

# **KIRTI FINVEST LIMITED**

**30TH**

**ANNUAL REPORT**

**2008 – 2009**

**KIRTI FINVEST LIMITED**  
**ANNUAL REPORT 2008- 2009**

**BOARD OF DIRECTORS :**

Jagdish Pareek  
Ramavtar Kakani  
Kalakad Sathi

**BANKERS :**

The Pratap Co-op. Bank Ltd.

**AUDITORS :**

M/S Sudhir M Desai & Co.  
Chartered Accountants.

**REGISTERED OFFICE :**

907, Dev Plaza, 9<sup>th</sup> Floor,  
Opp. Andheri Fire Station,  
Andheri - West, Mumbai - 400 059

**REGISTRAR:**

Maheshwari Datamatics Pvt Ltd  
5, Mangoe Lane,  
(Surendra Mohan Ghosh Saran)  
2<sup>nd</sup> Floor,  
Kolkatta - 700 001.

**ISIN NO. :**

INE807D01022

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**NOTICE**

**NOTICE** is hereby given that the 30<sup>th</sup> Annual General Meeting of the Members of KIRTI FINVEST LIMITED will be held at the Registered Office of the Company at 907, Dev Plaza, 9<sup>th</sup> Floor, Opp. Andheri Fire Station, Andheri - West, Mumbai - 400 059 on Wednesday, the 30<sup>th</sup> September, 2009 at 11.00 a.m. to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2009 and Profit & Loss Account of the Company for the year ended on that date together with the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. K. S. Sathi, who retires by rotation and being eligible, offers himself for re-appointments.
3. To appoint a Director in place of Mr. Ramavtar Kakani, who retires by rotation and being eligible, offers himself for re-appointments.
4. To appoint Auditors of the Company to hold office from conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting and to fix their remuneration.

**By Order of the Board  
For Kirti Finvest Limited**

**Sd/-  
K. S. Sathi  
Director**

Place : Mumbai  
Date : 07.09.2009

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**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 AND THE PROXY NEED NOT BE A MEMBER. PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
- 2) The share Transfer Books and Members Register of the Companies will remain closed from 25<sup>th</sup> Sept, 2009 to 30<sup>th</sup> Sept, 2009 (both days inclusive) in terms of the provision of Section 154 of the Companies Act, 1956.
- 3) A) Members are requested to notify immediately any change of address;
  - i) To their Depository Participants (Dps) in respect of their electronic share accounts and
  - ii) To the Company to its Share Transfer Agents in respect of their physical share folios, if any.B) In case the mailing address on this Annual Report is without the PINCODE, members are requested to kindly inform their PINCODE immediately.
- 4) Non-resident Indian Shareholders are requested to inform Share Transfer Agents immediately:
  - A) The change in the residential status on return to India for permanent settlement.
  - B) The particulars of NRE Account with a Bank in India, if not furnished earlier.
- 5) 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 holding in one folio. The share certificates will be returned to the members after making requisite changes thereon.
- 6) Members desires of obtaining any information concerning Accounts and Operations of the Company are requested to address their questions 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.
- 7) The Company has connectivity from the CDSL & NSDL and equity shares of the Company may also be held in the Electronic form with any Depository Participant (DP) with whom the members / investors having their depository account. The

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ISIN No. for the Equity Shares of the Company is **INE807D01022**, In case of any query / difficulty in any matter relating thereto may be addressed to the Share Transfer Agents, Maheshwari Datamatics Pvt Ltd, 6, Mangoe Lane, (Surendra Mohan Ghosh Saran), 2<sup>nd</sup> Floor, Kolkatta - 700 001.

- 8) As per the provisions of the Companies Act, 1956, facility for making nominations is now 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 load from the website of the Department of Company Affairs.

**By Order of the Board**  
**For Kirti Finvest Limited**  
**Sd/-**  
**K. S. Sathi**  
**Director**

Place : Mumbai  
Date : 07.09.2009

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**DIRECTORS REPORT**

To,  
THE MEMBERS,  
KIRTI FINVEST LIMITED.

Your Directors are pleased to present their 30<sup>th</sup> Annual Report together with the Balance Sheet as at 31<sup>st</sup> March, 2009 and the Profit and Loss Accounts for the year ended 31<sup>st</sup> March, 2009 and the Auditors Report thereon.

**BUSINESS PERFORMANCE :**

	Current Year Ended 31-03-2009 (Rs.)	Rs. In Lacs Previous Year Ended 31-03-2008 (Rs.)
Gross Income	1105.08	44.55
Total Expenditure	1105.82	75.84
Profit before Interest, Depreciation & Tax	(0.73)	(31.29)
Less : Provision For Tax	0.00	0.00
Profit after Tax	(0.73)	(31.29)
Profit / (Loss) brought from Previous Year	29.76	61.05
Balance carried to the Balance Sheet	29.03	29.76

**PERFORMANCE :**

It can be seen from the Companies Accounts, despite considerable reduction in operating cost and administrative expenses the margins have continuously been squeezed and profits have come down.

The Company is, however, able to sustain its non-fund based business and is hopeful of improving this in the years to come so as to sustain its profitability.

**DIVIDEND :**

Your Directors do not recommend any dividend for the year ended 31<sup>st</sup> March, 2009 in view to conserve the resources.

**DIRECTORS :**

Mr. K Sathi is liable to retire by rotation, being eligible, offers himself for re-appointment.

Mr. Ramavtar Kakani is liable to retire by rotation, being eligible, offers himself for re-appointment.

