# RICH

18<sup>TH</sup> ANNUAL REPORT 2007-2008

# RICH CAPITAL AND FINANCIAL SERVICES LIMITED

7/125 (C-2), SWAROOP NAGAR, KANPUR – 208002 PHONES: 0512-3258312,3258204 Fax: 0512-3072718

## NOTICE

Notice is hereby given that 18<sup>th</sup> Annual General Meeting of shareholders of the company will be held on Tuesday 30.09.2008 at 10:00 AM at the Registered Office of the company at 7/125(C-2),IInd Floor, Swaroop Nagar,Kanpur .208002 to transact the following business:

# **Ordinary Business**

- To receive, consider and adopt Profit & Loss Λ/c of the company for the period ended on 31<sup>st</sup>
  March 2008 and Balance Sheet of the company as on that date alongwith reports of Board of
  Directors and Auditor thereon.
- 2. To Appoint a Director in Place of Mr. K.K.Agarwal, who retire by rotation, and being eligible offers himself for re-appointment.
- 3. To appoint a Director in place of Mr. Sanjay Gupta, who retires by rotation, and being eligible offers himself for re-appointment.
- 4. To consider and if thought fit, to pass with or without modification(s) following resolution as an ordinary resolution.

"Resolved that M/s Rajani Mukesh & Associates, Chartered Accountant, auditors of the company who retires at the ensuring Annual General Meeting be and are hereby reappointed as auditors of the company to hold the office from the conclusion of this  $\Lambda$ .G.M. till the conclusion of next  $\Lambda$ .G.M. of the company. And that the Board of Directors of Company be and is and is hereby authorized to fix their remuneration".

# **Special Business**

5. To pass, if thought fit, with or without modification following resolution as an ordinary resolution

"RESOLVED THAT pursuant to provision of section 198, 269, 309 & 310 of the Companies Act, 1956 read with schedule XIII of the said Act and all other applicable provisions if any of the said Act consent of the share holders of the company be and is hereby accorded to for the reappointment of Shri Shashwat Agaiwar as a Chairman and Managing Director of the company for a period of 5 years with effect from 1.4.2008 to 31.3.2013 on the following terms & conditions:"

#### 1) Salary

Rs. 1,25,000.00- Rs. 2,00,0000.. per month

# II) Perquisites

# 1. House Rent Allowance

Rs. 50,000/- per month

# 2. Medical Reimbursement

Medical expenses incurred by the Managing Director, of himself and his family subject to a Ceiling of one month's salary per year or three months salary over a period of three years.

# 3. Club Fee

Fees of Clubs subject to a maximum of two clubs excluding admission and life membership Fees.

# 4. Leave Travel Concession

For the Managing Director and his family once in a year incurred in accordance with the rules of the company.

# 5. Personal accidental Insurance

Of an amount the annual premium of which shall not exceed Rs. 12500/-

6. Car

フ

The company will provide a Car with driver to the managing director. Car used for the Company's business will not be considered as perquisites. Use of car for private purpose will be billed by the company.

# 7. Entertainment Expenses

The Managing Director shall be entitled to the reimbursement of entertainment expenses Actually incurred for the business of the company.

# 8. Telephone

The company will provide telephone at the residence of Managing Director. Telephone used for the Company's business will not be considered as perquisites. Personal long distance calls for private purpose will be billed by the company.

#### 9. Provident Fund

Contribution to provident fund, superannuation frund or annuity fund as per the Company's Rules.

# 10. Gratuity

Gratuity shall be paid at half a month's salary for each completed year of service.

#### 11. Leave

The Managing director, shall be entitled to privilege leave with pay not exceeding one month For every eleven months of completed service. Leave not availed of may be encashed.

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the term of office of the Managing Director, the aforesaid remuneration will be treated as the minimum remuneration payable to him in terms of Part II of Schedule XIII of the Companies Act, 1956."

"RESOLVED FURTHER THAT the Managing Director will not be entitled to any sitting fee for the meetings."

6. To pass, if thought fit, with or without modification following resolution as an ordinary resolution

"RESOLVED THAT pursuant to provision of section 198, 269, 309 & 310 of the Companies Act, 1956 read with schedule XIII of the said Act and all other applicable provisions if any of the said Act consent of the share holders of the company be and is hereby accorded to for the reappointment of Shri Rajeev Agarwal as a Executive Director of the company for a period of 5 years with effect from 1.4,2008 to 31.3,2013 on the following terms & conditions:"

# I) Salary

Rs. 25,000/- per month (Rupees Twenty Five Thousand Per Month only).

# II) Perquisites

#### 1. House Rent Allowance

Rs. 10,000/- per month

#### 2. Medical Reimbursement

Medical expenses incurred by the Executive Director, of himself and his family subject to a Ceiling of one month's salary per year or three months salary over a period of three years.

# 3. Leave Travel Concession

For the Executive Director and his family once in a year incurred in accordance with the rules of the company.

# 4. Personal accidental Insurance

Of an amount the annual premium of which shall not exceed Rs. 2000/-

#### 5. Car

The company will provide a Car with driver to the Executive director. Car used for the Company's business will not be considered as perquisites. Use of car for private purpose will be billed by the company.

# 6. Telephone

The company will provide telephone at the residence of Executive Director. Telephone used for the Company's business will not be considered as perquisites. Personal long distance calls for private purpose will be billed by the company.

# 7. Provident Fund

Contribution to provident fund, superannuation fund or annuity fund as per the Company's Rules.

# 8. Gratuity

Gratuity shall be paid at half a month's salary for each completed year of service.

#### 9. Leave

The Executive director, shall be entitled to privilege leave with pay not exceeding one month For every eleven months of completed service. Leave not availed of may be encashed.

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the term of office of the Executive Director, the aforesaid remuneration will be treated as the minimum remuneration payable to him in terms of Part II of Schedule XIII of the Companies Act, 1956."

"RESOLVED FURTHER THAT the Executive Director will not be entitled to any sitting fee for the meetings."

