



Phone : 2204 2945
2283 2468
Fax : (22) 2204 7288



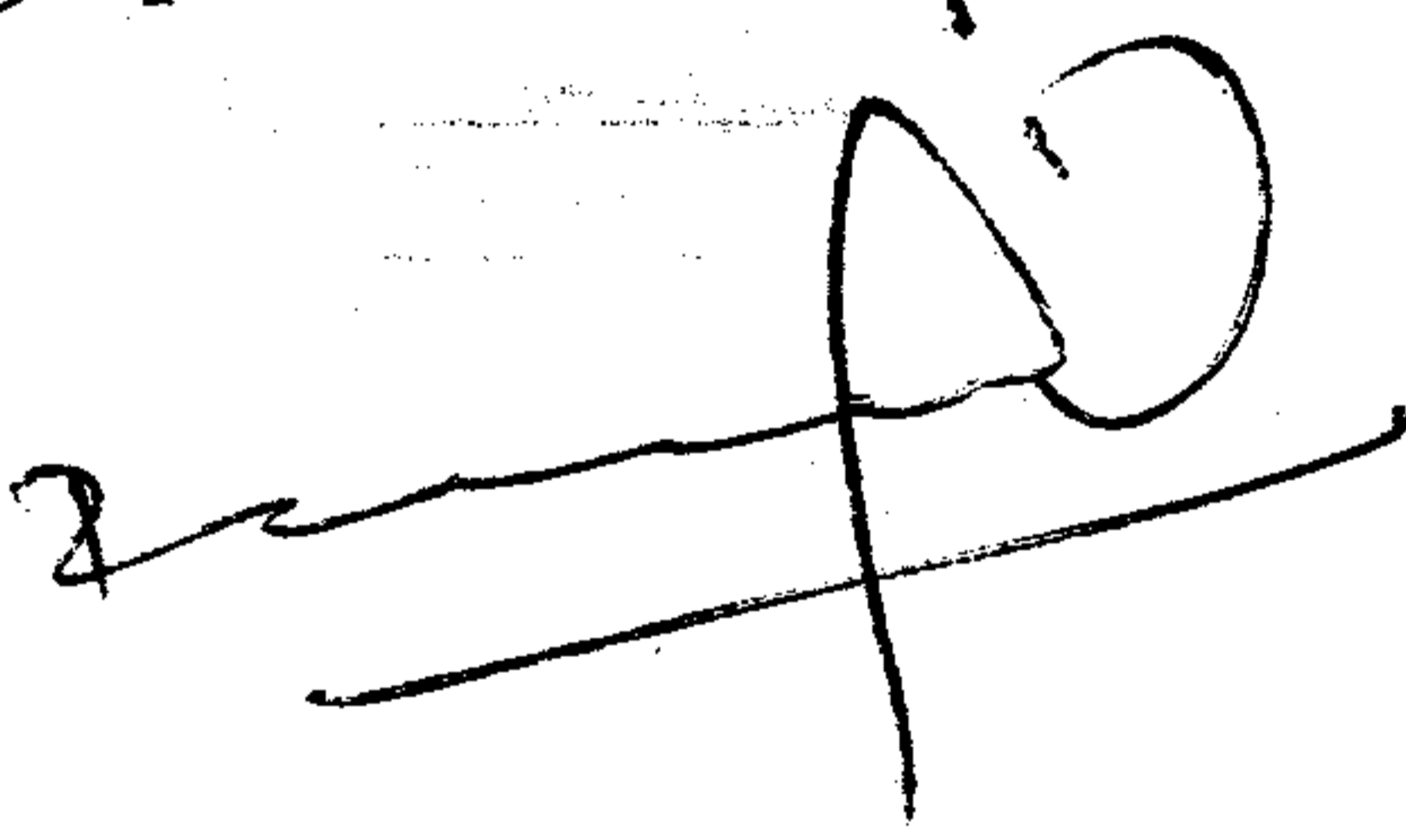
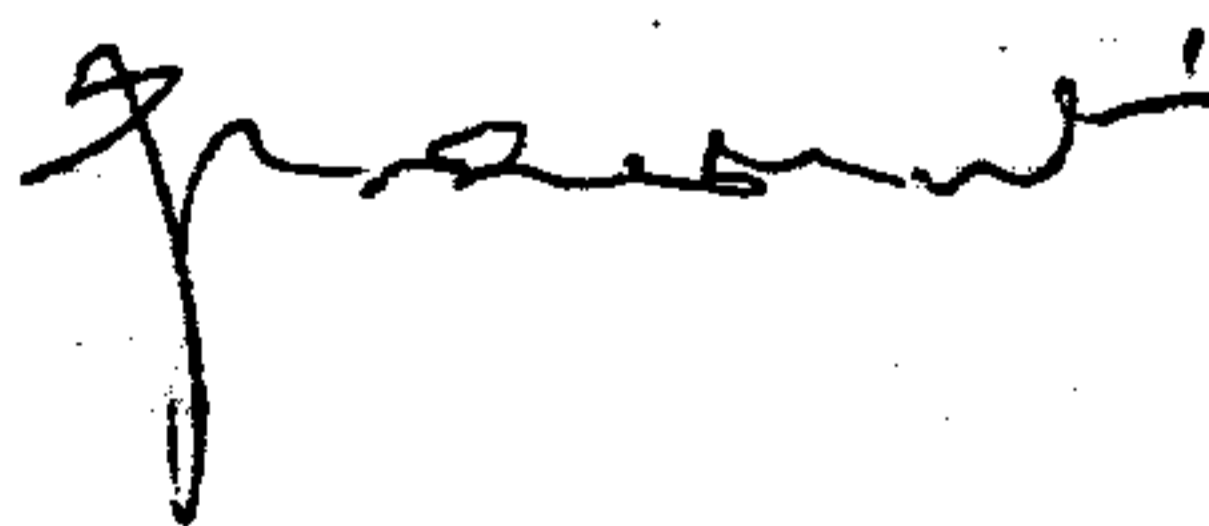
MORARKA FINANCE LIMITED

511, Maker Chambers V, 221, Nariman Point, Mumbai - 400 021.

CIN : L67120MH1985PLC035632

FORM A

Pursuant to clause 31(a) of the Listing Agreement

Sr.No.	Particular	Compliance
1.	Name of the company	Morarka Finance Limited
2.	Annual Financial Statements for the year ended	March 31, 2015
3.	Type of audit observation	Unqualified
4.	Frequency of observation	Not applicable
5.	Signed by: Chairman : Chief Financial officer: Auditor of the company: Audit committee chairman:	   



30TH

ANNUAL REPORT

Financial Year 2014-2015



MORARKA
FINANCE
LIMITED

BOARD OF DIRECTORS

G. R. MORARKA

S. H. NEVATIA

PRIYANKA G. MORARKA

B. J. MAHESHWARI

VIJAY S. BANKA

COMPANY SECRETARY

HEMALKUMAR SHAH

AUDITORS

D.P. AGARWAL & CO.
CHARTERED ACCOUNTANTS

BANKERS

PUNJAB NATIONAL BANK

REGISTERED OFFICE

511, MAKER CHAMBERS V,
221, NARIMAN POINT,
MUMBAI 400 021.

SOLICITORS

MULLA & MULLA & CRAIGIE BLUNT & CAROE

REGISTRAR & SHARE TRANSFER AGENTS

UNIVERSAL CAPITAL SECURITIES PVT.LTD.
21, SHAKIL NIWAS,
MAHAKALI CAVES ROAD,
ANDHERI (EAST),
MUMBAI 400 093



NOTICE

NOTICE is hereby given that the Thirtieth Annual General Meeting of the Company will be held on Monday, 28th September, 2015 at 12.00 noon at Kilachand Conference Room, Indian Merchants' Chambers Building Trust, IMC Building, IMC Marg, Churchgate, Mumbai – 400 020 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements for the year ended 31st March, 2015, Directors' Report and Auditors' Report thereon.
2. To appoint a Director in place of G. R. Morarka, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Ms. Priyanka G. Morarka, who retires by rotation and being eligible offers herself for re-appointment.
4. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**

"RESOLVED THAT M/s. D. P. Agarwal & Co, Chartered Accountants (Registration No. 100068W) be and is hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company."

By order of the Board

FOR MORARKA FINANCE LIMITED

PLACE : Mumbai

Hemalkumar Shah

DATED: 29th May, 2015

Company Secretary

NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote and the proxy need not be a member. A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
2. The instrument of proxy duly completed should be lodged at the Registered Office of the Company not less than forty-eight hours before the commencement of the meeting.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 18th September, 2015 to Monday, 28th September, 2015 (both days inclusive).
4. Consequent upon the introduction of Section 72 of the Companies Act, 2013, Shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in **Form SH.13** which can be obtained from the Company's Registrar & Transfer Agents M/s Universal Capital Securities Pvt. Ltd.
5. Additional information pursuant to Clause 49 of the Listing Agreement with the stock exchanges in respect of the Directors seeking appointment / re appointment at the AGM are furnished and forms a part of the Notice. The Directors have furnished the requisite consents / declarations for their appointment /re-appointment.
6. Members are requested to notify any change in their address immediately to the Company.
7. Members desirous of getting any information about the accounts and operations of the Company are requested to address their queries to the Registered Office well in advance so that the same reaches the company at least ten days before the date of the meeting to enable the Management to keep the information required readily available.
8. Members holding shares in the same name under different Ledger Folios are requested for consolidation of such folios and send the relevant Share Certificates to the Company.
9. Pursuant to the provisions of Section 205A (5) of the Companies Act, 1956, as amended and with the introduction of Section 205C by the Companies (Amendment) Act, 1999, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of its transfer to the Unpaid dividend account of the Company is required to be transferred to the Investor Education and Protection Fund established by the Central Government. All the dividend remained unpaid in yesteryears were due for transfer in IEPF and hence the same is transferred to IEPF by the company.
10. The Notice of the 30th AGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, is being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode. However, members shall be provided with copy of Annual Report free of cost on their request in writing. Soft copy of the Annual report is available on www.morarkafinance.in

Regd. Office : 511, Maker Chamber - V, 221, Nariman Point, Mumbai - 400 021.

Phone: 022 22832468; **Website:** www.morarkafinance.in; **Email:** investors@morarkafinance.in

CIN : L67120MH1985PLC035632

30th ANNUAL REPORT 2014-15 MORARKA FINANCE LIMITED

11. In compliance of provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules 2014, the company is pleased to provide its members facility to exercise their votes by electronic means (remote e-voting) and the business may be transacted through e voting as per the instructions below:
- (a) Details of Scrutinizer: M/s VKM & Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.
 - (b) The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses (not in the employment of the Company) and make out a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
12. A Member can opt for only one mode of voting i.e. either through e-voting or in physical form at AGM. If a Member casts his / her vote by both modes, then voting done through e-voting shall prevail and the vote by ballot shall be treated as invalid. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.morarkafinance.in and on the website of CDSL www.evotingindia.com within two days of the passing of the Resolutions at the 30th AGM of the Company and communicated to BSE Limited where the shares of the Company are listed.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on September 25, 2015 at 9.00 a.m. and ends on September 27, 2015 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 21, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue. The facility for voting, through ballot paper, will also be made available at the AGM and the members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Member who have cast their votes by remote e-voting may attend the AGM, but shall not be entitled to cast their votes again at the AGM.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - (a) For CDSL: 16 digits beneficiary ID,
 - (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

- (c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number which is mentioned in address label as sr. no. affixed on Annual Report in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Morarka Finance Limited on which you choose to vote.



- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

30th ANNUAL REPORT 2014-15

MORARKA FINANCE LIMITED

MANAGEMENT DISCUSSION & ANALYSIS

INDUSTRY OVERVIEW:

The NDA government in the centre has infused abundant optimism and hope of excellent performance in the minds of people and industry. The CPI inflation too on the other hand which was acting stubborn to ease to single digit from double digit since last few years has now been eased to 6%. The major contributor to bring the inflation down was falling crude prices across the globe. There are lot of stimulus announced the by government in the union budget to give a booster dose to give pace to investments in various sectors which has given genesis of strong GDP growth for the year fiscal year 2014- 2015 aided by supporting external environment. The government has made substantial progress in several policy areas and long-term prospects for growth appears bright. The current situation offers an opportunity to further strengthen the business-friendly environment to domestic and foreign corporates and, in turn, enhance the quality of public spending.

RBI too having its cynosure on high growth was also looking at inflation throughout the year and was in big dilemma to bring balance between pacing the growth and curbing the inflation. The Reserve Bank of India, in its persistent efforts to boost the pace of growth, reduced repo rate twice during the year. RBI has also indicated that it will continue to be accommodative in further easing of the rates if the inflation remains within the acceptable range and provided it is passed on by commensurate reduction in lending rates.

