

# 26th Annual Report

## Moryo Industries Limited 2013 - 2014

C-2/104, YOGI NAGAR, EKSAR ROAD,  
BORIVALI (WEST), MUMBAI 400091

PH: 022-65567204

WEBSITE: [www.moryoindustries.com](http://www.moryoindustries.com)

EMAIL ID: [moryoindustries@gmail.com](mailto:moryoindustries@gmail.com)

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# **CORPORATE INFORMATION**

## **Board of Directors:**

<b>Name of Director</b>	<b>Designation</b>
Mr. Manoharlal Saraf	Managing Director
Mrs. Geeta Manoharlal Saraf	Director
Mrs. Deepti Lalwani	Director
Mr. Shashikumar Jatwal	Director
Mrs. Nidhi Harshad Parekh	Additional Director & CFO

## **Bankers:**

Axis Bank Limited - Andheri Branch

## **Auditors:**

M/s. R. Soni & Co.  
46 Mulji Jetha Bldg,  
Above Bank of Baroda,  
185/187 Princess Street,  
Marine lines -400002

## **Registrar & Transfer Agent:**

Purva Share registry (India) Pvt. Ltd  
9, Shiv Shakti Industrial Estate  
J.R. Boricha Marg, Lower Parel (E),  
Mumbai- 400011

## **Registered Office:**

**Moryo Industries Limited**  
CIN: L65191MH1988PLC111703  
C-2/104, Yogi Nagar,  
Eksar Road, Borivali (west),  
Mumbai-400091  
Website: [www.moryoindustries.com](http://www.moryoindustries.com)  
Email ID: [moryoindustries@gmail.com](mailto:moryoindustries@gmail.com)

## NOTICE

Notice is hereby given that **26<sup>th</sup> Annual General Meeting** of the shareholders of the Company will be held on **30<sup>th</sup> September, 2014, Tuesday** at the Registered Office of the Company at **C-2/104, Yogi Nagar, Eksar Road, Borivali (West), Mumbai - 400091** at 10.30 a.m. to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2014, the Profit and Loss Account for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Geeta Manoharlal Saraf (DIN: 05286082), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers herself for re-appointment.
3. To Re- Appoint Auditor and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution**.

**“Resolved that** pursuant to Section 139 of the Companies Act, 2013 (“Act”) read with the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, if any, M/s. R. Soni & Co., Chartered Accountants (Registration No: 130349W ) be and are hereby re - appointed as a Statutory Auditors of the Company provided that the appointment M/s. R. Soni & Co., shall be from the conclusion of this 26<sup>th</sup> Annual General Meeting till the conclusion of the 31<sup>st</sup> Annual General Meeting, for a consecutive period of five years and re-appointment shall be subject to ratification by the Members at every Annual General Meeting to be held during the period.

**“Resolved further that** the Board of Directors or Audit Committee thereof, be and is hereby authorised to decide and finalise the terms and conditions of appointment, including the remuneration of the Joint Statutory Auditors.”

### **SPECIAL BUSINESS:**

4. **To regularise the appointment of Ms. Nidhi Harshad Parekh (DIN: 06937351).**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

**“Resolved that** pursuant to the provisions of Sections 149, 152 read with schedule IV and other applicable provisions of The Companies Act, 2013 and the Companies (Appointment & Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and clause 49 of the Listing Agreement Ms. Nidhi Harshad Parekh (DIN: 06937351), who was appointed as an Additional Director and Chief Financial Officer on Board w.e.f. 21/07/2014 pursuant to the Provisions of section 161(1) of The Companies Act, 2013 and the Articles of association of the Company and who holds office up to the date of this Annual general Meeting and in respect of whom the Company has received a notice in writing under section 160 of The Companies Act, 2013 from a member proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement by rotation.”

5. **To increase in Borrowing Powers of the Board of Directors under Section 180(1)(c) of the Companies Act, 2013 up to Rs.50 Crores.**

To consider and, if thought fit, to pass with or without modification(s) the following Resolution as a **Special Resolution**:

**“Resolved that** pursuant to the provisions of Section 180 (1) (c) of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013, the Company hereby accords its consent to the Board of Directors borrowing any sum or sums of money from time to time from any one or more of the Company's Bankers and/or from anyone or more persons, firms, bodies corporate or financial institutions whether by way of cash-credit, advance or Inter corporate deposits, loans or Bill discounting or otherwise and whether unsecured or secured by

mortgage, charge, hypothecation or lien or pledge of the Companies assets and properties whether movable or stock in trade (including Raw Materials, stores, spare parts and components in stock or in transit) and work in progress and all or any of the undertakings of the company notwithstanding that the monies to be borrowed together with the monies already borrowed by company (apart from temporary loans obtained from the companies bankers in the ordinary course of business) will or may exceed the aggregate of the paid up capital of the company and its free reserves, that is to say, reserves not set apart for any specific purpose but, so however, that their total amount up to which the monies may be borrowed by the Board of Directors and outstanding any time shall not exceed the sum of Rs.50 Crores, (Rupees Fifty Crores Only) exclusive of interest and the directors are hereby further authorized to mortgage, charge, hypothecate, lien, and issue promissory notes, deposit receipts and other deeds and instruments or writings wherever necessary as they may think fit and containing such covenants as the directors may deem fit.

**“Resolved further that**, the Board of Directors may do all such acts, deeds and things as may be necessary or delegate the powers in respect thereof as permissible under applicable provisions of the Companies Act, 2013”

**6. Creation of Security under Section 180(1)(a) of the Companies Act, 2013 in connection with the borrowings of the Company.**

To consider and, if thought fit, to pass with or without modification(s) the following Resolution as a **Special Resolution**:

**“Resolved that**, pursuant to Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, and subject to other approvals, if applicable or required under any statute(s) / rule(s)/ regulation(s) or any law for the time being in force or required from any other concerned authorities and in supersession of all earlier Resolutions passed in this regard under the Companies Act (earlier in force), consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favor of banks/financial institutions, other investing agencies and trustees for the holders of debentures/ bonds/other instruments to the debenture/ bonds issued or proposed to be issued, loan and /or other credit facilities availed or proposed to be availed together with interest thereon and such other costs, charges, expenses and other moneys payable by the Company as per the terms and conditions of the issue of bonds/debentures issued/ proposed to be issued or the loan agreement and/or other documents pertaining to credit facilities entered into or proposed to be entered into by the Company, within the overall borrowing limits fixed pursuant to Section 180(1)(c) of the Companies Act, 2013.”

**“Resolved further that**, for the purpose of giving effect to this resolution, the Board or any Committee thereof be and is hereby authorized to finalize, settle and execute such documents /deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creation of mortgage / charge as aforesaid.”

## **IMPORTANT COMMUNICATION TO MEMBERS – GREEN INITIATIVE IN CORPORATE GOVERNANCE**

The Ministry of Corporate Affairs (MCA) has taken a Green Initiative in Corporate Governance by allowing paperless compliances by the Companies and has issued a circular stating that service of all documents including Annual Reports can be sent by email to its Members. Your Company believes that this is a remarkable and environment friendly initiative by MCA and requests all Members to support in this noble cause.

The Company has already embarked on this initiative and proposes to send documents including Annual Reports in electronic form to the members on the email address provided by them to the R&T Agent/ the Depositories.

The Members who hold shares in physical form are requested to intimate/update their email address to the Company/R&T Agent while members holding shares in Demat form can intimate/update their email address to their respective Depository Participants.

Members are requested to further note that they will be entitled to be furnished, free of cost, the physical copy of the documents sent by e-mail, upon receipt of a requisition from them, any time, as a Member of the Company.

**Notes:**

1. A member is entitled to attend and vote at the meeting is entitled to appoint a proxy and vote instead of himself/herself and a proxy need not be a member of the company. A person can act as proxy on behalf of members' up to and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company. Further, member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person may not act as a proxy for any other person or member. The instrument appointing proxy must be deposited at the registered office of the company not less than 48 hours before the time of holding the meeting.
2. During the period beginning 24 hours before the time fixed for commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company.
3. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is attached hereto.
4. Brief details of the Directors, who are seeking appointment/ re- appointment, are annexed hereto as per the requirements of the Companies Act, 2013 and Clause 49 of the Listing Agreement.
5. Pursuant to section 91 of the Companies Act, 2013 The Register of Members and the Transfer Book of the Company will remain closed from 23/09/2013 to 24/09/2014 (both days inclusive).
6. Members are requested to notify immediately any change in their address details to the Company's Registrar and share transfer agents for shares held in demat/physical form at: M/s. Purva Shareregistry (India) Pvt Ltd. at 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Lower Parel (E), Mumbai - 400 011
7. The Securities & Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form, are, therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat Account. Members holding their shares in Physical Form can submit their Pan details to the share transfer agent (Sharex Dynamic Private Limited) of the Company.
8. Sections 101 and 136 of the Companies Act, 2013 read together with the rules made there under, permit the listed companies to send the notice of the annual general meeting and the annual report, including the financial statements, boards' report etc. by electronic mode. The Company is accordingly forwarding the soft copies of the above mentioned documents to all those members who have registered their e mail ids with their respective depository participants or with the share transfer agent of the Company.
9. Corporate Members are requested to send in advance duly certified copy of Board Resolution / power of attorney authorizing their representative to attend the annual general meeting.
10. Members/ proxies are requested to bring their copies of annual reports to the meeting.

**11. PROCEDURE AND INSTRUCTION FOR E-VOTING**

In Compliance with provisions of section 108 of The Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the company is pleased to provide members facility to exercise their right to vote at the 26<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL):

**The Instructions for shareholders voting electronically are as under:**

- ✓ The voting period begins on 25/09/2014 at 09.30 a.m. And ends on 26/09/2014 at 05.30 p.m. During this period shareholders' of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date 28/08/2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ✓ The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- ✓ Click on "Shareholders" tab.