The Company has not received any nomination for appointment as a Director in terms of Section 252(1) of the Companies Act, 1956 from the small shareholders.

**FIXED DEPOSITS :**

The Company has not accepted any deposit from the general public within the meaning of section 58A of the Companies Act, 1956 and the rules made there under.

**DEMATERIALISATION OF SHARES :**

Your Company has connectivity with the National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL) for dematerialization of its Equity Shares. The ISIN No. INE807D01022 has been allotted for the Company Shares. Therefore, the members and/or investors may keep their shareholdings in the electronic mode with their Depository Participant.

**PARTICULARS OF EMPLOYEES :**

There is no employee drawing remuneration in excess of the limit prescribed under the Companies (Particulars of the employees) Rules 1975.

**AUDITORS & AUDITORS REPORT:**

M/s Sudir M Desai & Co., Chartered Accountants, the Auditors of the Company who hold office till the conclusion of the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment and have given a certificate under section 224(1B) of the Companies Act, 1956. Your Board recommend for their re-appointment on such a remuneration as may be determined by the Board and acceptable to them. The contents of the Auditors' Report are self explanatory and needs no comments.

**ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE:**

Since, the Company do not have any manufacturing unit, all provisions of Section 217(1)(e) of the Companies Act, 1956, with regard to conservation of energy and technology absorption are not applicable to the at this stage.

The Company has not incurred any expenditure or earned any incomes in foreign currency during the period under review.



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**DIRECTORS RESPONSIBILITY STATEMENT**

In accordance with the provisions of section of 217(2AA) of the Companies Act, 1956, your Directors state that;

- 1) In the preparation of the accounts, the applicable accounting standards have been followed.
- 2) Accounting policies selected were applied consistently. Reasonable and prudent judgments and estimate were made so as to give a true and fair view of the state of affairs of the Company as at the end of March 31, 2009 and the profit of the Company for the year ended on that date.
- 3) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- 4) The annual accounts of the Company have been prepared on a going concern basis.

**ACKNOWLEDGEMENT**

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

**By Order of the Board**  
**For Kirti Finvest Limited**  
Sd/-  
**K. S. Sathi**  
Director

Place : Mumbai  
Date : 07.09.2009

**AUDITORS' REPORT**

To,  
**THE MEMBERS,**  
**KIRTI FINVEST LIMITED.**

We have audited the attached Balance Sheet of **M/S KIRTI FINVEST LIMITED** as at 31<sup>st</sup> March, 2009 and Profit & Loss A/c 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 misstatements. An audit includes examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As required by the Companies (Auditors' Report) codes, 2003 issued by the Company Law Board in terms of Section 227(4A) of the Companies Act, 1956. We give in the annexure hereto a statement on the matters specified in the said order.

1. 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.
2. In our opinion, the company has maintained proper record as required by law so far as it appears from our examination of the books of accounts.
3. The Balance Sheet and the Profit & Loss Account dealt with by this report are in agreement with the books of accounts and comply with the accounting standards referred to in sub-section [3C] of Section 211 of the Companies Act, 1956.
4. On the basis of written representation received from Director and taken on record by the Board of Directors, we report that none of the Directors are disqualified from being appointed as a Director in terms of Clause (g) of sub section (1) of section 274 of the Companies Act, 1956.

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5. In our opinion and according to the information and explanations given to us, the said accounts read together with the notes thereon, gives the information required by the Companies Act, 1956 and in the manner as required and give a true and fair view:
- a. In the case of the Balance Sheet of the state of affairs of the Company as on 31<sup>st</sup> March, 2009.
  - b. In the case of Profit & Loss Account of the Profit of the Company for year ended that date.
  - c. In the case of Cash Flow statement, of the cash flow for the year ended on that date.

For M/S Sudhir M Desai & Co  
Chartered Accountants

Sd/-  
Sudhir M Desai  
Proprietor

Place : Mumbai  
Date : 07.09.2009

**ANNEXURE TO THE AUDITORS REPORT**

(Statement referred to in paragraph 1 of our Report of even date on the Accounts of M/S KIRTI FINVEST LIMITED for the year ended 31<sup>st</sup> March, 2009.)

- 1) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed Assets. The fixed assets of the Company have been physically verified by the management during the year in accordance with the regular program which in our opinion is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification. The Company has not disposed off any Fixed Assets during the year.
- 2) As explained to us, Inventories have been physically verified during the year by Management. The intervals at which the inventories have been verified are, in our opinion reasonable in relation to the size of the Company and the nature of its Business.  
As per the practice consistently followed by the Company, purchase of stationery etc. is charged to the revenue directly and no stock is carried by the Company. In view of the above no comments are offered on (i) procedure of physical verification (ii) discrepancies on physical verification if any.
- 3) The Company has not taken any loan secured or unsecured from Companies, Firms and other parties listed in the register maintained under section 301 and/or from the Companies under the same Management as defined under section 370 (1B) of the Companies Act, 1956. In view of this sub clause (b), (c) and (d) of the clause (iii) of the Companies (Auditors' Report) Order, 2003 are not applicable.
- 4) In our opinion and according to the information and explanation given to us there are adequate Internal Control procedures commensurate with the size of the Company and the nature of its business.
- 5) In our opinion and according to the information and explanations given to us the Company has not done any transaction that needs to be entered in the register maintained under Section 301 of the Act.
- 6) In our opinion and according to the information and explanations given to us the Company has not accepted any deposit from the public during the year as stated in the provisions of Section 58 A of the Companies Act, 1956.
- 7) In our opinion, the Company has an internal audit system commensurate with its size and nature of its business.
- 8) The provisions of Section 209 (1) (d) of the Companies Act, 1956 are not applicable to the Company.
- 9) According to the records of the Company, there were no undisputed statutory dues including Provident Fund, , Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Custom Duty, Excess and other Statutory dues applicable to it as at 31<sup>st</sup> March, 2009 for a period of more than six months from the date they became payable.

