

# **PRIME** Capital Market L i m i t e d

# 16<sup>th</sup>

## Annual Report 2009 - 2010



# Prime Capital Market Limited

## 16<sup>th</sup> Annual Report 2009 - 2010

### BOARD OF DIRECTORS

Sushil Kumar Purohit Chairman & Managing Director  
 Bimal Joshi Wholetime Director  
 Dhruva Narayan Jha Independent Director  
 Chandresh N Shah Independent Director

### REGISTERED OFFICE

18A, B.J.B. Nagar,  
 Bhubaneshwar - 751 014, Orissa

### CORPORATE OFFICE

P-27, Princep Street,  
 Kolkata - 700 072

### BANKERS

Kotak Mahindra Bank  
 Syndicate Bank

### AUDITORS

M/s. Manabendra Bhattacharyya & Co.  
 Chartered Accountants  
 4, Kiran Shankar Roy Road  
 Kolkata - 700 001

### REGISTRAR & SHARE TRANSFER AGENT

ABS Consultants Private Limited  
 99, Stephen House,  
 4, B.B.D. Bag (East),  
 Kolkata - 700 002.

### ANNUAL GENERAL MEETING

Date : 4th August 2010  
 Time : 3.30 P.M.  
 Venue : 18A, B.J.B. Nagar  
 Bhubaneshwar-751014,  
 Orissa

### C O N T E N T S

- ❖ Notice
- ❖ Report on Corporate Governance
- ❖ Auditors' Certificate on Corporate Governance
- ❖ Directors' Report
- ❖ Secretarial Compliance Report
- ❖ Auditors' Report
- ❖ Balance Sheet
- ❖ Profit & Loss Account
- ❖ Schedules
- ❖ Cash Flow Statement
- ❖ Balance Sheet Abstracts

Members are requested to bring their copy of Annual Report at the time of Meeting

## NOTICE

Notice is hereby given that the Sixteenth Annual General Meeting of the members of Prime Capital Market Limited will be held on Wednesday, the 4th day of August, 2010 at 3.30 P.M. at 18A, B.J.B. Nagar, Bhubaneswar-751014, Orissa to transact the following businesses as :

### ORDINARY BUSINESS :

1. To receive, consider and adopt the Directors' Report and Audited Statement of Accounts for the year ended 31st March 2010.
2. To declare dividend.
3. To appoint Director in place of Mr. Dhruva Narayan Jha, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Auditors to hold the office from the conclusion of this Annual General Meeting and to fix their remuneration.

### SPECIAL BUSINESS :

5. To consider and if thought fit to pass with or without modifications the following resolution as an ordinary resolution :

"RESOLVED THAT Pursuant to the provisions of Section 260 and all other applicable provisions of the Companies Act, 1956 (the Act) and in terms of Article 87 of the Articles of Association of the Company, Mr. Chandresh N Shah, who was appointed as an Additional Director of the Company at the Board meeting held on 5th January 2010 and who holds the office up to the date of this Annual General Meeting in terms of provision of section 260 of the Act, and in whose respect the Company has received a notice from a member under Section 257 of the Act, together with necessary deposit as mentioned in the said section, proposing the candidature of Mr. Chandresh N Shah for the office of Director of the Company be and is hereby appointed as Director of the Company."

### Notes :

1. Proxies, in order to be effective, must be received at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.
2. The Register of Member and the Share Transfer Books of the Company will remain closed from 28th July 2010 to 4th August 2010 (both days inclusive).
3. The Shares of the Company are mandated by the Securities & Exchange Board of India (SEBI) for trading in dematerialized form by all investors.
4. Dividend as recommended by the Directors for the year ended 31st March 2010, of declared, will be payable to those Members, whose names appear in the Register of Members at the close of business on 27th July 2010 and in respect of shares held in dematerialized form, as per the list of Beneficial Owners furnished to the Company by NSDL/CDSL, at the close of business on 27th July 2010. The Dividend warrants will be posted before 26th August 2010.

5. The identity/signature of Members holding shares in electronic/demat form is liable for verification with the specimen signatures furnished by NSDL/CDSL. Such Members are advised to bring the relevant identity card issued by the Depository Participant to the Annual General Meeting.
6. Members desirous of getting any information about the accounts of the Company, are requested to send their queries so as to reach at-least ten days before the meeting at the Registered Office of the Company, so that the information required can be made readily available at the meeting.
7. Members are requested to intimate change in their address immediately to M/s ABS Consultants Private Limited, the Company's Registrar and Share Transfer Agents, at their office at 99, Stephen House, 4, B.B.D. Bag (East), Kolkata - 700 002.
8. Members holding shares in physical form in the same set of names under different folios are requested to apply for consolidation of such folios along with relevant Share Certificates to M/s ABS Consultants Private Limited, Registrar and Share Transfer Agents of the Company, at their address given above.
9. Pursuant to SEBI Circular, the Shareholders holding shares in physical form are requested to submit self attested copy of PAN at the time of sending their request for share transfer/transmission of name/transposition of name.
10. Members holding shares in physical form and wishing to avail of the nomination facility, are requested to send the duly filled in nomination in the prescribed form (form 2B) to M/s ABS Consultants Private Limited, Registrar and Share Transfer Agents of the Company, at their address given above or to the Compliance Officer at the Registered Office of the Company.
11. Members are requested to bring copies of Annual Report to the Annual General Meeting.
12. The Members/Proxies should bring the attendance slip duly filled in and signed for attending the meeting.
13. Members are requested to quote Folio Number/Client ID in their correspondence.
14. The Equity shares of the Company are listed on Calcutta & Bhubaneshwar Stock Exchanges and Listing Fees for the financial year 2009-2010 have been paid to CSE.

Kolkata, May 31, 2010

By order of the Board  
For **Prime Capital Market Limited**

**Registered Office :**

18A, B.J.B. Nagar,  
Bhubaneshwar-751014, Orissa

**Sushil Kumar Purohit**  
Chairman & Managing Director

**Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956****Item No. 5**

The Board of Directors of your Company appointed Mr. Chandresh N. Shah as an Additional Director of your Company at the Board meeting held on 5<sup>th</sup> March 2010 to broad base the Board.

Mr. Chandresh N Shah, Age 50, B.Sc. has vast knowledge and rich experience in Capital Market related activities. It will be advantageous for the Company to avail his valuable services and rich experience. Your Company has received notices from members pursuant to section 257 of the Act, 1956 together with necessary deposit proposing the candidature of Mr. Chandresh N Shah for the office of Director of the Company.

Mr. Chandresh N Shah does not hold any shares in his own name or in the name of his relatives.

Mr. Chandresh N Shah is not among Directors in any of Listed or Public Limited Companies and thus is not having position of chairmanship or Membership of Committees in any of Listed Companies.

Except Mr. Chandresh N Shah in his respective appointment, no other Director is concerned or interested in his appointment as Directors of the Company.

Kolkata, May 31, 2010

By order of the Board  
For **Prime Capital Market Limited**

**Registered Office :**

18A, B.J.B. Nagar,  
Bhubaneshwar-751014, Orissa

**Sushil Kumar Purohit**  
Chairman & Managing Director

## DIRECTORS' REPORT, MANAGEMENT DISCUSSIONS & ANALYSIS

To The Members,

Your Directors have pleasure in presenting the Sixteenth Annual Report of your Company together with the Audited Statements of Accounts for the financial year ended March 31, 2010.

(Rs. in Lacs)

Financial Results	Year Ended 31.03.2010	Year Ended 31.03.2009
Income	51.54	8.29
Profit before Tax & Extraordinary Items	42.19	2.52
Less : Provision for Taxation	6.37	0.72
Profit after Tax	35.82	1.80
Less : Extra Ordinary Items	0.01	0.00
Profit available for appropriation	35.81	1.80
Add : Profit Carried Forward from Previous Year	119.74	117.94
<b>Appropriated as under :</b>		
Proposed Dividend	50.00	0.00
Corporate Tax on above Dividend	8.50	0.00
Transfer to General Reserve	7.16	0.00
Balance carried forward to Next Year	89.89	119.74

### OPERATIONAL REVIEW

During the year under review, your Company has made a turnaround in its performance. The PBT of the Company stood at Rs. 42.19 Lacs which is highest since inception. The Company has worked hard to regain its past glory and is satisfied with the kind of performance given in the year under review. Systematic investment plan has boosted the profit of Company including tax free income i.e. Dividend to the tune of Rs. 10.57 Lacs.

### DIVIDEND

Your Directors are pleased to recommend the payment of Dividend for the year ended 31st March 2010 at 50 Paise (Fifty Paise) per share (5 percent) on face value of Rs. 10/- each, subject to approval of Members at the ensuing Annual General Meeting.