- ✓ Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”.
- ✓ Now Enter your User Id
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio number registered with the Company.
- ✓ Next enter the Image Verification as displayed and Click on Login.
- ✓ If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- ✓ If you are first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
<b>PAN</b>	<p>Enter your 10-digit Alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with the Company/Depository Participant are requested to use first two letters of their name and 8 digit of the sequence number in the PAN Field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.</p>
<b>DOB</b>	Enter the Date Of Birth as recorded in your demat account or in the company records for the said demat account or folio in (dd/mm/yyyy) format
<b>Dividend Bank Details</b>	<p>Enter the Dividend Bank Details as recorded in your Demat account or in the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</p>

- ✓ After entering this details appropriately, click on “SUBMIT” tab.
- ✓ Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ✓ For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ✓ Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- ✓ On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- ✓ Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- ✓ After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- ✓ Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- ✓ You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

- ✓ If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- ✓ Note for Institutional Shareholders & Custodians:
  - i) Institutional shareholders (i.e. other than Individuals, HUF, and NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
  - ii) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - iii) After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - iv) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- ✓ In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**

### **Item No. 4**

The Board of Directors at their meeting held on July, 21<sup>st</sup> 2014 appointed Ms. Nidhi Harshad Parekh as an Additional Director of the Company. Ms. Nidhi Harshad Parekh holds office up to the date of the forthcoming Annual General Meeting. Under Section 160 of the Companies Act, 2013, the Company has received requisite notice from a Member proposing the candidature of Ms. Nidhi Harshad Parekh for the office of Director.

The Board of Director is of the opinion that Ms. Nidhi Harshad Parekh, possesses requisite skills, experience and knowledge relevant to the company's business and it would be in the interest of the company to continue to have her association with the company as director.

The Board recommends passing of the ordinary resolution set out in item no. 4 of the Notice.

### **Item No. 5 & 6**

Pursuant to Section 180(1) (c) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 1956, if any, the company can borrow money, exceeding its paid up capital and free reserves that is to say, reserves not set apart for any specific purposes only with the approval of the shareholders accorded by way of Special Resolution.

The Company intends to borrow from time to time any sum or sums of money which along with the sum of money already borrowed by the Company may exceed the aforesaid limit but not exceeding Rs.50 Crores and seek your approval for the same.

The proposal outlined above is in the interest of the Company and the Board commends the resolution set out in the accompanying notice.

None of the Directors and Key managerial Personnel of the Company is concerned or interested in the said resolution except to the extent of the shareholding, if any.

### **Registered Office:**

C-2/104, Yogi Nagar, Eksar Road,  
Borivali (west), Mumbai- 400091  
Date: 30/08/2014

By order of Board

Sd/-  
Manoharlal Saraf  
(Chairman)



**Details of directors seeking appointment/re-appointment  
at the forthcoming Annual General Meeting  
(In pursuance of clause 49 (VI) (A) of the listing agreement)**

**Director Seeking Appointment:**

**1.**

Name of the Director	<b>Mrs. Nidhi Harshad Parekh</b>
Date of Birth	17/02/1988
Date of Appointment	21/07/2014
Expertise in any specific functional area	Finance, Accounts and Taxation
Qualification	Graduation
Directorships held in other companies (Excluding Foreign Companies)	NIL
Committee Positions held in other companies	NIL

**Director Seeking Re-Appointment:**

**2.**

Name of the Director	<b>Mrs. Geeta Manoharlal Saraf</b>
Date of Birth	01/04/1961
Date of Appointment	03/09/2012
Expertise in any specific functional area	Administrative and Human Resource
Qualification	Graduation
Directorships held in other companies (Excluding Foreign Companies)	NIL
Committee Positions held in other companies	NIL

# Board of Directors' Report

Dear Members,

Your Directors are pleased to present the 26th Annual Report together with the Audited Statement of Accounts for the year ended 31<sup>st</sup> March, 2014. The Management Discussion & Analysis is also incorporated into this Report.

## **FINANCIAL RESULTS:**

Summary of the Company's financial performance for F.Y. 2013-2014 as compared to the previous financial year is given below:

Particulars	(Figures in Lacs)	
	F.Y. 2013 - 2014	F.Y. 2012 - 2013
Total Turnover / Income	1128.00	556.39
Total Expenses Ecl'd. Dep & Interest	1136.59	548.81
Profit before Dep. & Int.	(8.59)	7.58
Depreciation	0.05	0.00
Interest	1.80	8.90
Profit after Depreciation & Interest	(10.44)	(1.32)
Provision for Taxation	0.00	0.00
Provison for Tax (deferred)	(3.85)	0.00
Profit after Tax	(14.29)	(1.32)
Net profit/ (Loss)	(14.29)	(1.32)
Amount Available for Appropriation	(14.29)	(1.32)
Balance carried to Balance Sheet	(14.29)	(1.32)
<b>EPS</b>	<b>(0.09)</b>	<b>(0.01)</b>

## **HIGHLIGHTS:**

During the year your company has managed to double its turnover to Rs.1128.00 Lacs including other income as compared to Rs. 556.39 Lacs in the previous year and thereby registering an increase of 102.74% as compared to the previous year. In spite of this company has occurred the Net loss of Rs. (14.29) Lacs against the Net loss of Rs. (1.32) Lacs in the previous year, and hereby registered an increase of 982.58% in making losses as compared to the previous year. This has happen mainly because valuation of the stock as on 31.03.2014 has been gone very low.

Considering the expectations of country's gradual improvement in effective demand and GDP growth rate coupled with upward movements in capital market, your Directors expect better performance of the Company in the coming years.

## **DIVIDEND:**

In view of losses during the year, your Directors have not recommended any dividend on Equity Shares for the year under review.

## **BOARD OF DIRECTORS:**

In compliance of Section 203(1) of the Companies Act, 2013, the Board has appointed Ms. Nidhi Harshad Parekh as a Director and Chief Financial Officer of the Company w.e.f. 21/07/2014 under KMP Category.

Mrs. Geeta Manoharlal Saraf retires by rotation and being eligible, offers herself for re-appointment at the ensuing Annual General Meeting. Board has recommended his re-appointment.

As required under clause 49 of the listing agreement with the stock exchanges, the information on the particulars of directors proposed for appointment/re-appointment has been given in the notice of annual general meeting.

Apart from this there have been no changes in Composition of Board.

### **DEPOSITS:**

Your Company has not accepted any deposits within the meaning of Section 73 (1) of the Companies Act, 2013.

### **DIRECTORS' RESPONSIBILITY STATEMENT:**

In accordance with the provisions of Section 134 (3) (c) of the Companies Act, 2013, and based on the information provided by management, your Directors' state that:

1. In the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March, 2014 the applicable accounting standards have been followed.
2. Accounting policies selected were applied consistently. Reasonable and prudent judgments and estimates were made so as to give a true and fair view of the State of affairs of the corporation as at the end of March 31, 2014 and of the profit of the Company for the year ended on that date.
3. Proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. The Annual Accounts of the Company have been prepared on the ongoing concern basis.

### **STATUTORY AUDITORS:**

M/s. R. Soni & Co., Chartered Accountants having Registration No: 130349W statutory auditors of the Company hold office until the conclusion of the ensuring AGM and are eligible for re-appointment. based on the recommendation of the Audit Committee, the Board of Directors has, at its meeting held on 30<sup>th</sup> August, 2014 proposed the appointment of M/s. R. Soni & Co., as the Statutory Auditors of the Company for a consecutive period of five years to hold office from the conclusion of this AGM till the conclusion of the 31<sup>st</sup> AGM of the Company to be held in the year 2019 (subject to ratification of their appointment at every AGM).

The Company has also received the confirmation from M/s. R. Soni & Co., to the effect that their appointment if made at the ensuring AGM would be in terms of Section 139 and 141 of the Companies Act, 2013 and rules made there under.

### **AUDITORS REPORT:**

Observations made in the Auditors' Report are self-explanatory and therefore do not call for any further comments under Section 134(1) of the Companies Act, 2013.

### **POSTAL BALLOT:**

During the year your company has carried out Postal Ballot u/s 192A of the Companies Act, 1956 for changing its Main Object from Manufacturer of Steel and other metals to Share Trading and Finance business, Commencement of new business and to change its name from 'M/s. Moryo Industries Limited' to 'M/s. Moryo Finance Limited' to reflect its main business activity in its name. The Members of the Company had approved the same by casting their vote threw postal ballot and company declared the result of postal ballot in its duly conveyed board meeting held on 12<sup>th</sup> March, 2014. But due to some administrative reasons your company could not able to registered the

name 'Moryo Finance Limited'. Now Board has resolved once again to avail the same name from ROC, Mumbai in its meeting held on 30/08/2014.

### **CHANGE IN MAIN OBJECT:**

As members are aware that Company is no more in business of manufacturer of Steel and other metals. Your directors keep considering various proposals as an ongoing Endeavour to diversify into certain new and profitable business ventures, as in the fast changing business and economic environment, it is imperative for every company to keep examining various opportunities and different businesses to ensure growth momentum and overall enhancement of shareholder value and ventured it elf into the business of Finance since last 3 years.

Since the company has resumed to finance and share trading activities, the management of the company has been of the view that its main object also should be get altered accordingly and decided to carry out postal ballot to seek members' approval for the same.

### **CHANGE IN NAME:**

As the members of the company are already aware, that during the year under consideration your company has changed its main object from Manufacturer of Steel and other metals to Finance and share trading activities activity. So keeping legal point in mind and to give a wider meaning and better understanding of the Company's Business to the stakeholders, the management of the company was of a view that it shall be beneficial and advisable for company to have the name of the company in consolation with its main object and decided to change name of the company from 'M/s. Moryo Industries Limited' to 'M/s. 'Moryo Finance Limited' for which company has carried out postal ballot.

