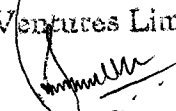


MORGAN VENTURES LIMITED

**26th ANNUAL REPORT
2012-2013**

Certified True Copy
For Morgan Ventures Limited


Company Secretary

MORGAN VENTURES LIMITED

CONTENTS

Sl. No.	Particulars	Page No.
1.	Company Information	1
2.	Notice	2
3.	Directors' Report	3
4.	Management Discussion and Analysis Report	6
5.	Corporate Governance and Shareholder Information	8
6.	Auditors' Certificate	15
7.	Auditors' Report	16
8.	Balance Sheet	21
9.	Profit and Loss Account	22
10.	Notes forming part of Balance Sheet & Profit & Loss Account	23
11.	Auditor's Report on Consolidated Financial Statement	33
12.	Consolidated Balance Sheet	35
13.	Consolidated Profit & Loss Account	36
14.	Notes Forming Part of Consolidated Balance Sheet & Profit & Loss Account	37
15.	Attendance Slip	47

MORGAN VENTURES LIMITED

BOARD OF DIRECTORS

Mr. S. C. Goyal	Chairman
Mrs Meera Goyal	Managing Director
Mr. M. K. Doogar	Director
Mr. P. K. Gupta	Director
Mr. R. K. Pandey	Director

COMPANY SECRETARY

Mr. Shahzeb Khan

AUDITORS

K. K. Jain & Co.
Chartered Accountants,
184A, Garud Apartments, Pocket-IV,
Mayur Vihar Phase-1, Delhi-110091

REGISTERED OFFICE

53, Friends Colony (East)
New Delhi - 110 065

CORPORATE OFFICE

A-38, 1st Floor, Mohan Co-operative Industrial Estate
Main Mathura Road, New Delhi-110044
Web-site: www.morganventures.net
E-mail: morgan@morganventures.net

BANKERS

HDFC Bank Limited, K.G. Marg, New Delhi
ICICI Bank Limited, K.G. Marg, New Delhi

REGISTRAR & SHARE TRANSFER AGENTS

M/s Skyline Financial Services Pvt. Ltd.
D-153 A, 1st Floor Okhla Industrial Area, Phase - I
New Delhi-110 020

MORGAN VENTURES LIMITED

NOTICE

NOTICE is hereby given that the Twenty Sixth Annual General Meeting of the members of Morgan Ventures Limited will be held on Tuesday, the 31st day of December, 2013 at 10.00 A.M at the Registered Office of the Company at 53, Friends Colony(East), New Delhi-110065 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 30th June, 2013 and Profit & Loss Account for the year ended on that date together with report of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. S.C. Goyal, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. R.K. Pandey, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Auditors of the Company to hold office until the conclusion of the next Annual General Meeting on remuneration plus out of pocket expenses in connection with the Company's audit to be fixed by the Board of Directors.

**By order of the Board of Directors
For Morgan Ventures Limited**

**Place: New Delhi
Date: 14/11/2013**

**Shahzeb Khan
Company Secretary**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE MEETING.
2. Member/ Proxy holder must bring the Attendance Slip to the meeting and hand it over at the entrance after duly signing the same.
3. Members are requested to bring copies of Annual Report at the meeting as a measure of economy.
4. The Register of members and Share Transfer Books of the Company shall remain closed from Friday the 27th December, 2013, Tuesday the 31st December, 2013 (both days inclusive).
5. Members desiring any information on the accounts of the Company and its operation may write to the Company at its Registered Office at least 7 days before the meeting so that the desired information may be conveniently provided at the meeting.
6. Corporate members intending to send their authorized representative are requested to send a duly certified copy of the Board resolution authorizing their representative to attend and vote at the Annual General Meeting.
7. **Appointment of Directors:** A brief profile of Directors seeking re-appointment at the Annual General Meeting is given in the Corporate Governance section of the Annual Report.
8. **No gift/coupon will be distributed at Annual General Meeting.**

**Certified True Copy
For Morgan Ventures Limited**

Company Secretary

MORGAN VENTURES LIMITED

DIRECTORS' REPORT

To The Members of Morgan Ventures Limited

Your Directors are pleased to present the 26th Annual Report and audited accounts for the financial year ended June 30, 2013.

FINANCIAL RESULTS

PARTICULARS	(Rs. In Lakhs)	
	FOR THE YEAR ENDED 30.06.2013	PREVIOUS YEAR ENDED 30.06.2012
Gross Income	409.37	398.67
Profit before Depreciation & Tax	51.84	241.50
Less: Depreciation	107.48	108.89
Profit before Tax	(55.63)	132.61
Less: Income Tax	-	26.42
Add: Deferred Tax	34.51	35.80
Profit after tax	(21.12)	141.99

OPERATIONS

The performance of your Company during the year under review has been satisfactory. The total income of the Company for the period under review was Rs 409.37 lakhs as against Rs. 398.67 lakhs in the last year and the net profit/ (Loss) for the period under review was (Rs. 21.12 Lacs) as against profit of Rs. 141.99 Lacs in the Last Year.

MATERIAL CHANGES

A. Passing resolution through Postal Ballot:

The Board of Directors of the Company has proposed an ordinary resolution pursuant to section 293 (1) (a) to the members of the Company as on 18th July, 2013 by way of postal ballot for sale/dispose of windmills business/division of the Company which was passed by the members with requisite majority. The result of postal ballot has been declared by the Company as on 02nd September, 2013.

DIVIDEND

With a view to conserve the resources to meet the fund requirement of the Company, your directors express their inability to recommend dividend for the year under report.

FORFEITURE OF SHARES

The Board of Directors of the Company forfeit 101300 Shares its meeting held on 29th August, 2012 after complying with requisite formalities for non- payment of allotment money of Rs.5/- for each shares.

MORGAN VENTURES LIMITED

Individual notice intimating forfeitures of shares have been given to the shareholders whose shares were forfeited.

DIRECTORS

Mr. S.C. Goyal and Mr. R.K. Pandey, Directors of the Company retire by rotation and being eligible offer themselves for re-appointment. The Board recommends their appointment at ensuing Annual General Meeting.

PUBLIC DEPOSITS

The Company has not accepted, invited or renewed any public deposits during the period under review. The Company has no deposit, which is due or unclaimed at the end of the year.

AUDITORS

The Statutory Auditors M/s K. K. Jain & Co., Chartered Accountants, New Delhi retires at the conclusion of ensuing Annual General Meeting and are eligible for re-appointment. The Company has received a letter from them to the effect that their appointment, if made, would be in conformity within the limits prescribed under Section 224 (1-B) of the Companies Act, 1956 and also that they are not otherwise disqualified within the meaning of sub-section (3) of Section 226 of the Companies Act, 1956 for such appointment.

AUDITORS' REPORT

The notes to accounts referred to in the Auditor's Report are self-explanatory, Auditor's Remarks at point No. 1 of the Auditor's Report Dated 02.09.2013 have been explained at note No. 1 (d) of the notes to account of even date, which in the opinion of the Board of Directors, are explanatory in nature and may be treated as explanation furnished by them under Section 217 (3) of the Companies Act, 1956

COMPLIANCE WITH THE ACCOUNTING STANDARDS

The company prepares its accounts and other Financial Statements in accordance with the relevant Accounting Principles and also complies with the Accounting Standards issued by the Institute of Chartered Accountants of India.

SUBSIDIARIES

A Statement pursuant to Section 212 of the Companies Act, 1956 relating to subsidiary companies is attached to the Financial Statements of your Company. In terms of general Circular no. 2/11, Ministry of Corporate Affairs under section 212 (8) of the Companies Act, 1956, copies of the Balance Sheet, Report of Board of Directors and the Report of the Auditors of the subsidiary companies viz, Sattlej Real Estate Private Limited, Sattlej Infotech Private Limited and Sudama Technologies Private Limited have not been attached with the Balance Sheet of the Company. The Company will make available these documents and related detailed information upon request by any shareholder of the Company. As per requirement of the Listing Agreement and in accordance with the Accounting Standard 21 (AS-21) issued by the Institute of Chartered Accountants of India, Consolidated Financial Statement is attached to the Annual Accounts.

STOCK EXCHANGE LISTING

The Equity Shares of your Company are continued to be listed on Bombay Stock Exchange Limited, Mumbai (BSE). The Company confirms that the annual listing fee to Bombay Stock Exchange Ltd. has been paid and is up to date.

MORGAN VENTURES LIMITED

PARTICULARS OF EMPLOYEES

During the financial year under review, none of the Company's employees was in receipt of remuneration as prescribed under section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, and hence no particulars are required to be disclosed in this Report.

DIRECTORS RESPONSIBILITY STATEMENT

As per provision of Section 217(2AA) of the Companies Act, 1956 your Directors confirm as under:-

- I that in the preparation of annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- II that the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- III that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities; and
- IV that the Directors had prepared the annual accounts on a going concern basis.

CORPORATE GOVERNANCE

Your Company is committed to maintain the highest standards of Corporate Governance. Your Directors adhere to the requirements set out by the Securities and Exchange Board of India's Corporate Governance practices and have implemented all the stipulations prescribed.

A separate report each on corporate governance and management discussions and analysis is given elsewhere in the annual report are annexed hereto as part of Annual Report along with Auditors' Certificate on its due compliance.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

- a. **Conservation of Energy & Technology Absorption:** Since the Company is engaged in NBFC activities & generation of electricity by wind power in which no energy is consumed, information relating to conservation of energy and technology absorption are not applicable under section 217 (1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors).
- b. **Foreign Exchange Earnings and Outgo:** There was no Foreign Exchange earnings and outgo during the year under review.

APPRECIATION & ACKNOWLEDGEMENT

Your Directors appreciate the valuable co-operation extended by the Company's Bankers, monitoring agency & other Central and State Government departments, SEBI, RBI, Banks, TNEB (Tamil Nadu Electricity Board) and Clients for their continued support. Your Directors also express its deep gratitude for wholehearted and continuous support extended by the members who have always been a source of strength for the Company.

For and on behalf of Board of Directors

Place: New Delhi
Date: 14/11/2013

S. C. Goyal
Chairman

MORGAN VENTURES LIMITED

MANAGEMENT DISCUSSION & ANALYSIS REPORT

OPERATIONS

(a) Treasury Operations & Fund Based Activities

The Company in its treasury division is carrying activities relating to placement of funds with other Bodies Corporate by way of Inter Corporate Deposits/ Bill Discounting Facilities. During the year under review, Treasury operation of the Company remain non functional.

(b) Windmill Operation

Windmill operation is seasonal in nature and generation of power depends upon the velocity and density of wind in the area. Company's wind power projects consisting of 4.275 MW power generation capacity has been registered as CDM Project under United Nations Framework Convention on Climate Change (UNFCCC) eligible for earning carbon credit.