7. To pass, if thought fit, with or without modification following resolution as an ordinary resolution

"RESOLVED THAT pursuant to provision of section 198, 269 & 309 of the Companies Act, 1956 read with schedule XIII of the said Act and all other applicable provisions if any of the said Act consent of the share holders of the company be and is hereby accorded to for the reappointment of Shri Sanjay Gupta as a Executive Director of the company for a period of 5 years with effect from 1,4.2003 to 31.3.2008 on the following terms & conditions:"

# i) Salary

Rs. 25,000/- per month (Rupees Twenty Five Thousand Per Month only).

# II) Perquisites

## 1. House Rent Allowance

Rs. 10,000/- per month

# 2. Medical Reimbursement

Medical expenses incurred by the Executive Director, of himself and his family subject to a Ceiling of one month's salary per year or three months salary over a period of three years.

# 3. Leave Travel Concession

For the Executive Director and his family once in a year incurred in accordance with the rules of the company.

# 4. Personal accidental Insurance

Of an amount the annual premium of which shall not exceed Rs. 2000/-

#### 5. Car

The company will provide a Car with driver to the Executive director. Car used for the Company's business will not be considered as perquisites. Use of car for private purpose will be billed by the company.

# 6. Telephone

The company will provide telephone at the residence of Executive Director. Telephone used for the Company's business will not be considered as perquisites. Personal long distance calls for private purpose will be billed by the company.

# 7. Provident Fund

Contribution to provident fund, superannuation frund or annuity fund as per the Company's Rules.

# 8. Gratuity

Gratuity shall be paid at half a month's salary for each completed year of service.

#### 9. Leave

The Executive director, shall be entitled to privilege leave with pay not exceeding one month For every eleven months of completed service. Leave not availed of may be encashed.

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the term of office of the Executive Director, the aforesaid remuneration will be treated as the minimum remuneration payable to him in terms of Part II of Schedule XIII of the Companies Act, 1956."

"RESOLVED FURTHER THAT the Executive Director will not be entitled to any sitting fee for the meetings."

For Rich Capital & Financial Services Ltd.

(SHASHWAT AGARWAL) C.M.D.

Place: Kanpur Date: 24.08.2008

# **NOTES:**

- 1. A member entitled to attend and vote at the meeting may appoint one or more proxy(ies) to attend and vote in his stead and proxy need not be a member of the company.
- 2. Duly filled in proxy form should be deposited at the Registered Office of the Company not later than 48 hours before the commercement of the meeting.
- 3. Register of Members and shares transfer books will remain closed from Wednesday the 24<sup>th</sup> September 2008 to Tuesday the 30<sup>th</sup> September 2008 (both the days inclusive)
- 4. Member holding shares in electronic form are requested to notify change in their address to their depository participant.
- 5. Explanatory Statement in respect of item no 5 to 7 pursuant to section 173 of the Companies Act 1956, is annexed hereto.

# **Explanatory Statement**

# (Pursuant to section 173 of the Companies Act, 1956)

#### Item No. 5

Mr. Shashwat Agarwal has been working as Chairman & Managing Director of the company since its incorporation. His tenure expired on 31.03.2008 and in view of the guidance and stewardship of Mr. Shashwat Agarwal, the Board of Directors of the company in their meeting held on 31.03.2008 reappointed him as a Chairman & Managing Director of the company for a period of 5 years with effect from 1.4.2008 to 31.3.2013 on the terms & conditions mentioned in the resolution itself. Your directors therefore recommend the resolution under item no. 5 to be passed as an ordinary resolution.

None of the Directors of the company ,except Mr. Shashwat Agarwal ,is interested in the resolution except as shareholders generally.

# Item No. 6

Mr. Rajeev Agarwal has been working as Executive Director of the company since 1994. His tenure expired on 31.03.2008 and in view of the guidance and supervision of Mr. Rajeev Agarwal, the Board of Directors of the company in their meeting held on 31.03.2008 re-appointed him as an Executive Director of the company for a period of 5 years with effect from 1.4.2008 to 31.03.2013 on the terms & conditions mentioned in the resolution itself. Your directors therefore recommend the resolution under item no. 6 to be passed as an ordinary resolution.

None of the Directors of the company except Mr. Rajeev Agarwal, is interested in the resolution except as shareholders generally.

# Item No. 7

Mr. Sanjay Gupta has been working as Executive Director with ffect from 01.04.2003. In view of the expansion cum diversification program of the company the Board of Directors of the company has re-appointed him as an Executive Director in their meeting held on 31.03.2008 for a period of 5 years with effect from 1.4.2008 to 31.03.2013 on the terms & conditions mentioned in the resolution itself. Your directors therefore recommend the resolution under item no. 7 to be passed as an ordinary resolution.

None of the Directors of the company, except Mr. Sanjay Gupta, is interested in the resolution except as shareholders generally.

For Rich Capital & Financial Services Ltd.

(SHASHWAT AGARWAL) C.M.D.

Place: Kanpur Date: 24.08.2008

6

# DIRECTORS' REPORT TO THE SHARE HOLDERS FOR THE YEAR ENDED ON 31<sup>ST</sup> MARCH 2008

Your Directors have pleasure in presenting the Eighteenth Annual Report together with the Audited Statement of Accounts for the year ended on 31<sup>st</sup> March 2008.

# FINANCIAL RESULTS:

S. NO	O. PARTICUALRS	YEAR ENDED 31 <sup>ST</sup> MARCH 2008 Amount (Rs.)
1.	Profit before Tax	35830.00
2.	Depreciation	503872.00
3.	Cash Profit for the year	539702.00

# **DEPOSITS:**

The company has not accepted any deposits within the meaning of section 58-A of the Companies Act, 1956 during the year under review.

# PARTICULARS OF EMPLOYEES:

There is no employee in the Company whose particulars are required to be given in accordance with provisions of Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, as amended upto date.