But due to some administrative Issues, Company has not registered the name so availed by ROC and approved by member within 60 days from name availed by ROC, the name stand to laps and now Board has resolved once again to secure same name in its meeting held on 30/08/2014.

### **DECLARATION OF INDEPENDENCE BY DIRECTORS:**

The Independent Non-executive Directors of the Company, viz. Mr. Shashikumar Jatwal and Ms. Deepti Lalwani have affirmed that they continue to meet all the requirements specified under Clause 49(I)(A)(iii) of the listing agreement in respect of their position as an "Independent Director" of Moryo Industries Limited.

### **Application to RBI for Certificate of Registration:**

As the members are aware that since last 3 years your Company is engaged in the business of Share Trading, making of Investment and granting of Loan & Advances, RBI had classified these activities as a NBFC Activities and our Companies need to get registered with RBI and to hold valid COR to continue such activities. The Management of the Company has with the view to comply with the Section 45(i)(a) of RBI Act, 1934, your Company has made an application to RBI to obtain Certificate of Registration in the month of April, 2014, but RBI has stop to accepting application vide its press release No. 2013-2014/1931 dated 1st April, 2014.

### **CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION:**

The particulars under the companies (Disclosure of Particulars in the Report of Board of Directors) Rules 1988, on conservation of energy and Technology absorption is not applicable.

### **PARTICULARS OF EMPLOYEES:**

The information required under section 217(2A) of the Companies Act 1956, read with the Companies (particulars of employees) Rules 1975, forms part of this report - Not applicable.

### **FOREIGN EXCHANGE:**

There is no inflow and outflow of Foreign Exchange.

**LISTING OF SHARES:**

Equity shares of your Company are listed on Bombay Stock Exchange only and the Company has paid the necessary Listing fees for the year 2014 – 2015.

**STATUTORY DISCLOSURES:**

As required under the provisions of section 217(2A) of the Companies Act, 1956, read with the companies (Particulars of Employees) Rules, 1975, as amended, particulars of employees are set out in the annexure to the Directors' Report. As per the provisions of Section 219(1)(b)(iv) of the said Act, this report is being sent to all the members excluding the particulars of the employees.

Directors' Responsibility Statement as required by section 217(2AA) of the Companies Act, 1956 appears in preceding paragraph.

Certificate from auditors of the Company regarding compliance of conditions of corporate governance is annexed to this report.

A Cash Flow Statement for F.Y 2013-2014 is attached to the Balance Sheet.

**GREEN INITIATIVE IN CORPORATE GOVERNANCE:**

The Ministry of Corporate Affairs (vide circular nos.17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken 'Green initiative in corporate Governance' and allowed companies to share documents with its shareholders through an electronic mode.

Members are requested to support their green initiative by registering/updating their email addresses, in respect of shares held in dematerialized form with their respective depository participants and in respect of shares held in physical form with Companies RTA.

**CORPORATE GOVERNANCE:**

A detailed report on Corporate Governance, together with a certificate from Statutory Auditors, in compliance with Clause 49 of the Listing Agreement, is attached as part of this report. Compliance reports in respect of all laws applicable to the Company have been reviewed by the board of Directors.

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

Further, a separate Management Discussion and Analysis Report covering a wide range of issues relating to Industry Trends, Company Performance, SWOT analysis, Corporate Process, Business Outlook among others is annexed to this Report.

**CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION:**

The Chief Executive Officer and Chief Financial Officer Certification as required under Clause 49 of the Listing Agreements and Chief Executive Officer declaration about the Code of Conduct is Annexed to this Report.

**COMPANIES ACT, 2013:**

The Companies Act, 2013 was notified in the Official gazette of the Government of India on August, 29, 2013. On September 12, 2013 Ministry of Corporate Affairs (MCA) notified 98 sections and on March 27, 2014 the MCA notified another 198 sections which were deemed to come into force on 1<sup>st</sup> April, 2014.

The MCA wide circular No. 08/2014 dated April 4, 2014 clarified that the financial statements and the documents required to be attached, thereto, the auditors' and directors' report in respect of the financial year under reference

shall continue to be governed by the relevant provisions of the Companies Act, 1956, schedules and rules made there under.

The Company has accordingly prepared the balance sheet, profit & Loss a/c, the schedules and notes thereto and the Director's report in accordance with the relevant provisions of the Companies Act, 1956, schedules and rules made there under.

The Company has to take cognizance of the new legislation and shall comply with the provisions of the Companies Act, 2013 as applicable.

### **ACKNOWLEDGEMENT:**

The Board of Directors wishes to express sincere thanks to Bankers, Shareholders, clients, Financial Institutions, customers, suppliers and employees of Companies for extending support during the year.

### **Registered Office:**

**C-2/104, Yogi Nagar, Eksar Road,  
Borivali (west), Mumbai- 400091  
Date: 30/08/2014**

### **By the order of Board**

<b>Sd/-</b>	<b>Sd/-</b>
<b>Manoharlal Saraf</b>	<b>Geeta Saraf</b>
<b>(Managing Director)</b>	<b>(Director)</b>

# REPORT ON CORPORATE GOVERNANCE

The Company believes that we move towards achieving our growth targets, our Corporate Governance processes must adhere to the globally benchmarked standards. Corporate Governance is an integral element of the Company's value system, management ethos and business practices. Through its processes and independence of functioning, the Board of Directors of the Company provides effective leadership to the Company and its management for achieving sustained prosperity for all the stakeholders.

The Company believes that the governance process should ensure that the resources employed must be utilized optimally so as to meet the stakeholders' aspirations and expectations.

The practice of each of these enables the management to direct and control the affairs of the Company in an efficient manner and in creating the right corporate culture towards emerging as a socially responsible Corporate citizen.

## **BOARD OF DIRECTORS:**

The Managing Director manages the affairs of the Company. The Board of Directors of the Company comprises an appropriate combination of Executive and Non- Executive Directors.

The Company has a Managing Director and the number of Independent Directors is more than one half of the Board. As on date the Company has 5 Directors on its Board, of which one is Managing Director, two are Independent Non-Executive Directors, One is Non-Executive and one is Executive Director and CFO. None of the Directors on board is a member on more than 10 committees or Chairman of more than 5 committees as specified in Clause 49, across all companies in which he is a Director. The necessary disclosures regarding committee positions have been made by the Directors.

All Directors and Senior Management Personnel have re- affirmed compliance with the Code of Conduct approved and adopted by the Board of Directors.

## **BOARD MEETINGS:**

The Board of Directors formulates the broad business and operational policies, periodically reviews the performance and engages itself with strategic issues concerning the Company.

During the year under review, 10 meetings of the Board of Directors were held.

01/04/2013, 30/05/2013, 05/07/2013, 17/07/2013, 12/08/2013, 27/08/2013, 13/11/2013, 24/01/2014, 27/02/2014 and 12/03/2014.

The details of Directors' attendance at the Board Meetings, AGMs and details of other directorships, committee chairmanships/ memberships held by Directors during the year are as follows:

Name of Director	Designation	No. of BM Attended	Attendance at last AGM	No. of other directorships	Committee Memberships	
					Chairman	Member
Mr. Manoharlal Saraf	M.D.	10	Yes	-	-	-
Mrs. Geeta Saraf	N.E.D	10	Yes	-	2	4
Mr. Shashikumar Jatwal	I.N.E.D	5	No	1	-	2
Ms. Deepti Lalwani	I.N.E.D	1	No	2	-	2
Mrs. Nidhi Harshad Parekh*	E.D. & CFO	0	No	-	-	-

Mr. Manoharlal Saraf is the Managing Director, Mrs. Geeta Saraf is Non-Executive Director, Mrs. Deepti Lalwani, and Mr. Shashikumar Jatwal are Independent Non- Executive Directors of the Company, Mrs. Nidhi Harshad Parekh\* is appointed as the Additional Director and Chief Financial Officer of the Company with effect from 21<sup>st</sup> July, 2014

**CODE OF CONDUCT:**

The Board has laid down a code of conduct for all Board Members and Senior Management of the Company, which has been posted on the website of the Company. All the Board Members and Senior Management personnel have affirmed compliance with the Code for the year ended 31<sup>st</sup> March, 2014.

**AUDIT COMMITTEE:**

a) The terms of reference of the Audit Committee are in conformity with the provisions of Sub-clause II of Clause 49 of the Listing Agreements with the Stock Exchanges which, inter alia, include the following:

- Oversight of the Company's financial reporting process.
- Recommending appointment and removal of external auditors and fixing of their fees.
- Reviewing with management the quarterly, half-yearly and annual financial results / statements with special emphasis on accounting policies and practices, compliances with accounting standards and other legal requirements concerning financial statements.
- Reviewing the adequacy of the Audit and compliance functioning including their policies, procedures, techniques and other regulatory requirements.
- Reviewing the adequacy of internal control systems and significant audit findings.
- Discussion with statutory and internal auditors regarding nature and scope of audit.

b) **The composition and details of the meetings of the Audit Committee are as follows:**

Name of the Director	Designation	No. of Meetings Attended	Meeting dates
Mrs. Geeta Saraf	Chairman	4	30/05/2013, 12/08/2013,
Ms. Deepti Lalwani	Member	1	13/11/2013
Mr. Shashikumar Jatwal	Member	4	24/01/2014

The terms of reference of the Committee are as per the guidelines set out in Clause 49 of the listing agreement with the Stock Exchanges and section 177 of the Companies Act, 2013 and inter alias it briefly includes review of quarterly and Annual financial statements, the statutory Auditor's Report on the financial statements, Internal audit reports, internal controls, Accounting policies and to generally interact with the Internal Auditors and Statutory Auditors.