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- 10) The Company does not have any accumulated losses at the end of the financial year.
- 11) The company has not taken any loans from bank or financial institutions.
- 12) The Company has, in our opinion, maintained adequate documents and records in respect of loans and advances granted on the basis of security by way of pledge of shares and other securities.
- 13) In our opinion and according to the information and explanations given to us, the nature of activities of the Company does not attract any special statute applicable to chit fund and nidhi/mutual benefit fund, Societies.
- 14) The Company has, in our opinion, maintained proper records and contracts with respect to its investments where timely entries of transactions are made in the former. All investments at the close of the year are generally held in the name of the Company except in a few cases where the titles to the investments are in dispute or are in the process of transfer.
- 15) The Company has not given any guarantee for loan taken by others from bank or financial institutions.
- 16) The company has not taken any term loan, during the financial year.
- 17) The Company has not raised any fund, long term or short term during the year.
- 18) The Company has not made any preferential allotment of shares to the parties or Companies 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 through a public issue during the year.
- 21) Based upon the audit procedures performed by us for expressing our opinion on these financial statements and information and explanations given by the Management, we report that no fraud on or by the Company has been noticed or reported during the year.

For M/S Sudhir M Desai & Co.  
Chartered Accountants

Sd/-  
Sudhir  
M Desai  
Proprietor

Place : Mumbai  
Date : 07.09.2009

**CERTIFICATES**

**TO,  
THE MEMBERS,  
KIRTI FINVEST LIMITED**

We have reviewed the records concerning the Company's compliance of conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement entered into, by the Company, with the Stock Exchange of India, for the financial year ended 31<sup>st</sup> March, 2009.

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.

We have conducted our review on the basis of the relevant records and documents maintained by the Company and furnished to us for the review and the information and explanation given to us by the Company.

Based on such a review, in our opinion the Company has complied with the condition of Corporate Governance, as stipulated in Clause 49 of the Listing Agreements.

We 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.

**For M/S Sudhir M Desai & Co.**  
**Chartered Accountants**  
**Sd/-**  
**Sudhir M Desai**  
**Proprietor**

**Place : Mumbai**  
**Date : 07.09.2009**

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**CORPORATE GOVERNANCE REPORT**

The detailed report on Corporate Governance as per the format prescribed by SEBI and incorporated in Clause 49 of the Listing Agreement is set out below:

**MANDATORY REQUIRMENTS**

**A. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE**

The Company's Philosophy on Corporate Governance envisages the attainment of the high level of transparency and accountability in the functioning of the Company and assist the top management of the Company in the efficient conduct of its business internally and externally, including its inter-action with employees, shareholders, creditors, consumers and institutional and other lenders and place due emphasis on regulatory compliance.

The Company believes that its system and actions must be dovetailed for enhancing corporate performance and maximizing shareholder value in the long term.

**B. BOARD OF DIRECTORS**

**COMPOSITION AND CATEGORY**

1. Executive Directors.
2. Independent, Non-Executive Directors.

The composition of the Board of Directors and also the number of other Board of Directors or Board Committees of which he is a member/Chairman are as under.

Sr.No.	Name of Director	Category of Directorship	Number of other Directorships (i)
1	Shri Kalakad Sathi	Executive Director	One
2	Shri Ramavtar Kankani	Independent, Non-Executive	Nil
5	Shri Jagdish Pareek	Independent, Non-Executive	Nil

- (i) Excludes Directorship in Indian Private Limited Companies, membership of Managing Committees of various bodies.

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**ATTENDANCE OF EACH DIRECTOR AT THE BOARD MEETINGS AND THE LAST ANNUAL GENERAL MEETING**

During the financial year ended 31<sup>st</sup> March, 2008 Six Board Meeting were held on 30/04/2008, 07/07/2008, 31/07/2008, 09/08/2008, 31/10/2008 and 31/01/2009. The attendance of each Director at Board Meetings and the last Annual General Meeting (AGM) is as under.

Sr.No.	Name of Directors	No. of Board Meetings attended	Attendance at last AGM held on 30.09.2008
001	Kalakad Sathi	6	Present
002	Ramavtar Kankani	6	Present
003	Jagdish Pareek	6	Present

**C. AUDIT COMMITTEE**

**BOARD TERMS OF REFERENCE**

The terms of reference of this Committee cover the matters specified for Audit Committee under Clause 49 of the Listing Agreement as well as in Section 292A of the Companies Act, 1956.

The terms of reference of the Audit Committee include the following :

- ❖ Reviewing the Company's financial reporting process and the disclosure of its financial information.
- ❖ Recommending the appointment and removal of statutory auditors, fixation of audit fees and also to approve payment for other services.
- ❖ Reviewing the quarterly and annual financial statements with primary focus on accounting policies and practices, compliance with accounting standards and legal requirements concerning financial statements.
- ❖ Reviewing the adequacy of internal control systems and internal audit function, ensuring compliance of internal control systems and reviewing the Company's financial and risk management policies.
- ❖ Reviewing the reports furnished by the statutory auditors and ensure suitable follow-ups thereon.