# **DIRECTORS:**

In accordance with the provisions of the Companies Act, 1956 Mr.Sanjay Gupta and Mr. Dhrupesh Shah will retire by rotation at the ensuing Annual General Meeting and they being eligible have offered themselves for re-appointment.

# DIRECTORS RESPONSBILTY STATEMENT:

Your Director enclose herewith a Directors Responsibility Statement indicating therein:

- a) That in the preparation of the annual accounts, the applicable accounting standards had been followed alongwith proper explanation relating to material departures.
- b) That the Directors had selected such accounting policies and applied them consistently and made judgment & estimates that are reasonable & 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 or loss of the company for the period.
- c) That the Directors had taken proper and sufficient care for the maintenance 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) That the Directors had prepared the annual accounts on a going concern basis.

# ENERGY CONSERVATION, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUT GO:

NIL

# **AUDITORS, REPORT:**

Comments made by Auditors in their Report are self explanatory and need no further elucidation.

# **APPOINTMENT OF AUDITORS:**

Mr. Mukesh Rajani, Chartered Accountant, Kanpur, being eligible has expressed his willingness for re-appointment as Auditors of the Company.

# **CORPORATE GOVERNANCE:**

Pursuant to clause 49 of the Listing Agreement a certificate from M/s. Rajani Mukesh & Associates, Chartered Accountant, Kanpur has been annexed to the Report.

# **ACKNOWLEDGEMENTS:**

Your directors take this opportunity to extend their thanks to the customers, business partners, business associates and bankers of the company for their continued support during the year. Directors also sincerely acknowledge the dedication and commitment of employees of the company at all levels.

FOR RICH CAPITAL & FINANCIAL SERVICES LTD.

(RAJEEV ÅGARWAL)

Director

(SHASHWAT AGARWAL)
Managing Director

PLACE: Kanpur DATE: 24.08.2008

**AUDITORS' CERTIFICATE** 

(Under Clause 49 of Listing Agreement)

TO THE MEMBER OF RICH CAPITAL & FINANCIAL SERVICES LTD.

We have examined the compliance of condition of corporate governance by Rich

Capital & Financial Services Ltd., for the year ended on 31st March 2008, as

stipulated in clause 49 of the Listing Agreement of the Company with stock

exchange (s).

The Compliance of conditions of corporate governance is the responsibility of the

management. Our examination was limited to procedures and implementation

thereof, adopted by the Company for ensuring the compliance of the conditions of

the Corporate Governance. It is neither an audit nor an expression of opinion on the

financial statements of the Company.

In our opinion and to the best of our information and according to the explanations

given to us, we certify that the company has complied with the conditions of

Corporate Governance as stipulated in the above-mentioned Listing Agreement,

subject to the following:

1. The Audit Committee has only two (2) independent directors

2. Chairman of the Audit Committee and Remuneration Committee is not

Independent director.

We state that investor grievance(s) is/are pending for a period exceeding one month

against the Company as per the record maintained by the Investors Grievance

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 which the

management has conducted the affairs of the Company.

For Rajani Mukesh & Associates

Chartered Adcountant

Proprietor

Place: Kanpur

Date: 24.08.2008

# **CORPORATE GOVERNANCE**

# 1. <u>A BRIEF STATEMENT ON COMPANY'S PHILOSOPHY ON CODE OF CORPORATE</u> GOVERNANCE

Rich Capital and Financial Services Ltd. is committed to Good Corporate Governance. The fundamental objective of Rich's Corporate Governance is "enhancement of the long-term shareholder value while at the same time protecting the interest of other stakeholders". Rich's Code of Corporate Governance has been drafted in compliance with the code of "Corporate Governance" as promulgated by the Securities and Exchange Board of India (SEBI) on 25.01.2000.

# 2. BOARD OF DIRECTORS

The Board of Director of Rich Capital & Financial Services Ltd. is comprised of 5 Directors of Rich Three are executive directors; and two are independent & Promoter Directors.

During the Financial Year 2007-08, meeting of the Board were held. These meeting were held on 30.04.2007, 30.07.2007, 28.08.2007, 31.10.2007,22-11-2007, 31.01.2008, 08.02.2008 & 31-03-2008

Details of Directors' attendance and other particulars are given below:

Director	No. of Board Meeting held	No. of Board Meeting attended	Last AGM attendance (Yes/No)	No. of memberships in Boards of other public Co.'s
Shashwat Agarwal	8	8	Yes	Nil
K.K. Agarwal	8	7	Yes	Nil
Rajeev Agarwal	8	8	Yes	Nil
Dhrupesh Shah	8	6	Yes	Nil
Sanjay Gupta	8	8	Yes	Nil

# 3. AUDIT COMMITTEE

# Terms of Reference

- 1. Oversee Company's financial reporting process and disclosure of its financial information to ensure the financial statements are correct, sufficient and credible.
- 2. Recommend appointment and removal of Statutory auditors, fixation of audit fee and also approve payment for other services.
- 3. Review the adequacy of internal control systems with the Management, Statutory and internal auditors.
- 4. Review the Company's financial and risk management policies.

# Composition

Mr. Shashwat Agarwal

Chairman

Mr. Dhrupesh Shah Mr. K. K. Agarwal Non-Executive Director

Non-Executive Director

# Meeting and attendance during the year

Members	Meeting Held	Meeting Attended
Mr. Shashwat Agarwal	4	4
Mr. Dhrupesh Shah	4	4
Mr. K. K. Agarwal	4	4

# 4. REMUNERATION COMMITEE

# **Terms of Reference**

The Remuneration Committee reviews the policy on remuneration packages for Executive Directors, their Service Contracts, Stock Option details etc. However, remuneration to Non-Executive Directors will be decided by the Board of Directors.

# Composition

Mr. Shashwat Agarwal

Chairman

Mr. Dhrupesh Shah Mr. K, K, Agarwal Non-Executive Director

Non-Executive Director

# Meeting and attendance during the year

Members	Meeting Held	Meeting Attended
Mr. Shashwat Agarwal	2	2
Mr. Dhrupesh Shah	2	2
Mr. K. K. Agarwal	2	2

# **Remuneration Policy**

The Committee recommends the remuneration payable to Executive Directors, based on their contribution to the growth and development of the Company.