**SHARE TRANSFER COMMITTEE & INVESTOR RELATIONS COMMITTEE:**

a) The terms of reference of The Share Transfer & Investor Relations Committee are:

- Approves and monitors transfers, transmission, splits and consolidation of the shares of the Company.
- Reviews redressal of complaints from shareholders relating to transfer of shares, non-receipt of annual reports, dividends etc.
- Reviews the compliances with various statutory and regulatory requirements.

b) Composition of Share Transfer Committee & Investor Relations Committee and the attendance of the Members at Committee Meetings are as follows:

Name of the Director	Designation
Mrs. Geeta Saraf	Chairman
Ms. Deepti Lalwani	Member
Mr. Shashikumar Jatwal	Member

c) Name and Designation of Compliance Officer: Mr. Manoharlal Saraf



**REMUNERATION COMMITTEE:**

The Company has constituted a Remuneration Committee with terms of reference to evaluate compensation/ commission and benefits for Directors. The Committee also acts as Nomination Committee and Compensation Committee. Composition of the Nomination Committee and Compensation Committee and attendance of the Members at the Committee meeting is as follows:

Name of the Director	Designation
Mrs. Geeta Saraf	Chairman
Ms. Deepti Lalwani	Member
Mr. Shashikumar Jatwal	Member

a) The terms of reference of Remuneration Committee are:

- To decide the remuneration package of the Directors and Senior Management Personnel takes into consideration the following:
- Employment Scenario
- Remuneration Package in the Industry
- Remuneration Package of the managerial talent of other industries

The Company pays remuneration by way of salary, perquisites and allowances and Commission to Chairman and Managing Director as approved by the shareholders of the Company. The ceiling on perquisites and allowances as a percentage of salary is fixed by the Board as per schedule XIII.

b) Remuneration paid to directors during the period ended 31<sup>st</sup> March, 2014

Name of the Director	Salary (Rs.)	Commission (Rs.)	Sitting Fees (Rs.)	Contribution To Various Funds (Rs.)	Total (Rs.)
Mr. Manoharlal Saraf	1,80,000	--	-	-	1,80,000
-	-	--	-	-	-
<b>Total</b>	<b>1,80,000</b>	<b>--</b>	<b>-</b>	<b>-</b>	<b>1,80,000</b>

The above amounts do not include provisions for encashable leave, gratuity and premium paid for Group Health Insurance as separate premium.

c) Shareholding of the Directors as on 31<sup>st</sup> March, 2014

None of the Directors hold any shares, Convertible Instruments or Stock Options in the Company. As on 31<sup>st</sup> March, 2014, there are no outstanding options granted to any of the Directors of the Company.

Name of Director	No. of Shares held	Outstanding Options	% of Shares held
Mr. Manoharlal Saraf	Nil	Nil	Nil
Mrs. Geeta Manoharlal Saraf	Nil	Nil	Nil
Mr. Shashikumar Jatwal	Nil	Nil	Nil
Ms. Deepti Lalwani	Nil	Nil	Nil

**GENERAL BODY MEETINGS:**

a) Details relating to last three Annual General Meetings:

Year/Period Ended	Date of Meeting	Time
31 <sup>st</sup> March, 2011	30/09/2011	10:00 A.M
31 <sup>st</sup> March, 2012	29/09/2012	10:00 A.M
31 <sup>st</sup> March, 2013	27/09/2013	12:00 P.M

- b) No extra- Ordinary General Meeting was held during the year of review.
- c) Company has passed three Special resolutions through Postal ballot during the year, detailed description of which has been given in directors report annexed to the annual report.

### **DISCLOSURES:**

A summary statement of transactions with related parties was placed periodically before the Audit Committee during the year. During the year under review there were no materially significant related party transactions that may have potential conflict with the interest of the Company at large. Suitable disclosures have been made in the financial statements, together with the Management's explanation in the event of any treatment being different from that prescribed in accounting standards.

The Company has risk assessment and minimization procedures which are periodically reviewed to ensure that Management identifies and controls risk through a properly defined framework.

### **MEANS OF COMMUNICATION:**

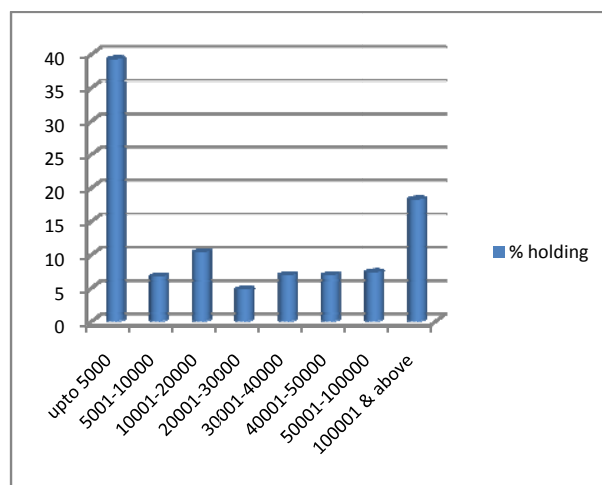
- Statutory advertisements and financial results of the Company (Quarterly, Half- yearly and Final) are published in one English and one Regional language dailies.
- Apart from the financial results, all official press releases of the Company and presentations made to the institutional investors and analysts, if any, are being placed on the Company's website.
- The Company also releases all price sensitive information simultaneously to BSE.

### **GENERAL SHAREHOLDER INFORMATION:**

1	<b>Annual General Meeting</b>	The 26 <sup>th</sup> Annual General Meeting of the Company will be held on 30/09/2014 at 10.30 a.m. in Mumbai at the registered office of the Company.
2	<b>Last AGM held</b>	27/09/2013
3	<b>Book Closure Dates</b>	23/09/2014 to 24/09/2014
4	<b>Dividend Payment Date</b>	N.A.
5	<b>First Quarter Results Declared</b>	Second Week of August, 2013
6	<b>Second Quarter Results Declared</b>	Second Week of November, 2013
7	<b>Third Quarter Results Declared</b>	Third Week of January, 2014
8	<b>Fourth Quarter Results Declared</b>	Last Week of May, 2014
9	<b>BSE Code</b>	513305
10	<b>ISIN No IN NSDL &amp; CDSL</b>	INE 346M01022
11	The Company's Shares are listed on Bombay Stock Exchange and the Company has paid listing fees to Bombay Stock exchange for the FY 2014-2015	
12	All documents, transfer deed, demat requests and other communication in relation thereto should be addressed to the R&T agents at its following address:  <b>M/s. Purva Sharegistry (India) Private Ltd</b> 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg, Opp. Kasturba Hospital, Lower Parel (East), Mumbai- 400011 Tel: 022 23018261	

## STOCK MARKET DATA AT BSE:

Month	High	Low	Close	No. of Shares
April, 2013	90.80	60.30	90.80	7092
May, 2013	138.60	95.00	111.70	29673
June, 2013	113.00	95.60	102.65	73685
July, 2013	120.70	95.10	104.45	1165
Aug, 2013	99.25	86.00	86.00	4652
Sept, 2013	92.50	84.10	84.10	4732
Oct, 2013	93.00	80.95	93.00	1120
Nov, 2013	123.00	97.00	123.00	26168
Dec, 2013	170.00	129.00	170.00	178896
Jan, 2014	195.00	162.00	193.00	1273150
Feb, 2014	207.00	184.00	198.85	2600528
Mar, 2014	205.00	185.00	195.00	1928318



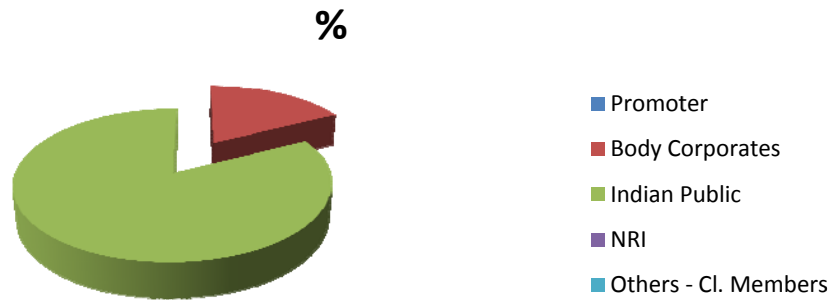
## DISTRIBUTION OF SHAREHOLDING AS ON 31<sup>ST</sup> MARCH, 2014

Shareholders			Shareholding	
No. of Shares	Nos.	%	Holding in Rs.	%
1 - 5000	183	39.19	213385	0.26
5001 - 10000	31	6.64	289675	0.35
10001 - 20000	48	10.28	858730	1.04
20001 - 30000	22	4.71	575500	0.70
30001 - 40000	32	6.85	1205000	1.46
40001 - 50000	32	6.85	1538000	1.86
50001 - 100000	34	7.28	2750600	3.33
100001 - and above	85	18.20	75071010	90.99
<b>Total</b>	<b>467</b>	<b>100</b>	<b>82501900</b>	<b>100</b>

