

CLARUS FINANCE AND SECURITIES LIMITED

**2008-2009
16TH Annual Report**

CLARUS FINANCE AND SECURITIES LIMITED

REGD. OFFICE :- 7/A, 2nd Floor, Beaumont Chambers, N. M. Rd, Fort,
Mumbai 400 001.



(FORMERLY KNOWN AS MITTAL SECURITIES FINANCE LIMITED)

Board Of Directors : **Shri Manakchand Jain** : **Director**
: **Shri Harsh Jain** : **Director**
: **Shri Ramesh Mishra** : **Director**
: **Shri Akhilesh Jain** : **Director**

Solicitors & Advocates : **Harish Joshi & Company**

Auditors : **Tushar Parekh & Associates**
Chartered Accountants
(Mumbai)

Bankers : **Axis Bank Ltd**
(Cuffe Parade Branch, Mumbai)

HDFC Bank Ltd
(Fort Branch, Mumbai)

Registrar & Share Transfer Agent : **Adroit Corporate Services Pvt. Ltd.**
Jafferbhoy Industrial Estate, Makwana
Lane, Marol Naka, Andheri (E), Mumbai.
Tel: 28594060, 28596060 Fax: 28503748.
Email: adroits@vsnl.net

Registered Office : **Clarus Finance & Securities Limited**
7/A, 2nd Floor Beaumoon Chambers,
N. M. road, Fort, Mumbai - 400 001

NOTICE

NOTICE is hereby given that the 16th Annual General Meeting of the Members of **M/s. Clarus Finance and Securities Limited** will be held on **Tuesday, the 27th October, 2009 at 10.00 A.M.** at the **Registered Office** of the Company at 7/A, 2nd Floor, Beaumont Chambers, N.M. Road, Fort, Mumbai - 400 023 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as on 31st March, 2009 and Profit and Loss Account for the year ended 31st March, 2009, Cash flow statement and the Reports of the Directors and Auditors thereon.
2. To re-appoint a Director in place of Mr. Manakchand Jain, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint retiring Auditor Tushar Parekh and Associates, Chartered Accountants, Mumbai, being eligible, as Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

4. To consider and if thought fit to pass the following Resolution with or without modification, if any, as **ORDINARY RESOLUTION**.

"RESOLVED THAT Shri Harsh Jain, who was appointed as Additional Director of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom a notice has been received from a Member of the Company in terms of Section 257 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company."

5. To consider and if thought fit to pass the following Resolution with or without modification, if any, as **ORDINARY RESOLUTION**.

"RESOLVED THAT Shri Akhilesh Jain, who was appointed as Additional Director of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom a notice has been received from a Member of the Company in terms of Section 257 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company."

6. To consider and if thought fit to pass the following Resolution with or without modification, if any, as **ORDINARY RESOLUTION**.

"RESOLVED THAT pursuant to provisions of section 94 and other applicable provisions, if any, of the Companies Act, 1956 the Authorised Share Capital of the Company be and is hereby increased from Rs.350.00 Lakhs (Rs. Three Crores fifty lakhs) divided into 3,500,000 equity Shares of Rs.10 each (Rupees Ten Only) to Rs.1800.00 Lakhs (Rupees Eighteen Crores only) divided into 18,000,000 (One Crore Eighty Lakhs) Equity shares of Rs. 10/- (Rupees Ten only) each."

"RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorised to do and perform all such acts, deeds, matters or things as may be necessary, appropriate, expedient or desirable to give effect to this resolution."

7. To consider and if thought fit to pass the following Resolution with or without modification, if any, as **ORDINARY RESOLUTION**.

"RESOLVED THAT pursuant to the provision of Section 16 and all other applicable provisions of the Companies Act, 1956 the existing Clause V of the Memorandum of Association of the Company be and is hereby altered substituting the new following Clause V in its place:

Clause V.

The Authorised Share Capital of the Company is Rs.18,00,00,000 (Rupees Eighteen Crores only) divided into 1,80,00,000 (One Crore Eighty Lakhs) Equity shares of Rs. 10/- (Rupees Ten only) each."

8. To consider and if thought fit to pass the following Resolution with or without modification, if any, as **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provision of Section 31(1) and all other applicable provisions of the Companies Act, 1956 the existing Article 3 of the Articles of Association of the Company be and is hereby altered substituting the new following Article 3 in its place:

Article No. 3.

The Authorised Share Capital of the Company is as per the Clause V of the Memorandum of Association of the Company."

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

"RESOLVED THAT the approval of members by way of special resolution, in terms of the provisions of section 81(1A) and all other applicable provisions, if, any, of the Companies Act 1956 (the Act), (including any statutory modification(s) or re-enactment there, for the time being in force), Memorandum and Articles of Association of the Company, Listing Agreements entered into by the Company with the Stock Exchanges where the Company's shares are listed, and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital And Disclosure Requirement) Regulation 2009 as may be applicable on preferential issue of Equity Shares and other applicable regulations/ guidelines of SEBI, if any and subject to such consents and approvals of SEBI, Stock Exchange, Central Listing Authority, Govt. of India or such other bodies or authorities as may be required by the law and as may be necessary and subject to such conditions and modifications as may be imposed upon and accepted by the Board while granting such consents and approvals for that purpose the Board of Directors of the Company be and is hereby authorised to take offer, issue and allot 14,800,000 (One Crore Forty Eight Lakhs) Equity Shares of Rs.10/- (Rs.Ten only) each for cash at par aggregating Rs.1480.00 Lakhs only on preferential basis to the following to the promoters, persons acting in concert with them and others."

"RESOLVED FURTHER THAT the "Relevant Date" in relation to the issue of shares in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulation 2009 would be 26th September, 2009 being the date 30 days prior to the date of passing of this resolution."

"RESOLVED FURTHER THAT the issue of Shares, if any, as above shall be subject to the following terms and conditions:

The shareholders shall on the date of allotment of Shares, pay the full allotment money i.e. Rs10/- per share;

The shares shall be locked in for a period of 3 years from the date of their allotment in respect of the promoter and persons acting in concert with them and for a period of 1 year in respect of other investors, provided that the lock-in on shares acquired from the date of allotment."

"RESOLVED FURTHER THAT the Board be and is hereby authorized in its entire discretion to decide to proceed with the issue of the Shares, to finalize the list of allottee(s), including the size and relative components of the same, and for the purpose of giving effect to this issue or allotment of Shares, the Board or committee thereof as may be constituted by the Board if any be and is

hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose, including without limitation, appointment of consultants, solicitors, merchant bankers, or any other agencies as may be required and entering into arrangements for listing of the equity shares representing the same in any Indian Stock Exchanges with power on behalf of the Company, to settle any questions, difficulties or doubts that may arise in regard to any such issue, offer or allotment of Equity Shares and in complying with any Regulations, as may in its absolute discretion deem fit, without being required to seek any further clarification, consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or Officer(s) of the Company to give effect to this resolution."

"RESOLVED FURTHER THAT a copy of the Certificate of the Auditors dated 26th Sept., 2009 in accordance with the Securities and Exchange Board of India (Issue of Capital And Disclosure Requirement) Regulation 2009 as placed before the meeting for pricing of the Equity Shares to be allotted, calculated on the 'Relevant Date' shall be Rs.10/- (Rs. Ten only) per share."

"RESOLVED FURTHER THAT the Equity Shares so issued shall upon allotment have the same rights of voting as the existing equity shares and be treated for all other purposes pari-passu with the existing equity shares of the Company and that the equity shares so allotted during the financial year shall be entitled to dividend, if any, declared including other corporate benefits, if any, for the financial year in which the allotment has been made and subsequent years."

"RESOLVED FURTHER THAT the Company do apply for listing of the new equity shares as may be issued with the Bombay Stock Exchange, Mumbai and/or National Stock Exchange."

"RESOLVED FURTHER THAT the Company do make an application to the National Securities Depository Limited (NSDL) and the Central Depository Services Limited (CDSL) for admission of the above said Equity shares to be allotted on preferential basis."

10. To consider and if thought fit, to pass the following Resolution with or without modification, if any, as ORDINARY RESOLUTION.

"RESOLVED THAT in suppression of the earlier resolution and pursuant to Section 293(1)(d) of the Companies Act, 1956, and other applicable provisions, if any, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow from time to time any sum or sums of money which together with the money already borrowed by the Company (apart from temporary loans obtained from the Bankers of the Company in ordinary course of business) shall not exceed in the aggregate at any one time Rupees 1,000,000,000/- (One Hundred Crores only) irrespective of the fact that such aggregate amount of borrowing outstanding at any time may exceed aggregate for the time being of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose."

By order of the Board
(Manakchand Jain)
Director

Place : Mumbai

Dated: 15th September, 2009

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE COMPANY'S REGISTERED OFFICE AT 7/A, 2ND FLOOR, BEAUMON CHAMBERS, N.M. ROAD, FORT, MUMBAI 400 023. NOT LESS THAN FORTY EIGHT HOURS BEFORE THE MEETING.**
2. The Register of Members and Share Transfer Books of the Company was closed from September 21, 2009 to September 25, 2009 (both days inclusive).
3. All documents referred to in the accompanying notice are open for inspection at the registered office of the Company on all working days, except Saturdays between 11.00 A.M. to 1.00 P.M.
4. Members who are holding shares in identical order of names in more than one folio are requested to send to the Company the details of such folios together with the share certificates for consolidating their holdings in one folio. The share certificates will be returned to the members after making requisite changes thereon.
5. Members desirous of obtaining any information concerning Accounts and Operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the Meeting so that the information required may be made available at the Meeting.
6. The Company has appointed Adroit Corporate Services Pvt. Ltd., Jafferbhoy Industrial Estate, Makwana lane, Marol Naka, Andheri (East), Mumbai as Registrar and share Transfer Agent(RTA). Members are requested to make all correspondence with the Share Transfer Agent and notify immediately any change in their address.
7. As per provisions of the Companies Act, 1956, facility for making nominations is available to INDIVIDUALS holding shares in the Company. The Nomination Form-2B prescribed by the Government can be obtained from the Share Transfer Agent or may be down loaded from the website of the Ministry of Company affairs.
8. The Company has obtained extension from the Registrar of Companies for holding the Annual General Meeting on or before 31st Oct., 2009.
9. Pursuant to the Clause No.49 of the Listing Agreement, profile of the directors proposed for appointment/re-appointment being given in a statement containing details of the concerned directors is attached hereto.
10. Pursuant to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulation 2009.

