KFSL

19th Annual Report 2011 - 2012

#### Board of Directors:

Sri. SHANTI KUMBHA' Managing Director

Sri. AJIT KUMBHAT

Sri GANPAT RAJ BAGMAR

Sri. RAMABADRAN

Smt. UMAMAHESWARI

### Registered Office:

144, N.S.C. Bose Road, Chennai 600 079

#### Bankers:

Central Bank of India The Laxmi Vilas Bank Ltd., Canara Bank

#### Auditors:

Krishnan & Giri, Chartered Accountants, 72 Thatha Muthiappan Street Chennai 600 001.

#### Share Transfer Agents:

Cameo Corporate Services Limited, 'Subramanian Building', V Floor, No.1, Club House Road, Chennai 600 002

#### NOTICE TO THE MEMBERS

Notice is hereby given that the Nineteenth Annual General Meeting of the members of the Company will be held on Tuesday, the 27th September 2012 at 09.15A.M. at Bhartiya Vidhya Bhavan, New No.18,20,22, East Mada Street, Mylapore, Chennai-600004. to transact the following business:

#### **ORDINARY BUSINESS:**

- To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March 2012 and the Profit and Loss Account for the year ended on that date, together with the notes thereon schedules thereto and Reports of the Board of Directors and the Auditors.
- To appoint a Director in place of Sri. Shanti Kumbhat, who retires by rotation, and being eligible, offers himself for reappointment
- 3 To appoint a Director in place of Sri Ajit Kumbhat, who retires by rotation, and being eligible offers himself for reappointment.
- To appoint Auditors and fix their remuneration. The retiring auditors, M/s.Krishnan & Giri, Chartered Accountants, Chennai, are eligible for reappointment.

By Order of the Board

Registered Office: 144, N.S.C. Bose Road, Chennal – 600 079. Date: 22/08/2012

Shanti Kumbhat Managing Director

#### NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER. THE PROXY FORM DULY COMPLETED MUST BE RETURNED SO AS TO REACH THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF THE COMMENCEMENT OF THE AFORESAID MEETING.
- The Register of Members and Share Transfer Books of the Company will remain closed form September 19, 2012 to September 27, 2012 (both days inclusive).
- Members are requested to notify immediately any change in their address to the Company or the Share Transfer Agent.
- Members / Proxies should bring the Attendance slip duly filled in for attending the meeting.
- 5. In terms of Clause 49 of the Listing Agreement with the Stock Exchanges, a brief resume of Directors who are proposed to be appointed / re-appointed at this meeting is given below:

#### A SHANTI KUMBHAT

Born on 15th July 1943, Sri. Shanthi Kumbhat has been associated with the company from its promotion stage onwards and he is on the board of the company since 18th February 1993. He became the Managing director of the company with effect form 1st November 1994.

Sri.Shanthi Kumbhat is also a director on the board of Kumbhat Electricals pvt.Ltd. Litaski Electricals Pvt.Ltd.

#### B. AJIT KUMBHAT

Born on 15th March 1952, Sri Ajit Kumbhat is a fellow member of the Institute of Chartered Accountants of India. In practice he has rich experience and expertise in the field of Accounting & Income Tax Laws.

Sri. Ajit Kumbhat is also a Director on the board of Kumbhat Electricals Pvt Limited and Litaski Electricals Pvt Ltd.

By Order of the Board

Registered Office: 144, N.S.C. Bose Road, Chennai – 600 079. Date: 22<sup>nd</sup> August, 2012

Shanti Kumbhat Managing Director

#### DIRECTORS' REPORT

Your Directors have pleasure in presenting this Nineteenth Annual Report and Audited Statements of Account for the Financial year ended March 31, 2012.

#### FINANCIAL RESULTS:

PINANCIAL RESULTS:	Current Year March 31, 2019 (Rs. In Lakhs)	Previous Year March 31, 201 (Rs. In Lakhs)
Income from Operations Profit before Depreciation	36.56	28.80
and Provision for taxation	13.70	12.88
Less: Depreciation	1.11	1.38
	12.59	11.50
Less: Provision for taxation	3.60	2.75
Net Profit	8.99	8.48
Add: Previous year's surplus	67.10	62.61
Amount available for appropriation	76.09	71.01
Appropriations:		
Transfer to Statutory Reserve	2.00	2.00
Transfer to General Reserve	50.00	2.00
Surplus carried to Balance Sheet	24.09	67.09
	76.09	71.09

#### PERFORMANCE:

During the year the Company achieved a Gross Income of Rs.36.56 lakhs as compared to Rs.28.80 lakhs during the previous year. The Profit before tax of the Company stood at Rs.12.59 lakhs, as against Rs.8.99 lakhs. During the year there were no major disbursements. The focus continued to be on recoveries and towards substantial reduction in operational cost. The net profit of the Company stood at Rs.8.99 lakhs. During the year a sum of Rs.2 lakhs has been appropriated towards Statutory Reserve and Rs.50 lakhs towards General Reserve. The resultant profit of Rs.4.99 lakhs has been carried to the Profit and Loss Account.

#### PRUDENTIAL NORMS FOR NBFCs

The prudential norms prescribed by the Reserve Bank of India for NBFC's for income recognition, provisioning for non performing assets and other directions issued from time to time in this regard are followed by the Company. The Company has complied with the capital adequacy norms and other directions issued by the Reserve Bank of India in respect of Non Banking Financial Companies from time to time.

#### DIVIDEND

In order to strengthen the financial position of the company the directors have decided not to declare dividend for the year.

#### DIRECTORS

Sri Shanti Kumbhat & Ajit Kumbhat retire at the end of this Annual General Meeting and being eligible, offer for re-appointment.

#### **DEPOSITS**

The Company has not accepted any fixed deposit from the public.

#### **AUDITORS**

M/s. Krishnan & Giri, Chartered Accountants, Chennai retire at the forthcoming Annual General Meeting. They have advised of their availability for re-appointment.

#### **PROSPECTS**

This year also was a challenging one for NBFC Sector, with falling liquidity and reducede demand for business. The Directors are of the opinion that some improvement can be expected once the micro economic indicator improve.