The banks are still sitting on piles of bad loans and CDR requests from corporate india. The borrowings and lending business are on dire stress with repayment capacities of even BSE 500 companies have been shaken badly, as a result of which the credit growth which had declined to 9% - lowest in the decade from 14% during the previous year but is likely to improve during the new financial year. The asset quality which had deteriorated in general across the NBFC sector during the year under review, is expected to remain weak until economic growth gathers momentum. Even, net-interest margins are expected to follow the similar pattern after experiencing decline by the NBFC sector.

CAPITAL MARKET:

Financial year 2014-15 saw a decent gain in key equity indices. While the BSE sensex rose 25% in 2014-15, the Nifty has posted gain of 27% as they both clearly outperformed their traditional CAGR of nearly 18% in history. In 2014-15, Both the sensex and nifty have set a new benchmark by breaching all their previous highs with their marching ahead to 29000 and 8750 levels respectively. Foreign investors continued to invest in India with March'2015 quarter witnessing FII flows of nearly \$6bn. March 2015 was the 10th consecutive quarter of positive inflows from the FIIs. Fund raising through primary market was also robust as the fund raised in 2014-15 was Rs 29705 crores as against ₹ 15234 Crores in 2013-2014. There are 36 issues through which a sum of ₹ 29705 crores have been raised by way of IPO, FPO and OFS in 2014-15. Banks and FIs were shy in financing corporate india on account of risk of default, fragile conditions and poor ratings. Their cynosure was on their own

asset quality and NPA checking. With stable government in the centre with clear majority and growth focused, the market has witnessed excellent rally in pharma, health care and FMCG. With excellent growth rate of 7.3% than that of just 6.5% in year, there would be much higher levels to see as the 2015-16 year end target on sensex would be around 32000 as per the market experts. The rainfall, rate cuts, crude oil price movement, pace of reforms and control over inflation would decide the next move of the market.

OUTLOOK, RISK AND CONCERN

Fiscal year 2015-2016 has taken its onset with lot of zeal and exuberance with strong, determined and growth focused government in the centre and the inflation to ease at the comfort level of sub 5%. The central bank too would be in position to change the much awaited key rates which would make the borrowing not only easy in light of robust earning by india inc. clearly reflection of nearly 7.5% GDP growth rate but also less costly to corporate india. The upsurge of earning by india inc. which although has been delayed to some extent by couple of quarters has been now all set to do well in coming few quarters as India is in better and less vulnerable position than that of other emerging economies of the world. In March 2015 quarter, India has even overtaken china in terms of GDP growth by posting GDP of 7.5% as against 7% of china. The GDP growth is estimated at 7.7% in FY16 hence the journey of GDP towards 8 to 9% has been started at very sharp pace without any sluggishness. The short term concern is the prediction of weaker monsoon this year which has acted as set back in journey of growth as there has been late start of monsoon this season.

NBFC SECTOR

RBI has been gradually opening the banking space for private players. Last year, it has given banking licences to private players and this year too, from banking licence to small banks and payment banks. The Reserve Bank of India (RBI) has set up a four-member external committee headed by Nachiket Mor, director, central board of RBI, to vet applications for payment banks and another external committee headed by former deputy governor Usha Thorat to vet applications for small finance banks.

RBI received 72 applications for small finance banks and 41 applications for payments banks. The small finance banks will undertake basic banking activities of accepting deposits and lending to the unbanked sections like micro business units, small and marginal farmers, micro and small industries and unorganised sector entities. At least 50% of its loan portfolio should constitute loans and advances of upto ₹ 25 lakh. They can accept deposits and function like a mini bank. With a satisfactory track record, a small finance bank may transition into a universal bank, provided it has an impeccable track record.

While payment banks can offer payments and remittance services, they cannot issue credit cards or accept deposits of over ₹ 100,000. They, however, can issue ATM and debit cards. They can also distribute simple financial products like mutual funds and insurance products. The eligible players are now free to foray into the much regulated banking business and for



yet smaller players which can't play so big, can go for small banks and payment banks. All in all, there are many reasons to cheer for NBFCs to make their presence in the arena in which they have been waiting for foray for past many decades with regulator to liberalize its policies for NBFCs which were finding it difficult to compete with banks in recent past.

RISK MANAGEMENT

Company has formulated a risk management framework which lays the procedure for risk assessment and mitigation. Company manages various risks like financial risk, operational risk, marketing risk, external risk and regulatory risks associated with the mortgage business. The critical risks which can significantly impact profitability and financial strength are credit risk, interest rate risk and liquidity risk.

INTERNAL CONTROL

Your company has proper and adequate system of internal control in place to monitor persistently proper recording of the transactions as per the policies and procedures laid down by the company. The company ensures that the regulatory guidelines are duly complied with at all the levels. The internal audit reports are regularly monitored by the Audit Committee.

SEGMENT REPORTING

The company is a Non Banking Finance Company, its core business is financial business. Hence, there are no separate segments for reporting as per Accounting Standard-17 issued by the Institute of Chartered Accountants of India.

PERFORMANCE OF THE COMPANY

The company has incurred loss of ₹ 3.75 lacs for the year ended March 31, 2015 as against loss of ₹ 21.15 lacs for the year ended March 31, 2014. Since the capital market is in bull phase, the company's portfolio's market value has appreciated in last six months. The revenue from the rental income will be contributing regularly and steadily rather than dependence on volatile capital market revenue generation.

HUMAN RESOURCE MANAGEMENT

The company is always keen to take key HR initiatives to link business objectives with employees' performance. The employees have been provided with adequate exposure and their specialized knowledge of their own arena has been fully tapped and exploited. They have been provided with opportunities to attend seminars and program of their relative field to enrich their subject specific knowhow and expertise. For a mediocre size company, it has always been a concern to retain the talent over a period of time due to its small size of operations. The industrial relations are also cordial.

CAUTIONARY STATEMENT

The statements in above analysis, describing the company's projections, estimates, expectations and predictions may be 'forward looking statements' within the meaning of applicable security laws and regulations. The actual results may differ from those expressed or implied. The important factors that may impact the operations of the company may consist of economic developments – globally and locally, government regulations, tax regimes and other related factors.

30th ANNUAL REPORT 2014-15 MORARKA FINANCE LIMITED

DIRECTOR'S REPORT

To
The Shareholders,
MORARKA FINANCE LIMITED

The Directors are pleased to present their report to the members together with the audited financial statements of the Company for the year ended 31st March, 2015.

1. FINANCIAL RESULTS:

	For the year Ended 31/03/2015	For the year Ended 31/03/2014
		[IN ₹]
Profit / (Loss) before tax	(98,753)	(2,323,717)
Less: Provision for taxation for the year	-	-
Provision for taxation earlier year	-	-
Deferred Tax	2,76,737	(209,100)
Fringe Benefit Tax	-	-
Profit / (loss) after tax	(3,75,490)	(2,114,617)
Add: Balance b/f from previous years	3,70,33,431	3,91,48,048
Amount available for Appropriation	3,66,57,941	3,70,33,431
Appropriations:		
Proposed Dividend :		
- On Equity Shares	-	-
Additional Dividend Tax	-	-
	-	-
Balance Carried over to next year	3,66,57,941	3,70,33,431
	3,66,57,941	3,70,33,431

2. FINANCIAL PERFORMANCE:

For the financial year ended March 31, 2015, your company has posted losses of Rs 3.75 lacs compare to the losses for the financial year ended March 31, 2014 of Rs. 21.15 lacs. Hence compare to previous year, the losses are significantly lesser which indicated the improvement in financial performance compare to last year.

3. SUBSIDIARIES COMPANIES:

Your Company has no subsidiaries.

4. DIVIDEND:

Your directors have not recommended any dividends in view of losses incurred by the company during the year.

5. SHARE CAPITAL:

The paid up Equity Capital of your company as at March 31, 2015 was Rs 4,50,21,000. The company has not issued any shares with differential voting rights and it has not granted any stock options or sweat equity during the period under the review. Further, none of the directors of the company hold instruments convertible into equity shares of the company.

6. DIRECTORS:

Pursuant to section 149 of the Companies Act, 2013 read with schedule IV and Articles of the company, Ms. Priyanka Morarka, and Mr. G. R. Morarka Directors retire by rotation and being eligible offer themselves for re-appointment. The company has received declarations from all the independent directors of the company confirming the fact that they meet the criteria of independence mentioned under section 149(6) of the Companies Act, 2013 read with clause 49 of the listing agreement.

7. CORPORATE SOCIAL RESPONSIBILITY:

The company is not falling in the purview of criteria specified in section 135(1) of the Companies Act, 2013 and hence the requirements pertaining to section 135 of the Companies Act, 2013 is not applicable to the company.

8. HUMAN RESOURCES:

The company is having five directors, chief executive officer, chief finance officer and company secretary being key managerial personnel under section 203 of the Companies Act, 2013. All are experts in their relevant fields. Company's well disciplined workforce which has served the company for years lies at the very foundation of the company's major achievements and shall well continue for the years to come.



9. BUSINESS RISK MANAGEMENT:

Over the period of time, company has been following the principle of risk minimization as is the norm in every sector, it has now become a mandatory requirement. Pursuant to clause 49 of the listing agreement the Board members were informed about risk assessment and minimization procedures after which the Board formally accepted steps for framing, implementing and monitoring the risk management plan for the company. The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues. In today's challenging and competitive environment, strategies for mitigating inherent risks in accomplishing the growth plans of the Company are imperative. The common risks inter alia are: Regulations, competition, Business risk, Technology obsolescence, Investments, retention of talent and expansion of facilities. Business risk, inter-alia, further includes financial risk, political risk, fidelity risk, legal risk. As a matter of policy, these risks are assessed and steps as appropriate are taken to mitigate the same.

10. SYSTEM OF INTERNAL CONTROL & THEIR ADEQUACY:

The Company has put in place adequate system of internal control to safeguard and protect from loss, unauthorized use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The internal auditor of the company checks and verifies the internal control and monitors them in accordance with policy adopted by the company. Even through this non-production period the Company continues to ensure proper and adequate systems and procedures commensurate with its size and nature of its business.

11. WHISTLE BLOWER POLICY OR VIGIL MECHANISM:

The company has put in place a whistle blower policy pursuant to which employees of the company can raise their concerns pertaining to fraud, malpractice, or any other activity or event which is against the interest of the company. Details of complaints received and the action taken are reviewed by the Audit Committee. Whistle Blowers Mechanism's functioning is reviewed by the Audit Committee from time to time. None of the company's employees are denied access to audit committee.

12. EVALUATION OF BOARD:

As per clause 49 of the listing agreement and as per the provisions of the Companies Act, 2013, a structured questionnaire was prepared after taking into account various aspects of Board's functioning, composition of board together with its committees, culture, execution and performance of specific roles, duties and obligation. So far as the performance evaluation of independent directors are concerned, the same is done by board. The chairman and executive directors are evaluated by the independent directors. The board has expressed that they are satisfied with process of evaluation.

Declaration from Independent Directors:

Pursuant to the requirements of section 149(7) of the Companies Act, 2013, the company has received the declarations from all the independent directors confirming the fact that they all are meeting the eligibility criteria as stated in section 149(6) of the Companies act, 2013.

13. POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

The company is having Nomination and Remuneration Committee (NRC) as required under section 178 of the Companies Act, 2013 which recommends the appointment of Directors to the Board. The NRC is having onus to identify persons who are qualified to become directors on the Board and to evaluate criteria such as academic qualifications, previous experience, track record and integrity of the persons identified before recommending their appointment to the Board. The compensation policy of the company, duly reviewed and recommended by the Nomination and Remuneration committee has been articulated in line with the requirements of the Companies Act, 2013. The company's compensation policy is aimed to attract, retain, reward and motivate talented individuals critical for achieving strategic goals and long term success. Remuneration policy is aligned to business strategy, market dynamics, internal characteristics and complexities within the organization. The ultimate objective is to provide a fair and transparent structure that helps the organization to retain and acquire the talent pool critical to building competitive advantage and brand equity. The compensation system should also take into account factors like roles, skills / competencies, experience and grade / seniority to differentiate pay appropriately on the basis of contribution, skill and availability of talent on account of competitive market forces. The company pays sitting fees to its Non executive directors for attending meetings of the Board and its Committees, Non executive directors are also reimbursed with expenses incurred by them for attending meetings of the Board and its Committees at actuals. The remuneration payable to the non executive directors and independent Directors is governed by the provisions of the Companies Act, 2013, clause 49 of the listing agreement and related rules. The company is not having any subsidiary and hence holding directorships by any of the directors of the company in subsidiary is not applicable in case of the company. Shri B. J. Maheshwari and Shri Vijay S. Banka have relinquished their sitting fees payable to them for attending the Board/ Committee meetings.

30th ANNUAL REPORT 2014-15

MORARKA FINANCE LIMITED

14. BOARD & BOARD COMMITTEES :

The details of board meetings held during the year, attendance of directors at the meetings and constitutions of various mandatory committees of the board are included separately in the corporate governance report.