During the year under review, the Company has earned an income from sale of electricity from windmill operations amounting to Rs.409.34 lakhs as compared to Rs. 398.18 lakhs in the previous year.

(c) Investment Activities

During the year under review, investment activities of the Company remained non functional.

ADEQUACY OF INTERNAL CONTROL

Proper and adequate internal control systems are in place to ensure that all the business dealings are performed on sound business ethics and all assets are protected against loss of unauthorized use or disposition and that the transactions are authorized, recorded and properly reported.

The internal control system is designed to ensure that financial and other records are reliable for all purposes.

HUMAN RESOURCES

The Company regards its human resource as a valuable asset. The Company has a team driven work process with completely flat organization system. This not only help us nurture leaders but also give us capable and assured colleagues at all levels.

CORPORATE GOVERNANCE

The Company follows principle of effective Corporate Governance. The endeavor of the Company is not only to comply with regulatory requirements but also to practice Corporate Governance principles that lay emphasis on integrity, transparency and overall accountability.

The Company adheres to most of the recommendations made by the SEBI and incorporated by the Stock Exchanges in the Standard Listing Agreement.

OUTLOOK

Non-banking financial companies (NBFCs) form an integral part of the Indian financial system. NBFCs have evolved from being mere adjuncts to monetary and credit policy to active participation in the mainstream financial sector, establishing themselves as worthy complements to the banking industry. The Company would try to look for more opportunities in NBFC activities.

MORGAN VENTURES LIMITED

DISCLAIMER

Readers are cautioned that this discussion and analysis contains forward-looking statements that involve risks and uncertainties. When used in this discussion, the words "anticipate", "believe", "estimate", "intend", "will", and "expected" and other similar expressions as they relate to the Company or its business are intended to identify such forward looking statements. The Company undertakes no obligation to publicly update or revise any forward looking statements, whether as a result of performances or achievements and risks and opportunities could differ materially from those expressed or implied in such forward looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of their date. The following discussion and analysis should be read in conjunction with the Company's financial statements included and notes thereto.

MORGAN VENTURES LIMITED

REPORT ON CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The philosophy of the company on Corporate Governance envisages, *inter-alia*, attainment of the highest levels of accountability and equity in all its actions and enhancement of shareholders' value keeping in view the needs and interests of the stakeholders.

Your company believes that the Corporate Governance Code will enhance the growth of benefits to all the stakeholders. Your company has complied with the requirements of the Code of Corporate Governance as implemented by the regulatory authorities. The broad disclosures as required by the Stock Exchanges and Regulatory Authorities are given below:

BOARD OF DIRECTORS

The Board of Directors of the Company consists of 5 Directors, one of whom is Executive Director and four are Non-Executive Directors, the details of which are given below:

Names of Directors	Designation	Category
Mr. S. C. Goyal	Non-Executive Chairman	Promoter Non-Executive
Mrs. Meera Goyal	Managing Director	Promoter Executive
Mr. P. K. Gupta	Director	Independent Non-Executive
Mr. M. K. Doogar	Director	Independent Non-Executive
Mr. R. K. Pandey	Director	Independent Non-Executive

A. None of the non-executive Directors of the Company was paid any remuneration other than sitting fee for attending the Board/Committee meetings.

B. Board meetings

The Board meets at least once in every quarter. The meetings are generally held at the corporate office of the Company. The Notice and the Agenda for all meetings are delivered in advance to the Board members as a corporate practice.

C. Board Committees

Currently, the Board has two Committees viz. the Audit Committee and Shareholders / Investor's Grievances & Share Transfer Committee. The Board, from time to time, decides the terms of reference of the Committees. The Committee Meetings are held at regular intervals.

MORGAN VENTURES LIMITED

D. Number of Board Meetings, attendance at Board Meetings and previous Annual General Meeting

The Attendance of Directors in the Board Meeting/AGM is given below:

Name of Director	Board Meeting held during the Year: 4 Attendance at Board Meeting	Attended Last AGM held on 27.12.2012	No. of Other Directorship (Including Private Limited Company)	No. of Other Companies Board Committee	
				Member	Chairman/Chairperson
Mr. S. C. Goyal	4	No.	20	1	1
Mrs. Meera Goyal	4	Yes	17	-	-
Mr. P. K. Gupta	4	Yes	19	-	-
Mr. M. K. Doogar	4	No.	11	3	3
Mr. R. K. Pandey	4	NA	17	4	2

During the financial year ended 30th June, 2013 Four Board Meetings were held on 29.08.2012, 14.11.2012, 13.02.2013, and 15.05.2013.

BOARD COMMITTEES:

I. AUDIT COMMITTEE

The Company has Audit Committee comprising of three Directors who are Non-Executive and majority of them are independent Directors. The terms of reference stipulated by the Board to the Audit Committee covers area mentioned under clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956 besides other terms as may be referred to by the Board of Directors.

The Audit Committee met four times during the year. The representative of the Statutory Auditors is invited to the Audit Committee meetings. The details of attendance of the Members at the meetings are as under:-

Sl. No.	Name of the member	Position	Category	Attendance at Audit Committee Meetings
1.	Mr. P.K Gupta	Chairman	Non-Executive – Independent	4
2.	Mr. S.C. Goyal	Member	Non-Executive	4
3.	Mr. M.K. Doogar	Member	Non-Executive – Independent	4

Mr. Shahzeb Khan, Company Secretary of the Company acts as secretary to the Audit Committee.

II. SHARE TRANSFER CUM SHAREHOLDERS' GRIEVANCE COMMITTEE

The Board has delegated the powers of redressal of investors' grievances and complaints and share transfers to the share transfer cum Shareholders' Grievance Committee consisting of the following members:

Mr. S.C. Goyal	Non-Executive - Chairman
Mr. P. K Gupta	Non-Executive – Independent
Mr. Shahzeb Khan (Member Secretary)	

MORGAN VENTURES LIMITED

All share transfer work was completed by our share transfer agent within the statutory period. During the year, Company has not received any complaint.

DISCLOSURES

1. Save and except what has been disclosed under sub-item No. 6 of item P of notes to the Accounts, forming part of the Accounts of your Company for the year ended 30th June, 2013 there was no materially significant related party transaction, which may have potential conflicts with the interest of your Company at large.
2. Your Company has complied with all the requirements including the provisions of Clause 49 of the Listing Agreement with Stock Exchange as well as regulations and Guidelines of SEBI.
3. No penalty and strictures were imposed by the Stock Exchange, SEBI or any other statutory authority on any matter related to capital market non-compliance during the year.
4. All accounting standards, mandatorily required were followed in preparation of the financial statements and no deviation was made in compliance of the same.

INFORMATION SUPPLIED TO THE BOARD

The Board has complete access to all information with the Company, inter alia, the information as required under the revised clause 49 of the listing agreement is regularly provided to the Board as part of the agenda.

MEANS OF COMMUNICATION

The Un-Audited Quarterly Financial Results were sent to the Stock Exchanges immediately after Board approved them. The results of the Company are published in one English daily Newspaper "Pioneer" and one Regional Local Regional Hindi Newspaper "HariBhoomi".

The results were posted on the website of the Company at www.morganventures.net

III SUBSIDIARY COMPANIES

The Company has non-listed Indian subsidiary companies i.e. Satlej Real Estate Private Limited, Sudama Technologies Private Limited and Satlej Infotech Private Limited (Subsidiary of Satlej Real Estate Private Limited). None of these subsidiaries is material non-listed Indian subsidiary as per Listing Agreement. The minutes of the Board of Directors of all the subsidiary companies are placed before the Board of Directors of the Company.

IV COMPLIANCE

A certificate dated 14.11.2013 obtained from the Statutory Auditors is annexed with the Annual Report and forms part of this report on Corporate Governance.

REMUNERATION PAID TO DIRECTORS

Particular	Mrs. Meera Goyal, Managing Director
Gross Salary	Rs. 13,20,000.00
Outstanding Remuneration Payable	Rs. 1,20,000.00

None of the non-executive Directors of the Company was paid any remuneration other than sitting fee for attending the Board/Committee meetings.

MORGAN VENTURES LIMITED

GENERAL SHAREHOLDERS INFORMATION

i) GENERAL MEETINGS (AGMs, EGMs & Class Meetings)

Details of last three Annual General Meetings held, are given below:-

Financial Year	Date	Time	Venue
2011-12	27.12.2012	10.00 A.M.	53, Friends Colony (East), New Delhi – 110065
2009-10	28.12.2010	10.00 A.M.	53, Friends Colony (East), New Delhi-110065
2010-11	30.12.2011	10.00 A.M.	53, Friends Colony (East), New Delhi-110065

- a) No Special Resolution passed in the AGM held on 30.12.2012
- b) No Special Resolution passed in the AGMs held on 28.12.2011.
- c) No Special Resolution passed in the AGM held on 24.12.2010.
- d) No Special Resolution passed last year through postal ballot.
- e) No Special Resolution requiring postal ballot is proposed at this Annual General Meeting.

- ii) Date of forthcoming Annual General Meeting & Venue : 31st December, 2013
53, Friends Colony (East), New Delhi-110 065
- iii) Financial Calendar : 1st July to 30th June.
- iv) Period under review : 1st July, 2012 to 30th June, 2013
- v) Date of book closure : 27th December, 2013 to 31st December, 2013
- vi) Dividend payment date : NOT APPLICABLE
- vii) Listing on Stock Exchange :
The shares of the Company are listed at: -
BOMYAY STOCK EXCHANGE LTD.
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 023
- viii) Stock Code : 526237 (BSE)

ix) **Stock Market Data***: Monthly high & low values (in Rs.) at BSE of company's share are as follows:

Month	BSE Share Price (Rs.)		
	High	Low	Volume
July, 2012	4.20	2.81	1387
August, 2012	7.54	4.20	7676
September, 2012	7.48	6.78	10472
October, 2012	7.02	6.88	130
November, 2012	8.00	6.88	1380
December, 2012	8.25	8.00	290
January, 2013	7.83	7.07	1660
February, 2013	6.72	6.55	3393
March, 2013	-	-	-
April, 2013	-	-	-
May, 2013	6.55	6.09	101
June, 2013	6.20	2.95	65

* Source: www.bseindia.com

MORGAN VENTURES LIMITED

**x) Distribution Schedule of Shareholding as on 30th June, 2013
(On the Basis of Category)**

Category	No. of Shares held	% age to total Shares
Promoters/Associates	7404700	74.80
Mutual Funds	200000	2.00
Bodies Corporate	674298	6.81
Non-Resident Indians	48287	0.49
Directors' Relatives	10000	0.10
Individuals	1516145	15.31
H.U.F	45270	0.49
TOTAL	9898700	100.00

xi) Dematerialization of Shares and Share Transfer System:

Up to 30th June, 2013, 86.57 % of Equity Shares of the Company Stands dematerialized. The shares of the company are compulsorily traded in the Demat form. For physical transfers the valid share transfers are registered and dispatched to the shareholders within the prescribed time.