#### **COMPLIANCE CERTIFICATE**

The Company has obtained Compliance Certificate for the Year ended 31.03.2012 From Mr.Murugan Practicing Company Secretary.

#### INFORMATION AS PER SECTION 217(1)(e) OF THE COMPANIES ACT, 1956

The Company has no activity relating to conservation of energy or technology absorption. The Company did not have foreign exchange earning or outgo.

#### PERSONNEL

The Company has no employee who is in receipt of remuneration in excess of the amount prescribed under section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

#### DIRECTORS' RESPONSIBILITY STATEMENT

In terms of section 217(2AA) of the Companies Act, 1956 your directors confirm as follows:

- i) that in the preparation of the annual accounts, the applicable accounting standards had been followed.
- that the Directors had selected such accounting policies and applied them consistently which are reasonable and prudent so as to give a true and fair view of state of affairs of the company at the end of the financial year and of the financial year and of the profit or loss of the company for that year;
- that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv) that the Directors had prepared the annual accounts on a going concern basis.

#### CORPORATE GOVERNANCE

A Separate Report on Corporate Governance is incorporated as a part of this Annual Report along with Auditor's Statement on its compliance, as prescribed under clause 49 of the Listing Agreement.

#### **ACKNOWLEDGEMENTS:**

Your Directors wish to place on record their deep appreciation of the services of the Directors and the members of the staff of the company.

For and On behalf of the Board

Chennai

Date: 22/08/2012

Shanti Kumbhat Managing Director

#### REPORT ON CORPORATE GOVERNANCE

Pursuant to clause 49 of the Listing Agreement, a Report on Corporate Governance is given below.

#### A. MANDATORY REQUIREMENTS

#### 1. Company's philosophy on Code of Governance

The Company's philosophy of Corporate Governance is proactively meeting its obligation to its shareholders and sincerely believes that all its activities must serve towards attaining optimum level of financial stability thereby enhancing the shareholders' value, over a sustained period of time.

#### 2. Board of Directors

Composition

The Present strength of the Board is 5 Directors. The Board comprises of Executive and Non Executive Directors. Sri Shanti Kumbhat is the Managing Director. The remaining Directors are Non Executive Directors.

Name of the Director	Category of Diretorship	No.of Board Meetings	% of Total Meetings	Attendance at the last AGM
Sri Ajit Kumbhat	Director	. 8	100	Yes
Smt Umamaheswari	Director	- 8	100	Yes
Sri Ganpat Raj Bagmar	Director	8	100	Yes
Sri Ramabadran	Director	8	100	Yes

There were eight board meetings held during the financial year.

#### 3. Audit Committee

Terms of Reference and Composition, Chairman and the Name of Members

The Committee comprises of Sri Ganpat Raj Bagmar, Chairman of the Committee, Sri Ajit Kumbhat, Smt. Umamaheswari and Ramabadran all being Non-Executive Directors. The Chairman of the Committee is an independent Director. Majority of the Members have financial and accounting knowledge. The Chief Executive Officer, Internal Auditors and Statutory Auditors are invitees to the Meeting. The terms of reference of this Committee are wide enough covering matters specified for Audit Committee under the Listing Agreement.

Meetings and attendance during the year

There were three meetings of the Audit Committee during the financial year 2011-12 and the attendance of each member of the committee is given below.

No.	Name of the Director	No.of Meetings attended	% of Total Meetings attended
4	Ganpat Raj Bagmar	4	100
2	Ramabadran	4	100
2		4	100
3	Ajit Kumbhat	2	50
4	Umamaheswari	2	

# 4. Remuneration to Directors

 Details of payments to Non-Executive Directors during the financial year 2011-12 are given below.

No. Name of the Director		Name of the Director   Sitting Fee   for Board Meetings   & Committee   Meetings	
4	Ganpat Raj Bagmar	4000	Nil
1.	All Kumbbot	5000	Nil
2.	Ajit Kumbhat	4000	Nil
3.	Umamaheswari		Nil
4.	Ramabadran	4000	IVII

5. Investors / Shareholders Grievance Committee

The Company has formed a Securities Transfer and Investors' Grievance Committee. The Committee Comprises of Sri.Ajit Kumbhat, the Chairman of the Committee and Sri Ganpat Raj Bagmar, Ramabadran all being Non-Executive Directors. The Committee looks into the shareholders and Investors' complaints. All the complaints received from the Shareholders have been resolved. The number of shares transferred from 01.04.2011 to 31.03.2012 were 28 transfers and 3 transmission for 9000 shares.

6. General Body Meetings

Details of the location of the past three AGMs and the details of the resolutions passed or to be passed by postal ballot.

a. Details of the location of the past three AGMs

1. Financial Year 2010-11 Bhartiya Vidhya Bhavan

new no, 18, 20, 22 East Mada Street,

Chennai - 600004

2. Financial Year 2009-10 : Anna Auditorium

ASI Convention Center

No.18, Swami Sivananda Salai, Chepauk, Chennai – 600 005.

Financial Year 2008-2009 :

Anna Auditorium

ASI Convention Center No.18, Swami Sivananda Salai,

Chepauk, Chennai – 600 005.

- No resolutions were put through postal ballot as in earlier years.
- 7. Disclosures on significant related party transactions of the Company of a material nature, with its promoters, the Directors or the Management, their subsidiaries or relatives etc., that may have potential conflict with the interests of the Company at large.
  - \* All transactions with the Companies in which the promoters or Directors or the management, their subsidiaries or their relatives etc., that may have potential conflict with the interests of the Company at large.

Details of non-compliance by the Company, penalties, stricture imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

Listing fees has not paid in respect of

Hyderabad Stock Exchange Ahmedabad Stock Exchange Coimbatore Stock Exchange 2002-2003 to 2011-12 2002-2003 to 2011-12 2002-2003 to 2011-12

#### 8. Means of communications

Half-yearly report sent to the household:

of each Shareholder

No, as the results of the company are

published in the Newspapers.