15. RELATED PARTY TRANSACTIONS:

Related party transactions that were entered during the financial year were on an arm's length basis and were in the ordinary course of business. There were no materially significant related party transactions with the Company's Promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company. Transactions with related parties entered by the Company in the normal course of business are periodically placed before the Audit Committee for its omnibus approval and the particulars of contracts entered during the year as per Form AOC-2 is enclosed herewith and marked as Annexure I. The Board of Directors of the Company has, on the recommendation of the Audit Committee, adopted a policy to regulate transactions between the Company and its Related Parties, in compliance with the applicable provisions of the Companies Act 2013, the rules thereunder and the Listing Agreement.

16. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATOR OR COURTS:

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

17. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Mr. G. R. Morarka and Ms. Priyanka G. Morarka will retire by rotation in ensuing Annual General Meeting and are eligible for re-appointment. The brief resume/details relating to Directors who are to be appointed / re-appointed as above are furnished in the Corporate Governance. During the year under the review, there are no any change in any other directors and KMPs

18. STATEMENT OF DIRECTOR'S RESPONSIBILITIES:

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

- a) that in the preparation of the annual financial statements for the year ended March 31, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) that such accounting policies as mentioned in Notes to the Financial Statements have been selected and applied consistently and judgement and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2015 and of the profit/ loss of the Company for the year ended on that date;
- c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) that the annual financial statements have been prepared on a going concern basis;
- e) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- f) that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

19. CORPORATE GOVERNANCE:

As per Clause 49 of the Listing Agreement with the Stock Exchanges, a separate section on corporate governance practices followed by the Company, together with a certificate from the Company's Auditor confirming compliance forms an integral part of this Report.

20. EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith and marked as Annexure II.

21. PARTICULARS OF EMPLOYEE:

The information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is attached herewith and marked as Annexure III. All the non executive directors of the company, due to financial constraints being faced by the company, have forgone remuneration. Further, no sitting fees has been paid to any director during the year, except to Mr. S. H.Nevatia and Ms. Priyanka Morarka.

The particulars of the employees who are covered by the provisions contained in Rule 5(2) and rule 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are:

- a) Employed throughout the year Nil
- b) Employed for part of the year Nil



The remuneration paid to all Key management Personnel was in accordance with remuneration policy adopted by the company.

22. POLICY ON PREVENTION OF SEXUAL HARASSMENT: The Company has put in place a policy on Anti Sexual harassment, No complaints have been received under this policy during the period.

23. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE AND OUTGO:

Particulars relating to conservation of energy and technology absorption stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules, 2014 is not applicable to the company. The company does not have any foreign exchange earnings and expenditure.

24. AUDITORS:

STATUTORY AUDITORS

The Auditors, M/s. D.P. Agarwal & Co., Chartered Accountants, retire at this Annual General Meeting and being eligible, offer themselves for re-appointment subject to ratification by members at every consequent Annual General Meeting. Therefore, ratification of appointment of Statutory Auditors is being sought from the members of the Company at the ensuing AGM.

SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed V K M & Associates. (CP No.:4279, FCS: 5023), Company Secretaries to undertake the secretarial audit of the company. The Secretarial Audit Report is annexed herewith as Annexure IV. The observations in the said report are self explanatory and no further comments/explanations are called for.

25. MANAGEMENT DISCUSSION AND ANALYSIS:

As required under Clause 49 of the Listing Agreements with Stock Exchanges, the Management Discussion and Analysis Report is enclosed as a part of this report.

26. PUBLIC DEPOSITS

The Company is an NBFC – ND and hence does not have any fixed deposits at the beginning of the year in terms of Section 74 of the Companies Act, 2013. The Company did not accept any deposits during the year.

27. ACKNOWLEDGEMENT:

Your Directors take this opportunity to place on record their appreciation for the co-operation received from Employees and overwhelming support extended by the shareholders.

By order of the Board
FOR MORARKA FINANCE LIMITED

G. R. MORARKA
CHAIRMAN

B. J. MAHESHWARI
DIRECTOR

PLACE : Mumbai

DATED: 29th May, 2015

30th ANNUAL REPORT 2014-15
MORARKA FINANCE LIMITED

ADDENDUM TO THE DIRECTORS' REPORT

ANNEXURE I

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis: Not Applicable

Name(s) of the related party and nature of relationship	
Nature of contracts/arrangements/transactions	
Duration of the contracts / arrangements/transactions	
Salient terms of the contracts or arrangements or transactions including the value, if any	
Justification for entering into such contracts or arrangements or transactions	
Date(s) of approval by the Board	
Amount paid as advances, if any	
Date on which the special resolution was passed in general meeting as required under first proviso to section 188	

2. Details of material contracts or arrangement or transactions at arm's length basis

Name(s) of the related party and nature of relationship	Dwarikesh Sugar Industries Limited
Nature of contracts/ arrangements/ transactions	Lease of office premises
Duration of the contracts / arrangements/transactions	Five years
Salient terms of the contracts or arrangements or transactions including the value, if any	The company has leased the office premises to Dwarikesh Sugar Ind.Ltd; - A related party for tenure of five years at monthly rent not exceeding Rs. 2,00,000 per month.
Date(s) of approval by the Board, if any	
Amount paid as advances, if any	Nil



ANNEXURE II

Form No. MGT - 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31st March 2015

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

I. REGISTRATION AND OTHER DETAILS:

CIN	: CIN: L67120MH1985PLC035632
Registration Date	: 10/8/2000
Name of the Company	: Morarka Finance Limited
Category / Sub-Category of the Company	: Company Limited by shares – Indian non govt. company
Address of the Registered office and contact details	: 511, Maker Chambers V, 221, Nariman Point, Mumbai - 400021
Whether listed company	: Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any:	: Universal capital securities pvt.Ltd. 21, Shakil niwas, mahakali caves road, Andheri (east), Mumbai 400 093. ph. 022 28207203-05, 28257641 Email: Info@unsec.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Rent of office premises		73.01%
2	Sale of shares		22.03%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and address of the Company	CIN / GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable section
1	Faridpur Sugars Ltd	U15122UP2010PLC039515	Associate	20%	2(6)
2	Dwarikesh Informatics Limited	U22211 MH2000 PLC 210491	Associate	46%	2(6)

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

i. Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	607060	0	607060	13.48	649331	0	649331	14.42	0.94
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp.	2207831	0	2207831	49.04	2207831	0	2207831	49.04	--
e) Banks / FI									
f) Any other									
Sub-total(A)(1):	2814891	0	2814891	62.52	2857162	0	2857162	63.46	0.94
(2) Foreign									
a) NRIs - Individuals									
b) Other – Individuals									
c) Bodies Corp.									
d) Banks / FI									
e) Any other									
Sub-total (A)(2):	0	0	0	0	0	0	0	0	--
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	2814891	0	2814891	62.52	2857162	0	2857162	63.46	0.94

30th ANNUAL REPORT 2014-15
MORARKA FINANCE LIMITED

Category of Shareholders		No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
B.	Public Shareholding									
	(1) Institutions									
	a) Mutual Funds									
	b) Banks / FI									
	c) Central Govt									
	d) State Govt(s)									
	e) Venture Capital Funds									
	f) Insurance Companies									
	g) FIs									
	h) Foreign Venture Capital Funds									
	i) Others (specify)									
	Sub-total (B)(1):	0	0	0	0	0	0	0	0	--
	(2) Non-Institutions									
	a) Bodies Corp.	27264	0	33464	0.74	25751	6200	31951	0.71	(0.03)
	i) Indian									
	ii) Overseas									
	b) Individuals									
	i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	694415	0	980223	21.77	688542	281008	969550	21.54	(0.23)
	ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	663892	0	663892	14.75	634307	0	634307	14.09	(0.66)
	c) Others									
	clearing members	1738	0	1738	0.04	1738	0	1738	0.04	
	NRI / OCBs	7892	0	7892	0.16	7392	0	7392	0.16	
	Sub-total(B)(2):	1395201	0	1687209	37.48	1357730	287208	1644938	36.54	(0.94)
	Total Public Shareholding (B)=(B)(1)+(B)(2)	4210092	292008	4502100	100.00	4214892	287208	4502100	100.00	
C.	Shares held by Custodian for GDRs & ADRs									
	Grand Total (A+B+C)	4210092	292008	4502100	100.00	4214892	287208	4502100	100	

ii. SHAREHOLDING OF PROMOTERS:

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	G R Morarka	76086	1.69	0	90300	2.01	0	0.32
2	Dwarikesh Trading Co. Ltd	2207831	49.04	0	2207831	49.04	0	--
3	Pranay Morarka	459774	10.21	0	487831	10.84	0	0.63
4	S G Morarka	70900	1.57	0	70900	1.57	0	--
5	SudhirNevatia	300	0.00	0	300	0.00	0	--
	Total	2814891	62.52	0	2857162	63.46	0	0.94



iii. CHANGE IN PROMOTERS' SHAREHOLDING (PLEASE SPECIFY, IF THERE IS NO CHANGE):

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Shri G. R. Morarka (holding as at April 1, 2014 - 76086)				
	Increase/ (Decrease) in holding				
	01/04/2014 - Market Purchase	700	0.015	2815591	62.54
	10/04/2014 - Market Purchase	1326	0.029	2816917	62.57
	11/04/2014 - Market Purchase	100	0.002	2817017	62.57
	22/04/2014 - Short Delivery - Auction	(1326)	(0.029)	2815691	62.54
	04/06/2014 - Market Purchase	480	0.010	2816171	62.55
	27/06/2014 - Market Purchase	5	0.00	2816176	62.55
	18/08/2014 - Market Purchase	5524	0.122	2821700	62.88
	19/08/2014 - Market Purchase	2488	0.055	2824188	62.73
	20/08/2014 - Market Purchase	1970	0.043	2826158	62.77
	21/08/2014 - Market Purchase	2049	0.045	2828207	62.82
	22/08/2014 - Market Purchase	798	0.017	2829005	62.83
	26/08/2014 - Market Purchase	100	0.002	2829105	62.84
2	Shri Pranay Morarka (holding as at April 1, 2014 - 459774)				
	Increase/ (Decrease) in holding				
	28/08/2014 - Market Purchase	3100	0.068	2832205	62.91
	01/09/2014 - Market Purchase	32	0.000	2832237	62.91
	02/09/2014 - Market Purchase	250	0.005	2832487	62.91
	03/09/2014 - Market Purchase	100	0.002	2832587	62.92
	05/09/2014 - Short Delivery - Auction	(150)	(0.003)	2832437	62.92
	16/09/2014 - Market Purchase	6000	0.133	2838437	63.04
	19/09/2014 - Market Purchase	5600	0.124	2844037	63.17
	09/10/2014 - Market Purchase	2400	0.053	2846437	63.22
	10/10/2014 - Market Purchase	7850	0.174	2854287	63.40
	27/11/2014 - Market Purchase	1375	0.030	2855662	63.43
	15/12/2014 - Market Purchase	600	0.013	2856262	63.44
	22/12/2014 - Market Purchase	900	0.019	2857162	63.46
	At the End of the year	2857162	63.46	2857162	63.46

iv. SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS):

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	For each of the Top 10 Shareholders				
1	Satish Kumar Subbuh	2,26,000	5.02	2,26,000	5.02
2	Aarathi Srinivasan	1,10,000	2.44	1,10,000	2.44
3	Swati Maheshwari	64,305	1.43	64,305	1.43
4	Trupti Uday Merchant	38,000	0.84	38,000	0.84
5	Moon Hasmukhrai Kamdar	35,022	0.78	35,022	0.78
6	Velammal S	35,000	0.78	35,000	0.78
7	Duleray Ravichand Shah	33,540	0.75	17,000	0.37
8	Rama Duleray Shah	29,800	0.66	15,000	0.23
9	S Sujatha	25,000	0.56	25,000	0.56
10	Ugrabhai V Patel	21,025	0.47	21,025	0.47

30th ANNUAL REPORT 2014-15 MORARKA FINANCE LIMITED

v. SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Sl. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	For each of the Directors and KMP				
1	G R Morarka	76086	1.69	90300	2.01
2	B J Maheshwari	5	0	5	0
3	S H Nevatia	300	0.00	300	0.00
4	Pranay G Morarka	459774	10.21	487831	10.84
5	Priyanka G Morarka	0	0	0	0
6	Vijay S Banka	5	0	5	0
7	L N Heda	4	0	4	0
8	Hemalkumar Shah	3	0	3	0

V INDEBTEDNESS:

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

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

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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

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

*Note : The company is not having any MD/WTD/Manager.