xii) Outstanding GDRs/ADRs/Warrants or any convertible Instruments Conversion date and likely impact on Equity: The Company has not issued any GDRs/ADRs/Warrants or any convertible instrument.

xiii) Address for Correspondance : A-38, 1st Floor, Mohan Co-operative
Industrial Estate, Main Mathura Road
New Delhi-110044
Phone: 011-26991470/72/73
Fax: 011-26991479/41628144

xiv) Registrar & Share Transfer Agent : M/s Skyline Financial Services (P) Ltd.
D-153A, 1st Floor, Okhla Industrial Area, Phase-1,
New Delhi-110020

xv) Re-appointment of Directors:

Two Non-Executive and Independent Directors are due for retirement by rotation at this Annual General Meeting and are eligible for re-appointment. The brief particulars of the Directors retiring by rotation are given below:

Name of Director	Sh. S.C. Goyal	Sh. R.K. Pandey
Date of Birth	26 th January, 1946	20 th January, 1940
Date of Appointment	05 th April, 2000	30 th Januray, 2009
Qualification	B.E., Master of Engineering, Massachusetts (USA)	M.Com, FCS, LL.B.
Expertise in specific functional area	Industrialist with diversified business experience.	Corporate Law Affairs.
List of Companies in which Directorships held	1. Goyal MG Gases Pvt. Ltd. 2. Goyal Udyog India Pvt. Ltd. 3. Peacock Chemicals Pvt. Ltd. 4. Poysha Oxygen Pvt. Ltd. 5. Gas Supply Company Pvt. Ltd. 6. PHD Chamber of Commerce and Industry 7. Indo Alusys Industries Ltd. 8. Morgan Ventures Ltd. 9. Poysha Power Project Pvt. Ltd. 10. Dhamwari Power Company Pvt. Ltd.	1. Precis Laboratories Pvt. Ltd. 2. British Health Product (India) Ltd. 3. PTC Industries Ltd. 4. Hunung Toys and Textiles Ltd. 5. Shree Rajasthan Syntex Ltd. 6. Welcure Drug and Pharma cetuticals Ltd. 7. Jindal Poly Films Limited. 8. A and M Publications Ltd. 9. Richo India Ltd.

MORGAN VENTURES LIMITED

	11. Hibra Power Pvt. Ltd. 12. Virgin Securities & Credits Pvt. Ltd. 13. Poysha Electric Supply Company Pvt. Ltd. 14. Morgan Securities & Credits Pvt. Ltd. 15. Morgan Finvest Pvt. Ltd. 16. Live- Live Buildcon Pvt. Ltd. 17. Kollam Gases Pvt. Ltd. 18. Poysha Leasing Pvt. Ltd. 19. Goyal Gases Pvt. Ltd. 20. Rugby Renergy Pvt. Ltd. 21. Poysha Communication Systems Pvt. Ltd.	10. Kamdhenu Ispat Ltd. 11. Morgan Ventures Ltd. 12. Sanghi Industries Ltd. 13. Jaypee Uttar Bharat Vikas Pvt. Ltd. 14. Kanpur Fertilizers & Cement Ltd. 15. Andhra Cement Ltd. 16. Steren Impex Pvt. Ltd. 17. Jaypee Development Corporation Ltd. 18. Jindal Poly Investment and Finance Co. Pvt. Ltd.
Chairman/Member of the Committees of the Board of Directors of the Company	1. Audit Committee Member 2. Share Transfer/ Investors Grievance Committee-Chairman 3. Stock Trading & Investment Committee-Chairman	
Chairman/Member of the Committees of Directors of other Companies		
a) Audit Committee	Nil	1. Kamdhenu Ispat Ltd.-Member 2. Welcure Drug and Pharmaceutical Ltd.- Chairman 3. Hanung Toys & Textiles Ltd.- Chairman
b) Shareholders/ Investors Grievance Committee	Nil	1. Welcure Drug and Pharmaceutical Ltd.- Member

DECLARATION BY MANAGING DIRECTOR

To The Members of Morgan Ventures Ltd.

I, Meera Goyal, Managing Director of the Company, hereby certify that the Board members and senior management have affirmed compliance with the rules of Code of Conduct for the financial year ended 30th June, 2013 pursuant to the requirement of the clause 49 of the listing agreement as amended.

For Morgan Ventures Ltd.

**Meera Goyal
Managing Director**

**Place: New Delhi
Date: 14/11/2013**

MORGAN VENTURES LIMITED

Statement pursuant to Section 212 of the Companies act, 1956 Related to Subsidiary Company			
S.No.	Particulars		
1	Name of the Subsidiary	Satlej Real Estate Pvt. Ltd.	Sudama Technologies Pvt. Ltd.
2	Financial year of the subsidiary ending on	31st March, 2013	31st March, 2013
3	Shares of the Subsidiary held by the Company on the above date		
	a. Number of shares	9,990	9,990
	b. Face value per share	Rs. 10	Rs. 10
	c. Extent of holding	99.90%	99.90%
4	The net aggregate amount of profit/(loss) of the subsidiary for the above financial year of the subsidiary so far as they concerns the members of the Company		
	a. Dealt with in the accounts of the Company for the financial year ended on June 30, 2012.	NA	NA
	b. Not dealt in the accounts of the Company for financial years ended June 30, 2012.	NA	NA
5	The net aggregate amount of profit/(loss) for previous year of the subsidiary since it became a subsidiary so far as they concern member of the Company		
	a. Dealt with in the accounts of the Company for the financial year ended on June 30, 2012.	NA	NA
	b. Not dealt in the accounts of the Company for financial years ended June30, 2012.	NA	NA
6	Changes in the holding Company's interest in the Subsidiary between the end of financial year of the subsidiary and the end of the holding Company's financial year	No Change	No Change
7	Material changes which have occurred between the end of the aforesaid financial year of the subsidiary and the end of the holding Company's financial year in respect of :	NA	NA
	a. the subsidiary's fixed assets		
	b. its investments		
	c. monies lent by the Subsidiary Company		
	d. the money borrowed by it for any purpose other than that of meeting current liabilities		

For and on behalf of Board of Directors
Morgan Ventures Limited

Place: New Delhi
Date: 02.09.2013

S. C. Goyal
Director
DIN: 00220575

Meera Goyal
Managing Director
DIN: 00062280

Shahzeb Khan
Company Secretary

MORGAN VENTURES LIMITED

Auditors' Certificate on Corporate Governance

**To The Members of
Morgan Ventures Ltd.**

We have reviewed the implementation of Corporate governance Procedure by Morgan Ventures Limited during the year ended June 30, 2013 as stipulated in clause 49 of the Listing Agreement with Stock Exchanges, with the relevant records and documents maintained by the Company, furnished to us for our review and the report on corporate Governance as approved by the Board of Directors.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to review of procedures and implementation thereof adopted by the company for ensuring the compliance of the condition of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

On the basis of our review and according to the information and explanation given to us, the conditions of Corporate Governance as stipulated in corporate Governance Clause of the Listing Agreement(s) with the Stock Exchanges have been substantially complied with by the company and no investor grievance(s) is /are pending for a period exceeding one month against the company as per the records maintained by the Investors Grievance Committee.

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

**For K.K. Jain & Co.
Chartered Accountants
FRN No. : 002465N**

**C.A. Simmi Jain
Partner
M. No. 86946**

**Place: New Delhi
Date: 14/11/2013**

MORGAN VENTURES LIMITED

AUDITORS' REPORT

TO THE BOARD OF DIRECTORS OF MORGAN VENTURES LIMITED

As required by the Non Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 1998 issued by the Reserve Bank of India in terms of section 45MA (1A) of the Reserve Bank of India Act, 1934, we report below on the matters specified in paragraph 3 of the said order.

1. The Company has been granted a Certificate of Registration by the Reserve Bank of India in terms of Section 45-1A of the Reserve Bank of India Act, 1934.
2. We have verified the minutes of the meeting of the Board of Directors of the Company wherein a resolution for non-acceptance of any public deposit has been passed.
3. As per the information and explanation given to us, the Company has not accepted any public deposits during the year under review.
4. As informed to us, the Company has furnished all the statements, information or particulars called for by the Reserve Bank of India.
5. In our opinion and to the best of our information and according to the explanations given to us, the company has complied with the prudential norms relating to income recognition, accounting standards, asset classification, and provision for bad and doubtful debts as applicable to it.

For K.K. Jain & Co.
Chartered Accountants
FRN No. : 002465N

C.A. Simmi Jain
Partner
M. No. 86946

Place: New Delhi
Date: 14/11/2013

MORGAN VENTURES LIMITED

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF MORGAN VENTURES LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of Morgan Ventures Limited, ("the Company") which comprise the Balance Sheet as at June 30, 2013, and the Statement of Profit and Loss and Cash Flow Statement for the year then 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 ("the Act"). 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. 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 qualified audit opinion.

Basis for Qualified Opinion

1. The company has provided for depreciation on old windmills at rates as per technical report and not as per rates prescribed in schedule XIV to the Companies Act, 1956. Consequent impact of such provision has not been determined.

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, **except for the effects of the matter described in the basis for qualified opinion paragraph**, 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 June 30, 2013;
- b) In the case of the Statement of Profit and Loss, of the loss for the year ended on that date; and

MORGAN VENTURES LIMITED

- 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

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow statement dealt with by this Report are in agreement with the books of account;
 - d) **Except for the possible effects of the matter described in the basis for qualified opinion paragraph,** In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
 - e) On the basis of written representations received from the directors as on June 30, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on June 30, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act,
 - f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

For K.K. Jain Co.
Chartered Accountants
Firm Regn.No.002465N

Simmi Jain
Partner
M. No. 86496

Place: New Delhi
Date : 02/09/2013

MORGAN VENTURES LIMITED

Annexure referred to in paragraph 2 of our Report of even date to the Members of Morgan Ventures Limited on the accounts for the year ended 30th June 2013.