Quarterly Results

No, as the results of the company are

published in the Newspapers.

Any Website, where displayed

At present, the results are displayed on

Website.

Whether it is also displayed in Official

Newspaper

No

Presentation made to institutional investors:

or to analysts

No

Newspapers in which results are normally:

published in

1. Makkal Kural and 2. Trinity Mirror

Whether Management Discussion and analysis is a part of Annual Report or not

Yes

#### 9. General Shareholder Information

AGM

Date

27th September 2012

Time

9.15 A.M.

Venue

Bhartiya Vidhya Bhavan

New No.18,20,22 East Mada Street

Mylapore Chennai-600004

Financial Calender

Results of the First Quarter (April - June)

Last week of July

Results for the Second Quarter (July -

September)

\* Last week of October

Results for the Third Quarter (October -

December)

Last week of January

Annual Results (April - March)

Last week of June

Date of Book Closure

September 19 to September 27, 2012

(both days inclusive)

**Dividend Payment Dates** 

No Dividend proposed

Listing on Stock Exchanges

The Madras Stock Exchange
The Stock Exchange Mumbai
Hyderabad Stock Exchange
Coimbatore Stock Exchange
Ahmedabad Stock Exchange

Stock Code

Mumbai Stock Exchange

KUMBHFN - 526869

Madras Stock Exchange Hyderabad Stock Exchange Coimbatore Stock Exchange KFS KFS 21108

Ahmedabad Stock Exchange

KUMBHATFIN - 31609

ISIN Number for NSDL & CDSL

INE795E01019

Stock Price Data

Shares were not quoted in any Exchange

on any day during the year.

Registrar and Share Transfer Agent

M/s. Cameo Corporate Services Limited

"Subramanian Building" No.1, Club House Road Chennai – 600 002.

Ph: 044 - 28460390 Fax: 044-28460129

F-mail: cameosys@satyam.net.in

Share Transfer System

All the transfer requests received are processed and approved by an Authorized Officer / The Securities Transfers and Investors' Grevance Committee. Normally transfers are processed and approved twice in a month or more depending on the

volume of transfers.

Distribution of Shareholding and Share

-holding pattern as on March 31, 2012

As per Annexure - A

Dematerialisation of Shares and Liquidity

26,10% of the paid-up capital has been dematerialized as on March 31, 2012

Outstanding GDRs / ADRs / Warrants or

The Company has not issued any GDR/ADR

any convertible instruments conversion date and likely impact on equity

Address for Correspondence

 a. for transfer / dematerialized of shares and any other query relating to the shares of the Company.

M/s. Cameo Corporate Services Limited Unit: KFSL "Subramanian Building" No.1, Club House Road, Chennai-600 002

b. For shares held in demat form

Depository Participants

 Any query on the Annual Report and for the Correspondence

The Managing Director Kumbhat Financial Services Limited No.144, N.S.C. Bose Road, Chennai – 600 079.

### **B. NON MANDATORY REQUIREMENTS**

a. Chairman of the Board: Whether the Chairman of the Board is entitled to maintain a Chairman's office at the Company's expense and also allowed reimbursement of expenses incurred in the performance of his duties:

No

b. Remuneration Committee:

The Company has not yet set up a Remuneration Committee

- c. Shareholder Right: The half-yearly declaration or financial performance including a summary of the significant events in last six months should be sent to the household of each shareholder:
  - \* As the Company's half yearly results are published in English and Tamil Newspapers, the same are not sent to the shareholders of the Company.
- d. Postal Ballot :
  - The Company has not yet made use of the postal ballot.

#### ANNEXURE A

The distribution of shareholding as on March 31, 2012

No.of Equity Shares held	- Share H	lolders	Share Amount	
No.01 Equity Shares held	Numbers	% of Total	In Rs.	% of Total
1 – 500	7442	84.3573	13624000	28.6821
501 - 1000	766	8.6828	6734000	14,1768
1001 – 2000	288	3.2646	4339000	9.1347
2001 – 3000	171	1.9383	4278000	9.0063
3001 – 4000	30	0.3401	1043000	2.1958
4001 - 5000	58	0.6574	2821000	5.9389
5001 - 10000	38	0.4307	2908000	6.1221
10001 and above	29	0.3287	11753000	24.7432
Grand Total	8822	100.00	47500000	100.00

# Shareholding Pattern as on March 31, 2012

Category		No.of Shares	%	
A. Promoters Ho	Idina			
1. Prom				
T. Front		Promoters	636800	13.40
		Promoteres	030000	13.40
2 Perso	ns acting in	conced		THE RESERVE
B. Non-Promoter	's Holding	Sivery		
3. Institut	ional Invest	ors		
	i.	Mutual Fund	200	0.01
	ii.	Banks, Financial Institution		
		Insurance Companies		
		(Central / State		
Control of the Control		Govt.Institutions / Non-	500	0.01
		Government		
	The same of the sa	Institutions)	AND THE RESIDENCE	
	III.	Fils		
	iv.	Foreign Institutional		
and the second was an inch		Investment (Foreign		
4 Others		Company)	SING TO SING IN	
4. Others	THE RESERVE OF THE PARTY OF THE	Delivate Community	107000	
	l.	Private Corporate Bodies	437800	9.21
	ii. ×		3674700	77.37
	iii.	NRIs / OBCs		
	iv.	Any Other (Please	William Salta	
Lay 121 years	USAVI	Specify)		
otal	LOAD TO	BACK STATE OF THE	4750000	100

#### COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

# AUDITORS CERTIFICATE (Under clause 49 of the Listing Agreement)

#### TO THE MEMBERS OF KUMBHAT FINANCIAL SERVICES LIMITED

We have examined the compliance of conditions of Corporate Governance by Kumbhat Financial Services Limited for the year ended on March 31, 2012 as stipulated in clause 49 of the Listing Agreement of the said Company with Stock Exchange(s).