# Details of remuneration paid/payable to all the Directors for F.Y. 2007-08

Mr. Shashwat Agarwal

Rs.

Mr. Rajeev Agarwal

Rs

# 5. **INVESTORS' GRIEVANCE COMMITTEE**

# **Terms of Reference**

The Investors' Grievance Committee facilitates prompt and effective redressal of shareholders' complaints and the reporting of the same to the Board periodically.

# Composition

Mr. Shashwat Agarwal - Chairman

Mr. Dhrupesh Shah

Mr. K. K. Agarwal

Non-Executive Director
Non-Executive Director

# Meeting and attendance during the year

Members	Meeting Held	Meeting Attended
Mr. Shashwat Agarwal	5	5
Mr. Dhrupesh Shah	5	5
Mr. K. K. Agarwal	5	5

# Compliance Officer

Board of Directors have been making their best efforts to appoint a Compliance Officer in terms of the Listing Agreement.

# 6. SHAREHOLDERS' MEETINGS

# Details of Last three AGMs held

Year	Date	Venue	Time
2004-05	30.09.2005	3/105 Vishnupuri, Kanpur	10:00 AM
2005-06	30.09.2006	16/19-A,Civil Lines, Kanpur	10: 30 AM
2006-07	29.09.2007	3/105 Vishnupuri, Kanpur	10:00 AM

Whether special resolutions were put through postal ballot last year, details of voting pattern, person who conducted the postal ballot exercise, propose to be conducted through postal ballot and procedures for postal ballot.

#### No

# 7. **DISCLOSURES**

Disclosure on materially significant related party transactions i.e., transactions of the Company of material nature, with its founders, the directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of company at large.

# Nil

Details of non-compliance by the Company, penalties, strictures imposed on the company Stock Exchange or SEBI or any statutory authority, on any matter related to capital market, during the last three years.

# Nil

However trading of shares on Patna and Delhi Stock Exchange have been remaining suspended since long.

# 8. MEANS OF COMMUNICATION

Half-Yearly report sent to each household shareholders.

No

Quarterly results – which newspapers normally published in; any website, where displayed; whether It also displays official news releases; and the presentations made to institutional investors or to the analysts.

The quarterly results are generally published in The Pioneer and Daily Aaj or Swatantra Bharat.

Whether the Management Discussion and Analysis section is a part of the Annual Report or not

No

9. In line with recent amendments made to Securities made to Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, Rich has formulated policy on Prevention of Insider Trading applicable to the Company's Directors and all employees. This policy was adopted The Board at its Meeting held on 12<sup>th</sup> April, 2003

# 10. GENERAL INFORMATIONS:

# Registered Office:

7/125(C),IInd Floor, Swaroop Nagar, Kanpur-208002 Phones: 0512-3258312,3258204

Fax: 0512-3072718

E-mail: rcfsl@rediffmail.com

#### Registrar & Share Transfer Agent:

# **Skyline Financial Services Private Limited**

246,1st Floor, Sant Nagar, Main ISCON Temple Road,

East of Kailash, New Delhi- 110065

Phones: 011-26292682 Fax:011-26292681

E-mail: admin@skylinerta.com

10. As per Clause 49 of the Listing Agreement with Stock Exchange, Company is required to obtain a Certificate from the Auditor of the company regarding compliance of conditions or Corporate Governance. Since the Company has implemented the Corporate Governance Code during the FY 2007-08, the Auditors' Certificate in respect of Compliance thereof is enclosed in this Annual Report.

Place: Kanpur Dage: 24-08-2008

# AUDITOR'S REPORT

To The Members of Rich Capital & Financial Services Limited

- 1. We have audited the attached Balance Sheet of M/s Rich Capital & Financial Services Limited as at 31st March, 2008 and also the Profit and Loss account and the Cash-Flow statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an option on these financial statements based on our audit.
- 2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain to reasonable assurance about whether the financial statements are free of material mis statement. An audit includes examining, on at test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes 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.
- 3. As required by the Companies (Auditor's Report) Order, 2003 (the order) issued by the Central Government of India in term of sub-section (4A) of section 227 of the companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said order.
- 4. Further to our comments in the Annexure referred to above, we report that:
  - (i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - (ii) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examinations of those books.
  - (iii) The Balance sheet, profit and Loss Account and Cash Flow statement dealt with by this report are in agreement with the books of accounts:
  - (iv) In our opinion, the Balance sheet, Profit and Loss account and Cash Flow statement 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 the written representations received from the directors, as on 31st March, 2008, and taken on record by the board of directors, we report that none of the directors is disqualified as on 31st March, 2008 from being appointed as a director in terms of section 274(1)(g) 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 account read together with the notes thereon, give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with accounting principles generally accepted in

- (a) in the case of the Balance Sheet, of the statement of affairs of the Company as at 31st March, 2008.
- (b) In the case of the Profit and Loss account, of the profit for the year ended on that date; and
- (c) In the case of Cash Flow statement, of the cash flows for the year ended on that date.