1.
 - (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - (b) As explained to us, the fixed assets have been physically verified by the management during the year in a phased periodical manner, which in our opinion is reasonable having regard to the size of the company and nature of its assets. No material discrepancies between the book records and the physical inventory were noticed in respect of the assets physically verified.
 - (c) In our opinion, the company has not disposed of substantial part of fixed assets during the year and the going concern status of the company is not affected.
2.
 - (a) Inventories have been physically verified by the management at reasonable intervals during the year.
 - (b) In our opinion, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
 - (c) On the basis of our examination of records of inventory produced to us, in our opinion, the company has maintained proper records of inventories. There were no material discrepancies noticed on physical verification of inventory as compared to the book record.
3.
 - (a) The company has not granted any loan, secured or unsecured, to companies, firms or other parties listed in the register maintained u/s 301 of the Companies Act, 1956.
 - (b) The company has not taken any loan, secured or unsecured, from companies, firms or other parties listed in the register maintained u/s 301 of the Companies Act, 1956.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the company and the nature of its business with regard to purchase of inventory and fixed assets and for the sale of goods. During the course of our audit, no major weakness has been noticed in the internal control in respect of these areas.
5.
 - (a) According to the information and explanations given to us, all the transactions that need to be entered in the register required to be maintained under section 301 has been entered.
 - (b) In our opinion and according to the information and explanation given to us the transactions with parties with, whom transactions exceeding the value of Rupees five lacs have been entered into during the financial year, are at prices, which are reasonable, having regard to the prevailing market prices at the relevant time.
6. The company has not accepted any deposit from the public. Therefore, the provisions of Section 58A and 58AA of the Companies Act, 1956, and the Rules framed there under do not apply.
7. In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
8. The Central Government has prescribed for maintenance of cost records under section 209 (I)(d) of the Companies Act, 1956 in respect of power generation. These accounts and records have been made and maintained by the company.
9.
 - (i) Undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty Cess have been regularly deposited with the appropriate authorities.
 - (ii) According to the information and explanations given to us, no undisputed amounts payable

MORGAN VENTURES LIMITED

in respect of Income-Tax, Sales-Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess were outstanding at the year end for a period of more than six months from the date they become payable.

- (iii) According to the record of the company and information and explanation given to us, there were no disputed dues as on 30th June, 2013 in respect of Sales Tax, Income Tax, custom Duty, Wealth Tax, Service Tax, Excise Duty and Cess.
10. The company has no accumulated losses as at 30th June, 2013 nor has it incurred any cash losses in the current and immediately preceding financial year.
 11. Based on our audit procures and as per the, information and explanation given by the management we are of the opinion that the company has not default in repayment of dues to financial institutions, banks or debenture holders.
 12. According to the information and explanations given to us and based on the documents and records produced to us the company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
 13. The provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
 14. In our opinion, the company has maintained proper records and made timely entries therein, in respect of the transactions of dealing or trading in shares, securities, debentures and other investment made by the company.
 15. According to the information and explanation given to us, the company has not given any guarantee for loan taken by others from bank or financial institution.
 16. The company has not taken any term Joan during the year.
 17. According to the information and explanations given to us and on an overall examination of the Balance Sheet and Cash Flow Statement of the company, we report that no funds raised on short-term basis have been used for long-term.
 18. The company has not made any preferential allotment of shares to parties or companies covered in the register maintained under section 301 of the Companies Act, 1956, during the year.
 19. No secured debentures were issued by the company. Therefore, no securities have been created.
 20. The company has not raised any money by a public issue during the year.
 21. Based upon the audit procedures performed for the purpose of reporting true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the company has been noticed or repotted during the course of our audit.

For K.K. Jain & Co.
Chartered Accountants
FRN No. 002465N

Place: New Delhi
Date: 02/09/2013

C.A. Simmi Jain
Partner
M. No. 86496

MORGAN VENTURES LIMITED

MORGAN VENTURES LTD. Balance Sheet as at 30th June, 2013

(Amount in Rupees)

Particulars	Note No.	June 30,2013	June 30,2012
Equity and liabilities			
Shareholders' funds			
Share capital	3	98,987,000	99,488,500
Reserves and surplus	4	298,726,847	297,690,237
		<u>397,713,847</u>	<u>397,178,737</u>
Non-current liabilities			
Long-term borrowings	5	-	25,961,169
Deferred tax liabilities (net)	6	2,030,658	5,481,457
Other long-term liabilities	7	90,000,000	90,000,000
		<u>92,030,658</u>	<u>121,442,626</u>
Current liabilities			
Other current liabilities	8	928,892	13,848,112
Short-term provisions	9	21,805,890	2,642,999
		<u>22,734,782</u>	<u>16,491,111</u>
Total Equity & Liabilities		<u>512,479,287</u>	<u>535,112,474</u>
Assets			
Non-current assets			
Fixed assets			
Tangible assets	10	105,671,060	116,419,171
		<u>105,671,060</u>	<u>116,419,171</u>
Non-current investments	11	82,202,382	75,327,382
Long-term loans and advances	12	139,196,914	143,058,345
		<u>221,399,296</u>	<u>218,385,727</u>
Current assets			
Inventories		171,883,236	171,883,236
Trade receivables	13	9,069,435	25,516,797
Cash and cash equivalents	14	3,960,241	2,411,525
Short-term loans and advances	15	496,019	496,018
Other current assets		-	-
		<u>185,408,931</u>	<u>200,307,576</u>
Total Assets		<u>512,479,287</u>	<u>535,112,474</u>

Significant accounting policies

2

The notes referred to above form an integral part of these financial statements.

As per our report of even date

For and on behalf of the Board of Directors

For K.K. Jain & Co.

Chartered Accountants

FRN No. : 002465N

(Simmi Jain)

Partner

Membership No:- 86496

(Shahzeb Khan)

Company Secretary

(S.C. Goyal)

Director

DIN : 00220575

(Meera Goyal)

Managing Director

DIN : 00062280

Date : 02/09/2013

Place : New Delhi

MORGAN VENTURES LIMITED

MORGAN VENTURES LTD.

Statement of Profit & Loss for the Year ended 30th June, 2013

(Amount in Rupees)			
Particulars	Note No.	June 30,2013	June 30,2012
Revenue from operations			
Sales	16	40,934,648	39,818,817
Other income	17	2,654	48,147
Total revenue		40,937,302	39,866,964
Expenses			
Employee benefits expense	18	3,177,440	3,221,710
Finance costs	19	3,789,957	6,585,524
Depreciation and amortisation expense		10,748,111	10,889,444
Other expenses	20	28,785,482	5,908,874
Total expenses		46,500,990	26,605,552
Profit / (Loss) before tax		(5,563,688)	13,261,412
Tax expense:			
Current tax expense for current year		-	(2,642,999)
Deferred tax		3,450,799	3,580,348
		3,450,799	937,349
Profit /(loss) for the period		(2,112,889)	14,198,761
Adjustment relating to earlier years		2,642,999	4,192,554
Net Profit		530,110	18,391,315
Earning Per Share Basic and Diluted		(0.21)	1.42

Significant accounting policies 2
The notes referred to above form an integral part of these financial statements

As per our report of even date
For K.K. Jain & Co.
Chartered Accountants
FRN No. : 002465N

For and on behalf of the Board of Directors

(Simmi Jain)
Partner
Membership No:- 86496

(Shahzeb Khan)
Company Secretary

(S.C. Goyal)
Director
DIN : 00220575

(Meera Goyal)
Managing Director
DIN : 00062280

Date : 02/09/2013
Place : New Delhi

MORGAN VENTURES LIMITED

Notes to Financial Statements For the year ended 30th June, 2013

1. CORPORATE INFORMATION

Morgan Ventures Limited is a Public Limited company incorporated under the provisions of Companies Act, 1956. The Company is a Non – Banking Financial Company registered with Reserve Bank of India. Equity Shares of the Company is listed at Bombay Stock Exchange. The Company is also engaged in power generation from windmills.

2. STATEMENT OF ACCOUNTING POLICY

A. GENERAL:

The accounts have been prepared under the historical cost convention as a going concern basis and are in accordance with applicable accounting standards. Revenue is recognized and expenses are accounted for on accrual basis.

B. USE OF ESTIMATES

The preparation of the financial statements requires estimates and assumptions to be made that affect the reporting amount of assets and liabilities on the date of financial statements and the reporting amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/materialized.

C. FIXED ASSETS

Fixed Assets are valued at cost less accumulated depreciation.

D. DEPRECIATION

- (i) **PLANT & MACHINERY (OLD WIND MILL)** : At written down value method at the rates as per technical report.
- (ii) **PLANT & MACHINERY (NEW WIND MILL)**: At Straight line method as per rates prescribed in schedule XIV of Companies Act, 1956.
- (iii) **OTHER FIXED ASSETS**: On straight-line method at the rates prescribed under Schedule XIV of the Companies Act, 1956.

E. INVESTMENTS

All the Investments of the Company are Long term investment and the same are valued at cost.

F. PURCHASE OF PLANT

The Company had purchased five units of Jhalani Tools India Ltd. (in Liquidation) during Accounting year ended 30.06.2006 through Court Auction. The Company /management had no intention to run these units; therefore, these units were treated as a part of Stock in Trade in the financial statements with an intention to use them for trading purpose. At the end of Accounting year ended 30.06.2013, there is only one unit appearing as a part of Stock in trade in financial statements.

MORGAN VENTURES LIMITED

G. STOCK-IN-TRADE

Stock-in-Trade is valued lower of cost or net realizable value.

H. RECOGNITION OF INCOME

Revenue is recognized on accrual basis. Revenue on Sale of Electricity is recognized as per the Billing Cycle recommended by the TNEB for the particular Wind Farm.

I. TAXES ON INCOME

- a) Provision for Income tax is made in accordance with the Income tax Act-1961.
- b) Deferred Tax resulting from timing differences between the book and the tax profit is accounted for, at the current rate of tax, to the extent that the timing differences are expected to crystallize. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in the future; however where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognized only if there is a virtual certainty of realization of such assets. Deferred tax liabilities are reviewed as at each balance sheet date.

J. IMPAIRMENT OF ASSETS

Management periodically assesses using external and internal sources whether there is an indication that an asset may be impaired. In the opinion of the management no provision for the impairment of the Fixed Assets of the company is required to be made during the year as per AS-28 issued by the ICAI on "Impairment of assets".

K. EMPLOYEE BENEFITS

The Company is providing benefits to employees in accordance with relevant applicable Statutes on the subject.

L. DUES TO MICRO, SMALL AND MEDIUM ENTERPRISES

There are no dues to Micro, Small and Medium Enterprises.

M. BORROWING COSTS

Borrowing Cost that is attributable to the acquisition or construction of qualifying assets is capitalized as part of the cost of such assets. A qualifying asset is one that takes necessary substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

N. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the Financial Statements.

MORGAN VENTURES LIMITED

MORGAN VENTURES LTD.

Notes to the financial statements

Particulars	June 30, 2013	(Amount in Rupees) June 30, 2012
3 Share capital		
Authorised		
40000000 Equity shares of Rs.10 each	400,000,000	400,000,000
	<u>400,000,000</u>	<u>400,000,000</u>
Issued and Subscribed		
10000000 Equity shares of Rs.10/- each	<u>100,000,000</u>	<u>100,000,000</u>
Paid up Capital	98,987,000	100,000,000
9898700 Equity shares of Rs.10/- each		
(Forfeited 101300 equity shares @ 5/- each)		
Less : Call in arrear	-	(511,500)
	<u>98,987,000</u>	<u>99,488,500</u>

(a) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Description	As on 01.07.2012		As on 30.06.2013	
	No of shares	Amount, Rs	No of shares	Amount, Rs
No. of Shares fully paidup	9,797,000	97,970,000	9,898,700	98,987,000
No. of Shares partly paidup	102,300	511,500	-	-
Total	9,899,300	98,481,500	9,898,700	98,987,000

(b) The Equity shares of the company have rights and restrictions as prescribed under companies Act ' 1956.

