FORM A

1.	Name of the company	**Visagar Financial Services Limited**
2.	Annual financial statements for the year ended	31st March 2015
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	N.A.
5.	To be signed by:-	(Arvind Desai) Whole-time Director (Suranjan Upadhyay) Audit Committee Chairman For Sudhir M. Desai & Co. (Firm Registration No. 125516W) Sudhir M Desai Proprietor M. No. 041999 SUDHIR M. DESAI & CO. CHARTERED ACCOUNTANTS MUMBAI

VISAGAR

you dream. we create.

VISAGAR FINANCIAL SERVICES LIMITED

22ND ANNUAL REPORT 2014-15

VISAGAR FINANCIAL SERVICES LIMITED

22ND ANNUAL REPORT 2014-15

COMPANY INFORMATION

- ***BOARD OF DIRECTORS:*** Mr. Pramod Kumar Goenka (Chairman & Director)
  Mr. Arvind G Desai (Whole-Time Director)
  Mr. Tilokchand Kothari (Director)
  Mr. Suranjan Upadhyay (Director)
  Mrs. Asha Kothari (Director)
  (Appointed w.e.f. 28th March 2015)

- ***BANKERS :*** HDFC Bank Ltd.

- ***AUDITORS :*** **M/s. Sudhir M Desai & Co.**
  Chartered Accountants

- ***REGISTERED OFFICE :*** 907-908, Dev Plaza, 9th Floor, S. V. Road,
  Andheri – West, Mumbai – 400 058.

- ***REGISTRAR & SHARES TRANSFER AGENT:*** **Adroit Corporate Services (P) Ltd.**
  19/20 , Jafferbhoy Industrial Estate, 1st floor,
  Makwana Road, Marol Naka,
  Andheri (East), Mumbai – 400 059.
  Tel.No. 42270400/2850 3748
  Email id: info@adroitcorporate.com
  Website www.adroitcorporate.com

- ***ISIN NO. :*** **INE309H01020**

- ***Company Website:*** www.vfsl.org

- ***Email:*** info@visagar.com

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NOTICE

NOTICE is hereby given that the **22nd Annual General Meeting** of the Members of **M/s. VISAGAR FINANCIAL SERVICES LIMITED** will be held on Wednesday, **30th September 2015** at 03.00 p.m. at 1008/1009, Gold Crest Centre, L T Road, Borivali West, Mumbai – 400 092, India to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 and Profit & Loss Account of the Company for the year ended on that date together with the Reports of Directors and Auditors thereon.

2. To appoint a Director in place of Mr. Pramod Goenka (DIN: 00869599), who retires by rotation and being eligible, offers himself for re-appointment.

3. To appoint a Director in place of Mr. Tilokchand Kothari (DIN: 00413627), who retires by rotation and being eligible, offers himself for re-appointment.

4. To re-appoint M/s. Sudhir M Desai & Co., Chartered Accountants (Firm Registration No. 125516W), Mumbai, pursuant to the provisions of Section 139 of the Companies Act, 2013 as the Statutory Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration and for that purpose to pass the following Resolution which will be proposed as an Ordinary Resolution with or without modifications(s):

   "RESOLVED THAT pursuant to the provisions of Section 139, 144 and other applicable provisions, if any, of the Companies Act, 2013, M/s. Sudhir M Desai & Co., Chartered Accountants (Firm Registration No. 125516W), Mumbai, the retiring Statutory Auditors, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Meeting upto the conclusion of the next Annual General Meeting of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors and the Auditors in addition to re-imbursement of actual out of pocket expenses, as may be incurred in the performance of their duties."

SPECIAL BUSINESS

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

   "RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendment thereto or re-enactment thereof for the time being in force), Mr. Suranjan Upadhyay (DIN: 05287812), Director of the Company who retires by rotation at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing candidature of Mr. Suranjan Upadhyay for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office upto September 29, 2020 or as on the date of 27th Annual General Meeting, whichever is earlier."

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

   "RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to approval of members in Annual General Meeting, Mrs. Asha Kothari (DIN : 01040247), who was appointed as an Additional Director of the Company and who holds office upto the date of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 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 a Special Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 14 of the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) consent of the members be and are hereby accorded to the Company to amend the existing Articles of Association of the Company by substituting the new set of Articles of Association.

RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as it may in its absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to the aforesaid resolution."

Registered Office:
907/908, Dev Plaza, Opp. Andheri Fire Station,
S.V. Road, Andheri (West),
Mumbai – 400058

By Order of the Board of Directors
For Visagar Financial Services Limited
Sd/-

Arvind Desai
Whole-time Director
(DIN: 00353903)

Place: Mumbai
Date: 14.08.2015

NOTES:

1. **A member entitled to attend and vote at the Annual General Meeting ("meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself /herself and the proxy need not be a member of the Company. The instrument appointing the proxy in the Proxy Form (MGT 13), in order to be effective, shall be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.**

   A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.

2. Corporate Members intending to send their representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.

3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

4. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.

5. The Company has notified closure of Register of Members and Share Transfer Books from September 24, 2015 to September 30, 2015 (both days inclusive) for the purpose of annual book closure.

6. Members, holding shares in physical form, are requested to notify changes in address, if any, to the Registrars of the Company immediately, quoting their folio numbers. Members, holding shares in dematerialized form, should send the above information to the respective Depository Participants.

7. Members are requested to quote their Registered Folio Nos. on all correspondence with the Company.

8. Members desirous of getting any information in relation to the Company's Annual Report 2014-15 are requested to address their query (ies) well in advance, i.e. at least 10 days before the Meeting, to the Secretary of the Company to enable the Management to keep the information readily available at the Meeting.

9. Members/Proxies should bring the attendance slip duly filled in, for attending the Meeting. The Attendance slip is sent with this Annual Report. Members, who hold shares in Electronic Form, are requested to bring their Depository ID Number and Client ID Number to facilitate their identification for recording attendance at the forthcoming Annual General Meeting.

10. Members holding shares in single name and physical form are advised to make nomination in respect of shareholding in the Company. Members can avail of the Nomination facility by filing Form SH-13 with the Company or its Registrar. Blank forms will be supplied on request. In case of shares held in Demat form, the nomination has to be lodged with their DP.

11. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to M/s. Adroit Corporate Services (P) Ltd., for consolidation into a single folio.

12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts(s). Members holding shares in physical form can submit their PAN details to M/s. Adroit Corporate Services (P) Ltd., 19/20 , Jafferbhoy Industrial Estate, 1st floor, Makwana Road, Marol Naka, Andheri (East), Mumbai – 400 059.

13. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

14. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during office hours on all working days except Saturdays between 11.00 a.m. to 1.00 p.m. up to the date of declaration of the result of the Annual General Meeting of the Company.

15. Electronic copy of the Notice of the 22nd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 22nd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

16. Members may also note that the Notice of the 22nd Annual General Meeting and the Annual Report for 2014-15 will also be available on the Company's website www.vfsl.org for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: info@visagar.com.

17. Voting through electronics means:

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 33rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The remote e-voting period commences on September 27, 2015 (10.00 am) and ends on September 29, 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 24, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The process and manner for remote e-voting are

- Open the attached PDF file "e-Voting.pdf" giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting

- Launch the internet browser by typing the URL https://www.evoting.nsdl.com/

- Click on "Shareholder-Login":

- Put user ID and Password noted in step (A) above as the initial password and click login. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for Login. if you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com

- If you are logging in for the first time, Password Change Menu appears. Change the Password of your choice with minimum 8 digits / characters or a combination thereof. Please note the new Password for all the future e-voting cycles offered on NSDL e-voting Platform. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.

- Home page of remote "e-voting" opens. Click on "e-voting": Active Voting Cycles.

- Select "EVEN (E-Voting Event Number)" of **VISAGAR FINANCIAL SERVICES LIMITED**. You can login any number of times on e-voting platform of NSDL till you have voted on the resolution during the voting period.

- Now you are ready for "e-voting" as "Cast Vote" Page opens.

- Cast your vote by selecting appropriate option and click "Submit" and also "Confirm" when prompted. Kindly note that vote once cast cannot be modified.

- Institutional shareholders (i.e. other than individuals, HUF, NRIs, etc.) are also required to send scanned copy (PDF/JPG format) of the relevant board resolution /authority letter, etc. together with the attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through email at: skjaincs1944@gmail.com with a copy marked to evoting@nsdl.co.in.

B: In case a Member receives physical copy the Notice of the 22nd AGM [for Members whose email IDs are not registered with the Company/Depository Participants(s) or requesting Physical Copy]

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the 33rd AGM:

EVEN (E-Voting Event Number) USER ID PASSWORD/PIN_____

(ii) Please follow Sl. No.(i) to Sl. No. (xi) above to cast vote.

I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com

II. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote

III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IV. Dr. S. K. Jain, Practicing Company Secretary (Membership No. 1473 & COP 3076) and Proprietor of S. K. Jain and Company has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner Profile of Directors to be re-appointed/appointed pursuant to Clause 49 of the Listing Agreement.

Other information:

- Login to e-Voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to re-set the same.

- Please note that you can use this login exclusively for voting on the Resolutions placed by the companies of which you are a shareholder.

- Please note that if you have opened 3-in-1 account with ICICI Group i.e. bank account and demat account with ICICI Bank Limited and trading account with ICICI Securities Limited, you can access e-Voting website of NSDL through their website viz.; www.icicidirect.com for the purpose of casting your votes electronically by using your existing user ID and password used for accessing the website www.icicidirect.com. Please note that in case you are not able to login through the ICICI direct website, you can also access the e-Voting system of NSDL by using your existing user ID and password for the e-Voting system of NSDL.

18. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on September 24, 2015.

19. Since the Company is required to provide members facility to exercise their right to vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 24, 2015 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.

20. The Results shall be declared on or after the Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.vfsl.org and on the website of NSDL within two(2) days of passing of the resolutions at the 22nd Annual General Meeting of the Company and shall be duly communicated to the BSE Limited.

21. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during office hours on all working days except Saturdays between 11.00 a.m. to 4.00 p.m. up to the date of declaration of the result of the 22nd Annual General Meeting of the Company.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO: 5

Mr. Suranjan Upadhyay (DIN: 05287812) is a Non-Executive Independent Director on the Board of the Company since 2012. Mr. Upadhyay is liable to retire by rotation at this Annual General Meeting under the provisions of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

In terms of the provisions of Section 149 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, Mr. Upadhyay is proposed to be appointed as an Independent Director for a term upto September 29, 2020 or as on the date of the 27th Annual General Meeting, whichever is earlier, not liable to retire by rotation.

The Company has received a notice in writing from a Member along with the deposit of Rs. 1,00,000/- under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Upadhyay for the office of Director of the Company.

Mr. Upadhyay is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. The Company has also received declaration from him that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013.