B. REMUNERATION TO OTHER DIRECTORS:

Sl. No.	Particulars of Remuneration	Name of Directors		Total Amount
		S. H. Nevatia	Priyanka Morarka	
1.	Independent Directors			
	Fee for attending board / committee meetings	2,500	2,500	5,000
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (1)	2,500	2,500	5,000
2.	Other Non-Executive Directors			
	Fee for attending board / committee meetings	-	-	-
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (2)	-	-	-
	Total (B)=(1+2)	5,000	5,000	10,000
	Total Managerial Remuneration	5,000	5,000	10,000
	Overall Ceiling as per the Act	Rs. 1,00,000 per meeting attended		

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	Gross salary	1,78,767	8,78,100	4,83,240	15,40,107
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	1,78,767	8,78,100	4,83,240	15,40,107

VII PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD /NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NONE				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	NONE				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	NONE				
Punishment					
Compounding					

30th ANNUAL REPORT 2014-15

MORARKA FINANCE LIMITED

STATEMENT PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 AND RULE 5 OF COMPANIES (APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.

ANNEXURE III

Disclosures on Remuneration

1. Ratio of Remuneration of each director to the median employees remuneration for the year:

Designation	Ratio
Chief Executive Officer	0.37
Chief Finance Officer	1.00
Company Secretary	1.82
Directors	--

Note: The company is not paying any commission to its directors. The company doesn't pay any remuneration to its directors.

2. Percentage increase in remuneration of each Director, CFO, CEO, CS or Manager, if any, in the FY- 2014-2015

Designation	Increase
Chief Executive Officer	--
Chief Finance Officer	8.05
Company Secretary	11.42
Directors	--

3. Percentage Increase in the median remuneration of employees in the financial year.

The percentage increase in the median remuneration of the employees in the financial year was 8.05%

4. The number of permanent employees on the rolls of the company :

As of March 31, 2015, the company having only five directors and three KMPs viz. CEO, CFO and CS.

5. Explanation on relationship between average increase in remuneration and the company's performance.

The remuneration for company's employees is governed by an elaborate and comprehensive Compensation Policy.

The Compensation Policy clearly lays down the principles for determining remuneration. The company's approach is to have a pay for performance culture based on the belief that the performance management system provides a sound basis for assessing performance holistically. The compensation system also takes into account factors like roles, skills, competencies, experience, seniority to differentiate pay appropriately on the basis of contribution, skill and availability of talent. Further, in line with the philosophy of prudent risk taking, remuneration is subject to adjustment against all types of risk.

The average increase in employee remuneration for the year has been 8.05%. The profit (PBT) as at March 31, 2015 was Rs (98753) as against Rs (2323717) as at March 31, 2014. The losses have gone down significantly from FY 2013-2014 to 2014-15.

6. Comparison of Remuneration of KMP against performance of the company :

For financial year 2014-2015, KMPs were paid Rs 1540107 as against which the PBT figure is Rs (98,753) in FY15 and Rs (2323717) in FY14.

7. Variations in the market capitalisation of the company, price earnings ratio as at the closing date of the current FY and the previous FY and percentage increase or decrease in market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer.

	March 31, 2015	March 31, 2014
Market Capitalisation in Rs	3,66,92,115	2,03,94,513
Price / Earnings Ratio		
Percentage Increase / Decrease in market quotations of the shares of the company in comparison to the rate at which the company came out with last public offer	(18.5)	(54.7)
Percentage Increase / Decrease in market quotations of the shares of the company in comparison to the rate at which the company came out with last public offer (annualised)	(1.68)	(5.47)



8. Average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentage increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The company is only having five directors and three KMPs and not having any non managerial staff and hence providing these comparative details are not applicable in case of the company.

9. Comparison of each remuneration of the Key Managerial Personnel against the performance of the company.

Particular	% of PBT
CEO	*
CFO	*
CS	*

* Since the Company has incurred losses, the comparison of each remuneration of the Key Managerial Personnel against the performance of the company is not feasible.

10. Key Parameters for any variable component of remuneration availed by the Directors

There is no any variable component of remuneration availed by the Directors.

11. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director: Not Applicable.

12. Affirmation that the remuneration is as per the remuneration policy of the company : Yes.

30th ANNUAL REPORT 2014-15

MORARKA FINANCE LIMITED

ANNEXURE IV FORM NO. MR - 3 SECRETARIAL AUDIT REPORT

FOR FINANCIAL YEAR ENDED ON MARCH 31, 2015

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

TO,

THE MEMBERS,
MORARKA FINANCE LIMITED
511-Maker Chambers V,
Nariman Point, Mumbai-400021

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Morarka Finance Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not applicable to the Company during the Audit period);
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on October 28, 2014 (Not applicable to the Company during the Audit period);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Audit period);
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during the Audit period); and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the Audit period);

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (Not notified hence not applicable to the Company during the Audit period).
- (ii) The Listing Agreement entered into by the Company with BSE Limited.



During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the other laws applicable to the Company.

We further report that:

- 1) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- 2) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- 3) Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

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

Place : Mumbai
Date : 29th May, 2015

For VKM & Associates
Practising Company Secretary

(Vijay Kumar Mishra)
Partner
FCS No. 5023
C P No.: 4279

30th ANNUAL REPORT 2014-15

MORARKA FINANCE LIMITED

REPORT ON CORPORATE GOVERNANCE

Introduction: Corporate Governance is the mechanism by which the values, principles, management policies and procedures of a corporation are made manifest in the real world. Corporate Governance contemplates fairness, transparency, accountability and responsibility in the functioning of the management and the board of companies. Corporate Governance represents moral framework, the ethical framework and the value framework under which an enterprise takes decisions.

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Your company has implemented and continuously tries to improve the Corporate Governance Practices which attempt to meet stakeholders' expectations' and company's commitment to society through high standards of ethics, sound business decisions, prudent financial management practices, professionalism in decision making and conducting the business and finally with strict compliance with regulatory guidelines on corporate governance.

"Transparency, honesty, efficiency, complete and timely disclosure and sustained enhancement of shareholders value, justice to vendors, employees and the society at large are the cardinal principles of Corporate Governance for your Company"

CLAUSE 49 OF THE LISTING AGREEMENT

Clause 49 of the Listing Agreement with the Stock Exchange sets up the norms and disclosures that are to be met by the Company on the Corporate Governance front. We confirm our compliance with Corporate Governance criteria, as required under the said clause, vide this report. Certificate of the Statutory Auditors of your company regarding compliance of the conditions of Corporate Governance as stipulated in the Clause 49 of the Listing Agreement with the Stock Exchange, is enclosed.

2. COMPOSITION OF BOARD OF DIRECTORS

As at 31st March, 2015, the Board of Directors comprised 5 Directors as under:

- All Directors are Independent Non-Executive Directors except Mr. G. R. Morarka, who is Promoter & Non-Executive Chairman & Ms Priyanka G. Morarka.
- Ms. Priyanka G. Morarka is daughter of Shri G. R. Morarka. Other Directors are not related to each other.
- Shri Pranay G. Morarka has been appointed as a Vice President (Chief Executive Officer) pursuant to the requirements section 203 of the Companies Act, 2013 being Key Managerial Personnel (KMP) of the company with effect from April 2014. He is a son of Shri G. R. Morarka.

During the year, 6 Board Meetings were held on: April 1, 2014; May 30, 2014; August 14, 2014; November 14, 2014; February 6, 2015 and March 23, 2015.

The details of attendance and other Directorships of the Directors comprising the Company's Board of Directors during the financial year 2014-2015 are as under:

Name of Director	Category	Attendance Board Meeting	Last AGM	Other Board Representation*	
				Directorships	Committees
Shri G. R. Morarka	Promoter, Chairman & Non-Executive Director	5	No	4	-
Shri S. H. Nevatia	Independent Non-Executive Director	1	No	-	-
Shri B. J. Maheshwari	Independent Non-Executive Director	6	Yes	3	1
Shri Vijay S Banka	Independent Non-Executive Director	6	Yes	2	2
Ms. Priyanka G. Morarka	Promoter Non-Executive Director	4	No	2	-

* In accordance with Clause 49, Memberships and Chairmanships of only Audit Committee and Stakeholders Relationships Committee of all Public Limited Companies (excluding Morarka Finance Limited) have been considered.

Separate Meeting of Independent Directors:

A meeting of independent directors of the company was held on March 5, 2015 and the same was attended by Mr. B. J. Maheshwari, Mr. Vijay S. Banka and Mr. S. H. Nevatia.

Details Of Remuneration and sitting fees [clause 49(VII)(C) of the listing agreement]: the details of remuneration to the executive directors and sitting fees and out of pocket expenses paid to independent directors for the year ended March 31, 2015 is as follows:



Particular	G. R. Morarka	B. J. Maheshwari	Vijay S. Banka	Priyanka Morarka	Sudhir Nevatia
Basic	-	-	-	-	-
Allowances	-	-	-	-	-
P F	-	-	-	-	-
Superannuation	-	-	-	-	-
Sitting fees and out of pocket expenses	-	-	-	2500	2500

Note: Shri B. J. Maheshwari and Shri V. S. Banka have relinquished sitting fees payable to them for attending Board and committee meetings.

3. COMMITTEES OF BOARD

A. AUDIT COMMITTEE

Pursuant to Clause 49 II of the Listing Agreement and also pursuant to the provisions of section 177 Companies Act, 2013, the Committee was reconstituted on 26th September, 2000, to comprise two Independent Non-Executive Directors and one Promoter Non-Executive Director. Members of Audit Committee are eminent persons in their field. The Company Secretary acts as the secretary to the Committee.

Terms of Reference: The Audit Committee reviews and reports to the Board on the following:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
 - b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit findings
 - e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions
 - g. Qualifications in the draft audit report
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

30th ANNUAL REPORT 2014-15 MORARKA FINANCE LIMITED

17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The Committee also reviews the observations of the Internal and Statutory Auditors, along with the comments and action taken thereon by the Management and invites senior executives to its Meetings as necessary.

During the year, 4 Audit Committee Meetings were held on : May 30, 2014, August 14, 2014, November 14, 2014, February 06, 2015.

The composition and details of attendance of the Audit Committee are as under:

		Status	No. of Meetings Attended
Mr. G.R. Morarka	Non Executive	Member	1
Mr. S.H. Nevatia	Non Executive	Member	2
Mr. B.J. Maheshwari	Non Executive	Chairman	4
Mr. Vijay S Banka	Non Executive	Member	3

B. NOMINATION & REMUNERTION COMMITTEE

The Board of Directors of the Company at their meeting held on 4th March, 2003, constituted a remuneration committee of Directors, to comprise two Independent Non-Executive Directors as members and one Promoter Non-Executive Director as chairman. The committee is re-constituted / renamed as a Nomination and Remuneration Committee pursuant to the requirements of section 178(1) of the Companies Act, 2013. The Company Secretary acts as the secretary to the Committee. During the year, there are no any meeting of Nomination and Remuneration Committee taken place.

The Nomination & Remuneration Committee is required to be constituted for deciding the terms and conditions of appointment, remuneration and related matters of Managerial Personnel such as Managing Director, Executive Director & Directors etc.

The composition and name of members of the Nomination and Remuneration Committee are as under:

1.	Shri V. S. Banka	Non-executive Promoter Director (Member)
2.	Shri S.H. Nevatia	Non-executive Independent Director (Member)
3.	Shri B.J. Maheshwari	Non-executive Independent Director (Chairman)

The Chairman of the Remuneration Committee is to be elected by its members from amongst themselves.

Out of pocket expenses of Rs. 250 per meeting is payable to a member for attending meeting of the nomination and remuneration committee.

C. STAKEHOLDER'S RELATIONSHIP COMMITTEE

The Board has constituted a Stakeholder's Relationship Committee as a step to achieve the objectives of Corporate Governance, consisting of the following directors:

1.	Shri V. S. Banka	Non-executive Promoter Director
2.	Mrs. Priyanka Morarka	Non-executive Independent Director
3.	Shri B.J. Maheshwari	Non-executive Independent Director (Chairman of the Board)

The scope of Stakeholder's Relationship Committee is as follows:

1. To attend to investors grievances of all types of security holder's grievances.
2. To appoint Registrars and Share Transfer Agent.
3. To transfer, transmit, consolidate, issue duplicate share certificates, split share certificates, etc.
4. To attend to complaints of Security holders regarding non-receipt of Balance Sheet and non-receipt of Declared dividend etc.
5. To do all such acts, things, deeds as may be required to be done in the above regard.

Out of pocket expenses @ ₹ 250/- per meeting is payable to a member for attending the committee meeting.

The Stakeholder's Relationship Committee is also required to submit their reports / suggestions to the Board of Directors of the Company from time to time.

D. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

The company is not falling in the purview of criteria specified in section 135(1) of the Companies Act, 2013 and hence the requirements pertaining to section 135 of the Companies Act, 2013 is not applicable to the company.



Investor Services

Your Company has appointed M/s Universal Capital Securities Pvt.Ltd; as Registrar and Share Transfer Agent, which have adequate infrastructure and VSAT connectivity with both the depositories, which facilitate better and faster service to the investors.