STATEMENT REGARDING THE DIRECTORS PROPOSED FOR APPOINTMENT

NAME OF APPOINTEE	AGE/YEARS	QUALIFICATIONS	EXPERTISE/EXPERIENCE	DATE OF APPOINTMENT	OTHER DIRECTORSHIPS, IF ANY
Manakchand Jain	64	H.S.C.	Business	28.09.2004	1)Kisha Exim Private Limited 2) Verbena Mercantile Private Limited 3) Obident Exports Private Limited
Harsh Jain	20	Graduate		15.06.2009	1)Vintel Securities Private Limited
Akhilesh Jain	32	B.Com, C.A (Inter)	Income Tax Consultant	15.09.2009	1) Alexin Healthcare Private Limited 2) Radiovani Holdings Private Limited 3)Shri Ambe Punjinivesh Private Limited 4)Tarana Plastics & Chemicals Private Limited 5) Vee Vee En Sons (Exports) Private Limited

EXPLANATORY STATEMENT**(PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956)****ITEM NO. 4:**

Shri Harsh Jain was appointed as an Additional Director of the Company pursuant to Section 260 of the Companies Act, 1956. The Company has received a Notice from a Member in terms of Section 257 of the Companies Act, 1956 proposing the candidature of Shri Harsh Jain as a Director of the Company.

Your Directors recommend for approval of the above resolutions as set out in Item No. 4 of the Notice as ordinary resolution.

None of the directors, except Mr. Harsh Jain, himself, is concerned or interested in the proposed resolution.

ITEM NO. 5:

Shri Akhilesh Jain was appointed as an Additional Director of the Company pursuant to Section 260 of the Companies Act, 1956. The Company has received a Notice from a Member in terms of Section 257 of the Companies Act, 1956 proposing the candidature of Shri Akhilesh Jain as a Director of the Company.

Your Directors recommend for approval of the above resolutions as set out in Item No. 5 of the Notice as ordinary resolution.

None of the directors, except Mr. Akhilesh Jain, himself, is concerned or interested in the proposed resolution.

ITEM NO.6, 7 & 8:

The existing Authorised Share Capital of the Company is Rs.350.00 Lakhs (divided into 35 Lakhs Equity Shares of Rs.10 each) and the Company is not having sufficient Authorized Share Capital to accommodate further allotment of Shares.

As the members are aware that almost all the paid up capital of the Company has been wiped up and in that financial status, the Company is not able to generate necessary working capital funds from the bank and financial institution, therefore, there is no other way except to increase the capital bases and for that purposes it has become necessary to increase its authorised share capital suitably. The Board proposes that it should be increased to Rs.1800.00 (Rupees Eighteen Crores only) divided into 1,80,00,000 (One Crore Eighty Lakhs) Equity shares of Rs. 10/- (Rupees Ten only) each.

The increase in authorised Capital requires the approval of General Meeting by way of Ordinary Resolution u/s 94 of the Companies Act, 1956 and by way of Ordinary/Special Resolution, for modification in the Existing Clause V of the Memorandum of Association and Article 3 of the Articles of Association of the Company reflecting the Increased Share Capital of the Company.

Your Directors recommend for approval of the above resolutions as set out in Item No. 6-8 of the Notice as Ordinary/Special resolution.

None of the Director of the Company is concerned or interested in the proposed resolution.

ITEM NO. 9:

Your company in compliance with the applicable provisions of the SEBI Regulations, Companies Act, 1956 and other applicable provisions, is proposing to offer and issue not exceeding 1,48,00,000 (One Crore Forty Eight Lakhs) Equity shares of Rs.10/- each of the company for cash at par to specified persons as mentioned herein below.

As per the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulation 2009 the required details in reference of the above said proposed preferential allotment of 1,48,00,000 Shares being furnished as under:

Objects of the issue:

The Company as part of its future growth strategy aims to enlarge as focused and strong Company. The company plans to enlarge its business by venturing into the infrastructure, real estate, irrigation projects, import, export and trading activities of metals & minerals both finished, raw materials, semi finished including iron, Graphite, diamond, marble, granite, gold, silver, precious stones, etc. To pursue the trading activities, the company needs huge working capital and margin money requirement during the routine course of business activities.

As the Company is not having liquid funds or any working capital, therefore, it has become necessary to raise funds by way of allotment of new capital in order to carry on business activities in the best interest of the Company as well as its all stakeholders and members of the Company. Therefore, the sole object for raising of the capital is to provide working capital to the Company for its growth and success.

Therefore, the proposed issue is being made with an object to generate working capital funds for the Company's business activities.

Pricing and relevant date:

The issue price of Rs.10 Per shares is in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulation 2009 and for the purpose of the above guidelines the Relevant Date is 26th Sept., 2009, i.e. 30 days prior to the proposed annual general meeting.

Intention of the Promoters/Directors/Key Management persons to subscribe the offer:

The proposed allottees include the promoters and persons acting in concert with them as well as other general investors of the Company.

Shareholding pattern before and after the allotment of the shares:

The shareholding pattern of the Company before and after the issue is as under:

Particulars	Shareholding (Pre- issue)		Share holdings (Proposed post issue)	
	No. of Share	% of Capital	No. of Share	% of Capital
I. Promoters				
A. Indian promoters non participating in the proposed issue	457920	15.26	457920	2.57
B. Proposed Allottees				
Mahendra Ghisulal Shah HUF 601, 6 th Flr, Harbour Crust Bldg, Mazgaon, Tt., Mumbai -10 AAHHM 0385 D	Nil	Nil	950,000	5.34
Indu Mahendra Shah 601, 6 th Flr, Harbour Crust Bldg, Mazgaon, Tt., Mumbai -10 ACRPS 2482 C	NIL	NIL	950,000	5.34
Mahendra Shah 601, 6 th Flr, Harbour Crust Bldg, Mazgaon, Tt., Mumbai -10 ALRPS 2483 D	NIL	NIL	600,000	3.37

CLARUS FINANCE AND SECURITIES LIMITED

Sushil Karwa Krishidhan Seeds Ltd D-3, D-6 Addl Midc Area Jalna ABCPK8869N	NIL	NIL	475000	2.67
Vishnu Karwa Plot No D-3 To D-6 Addl Midc Area Aurangabad Road, Jalna ABCPK8868P	NIL	NIL	85000	0.48
Manish Karwa R P Road Jalna ALGPK3905P	NIL	NIL	475000	2.67
Ashish Karwa D-3,D-6 Addl Midc Area Aurangabad Road, Jalna ABCPK8870D	NIL	NIL	80000	0.45
Mukund Karwa Jai Karwa Nagar Jalna ALVPK6963C	NIL	NIL	235000	1.32
Kausaliyabai Subhashchand Karwa R P Road Kali Kurti Jalna ABPPK6383E	NIL	NIL	50000	0.28
Achuta Rama Rao Vijaya Laxmi Jajjavarapu 201, Vijaya Residency 8-2-120/110/1/5 Road No . 14, Banjara Hills. Hyderabad- 500 034 ACDPJ 5611 M ABBPJ 8665 N	NIL	NIL	200,000	1.12
Bandi Ramesh Bandi Lakuma Devi Plot No. 26, H.No. 2-132, Hemadurga Nilayam, Engineers Enclave, Chandranagar, Hyderabad - 500050 AENPB 7217 H AENPB 7753 G	NIL	NIL	200,000	1.12
B.S. Chakravarthi Flat A, 7-150/3, , Street No. 1, Nagendranagar Colony, Habsiguda, Hyderabad - 500 007 AEFPB 8544 K	NIL	NIL	200,000	1.12
Smt.D.Rama Devi Moulika Atturi 8-2-293/82/NI/114, Mla & Mp's , Road No. 10c, Jubilee Hills, Hyderabad - 500 033. AAMPD 5251 C AFUPA 5040 D	NIL	NIL	200,000	1.12

Chetna Hemant Desai Jt Chetan M Kothari 202, Mangal Prachar Green Street, J.M.Marg, Santacruz (W), Mumbai-400054. ABAPD1132B AGRPK3509R	NIL	NIL	300,000	1.69
Praveen Kumar S. 156, Mint Street, Chennai-600079 AAJPP 3671 R	NIL	NIL	600,000	3.37
Renubala 156, Mint Street, Chennai-600079 AAIPB 4409 L	NIL	NIL	600,000	3.37
Subhash B Jain 3503, Shripati Arcade, August Kranti Maidan, Mumbai - 400 002 AABPJ 0335 L	NIL	NIL	600,000	3.37
Kanta S. Jain 3503, Shripati Arcade, August Kranti Maidan, Mumbai - 400 002 AACPJ 5901 H	NIL	NIL	600,000	3.37
Mr Gopal Ramdas Chawla 203/204, Shree Krishna Cloth Market 65, Vithal Wadi, Mumbai-400002. AAAPC5071B	NIL	NIL	200,000	1.12
Sapna Gautam Phulpagar Shree Provision Stores, Raja Bazar, Aurangabad-431001 ABFPP5823J	NIL	NIL	200,000	1.12
Teerchand.M.Bhansali C/O Meena Metal Impex, 74, C.P.Tank Road Mumbai-400004 AADPB6238N	NIL	NIL	150,000	0.84
Jeetendra N Bafna 1302, Girnar Tower, Seth Motisha Lane . Mazgoan, Mumbai-400010 AABPB4967G	NIL	NIL	150,000	0.84
Jawanmal C. Shah 237/243, Jari Wala Bldg, 1st Khetwadi Lane, 1st Flr, Room No.21, Near Alankar Cinema, Svp Road, Mumbai -4 AAFPK 4139 R	NIL	NIL	150,000	0.84
Kunal Jawanmal Shah 237/243, Jari Wala Bldg, 1st Khetwadi Lane, 1st Flr, Room No.21, Near Alankar Cinema, Svp Road, Mumbai -4 AXFPS 9603 P	NIL	NIL	150,000	0.84