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

Subject to non payment of Listing Fees to the Hyderabad, Ahmedabad and Coimbatore Stock Exchanges for the year 2003-2004, 2004-2005, 2005-2006, 2006-2007, 2007-08, 2008-2009, 2009-10, 2010-11 and 2011-12 in our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has compiled with the conditions of Corporate Governance as stipulated in the above Listing Agreement.

We state that no grievance(s) is / are pending for the period exceeding one month against the Company as per the records maintained by the Investors Grievence 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 KRISHNAN & GIRI Chartered Accountants

Chennai

Date: 22<sup>nd</sup> August, 2012

R. Saptagiri Partner M No: 38623 Firm No: 001512S

#### AUDITOR'S REPORT TO THE MEMBERS OF KUMBHAT FINANCIAL SERVICES LIMITED, CHENNAI

We have audited the attached Balance Sheet of KUMBHAT FINANCIAL SERVICES LIMITED, CHENNAI as at 31st March, 2012 the Profit and Loss Account and the cash flow statement for the year ended on that date. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.

- 1. We conducted our audit in accordance with the auditing standards generally accepted in India. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from any material misstatements. An audit includes, examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.
- As required by the Companies (Auditor's Report), Order 2003 issued by the Central Government in terms of Section 227(4A) of the Companies Act, 1956, we enclose in the annexure a statement on the matters specified in paragraphs 4 & 5 of the said order.
- Further as required by the Non-Banking Financial Companies Auditor's Report (Reserve Bank)
  Directions, 1998, vide Notification No.DFC 114/DG(SPT)-98 dated January 2<sup>nd</sup> 1998, we enclose
  in the Annexure a statement on the matters specified in paragraphs 3 of the said notification.
- 4. Further to our comments in the annexure referred to in paragraph '1' above we report that
- a) We have obtained all the information and explanations which to the best to our knowledge and belief were necessary for the purpose of our audit.
- b) In our opinion, proper books of accounts as required by law have been kept by the company so far as appears from our examination of such books.
- c) The Balance Sheet, Profit and Loss Account and cash flow statement are in agreement with the books of accounts.
- d) In our opinion, the the Balance Sheet, Profit and Loss Account and Cash flow statement comply with the Accounting Standards referred to in sub section (3C) of Section 211 of the Companies Act, 1956.
- e) On the basis of the information and explanations given to us and representations obtained by the company there are no directors of the company who, as at 31st March 2012, are disqualified under section 274(1)(g) of the Companies Act, 1956, from being appointed as Directors.
- f) In our opinion and to the best of our information and according to the explanations given to us, the said account read along with the notes thereon give the information required by the Companies Act, 1956 in the manners required and also give a true and fair view in conformity with the accounting principles generally accepted in India.
  - i) In so far as it relates to the Balance Sheet of the state of affairs of the Company as at 31\* March, 2012 and
  - ii) In so far as it relates to the Profit and Loss Account of the Profit of the Company for the year ended on that date.
  - iii) In so far as it relates to the Cash flow statement, of the cash flow for the year ended on that date.

for KRISHNAN & GIRI Chartered Accountants

R.Saptagiri Partner Membership No.38623 Firm No:001512S

Chennai Date: 22<sup>nd</sup> August, 2012.

#### KUMBHAT FINANCIAL SERVICES LIMITED, CHENNAI ANNEXURE REFERRED TO IN PARA '2' OF OUR REPORT OF EVEN DATE

- 1. The Company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets. All the assets have been physically verified by the management during the year which in our opinion is reasonable having regard to the size of the Company and the nature of its assets. No serious discrepancies were noticed on such verification. None of the Fixed Assets were disposed off during the year and therefore do not affect the going concern status of the Company.
- The stock of Shares were physically verified by the management at the year-end. As per the information given to us, the procedure of physical verification of stocks followed by the management is in our opinion reasonable and adequate in relation to the size of the company and nature of its business.

On the basis of our examination of stock records, it is found that the same have been properly maintained and as per the explanations given to us, no material discrepancies have been noticed on physical verification as compared to book records.

- 3. In our opinion, the company has not taken / granted loans during the year from / to parties listed in the register maintained under section 301 of the Companies Act, 1956.
- 4. In our opinion and in accordance with the information and explanations given to us, there are adequate internal control procedure commensurate with the size of the company and nature of its business, for purchases of inventory and fixed assets and with regard to the sale of goods.
- 5. In our opinion, and according to the information and explanations given to us, there are no transactions for purchase / sale of goods, services made in purchase of contracts or arrangements required to be entered in the register maintained under section 301 of the register, aggregating during the year to Rs.5,00,000/- or more in respect of each party.
- In our opinion, and according to the information and explanations given to us, the company has not accepted any deposits from public.
- 7. In our opinion, the company does have an an internal audit system, the scope and coverage of which needs to be strengthened to make it commensurate with the size and nature of its business.
- The Company is not required to maintain any cost records as prescribed by the Central Government under section 209(1)(d) of the Companies Act, 1956 as the same is not applicable to the Company.
- According to the explanations given to us, the provisions of the Employees Provident Fund and Miscellaneous Provisions Act, 1952 and Employees State Insurance Act, 1948 are not applicable to the Company.
- 10. According to the information and explanations given to us, there are no undisputed amounts payable in respect of Sales Tax, Customs Duty and Excise Duty as at 31<sup>st</sup> March, 2011, for a period of more than six months from the date they became payable. Further, according to the information and explanations give to us, there are no disputed statutory dues pending payment.