4. GENERAL BODY MEETINGS

The details of the last three Annual General Meetings are as under:

Financial Year	Location	Date	Time
2011-12	Kilachand conference Room, Indian Merchants' Chambers Building Trust, IMC Building, IMC Marg, Churchgate, Mumbai – 400 020	28/09/2012	12.00 noon
2012-13	Kilachand conference Room, Indian Merchants' Chambers Building Trust, IMC Building, IMC Marg, Churchgate, Mumbai – 400 020	27/09/2013	12.00 noon
2013-14	Kilachand conference Room, Indian Merchants' Chambers Building Trust, IMC Building, IMC Marg, Churchgate, Mumbai – 400 020	29/09/2014	12.00 noon

SPECIAL RESOLUTIONS PASSED IN GENERAL MEETINGS DURING LAST 3 YEARS:

Date	Particulars
September 28, 2012	Alteration of article 134 of articles of association by way of increasing the sitting fees payable to directors.
September 29, 2014	Alteration of articles of association by adoption of new Articles in compliance of Companies Act, 2013. Approval for Related Party Transaction of leasing the office premises to Dwarikesh Sugar Ind Ltd

5. CODE OF BUSINESS CONDUCT AND ETHICS

In keeping with its proactive approach to achieve best governance standards, your company has laid down the Code of Business Conduct and Ethics pursuant to Clause 49 of the Listing Agreement. The code has been posted on the website of the company.

6. DISCLOSURES

- The Compliance Reports of all laws applicable to the Company are periodically reviewed by the Board.
- The Company has complied with all requirements of the Listing Agreement with the Stock Exchange as well as the Regulations and Guidelines prescribed by SEBI and statutory authorities related to the capital market, during the last three years. There were no penalties or strictures imposed on the Company by any statutory authorities for non-compliance on any matter related to capital markets, during the last three years.
- Disclosure of Related party transactions
All related party transactions have been entered into in the Ordinary course of business and were placed periodically before the Audit Committee and the Board. All transactions with the related parties or others are on an arm's length basis.
- Disclosure of Accounting Treatment
All Accounting Standards mandatorily required have been followed in preparation of financial statements and no deviation has been made in following the same.
- Risk Management:
The Company has in place mechanism to inform the Board Members about the Risk Assessment and Minimisation procedures and periodical reviews, to ensure that risk is controlled by the Executive Management through the means of a properly defined policy.
- Subsidiary Companies:
There are no subsidiary companies.
- **Disclosures regarding appointment or reappointment of Directors [Pursuant to clause 49 of the Listing Agreement with the Stock Exchange] :**

Given below are the brief resumes of the directors retiring by rotation and / or seeking appointment / re-appointment.

Ms Priyanka Morarka : aged 30 years has done her BMS and MBA. She is daughter of Shri G. R. Morarka and thus related to the director of the company. She has an excellent academic record and is presently engaged as Vice President (Corporate Affairs) in Dwarikesh Sugar Industries Limited ”.

30th ANNUAL REPORT 2014-15 MORARKA FINANCE LIMITED

MR G. R. Morarka : aged 53 years has done his ICWA Inter. A born entrepreneur with tremendous potentials and inner urge to lead the company. He is also Managing Director of Dwarikesh Sugar Ind Ltd who set up his massive sugar venture in just 14 months short span. He is father of Ms Priyanka Morarka and Pranay Morarka.

Details of Directors retiring by rotation seeking appointment / re- appointments

Particular	Ms. Priyanka Morarka	Shri Gautam Morarka
Date of Birth	June 11, 1985	January 1, 1962
Date of appointment	March 22, 2004	March 15, 1985
Qualification	BMS; MBA	ICWA Inter
Expertise in specific functional arena	Wide experience of finance, business and industry	Rich experience in arenas of finance, strategy, business and industry
Directorship held in other public companies	Dwarikesh Trading Company Limited.	Dwarikesh Trading Co. Ltd. Dwarikesh Informatics Ltd. Faridpur Sugars Ltd.
Committee membership or chairmanship across public companies	Nil	Nil
Shareholding	Nil	90300 Equity Shares
Relationship with Directors inter-se	Ms Priyanka Morarka is daughter of Promoter Director and Non Executive Chairman Shri G R Morarka.	Mr G R Morarka is a father of Priyanka Morarka

7. MEANS OF COMMUNICATION

The Company's quarterly results in the pro-forma prescribed by the Stock Exchanges pursuant to clause 41 of the Listing Agreement are approved and taken on record by the Board within the prescribed time frame, and sent forthwith to all Stock Exchanges on which the Company's shares are listed. These results are being published in leading newspapers - Free Press Journal in English & Navshakti in Marathi.

All the data related to quarterly financial results, shareholding pattern etc. has been posted on the Company's website: (www.morarkafinance.in). The Company's website also displays the official news releases.

Management discussion and Analysis report included in the Annual Report for the year.

8. GENERAL SHAREHOLDER INFORMATION:

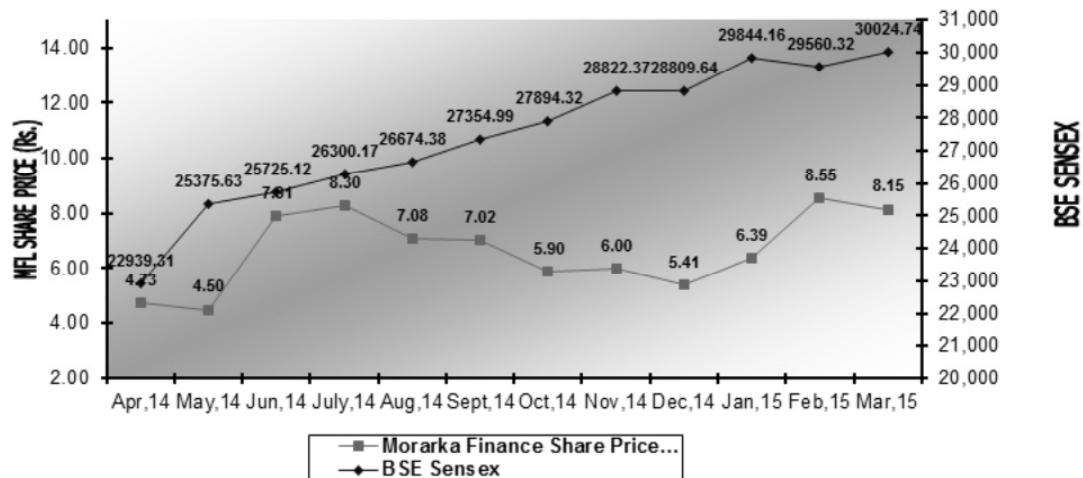
Annual General Meeting	30 th Annual General Meeting
Date, time and venue	Monday, 28 th September, 2015 at 12 noon at Indian Merchants' Chambers Building Trust, IMC Building, IMC Marg, Churchgate, Mumbai – 400 020.
Financial Calendar Particulars (April-March)	Date of Approval/publication
First Quarter Results	On or before 14 th August, 2015
Second Quarter Results	On or before 14 th November, 2015
Third Quarter Results	On or before 14 th February, 2016
Last Quarter Results	On or before 30 th May, 2016
Dates of Book Closure	Friday, 18 th September, 2015 to Monday, 28 th September, 2015 (both days inclusive).
Listing Details	BSE



The details of the Stock Exchanges on which the Company's shares are listed are as under:

Name	Address	Stock Code	
The Bombay Stock Exchange Ltd.	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001	511549	
International Securities Identification Number (ISIN)		INE 367A 01015	
Market Price Data - Bombay Stock Exchange			
Month	Highest (Rs.) Of the Month	Lowest (Rs.) Of the Month	Volume (No. of Shares)
April, 2014	4.73	4.31	5716
May, 2014	4.50	4.04	3150
June, 2014	7.91	4.67	4906
July, 2014	8.30	6.43	9217
August, 2014	7.08	6.11	16531
September, 2014	7.02	5.70	14965
October, 2014	5.90	5.70	10350
November, 2014	6.00	5.42	2664
December, 2014	5.41	4.60	4979
January, 2015	6.39	4.83	11407
February, 2015	8.55	5.88	6113
March, 2015	8.15	8.15	19

MORARKA FINANCE SHARE PRICE VIS A VIS BSE SENSEX



Registrar and Transfer Agents:

Universal Capital Securities Pvt.Ltd;

21, Shakil Niwas, Mahakali Caves Road

Andheri (East), Mumbai - 400 093.

➤ Share Transfer System

Effective November 29, 1999, the Company's shares are compulsorily traded in dematerialised form.

All share transfers and other share related issues are approved by a Director authorised by the Board; approvals are obtained at intervals not exceeding 15 days and during the last financial year, 4 Approvals were obtained.

The total number of shares in physical form transferred during the year under review was 1800.

30th ANNUAL REPORT 2014-15 MORARKA FINANCE LIMITED

➤ Distribution of Shareholding as on 31st March, 2015

No. of Shares			No of Shareholders	Percentage	No. of Shares	Percentage
Upto 500			1936	83.341	423525	9.407
501	-	1000	223	9.600	177421	3.941
1001	-	2000	80	3.444	127668	2.836
2001	-	3000	24	1.033	61668	1.370
3001	-	4000	15	0.646	51686	1.148
4001	-	5000	15	0.646	69906	1.553
5001	-	10000	10	0.430	61057	1.356
10001	And	Above	20	0.861	3529169	78.389
Total			2323	100.000	4502100	100.00

➤ Categories of Shareholders on 31st March, 2015

Category		No. of Shares of ₹ 10/- each	%
Promoters			
*	Indian	649331	14.42
*	Foreign	-	-
Persons Acting in Concert		2207831	49.04
Mutual Funds		-	-
Banks		-	-
Indian Institutional Investors		-	-
Foreign Institutional Investors		-	-
Private Corporate Bodies		31951	0.71
General Public		1603857	35.63
NRIs, OCBs		7392	0.16
Clearing Members		1738	0.04
Total		4502100	100.00

➤ Dematerialisation of Shares

The company was amongst the first few companies to sign an agreement with the National Securities Depository Limited for joining the Depository System. The company has also signed an agreement with the Central Depository Services (India) Limited. As intimated by SEBI, trading in the shares of the company is compulsorily to be in the dematerialised form for all the investors with effect from November 29, 1999. As on 31st March, 2015, 93.62% of the total shares of the Company have been dematerialised.

➤ Address for Correspondence

Corporate Secretarial Department

The Corporate Secretarial Department is located at the Company's Registered Office situated at 511, Maker Chambers - V, 221, Nariman Point, Mumbai - 400 021. Tel: 22832468; Fax: 22047288.

The shareholders may address their communications/grievances/ queries to Mr. Hemalkumar Shah, Company Secretary at the above mentioned address.

Results

Quarterly & Half-yearly results as published in the newspapers are made available to the Members on request.

Non-Mandatory Requirements (As per clause 49 of the Listing Agreement):

Adoption of non-mandatory requirements of clause 49 of the Listing Agreement is being reviewed by the Board from time to time.

On behalf of the Board of Directors

Place: Mumbai
Dated: 29.05.2015

B.J. Maheshwari
Director



To,

**The Board of Directors,
Morarka Finance Limited**

Re: Financial Statements for the year ended on 31st March, 2015

Dear Sirs,

We, G.R. Morarka Chairman and L.N. Heda, CFO of Morarka Finance Limited, on the basis of the review of the financial statements and the cash flow statement for the financial year ending 31st March, 2015 and to the best of our knowledge and belief, hereby clarify that:

- (a) We have reviewed financial statements and the cash flow statement for the year and that to the best of their knowledge and belief:
- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of their knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- (d) we 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.
- (e) **We further declare that all the Board Of Directors and senior managerial personnel have affirmed compliance with code of conduct and ethics of the company for the current year.**

For Morarka Finance Limited

Place: Mumbai
Date: 29.05.2015

G.R. Morarka
Chairman

L.N. Heda
C.F.O.

AUDITORS' REPORT ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To,
The Shareholders of Morarka Finance Limited

Dear Sirs,

We have examined the compliance of conditions of Corporate Governance by M/s. Morarka Finance Limited for the year ended on 31st March, 2015 as stipulated in Clause 49 of the Listing Agreement entered into with the Stock Exchange.

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 Corporate Governance. It is neither an Audit nor an expression of opinion on the financial statements of the Company.

To our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied in all material respects with the conditions of Corporate Governance as stipulated to the above-mentioned Listing Agreement.

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

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

FOR D. P. AGARWAL & CO.
CHARTERED ACCOUNTANTS

Place: Mumbai
Date : May 29, 2015

D P AGARWAL
PROPRIETOR
Membership No:35500

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF MORARKA FINANCE LIMITED

Report on the financial statements

We have audited the accompanying financial statements of Morarka Finance Limited which comprise the Balance Sheet as at March 31, 2015, and the Statement of Profit and Loss and Cash Flow Statement for the year ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub section (3C) of section 211 of the Companies Act, 1956 read with the General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013 and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of internal control of the company. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- (b) in the case of the Profit and Loss Account, of the loss of the company for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2015 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.



