in Trade & Other Payables		165.25	665.33
CASH FLOW GENERATED FROM/(USED IN) OPERATING ACTIVITIES		**(2,539.83)**	**(14,076.12)**
Less: Direct Taxes Paid (Net of refund received)		(3,386.87)	(2,077.47)
NET CASH FLOW GENERATED FROM/(USED IN) OPERATING ACTIVITIES	**(A)**	**(5,926.71)**	**(16,153.59)**
B. CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of Fixed Assets		(198.05)	(148.86)
Sale of Fixed Assets		68.51	4.85
Sale of Mutual Fund Units		-	4,000.00
Sale of Equity Shares (Net of Purchases)		2,931.04	-
Investment in Fixed Deposit		(10,998.36)	(1,683.30)
Encashment of Fixed Deposit		11,575.27	13,412.67
NET CASH GENERATED FROM/(USED IN) INVESTING ACTIVITIES	**(B)**	**3,378.42**	**15,585.35**

(₹ in Lacs)

Particulars		For the Year Ended 31/03/2013	For the Year Ended 31/03/2012
C. CASH FLOW FROM FINANCING ACTIVITIES			
Dividend Paid		(348.88)	-
Tax on Dividend		(56.60)	-
Proceeds from issue of Share Capital		2.49	7.58
Money Received against share warrants		45.60	-
Repayment of Short Term Borrowings		-	(3,440.37)
NET CASH GENERATED FROM/(USED IN) FINANCING ACTIVITIES	**(C)**	**(357.38)**	**(3,432.78)**
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)		**(2,905.67)**	**(4,001.02)**
Cash & Cash Equivalents at the beginning of the year		3,829.45	7,830.48
Cash & Cash Equivalents at the end of the year		923.79	3,829.45

Notes:

1. Cash and Cash Equivalents at the end of the year consists of Cash in hand and Balance with banks as follows:-

Cash and Cash equivalents		
Cash in hand	1.01	0.01
Balance with banks:		
In Current Accounts	922.78	3,829.44
	923.79	**3,829.45**

2. Cash flows arising on account of taxes on income are not specifically bifurcated with respect to investing & financing activities.
3. Figures in brackets represent outflows.

As per our report of even date attached
For and on behalf of
KARNAVAT & CO.
Chartered Accountants
Firm Regn. No. 104863W

(Viral Joshi)
Partner
Membership No. 137686

Place : Mumbai
Date : 30th May, 2013

For and on behalf of the Board of Directors

(P. H. Ravikumar)
Managing Director

(Rajesh Sharma)
Director

(Ashok Agarwal)
Sr.Vice President Finance & Accounts

(Harish Agrawal)
Vice President & Company Secretary

1. Significant Accounting Policies

1.1 Basis of preparation

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under the *Companies (Accounting Standards) Rules, 2006, (as amended)* and the relevant provisions of the Companies Act, 1956 and the guidelines issued by the Reserve Bank of India ('RBI') as applicable to a Non Banking Finance Company.The financial statements have been prepared on an accrual basis and under the historical cost convention.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year, except for the change in accounting policy explained below.

1.2 Change in accounting Policy

Provisioning in Standard Assets

The Reserve Bank of India (RBI) vide Notification No. DNBS 223/CGM (US) -2011 dated 17th January, 2011 has isued directions to all NBFCs to make provision of 0.25% on standard assets. However, from the current year, the Company has started making provision of 0.50% on standard assets.

1.3 Use of Estimates:

The preparation of financial statements in conformity with Indian GAAP requires the Management to make judgments, estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the Management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

1.4 Basis of Consolidation:

The consolidated financial statements relate to Money Matters Financial Services Limited (the Parent Company) and its subsidiary companies.

(i) Principles of Consolidation:

The consolidated financial statements have been prepared in accordance with Accounting Standard 21 (AS–21) - "Consolidated Financial Statements" as prescribed under the Companies (Accounting Standards) Rules, 2006. The consolidated financial statements have been prepared on the following basis:

a) The financial statements of the Parent and its Subsidiary Companies (together the "Group") have been combined on a line by line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and unrealised profits or losses on intra-group transactions.

b) The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented, to the extent possible, in the same manner as the Parent Company's separate financial statements. Appropriate adjustments have been made in the financial statements of the subsidiaries with respect to different accounting policies for like transaction and events in similar circumstances for the purpose of preparation of consolidated financial statements.

c) The excess of cost to the Parent Company of its investment in the subsidiary over the Parent Company's portion of equity of the subsidiary is recognised in the financial statements as Goodwill. This Goodwill is tested for impairment at the end of the financial year. The excess of Parent Company's portion of equity over the cost of investment as at the date of its investment is treated as Capital Reserve.

d) The financial statements of the subsidiaries used in consolidation are drawn upto the same reporting date as that of the Parent Company i.e. year ended 31st March, 2013.

(ii) Wholly owned Indian subsidiary companies included in the consolidated financial statements

Name of Subsidiaries

a) Money Matters Securities Private Limited

b) Money Matters Investment Advisors Private Limited

c) Money Matters Distribution Company Private Limited

d) Money Matters Capital Private Limited

e) Money Matters Research Private Limited

f) Money Matters Resources Private Limited

The above subsidiaries are audited by the Auditors of the Holding Company for the current as well as the previous financial year.

1.5 Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The following specific recognition criteria are met before revenue is recognized:

a) Sale of Traded Goods

Revenue from sale of traded goods is recognized when all the significant risks and rewards of ownership of the traded goods have been passed to the buyer.

b) Income from Advisory Services

Income from Advisory Services are accounted for as and when the relevant services are rendered and revenue is recognised using completed service contract method except where the recovery is uncertain in which case it is accounted for on receipt.

c) Interest

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "Revenue from Operations" in the Statement of Profit and Loss.

d) Dividends

Dividend income is recognized when the company's right to receive dividend is established on the reporting date.

The Company collects service tax on behalf of the Government and as such, it is not a economic benefit flowing to the Company. Hence it is excluded from revenue.

1.6 Inventories

The securities acquired with the intention of short term holding and trading positions are considered as stock-in-trade and disclosed as current assets. The securities held as stock-in-trade under current assets are valued at lower of cost or market value. In case of units of mutual fund, net asset value of units declared by the mutual funds is considered as market value.

1.7 Cash and Cash Equivalents

Cash and Cash Equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short term investments with an original maturity of three months or less, as per Accounting Standard 3 "Cash Flows".

1.8 Tangible Fixed Assets

Tangible Fixed Assets are stated at cost less accumulated depreciation and impairment losses, if any. The cost of fixed assets comprises purchase price and any attributable cost of bringing the asset to it's working condition for it's intended use.