Mr. Upadhyay is a Chartered Financial Analyst, Company Secretary, Cost and Works Accountant, Post Graduate from Lucknow. He has immense vast experience in the field of Financial Management, Secretarial Functions, Taxation, Accounts and Administration. He is also specialized in Strategic planning, Merger & Amalgamations. He has been a part of Company's decision making, quality and regulatory operations and has played an imperative role in formulating the business strategies.

Your directors recommend the resolution at Item no. 5 for the approval of Members as an Ordinary Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives, except Mr. Upadhyay, is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

ITEM NO: 6

Mrs. Asha Kothari was appointed by the Board of Directors of the Company pursuant to Section 161 of the Companies Act, 2013 as an Additional Director on the Board with effect from 28th March, 2015. Mrs. Kothari holds office as a Director of the Company upto the date of the ensuing Annual General Meeting. The Company

has received a notice in writing from a member proposing candidature of Mrs. Asha Kothari alongwith deposit of Rs. 1,00,000/- under Section 160 of the Companies Act, 2013 for the office of Director of the Company.

Mrs. Asha Kothari is holding directorship on the Board of various Companies, including that of Media, Registrar Services, Investment Companies, etc. Your Directors are hopeful that Mrs. Kothari being on Board shall be beneficial for the Company in terms of her expert guidance to the Board in making informed decision.

Your directors recommend the resolution at Item no. 6 for the approval of Members as an Ordinary Resolution.

Except, Mrs. Asha Kothari, being an appointee and her relative Mr. Tilokchand Kothari, Director, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice. This Explanatory Statement may also be regarded as a disclosure under revised Clause 49 of the Listing Agreement with the Stock Exchange.

ITEM NO: 7

The existing Articles of Association (AOA) of the Company are based on the provisions of erstwhile Companies Act, 1956 and several regulations in the existing Articles of Association are no longer in conformity with the new Companies Act, 2013.

Since many sections of the New Act have come into force, several regulations of the existing AOA of the Company requires alteration or deletions. In order to avoid future uncertainties, it is decided to amend and adopt the new set of Articles of Association of the Company as provided under Table F of the Companies Act, 2013 in place of the existing Articles of Association.

Your directors recommend the resolution at Item no. 7 for the approval of Members as a Special Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7.

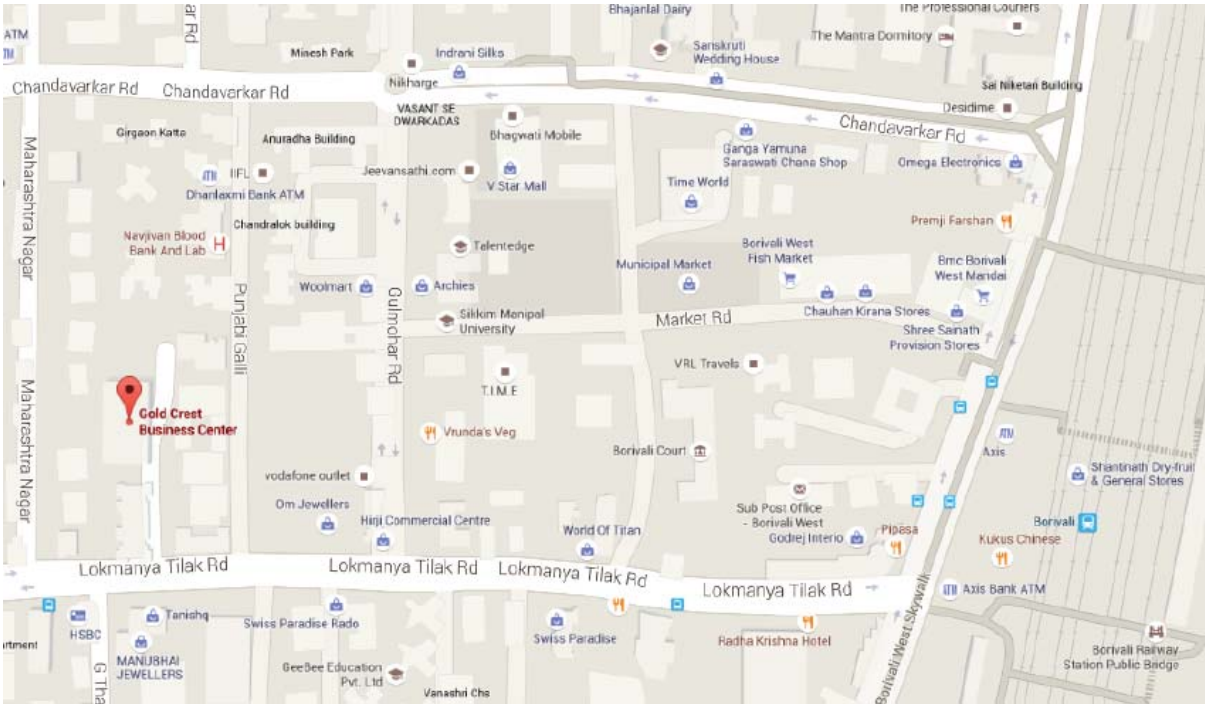
Annexure to Notice

Details of the Directors seeking appointment/re-appointment in forthcoming Annual General Meeting
(In pursuance of Clause 49 of the Listing Agreement)

Name of Director	**Mr. Pramod Goenka**	**Mr. Suranjan Upadhyay**	**Mr. Tilokchand Kothari**	**Mrs. Asha Kothari**
Age	58 years	49 years	50 years	47 years
Date of Appointment	15.09.2005	13.07.2012	15.01.2011	28.03.2015
Expertise in specific functional areas	28 years of experience in the field of Finance planning.	Mr. Upadhyay is a qualified Chartered Financial Analyst, Company Secretary, Cost and Works Accountant. He has very good experience in the field of Financial Management, Secretarial Functions, Taxation, Accounts and Administration. He is also specialized in Strategic planning, Mergers & Amalgamation.	30 years of experience in the field of Textile Manufacturing and Marketing. He has been successfully managing the textile business and also ventured into Media production & distribution and trading business.	Mrs. Asha Kothari is holding directorship on the Board of various Companies, including that of Media, Registrar Services, Investment Companies, etc. She has an experience of practical handling of various businesses.
Qualifications	Graduate	Chartered Financial Analyst; Company Secretary; Cost and Works Accountant	Graduate	Graduate
List of Limited Companies in which outside Directorship held as on 31.03.2015	Shree Venkatesh Steels Limited	None	- Visagar Polytex Limited - Maharashtra Corporation Limited - Shalimar Productions Limited - Sagar Portfolio Services Limited - Trisha Media Limited	- Sagar Portfolio Services Limited - Trisha Media Limited
No. of Shares held in the Company	None	None	50,000 Shares	None

**The Directorship above does not include Directorship held with Private and foreign companies and companies registered under Section 8 of the Companies Act, 2013.*

ROUTE FOR THE VENUE OF ANNUAL GENERAL MEETING FROM BORIVALI STATION



DIRECTORS' REPORT

The Members,
VISAGAR FINANCIAL SERVICES LIMITED

Your Directors are pleased to present their **22nd Annual Report** together with the Balance Sheet and the Profit and Loss Accounts for the financial year ended March 31, 2015 and the Auditors Report thereon.

BUSINESS PERFORMANCE:

(Rs. In Lacs)

Particulars	Year Ended 31-03-2015	Year Ended 31-03-2014
Total Revenue	61.52	(49.27)
Less: Total Expenses	25.04	(26.41)
Profit before Tax	**7.95**	**(75.68)**
Less : Provision For Tax	2.5	-
Less : Deffered Tax	-	-
Less : Short/ Excess earlier year	-	-
Profit/ (Loss) after Tax	**5.45**	**(75.68)**

- **STATEMENT OF COMPANY AFFAIRS**

  Your Company posted good financial results during the year under review. Total Revenue of the Company has increased from a negative of Rs. (49.27) Lakhs to a affirmative Rs. 61.52 Lakhs and the net profit of the Company increased from (75.68) Lakhs to Rs. 5.45 Lakhs.

  Your Directors are expecting to increase the volume of business in the coming years and are all the efforts in this direction.

- **DIVIDEND:**

  The Board of Directors has not recommended any dividend on the Share Capital of the Company for the period ended 31st March, 2015 considering the current cash flow position of the company.

- **SHARE CAPITAL:**

  The Issued, Subscribed & Paid up Capital of the Company as on 31st March 2015 stands at Rs. 65,018,000/- divided into 32,509,000 Equity Shares of Rs. 2/- each. During the period under review, the Company has not issued shares with differential voting rights nor granted any stocks options or sweat equity.

- **FIXED DEPOSITS:**

  The Company has not accepted any deposit from the general public within the meaning of section 73 of the Companies Act, 2013 and the rules made there under.

- **INSURANCE:**

  The fixed assets of the Company have been adequately insured.

- **DIRECTORS:**

  In accordance with the provisions of section 152[6] of the Act and in terms of Articles of Association of the Company, Mr. Pramod Goenka [DIN: 00869599] and Mr. Tilokchand Kothari [DIN: 00413627] will retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for reappointment. The Board recommends their reappointment.

  In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Suranjan Upadhyay (DIN 05287812) being eligible and offering himself for appointment is proposed to be appointed as an Independent (Non-Executive) Director for five consecutive years from the date of Annual General Meeting to be held on September 30, 2015 upto September 29, 2020 or upto the date of Annual General Meeting to be held in the calendar year 2020, whichever is earlier. Mrs. Asha Kothari who has been appointed as an Additional Director (Non-Executive) w.e.f. 28th March, 2015 and holds office till the ensuing Annual General Meeting of the Company is proposed to be re-appointed as Non-Executive Director liable to retire by rotation. Notices have been received from members proposing Mr. Upadhyay as a candidate for the office of Independent Director and Mrs. Asha Kothari as a candidate for the office of Non-Executive Director of the Company.

  In the opinion of the Board, Mr. Upadhyay fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company. The Board considers that having Mr. Upadhyay and Mrs. Kothari on the Board would be of immense benefit to the Company.

- **DECLARATION FROM INDEPENDENT DIRECTORS:**

  The Company has received declarations from all the Independent Directors confirming that they meet with the criteria of independence as prescribed both under Section 149 (6) of the Companies Act, 2013 and under Clause 49 of the Listing Agreement with the BSE.

- **DIRECTORS AND KEY MANAGERIAL PERSONNEL APPOINTED OR RESIGNED:**

  The Board of Directors have appointed Mrs. Asha Kothari as an Additional Director (Non-Executive) of the Company who holds office till the ensuing Annual General Meeting of the Company. The Board passed a resolution by circulation pursuant to the provisions of section 175 of the Companies Act, 2013 and considered the appointment of Mrs. Asha Kothari as an Additional Director (Non-Executive) w.e.f. 28th

March, 2015. Accordingly a resolution seeking approval of shareholders for her appointment is included at Item No.6 of the Notice convening the Annual General Meeting. The Board recommends your approval towards re-appointment of Mrs. Kothari.