- (e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For D P Agarwal and Co.
Chartered Accountants
Firm Registration Number 100068W

D. P. Agarwal
(Proprietor)
Membership No 35500

Place : Mumbai
Date : 29th May, 2015

30th ANNUAL REPORT 2014-15

MORARKA FINANCE LIMITED

ANNEXURE TO THE AUDITORS' REPORT

(Referred to in Paragraph 1 under section (Report on Other Legal and Regulatory Requirements, of our report of even date)

- 1.1. The company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
- 1.2. All the fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.
- 2.1. The inventories have been physically verified at reasonable intervals by the management.
- 2.2. In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and thenature of its business.
- 2.3. In our opinion and according to the information and explanations given to us, the Company is maintaining proper records of its inventories and no material discrepancies were noticed on such physical verification.
3. As informed to us, the company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act. Accordingly, the sub-clauses (a) and (b)are not applicable to the company.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business for the purchase of inventory, fixed assets and 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 control system.
5. According to the information and explanations given to us, the Company has not accepted any deposits in terms of directives issued by Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under.
6. We have broadly reviewed the books of account maintained by the Company pursuant sub-section (1) of Section 148 of the Companies Act, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained.
- 7.1 The company is generally regular in depositing undisputed statutory dues including provident fund, employees state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities and we have been informed that there are no arrears of outstanding statutory dues as at the last day of the financial year under audit for a period of more than six months from the date they became payable.
- 7.2 According to the information and explanations given to us, no undisputed amount is payable in respect of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess as at March 31, 2015,
- 7.3 In our opinion and according to the information and explanations given to us, amounts required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and Rules made thereunder have been transferred to such fund within time,
8. The Company has no accumulated losses at the end of the financial year under audit. The company has incurred cash losses during the financial year covered by audit and in the immediately preceding financial year.
9. According to the information and explanations given to us, the Company has not defaulted in repayment of dues to a financial institution or bank.
10. According to the information and explanations given to us, the Company has not given any guarantee for loans takenby others from banks or financial institutions, the terms and conditions whereof are prejudicial to the interest of the Company.
11. According to the information and explanations given to us, no term loans were obtained during the year under audit.
12. Based upon the audit procedures performed and according to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the year of our audit.

For D P Agarwal and Co.
Chartered Accountants
Firm Registration Number 100068W

Place : Mumbai
Date : 29th May, 2015

D. P. Agarwal
(Proprietor)
Membership No 35500



BALANCE SHEET AS AT 31ST MARCH, 2015

(Amount in ₹)

Particulars	Note No.	As at 31/03/2015	As at 31/03/2014
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share capital	1	45,021,000	45,021,000
(b) Reserves and surplus	2	45,290,395	45,665,885
(c) Money received against share warrants		-	-
		90,311,395	90,686,885
(2) Share application money pending allotment			
		-	-
(3) Non-Current Liabilities			
(a) Long-term borrowings		-	-
(b) Deferred tax liabilities (net)		-	-
(c) Other long term liabilities		-	-
(d) Long term provisions	3	354,279	312,172
		354,279	312,172
(4) Current Liabilities			
(a) Short-term borrowings	4	-	-
(b) Trade payables	5	28,693	31,132
(c) Other current liabilities	6	-	-
Current maturities of long term debts		-	-
Others		169,541	150,378
(d) Short-term provisions		-	-
		198,234	181,510
TOTAL		90,863,908	91,180,567
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets	7		
(i) Tangible assets		864,485	912,977
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
		864,485	912,977
(b) Non-current investments	8	86,080,865	86,080,615
(c) Long term loans and advances		-	-
(d) Other non-current assets		-	-
		86,945,350	86,993,592
(2) Current assets			
(a) Current investments		-	-
(b) Inventories	9	1,600,208	1,554,703
(c) Trade receivables		-	-
(d) Cash and bank balances	10	161,283	252,598
(e) Short-term loans and advances	11	99,508	45,378
(f) Other current assets		-	-
(g) Deferred tax assets (net)	12	2,057,559	2,334,296
		3,918,558	4,186,975
TOTAL		90,863,908	91,180,567

The notes from an integral part of these financial statements

As per our report of even date attached
FOR D.P. AGARWAL & CO.
Chartered Accountants

G.R.Morarka
Chairman

B.J.Maheshwari
Director

D P AGARWAL
PROPRIETOR
MEMBERSHIP NO. 35500
Firm Regn. No. 100068W
Place: Mumbai.
Dated: 29th May, 2015

V.S.Banka
Director

Place: Mumbai.
Dated: 29th May, 2015

ANNUAL REPORT 2014-15

MORARKA FINANCE LIMITED

PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

(Amount in ₹)

Particulars	Note No.	Year ended 31-03-2015	Year ended 31-03-2014
REVENUE:			
I. Revenue from operations (Gross)	13	462,053	9,975
II. Other income	14	1,635,303	1,119,093
III. Total Revenue (I +II)		2,097,356	1,129,069
EXPENSES:			
IV. Cost of materials consumed		-	-
Purchase of stock-in-trade		-	-
Changes in inventories of finished goods, work-in-progress and stock-in-trade	15	(45,505)	84,510
Employee benefit expenses	16	1,666,536	1,394,811
Finance cost	17	-	156,753
Depreciation and amortization expenses	18	48,492	51,685
Other expenses	19	526,586	1,765,027
Total Expenses		2,196,109	3,452,786
V. Profit before exceptional and extraordinary items and tax (III-IV)		(98,753)	(2,323,717)
VI. Exceptional items		-	-
VII. Profit before extraordinary items and tax (V - VI)		(98,753)	(2,323,717)
VIII. Extraordinary items		-	-
IX. Profit before tax (VII - VIII)		(98,753)	(2,323,717)
X. Tax expense:			
(1) Current tax			
Current year		-	-
Less: MAT credit entitlement		-	-
Add: Reversal of MAT credit entitlement		-	-
Previous year		-	-
(2) Deferred tax		276,737	(209,100)
XI. Profit/(Loss) for the period (IX-X)		(375,490)	(2,114,617)
XII. Earning per equity share:			
(1) Basic		(0.08)	(0.47)
(2) Diluted		(0.08)	(0.47)
Weighted average number of shares outstanding		4,502,100	4,502,100
Significant Accounting Policies & Notes to Accounts form an intergral part of these financial statements			

As per our report of even date attached
FOR D.P. AGARWAL & CO.
Chartered Accountants

G.R.Morarka
Chairman

B.J.Maheshwari
Director

D P AGARWAL
PROPRIETOR
MEMBERSHIP NO. 35500
Firm Regn. No. 100068W
Place: Mumbai.
Dated: 29th May, 2015

V.S.Banka
Director

Place: Mumbai.
Dated: 29th May, 2015



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

	2014-2015 (Rupees)	2013-2014 (Rupees)
A. CASH FLOW FROM OPERATING ACTIVITIES :		
NET PROFIT/(LOSS) BEFORE TAX	(98,752)	(2,323,717)
ITEMS		
ADJUSTMENTS FOR :		
DEPRECIATION	48,492	51,685
INVESTMENT INCOME	(102,761)	(133,558)
	<u>(54,269)</u>	<u>(81,873)</u>
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	(153,021)	(2,405,590)
ADJUSTMENTS FOR :		
TRADE AND OTHER RECEIVABLES	222,607	(22,748)
INVENTORIES	(45,505)	84,510
TRADE PAYABLES	58,831	35,214
DIRECT TAXES PAID	<u>(276,737)</u>	<u>0</u>
CASH GENERATED FROM OPERATIONS	(193,825)	(2,308,614)
NET CASH FLOW FROM OPERATING ACTIVITIES	(193,825)	(2,308,614)
B. CASH FLOW FROM INVESTING ACTIVITIES :		
PURCHASE OF INVESTMENTS/SALE OF INVESTMENT	(250)	5,030,000
INVESTMENT INCOME	102,761	133,558
NET CASH FLOW FROM INVESTING ACTIVITIES	102,511	5,163,558
C. CASH FLOW FROM FINANCING ACTIVITIES		
UNSECURED LOAN	0	(2,760,000)
NET INCREASE/DECREASE IN CASH AND CASH EQUIVALENTS(A-B+C)	(91,314)	94,944
CASH AND CASH EQUIVALENTS(OPENING BALANCE)	252,598	157,654
CASH AND CASH EQUIVALENTS(CLOSING BALANCE)	161,284	252,598

Notes :

1. Above statement has been prepared by the indirect method except in case of interest, dividend, purchase and sale of investments and taxes which have been considered on the basis of actual movement of cash and cash equivalents with corresponding adjustments in assets and liabilities investments and taxes which have been considered on the basis of actual movement of cash and cash equivalents with corresponding adjustments in assets and liabilities.
2. Previous year figures have been regrouped, wherever required.

As per our report of even date attached
FOR D.P. AGARWAL & CO.
Chartered Accountants

D P AGARWAL
PROPRIETOR
MEMBERSHIP NO. 35500
Firm Regn. No. 100068W
Place: Mumbai.
Dated: 29th May, 2015

G.R.Morarka
Chairman

B.J.Maheshwari
Director

V.S.Banka
Director

Place: Mumbai.
Dated: 29th May, 2015

ANNUAL REPORT 2014-15

MORARKA FINANCE LIMITED

STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES & PRACTICES

(Annexed to and forming part of financial statements for the year ended March 31, 2015)

1. SIGNIFICANT ACCOUNTING POLICIES:

a. **Basis of presentation**

These financial statements have been prepared on an accrual basis and under historical cost convention and in compliance, in all material aspects, with the applicable accounting principles in India, the applicable accounting standard notified under section 211(3C) and other relevant provisions of the Companies Act, 1956.

All the assets and liabilities have been classified as current or noncurrent as per company's normal operating cycle and other criteria set out in Schedule VI of the Companies Act, 1956. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalent, the company has recognized its operating cycle being period of 12 months.

b. **Fixed Assets**

(i) Fixed assets are valued at cost of acquisition.

(ii) Expenditure relating to existing fixed assets is added to the cost of the assets where it increases the performance/ life of the assets as assessed earlier.

c. **Inventories**

Inventories representing stock of shares, debentures etc. are valued at lower of cost or market price.

d. **Investments**

Long term investments are carried at cost after providing for any diminution in value, if such diminution is of permanent nature.

e. **Retirement Benefits**

Provision for leave encashment are determined and accrued on actual basis. Gratuity is accounted for on cash basis.

f. **Depreciation**

The Company provides for depreciation on fixed assets at the rates and in the manner specified in Schedule XIV of the Companies Act, 1956, on written down value method.

g. **Taxes on Income**

(i) Provision for income tax Rs.Nil is determined on the basis of the estimated taxable income of the current year in accordance with the Income Tax Act, 1961.

(ii) Deferred tax is recognized in respect of deferred tax assets (subject to the consideration of prudence) and to the extent there is virtual certainty that the asset will be realized in future and deferred tax liabilities on timing differences, being the difference between taxable income and accounting income that originate in one year and are capable of reversal in one or more subsequent years.

h. **Contingencies and events occurring after the Balance Sheet Date**

Accounting for contingencies (gains & losses) arising out of contractual obligations, are made only on the basis of mutual acceptances. Events occurring after the date of the Balance Sheet are considered up to the date of approval of the accounts by the Board, where material.

i. **Intangible Assets:**

i. Intangible Assets are recognized only where:

a) It is probable that the future economic benefits that are attributable to the asset will flow to the enterprise; and

b) The cost of the asset can be measured reliably.

ii. Intangible Assets are capitalized at cost of acquisition including any import duty and other taxes and any directly attributable expenditure on making the assets ready for its intended use.

iii. Amortization of Intangible Assets:

a) Intangible assets recognized are amortized over its best-estimated useful life, under a rebuttable presumption that the useful life of an intangible asset will not exceed ten years.

b) Where the expenditure incurred on intangible assets do not meet recognition criteria, it is recognized as an expense for the period.

j. **USE OF ESTIMATES:**

The preparation of financial statements requires the use of estimates and assumptions to be made that affect the reported amount of assets, liabilities and disclosure of contingent liabilities on the date of financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known / materialised.

k. **GOVERNMENT GRANTS:**

Grants relating to specific fixed assets are deducted from the original cost of specified assets.

l. **BORROWING COSTS:**

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are capitalized as part of cost of such assets. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale. All other borrowing costs are recognized as an expense in the period in which they are incurred.

m. **IMPAIRMENT:**

Where the recoverable amount of the fixed asset is lower than its carrying amount, a provision is made for the impairment loss. Post impairment, depreciation is provided for on the revised carrying value of the asset over its remaining useful life. The impairment loss recognized in prior accounting period is reversed if there is a favourable change in the estimate of recoverable amount.