### INDUSTRY STRUCTURE AND DEVELOPMENT

The Indian Capital Market which had witnessed a bull phase between FY 2004-05 to FY 2007-08 and experienced severe setback during FY 2008-09, triggered by the global financial market meltdown and worsened by the rising inflationary pressures in the domestic economy. The dislocation in the financial and capital market seriously impacted the financial performance of the Capital Market entrepreneurs. With the

margin getting adversely impacted and the turnover declining with falling stock prices, the profitability of industry severely impacted and they were faced with the challenge of protecting their capital from erosion in the adverse capital market movement.

The FY 2009-10 however saw a turnaround in the fortunes of the Capital Market in India. On the back of easing global concerns, stable government at the centre and improving market sentiments, the industry turnover registered a strong performance making a huge improvement over the position in FY 2008-09.

Going forward, there is a need of exercise of caution at the market volatility, both in terms of stock prices and trading turnover, is expected to continue and the pressure on profitability is likely to persist.

SEBI has taken several measures to improve the integrity of the secondary market. Legislative and regulatory changes have facilitated the Industry to improve their performances. Change in Disclosure a norm, changes in guidelines have improved the sentiments over investors and is really a reason to cheer. Although it is not enough and Corporate Governance norms is still to be strengthened. It is also necessary to enhance investors' confidence in the Securities Market.

#### **OPPORTUNITIES & THREATS**

The company is engaged in the business of investment and trading in shares. This is a highly fragmented industry with share trading business being concentrated with stock broking companies.

#### **OPPORTUNITIES**

The overall economic scenario continues to be subdued in the short term perspective and as such, till the overall economy gets an upward momentum, the credit off-take and pressure on yield would remain. However, the Budget of 2009-10 has provided various stimuli for industrial growth in the country, particularly in the Infrastructure sector. Various measures announced are expected to provide positive impact on industries like Oil & Gas, Power, Construction, Textiles, Automobiles, Petrochemicals, Household Appliances and the like. A reduction in the Securities Transaction Tax could give a boost to the trading activity.

#### **THREATS**

A prolonged bear phase in the stock markets is the main threat for the company. A bull market provides opportunities to earn profits from investment and trading activity. Other threats are like poor monsoon could trigger increase in consumer price inflation, which would dampen growth. Other threats are like change in Regulatory and taxation norms, changes in global scenario, fall in the price of rupee etc.

#### **PERFORMANCE & CURRENT YEAR PROSPECTS**

The Company has earned an income of Rs. 51.54 Lacs during the year via Short term Investments in Capital Market. The Company is doing investments based on its own studies by help of some of expertise in Capital Market as well as data available on different web sites.

Beside above business activities, your Company is one of Non Banking Finance

Company (NBFC). During the entire year, there were almost no business due to sluggish market as well as rise and fall in Dollar verses Rupee as well as non-predictable low demand in money market. Due to uncertainty, the Company has decided to stay away from Finance & Money market and hence the Company was only able to earn from investing activities during the year under review.

Now the Money market has started to be stable as well as rise of demand in money market, thus the Company is hopeful of doing well in future and hopes that both business and profit will shoot up and hence will be able to deliver more to its investors in coming years.

### **BUSINESS SEGMENT**

Your Company offers its services to customers through industry practices in the services of NBFC activities. Beside this your Company uses to invest its surplus fund in investing activities like investment in Equity Shares or in Capital Market or Mutual Fund.

### **RISK & CONCERNS**

The risks that the Company faces are the ones that face the industry today and these have been mentioned periodically. These risks includes implementation or change in current taxation structure including STT, rise in inflations, which can affect the no. of participants in securities market and thus can dry the liquidity in market, fall in rupee rate, slow down of economy including economy in world market, slow down in money inflow by FFI, any adverse news about those securities where company has invested its money, fall in the profitability of companies where Prime has invested etc.

In term of NBFC activities, the Company has paid Loans to HNIs and Corporate entities and is trying to recover that money which is long outstanding. Company is trying hard to recover that money and looking for various aspects in order to bring back its fund in the Company's kitty.

### **OVERVIEW**

The Company is planning to counter its challenges through focused marketing, tight control on liquidity and margins, cost effective sourcing of services, improved quality and timely services as well as to take timely decision to avoid risk of bad debts or risk of loss due to change in rate of foreign currency.

### **INTERNAL CONTROL SYSTEMS AND ADEQUACY**

PRIME has developed adequate Internal Control Systems in place to ensure a smooth functioning of its business. The Control System provides a reasonable assurance of recording the transactions of its operations in all material aspects and of providing protection against misuse or loss of Company's assets.

The ICS and their adequacy are frequently reviewed and improved and are documented.

### **MATERIAL DEVELOPMENT IN HUMAN RESOURCES**

Prime's biggest assets are their employees. We are continuously working on innovative initiatives to attract, train, retain and motivate our employees. Our endeavors are driven by a strong set of values imbibed in us and policies that we abide by. Our



constant goal, and indeed our biggest strength, is a healthy, happy and prosperous work environment for all our employees. Currently staff strength of the Company is 4 Employees including senior & junior category staff.

#### **CAUTIONARY STATEMENT**

Statements in the Management Discussions and Analysis describing the Company's objectives, projections, estimates, expectations may be forward looking statements. Actual results may differ materially from those expressed or implied. Important factors that could make a difference to the Company's performance include economic conditions affecting demand / supply and price conditions in the domestic and overseas markets in which the Company operates, changes in the Government Regulations, tax laws, statues and other incidental factors.

#### **FIXED DEPOSITS**

The Company has not taken any fixed deposits from public during the year.

#### **DIRECTORS**

During the year, Mr. Pravin Jain has resigned from the Board and in his place Mr. Chandresh N. Shah has been appointed as an Additional (Independent) Director of the Company.

In accordance with the requirements of the Companies Act, 1956 and as per the provisions of Articles of Association of the Company, Mr. Dhruva Narayan Jha is liable to retire and eligible, offers himself for re-appointments in the forthcoming Annual General Meeting.

Except Mr. Dhruva Narayan Jha, no other Directors of the Company are interested in his re-appointment.

Further, non of the Directors of the Company are disqualified under section 274(1)g of the Companies Act 1956.

#### **AUDITORS**

Auditors M/s. Manabendra Bhattacharyya & Co., Chartered Accountants, Kolkata holds the office until the conclusion of ensuing Annual General Meeting. Your Company has received certificate from the Auditors under section 224(1B) of the Companies Act, 1956 to the effect that their reappointment if made, will be within the limit prescribed.

The shareholders are requested to appoint the Auditors and fix their remuneration.

#### **COMMENTS ON AUDITOR'S REPORT:**

The notes referred to in the Auditor's Report are self explanatory and as such they do not call for any further explanation as required under section 217(3) of the Companies Act, 1956.

#### **PUBLIC DEPOSITS**

Your Company has not accepted any deposits from the Public during the year under review.

## **CORPORATE GOVERNANCE**

Your Company follows the principles of the effective corporate governance practices. The Clause 49 of Listing Agreement deals with the Corporate Governance requirements which every publicly listed Company has taken steps to comply with the requirements of the revised Clause 49 of the Listing Agreement with the Stock Exchange.

A separate section on Corporate Governance forming part of the Directors' Report and the certificate from the Company's Auditors on Corporate Governance as stipulated in Clause 49 of the Listing Agreement is included in the Annual Report.

## **HUMAN RESOURCES**

The Company takes pride in the commitment, competence and dedication shown by its employees in all areas of business. Various HR initiatives are taken to align the HR policies to the growing requirements of the business.

The Company has a structured induction process and management development programmes to upgrade skills of managers. Objective appraisal systems are in place for senior management system.

## **STATUTORY INFORMATION**

The Company being basically in the media sector, requirement, regarding and disclosures of Particulars of conservation of energy and technology absorption prescribed by the rule is not applicable to us.

## **PARTICULARS OF EMPLOYEES**

People are the backbone of our operations. It is a matter of great satisfaction for our Company that our employees have been very supportive of the Company's plan. By far the employee's relations have been cordial through out the year.

The information as required by provisions of section 217(2A) of the Companies Act, 1956 read with the companies (Particular of employees) amendments rules, 1988 is reported to be NIL.

## **PARTICULARS UNDER SECTION 217 (1) (E) OF THE COMPANIES ACT, 1956**

The Company is engaged in the business of media products hence the information regarding conservation of energy, Technology Absorption, Adoption and innovation, the information required under section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the Report of Board of Directors) Rules 1988, is reported to be Nil.

The Company has not earned or used foreign exchange earnings/outgoings during the year under review.

## **DIRECTORS RESPONSIBILITY STATEMENT**

Pursuant to Section 217 (2AA) of the Companies (Amendment) Act, 2000 the Directors confirm that:

1. In the preparation of the Annuals Accounts, for the year ended 31st March 2010, all the applicable accounting standards prescribed by the Institute of Chartered Accountants of India have been followed;

2. The Directors had adopted 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 of the Company for that period.
3. 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.
4. The Directors had prepared the annual accounts on a going concern basis.

#### **APPRECIATION**

The Board of Directors wishes to convey their appreciation to all the Company's employees for their performance and continued support. The Directors would also like to thank all the Shareholders, Consultants, Customers, Vendors, Bankers, Service Providers, and Governmental and Statutory Authorities for their continued support.