1.9 Depreciation on Tangible Fixed Assets

Depreciation on tangible fixed assets is provided on a written down value basis from the date the asset is ready to use or put to use, whichever is earlier, at the rates prescribed in the Schedule XIV to the Companies Act, 1956. In respect of assets sold, depreciation is provided upto the date of disposal.

1.10 Intangible Assets

Intangible Assets are stated at cost less accumulated amortisation and impairment losses, if any. The cost of intangible assets comprises purchase price and any attributable cost of bringing the asset to it's working condition for it's intended use. Intangible assets are amortized over the useful life on prorata basis under the straight line method as estimated by the Management, which is generally between three to five years.

1.11 Impairment of Tangible and Intangible Assets

The carrying amount of assets is 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 an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital using pre-tax discount rates that reflect current market assessment of the time value of money and risk specific to the assets.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life. A previously recognized impairment loss is increased or reversed depending on changes in circumstances. However the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

1.12 Foreign Currency Translation

a) Foreign Currency Transactions and Balances

(i) Initial recognition

Foreign Currency Transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction. Exchange differences, if any, arising out of transactions settled during the year are recognised in the Statement of Profit and Loss.

(ii) Conversion

Monetory assets and liabilities denominated in the foreign currencies as at the Balance Sheet date are translated at the closing exchange rates on that date. The exchange differences, if any, are recognised in the Statement of Profit & Loss and related assets and liabilities are accordingly restated in the Balance Sheet.

1.13 Investments

Investments which are readily realizable and intended to the held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long term investments.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long Term Investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments. In case of investments in mutual funds, the net asset value of units declared by the mutual funds is considered as the fair value.

In accordance with the Revised Schedule VI to the Companies Act, 1956, the portion of the Long Term Investments classified above, and expected to be realised within 12 months of the reporting date, have been classified as current investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement of Profit and Loss.

1.14 Retirement and other employee benefits

The Company has adopted the revised Accounting Standard 15 – "Accounting for Employee Benefits". The accounting policy followed by the Company in respect of its employee benefit schemes is set out below:

Gratuity: From the previous financial year, the Company has funded Defined Benefit Obligation Plan for gratuity to its employees, who have completed five years or more of service, under the group gratuity scheme of Life Insurance Corporation (LIC) of India. The Company has created planned assets by contribution to the gratuity fund with LIC of India.

Leave Encashment: Unutilised leave of staff is paid as at the end of the year. Accordingly, no provision is required to be made for compensated absences.

1.15 Employee Stock Compensation Cost

Measurement and disclosure of the employee share-based payment plans is done in accordance with SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the Guidance Note on Accounting for Employee Share-based Payments, issued by ICAI. The Company measures compensation cost relating to employee stock options using the intrinsic value method. Compensation expense is amortized over the vesting period of the option on a straight line basis.

1.16 Leases

Where the Company is lessee

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the Statement of Profit and Loss on a straight line basis over the lease term.

1.17 Earnings Per Share

The Company reports basic and diluted earnings per share in accordance with Accounting Standard 20 - "Earning per Share" prescribed by the Companies (Accounting Standards) Rules, 2006.

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

1.18 Income Taxes

Income tax expenses comprises of current tax (i.e. amount of tax for the period determined in accordance with the income-tax law) & the deferred tax charge or benefit (reflecting the tax effect of timing differences between accounting income and taxable income for the period).

Deferred Taxation: The deferred tax charge or benefit and the corresponding deferred tax liabilities and assets are recognised using the tax rates that have been enacted or substantially enacted as at the Balance Sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the asset can be realised in future; however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realisation of the assets. Deferred tax assets are reviewed as at each Balance Sheet date and written down or written up to reflect the amount that is reasonable/virtually certain (as the case may be) to be realised.

1.19 Provisions

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amounts of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date.These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.

1.20 Contingent Liabilities/Assets

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurance or non occurrance of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

Contingent assets are not recognised in the financial statements. However contingent assets are assessed continually and if it is virtually certain that an economic benefit will rise, asset and related income are recognised in the period in which the change occurs.

(₹ in Lacs)

	As At 31/03/2013	As At 31/03/2012
2. Share Capital		
Authorized Shares		
55,000,000 (31 March 2012 : 55,000,000) Equity Shares of ₹ 10/- each	5,500.00	5,500.00
	5,500.00	**5,500.00**
Issued, Subscribed and fully paid up Shares		
34,912,459 (31 March 2012 : 34,887,559) Equity Shares of ₹ 10/- Each fully paid up	3,491.25	3,488.76
Total	**3,491.25**	**3,488.76**

2.1 Reconciliation of the Shares outstanding at the beginning and at the end of the reporting period

Equity Shares:	As At 31/03/2013		As At 31/03/2012	
	Nos.	**₹ in Lacs**	**Nos.**	**₹ in Lacs**
At the beginning of the period	34,887,559	3,488.76	34,868,458	3,486.85
Issued during the period - Warrant Conversion	-	-	8,401	0.84
Issued during the period - ESOP	24,900	2.49	10,700	1.07
Outstanding at the end of the period	**34,912,459**	**3,491.25**	**34,887,559**	**3,488.76**

2.2 Terms/Rights attached to equity shares:

The Company has only one class of equity share having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

During the year ended 31st March, 2013, the amount of per share dividend recognized as distributions to equity shareholders was ₹ 1.50/- (31 March 2012 ₹ 1/-)

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company. The distribution will be proportional to the number of equity shares held by the shareholders.

The Company has 3,683,092 warrants (31 March 2012 : 3,726,086) outstanding at the year end. The said warrants are convertible into equity shares on 1:1 basis. The exercise price is determined on the basis of the average weekly high-low prices of preceeding six months or average weekly high-low prices of preceeding two weeks, whichever is higher. Thereafter, the warrant holders are given a discount of 20% on the amount so derived.