## **COMPOSITION**

The Audit Committee of the Company comprises three Directors, of which, one is Non-Executive Director and rest are Independent, Non-executive Directors. All these Directors posses knowledge of corporate finance, accounts and Company law. The Chairman of the Committee is a Non-Executive, Independent Director nominated by the Board. The statutory Auditors and the Executives in the Finance Department are invitees to the Meetings.

The Board of Directors at the subsequent Board Meeting notes the minutes of the Audit Committee Meetings.

The constitution of the Audit Committee is as follows :

1. Mr. Ramavtar Kankani : Chairman, Non-Executive.
2. Mr. Kalakad Sathi : Member, Executive.
3. Mr. Jagdish Pareek : Member, Non-Executive.

## **MEETINGS AND ATTENDANCE**

During the financial year ended 31<sup>st</sup> March, 2009, Five Audit Committee Meetings were held on 30/04/2008, 31/07/2008, 09/08/2008, 31/10/2008 and 31/01/2009.

The attendance at the Audit Committee Meetings is as under :

Sr. No	Name of the Directors	No. of Meeting attended
001	Mr. Ramavtar Kankani	5
002	Mr. Kalakad Sathi	5
003	Mr. Jagdish Parrek	5

## **INTERNAL AUDITORS**

The Company has in-built system of internal checks and to review the internal control systems of the Company and to report thereon. The report of such reviews is being submitted to the Audit Committee.

## **D. REMUNERATION COMMITTEE**

The Company has not constituted any remuneration Committee.

### **E. SHAREHOLDERS' COMMITTEE**

The Board has constituted a Committee of Directors consisting of three members, chaired by a Executive Director. The Committee meets twice a month to approve inter-alia, transfer/transmission of shares, issue of duplicate share certificates and reviews the status of investors' grievances and redressal mechanism and recommend measure to improve the level of investor services. Details of shares, transfers/transmissions approved by the Committee are placed at the Board Meetings from time to time.

### **COMPOSITION**

The constitution of the Committee of Directors is as under :

1. Mr. Kalakad Sathi : Chairman, Executive.
2. Mr. Ramavatar Kankani : Member, Non-Executive.
3. Mr. Jagdish Pareek : Member, Non-Executive.

### **COMPLIANCE OFFICER**

Shri Kalakad Sathi is the compliance officer in terms of the listing agreement executed by the Company with the Stock Exchange.

### **DETAILS OF SHAREHOLDERS COMPLIANCE RECEIVED, NOT SOLVED AND PENDING SHARE TRANSFERS.**

Number of shareholders complaints received so far and number of complaints solved to the satisfaction of shareholders.

<b>Sr. No</b>	<b>Nature of Complaints</b>	<b>Received</b>	<b>Replied</b>	<b>Balance</b>	<b>No. of Days Taken</b>
1.	Received from Share Holders	NIL	NIL	NIL	N.A.
	Revalidation of Dividend	NIL	NIL	NIL	N.A.
	Non receipt of Warrants	NIL	NIL	NIL	N.A.
	Non receipt of Dividend	NIL	NIL	NIL	N.A.
	Non receipt of Share Certificates	NIL	NIL	NIL	N.A.

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2.	Received from SEBI/Stock Exchange	NIL	NIL	NIL	N.A.
	Revalidation of Dividend	NIL	NIL	NIL	N.A.
	Non receipt of Warrants	NIL	NIL	NIL	N.A.
	Non receipt of Dividend	NIL	NIL	NIL	N.A.
	Non receipt of Share Certificates	NIL	NIL	NIL	N.A.

There were no outstanding complaints, pending share transfers or pending requests for dematerializations as on 31<sup>st</sup> March, 2009.

**F. GENERAL BODY MEETINGS:**

Location and time, where last three Annual General Meetings were held is given below :

Financial Year	Date	Location of Meeting	Time
2005-2006	30/09/2006	Raipur	11.00 a.m.
2006-2007	29/09/2007	Raipur	11.00 a.m.
2007-2008	30/09/2008	Mumbai	11.00 a.m.

No special resolution was put through postal ballot at the last AGM nor is any proposal for this year.

**G. Certification**

The company is not having Managing Director and the Chief Financial Officer, the Director, Ramawtar Kankani have certified on behalf of the Board of Directors of the Company that :

- A. He have reviewed financial statements and the cash flow statement for the year and that to the best of their knowledge and belief :
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

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- B. There are, to the best of their knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's Code of Conduct.
- C. He accept responsibility for establishing and maintaining internal controls for Financial Reporting and that they have evaluated the effectiveness of the internal controls systems of the Company pertaining to Financial Reporting and they have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- D. He have indicated to the Auditors and the Audit Committee :
- (i) significant changes in internal control over Financial Reporting during the year;
  - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's Internal Control System over Financial Reporting.

**H. DISCLOSURES**

- A. The Company has not entered into any transaction of as material nature with the Promoters, Directors or Management, their subsidiaries or relative that may have potential conflict with the interest of the Company at large. The register of Contracts containing the transactions in which Directors are interested is placed before the Board regularly for its approval.
- B. During the last three years, there were no strictures or penalties imposed by either SEBI or the Stock Exchanges or any statutory authority for non-compliance of any matter related to the capital market.

**I. MEANS OF COMMUNICATION :**

1. The quarterly and half yearly results are forthwith communicated to all the Stock Exchange with whom the Company has listing agreement as soon as they are approved and taken on record by the Board of Directors of the Company. Further the results are published in the newspapers English and Hindi.
2. Management discussion and analysis forms part of the Annual Report, which is posted to the shareholders of the Company.