Kolkata, May 31, 2010

By order of the Board  
For **Prime Capital Market Limited**

#### **Registered Office :**

18A, B.J.B. Nagar,  
Bhubaneswar-751014, Orissa

**Sushil Kumar Purohit**  
Chairman & Managing Director

## ANNEXURE TO THE DIRECTORS' REPORT

### CORPORATE GOVERNANCE

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchange, Compliance with the requirements of Corporate Governance is set out below :-

### COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Prime Capital Market Ltd (PRIME) is committed to implement sound corporate governance practices with a view to bring about transparency in its operations and maximize shareholders value. The Company's core philosophy on the code of Corporate Governance is to ensure -

- Fair and transparent business practices;
- Accountability for performance;
- Transparent and timely disclosure of financial and management information;
- Effective management control and monitoring of executive performance by the Board; and
- Adequate representation of promoter, executives and independent directors on the Board.

A report on the implementation of the Corporate Governance Code of the Listing Agreement by the Company is furnished below.

The Certificate of Corporate Governance from the Statutory Auditors of the Company confirming compliance of the conditions of Corporate Governance is annexed hereto.

### BOARD OF DIRECTORS

#### COMPOSITION OF DIRECTORS

The constitution of the Board is in conformity with the provisions of Clause 49 of the listing Agreement of the Stock Exchange. The Board consists of Four Directors out of which two members are Independent Directors.

The Board of Directors met 7 times on 7th April, 30th June, 31st July and 30th October 28th December in year 2009, 29th January,2010 and on 25th March 2010 in the year 2010 during the financial year 2009-2010.

Details of Composition of Board, category of the Directors and their attendance at Board Meetings and last Annual General Meeting, number of other directorship are given below :-

Name	Designation	Board Meetings Attended	Whether Attended AGM	Committee Membership	Committee Chairmanship	No. of Directorship in other Public Ltd. Co.
Sushil Kr. Purohit	Chairman & Managing Director	7	Yes	3	Nil	2
Bimal Joshi	Whole time Director	7	Yes	3	Nil	Nil
Dhruva Narayan Jha	Independent Director	7	Yes	7	4	3
Chandresh N Shah	Independent Director	1	No	Nil	Nil	1

## AUDIT COMMITTEE

The Audit Committee consists of Managing Director, whole time Director and an Independent Director of the Company. All members of the Audit Committee are financially literate and they have accounting or related financial management expertise.

### Terms of Reference

The terms of reference of the Audit Committee are as under :

- a) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- b) Recommending to the Board, the appointment, reappointment and, if required the replacement or removal of the statutory auditor and fixation of audit fees.
- c) Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- d) Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to -
  - (i) Matters required being included in the Directors' Responsibility Statement to be included in the Board's report in terms of Clause (2AA) of section 217 of the Companies Act 1956.
  - (ii) Changes, if any, in accounting policies and practices and reasons for the same.
  - (iii) Major accounting entries involving estimates based on the exercise of judgment by management.
  - (iv) Significant adjustments made in the financial statements arising out of audit findings.
  - (v) Compliance with listing and other legal requirements relating to financial statements.
  - (vi) Disclosure of any related party transactions.
  - (vii) Qualifications in the draft audit report.
- e) Reviewing with the management, the quarterly financial statements before submission to the Board for approval.
- f) Reviewing with the management performance of statutory and internal auditors, adequacy of internal control systems.
- g) Reviewing with the adequacy of internal audit function, reporting structure, coverage and frequency of internal audit.
- h) Discussion with internal auditors any significant findings and follow-up thereon.
- i) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control system of a material nature and reporting the matter to the Board.

- j) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any areas of concern.
- k) To look into the reasons for substantial defaults in the payment to shareholders (in case of non-payment of declared dividend) and creditors.

#### AUTHORITY AND RESPONSIBILITIES

The Audit Committee reviews the Company's financial reporting process, disclosure of accounting treatment, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter, disclosure norms, internal control systems, risk management policies, accounting policies and practices, ensuring the quality and appropriateness of the Company's accounting and financial disclosures as well as quarterly/half yearly financial statements. It recommends appointment of Statutory Auditors fixes audit fees and reviews internal control systems, Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern, scope for observations of the auditors and adequacy of the internal audit function, discussion with internal auditors any significant findings and follow up there on etc.

In addition to the above, Audit Committee reviews the followings :

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions submitted by management;
3. Management letters/letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the Chief internal auditor.

The members of Audit Committee met four times on - 2nd June, 31st July and 30th October in year 2009 & on 29th January 2010 during the financial year ended on 31st March 2010.

Name	Number of Meetings Held	Meetings Attended
Sushil Kr. Purohit	4	4
Bimal Joshi	4	4
Dhruva Narayan Jha*	4	4

\* Chairman of the Committee

**REMUNERATION COMMITTEE**

Since the Company does not have remuneration Committee (constitution of which is a non-mandatory requirement), the details pertaining to the same are not provided

**DETAILS OF REMUNERATION PAID TO DIRECTORS**

The payment of salary to Directors was Nil during the financial year 2009-2010.

No Stock option has been allotted to any of the Directors during the financial year 2009-2010.

None of the Independent Directors holds any shares in their name or in the name of their relatives.

**SHARE TRANSFER COMMITTEE**

The Board of Directors has constituted Share Transfer Committee under the Chairmanship of Mr. Bimal Joshi; whole time Director with two other Directors namely Mr. Dhruva Narayan Jha & Mr. Sushil Kr. Purohit.

The members of Share Transfer Committee met four times on 2nd June, 31st July and 30th October in year 2009 & on 29th January 2010 during the financial year ended on 31st March 2010.

Name	Number of Meetings Held	Meetings Attended
Mr. Bimal Joshi	4	4
Mr. Sushil Kr. Purohit	4	4
Mr. Dhruva Narayan Jha*	4	4

\*Chairman of Committee

**INVESTOR GRIEVANCE COMMITTEE**

The Board of Prime Capital Market Limited has constituted a Committee of Directors, which inter-alia also functions as "Shareholders/Investors" Grievance Committee, consisting of three members, chaired by a Non-Executive, Independent Director. The Committee meets once a month and inter-alia, deals with various matter relating to:

- Transfer/transmission/transposition of shares;
- Consolidation/splitting of shares/folios;
- Issue of Share Certificates for lost, sub-divided, consolidated, rematerialize, defaced etc;
- Review of Shares dematerialized and all other related matters; and
- Investors' grievances and redressal mechanism and recommend measures to improve the level of Investor Services.

The Share Department of the Company and the Registrar and Share Transfer Agent, M/s. ABS Consultants Ltd. attend to all grievances of the shareholders and investors received directly or through SEBI, Stock Exchanges and Registrar of Companies etc.

The Minutes of Shareholders'/Grievances Committee are noted by the Board of Directors at the Board Meetings.

Continuous efforts are made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the investors. Shareholders are requested to furnish their telephone numbers and email addresses to facilitate prompt action.

#### COMPLIANCE OFFICER

The Company has appointed Mr. Jitender Pratihast as a Compliance Officer within the meaning of Listing Agreement.

#### COMPOSITION OF COMMITTEE AND MEETINGS ATTENDED

During the year, twelve meetings of the Committee of Directors were held on April 1, May 4, June 1, July 1, August 3, September 1, October 1, November 2, and December 1 in year 2009 and on January 2, February 1 and March 1 in year 2010.

Brief Details of Names, Position, Category and meeting attended by Members of Committee is as follows:

Name	Position	Category	Meetings Attended
Mr. Bimal Joshi	Chairman	Executive Director	12
Mr. Dhruva Narayan Jha*	Member	Independent, Non-Executive	12
Mr. Sushil Kr. Purohit	Member	Promoter, Executive	12

\*Chairman of Committee

#### DETAILS OF SHAREHOLDERS' COMPLAINTS

During the year the Company did not receive any complaint from any of the share holder and there was no pending complaint at the close of the financial year.

#### GENERAL BODY MEETINGS

Location & time for the last three Annual General Meetings :

Annual General Meeting	Date & Time	Venue
15th Annual General Meeting	18th September 2009, 4.00 PM	18A, B.J.B. Nagar, Bhubaneswar - 751 014 Orissa
14th Annual General Meeting	19th September 2008, 2.30 PM	18A, B.J.B. Nagar, Bhubaneswar - 751 014 Orissa
13th Annual General Meeting	27th September 2007, 10.30 AM	18A, B.J.B. Nagar, Bhubaneswar - 751 014 Orissa

#### SPECIAL RESOLUTION PASSED AT LAST THREE ANNUAL GENERAL MEETINGS:

During the financial year 2008-09, Special Resolution was passed seeking appointment of Mr. Pravin Jain as Non-Executive, Independent Director, in year 2007-08, Special



Resolutions has been passed seeking shareholders approval for appointment of Mr. Sushil Kr. Purohit and in year 2006-07, Special Resolutions has been passed seeking shareholders approval for appointment of Mr. Dhruva Narayan Jha who have been appointed as Additional Directors of the Company during respective years.