2.3 Details of shareholders holding more than 5% share in the company

Equity Shares of ₹ 10 each fully paid up:	As At 31/03/2013		As At 31/03/2012	
Name of Shareholder	**Nos.**	**%**	**Nos.**	**%**
My Idea Financial Services Private Limited	11,772,979	33.72	11,597,838	33.24
Mr. Rajesh Sharma	-	-	8,971,159	25.71
Mr. Ramesh Chandra Sharma	8,987,986	25.74	-	-
Gainful Multitrade Private Limited	2,033,706	5.83	2,033,706	5.83
Roopam Multitrade Private Limited	1,950,000	5.59	1,950,000	5.59

As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

(₹ in Lacs)

		As At 31/03/2013	As At 31/03/2012
3.	**Reserve and Surplus**		
3.1	**Capital Reserve**		
	Balance as per the last financial statements	284.07	284.07
	Add/(Less): Adjustment during the year	-	-
	Closing Balance	**284.07**	**284.07**
3.2	**Securities Premium Account**		
	Balance as per the last financial statements	44,560.69	44,542.49
	Add: Additions on ESOPs exercised	29.15	12.52
	Add: Additions on Warrant Conversion	-	5.67
	Closing Balance	**44,589.83**	**44,560.69**
3.3	**Employee Stock Options Outstanding (Refer note no. 25)**		
	Employee Stock Options Outstanding	67.60	130.28
	Less: Deferred employee stock compensation	21.38	67.17
	Closing Balance	**46.22**	**63.11**
3.4	**General Reserve**		
	Balance as per the last financial statements	1,925.00	1,700.00
	Add: Amount transferred from surplus balance in the Statement of Profit and Loss	385.00	225.00
	Closing Balance	**2,310.00**	**1,925.00**
3.5	**Surplus/(Deficit) in the Statement of Profit and Loss**		
	Balance as per the last financial statements	25,554.73	22,910.60
	Profit for the year:	**7,658.29**	**4,084.60**
	Less: Appropriations		
	Proposed final equity dividend (Amount per share ₹ 1.50/-)	524.33	348.88
	Tax on proposed equity dividend	89.11	56.60
	Transfer to reserve fund under Section 45 I C(1) of Reserve Bank of India Act, 1934	1,500.00	810.00
	Transfer to General Reserve	385.00	225.00
	Net surplus in the Statement of Profit and Loss	**30,714.58**	**25,554.73**
3.6	**Reserve Fund as per Section 45 I C(1) of Reserve Bank of India Act, 1934**		
	Balance as per the last financial statements	7,010.00	6,200.00
	Add: Amount transferred from surplus balance in the Statement of Profit and Loss	1,500.00	810.00
	Closing Balance	**8,510.00**	**7,010.00**
	Total Reserves and Surplus	**86,454.70**	**79,397.59**

(₹ in Lacs)

	Non-Current		Current	
	As At 31/03/2013	As At 31/03/2012	As At 31/03/2013	As At 31/03/2012
4. Other Liabilities				
Income Received in Advance	18.82	-	-	11.93
Margin Money Received from SME Customers	125.60	-	-	-
Other Payables				
Margin Money Received from Others	-	-	-	138.00
Service Tax payable	-	-	21.49	-
Interest payable on Margin Money	0.67	-	-	-
Audit fees payable	-	-	7.04	7.67
TDS payable	-	-	34.41	5.38
Total	**145.09**	**-**	**62.94**	**162.98**

	As At 31/03/2013	As At 31/03/2012
5. Long-term Provisions		
Provisions for employees benefits		
Provision for gratuity (Note No. 24)	29.26	18.22
Total	**29.26**	**18.22**
6. Trade payables		
Trade payables	36.01	11.70
Total	**36.01**	**11.70**
7. Short Term Provisions		
7.1 Provisions for employee benefits		
Salary and Reimbursements	-	4.57
Bonus	450.00	914.00
Contribution to Provident Fund	0.02	-
7.2 Others		
Proposed equity dividend	524.33	348.88
Provision for tax on proposed equity dividend	89.11	56.60
Provision for expenses	49.85	19.06
Total	**1,113.31**	**1,343.09**

8. Fixed Assets

(₹ in Lacs)

		Rate of Depreciation	GROSS BLOCK				DEPRECIATION / AMORTIZATION				NET BLOCK	
			Cost as at 01/04/2012	Additions	Disposals	Cost as at 31/03/2013	As at 01/04/2012	For the year	Adjustment on Disposals	As at 31/03/2013	As at 31/03/2013	As at 31/03/2012
9.1	**Tangible Assets**											
	Buildings	5.00%	48.52	-	(48.52)	-	4.80	2.11	6.91	-	-	43.71
	Computers	40.00%	161.45	51.88	-	213.33	110.93	25.32	-	136.26	77.07	50.51
	Furniture and Fixtures	18.10%	353.14	2.36	-	355.50	162.19	34.83	-	197.03	158.48	190.95
	Office Equipments	13.91%	75.58	16.94	(0.02)	92.50	22.88	7.95	0.00	30.83	61.67	52.70
	Electric Installation	13.91%	29.08	-	-	29.08	8.65	2.84	-	11.49	17.59	20.43
	Vehicles	25.89%	184.73	107.47	-	292.20	50.68	34.93	-	85.62	206.59	134.05
	Current Year		**852.50**	**178.65**	**(48.53)**	**982.62**	**360.15**	**107.98**	**6.91**	**461.22**	**521.40**	**492.35**
	Previous Year		**725.70**	**145.42**	**(18.62)**	**852.50**	**244.42**	**124.63**	**8.90**	**360.15**	**492.35**	**481.28**
9.2	**Intangible Assets**											
	Softwares	(Refer note below)	16.75	19.39	-	36.14	8.13	6.01	-	14.14	22.00	8.62
	Current Year		**16.75**	**19.39**	**-**	**36.14**	**8.13**	**6.01**	**-**	**14.14**	**22.00**	**8.62**
	Previous Year		**13.31**	**3.44**	**-**	**16.75**	**3.49**	**4.63**	**-**	**8.13**	**8.62**	**9.81**

Notes :

a) Softwares are amortized on pro-rata basis using straight line method over the useful life estimated by the Management which is three years.

b) Amortization of software :

Year of Acquisition	Cost	Amortized		Balance to be amortized	
		No. of years*	Amount	No. of years*	Amount
2010-11	13.31	3	12.37	-	0.94
2011-12	3.44	2	1.33	1	2.11
2012-13	19.39	1	0.44	2	18.96
Total	**36.14**		**14.14**		**22.00**

* Period of amortization of less than 6 months is not considered in the number of years column.

(₹ in Lacs)

	As At 31/03/2013	As At 31/03/2012
9. Non Current Investments		
Non Trade Investments, Quoted		
(valued at cost unless stated otherwise)		
Nil (31 March 2012 : 2,087,339) Equity Shares face value of ₹ 10/- each fully paid in Capital First Limited (earlier known as Future Capital Holdings Limited)	-	3,323.17
417,536 (31 March 2012 : 372,279) Equity Shares of ₹ 10/- each in Credit Analysis & Research Limited	2,285.45	1,893.32
Total	**2,285.45**	**5,216.49**
Aggregate value of quoted Investments	**2,285.45**	**5,216.49**
Aggregate Market Value of quoted Investments	**3,384.13**	**2,519.42**

Note: Shares of Credit Analysis & Research Limited were listed on 26 December, 2012. Hence the same were treated as unquoted investment in the previous year.