(c) Details of shareholder holding more than 5% shares :

Name of shareholder	No of shares	% age	No of shares	% age
Equity shares with voting rights				
Poysha Oxygen Pvt. Ltd.	2,036,600	20.37%	2,036,600	20.37%
Gas supply Co. Pvt. Ltd.	1,490,000	14.90%	1,490,000	14.90%
Goyal Udyog (India) Pvt. Ltd.	1,475,000	14.75%	1,475,000	14.75%
Poysha Fincorp Pvt. Ltd.	1,000,000	10.00%	1,000,000	10.00%
Yield Securities & Credits Pvt. Ltd.	960,000	9.60%	960,000	9.60%

4 Reserves and surplus

Surplus in Statement of Profit & Loss ;		
Balance as at the beginning of the year	297,690,237	279,298,922
Share forfeited	506,500	-
Add: Profit / (Loss) for the year	530,110	18,391,315
Balance as at the end of the year	<u>298,726,847</u>	<u>297,690,237</u>

5 Long Term Borrowings

Secured		
Term loans (P.N.B.)	-	39,413,169
Less : Current Maturities of Long Term Debts	-	13,452,000
(See Note 8)		
	<u>-</u>	<u>25,961,169</u>

MORGAN VENTURES LIMITED

MORGAN VENTURES LTD.

Notes to the financial statements

Notes to the financial statements

Particulars	June 30, 2013	(Amount in Rupees) June 30, 2012			
6 Deferred tax liabilities					
- At the beginning	5,481,457	9,061,806			
- Addition during the year (Deferred tax assets)	3,450,799	3,580,349			
	<u>2,030,658</u>	<u>5,481,457</u>			
7 Other long-term liabilities					
- Advance Received from Customer	90,000,000	90,000,000			
	<u>90,000,000</u>	<u>90,000,000</u>			
8 Other Current Liabilities					
- Current Maturities of Long Term Debts	-	13,452,000			
- Expenses Payable	876,137	364,919			
- TDS Payable	52,755	31,193			
	<u>928,892</u>	<u>13,848,112</u>			
9 Short Term Provision					
Provision for Bad & Doubtful debts	21,805,890	-			
Provision for Tax	-	2,642,999			
	<u>21,805,890</u>	<u>2,642,999</u>			
10 Fixed Assets					
Tangible assets	105,671,060	116,419,171			
	<u>105,671,060</u>	<u>116,419,171</u>			
11 Non-current investments					
- Carried at cost					
Investment in Equity					
At Cost -Quoted					
	Face Value	Nos. of Shares	Amount	Nos. of Shares	Amount
Blue Coast Hotels & Resort Ltd.	10.00	287,561	24,685,045	287,561	24,685,045
Bhagwati Gases Ltd.	10.00	3,300	11,649	3,300	11,649
Fresenius kabi on cology Ltd.	1.00	100	6,406	100	6,406
U-Flex Ltd.	10.00	67	3,357	67	3,357
Lumax Automotive Systems	10.00	100	7,705	100	7,705
			24,714,162		24,714,162
Investment in Mutual Fund					
PNB Principal Dividend Yield Fund	10.00	6,128	88,420	6,128	88,420
Aggregate Value of Quoted Investment			24,802,582		24,802,582
Aggregate Mkt Value of Quoted Investment (Rs. 4,41,32,851)					
At Cost -Unquoted					
a) Investment in Associates					
- Morgan Securities & Credits Pvt Ltd.	10.00	270,000	2,700,000	270,000	2,700,000
- Peacock Chemicals Pvt. Ltd.	10.00	181,667	54,500,000	158,750	47,625,000
b) Investment in Subsidiary companies					
- Satej Real Estate Pvt. Ltd.	10.00	9,990	99,900	9,990	99,900
- Sudama Technologies Pvt. Ltd.	10.00	9,990	99,900	9,990	99,900
Aggregate Value of Unquoted Investment			57,399,800		50,524,800
			<u>82,202,382</u>		<u>75,327,382</u>

MORGAN VENTURES LIMITED

MORGAN VENTURES LTD.

Notes to the financial statements

Particulars	June 30, 2013	(Amount in Rupees) June 30, 2012
12 Long Term Loans & Advances		
- Security deposits	35,825	35,825
- Income Tax Recoverable	806,628	806,628
Unsecured, Considered good		
- Capital advances to related parties	50,049,319	70,678,369
- Others	88,305,142	71,537,523
	<u>139,196,914</u>	<u>143,058,345</u>
13 Trade Receivables		
Trade receivables outstanding for a period exceeding six months from the date they were due for payment	-	20,547,014
Unsecured, considered good	9,069,435	4,969,783
	<u>9,069,435</u>	<u>25,516,797</u>
14 Cash and cash equivalents		
(a) Balances with banks in current accounts		
HDFC Bank Ltd.	258,989	27,513
ICICI Bank Ltd.	3,012,436	1,556,170
Punjab National Bank - Escrow A/c	-	8,399
(b) Cash In hand	688,815	819,443
	<u>3,960,241</u>	<u>2,411,525</u>
15 Short Term Loans & Advances		
Unsecured, considered good		
Others	449,669	449,668
Prepaid expenses		
- Prepaid Expenses	46,350	46,350
	<u>46,350</u>	<u>46,350</u>
	<u>496,019</u>	<u>496,018</u>

MORGAN VENTURES LIMITED

MORGAN VENTURES LTD.

Notes to the financial statements

Particulars	June 30, 2013	(Amount in Rupees) June 30, 2012
16 Sales		
Sale of Electricity	40,934,648	39,818,817
Sale of Plant		
Increase / (Decrease) in Stock		
	<u>40,934,648</u>	<u>39,818,817</u>
17 Other Income		
Other non-operating income		
Profit on sales of Vehicle	-	47,644
Dividend Received	154	503
Others Misc. Income	2,500	-
	<u>2,654</u>	<u>48,147</u>
18 Employees Benefit Expenses		
Salaries & Wages	3,177,440	3,221,710
	<u>3,177,440</u>	<u>3,221,710</u>
19 Finance Expenses		
Interest expense on:		
- Interest on Long Term borrowing to Bank	3,766,355	6,416,818
- Other Financial Charges	23,602	168,706
	<u>3,789,957</u>	<u>6,585,524</u>
20 Other Expenses		
Repairs & Maintenance Plant & Machinery	3,081,977	2,576,046
Electricity Exps.	39,124	49,690
Office Maintenance	4,000	44,000
Insurance	148,481	154,206
Professional Exps	2,671,915	1,898,312
Advertisement & Business Promotion	71,691	49,144
Rates & Taxes	5,196	7,950
Travelling & Conveyance	142,390	135,105
Postage & Telegram	105,835	96,917
Communication Exps.	29,892	41,945
Printing & Stationary	35,836	64,501
Director Sitting Fee	104,000	130,000
Audit Fees	13,483	13,236
Security Charges	404,496	398,757
Provision for Bad & doubtful Debts	21,805,890	-
Miscellaneous Expenses	121,276	249,065
	<u>28,785,482</u>	<u>5,908,874</u>

MORGAN VENTURES LIMITED

21 OTHER INFORMATION

- A. Figures have been rounded off to the nearest rupee and previous year figures have been regrouped/ rearranged wherever necessary.
- B. Share Allotment Money receivable from shareholders is subject to reconciliation with the share transfer agent.
- C. **Disclosure as per Accounting Standard-17 on "Segment Reporting"**
- (i) Segments have been identified in line with the Accounting Standard-17 on Segment Reporting.
- (ii) Segment Revenue, Results and Capital Employed figures include the respective amounts identifiable to each of the segments. Unallocable expenditure includes expenses incurred at a corporate level which relate to the company as a whole.

	(Rs.in lacs)	(Rs.in lacs)
	For the year	For the year
	ended	ended
	30th June, 2013	30th June, 2012
Segment Revenue		
Trading on capital Equipments	0.00	0.00
Fund Based Activities	0.03	0.48
Investments	0.00	0.00
Windmill Operation	409.35	398.19
Total Segment Revenue	409.38	398.67
Less : Inter Segment Revenue	0.00	0.00
Net Sales/Income from Operations	409.38	398.67
Segment Results		
(Profit before Interest and Tax)		
Trading on capital Equipments	0.00	0.00
Fund Based Activities	-64.58	-58.67
Investments	0.00	0.00
Windmill Operation	265.57	256.07
Total Segment Results	200.99	197.40
Less : Interest Expense	37.66	64.17
Less : Unallocable Expenditure	218.96	0.62
Total Profit Before Tax	-55.63	132.61
Capital Employed (Segment Assets less Segment Liabilities)		
Capital Equipments	820.30	823.81
Fund Based Activities	363.08	591.47
Investments	822.02	753.27
Windmill Operation	1992.04	2252.18
Total Capital Employed in Segments	3997.44	4420.73
Add : Unallocable Corporate Assets	0.00	0.00
Total Capital Employed in the Company	3997.44	4420.73

MORGAN VENTURES LIMITED

D. Earning Per Share (EPS):

(a)	Calculation of Weighted Average Number of Equity Shares of Rs.10/- each	Current Year	Previous Year
	- Number of equity share at the beginning of the year	10000000	10000000
	- Share issued during the year	NIL	NIL
	- Total Number of equity shares outstanding at the end of the year	9898700	10000000
	- Weighted average number of equity shares	9898700	10000000
(b)	Net Profit(Loss) after tax	(2112889)	14198761
(c)	Basic and diluted Earnings (in Rupees) per share	(0.21)	1.42

E. Related Parties Disclosures are as under: -

I. Names of related party and nature of related party relationship

- a) Subsidiary: Satlej Real Estate Pvt. Ltd., Sudama Technologies Private Limited and Satlej Infotech Private Limited (Subsidiary of Satlej Real Estate Pvt. Ltd.)
- b) Key Management Personnel & their relatives (also exercising significant influence over the Company)
 Mrs. Meera Goyal, Managing Director
 (Relative Mr. S. C. Goyal, Director of the Company)
 Enterprise in which the persons referred in (b) above along with their relative's exercises significant influence:
 Goyal MG Gases Private Limited, Dhamwari Power Company Private Limited, Hibra Power Private Limited, Peacock Chemicals Private Limited, Morgan Infrastructures Developers Private Limited and Morgan Signature Towers Private Limited.