- **MEETINGS OF THE BOARD:**

During the year ended 31st March 2015, Eight (8) Board Meetings were held by the Company on 29th May 2014; 9th June 2014; 25th July 2014, 13th August 2014; 27th August 2014; 14th October 2014; 14th November 2014 and 14th February 2015.

The intervening gap between the meetings was as prescribed under the Companies Act, 2013 and Clause 49 of the Listing Agreement entered with the BSE..

- **AMALGAMATION/MERGER:**

During the year under review, the Board in its Meeting held on October 14, 2014, had decided to amalgamate M/s. Sagar Portfolio Services Limited (SPSL), an Investment Company with our Company. A draft scheme of amalgamation was also approved by the Board. But later on due to the fallout between the Company with Sagar Portfolio Services Limited, it was decided to put on hold the proposed amalgamation.

- **DIRECTORS' RESPONSIBILITY STATEMENT**

As required under Section 134(5) of the Companies Act, 2013, the Directors state that:

a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
d) the directors had prepared the annual accounts on a going concern basis;
e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively and
f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

- **EXTRACT OF ANNUAL RETURN:**

  The details forming part of the extract of Annual Return in Form MGT-9 as required under Section 92 of the Companies Act, 2013 (herein after referred to as "the Act") forms an integral part of this Report as "**Annexure A**".

- **AUDIT COMMITTEE:**

  The Audit Committee of the Board of Directors of the Company, comprises of three (3) Members, namely Mr. Suranjan Upadhyay, Mr. Pramod Kumar Goenka and Mr. Arvind Desai The aforesaid Members of the Committee operates in the capacity of Independent, Non-Executive & Executive Director respectively. The Chairman of the Committee is Mr. Suranjan Upadhyay who is an Independent Director. The terms of reference of this Committee are quite comprehensive and are in conformity with the provisions of Clause 49 (III) of the Listing Agreement as well as Section 177 of the Companies Act, 2013. During the period ended 31st March, 2015, five (5) Meetings of Audit Committee were held on May 29, 2014; August 13, 2014; August 27, 2014; November 14, 2014 and February 14, 2015. The Board accepted the recommendations of the Audit Committee whenever made by the Committee during the year.

- **STAKEHOLDERS' RELATIONSHIP COMMITTEE**

  The Committee oversees all the matters relating to Shareholders'/Investors' grievances/complaints. The Committee consists of three members, namely Mr. Suranjan Upadhyay, Mr. Pramod Kumar Goenka and Mr. Arvind Desai. The aforesaid Members of the Committee operates in the capacity of Independent, Non-Executive & Executive Director respectively. The Committee is chaired by a Non-Executive Independent Director. During the year ended March 31, 2015, Four (4) Committee Meetings were held on May 29, 2014; August 13, 2014; November 14, 2014 and February 14, 2015.

- **NOMINATION & REMUNERATION COMMITTEE**

  The Committee consists of three (3) Members, namely Mr. Pramod Kumar Goenka (Non-Executive Director), Mr. Suranjan Upadhyay (Independent, Non-Executive Director) and Mr. Arvind Desai (Executive Director). During the year ended March 31, 2015, One (1) Committee Meeting was held on May 29, 2014.

- **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

  The Company has in place an established internal control system designed to ensure proper recording of financial and operational information, compliance of various internal controls and other regulatory and statutory compliances. Internal Audit is conducted throughout the organization by qualified independent Internal Auditors. Findings of the Internal Audit Report are reviewed by the Management and by the Audit Committee of the Board and proper follow up action are ensured wherever required.

- **CHANGE IN THE NATURE OF BUSINESS:**

  During the period under review, there is no change in the nature of business of the Company. The

Company continues to operate in the NBFC (Non Banking Financial Company) Sector.

- **NOMINATION AND REMUNERATION COMMITTEE POLICY:**

The Board has, on the recommendation of the Nomination & Remuneration committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is appended as "**Annexure B"** to this Report .

- **INDEPENDENT DIRECTORS MEETING**

During the year, no separate Meeting of the Independent Directors was held as there was only one Director throughout the year. However, a Meeting of Mr. Suranjan Upadhyay and Mr. Pramod Goenka was held on February 14, 2015 reviewing the performance the Executive Directors and working of the Company.

- **BOARD EVALUATION:**

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an Annual Performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its various Committees.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board excluding the Directors being evaluated. The performance evaluation of the Chairman and Non-Independent Directors was carried out by the Independent Directors at their separate meeting.

- **AUDITORS & AUDITORS REPORT:**

M/s. Sudhir M. Desai & Co., the Auditors retire at the ensuing Annual General Meeting and being eligible offer themselves for reappointment. The Company has received a letter from Auditors to the effect that their appointment if made it would be within the prescribed limits under Section 139 of the Companies Act, 2013.

The Statutory Auditors M/s. Sudhir M. Desai & Co., Chartered Accountants have issued their reports on Standalone Financial Statements for the year ended 31st March 2015. There are no adverse remarks or qualifications in the said report. The Notes on Accounts referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

Your Directors recommend reappointment of M/s. Sudhir M. Desai & Co. as the Auditors of the Company.

- **SECRETARIAL AUDIT REPORT:**

  In compliance with the provisions of Sec 204 and other applicable provisions of Companies Act 2013, a secretarial audit was conducted during the year by Secretarial Auditors M/s. Rituraj & Associates. The Secretarial Auditor's Report is attached as annexure and form part of this report. The following observations are made by the Secretarial Auditors in their Audit Report to which we are giving our clarification.

  i. ***The Company has not appointed Company Secretary under Section 203 of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment of and Remuneration of Managerial Personnel) Rules, 2014***

  In this regard, your Directors wish to state that the Company had made an honest attempt to appoint a Company Secretary. However, due to its inability to give remuneration at par with the market standards, the same could not be appointed. In spite of this, your Company is determined to appoint a Company Secretary as soon as possible and comply with the provisions under Section 203 of the companies Act, 2013 read with Rule 8 of the Companies (Appointment of and Remuneration of Managerial Personnel) Rules, 2014.

  ii. ***Composition of Board of Directors is not as per Section 149 of the Companies Act, 2013 read with Rules 3 to 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement***

  Your Directors have been trying to fill up the vacancy for two Independent Directors on the Board of the Company. Since our Company, being a NBFC, it is highly desirable to appoint someone from financial background. During the year, Company had approached some individuals regarding the same but nothing has been worked out. We are in continuous search of qualified and experienced Individuals who can with their expertise turn around the fortunes of the Company. Your Director further affirms they are determined appoint such number of Independent Directors as soon as possible on the Board to make it consonant with the Listing Agreement as well as Companies Act, 2013.

  iii. ***The Company has not constituted Committees under Section 177 & 178 of the Companies Act, 2013 read with Rules 6 & 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Clause 49 of the Listing Agreement***

  The constitution of Committees is improper as the numbers of Independent Directors on the Board of the Company are deficient. As soon as new Independent Directors are appointed on the Board, the Committees will be reconstituted with appropriate mix of Independent, Non-Executive & Independent Directors.

  The Secretarial Audit Report forms part of this Notice as "**Annexure C**".

- **INTERNAL AUDITOR:**

  The Company has appointed M/s. RNA & Associates, Chartered Accountants, (Firm Registration No. 136734W) as Internal Auditor of the Company as per Section 138 of the Act for the purpose of reporting for the financial year 2014-15.

- **RISK MANAGEMENT:**

  Risk Management is the process of identification, assessment, and prioritization of risks followed by coordinated efforts to minimize, monitor and mitigate/control the probability and/or impact of unfortunate events or to maximize the realization of opportunities. The Company has laid a comprehensive Risk Assessment and Minimization Procedure, which is reviewed by the Audit committee and approved by the Board from time to time. These procedures are reviewed to ensure that executive management controls risk through means of a properly defined framework.

- **RELATED PARTY TRANSACTIONS:**

  All contracts/arrangements/transactions entered by the Company during the year ended 31st March 2015 with related parties were in the ordinary course of business and on an arm's length basis. There were no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of Company at large. Since no related party transactions have been entered into by the during the year, hence Form AOC-2 is not applicable to the Company.

  The policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at the link: http://vfsl.visagar.com/attachments/policyrtp.pdf. The Disclosures on related party transactions are set out in Notes to the Financial Statement.

- **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY THE COMPANY UNDER SECTION 186:**

  Details of Loan, Guarantees and Investments covered under the provisions of the Act, are disclosed in the notes to the Financial Statements.

- **MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY:**

  During the year ended 31st March 2015, there were no material changes and commitments affecting the financial position of the Company have occurred between the period ended 31st March 2015 to which financial results relate and the date of the Report.

- **CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:**

  Since the provisions as laid down in the Section 135 of the Companies Act, 2013 are not applicable to the Company, hence no such Committee has been formed. However, Company had always tried in its best possible ways to involve itself in social development activities.

- **DEMATERIALISATION OF SHARES:**

  Your Company has connectivity with the National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL) for dematerialization of its Equity Shares. The ISIN No. **INE309H01020** has been allotted for the Company Shares. Therefore, the members and/or investors may keep their shareholdings in the electronic mode with their Depository Participant.

- **LISTING OF SHARES:**

  Equity Shares of the Company are listed with the Bombay Stock Exchange Limited. The Annual Listing Fees to the Stock Exchange has been duly paid by the Company.

- **VIGIL MECHANISM/WHISTLE BLOWER POLICY:**

  The Company has a vigil mechanism policy in place to enable the Directors and employees to report their genuine concerns or grievances by having a direct access to the Chairman of the Audit Committee and the Chief Financial Officer of the Company.

  The Vigil Mechanism provides a channel to the employees to report to the management concerns about unethical behaviour, actual or suspected fraud or violation of the Codes of Conduct or policy and also provides for adequate safeguards against victimization of employees by giving them direct access to the Chairman of the Audit Committee in exceptional cases.

  The Policy covers malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of Company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers concerning its employees.

  The Whistle Blower Policy is of the Company is also posted on the website of the Company - http://vfsl.visagar.com/attachments/whistleblowerpolicy_Vigilmechanism.pdf.

- **CORPORATE GOVERNANCE:**

  As per the annexure to SEBI circular CIR/CFD/Policy CELL/2014 dated September 15,2014 the compliance with the provisions of clause 49 shall not be mandatory in respect of companies having paid up equity share capital not exceeding Rs.10 crore and Net worth not exceeding Rs.25 crore as on the last day of the previous financial year.
  As on 31st March 2015, the Equity Share Capital is Rs. 65,018,000 and Net worth is Rs. 122,970,575. Therefore, the revised Clause 49 is not mandatory for your Company with effect from 1st October 2014. Hence, the company is not providing a separate report on corporate governance, management discussion and analysis and also a certificate from the Company's Auditors confirming the compliance of Corporate Governance.

- **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:**

  There are no significant and material orders passed by the Regulators/Courts which would impact the going concern status of the Company and its future operations.