## SHAREHOLDING PATTERN AS ON 31<sup>ST</sup> MARCH, 2014:

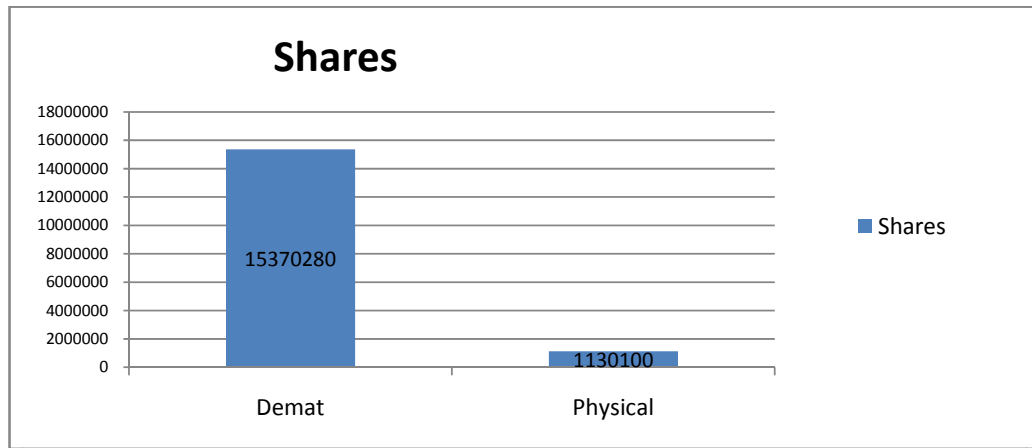
Category		No. of Shares held	% of Shareholding
<b>A</b>	Promoter's Holding	0	0
1	Promoters	0	0
	- Indian Promoters	0	0
0	- Foreign Promoters	0	0
2	Persons acting in concert	0	0
	<b>Sub - Total</b>	<b>0</b>	<b>0</b>
<b>B</b>	Non-Promoter's Holding		
3	Institutional Investors	0	0
a)	Mutual Funds and UTI	0	0
b)	Banks, Financial Institutions, Insurance Companies (Central/State Govt. Institutions/Non Government Institutions)	0	0
<b>C</b>	FII's		
	<b>Sub - Total</b>	<b>0</b>	<b>0</b>
4	Others		
)	Private Corporate Bodies	2897836	17.56
b)	Indian Public	9989034	60.54
c)	NRI's/OCB's - NRI	0	0.00
d)	Any Other (Please specify) - <b>Clearing Members</b>	500	0.00
e)	Hindu Undivided Family (HUF)	3613010	21.90
	<b>Sub-Total</b>	<b>16500380</b>	<b>100</b>
	<b>Grand Total</b>	<b>16500380</b>	<b>100</b>

### Shareholding Pattern as on 31.03.2014



### DEMATERIALIZATION OF SHARES:

As on 31<sup>st</sup> March 2014, **93.15%** of the Company's Shares representing **15370280** Share were held in dematerialized form and the balance **1130100** Shares were held in physical form.



### INVESTOR CORRESPONDENCE:

For Transfer / Dematerialisation of shares, payment of dividend on shares, interest and redemption of debentures, and any other query relating to the shares and debenture of the company.

#### **PURVA SHAREGISTRY (INDIA) PVT. LTD**

No-9, Shiv Shakti Industrial Estate,  
Ground Floor, J. R. Boricha Marg,  
Opp. Kasturba Hospital,  
Lower Parel, Mumbai – 400 011

#### **Any other query:**

**Moryo Industries Limited**

#### **At Regd. Office:**

C-2/104, Eksar Road, Yogi Nagar,  
Borivali (west), Mumbai- 400091

## **MANAGEMENT DISCUSSION & ANALYSIS REPORT**

Your Directors are pleased to present the Management Discussion and Analysis Report for the year ended 31<sup>st</sup> March, 2014.

The Management Discussion and analysis have been included in consonance with the code of corporate governance as approved by The Securities and Exchange Board of India (SEBI). Investors are cautioned that these discussions contain certain forward looking statements that involve risk and uncertainties including publically updating or revising any of the opinions or forward looking statements expressed in this report consequent to new information or developments, events or otherwise.

The Management of the Company is presenting herein the overview, opportunities and threats, initiatives by the Company and overall strategy of the Company and its outlook for the future. This outlook is based on management's own assessment and it may vary due to future economic and other future developments in the country.

### **OVERVIEW:**

The operations of the company are centered in the Finance and Share Trading. The Company deals in Shares and Securities. With strengthening of the economic environment, the Indian capital market is expected to perform well. The improved performance of the industrial and service sector and strong capital inflows witnessed robust growth in primary and secondary capital market and is expected to hold in the coming years.

### **INDUSTRY STRUCTURE AND DEVELOPMENT:**

Indian Finance market size is estimated at Rs. 100 Trillion. Approximately one third of this demand is met through Share Market and the balance is met through Financers and lenders. The Industry is mainly dependent on the Investors sentiments. It is now prevailing good and getting healthy.

The finance industry where the company is also involved, major development have been taken place for past few decades in view of the fact that plethora of finance companies have come into existence with various finance products and there has been tremendous finance growth due to foreign collaboration, foreign equity participation etc, under Finance Division, dealing in equity shares and stock is the main activity of the company.

### **SEGMENT-WISE PERFORMANCE:**

The Company operates in single reported segment with main business of Investments & Inter Corporate Deposit to the Corporate Sector.

### **SUBSIDIARY COMPANY:**

As there are no subsidiaries of the Company, Investment made in Subsidiaries is NIL

### **OPPORTUNITIES AND THREATS:**

Some of the key trends of the industry that are favorable to the company to exploit these emerging opportunities are:

- Clients are more comfortable with uniform high quality and quick services and security process across the enterprise.
- The Company since involved in the Finance business for a very long time there are good prospects for expanding further activities in this direction.
- The Company is also facing server competition from other Information Technology companies and software companies.

### **RISK MANAGEMENT:**

The Company is exposed to specific risks that are particular to its business and the environment within which it operates including economic cycle, market risks, competition risk, interest rate volatility, human resource risk and execution risk, etc. The Company manages these risks by maintaining a conservative financial profile and by following prudent business and risk practices. Being engaged in the business in a highly regulated industry; we are presented with risk containment measures in the very regulations. The company's business could potentially be affected by the following factors:-

- (a) Strategic: High-Level goals, aligned with and supporting its mission.
- (b) Operations: Effective and efficient use of its resources.
- (c) Reporting: Reliability of financial reporting.
- (d) Compliance: Compliance with applicable laws and regulations.
- (e) Sharp movement in prevailing interest rates in the market.
- (f) Impact of markets on our revenues and investments, sustainability of the business across cycles.
- (g) Risk that a client will fail to deliver as per the terms of a contract with us or another party at the time of settlement.
- (h) Risk due to uncertainty of a counter party's ability to meet its financial obligations to us.
- (i) Inability to conduct business and service clients in the event of a contingency such as a natural calamity breakdown of infrastructure, etc.

Risks are assessed and ranked according to the likelihood and impact of them occurring. Existing controls are assessed and mitigation measures discussed.

### **HUMAN RESOURCES:**

- The Company believes that the main strength of any organization is its people. It is the people who build the system and create a climate to suit the growth and excellence in the Company.
- The Company is poised to take on the challenges and march towards accomplishing its mission with success.
- The Company maintained good Industrial/Business relation in market which enhanced the Creditworthiness of the Company.

### **INTERNAL CONTROL SYSTEMS & THEIR ADEQUACY:**

Moryo Industries has in proper and adequate system of internal control and the same is being reviewed commensurate with its size and nature of operations. The Company has a proper and adequate system of internal control to ensure that all assets are safeguarded and protected against any loss from unauthorized use or disposition and that transaction are authorized, recorded and reported correctly.

The Company's internal control systems are periodically reviewed by the management together with the Audit Committee of the Board. The emphasis of internal control prevails across functions and processes, covering the entire gamut of activities including finance.

### **CAUTIONARY STATEMENT:**

Statements in the Management Discussion & Analysis describing the Company's objectives, projections, estimates and expectations may be "forward looking" within the meaning of applicable laws and regulations. Actual results may differ from those expressed or implied.

## CEO / CFO CERTIFICATION

To,  
**The Board of Directors,**  
**Moryo Industries Limited**  
 C-2/104, Yogi Nagar,  
 Eksar Road, Borivali (west),  
 Mumbai-400091

We hereby certify that:

1. We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2014 and that to the best of our knowledge and belief;
  - a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  - b) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. No transaction is entered into by the company during the year which is fraudulent, illegal or violate of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of and the which we are aware steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the auditors and the Audit Committee:
  - a) Significant changes in internal control over financial reporting during the year.
  - b) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - c) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**For Moryo Industries Ltd**

Sd/-  
**Manoharlal Saraf**  
 (Managing Director)

Place: Mumbai  
 Date: 30/08/2014

## COMPLIANCE CERTIFICATE

To  
**The Members of**  
**Moryo Industries Limited**

It is hereby certified and examined that as provided in Clause 49 I (D) of the listing agreement with the stock exchanges, the Board members and the Senior Management personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the financial year ended 31<sup>st</sup> March, 2014.

**Registered Office:**  
 C-2/104, Yogi Nagar, Eksar Road,  
 Borivali (west), Mumbai-400091

Date: 30/08/2014

**For Moryo Industries Limited**

Sd/-  
**Manoharlal Saraf**  
 (Managing Director)

## **AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

To,  
The Members of  
**Moryo Industries Limited.**

1. We have examined the compliance of Corporate Governance by M/s. Shree Nath Commercial & Finance Ltd for the period ended on 31st March, 2014 as stipulated in Clause 49 of the Listing Agreement of the said Company with the stock exchanges.
2. 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.
3. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has generally complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.
4. 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 R. Soni & Co**  
**(Chartered Accountants)**  
**Firm Reg. No. 130349W**

Sd/-  
**CA RAJESH SONI**  
**Partner**  
**M. No. 133240**

**Place: Mumbai**  
**Date: 29/05/2014**



# **INDEPENDENT AUDITORS' REPORT**

## **To the Members of MORYO INDUSTRIES LIMITED**

We have audited the accompanying financial statements of **MORYO INDUSTRIES LIMITED** ("the Company"), which comprises the balance sheet as at 31st March 2014, the statement of profit and loss of the Company for year then ended, the cash flow statement of the Company 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') read with general Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013. 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 audit opinion.