For RAJANI MUKESH & ASSOCIATES CHARTERED ACCOUNTANTS

(MUKESH RAJANI)

Place: Kanpur

Date: 24.08.2008

# Anexure

# Referred to in paragraph 3 of our report of even date

Re: Rich Capital & Financial Services Limited

- (i) (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
  - (b) The Company has a programme for physical verification of fixed assets on a rotational basis, which in our opinion is reasonable having regard to the nature of business. Accordingly, the management during the year has physically verified certain fixed assets and no material discrepancies were noticed by such verification.
  - (c) During the year, there was no substantial disposal of fixed assets.
- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals.
  - (b) The procedures for physical verification of inventory 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 and no material discrepancies were noticed on physical verification as compared to book records.
- (iii) The company has neither granted nor taken any loans, secured or unsecured to/from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business, for the purchase of inventory and fixed assets for the sale of goods. During the course of our audit, no major weakness has been noticed in the internal controls in respect of these areas.
- (v) (a) According to the information and explanation provided by the management, we are of the opinion that the transactions of Purchase of goods and Materials and sale of goods, materials and services aggregating during the year to Rs.50,000.00 or more in respect of each party in Pursuance of contracts or engagements entered into the register maintained under section 301 have been so entered.
  - (b) In our opinion and according to the information and explanations given to us the transaction with parties with whom transactions exceeding value of Rupees five lakhs have been entered into during the financial year are at prices which are reasonable having regards to the prevailing market prices at the relevant time.
- (vi) The company has not accepted any deposits from the public to which the directives issued by the Reserve Bank of India and the provisions of section 58A of the Act and the rules framed there under apply.
- (vii) In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
- (viii) The provision for maintenance of cost records does not apply to the company.
- (ix) (a) The company is generally regular in depositing with appropriate authorities, undisputed statutory dues including provident fund, investor education and Protection fund employees state insurance, sales-tax, wealth-tax, custom duty, excise duty, cess and other material statutory

de 16

dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of wealth tax, sales-tax, customs duty and excise duty were outstanding, at the year end for a period of more than six moths from the date they became payable.

(b) According to the records of the company, the disputed statutory dues on account of sales tax, income tax, custom duty, wealth tax, excise duty and cess that have not been deposited on account of matters pending before appropriate authorities are as follows:

Nature of dues/ Payments	(Rs. Lacs)	Amount due Period to which F (Rs. Lacs) the amount a Relates i			
Income-Tax	32.82	AY1995-96 &	Income Tax CIT(A)Kanpui ITAT-Lucknow		
-do- Interest-Tax -do- -do-	11.81 0.49 0.64 2.45	AY1994-95 AY1993-94 AY1994-95 AY1995-96	-do- -do- -do- -do-		
Amount Paid	48.21 23.48				
Balance Due	24.73				

- (x) The company has no accumulated losses at the end of the financial year and has not incurred any cash losses in the current and immediately preceding financial year.
- (xi) Based on the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to financial institutions, banks or debenture holders.
- (xii) The Company has not granted any loans and advances on the basis of security by way of pledge of share debentures and other securities.
- (xiii) In our opinion, the Company is not a Chit and Nidhi / mutual benefit fund / society, Therefore, the provisions of clause 4(xiii) of the order are not applicable to the Company.
- (xiv) In our opinion and according to the information and explanations given to us, the company is not a dealer or trader in securities.
- (xv) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xvi) According to the information and explanations given to us and on overall examination of the balance sheet of the Company, we report that no funds raised on sort term basis have been used for long-term investment No long-term funds have been used to finance short-term assets except working capital.
- (xvii) The company has not made any preferential allotment of share to parties or Companies covered in the register maintained under section 301 of the Companies Act, 1956.

- (xviii) The Company has ก่อีโ raised any money through a public issue during the year.
- (xix) According to the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year.

For RAJANI MUKESH & ASSOCIATES
CHARTIARED ACCOUNTANTS

(MUKESH RA.)

Proprietor

Place: Kanpur

Date: 24.08.2007.

# BALANCE SHEET AS AT 31.03.2008

	SCHEDULE NO.	YEAR ENDED 31.03.2008	YEAR ENDED 31.03.2007
1.SOURCES OF FUNDS:			
A.SHARE HOLDER'SFUND:			
a) Share capital	01	72528000.00	72,528,000.00
b) Reserve & Surplus		2,976,323.02	3,017,681.28
		75,504,323.02	75,545,681.28
2.APPLICATION OF FUNDS:			
A. FIXED ASSETS:			
a) Op.W.D.V.(+) Additions (-) Deduction	02	2,350,344.23	40,56,237.97
b) Less: Depreciation		503,871.72	8,85,712.74
		1,846,472.51	31,70,525.23
B.CURRENT ASSETS & LOANS & ADVANCES:	03	73,792,282.51	7,25,54,778.05
		75,638,755.02	7,57,25,303.28
C.LESS: CURRENT LIABILITIES		•	
& PROVISIONS:	04	134,432.00	1,79,622.00
		75,504,323.02	7,55,45,681.28
NOTES ON ACCOUNT:	07	. 3,00 1,020.02	.,00,10,001.20

For RAJANI MUKESH & ASSOCIATES

CHARTERED ACCOUNTANTS

(MUKESH RAJANI) Proprietor -

**PLACE: KANPUR** DATE: 24-08-2008 FOR RICH CAPITAL & FINANCIAL SERVICES LTD.

(RAJEEV AGARWAL)

Director

(SHASHWAT AGARWAL)

**Managing Director** 

# PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31.03.2008

Company of the Compan	YEAR ENDED	YEAR ENDED
SCHEDULE NO	<u>31.03.2008</u>	31.03.2007
REVENUE: 05		
a) Interest Income b) Other Income c) Profit on Sale of Car	4,949,413.00 3,997.25 0.00	55,85,151.95 8,52,000.00 1,64,961.13
	4,953,410.25	66,02,113.08
EXPENDITURE:		
Expenses 06	4,413,708.79	54,65,188.45
Profit before depreciation and tax Less Depreciation 02	539,701.46 503,871.72	1,136,924.63 8,85,712.74
Profit before tax Less Tax	35,829.74 27,188.00	251,211.89 84,557.00
Profit after tax	8,641.74	166,654.89
a) Net Profit for the year b) Balance brought forward	8,641.74	251,211.89
from previous year	3,017,681.28	29,16,026.39
	3,026,323.02	3,167,238.28
LESS: APPROPRIATION: Balance B/f Less: Fringe Benefit Tax A.Y.2007-08 Less: Income Tax F.Y.2007-08	3,026,323.02	31,67,238.28 65,000.00
Less: Loss on Sale on Furniture Balance carried over to	50,000.00	84,557.00
Balance sheet	2,976,323.02	3,017,681.28

For RAJANI MUKESH & ASSOCIATES CHARTERED ACCOUNTANTS

(MUKESH RAJANI)

Proprietor

FOR RICH CAPITAL & FINANCIAL SERVICES LTD.