- On the basis of the financial statements, the company does not have accumulated loss nor has it incurred cash loss during the year as well as in the immediately preceding financial year.
- 12: The Company has not issued any debentures. According to the records of the Company examined by us, the Company has not availed any term loan or working capital limits from any bank of financial institution.
- The Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Accordingly, clause 4(xii) of the Order is not applicable.
- 14. The Company is not a Chit Fund, Nidhi, Mutual Benefit Fund or a Society. Accordingly, clause 4(xiii) of the order is not applicable.
- 15. According to the information and the explanations given to us and based on the records examined by us, the company is maintaining proper records in respect of the shares dealt and the said investments (subject to note on investment) have been held by the company in its own name as per the provisions of the Section 49 of the Companies Act, 1956.
- On the basis of information and explanations given to us, the company has not given guarantee to any Bank or Financial Institution on behalf of other parties.
- 17. The Company has not taken any term loans. Hence clause (xvi) of para'4(A) is not applicable.
- On the basis of our examination of the books of account and the information and explanation given to us, in our opinion, the funds raised on short term basis have not been used for long term investment.
- 19. The Company has not made any preferential allotment of shares to any party listed in the register maintained under section 301 of the Companies Act, 1956. Hence clause 4(xviii) of the Order is not applicable.
- The Company has not issued debentures. Hence, clause 4(xix) of the Order is not applicable.
- 21. The Company has not raised any money by way of public issues during the year. Hence clause 4(xx) of the Order is not applicable.
- 22. According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the year.

for KRISHNAN & GIRI Chartered Accountants

Chennai Date: 22<sup>nd</sup> August 2012 R. Saptagiri Partner M No: 38623 Firm No: 001512S

#### KUMBHAT FINANCIAL SERVICES LIMITED, CHENNAI ANNEXURE REFERRED TO IN PARA '3' OF OUR REPORT OF EVEN DATE

- The Company had earlier received the 'Certificate of Registration' from the Reserve Bank of India, Pursuant to Section 45-1A of the Reserve Bank of India Act, 1934 (2 of 1934), which is still in force.
- In the meeting of Board of Directors held on 04th February 2011 at the registered office of the Company, the Board of Directors has passed a resolution for non-acceptance of any public deposits.
- 3. The Company has not accepted any public deposits during the year.
- During the year the company has complied with the prudential norms relating to income recognition, accounting standards, asset classification and provisioning for bad and doubtful debts as applicable.

for KRISHNAN & GIRI Chartered Accountants

Chennai

Date: 22<sup>nd</sup> August, 2012

R. Saptagiri
Partner
M No : 38623
Firm Regn No:001512S

Balance Sheet as at 31 March 2012

Equity and Liabilities	Notes	As at 31st March 2012 Rs.	As at 31st March 2011 Rs.
Shareholders' Fund	and the same		Surped Style 1 105 105 105
Share capital	1	47,500,000	47,500,000
Reserves and surplus	2	13,893,772	12,994,677
		61,393,772	60,494,677
Non Current Liabilities			
Deferred Tax Liabilities	3	1,949,503	1,989,160
Current Liabilities			
Short Term Borrowngs	4	800,000	
Short-term provisions	5	816,138	1,369,141
Other current liabilities	6	109,228	233,728
		1,725,366	1,602,869
Total		65,068,641	64,086,706
Assets			
Non-Current Assets			
Fixed assets			
Tangible assets	7	4,181,553	4,292,923
Receivable from Finance Activity	8	51,907,735	50,478,950
Long-term loans and advances	9	2,874,406	2,874,406
Other non-current assets	10	1,513,652	1,513,652
		60,477,346	59,159,931
Current Assets			
Inventories	11	2,085,893	2,226,070
Cash and bank balances	12	1,357,195	1,888,815
Short-term loans and advances	13	1,148,207	811,890
		4,591,295	4,926,775
Total		65,068,641	64,086,706

Summary of Significant accounting policies

The accompanying notes form an intergal part of the financial statements.

As per our report of even date

For KRISHNAN & GIRI

Firm Registration Number: 001512S

Chartered Accountants

For on behalf of the board of directors of Kumbhat Financial Services Limited

RSAPTAGIRI

Partner

MNo: 38623 Place: Chennai

Date: 22/08/2012

Shanti Kumbhat [Managing Director] Ajit Kumbhat [Director]

Ganpat Bagmar [Director]

Uma Maheswari [Director] Ramabadran [Director]

Statement of Profit and Loss for the year ended 31 March 2012

or 25 no militing 25 1 Cours resigned by	Notes	Year ended 31st March 2012 Rs.	Year ended 31st March 2011 Rs.
Continuing Operations	1 6 3		THE REAL PROPERTY.
Revenue from operations	14	3,656,082	2,880,359
Other income	15		1,134,562
Total revenue (I)		3,656,082	4,014,921
Expenses			
Increase/decrease in inventories	16	140,177	103,060
Employee benefit expenses	17	237,971	507,971
Finance Cost	18	253,655	15,565
Operating & Other Expenses	19	1,653,471	2,126,926
Depreciation and Amortisation Expense	7	111,370	138,114
Total (II)		2,396,644	2,891,635
Earnings before interest, tax, depreciation and amortisation (EBITDA) (I)-(II) Less: Tax expenses		1,259,438	1,123,286
Current Tax	1	400,000	302,011
Deferred Tax	- Lawrence	(39,657)	(26,700)
Total tax expenses		360,343	275,311
Profit/(loss) for the year Earnings per equity share [nominal valure of share Rs.10]		899,095	847,975
Basic Face va	alue Rs.		
Computation on the basis			
of total profit for the year 10  Diluted		0.19	0.18
Computation on the basis		0.19	0.18
of total profit for the year 10	The same of	0.19	0.10

Summary of Significant accounting policies

The accompanying notes form an intergal part of the financial statements.

As per our report of even date

For KRISHNAN & GIRI

Firm Registration Number: 001512S

Chartered Accountants

For on behalf of the board of directors of Kumbhat Financial Services Limited

R SAPTAGIRI Partner

MNo: 38623

Place: Chennai Date: 22/08/2012 Shanti Kumbhat [Managing Director]

Ajit Kumbhat [Director]

Ganpat Bagmar [Director]

Uma Maheswari [Director] Ramabadran [Director]