	As At 31/03/2013	As At 31/03/2012
10. Deferred Tax Assets (Net)		
(Disclosure as per AS - 22 "Accounting for Taxes on Income")		
Deferred Tax Assets		
Timing difference on account of:		
Excess of WDV of the assets as per Income Tax Act, 1961 over the Financial Books.	15.30	8.23
Expenses disallowed under Section 35D of Income Tax Act, 1961.	0.39	1.63
Carry Forward of Losses under Income Tax Act, 1961.	154.34	-
Gross Deferred Tax Assets (A)	**170.03**	**9.86**
Deferred Tax Liabilities		
Gratuity claimed on payment basis under Income Tax Act, 1961	0.83	-
Gross Deferred Tax Liabilities (B)	**0.83**	**-**
Deferred Tax Assets (Net) (A - B)	**169.20**	**9.86**

	Non-Current		Current	
	As At 31/03/2013	As At 31/03/2012	As At 31/03/2013	As At 31/03/2012
11. Loans and Advances				
11.1 Capital Advances				
Unsecured, considered good	1,578.93	1,538.43	39.05	-
	1,578.93	**1,538.43**	**39.05**	**-**
11.2 Security Deposit				
Unsecured, considered good	192.40	486.92	-	-
Total	**192.40**	**486.92**	**-**	**-**

(₹ in Lacs)

	Non-Current		Current	
	As At 31/03/2013	As At 31/03/2012	As At 31/03/2013	As At 31/03/2012
11.3 Prepaid Expenses	0.02	0.29	12.64	11.06
11.4 Loans to Employees				
Less than 12 months	-	-	-	7.10
More than 12 months	34.94	5.41	-	-
Current maturities of more than 12 months	-	-	36.56	13.42
11.5 Other Loans and Advances				
Advance Income Tax (Net of provision for taxation)	290.81	313.12	-	-
Other Advances	26.43	21.65	7.01	4.86
Amount Recoverable from National Stock Exchange	-	-	0.30	-
Advances Recoverable in cash or kind (Secured, Considered good)	26,367.51	18,719.62	12,280.81	18,123.98
	26,719.72	**19,060.08**	**12,337.31**	**18,160.42**
Less: Statutory Provision on Standard Assets	(131.84)	(46.80)	(61.40)	(45.31)
	26,587.88	**19,013.28**	**12,275.91**	**18,115.11**
Total	**28,359.21**	**21,038.64**	**12,314.96**	**18,115.11**
Note : Income Tax Deposits (Net of Provisions) comprises of:				
Income Tax Deposits	21,335.40	17,248.12		
Less: Provision for Taxation	(21,044.60)	(16,935.00)		
	290.81	**313.12**		

	Non-Current		Current	
	As At 31/03/2013	As At 31/03/2012	As At 31/03/2013	As At 31/03/2012
12. Other Assets				
Interest accrued but not due	-	307.34	1,251.80	248.37
Inventory of Gift Items	-	-	67.79	70.12
Service Tax Receivables	-	-	13.74	21.07
TDS refund Receivable	-	-	0.41	0.41
Other Bank Balances				
Fixed Deposits with original maturity for more than 12 months	165.43	572.12	-	-
Total	**165.43**	**879.46**	**1,333.74**	**339.97**

(₹ in Lacs)

	As At 31/03/2013	As At 31/03/2012
13. Inventories		
(valued at lower of cost or net realizable value)		
Traded Goods		
i) Government Bonds		
Nil (31 March 2012 : 250) Units of G-Sec 2034 August 7.5% Bonds	-	2,199.75
Nil (31 March 2012 : 50) Units of 8.26% GOI 2027 Bonds	-	482.25
ii) Other Bonds		
Nil (31 March 2012 : 3) Units of JP Associates Ltd July 2014 11.75% Bonds	-	30.00
Nil (31 March 2012 : 169,137) Units of Shriram Transport Finance Limited - NCD 9.75% 2015	-	1,649.09
Nil (31 March 2012 : 100,867) Units of 11.85% Shriram City Union Finance Limited	-	998.58
250 (31 March 2012 : 500) Units of 8.95% Infotel Broadband Services Limited	2,470.55	4,768.68
Nil (31 March 2012 : 200) Units of 9.65% Tourism Finance Corporation of India Limited	-	2,000.00
iii) Equity Shares		
620,000 (31 March 2012 : Nil) Equity Shares of Pipavav Defence & Offshore Engineering Company Limited	434.79	-
iv) Mutual Funds		
Nil (31 March 2012 : 570,971.20) Units of ICICI Prudential Sweep Plan Cash Option (Growth)	-	846.53
402,276.05 (31 March 2012 : 42,446.20) Units of Union KBC Liquid Fund (G) - Direct	4,715.53	454.88
Nil (31 March 2012 : 21,652,145.30) Units of Peerless Mutual Fund Liquid Fund Super Institutional Plan	-	2,500.00
Nil (31 March 2012 : 9,713,792.81) Units of Reliance Liquid Fund - TP-IP	-	2,500.00
Nil (31 March 2012 : 25,806,405.84) Units of ICICI Prudential Money Market Fund Cash Option (Growth)	-	385.39
Nil (31 March 2012 : 13,201,900) Units of ICICI Prudential Interval Fund II Qtrly Interval Plan B(Institutional)	-	1,500.00
5,000,000 (31 March 2012 : Nil) Units of ICICI Prudential Interval Fund Series VI Annual Interval	500.00	-
59,250,584.07 (31 March 2012 : Nil) Units of ICICI Prudential Mutual Fund Blended Plan B Direct Plan (G)	10,360.60	-
8,872,696.04 (31 March 2012 : Nil) Units of ICICI Prudential Mutual Fund Gilt Fund Treasury Direct Plan (G)	2,611.48	-
204,678.21 (31 March 2012 : Nil) Units of ICICI Prudential Money Market Fund-Direct(G)	328.10	-
2,199,043.65 (31 March 2012 : Nil) Units of ICICI Prudential Short Term Plan Inst Direct (G)	521.15	-
6,500,000 (31 March 2012 : Nil) Units of ICICI Prudential FMP Series 66-405 days PlanJ(G)-Direct	650.00	-
1,385,597.44 (31 March 2012 : Nil) Units of LIC Nomura Mutual Fund Liquid Fund-Growth	287.26	-
84,228.74 (31 March 2012 : Nil) Units of Reliance Mutual Fund Liquid Plan - Treasury Plan- Direct (G)	2,380.84	-
15,983,530.57 (31 March 2012 : Nil) Units of Reliance Mutual Fund Monthly Interval Fund Series II (G) Direct	2,500.00	-
Total	**27,760.30**	**20,315.15**