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**J. GENERAL SHAREHOLDERS INFORMATION :**

*	<b>Annual General Meeting</b>	
	<b>Date</b>	30TH SEPTEMBER, 2009
	<b>Time</b>	11.00 A.M.
	<b>Venue</b>	907, DEV PLAZA, 9 <sup>TH</sup> FLOOR, OPP. ANDHERI FIRE STATION, ANDHERI - WEST, MUMBAI - 400 059.
*	<b>Financial Calendar</b>	
	<b>Financial reporting for the quarter ending June, 2008</b>	JULY END 2008
	<b>Financial reporting for the quarter ending September, 2008</b>	OCTOBER END 2008
	<b>Financial reporting for the quarter ending December, 2008</b>	JANUARY END 2009
	<b>Financial reporting for the quarter ending March, 2009</b>	APRIL END 2009
*	<b>Date of Book Closure</b>	27 <sup>TH</sup> SEPTEMBER, 2009 TO 30 <sup>TH</sup> SEPTEMBER, 2009 (BOTH DAYS INCLUSIVE)
*	<b>Dividend Payment date</b>	NOT APPLICABLE
*	<b>Registered office</b>	907, DEV PLAZA, 9 <sup>TH</sup> FLOOR, OPP. ANDHERI FIRE STATION, ANDHERI - WEST, MUMBAI - 400 059.
*	<b>Listing on Stock Exchange</b>	THE STOCK EXCHANGE, MUMBAI
*	<b>Stock Code</b>	
	<b>The Stock Exchange, Mumbai</b>	532092

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Market Price Data: High Low during each month in last financial year.

Date	Open (Rs.)	High (Rs.)	Low (Rs.)	Close (Rs.)	No of Shares	No of Trade	Net T/O (Rs.)
April 2008	0.72	0.89	0.71	0.81	1456363	829	1,176,179
May 2008	0.77	0.86	0.62	0.62	1509683	1008	1,101,865
June 2008	0.68	0.80	0.50	0.56	1986474	1072	1,291,148
July 2008	0.54	0.66	0.46	0.59	1051350	709	596,570
August 2008	0.59	0.66	0.51	0.56	837231	486	498,147
September 2008	0.54	0.66	0.48	0.50	1395994	555	786,739
October 2008	0.50	0.56	0.35	0.38	741718	440	298,481
November 2008	0.39	0.43	0.26	0.28	693048	347	238,932
December 2008	0.27	0.38	0.24	0.34	1132669	370	332,966
January 2009	0.33	0.41	0.29	0.29	800869	301	275,106
February 2009	0.29	0.38	0.23	0.25	948262	438	276,107
March 2009	0.26	0.29	0.24	0.29	2468126	732	637,871

**Registrar and Share Transfer Agent**

**Maheshwari Datamatics Private Limited**  
 6, Mangoe Lane, (Surendra Mohan Ghosh Sarani),  
 2<sup>nd</sup> Floor, Kolkata - 700 001  
 Tel. No. :2243-5029 / 5809  
 Fax No.: (033) 2248 4787

**Share Transfer System**

Share certificates received for transfer in physical form and requests for Demat are generally registered / confirmed within 15 days of receipt of the same, provided documents are clear in all respects. The Company also provides simultaneous transfer cum Demat facility to its equity shareholders.

**KIRTI FINVEST LIMITED**  
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**Distribution of holding and share holding pattern as on 31<sup>st</sup> March, 2009.**

No. of Equity Shares held	No of Holders	% of Holders	No. of Shares	% of Shares
Upto 500	771	14.16	185985	0.35
501-1000	762	13.99	274587	0.51
1001-2000	555	10.19	521545	0.97
2001-3000	321	5.90	477852	0.89
3001-4000	149	2.74	345781	0.64
4001-5000	623	11.44	2317669	4.32
5001-10000	729	13.39	2058992	3.84
10001 and above	1535	28.19	47502589	88.48
<b>Total</b>	<b>5445</b>	<b>100.00</b>	<b>53685000</b>	<b>100.00</b>

**Categories of Shareholding as on March 31, 2009.**

Sr. No	<u>Category</u>	No. of Shares held	Percentage Of Shareholding
<b>A</b>	<b>Promoter's Holding</b>		
1.	Promoters		
	Indian Promoters	3000000	5.59
	Foreign Promoters	NIL	NIL
2	Persons acting in concert		
	<b>Sub-Total</b>	<b>3000000</b>	<b>5.59</b>
<b>B</b>	<b>Non-Promoters Holding</b>		
3	Institutional Investors	NIL	NIL
a.	Mutual Funds and UTI	NIL	NIL
b.	Banking, Financial Institutions/Insurance Companies	NIL	NIL
c.	FIIIs	NIL	NIL
	<b>Sub-Total</b>	<b>NIL</b>	<b>NIL</b>
4	Others		
a.	Private Corporate Bodies	13387178	24.94
b.	Indian Public	37232743	69.35
c.	NRIs/OCBs	65079	0.12
d.	Any other (Please Specify)	NIL	NIL
	<b>Sub-total</b>	<b>50685000</b>	<b>94.41</b>
	<b>Grand Total</b>	<b>53685000</b>	<b>100.00</b>

**KIRTI FINVEST LIMITED**  
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Particulars of Shares held in physical / Electronic form as on 31<sup>st</sup> March, 2009.