#### **PASSING OF RESOLUTION BY POSTAL BALLOT:**

No Special Resolution has passed through Postal Ballot Rules during last three years.

At the forthcoming Annual General Meeting, there is no item on the agenda that needs approval by Postal Ballot.

#### **EXTRA-ORDINARY GENERAL MEETING**

No Extra-Ordinary General Meeting was held by the Company during the financial year ended 31st March 2010.

#### **BOARD DISCLOSURES**

##### **RISK MANAGEMENT**

The Company has a Risk Management Policy which has been adopted by the Board of Directors, currently, the Company's risk management approach comprises of the following :-

- Governance of Risk
- Identification of Risk
- Assessment of Control of Risk

The risks have been prioritized through a companywide exercise. Members of Senior Management have undertaken the ownership and are working on mitigating the same through co-ordination among the various departments, insurance coverage, security policy and personal accident coverage for lives of all employees.

The Company has appointed a Risk Officer and also put in place the risk management framework, which helps to identify various risks cutting across its business lines. The risks are identified and are discussed by the representatives from various functions.

Risk Officer will make a presentation periodically on risk management to the Board of Directors and the Audit Committee. The Board and the Audit Committee provide oversight and review the risk management policy periodically.

##### **SUBSIDIARIES**

The Company does not have any material non-listed Indian subsidiary whose turnover or net worth (i.e. paid-up capital and free reserves) exceeding 20% of the consolidated turnover or networth respectively, of the listed holding company and its subsidiaries in the immediately preceding accounting year.

##### **INSIDER TRADING**

The Securities and Exchange Board of India (SEBI) has over the years introduced various amendments to the Insider Trading Regulations of 1992 which ordain new action steps by corporate and other market intermediaries for the purposes of prevention of Insider Trading.

Pursuant to the above requirements of SEBI (Prohibition of Insider Trading) Regulations, 1992 as amended, the Company has adopted a `Code of Conduct` for Prevention of Insider Trading (The Code) with effect from October 1, 2002. The Code is applicable to all Directors and such Designated Employees who are expected to have access to unpublished price sensitive information relating to the Company. The Compliance Officer has been appointed for monitoring adherence to the said Regulations.

## DISCLOSURES

- (a) There are no transactions with related parties i.e. with Promoters, Directors, Management, Subsidiaries or Relatives that may have potential conflict of interest with the Company at large.
- (b) There has been no instance of non-compliance by the Company on any matter related to Capital Markets and hence the question of penalties or strictures being imposed on the Company by the Stock Exchange or SEBI or any Statutory Authority does not arise.
- (c) In Compliance with the Securities & Exchange Board of India (Prohibition of Insider Trading Regulations, 1992) as amended till date, on Prohibition of Insider Trading, the Company has a comprehensive Code of Conduct and the same is being strictly adhered to by its management, staff and relevant business associates. The code expressly lays down the guidelines and the procedure to be followed and disclosures to be made, while dealing with shares of the Company and cautioning them on the consequences of non-compliance thereof. However whistle blower policy has not been formed during the year under review. Further, we affirm that no personnel have been denied access to the Audit Committee.
- (d) Secretarial Audit :- A qualified Practicing Company Secretary carried out Secretarial Audit on quarterly basis to reconcile the total admitted capital with Central Depository Services (India) Ltd. (CDSL) and National Securities Depository Ltd. (NSDL) and the total issued and listed capital. The secretarial audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

## DISCLOSURES ON NON-MANDATORY REQUIREMENTS

The Company has adopted/complied with the following non-mandatory requirements as prescribed in Annexure I D to Clause 49 of Listing Agreement with the Stock Exchange :-

- a) None of the Independent Directors on the Board of the Company have served for the tenure of exceeding nine years. The Company has ensured that the person who is being appointed as an Independent Director has the requisite qualifications and experience which would be of use to the Company and which in the opinion of the Company would enable him to contribute effectively to the Company in his capacity as an Independent Director.
- b) The Company has not setup Compensation and Remuneration Committee.

- c) We publish our quarterly results and half yearly results in widely circulated newspapers whereas we did not send half yearly results to any of shareholders.
- d) The financial statements of the Company are unqualified.
- e) The Company has not adopted a Whistle Blower Policy till date.

#### MEANS OF COMMUNICATIONS

- The Company regularly provides information to the Stock Exchanges as per the requirements of the listing Agreement.
- The Quarterly/Half Yearly/Nine Months & Annual Results have been submitted to Bombay Stock Exchange Ltd. and published in the leading English Newspapers i.e. Financial Express and in vernacular language Newspaper i.e. Mahanayak.
- Company is not yet started to post its Quarterly Results/Half Yearly/ Nine Months & Annual Results on its website.
- Official News releases are also yet to be posted on its website.
- No formal representations were made to Institutional Investors or Analysts during the year under review.
- Management Discussion and Analysis forms part of the Annual Report will be posted to the shareholders of the Company.

#### GENERAL SHAREHOLDER INFORMATION

Detailed information in this regard is provided in section "Shareholders Information" which forms part of this Annual Report.

#### SHAREHOLDERS' INFORMATION

##### a. Next Annual General Meeting

The information regarding 16th Annual General Meeting for the financial year ended on 31st March 2010 is as follows :-

**Date** : 4th August 2010

**Time** : 3.30 P.M.

**Venue** : 18A, B.J.B. Nagar, Bhubaneswar - 751 014, Orissa.

##### b. Financial Calendar : 1st April to 31st March.

##### c. Future Calendar :

Subject Matter	Date
Financial Reporting of 1st Quarter ended on 30th June 2010	14th August, 2010
Financial Reporting of 2nd Quarter ended on 30th Sept 2010	15th November 2010
Financial Reporting of 3rd Quarter ended on 31st Dec 2010	15th February 2011
Financial Reporting of 4th Quarter ended on 31st March 2011	13th May 2011
Date of Annual General Meeting	During September 2011

- d. **Date of Book Closure** : 28th July 2010 to 4th August 2010. (Both days inclusive)
- e. **Dividend Payment** : The Board of Directors are pleased to recommend the payment of Dividend 50 Paise per Equity Share of Rs. 10/- each (i.e. 5 Percent of paid-up value of shares) Subject to approval of Shareholders) to be paid within the prescribed time period. This Dividend, if approved at the Annual General Meeting, shall be paid to all eligible Members whose names appear on the Register of Members on July 27, 2010.
- f. **Listing of Shares** : Kolkata & Bhubaneshwar Stock Exchanges
- g. **Custody Charges & Listing Fees** : Annual Custody Charges to NSDL & CDSL and Annual Listing Fees for Financial year 2009-2010 have been paid to CSE.
- h. **Stock Code & ISIN Code** : 10026180 on CSE  
: INE748D01010 on CDSL & NSDL
- i. **Market Price Data** : Due to thin volume as well as non-availability of Market Price Data of the Scrip on CSE, we are unable to produce Market Price Data for the Scrip vs. CSE Sensex.

**j. Registrar & Share Transfer Agent.**

M/s. ABS Consultants Private Limited has been appointed as Registrar & Share Transfer Agent for all work relating to share registry in terms of both physical and electronic mode. All transfer, transmission, request related to correspondence/queries, intimation of change of address etc. should be addressed to our RTA directly at the following Address:

**M/s. ABS Consultants Private Limited**

99, Stephen House, 4, B.B.D. Bag (East), Kolkata-700 002

**k. Share Transfer Systems**

The Share transfer is processed by the Registrar & Share Transfer Agent, ABS Consultants Private Limited and approved by Share Transfer Committee, if the documents are complete in all respects, within 21 days from the date of lodgment.

## I. Distribution of Shareholding as on 31st March 2010

No. of Equity Shares	No. of Share Holders	% of Share Holders	Total No. of Shares Held	% of Share Holding
1-500	38	4.78	16350	0.16
501-1000	117	14.72	94100	0.94
1001-2000	139	17.48	233304	2.33
2001-3000	87	10.94	234400	2.34
3001-4000	67	8.43	254168	2.54
4001-5000	48	6.04	224214	2.24
5001-10000	144	18.11	1082688	10.83
10001-50000	107	13.46	2168441	21.68
50001-100000	31	3.90	2461273	24.61
100001 & above	17	2.14	3231162	32.31
<b>Total....</b>	<b>795</b>	<b>100.00</b>	<b>10000100</b>	<b>100.00</b>

## m. Shareholding Pattern as on 31st March 2010

Categories	No. of Shares	% of Shareholding
Promoters, Directors & Relatives & Person acting in concert	490351	4.90
Indian Bank / Mutual Funds	0	0
NRI/OCBS	0	0
Private Corporate Bodies	2536864	25.37
Indian Public	6972885	69.73
<b>Total .....</b>	<b>10000100</b>	<b>100.00</b>

## n. Categories of Shareholders as on 31st March 2010.

Category	No. of Share holders	% of Share holders	No. of Shares Held	% of Share Holding
1-500	38	4.78	16350	0.16
Individuals	730	91.82	6972885	69.73
Non-Resident Indians	0	0.00	0	0.00
Body Corporate	62	7.80	2536864	25.37
Local Mutual Funds	0	0.00	0	0.00
Promoters	3	0.38	490351	4.90
<b>Total ...</b>	<b>795</b>	<b>100.00</b>	<b>10000100</b>	<b>100.00</b>

**o. Dematerialization of Shares & Liquidity**

The Company's Equity Shares are in Demat trading segment and the Company had established connectivity with both NSDL & CDSL by signing the necessary agreements.