(₹ in Lacs)

	As At 31/03/2013	As At 31/03/2012
14. Trade receivables		
Unsecured, considered good		
Outstanding for a period exceeding six months from due date of payment	-	143.59
Others	4,418.09	236.77
	4,418.09	380.37
Less: Statutory Provision on Standard Assets	(19.75)	(5.01)
Total	**4,398.34**	**375.36**
15 Cash and Bank Balances		
15.1 Cash and Cash equivalents		
Cash in hand	**1.01**	**0.01**
Balance with banks		
In Current Accounts	915.44	3,124.51
Sub - Total	916.45	3,124.52
15.2 Other Bank Balances		
Fixed Deposits with original maturity for more than 3 months but less than 12 months	-	11,460.59
Current maturities of fixed deposits with original maturity of more than 12 months	13,131.66	3,046.23
Sub - Total	13,131.66	14,506.82
Total	**14,048.12**	**17,631.34**

Note :

Fixed Deposit of ₹ 13,000 Lacs (31 March 2012 : ₹ 13,150 Lacs) is offered as security against overdraft facility.

Particulars	For the Year Ended 31/03/2013	For the Year Ended 31/03/2012
16 Revenue from Operations		
16.1 Sale of Traded Goods (Refer note no. 16(i))		
Sale of Government & Corporate Bonds	21,127.69	38,673.85
Sale of Equity Shares	2,036.37	-
Sale of Commodities	439.34	-
Sale of Mutual Funds	165,852.01	11,503.71
Sub - Total	**189,455.41**	**50,177.57**
16.2 Revenue From Financial Services		
Fees from Advisory Services	0.02	276.95
Loan Processing Fees Received	532.98	700.95
Prepayment Charges Received	3.55	-
Sub - Total	**536.56**	**977.90**

(₹ in Lacs)

	Particulars	For the Year Ended 31/03/2013	For the Year Ended 31/03/2012
16.3	**Interest Income**		
	Interest on Loans given	7,633.31	3,909.43
	Interest on Bonds/Application Money for Bonds	769.12	1,354.21
	Interest on Bank Deposits	1,276.40	1,787.95
	Sub - Total	**9,678.84**	**7,051.60**
16.4	**Other Operating Income**		
	Loss in Future & Options	(44.20)	-
	Dividend on Current Investments	0.85	17.55
	Dividend on Long Term Investments	81.41	76.60
	Profit on sale of Non-Current Investments	58.32	-
	Net gain on sale of current investments	-	1,202.11
	Sub - Total	**96.39**	**1,296.27**
	Revenue from Operations **Total**	**199,767.19**	**59,503.33**
	Note		
	16(i) Details of Traded Goods		
	Government Securities	15,424.71	11,072.75
	Commercial Papers	-	2,500.00
	Corporate Bonds	5,702.98	24,704.94
	Equity Shares	2,036.37	396.16
	Commodities	439.34	-
	Mutual Funds	165,852.01	11,503.71
	Total	**189,455.41**	**50,177.57**
17.	**Other Income**		
	Late Payment Charges Received	-	1.59
	Gain on Sale of Fixed Assets	26.89	-
	Provisions no longer required written back	520.59	-
	Interest on Income Tax Refund	6.01	0.01
	Foreign Exchange Gain	-	0.05
	Bad Debts Recovered	747.00	-
	Prior Period Items	15.99	71.41
	Depository Charges Received	-	0.03
	Total	**1,316.49**	**73.09**

(₹ in Lacs)

Particulars	For the Year Ended 31/03/2013	For the Year Ended 31/03/2012
18. Purchase of Traded Goods (Refer note no. 18(i))		
Government & Corporate Bonds	11,033.62	26,040.68
Equity Shares	2,359.48	-
Commodities	427.86	-
Mutual Funds	180,557.33	19,609.50
Share transaction tax	4.97	-
Transaction Charges	2.83	-
Total	**194,386.09**	**45,650.18**
Note		
18(i) Details of Traded Goods		
Government Securities	10,500.00	11,059.54
Commercial Papers	-	2,426.60
Corporate Bonds	533.62	12,554.54
Equity Shares	2,359.48	-
Commodities	427.86	-
Mutual Funds	180,557.33	19,609.50
Total	**194,378.29**	**45,650.18**

	For the Year Ended 31/03/2013	For the Year Ended 31/03/2012	(Increase)/ Decrease
19 Changes in Inventories of Traded Goods			
19.1 Details at the end of the year			
Government Securities	-	2,682.00	(2,682.00)
Corporate Bonds	2,470.55	9,446.34	(6,975.79)
Equity Shares	434.79	-	434.79
Mutual Funds	24,854.96	8,186.80	16,668.16
Total	**27,760.30**	**20,315.15**	**7,445.16**

	For the Year Ended 31/03/2012	For the Year Ended 31/03/2011	(Increase)/ Decrease
19.2 Details at the beginning of the year			
Government Securities	2,682.00	2,777.98	(95.97)
Corporate Bonds	9,446.34	21,654.33	(12,207.99)
Equity Shares	-	348.90	(348.90)
Mutual Funds	8,186.80	-	8,186.80
Total	**20,315.15**	**24,781.21**	**(4,466.06)**

(₹ in Lacs)

Particulars	For the Year Ended 31/03/2013	For the Year Ended 31/03/2012
20. Employee Benefit Expenses		
Salaries, Wages and Bonus	1,814.98	2,089.73
Contribution to Provident Fund	29.50	24.25
Employees Stock Option Scheme Expenses	31.59	35.87
Reversal of ESOP Expenses on lapsed options	(19.33)	(155.74)
Gratuity Expenses (Note No. 24)	11.04	1.84
Staff Welfare Expenses	55.97	54.70
Total	**1,923.75**	**2,050.65**
21. Finance Costs		
Interest on Bank overdraft	5.92	23.20
Limit Processing Charges	-	1.83
Total	**5.92**	**25.03**
22. Depreciation and Amortization Expenses		
Depreciation of Tangible Assets	107.98	124.63
Amortization of Intangible Assets	6.01	4.63
Total	**113.99**	**129.26**
23. Other Expenses		
Advertisement Expenses	6.10	5.75
Bad Debts Written Off	144.45	301.62
Bank charges	0.91	11.63
Business Promotion Expenses	14.93	17.27
Computer Maintenance	11.17	9.22
Conveyance Expenses	12.33	3.26
Custodian Charges	1.00	1.00
Directors Sitting Fees	7.66	6.59
Donation	-	10.26
Electricity Charges	20.40	13.35
Exchange & Statutory Charges	1.26	1.60
Foreign Travelling Expenses	28.22	0.25
General Expenses	23.68	19.40
Insurance Charges	2.45	2.03
Lease Line Charges	0.10	3.22
Legal & Professional Fees	200.08	180.12
Listing Fees & Stock Exchange Fees	1.74	1.98
Loss On Sale Of Fixed Assets	-	4.87
Meeting & Conference Expenses	3.48	0.50
Membership & Subscription	6.44	3.86