Category	No. of shares	% of shares
PAPER MODE	3033010	5.650
NSDL	33942274	63.225
CDSL	16709716	31.125
TOTAL	53685000	100.00

**Outstanding GDRs/ADRs/Warrants or any convertible instruments.**

The Company has not issued any GDR/ADR/Warrants etc.

**K. MANAGEMENT DISCUSSION AND ANALYSIS**

A statement of Management Discussion and Analysis is appearing elsewhere in this Annual Report in terms of the requirement of the Code of Corporate Governance.

**NON-MANDATORY REQUIRMENTS**

**CHAIRMAN OF THE BOARD:**

The Company has a Non-Executive Chairman and reimburses expenses incurred by him in performance of his duty.

**REMUNERATION COMMITTEE:**

The Company has not constituted remuneration committee.

**SHAREHOLDER RIGHTS:**

As the Company's half yearly results are published in English newspapers having circulation all over India and in Marathi newspapers widely circulated in Mumbai, the same are not sent to each household of shareholders.

**POSTAL BALLOT:**

The provision relating to Postal Ballot will be complied with in respect of matters where applicable.

By Order of the Board  
For Kirti Finvest Limited  
Sd/-  
K. S. Sathi  
Director

Place : Mumbai  
Date : 07.09.2009



**KIRTI FINVEST LIMITED**  
**ANNUAL REPORT 2008-2009**

**BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2009**

<b>PARTICULARS</b>	<b>SCH</b>	<b>AS AT 31.03.2009 (RS.)</b>	<b>AS AT 31.03.2008 (RS.)</b>
<b><u>SOURCES OF FUND</u></b>			
<b>SHAREHOLDER'S FUNDS</b>			
Share Capital	1	53,685,000	53,685,000
Reserve & Surplus	2	3,567,303	3,640,483
<b><u>LOAN FUND</u></b>			
Unsecured Loan	3	-	500,000
		<b>57,252,303</b>	<b>57,825,483</b>
<b><u>APPLICATION OF FUND</u></b>			
<b>INVESTMENTS</b>	4	48,325,334	44,000,000
<b>CURRENT ASSETS, LOANS &amp; ADVANCES</b>			
Closing Stock		96,008,630	5,325,334
Cash & Bank Balances	5	50,920	1,328,413
Loans & Advances	6	9,684,506	8,130,934
Sundry Debtors		6,871,104	0
Media Production WIP		1,691,995	0
		<b>114,307,155</b>	<b>14,784,681</b>
<b>LESS : CURRENT LIABILITIES &amp; PROVISIONS</b>			
Current Liabilities		105,003,550	582,562
Provisions		402,000	402,000
		<b>105,405,550</b>	<b>984,562</b>
Net Current Assets		<b>8,901,605</b>	<b>13,800,119</b>
<b><u>MISCELLANEOUS EXPENDITURE</u></b>			
(To the extent not written off or adjusted)		25,364	25,364
		<b>57,252,303</b>	<b>57,825,483</b>

The Schedules referred to herein form an integral part of the Balance Sheet 10

As per our Report of even date

For **Sudhir M. Desai & Co.**

Chartered Accountants

Sd/-

**Sudhir Desai**

Proprietor

M. No. 41999

Place : Mumbai

Dated : 07.09.2009

For **Kirti Finvest Limited**

Sd/-

Sd/-

**K. S. Sathi**

**Ramavtar Kakani**

Director

Director

**KIRTI FINVEST LIMITED**  
**ANNUAL REPORT 2008-2009**

**PROFIT & LOSS ACCOUNTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2009.**

PARTICULARS	SCH	YEAR ENDED	YEAR ENDED
		31.03.2009	31.03.2008
		(RS.)	(RS.)
<b><u>INCOME</u></b>			
Sales		14,317,334	4,343,299
Other Income	8	182,500	112,000
Closing Stock		96,008,630	0
		<b>110,508,464</b>	<b>4,455,299</b>
<b><u>EXPENDITURE</u></b>			
Purchases		105,000,630	0
Opening Stock		5,325,334	0
Increase/(Decrease) in Stock		0	7,477,650
Administration & Other Exp.	9	255,680	106,373
		<b>110,581,644</b>	<b>7,584,023</b>
Profit / (Loss) before Tax		(73,180)	(3,128,724)
Provision for Tax		0	0
Profit / (Loss) for after Tax		(73,180)	(3,128,724)
Profit / (Loss) brought from Previous Year		2,976,149	6,104,873
Net Profit / (Loss) Carried over to B/sheet		<b>2,902,969</b>	<b>2,976,149</b>

As per our Report of even date

For Sudhir M. Desai & Co.