**Procedures for dematerialization / rematerialization of Equity Shares:-**

Shareholders seeking demat / remat of their shares need to approach their Depository Participants (DP) with whom they maintain a demat account. The DP will generate an electronic request and will send the physical share certificates to Registrar and Share Transfer Agents of the Company. Upon receipt of the request and share certificates, the Registrar will verify the same. Upon verification, the Registrar will request NSDL/CDSL to confirm the demat request. The demat account of the respective share holder will be credited with equivalent number of shares. In case of rejection of the request, the same shall be communicated to the shareholder.

In case of remat, upon receipt of the request from the shareholder, the DP generates a request and verification of the same is done by the Registrar. The Registrar then requests NSDL or CDSL to confirm the same. Approval of the Company is being sought and equivalent numbers of shares are issued in physical form to the shareholder. The share certificates are dispatched within one month from the date of issue of Shares.

The Shares of Company are traded on Calcutta Stock Exchange Ltd. 88.85% of the Company's Equity Share Capital held under Public category has been dematerialized up to 31st March 2010.

**p. Nomination**

Individual Shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in case of death of the registered shareholder(s). Nomination facility in respect of shares held in electronic form is also available with the depository participants as per the bye-laws and business rules applicable to NSDL and CDSL. Nomination forms can be obtained from the Company's Registrar and Share Transfer Agent.

**q. Requirement of PAN Card in case of Transfer of Shares in Physical Form**

Pursuant to SEBI Circular, the shareholders holding shares in physical form are requested to submit self certified copy of PAN at the time of sending their request for share transfer/transmission of name/transposition of name.

**r. For the Attention of Shareholders holding shares in electronic form**

Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participants (DPs).

**s. Brief Resume of the Directors Seeking Re-Appointment**

Mr. Dhruva Narayan Jha, Age 51, B. Com. Is having vast experience in the area of Financial Market, Money Market and Income Tax related activities as well as expertise in legal matters. Moreover he is having an experience of around 26 years in these business and profession. He is an Independent Director of the Company.

He is not holding any share either in his own name or in the name of family members or relatives.

As on 31st March 2010, he is on the Board of Directors of the following Companies:-

Sr. No.	Name of the Company
1.	Prime Capital Markets Ltd.
2.	Blue Circle Services Limited
3.	Bolton Properties Limited
4.	Denim Developers Limited
5.	Universal Multimedia Ltd.
6.	Chefair Impex Ltd.
7.	Bull Power Vyapar Ltd.
8.	Sargam Trade Link Pvt. Ltd.
9.	Celesst Mercandise Ltd.
10.	Sudhanil Vyanija Pvt. Ltd.
11.	Thunder Traders Ltd.
12.	Albright Electricals Pvt Ltd
13.	Albright Consultants Pvt Ltd

Further, he is having 4 Committee Chairmanship and 7 Committee Membership in various listed cos. where he is holding position as Director.

**t. Details on use of Public Funds Obtained in the last three years :**

No Fund has been raised during last three financial years.

**u. Investors Correspondence**

Shareholders can contact the following Officials for secretarial matters of the Company :-

Mr. Jitender Pratihast - Tel : 033-2234 6715

**n. Outstanding GDRs./ADRs/Warrants or any convertible instruments, conversion data likely impact on Equity :**

Not Applicable.

**o. Code of Conduct**

The Board of Directors of the Company has laid down Code of Conduct for Directors and for Senior Management & Employees. All Board Members and Senior Management have affirmed compliance with the Code of Conduct for the year under review. Declaration to this effect signed by the Managing Director & Chief Executive Officer is annexed to this report.

**p. Registered Office**

18A, B.J.B. Nagar, Bhubaneshwar-751014, Orissa

**q. Address for Correspondence**

P-27, Princep Street, Kolkata-700 072

## CHAIRMAN & MANAGING DIRECTOR'S DECLARATION ON CODE OF CONDUCT

As required by Clause 49 of Listing Agreement, the Managing Director and CEO's Declaration for Code of Conduct is given below:

The Members of

### **Prime Capital Market Limited**

- (a) They have reviewed financial statements and the cash flow statement for the year and that to the best of their knowledge and belief:
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of their knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (c) They accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- (d) They have indicated to the auditors and the Audit committee
  - (i) significant changes in internal control over financial reporting during the year;
  - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) instances of significant fraud of which they 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 **Prime Capital Market Ltd.**

**Sushil Kr. Purohit**  
Chairman & Managing Director



## SECRETARIAL COMPLIANCE REPORT FOR THE YEAR ENDED 31ST MARCH 2010

The Board of Directors,  
**Prime Capital Market Limited**

We have examined the registers, records and papers of M/s. Prime Capital Market Limited as required to be maintained under the Companies Act, 1956, (hereinafter referred to as "The Act"), the rules made thereunder and also the provisions contained in the Memorandum of Association and Articles of Association of the Company for the year ended 31st March 2010.

On the basis of our examination as well as information and explanations furnished by the Company and the records made available to us, we report that:

1. Equity Shares of the Company are listed on Calcutta Stock Exchange Association Ltd. and on Bhubaneswar Stock Exchanges Ltd.
2. All the requisite registers and other records required under the Act and the Rules made thereunder have been maintained in accordance with the requirements of the Act.
3. All the requisite forms, returns and documents have been filed with the Registrar of Companies and other authorities as required under the Act and Rules made thereunder.
4. All the requirements of the Act relating to the meetings of the Directors, Shareholders and Committees of the Board as well as relating to maintenance of the minutes of the proceedings there at have been complied with.
5. The Board of Directors of the Company is duly constituted.
6. The Directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of Section 299 of the Companies Act, 1956.
7. The Company has not raised any fund during the year under review.
8. Share Certificates have been delivered to the transferee within Applications for transfer and transmissions of the Shares have been registered within the prescribed for this purpose.
9. The provisions of Companies Act, 1956, relating to declaration and payment of Dividend have been complied with.
10. The amounts borrowed by the Company from Banks/Bodies Corporate are within the borrowing limits of the Company. There are no borrowings which are outstanding as on March 31, 2010.

11. Necessary approval of Directors, Shareholders, Central Government and other authorities, wherever applicable and required under the Companies Act, 1956, have been obtained.
12. The Company has not altered its Memorandum of Association & Articles of Association during the year under review.

For **M/s Prabir Mahato**  
Company Secretaries

Place : Kolkata  
Date : May 31, 2010

**Prabir Mahato**  
Proprietor

**AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

To the Members of  
**Prime Capital Market Limited**

We have examined the compliance of the conditions of Corporate Governance by Prime Capital Market Ltd. (The Company) for the year ended 31st March 2010 as stipulated in Clause 49 of the Listing Agreement of the said Company with all stock exchanges where the Shares of Company are listed.

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

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

We state that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Shareholders/Investors Grievances Committee.

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

For **Manabendra Bhattacharyya & Co.**  
Chartered Accountants

Place : Kolkata  
Date : May 31, 2010

**Amit Bhattacharjee**  
Proprietor

## AUDIT REPORT

To the Members of **Prime Capital Market Limited**

We have audited the attached Balance Sheet of Prime Capital Market Limited as at 31st March 2010 and also the Profit & Loss Account for the year ended on that day annexed hereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We have conducted our audit in accordance with auditing standards generally accepted in India. Those standards required that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also included assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

- a. As required by the Companies (Auditors' Report) Order, 2003 issued by the Department of Company Affairs in terms of Section 227 (4A) of the Companies Act 1956, we enclose in the Annexure, a statement on the matter specified in the said Order to the extent applicable;
- b. Further to our comments in the annexure referred to in paragraph 1 above -
  - i. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - ii. In our opinion, proper books of accounts as required by law have been kept by the Company so far as appears from our examination of those books;
  - iii. The Balance Sheet, Profit & Loss Account and the Cash Flow Statement dealt with by this report are in agreement with the books of accounts'
  - iv. In our opinion, the Balance Sheet, Profit & Loss Account and Cash Flow Statement together with notes of accounts dealt with by this report comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Companies Act 1956.
  - v. On the basis of written representations received from the Directors, as on 31st March 2010, and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March 2010 from being appointed as a Director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act 1956;
  - vi. In our opinion and to the best of our information and according to the explanations given to us, the said accounts, give the information required

by the Companies Act 1956, and give a true and fair view in conformity with the accounting principles generally accepted in India :-

1. in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March 2010;
2. in the case of the Profit and Loss Account, of the Profit for the year ended on that date;
3. in the case of Cash Flow Statement, of the cash flows for the year ended on that date.