NOTES TO THE FINANCIAL STATEMENTS

(Amount in ₹)

Note No.	Particulars	As at 31/03/2015	As at 31/03/2014
1	<u>SHARE CAPITAL</u>		
	AUTHORISED:		
	48,00,000 equity shares of ₹ 10 each	48,000,000	48,000,000
	1% 1,50,000 Redeemable non cumulative preference shares of ₹ 100 each	15,000,000	15,000,000
		63,000,000	63,000,000
	ISSUED, SUBSCRIBED AND PAID UP:		
	45,02,100 equity shares of ₹ 10 each fully paid up	45,021,000	45,021,000
	Total Share Capital	45,021,000	45,021,000
A	Reconciliation of number of shares outstanding at the beginning and at the end of the reporting period: There was no change in the paid up capital (Equity) of the company during the Financial Years 2013-2014 & 2014-15		
B	Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company:		
		March 31, 2015	March 31, 2014
	Equity Shares:-		
	Dwarikesh Trading Company Limited	2,207,831	2,207,831
		49.04%	49.04%
	Pranay Gautam Morarka	487,831	431,174
		10.84%	9.58%
	Satishkumar Subbiah	226,000	226,000
		5.02%	5.02%
C	Rights & restrictions attached to various shares are as under: Equity Shares:- The Company has one class of equity shares having a par value of ₹ 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.		
2	<u>RESERVES AND SURPLUS</u>		
a)	Capital redemption reserves*		
	As per last account	6,530,000	6,530,000
	Add: during the year	-	-
	Less: utilised during the year	-	-
		6,530,000	6,530,000
b)	Other reserves		
	General reserve		
	As per last account	2,102,454	2,102,454
	Add: during the year	-	-
	Less: utilised during the year	-	-
		2,102,454	2,102,454

ANNUAL REPORT 2014-15

MORARKA FINANCE LIMITED

NOTES TO THE FINANCIAL STATEMENTS

		(Amount in ₹)	
Note No.	Particulars	As at 31/03/2015	As at 31/03/2014
c) Surplus in Profit and Loss Account			
	As per last account	37,033,431	39,148,048
	Add: during the year	(375,490)	(2,114,617)
	Less: appropriations	-	-
	Dividend on equity/preference shares	-	-
	Transfer to general reserve	-	-
		36,657,941	37,033,431
	Total Reserves & Surplus	45,290,395	45,665,885
* Capital Redemption Reserve represents reserve created on account of:			
Redemption of 65,300 1% redeemable non cumulative preference shares of ₹ 100 each amounting to ₹ 65,30,000 in terms of section 80 of the Companies Act, 1956			
3	<u>LONG-TERM PROVISIONS</u>		
	Provision for employee benefits		
	Gratuity	282,087	246,580
	Leave encashment	72,192	65,592
	Total Long Term Provisions	354,279	312,172
4	<u>SHORT-TERM BORROWINGS</u>		
	Unsecured		
	Loan & advances from related parties		
	inter corporate deposits	-	-
	Total Short Term Borrowings	-	-
5	<u>TRADE PAYABLES</u>		
	Others	28,693	31,132
	Total Trade Payables	28,693	31,132
6	<u>OTHER CURRENT LIABILITIES</u>		
	Other payables		
	TDS liability	8,976	8,974
	Salary & wages payable	114,547	104,049
	Security/Retention money payable	-	-
	Others	46,018	37,355
	Total Other Current Liabilities	169,541	150,378



NOTES TO THE FINANCIAL STATEMENTS

7 FIXED ASSETS

PARTICULARS	Gross Block		DEPRECIATION				Net Block			
	As at 01-04-2014 ₹	Added during the year ₹	Disposals	As at 31/03/2015 ₹	Up to 01-04-2014 ₹	For the year ₹	Disposals	Up to 31-03-2015 ₹	As at 31-03-2014 ₹	As at 31-03-2015 ₹
i) Tangible Assets										
Buildings *	2,876,706	-	-	2,876,706	1,986,575	44,507	-	2,031,082	890,131	845,624
	(2,876,706)	-	-	(2,876,706)	(1,939,726)	(46,849)	-	(1,986,575)	(936,980)	(890,131)
Furniture and Fixtures	1,126,053	-	-	1,126,053	1,106,775	3,489	-	1,110,264	19,278	15,789
	(1,126,053)	-	-	(1,126,053)	(1,102,514)	(4,261)	-	(1,106,775)	(23,539)	(19,278)
Office equipment	79,227	-	-	79,227	75,659	496	-	76,155	3,568	3,072
	(79,227)	-	-	(79,227)	(75,084)	(575)	-	(75,659)	(4,143)	(3,568)
Total	4,081,986	-	-	4,081,986	3,169,009	48,492	-	3,217,501	912,977	864,485
ii) Intangible Assets										
	-	-	-	-	-	-	-	-	-	-
Grand Total	4,081,986	-	-	4,081,986	3,169,009	48,492	-	3,217,501	912,977	864,485
Previous Year	(4,081,986)	-	-	(4,081,986)	(3,117,324)	(51,685)	-	(3,169,009)	(912,977)	-

Note:-Figures in the brackets are for the previous year.

* Building represents value of office premises on ownership basis in a Co-operative society and includes cost of five shares of Rs. 50/- each aggregating to Rs.250/-

ANNUAL REPORT 2014-15

MORARKA FINANCE LIMITED

NOTES TO THE FINANCIAL STATEMENTS

(Amount in ₹)

Note No.	Particulars	As at 31/03/2015	As at 31/03/2014
8	<u>NON-CURRENT INVESTMENTS</u>		
1	Trade investments		
	Total Traded Investments		
2	Non trade investments		
	long term, unquoted investments valued at cost in associate companies		
a)	Investment in equity instruments		
	21,59,118 (previous year 21,59,118) equity shares of ₹ 10 each fully paid up in "Dwarikesh Sugar Industries Limited"	47,441,611	47,441,611
	extent of holding : 13.23% (previous year 13.23%)		
b)	Investment in equity instruments		
	12,582 (previous year 12,582) equity shares of ₹ 10 each fully paid up in 'Dwarikesh Trading company Limited'	326,553	326,553
	extent of holding : 4.11% (previous year 4.11%)		
	19,100 (previous year 19,100) equity shares of ₹ 4 each fully paid up in 'Ormerods (India) Private Limited'	242,450	242,450
	extent of holding : 18.40% (previous year 18.40%)		
	23,000 (previous year 23,000) equity shares of ₹ 10 each fully paid up in 'Dwarikesh Informatics Limited'	1	1
	extent of holding : 46% (previous year 46%)		
	10,000 (previous year 10,000) equity shares of ₹ 10 each fully paid up in 'Faridpur Sugars Limited'	100,000	100,000
	extent of holding : 20% (previous year 20%)		
c)	Investments in preference shares		
	3,00,000 (previous year 3,00,000) 8% Non redeemable cumulative preference shares of ₹ 100 each fully paid up in 'Dwarikesh Trading company Limited'	30,000,000	30,000,000
	extent of holding : 100% (previous year 100%)		
	4,500 (previous year 4,500) 12% redeemable cumulative preference shares of ₹ 100 each fully paid up in 'Dwarikesh Sugar Industries Limited'	450,000	450,000
	extent of holding : 4.09% (previous year 4.09%)		
	75,200 (previous year 75,200) 6% Non redeemable non cumulative preference shares of ₹ 100 each fully paid up in 'Dwarikesh Trading company Limited'	7,520,000	7,520,000
	extent of holding : 94% (previous year 94%)		
	250 (previous year Nil) Equity shares of ₹ 50 each fully paid up in 'Maker Chambers V Premises Co-op Society Ltd.'	250	-
	Total Non Trade Investments	38,639,254	38,639,004
	Total Non-Current Investments	86,080,865	86,080,615
	Aggregate amount of unquoted investments	38,639,254	38,639,004
	Aggregate amount of quoted investments	47,441,611	47,441,611
9	<u>INVENTORIES</u>		
	(At lower of cost or Market Value)		
	Stock of Securities	1,600,208	1,554,703
	Total Inventories	1,600,208	1,554,703
10	<u>CASH & BANK BALANCES</u>		
	Cash & Cash Equivalents		
	Balance with scheduled banks		
	Current accounts	74,141	168,635
	Cash on hand	87,142	83,964
	Total Cash & Cash Equivalents	161,283	252,598

* There are no amounts outstanding in respect of unpaid dividend for more than seven years to be transferred to Investor Education and Protection Fund.



NOTES TO THE FINANCIAL STATEMENTS

(Amount in ₹)

Note No.	Particulars	As at 31/03/2015	As at 31/03/2014
11	SHORT TERM LOANS & ADVANCES		
	unsecured, considered good		
a)	Loans & advances to related parties	-	-
b)	Others		
	Security Deposit	15,730	15,730
	Advance taxes & TDS	26,278	26,448
	Advances recoverable in cash or in kind or for value to be received	57,500	3,200
	Total Short Term Loans & Advances	99,508	45,378

12 DEFERRED TAX LIABILITIES (NET):

Particulars	AS AT 31-03-2015		AS AT 31-03-2014	
	Deferred Tax Asset	Deferred Tax Liability	Deferred Tax Asset	Deferred Tax Liability
	₹	₹	₹	₹
Difference between book depreciation and tax depreciation		(167,967)		(171,930)
Non payment of bonus, leave & gratuity	13,011		26,848	
Brought forward losses & depreciation	2,212,515		2,479,378	
Total	2,225,526	(167,967)	2,506,226	(171,930)
Total	2,057,559		2,334,296	

Deferred tax assets in respect of brought forward losses and depreciation have been recognized owing to virtual certainty of availability of future taxable income to realize such assets.

(Amount in ₹)

Note No.	Particulars	Year ended 31-03-2015	Year ended 31-03-2014
13	REVENUE FROM OPERATIONS		
	Sale of Securities	462,053	9,975
	Total Net Revenue From Operations	462,053	9,975
14	OTHER INCOME		
a)	Interest income	-	-
	(Tax deducted at source ₹ Nil previous year ₹ Nil)		
b)	Other non operating income	1,635,303	1,119,093
	Total Other Income	1,635,303	1,119,093
15	(INCREASE)/DECREASE IN STOCKS		
	Closing stock of shares & debentures	(1,600,208)	(1,554,703)
	Opening stock of shares & debentures	1,554,703	1,639,213
	NET (INCREASE)/DECREASE IN STOCK	(45,505)	84,510
	Total (Increase)/Decrease In Stocks	(45,505)	84,510
16	EMPLOYEE BENEFIT EXPENSES		
a)	Salary and wages		
	Salary and wages	1,592,107	1,307,840
	Bonus	32,238	-
	Leave encashment	6,600	15,692
	Gratuity	35,507	71,195
		1,666,452	1,394,727

ANNUAL REPORT 2014-15

MORARKA FINANCE LIMITED

NOTES TO THE FINANCIAL STATEMENTS

(Amount in ₹)

Note No.	Particulars	Year ended 31-03-2015	Year ended 31-03-2014
	b) Contribution to provident and other funds		
	Provident fund	84	84
		1,666,536	1,394,811
	c) Staff welfare expenses	-	-
	Total Employee Benefit Expenses	1,666,536	1,394,811
17	FINANCE COST		
	Other borrowing costs	-	156,753
	Total Finance Cost	-	156,753
18	DEPRECIATION AND AMORTIZATION EXPENSES		
	a) Depreciation		
	Depreciation of tangible assets	48,492	51,685
	Obsolescence	-	-
		48,492	51,685
	b) Amortization of intangible assets	-	-
	Total Depreciation and Amortization Expenses	48,492	51,685
19	OTHER EXPENSES		
	Rates and taxes*	12,904	(28,883)
	Travelling & conveyance	63,917	25,851
	Postage, telephone & telex	40,302	49,539
	Printing & stationery	36,104	21,052
	Repairs & maintenance - others	-	-
	Long Term Loss On Sale of Investments	-	1,400,000
	Payment to the auditors		
	Audit fees	40,000	30,000
	Taxation matters	-	-
	Reimbursement of expenses	-	-
	Miscellaneous expenses	333,359	267,469
	Total Other Expenses	526,586	1,765,027

20 RELATED PARTY DISCLOSURES AS REQUIRED BY ACCOUNTING STANDARD AS-18 FOR THE YEAR ENDED 31ST MARCH, 2015

a) Names of the related parties and description of relationship:

<p>i) Enterprises over which key management personnel are able to exercise significant influence</p>	<p>Associate companies -Dwarikesh Trading Company Limited -Dwarikesh Informatics Limited -Dwarikesh Agriculture Research Institute -Faridpur Sugars Limited</p>
<p>ii) Key Management Personnel</p>	<p>-Shri Gautam .R. Morarka Chairman -Shri B.J.Maheshwari Director -Miss Priyanka Gautam Morarka Director -Mr. Vijay S. Banka Director</p>
<p>iii) Relatives of Key Managerial Personnel Shri G.R. Morarka</p>	<p>-Smt. Smriti G. Morarka (Wife) -Ms. Priyanka G. Morarka (Daughter) -Shri Pranay G. Morarka (Son)</p>



NOTES TO THE FINANCIAL STATEMENTS

b) Details of Transactions

Sl. No.	Name of Related Party	Nature of Transaction	Volume of Transaction (₹)	Amount due to (₹)	Amount due from (₹)
1	Dwarikesh Trading Co. Ltd.	Inter Corporate Deposit Repaid	(Nil)	(Nil)	
		Inter Corporate Deposit Received	(Nil)	(Nil)	
		Interest Paid	1,32,687/-		
2	Faridpur Sugars Limited	Inter Corporate Deposit Repaid	(Nil)	(Nil)	
		Inter Corporate Deposit Received	(Nil)	(Nil)	
		Interest Paid	24,066/-		

21. a) Provision for income tax has not been made in these accounts since the Company does not have taxable income.
b) The Company does not have taxable wealth and hence no provision for wealth tax has been made in these accounts.
22. The Board of Directors are of the opinion that with respect to the disclosure of investments in shares and debentures held by the Company for trade as at 31st March, 2015 as required by Part I of Schedule VI to the Companies Act, 1956, in view of the number of scripts bought and sold being large, it is not practicable to disclose the same individually.
23. Pursuant to the Accounting Standard 22 relating to "Accounting for Taxes on Income", the Company has recognized net Deferred Tax Assets to the extent of **Rs.20, 57,559/-** for the year. The same has been recognized since the management is virtually certain of realizing the same in due course within the statutory time frame of allow ability of the unabsorbed losses / allowances under the Income Tax Act, 1961, particularly in view of the income arising from financing activities in the subsequent period.