# CASH FLOW STATEMENT ANNEXED TO THE BALANCE SHEET PURSUANT TO CLAUSE 32 OF THE LIST AGREEMENT

Michigania Compania	31st Marc		31st Mar	ch 2011 Rs.
A. CASH FLOW FROM OPERATING ACTIVITIES:  Net Profit  Adjustment for  Provision for Taxation  Provision for Non Performing Assets  Provision for Gratuity  Depreciation  Deferred Tax  Provision for Non Performing Assets Written Back  Operating profit before Tax	400000 0 16971 111370 (39657) 0	899095 488684 1387779	150000 32750 16971 138114 (26700) (1134562)	847975 (823427) 24548
Changes in Working Capital  Decrease/(increase) in Loans  Decrease/(Increase) in Other Advances  Decrease/(Increase) in Lease Rent Receivable  Increase/(Decrease) in Advance Tax  Increase/(Decrease) in Provisions  Increase/(Decrease) in Current Liabilities'  NET CASH FLOW FROM OPERATING ACTIVITIES	(2300509) 2250 871724 (338567) (969974) (124500)	(2859576) (1471797)	(1731042) 1950000 288689 (45550) (222806)	239291 263839
B. CASH FLOW FROM INVESTING ACTIVITIES :  Decrease/(Increase) in Stock-in-trade  Purchase of Fixed Asset  NET CASH FLOW FROM INVESTING ACTIVITIES	140177	140177	103060	103060
C. CASH FLOW FROM FINANCING ACTIVITIES: Increase/(Decrease) on Borrowings NET CASH FLOW FROM INVESTING ACTIVITIES Net Decrease in Cash and Bank Balance Opening Cash and Bank Balance Closing Cash and Bank Balance	800000	800000 (531620) 1888815 1357195	or and on beha	366898 1521916 1888815

For and on behalf of the Board Shanti Kumbhat Managing Director

#### Auditors' Report

We have verified the attached Cash Flow Statement of Kumbhat Financial Services Limited, derived from audited financial statements and the books and records maintained by the Company for the years ended 31st March 2012 and 31st March 2011 and found the same in agreement therewith.

Chennai

Date: 22/08/2012

for Krishnan & Giri Chartered Accountants R Saptagiri Partner M No: 38623

Firm Regn No: 001512S

# KUMBHAT FINANCIAL SERVICES LIMITED

Notes to financial statement for the year ended 31 March 2012

1 SHARE CAPITAL	31 March 2012 Rs.	31 March 2011 Rs.
Authorised Share 1,00,00,000 number of Equity shares of Rs. 10 each	100,000,000	100,000,000
Issued, Subscribed and Fully Paid up Share Capital 47,50,000 number of Equity shares of Rs. 10 each	47,500,000	47,500,000
Total issued, subscribed and fully paid up share cap	oital 47,500,000	47,500,000

# a. Reconciliation of share outstanding at the beginning and at the end of the reporting period

Equity shares	31 March 2012		31 March 2011	
NAME OF STREET	No of shares	Rs.	No of shares	Rs.
At the begnining of the period Outstanding at the end of the period	4,750,000 4,750,000	47,500,000 47,500,000	4,750,000 4,750,000	47,500,000 47,500,000

Nil

Nil

# b Details of shareholders holding more than 5% shares in the company

RESERVES AND SURPLUS	31 March 2012 Rs.	31 March 2011 Rs.
Statutory Reserve		SUND RUSHET SES
Balance at the beginning of the year	3,265,000	3,065,000
Add: Transfer from Surplus in the statement	The Particular State of	
of Profit & Loss	200,000	200,000
Closing Balance	3,465,000	3,265,000
General Reserve	- C C C C C C C C C C C C C C C C C C C	BUTTER
Balance at the beginning of the year	3,019,716	2,819,716
Add: Transfer from Surplus in the statement	E.F. E. W. LAND	
of Profit & Loss	5,000,000	200,000
Closing Balance	8,019,716	3,019,716
Surplus/(deficit) in the statement of profit and loss	THE WILLIAM THE	WHIT DOWN
Balance at the beginning of the year	6,709,961	6,261,986
Profit for the year	899,095	847,975
Less:		
Transfer to Statutory Reserve	(200,000)	(200,000)
Transfer to General Reserve	(5,000,000)	(200,000)
Net surplus in the statement of profit and loss	2,409,056	6,709,961
Total reserve and surplus	13,893,772	12,994,677



3	DEFERRED TAX LIABILITY	31 March 2012 Rs.	31 March 2011 Rs.
	Fixed Assets: Impact of difference between tax depreciation and derprection/amortisation	1,949,503	1,989,160
	charged to the financial statement	1,949,503	1,989,160
E	SHORT TERM BORROWINGS	THE SHIP IS NOT THE	THE SECTION
	From Directors (Unsecured)	800,000	WHITE DOWN
		800,000	nter spacement
Į.	SHORT TERM PROVISIONS	what we ball to	of the same of
	a Provision for post employment benefits  - Provision for Gratuity  b Other Porvision	63,511	46,540
	- Provision for Non- Performing Assets		969,974
	- Provision for Income Tax	752,627	352,627
		816,138	1,369,141
	OTHER CURRENT LIABILITIES		THE TAXABLE NO WHAT
	a Sundry Creditors for Expenses	108,228	74,520
	b TDS Payable	1,000	4,935
	c Other Liabilities		154,273
		109,228	233,728
	RECEIVABLES FROM FINANCING ACTIVITY		
	a) Loans (Unsecured)		10,000,500
	- Considered good	51,489,355	49,090,596
	- Others - Non Performing Assets	51,489,355	98,250 <b>49,188,846</b>
	b) Lease Rental Receivale (Unsecured)	31,403,305	40,100,040
	- Considered good	418,380	418,380
	- Others - Non Performing Assets	- 10,000	871,724
	B B	418,380	1,290,104
	Production of the second	51,907,735	50,478,950
	LONG TERM LOANS AND ADVANCES	100	
	Capital Advances	2,871,406	2,871,406
	Deposits	3,000	3,000
		2,874,406	2,874,406

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Note: 1. Depreciation has been provided on 'Written Down Value' method in accordance with the rates specified in Schedule XIV to the Companies Act, 1956