For **Manabendra Bhattacharyya & Co.**  
Chartered Accountants

Place : Kolkata  
Date : May 31, 2010

**Amit Bhattacharjee**  
Proprietor

**ANNEXURE TO THE AUDITORS' REPORT**

(Referred to in Paragraph 1 of our report of even date)

1. (a) The Company has maintained proper books of records showing full particulars including quantitative details and situations of fixed assets.  
(b) As per the information and explanations given to us, the Company has carried out physical verification of fixed assets during the year. In our opinion, the frequency of such verification is reasonable.  
(c) In our opinion and according to the information and explanation given to us, the Company has not made any substantial disposal during the year.  
(d) The procedure of physical verification of stock & securities followed by management are reasonable and adequate in relation to the size of the Company nature of its business.  
(e) The Company has maintained proper record of Inventories. No discrepancies noticed on physical verification of Investments as compared to the books & records.
2. The Company does not have any inventories. Accordingly the Clause 4(ii) of the Companies, (Auditors' Report) Order 2003 is not applicable.
3. (a) According to the information and explanation given to us and on the basis of records furnished before us, the Company has not granted any loans, secured or unsecured to Companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.  
(b) In view of above, Clause 4(iii)(a),(b),(c) and (d) of Companies (Auditors' Report) Order, 2003 are not applicable.  
(c) According to the information and explanation given to us and on the basis of records furnished before us for the verification, the Company has not taken any loans, secured or unsecured from Companies, firms or other parties covered in the register maintained under section 301 of the Act.  
(d) In view of above, clause 4(iii)(e), (f) and (g) of Companies (Auditors' Report) Order, 2003 are not applicable.
4. In our opinion and according the information & explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and nature of business with regard to purchase and sales. During the course of our Audit, we have not observed any continuing failure to correct major weakness of internal audit.
5. (a) In our opinion and according the information & explanations given to us, the particulars of contract or arrangements that were required to be entered in the register maintained under Section 301 of the Companies Act 1956 have been so entered in the said register.  
(b) In respect of transactions entered exceeding the value of five lacs in the register maintained in pursuance of Section 301 of the Companies Act

1956, according to information and explanation given to us, the transactions made pursuant of such contracts or arrangements have been made at prices which are prima-facie reasonable having regard to prevailing market prices at the relevant time.

6. The Company has not accepted any deposits from the public hence Clause 4(vi) of Companies (Auditors' Report) Order 2003 is not applicable.
7. The Company has appointed a firm of Chartered Accountants, to carry out internal audit functions, on broadly reviewing the Audit Reports furnished before us and information and explanation given to us by the management, we are of the opinion that the Internal Audit is commensurate with the size of the Company and the nature of business.
8. We are informed that the Central Government has not prescribed maintenance of cost records under section 209(1)(d) of the Companies Act 1956 in respect of products dealt with by the Company.
9. (a) In our opinion and according to the information and explanations given to us, undisputed statutory dues including Provident Fund, Investors' Education & Protection Fund, Employees State Insurance Scheme, Income Tax, Sales Tax, Wealth Tax, Custom Duty, Excise Duty, CESS and any other statutory dues have been regularly deposited in time during the year with appropriate authorities and there are no undisputed statutory dues payable for a period of six months from the date they became payable as at 31st March 2010.  
(b) According to the information and explanation given to us there are no disputes pending before the authorities in respect of Sales Tax, Income Tax, Custom Duty and CESS.
10. The Company does not have accumulated losses as at the end of financial year and has not incurred cash losses in the current financial year and in the immediate preceding financial year.
11. According to the records made available to us and information and explanation given to us by the management, the Company has not defaulted in repayment of any dues to financial institutions or banks.
12. According to the information and explanations given to us, the Company has not granted any loans & advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the Company is not chit fund, nidhi, mutual fund and societies and accordingly clause 4(xiii) of Companies (Auditors' Report) Order, 2003 is not applicable.
14. In our opinion and according to the information and explanations given to us, the Company has kept adequate records of its transactions and contracts in shares, securities, debentures and other investments and timely entries have been made therein. The Shares, Securities, Debentures and Other Investments are held in the name of the Company.

15. In our opinion and according to the information and explanations given to us, the Company has not given guarantees for loans taken by others from Banks & Financial Institutions. Accordingly Clause 4(xv) of Companies (Auditors' Report) Order, 2003 is not applicable.
16. In our opinion and according to the information and explanations given to us, the Company has not obtained any Term Loan. Accordingly Clause 4(xvi) of Companies (Auditors' Report) Order, 2003 is not applicable.
17. According to the information and explanations given to us and on the basis of and overall examination of the Balance Sheet of the Company, no funds raised on short term basis have been utilized for long term investment and vice versa.
18. The Company has not issued any Equity Shares and debentures during the year.
19. During the period, the Company has not issued any debentures. Accordingly Clause 4(xix) of Companies (Auditors' Report) Order, 2003 is not applicable.
20. The Company has not raised any money through a Public Issue during the year under Audit. Accordingly Clause 4(xx) of Companies (Auditors' Report) Order, 2003 is not applicable.
21. During the course of examination of the books and records of the Company, carried out in accordance with generally accepted auditing practices in India, and according to the information and explanation given to us, we have neither come across any instance of fraud on or by the Company noticed or reported during the period nor we have been informed of such instances by the management.

For **Manabendra Bhattacharyya & Co.**  
Chartered Accountants

Place : Kolkata  
Date : May 31, 2010

**Amit Bhattacharjee**  
Proprietor



**BALANCE SHEET AS AT MARCH 31, 2010**

	Schedule	31.3.2010 Rupees	31.3.2009 Rupees
<b><u>SOURCES OF FUNDS</u></b>			
<b>Shareholders' Funds</b>			
Share Capital	1	100,001,000	100,001,000
Reserves and Surplus	2	9,705,166	11,974,260
<b>TOTAL</b>		<b>109,706,166</b>	<b>111,975,260</b>
<b><u>APPLICATION OF FUNDS</u></b>			
Investments	3	146,513,538	67,167,000
<b>Current Assets, Loans &amp; Advances</b>			
Sundry Debtors	4	7,014,512	569,650
Cash & Bank Balance	5	1,935,843	934,189
Deposits & Advances	6	63,337,869	42,967,071
		72,288,225	44,470,910
Less : Current Liabilities & Provisions	7		
Sundry Creditors		649,279	949,279
Liabilities & Provisions		109,847,276	114,329
		110,496,555	1,063,608
<b>Net Current Assets</b>		<b>(38,208,330)</b>	<b>43,407,302</b>
<b>Miscellaneous Expenditure</b>	8		
(To the Extent not written off & Adjusted)		1,141,436	1,141,436
<b>Deffered Tax Adjustments</b>		259,522	259,522
<b>TOTAL</b>		<b>109,706,166</b>	<b>111,975,260</b>
Notes forming part of the accounts & Significant Accounting Policies	11		

As per our report of even date  
For **Manabendra Bhattacharyya & Co.**  
Chartered Accountants

**Amit Bhattacharjee**  
Proprietor  
Membership No. 50714

**Sushil Kr. Purohit**  
Chairman & Managing Director

Place : Kolkata  
Date : 31st May 2010

**Bimal Joshi**  
Director

**PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2010**

	Schedule	31.3.2010 Rupees	31.3.2009 Rupees
<b>INCOME</b>			
Dividend Recd		1,056,678	42,814
Short-Term Capital Gain		4,087,987	-
Commission Recd		-	642,438
Profit from Trading in Shares		-	64,040
Interest Recd		9,000	80,000
		<u>5,153,665</u>	<u>829,292</u>
<b>EXPENDITURE</b>			
Payment & Provision to Employees	9	165,000	162,000
Administrative Expenses	10	770,057	414,854
		<u>935,057</u>	<u>576,854</u>
Profit before Tax		4,218,608	252,438
Provision for Taxation		637,100	70,834
Provision for Fringe Benefit Tax		-	2,044
Profit After Tax		3,581,508	179,560
Profit brought forward from previous year		<u>11,974,260</u>	<u>11,794,700</u>
Profit available for Appropriation		15,555,768	11,974,260
Less : Proposed Dividend		5,000,050	-
Less : Tax on Proposed Dividend		850,009	-
Profit After Tax & Dividend		9,705,709	11,974,260
Less : Transfer to General Reserve		716,300	-
Less : Earlier Year Adjustments		543	-
Profit carried to Balance Sheet		<u>8,988,866</u>	<u>11,974,260</u>
Earnings Per Share (Basic & Diluted) (Face Value Rs.10/- per share)		0.36	0.02
Notes forming part of the accounts & Significant Accounting Policies	11		