Chartered Accountants

Sd/-

Sudhir Desai

Proprietor

M. No. 41999

Place : Mumbai

Dated : 07.09.2009

For Kirti Finvest Limited

Sd/-

K. S. Sathi

Director

Sd/-

Ramavtar Kakani

Director

**KIRTI FINVEST LIMITED**  
**ANNUAL REPORT 2008-2009**

**SCHEDULE FORMING PART OF THE BALANCE SHEET.**

PARTICULARS	AS AT 31.03.2009 (RS.)	AS AT 31.03.2008 (RS.)
<b><u>SCHEDULE : 1</u></b>		
<b>SHARE CAPITAL</b>		
<b>AUTHORISED</b>		
60000000 Equity Shares of Rs. 1/- Each	60,000,000	60,000,000
<b>ISSUED</b>		
54003000 Equity Shares of Rs. 1/- Each	54,003,000	54,003,000
	<b>54,003,000</b>	<b>54,003,000</b>
<b>SUBSCRIBED &amp; PAID UP</b>		
53685000 Equity Shares of Rs. 1/- Each	53,685,000	53,685,000
	<b>53,685,000</b>	<b>53,685,000</b>
<b><u>SCHEDULE : 2</u></b>		
<b>RESERVES &amp; SURPLUS</b>		
Profit & Loss A/c	2,902,969	2,976,149
Forfeiture Reserve	92,250	92,250
Special Reserves	572,084	572,084
	<b>3,567,303</b>	<b>3,640,483</b>
<b><u>SCHEDULE : 3</u></b>		
<b>UNSECURED LOAN</b>		
From Others	-	500,000
	-	<b>500,000</b>
<b><u>SCHEDULE : 4</u></b>		
<b>INVESTMENTS IN SHARES</b>		
Asian Tea & Exports Limited	407,550	0
Satra Properties Limited	2,215,602	0
Maharashtra Overseas Ltd.	2,702,182	0
	<b>5,325,334</b>	<b>0</b>
<b>UNQUOTED SHARES</b>		
Reliable Papers (India) Pvt Ltd	25,000,000	35,000,000
Share Application Money	18,000,000	9,000,000
	<b>43,000,000</b>	<b>44,000,000</b>
	<b>48,325,334</b>	<b>44,000,000</b>

**KIRTI FINVEST LIMITED**  
**ANNUAL REPORT 2008-2009**

**SCHEDULE FORMING PART OF THE BALANCE SHEET.**

PARTICULARS	AS AT 31.03.2009 (RS.)	AS AT 31.03.2008 (RS.)
<b><u>SCHEDULE : 5</u></b>		
<b>CASH &amp; BANK BALANCE</b>		
Cash on Hand	50,753	1,320,792
Bank Balance (In Current Account)	167	7,621
	<b>50,920</b>	<b>1,328,413</b>
<b><u>SCHEDULE : 6</u></b>		
<b>LOANS &amp; ADVANCES</b>		
Advance recoverable in cash or kind	703,361	662,006
Loans	2,566,145	7,468,928
Other s	6,415,000	0
	<b>9,684,506</b>	<b>8,130,934</b>
<b>SUNDRY DEBTORS</b>		
Sundry Debtors	6,871,104	0
	<b>6,871,104</b>	<b>0</b>
<b><u>SCHEDULE : 7</u></b>		
<b>CURRENT LIABILITIES &amp; PROVISIONS</b>		
<b><u>CURRENT LIABILITIES</u></b>		
Sundry Creditors	105,000,630	560,000
Sundry Creditors for Exp.	0	22,562
Professional Tax	2,920	0
	<b>105,003,550</b>	<b>582,562</b>
<b><u>PROVISIONS</u></b>		
Provisions for I.T. 2004-05	177,000	177,000
Provisions for I.T. 2005-06	225,000	225,000
	<b>402,000</b>	<b>402,000</b>

**KIRTI FINVEST LIMITED**  
**ANNUAL REPORT 2008- 2009**

**SCHEDULE FORMING PART OF THE PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31.03.2009.**

<b>PARTICULARS</b>	<b>YEAR ENDED 31.03.2009 (RS.)</b>	<b>YEAR ENDED 31.03.2008 (RS.)</b>
<b>SCHEDULE : 8</b>		
<b>OTHER INCOME</b>		
Interest Received	182,500	112,000
	<b>182,500</b>	<b>112,000</b>
<b>SCHEDULE - 9</b>		
<b>ADMINISTRATIVE EXPENSES</b>		
Advertisement & publicity Expenses	3,069	19,514
Annual Custodial Fees	15,333	0
Auditors Remuneration	19,642	19,642
Bank Charges	3,830	1,258
Demat Expenses	0	1,407
Filing Fees	7,000	0
Printing & Stationery	4,950	300
Postage & Telegram	0	6,541
Professional Charges	1,562	0
Registrar Fees	0	14,041
Listing Fees	15,034	26,236
Rent	12,000	12,000
Salary	173,260	0
STT	0	5,434
	<b>255,680</b>	<b>106,373</b>

**SCHEDULE - 10**

**NOTES TO ACCOUNTS :**

**1. Significant Accounting Policies.**

**a) Accounting Convention :**

Financial Statements have been prepared as per Historical Cost convention and in accordance with the normally accepted accounting principles.

**b) Revenue and Expenditure Recognition :**

The Company has followed accrual basis of accounting except the Dividend income which is accounted for on cash basis.

**c) Fixed Assets :**

Fixed Assets are accounted for at cost.

**d) Depreciation :**

Depreciation on assets has been provided for on WDV method in terms of Companies Act, 1956 as per rates prescribed under Schedule XIV to the said Act.

**e) Investment :**

Investment are valued at cost.

**f) Stock in trade in case of quoted shares & Securities valued at market price or cost which ever is lower and unquoted shares and valued at cost.**

**g) Deferred Tax :**

Deferred Tax is recognized subject to the consideration of prudence, on timing difference between taxable income and accounting income that originate in one period and are capable of reversal in one or subsequent periods. Deferred tax assets, including assets arising from loss carried forward, are not recognized unless there is virtual certainty that sufficient future taxable income will be available against which Deferred tax assets can be realized.

Since the figures of deferred tax is insignificant no reporting has been done in terms of AS. 22.