10 OTHER NON- CURRENT ASSET	31 March 2012 Rs.	31 March 201 Rs.
Trade Receivables	1,513,652	1,513,652
11 CURRENT INVESTMENTS	1,513,652	1,513,652
(Valued at lower of Cost or Net realizable value) Stock of Equity Shares		
- Quoted Shares (Fully Paid )	205 000	41.53
- Unquoted Shares (Fully paid ) Others	385,893 1,700,000	526,070 1,700,000
12 CASH AND BANK BALANCES	2,085,893	2,226,070
Cash and cash equivalents  Balances with banks:  On current accounts		
Cash on hand	839,630	
	517,565	1,112,034
13 SHORT TERM OTHER LOANS AND ADVANCES Advance Payment of Income Te	1,357,195	776,781 <b>1,888,815</b>
Advance Payment of Income Tax Other Advances	· 光影和 2 12 12	
- and Advances	1,148,207	809,640
	1,148,207	2,250
a) Income from Financing Activity Interest on Loan	1,1-10,207	811,890
b) Dividend Received	3,648,041	2,873,743
	8,041	6,616
OTHER INCOME	3,656,082	2,880,359
a) Provision for Non Performing Assets Written back		
		1,134,562
DECREASE IN STOCK IN TRADE Closing Stock of Shares		1,134,562
Less: Opening Stock of Shares  A B	2,085,893 2,226,070 (140,177)	2,226,070 2,329,130 (103,060)

Ą		31 March 2012 Rs.	31 March 2011 Rs.
17	EMPLOYEES REMUNERATION & BENEFITS		
11	Salaries, Bonus and Commission	204,000	264,000
	Remuneration to Directors		210,000
	Director sitting Fees	17,000	17,000
		16,971	16,971
	Gratuity provision	237,971	507,971
18	FINANCE COST		
10	Interest Payments	246,787	13,495
	Bank Charges	6,868	2,070
	Balik Charges	253,655	15,565
19	OPERATING AND OTHER EXPENSES	96,000	96,000
	Rent and Amenities	49,200	32,655
	Postage and Telephone	45,000	115,470
	Printing and Stationery	152,944	169,528
	Listing, Share transfer Expenses & Filing fees		21,500
	Travelling & conveyance	28,350	14,900
	Advertisement charges	58,835	95,507
	AGM Expenses	163,933	
	Payment to Auditors - Statutory Audit	33,708	17,648
	Professional Charges	63,069	00 707
	Miscellaneous Expenses	39,664	22,797
	Bad Debts written off	922,768	1,508;171
	Provision for Non- Performing Assets		32,750
		1,653,471	2,126,926

# 20 CONTINGENT LIABILITIES AND COMMITMENTS:

20.1	CONTINGENT LIABILITES Claims against the company not acknowledged as debts	Nil	Nil
20.2	COMMITMENTS:		
a.	Estimated amount of Contracts remaining to be executed on capital account not provided for	Nil	Nil
b.	Other commitments	Nil	, Nil

#### 21 EMPLOYEE BENEFITS OBLIGATIONS

#### 21.1 Defined Contribution Plans:

The benefits of the defined contribution plan in the form of provident fund is not applicable to the company

#### 21.2 Defined Benefit Plans:

The company offers its employees defined benefit plans in the form of gratuity (a lump sum amount). Benefits under the defined benefit plans are based on the years of service and the employees last drawn salary immediately before exit. The gratuity scheme covers substatially all regular employees. However the company has not created any fund in accordance with the scheme, commitments are acturially determined at the year end, on adoption of the revised Accounting Standads (AS 15) on "Employees Benifits" notified under the companies (Acconting standards) Rules, 2006, acturial valuation is done based on "Project Unit Credit Method". Gains and Loss of changed acturial assumtions are charged to Profit & Loss Account. The obligation for leave Encashment benifits is not recognized.

The net value of the defined benefit commitment is detailed below:

Obligation	Gratuity ( Non Funded)			
	As at 31.03.2012 Rs.	As at 31.03.2011 Rs.		
Present Value of Obligation Fair Value of Plan Assets	63,511 Nil	46,540 Nil		
Net Liability Recognized in the Balance Sheet	63,511	46,540		

Plan Assets	Gratuity (Non Funded)			
	As at 31.03.2012 Rs.	12 As at 31.03.2011 Rs.		
Opening Balance	Nil	Nil		
Expected Return	Nil	Nil		
Contribution by the Company	Nil	Nil		
Benifies Paid	Nil	Nil		
Acturial Gain	Nil	Nil		
Closing Balance 31.03.2012	Nil	Nil		

The company has not created any fund into which contributions are made. Hence furnishing of information on Return on Plan Assets does not arise

Expenses recognized in the profit	Gratuity (Non Funded)			
& Loss Account	As at 31.03.2012 Rs.	As at 31.03.2011 Rs.		
Current Service Cost	16,149	16,149		
Interest Cost	2,366	2,366		
Expected Return on Plan Assets	Nil	Nil		
Benifites paid Directly	Nil	Nil		
Net Acturial (Gain) / Losses	(1,544)	(1,544)		
Expenses Charges to Profit & Loss Account	16,971	16,971		

Actuarial Calculations used to Estimate defined benefit commitments and expenses are based on the following assumptions, which if charged, would affect the defined benefit commitment's size.

	Gratuity ( Non Funded) Year Ended 31.03.2012
Rate of Discount applied Expected salary scalation	8% 5%
Expected return on Plan Assets Mortality Table Used	Does not arise LIC ( 1994-96) Ultimate Mortality table

### 22 RELATED PARTY DISCLOSURE: - (AS 18)

22.1	Director's Remuneration	204,000	210,000
22.2	Towards Rent - Kumbhat & Co	96,000	96,000

23 Figures for the Previous period have been regrouped/ rearranged wherever necessary.

As per our report of even date

For KRISHNAN & GIRI

Firm Registration Number: 001512S

Chartered Accountants

For on behalf of the board of directors of Kumbhat Financial Services Limited

R SAPTAGIRI Partner

RI Shanti Kumbhat [Managing Director]

Ajit Kumbhat [Director]

Ganpat Bagmar

MNo: 38623

Uma Maheswari

Ramabadran [Director]

Place: Chennai Date: 22/08/2012 [Director]