As per our report of even date  
For **Manabendra Bhattacharyya & Co.**  
Chartered Accountants

**Amit Bhattacharjee**  
Proprietor  
Membership No. 50714

**Sushil Kr. Purohit**  
Chairman & Managing Director

Place : Kolkata  
Date : 31st May 2010

**Bimal Joshi**  
Director

SCHEDULES TO ACCOUNTS	31.03.2010 Rupees	31.03.2009 Rupees
<b>SCHEDULE 1</b>		
<b>SHARE CAPITAL</b>		
<b>Authorised</b>		
110,00,000 Equity Shares of Rs. 10/- each	110,000,000	110,000,000
<b>Issued, Subscribed &amp; Paid-up</b>		
100,00,100 Equity Shares of Rs. 10/- each fully paid-up	100,001,000	100,001,000
	<u>100,001,000</u>	<u>100,001,000</u>
<b>SCHEDULE 2</b>		
<b>RESERVES &amp; SURPLUS</b>		
General Reserve	716,300	-
Profit & Loss Account - Balance	8,988,866	11,974,260
	<u>9,705,166</u>	<u>11,974,260</u>

## SCHEDULE 3

## INVESTMENTS

(Quoted, Valued at Cost)

Particulars	As on 31.03.2010		As on 31.03.2009	
	Quantity	Value	Quantity	Value
Bhushan Steel Limited	14,498	21,891,984	-	-
Blue Circle Services Ltd	125,000	1,500,000	-	-
CALS Refineries Limited	100,000	70,000	-	-
Decolight Ceramics Limited	-	-	-	-
GHCL Limited	225,125	9,677,092	-	-
Golden Tobacco Ltd	173,508	23,210,279	-	-
Gujrat Fluro Chemicals Ltd	-	-	-	-
Hindustan Tin Works Limited	45,000	6,181,631	-	-
IDBI Bank Ltd	1,000	131,978	-	-
Idea Cellular Ltd	500	31,930	2,000	149,045
IFCI Limited	-	-	100	1,890
India Glycols Ltd	1,000	119,746	-	-
Ispat Industries Ltd	1,000	23,759	-	-
Jai Prakash Hydro Limited	2,000	134,264	-	-
Jayaswal Neco Industries Limited	9,500	79,990	10,500	104,350
Kolte-Patil Developers Ltd	9,000	567,576	-	-
LIC Housing Finance Limited	-	-	300	98,921
NIIT Limited	500	63,021	-	-
Noida Toll Bridge Company Ltd	-	-	2,000	70,500
Orrisa Sponge Iron & Steel Ltd	65,000	22,629,694	-	-
Reliance Industries Ltd	37	82,653	-	-
Reliance Petro Ltd	-	-	600	90,383
Shipping Corporation of India Ltd	500	105,941	1,000	211,882
Sunteck Realty Limited	-	-	9,100	13,779,029
<b>Total (a) ....</b>		<b>86,501,538</b>		<b>14,506,000</b>

Market Value of Quoted Investments as on 31st March 2010 is Rs. 8,42,53,004/-)

Particulars	As on 31.03.2010		As on 31.03.2009	
	Quantity	Value	Quantity	Value
<b>Mutual Funds</b>				
DSP Black Rock Material		1,000,000		-
HDFC Top 2000 Fund		2,500,000		-
IDFC Mutual Fund		1,000,000		-
UTI Opportunity Fund		2,000,000		-
Birla Sunlife Mutual Fund		1,000,000		-
ICICI Prudential Mutual Fund		5,000,000		-
<b>Total (b) ...</b>		<b>12,500,000</b>		<b>-</b>
<b>(Un-Quoted, Valued at Cost)</b>				
Loha Ispat Limited	62,000	31,000,000	-	-
Bhushan Steel Limited	15,000	15,000,000	-	-
Hindustan Tin Works Limited	151,200	1,512,000		
Falcon Finance Limited	-	-	255,000	10,200,000
Gibs Computers Pvt Ltd	-	-	5,560	27,800,000
JMD Sound Limited	-	-	3,150	3,150,000
Concord Vincom Pvt Ltd	-	-	7,500	7,500,000
Natraj Vinimay Pvt Ltd	-	-	7,880	3,940,000
Godavari Commerce Pvt Ltd	-	-	7,100	71,000
<b>Total (c) ...</b>		<b>47,512,000</b>		<b>52,661,000</b>
<b>Total Investments (a+b+c)</b>		<b>146,513,538</b>		<b>67,167,000</b>

SCHEDULES TO ACCOUNTS	31.03.2010 Rupees	31.03.2009 Rupees
<b>SCHEDULE 4</b>		
<b>CURRENT ASSETS, LOANS &amp; ADVANCES</b>		
<b>Sundry Debtors</b>		
(Unsecured, Considered good)		
Outstanding for more than six months	-	-
Other Debts	7,014,512	569,650
	<u>7,014,512</u>	<u>569,650</u>
<b>SCHEDULE 5</b>		
<b>Cash &amp; Bank Balances</b>		
Cash Balance	518,358	618,118
Balance with Scheduled Bank	1,417,485	316,071
	<u>1,935,843</u>	<u>934,189</u>
<b>SCHEDULE 6</b>		
<b>Loans And Advances</b>		
(Unsecured, Considered good)		
Advances for Business Purpose	61,552,500	41,067,500
Loans	309,787	1,123,989
TDS	775,582	775,582
Advance Tax	700,000	-
	<u>63,337,869</u>	<u>42,967,071</u>
<b>SCHEDULE 7</b>		
<b>CURRENT LIABILITIES &amp; PROVISIONS</b>		
Sundry Creditors	649,279	949,279
<b>Liabilities &amp; Provisions</b>		
Advance Recd against Shares	103,232,068	-
For Expenses	27,000	11,236
For Taxation	738,149	101,049
Proposed Dividend	5,000,050	-
Tax on Proposed Dividend	850,009	-
For Fringe Benefit Tax	-	2,044
	<u>109,847,276</u>	<u>114,329</u>
<b>Total .....</b>	<u><u>110,496,555</u></u>	<u><u>1,063,608</u></u>

<b>SCHEDULES TO ACCOUNTS</b>	<b>31.03.2010</b>	31.03.2009
	<b>Rupees</b>	Rupees
<b>SCHEDULE 8</b>		
<b>MISCELLANEOUS EXPENSES</b>		
(To the extent not written off or adjusted)		
Public Issue Expenses	900,761	900,761
Differed Revenue Expenditure	224,000	224,000
Preliminary Expenses	16,675	16,675
	<u>1,141,436</u>	<u>1,141,436</u>
<b>SCHEDULE 9</b>		
<b>PERSONNEL EXPENSES</b>		
Salary to Staff	150,000	150,000
Staff Welfare Expenses	15,000	12,000
	<u>165,000</u>	<u>162,000</u>
<b>SCHEDULE 10</b>		
<b>ADMINISTRATION EXPENSES</b>		
Accounting Expenses	20,000	20,000
Advertisement	89,842	8,800
Audit Fees	15,000	11,236
Bank Charges	26,886	62,263
Books & Periodicals	2,651	1,705
Conveyance & Travelling	25,871	18,070
Dematerialization Expenses	-	1,651
Insurance Expenses	75,000	-
Legal & Professional Charges	241,045	23,545
Listing & Depository Fees	66,180	149,944
Miscellaneous Expenses	16,782	12,920
Mutual Fund Processing Charges	66,180	-
Office Expenses	27,022	16,690
Office Rent	36,000	36,000
Postage & Telephone	10,683	7,995
Printing & Stationery	29,115	24,995
ROC Filing Fees	1,500	1,500
Share Holders' Meeting Fees	8,300	5,540
Share Registrar's Charges	12,000	12,000
	<u>770,057</u>	<u>414,854</u>

**SCHEDULE 11****ACCOUNTING POLICIES & NOTES FORMING PART OF THE ACCOUNTS**  
**Significant Accounting Policies****GENERAL**

1. Accounting Policies not specifically referred to otherwise are in consonance with generally accepted accounting principles.
2. Accounts of the Company have been prepared on historical cost basis and on accrual basis of Accounting as going concern.
3. Expenses and Income considered payable and receivable respectively are accounted for on accrual basis.
4. In the opinion of the Board, the Current Assets, Loans and Advances are approximately of the value stated if realized in the ordinary course of business. The provisions of all known liabilities are adequate and not in excess of the amount reasonably necessary.