(RAJEEV AGARWAL)
Director

(SHASHWAT AGARWAL)
Managing Director

PLACE: KANPUR DATE: 24-08-2008

9

# **SCHEDULE-01**

**SHARE HOLDER'S FUND:** 

AS AT 31.03.2008

AS AT 31.03.2007

**SHARE CAPITAL:** 

**AUTHORISED SHARE CAPITAL:** 

(80,00,000 Equity Share of Rs.10/-each)

8,00,00,000.00

8,00,00,000.00

ISSUED, SUBSCRIBED AND

PAID-UP SHARE CAPITAL:

(72,52,800 Equity Share of Rs.10/-each fully paid-up)

7,25,28,000.00

7,25,28,000.00

7,25,28,000.00

7,25,28,000.00

FOR RICH CAPITAL & FINANCIAL SERVICES LTD.

Kyn \_\_\_\_\_

(RAJEEV AGARWAL) (SHASHWAT AGARWAL)
Director Managing Director

# RICH CAPITAL & FINANCIAL SERVICES LIMITED 7/125 (C-2), SWAROOP NAGAR, KANPUR.

F.Y.2007-08 **GROSS BLOCK** DEPRECIATION

NET BLOCK--->

											10	IAL
		RATE	WDV	ADDITIONS	SALES	TOTAL	UPTO	FOR	ADUSTMENT	TOTAL UPTO	W.D.V	W.D.V
S.NO.	NAME OF ASSETS	OF DEP.	AS ON	DURING THE	ADUSTMENT	31.03.08	PRV. YEAR	THE YEAR		31.03.08	AS AT	AS AT
			01.04.2007	YEAR							31.03.2008	31.03.2007
			(A)	(B)	(C)	D=A+B+C	(E)	(F)		G=E+F	H=D-F	
(1)	AIR CONDITIONERS	13.91%	382,488.53	-	-	382,488.53	301,237.03	53,204.15		354,441.18	329,284.38	382,488.53
(2)	CARS	25.89%	1,232,552.06			1,232,552.06	3,210,724.00	319,107.73		3,529,831.73	913,444.33	1.232,552.06
(3)	COMPUTERS	40%	116,921.18	-	-	116,921.18	446,984.32	46,768.47		493,752.79	70,152.71	116,921.18
(4)	COOLER	13.91%	1,186.29	-	-	1,186.29	1,473.72	165.01		1,638.73	1,021.28	1,186.29
(5)	CYCLE	20%	412.71	-	-	412.71	868.11	82.54		950.65	330.17	412.71
(6)	FURNITURE & FIXTURES	18.10%	1,085,473.75	91,136.00	950,000.00	226,609.75	1,909,167.11	32,768,75	1,748,095.00	193,840.86	193,841.00	1.085,473,75
(7)	GENERATOR	13.91%	25,132.18	-	-	25,132.18	24,346.86	3,495.89		27,842.75	21,636.29	25,132.18
(8)	INTERCOM SYSTEM	13.91%	21,889.48	-	-	21,889.48	19,087.97	3,044.83		22,132.80	18,844.65	21.889.48
(9)	OFFICE EQUIPMENTS	13.91%	162,326.82	2,683.00	-	165,009.82	188,503.46	22,873.66		211,377.12	142,136.16	162.326.82
(10)	REFRIGERATOR &	13.91%	42,303.27	36,000.00	-	78,303.27	41,295.28	8,388.38		49,683.66	69,914.89	42,303.27
(11)	SCOOTER	25.89%	707.01	-	-	707.01	2,980.34	183.04		3,163.38	523.97	707.01
(12)	TELEVISION	13.91%	58,792.84	-	-	58,792.84	33,075.06	8,178.08		41,253.14	50,614.76	58,792.84
(13)	COUNTING MACHINE	13.91%	40,339.11	-		40,339.11	9,661.89	5,611.17		15,273.06	34,727.94	40,339.11
			3,170,525.23	129,819.00	950,000.00	2,350,344.23	6,189,405.15	503,871.72	1,748,095.00	4,945,181.87	1,846,472.51	3,170,525.23

FOR RICH CAPITAL & FINANCIAL SERVICES LTD.

(RAJEEV AGARWAL) (SHASHWAT AGARWAL)
Director Managing Director

SCHEDULE -03		AS AT 31.03.2008	AS AT 31.03.2007
CURRENT ASSETS & LOANS & ADVANCES: (A) Investments			
FULLY PAID EQUITY SHARES:	·		
500 Equity Shares J.V.L.		10,750.00	10,750.00
20500 Equity Shares of R.U.N. LTD.	~ G	2,050,000.00	20,50,000.00
		2,060,750.00	20,60,750.00
(B)CASH & BANK BALANCES:		3,345,051.45	19,46,555.68
(C) LOANS & ADVANCES:			e e e e e e e e e e e e e e e e e e e
(Unsecured,considered good	*		
unless otherwise stated)			
I) Loans & Advances:		65,383,646.51	6,53,92,103.65
,		65,383,646.51	6,53,92,103.65
(D)OTHER CURRENT ASSETS:			
Security Deposits		265,341.00	8,06,873.00
(Including UPSE Security Deposit			2,00,00
of Rs.2,50,000/-)			
Fringe Benefit Tax A.Y.2008-09		46,550.00	23,48,495.72
Income Tax (Under Appeal)	•	2,572,377.55	20, 10, 100.72
Income Tax F.Y.2007-08		92,893.00	
TDS A.Y.2008-09		15,173.00	
Advances		10,500.00	
		3,002,834.55	31,55,368.72
Sub Total (A+B+C+D)		73,792,282.51	7,25,54,778.05

FOR RICH CAPITAL & FINANCIAL SERVICES LTD.