II. Transactions carried out with related parties referred in I above in ordinary course of business:

Nature of transaction	Current Year Amount (Rs.)	Previous Year Amount (Rs.)
Transaction during the year		
Expense		
Remuneration (referred in 1(ii))	13,20,000	13,20,000
Capital Advance (-)	(2,06,29,050)	3,63,57,742
Outstanding at the end of year		
Remuneration payable	1,20,000	1,20,000
Capital Advances	5, 00,49,319	7,06,78,369

F. Contingent Liabilities:

The Company is in litigation relating to termination of Agreement to Sell with Goldendreams Buildcon Private Limited for sale of a plot at Aurangabad, part of 5 units of Jhalani Tools India Ltd acquired through Court Auction. The claim under dispute is for Specific Performance of agreement to sell and interest accrued. Golden dreams Buildcon Private Limited has also claimed compensation for alleged loss and damages suffered by them which has not been quantified by them. The Directors are of the opinion that the Company can protect its interest successfully. Contingent Assets are neither recognized nor disclosed in the Financial Statement.

- G. (i) Expenditure in Foreign Currency - -
 (ii) Earnings in Foreign Exchange - -
 (iii) C I F Value of Import - -

MORGAN VENTURES LIMITED

- H. Additional information pursuant to the provisions of Part II of Schedule VI to the Companies Act, 1956 (to the extent applicable):

CAPACITY (as per Management)

Class of Goods	Licensed Capacity	Installed Capacity
Power Generation	Not required	5.63 MW

PRODUCTION, PURCHASE, TURNOVER & STOCK

Year	Opening Stock	Production Quantity	Sale		Closing Stock
			Qty.	Value	
2012-2013	NIL	6490696	6490696	40934648	NIL
2011-2012	NIL	7114903	7114903	39818817	NIL
2010-2011	NIL	8967140	8967140	46798316	NIL
2009-2010	Nil	9422073	9422073	40481106	NIL
2008-2009	NIL	8537484	8537484	40384065	NIL

Transmission loss has not been considered in sales.

- I. Particulars in respect of Opening Stock, Purchase, Sales and Closing Stock for Stock in Trade.

	Quantity		Value	
	Current Year	Previous Year	Current Year	Previous Year
Opening Stock				
Equity Shares	--	--	--	--
Plant (Stock-in -Trade)	--	--	17,18,83,236	17,18,83,236
Purchases				
Equity Shares	--	--	--	--
Plant	--	--	--	--
Sales				
Equity Shares	--	--	--	--
Plant	--	--	--	--
Closing Stock				
Equity Shares	--	--	--	--
Plant	--	--	17,18, 83, 236	17,18,83,236

- J. Auditor's Remuneration

	Current Year (Rs.)	Previous Year (Rs.)
As Auditor	9,000	9,000
For Tax Audit	3,000	3,000
Service Tax	1,236	1,236
	<u>13,236</u>	<u>13,236</u>

As per our report of even date attached
For K.K. JAIN & CO.
Chartered Accountants
FRN- 002465N

for and on behalf of the Board of Directors

(SIMMI JAIN)
PARTNER
M.No. 86496
Date: 02/09/2013
Place: New Delhi

(SHAHZEB KHAN)
COMPANY SECRETARY

(S.C. GOYAL)
DIRECTOR
DIN: 00220575

(MEERA GOYAL)
MANAGING DIRECTOR
DIN: 00062280

MORGAN VENTURES LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 30TH JUNE,2013

A. CASH FLOW FROM OPERATING ACTIVITIES	JUNE 30,2013 (Rs.)	JUNE 30,2012 (Rs.)
Net Profit before Tax and Extraordinary items	(5,563,688)	13,261,412
Adjustments for :		
Depreciation	10,748,111	10,889,444
Operating Profit before Working Capital Changes	<u>5,184,423</u>	<u>24,150,856</u>
Adjustments for :		
(Increase)/Decrease in Current Assets	20,308,793	(53,151,905)
Increase/(Decrease) in Current Liabilities	<u>19,700,670</u>	<u>(1,459,225)</u>
(Increase)/Decrease in Net Current Assets	40,009,463	(54,611,130)
Cash generated from operations	45,193,886	(30,460,274)
Provision/Adjustment	2,642,999	1,549,555
Net cash from Operating Activities	<u>47,836,885</u>	<u>(28,910,719)</u>
 B. CASH FLOW FROM INVESTING ACTIVITIES		
(Purchase)/Sale of Investments	(6,875,000)	(6,875,000)
(Purchase)/Sale of Fixed Assets	-	52,356.00
Net Cash Inflow from Investing Activities	<u>(6,875,000)</u>	<u>(6,822,644)</u>
 C. CASH FLOW FROM FINANCING ACTIVITIES		
Calls in Arrear money Received	-	503,500
Receipt/(Repayment) of unsecured loans	-	-
Receipt/(Repayment) of Secured loan	(39,413,169)	(13,959,058)
Net Cash from Financing Activities	<u>(39,413,169)</u>	<u>(13,455,558)</u>
Net increase/(decrease) in Cash and Cash equivalents	1,548,716	(49,188,921)
Cash and Cash equivalents at the beginning of the year	2,411,525	51,600,446
Cash and Cash equivalents at the close of the year	3,960,241	2,411,525

As per our report of even date attached
For K.K.Jain & Co.
Chartered Accountants
FRN-No. : 002465N

(SIMMI JAIN)
PARTNER
M.No.86496
Place : New Delhi
Date : 02/09/2013

(SHAHZEB KHAN)
COMPANY SECRETARY

(S.C.GOYAL)
DIRECTOR
DIN: 00220575

(MEERA GOYAL)
MANAGING DIRECTOR
DIN: 00062280

MORGAN VENTURES LIMITED

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF MORGAN VENTURES LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Morgan Ventures Limited, ("the Company") and its subsidiaries Sudama Technologies Private Limited, Satej Real Estate Private Limited and Satej Infotech Private Limited (the "Group"), which comprise the Consolidated Balance Sheet as at June 30, 2013 the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated 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 consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated 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 presentation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the consolidated 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 and based on the consideration of the reports of the other auditors on the financial statements of the subsidiaries, below in the Other Matter paragraph, the aforesaid consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) In the case of the Consolidated Balance Sheet, of the state of affairs of the Group as at June 30, 2013;
- b) In the case of the Consolidated Statement of Profit and Loss, of the loss for the year ended on that date; and

MORGAN VENTURES LIMITED

- c) In the case of the Consolidated Cash Flow Statement, of the cash flows for the year ended on that date.

Other Matter

We did not audit the financial statements of subsidiaries. The financial statements of Satlej Infotech (P) Ltd. reflect total assets of Rs. 5,84,19,708/- as at 31st March, 2013 and total revenue of Rs. 6,90,500/- for the year ended on that date. The financial statements of Satlej Real Estates (P) Ltd. reflect total assets of Rs. 1,66,244/- as at 31st March, 2013 and total revenue of Rs. NIL for the year ended on that date. The financial statements of Sudama Technologies Pvt. Ltd. reflect total assets of Rs. 99,93,251/- as at 31st March, 2013 and total revenues of Rs. NIL for the period ended on that date. These financial statements have been audited by other auditors whose reports have been furnished to us, and our opinion, insofar as it related to the amounts included in respect of these subsidiaries, is based solely on the reports of the other auditors.

For K.K. Jain & Co.
Chartered Accountants
Firm Regn.No.002465N

Simmi Jain
Partner
M. No.: 86496

Place: New Delhi
Date: 02/09/2013

MORGAN VENTURES LIMITED

MORGAN VENTURES LTD.

Consolidated Balance Sheet as at 30th June, 2013

(Amount in Rupees)

Particulars	Note No.	June 30,2013	June 30,2012
Equity and liabilities			
Shareholders' funds			
Share capital	2	98,987,000	99,488,500
Share Application Money Pending Allotment		8,294,502	8,429,502
Reserves and surplus	3	296,845,344	296,360,486
Minority Interest	4	2,290	(16,153)
		<u>404,129,136</u>	<u>404,262,335</u>
Non-current liabilities			
Long-term borrowings	5	59,801,928	85,536,130
Deferred tax liabilities (net)	6	2,030,658	5,481,457
Other long-term liabilities	7	90,118,620	90,128,620
		<u>151,951,206</u>	<u>181,146,207</u>
Current liabilities			
Trade payables			
Other current liabilities	8	1,048,172	14,172,435
Short-term provisions	9	21,805,890	2,316,687
		<u>22,854,062</u>	<u>16,489,122</u>
Total Equity & Liabilities		<u>578,934,404</u>	<u>601,897,664</u>
Assets			
Non-current assets			
Fixed assets			
Tangible assets	10	163,766,353	174,517,913
Capital work-in-progress		5,404,286	5,173,127
		<u>169,170,639</u>	<u>179,691,040</u>
Non-current investments	11	82,002,582	75,127,582
Long-term loans and advances	12	142,037,881	146,139,243
Other non-current assets		27,949	32,116
		<u>224,068,412</u>	<u>221,298,941</u>
Current assets			
Inventories		171,883,236	171,883,236
Trade receivables	13	9,069,435	25,516,797
Cash and cash equivalents	14	4,246,663	3,011,626
Short-term loans and advances	15	496,019	496,024
		<u>185,695,353</u>	<u>200,907,683</u>
Total Assets		<u>578,934,404</u>	<u>601,897,664</u>

Significant accounting policies

1

The notes referred to above form an integral part of these financial statements.

As per our report of even date

For and on behalf of the Board of Directors

For K.K. Jain & Co.

Chartered Accountants

FRN : 02465N

(Simmi Jain)

Partner

Membership No:- 86496

(Shahzeb Khan)

Company Secretary

(S.C. Goyal)

Director

DIN : 00220575

(Meera Goyal)

Managing Director

DIN : 0062280

Date : 02/09/2013

Place : New Delhi

MORGAN VENTURES LIMITED

MORGAN VENTURES LTD.

Consolidated Statement of Profit & Loss for the Year ended 30th June, 2013

(Amount in Rupees)

Particulars	Note No.	June 30,2013	June 30,2012
Revenue from operations			
Sales	16	40,934,648	39,818,817
Other income	17	693,154	582,147
Total revenue		41,627,802	40,400,964
Expenses			
Employee benefits expense	18	3,333,027	3,351,870
Finance costs	19	3,793,145	6,587,546
Depreciation and amortisation expense	20	10,752,277	10,893,611
Other expenses	21	29,520,037	7,943,820
Total expenses		47,398,486	28,776,847
Profit / (Loss) before tax		(5,770,684)	11,624,117
Tax expense:			
Current tax expense for current year		-	(2,316,687)
Deferred tax		3,450,799	3,580,349
		3,450,799	1,263,662
Profit /(loss) for the period		(2,319,886)	12,887,778
Adjustment relating to earlier years		2,296,174	4,192,554
Net Profit		(23,712)	17,080,332
Earning Per Share Basic and Diluted		(0.23)	1.29

Significant accounting policies

1

The notes referred to above form an integral part of these financial statements.