(₹ in Lacs)

Particulars	For the Year Ended 31/03/2013	For the Year Ended 31/03/2012
Motor Car Expenses	2.31	56.21
Payment to Auditors (as per details given below)	6.56	7.41
Printing & Stationery	12.83	11.60
Postage & Stamps	3.15	2.57
Rates & Taxes	5.84	0.65
Recruitment & Training Expenses	70.09	26.22
Rent Paid	353.10	302.94
Software Expenses	2.38	17.22
Statutory Provision for Standard Assets	115.88	97.12
Telephone and Internet Expenses	31.08	25.77
Travelling Expenses	102.98	72.04
Total	**1,192.62**	**1,217.54**
Payment to Auditors Include		
As Auditor		
Statutory Audit Fees	4.55	4.55
Tax Audit Fees	0.50	0.50
Limited Review	1.15	1.15
Service Tax	0.06	0.06
In Other capacity		
Taxation Matters	-	0.60
Certification fees	0.30	0.55
Total	**6.56**	**7.41**

24. Gratuity and other post employment benefit plans (AS - 15)

The Company has a funded defined benefit obligation plan for gratuity under the Group Gratuity Scheme of Life Insurance Corporation of India.The company has created plan assets by contributing to the Gratuity Fund with LIC Of India.

The following tables summarise the components of the net employee benefit expenses recongnised in the Statement of Profit and Loss, and the fund status and amount recognised in the Balance Sheet for the gratuity benefit plan.

A) Principal actuarial assumptions as at the Balance Sheet date:

	31/03/2013	31/03/2012
Mortality	LIC 1994-96 (ultimate)	LIC 1994-96 (ultimate)
Discount Rate	8.00%	8.00%
Salary Escalation	5.00%	5.00%
Employee Attrition Rate	1.00% to 3.00%	1.00% to 3.00%

The following tables summarise the components of the net employee benefit expenses recognised in the Statement of Profit and Loss, and the fund status and amount recognised in the Balance Sheet for the gratuity benefit plan.

B) Changes in the present value of the defined benefit obligation are as follows:

(₹ in Lacs)

Particulars	2012-13	2011-12
Liability at the beginning of the Year	18.22	16.37
Interest Cost	1.46	1.31
Current Service Cost	7.37	6.89
Past Service Cost (non vested benefit)	-	-
Past Service Cost (vested benefit)	-	-
Benefits paid	-	-
Actuarial (Gain)/Loss	2.22	(6.36)
Liability at the end of the Year	**29.26**	**18.22**

C) The major catergories of plan assets as a percentage of the fair value of total plan assets are as follows:

Particulars	2012-13	2011-12
Investments with LIC of India	20.73	20.73
Actual return on plan assets	-	-
Contributions	5.71	-
Benefits Paid	-	-
Fair value of plan assets at the end of the year	**26.43**	**20.73**

D) Amount Recognized in Balance Sheet

Provision for Gratuity

Particulars	2012-13	2011-12
Liability at the end of the Year	30.04	18.22
Fair Value of plan assets at the end of the year	26.43	20.73
Difference	(3.60)	2.51
Unrecognised past service cost	-	-
Unrecognised transition liability	-	-
Amount in Balance Sheet	**(3.60)**	**2.51**

e) Statement of Profit and Loss

Net Employee Benefit Expenses (recognised in employee cost)

Particulars	2012-13	2011-12
Current Service Cost	7.37	6.89
Interest on defined benefit obligation	1.46	1.31
Expected returns on plan assets	-	-
Net actuarial losses/(gains) recognised in the year	2.22	(6.36)
Past Service Cost	-	-
Actuarial (gain)/losses	-	-
Total included in employee benefit expense	**11.04**	**1.84**

25. Employee Stock Option Plan

Date of grant	27/10/2009
Date of Board/Committee Approval	27/10/2009
Date of Shareholder's Approval	22/09/2009
Number of options granted	825,000
Method of Settlement (Cash/Equity)	Equity

Vesting Dates	No. of Options
01/11/2011	18,000
01/11/2012	229,500
01/11/2013	247,500
01/11/2014	330,000
Total	**825,000**

Exercisable period: Within 3 Years from the Vesting date

The details have been summarized below:

	Grant Date 27/10/2009			
	As At 31/03/2013		As At 31/03/2012	
	Number of Shares	Weighted Average Exercise Price (₹)	Number of Shares	Weighted Average Exercise Price (₹)
Outstanding at the beginning of the year	111,300	10	587,000	10
Add: Granted during the year	-	10	-	10
Less: Forfeited during the year	-	NA	-	NA
Less: Exercised during the year	24,900	10	10,700	10
Less: Expired/Lapsed during the year	28,650	NA	465,000	NA
Outstanding at the end of the year	57,750	10	111,300	10
Exercisable at the end of the year	-	NA	-	NA
Weighted average remaining contractual life (in years)		2		3
Weighted average fair value of options granted		116.82		118.79

The Black Scholes Model has been used for computing the weighted average fair value of options considering the following inputs:

	Year 4	Year 5
Exercise Price	₹ 10	₹ 10
Expected Volatility (%)	52.64%	52.64%
Historical Volatility	NA	NA
Life of the options granted in years	4	5
Expected dividends per annum (₹)	1	1
Average risk-free interest rate (%)	7.26%	7.26%

Effect of the employee share-based payment plans on the Statement of Profit and Loss and on its financial position:

(₹ in Lacs)

Particulars	As at 31/03/2013	As at 31/03/2012
Compensation cost pertaining to equity-settled employee share-based payment plan included above	46.22	63.11
Liability for employee stock options outstanding as at year end	67.60	130.28
Deferred compensation cost	21.38	67.17

Since the enterprise used the intrinsic value method, the impact on the reported net profit and earnings per share by applying the fair value based method is as follows:

In March 2005, ICAI has issued a guidance note on "Accounting for Employees Share Based Payments" applicable to employee based share plan the grant date in respect of which falls on or after 01st April, 2005. The said guidance note requires that the proforma disclosures of the impact of the fair value method of accounting of employee stock compensation accounting in the financial statements applying the fair value based method defined in the said guidance note. The impact on the reported net profit and earnings per share would be as follows:

Particulars	As at 31/03/2013	As at 31/03/2012
Profit as reported	7,658.29	4,084.60
Add: Employee stock compensation under intrinsic value method	(16.89)	(132.39)
Less: Employee stock compensation under fair value method	(17.90)	(134.05)
Proforma profit	**7,659.30**	**4,086.26**
Earnings per share		
Basic (₹)		
As reported	21.95	11.73
Proforma	21.95	11.73
Diluted (₹)		
As reported	21.46	11.46
Proforma	21.46	11.46

26. Segment Reporting (AS - 17)

The Company operates mainly in the business segment of fund based financing activity. All other activities revolve around the main business. Further, all activities are carried out within India. As such, there are no separate reportable segments as per the provisions of AS - 17 on 'Segment Reporting'.