CLARUS FINANCE AND SECURITIES LIMITED

Sh Sameer Gupta S/O Sh Satish Kumar Gupta R/O 19/49 Punjabi Bagh (West) New Delhi-110026 AADPG 8131 D	NIL	NIL	700000	3.93
Sh Sundeep Gupta S/O Sh Satish Kumar Gupta R/O 19/49 Punjabi Bagh (West) New Delhi-110026 AADPG 8124 E	NIL	NIL	700000	3.93
Mithalal Manoharlal Sahlot Tara Mithalal Sahlot 602/C Morya House, Off Link Road, Oshiwara, Andheri(W), Mumbai 400054 AAIPS9404N AAQPS2551J	NIL	NIL	300,000	1.69
Anilkumar Manoharlal Sahlot 1001-1002 10th Floor, Camron Heights, Sundervan Complex, Plot No A-5 Opp. Shankar Dham Bldg, Off Lokhandwala Road, Andheri(W), Mumbai 400054 AAIPS7580H	NIL	NIL	300,000	1.69
Dharamchand P. Kularia 1204, Spectra Towers, Prathamesh Complex, Veera Desai Rd, Andheri(W), Mumbai 400053 AGIPK3152D	NIL	NIL	200,000	1.12
Inter Globe Finance Limited 68, Bentinck Street. Aloka House, 1st Floor Kolkatta-700001 AAACI5520N	NIL	NIL	200,000	1.12
Roshni Jain 20, Mandevilla Garden, Kolkatta-19 AKYPS8154K	NIL	NIL	600,000	3.37
Shashi Jain 13, Mandevilla Garden, Kolkatta-19 ACSPJ7422M	NIL	NIL	600,000	3.37
Rakesh P. Jain 505, Gupta Bhawan, Ahmabad Street Carnac Bunder, Mumbai - 400 009 ACGPJ 7887 C	NIL	NIL	200,000	1.12
Sangeeta Sanjay Agarwal 401/402 B.Y. Apartment, B.G.Kher Marg Worli, Mumbai - 400 018 ADDPA 9611 P	NIL	NIL	200,000	1.12

Surendra Ratanchand Golecha Abhishekh Surendra Golecha 101, Mangalam Apt. Khare Town Dharampeth, Nagpur AATPG 0035 C AENPG 1584 L	NIL	NIL	300,000	1.69
Atul Vrajilal Sanghani A,39, Shriram Appartments, Jawharlal Nehru Road, Mulund West, Mumbai AEGPJ6614M	NIL	NIL	200,000	1.12
Arvind Jain 1402, Sursha Tower, Jain Mandir Road Mulund West, Mumbai AFMPJ5207P	NIL	NIL	200,000	1.12
Rajiv Kumar Gupta 137, Vasundhra Appartments, Sector-9, Rohini, Delhi-1100085 ABLPG8468Q	NIL	NIL	200,000	1.12
Ajay Kumar Bansal 121, Vasundhra Appartments, Sector-9, Rohini, Delhi-1100085 AEAPB5163M	NIL	NIL	200,000	1.12
Chander Sekhar Bansal 121, Vasundhra Appartments, Sector-9, Rohini, Delhi-1100085 AFMPB0538F	NIL	NIL	200,000	1.12
Suresh M Shah 305, Pavapuri Appartments 3rd Floor, 9th Khrtwadi Main Road Mumbai-400004 AAFPS3050H	NIL	NIL	150,000	0.84
Richa Nagori 96, Vindhyanchal Nagar, Aerodrum Road, Indore-452001 (M.P) APPLIED FOR	NIL	NIL	150,000	0.84
Harsh Jain 502, 5th Floor, Sukh Sagar Appt, Lamington Road Mumbai Central Mumbai-400008. AKZPJ3928R	NIL	NIL	300,000	1.69
Mahesh Kotian 60 Great Social Bldg., 4th Floor Sir P.M.Road. Fort, Mumbai 400001 AHDPK6532D	NIL	NIL	100,000	0.56

Amita Agrawal W/O O P Agrawal, 29/12 Parijat Society, South Tukogang, Indore 452001 ABHPA2740F	NIL	NIL	100,000	0.56
Shrijika Agrawal W/O O P Agrawal, 29/12 Parijat Society, South Tukogang, Indore 452001 AVAPP4904F	NIL	NIL	100,000	0.56
Rita Agrawal A-23, 4th Floor, Nutan Madhuban Apartment, Worli Hill Road, ACLP A7859G	NIL	NIL	100,000	0.56
SHAHID KHAN 710, THAKKAR TOWER CO - OPERATIVE HOUSING SOCIETY LIMITED, PLOT NO.86, SECTOR 17, VASHI, NEW BOMBAY - 400 703	NIL	NIL	100,000	0.56
II. Public Shareholding				
1. Mutual Funds	0	0	0	0
2. Financial Institutions	4300	0.14	4300	0.02
3. Non Institutional - Body Corporate	226637	7.56	226637	1.27
4. Non Institutional - Individual	2309254	76.97	2309254	12.97
5. NRI	407	0.01	407	0.002
6. others	1782	0.06	1782	0.01
TOTAL EQUITY SHARES	3000300	100.00	17800300	100.00

Note: The aforesaid post issue capital is based on the assumption that all the proposed allottees shall subscribe and there shall not be any change in the holding of other category investors.

Proposed time within which allotment shall be completed:

Within 15 days from the date of passing this resolution or in compliance with any statutory requirement including receipt of the in principle approval from the Stock Exchange.

Identity of the proposed allottee (s) and percentage of preferential issue capital that may be held by them:

The Company has obtained copies of the Permanent Account Number(PAN) as well as identity proof and D-mat Account No. which are available at the registered office of the Company.

Auditor's certificate:

A certificate as required under SEBI Regulations, certifying that the proposed issues is in accordance with the said Regulations has been obtained from the Auditors of the company and shall be placed before the shareholders.

Lock in:

The Shares/Equity shares to be allotted on preferential basis shall be subject to lock- in as per applicable SEBI Regulations in this behalf.

Changes in Management:

The issue of the Equity shares will not result in any change in the management or control of the Company.

The approval of the Shareholders is sought pursuant to Section 81(1A) of the Companies Act, 1956 and in term of the listing agreement with Stock Exchanges to the issue of the above Shares as set out in the resolution.

The Board of directors recommends the resolution for your approval.

The Directors of your Company may be deemed to be concerned or interested to the extent of the change in the percentage of their shareholding by way of allotment of shares.

ITEM NO. 10:

In the view of proposed business and diversification plans of the company the borrowing by the company may exceed the limit prescribe under Section 293(1) (d) of the Companies Act 1956. In view of this and also to provide flexibility to the company in its operation, it is necessary that the Board of the Director be authorized to borrow monies up to Rs.1,000,000,000 (One Hundred Crore Only)

Your Directors recommend for approval of the above resolution as set out in Item No. 10 of the Notice as ordinary resolution.

None of the Director of the Company is concerned or interested in the proposed resolution.

By order of the Board

(Manakchand Jain)
Director

Place : Mumbai

Dated: 15th September, 2009

DIRECTORS' REPORT

Your Directors are pleased to present the 16th Annual Report of the Company together with the Audited Financial Statements for the year ended 31st March, 2009.

SUMMARISED FINANCIAL RESULTS:**1. FINANCIAL RESULTS:****(Rs. in Lacs)**

Particulars	Year ended 31.3.2009	Year ended 31.3.2008
Profit/(loss) before interest and depreciation	(265.64)	(132.83)
Less:		
Interest	0.04	15.92
Depreciation	0.22	0.22
Profit/(Loss) before tax	(265.9)	(148.97)
Tax Provision	(3.71)	(0.03)
Profit/(Loss) after tax	(262.20)	(148.93)
Balance brought forward from previous year	(257.92)	(108.99)
Total	(520.12)	(257.92)

2. THE YEAR UNDER REVIEW

The year of 2008-2009 was terrible for the equities market as the overseas reasons created havoc in the equity market, the company could not sell the investments and thus the companies working suffered losses, even the closing stock was valued at market value of 31/03/2009 leading to high carried forward losses. The management feels in lieu of new stable government and its growth oriented policies the market will bounce back and the investments will yield good value for the capital deployed.

3. CHANGE IN THE NAME AND OBJECTS OF THE COMPANY:

Your company proposes to change its main business activities from acquiring , holding , selling, buying, subscribing, purchasing and dealing in any shares, stocks, bonds, debentures by any Company, corporation State or Centre Government or undertaking of whatever nature, capital financing, leasing and lease syndication, financial consultancy to real estate and infrastructure business activities.

The company also proposes to change its name to reflect the new objects as mentioned above.

Your company shall obtain necessary approval of the Central Government and the Company Law Board to implement to above said decision after complete the process of approval by way of postal ballot from the members of the Company in due course., mortgages, obligations, units and other securities of any kind issued or guaranteed

4. FINANCE AND CAPITAL

Your directors are pleased to report that the Board of directors at their meeting have decided to increase their Authorised Share Capital from Rs.350.00 lacs (Rs. Three Crores fifty lacs) divided into 3,500,000 equity Shares of Rs.10 each (Rupees Ten Only) to Rs.1800.00 Lacs (Rupees Eighteen Crores only) divided into 18,000,000 (One Crore Eighty Lakhs) Equity shares of Rs. 10/- (Rupees Ten only) each and also offer upto 14,800,000(One Crore Forty Eight Lacs) Equity Shares of Rs.10/- (Rs.Ten only) each for cash at par aggregating Rs.1480.00 Lacs on preferential basis as per SEBI Regulations, 2009 to the selected group of persons to provide financial strength to the company. Your directors propose to pass necessary resolution as set out in the notice of the Annual General Meeting.

5. ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE:

As required by the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 the relevant information pertaining to conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

- A) CONSERVATION OF ENERGY: The Company continues its policy of encouraging energy conservation measures. The regular review of energy consumption and the systems installed to control utilization of energy is undertaken.
- B) RESERCH DEVELOPMENT ACTIVITIES: Continuous efforts are being made to improve reliability and quality through in-house R&D efforts.
- C) TECHNOLOGY ABSORPTION: The Company is equipped with technologies to meet the present requirements.
- D) FOREIGN EXCHANGE EARNINGS & OUTGO: NIL

6. FIXED DEPOSITS

The Company neither has accepted nor renewed any fixed deposit during the year under review.

7. CORPORATE GOVERNANCE:

Your Company is committed to good Corporate Governance Practices. Being a value driven organization, the company's good corporate governance practices and the disclosures are need based duly complied with the statutory and the regulatory requirements of the Companies Act, 1956, together with all the regulations of the Listing Agreement and all the others applicable laws. The Company's Corporate Governance policies and the practices are also in accordance with the Clause 49 of the Listing Agreement

8. DIRECTORS

Shri Manakchand Jain is liable to retire by rotation at the forthcoming Annual General Meeting and being eligible, offers himself for re - appointment.

Shri Harsh Jain was appointed as Additional Directors of the Company by the Board w.e.f. 15th June, 2009 and the company has received a notice u/s 257 from a member of the company for proposing his appointment as a director at the forth coming Annual General Meeting.

Shri Akhilesh Jain was appointed as Additional Directors of the Company by the Board w.e.f. 15th September, 2009 and the company has received a notice u/s 257 from a member of the company for proposing his appointment as a director at the forth coming Annual General Meeting.

Shri. Kamlesh Shantikishore Prasad has resigned as the director of the company with effect from 15th June, 2009.

9. DIVIDEND

Due to losses and bad market conditions, The Board has not recommended any dividend for the period ended 31st March, 2009

10. AUDITORS' REPORT

Relevant notes on accounts are self-explanatory and are as per Annexure to the Auditors' Report.

11. COMPLIANCE CERTIFICATE

Pursuant to section 383(1) (A) of the Companies Act, 1956 the Company has obtained Compliance Certificate from Mr.Satyajit Mishra Company Secretary in Practice.

12. PERSONNEL

The Company has not paid any remuneration attracting the provisions (Particulars of Employees) Rules, 1975 read along with section 217(2A) of the Companies Act, 1956. Hence no information is required to be appended to this report in this regard.

13. AUDITORS

The retiring Auditors M/s. Tushar Parekh & Associates., Chartered Accountants, Mumbai, hold office till the conclusion of this Annual General Meeting. They have furnished a certificate to the effect that the proposed re-appointment, if made, will be in accordance with the limits specified U/s. 224(1B) of the Companies Act, 1956.

14. HUMAN RESOURCES

Your Directors would like to place on record their deep appreciation of all employees for rendering quality services to every constituent of the company.

15. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- (i) That in the preparation of the accounts for the financial year ended 31st March, 2009, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for the year under review;
- (iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) That the Directors have prepared the accounts for the financial year ended 31st March 2009 on a 'going concern' basis.

16. ACKNOWLEDGEMENTS

Your Directors convey their sincere thanks to the Government, Banks, Shareholders and customers for their continued support extended to the company at all times.

The Directors further express their deep appreciation to all employees for commendable teamwork, high degree of professionalism and enthusiastic effort displayed by them during the year

On behalf of the Board of Directors.

Place : Mumbai

Dated : 15th September, 2009

Manakchand Jain

DIRECTOR

Harsh Jain

DIRECTOR

AUDITOR'S REPORT

To the Members,

M/s Clarus Finance & Securities Limited,

We have audited the attached Balance Sheet of **M/s. Clarus Finance & Securities Limited** as at 31st March, 2009 and also the Profit and loss Account and the Cash Flow Statement of the Company 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 opinion on these financial statements based on our audit.

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 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 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.

2. As required by the Companies (Auditors' Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956 we enclose in the Annexure a statement on the matters specified in paragraph 4 and 5 of the said Order.
3. Further to our comments in the Annexure referred to in paragraph 2 above, we report that:
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion, proper books of account, as required by law, have been kept by the Company, so far as appears from our examination of those books;
 - c) The Balance Sheet, Profit Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - d) In our opinion the Balance Sheet, Profit and Loss Account and Cash Flow Statements dealt with by this report comply with the mandatory Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 **except for Accounting Standard 15 "Accounting for Employee Benefits" in respect of leave encashment and Gratuity liability not provided as explained in note 7 of Schedule 14;**
 - e) On the basis of written representations received from the directors, and taken on record by the Board of Directors, in our opinion none of the director is disqualified as on 31st March, 2009 from being appointed as directors in terms of clause (g) of sub-section (1) of section 274 of the Companies Act 1956 as on that date.
 - f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the Significant Accounting Policies and other notes thereon give the information required by the Companies Act, 1956, in the manner so required, and present a true and fair view, in conformity with the accounting principles generally accepted in India:
 - i. in so far as it relates to Balance Sheet, of the state of affairs of the Company as at 31st March, 2009;
 - ii. in so far as it relates to the Profit and Loss Account, of the loss for the year ended on that date;
 - iii. in case of Cash Flow Statement of the cash flows for the year ended on that date.

For Tushar Parekh and Associates
Chartered Accountants

CA Tushar Parekh
Proprietor

Membership No: 103230

Place: Mumbai
Date: 30th June, 2009

Annexure to the Auditors' Report

(Referred to in Paragraph 3 of our report of even date)

Based upon the information and explanations furnished to us, and the books and records examined by us in the normal course of our audit, we report that to the best of our knowledge and belief:

1. In respect of its fixed assets:
 - a) As explained to us, the company is in the process of maintaining proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
 - b) As explained to us, the fixed assets have been physically verified at the year-end, which in our opinion is reasonable, having regard to the size of the company and nature of its assets. No material discrepancies have been reported on such verification as compared to book records.
 - c) In our opinion and according to the information and explanations given to us, the Company has not disposed of substantial part of fixed assets during the year and the going concern status of the Company is not affected.
2. In respect of its inventories:
 - a) As explained to us, inventories of shares have been physically verified by the management at regular intervals during the year.
 - b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories of shares followed by the management are reasonable and adequate in relation to the size of the company and nature of its business.
 - c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of inventories of shares. As explained to us, there was no material discrepancies noticed on physical verification of inventory as compared to the book records.
3. In respect of loans, secured or unsecured, granted or taken by the Company to/from companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956:
 - a) The Company has granted unsecured loans to a company covered in the register maintained u/s. 301 of the Companies Act, 1956. The maximum amount involved during the year aggregate to Rs. 23,50,000/- and the year-end balance in respect of these loans was Rs. 17,10,000/-.
 - b) In our opinion and according to the information and explanations given to us, the terms and conditions on which such loans have been granted are not, prima facie prejudicial to the interest of the Company.
 - c) In respect of above loans given by the Company, these are repayable on demand and therefore the question of overdue amounts does not arise.
4. 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, fixed assets and with regard for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
5. To the best of our knowledge and belief and according to the information and explanations given to us, the particulars of contracts or arrangements that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.

According to the information and explanations given to us, there are no transactions in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956, aggregating during the year to Rs. 5,00,000/- (Rupees five lacs) or more in respect of any party.
6. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of section 58A and section 58AA or

other relevant provisions of the of the Companies Act, 1956 and Companies (Acceptance of Deposits) Rules, 1975 with regard to acceptance of deposits from the public.

7. *There is no internal audit system prevalent in the Company.*
8. According to information and explanations give to us, Central Government has not prescribed maintenance of Cost Records under Section 209(1)(d) of the Companies Act, 1956 in respect of business activities of the Company.
9. In respect of statutory dues:
 - a) According to the records of the Company, and according to the information and explanations given to us, the company is generally regular in depositing undisputed statutory dues including Investor Education & Protection Fund, Income-Tax, Service tax and other material statutory dues applicable to the company with the appropriate authorities during the year.
 - b) According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2009 for a period of more than six months from the date of becoming payable except Rs. 12,06,045.54 on account of service tax.
 - c) According to the records of the Company, and as per information and explanations given to us there are no disputed statutory dues outstanding during the year
10. In our opinion, the Company has accumulated losses as at the end of the financial year exceeding fifty percent of its net worth and company has incurred cash losses in the current year and in the immediately preceding financial year.
11. In our opinion the Company has not defaulted in repayment of dues to banks. The company has not issued any debentures.
12. In our opinion, the company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the Company is not a chit fund or a nidhi/mutual benefit fund/society.
14. As per information and explanation given to us and books and records produced before us, the company is dealing and trading in shares and securities and proper records have been maintained of transactions and contracts and timely entries have been made therein. Also, shares and securities have been held by the company in its own name.
15. According to the information and explanations given to us, the Company has not given any guarantees for loans taken by others from banks or financial institutions.
16. The Company has not obtained any term loans during the year.
17. According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, funds raised on short-term basis during the year have not been used for long-term investments.
18. According to the information and explanations given to us, during the year, the Company has not made any preferential allotment of shares to parties covered in the Register maintained under Section 301 of the Companies Act, 1956.
19. The Company has not issued any debentures during the year.
20. The Company has not raised any money by way of public issue during the year covered by our audit report.
21. To the best of our knowledge and according to the information and explanations given to us by the management, no fraud on or by the Company has been noticed or reported during the year that causes the financial statements to be materially misstated.