(RAJEÉV AGARWAL)
Director

(SHASHWAT AGARWAL)
Managing Director

SCHEDULE 4				AS AT 31.03.2007
<b>CURRENT LIABILITIES &amp;</b>		:	AS AT 31.03.2008	
PROVISIONS:		•		
			· · · · · · · · · · · · · · · · · · ·	
<b>CURRENT LIABILITIES:</b>			. !	
Electricity Payable			1,791.00	3,902.00
Telephone Payable			3,229.00	7,613.00
Computer Expenses Payable	4		4,000.00	
Fringe Benefit Tax Payable			3,550.00	NIL
Salaries Payable			77,630.00	52,290.00
T.D.S.Payable		*	2,044.00	75,000.00
Audit & Income Tax fees Payable	e e		15,000.00	15,000.00
Provision for Income Tax F.Y.07-08			27,188.00	25,817.00
			134,432.00	1,79,622.00

# **SCHEDULE -05**

# **REVENUES:**

en de la companya de La companya de la co			AS AT 31.03.2008	AS AT 31.03.2007	
Interest Received			4,949,413.00	55,85,151.95	
Other Income			3,997.25	8,52,000.00	
Profit on Sale of Car			0	1,64,961.13	
			4,953,410.25	66,02,113.08	

FOR RICH CAPITAL & FINANCIAL SERVICES LTD.

(RAJEEV AGARWAL)
Director

(SHASHWAT AGARWAL)
Managing Director

SCHEDULE -06		and the second of the second of
	AS AT 31.03.2008	AS AT 31.03.2007
	Rs.	Rs.
EXPENSES:		
Advertisement & Publicity.	51,848.00	84,849.00
Auditor's Remuneration:		
Audit Fees. 5,000	0.00	5,000.00
Income Tax Fees. 10,000	<u>).00</u> 15,000.00	<u>10,000.00</u>
Bank Charges.	4,660.81	19,444.64
Computer Expenses.	51,293.00	19,336.00
Electricity Expenses.	81,306.00	48,176.00
Generator Expenses	92,700.00	76,928.00
General Expenses	25,886.00	
Insurance.	21,064.00	24,545.00
Legal Fees	73,102.00	43,676.00
Newspaper & periodicals.	9,901.00	9,622.00
Office Expenses	42,201.00	37,354.00
Office Rent	766,532.00	16,40,000.00
Printing & Stationery.	20,187.00	22,814.00
Postage & Telegram.	15,572.25	15,535.00
Filling Fees.	1,500.00	2,500.00
Repair & Maintenance.	120,970.00	41,426.00
Salary to Director's	1,740,000.00	12,54,000.00
Salaries to Others.	662,095.00	5,86,008.00
Stock Exchange Fees.	15,000.00	5,15,000.00
Share Regn. & transfer Exp.	151,440.00	1,20,563.00
Telephone Expenses	89,709.00	84,109.81
Travelling Expenses.	108,998.00	7,02,305.00
Vehicle Running & Maint.Exp.	252,743.73	1,01,997.00
	4,413,708.79	5,465,188.45

FOR RICH CAPITAL & FINANCIAL SERVICES LTD.

(RAJEEV AGARWAL)
Director

(SHASHWAT AGARWAL)
Managing Director

29

# SCHEDULE -07

# NOTES TO THE ACCOUNTS

- 1. **ACCOUNTING POLICTES:** 
  - Basis of Accounting: a)

The company follows the Mercantile system of accounting.

Revenue Recognition: b)

> Revenue is being recognized as and when there is reasonable certainty of its ultimate realization.

c) Fixed Assets:

Fixed Assets are shown at w.d.v. less depreciation.

Depreciation: d)

> Depreciation has been provided on pro-rata basis, with reference to the date of installation as per companies Act 1956.

e) Valuation of Investments:

The Investment are valued at cost.

Preliminary Expenses: f)

Preliminary Expenses are amortized over a period of ten year.

Provision for Income Tax: g)

> No Provision for Income-tax has been made as the T.D.S. was already deducted to cover the Income-Tax payable on the net profit shown by the company.

- 2. There was no contingent liability as certified by directors.
- 3. As certified by the Board of Directors, Current Assets, Loans and Advances have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in Balance Sheet.
- Outstanding balance in the accounts of parties are subject to confirmation. 4.
- 5. Other additional information pursuant of paragraph 3, 4C and 4D of part II of Schedule VI of the Companies Act, 1956 is not given, as it is not applicable to the company.
- Figures of previous year have been regrouped/rearrange if thought fit upon 6. wherever found necessary
- 7. In compliance with Prudential norms of income recognition, provisioning for Bad and Doubtful Debts etc. issued by Reserve Bank of India vide guidelines dated 13.06.1994, the Company has, not accrued income in respect of Loans and Advances which are non performing assets as defined therein in terms of set guidelines.
- 8. Schedule 1 to 7 form integral part of accounts and have been duly authenticated.

In terms of our attached report of even date

For RAJANI MUKESII & ASSOCIATES CHARTERED ACCOUNTANTS

FOR RICH CAPITAL & FINANCIAL

(MUKESÌI RAJAŃI)

(RAJEEV AGARWAL)