- **MANAGEMENT DISCUSSION AND ANALYSIS:**

  Management Discussion and Analysis Report is appended as **"Annexure D"** to this Annual Report.

- **PARTICULARS OF EMPLOYEES:**

  There was no such person employed during the year, who was in receipt of Rs.60 lacs per annum or more and none of the employee employed for part of the financial year was in receipt of remuneration of Rs.5 lacs per month or more.

  The information required pursuant to Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the Report and Accounts are being sent to the Members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing AGM. If any Member is interested in obtaining a copy thereof, such Member may write to the Compliance Officer in this regard.

- **SEXUAL HARASSMENT POLICY:**

  The Company has in place an Anti Sexual Harassment Policy in line with the requirements of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Committee has been set up to redress the complaints received regarding sexual harassment at workplace. All employees including trainees are covered under this policy.

  The following is the summary of sexual harassment complaints received and disposed off during the current financial year.

  Number of Complaints received: Nil Number of Complaints disposed off: Nil

- **ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE:**

  There was no technology absorption and no foreign exchange earnings or outgo, during the year under review. Hence, the information as required under Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 is to be regarded as Nil.

  The Company has not entered into any technology transfer agreement.

- **ACKNOWLEDGEMENT:**

  Your Directors take the opportunity to express their grateful appreciation for the excellent assistance and co-operation received from their Bankers, Customers etc. Your Directors also thank all the shareholders for their continued support and all the employees of the Company for their valuable services during the year.

By Order of the Board of Directors
For Visagar Financial Services Limited
Sd/-
Arvind Desai
Whole-time Director
(DIN: 00353903)

Place: Mumbai
Date: 30.05.2015

Annexure - A

Form No. MGT-9

Extract of Annual Return as on the financial year ended 31st March 2015

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration)Rules,2014]

I. REGISTRATION AND OTHER DETAILS:

i.	CIN	L99999MH1994PLC076858
ii.	Registration Date	01.03.1994
iii.	Name of the Company	**VISAGAR FINANCIAL SERVICES LIMITED**
iv.	Category/Sub - Category of the Company	
	Category	Company Limited by Shares
	Sub - Category	Indian Non-Government Company
v.	Address of the Registered Office	907-908, Dev Plaza, 9th Floor, Opp. Andheri Fire Station, S.V. Road, Andheri (W), Mumbai- 400058
	Contact Details	022- 6742 4815 Email id: info@visagar.com
vi.	Whether listed company	Yes (listed on Bombay Stock Exchange)
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	
	Name	Adroit Corporate Services Pvt. Ltd
	Address	Shop No.220, Jaferbhoy Industrial Build, Makwana Rd, Marol, Andheri- East, Mumbai- 400059
	Contact	Tel: 42270400/2850 3748 Fax No.: 022 -28503748 Email id: info@adroitcorporate.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Non-Banking Finance Companies	64990	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary /Associate	% of Shares held	Applicable Section
	None				

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. *Category-wise Share Holding*

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1) Indian									
a) Individual/ HUF	50000	0	50000	0.15	50000	0	50000	0.15	-
b) Central Govt	0	0	0	0	0	0	0	0	-
c) State Govt(s)	0	0	0	0	0	0	0	0	-
d) Bodies Corp	1686000	0	1686000	5.19	1686000	0	1686000	5.19	-
e) Banks / FI	0	0	0	0	0	0	0	0	-
f) Any Other	0	0	0	0	0	0	0	0	-
Sub-total(A)(1):-	**1736000**	**0**	**1736000**	**5.34**	**1736000**	**0**	**1736000**	**5.34**	**-**
2) Foreign									
a) NRIs-Individuals	0	0	0	0	0	0	0	0	-
b) Other-Individuals	0	0	0	0	0	0	0	0	-
c) Bodies Corp.	0	0	0	0	0	0	0	0	-
d) Banks / FI	0	0	0	0	0	0	0	0	-
e) Any Other….	0	0	0	0	0	0	0	0	-
Sub-total(A)(2):-	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**-**
Total Shareholding of Prom & Prom. Group (A)= (A)(1)+(A)(2)	**1736000**	**0**	**1736000**	**5.34**	**1736000**	**0**	**1736000**	**5.34**	**-**

B. Public Shareholding									
1) Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	-
b) Banks / FI	0	0	0	0	0	0	0	0	-
c) Central Govt	0	0	0	0	0	0	0	0	-
d) State Govt(s)	0	0	0	0	0	0	0	0	-
e) Venture Capital Funds	0	0	0	0	0	0	0	0	-
f) Insurance Companies	0	0	0	0	0	0	0	0	-
g) FIIs									-
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	-
i) Others (specify)	0	0	0	0	0	0	0	0	-
Sub-total(B)(1)	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**-**
2) Non Institutions									-
a) Bodies Corp.									
(i) Indian	13922677	2801770	16724447	51.45	14645143	2801770	17446913	53.67	2.22
(ii) Overseas	0	0	0	0	0	0	0	0	-
b) Individuals									-
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	6213206	1144000	7357206	22.63	5589064	1144000	6733064	20.71	(1.92)
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	6635731	0	6635731	20.41	6555699	0	6555699	20.17	(0.24)
c) Others									-
d) Clearing Member	13546	0	13546	0.04	0	0	0	0	(0.04)
e) NRIs	41870	0	41870	0.13	37124	0	37124	0.11	(0.02)
f) Trust	200	0	200	0.00	200	0	200	0.00	-
Sub-total(B)(2)	**26827230**	**3945770**	**30773000**	**94.66**	**26827230**	**3945770**	**30773000**	**94.66**	**-**
Total Public Shareholding (B)=(B)(1)+ (B)(2)	**26827230**	**3945770**	**30773000**	**94.66**	**26827230**	**3945770**	**30773000**	**94.66**	**-**

Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	-
Grand Total (A+B+C)	**28563230**	**3945770**	**32509000**	**100**	**28563230**	**3945770**	**32509000**	**100**	**-**

ii. ***Shareholding of Promoters***

Sr. No	**Shareholder's Name**	**Shareholding at the beginning of the year**			**Shareholding at the end of the year**			
		No. of Shares	**% of total Shares of the company**	**%of Shares Pledged / encumbered to total shares**	**No. of Shares**	**% of total Shares of the company**	**%of Shares Pledged / encumbered to total shares**	**% change in share holding during the year**
1.	Sagar Portfolio Services Ltd	886000	2.73	0	886000	2.73	0	-
2.	Sib Sagar Trade And Agencies Pvt. Ltd.	800000	2.46	0	800000	2.46	0	-
3.	Tilokchand Kothari	50000	0.15	0	50000	0.15	0	-
	TOTAL	**1736000**	**5.34**	**0**	**1736000**	**5.34**	**0**	**-**

iii. ***Change in Promoters' Shareholding (please specify, if there is no change)***

Sr. No		**Shareholding at the beginning of the year**		**Cumulative Shareholding during the year**	
		No. of shares	**% of total shares of the company**	**No. of shares**	**% of total shares of the company**
	At the beginning of the year	1736000	5.34	1736000	5.34
	Increase / Decrease in Promoters Share holding during the year	0	0	0	0
	At the End of the year	1736000	5.34	1736000	5.34

iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No	Name of Shareholder	Shareholding at the beginning of the year		Change in Shareholding during the year		Shareholding at the end of the year	
		No. of shares	% of total Share Capital	Increase (No. of Shares)	Decrease (No. of Shares)	No. of shares	% of total Share Capital
1.	Ashika Stock Broking Ltd.	2250565	6.92	45528	0	2205037	6.78
2.	Chandika Vinimay Pvt Ltd	1010000	3.11	0	0	1010000	3.11
3.	Sunglow Capital Services Limited	802000	2.47	121312	0	923312	2.84
4.	Seabird Distributors Private Limited	857424	2.64	25000	0	882424	2.71
5.	RRP Management Services Pvt. Ltd.	736258	2.26	0	0	736258	2.26
6.	Seabird Retails Private Limited	568968	1.75	47000	0	615968	1.89
7.	Anupam Stock Broking Pvt Ltd	550000	1.69	0	0	550000	1.69
8.	Chamunda Vintrade Pvt Ltd	547718	1.68	0	0	547718	1.68
9.	Economy Suppliers Pvt Ltd	540130	1.66	0	0	540130	1.66
10.	Jyoti Shital Savla	520000	1.60	0	0	520000	1.60

v. Shareholding of Directors and Key Managerial Personnel:

Sr. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Mr. Tilokchand Kothari				
	At the beginning of the year	50,000	0.15	50,000	0.15
	Increase / Decrease in Share holding during the year	0	0	0	0
	At the End of the year	50,000	0.15	50,000	0.15

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the FY				
i) Principal Amount	--	45100500	--	45100500
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not	--	--	--	--
Total(i+ii+iii)	**--**	**45100500**	**--**	**45100500**
Change in Indebtedness during the FY				
- Addition	--	7795836	--	7795836
- Reduction	--	--	--	--
Net Change	**--**	**7795836**	**--**	**7795836**
Indebtedness at the end of the FY				
i) Principal Amount	--	52896336	--	52896336
ii) Interest due but not paid	--	--	--	--
iii) Interest accrued but not due	--	--	--	--
Total (i+ii+iii)	**--**	**52896336**	**--**	**52896336**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

- **Remuneration to Managing Director, Whole-time Directors and/ or Manager**

Sl. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager	Total Amount
		Mr. Arvind Desai (Whole-time Director)	
1.	Gross salary (a) Salary as per provisions contained in section17(1) of the Income Tax Act, 1961 (b)Value of perquisites u/s 17(2) of Income Tax Act, 1961 (c)Profits in lieu of salary under section 17(3) of Income Tax Act, 1961	 - - -	 - - -
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - as % of profit - others, specify…	-	-
5.	Others, please specify	-	-
6.	Total (A)	-	-

- ***Remuneration to other directors:***

Sl. No.	Particulars of Remuneration	Mr. Pramod Goenka	Mr. Suranjan Upadhyay	Mrs. Asha Kothari	Total Amount
	Independent Directors • Fee for attending Board/Committee Meetings • Commission • Others, please specify	--	Rs. 42,500/-	--	Rs. 42,500/-
	Total (1)	--	Rs. 42,500/-	--	Rs. 42,500/-
	Other Non-Executive Directors • Fee for attending Board / committee meetings • Commission • Others, please specify	Rs. 65,000/-	--	--	Rs. 65,000/-
	Total (2)	Rs. 65,000/-	--	--	Rs. 65,000/-
	Total (B)=(1+2)	**Rs. 65,000/-**	**Rs. 42,500/-**	**--**	**Rs. 107,500/-**

- ***Remuneration to Key Managerial Personnel Other Than* MD/ Manager/ WTD**

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

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were No Penalties/ Punishment/Compounding of Offences for the year ending 31st March, 2015.