**For Tushar Parekh and Associates
Chartered Accountants**

CA Tushar Parekh
Proprietor
Membership No: 103230

Place: Mumbai
Date: 30th June, 2009

CORPORATE GOVERNANCE REPORT

1 Company philosophy on Code of Governance:
The company's philosophy on Corporate Governance is to attain high level of transparency and accountability in the functioning of the Company and in its relationship with employees; shareholders, creditors, consumers, dealers, lenders and ensure high degree of regulatory compliances.

2 Board of Directors:
The present strength of your Company's Board consists of 3 (three) Directors - comprising of two non-executives Directors and one Independent Director.
Mr. Ramesh Chandra Mishra is the independent Director and Mr. Manakchand Jain is the Chairperson of the Board of Directors.
During the year, five Board Meetings were held during the period 1st April, 2008 to 31st March, 2009, on the following dates:-
30.04.2008, 30.07.2008, 27.10.2008, 31.01.2009 and 31.03.2009.

3 The attendance at the Board Meetings and at the last AGM and the number of other Directorships and committee memberships of the Directors is given below:

Name of the Director	No. of Board Meetings Attended	Attendance at last AGM	Number of Directorships in other Companies	Committee membership (excluding Clarus Securities Finance Limited)
Mr. Manakchand Jain	5	Yes	0	0
Mr. Kamlesh Prasad	5	Yes	0	0
Mr. Ramesh Chandra Mishra	5	Yes	4	4

Number of Directorships in other Companies, excludes alternate Directorships, Directorships held in private Companies and in Companies registered under Section 25 of the Companies Act, 1956.

4 Audit Committee:
Your Company has an Audit Committee comprising of three directors. Mr. Ramesh Mishra is the Chairman of the Audit Committee. The members of the committee have financial and accounting knowledge and background.
During the financial year ended 31st March, 2009, Four Audit Committee meetings were held on: 27th June, 2009, 25th September 2009, 22nd December 2009, 26th February, 2009.

The attendance at the Committee meetings is as under:

Name of the Director	No. of Board Meetings attended
Mr. Manakchand Jain	All
Mr. Kamlesh Prasad	All
Mr. Ramesh Chandra Mishra	All

- The terms of reference of the Audit Committee include:
- To review the Company's financial reporting process and its financial statements.
- To review the accounting and financial policies and practices.
- To review the efficiency of the internal control mechanism and monitor risk management policies.
- To review reports furnished by the internal and statutory auditors, and ensure that suitable follow-up action is taken.
- Recommending the appointment and removal of external auditor, fixation of audit fee and also approval for payment for any other services.

5. Remuneration of Directors:

The details of remuneration of the Directors during the year ended 31st March, 2009 are as:

Name of the Director	Salary & perquisites (Rs.)	Commission/ Consultancy* (Rs.)	Sitting Fees/ Other (Rs.)	Total (Rs.)	Service contract/Notice period
Mr. Manakchand Jain	NIL	NIL	NIL	NIL	Director retire by rotation
Mr. Kamlesh Prasad	NIL	NIL	NIL	NIL	Director retire by rotation
Mr. Ramesh Chandra Mishra	NIL	100,000* Professional Consultancy Fees	NIL	NIL	Independent Director Retirement by rotation

The Company does not currently have a stock option plan or performance linked incentive for its Directors.

6. Shareholders' / Investors' Grievance Committee:

Your Company has a Shareholders' / Investors' Grievance Committee comprising Mr. Ramesh Chandra Mishra & Mr. Kamlesh Prasad. Mr. Ramesh Chandra Mishra is the Chairperson of the Committee.

The Committee met 4 times during the year ended 31st March, 2009 for transacting the business relating to transfer / transmission / splitting of shares & issue of new Share certificates etc. and investors' grievance.

The Board has designated Miss. Nikita Dalvi as the compliance officer.

No complaints were received, for the year end 31st March 2009. There were no pending share transfers and complaints as on 31st March 2009.

7. General Body Meetings:

AGM	Date	Venue
13 th Annual General Meeting	30 th September 2006	Rawal Bldg No.1, 428, Lamington Road, Mumbai-400 008
14 th Annual General Meeting	29 th September 2007	1 st Floor. Bandukwala bldg, British Hotel Lane, Mumbai-400 001.
15 th Annual General Meeting	27 th September 2008	1 st Floor. Bandukwala bldg, British Hotel Lane, Mumbai-400 001.

8. No Special resolutions were passed in the last Annual General Meeting.

9. Disclosures:

There were no transactions of material nature between the Company and its Directors or Management and their relatives or promoters that may have a potential conflict with the interests of the Company.

There has been no instance of non-compliance by the Company on any matter related to capital markets during the last three years and hence the question of penalties or strictures being imposed on the Company by the Stock Exchanges or Securities & Exchange Board of India or any statutory authority, does not arise.

10. Means of Communication:

The annual, half-yearly and quarterly results are regularly submitted to the Stock Exchanges in accordance with the Listing Agreements and are normally published in the newspapers viz., "The Financial Express" and "Mumbai Lakshadweep".

11. The Management Discussion and Analysis report forms part of the Directors' Report.

The financial statements are in full conformity with the requirements of the Companies Act, 1956 and the Accounting Standards issued by the Central Government. The Management of Company accepts responsibility for the integrity and objectivity of these financial statements, as well as, for estimates and judgments relating to matters not concluded by the year-end. The management believes that the financial statements reflect fairly the form and substance of transactions and reasonably presents the company's financial condition, and results of operations. To ensure this, the Company has installed a system of internal controls, which is reviewed, evaluated and updated on an ongoing basis. Our internal auditors have conducted periodic audits to provide reasonable assurance that the company's established policy and procedures have been followed. However, there are inherent limitations that should be recognized in weighing the assurances provided by any system of internal controls. These financial statements have been audited by M/s Jain Anil & Associates, Chartered Accountants, and Statutory Auditors of the Company.

12. General Shareholders' Information:
a) Annual General Meeting

Date and time : 27th October, 2009 (Tuesday) at 10 A.M.
 Venue : 7/A, 2nd Floor, Beaumoon chambers,
 N.M. Road, Fort, Mumbai - 400 001

b) Financial Calendar (tentative) : 1st April to 31st March every year.

Financial Reporting of
 First Quarter : Fourth week of July, 2008
 Second Quarter / Half year : Fourth week of October, 2008
 Third Quarter : Fourth week of January, 2009
 Fourth Quarter : Fourth week of April, 2009
 Audited results : Last week of June 2009

c) Dates of Book Closure : 21.09.2009 to 25.09.2009
d) Stock Exchange where listed:

1) The Stock Exchange, Mumbai Scrip Code: 511672

e) ISIN No. : INE099G01011

f) Share Transfer Agent:

Adroit Corporate Services Pvt Ltd.

19, Jaferbhoy Industrial Estate,
 Makwana Road, Marol Naka,
 Andheri (E), Mumbai 400 059.
 Tel: 28594060 Fax: 28503748

Stock price: from 1st April 2008 to 31st March 2009			
Month	High	Low	Monthly Volume
April	7.64	4.76	52133
May	8.20	4.99	19256
June	6.00	4.53	10483
July	4.36	3.44	25272
August	4.56	3.14	24511
September	4.15	3.05	65824
October	3.68	3.00	17747
November	3.27	2.71	8602
December	2.64	1.73	34633
January	2.39	1.99	17422
February	3.20	2.00	12577
March	2.73	2.24	134814

g) Distribution of Shareholding as on 31.03.2009

Shares Slab	ShareHolders	% age	Total Deb.	Amount (Rs.)	% age
UPTO - 500	2082	79.19	328791	3287910.00	10.96
501 - 1000	198	7.53	180300	1803000.00	6.01
1001 - 2000	129	4.91	216028	2160280.00	7.20
2001 - 3000	59	2.24	154080	1540800.00	5.14
3001 - 4000	25	0.95	90853	908530.00	3.03
4001 - 5000	40	1.52	194377	1943770.00	6.48
5001 - 10000	52	1.98	396697	3966970.00	13.22
10001 & Above	44	1.67	1439174	14391740.00	47.97
Total:	2629	100.00	3000300	30003000.00	100.00

h) Your Company has not issued any GDRs/ ADRs/ Share Warrants or any convertible instruments.

i) **Office Location:**

j) **Address for Correspondence:** Shareholders correspondence should be addressed to the Company's Share Transfer Agents at the address given in (h) above. In case of any difficulty, Shareholders may contact at the Company's Secretarial Department at Regd. Office Address _ 7/A, 2nd Floor, Beaumoon chambers, N.M. Road, Fort, Mumbai - 400 001

k) **Dematerialization of Shares and Liquidity**

The total number of shares in dematerialization form as on 31st March 2009 is 2,679,200 (in CDSL & NSDL)

The equity shares of the company are actively traded at BSE.

COMPANY SECRETARIES REPORT ON CORPORATE GOVERNANCE

I have reviewed the records concerning the company's compliance of conditions of corporate governance certificate as stipulated in clause 49 of the listing agreement with the stock exchanges of the India for the financial year ended 31st March, 2009.

The compliance of conditions of corporate governance is the responsibility of the management. My 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.

I have conducted my review on the basis of the relevant records and documents maintained by the Company and furnished to us for the review, and information and explanation given to us by the Company. Based on such review, in my opinion, the Company has complied with the conditions of Corporate Governance, as stipulated in clause 49 of the said Listing Agreements.

On the basis of the certificate issued by the Registrars of the Company and the Minutes of the meetings of the Minutes of meetings of the Shareholders/investors Grievance Committee of the Company, I state that, there were no investor grievances pending against the company for a period exceeding one month.