(SHASHWAT AGARWAL

Proprietor-

Director

**Managing Director** 

PLACE: KANPUR DATE: 24.08.2007

# RICH CAPITAL & FINANCIAL SERVICES LIMITED, KANPUR. CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH, 31, 2008

	For the year Ended 31, March 2008 Amount (Rs.)	For the year Ended 31, March 2007 Amount (Rs.)
Cash flows from operating activities		
Net profit before taxation, and extraordinary item		
Adjustments for :	35,829.74	2,51,211.89
Depreciation	503,871.72	8,85,712.74
Operation profit before working capital changes	539,701.46	1,136,924.63
Change in Current Assest	1,237,504.46	11,27,787.50
Change in Current Liabilities	(45,190.00)	19,671.00
Cash flows from investing activities		
Purchase of fixed Assets	(129,819.00)	(24,290.00)
Sale of fixed Assets	900,000.00	
Net in cash and cash equivalents	3,345,051.45	1,946,555.68
Cash and Cash equivalents beginning of year	1,946,555.68	1,116,765.18
Cash and Cash equivalents at end of year (see Note1)	3,345,051.45	1,946,555.68
Notes:1 Cash and Cash equivalents at end of year		
Cash in Hand	2,568,795.91	413,456.89
Balance with Scheduled bank-		
-Current Accounts	776,255.54	1,533,098.79
Notes:2		

#### Notes:2

Figures in brackets indicate cash outflow

# Notes:3

The above Cash flow statement has been prepared under the indirect method, setout in AS-3 issued by the institute of chartered Accountants of India.

This is the cash flow statement referred to in our report of even date.

RAJANI MUKESH & ASSOCIATES CHARTERED ACCOUNTANTS

(MUKESH RAJANI)

Proprietor

FOR RICH CAPITAL & FINANCIAL SERVICES LTD.

(RAJEEV ÅGARWAL)

Director

(SHASHWAT AGARWAL)
Managing Director

26

# BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

(A) REGISTRATION DETAILS

REGISTRATION NUMBER : 12089 STATE CODE : 11

BALANCE SHEET DATE : MARCH 31,2008

(B) CAPITAL RAISED DURING THE YEAR (Amount in Rs.)

PUBLIC ISSUE : NIL
RIGHTS ISSUE : NIL
BONUS ISSUE : NIL
PRIVATE PLACEMENT : NIL

(C) POSITION OF MOBILISATION AND DEVELOPMENT OF FUNDS (Amount in Rs.)

TOTAL LIABILITIES AND

 SHARE HOLDERS FUNDS
 : 7,55,04,323.02

 TOTAL ASSETS
 : 7,55,04,323.02

**SOURCES OF FUNDS** 

PAID-UP CAPITAL : 7,25,28,000.00 RESERVES AND SURPLUS : 29,76,323.02

SHARE APPLICATION : NIL
SECURED LOANS : NIL
UNSECURED LOANS : NIL
DEFERRED TAX LIABILITY – NET : NIL

APPLICATION OF FUNDS

NET FIXED ASSETS : 18,46,472.51

CAPITAL ADVANCES : NIL INVESTMENTS : NIL

**NET CURRENT** 

ASSETS : 7,36,57,850.51

MISCELLANEOUS NIL EXPENDITURE : NIL

ACCUMULATED LOSSES

(D) PERFORMANCE OF THE COMPANY (Amount in Rs.)

TURNOVER : 49,53,410.25
TOTAL EXPENDITURE : 49,17,580.51
PROFIT/(LOSS) BEFORE TAX : 35,829.74
PROFIT/(LOSS) AFTER TAX : 8641.74
EARNINGS PER SHARE IN RS. : 0.001

DIVIDEND RATE % : NIL

(E) GENERIC NAMES OF THREE PRINCIPAL PRODUCTS/SERVICES OF THE COMPANY

ITEM CODE NUMBER : NIL

PRODUCT DESCRIPTION : FINANCIAL SERVICES

2

RICH CAPITAL & FINANCIAL SERVICES LIMITED, KANPUR.

Depreciation as per Income Tax Act. F.Y.2007-08

S.NO.	DESCRIPTION OF ASSETS/BLOCK OF	RATE OF W.D.V	ADDITION DURING THE	SOLD /	TOTAL	DEPRECIATION FOR THE YEAR		TOTAL DEP. FOR	W.D.V.	
	ASSETS	DEP.	AS ON 01.04.07	YEAR / (DATE OF ADDITION)	DISCARDED		LESS THAN 180 DAYS	MORE THAN 180 DAYS	THE YEAR	AS ON 31.03.08
(1)	AIR CONDITIONER	15%	321,816.09	-	-	321,816.09	-	48,272.41	48,272.41	273,543.68
	CAR	15%	1,879,523.62		-	1,879,523.62	-	281,928.54	281,928.54	1,597,595.08
(3)	COMPUTER	60%	37,606.39	-	•	37,606.39	•	22,563.83	22,563.83	15,042.56
(4)	COOLER	15%	878.33	-	-	878.33	-	131.75	131.75	746.58
(5)	CYCLE	15%	550.91	•	-	550.91	-	82.64	82.64	468.27
(6)	FURNITURE & FIXTURES	10%	1,487,014.79	91,136	900,000.00	678,150.79	4,556.80	58,701.48	63,258.28	614,892.51
(7)	GENERATOR	15%	17,881.88	-	-	17,881.88	-	2,682.28	2,682.28	15,199.60
(8)	INTERCOM SYSTEM	10%	18,984.38	•	•	18,984.38	-	1,898.44	1,898.44	17,085.94
(9)	OFFICE EQUIPMENT	10%	124,589.69	2,683	-	127,272.69	-	12,727.27	12,727.27	114,545.42
(10)	REFRIGERATOR	10%	46,365.87	36,000	-	82,365.87	1,800.00	4,636.59	6,436.59	<b>75,9</b> 29.28
(11)	SCOOTER	15%	1,117.85	•	•	1,117.85	-	167.68	167.68	950.17
(12)	TELEVISION	10%	56,676.90	-	-	56,676.90	-	5,667.69	5,667.69	51,009.21
(13)	NOTE COUNTING MACHINE	15%	39,313.29	-	-	39,313.29	-	5,896.99	5,896.99	33,416.30
			4,032,319.99	129,819.00	900,000.00	3,262,138.99	6,356.80	445,357.59	451,714.39	2,810,424.60

FOR RICH CAPITAL & FINANCIAL SERVICES LTD.

(RAJEEV AGARWAL)
Director

(SHASHWAT AGARWAL)
Managing Director