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/Compounding fees imposed	Authority [RD/NCLT/ Court]	Appeal made. If any(give details)
A. Company					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. Directors					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. Other Officers In Default					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

Annexure B

Nomination & Remuneration Policy of the Company is as follows:

THE APPOINTMENT POLICY FOR INDEPENDENT DIRECTORS, KEY MANAGERIAL PERSONNEL & SENIOR EXECUTIVES WILL BE AS UNDER-

(A) Independent Directors:
Independent Directors will be appointed based on the criteria mentioned under section 149(6) of the Companies Act, 2013 and in accordance with other applicable provisions of the Companies Act, 2013, rules made thereunder & Listing Agreements entered with Stock Exchanges.

(B) Key Managerial Personnel (KMP):
KMP will be appointed by the resolution of the Board of Directors of the Company, based on qualifications, experience and exposure in the prescribed field. Removal of the KMP will also be done by the resolution of Board of Directors of the Company. Appointment/ Removal will be in accordance with the provisions of the Companies Act, 2013, rules made thereunder and Listing Agreements entered with Stock Exchanges.

(C) Senior Executives:
Senior Executive will be appointed by the Chairman and the Managing Director and/or Executive Director of the Company based on their qualifications, experience and exposure. Removal of the Senior Executives will also be by Chairman, Managing Director and/or Executive Director. Further, appointment and removal will be noted by the Board as required under clause 8(3) of Companies (Meeting of Board and its Powers) Rules, 2014.

REMUNERATION POLICY FOR DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES WILL BE AS UNDER

The following will be the guiding factors with respect to remuneration to Directors, Key Managerial Personnel and other employees

(A) The objective of policy is directed towards having a compensation philosophy and structure that will reward and retain talent;
(B) Remuneration to Key Managerial Personnel and other employees will have a balance between fixed and incentive pay reflecting both short and long term performance objectives appropriate to the working of the Company and its goals and objectives. Such remuneration will generally comprise of fixed pay, bonus, ex-gratia, perquisites and other work related benefits;
(C) The Remuneration to the key managerial personnel and other employees will be such as to ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks and also the market conditions in the employment market.

ANNEXURE-C

Secretarial Audit Report

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

FOR THE FINANICAL YEAR ENDED 31ST MARCH, 2015

To,
The Members,
VISAGAR FINANCIAL SERVICES LIMITED
907-908, DEV PLAZA, 9TH FLOOR,
OPP. ANDHERI FIRE STATION,
S.V. ROAD, ANDHERI (W),
MUMBAI - 400058

Dear Sir,

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practice by M/s **Visagar Financial Services Limited** (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on my verification of M/s **Visagar Financial Services Limited**'s Books, Papers, Minutes Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the financial year ended 31st March, 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s **Visagar Financial Services Limited**, as given in "**Annexure I"**, for the financial year ended on 31st March, 2015, according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the Rules made thereunder for specified Sections notified and came into effect from 12th September, 2013 and Sections and Rules notified and came into effect from 1st April, 2014;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;

(iii) The Depositories Act, 1996 and Regulations and the Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment (FDI), Overseas Direct Investment (ODI) and External Commercial Borrowings(ECB) **(Not applicable to the Company during Audit period as the Company has not received any FDI, ECB and made any ODI.)**

2. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
ii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
iii. The Securities and Exchange Board of India (Registrars to a Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;

3. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company under the financial year under report:-

i. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 **(Not applicable to the Company during Audit period as the Company has not made any further issue of the shares);**

ii. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 **(Not applicable to the Company during Audit period as the Company has not introduced any such Scheme);**

iii. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during Audit period as the Company has not issued any Debt Securities);**

iv. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company during Audit period as the Company has not delisted /propose to de-list any equity shares from any stock Exchange)**

v. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the Company during Audit period as the Company has not brought back / proposed to Buy back any Securities);**

4. The Company has complied with following specific laws applicable to the Company:

i) Reserve Bank of India, 1934.

5. I have relied on the Representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the

responsibly of the management. My examination was limited to the verification of procedure on test basis. The list of major head/groups of Acts, Laws and Regulations as generally applicable to the Company is given in "**Annexure II"**.

6. In case of Direct and Indirect Tax Laws like Income Tax Act, Service Tax Act, Excise & Custom Acts we have relied on the Reports given by the Statutory Auditors of the company.

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India under the provisions of Companies Act, 1956; (Not notified and hence not applicable to the Company during Audit period) and

(ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange;

During the financial year under report, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

i. The Company has not appointed Company Secretary under Section 203 of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment of and Remuneration of Managerial Personnel) Rules, 2014.

ii. The composition of the Board of Directors of the Company is not as per Section 149 of the Companies Act, 2013 read with Rules 3 to 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement.

iii. The Company has not constituted Committees under Section 177 & 178 of the Companies Act, 2013 read with Rules 6 & 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Clause 49 of the Listing Agreement.

I further report that:

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

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

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

I further report that during the year under report, the Company has undertaken event / action having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

Place: Mumbai
Date: 30th May, 2015

For Ritu Raj & Associates

(Rituraj)
Proprietor
Company Secretary
ACS: 36430
COP: 13478

ANNEXURE – I

In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished and representations made to me by the Company, its officers and agents, I report that the Company has, during the financial year under review, complied with the provisions of the Acts, the Rules made thereunder the Memorandum & Articles of Association of the Company with regard to:-

1. Minutes of the Meetings of the Board of Directors, Committee meetings held during the Financial Year under Report;
2. Minutes of General Body Meetings held during the Financial Year under report;
3. Maintenance of various Statutory Registers and Documents and making necessary entries therein;
4. Notice and Agenda papers submitted to all the Directors for the Board Meetings;
5. E-Forms filed by the Company, from time-to-time, under applicable provisions of the Companies Act, 2013 and attachments thereof during the financial year under report;
6. Intimations / documents / reports / returns filed with the Stock Exchanges pursuant to the provisions of Listing Agreement during the financial year under Report;
7. Declarations received from the Directors of the Company pursuant to the provisions of Section 184 of the Companies Act, 2013 and attachments thereto during the Financial Year under Report;
8. Appointment and remuneration of Statutory Auditor;
9. Closure of Register of Members/record date for dividends;

Place: Mumbai
Date: 30th May, 2015

For Ritu Raj & Associates

(Rituraj)
Proprietor
Company Secretary
ACS: 36430
COP: 13478

ANNEXURE - II

Registered & Corporate Office:

VISAGAR FINANCIAL SERVICES LIMITED
907-908, DEV PLAZA, 9TH FLOOR,
OPP. ANDHERI FIRE STATION,
S.V. ROAD, ANDHERI (W),
MUMBAI - 400058.

List of applicable laws to the Company

1. Payment of Bonus Act, 1956 and the rules made thereunder;
2. Payment of Gratuity Act, 1972 and the rules made thereunder;
3. Income Tax Act, 1961;
4. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules made thereunder;
5. Maternity Benefits Act, 1961 and the rules made thereunder;
6. Professional Tax Act, 1975;
7. Employees' Provident Fund Act, 1952 and Miscellaneous Provisions act 1952 and the rules made thereunder;
8. Equal Remuneration Act, 1976;
9. Bombay Stamp Act, 1958;
10. Negotiable Instruments Act, 1881.
11. The Bombay Shops and Establishments Act, 1948

Place: Mumbai
Date: 30th May, 2015

For Ritu Raj & Associates

(Rituraj)
Proprietor
Company Secretary
ACS: 36430
COP: 13478

To,
The Members,
VISAGAR FINANCIAL SERVICES LIMITED
907-908, DEV PLAZA, 9TH FLOOR,
OPP. ANDHERI FIRE STATION,
S.V. ROAD, ANDHERI (W),
MUMBAI - 400058.

Our Secretarial Audit Report of Even date is to be read along with this letter.

Management's Responsibility

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

2. Our responsibility is to express an opinion on these secretarial records, system, standards and procedures based on our audit.
3. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happing of events etc.

Disclaimer

4. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company

Place: Mumbai
Date: 30th May, 2015

For Ritu Raj & Associates

(Rituraj)
Proprietor
Company Secretary
ACS: 36430
COP: 13478

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

BUSINESS & FINANCIAL PERFORMANCE

Visagar Financial services Limited (VFSL) being a registered NBFC with RBI has been primarily engaged in the business of investing in securities of listed and unlisted companies. The investment portfolio of your Company is diversified across various sectors such as Financial Services, Education, Real Estate, among others.

Statements in this Management Discussion and Analysis of Financial Condition and Results of perations of the Company describing the Company's objectives, expectations or predictions may be forward looking within the meaning of applicable securities laws and regulations. Forward looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realised. The Company assumes no responsibility to publicly amend, modify or revise forward looking statements, on the basis of any subsequent developments, information or events. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include determination of tariff and such other charges and levies by the regulatory authority, changes in government regulations, tax laws, economic developments within the country and such other factors globally.

The management has used estimates and judgments relating to the financial statements on a prudent and reasonable basis, in order that the financial statements reflect in a true and fair manner, the state of affairs and profit / loss for the year.

The following discussions on our financial condition and result of operations should be read together with our audited financial statements and the notes to these statements included in the Annual Report.

OVERVIEW & OUTLOOK

The last year has been a fortuitously good one for the Indian economy with a sea change in the macroeconomic parameters and a sustainable turnaround on the cards. At a time when concerns have been raised about global growth prospects, the Indian economy has marched on and has in fact entered a sweet spot. As a start, Gross Domestic Product (GDP) growth, which had plummeted to sub 5% levels in past two fiscal years finally seems to have picked up on the back of a cyclical rebound and some genuine improvement. Growth in the current year, while not spectacular, has moved up firmly into the 5%+ handle. This improvement has come on the back of improved performance in the industrial sector, stable growth in the services sector and a surprisingly resilient agriculture sector. Further, policy action on the environmental clearances and mining licenses has helped prop up sentiment while a push to some stuck projects has aided growth prospects.

Encouragingly, the pick-up in growth seems to be taking place at a time when inflation is on the downtrend as effects of the past slowdown and the massive fall in global commodity prices is filtering through the economy. Inflation levels have continued to surprise on the downside and have printed comfortably under the Central Bank's comfort zone. Price levels have seen an across the board moderation as food, fuel and service price inflation has come down. This clearly shows that there is still some slack in the economy as it grows below its potential rate of growth.

This moderation in inflation has also had an impact on interest rates as the Reserve Bank of India (RBI) has finally started its rate cutting cycle with its first rate cut in January earlier this year. The RBI had established targets for inflation under its new policy regime and as such those targets have been met comfortably and set the stage for a further easing of policy in the coming months. That said, the RBI continues to remain vigilant on the external front and the possible threat of capital outflows in response to the normalization of monetary policy in the US. Accordingly, while we do expect the RBI to continue easing, the cycle is unlikely to be as deep as some in the markets expect.