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

Satyajeet Mishra

Company Secretary in Practice

FCS: 5759

Date : 30.06.2009

Place : Mumbai

COMPLIANCE CERTIFICATE

To,

The Members

M/S. CLARUS SECURITIES AND FINANCE LIMITED

I have examined the registers, records, books and papers of Clarus Finance and Securities Limited (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended 31st March, 2009. In my opinion and to best of my/our information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that in respect of the aforesaid financial year:

1. The company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions and rules made thereunder and all entries therein have been duly recorded.
2. The company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made thereunder.
3. The Company, being a public limited company, comments are not required.
4. The Board of Directors duly met 5 times on 30.04.2008, 30.07.2008, 27.10.2008, 31.01.2009 and 31.03.2009 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose.
5. The company closed its Register of Members, and/or Debenture holders from 22.09.2008 to 26.09.2008 and necessary compliance of section 154 of the Act has been made.
6. The annual general meeting for the financial year ended on 31st March, 2008 was held on 27th September 2008 after giving due notice to the members of the company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No extra ordinary general meeting was held during the financial year
8. The company has not advanced any loans to its directors and/or persons or firms or companies referred to under section 295 of the Act.
9. The company has not entered into any contracts falling within the purview of section 297 of the Act. None of the contracts attract Sec. 297 of the Companies Act, 1956
10. The company was not required to make any entries in the register maintained under section 301 of the Act.
11. As there were no instances falling within the purview of section 314 of the Act, the company has not obtained any approvals from the Board of directors, members or central Government.
12. The company has not issued any duplicate share certificates during the financial year.
13. The Company has:
 - I. delivered all the certificates on allotment of securities and on lodgement thereof for transfer/ transmission or any other purpose in accordance with the provisions of the Act;
 - II. The Company has not deposited any amount in a separate Bank Accounts as no dividend was declared during the financial year.
 - III. The Company was not required to post warrants to any member of the company as no dividend was declared during the financial year.
 - IV duly complied with the requirements of section 217 of the Act.
14. The Board of Directors of the company is duly constituted.

15. The Company has not appointed any Managing Director/Whole-time Director/Manager during the financial year.
16. The Company has not appointed any sole selling agents during the financial year.
17. The company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar and/or such authorities prescribed under the various provisions of the Act during the financial year.
18. The directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.
19. The company has not issued any shares, debentures or other securities during the financial year.
20. The Company has not bought back any shares during the financial year.
21. There was no redemption of preference shares or debentures during the financial year.
22. There were no transactions necessitating the company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The Company has not invited/accepted any deposits including any unsecured loans falling within the purview of section 58A during the financial year.
24. The amount borrowed by the Company from directors, members, public, financial institutions, banks and others during the financial year ending 31st March, 2009 is within the borrowing limits of the company and that necessary resolutions as per section 293(1)(d) of the Act have been passed.
25. The company has made loans and investments, or given guarantees or provided securities to other bodies corporate in compliance with the provisions of the Act and has made necessary entries in the register kept for the purpose.
26. The Company has not altered the provisions of the Memorandum with respect to situation of the company's registered office from the state to another during the year under scrutiny.
27. The company has not altered the provisions of the memorandum with respect to the objects of the company during the year under scrutiny and complied with the provisions of the Act.
28. The Company has not altered the provisions of the Memorandum with respect to the share capital of the company during the year under scrutiny.
29. The Company has not altered the provisions of the Memorandum with respect to the name of the company during the year under scrutiny.
30. The company has not altered its Article of Association during the Financial Year.
31. There was/were no prosecution initiated against or show cause notices received by the Company and no fines or penalties or any other punishment was imposed on the company during the financial year, for offences under the Act.
32. The Company has not received any money as security from its employees during the financial year.
33. The Company has not deducted any contribution towards Provident Fund during the financial year as the same was not applicable to it.

Sd/-

Signature

Satyajit Mishra

C.P. No. 4997

Place: Mumbai

Date : 30.06.2009

ANNEXURE 'A'**Registers as maintained by the Company**

1. Register of Members with Index u/s. 150 & 151
2. Share Transfer Register with Index u/s. 108
3. Register of Directors u/s. 303
4. Register of Director's Shareholding u/s. 307
5. Register of Contracts u/s. 301
6. Register of Investments u/s. 372A
7. Register of Loans u/s. 372A
8. Register of Charge u/s. 143
9. Minutes of Board Meeting u/s. 193
10. Minutes of the AGM/EGM Meeting u/s. 193

ANNEXURE 'B'

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ending on 31st March, 2009.

1. Form 23AC/23ACA for the year ended on 31st March 2008 was filed on 24.10.2008.
2. Form 20B for Annual Return made up to 30.09.2008 was filed on 23.12.2008.
3. Form 18 was filed on 21.11.2008

Sd/-
Signature
Satyajit Mishra
C.P. No. 4997

Place: Mumbai
Date : 30.06.2009

Balance sheet as at 31st March, 2009

	Schedule	2009 Rs.	2008 Rs.
Sources of Funds:			
Share Holder's Funds:			
Share Capital	1	30,003,000	30,003,000
Loan Funds			
Unsecured Loans	2	23,900,000	34,500,000
Deferred Tax		-	18,093
Total		53,903,000	64,521,093
Application of Funds			
Fixed Assets			
Gross Block	3	935,244	935,244
Less : Depreciation-to-date		851,713	830,002
Net Block		83,531	105,242
Deferred Tax		358,777	-
Current Assets , Loans and Advances			
Inventories	4	24,055,325	47,824,337
Cash and Bank Balance	5	5,581,252	394,883
Loans and Advances	6	3,299,315	346,485
	(A)	32,935,892	48,565,705
Less : Current Liabilities and Provisions			
Current Liabilities	7	31,483,067	9,938,095
Provisions	8	4,559	3,559
	(B)	31,487,626	9,941,654
Net Current Assets	(A-B)	1,448,266	38,624,050
Profit and Loss Account (Debit)	-	52,012,426	25,791,801
Total		53,903,000	64,521,093

Significant Accounting Policies and Notes to Accounts 14

The schedules referred to above and notes to accounts form an integral part of the Balance Sheet

As per our report of even date

For Tushar Parekh and Associates
Chartered Accountants

CA Tushar Parekh
Proprietor
Membership No: 103230

Place : Mumbai
Date : 30th June, 2009

For and on behalf of the Board of Directors of
Clarus Finance & Securities Limited

Manakchand Jain
Director

Harsh Jain
Director

Profit and Loss Account for the year ended 31st March, 2009

	Schedule	Current Year Rs.	Previous Year Rs.
Income			
Income from Operations	9	238,636,845	330,783,936
Other Income	10	11,234,318	202,926
Increase/(Decrease) in stock	11	(23,769,012)	14,203,372
		<u>226,102,152</u>	<u>345,190,234</u>
Expenditure			
Purchases	-	251,079,324	357,982,243
Administrative Expenses	12	1,587,703	490,777
		<u>252,667,028</u>	<u>358,473,021</u>
Profit/(Loss) before Interest, Depreciation and Taxation		(26,564,876)	(13,282,787)
Financial Charges	13	4,176	1,591,891
Depreciation	3	21,711	21,770
Profit/(Loss) before taxation		<u>(26,590,763)</u>	<u>(14,896,448)</u>
Less : Tax adjustments of earlier years		5,732	-
		<u>(26,596,495)</u>	<u>(14,896,448)</u>
Less : Provision for Taxation			
Current Tax		-	-
Fringe Benefit Tax		1,000	1,400
Deferred Tax		376,870	4,755
Profit/(Loss) after taxation		<u>(26,220,625)</u>	<u>(14,893,093)</u>
Debit balance brought forward from previous year		(25,791,801)	(10,898,708)
Balance carried to Balance sheet		<u>(52,012,426)</u>	<u>(25,791,801)</u>
Earning per share		(8.74)	(4.96)

Significant Accounting Policies and Notes to Accounts 14

The schedules referred to above and notes to accounts form an integral part of the Profit and loss account

As per our report of even date

For Tushar Parekh and Associates
Chartered Accountants

CA Tushar Parekh
Proprietor
Membership No: 103230

For and on behalf of the Board of Directors of
Clarus Finance & Securities Limited

Manakchand Jain
Director

Harsh Jain
Director

Place : Mumbai
Date : 30th June, 2009

Schedules forming part of the Balance Sheet and Profit and Loss Account

	Current Year	Previous Year
Schedule : 1		
Share Capital		
Authorised		
35,00,000 Equity Shares of Rs. 10/- each	35,000,000	35,000,000
	<u>35,000,000</u>	<u>35,000,000</u>
Issued, Subscribed and Paid up		
30,00,300 Equity Shares of Rs. 10/- each fully paid up	30,003,000	30,003,000
	<u>30,003,000</u>	<u>30,003,000</u>

Schedule : 2		
Unsecured Loans		
a) Intercompany Deposits	23,900,000	29,500,000
b) From Others	-	5,000,000
	<u>23,900,000</u>	<u>34,500,000</u>

Schedule : 3**Fixed Assets**

Description of Assets	Gross Block			Depreciation				Net Block		
	Balance as at 1.4.2008	Additions	(Deductions)	Balance as at 31.3.09	Balance as at 1.4.2008	Adjusted during the year	Provided for the year	Balance as at 31.3.09	AS AT 31.3.2009	AS AT 31.3.2008
Motor Car	637,973	-	-	637,973	637,973	-	-	637,973	-	-
Furniture and Fixtures	56,606	-	-	56,606	43,681	-	3,583	47,264	9,342	12,925
Office Equipment	142,184	-	-	142,184	102,057	-	6,754	108,811	33,373	40,127
Electrical Fittings	10,000	-	-	10,000	6,159	-	475	6,634	3,366	3,841
Computer	58,425	-	-	58,425	28,439	-	9,471	37,910	20,515	29,986
Air Conditioner	30,056	-	-	30,056	11,693	-	1,428	13,121	16,935	18,363
Total	935,244	-	-	935,244	830,002	-	21,711	851,713	83,531	105,242
Previous Year	(935,244)	-	-	(935,244)	(808,232)	-	(21,770)	(830,002)	(105,242)	(127,012)