27. Disclosures as required by Accounting Standard (AS - 18) 'Related Party Disclosures' in respect of transactions for the year are as under:

List of Related Parties over which control exists:

A) Enterprises over which Management and/or their relatives have control

1. Money Matters Infrastructure Private Limited
2. Parijat Properties Private Limited
3. Money Matters Advisory Pte Limited, Singapore — Wholly owned Subsidiary of Money Matters Research Private Limited (Upto 7th March, 2012)
4. Sukumar Properties Private Limited
5. My Idea Advisory Services Limited
6. Parshwanath Buildcon Private Limited
7. Realty Check Properties Private Limited

B) Key Management Personnel

1	Mr. Rajesh Sharma	Chairman & Managing Director (Upto 12 April, 2013)
2	Mr. Nitin Pandey	Director

C) Details of transactions during the year and closing balances as at the year end:

(₹ in Lacs)

Sr. No.	Particulars	Enterprises over which Management and/or their relatives have control		Key Management Personnel		Total	
		Year Ended 31/03/2013	Year Ended 31/03/2012	Year Ended 31/03/2013	Year Ended 31/03/2012	Year Ended 31/03/2013	Year Ended 31/03/2012
a	**Items in the Statement of Profit & Loss:**						
	Expenses						
	Rent Paid	183.17	197.78	0.04	0.12	183.21	197.90
	Salaries, Commission and other benefits	-	-	301.76	312.71	301.76	312.71
	Loss on Investment in Step Down Subsidiary	-	7.01	-	-	-	7.01
b	**Balance Sheet Items:**						
	i Loans Given	-	2.58	-	-	-	2.58
	iii Reimbursement of expenses						
	a) Expenses incurred for related parties	30.16	-	-	-	30.16	-
c	**Balance Sheet Items (Closing Balances):**						
	i Loans & Advances Given						
	Maximum Amount (Involved during the year)	-	7.01	-	-	-	7.01

28. Leases (AS - 19)

Operating Leases:

The Company has taken office premises, guest houses & motor car under operating lease and the leases are of cancellable/ non-cancellable in nature. The lease arrangement are normally renewable on expiry of the lease period at the option of the lessor/ lessee ranging from 3 to 5 years. Some of the lease agreements having lease period of five years have a lock in period of three years which are non-cancellable in nature. After the expiry of the lock in period, the lease agreement becomes cancellable in nature at the option of the lessor or the lessee by giving 1-3 months notice to the either party. There are no restrictions imposed by the lease agreement. There is no contingent rent in the lease agreement. There is escalation clause in some lease agreements. The future minimum lease payments in respect of the non cancellable leases are as follows :

Particulars		As At 31/03/2013	As At 31/03/2012
a)	Payable not later than one year	84.61	63.00
b)	Payable later than one year and not later than three years	131.18	84.25

The lease payments recognized in the Statement of Profit & Loss in respect of non-cancellable lease for the year are ₹ 64.33 Lacs (31 March 2012 : ₹8.75 Lacs).

The lease payments recognized in the Statement of Profit & Loss in respect of cancellable lease for the year are ₹ 267.49 Lacs (31 March 2012 : ₹293.67 Lacs).

The lease income recognized in the Statement of Profit & Loss Account for the year is ₹ Nil (31 March 2012 : ₹Nil /-).

29. Earnings Per Share (AS - 20)

Particulars			For the Year Ended 31/03/2013	For the Year Ended 31/03/2012
Net Profit after tax as per Statement of Profit and Loss	(A)	₹ In Lacs	7,658.29	4,084.60
Add: Exceptional Items (Loss on strike off of subsidiary)		₹ In Lacs	-	7.01
Net Profit after tax & before exceptional items as per the Statement of Profit and Loss	(B)	Nos.	7,658.29	4,091.61
Weighted average number of equity shares for calculating Basic EPS	(C)	Nos.	34,896,905	34,871,895
Weighted average number of equity shares for calculating Diluted EPS	(D)	Nos.	35,686,926	35,716,572
Basic earnings per equity share (in Rupees) (Face value of ₹ 10/- per share) (after exceptional items)	(A)/(C)		21.95	11.71
Diluted earnings per equity share (in Rupees) (Face value of ₹ 10/- per share) (After exceptional items)	(A)/(D)		21.46	11.44
Basic earnings per equity share (in Rupees) (Face value of ₹ 10/- per share) (Before exceptional items)	(B)/(C)		21.95	11.73
Diluted earnings per equity share (in Rupees) (Face value of ₹ 10/- per share) (Before exceptional items)	(B)/(D)		21.46	11.46

Particulars		For the Year Ended 31/03/2013	For the Year Ended 31/03/2012
Weighted average number of equity shares for calculating EPS	Nos.	34,896,905	34,871,895
Add: Equity shares arising on conversion of warrants	Nos.	736,618	745,217
Add: Equity shares for no consideration arising on grant of stock options under ESOP	Nos.	53,403	99,460
Weighted average number of equity shares in calculating diluted EPS	Nos.	35,686,926	35,716,572

30. Impairment of Assets (AS - 28)

The company believes that no impairment of assets arises during the year as per Accounting Standards - 28 "Impairment of Assets".

31. Contingent Liabilities

On account of bank guarantee to the Central Bureau of Investigation against release of cash ₹ 12.12 Lacs (31 March 2012 : ₹ 12.12 Lacs)

32. Capital and other commitments

a) Estimated amount of contracts remaining to be executed on capital account and not provided for ₹ 1,581.26 Lacs (31 March 2012 : ₹ 1,563.51 Lacs)

b) Other Commitments ₹ 1,323.51 Lacs (31 March 2012 : ₹ 3,500.00 Lacs)

33. Expenses in Foreign Currency

Foreign Travelling Expenses	₹ 18.38 Lacs (31 March 2012 : ₹ 0.25 Lacs)
Professional Fees	₹ Nil (31 March 2012 : ₹ 2.58 Lacs)

34. Details of dues to Micro and Small Enterprises as defined under the MSMED Act, 2006

Based on the intimation received by the Company, none of the suppliers have confirmed to be registered under "The Micro, Small and Medium Enterprises Development ('MSMED') Act, 2006". Accordingly, no disclosures relating to amounts unpaid as at the year end together with interest paid /payable are required to be furnished.