**2. Estimated amount of contracts remaining to be executed on capital account and not provided for - NIL**

**KIRTI FINVEST LIMITED**  
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3. Related party disclosures in accordance with the accounting standard 18 issued by the institute of Chartered Accountants of India : NIL.

4. Earning per Share :

	31.03.2009	31.03.2008
Profit/ (Loss) After Tax	(73180)	(3128724)
Weighted average number of equity shares outstanding		
Nominal Value per Equity Shares (Rs.)	1/-	1/-
Basic and diluted earning per share (Rs.)	N.A.	N.A.

5. Payment of Auditor :

	31 <sup>st</sup> March, 2009	31 <sup>st</sup> March, 2008
Audit fees	19642/-	19642/-

6. The figures of the previous year have been regrouped / rearranged wherever considered necessary.

7. Information as required by part IV of Schedule VI to the Companies Act, 1956 relating to the BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE has been given in separate sheet.

As per our Report of even date  
For Sudhir M. Desai & Co.  
Chartered Accountants  
Sd/-  
**Sudhir Desai**  
Proprietor  
M. No. 41999  
Place : Mumbai  
Dated : 07.09.2009

For Kirti Finvest Limited  
Sd/-                      Sd/-  
K. S. Sathi              Ramavtar Kakani  
Director                      Director

**KIRTI FINVEST LIMITED**  
**ANNUAL REPORT 2008-2009**

**REGISTRATION DETAILS**

Registration No.	1612	State Code	10
Balance Sheet Date	31-03-2009		

**CAPITAL RESERVED DURING THE YEAR (Amount in Rs. Lacs)**

Public Issue	NIL	Right Issue	NIL
Promoters Equity	NIL	Bonus Issue	NIL

**POSITION OF MOBILIZATION AND DEVELOPMENT OF FUNDS (Amount in Rs. Lacs)**

Total Liability	572.52	Total Assets	572.52
-----------------	--------	--------------	--------

**SOURCE OF FUNDS (Amount in Rs. Lacs)**

Paid-up Capital	536.85	Application Money	NIL
Reserves and Surplus	035.67	Secured Loan	NIL
Unsecured Loan	NIL		

**APPLICATIONS OF FUNDS (Amount in Rs. Lacs)**

Fixed Assets	NIL	Capital WIP	NIL
Investments	483.25	Net Current Assets	089.02
Misc. Expenses	000.25		

**PERFORMANCE OF COMPANY (Amount in Rs. Lacs)**

Turnover	1,105.08	Total Expenditure	1,105.82
Profit/(Loss) before Tax	(0.73)	Profit/(Loss) after Tax	(0.73)
Earning per Share	000.00		

**GENERIC NAMES OF THEE PRINCIPAL PRODUCTS / SERVICES OF COMPANY:**

Product Description : Finance

As per our Report of even date

For Sudhir M. Desai & Co.

Chartered Accountants

Sd/-

Sudhir Desai

Proprietor

M. No. 41999

Place : Mumbai

Dated : 07.09.2009

For Kirti Finvest Limited

Sd/-

K. S. Sathi

Director

Sd/-

Ramavtar Kakani

Director



**KIRTI FINVEST LIMITED**  
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**CASH FLOW STATEMENT FOR THE YEAR 2008-2009.**

(Amount in Rs. '000)

PARTICULARS	2008-2009	2007-2008
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit after Tax as per P&L Account	-73	-3129
Add : Adjusted for		
Income Tax Paid	0	0
Depreciation	0	0
Misc. Expenses W/off	0	0
	<b>-73</b>	<b>-3129</b>
<b>Operating Profit before Working Capital Changes</b>		
Add : Adjusted for		
Sundry Debtors	-6871	-4866
Loans & Advances	-1554	
Current Liabilities	104421	560
Inventories	-92375	7457
<b>Net Cash Inflow/Outflow from Operation [A]</b>	<b>3848</b>	<b>22</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Unsecured Loan	-500	500
Sale of Fixed Assets	0	0
Purchase of Investments	-4325	0
<b>Net Cash Flow from Investing Activities [B]</b>	<b>-4825</b>	<b>500</b>
<b>C. CASH FLOW FROM FINANCIAL ACTIVITIES</b>		
Share Capital ( Call Money)		
Deposits		
<b>Net Cash Flow from Financial Activities [C]</b>	<b>0</b>	<b>0</b>
<b>Net Cash Increase in Cash &amp; Cash equivalents (A+B+C)</b>	<b>-1277</b>	<b>522</b>
Opening Balance of Cash & Cash equivalents	1328	806
Closing Balance of Cash equivalents	51	1328
<b>Net Inflow / Outflow</b>	<b>-1277</b>	<b>522</b>

**AUDITORS CERTIFICATE**

We have verified the above cash flow statement of M/s Kirti Finvest Limited derived from the audited annual financial statements for the year ended 31<sup>st</sup> March, 2008 & 31<sup>st</sup> March, 2009 and found them to drawn in accordance there with and also with requirement of clause 32 of listing agreements with stock exchange.

For M/S Sudhir M Desai & Co.  
Chartered Accountants

Sd/-  
Sudhir  
M Desai  
Proprietor

Place : Mumbai  
Date : 07.09.2009

**Book – Post  
(Under Postal Certificate)**

To, \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**If Undelivered please return to :  
KIRTI FINVEST LIMITED  
907, Dev Plaza, 9<sup>th</sup> Floor,  
Opp. Andheri Fire Station,  
Andheri - West, Mumbai - 400 059**