Schedule : 4**Inventories**

(As taken, valued at lower of cost or market value and certified by the management)

Closing Stock of equity shares	24,055,325	47,824,337
	<u>24,055,325</u>	<u>47,824,337</u>

Schedule : 5**Cash and Bank Balance**

Cash on hand	61,885	10,875
Balance with Scheduled Banks		
- In current Account	5,519,367	384,008
	<u>5,581,252</u>	<u>394,883</u>

	Current Year	Previous Year
--	--------------	---------------

Schedule : 6**Loans and Advances**

(Unsecured, Considered Good)

a) Income Tax paid	1,589,315	346,485
b) Others Advances	1,710,000	-
(Due from Companies under the same management Rs.17,10,000/-, P.Y. Rs. Nil)		
(Maximum balance during the year Rs. 24,60,000/- , P.Y. Rs. Nil)		

	<u>3,299,315</u>	<u>346,485</u>
--	------------------	----------------

Schedule : 7**Current Liabilities**

a) Statutory Dues Payable	1,210,894	44,481
b) Sundry Creditors	30,272,173	9,893,614
	<u>31,483,067</u>	<u>9,938,095</u>

Schedule : 8**Provisions**

Provision for Fringe Benefit Tax	4,559	3,559
	<u>4,559</u>	<u>3,559</u>

Schedule : 9**Income from operations**

Sale of Shares	238,881,614	346,901,095
Loss in Derivative Transactions	(244,768)	(16,117,158)
	<u>238,636,845</u>	<u>330,783,936</u>

Schedule : 10**Other Income**

Balance written back	189	4,201
Interest Received (TDS Rs. Nil, P. Y Rs. 30,626/-)	-	140,198
Dividend Received	270,434	58,527
Loan Syndication Charges (TDS Rs.12,42,187/-, P. Y Rs. Nil)	10,963,696	-
	<u>11,234,318</u>	<u>202,926</u>

Schedule : 11**Increase/(Decrease) in Stock**

Stock as at 31st March	24,055,325	47,824,337
Less : Stock as at 1st April	47,824,337	33,620,965
	<u>(23,769,012)</u>	<u>14,203,372</u>

Schedule : 12**Administrative Expenses****Payments to and Provisions for Employees**

Salaries and Bonus	97,500	180,000
Staff Welfare Expenses	4,570	-

	Current Year	Previous Year
Operating Expenses		
Advertisement	14,605	15,155
Auditors Remuneration	33,090	19,663
Conveyance & Travelling	7,840	12,640
Miscellaneous Expenses	37,890	37,519
Listing Fees	45,177	9,898
Office Rent	-	60,000
Printing & Stationery	18,900	14,300
Service tax	1,206,046	-
Professional Fees	103,747	113,677
Registrar & Transfer Agent Charges	18,339	21,048
Telephone Expenses	-	6,877
	<u>1,587,703</u>	<u>490,777</u>

Schedule : 13
Financial Charges

Bank Charges	4,176	37,059
Interest on Loans	-	1,554,831
	<u>4,176</u>	<u>1,591,891</u>

Schedule - 14
Significant Accounting Policies
a. Basis of Preparation of Financial Statements

Financial statements are prepared on the historical cost convention, on accrual basis, in accordance with the Generally Accepted Accounting Principals, and applicable accounting standards and the provisions of the Companies Act, 1956.

b. Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses for the years presented. Actual results could differ from those estimates.

c. Revenue Recognition

Incomes/Expenses/Revenues are accounted for on accrual basis in accordance with the Accounting Standard (AS-9) issued by the Institute of Chartered Accountants of India except for dividend and interest on income-tax. Revenue is recognised to the extent that it is probable that the economic benefit will flow to the company and the revenue can be reliably measured.

Sale of shares is accounted when the contract for sale is entered into.

Profit/loss on derivative transaction is recognised on the expiry/exercise of Future Contracts on or before the date of settlement of the relevant contract.

d. Inventories

Stock of equity shares held as stock-in-trade by the company is valued at lower of cost or market value. Cost is determined on "first in first out" basis.

e. Fixed Assets

Fixed Assets are stated at cost including all incidental expenses incurred for bringing the asset to its current position, less depreciation at rates prescribed in Schedule XIV to the Companies Act, 1956, subject to provisions of Accounting Standard 26 "Intangible Assets" issued by Institute of Chartered Accountants of India.

f. Depreciation

Depreciation has been provided on Straight Line Method in accordance with section 205(2) of the Companies Act, 1956 at the rates specified in schedule XIV to the Companies Act, 1956, on pro-rata basis with reference to the period of use of such assets. Assets costing less than Rs. 5,000/- per item are depreciated at 100% in the year of purchase.

g. Retirement Benefits

All short-term employee benefits are recognised at their undiscounted amount in the accounting period in which they are incurred.

Retirement Benefits in the form of gratuity and leave salary is accounted on payment basis in the year of payment.

h. Income Tax

Provision for current tax is made for the tax liability payable on taxable income after considering the allowances, deductions and exemptions and disallowances if any determined in accordance with the prevailing tax laws.

The differences between the taxable income and the net profit or loss before tax for the period as per the financial statements are identified and the tax effect on the "timing differences" is recognised as deferred tax asset or deferred tax liability. The tax effect is calculated on the accumulated timing differences at the end of the accounting period based on the tax rates and laws, enacted or substantively enacted as of the balance sheet date.

Fringe Benefit Tax is provided on the value of fringe benefits provided/deemed to be provided to the employees at the applicable tax rates.

i. Provisions, Contingent Liabilities & Contingent Assets

The Company creates a provision when there is a present obligation as a result of an obligating event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the outflow.

Contingent liabilities are disclosed in respect of possible obligations that arise from past events but their existence is confirmed by the occurrence or non-occurrence of one or more uncertain future events not within the control of the company.

Contingent Assets are neither recognised nor disclosed in the Financial Statements as a matter of prudence.

j. Financial Derivatives**i. At the time of inception of the contract**

Initial margin paid before entering into the Stock Future contract is debited to "Initial margin - Stock Future A/c" and year-end balance in this account is disclosed separately in the balance sheet under the head of Current Assets.

ii. At the time of daily settlement

The amount of Mark-to-Market margin received /paid is debited/credited to "Mark-to-Market Margin Stock Future A/c" and year-end balance in this account is disclosed separately in the balance sheet under the head of Current Assets/Current Liabilities as the case may be.

iii. At the time of final settlement

The difference between the contract price and the settlement price is calculated and recognised as profit in the Profit and Loss Account.

Notes to Accounts
1. Contingent Liabilities

- Claims against the company not acknowledged as Debts Nil
- The balances appearing under unsecured loans, sundry creditors, loans and advances, and certain banks are subject to confirmation and reconciliation and consequential adjustment, if any, will be accounted for in the year of confirmation and/or reconciliation.
 - In the opinion of the Board, the Current assets, Loans and advances have value on realisation in the ordinary course of business, at least equal to the amount at which they are stated in the Balance Sheet.
 - In terms of section 22 of the Micro, Small and Medium Enterprises Development Act, 2006, the outstanding of these enterprises are required to be disclosed. However, in absence of the information about the registration of the Enterprises under the above Act, the required information could not be furnished.
 - The company has neither registered as NBFC nor has complied with the direction related to provisions of Non Banking Financial Companies Prudential Norms (Reserve Bank) Direction, 1998.
 - The list of shares held by the Company as on 31.03.2009 is as follows:
(As taken, valued at lower of cost or Market Value and certified by management)

Name of the Scrip	Qty.	2008-09 Rs.	Qty.	2007-08 Rs.
Ambika Agarbatties & Aroma Industries Ltd	3,783	25,876	-	-
Decolight Ceramics Ltd	453,651	2,785,417	1,65,166	3,742,572
Dhanlaxmi Fabrics Ltd	45,435	561,122	45,435	2,011,103
Ind Tra Deco Ltd	75,000	18,000	75,000	21,000
Infomedia Ltd	2,000	109,753	-	-
Joindre Capital Services Ltd	1,072	12,843	-	-
Kaleidoscope Films Ltd	231,174	189,563	5,17,671	1,195,828
Karuna Cables Ltd	1,125,418	641,488	30,33,556	14,695,531
Kei Industries Ltd	-	-	50,000	2,924,750
Konark Synthetics Ltd	2,499	43,108	-	-
Malupaper Mills Ltd	-	-	1,34,789	5,927,990
Matra Realty Ltd	88,395	204,192	14,486	342,316
Mercator Lines Ltd	2,000	56,600	-	-
Millenium Cybertech Ltd	7,760	16,296	77,600	41,904
Parsoli Corporation Ltd.	123,683	1,734,036	16,000	1,763,440
RFL International Ltd	533,785	437,704	5,33,785	603,177
Shri Bajrang Alloys Ltd	406,247	5,687,458	1,66,155	5,034,093
Steel Exchange India Ltd	708,478	11,363,987	1,23,415	9,520,633
Vama Industries Ltd	10,000	90,800	-	-
Yashraj Containers Ltd	8,860	77,082	-	-
Total		24,055,325		47,824,337

- Since the Company recognises gratuity and leave salary expense on payment basis no liability for the same has been ascertained and provided in the accounts. Hence, the company has not complied with the provisions of AS-15 "Accounting for Retirement Benefit".

8. Additional information required to be furnished as per Para 3(1) and (2), 4 (c) and 4(d) of Part II to Schedule VI to the Companies Act, 1956.