As per our report of even date

For and on behalf of the Board of Directors

For K.K. Jain & Co.

Chartered Accountants

FRN No. : 002465N

(Simmi Jain)

Partner

Membership No:- 86496

(Shahzeb Khan)

Company Secretary

(S.C. Goyal)

Director

DIN : 00220575

(Meera Goyal)

Managing Director

DIN : 0062280

Date : 02/09/2013

Place : New Delhi

MORGAN VENTURES LIMITED

Notes to Consolidated Financial Statements for the year ended 30.06.2013

1. STATEMENT OF ACCOUNTING POLICY

A. GENERAL:

The accounts have been prepared under the historical cost convention as a going concern basis and are in accordance with applicable accounting standards. Revenue is recognized and expenses are accounted for on accrual basis.

B. USE OF ESTIMATES

The preparation of the financial statements requires estimates and assumptions to be made that affect the reporting amount of assets and liabilities on the date of financial statements and the reporting amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/materialized.

C. PRINCIPLES OF CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements which relate to Morgan Ventures Ltd, its various subsidiary companies have been prepared on the following basis:

- a. The financial statements of the company and its subsidiaries are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income & expenditure, after fully eliminating intra group balances, intra group transactions and any unrealized profit / loss incurred therein.
- b. The consolidated financial statements have been prepared using uniform accounting policies, except stated otherwise, for like transactions and are presented, to the extent possible, in the same manner as the company's separate financial statements.
- c. The subsidiary companies considered in the financial statements are as follows:

d.	Name	Country of Incorporation	% of voting power as on 30-06-2013
	Sudama Technologies (P) Ltd	India	99.90
	Satlej Real Estate Pvt. Ltd	India	99.90
	Satlej Infotech (P) Ltd	India	99.98
	(Subsidiary of Satlej Real Estate Pvt. Ltd.)		

- e. Subsidiary companies are following the financial year which does not coincide with the financial year of the holding company whose accounting year ends on 30th June. Hence latest available audited financial statements of the subsidiary companies as on 31-03-2013 have been considered for consolidation purpose.
- f. Subsidiary companies have not yet started business operations; hence there is no Profit & Loss a/c available for consolidation purpose, except Satlej Infotech Pvt. Ltd. a subsidiary of Satlej Real Estate Pvt. Ltd. Who has rented out some portion for limited period and earned income from rent on immovable property and the same has been considered for preparing consolidated Profit & Loss a/c of the company.

MORGAN VENTURES LIMITED

D. RECOGNITION OF INCOME

Revenue is recognized on accrual basis. Revenue on Sale of Electricity is recognized as per the Billing Cycle recommended by the TNEB for the particular Wind Farm.

E. TAXES ON INCOME

- a) Provision for Income tax is made in accordance with the Income tax Act-1961.
- b) Deferred Tax resulting from timing differences between the book and the tax profit is accounted for, at the current rate of tax, to the extent that the timing differences are expected to crystallize. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in the future; however where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognized only if there is a virtual certainty of realization of such assets. Deferred tax liabilities are reviewed as at each balance sheet date.

F. IMPAIRMENT OF ASSETS

Management periodically assesses using external and internal sources whether there is an indication that an asset may be impaired. In the opinion of the management no provision for the impairment of the Fixed Assets of the company is required to be made during the year as per AS-28 issued by the ICAI on "Impairment of assets".

G. EMPLOYEE BENEFITS

Employees Benefits are provided in accordance with relevant applicable Statute.

H. DUES TO MICRO, SMALL AND MEDIUM ENTERPRISES

There are no dues to Micro, Small and Medium Enterprises.

I. BORROWING COSTS

Borrowing Cost that is attributable to the acquisition or construction of qualifying assets is capitalized as part of the cost of such assets. A qualifying asset is one that takes necessary substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

J. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the Financial Statements.

MORGAN VENTURES LIMITED

MORGAN VENTURES LTD.

Consolidated Notes to the financial statements

(Amount in Rupees)

Particulars	June 30, 2013	June 30, 2012
2 Share Capital		
Authorised		
40000000 Equity shares of Rs.10 each	400,000,000	400,000,000
	<u>400,000,000</u>	<u>400,000,000</u>
Issued Subscribed and fully paid up		
10000000 Equity shares of `Rs.10 each	100,000,000	100,000,000
	<u>100,000,000</u>	<u>100,000,000</u>
Paid up Capital		
9898700 Equity shares of `Rs.10 each	98,987,000	100,000,000
(Forfeited 101300 equity shares @ 5/- each)		
Less : Call in arrear		(511,500)
	<u>98,987,000</u>	<u>99,488,500</u>

(a) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Description	As on 01.07.2012		As on 30.06.2013	
	No of shares	Amount, Rs	No of shares	Amount, Rs
No. of Shares fully paidup	9,897,700	98,977,000	9,898,700	98,987,000
No. of Shares partly paidup	102,300	511,500	-	-
Total	10,000,000	99,488,500	9,898,700	98,987,000

(d) The Equity Shares of the companies have rights and restrictions as per prescribed under companies Act, 1956.

(c) Details of shareholder holding more than 5% shares :

Name of shareholder	No of shares	% age	No of shares	% age
Equity shares with voting rights				
Poysha Oxygen Pvt. Ltd.	2,036,600	20.37%	2,036,600	20.37%
Gas supply Co. Pvt. Ltd.	1,490,000	14.90%	1,490,000	14.90%
Goyal Udyog (India) Pvt. Ltd.	1,475,000	14.75%	1,475,000	14.75%
Poysha Fincorp Pvt. Ltd.	1,000,000	10.00%	1,000,000	10.00%
Yield Securities & Credits Pvt. Ltd.	960,000	9.60%	960,000	9.60%

3 Reserves and surplus

Surplus in Statement of Profit & Loss ;		
Balance as at the beginning of the year	296,360,486	279,263,781
Add: share forfeited	506,500	-
Add: Profit / (Loss) for the year	(23,712)	17,080,332
Less : Minority Interest	2,070	(16,373)
Balance as at the end of the year	<u>296,845,344</u>	<u>296,360,486</u>

MORGAN VENTURES LIMITED

MORGAN VENTURES LTD.

Consolidated Notes to the financial statements

(Amount in Rupees)

Particulars	June 30, 2013	June 30, 2012			
4 Minority Interest					
Share capital					
Sudama Technologies Pvt. Ltd.	100	100			
Satlej Real Estate Pvt. Ltd.	20	20			
Satlej Infotech Pvt. Ltd.	100	100			
Profit & Loss Transferred	2,070	(16,373)			
	<u>2,290</u>	<u>(16,153)</u>			
5 Long Term Borrowings					
Secured					
Term loans (P.N.B.)	-	39,413,169			
Less : Current Maturities of Long Term Debts	-	13,452,000			
	-	<u>25,961,169</u>			
Unsecured					
From Group of companies	59,801,928	59,574,961			
	<u>59,801,928</u>	<u>59,574,961</u>			
	<u>59,801,928</u>	<u>85,536,130</u>			
6 Deferred tax assets (Liab)					
- At the benning	5,481,457	9,061,806			
- Addition during the year	3,450,799	3,580,349			
	<u>2,030,658</u>	<u>5,481,457</u>			
7 Other long-term liabilities					
- Advance Received from Customer	90,000,000	90,000,000			
- Advance (others)	118,620	128,620			
	<u>90,118,620</u>	<u>90,128,620</u>			
8 Other Current Liabilities					
- Current Maturities of Long Term Debts	-	13,452,000			
- Expenses Payable	994,859	687,395			
- TDS Payable	53,313	33,040			
	<u>1,048,172</u>	<u>14,172,435</u>			
9 Short Term Provision					
Provision for Bad & Doubtful debts	21,805,890	-			
Provision for Tax	-	2,316,687			
	<u>21,805,890</u>	<u>2,316,687</u>			
10 Fixed Assets					
Tangible assets	163,766,353	174,517,913			
	<u>163,766,353</u>	<u>174,517,913</u>			
11 Non-current investments					
- Carried at cost					
Investment in Equity					
At Cost -Quoted					
	Face Value	No. of Shares	Amount	Nos. of Shares	Amount
Blue Coast Hotels & Resort Ltd.	10.00	287,561	24,685,045	287,561	24,685,045
Bhagwati Gases Ltd.	10.00	3,300	11,649	3,300	11,649
Fresenius kabi on cology Ltd.	1.00	100	6,406	100	6,406
U-Flex Ltd.	10.00	67	3,357	67	3,357
Lumax Automotive Systems	10.00	100	7,705	100	7,705
			<u>24,714,162</u>		<u>24,714,162</u>
Investment in Mutual Fund					
PNB Principal Dividend Yield Fund	10.00	6,128	88,420	6,128	88,420
Aggregate Value of Quoted Investment			<u>24,802,582</u>		<u>24,802,582</u>
Aggregate Mkt Value of Quoted Investment (Rs. 4,41,32,851)					
At Cost -Unquoted					
a) Investment in Associates					
- Morgan Securities & Credits Pvt Ltd.	10.00	270,000	2,700,000	270,000	2,700,000
- Peacock Chemicals Pvt. Ltd.	10.00	181,667	54,500,000	158,750	47,625,000
Aggregate Value of Unquoted Investment			<u>57,200,000</u>		<u>50,325,000</u>
			<u>82,002,582</u>		<u>75,127,582</u>

MORGAN VENTURES LIMITED

MORGAN VENTURES LTD.

Consolidated Notes to the financial statements

	(Amount in Rupees)	
Particulars	June 30, 2013	June 30, 2012
12 Long Term Loans & Advances		
- Security deposits	35,825	35,825
- Income Tax Recoverable	921,046	878,996
Unsecured, Considered good		
- Capital advances to related parties	50,049,319	70,678,369
- Others	91,031,691	74,546,053
	<u>142,037,881</u>	<u>146,139,243</u>
13 Trade Receivables		
Trade receivables outstanding for a period exceeding six months from the date they were due for payment	-	20,547,014
Unsecured, considered good	9,069,435	4,969,783
	<u>9,069,435</u>	<u>25,516,797</u>
14 Cash and cash equivalents		
(a) Balances with banks in current accounts		
HDFC Bank Ltd.	278,029	32,165
ICICI Bank Ltd.	3,012,436	1,556,164
State Bank of India	227,851	410,113
Punjab National Bank - Escrow A/c	5,768	14,367
(b) Cash In hand	722,579	998,817
	<u>4,246,663</u>	<u>3,011,626</u>
15 Short Term Loans & Advances		
Unsecured, considered good		
- Others	449,669	449,674
Prepaid expenses		
- Prepaid Expenses	46,350	46,350
	<u>496,019</u>	<u>496,024</u>

MORGAN VENTURES LTD.