24. EARNING PER SHARE:

In view of Accounting Standard 20 on "Earning per Share" issued by "The Institute of Chartered Accountants of India" and made mandatory w.e.f. 1st April, 2001, the following are the disclosures in respect of the calculation of earnings per share for the year ended 31st March, 2015.

Particulars		31/03/2015	31/03/2014
a) Numerator Profit / (loss) after tax	Rs.	(3,75,490)	(2,114,617)
b) Denominator	Nos.	4502100	4502100
Weighted average number of equity shares			
c) Earnings per Share (Basic & diluted) = Numerator / Denominator	Rs.	(0.08)	(0.47)

Contingent Liabilities in respect of :

PARTICULARS	Amount [Rs. In Crores]	
	2014-2015	2013-2014
a) In respect of show cause notice from SEBI under Regulation 8(3) of SEBI take over code regulation	0.0175	0.0175

25. RELATED PARTY DISCLOSURES:

A. Name of the related party and nature of relationship where control exists

- i. Associates
- Dwarikesh Sugar Industries Limited
 - Dwarikesh Trading Company Limited
 - Dwarikesh Informatics Limited
 - Faridpur Sugars Limited.

ii. Key Management Personnel:

Name	Designation
Shri G. R. Morarka	Chairman
Miss Priyanka G. Morarka	Director

ANNUAL REPORT 2014-15

MORARKA FINANCE LIMITED

NOTES TO THE FINANCIAL STATEMENTS

B. Transactions with related parties as per the books of account

		31 st March, 2015	
		Associates	Key Management Personnel
		Rs.	Rs.
1.	Lease Rent Received Dwarikesh Sugar Ind. Ltd.	15,31,350/-	
2.	Maximum amount Receivable at any time	4,34,370/-	

Related parties have been identified by the management. This has been relied upon by the auditors.

C. No amounts have been written off / back in respect of the aforesaid related parties.

26. Additional information pursuant to the provision of Part II of the Schedule VI to the Companies Act, 1956 is not applicable to the Company for the year.
27. There are no Small Scale and Ancillary Industrial Undertakings to which the Company owes any sum for a period exceeding thirty days.
28. There are no amounts due and outstanding to be transferred to Investor Education & Protection Fund as on 31st March, 2015
29. Schedule to Balance Sheet of a Non-Banking Financial Company as required in terms of para 13 of Non-banking financial (Non-deposit accepting or holding) companies prudential norms (Reserve Bank) Directors, 2007 issued by Reserve Bank of India is annexed.

Form AOC-1

Pursuant to the first proviso to sub-section (3) of section 129 of the Companies Act, 2013 read with rule 5 of Companies (Accounts) Rules, 2014.

STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF SUBSIDIARIES / ASSOCIATE COMPANIES PART –A : SUBSIDIARIES – NONE

PART –B : ASSOCIATES

Particulars	Dwarikesh Informatics Limited	Faridpur Sugars Limited
Latest audited balance sheet date	March 31, 2014	March 31, 2014
Share of associate held by group on the year end		
Nos.	23000	10000
Amount of investments in associates	230000	100000
Extent of holding	46%	20%
Description of how there is significance influence	Ownership of 20% or more of the voting power	Ownership of 20% or more of the voting power
Reason why associate is not consolidated	Ownership of less than 50% of voting power and no control over the board	Ownership of less than 50% of voting power and no control over the board
Networth attributable to shareholding as per latest audited balance sheet		
Profit / loss of the year	Rs. 2,80,198	Rs. 6,985
1. Considered in consolidation	0%	0%
2. Not Considered in consolidation	100%	100%

Notes:

- (1) For the purpose of preparation of consolidation financial statements, the group has considered unaudited financial statement.
- (2) Significant influence has been determined as per Accounting Standard 23 “Accounting for Investments in Associates in Consolidated Financial Statements” specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (3) Share of audited Networth based on share holding as on 31 March, 2014 of 46 % is Rs. 15,68,271
- (4) Share of audited Networth based on share holding as on 31 March, 2014 of 20 % is Rs. 1,08,866



(Additional disclosure as required in term of para 13 of Non- banking financial (Non-deposit accepting or holding) companies prudential norms (Reserve Bank) Directors, 2007 issued by Reserve Bank of India.

Particulars		(Rs. in lakhs)	
Liabilities side :			
(1)	Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid:	Amount out-standing	Amount overdue
	(a) Debentures Secured	-	
	Unsecured (Other than falling with meaning of public deposits*)		
	(b) Deferred Credits	-	
	(c) Term Loans	-	
	(d) Inter-corporate loans and borrowing	-	
	(e) Commercial Paper	-	
	(f) Public Deposits*	-	
	(g) Other Loans (specify nature)	-	
	* Please see Note 1 below		
(2)	Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid):		
	(a) In the form of Unsecured debentures	-	-
	(b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security		
	(c) Other public deposits		
Assets side :			
		Amount outstanding	
(3)	Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :		
	a) Secured		-
	b) Unsecured		-
(4)	Break up of Leased Assets and stock on hire and hypothecation loans counting towards EL/HP activities		
	(i) Lease assets including lease rentals under sundry debtors:		
	(a) Financial lease		-
	(b) Operating lease		-
	(ii) Stock on hire including hire charges under sundry debtors:		
	(a) Assets on hire		-
	(b) Repossessed Assets		-
	(iii) Hypothecation loans counting towards EL/HP activities		
	(a) Loans where assets have been repossessed		-
	(b) Loans other than (a) above		-

ANNUAL REPORT 2014-15
MORARKA FINANCE LIMITED

Particulars		(Rs. in lakhs)		
(5)	Break-up of Investments : <u>Current Investments :</u>			
	1. Quoted:			
	(i) Shares:	(a) Equity	-	
		(b) Preference	-	
	(ii) Debentures and Bonds		-	
	(iii) Units of mutual funds		-	
	(iv) Government Securities		-	
	(v) Others (Please specify)		-	
	2. Unquoted:			
	(i) Shares:	(a) Equity	-	
		(b) Preference	-	
	(ii) Debentures and Bonds		-	
	(iii) Units of mutual funds		-	
	(iv) Government Securities		-	
	(v) Others (Please specify)		-	
	<u>Long Term investments :</u>			
	1. Quoted:			
	(i) Shares:	(a) Equity	474.42	
		(b) Preference	-	
	(ii) Debentures and Bonds		-	
	(iii) Units of mutual funds		-	
	(iv) Government Securities		-	
	(v) Others (Please specify)		-	
	2. Unquoted:			
	(i) Shares:	(a) Equity	6.69	
		(b) Preference	379.70	
	(ii) Debentures and Bonds		-	
	(iii) Units of mutual funds		-	
	(iv) Government Securities		-	
	(v) Others (Please specify)		-	
(6)	Borrower group-wise classification of all leased assets, stock-on-hire and loans and advances : Please see Note 2 below			
	Category	Amount net of provisions		
		Secured	Unsecured	Total
	1. Related Parties **			
	(a) Subsidiaries	-	-	-
	(b) Companies in the same Group	-	-	-
	(c) Other related parties	-	-	-
	2. Other than related parties		-	-
	<i>Total</i>		-	-



(7) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):		
Please see note 3 below		(Rs.in lakhs)
Category	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)
1. Related Parties **		
(a) Subsidiaries	-	-
(b) Companies in the same Group	-	-
(c) Other related parties	-	
i) DTCL - Preference Shares	375.20	375.20
ii) DSIL - Preference Shares	4.50	4.50
iii) DTCL – Equity	3.27	3.27
iv) DIL – Equity	0.00	0.00
v) FSL – Equity	1.00	1.00
vi) DSIL Equity Shares	440.46	474.42
2. Other than related parties		
i) Ormerods India – Equity	2.42	2.42
<i>Total</i>	826.85	860.81

** As per Accounting Standard of ICAI (Please see Note 3)

(8) Other information		Amount
Particulars		
(i) Gross Non-Performing Assets		
(a) Related parties		-
(b) Other than related parties		-
(ii) Net Non-Performing Assets		
(a) Related parties		-
(b) Other than related parties		-
(iii) Assets acquired in satisfaction of debt		-

Notes:

- As defined in Paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
- Provisioning norms shall be applicable as prescribed in the Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998.
- All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up/fair value/NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in column (5) above

For D. P. AGARWAL & CO.
CHARTERED ACCOUNTANTS

D. P. AGARWAL
Proprietor
Membership No. 35500
Firm Regn No. 100068W

Place : Mumbai.
Dated : 29th May, 2015

G. R. MORARKA
Chairman

V. S. BANKA
Director

B. J. MAHESHWARI
Director

Place : Mumbai
Dated : 29th May, 2015



MORARKA FINANCE LIMITED

Regd. Office :511, Maker Chamber - V, 221, Nariman Point, Mumbai - 400 021

CIN : L67120MH1985PLC035632

ATTENDANCE SLIP

(TO BE SIGNED AND HANDED OVER AT THE ENTRANCE OF THE MEETING HALL)

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint shareholders may obtain additional Slip at the venue of the meeting.

DP Id*	
Client Id*	

Folio No.	
No. of Shares	

NAME AND ADDRESS OF THE SHAREHOLDER

I hereby record my presence at the **30th ANNUAL GENERAL MEETING** of the Company held on Monday, 28th September, 2015 at 12 noon at Kilachand conference Room, Indian Merchants' Chambers Building Trust, IMC Building, IMC Marg, Churchgate, Mumbai - 400020.

* Applicable for investors holding shares in electronic form.

Signature of Shareholder / proxy



MORARKA FINANCE LIMITED

PROXY FORM

CIN : L67120MH1985PLC035632

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014] Regd. Office : 511, Maker Chamber - V, 221, Nariman Point, Mumbai - 400 021.

Name of Member(s) Registered address		E-mail Id Folio No/ *Client Id *DP Id	
-----------------------------------------	--	---------------------------------------------	--

I/We, being the member(s) of _____ shares of Morarka Finance Limited, hereby appoint:

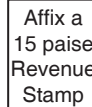
- 1) _____ of _____ having e-mail id or failing him _____ or failing him _____
- 2) _____ of _____ having e-mail id or failing him _____ or failing him _____
- 3) _____ of _____ having e-mail id or failing him _____

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **30th Annual General Meeting** of the Company, to be held on Monday, 28th September, 2015 at 12:00 a.m. at Kilachand conference Room, Indian Merchants' Chambers Building Trust, IMC Building, IMC Marg, Churchgate, Mumbai - 400020 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Resolutions No.		For	Against
1.	Adoption of financial statement for the year ended March 31, 2015		
2.	Re-appointment of Mr G. R. Morarka (DIN 00002078); who retires by rotation.		
3.	Re-appointment of Ms Priyanka G. Morarka (DIN 00001088); who retires by rotation.		
4.	Appointment of M/s. D.P. Agarwal & Co; Chartered Accountants, as auditors and fixing their remuneration		

Signed this _____ day of _____ 2015



Signature of shareholder

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- (2) A Proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- ** (4) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated

If undelivered, please return to :
MORARKA FINANCE LIMITED
511, Maker Chambers V,
221, Nariman Point,
Mumbai - 400 021.