35. As per the Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007, the Company is required to make provision for standard assets at 0.25 percent of the Standard Assets. The Company has accordingly made provision of 0.25 percent on its standard assets as at 31st March, 2012. However, in light of the current market environment, considering credit and market risks, as a prudent practice, the Company has decided to adopt an additional provisioning whereby in addition to standard provisioning of 0.25 percent, the Company will make an additional provision of 0.25 percent. Consequently, the profits of the current year are lower by ₹ 106.50 Lacs.

36. The 4th warrant conversion period in relation to 3,726,086 outstanding warrants of the Company commenced from 27th December, 2012 and ended on 26th March, 2013. Warrant Conversion price was fixed at ₹ 106.07 (including premium of ₹ 96.07). Warrantholders holding 42,994 warrants opted for conversion to equity shares and the Company received an amount of ₹ 45.60 Lacs from the warrantholders who have exercised their option to convert warrants into equity shares. The shares were alloted on 5th April, 2013. The amount received has not been utilized for any purpose as at the end of the year. As on the end of the year, 3,683,092 warrants are outstanding.

37. Utilization of money received on conversion of warrants

During the year ended 31st March, 2013, the Company raised ₹ 45.60 Lacs towards conversion of 42,994 warrants into equity shares. As on 31st March, 2013, the said proceeds were not utilized & were parked in a separate bank account.

38. In the opinion of the Board, the Current Assets, Loans & Advances are realizable in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet. The provision for all known liabilities is adequate and not in excess of the amount reasonably necessary.

39. Previous year figures

Previous year figures have been regrouped and reclassified wherever necessary to confirm to current year's presentation.

As per our report of even date attached
For and on behalf of
KARNAVAT & CO.
Chartered Accountants
Firm Regn. No. 104863W

(Viral Joshi)
Partner
Membership No. 137686

Place : Mumbai
Date : 30th May, 2013

For and on behalf of the Board of Directors

(P. H. Ravikumar)
Managing Director

(Rajesh Sharma)
Director

(Ashok Agarwal)
Sr. Vice President Finance & Accounts

(Harish Agrawal)
Vice President & Company Secretary

Sr. No.	Name of the Subsidiary	Money Matters Securities Private Limited	Money Matters Distribution Company Private Limited	Money Matters Capital Private Limited	Money Matters Investment Advisors Private Limited	Money Matters Resource Private Limited	Money Matters Research Private Limited
1	Financial Year of the subsidiary ended on	31/03/2013					
2	Extent of the interest of the Company in the subsidiary at the end of the Financial Year of each						
	a) Number of Shares in the subsidiary company held by Money Matters Financial Services Limited. Nos.	25,000,000	5,000,000	2,500,000	5,000,000	50,000	150,000
	b) Sharesholding per cent in the subsidiary held by Money Matters Financial Services Limited. %	100%	100%	100%	100%	100%	100%
3	The net aggregate of profits, less losses, of the subsidiary company so far as it concerns the members of Money Matters Financial services Limited.						
	a) Not dealt with in the accounts of Money Matters Financial services Limited. to:						
	i) For the Financial Year ended 31st March, 2013 (₹ In Lacs)	170.49	37.62	12.66	8.82	(0.07)	2.20
	ii) For the previous financial years since it became a subsidiary (₹ In Lacs)	704.36	78.07	38.96	1,343.44	(0.57)	(6.38)
	b) Dealt with in the accounts of Money Matters Financial Services Limited to:						
	i) For the Financial Year ended 31st March, 2013	Nil	Nil	Nil	Nil	Nil	Nil
	ii) For the previous financial years since it became a subsidiary	Nil	Nil	Nil	Nil	Nil	Nil

For and on behalf of the Board

(P.H. Ravikumar)
Managing Director

(Rajesh Sharma)
Director

(Ashok Agarwal)
Sr. Vice President Finance & Accounts

(Harish Agrawal)
Vice President & Company Secretary

Place : Mumbai
Dated : 30th May, 2013

DETAILS OF SUBSIDIARY COMPANIES

(₹ in Lacs)

Sr. No.	Name of the Subsidiary	Money Matters Securities Private Limited	Money Matters Distribution Company Private Limited	Money Matters Capital Private Limited	Money Matters Investment Advisors Private Limited	Money Matters Resource Private Limited	Money Matters Research Private Limited
1	Share Capital	2,500.00	500.00	250.00	500.00	5.00	15.00
2	Reserves & Surplus	704.36	78.07	38.96	1,343.44	(0.57)	(6.38)
3	Total Assets	3,208.05	580.44	289.10	1,853.39	4.57	8.76
4	Total Liabilities	3,208.05	580.44	289.10	1,853.39	4.57	8.76
5	Investments	293.38	-	-	-	-	-
6	Revenue	9,639.05	1,661.21	21.89	3,186.75	-	6.19
7	Profit/(Loss) Before Tax	20.17	55.13	18.33	11.42	(0.28)	(0.14)
8	Provision for Taxation	(150.32)	17.51	5.66	2.60	(0.20)	(2.33)
9	Profit After Tax	170.49	37.62	12.66	8.82	(0.07)	2.20
10	Proposed Dividend	-	-	-	-	-	-

For and on behalf of the Board

(P.H. Ravikumar)
Managing Director

(Rajesh Sharma)
Director

Place : Mumbai
Dated : 30th May, 2013

(Ashok Agarwal)
Sr.Vice President Finance & Accounts

(Harish Agrawal)
Vice President & Company Secretary

NOTES

Capri Global Capital Limited

1-B, Court Chambers, 35, Sir Vithaldas Thackersey Marg,
New Marine Lines, Mumbai- 400 020.

Money Matters

Regd. Off: 1-B, 1st Floor, Court Chambers,
35, Sir Vithaldas Thackersey Marg,
New Marine Lines, Mumbai - 400 020.
Tel: +91 22 4354 8200 • Fax: +91 22 2201 9051

FORM A

1.	Name of the Company	Money Matters Financial Services Limited
2.	Annual financial statements for the year ended	31st March 2013
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	Not Applicable
5.	**Signed by-**	
	Managing Director	P. H. Ravikumar Managing Director
	Senior Vice President - Finance & Accounts	Ashok Agarwal SVP- F&A
	Auditor of the company	For M/s. Karnavat & Co., Chartered Accountants Viral Joshi Partner
	Chairman of Audit Committee	Beni Prasad Rauka Chairman of Audit Committee