# SIGNIFICANT ACCOUNTING POLICIES 1. ACCOUNTING CONVENTION:

- The accounts have been prepared under the historical cost convention. 4
- Income and Expenditure recognition: 2.
  - Lease Income is accounted as per the terms of the respective lease agreements.
  - Interest on loans are accounted for on accrual basis. b)
  - Dividend on shares and other incomes are accounted for on receipt basis. C)
  - All items of expenditure are accounted for on accrual basis.
- The Company has followed the prudential norms as prescribed by the Reserve Bank of 3. India under Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions 1998 as amended from time to time.
- Depreciation / Amortisation policy: Depreciation on assets is provided on the Written Down Value Method at the rates prescribed in Schedule XIV to the Companies Act, 1956. 4. The Cost of the leased assets is amortised during the lease period, for all the assets acquired since inception, as recommended in the "Guidance Note on Accounting for Leases (Revised)" issued by the Institute of Chartered Accountants of India. Depreciation has not been provided on repossessed assets pending the sale and / or realization of the assets since the assets are not put into use after such repossession.
- Valuation of Fixed Assets: 5. Fixed Assets are carried at historical cost less accumulated depreciation.
- Inventory of Shares: 6. Shares and Securities are valued at Cost or market price whichever is lower.
- Compliance with Accounting Standards: 7. Appropriate Accounting Standards have been duly considered while preparing the financial and other statements.
- Retirements Benefits: 8.

Retirement benefits are accounted for on Accural basis as per Revised Accounting Standard -15 on the basis of acturial valuation.

Accounting for Taxes on Income (AS 22) 9.

Deferred Tax Assets / Liability is recognized as per Accounting Standard AS 22 on 'Accounting for taxes on Income' issued by The Institute of Chartered Accountants of India.

### NOTES ON ACCOUNTS

24. Contingent Liabilities. : Nil

25. MANGERIAL REMUNERATION:

31.03.2012

31.03.2011

Director Sitting Fees

17,000

17,000

- Other information pursuant to paragraph 4C and 4D of part II Schedule VI to the Companies Act, 1956 is not applicable to the Company.
- 27. INFORMATION IN RESPECT OF OPENING STOCK, PURCHASES, SALES AND CLOSING STOCK OF SHARES TRADED IN:

ACCOUNTING YEAR ENDED	OPENING STOCK PURC		RCHASES SA		LES	CLOSING STOCK		
	QTY	VALUE	QTY	VALUE	QTY	VALUE	QTY	VALUE
31st March 2012	40000	19.14	NIL	NIL	NIL	NIL	40000	19.14
31st March 2011	40000	19.14	NIL	NIL	NIL	NIL	40000	19.14

For KRISHNAN & GIRI

Firm Registration Number: 001512S

Chartered Accountants

For on behalf of the board of directors of

Kumbhat Financial Services Limited

R SAPTAGIRI

Partner

MNo: 38623

Shanti Kumbhat

[Managing Director]

Ajit Kumbhat [Director]

Ganpat Bagmar [Director]

Uma Maheswari

[Director]

Ramabadran [Director]

Place : Chennai

Date: 22/08/2012

#### SCHEDULE

As required in terms of paragraph 9BB of Non Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998

#### 1. Borrower group-wise classification of all Land Assets.

Category	Amount of Provisions		
	Secured	Unsecured	Total
Related Parties			The Public
(a) Subsidiaries	Nil	Nil	Nil
(b) Companies in the Sale Group	Nil	Nil	Nil
(c ) Other related Parties	Nil	Nil	Nil
2. Other than related parties	785477	Nil *	785477
Total	785477	Nil	785477

#### 2. Borrower group-wise classification of all loans and advances

Category	Amount of Provisions		
	Secured	Unsecured	Total
Related Parties			
(a) Subsidiaries	Nil	Nil	Nil
(b) Companies in the Sale Group	Nil	Nil	Nil
(c ) Other related Parties	Nil	7658184	7858184
2. Other than related parties	Nil	41530662	41530662
Total	Nil	49188846	47457804

#### 1. Other Information.

Particulars	Amount
Gross Non Performing Assets	
(a) Related Parties	
(b) Other than Related Parties	1199233
2. Net Non Performing Assets	
(a) Related Parties	
(b) Other than Related Parties	229259
3. Assets acquired in satisfaction of debt	

#### KUMBHAT FINANCIAL SERVICES LIMITED

Registered Office: 144, N.S.C.Bose Road, Chennai - 600 079.

# PROXY FORM I/We \_\_\_\_\_of\_\_\_ being a Member / Members of KUMBHAT FINANCIAL SERVICES LIMITED hereby appoint of \_\_\_\_\_ or failing him for me / us on my / our behalf at the 19th ANNUAL GENERAL MEETING of the said Company to be held on Tuesday, 27th September, 2012 at 09.15 A.M. at Bhartiya Vidhya Bhavan New No.18,20,22 East Mada Street, Mylapore, Chennai-600004 and at any adjournment there of. Signed this \_\_\_\_\_\_ day \_\_\_ of 2012 Revenue Signature(s) of the Member(s) Stamp Folio No. N.B. (i) This proxy must be deposited at the Registered Office of the Company, not latter than 48 hours before the time of the meeting. A proxy need not be a member of the Company. Shareholder / Proxy holder wishing to attend the meeting must bring the Attendance Slip to the Meeting and handover the same at the entrance duly signed. TEAR HERE KUMBHAT FINANCIAL SERVICES LIMITED Registered Office: 144, N.S.C. Bose Road, Chennai - 600 079. ATTENDANCE SLIP To be handed over at the entrance of the Meeting Hall hereby record my presence at the 19th ANNUAL GENERAL MEETING at Bhartiya Vidhya Bhavan New No.18,20,22 East Mada Street, Mylapore, Chennai-600004, on Tuesday, the 27th September 2012 at 09.15 A.M. Name of the Member Folio No.

Name of Proxy / Representation (In Block Letter) \_\_\_\_\_\_\_
(To be filled in the Proxy attends instead of the Member)

Signature of the Member / Proxy present

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