## **Opinion**

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

- (i) In the case of the balance sheet, of the state of affairs of the Company as at 31st March 2014;
- (ii) In the case of the statement of profit and loss account, of the loss for the year ended on that date; and
- (iii) 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"), as amended, 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. 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; and
- e. on the basis of written representations received from the directors as on 31st March 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

**For R. Soni & Co  
(Chartered Accountants)  
Firm Reg. No. 130349W**

**Sd/-  
CA RAJESH SONI  
Partner  
M. No. 133240**

**Place: Mumbai  
Date: 29/05/2014**

# ANNEXURE TO THE AUDITOR'S REPORT

**Referred to in paragraph 3 of our report of even date on the Accounts for the year ended 31st March 2014 of MORYO INDUSTRIES LIMITED.**

1. (a) As explained to us, the Company has maintained proper records showing full particulars including quantitative details and situation of fixed Assets.  
  
(b) All the assets have been physically verified by the management at the end of the financial year, which in our opinion is reasonable having regard to the size of the Company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.  
  
(c) As per the records and as explained to us, the Company has not disposed off any substantial or major portion of fixed assets during the year.
2. (a) As explained to us, the inventories held by the Company were physically verified during the year by the management at reasonable intervals.  
  
(b) In our opinion and according to the information and explanations given to us, the procedure of physical verification of inventories followed by the management is reasonable and adequate in relation to the size of the Company and the nature of its business.  
  
(c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories. The discrepancies noticed on verification between the physical stocks and the book records were not material.
3. (a) According to the information and explanations given to us, the Company has not granted loans to a party listed in the Register maintained under section 301 of the companies Act, 1956. Hence clause (b) and (c) of this para is not applicable.  
  
(b) In our opinion and according to the information and explanation given to us the Company has not taken loans from any party listed in the Register maintained under section 301 of the companies Act, 1956. Hence clause (e) and (f) of this para is not applicable.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to the purchases of inventory, fixed assets and with regard to the sale of goods. During the course of our audit we have not observed any continuing failure to correct major weakness in internal controls.
5. In our opinion and according to the information and explanations given to us, there are no Contracts or arrangement referred to in section 301 of the Companies Act, 1956 that need to be entered in the Register required to be maintained under that section. Hence, clause (v-b) of paragraph 4 of the Order is not applicable.
6. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public during the year to which the directive issued by the Reserve Bank of India and the provisions of sections 58A and 58AA of the Companies Act, 1956 and the rules framed there under are applicable.
7. The Company has adequate internal check and audit procedures implemented in the Course of the day - to - day functioning. However, no internal audit as such has been conducted.
8. The Company is not covered under section 209(1)(d) of the Companies Act, 1956 in respect of maintenance of cost records.
9. According to the information and explanation given to us, no undisputed amounts payable in respect of income tax, wealth tax, sales tax, customs duty, excise duty and cess were in arrears, as at 31.3.2014 for a period of more than six months from the date they became payable.

10. Accumulated losses as at 31.03.2014 do not exceed fifty percent of its net worth at the end of the financial year. The company has incurred cash losses of Rs.1, 038,502.36 during the current financial year and incurred cash losses of Rs.132,370.00/- during the immediately preceding financial year.
11. In our opinion and according to information given to us, the Company not defaulted in repayment of dues to bank, financial institution, and debenture holder.
12. In our opinion and according to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures & other securities.
13. In our opinion, the Company is not a chit fund or a niche mutual benefit fund / society. Therefore, the provisions of clause 4 (xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to this Company.
14. In our opinion and according to information given to us, the Company is dealing or trading in shares or securities. Proper records have been maintained of the transactions and contracts and timely entries have been made therein.
15. In our opinion and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions during the year.
16. In our opinion and according to the information and explanations given to us, the Company has not raised term loans during the year under audit.
17. According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that the no funds raised on short-term basis have been used for long-term investment.
18. The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act during the year which is not prejudicial to the interest of the company.
19. The Company has not issued any debenture during the year.
20. The Company has not raised money through a public issue during the year.
21. On the basis of the audit procedure carried out by us and information and explanations given by the management, we state that no fraud on or by the Company has been noticed or reported during the course of our audit.

**For R. Soni & Co**  
**(Chartered Accountants)**  
**Firm Reg. No. 130349W**

**Sd/-**  
**CA RAJESH SONI**  
**Partner**  
**M. No. 133240**

**Place: Mumbai**  
**Date: 29/05/2014**

# MORYO INDUSTRIES LIMITED

**Balance Sheet as on 31.03.2014**

Particulars	Notes	As at 31.03.2014 Rs.	As at 31.03.2013 Rs.
<b><u>EQUITY AND LIABILITIES</u></b>			
<b>Shareholders' Funds</b>			
Share Capital	2	82,501,900	82,501,900
Reserves and Surplus	3	94,634,573	96,063,312
<b>Current Liabilities</b>			
Short-Term Borrowings	4	-	3,100,000
Deferred Tax Liability		384,903	-
Trade Payables	5	9,079,853.97	1,818,167
Other Current Liabilities			
Short-Term Provision		-	-
Provision	6	3,241	1,189
<b>Total</b>		<b>186,604,471</b>	<b>183,484,568</b>
<b><u>ASSETS</u></b>			
<b>Non-Current Assets</b>			
Fixed Assets	7	41,567	-
Investments	8	5,884,178	31,988,178
Loans & Advances	9	131,253,206	99,975,091
<b>Current Assets</b>			
Inventories	10	35,927,796	51,185,390
Cash and bank balance	11	9,737,433	255,909
Trade Recievable	12	3,700,291	-
Other Current Assets	13	60,000	80,000
<b>Total</b>		<b>186,604,471</b>	<b>183,484,568</b>
<b>Significant Accounting Policies and Notes to Financial statement</b>	1 to 29		
<b>FOR R. SONI &amp; CO</b> (Chartered Accountants)		<b>FOR AND ON BEHALF OF THE BOARD</b>	
<b>Sd/-</b> <b>CA Rajesh Soni</b> (Partner ) M. No. 133240  Place : Mumbai Date : 29.05.2014	<b>Sd/-</b> <b>Manoharlal Saraf</b> (Managing Director)  <b>Sd/-</b> <b>Shashikumar Jatwal</b> (Director)	<b>Sd/-</b> <b>Geeta Saraf</b> (Director)	

# MORYO INDUSTRIES LIMITED

## Statement of Profit and Loss account for the year ended 31.03.2014

Particulars	Notes	For the year ended 31.03.2014 Rs.	For the year ended 31.03.2013 Rs.
<b>Income</b>			
Revenue from operations	14	110,076,510	53,491,444
Other Income	15	2,723,611	2,147,308
<b>Total Revenue</b>		<b>112,800,120</b>	<b>55,638,752</b>
<b>Expenses</b>			
Purchases	16	96,602,663	103,337,468
Change In Inventories	17	15,257,594	(51,185,390)
Employee Benefit Expenses	18	1,236,210	2,259,351
Finance Costs	19	179,680	890,188
Depreciation & Amortisation Expenses	20	5,333	-
Other Expenses	21	562,475	469,505
<b>Total Expenses</b>		<b>113,843,955</b>	<b>55,771,122</b>
<b>Profit before tax</b>		<b>(1,043,835)</b>	<b>(132,370)</b>
<b>Tax Expenses</b>			
Less : Current Tax		-	-
Less: Deferred Tax		384,903	-
<b>Profit/(loss) for the period</b>		<b>(1,428,739)</b>	<b>(132,370)</b>
<b>Earnings per Equity Share:</b>			
<b>Basic ( )</b>		<b>(0.09)</b>	<b>(0.01)</b>
<b>Diluted</b>		<b>(0.09)</b>	<b>(0.01)</b>
<b>Significant Accounting Policies and Notes to Financial statement</b>	<b>1 to 29</b>		
<b>FOR R. SONI &amp; CO</b> (Chartered Accountants)		<b>FOR AND ON BEHALF OF THE BOARD</b>	
<b>Sd/-</b> CA Rajesh Soni (Partner ) M. No. 133240	<b>Sd/-</b> Manoharlal Saraf (Managing Director)	<b>Sd/-</b> Geeta Saraf (Director)	
<b>Place : Mumbai</b> <b>Date : 29.05.2014</b>	<b>Sd/-</b> Shashikumar Jatwal (Director)		

# MORYO INDUSTRIES LIMITED

## CASH FLOW STATEMENT Upto 31st March 2014

PARTICULARS	Year Ended 31.03.2014		Year Ended 31.03.2013	
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net profit Before Tax & extraordinary items		(1,043,835)		(132,370)
Adjustments for :				
Add: Depreciation	5,333		-	
Less: Interest Income	(8,755,147)	(8,749,814)	-	-
		(9,793,649)		(132,370)
<b>Operating Profit before Working Capital Changes</b>				
<b>Adjustment For :</b>				
Trade and other receivables	(3,680,291)		1,424,000	
Loans & Advances	(31,278,115)		(80,288,217)	
Trade Payable	7,263,739		547,587	
Closing Stock	15,257,594	(12,437,073)	(51,185,390)	(129,502,020)
<b>Cash generated from operations</b>		(22,230,722)		(129,634,390)
Direct Taxes Paid		-		-
<b>Cash Flow Before Extraordinary Items</b>		(22,230,722)		(129,634,390)
Extraordinary Items		-		-
<b>Net Cash From Operating Activities</b>		<b>(22,230,722)</b>		<b>(129,634,390)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
Purchase of Fixed Assets	(46,900)			
Sale of Investment	26,104,000		-	
Purchase of Investment	-		(31,988,178)	
Interest Earned	8,755,147		-	
<b>Net Cash From Investing Activities</b>		<b>34,812,247</b>		<b>(31,988,178)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
Repayment of Short Term Borrowings	(3,100,000)			3,100,000
Premium on Shares Issued	-			95,250,000
Shares Issued	-			63,500,000
<b>Net Cash From Financing Activities</b>		<b>(3,100,000)</b>		<b>161,850,000</b>
<b>Net Increase/ (Decrease) in Cash and Cash Equivalents</b>		<b>9,481,525</b>		<b>227,432</b>
<b>Cash and Cash Equivalents at the Beginning of the year</b>		<b>255,909</b>		<b>28,478</b>
<b>Cash and Cash Equivalents at the End of the year</b>		<b>9,737,434</b>		<b>255,910</b>

**Notes:-**

(1) The Above cash flow statement has been prepared by using the indirect methods as per Accounting Standard-3, issued by Institute of Chartered Accountants of India.