The situation is further being buttressed by a perceptible improvement in the external account metrics with the current account deficit coming under control despite the government lifting most of the import restrictions from the last year. Imports have fallen sharply in response to the halving of global crude oil prices and while exports have suffered too, service exports have held up as growth in the US has rebounded in the current year. Foreign fund flows through the portfolio route have picked up massively after the elections responding to an improvement across most macroeconomic parameters. The more important and stable flows through the Foreign Direct Investment (FDI) route have also picked up as the government increased the level of permissible investments into some sectors.

Overall there is a real sense that a new set of reforms and the enthusiasm in the markets can lead India towards another prosperous era of high growth.

The Indian economy finally saw a bounce back from decadal lows seen for growth over the last two years. Government data shows that GDP had grown by 5.5% in the first two quarters of the Financial Year 2015 (FY15) in accordance with the older format of calculating growth numbers. Growth benefitted from both a revival in sentiment and a cyclical bounce back in the current year.

As a start, growth rebounded in the crucial industrial sector as all the three major components namely the mining, manufacturing and electricity picked up pace from last year. Within the mining sector multiple clearances on the policy front has helped particularly in the case of coal production. Coal output rose despite the cancellation of 204 mining licenses, essentially showing that the government was intent on bringing down coal imports. Steel production was the main laggard within the core industries as it suffered lower production volumes on account of a massive decline in global prices. Overall, core industries also performed better than the previous year with the core infrastructure sector growing by 4.4% in the first nine months of FY15 as

compared to 4.1% in the previous year. Electricity production continued to impress as it registered a growth of 10% in the period from April to December as compared to 5.6% in the previous year. Manufacturing growth on the other hand remained anemic as it printed in 1.2% in the first nine months as compared to a contraction of 0.4% in the same period last year

Separately, the industrial sector was buoyed by a better performance of the construction sector, which saw growth of 4.8% and 4.6% in Q1 and Q2 of FY15. The industrial economy is likely to witness another year of sub par growth and would most probably see improved number from the first quarter of FY16.

The services sector continued to show a stable rate of growth slightly benefitting from the benign revival on the industrial front and largely shrugging off the global slowdown. Growth printed in around the 7% mark driven primarily by higher public expenditure and the financial sector. The trade, hotels and communication sub-sector remains weak growing by barely 2.8% and 3.8% in the first two quarters respectively, another indication that the activity levels on the ground are yet to see a meaningful pickup. We would expect the services sector to continue to show stable rates of growth and gradually improve as the industrial sector witnesses a more sustained pickup.

Moving on to the agriculture side, the performance has been rather impressive given the high base of last year and the erratic monsoons witnessed this year. The agricultural sector has raked up an impressive 3.8% and 3.2% in the first two quarters. While the performance up until now has been impressive, the second half is likely to suffer from lower production levels as sowing of important kharif crops has been lower in the current year. However it is crucial to note that agricultureal output still remains dependent on yearly monsoon rains. At present, approximately 60% of the land remains rain fed and any departure of rains from its historical patterns affects the overall output. There is also a need for large scale use of technology to improve acreage of crops and make them more resillient of pests and insects. Usage of genetacially modified crops, though controversial, can be a possible solution to the problem once farmers are convinced of its benefits. Lastly, the Indian agricultural sector is woefully short of adequate storage facilities. Inadequate power supply and consequently the lack of cold storage facilities result in almost 40% of total fruits and vegetables being wasted before reaching the markets. A quick resolution to these issues can give an immediate boost of incomes and consumption in the rural economy.

The last year saw India enter a sweet spot as growth rebounded, inflation declined and the external accounts came under control. From then on there has been a lot of positivity built around the India growth story and India seems to be poised to enjoy another spurt in growth. However, to convert this promise into tangible reality we need the government to institute the correct set of reforms all that would set India on the virtuous cycle of growth.

BUSINESS OVERVIEW

Your Company is engaged in investment activities and financial services during the year under review.

About Visagar Financial Services Limited

Your Company posted good financial results during the year under review. Total Revenue of the Company has increased from a negative of Rs. (49.27) Lakhs to a affirmative Rs. 61.52 Lakhs and the net profit of the Company increased from (75.68) Lakhs to Rs. 5.45 Lakhs.

Regulatory risk

As a non-deposit taking NBFC, the Company is subject to regulations by Indian governmental authorities, including the Reserve Bank of India. Also, as the Company operates in various lines of businesses, it is governed by different Indian regulators across these businesses. Their laws and regulations impose numerous requirements on the Company, including asset classifications and prescribed levels of capital adequacy, solvency requirements and liquid assets. There may be future changes in the regulatory system or in the enforcement of the laws and regulations that could adversely affect the Company's performance.

Economic risk

Any slowdown in economic growth in India could cause the business of the Company to suffer. Recently, the growth in industrial production has been variable. Any slowdown in the Indian economy, and in particular in the demand for housing and infrastructure, could adversely affect the Company's business. Similarly, any sustained volatility in global commodity prices, including a significant increase in the prices of oil and petroleum products, could once again spark off a new inflationary cycle, thereby curtailing the purchasing power of the consumers. VFSL manages these risks by maintaining a conservative financial profile and following prudent business and risk management practices.

Opportunities

- Low retail penetration of financial services / products in India
- Tremendous brand strength and extensive distribution reach
- Opening of the financial sector in India in near future
- Opportunity to cross sell services
- Increasing per-capita GDP
- Changing demographic profile of the country in favour of the young

Threats

- Inflationary pressures and slowdown in policy making
- Competition from local and multinational players
- Execution risk
- Regulatory changes
- Attraction and retention of human capital

CAUTIONARY STATEMENT

The Statements in this Management's Discussion and Analysis Report describing the Company's objectives, projections, estimates and expectations may be forward looking statements within the meaning of applicable laws and regulations. Actual Result might differ materially from those expressed or implied.

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.

CERTIFICATION

Mr. Arvind Desai, the Whole-time Director, has certified on behalf of the Board of Directors of the Company that :

i. We have reviewed Financial Statements and the Cash Flow Statement for the year ended March 31, 2015 and that to the best of our knowledge and belief :

   a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
   b. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

ii. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's Code of Conduct.

iii. We accept responsibility for establishing and maintaining internal controls for Financial Reporting and have evaluated the effectiveness of the internal controls systems of the Company pertaining to Financial Reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

iv. We further certify that:

   a. there have been no significant changes in internal control over Financial Reporting during the period under review;

   b. there have been no significant changes in accounting policies made during the period and that the same have been disclosed in the notes to the financial statements; and

   c. there have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's Internal Control System over Financial Reporting.

For Visagar Financial Services Limited
Sd/-
Arvind Desai
Whole-time Director
(DIN: 00353903)

Place: Mumbai
Date: 14.08.2015

INDEPENDENT AUDITOR'S REPORT

To the Members of
Visagar Financial Services Limited

Report on the Financial Statements

We have audited the accompanying financial statements of **Visagar Financial Services Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material 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 financial control relevant to the Company's preparation of the financial statements, that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's management and Board of Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and Fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March 2015, its loss and its 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, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters Specified in paragraphs 3 and 4 of the Order.

2. As required by section 143(3) of the Act, we further report that:

a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
b. In our opinion proper books of 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 account.
d. In our opinion, the aforesaid financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014.
e. On the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of Section 164(2) of the Act.

f. In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014.
   i. The Company does not have any pending litigations which would impact its financial position.
   ii. The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
   iii. There has not been an occasion in case of the Company during the year under report to transfer any Sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise.

For Sudhir M Desai & Co.
Chartered Accountants
Firm Registration No. 125516W
Sd/-
Sudhir M Desai
Proprietor
M. No. 041999

Place : Mumbai
Date : 30.05.2015

Annexure referred to in paragraph 1 of our Report of even date to the members of Visagar Financial Services Limited on the accounts of the company for the year ended 31st March, 2015

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we report that:

i.

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

b) As explained to us, fixed assets have been physically verified by the management at regular intervals; as informed to us no material discrepancies were noticed on such verification;

ii.

a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable. For stocks lying with third parties at the year end, written confirmations have been obtained for significant account balances.

b) The procedures for the physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.

c) The Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material.

iii. The Company has not granted any loans or advances in the nature of loans to parties covered in the register maintained under section 189 of the Companies Act, 2013. Hence, this clause is not applicable.

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 fixed assets and for the sale of services. Further, on the basis of our examination of the books and records of the Company and according to the information and explanations given to us, no major weakness has been noticed or reported.

v. The Company has not accepted any deposits from the public covered under Section 73 to 76 of the Companies Act, 2013

vi. As informed to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act

a) According to the information and explanations given to us and based on the records of the company examined by us, the company is regular in depositing the undisputed statutory dues, including

Provident Fund, 'Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty and other material statutory dues, as applicable, with the appropriate authorities in India;

b) According to the information and explanations given to us and based on the records of the company examined by us, there are no dues of Income Tax, Wealth Tax, Service Tax, Sales Tax, Customs Duty and Excise Duty which have not been deposited on account of any disputes.

c) There are no amount required to be transferred by the Company to the investor Education and protection Fund in accordance with provision of the Companies Act, 2013 and the rules made there under.

vii. The accumulated losses of the company are not more than fifty per cent of its net worth. The company has not incurred any Cash losses during the year. However, Company had incurred cash losses in the immediately preceding financial year.

viii. As the Company does not have any borrowings from any financial institution or bank nor has it issued any debentures as at the Balance Sheet date, the provision of clause 3(ix) of the order are not applicable to the company.

ix. According to the information and explanations given to us, the Company has not given any guarantee for loan taken by others from a bank or financial institution during the year. Accordingly, the provisions of Clause 3(x) of the order are not applicable to the company.

x. The Company has not raised any term loans. Accordingly, the provisions of Clause 3(xi) of the order are not applicable to the Company.

xi. During the course of our examination of the books and records of the company, carried in accordance with the auditing standards generally accepted in India, we have neither come across any instance of fraud on or by the Company noticed or reported during the course of our audit nor have we been informed of any such instance by the Management.

For Sudhir M Desai & Co.
Chartered Accountants
Firm Registration No. 125516W
Sd/-
Sudhir M Desai
Proprietor
M. No. 041999

Place : Mumbai
Date : 30.05.2015

STANDALONE BALANCE SHEET AS AT 31ST MARCH, 2015:

	PARTICULARS	NOTE NO.	AS AT 31.03.2015 (RS.)	AS AT 31.03.2014 (RS.)
I	**EQUITY AND LIABILITIES**			
1	**SHAREHOLDER'S FUNDS**			
	(a) Share Capital	1	65,018,000	65,018,000
	(b) Reserve & Surplus	2	57,952,575	57,193,241
2	**NON-CURRENT LIABILITIES**			
	(b) Deferred Tax Liability	3	16,328	4,417
	(c) Long-term provisions	4	1,125,000	985,467
3	**CURRENT LIABILITIES**			
	(a) Short-term borrowings	5	52,896,336	45,100,500
	(c) Other current liabilities	6	406,227	13,000
	TOTAL		**177,414,466**	**168,314,625**
II	**ASSETS**			
1	**NON-CURRENT ASSETS**			
	(a) Fixed Asset	7	47,405	85,748
	(b) Non-current investments	8	68,448,757	70,979,747
	(c) Long-term loans and advances	9	108,263,211	96,187,562
2	**CURRENT ASSETS**			
	(b) Trade receivables	10	318,460	318,102
	(c) Cash and cash equivalents	11	270,483	666,291
	(e) Other current assets	12	66,150	77,175
	TOTAL		**177,414,466**	**168,314,625**

The accompanying notes are an integral part of to the financial statements.