**FIXED ASSETS**

5. The Company is not having any of the Fixed Assets during the year under review.

**INVESTMENTS**

6. Investments are valued at cost.

**REVENUE RECOGNITION**

7. Income is accounted on accrual basis except Dividend.

**GRATUITY**

8. None of the Employee has completed the service period to become eligible for payment of gratuity.

**CONTINGENT LIABILITIES**

9. No provision has been made in the books of Accounts as against income tax demand.

**OTHERS**

10. None of the Raw Materials, Stores, Spares and Components consumed or purchased during the year have been imported.
11. None of the Earnings / Expenditures is in Foreign Currency.
12. Balance of Debtors, Creditors, Deposits, Loans and Advances are subject to confirmation.
13. In the opinion of the Board, the Current Assets, Loans & Advances are approximately of the value stated if realized in the ordinary course of business. The provision for depreciation and all known liabilities are adequate and not in excess of the amounts reasonably necessary.
14. Investments of the Company have been considered by the management to be of a long term nature and hence they are long term investments and are valued at cost of acquisitions.
15. There was no employee receiving remuneration to the extent as laid on under section 217 (2A) of the Companies Act, 1956.



**SEGMENT REPORT**

16. Segment reporting as defined in Accounting Standard 17 is not applicable as the Company is primarily engaged in NBFC Activities. As informed to us, there are not separate segment within the Company as defined as 17 (Segment Report).
17. Auditors Remuneration :

	31.03.2010	31.03.2009
Audit Fees	15000	11236

**RELATED PARTY TRANSACTIONS**

18. Key Management Personnel -
- Mr. Bimal Joshi
  - Mr. Sushil Kr. Purohit

**RELATED PARTY TRANSACTIONS**

19. Sum of Rs. Nil has been paid to related party during the financial year under review.

**DIFFERED TAX ON INCOME**

20. Differed Income Tax reflects the impact of reversed of timing difference of earlier year. Deferred Tax is measured on the Tax rates and Tax Laws enacted or substantively enacted at the Balance Sheet date. Differed tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such differed tax assets can be realized.

**CARRIED FORWARD LOSSES ON ACCOUNT OF DIFFERED TAX PROVISION**

21. During the year the Company has for the first time adopted Accounting Standard 22 as "Accounting for Taxes on Income " issued by the institute of Chartered Accountants of India, consequently net differed Tax credit till 31st March 2003 of Rs. 2,59,522/- has been recorded by transferring the said amount to Profit and Loss A/c. as at 31st March, 2010 Carry forward Loss - Rs. 2,59,522/-.

**EARNING PER EQUITY SHARE**

	Unit	31.03.2010	31.03.2009
Net Profit after Tax available for Share holders	Rs.	35,81,508	1,79,560
No. of Equity Shares	No.	100,00,100	100,00,100
Basis & Diluted Earning Per Share (Rs.)	Rs.	0.36	0.02

23. Information pursuant to paragraph 98B of Non Banking Financial Companies Prudential Norms (Reserve Bank) direction, 1998 has been given in separate Annexure.
24. Previous years' figures have been regrouped, rearranged wherever necessary to make them comparable with those of current year.

As per our report of even date

For **Manabendra Bhattacharyya & Co.**  
Chartered Accountants

**Amit Bhattacharjee**  
Proprietor  
Membership No. 50714

**Sushil Kr. Purohit**  
Chairman & Managing Director

Place : Kolkata  
Date : 31st May 2010

**Bimal Joshi**  
Director

## Statement of Cash Flow Annexed to the Balance Sheet as at 31st March, 2010

	Rs. in Lacs	
	31.03.2010	31.03.2009
<b>A. Cash Flow from Operating Activities</b>		
<i>Net Profit before tax and extraordinary Items</i>	4,218,608	252,438
<i>Adjustments for</i>		
Depreciation	-	-
Preliminary/ Share issue exp. Written off	-	-
Dividend Received	(1,056,678)	(42,814)
Interest Received	(9,000)	(80,000)
<i>Operating profit before working capital changes</i>	3,152,930	129,624
<i>Adjustments for Capital Changes</i>		
Decrease (Increase) in Trade and other Receivables	(6,444,862)	(569,650)
Inventories	-	-
Loans & Advances	(20,370,798)	(20,345,288)
Increase (Decrease) in Trade Payable & Provisions	109,432,947	(900,356)
<i>Cash Generated from operations</i>	82,617,287	(21,815,294)
Income Tax Paid For The Year	(637,100)	(72,878)
Proposed Dividend	(5,000,050)	-
Tax on Proposed Dividend	(850,009)	-
Prior Period Adjustments	(543)	-
<b>Net Cash From Operating Activities</b>	<b>79,282,515</b>	<b>(21,758,548)</b>
<b>B. Cash Flow From Investing Activities</b>		
Purchase of Fixed Assets	-	-
Sale of Investments	(78,289,860)	22,560,962
Interest Received	9,000	80,000
Dividend Received	1,056,678	42,814
<i>Net Cash from Investing Activities</i>	<i>(78,280,860)</i>	<i>22,640,962</i>
<b>C. Cash Flow From Financing Activities</b>		
Financial Expenses Paid	-	-
<i>Net Cash used in Financing Activities</i>		
<i>Net Increase in Cash &amp; Cash Equivalents</i>	<i>1,001,654</i>	<i>882,414</i>
<i>Opening Balance of Cash &amp; Cash Equivalents</i>	<i>934,189</i>	<i>51,775</i>
<i>Closing Balance of Cash &amp; Cash Equivalents</i>	<i>1,935,843</i>	<i>934,189</i>

For and on behalf of the Board

Kolkata, May 31, 2010

**Sushil Kr. Purohit**  
Chairman & Managing Director

We have verified the attached Cash Flow Statement of Unisys Softwares & Holding Industries Ltd. derived from Audited Financial Statements and the books and records maintained by the Company for the year ended 31st March, 2010 and found the same in agreeme

For **Manabendra Bhattacharyya & Co.**  
Chartered Accountants

Kolkata, May 31, 2010

**Amit Bhattacharjee**  
Partner

**STATEMENT PURSUANT TO PART IV OF SCHEDULE VI  
TO THE COMPANIES ACT, 1956**

**Balance Sheet Abstract and Company's General Business Profile**

**I Registration Details**

Registration No.	:	3649
State Code No.	:	15
Balance Sheet Date	:	31.03.2010

**II Capital raised during the year**

Public Issue	:	Nil
Right Issue	:	Nil
Bonus Issue	:	Nil
Private Placement	:	Nil

**III Position of Mobilisation and Deployment of Funds (Amount in Rs. in Thousands)**

Total Liabilities	:	109706
Total Assets	:	109706

**Sources of funds**

PPaid-up Capital	:	100001
Reserves & Surplus	:	9705
Secured Loans	:	Nil
Unsecured Loans	:	Nil

**Application of funds**

Net Fixed Assets	:	Nil
Investments	:	146514
Net Current Assets	:	-38208
Misc. Expenditure	:	1401
Accumulated losses	:	Nil

**IV Performance of Company (Amount in Rs. in Thousands)**

Turnover	:	5154
Total Expenditure	:	935
Profit before taxes	:	4219
Profit after taxes	:	3582
Earning Per Share	:	0.36
Dividend rate	:	5%

**V Generic Names of Three Principal Products/Services of the Company**

Product Description	Item Code No.
NBFC	N.A.
CAPITAL MARKET ACTIVITIES	N.A.

# Prime Capital Market Ltd.

8A, B.J.B. Nagar, Bhubaneshwar - 751014, Orissa.

## PROXY FORM

I/We \_\_\_\_\_ resident of \_\_\_\_\_ in the district of \_\_\_\_\_ being member/members of the above named Company, hereby appoint \_\_\_\_\_ resident of \_\_\_\_\_ in the district of \_\_\_\_\_ or failing him \_\_\_\_\_ resident of \_\_\_\_\_ in the district of \_\_\_\_\_ as my/our proxy to attend and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Wednesday, the 4th day of August 2010 at 3.30 P.M., at Registered Office of the Company at 8A, B.J.B. Nagar, Bhubaneshwar, Orissa and any adjournment thereof.

Registered Folio No./DP-Client ID \_\_\_\_\_ No. of Shares held \_\_\_\_\_

Signed on this \_\_\_\_\_ day of \_\_\_\_\_ 2010.

Signed by the said \_\_\_\_\_

Signature of Proxy \_\_\_\_\_

Attested by Shareholder \_\_\_\_\_

Affix Revenue Stamp
---------------------------



# Prime Capital Market Ltd.

8A, B.J.B. Nagar, Bhubaneshwar - 751014, Orissa.

## ATTENDANCE SLIP

I hereby record my presence at the Annual General Meeting of the Company held on Wednesday, the 4th day of August 2010 at 3.30 P.M., at Registered Office of the Company at 8A, B.J.B. Nagar, Bhubaneshwar, Orissa.

Name of Shareholder/s \_\_\_\_\_

Father/Husband's Name \_\_\_\_\_

Name of Proxy or Company Representative \_\_\_\_\_

Registered Folio No. / DP-Client ID \_\_\_\_\_ No. of Shares held \_\_\_\_\_

Signature of the Shareholder(s) or Proxy or Company Representative \_\_\_\_\_

**No gift of any nature will be distributed at the Annual General Meeting**

# BOOK-POST

*If undelivered, please return to :*

**Prime Capital Market Limited**

18A, B.J.B. Nagar, Bhubaneswar-751014, Orissa