(2) The previous figure have been regrouped/ rearranged wherever necessary to confirm the current year' s classification.

FOR R. SONI & CO  
(Chartered Accountants)

FOR AND ON BEHALF OF THE BOARD

Sd/-  
CA Rajesh Soni  
(Partner )  
M. No. 133240

Sd/-  
Manoharlal Saraf  
(Managing Director)

Sd/-  
Geeta Saraf  
(Director)

Place : Mumbai  
Date : 29.05.2014

Sd/-  
Shashikumar Jatwal  
(Director)

# MORYO INDUSTRIES LIMITED

## Note - 2-Share Capital

	As at 31.03.2014 Rs.	As at 31.03.2013 Rs.
<b>AUTHORIZED CAPITAL</b>		
2,40,02,000 Equity Shares of Rs. 5/-each	120,010,000	120,010,000
<b>Total</b>	120,010,000	120,010,000
<b>ISSUED , SUBSCRIBED &amp; PAID UP CAPITAL</b>		
1,65,00,380 Equity Shares of Rs. 5/-each	82,501,900	82,501,900
<b>Total</b>	<b>82,501,900</b>	<b>82,501,900</b>

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

Particulars	Opening Balance	Addition	Buy back	Closing Balance
Equity shares with voting rights				
Year ended 31 March, 2014				
- Number of shares	16500380	-	-	16500380
- Amount (Rs.)	82501900	-	-	82501900
Year ended 31 March, 2013				
- Number of shares	1900190	14600190	-	16500380
- Amount (Rs.)	9500950	73000950	-	82501900

### (ii) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31 March, 2014		As at 31 March, 2013	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
NIL	-	-	-	-

The Company has only one class of equity shares having a par value of Rs.5/- per share. Each holder of equity share is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the no. of equity shares held by the shareholder.

remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the no. of equity shares held by the shareholder.

## Note - 3 Reserve & Surplus

	As at 31.03.2014 Rs.	As at 31.03.2013 Rs.
<b>Surplus/(Deficit) in the statement of profit and loss account</b>		
Balance as at the beginning of the year	813,312	945,682
Profit for the current year	- 1,428,739	- 132,370
Net surplus in the statement of profit and loss account	- 615,426	813,312
Share Premium Account	95,250,000	95,250,000
<b>Total</b>	<b>94,634,573</b>	<b>96,063,312</b>



## Note - 4 Short Term Borrowings

	As at 31.03.2014 Rs.	As at 31.03.2013 Rs.
Unsecured Loan		
From Others	-	3,000,000
From Directors	-	100,000
<b>Total</b>	<b>-</b>	<b>3,100,000</b>

## Note - 5 Trades Payable

	As at 31.03.2014 Rs.	As at 31.03.2013 Rs.
Trades Payable	9,079,854	1,818,167
<b>Total</b>	<b>9,079,854</b>	<b>1,818,167</b>

## Note - 6 Provision

	As at 31.03.2014 Rs.	As at 31.03.2013 Rs.
Provision for Expenses	3,241	1,189
<b>Total</b>	<b>3,241</b>	<b>1,189</b>

## Note - 7 Fixed Assets

	As at 31.03.2014 Rs.	As at 31.03.2013 Rs.
Computer	46,900	-
Less: Depreciation	- 5,333	-
	<b>41,567</b>	<b>-</b>

## Note - 8 Investments

	As at 31.03.2014 Rs.	As at 31.03.2013 Rs.
Invsetment in Essar( India) Limited	5,884,178	31,988,178
(Market value of Share as on 31.03.2014 is (117230*46.80) = 5,486,364/-		
	<b>5,884,178</b>	<b>31,988,178</b>

<b>Note - 9 Loans &amp; Advances</b>		
	As at 31.03.2014 Rs.	As at 31.03.2013 Rs.
Loans & Advances	130,500,734	99,795,450
Deposits	990	-
TDS Receivable	751,482	179,641
<b>Total</b>	<b>131,253,206</b>	<b>99,975,091</b>
<b>Note - 10 Inventories</b>		
	As at 31.03.2014 Rs.	As at 31.03.2013 Rs.
Stock in Trade	35,927,796	51,185,390
<b>Total</b>	<b>35,927,796</b>	<b>51,185,390</b>
<b>Note - 11 Cash &amp; Cash Equivalents</b>		
	As at 31.03.2014 Rs.	As at 31.03.2013 Rs.
Cash in hand	192,892	3,867
Balance with Bank (Axis Bank)	9,544,541	252,042
<b>Total</b>	<b>9,737,433</b>	<b>255,909</b>
<b>Note - 12 Trade Recivable</b>		
	As at 31.03.2014 Rs.	As at 31.03.2013 Rs.
Unsecured Considered Good :		
Debts outstanding for a period exceeding six months		
Other Debts	3,700,291	-
<b>Total</b>	<b>3,700,291</b>	<b>-</b>
<b>Note - 13 Other Current Assets</b>		
	As at 31.03.2014 Rs.	As at 31.03.2013 Rs.
Non current Assets	60,000	80,000
<b>Total</b>	<b>60,000</b>	<b>80,000</b>

# MORYO INDUSTRIES LIMITED

## NOTES ANNEXED TO PROFIT AND LOSS ACCOUNT

### Note - 14 Sales

	As at 31.03.2014		As at 31.03.2013	
	Rs.	Rs.	Rs.	Rs.
Revenue From Sales	110,076,510		53,493,425	
Loss on Share Trading	-		1,981	
<b>Total</b>	<b>110,076,510</b>		<b>53,491,444</b>	

### Note - 15 Other Income

	As at 31.03.2014		As at 31.03.2013	
	Rs.	Rs.	Rs.	Rs.
Dividend	3,270		-	
Interest on Loan	8,755,147		2,147,308	
Loss from Currency Trading	-	6,544,412	-	
Profit on Sale of Investment	509,606		-	
<b>Total</b>	<b>2,723,611</b>		<b>2,147,308</b>	

### Note - 16 Purchases

	As at 31.03.2014		As at 31.03.2013	
	Rs.	Rs.	Rs.	Rs.
Purchases	96,602,663		103,337,468	
<b>Total</b>	<b>96,602,663</b>		<b>103,337,468</b>	

### Note - 17 Change in Inventories

	As at 31.03.2014		As at 31.03.2013	
	Rs.	Rs.	Rs.	Rs.
Opening Stock	51,185,390		-	
Add: Finished goods	-		-	
Less: Closing Stock	-	35,927,796	-	51,185,390
<b>Total</b>	<b>15,257,594</b>		<b>-</b>	<b>51,185,390</b>

### Note - 18 Employee Benefit Expense

	As at 31.03.2014		As at 31.03.2013	
	Rs.	Rs.	Rs.	Rs.
Salary paid	1,050,000		2,208,400	
Directors Remuneration	180,000		45,000	
Staff Welfare	6,210		5,951	
<b>Total</b>	<b>1,236,210</b>		<b>2,259,351</b>	

### Note - 19 Finance Cost

	As at 31.03.2014		As at 31.03.2013	
	Rs.	Rs.	Rs.	Rs.
ROC Expenses	3,000		705,100	
Share Transfer / Demat Charges	104,212		50,256	
Service Tax	32,468		-	
Listing Fees	40,000		134,832	
<b>Total</b>	<b>179,680</b>		<b>890,188</b>	

# MORYO INDUSTRIES LIMITED

## NOTES ANNEXED TO PROFIT AND LOSS ACCOUNT

### Note - 20 Depreciation & Amortisation Expenses

	As at 31.03.2014		As at 31.03.2013	
	Rs.		Rs.	
Depreciation	5,333		-	
<b>Total</b>	<b>5,333</b>		<b>-</b>	

### Note - 21 Other Expenses

	As at 31.03.2014		As at 31.03.2013	
	Rs.		Rs.	
Advertisement Expenses	25,208		4,422	
Legal & Professional expenses	87,000		173,000	
Electricity Expense	6,202		6,950	
Office Expense	6,310		14,139	
Other Transaction Charges	219,365		182,659	
Computer Charges	7,450		-	
Office Rent	120,000		60,000	
Telephone expenses	6,077		7,352	
Bank charges	23,302		983	
Miscellaneous Expenses	21,561		20,000	
Audit Fees	40,000		-	
<b>Total</b>	<b>562,475</b>		<b>469,505</b>	

## **NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED AS AT 31.03.2014**

### **NOTE - 1 SIGNIFICANT ACCOUNTING POLICIES:**

#### **a. Basis & Method of Accounting**

The financial statements have been prepared on accrual basis under historical cost convention in accordance with generally accepted accounting principles in India and the provision of the Companies Act, 1956.

#### **b. Use of Estimates:**

The preparation of financial statements in conformity with generally accepted Accounting principles requires the management to make estimates and assumptions that affects the reported balances of assets and liabilities as of the date of financial statement and reported amount of income and expenses during the year. Management believes that the estimates used in the preparation of financial Statements are prudent and reasonable. Actual results could differ from the Estimates.

#### **c. Fixed Assets**

Fixed Assets are stated at cost of acquisition.

#### **d. Impairment of Assets**

The carrying amount of assets are reviewed at each Balance Sheet date, if there is any indication of impairment based on internal / external factors. An asset is impaired when the carrying amount of the asset exceed the recoverable amount. An impairment loss is charged to the Profit and Loss Account in the year in which the asset is identified as being impaired.