For **Sudhir M Desai & Co.**
Chartered Accountants
Firm Registration No. 125516W
Sd/-
Sudhir M Desai
Proprietor
M. No: 041999
Place : Mumbai
Dated : 30.05.2015

For **Visagar Financial Services Ltd.**

Sd/-
(Arvind Desai)
Whole-time Director
DIN: 00353903

Sd/-
(Tilokchand Kothari)
Director
DIN: 00413627

PROFIT & LOSS ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2015

PARTICULARS	NOTE NO.	YEAR ENDED 31.03.2015 (RS.)	YEAR ENDED 31.03.2014 (RS.)
INCOME			
Revenue from operations	13	6,356,663	(4,926,604)
Total Revenue		**6,356,663**	**(4,926,604)**
EXPENDITURE			
Employees benefit expenses	14	357,143	914,063
Finance Cost	15	2,852,596	-
Depreciation & amortization	7	38,342	33,794
Other expenses	16	2,087,337	1,493,180
Total expenses		**5,335,418**	**2,641,037**
Profit / (Loss) before tax		**1,021,245**	**(7,567,641)**
Tax expenses			
Current tax		250,000	-
Deferred Tax		11,911	-
Profit / (Loss) before exceptional item		**759,334**	**(7,567,641)**
Earning per equity shares			
Basic		0.05	--

The accompanying notes are an integral part of to the financial statements.

For **Sudhir M Desai & Co.**
Chartered Accountants
Firm Registration No. 125516W
Sd/-
Sudhir M Desai
Proprietor
M. No: 041999
Place : Mumbai
Dated : 30.05.2015

For **Visagar Financial Services Ltd.**

Sd/-
(Arvind Desai)
Whole-time Director
DIN: 00353903

Sd/-
(Tilokchand Kothari)
Director
DIN: 00413627

CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH 2015:

PARTICULARS	31.03.2015	31.03.2014
Cash Flow from operating activities :		
Net Profit before Tax as per P & L A/c	1,021,245	(7,567,641)
Adjusted for		
Misc Income	NIL	NIL
Interest Income	NIL	NIL
Depreciation	38,342	33,794
Misc Exp W/off	NIL	NIL
Income tax Paid	NIL	NIL
Operating Profit Before Working Capital Changes	**1,059,587**	**(7,533,847)**
Add : Adjusted for		
Other Current Assest	11,025	11,025
Sundry Debtors	(358)	(318,102)
Loans & Advances	(12,075,649)	(34,537,084)
Current Liabilities	(8,340,507)	(650,143)
Closing Stock	NIL	NIL
Net Cash Inflow/Outflow Operations (A)	**(2,664,888)**	**(35,494,304)**
Cash Flow from Investing Activities :		
Fixed Assets	NIL	NIL
Investments	2,530,990	11,516,380
Net Cash Flow from Investing Activities (B)	**2,530,990**	**11,516,380**
Cash Flow from Financial Activities:		
Share Capital	NIL	NIL
Deposits/Unsecured Loans	NIL	32,110,060
Misc. Expenditure	(261,911)	NIL
Income Tax Paid		NIL
Net Cash Flow from Financing Activities (C)	**(261,911)**	**32,110,060**
Net Cash Increase in Cash & Cash Equivalents		
(A + B + C)	(395,809)	598,289
Opening Balances of Cash & Cash Equivalents	666,292	68,003
Closing Balances of Cash & Cash Equivalents	270,483	666,292
NET INFLOW	**395,809**	**(598,289)**

See accompanying notes to the financial statements as per our report of even date

For **Sudhir M Desai & Co.**
Chartered Accountants
Firm Registration No. 125516W
Sd/-
Sudhir M Desai
Proprietor
M. No: 041999
Place : Mumbai
Dated : 30.05.2015

For **Visagar Financial Services Ltd.**

Sd/-
(Arvind Desai)
Whole-time Director
DIN: 00353903

Sd/-
(Tilokchand Kothari)
Director
DIN: 00413627

ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

NOTE NO.	PARTICULARS	AS AT 31.03.2015 (RS.)	AS AT 31.03.2014 (RS.)
1	**SHARE CAPITAL**		
	AUTHORISED		
	35,000,000 Equity Shares of Rs. 2/- Each	70,000,000	70,000,000
		70,000,000	**70,000,000**
	ISSUED, SUBSCRIBED & PAID UP		
	32,509,000 Equity Shares of Rs. 2/- Each	65,018,000	65,018,000
		65,018,000	**65,018,000**
	1.1 The reconciliation of the number of shares outstanding is set out below :		
	Equity Shares at the beginning of the year	65,018,000	65,018,000
	Add: Shares issued during the year	-	-
	Equity Shares at the end of the year	**65,018,000**	**65,018,000**

1.2 **Rights, Preferences & Restrictions attached to Equity Shares**

The company has only one class of equity shares having a par value of Rs. 2/- per share.

1.3 **Details of shareholders holding more than 5% shares in the Company**

Name of shareholder	As at 31st March 2015		As at 31st March 2014	
	No of shares held	% of Holding	No of shares held	% of Holding
Ashika Stock Broking Ltd.	2,205,037	6.72	2,250,565	6.92%

ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

	PARTICULARS		AS AT 31.03.2015 (RS.)	AS AT 31.03.2014 (RS.)
2	**RESERVE & SURPLUS**			
	Capital Reserve			
	As per last Balance Sheet			
		(a)		
	Security Premium Account			
	As per last Balance Sheet		59,991,000	59,991,000
		(b)	59,991,000	59,991,000
	General Reserve			
	As per last Balance Sheet		24,791	24,791
		(c)	24,791	24,791
	Statement of Profit & Loss			
	As per last Balance Sheet		(2,822,550)	4,745,091
	Add : Profit / (Loss) for the year		759,334	(7,567,641)
	Less : Proposed Dividend		-	-
	Less : Tax on Proposed Dividend		-	-
		(d)	**(2,063,216)**	**(2,822,550)**
	Total reserve & surplus	(a+b+c+d)	**57,952,575**	**57,193,240**

	PARTICULARS	AS AT 31.03.2015 (RS.)	AS AT 31.03.2014 (RS.)
3	**DEFEERRED TAX ASSET / (LIABILITY) NET**		
	i. Deferred Tax liability on account of:		
	Timing Difference on Depreciation	-	-
	ii. Deferred Tax Asset on account of:		
	Disallowances under Income Tax Act:	16,328	4,417
	Unabsorbed Depreciation Allowance	-	-
	Business Loss	-	-
		16,328	**4,417**

	PARTICULARS	AS AT 31.03.2015 (RS.)	AS AT 31.03.2014 (RS.)
4	**LONG TERM PROVISIONS**		
	Provision for Tax	1,030,000	890,467
	Provision for sub-assets	95,000	95,000
		1,125,000	**985,467**

ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

	PARTICULARS	AS AT 31.03.2015 (RS.)	AS AT 31.03.2014 (RS.)
5	**SHORT TERM BORROWINGS**		
	Secured		
	Working Capital facilities from Bank (Refer Note No. 7.1)	-	-
	Unsecured		
	Inter Corporate Loan (Refer Note 7.2)	52,896,336	45,100,500
	Total	**52,896,336**	**45,100,500**
	4.1 – Loans are repayable on demand.		

	PARTICULARS	AS AT 31.03.2015 (RS.)	AS AT 31.03.2014 (RS.)
6	**OTHER CURRENT LIABILITIES**		
	Advances received from Customers		
	Outstanding Expenses	10,500	-
	Other Liabilities	-	13,000
	Statutory Dues Payables	395,727	-
	Total	**406,227**	**13,000**

7 FIXED ASSETS

PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	AS AT 01.04.2014	ADD/DED DURING THE YEAR	AS AT 31.03.2015	UPTO 01.04.2014	FOR THE YEAR	UPTO 31.03.2015	AS AT 31.03.2015	AS AT 01.04.2014
Tangible Assets	-	-	-	-	-	-	-	-
Electrical Installation	35,888	-	35,888	11,246	8,580	19,826	16,062	24,642
Furnituer & Fixtures	41,320	-	41,320	16,807	8,535	25,342	15,978	24,513
Computer	307,334	-	307,334	270,741	21,227	291,968	15,365	36,593
TOTAL RS.	**384,542**	**-**	**384,542**	**298,794**	**38,342**	**337,136**	**47,405**	**85,748**

ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

	PARTICULARS	AS AT 31.03.2015		AS AT 31.03.2014	
8	NON CURRENT INVESTMENTS	No. of Shares/Units	Amount (Rs.)	No. of Shares/Units	Amount (Rs.)
	Quoted				
	Birla Precision Technologies Limited	191935	2,339,129	191935	2,339,129
	Brijlaxmi Leasing Finance Limited	300	75	300	75
	Chhatisgarh Industries Limited	90181	705,045	90181	705,045
	Everlon Synthetics Limited	22244	51,079	22244	51,079
	Filmcity Media Limited	4130850	3,750,000	4130850	3,750,000
	Fortis Healthcare Limited	200	28,452	-	-
	Gujrat State fertilizers chemicals limited	1000	90,757	-	-
	Finaventure Capital Limited	870	53,827	870	53,827
	Inventure Grawth & Securities Limited	5000	67,716	5000	67,716
	Maharashtra Corporation Limited	184430	227,771	184430	227,771
	Stell Authority of India Limited	29	14,925	25	14,925
	Melstar Information Technologies Limited	11647	95,505	11647	95,505
	Monnet Ispat & Energy Limited	17	8,604	17	8,604
	Nouvue Global Ventures Limited	30000	6,307,748	30000	6,307,748
	Pmc Fincorp Limited	400	16,835	-	-
	Pearl Agriculture Limited	167670	-	-	-
	Pearl Electronics Limited	170370	-	-	-
	Rashel Agrotech Limited	129769	163,509	129769	163,509
	Santowin Corporation Limited	907668	25,873,054	907668	25,873,054
	Satra Properties Limited	42568	357,815	-	-
	Satra Properties Limited	63330	762,660	63330	762,660
	Shalimar Productions Limited	1000113	2,460,278	1000113	2,460,278
	Sintex Industries Limited	500	59,459	-	-
	Speciality Papers Limited	11500	96,600	11500	96,600
	Triupp Intetnational Finance India limited	5000	42,150	5000	42,150
	Vakharia Power Infrastructure	29640	-	29640	-
	Vantage Coporate Services Limited	443877	3,433,111	443877	3,433,111
	Visagar Polytex Limited	26255	1,082,389	26320	1,023,081
	Zenith Birla Limited	248844	2,244,573	248844	2,244,573
	(a)		**50,273,757**		**49,779,748**
	Unquoted				
	Visagar Textiles Pvt Limited	50000	500,000	50000	500,000
	Trisha Media Limited	17350000	17,350,000	17350000	17,350,000
	Visagar Gharat Education Pvt Limited	32500	325,000	20000	200,000
	Sagar Portfolio Services Limited	-	-	25000	2,500,000
	(b)		**18,175,000**		**21,200,000**
	Share Application Money				
	(c)		**-**		**-**
	Total (a+b+c)		**68,448,757**		**70,979,747**

ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

	PARTICULARS	AS AT 31.03.2015 (RS.)	AS AT 31.03.2014 (RS.)
9	**LONG-TERM LOANS AND ADVANCES**		
	(Unsecured and Considered good)		
	Loans (Inclusive interest accrues thereon)	106,156,087	94,760,968
	Deposit	-	-
	Advance Payment of Tax (Net of provision)	2,107,124	1,426,594
		108,263,211	**96,187,562**

	PARTICULARS	AS AT 31.03.2015 (RS.)	AS AT 31.03.2014 (RS.)
10	**TRADE RECEIVABLES**		
	(Unsecured and Considered good)		
	- Outstanding for a period exceeding Six Months	-	-
	- Others	318,460	318,102
		318,460	**318,102**

	PARTICULARS		AS AT 31.03.2015 (RS.)	AS AT 31.03.2014 (RS.)
11	**CASH AND BANK BALANCES**			
	Cash in Hand		53,821	52,489
	Balance with bank in current account		216,662	613,803
		A	**270,483**	**666,292**
	OTHER BALANCES			
	Unpaid Dividend	**B**	-	-
	Total		**270,483**	**666,292**

	PARTICULARS	AS AT 31.03.2015 (RS.)	AS AT 31.03.2014 (RS.)
12	**OTHER CURRENT ASSETS**		
	Pre operative expenses		
	Share Issue Expenses	66,150	77,175
		66,150	**77,175**

ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

	PARTICULARS	YEAR ENDED 31.03.2015 (RS.)	YEAR ENDED 31.03.2014 (RS.)
13	**OTHER INCOME**		
	Interest on Non Current Investments	7,003,270	4,326,674
	Dividend	12,238	138,510
	Profit / (Loss) on sale of Shares	(1,255,095)	(11,029,236)
	Consulting Services	-	1,637,448
	Student Receipt	596,250	-
		6,356,663	**(4,926,604)**

	PARTICULARS	YEAR ENDED 31.03.2015 (RS.)	YEAR ENDED 31.03.2014 (RS.)
14	**EMPLOYEE BEBEFIT EXPENSES**		
	Salaries	318,575	851,475
	Staff Welfare Expenses	38,568	62,588
	Remuneration to Directors	-	-
		357,143	**914,063**

	PARTICULARS	YEAR ENDED 31.03.2015 (RS.)	YEAR ENDED 31.03.2014 (RS.)
15	**FINANCE COST**		
	Interest on :		
	Borrowing from Other	2,852,596	-
	Bank Charges and Processing Charges On:		
	Short term borrowings from Bank	-	-
		2,852,596	**-**

ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

	PARTICULARS	YEAR ENDED 31.03.2015 (RS.)	YEAR ENDED 31.03.2014 (RS.)
16	**OTHER EXPENSES**		
	Advertisement & Sales Promotion	51,088	1,35,691
	Commission & Brokerage	-	-
	Conveyance & Travelling expenses	54,048	219,830
	General expenses	1,777,586	977,629
	Insurance Premium	-	-
	Discount & Rate Difference	-	-
	Legal & Professional Charges	70,398	60,989
	Printing, Stationary & Communication expenses	34,717	139,041
	Rent, Rate & Taxes	24,000	142,000
	Directors' Sitting Fees	107,500	-
	Remuneration to Auditors		
	Audit Fees	18,000	18,000
		2,087,337	**1,693,180**

NOTE – 17

Significant Accounting Policies

(a) Basis of Preparation

These financial statements are prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. Pursuant to Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, till the Standards of Accounting or any addendum thereto are prescribed by Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 (the 'Act') shall continue to apply. Consequently, these financial statements are prepared to comply in all material aspects with the Accounting Standards notified under sub-section (3C) of Section 211 of the Act [Companies (Accounting Standards) Rules, 2006] and the other relevant provisions of the Companies Act, 2013.

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

(b) Fixed Assets

Fixed assets are stated at cost of acquisition, including any attributable cost for bringing the asset to its working condition for its intended use, less accumulated depreciation and impairment loss.

Depreciation on tangible assets is calculated on a straight-line basis as per the rates prescribed under Schedule II of the Companies Act, 2013, except in respect of the following assets where the estimated useful lives of the assets based on the technical evaluation, have not undergone a change on account of transition to the Companies Act, 2013:

Description	Estimated Useful Life
Tangible Assets	
Servers and Networks	3 Years
Electrical Installations	12.5 Years
Others	12.5 Years
Vehicles	5 Years
Office Equipments – Mobile Handsets	2 Years

Intangible Assets	
Trade Marks	5 Years

Assessment is carried out at each Balance Sheet date as to whether there is any indication that an asset (tangible and intangible) may be impaired. Impairment loss is provided to the extent the carrying amount of assets exceed their recoverable amount. Recoverable amount is the higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and form its disposal at the end of its useful life. Net selling price is the amount obtainable from the sale of an asset in an arm's length transaction between knowledgeable, willing parties, less the costs of disposal.

(c) Investments

Long-term Investments are stated at cost. Provision is made to recognise a decline, other than temporary, in the value of Long-term Investments. Current Investments are stated at lower of cost and fair value.

(d) Inventories

Inventories are valued at lower of cost and net realisable value. Cost is determined on moving weighted average basis. Cost of work-in-progress and finished goods includes labour and manufacturing overheads, where applicable. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

(e) Foreign Currency Transactions

There was no foreign exchange inflow or Outflow during the year under review.

(f) Revenue Recognition

Sales are recognised when the significant risks and rewards of ownership in the goods are transferred to the customer and are recognised net of trade discounts, rebates, sales tax and excise duty.

(g) Taxes on Income

Current tax is determined as the amount of tax payable in respect of estimated taxable income for the year.

Deferred tax is recognised for all the timing differences, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognised and carried forward only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date.

(h) Use of Estimates

The preparation of financial statements in accordance with the generally accepted accounting principles requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities as at the Balance Sheet date and the results of operations during the reporting period. The actual results could differ from these estimates. Any revision to such accounting estimates is recognised in the accounting period in which such revision takes place.

(i) Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit for the period after deducting preference dividends and any attributable tax thereto for the period.

(j) Leases

Lease in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the Statement of Profit and Loss over the period of the lease.

(k) Cash and Cash Equivalents

In the cash flow statement, cash and cash equivalents include cash in hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less.

(l) Related Party Transaction

During the year, no transactions have been entered by the Company with any related party.

Signature to the Schedule 1 to 17 forming part of the Balance Sheet & Profit & Loss Account.

For **Sudhir M Desai & Co.**	For **Visagar Financial Services Ltd.**	
Chartered Accountants		
Firm Registration No. 125516W		
Sd/-	Sd/-	Sd/-
Sudhir M Desai	**(Arvind Desai)**	**(Tilokchand Kothari)**
Proprietor	Whole-time Director	Director
M. No: 041999	DIN: 00353903	DIN: 00413627
Place : Mumbai		
Dated : 30.05.2015		

VISAGAR FINANCIAL SERVICES LIMITED

L99999MH1994PLC076858

Regd Office: 907-908, Dev Plaza, 9th Floor, Opp. Andheri Fire Station, S. V. Road, Andheri – West, Mumbai – 400 058.

Tel.: +91-22-67424815, Website: www.vfsl.org

PROXY FORM

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

Name of the Member(s) : _____

Registered Address : _____

Email ID : _____

Folio No./Client ID/DP ID : _____

I/We, being the member(s) of _____shares of the above named Company, hereby appoint:

1) Name : _____ _Address:_____

Email ID: _____Signature: _____or failing him

2) Name : _____ _Address:_____

Email ID: _____Signature: _____or failing him

3) Name : _____ _Address:_____

Email ID: _____Signature: _____or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **22nd Annual General Meeting** of the Company to be held on **Wednesday, September 30, 2015** at **3.00 p.m.** at 1008/1009, Gold Crest Centre, L T Road, Borivali West, Mumbai – 400 092 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business	Special Business
1. Adoption of financial statements for the year ended as at March 31, 3015 and Reports of Directors' and Auditors' thereon. 2. Re-appointment of Mr. Pramod Goenka (DIN: 00869599), who retires by rotation. 3. Re-appointment of Mr. Tilokchand Kothari (DIN: 00413627) who retires by rotation. 4. Appointment of auditors and fixing their remuneration.	1. Re-appointment of Mr. Suranjan Upadhyay as an Independent Director of the Company. 2. Appointment of Mrs. Asha Kothari as a Director of the Company. 3. Adoption of new set of Articles of Association of the Company as per Companies Act, 2013.

Signed this_____ day of_____ 2015.

_____ _____

Signature of Shareholder Signature of the proxy (holders)

Notes:

1. This form, in order to be effective, should be duly completed, stamped, signed and deposited at the registered office of the Company, not less than 48 hours before the commence of the meeting.
2. Notwithstanding the above the Proxies can vote on such other items which may be tabled at the meeting by the shareholders present.

VISAGAR FINANCIAL SERVICES LIMITED

L99999MH1994PLC076858

Regd Office: 907-908, Dev Plaza, 9th Floor, Opp. Andheri Fire Station, S. V. Road, Andheri – West, Mumbai 400 058.

Tel.: +91-22-67424815, Website: www.vfsl.org

ATTENDANCE SLIP

Please fill attendance slip and hand it over at the entrance of the meeting hall Joint shareholders may obtain additional Slip at the venue of the meeting

D.P. Id*		Folio No.	
Client Id *		No. of Shares	

I hereby record my presence at the **22nd Annual General Meeting** of the Company held on **Wednesday, September 30, 2015** at **3.00 p.m.** at 1008/1009, Gold Crest Centre, L T Road, Borivali West, Mumbai – 400 092

Name of the Shareholder / Proxyholder_____

Signature of Shareholder/Proxyholder _____

Note Members are requested to bring their Attendance Slip, sign the same at the place provided and hand it over at the entrance of the venue.

BOOK POST
(Under Postal Certificate)

VISAGAR FINANCIAL SERVICES LIMITED
907/908, Dev Plaza, S.V.Road,
Andheri - (West), Mumbai - 400058