(As Certified by the Director)

Remuneration to Executive Directors

Particulars	2008-09 Rs.	2007-08 Rs.
Salary including allowances	Nil	Nil
Contribution to P.F.	Nil	Nil
Other Perquisites	Nil	Nil
Total	Nil	Nil

Remuneration to Auditors

Particulars	2008-09 Rs.	2007-08 Rs.
Audit Fees	18,000	12,500
In other capacity in respect of:		
Tax Audit	12,000	5,000
Taxation matters	Nil	Nil
Others	3,090	2,163
Total	33,090	19,663

Quantitative Information:	Qty.	Rs.
Opening Stock	49,53,058	(34,20,905)
	4,78,24,337	(3,36,20,965)
Purchases	1,23,09,606	(1,34,13,036)
	25,10,79,324	(35,79,82,243)
Sales	1,34,33,424	(1,18,80,883)
	23,88,81,614	(34,69,01,095)
Closing Stock	38,29,240	(49,53,058)
	2,40,55,325	(4,78,24,337)

Figure in bracket indicates last year figures.

9. The Company is engaged in the business of trading in shares and securities and this is the only reportable business segment as per the company. Further as per the company there are no geographical segments. Hence Segment Reporting as per AS-17 is not applicable to the company.

10. Earning Per Share

Particulars	2008-09 Rs.	2007-08 Rs.
Net Profit/ (loss) attributable to Equity Share Holders	(2,62,20,625)	(1,48,93,093)
Weighted average number of equity shares of Rs.10/- each outstanding during the year (No. of shares)	30,00,300	30,00,300
Basic earning per share / (loss) (Rs.) (a / b)(8.74)	(4.96)	

11. The management was of the opinion that there were no impairment indicators that existed as on the balance sheet date. Hence no provision for the impairment loss in accordance with the provisions of AS-28 on "Impairment of Assets" has been done.

12. Disclosure as per Accounting Standard -18
(a) List of Related Parties:

Key Managerial Personnel Manakchand Jain Harsh Jain
Relatives of Key Managerial Personnel Naresh Jain
Associated Concerns Diamant Investment & Finance Limited Obident Exports Private Limited Verbana Mercantile Private Limited Kisha Exim Private Limited

(b) Details of transactions during the year with Related Parties:

Particulars	Key Managerial Personnel	Relatives of Key Managerial Personnel	Associated Concerns
Loan Given	-	-	24,60,000
Loan refunded	-	-	7,50,000
Receivable as on 31.03.2009	-	-	17,10,000

13. Provision of Rs. 1,000 towards Fringe Benefit Tax (FBT) as per the provisions of section 115W of the Income Tax Act, 1961 has been made for the current year.

14. In accordance with Accounting Standard 22 (AS-22), "Accounting for taxes on Income", issued by the Institute of Chartered Accountants of India, the company has provided for deferred tax. The net deferred tax asset of Rs. 3,58,777/- as at the balance sheet date has been carried forward. The net deferred tax liability consists of the following components:

Particulars	Current year	Previous Year
Deferred Tax Aseet		
Disallowance u/s 43B	3,72,668	-
Total [A]	3,72,668	-
Deferred Tax Liability		
Depreciation on fixed assets	13,891	18,093
Total [B]	13,891	18,093
Net Deferred Tax Liability [A - B]	3,58,777	18,093

15. Previous years figures have been regrouped/re-classified in order to conform to current year's figures.

16. Balance Sheet and General Business Profile (in terms of Part IV of Schedule VI to the Companies Act, 1956) is annexed herewith.

Signature to Schedule 1 to 14

As per our Report of even date

**For Tushar Parekh and Associates
Chartered Accountants**

**For and on behalf of the Board of Directors of
Clarus Finance & Securities Limited**

CA Tushar Parekh
Proprietor
Membership No: 103230

Manakchand Jain
Director

Harsh Jain
Director

Place : Mumbai
Date : 30th June, 2009

Cash flows statement for the ended 31st March, 2009

	2009	2008
Cash Flows From Operating Activities:		
Net Profit before Tax :-	(26,590,763)	(14,896,448)
Adjustments for :-		
Add : Non Cash Item/Items required to be disclosed separately		
Depreciation	21,711	21,770
Dividend Received	(270,434)	(58,527)
Interest Paid :-	-	1,554,831
Interest Received	-	(140,198)
Operating Profit before Working Capital Changes	(26,839,486)	(13,518,571)
Changes in Working Capital and other provisions		
Inventories	23,769,012	(14,203,372)
Sundry Debtors	-	-
Loans and Advances	(4,195,016)	11,139,677
Current Liabilities	21,544,971	4,691,448
Profit generated from operations	14,279,481	(11,890,818)
Tax paid (net of refunds)	1,236,455	32,026
Net Cash generated from operating activities (i)	15,515,936	(11,858,792)
Cash flows from investing activities		
Interest Received :-	-	140,198
Dividend Received	270,434	58,527
Net cash generated from investing activities (ii)	270,434	198,725
Cash flows from financing activities		
Proceeds of Loan	23,900,000	34,500,000
Repayment of Loan	(34,500,000)	(20,000,000)
Interest Paid	-	(1,554,831)
Net cash generated from financial activities (iii)	(10,600,000)	12,945,169
Net change in cash and cash equivalents (i+ii+iii)	5,186,369	1,285,102
Cash and cash equivalents at the beginning of the year	394,883	(890,219)
Cash and cash equivalents at the end of the year	5,581,252	394,883

Notes

The above Cash Flow statement has been prepared under the Indirect Method as set out in the AS-3 on Cash flow issued by the Institute of Chartered Accountants of India

Cash and cash equivalents at the end of the year consists of Cash, Cheques in hand and balances with banks

As per our report on even date

For Tushar Parekh and Associates
Chartered Accountants

CA Tushar Parekh
Proprietor

Membership No: 103230

Place: Mumbai

Date: 30th June 2009

For and on behalf of the Board of Directors of
Clarus Finance & Securities Limited

Manakchand Jain
Director

Harsh Jain
Director

CLARUS FINANCE AND SECURITIES LIMITED**Balance Sheet Abstract and Company's general business profile****I. Registration details**

Registration No.	76105	State Code	11
------------------	-------	------------	----

Balance Sheet Date	31st March, 2009
--------------------	------------------

II. Capital raised during the year (Rs. In lacs)

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

III. Position of Mobilisation and Deployment of Funds (Rs. In lacs)

Total Liabilities	539.03	Total Assets	539.03
--------------------------	---------------	---------------------	---------------

Sources of Funds**Application of Funds**

Paid up Capital	300.03	Net Fixed Assets	0.84
Reserve and Surplus	-	Defererd tax	3.59
Secured Loan	-	Net Current Assets	14.48
Unsecured Loan	239.00	Misc. Expenditure	-
Deferred Tax liability	-	Accumulated Losses	520.12

IV. Performance of the company (Rs. In lacs)

Total Turnover	2,498.71
Total Expenditure	2,764.62
Profit before Tax	(265.91)
Profit after Tax	(262.21)
Earning per share (Rs.)	(8.74)
Dividend Rate	-

V. Generic Names of Three Principal Products of the Company (As per Monetary terms)

Production Description	Not Applicable
------------------------	----------------

For Tushar Parekh and Associates
Chartered Accountants

For and on behalf of the Board of Directors of
Clarus Finance & Securities Limited

CA Tushar Parekh
Proprietor

Manakchand Jain

Harsh Jain

Membership No: 103230

Director

Director

Place : Mumbai

Date : 30th June 2009

ATTENDANCE SLIP
CLARUS FINANCE & SECURITIES LIMITED

(FORMERLY KNOWN AS MITTAL SECURITIES FINANCE LIMITED)

REGD. OFFICE :- 7/A, 2nd Floor, Beaumoon Chambers, N. M. Rd, Fort, Mumbai 400 001.

Please complete this attendance slip and hand it over at the Registered Office of the Company.

Members of their Proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures with the Company. The admission will, however, be subject to verification of signature and such other checks, as may be necessary.

I hereby record my presence at the Sixteenth Annual General Meeting of the Company on 27th October, 2009 at the registered office of the Company at 10.00 am.

DP ID:		CLIENT ID:	
NAME AND ADDRESS OF SHAREHOLDER (IN BLOCK CAPITALS)			

Signature of the Shareholder of proxy _____

PROXY FORM
CLARUS FINANCE & SECURITIES LIMITED

DP ID:		CLIENT ID:	
---------------	--	-------------------	--

I/We _____ of _____

Being a Member/Members

of CLARUS FINANCE & SECURITIES LIMITED hereby appoint _____ of

_____ of _____

(or failing him) _____ of _____

as my/our Proxy to attend and vote for me/us and on my/our behalf at Sixteenth Annual General Meeting of the Company to be held on 27th October, 2009 at 10.00 am. at the registered office of the Company and at any adjournment thereof.

AS WIHTNESS my hand/our hands this _____ day of _____ 2009.

Signed by the said _____

Rs. 1/-
Revenue
Stamp

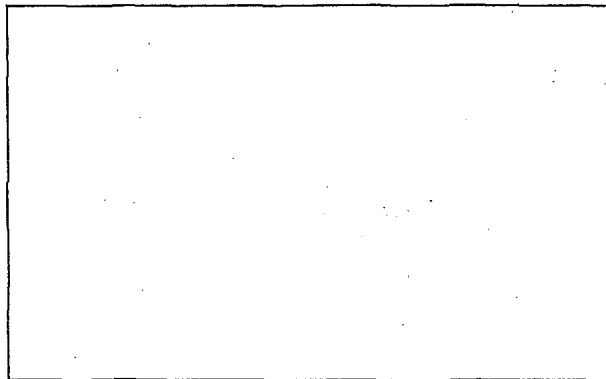
Note :The proxy Form must be deposited at the Registered Office of the Company not less than 48 hours before the time of holding the Meeting. The Proxy need not be a member of the Company.

Folio No.: _____

Name of the Shareholders (s) : _____

BOOK-POST
(Printed Matter)

To,



If undelivered, please return to :

CLARUS FINANCE AND SECURITIES LIMITED

**REGD. OFFICE :-7/A, 2nd Floor, Beaumoon Chambers, N. M. Rd, Fort,
Mumbai 400 001.**