#### **e. Depreciation**

The depreciation on Fixed Assets is provided on straight line method, in accordance with the Schedule XIV to the companies Act, 1956. The depreciation on Assets added during the year has been provided on pro-rata basis with reference to the date on which the assets were put to use. No depreciation has been provided on the fixed assets, which have not been put to use.

#### **f. Revenue recognition**

Expenses are recognized on accrual basis and provisions are made for all known losses and expenses. Interest income is recognized on the time proportion method.

#### **g. Inventories**

Inventories are valued at cost or net realizable value whichever is lower.

#### **h. Research and Development Expenses**

Expenditure relating to capital items is debited to fixed assets and depreciated at applicable rates. Revenue expenses are charged to profit & loss account of the year.

#### **i. Retirement Benefits**

Retirement benefits are given as per term & condition of contract with employee. Short term Employee's benefits are recognized at the undiscounted amount in the profit and loss account.

#### **j. Taxation**

Income-tax expenses comprise current tax and deferred tax charge or credit. The Deferred tax asset and deferred tax liability is calculated by applying tax rate and Tax laws that have been enacted or substantially enacted by the

Balance Sheet date. Deferred tax Assets arising mainly on account of brought forward losses And unabsorbed depreciation under tax laws, are recognized, only if there is a Virtual certainty of its realization, supported by convincing evidence. Deferred tax Liability on account of other timing differences is recognized only to the extent. There is a reasonable certainty of its realization. At each Balance Sheet date, the Carrying amount of deferred tax assets is reviewed to reassure realization.

### k. Earning Per Shares

The earnings considered in ascertaining the Company's EPS are computed as per Accounting Standard 20 on "Earning Per Share", issued by the Institute of Chartered Accountants of India. The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the period. The diluted EPS is calculated on the same basis as basic EPS, after adjusting for the effects of potential dilutive equity shares unless the effect of the potential dilutive equity shares is anti-dilutive.

### l. Other Accounting policies

These are consistent with generally accepted accounting practices.

## NOTES TO FINANCIAL STATEMENTS

### 21. Auditor's remuneration paid / payable during the year financial year is as under:

PARTICULARS	31.03.2014	31.03.2013
Statutory Audit Fee	30000	5000
Tax Audit Fees	10000	-
Service Tax	4944	618

### 22. Earnings per Share

In compliance of Accounting Standard -20 on "Earning per Share" issued by The Institute of Chartered Accountants of India, the computation of Earnings per share is as under:

PARTICULARS	31.03.2014	31.03.2013
Net Profit / (Loss) After Tax	(14,28,739)	(1,32,370)
Weighted average number of Equity Shares	16500380	16500380
Nominal Value of Equity Share	5/-	5/-
Earnings Per Share Basic	(0.09)	(0.01)
Earnings Per Share Weighted	(0.09)	(0.01)

### 23. Related Party Transactions

In accordance with the Accounting Standard 18 on "Related Party Disclosures" issued by the Institute of Chartered Accountants of India, the transactions with the related parties of the Company are disclosed below:

Name of the related party with whom transactions have been made	Description of relation with the party	Nature of Transaction	Amount 2013-2014	Amount outstanding as at 31st March,2014
Manoharlal Saraf	Director	Loans & Advances Repaid	1,00,000.00	NIL

24. Provision of Deferred Tax made during the year is Rs.3,84,903/-. Deferred tax resulting from timing difference between book and tax profit/loss is accounted under the liability method using the tax rates and laws that have

been substantively enacted as of the balance sheet date, to the extent that the timing difference are expected to crystallize.

25. There is no impairment of assets as per AS 28 issued by ICAI.
26. In the opinion of the Board, the Current Assets, Loans and Advances have a value on realization in the ordinary course of business at least equal to the amount which they are stated in the Balance Sheet and provision for all known and determined liabilities is adequate and not in Excess of amount reasonably required. Further balances are subject to confirmation.
27. Previous year figures have been regrouped, reclassified and recast wherever considered necessary.
28. Figures have been rounded off to nearest rupee.

**For R. Soni & Co.**  
Chartered Accountant  
(F.R.N - 130349W)

Sd/-  
(Rajesh Soni)  
Partner

M. No.-133240

Place: Mumbai  
Date: 29.05.2014

**For and on behalf of the Board of Directors  
of Moryo Industries Limited**

Sd/-	Sd/-
Manoharlal Saraf	Geeta Saraf
(Managing Director)	(Director)

Sd/-  
Shashikumar Jatwal  
(Director)

# MORYO INDUSTRIES LIMITED

Regd. Off: C-2/104, Yogi Nagar, Eksar Road, Borivali (west), Mumbai-400091

## Form No. MGT-11

### Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management & Administration) Rules, 2014]

CIN: L65191MH1988PLC111703

Name of the Company: Moryo Industries Limited

Registered Office: C-2/104, Yogi Nagar, Eksar Road, Borivali (West), Mumbai- 400091

Name of the member (s):	
Registered Address:	
Email Id:	
Folio No/Client Id:	
DP ID:	

I/We, being the Member (s) of \_\_\_\_\_ shares of the above named company, here by appoint

1. Name: \_\_\_\_\_ Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him

2. Name: \_\_\_\_\_ Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him

3. Name: \_\_\_\_\_ Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_

As my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26<sup>th</sup> AGM of the company, to be held on the 30<sup>th</sup> day of September, 2014, At 10.30 a.m. at Registered Office of the Company at C-2/104, Yogi Nagar, Eksar Road, Borivali (West), Mumbai- 400091 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	RESOLUTIONS	Optional*	
		For	Against
<b>ORDINARY BUSINESS</b>			
1	Adoption of financial statements for the year ended 31st March, 2014 and the Directors' and Auditors' Reports thereon.		
2	To re-appoint Mrs. Geeta Manoharlal Saraf (DIN: 05286082), who retires by rotation and, being eligible, offers herself for re-appointment.		
3	Appointment of M/s. R. Soni & Co., Chartered Accountants, as Statutory auditors and Fixing their remuneration.		
<b>SPECIAL BUSINESS</b>			
4	To regularize the appointment of Ms. Nidhi Harshad Parekh (DIN: 06937351).		
5	To Increase the borrowing powers of the Board of Directors under section 180(1)(c) of the Companies Act, 2013.		
6	Creation of security under section 180 (1) (a) of the Companies Act, 2013.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20 \_\_\_\_\_

Signature of shareholder: \_\_\_\_\_

Signature of proxy holder(s): \_\_\_\_\_

Affix  
Revenue  
Stamp

#### Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- Please complete all details including details of member(s) in above box before submission



**MORYO INDUSTRIES LIMITED**

CIN: L65191MH1988PLC111703

Registered Office: C-2/104, Yogi Nagar,  
Eksar Road, Borivali (West), Mumbai- 400091**FORM MGT 14****BALLOT PAPER**

In lieu of E- Voting

**Polling Paper***[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]*

Name of the Company:	<b>Moryo Industries Limited</b>
Registered Office :	<b>C-2/104, Yogi Nagar, Eksar Road, Borivali (West), Mumbai- 400091</b>

**Ballot Paper**

Sr. No.	Particulars	Details
1	Name of the First Named Shareholder (In block letters)	
2	Postal Address	
3	Registered Folio No./*Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4	Class of Share	

I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in following manner:

Sr. No.	Item No.	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1	Adoption of financial statements for the year ended 31 <sup>st</sup> March, 2014 and the Directors' and Auditors' Reports thereon.			
2	To re-appoint Mrs. Geeta Manoharlal Saraf (DIN: 05286082), who retires by rotation and, being eligible, offers herself for re-appointment.			
3	Appointment of M/s. R. Soni & Co., Chartered Accountants, as Statutory auditors and Fixing their remuneration.			
4	To regularize the appointment of Ms. Nidhi Harshad Parekh (DIN: 06937351).			
5	To Increase the borrowing powers of the Board of Directors under section 180(1)(c) of the Companies Act, 2013.			
6	Creation of security under section 180 (1) (a) of the Companies Act, 2013.			

Place:

Date:

(Signature of Shareholder)

## BOOK POST

If undelivered please return to:

**REGISTERED OFFICE**

**Moryo Industries Limited**

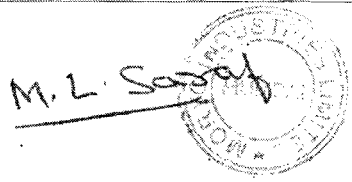
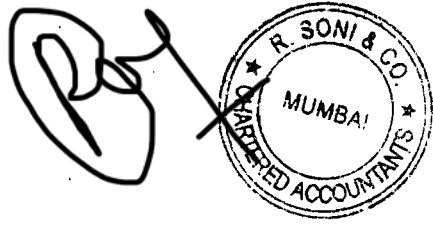
C-2/104, Yogi Nagar,  
Eksar Road, Borivali (west),  
Mumbai- 400091

Website: [www.moryoindustries.com](http://www.moryoindustries.com)

Email: [moryoindustries@gmail.com](mailto:moryoindustries@gmail.com)

## FORM A

Format of the Covering Letter of the Annual Report to be filed with the Stock Exchange

1.	Name of the Company	M/s. Moryo Industries Limited
2.	Annual Financial Statements for the year ended	31 <sup>st</sup> March, 2014
3.	Type of Audit Observation	Unqualified
4.	Frequency of Observation	Not Applicable
5.	To be signed by-	
	<ul style="list-style-type: none"><li>• Manoharlal Saraf (Managing Director)</li></ul>	
	<ul style="list-style-type: none"><li>• R. Soni &amp; Co. Rajesh Soni (Auditor of the Company)</li></ul>	
	<ul style="list-style-type: none"><li>• Geeta Saraf (Chairman of Audit Committee)</li></ul>	