Notes to the financial statements

Sub Note:Fixed Asset

Particulars	Leasehold Land	Building W.M.	Plant & Mach.	Furniture & Fixture	Capacitor Pannel	Vehicles	Total	Previous Year
GROSS BLOCK								
Opening Balance as on 1st July, 2012	2,694,575	76,320	218,086,925	816,000	163,392	1,774,402	223,611,614	224,350,929
Addition During the Year	-	-	-	-	-	-	-	-
Sold During the Year	-	-	-	-	-	-	-	739,315
Balance as on 30th June, 2013	2,694,575	76,320	218,086,925	816,000	163,392	1,774,402	223,611,614	223,611,614
DEPRICIATION								
Opening Balance as on 1st July, 2012	-	18,993	105,739,250	141,939	31,342	1,260,919	107,192,443	96,989,958
Addition During the Year	-	2,549	10,517,579	51,653	7,761	168,568	10,748,111	10,889,444
Deduction During the Year	-	-	-	-	-	-	-	686,959
Balance as on 30th June, 2013	-	21,542	116,256,829	193,592	39,103	1,429,487	117,940,554	107,192,443
NET BLOCK								
Balance as at 30th June, 2013	2,694,575	54,778	101,830,096	622,408	124,289	344,915	105,671,060	116,419,171
Balance as at 30th June, 2012	2,694,575	57,327	112,347,675	674,061	132,050	513,483	116,419,171	127,360,971

MORGAN VENTURES LIMITED

MORGAN VENTURES LIMITED

22. OTHER INFORMATION

- A. Figures have been rounded off to the nearest rupee and previous year figures have been regrouped/rearranged wherever necessary.
- B. Share Allotment Money receivable from shareholders is subject to reconciliation with the share transfer agent.
- C. **Disclosure as per Accounting Standard-17 on "Segment Reporting"**

The subsidiary companies has not started its business, thus segment reporting is same as mentioned in the standalone Balance sheet of the Company.

D. Earning Per Share (EPS):

(a)	Calculation of Weighted Average Number of Equity Shares of Rs.10/- each	Current Year	Previous Year
	- Number of equity share at the beginning of the year	10000000	10000000
	- Share issued during the year	NIL	NIL
	-Total Number of equity shares outstanding at the end of the year	9898700	10000000
	- Weighted average number of equity shares	9898700	10000000
(b)	Net Profit after tax	(23,19,886)	12,887,778
(c)	Basic and diluted Earnings+ (in Rupees) per share	0.29	1.29

E. Related Parties Disclosures are as under: -

I. Names of related party and nature of related party relationship

- a) Subsidiary: Satej Real Estate Pvt. Ltd., Sudama Technologies Private Limited and Satej Infotech Private Limited
- b) Key Management Personnel & their relatives (also exercising significant influence over the Company)

Mrs. Meera Goyal, Managing Director
(relative Mr. S. C. Goyal, Director of the Company)

Enterprise in which the persons referred in (b) above along with their relative's exercises significant influence:

Goyal MG Gases Private Limited, Dhamwari Power Company Private Limited, Hibra Power Private Limited, Peacock Chemicals Private Limited, Morgan Infrastructures Developers Private Limited and Morgan Signature Towers Private Limited.

II. Transactions carried out with related parties referred in 1 above in ordinary course of business :

Nature of transaction	Current Year Amount (Rs.)	Previous Year Amount (Rs.)
Transaction during the year		
Expense		
Remuneration (referred in I(b))	13,20,000	13,20,000
Capital Advance (-)	(2,06,29,050)	36,357,742
Outstanding at the end of year		
Remuneration payable	1, 20,000	1,20,000

MORGAN VENTURES LIMITED

Capital Advances

5,00,49,319

70,678, 369

F. Contingent Liabilities:

The Company is in litigation relating to termination of Agreement to Sell with Goldendreams Buildcon Private Limited for sale of a plot at Aurangabad, part of 5 units of Jhalani Tools India Ltd acquired through Court Auction. The claim under dispute is for Specific Performance of agreement to sell and interest accrued. Goldendreams Buildcon Private Limited has also claimed compensation for alleged loss and damages suffered by them which has not been quantified by them. The Directors are of the opinion that the Company can protect its interest successfully. Contingent Assets are neither recognized nor disclosed in the Financial Statement.

- G. (i) Expenditure in Foreign Currency -
(ii) Earnings in Foreign Exchange -
(iii) C I F Value of Import -

H. Additional information pursuant to the provisions of Part II of Schedule VI to the Companies Act, 1956 (to the extent applicable):

CAPACITY (as per Management)

Class of Goods	Licensed Capacity	Installed Capacity
Power Generation	Not required	5.63 MW

PRODUCTION, PURCHASE, TURNOVER & STOCK

Year	Opening Stock	Production Quantity	Sale		Closing Stock
			Qty.	Value	
2012-2013	NIL	6490696	6490696	40934648	NIL
2011-2012	NIL	7114903	7114903	39818817	NIL
2010-2011	NIL	8967140	8967140	46798316	NIL
2009-2010	Nil	9422073	9422073	40481106	NIL
2008-2009	NIL	8537484	8537484	40384065	NIL

Transmission loss has not been considered in sales.

I. Particulars in respect of Opening Stock, Purchase, Sales and Closing Stock for Stock in Trade.

	Quantity		Value	
	Current Year	Previous Year	Current Year	Previous Year
Opening Stock				
Equity Shares	--	--	--	--
Plant (Stock-in -Trade)	--	--	17,18,83,236	17,18,83,236
Purchases				
Equity Shares	--	--	--	--
Plant	--	--	--	--
Sales				
Equity Shares	--	--	--	--
Plant	--	--	--	--
Closing Stock				
Equity Shares	--	--	--	--
Plant	--	--	17,18, 83, 236	17,18, 83, 236

MORGAN VENTURES LIMITED

J. Auditor's Remuneration

	Current Year (Rs.)	Previous Year (Rs.)
As Auditor	9,000	9,000
For Tax Audit	3,000	3,000
Service Tax	1,236	1,236
	<u>13,236</u>	<u>13,236</u>

As per our report of even date attached

For K.K. JAIN & CO.
Chartered Accountants
FRN- 002465N

for and on behalf of the Board of Directors

(SIMMI JAIN)
PARTNER
M.No. 86496

(SHAHZEB KHAN)
COMPANY SECRETARY

(S.C. GOYAL)
DIRECTOR
DIN: 00220575

(MEERA GOYAL)
MANAGING DIRECTOR
DIN: 00062280

Date: 02/09/2013
Place: New Delhi

MORGAN VENTURES LIMITED

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 30TH JUNE, 2013

A. CASH FLOW FROM OPERATING ACTIVITIES	JUNE 30, 2013 (Rs.)	JUNE 30, 2012 (Rs.)
Net Profit before Tax and Extraordinary items	(5,770,684)	11,624,117
Adjustments for :		
Depreciation	10,752,277	10,893,611
Operating Profit before Working Capital Changes	<u>4,981,593</u>	<u>22,517,728</u>
Adjustments for :		
(Increase)/Decrease in Current Assets	20,552,896	(52,527,223)
Increase/(Decrease) in Current Liabilities	<u>19,829,665</u>	<u>(1,599,996)</u>
(Increase)/Decrease in Net Current Assets	40,382,561	(54,127,219)
Cash generated from operations	45,364,154	(31,609,491)
Provision/Adjustment	2,296,174	1,875,867
Net cash from Operating Activities	<u>47,660,328</u>	<u>(29,733,624)</u>
B. CASH FLOW FROM INVESTING ACTIVITIES		
(Purchase)/Sale of Investments	(6,875,000)	(6,875,000)
(Purchase)/Sale of Fixed Assets	(231,159)	(301,112)
Net Cash Inflow from Investing Activities	<u>(7,106,159)</u>	<u>(7,176,112)</u>
C. CASH FLOW FROM FINANCING ACTIVITIES		
Share Application Money	(135,000)	-
Minority Interest	2,070	(16,373)
Calls in Arrear money Received	-	503,500
Receipt/(Repayment) of unsecured loans	226,967	1,212,954
Receipt/(Repayment) of Secured loan	(39,413,169)	(13,959,058)
Net Cash from Financing Activities	<u>(39,319,132)</u>	<u>(12,258,977)</u>
Net increase/(decrease) in Cash and Cash equivalents	1,235,037	(49,168,713)
Cash and Cash equivalents at the beginning of the year	3,011,626	52,180,339
Cash and Cash equivalents at the close of the year	4,246,663	3,011,626

As per our report of even date attached
For K.K.Jain & Co.
Chartered Accountants
FRN No. : 002465N

(SIMMI JAIN)
PARTNER
M.No.86496
Place : New Delhi
Date : 02/09/2013

(SHAHZEB KHAN)
COMPANY SECRETARY

(S.C.GOYAL)
DIRECTOR
DIN: 00220575

(MEERA GOYAL)
MANAGING DIRECTOR
DIN: 00062280

MORGAN VENTURES LIMITED

MORGAN VENTURES LIMITED
Regd. Office: 53, Friends Colony (East), New Delhi-110065.

DPID No.		L.F. No.	
Client ID No.		No. of shares held	

ATTENDANCE SLIP

I/we hereby record my/our presence at the 26th Annual General Meeting to be held on 31st December, 2013.

NAME OF THE SHAREHOLDER (IN BLOCK LETTERS)	
SIGNATURE OF THE SHAREHOLDER	
NAME OF THE PROXY (IN BLOCK LETTERS)	
SIGNATURE OF THE PROXY	

Notes:

1. You are requested to sign and hand over this slip at the entrance of the Meeting venue.
2. This attendance is valid only in case shares are held on date of the meeting.

----- TEAR HERE -----

MORGAN VENTURES LIMITED
Regd. Office: 53, Friends Colony (East), New Delhi-110065.

DPID No.		L.F. No.	
Client ID No.		No. of shares held	

FORM OF PROXY

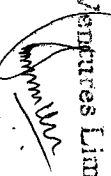
I/Weof.....
in the district of.....being a member/members of Morgan Ventures Limited
hereby appoint.....of.....in the district of
.....or failingof.....in the district
ofas my/our proxy to vote for me/us on my/our behalf at the Twenty Sixth General
Meeting of the Company to be held 31st December, 2013 and at any adjournment thereof.
Signed this.....day of2013.

**Affix 1
Rupee
Revenue
Stamp**

Notes:

1. The Proxy Form signed across revenue stamp should reach the Company's Registered Office at least 48 hours before the scheduled time of the meeting.
2. The Company reserves the right to ask for identification of the Proxy.
3. A Proxy cannot speak at the meeting and / or vote on a show of hands.

BOOK POST

Certified True Copy
For Morgan Ventures Limited

Company Secretary

If undelivered Please Return to:

MORGAN VENTURES LIMITED

A-38, First Floor, Mohan Co-operative Industrial Estate,
Main Mathura Road, New Delhi-110044